



Phoenix, Arizona

CONSOLIDATED FINANCIAL STATEMENTS

Years Ended June 30, 2017 and 2016



INDEPENDENT AUDITORS' REPORT

To the Board of Trustees
Arizona Center for Nature Conservation and Affiliate

We have audited the accompanying consolidated financial statements of Arizona Center for Nature Conservation (an Arizona nonprofit corporation) and Phoenix Zoo Holdings, LLC (an Arizona limited liability company) (collectively the "Organization"), which comprise the consolidated statements of financial position as of June 30, 2017 and 2016, and the related consolidated statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated 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 consolidated 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 consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of Arizona Center for Nature Conservation and Affiliate as of June 30, 2017 and 2016, 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.

Henry + Home, LLP

Tempe, Arizona
November 17, 2017



ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
June 30, 2017 and 2016

	<u>2017</u>	<u>2016</u>
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 5,637,624	\$ 4,824,596
Accounts receivable, net of allowance of \$7,000 and \$11,000, respectively	154,866	452,928
Promises to give, current portion, net of allowance of \$121,000 and \$85,000, respectively	4,360,396	2,416,540
Inventory	91,975	124,231
Prepaid expenses	<u>173,752</u>	<u>257,772</u>
TOTAL CURRENT ASSETS	10,418,613	8,076,067
INVESTMENTS	6,770,289	6,403,415
PROMISES TO GIVE, net of current portion, discount and allowance of \$462,000 and \$120,000, respectively	1,611,098	445,766
PROPERTY AND EQUIPMENT, net	30,544,769	30,214,469
OTHER ASSETS	581,715	578,778
BENEFICIAL INTEREST IN PERPETUAL TRUSTS	<u>4,947,614</u>	<u>4,575,471</u>
TOTAL ASSETS	<u>\$ 54,874,098</u>	<u>\$ 50,293,966</u>

See accompanying notes.

	<u>2017</u>	<u>2016 *</u>
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Accounts payable	\$ 674,338	\$ 441,555
Accrued expenses	1,346,372	1,255,435
Deferred revenue	2,936,345	3,171,920
Current portion of capital lease	<u>8,322</u>	<u>2,711</u>
TOTAL CURRENT LIABILITIES	4,965,377	4,871,621
CAPITAL LEASE, less current portion	<u>8,562</u>	<u>690</u>
TOTAL LIABILITIES	<u>4,973,939</u>	<u>4,872,311</u>
NET ASSETS		
Unrestricted		
Board designated - projects	3,394,323	2,713,930
Board designated - endowment	4,494,333	4,071,190
Undesignated	<u>28,089,084</u>	<u>29,324,917</u>
Total unrestricted	35,977,740	36,110,037
Temporarily restricted	7,828,558	3,926,461
Permanently restricted	<u>6,093,861</u>	<u>5,385,157</u>
TOTAL NET ASSETS	<u>49,900,159</u>	<u>45,421,655</u>
TOTAL LIABILITIES AND NET ASSETS	<u><u>\$ 54,874,098</u></u>	<u><u>\$ 50,293,966</u></u>

* Reclassified to conform to current year presentation

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
CONSOLIDATED STATEMENTS OF ACTIVITIES
Years Ended June 30, 2017 and 2016

	2017			Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	
SUPPORT AND REVENUE				
Admissions and memberships	\$ 16,101,085	\$ -	\$ -	\$ 16,101,085
Educational services	833,909	-	-	833,909
Group services	980,699	-	-	980,699
Food services	1,034,199	-	-	1,034,199
Retail	3,188,232	-	-	3,188,232
Contributions	2,176,369	5,405,737	336,561	7,918,667
Donated materials and services	1,699,035	-	-	1,699,035
Special events	502,529	-	-	502,529
Investment income	705,094	136,548	-	841,642
Changes in fair value of split interest agreements	-	-	372,143	372,143
Other	54,302	-	-	54,302
Uncollectible promises to give Net assets released from restrictions	-	-	-	-
	<u>1,640,188</u>	<u>(1,640,188)</u>	<u>-</u>	<u>-</u>
	<u>28,915,641</u>	<u>3,902,097</u>	<u>708,704</u>	<u>33,526,442</u>
EXPENSES				
Program services	21,160,794	-	-	21,160,794
Management and general	5,241,499	-	-	5,241,499
Fundraising	1,317,755	-	-	1,317,755
Membership	1,221,860	-	-	1,221,860
Costs of direct benefits to donors	106,030	-	-	106,030
	<u>29,047,938</u>	<u>-</u>	<u>-</u>	<u>29,047,938</u>
CHANGE IN NET ASSETS	(132,297)	3,902,097	708,704	4,478,504
NET ASSETS AT BEGINNING OF YEAR	<u>36,110,037</u>	<u>3,926,461</u>	<u>5,385,157</u>	<u>45,421,655</u>
NET ASSETS AT END OF YEAR	<u>\$ 35,977,740</u>	<u>\$ 7,828,558</u>	<u>\$ 6,093,861</u>	<u>\$ 49,900,159</u>

