

**Houston Society for the
Prevention of Cruelty to Animals
and Subsidiary**

**CONSOLIDATED FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**


December 31, 2016 and 2015



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Houston Society for the Prevention of Cruelty to Animals
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December 31, 2016 and 2015

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Houston Society for the Prevention of Cruelty to Animals
Houston, Texas

We have audited the accompanying consolidated financial statements of Houston Society for the Prevention of Cruelty to Animals and subsidiary (collectively, the "Organization") which comprise the consolidated statements of financial position as of December 31, 2016 and 2015, and the related consolidated statements of activities and changes in net assets and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the 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 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 of 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 Houston Society for the Prevention of Cruelty to Animals and subsidiary as of December 31, 2016 and 2015, and the changes in their net assets and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidated schedules of functional expenses on pages 19 and 20 are presented for purposes of additional analysis and are not a required part of the consolidated financial statements. The consolidating information on pages 21 through 26 is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position, activities, and changes in net assets of the individual entities, and is also not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audits of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Carly Riggs & Ingram, L.L.C.

Houston, Texas
June 21, 2017

Houston Society for the Prevention of Cruelty to Animals Consolidated Statements of Financial Position

<i>December 31,</i>	2016	2015
Assets		
Current assets		
Cash and cash equivalents	\$ 1,635,120	\$ 1,722,498
Pledges receivable	1,291,204	1,024,822
Other receivables	97,500	94,250
Prepaid expenses	136,443	156,649
Total current assets	3,160,267	2,998,219
Property and equipment		
Land	7,005,836	7,005,836
Buildings and improvements	3,692,046	3,679,092
Property improvements	1,302,197	1,292,172
Furniture and equipment	1,965,576	1,689,972
Construction in progress	6,663,973	687,902
Accumulated depreciation	(4,310,792)	(4,002,726)
Property and equipment, net	16,318,836	10,352,248
Long-term assets		
Marketable securities	29,986,630	29,468,128
Pledges receivable	662,467	500,000
Total long-term assets	30,649,097	29,968,128
Total assets	\$ 50,128,200	\$ 43,318,595

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

**Houston Society for the Prevention of Cruelty to Animals
Consolidated Statements of Financial Position (Continued)**

<i>December 31,</i>	2016	2015
Liabilities and net assets		
Current liabilities		
Accounts payable	\$ 1,572,939	\$ 241,780
Accrued payroll and benefits	212,335	185,349
Note payable, current	316,668	296,192
Total current liabilities	2,101,942	723,321
Long-term liabilities		
Deferred revenue	87,343	99,287
Note payable	2,533,332	2,887,875
Total long-term liabilities	2,620,675	2,987,162
Total liabilities	4,722,617	3,710,483
Commitments and contingencies		
Net assets		
Unrestricted	32,210,770	25,449,533
Temporarily restricted	12,024,548	12,988,314
Permanently restricted	1,170,265	1,170,265
Total net assets	45,405,583	39,608,112
Total liabilities and net assets	\$ 50,128,200	\$ 43,318,595

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

Houston Society for the Prevention of Cruelty to Animals Consolidated Statement of Activities and Changes in Net Assets

For the year ended December 31, 2016

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenue				
Adoptions	\$ 915,452	\$ -	\$ -	\$ 915,452
Admissions	317,659	-	-	317,659
Contributions	1,822,394	82,029	-	1,904,423
Online contributions	695,608	-	-	695,608
Direct mail	1,515,212	-	-	1,515,212
Trusts and bequests	2,083,671	-	-	2,083,671
Foundations	277,129	118,000	-	395,129
Capital campaign	-	4,869,178	-	4,869,178
Fundraising	871,178	114,470	-	985,648
Investment income (loss)	1,156,549	(70,472)	-	1,086,077
Fees for services	265,580	-	-	265,580
Other	427,424	-	-	427,424
Net assets released from restrictions	6,076,971	(6,076,971)	-	-
Total revenue	16,424,827	(963,766)	-	15,461,061
Expenses				
Program services	7,978,307	-	-	7,978,307
Management and general	551,952	-	-	551,952
Fundraising	1,133,331	-	-	1,133,331
Total expenses	9,663,590	-	-	9,663,590
Changes in net assets	6,761,237	(963,766)	-	5,797,471
Net assets at beginning of year	25,449,533	12,988,314	1,170,265	39,608,112
Net assets at end of year	\$ 32,210,770	\$ 12,024,548	\$ 1,170,265	\$ 45,405,583

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

Houston Society for the Prevention of Cruelty to Animals Consolidated Statement of Activities and Changes in Net Assets

For the year ended December 31, 2015

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenue				
Adoptions	\$ 929,761	\$ -	\$ -	\$ 929,761
Admissions	381,066	-	-	381,066
Contributions	1,927,908	432,162	-	2,360,070
Online contributions	719,722	-	-	719,722
Direct mail	1,513,991	-	-	1,513,991
Trusts and bequests	1,515,438	-	270,000	1,785,438
Foundations	269,059	80,000	-	349,059
Capital campaign	-	3,473,880	-	3,473,880
Fundraising	980,475	124,740	-	1,105,215
Investment loss	(501,044)	(90,156)	-	(591,200)
Fees for services	277,241	-	-	277,241
Other	427,105	-	-	427,105
Net assets released from restrictions	1,129,548	(1,129,548)	-	-
Total revenue	9,570,270	2,891,078	270,000	12,731,348
Expenses				
Program services	7,862,319	-	-	7,862,319
Management and general	511,987	-	-	511,987
Fundraising	906,264	-	-	906,264
Total expenses	9,280,570	-	-	9,280,570
Net operating income	289,700	2,891,078	270,000	3,450,778
Net assets at beginning of year	25,159,833	10,097,236	900,265	36,157,334
Net assets at end of year	\$ 25,449,533	\$ 12,988,314	\$ 1,170,265	\$ 39,608,112

