

FEDERATION OF PROTESTANT WELFARE AGENCIES



Financial Statements
(Together with Independent Auditors' Report)

For the Years Ended December 31, 2016 and 2015

M A R K S P A N E T H

ACCOUNTANTS & ADVISORS

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.

**FINANCIAL STATEMENTS
(Together with Independent Auditors' Report)**

FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

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INDEPENDENT AUDITORS' REPORT

The Board of Directors of
Federation of Protestant Welfare Agencies, Inc.

We have audited the accompanying financial statements of the Federation of Protestant Welfare Agencies, Inc. ("FPWA"), which comprise the statements of financial position as of December 31, 2016 and 2015, and the related statements of activities 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the combined 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 Federation of Protestant Welfare Agencies, Inc. as of December 31, 2016 and 2015, 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.

Marks Paneth LLP

New York, NY
June 30, 2017

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
STATEMENTS OF FINANCIAL POSITION
AS OF DECEMBER 31, 2016 AND 2015

	2016	2015
ASSETS		
Cash and cash equivalents (Notes 2D and 12)	\$ 1,324,288	\$ 1,573,430
Accounts receivable (Notes 2L and 3)	195,595	779,483
Prepaid expense and other	103,218	29,438
Investments (Notes 2E, 2M, 4 and 9)	54,512,421	54,728,778
Property and equipment, net (Notes 2F and 5)	11,784,699	12,296,981
Beneficial interest in perpetual trusts and pooled life income fund (Notes 2I, 2J, 8 and 9)	13,174,750	13,196,009
TOTAL ASSETS	\$ 81,094,971	\$ 82,604,119
LIABILITIES		
Accounts payable and accrued expenses	\$ 586,996	\$ 989,992
Accrued postretirement benefits (Note 6)	1,723,500	2,114,000
Bond payable, net (Notes 2G, 2O, 5 and 7)	11,382,225	11,710,340
TOTAL LIABILITIES	13,692,721	14,814,332
NET ASSETS (Note 2B)		
Unrestricted:		
Available for current operations	44,698,818	44,848,868
Designated for long term investments (Note 10)	2,880,585	2,966,677
Net investment in property and equipment	402,474	586,641
Total unrestricted	47,981,877	48,402,186
Temporarily restricted (Note 8)	1,160,657	1,113,700
Permanently restricted (Notes 8 and 10)	18,259,716	18,273,901
TOTAL NET ASSETS	67,402,250	67,789,787
TOTAL LIABILITIES AND NET ASSETS	\$ 81,094,971	\$ 82,604,119

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

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
STATEMENTS OF ACTIVITIES
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	For the Year Ended December 31, 2016				For the Year Ended December 31, 2015			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total 2016	Total 2015	Unrestricted	Temporarily Restricted	Permanently Restricted
OPERATING REVENUE, GRANTS, AND OTHER (Note 2K)								
Contributions (Note 2C)	\$ 573,175	\$ 1,279,464	\$ 7,074	\$ 1,859,713	\$ 1,699,458	\$ 211,349	\$ 1,488,109	\$ -
Grants from government agencies	1,056,004	-	-	1,056,004	1,718,502	1,718,502	-	-
Special events (net of direct expenses of \$0 and \$70,235 in 2016 and 2015, respectively)	-	-	-	-	50,065	50,065	-	-
Investment activity - spending allocation (Notes 2E, 4 and 10)	2,663,781	265,413	-	2,929,194	3,886,967	4,157,010	(270,043)	-
Income from trusts	395,028	250,000	-	645,028	767,229	415,229	352,000	-
Service fees and membership dues	230,850	-	-	230,850	242,075	242,075	-	-
Contributed goods (Note 2C)	93,188	-	-	93,188	137,426	137,426	-	-
Rent and other (net of rental expenses of \$0 and \$68,953 in 2016 and 2015, respectively)	7,735	419	-	8,154	33,671	33,094	577	-
(Loss on disposal of property and equipment (Notes 2O and 5))	-	-	-	-	(8,248)	(8,248)	-	-
Net assets released from restrictions (Notes 2B and 8)	1,748,339	(1,748,339)	-	-	-	1,310,856	(1,310,856)	-
TOTAL OPERATING REVENUE, GRANTS AND OTHER	6,768,100	46,957	7,074	6,822,131	8,527,145	8,267,358	259,787	-
EXPENSES:								
Program Services								
Member services	3,210,947	-	-	3,210,947	4,032,977	4,032,977	-	-
Policy, advocacy and research	2,371,461	-	-	2,371,461	2,787,633	2,787,633	-	-
	<u>5,582,408</u>	<u>-</u>	<u>-</u>	<u>5,582,408</u>	<u>6,820,610</u>	<u>6,820,610</u>	<u>-</u>	<u>-</u>
Supporting Services								
Management and general	1,155,164	-	-	1,155,164	1,343,783	1,343,783	-	-
Fund raising and development	772,037	-	-	772,037	878,837	878,837	-	-
	<u>1,927,201</u>	<u>-</u>	<u>-</u>	<u>1,927,201</u>	<u>2,222,620</u>	<u>2,222,620</u>	<u>-</u>	<u>-</u>
TOTAL OPERATING EXPENSES	7,509,609	-	-	7,509,609	9,043,230	9,043,230	-	-
Change In Net Assets From Operations	(741,509)	46,957	7,074	(687,478)	(516,085)	(775,872)	259,787	-
NONOPERATING ACTIVITIES (Note 2K)								
Legacies (Note 2C)	7,074	-	-	7,074	-	-	-	-
Investment activity, net of fees (Notes 2E and 4)	2,854,620	-	-	2,854,620	(3,003,703)	(3,003,703)	-	-
Investment activity - spending allocation to operations (Notes 2E, 4 and 10)	(2,929,194)	-	-	(2,929,194)	(3,886,967)	(3,886,967)	-	-
Change in value of beneficial interest in perpetual trusts	-	-	(13,299)	(13,299)	(1,083,865)	-	-	(1,083,865)
Change in value of pooled life income fund	-	-	(7,960)	(7,960)	(2,826)	-	-	(2,826)
Postretirement related changes other than net periodic benefit cost (Note 6)	388,700	-	-	388,700	407,200	407,200	-	-
TOTAL NONOPERATING ACTIVITIES	321,200	-	(21,259)	299,941	(7,570,161)	(6,483,470)	-	(1,086,691)
CHANGE IN NET ASSETS	(420,309)	46,957	(14,185)	(387,537)	(8,086,246)	(7,259,342)	259,787	(1,086,691)
Net assets- beginning of year	48,402,186	1,113,700	18,273,901	67,789,787	75,876,033	55,661,528	853,913	19,360,592
NET ASSETS - END OF YEAR	\$ 47,981,877	\$ 1,160,657	\$ 18,259,716	\$ 67,402,250	\$ 67,789,787	\$ 48,402,186	\$ 1,113,700	\$ 18,273,901