2016			
Unrestricted	Temporarily Restricted	Permanently Restricted	Total
\$ 15,389,544	\$ -	\$ -	\$ 15,389,544
806,687	-	-	806,687
1,081,898	-	-	1,081,898
959,065	-	-	959,065
3,388,099	-	-	3,388,099
2,243,781	2,907,964	50,440	5,202,185
1,287,560	-	-	1,287,560
457,883	-	-	457,883
308,100	2,821	-	310,921
-	-	(340,098)	(340,098)
125,434	-	-	125,434
-	(358,646)	-	(358,646)
1,428,543	(1,428,543)	-	-
27,476,594	1,123,596	(289,658)	28,310,532
19,733,657	-	-	19,733,657
4,779,935	-	-	4,779,935
1,248,351	-	-	1,248,351
1,086,920	-	-	1,086,920
135,191	-	-	135,191
26,984,054	-	-	26,984,054
492,540	1,123,596	(289,658)	1,326,478
35,617,497	2,802,865	5,674,815	44,095,177
<u>\$ 36,110,037</u>	<u>\$ 3,926,461</u>	<u>\$ 5,385,157</u>	<u>\$ 45,421,655</u>

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
Year Ended June 30, 2017

	<u>Supporting Services</u>		
	<u>Program Services</u>	<u>Management and General</u>	<u>Fundraising</u>
Salaries	\$ 9,873,113	\$ 1,267,973	\$ 652,243
Employee benefits	1,714,459	245,594	118,184
Payroll taxes	678,096	97,136	46,743
Professional fees	337,828	369,786	142,443
Advertising and promotion	29,982	2,507,288	6,970
Office expense and printing	1,113,694	306,219	86,644
Utilities	1,086,008	796	49
Travel	111,668	39,556	5,288
Interest	-	3,708	-
Depreciation	2,490,313	270,855	64,601
Insurance	171,256	37,625	8,974
Animal collection	974,274	-	-
Cost of events	1,016,852	188	154,900
Repairs and maintenance	466,991	8,627	-
Vendor commission	724,967	-	9,636
Grants	228,611	-	-
Other	142,682	86,148	21,080
	<u>\$ 21,160,794</u>	<u>\$ 5,241,499</u>	<u>\$ 1,317,755</u>
TOTAL EXPENSES	<u>\$ 21,160,794</u>	<u>\$ 5,241,499</u>	<u>\$ 1,317,755</u>

Supporting Services		
Membership	Costs of Direct Benefits to Donors	Total
\$ 366,405	\$ -	\$ 12,159,734
66,391	-	2,144,628
26,259	-	848,234
15,181	-	865,238
622,238	-	3,166,478
56,905	-	1,563,462
43	-	1,086,896
2,677	-	159,189
-	-	3,708
57,204	-	2,882,973
7,946	-	225,801
-	-	974,274
-	106,030	1,277,970
-	-	475,618
-	-	734,603
-	-	228,611
611	-	250,521
<u>\$ 1,221,860</u>	<u>\$ 106,030</u>	<u>\$ 29,047,938</u>

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
Year Ended June 30, 2016*

	<u>Supporting Services</u>		
	<u>Program Services</u>	<u>Management and General</u>	<u>Fundraising</u>
Salaries	\$ 9,474,071	\$ 1,311,960	\$ 631,117
Employee benefits	1,626,586	237,287	111,356
Payroll taxes	649,068	94,687	44,435
Professional fees	60,382	412,008	142,817
Advertising and promotion	27,919	1,976,395	-
Office expense and printing	566,347	354,497	49,019
Utilities	1,030,880	979	51
Travel	102,586	19,219	1,985
Interest	-	1,588	-
Depreciation	2,463,373	250,345	64,513
Insurance	164,268	34,552	8,904
Animal collection	946,821	-	-
Cost of events	847,270	-	170,327
Repairs and maintenance	856,806	14,839	2,680
Vendor commission	656,471	-	-
Grants	126,604	-	-
Other	134,205	71,579	21,147
	<u>\$ 19,733,657</u>	<u>\$ 4,779,935</u>	<u>\$ 1,248,351</u>