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

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES:		
Change in net assets	\$ (387,537)	\$ (8,086,246)
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Realized gain on investments	(632,452)	(1,061,695)
Unrealized (gain) loss on investments	(2,051,102)	4,129,203
Loss in value of beneficial interest in perpetual trusts	13,299	1,083,865
Loss in value of pooled life income fund	7,960	2,826
Loss on disposal of property and equipment	-	8,248
Benefits related changes other than periodic benefit costs	(388,700)	(407,200)
Interest expenses on deferred financing costs	21,885	21,885
Depreciation	608,905	307,535
Subtotal	(2,807,742)	(4,001,579)
Changes in operating assets and liabilities:		
(Increase) or decrease in assets:		
Receivables	583,888	(486,275)
Prepaid expenses and other	(73,780)	87,520
Increase or (decrease) in liabilities:		
Accounts payable and accrued expenses	(402,996)	69,758
Accrued pension and postretirement benefits	(1,800)	115,700
Net Cash Used in Operating Activities	(2,702,430)	(4,214,876)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(96,623)	(3,033,625)
Proceeds from sale of building	-	4,000,000
Purchase of long term investments	(4,674,614)	(35,513,733)
Proceeds from the sale of long term investments	5,925,715	3,297,907
Net proceeds from the sale of short term investments	1,648,810	32,654,040
Net Cash Provided by Investing Activities	2,803,288	1,404,589
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of bond payable	(350,000)	-
Proceeds from bond purchase	-	3,482,068
Net Cash (Used in) Provided by Financing Activities	(350,000)	3,482,068
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(249,142)	671,781
Cash and cash equivalents - beginning of the year	1,573,430	901,649
CASH AND CASH EQUIVALENTS- END OF YEAR	\$ 1,324,288	\$ 1,573,430
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the year for interest	\$ 186,541	\$ 104,187

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

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 - ORGANIZATION AND NATURE OF ACTIVITIES

Founded in 1922, the Federation of Protestant Welfare Agencies ("FPWA") is one of New York's premier human service membership organizations. FPWA's program and service initiatives serve to support more than 200 member organizations and churches by providing management assistance and building capacity. FPWA's policy, advocacy and research efforts also work to improve social and economic conditions for the most vulnerable, making it a champion of the underserved for more than 90 years. Together, FPWA and its member agencies work to meet the needs of more than 1.5 million of New Yorker's most vulnerable annually. FPWA is supported primarily by contributions and investment income.

FPWA is qualified as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code and, accordingly, is not subject to federal income taxes. The Internal Revenue Service has classified FPWA as an organization that is not a private foundation as defined in Section 509(a) of the Internal Revenue Code. As a not-for-profit organization, FPWA is also exempt from New York State and New York City income and sales taxes.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- A. FPWA's financial statements have been prepared on the accrual basis. FPWA adheres to accounting principles generally accepted in the United States of America ("U.S. GAAP").
- B. FPWA maintains its net assets under the following three classes:
- Unrestricted – represents resources available for support of FPWA's operations over which the Board of Directors has discretionary control. Designated for long term investments represents accumulated earnings which have not been allocated to operations or are not otherwise restricted.
 - Temporarily restricted – represents assets resulting from contributions and other inflows of assets whose use by FPWA is limited by donor-imposed stipulations that either expire by the passage of time or can be fulfilled and removed by actions of FPWA pursuant to those stipulations. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions. In addition, temporarily restricted net assets includes earnings from the permanently restricted endowment assets that have not been appropriated by the Board. When such appropriations occur, temporarily restricted net assets are reduced through an additional release from restrictions.
 - Permanently restricted – represent those resources subject to donor imposed stipulations that they be maintained intact in perpetuity by FPWA. The donors of certain of these assets specify the use of a portion of income earned on related investments.
- C. Unconditional promises to give (pledges) that are expected to be collected within one year are recorded at net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of their estimated future cash flows. The discounts on those amounts are computed using risk-adjusted interest rates applicable to the years in which the promises are received. Amortization of the discounts is included in contribution revenue. Conditional promises to give are not included as support until the conditions are substantially met.

Contributions, including cash and in-kind contributions, are recorded as revenue in the period in which they are received. Many volunteers, including members of the Board of Directors, have made significant contributions of time in furtherance of FPWA's policies and programs. The value of this contributed time does not meet the criteria for recognition and therefore is not reflected in the statements of activities. Contributed goods which do qualify for recognition have been included as revenue and expense in the accompanying statements of activities, and amounted to \$93,188 and \$137,426 for the years ended December 31, 2016 and 2015, respectively.

Legacies are recognized as support when the wills have passed probate and the sum is certain.

- D. FPWA considers highly liquid debt instruments purchased with a maturity of 90 days or less to be cash equivalents, except for cash and money market funds held in FPWA's investment portfolio.

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

E. Investments are stated at fair value. The investments of FPWA consist of separately managed accounts consistent with FPWA's asset allocation policy. Each account is managed by independent investment advisors. The net investment income earned on endowment funds is reflected in the temporarily restricted class of net assets. FPWA has a "total return" policy regarding the spending of net investment income for operations. The total return to be spent in 2016 and 2015 was equal to 5% of the adjusted average fair market value of the pooled investment funds for the prior five years and is reported as operating revenues. For the year ended December 31, 2016, the actual total return spent was under 5%. In addition, for the year ended December 31, 2015, there were other Board authorizations to help defray expenses in operations called "special allocations". The balance of net investment income/loss is reported as nonoperating activities and consists of the following for the years ended December 31, 2016 and 2015:

	2016	2015
Allocated to operations per spending formula (5%)	\$ (2,929,194)	\$ (3,311,967)
Special Board authorized allocations:		
To fund additional occupancy costs for 281 Park Ave.	-	(575,000)
Total allocations	(2,929,194)	(3,886,967)
Investment activity, net of fees	2,854,620	(3,003,703)
Allocations in excess of earnings included in nonoperating	\$ (74,574)	\$ (6,890,670)

F. Property and equipment is stated at cost less accumulated depreciation. The carrying value of property and equipment does not purport to represent replacement or realizable values. FPWA capitalizes all property and equipment with a useful life of more than one year and a cost of \$5,000 or more. Depreciation is provided on a straight-line basis over the estimated useful lives of the assets.

G. In 2016, FPWA retrospectively adopted the requirements of ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs*, to present debt issuance costs as a reduction of the carrying amount of the debt rather than as an asset (see Note 7). Amortization of the debt issuance costs is reported as interest expense in the accompanying statements of activities.

H. The costs of providing FPWA's services have been summarized on a functional basis. Accordingly, certain costs have been allocated among the programs and supporting services benefited as determined by management.

I. FPWA is the beneficiary of perpetual trusts held by other entities, as trustees. The fair value of FPWA's beneficial interest in these trusts is estimated to be equal to the fair market value of that portion of the assets underlying the trusts attributable to FPWA's interest. The assets consist primarily of equities, fixed income and short term investments.

J. FPWA has established a pooled life income fund held by another entity as trustee. Each donor to the fund shall receive a proportionate share of the fund's income during the donor's lifetime. Upon each donor's death, the units in the fund attributable to that donor shall become the property of FPWA and shall be added to its permanently restricted net asset class. Accordingly, FPWA maintains the balance in the permanently restricted net asset class. FPWA's beneficial interest in the fund is recorded at the fair market value of the assets underlying the fund. The assets consist primarily of equities, fixed income and short term investments.

K. FPWA's operating revenues and gains exclude legacies, net investment income in excess of the 5% spending policy, the gain or loss on beneficial interest in the perpetual trusts and pooled life income fund and pension and benefit related changes other than net periodic pension and benefit costs.

L. As of December 31, 2016 and 2015, FPWA determined that no allowance for doubtful accounts should be provided for receivables. Such estimate is based on management's estimates of the creditworthiness of its donors as well as current economic conditions and historical information.

M. Fair value measurements are based on 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. In order to increase consistency and comparability in fair value measurements, a fair value hierarchy prioritizes observable and unobservable inputs used to measure fair value into three levels, as described in Note 9.

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

N. The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures at the date of the financial statements. Actual results could differ from those estimates.

O. Certain line items in the December 31, 2015 financial statements have been reclassified to conform to the December 31, 2016 presentation.