**Reclassified to conform to current year presentation.*

Supporting Services		
Membership	Costs of Direct Benefits to Donors	Total
\$ 377,471	\$ -	\$ 11,794,619
66,707	-	2,041,936
26,618	-	814,808
32,000	-	647,207
471,588	-	2,475,902
57,298	-	1,027,161
38	-	1,031,948
268	-	124,058
-	-	1,588
48,021	-	2,826,252
6,628	-	214,352
-	-	946,821
-	135,191	1,152,788
-	-	874,325
-	-	656,471
-	-	126,604
283	-	227,214
<u>\$ 1,086,920</u>	<u>\$ 135,191</u>	<u>\$ 26,984,054</u>

See accompanying notes.

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years Ended June 30, 2017 and 2016

	<u>2017</u>	<u>2016</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ 4,478,504	\$ 1,326,478
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	2,882,973	2,826,252
Non-cash contribution of property and equipment	(27,800)	(36,915)
Non-cash contribution of stock	(77,937)	(44,181)
Contributions restricted for capital campaign	(2,801,561)	(648,590)
Change in value of beneficial interest in perpetual trusts	(372,143)	340,098
Realized and unrealized loss on investments	(474,355)	158,529
Change in valuation allowance for accounts receivable	(4,000)	3,000
Change in valuation allowance for promises to give	162,000	(2,000)
Change in discount on long-term promises to give	216,000	(6,000)
Loss on uncollectible promises to give	-	358,646
(Increase) decrease in		
Accounts receivable	302,062	(273,196)
Promises to give	(1,493,362)	(1,647,092)
Inventories	32,256	18,427
Prepaid expenses	84,020	(122,200)
Other assets	(2,937)	(960)
Increase (decrease) in		
Accounts payable	232,783	(394,133)
Accrued expenses	(43,227)	504,666
Deferred revenue	(235,575)	309,350
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>2,857,701</u>	<u>2,670,179</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of investments	(258,093)	(1,712,145)
Proceeds from maturities and sales of investments	577,675	2,173,832
Purchases of property, equipment and construction in progress	(3,162,473)	(3,314,875)
NET CASH USED IN INVESTING ACTIVITIES	<u>(2,842,891)</u>	<u>(2,853,188)</u>

See accompanying notes.

	<u>2017</u>	<u>2016</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Collection of contributions restricted for capital campaign	807,735	590,643
Payments on capital lease obligation	<u>(9,517)</u>	<u>(2,032)</u>
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>798,218</u>	<u>588,611</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	813,028	405,602
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	<u>4,824,596</u>	<u>4,418,994</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$ 5,637,624</u>	<u>\$ 4,824,596</u>
SUPPLEMENTAL CASH FLOW DISCLOSURES:		
Noncash investing and financing transaction:		
Equipment purchased through capital lease	<u>\$ 23,000</u>	<u>\$ -</u>
Noncash investing transaction:		
Investment return on deferred compensation investment	<u>\$ 29,511</u>	<u>\$ 644</u>
Contributions made to the deferred compensation plan	<u>\$ 38,500</u>	<u>\$ 38,500</u>



ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES

The Arizona Center for Nature Conservation (ACNC) was formed in 1961 to inspire people to live in ways that promote the well-being of the natural world. In fulfillment of that mission, ACNC operates the Phoenix Zoo, a zoological park and the South Mountain Environmental Education Center, an education and event center, both located in Phoenix, Arizona to provide educational programs and actively participate in animal conservation efforts.

Phoenix Zoo Holdings, LLC (PZH) was organized by ACNC in April 2012. ACNC is the sole member of PZH, which was created for the purpose of receiving and holding contributed real estate.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of ACNC and PZH (collectively the "Organization"). All intercompany balances and transactions are eliminated in consolidation.

Basis of Presentation

The consolidated financial statements have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables and other liabilities. The Organization is required to report information regarding their financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Cash and Cash Equivalents

For the purpose of the statements of cash flows, the Organization considers all highly liquid debt instruments with an original maturity of ninety days or less at date of acquisition to be cash equivalents. Cash and money market funds held in investment accounts are included in investments instead of cash.

Accounts Receivable

Accounts receivable are carried at the outstanding balances less an allowance for doubtful accounts, if applicable. The Organization evaluates the collectability of its accounts receivable based on a combination of factors. The Organization records a reserve based on a percentage of the accounts receivable balance. Accounts are charged off against the allowance when they are deemed to be uncollectible.