NOTE 3 – RECEIVABLES

Receivables are scheduled to be collected during the next year and consist of the following as of December 31, 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Pledges	\$ -	\$ 7,105
Government grants	195,595	757,091
Other	<u>-</u>	<u>15,287</u>
	<u>\$ 195,595</u>	<u>\$ 779,483</u>

NOTE 4 – INVESTMENTS

Investments consist of the following as of December 31, 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Equity Securities		
U.S. Regulated Investment Company – Non U.S.	\$ 10,727,338	\$ 6,013,571
International Commingled Funds	6,796,914	4,696,727
Closed End International Equity Funds	2,518,575	3,681,013
U.S. Regulated Investment Company - Commodity	830,971	978,764
Mutual Funds	8,435,635	11,190,117
Closed End Funds	-	277,334
U.S. Regulated Investment Company	<u>2,955,981</u>	<u>2,895,390</u>
Total Equity Securities	<u>32,265,414</u>	<u>29,732,916</u>
Fixed Income		
U.S. Governments	5,833,875	6,470,695
U.S. Bonds ETF	273,999	-
Industrial	<u>640,088</u>	<u>703,349</u>
Total Fixed Income	<u>6,747,962</u>	<u>7,174,044</u>
Alternative Investments		
Limited Liability Corporations	8,657,900	9,227,913
Venture Capital Limited Partnerships	<u>5,507,786</u>	<u>5,618,366</u>
Total Alternative Investments	<u>14,165,686</u>	<u>14,846,279</u>
Cash and Money Market Funds		
Mutual Funds	<u>1,333,359</u>	<u>2,975,539</u>
Total Cash and Money Market Funds	<u>1,333,359</u>	<u>2,975,539</u>
Total Investments	<u>\$ 54,512,421</u>	<u>\$ 54,728,778</u>

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 4 – INVESTMENTS (Continued)

The alternative investment portfolios are made up of fund of funds that invest primarily in limited partnerships and private investment companies. Investments in limited partnerships are valued at fair value, as determined by the General Partner. Such value generally represents the Partnership's proportionate share of the Partner's capital of the investment partnerships as reported by their general partners. Securities with no readily available market are initially valued at cost, with subsequent adjustments to values which reflect either the basis of meaningful third-party transactions in the private market or the fair value deemed appropriate by the general partners of the underlying investment partnership. In such instances, consideration is also given to the financial condition and operating results of the issuer, the amount that the investment partnerships can reasonably expect to realize upon the sale of the securities, and any other factors deemed relevant. Securities with readily available markets (listed on a securities exchange or traded in the over-the-counter market) are valued at quoted market prices, or at an appropriate discount from such price if marketability of the securities is limited.

The private investment companies in which the alternative investments are invested often sell short securities they have borrowed in anticipation that the prices of such securities will decline. If the price declines occur, then these securities can be purchased profitably at lower prices in order to permit their return to the appropriate lenders. If the prices rise, a loss will be incurred. Short selling is a high risk investment strategy because the potential for gain is limited while the risk of loss is theoretically unlimited.

The private investment companies in which the alternative investments are invested generally limit redemptions to monthly, quarterly, semiannually or annually, at net asset value and require advanced written notice, restricting the alternative investments' ability to respond quickly to changes in market conditions. The management agreements of the private investment companies provide for compensation to the managers in the form of fees ranging from 1.0% to 2.0% annually of net assets and performance incentive fees ranging from 16.5% to 20.0% of net profits earned.

The investments in private investment companies are valued at fair value using the net asset valuations provided by the underlying private investment companies, unless management determines another valuation is more appropriate. Substantially all the underlying assets of the limited partnership and private investment companies consist of cash and cash equivalents, readily marketable securities, and other investments stated at fair value.

Investments are subject to market volatility that could change their carrying value in the near term.

Investment activity consists of the following for the years ended December 31, 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Interest and dividends	\$ 414,919	\$ 341,956
Realized gain on investment transactions	632,452	1,061,695
Unrealized gain (loss) on investments	<u>2,051,102</u>	<u>(4,129,203)</u>
	3,098,473	(2,725,552)
Investment advisory and custodial fees	<u>(243,853)</u>	<u>(278,151)</u>
	<u>\$ 2,854,620</u>	<u>\$ (3,003,703)</u>
Allocated to operations per spending formula	\$ 2,929,194	\$ 3,886,967
Allocated to nonoperating activities	<u>(74,574)</u>	<u>(6,890,670)</u>
	<u>\$ 2,854,620</u>	<u>\$ (3,003,703)</u>

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 5 – PROPERTY AND EQUIPMENT

Property and equipment consists of the following as of December 31, 2016 and 2015:

	<u>2016</u>	<u>2015</u>	<u>Estimated Useful Lives</u>
Building and Improvements	\$ 11,016,675	\$ 10,920,052	30-33 Years
Furniture and equipment	<u>1,684,464</u>	<u>1,684,464</u>	3-10 Years
Total cost	12,701,139	12,604,516	
Accumulated depreciation	<u>(916,440)</u>	<u>(307,535)</u>	
Net book value	<u>\$ 11,784,699</u>	<u>\$ 12,296,981</u>	

Depreciation expense amounted to \$608,905 and \$307,535 for the years ended December 31, 2016 and 2015, respectively. During the year ended December 31, 2015, FPWA wrote off fixed assets amounting to \$791,779 resulting in a loss of \$8,248. There were no such write-offs for the year ended December 31, 2016.

NOTE 6 – PENSION AND POSTRETIREMENT MEDICAL BENEFIT PLANS

FPWA has a defined contribution 403(b) Thrift Plan (the “Plan”) for eligible employees. The pension expense for this Plan for the years ended December 31, 2016 and 2015 amounted to \$286,745 and \$306,500, respectively, which is 100% of the first 3% plus 50% of the next 3% of compensation deferred by participating employees in addition to annual discretionary contributions based on years of service and age as determined by the Board of Directors.