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (Continued)

Promises to Give

Unconditional promises to give are recognized as revenues in the period the promise is received and as assets, decreases of liabilities or expenses depending on the form of the benefits received. Unconditional promises to give 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-free interest rates as determined by management applicable to the years in which the promises are received. Amortization of the discounts is reflected in contributions.

The Organization records a reserve based on a percentage of the promises to give balance to reduce the amounts recorded to what it believes will be collected. Promises are charged off against the allowance when they are deemed to be uncollectible.

Inventories

Inventories are stated at the lower of cost or market using the average cost method and consist primarily of uniforms, animal feed and supplies.

Fair Value Measurements

Accounting Standards establish a framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

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

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

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (Continued)

Fair Value Measurements (Continued)

Level 2	Inputs to the valuation methodology include: <ul style="list-style-type: none">• Quoted prices for similar assets or liabilities in active markets;• Quoted prices for identical or similar assets or liabilities in inactive markets;• Inputs other than quoted prices that are observable for the asset or liability;• Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
	If the asset or liability has a specified term (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, and usually reflect the Organization's own assumptions about the assumptions that market participants would use in pricing the assets (i.e. real estate valuations, broker quotes).

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

Investments

Investments are measured at fair value in the consolidated statements of financial position. Investment income or loss (including realized and unrealized gains and losses on investments, interest and dividends) is included in the change in net assets in the accompanying consolidated statements of activities, unless the income or loss is restricted by donor or law.

Risks and Uncertainty

The Organization invests in various types of investments which are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amount reported in the consolidated statements of financial position.

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (Continued)

Property and Equipment

Acquisitions of property and equipment in excess of \$5,000 are capitalized. Property and equipment are stated at cost or, if donated, at the approximate fair value at the date of donation. Depreciation of buildings and equipment is calculated using the straight-line method over the estimated useful lives of the respective assets.

Major additions and improvements are capitalized. Maintenance and repairs are expensed as incurred. When assets are retired or otherwise disposed of, the related costs and accumulated depreciation are removed from the accounts and gains and losses are included in operations.

During the year ended June 30, 2017 the capitalization threshold for property and equipment was increased from \$2,000 to \$5,000. This change in accounting policy was adopted prospectively in 2017. As a result, there was no cumulative effect on the change in net assets, total net assets or total assets for the year ended June 30, 2016.

Impairment of Long-Lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

Endowment Funds

The Organization's endowment funds consist of eight individual funds established for a variety of purposes. Its endowment funds include both donor-restricted funds and funds designated by the Board of Trustees to function as endowments. As required by generally accepted accounting principles, net assets associated with endowment funds, including funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

The Organization follows Arizona's Management of Charitable Funds Act ("MCFA") and its own governing documents. MCFA requires the preservation of endowment funds. When a donor's intent is not expressed, MCFA directs the Organization to spend an amount that is prudent, consistent with the purposes of the fund, relevant economic factors and the donor's intent that the fund continue in perpetuity.

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (Continued)

Endowment Funds (Continued)

The Organization classifies as permanently restricted net assets (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 classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Organization in a manner consistent with the standard of prudence prescribed by MCFA.

In accordance with MCFA, the Organization 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) the Organization's other resources, and (7) the Organization's investment policies.

Investment Return Objectives, Risk Parameters and Strategies. The Organization has adopted investment and spending policies 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 include, but are not limited to, domestic and international corporate stocks and bonds, cash equivalents, and government issued debt securities. The Organization expects its endowment funds over time to provide an average rate of return of 4.5% to 5% annually. Actual returns in any given year may vary from this amount.

Spending policy. The Organization has allowed for appropriating for distributions each year up to 5% of its endowment fund's average value over the prior 12 quarters through the calendar year-end preceding the fiscal year in which the distribution is planned. In establishing this policy, the Organization considered the long-term expected return on its endowment. This is consistent with the Organization's objective to maintain the purchasing power of the endowment assets held in perpetuity or for a specified term, as well as to provide additional real growth through new gifts and investment return.

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (Continued)

Split-Interest Agreements

The Organization is beneficiary to two perpetual trusts. Under these agreements, the Organization recorded permanently restricted contributions at the fair value of the Organization's beneficial interest in the trust assets. Distributions from the trust assets are recorded as unrestricted investment income in the accompanying consolidated statements of activities unless otherwise restricted by the donor. Subsequent changes in fair value of the beneficial interest in the trust assets are recorded as changes in value of split-interest agreements to permanently restricted net assets.

Deferred Revenues

Deferred revenues include unearned membership revenues and revenues collected for certain programs and events that will take place in the next fiscal year.

Revenue Recognition

Earned revenues consist primarily of membership and admissions revenue, ticket sales for events, food sales and retail sales. Membership revenue is recognized over the term of the membership, which is typically one year. Admissions revenue, food sales and retail sales are recognized as they are earned. Ticket sales for events are recognized at the time the event takes place.

Contributions

Contributions, grants and bequests, including promises to give, are received and recorded as unrestricted, temporarily restricted or permanently restricted support depending on the existence and/or nature of any donor restrictions. When a donor restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily or permanently restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions.

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (Continued)

Contributions (Continued)

Contributions of donated non-monetary assets (in-kind donations) are recorded at their fair values in the period received. Contributions of donated services that create or enhance non-financial assets or that require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donated services, are recorded at their fair market values in the period received. The Organization utilizes the services of numerous volunteers who support the programs and activities of the Organization. For the years ended June 30, 2017 and 2016, the Organization received the benefit of approximately 1,600 volunteers, and approximately 67,000 and 72,000 hours of service from volunteers, respectively. This support has not been recorded in the accompanying consolidated financial statements as it does not meet the recognition criteria.

Advertising

The Organization uses advertising to promote its programs to the community it serves. Advertising costs are charged to operations as incurred. Advertising expense charged to operations was approximately \$1,004,000 and \$910,000 for the years ended June 30, 2017 and 2016, respectively, not including in-kind donations of approximately \$1,540,000 and \$1,094,000, respectively as described in Note 13.

Animals

In accordance with industry practice the animal collection is not recorded as there is no objective basis for establishing value. The Organization holds its animal collection for public exhibition, education, and research rather than financial gain. Additionally, the animal collection has numerous attributes, including species, age, sex, relationships and value to other animals, endangered status, and breeding potential, whereby it is impracticable to assign value. Acquisitions and sales of animals are recorded as operating expense or revenue in the year of purchase or sale.

Functional Allocation of Expenses

The costs of providing the various programs and activities have been summarized on a functional basis in the consolidated statements of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (Continued)

Self-Funded Group Health Insurance

The Organization has a partially self-funded group health insurance plan for the benefit of its employees. The Organization pays health insurance claims up to \$125,000 per covered participant and an aggregate limit that varies by the number of participants covered within the plan. As of June 30, 2017 and 2016, the aggregate limit was approximately \$1,500,000 per contract year. The plan is administered by a third-party administrator who purchases reinsurance contracts to limit claim exposure. Estimates for claims payable, which include both reported and incurred but not yet reported claims, are recorded in accrued expenses, at which time claims expense is also recorded. The amounts charged to expense for claims was approximately \$1,230,000 and \$1,215,000 for the years ended June 30, 2017 and 2016, respectively.

Income Tax Status

ACNC qualifies as a tax-exempt organization under Section 501 (c)(3) of the Internal Revenue Code. In addition, ACNC has been classified as an organization that is not a private foundation under Section 501(a)(3). However, income determined to be unrelated business taxable income (UBTI) would be subject to income tax. PZH is a disregarded entity for tax purposes.

The Organization recognizes uncertain tax positions in the financial statements when it is more likely-than-not that the positions will not be sustained upon examination by the tax authorities. As of June 30, 2017 and 2016, the Organization had no uncertain tax positions that qualify for either recognition or disclosure in the consolidated financial statements.

The Organization recognizes interest and penalties associated with income tax in operating expenses. During the years ended June 30, 2017 and 2016, the Organization did not have any income tax related interest and penalty expense.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from these estimates.

Reclassifications

Certain 2016 amounts have been reclassified to conform to the 2017 consolidated financial statement presentation.

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2017 and 2016

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
 POLICIES (Continued)

Date of Management's Review

In preparing these consolidated financial statements, the Organization has evaluated events and transactions for potential recognition or disclosure through November 17, 2017, the date the consolidated financial statements were available to be issued.

NOTE 2 CONCENTRATIONS OF CREDIT RISK

Financial instruments that potentially subject the Organization to significant concentrations of credit risk consist principally of cash and cash equivalents and investments. The Organization maintains its cash in bank accounts, which at times may exceed federally insured limits. The Organization has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash balances.

Investment balances with stock brokerage firms are insured up to \$500,000 by SIPC. The Organization has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on investment balances.

NOTE 3 PROMISES TO GIVE

Promises to give at June 30 consist of and are restricted for the following purposes:

	<u>2017</u>	<u>2016</u>
Capital campaign and other capital projects	\$ 5,095,232	\$ 2,355,317
Bequests and trusts	1,260,179	269,245
Other	<u>199,083</u>	<u>442,744</u>
Total promises to give	6,554,494	3,067,306
Discount to present value	(287,000)	(71,000)
Allowance for uncollectible promises	<u>(296,000)</u>	<u>(134,000)</u>
Net promises to give	<u>\$ 5,971,494</u>	<u>\$ 2,862,306</u>

The estimated cash flows for promises to give were discounted over the collection period using a discount rate of 5%.