In addition, FPWA has a noncontributory unfunded postretirement medical benefit plan (“Postretirement”) which covers substantially all employees and their spouses. Each participant will be eligible to receive benefits if they retire from FPWA at age 65 with at least five years of service or age 55 with at least 15 years of service. Coverage for both the retiree and the spouse continues for their lifetimes, so long as required participant contributions are made. Employees who retired on or after February 1, 1993 are not eligible for Medicare Part B premium reimbursement. All new retirees who are eligible to be covered by the postretirement plan will not be allowed to elect a Medigap plan with prescription drug coverage and FPWA will not reimburse Medicare Part D premiums. FPWA uses December 31 as its measurement date for its postretirement medical benefit plan.

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 6 – PENSION AND POSTRETIREMENT MEDICAL BENEFIT PLANS (Continued)

The funded status of the postretirement medical plan as of December 31, 2016 and 2015 follows:

	<u>2016</u>	<u>2015</u>
Change in benefit obligation:		
Benefit obligation at beginning of year	\$ 2,114,000	\$ 2,405,500
Service cost	50,600	113,500
Interest cost	75,600	94,300
Actuarial gain	(427,300)	(404,100)
Benefits paid	<u>(89,400)</u>	<u>(95,200)</u>
Benefits obligation at end of year	<u>1,723,500</u>	<u>2,114,000</u>
Unfunded status	<u>\$ (1,723,500)</u>	<u>\$ (2,114,000)</u>

The net periodic benefit obligations and the components of the benefit cost for the years ended December 31, 2016 and 2015 follows:

	<u>2016</u>	<u>2015</u>
Service cost	\$ 50,600	\$ 113,500
Interest cost	75,600	94,300
Recognized actuarial gain	(41,700)	-
Amortization of prior service cost	<u>3,100</u>	<u>3,100</u>
Net benefits cost	<u>\$ 87,600</u>	<u>\$ 210,900</u>

FPWA has no minimum funding requirement for the years ending December 31, 2016 and 2015.

The amounts recognized in the change in unrestricted net assets for the years ended December 31, 2016 and 2015 consist of the following:

	<u>2016</u>	<u>2015</u>
Net actuarial (gain) loss	\$ (427,300)	\$ (404,100)
Recognized actuarial gain	41,700	-
Prior service cost	<u>(3,100)</u>	<u>(3,100)</u>
Changes other than periodic costs	<u>\$ (388,700)</u>	<u>\$ (407,200)</u>

The amounts expected to be recognized in net benefit costs during 2017 are as follows:

	<u>Postretirement Medical</u>
Prior service cost recognition	\$ 3,100

The weighted average assumptions used as of December 31, 2016 and 2015 are as follows:

	<u>2016</u>	<u>2015</u>
Discount rate	4.00%	4.25%
Expected return on plan assets	N/A	N/A
Rate of compensation increase	N/A	N/A

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 6 – PENSION AND POSTRETIREMENT MEDICAL BENEFIT PLANS (Continued)

The health care cost trend rate assumption used in the postretirement calculation for 2015 was 7.0% and decreases to the ultimate trend rate of 4.75% by 2020. The trend rate has been adjusted to 6.5% for 2016 and decreases to the ultimate trend rate of 4.75% by 2020. As of December 31, 2016, the trend rate has not been adjusted further. The health care cost trend rate assumption has an effect on the amounts reported for the plan. To illustrate, increasing the assumed health care cost trend rates by 1% would increase the accumulated postretirement benefit obligations by \$287,100 as of December 31, 2016, and the aggregate of the service and interest cost components of net periodic postretirement benefit cost for the year ended by \$29,500. Decreasing the assumed health care cost trend rates by 1% would decrease the accumulated postretirement benefit obligations by \$227,500 as of December 31, 2016, and the aggregate of the service and interest cost components of net periodic postretirement benefit cost for the year ended by \$22,200.

The Medicare Prescription Drug Improvement and Modernization Act of 2003 (“MMA”) introduced a new prescription drug benefit under Medicare that went into effect in 2006. MMA also includes a federal subsidy payable to plan sponsors equal to 28% of certain prescription drug benefits payable to Medicare-eligible retirees effective in 2006. The subsidy is available to an employer that sponsors a retiree medical plan that includes a prescription drug benefit that is at least as valuable (i.e. actuarially equivalent to) the new Medicare coverage. The subsidy is not subject to federal income tax. FPWA is not eligible for this subsidy.

Due to MMA and FPWA’s decision not to cover Medicare Part D premiums, there was a decrease in the postretirement plan’s benefit obligation of \$222,300, which has been set up as a negative prior service cost base in 2005.

The following schedule of benefit payments, which reflects expected future services, as appropriate, are expected to be paid in each of the next five years and in the aggregate for the five years thereafter:

	Postretirement Medical
2017	\$ 80,300
2018	80,300
2019	77,500
2020	76,100
2021	76,200
5 years thereafter	403,100
	\$ 793,500

NOTE 7 – BOND PAYABLE

In November 2014, Build NYC Resource Corporation (“Build NYC”) issued \$12.345 million of Adjustable Rate Revenue Bonds (Federation of Protestant Welfare Agencies, Inc. Project), Series 2014 (the “New Bonds”), the proceeds of which were used to finance the acquisition and renovation of FPWA’s new headquarters at 40 Broad Street in New York City. The New Bonds bear interest at a variable rate determined weekly, not to exceed 10% per annum. The rate as of December 31, 2016 and 2015 amounted to .84% and .05%, respectively, and the total interest expense for the years ended December 31, 2016 and 2015 amounted to \$164,656 and \$124,235, respectively.