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2017 and 2016

NOTE 3 PROMISES TO GIVE (Continued)

Promises to give, net of discount to present value and allowance for uncollectible promises, are due as follows at June 30:

	<u>2017</u>	<u>2016</u>
Promises to give due in less than one year	\$ 4,355,241	\$ 2,416,540
Promises to give due in two to five years	<u>1,616,253</u>	<u>445,766</u>
	<u>\$ 5,971,494</u>	<u>\$ 2,862,306</u>

The Organization's promises to give consist of contributions from individuals, charitable foundations and companies. At June 30, 2017 approximately 51% of gross promises to give are amounts due from four donors. At June 30, 2016 approximately 42% of gross promises to give is an amount due from one individual. Concentrations of credit risk with respect to these promises to give are limited due to the relationship and history with these donors.

NOTE 4 INVESTMENTS AND FAIR VALUE OF FINANCIAL INSTRUMENTS

Investments with readily determinable fair values are measured at fair value in the consolidated statements of financial position as determined by quoted market prices in active markets. The fair value of the interests in the perpetual trusts is estimated at the fair value of the Organization's portion of the underlying assets of the trust using information provided by the trustee.

The following is a summary of financial instruments measured at fair value on a recurring basis at June 30, 2017:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments:				
Cash and money market funds	\$ 163,993	\$ -	\$ -	\$ 163,993
Bond funds	2,666,472	-	-	2,666,472
Equity funds	<u>3,939,824</u>	<u>-</u>	<u>-</u>	<u>3,939,824</u>
Total investments	6,770,289	-	-	6,770,289
Beneficial interest in perpetual trust	<u>-</u>	<u>-</u>	<u>4,947,614</u>	<u>4,947,614</u>
	<u>\$ 6,770,289</u>	<u>\$ -</u>	<u>\$ 4,947,614</u>	<u>\$ 11,717,903</u>

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2017 and 2016

NOTE 4 INVESTMENTS AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

The following is a summary of financial instruments measured at fair value on a recurring basis at June 30, 2016:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments:				
Cash and money market funds	\$ 59,464	\$ -	\$ -	\$ 59,464
Bond funds	3,101,547	-	-	3,101,547
Equity funds	3,242,404	-	-	3,242,404
	<u>6,403,415</u>	<u>-</u>	<u>-</u>	<u>6,403,415</u>
Total investments	6,403,415	-	-	6,403,415
Beneficial interest in perpetual trust	<u>-</u>	<u>-</u>	<u>4,575,471</u>	<u>4,575,471</u>
	<u>\$ 6,403,415</u>	<u>\$ -</u>	<u>\$ 4,575,471</u>	<u>\$ 10,978,886</u>

The following is a reconciliation of the beginning and ending balances of assets measured at fair value on a recurring basis using significant unobservable (Level 3) inputs during the years ended June 30:

Balance at June 30, 2015	\$ 4,915,569
Change in fair value	<u>(340,098)</u>
Balance at June 30, 2016	4,575,471
Change in fair value	<u>372,143</u>
Balance at June 30, 2017	<u>\$ 4,947,614</u>

Investment income is summarized as follows for the years ended June 30:

	<u>2017</u>	<u>2016</u>
Interest and dividends	\$ 199,014	\$ 201,748
Distributions from trusts	188,058	286,299
Realized gains/(losses)	7,040	(148,856)
Unrealized gains/(losses)	467,315	(9,673)
Investment fees	<u>(19,785)</u>	<u>(18,597)</u>
Total investment income	<u>\$ 841,642</u>	<u>\$ 310,921</u>

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2017 and 2016

NOTE 5 BENEFICIAL INTEREST IN PERPETUAL TRUSTS

The Organization is the income beneficiary of two perpetual trusts. The trust funds are held and controlled by third party trustees. The Organization is entitled to a specified percentage of the annual income distributions from each of the trusts as defined in the trust agreements. The Organization will also be entitled to a specified percentage of the total amount of the corpus assets that will be distributed if the trusts are ever dissolved. The Organization estimated the fair value of its beneficial interest in perpetual trusts at June 30, 2017 and 2016 based upon the Organization's respective interest in the value of the underlying assets held by the trust. For the years ended June 30, 2017 and 2016, distributions from the perpetual trusts totaled approximately \$188,000 and \$286,000, respectively and are included in unrestricted investment income in the accompanying consolidated statements of activities.

NOTE 6 PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at June 30:

	<u>2017</u>	<u>2016</u>
Exhibits and enclosures	\$ 29,230,940	\$ 28,257,064
Buildings and improvements	23,586,600	22,402,874
Ground installations	9,680,524	9,449,674
Machinery and equipment	8,598,061	8,352,066
Vehicles	<u>1,397,272</u>	<u>1,312,763</u>
	72,493,397	69,774,441
Accumulated depreciation	<u>(42,910,403)</u>	<u>(40,708,685)</u>
	29,582,994	29,065,756
Construction-in-progress	<u>961,775</u>	<u>1,148,713</u>
	<u>\$ 30,544,769</u>	<u>\$ 30,214,469</u>

Construction-in-progress includes costs related to various capital projects to improve animal exhibits and other areas within ACNC facilities. Depreciation expense was \$2,882,973 and \$2,826,252 for the years ended June 30, 2017 and 2016.

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2017 and 2016

NOTE 7 OTHER ASSETS

During the year ended June 30, 2012, an entity that is partially owned by a member of the Board of Trustees contributed real property located in Goodyear, Arizona to PZH. The contribution was recorded at the estimated fair value of the real estate, which totaled approximately \$555,000 as determined by an appraisal of the real property performed at the time of donation. PZH intends to market this property rather than utilize the property for the Organization's operations. The value of the real property is included in other assets in the accompanying consolidated statements of financial position. Proceeds from any future sale of this property have been restricted by the donor for the capital campaign.

NOTE 8 CAPITAL LEASE

The Organization leases equipment under various capital lease agreements that mature at various times through July 2018. The cost of equipment under these capital lease agreements totaled approximately \$30,000 and accumulated amortization was approximately \$8,866 at June 30, 2017. Amortization of the capitalized equipment cost is included in depreciation expense.

Future minimum lease payments are scheduled as follows:

Years Ending June 30,

2018	\$ 10,375
2019	<u>9,600</u>
Total minimum lease payments	19,975
Less amount representing interest	<u>3,092</u>
Total future minimum lease payments	16,883
Less current portion	<u>8,322</u>
Non-current portion	<u><u>\$ 8,562</u></u>

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2017 and 2016

NOTE 9 ENDOWMENT FUNDS

Endowment net asset composition by type of fund as of June 30, 2017 is as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-restricted	\$ -	\$ 119,096	\$ 1,146,247	\$ 1,265,343
Board-designated	4,494,333	-	-	4,494,333
Total endowment funds	<u>\$ 4,494,333</u>	<u>\$ 119,096</u>	<u>\$ 1,146,247</u>	<u>\$ 5,759,676</u>

Endowment net asset composition by type of fund as of June 30, 2016 is as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-restricted	\$ -	\$ 84,211	\$ 809,686	\$ 893,897
Board-designated	4,071,190	-	-	4,071,190
Total endowment funds	<u>\$ 4,071,190</u>	<u>\$ 84,211</u>	<u>\$ 809,686</u>	<u>\$ 4,965,087</u>

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2017 and 2016

NOTE 9 ENDOWMENT FUNDS (Continued)

Changes in endowment funds for the years ended June 30 are as follows:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Balance at June 30, 2015	\$ 4,225,755	\$ 94,374	\$ 759,246	\$ 5,079,375
Contributions	-	-	50,440	50,440
Investment income	62,613	13,372	-	75,985
Realized and unrealized losses	(49,403)	(10,551)	-	(59,954)
Board designations released	(286,022)	-	-	(286,022)
New board designations	118,247	-	-	118,247
Amounts appropriated for expenditure	-	(12,984)	-	(12,984)
Balance at June 30, 2016	4,071,190	84,211	809,686	4,965,087
Contributions	-	-	336,561	336,561
Investment income	54,155	11,030	-	65,185
Realized and unrealized gains	129,080	26,289	-	155,369
New board designations	239,908	-	-	239,908
Amounts appropriated for expenditure	-	(2,434)	-	(2,434)
Balance at June 30, 2017	<u>\$ 4,494,333</u>	<u>\$ 119,096</u>	<u>\$ 1,146,247</u>	<u>\$ 5,759,676</u>

NOTE 10 RESTRICTED NET ASSETS

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

	2017	2016
<u>Time restricted:</u>		
Investment income on perpetual endowment funds subject to a time restriction under MCFA	\$ 119,096	\$ 84,211
<u>Time and purpose restricted:</u>		
Capital campaign and other capital projects	6,120,145	1,599,189
Other	1,589,317	2,243,061
Total temporarily restricted net assets	<u>\$ 7,828,558</u>	<u>\$ 3,926,461</u>