The proceeds were made available to FPWA under the provisions of a loan agreement. The scheduled loan payments to be made by FPWA to Build NYC are intended to be sufficient to pay sinking-fund installments of principal and interest on the New Bonds.

The New Bonds, which mature in 2045, are subject to mandatory redemption by Build NYC at a price equal to the principal amount thereof, together with accrued interest to the date of redemption, from the Sinking Fund, on the dates and in the principal amounts set forth in the schedule below. In addition, the New Bonds are subject to optional redemption at the redemption prices set forth in the bond indenture.

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
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NOTE 7 – BOND PAYABLE (Continued)

The loan contains various covenants, among which is the requirements to maintain a minimum liquidity ratio. FPWA is in compliance with these covenants.

Bond payable consist of the following as of December 31, 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Bond payable		
Principal amount	\$ 11,995,000	\$ 12,345,000
Less unamortized debt issuance costs	<u>(612,775)</u>	<u>(634,660)</u>
Total bond payable	<u>\$ 11,382,225</u>	<u>\$ 11,710,340</u>

Future payments of principal to Build NYC in satisfaction of the sinking-fund requirements are as follows:

2017	\$ 355,000
2018	360,000
2019	360,000
2020	365,000
2021	370,000
Thereafter	<u>10,185,000</u>
	<u>\$ 11,995,000</u>

NOTE 8 – NET ASSETS

Temporarily restricted net assets are available for the following as of December 31, 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Elderly programs	\$ 311,220	\$ 299,816
Other programs	<u>849,437</u>	<u>813,884</u>
	<u>\$ 1,160,657</u>	<u>\$ 1,113,700</u>

Net assets released from restrictions consist of two components. The first component reflects the satisfaction of donor purpose restrictions or the passage of time. The second component reflects the Board appropriation of earnings from the permanently restricted net assets in the endowment fund. Such appropriation each year represents 5% of the adjusted average fair market value of the permanently restricted endowment fund investments for the prior five years. Details to the amounts released from restrictions for the years ended December 31, 2016 and 2015 are as follows:

	<u>2016</u>	<u>2015</u>
Purpose restrictions accomplished:		
Direct assistance	\$ 716,198	\$ 826,110
Elderly programs	238,163	209,120
Other programs	<u>540,083</u>	<u>21,731</u>
Subtotal	1,494,444	1,056,961
Appropriations of earnings	<u>253,895</u>	<u>253,895</u>
	<u>\$ 1,748,339</u>	<u>\$ 1,310,856</u>

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 8 – NET ASSETS (Continued)

Permanently restricted net assets as of December 31, 2016 and 2015 are restricted to:

	<u>2016</u>	<u>2015</u>
Beneficial interest in perpetual trusts	\$ 13,140,407	\$ 13,153,706
Beneficial interest in pooled life income fund	<u>34,343</u>	<u>42,303</u>
Subtotal	13,174,750	13,196,009
Investment in perpetuity, the income from which is expendable to support FPWA's operations, if appropriated	<u>5,084,966</u>	<u>5,077,892</u>
	<u>\$ 18,259,716</u>	<u>\$ 18,273,901</u>

NOTE 9 – FAIR VALUE MEASUREMENTS

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 - 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 assets or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Equities:

Equities are valued at the closing price reported on the active market on which the individual securities are traded.

Mutual Funds:

Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by FPWA are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by FPWA are deemed to be actively traded.

U.S. Government Bonds:

U.S. government securities are valued using pricing models maximizing the use of observable inputs for similar securities.

Industrial Fixed Income:

Investments are valued at the closing price reported in the active market in which the bond is traded.

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 9 – FAIR VALUE MEASUREMENTS (Continued)

Limited Liability Corporations:

Limited Liability Corporations are valued at fair value provided by the limited liability corporation.

Venture Capital Limited Partnerships:

Venture capital limited partnerships are valued at fair value provided by the partnership.

Financial assets carried at fair value at December 31, 2016 are classified in the table in one of the three levels as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total 2016</u>
Assets Carried at Fair Value:				
Investments:				
Equity Securities				
U.S. Regulated Investment Company – Non U.S.	\$ 10,727,338	\$ -	\$ -	\$ 10,727,338
International Commingled Funds	-	6,796,914	-	6,796,914
U.S. Regulated Investment Company - Commodity	830,971	-	-	830,971
Mutual Funds	8,435,635	-	-	8,435,635
Closed End Funds	2,518,575	-	-	2,518,575
U.S. Regulated Investments Company	<u>2,955,981</u>	<u>-</u>	<u>-</u>	<u>2,955,981</u>
Total Equity Securities	<u>25,468,500</u>	<u>6,796,914</u>	<u>-</u>	<u>32,265,414</u>
Fixed Income				
U.S. Governments	5,833,875	-	-	5,833,875
Closed End Funds	273,999	-	-	273,999
Industrial	-	640,088	-	640,088
Total Fixed Income	<u>6,107,874</u>	<u>640,088</u>	<u>-</u>	<u>6,747,962</u>
Alternative investments				
Limited Liability Corporations	-	-	8,657,900	8,657,900
Venture Capital Limited Partnerships	<u>-</u>	<u>-</u>	<u>5,507,786</u>	<u>5,507,786</u>
	<u>-</u>	<u>-</u>	<u>14,165,886</u>	<u>14,165,886</u>
Cash and Money Market Funds				
Mutual Funds	<u>1,333,359</u>	<u>-</u>	<u>-</u>	<u>1,333,359</u>
Total Cash and Money Market Funds	<u>1,333,359</u>	<u>-</u>	<u>-</u>	<u>1,333,359</u>
Total investments	32,909,733	7,437,002	14,165,686	54,512,421
Beneficial interest in perpetual trusts and pooled life income fund	<u>-</u>	<u>-</u>	<u>13,174,750</u>	<u>13,174,750</u>
Total Assets Carried at Fair Value	<u>\$ 32,909,733</u>	<u>\$ 7,437,002</u>	<u>\$ 27,340,436</u>	<u>\$ 67,887,171</u>

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
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NOTE 9 – FAIR VALUE MEASUREMENTS (Continued)

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total 2015</u>
Assets Carried at Fair Value:				
Investments:				
Equity Securities				
U.S. Regulated Investment Company – Non U.S.	\$ 6,013,571	\$ -	\$ -	\$ 6,013,571
International Commingled Funds	-	4,696,727	-	4,696,727
U.S. Regulated Investment Company - Commodity	978,764	-	-	978,764
Mutual Funds	11,190,117	-	-	11,190,117
Closed End Funds	3,958,347	-	-	3,958,347
U.S. Regulated Investments Company	<u>2,895,390</u>	<u>-</u>	<u>-</u>	<u>2,895,390</u>
Total Equity Securities	<u>25,036,189</u>	<u>4,696,727</u>	<u>-</u>	<u>29,732,916</u>
Fixed Income				
U.S. Governments	5,649,015	821,680	-	6,470,695
Industrial	<u>-</u>	<u>703,349</u>	<u>-</u>	<u>703,349</u>
Total Fixed Income	<u>5,649,015</u>	<u>1,525,029</u>	<u>-</u>	<u>7,174,044</u>
Alternative investments				
Limited Liability Corporations	-	-	9,227,913	9,227,913
Venture Capital Limited Partnerships	<u>-</u>	<u>-</u>	<u>5,618,366</u>	<u>5,618,366</u>
	<u>-</u>	<u>-</u>	<u>14,846,279</u>	<u>14,846,279</u>
Cash and Money Market Funds				
Mutual Funds	<u>2,975,539</u>	<u>-</u>	<u>-</u>	<u>2,975,539</u>
Total Cash and Money Market Funds	<u>2,975,539</u>	<u>-</u>	<u>-</u>	<u>2,975,539</u>
Total investments	33,660,743	6,221,756	14,846,279	54,728,778
Beneficial interest in perpetual trusts and pooled life income fund	<u>-</u>	<u>-</u>	<u>13,196,009</u>	<u>13,196,009</u>
Total Assets Carried at Fair Value	<u>\$ 33,660,743</u>	<u>\$ 6,221,756</u>	<u>\$ 28,042,288</u>	<u>\$ 67,924,787</u>

The changes in alternative investments measured at fair value for which FPWA has used Level 3 inputs to determine fair value at December 31, 2016 and 2015 are as follows:

	<u>2016</u>	<u>2015</u>
Balance, beginning of year	\$ 28,042,288	\$ 22,107,091
(Sales) purchases, net	(1,861,703)	6,421,907
Realized gain	177,379	348,124
Unrealized gain (loss)	<u>982,472</u>	<u>(417,417)</u>
Balance, end of year	<u>\$ 27,340,436</u>	<u>\$ 28,042,288</u>

The following table sets forth additional disclosures of FPWA's alternative investments whose fair value is determined by using Level 3 inputs as of December 31, 2016:

<u>Investment Objective</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Limited Liability Corporations	\$ 8,657,900	\$ -	Various	60-90 days
Venture Capital Limited Partnerships	5,507,786	-	Various	Various
Beneficial interest in perpetual trusts and pooled life income fund	<u>13,174,750</u>	<u>-</u>	Various	n/a
	<u>\$ 27,340,436</u>	<u>\$ -</u>		

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
NOTES TO THE FINANCIAL STATEMENTS
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NOTE 9 – FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth additional disclosures of FPWA’s alternative investments whose fair value is determined by using Level 3 inputs as of December 31, 2015:

<u>Investment Objective</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Limited Liability Corporations	\$ 9,227,913	\$ -	Various	60-90 days
Venture Capital Limited Partnerships	5,618,366	-	Various	Various
Beneficial interest in perpetual trusts and pooled life income fund	<u>13,196,009</u>	<u>-</u>	Various	n/a
	<u>\$ 28,042,288</u>	<u>\$ -</u>		

NOTE 10 – ENDOWMENT NET ASSETS

FPWA adheres to New York State’s Prudent Management of Institutional Funds Act (“NYPMIFA”). FPWA recognizes that NYPMIFA permits the Board of Directors to appropriate for expenditure all earnings of endowment funds (both realized and unrealized) with a presumption of prudence to a ceiling of 7% annually based on a quarterly rolling five year average of the fair value of the endowment funds. Any unappropriated earnings that would otherwise be considered unrestricted by the donor are reflected as temporarily restricted until appropriated.