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2017 and 2016

NOTE 10 RESTRICTED NET ASSETS (Continued)

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

	<u>2017</u>	<u>2016</u>
Interest in perpetual trusts	\$ 4,947,614	\$ 4,575,471
Portion of perpetual endowment funds that is required to be retained permanently either by explicit donor stipulation or by MCFA	<u>1,146,247</u>	<u>809,686</u>
	<u>\$ 6,093,861</u>	<u>\$ 5,385,157</u>

NOTE 11 EMPLOYEE BENEFIT PLANS

The Organization has a 401(k) defined contribution savings plan. The Organization matches employee contributions to the 401k plan at the rate of \$.50 for each \$1.00 contributed, up to the first 4% of annual compensation contributed by the employee. Employer matching contributions for the year ended June 30, 2017 and 2016 totaled approximately \$335,000 and \$294,000, respectively.

The Organization also has both a 457(b) and 457(f) non-qualified deferred compensation retirement plan covering the current Chief Executive Officer and Vice Presidents of ACNC. Both the 457(b) and 457(f) plans provide for employer contributions at the discretion of the Organization's Board of Trustees. Contributions by the Organization to the plans totaled approximately \$38,500 in both the years ended June 30, 2017 and 2016, all of which has been included in accrued liabilities in the accompanying consolidated statements of financial position. While the Organization has segregated funds totaling approximately \$339,000 and \$205,000 as of June 30, 2017 and 2016, respectively, these funds remain available to the general creditors of the Organization.

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

NOTE 12 OPERATING LEASES

The Organization leases office equipment, storage space and property under operating leases with terms expiring in various years through 2033 and requiring monthly payments totaling approximately \$4,000.

Approximate minimum future rental payments under non-cancelable leases having initial or remaining terms in excess of one year at June 30, 2017 are as follows:

Years Ending June 30,

2018	\$	45,000
2019		19,000
2020		1,200
2021		1,200
2022		1,200
Thereafter		<u>13,500</u>
	\$	<u>81,100</u>

The Organization also leases other equipment on a month-to-month basis, as needed. Rent expense for the years ended June 30, 2017 and 2016 amounted to approximately \$276,000 and \$57,000, respectively. During the year ended June 30, 2017, this amount included a rental of an exhibit in the amount of \$225,000.

The Organization has an agreement with the City of Phoenix to lease the property where the Phoenix Zoo is located. This agreement stipulates that the Organization will pay \$1,200 per year as rent for the property. The lease expires in the year 2033 but contains five 5-year renewal options at the end of the lease term.

ARIZONA CENTER FOR NATURE CONSERVATION AND AFFILIATE
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2017 and 2016

NOTE 13 DONATED MATERIALS AND SERVICES

Donated materials and services consisted of the following for the year ended June 30, 2017:

	Assets	Programs	Management and General	Fundraising and Membership Development	Total
Advertising	\$ -	\$ -	\$ 1,541,163	\$ -	\$ 1,541,163
Food and beverages	-	30,000	-	-	30,000
Capital improvements	27,800	-	-	-	27,800
Other	-	19,667	-	80,405	100,072
Total donated materials and services	<u>\$ 27,800</u>	<u>\$ 49,667</u>	<u>\$ 1,541,163</u>	<u>\$ 80,405</u>	<u>\$ 1,699,035</u>

Total donated materials and services included in special event revenue was \$54,725 for the year ended June 30, 2017.

Donated materials and services consisted of the following for the year ended June 30, 2016:

	Assets	Programs	Management and General	Fundraising and Membership Development	Total
Advertising	\$ -	\$ -	\$ 1,093,894	\$ -	\$ 1,093,894
Food and beverages	-	25,000	-	-	25,000
Capital improvements	36,915	-	-	-	36,915
Other	1,300	41,490	-	88,961	131,751
Total donated materials and services	<u>\$ 38,215</u>	<u>\$ 66,490</u>	<u>\$ 1,093,894</u>	<u>\$ 88,961</u>	<u>\$ 1,287,560</u>

Total donated materials and services included in special event revenue was \$84,501 for the year ended June 30, 2016.

NOTE 14 RELATED PARTY TRANSACTIONS

During the years ended June 30, 2017 and 2016 the Organization received donations in the amounts of approximately \$2,364,000 and \$508,000, respectively, from Board members, employees, and volunteers. Included in total promises to give at June 30, 2017 and 2016 is approximately \$1,225,000 and \$236,000, respectively, due from Board members, employees, and volunteers.