The Board of Directors of FPWA has interpreted the state law as allowing FPWA to appropriate for expenditure or accumulate so much of an endowment fund as FPWA determines is prudent for the uses, benefits, purposes and duration for which the endowment fund is established, subject to the intent of the donor as expressed in the gift instrument. Unless stated otherwise in the gift instrument, the assets in an endowment fund shall be donor-restricted assets until appropriated for expenditure by the Board of Directors. See Note 2B for how FPWA maintains its net assets.

FPWA’s endowment investment policy is to invest primarily in equities and fixed income based on an asset allocation to satisfy its overall endowment financial and investment objectives such as to preserve the principal, protect against inflation, receive stable returns and achieve long-term growth. FPWA relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). Annual spending from the endowment fund is described in Note 2E. Unless authorized by the Board of Directors, the appropriations from the endowment should not deplete the historical dollar value of the endowment fund.

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor requires FPWA to retain as a fund of perpetual duration. In accordance with U.S. GAAP, deficiencies of this nature, if they occurred, are reported in unrestricted net assets. The deficiencies may result from unfavorable market fluctuations that occurred in the economy as a whole that may have affected the donor restricted endowment fund where the fair market value of the donor restricted endowment fund fell below the amount that is required to be retained permanently. As of December 31, 2016 and 2015, there were no such deficiencies. In addition, FPWA’s beneficial interest in perpetual trusts and pooled life income fund are not displayed in the forthcoming chart since those funds are held by third parties and the Board of Directors has no discretion over those funds.

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
NOTES TO THE FINANCIAL STATEMENTS
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NOTE 10 – ENDOWMENT NET ASSETS (Continued)

Changes in endowment net assets (other than beneficial interest in perpetual trusts) for the year ended December 31, 2016 are as follows:

	Unrestricted		Unappropriated Temporarily Restricted	Permanently Restricted	Total 2016
	Unrestricted	Board Designated			
Investment activity:					
Interest and dividends	\$ -	\$ 376,341	\$ 38,578	\$ -	\$ 414,919
Investment fees	-	(221,180)	(22,673)	-	(243,853)
Realized gain	-	573,649	58,803	-	632,452
Unrealized loss	-	1,860,397	190,705	-	2,051,102
Total investment activity	-	2,589,207	265,413	-	2,854,620
Amount appropriated for expenditure	2,929,194	(2,675,299)	(253,895)	-	-
Transfer	11,518	-	(11,518)	-	-
Subtotal	2,940,712	(86,092)	-	-	2,854,620
Contributions	-	-	-	7,074	7,074
Releases	(2,929,194)	-	-	-	(2,929,194)
Change in endowment net assets	11,518	(86,092)	-	7,074	(67,500)
Endowment net assets, beginning of year	(288,046)	2,966,677	-	5,077,892	7,756,523
Endowment net assets, end of year	<u>\$ (276,528)</u>	<u>\$ 2,880,585</u>	<u>\$ -</u>	<u>\$ 5,084,966</u>	<u>\$ 7,689,023</u>

Endowment net assets of \$7,689,023 are included in the investments account in the accompanying statements of financial position.

Changes in endowment net assets (other than beneficial interest in perpetual trusts) for the year ended December 31, 2015 are as follows:

	Unrestricted		Unappropriated Temporarily Restricted	Permanently Restricted	Total 2015
	Unrestricted	Board Designated			
Investment activity:					
Interest and dividends	\$ -	\$ 311,213	\$ 30,743	\$ -	\$ 341,956
Investment fees	-	(253,144)	(25,007)	-	(278,151)
Realized gain	-	966,245	95,450	-	1,061,695
Unrealized loss	-	(3,757,974)	(371,229)	-	(4,129,203)
Total investment activity	-	(2,733,660)	(270,043)	-	(3,003,703)
Amount appropriated for expenditure	3,886,967	(3,633,072)	(253,895)	-	-
Transfer	(288,046)	-	288,046	-	-
Subtotal	3,598,921	(6,366,732)	(235,892)	-	(3,003,703)
Releases	(3,886,967)	-	-	-	(3,886,967)
Change in endowment net assets	(288,046)	(6,366,732)	(235,892)	-	(6,890,670)
Endowment net assets, beginning of year	-	9,333,409	235,892	5,077,892	14,647,193
Endowment net assets, end of year	<u>\$ (288,046)</u>	<u>\$ 2,966,677</u>	<u>\$ -</u>	<u>\$ 5,077,892</u>	<u>\$ 7,756,523</u>

Endowment net assets of \$7,756,533 are included in the investments account in the accompanying statements of financial position.

FEDERATION OF PROTESTANT WELFARE AGENCIES, INC.
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NOTE 11 – INCOME TAXES

FPWA believes it has no uncertain tax positions as of December 31, 2016 and 2015 in accordance with Accounting Standards Codification (“ASC”) 740, Income Taxes, which provides standards for establishing and classifying any tax provisions for uncertain tax positions.

NOTE 12—CONCENTRATIONS

Cash and cash equivalents that potentially subject FPWA to a concentration of credit risk include cash accounts with banks that exceed the Federal Deposit Insurance Corporation (“FDIC”) insurance limits (\$250,000 per depositor) by approximately \$772,142 and \$1,139,000 as of December 31, 2016 and 2015, respectively. Such excess includes outstanding checks.

NOTE 13 – SUBSEQUENT EVENTS

Management has evaluated for potential recognition and disclosure, events subsequent to the date of the statements of the financial position through June 30, 2017, the date the financial statements were issued.