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

Houston Society for the Prevention of Cruelty to Animals Consolidated Statement of Cash Flows

<i>For the years ended December 31,</i>	2016	2015
Operating activities		
Changes in net assets	\$ 5,797,471	\$ 3,450,778
Adjustments to reconcile changes in net assets to net assets (used in) provided by operating activities		
Donated stock	(132,855)	(61,039)
Net realized and unrealized (gains) losses on investments	(808,156)	866,877
Depreciation	308,066	286,705
Contributions restricted for capital acquisitions	(4,869,178)	(3,473,880)
Contributions restricted for permanent endowment	-	(270,000)
Changes in operating assets and liabilities		
Pledges receivable	(250,602)	133,624
Other receivables	(3,250)	5,182
Prepaid expenses	20,206	(28,350)
Accounts payable	(197,447)	(50,081)
Accrued payroll and benefits	26,986	36,025
Deferred revenue	(11,944)	(38,350)
Net cash (used in) provided by operating activities	(120,703)	857,491
Investing activities		
Proceeds from sales of investments	11,306,062	8,440,064
Purchases of investments	(11,284,177)	(7,722,384)
Net change in cash and cash alternatives held as investments	400,624	(2,414,702)
Purchases of property and equipment	(4,746,048)	(862,298)
Net cash used in investing activities	(4,323,539)	(2,559,320)
Financing activities		
Repayment of long-term debt	(334,067)	(296,193)
Proceeds from contributions restricted for capital acquisitions	4,690,931	2,623,880
Contributions restricted for permanent endowment	-	270,000
Net cash provided by financing activities	4,356,864	2,597,687
Net change in cash and cash equivalents	(87,378)	895,858
Cash and cash equivalents at beginning of year	1,722,498	826,640
Cash and cash equivalents at end of year	\$ 1,635,120	\$ 1,722,498

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

**Houston Society for the Prevention of Cruelty to Animals
Consolidated Statements of Cash Flows (Continued)**

<i>For the years ended December 31,</i>	2016	2015
Supplemental cash flow information		
Cash paid for interest	\$ 103,291	\$ 101,875
Noncash investing and financing activities		
Refinance of long-term debt	\$ 3,000,000	\$ -
Accrued property and equipment expenditures	\$ 1,307,957	\$ -
Write-off of fully depreciated property and equipment	\$ -	\$ 49,124
Donated property and equipment	\$ 220,649	\$ -

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

Houston Society for the Prevention of Cruelty to Animals

Notes to Consolidated Financial Statements

NOTE 1: ORGANIZATION AND NATURE OF BUSINESS

The consolidated financial statements of Houston Society for the Prevention of Cruelty to Animals (collectively, the "Organization") includes Houston Society for the Prevention of Cruelty to Animals (the "Houston SPCA") and its wholly owned subsidiary, The Wildlife Center of Texas ("The Wildlife Center"). All significant inter-entity balances and transactions have been eliminated.

The Houston SPCA was founded in 1924 and is the oldest and largest animal protection agency in the Gulf Coast area, providing sheltering, adoption, humane education, and cruelty relief services to more than 50,000 animals a year.

The Wildlife Center was formed in 1992 to meet the increasing need for wildlife assistance in the Greater Houston and Upper Gulf Coast. The mission of The Wildlife Center is to care for injured, ill, and orphaned wildlife through rehabilitation, public education, and release.

The Organization is funded primarily by donations.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Statement Presentation

The Organization's consolidated financial records have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. The Organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted, temporarily restricted, and permanently restricted, based on the existence or absence of donor imposed restrictions. Accordingly, net assets of the Organization and changes therein are classified and reported as follows:

Unrestricted Net Assets: Unrestricted net assets include those net assets whose use is not restricted by donor-imposed stipulations even though their use may be limited in other respects such as by contract or board designation.

Temporarily Restricted Net Assets: Temporarily restricted net assets include contributions restricted by the donor for specific purposes or time periods. Temporarily restricted net assets are released to unrestricted net assets when a purpose restriction is accomplished or a time restriction ends.

Permanently Restricted Net Assets: Permanently restricted net assets include contributions that donors have restricted in perpetuity.

Cash and Cash Equivalents

The Organization considers all highly liquid investments with initial maturities of three months or less at the time of purchase to be cash equivalents. Cash and cash equivalents held for long-term purposes are classified as investments.

Houston Society for the Prevention of Cruelty to Animals

Notes to Consolidated Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Pledges Receivable and Other Receivables

Pledges receivable and unconditional promises to give are recorded when the Organization receives notification of the pledge or promise to give. Amounts that are expected to be collected within one year are recorded at net realizable value. Amounts that are expected to be collected in future years are discounted to estimate the present value of future cash flows, if material. Management considers all outstanding pledges receivable to be collectible. Accordingly, no allowance for doubtful accounts is considered necessary at December 31, 2016 and 2015.

Investments

Investments in marketable securities are recorded at fair value. Investment return includes interest, dividends, and realized and unrealized gains or losses. Investment return is reported in the consolidated statements of activities and changes in net assets as an increase in unrestricted net assets unless the use of the income is limited by donor-imposed restrictions. Investment return whose use is restricted by the donor is reported as an increase in temporarily restricted net assets until expended in accordance with the donor-imposed restrictions.

Concentration of Credit Risk

At times throughout the years, the Organization may maintain certain bank accounts in excess of the Federal Deposit Insurance Corporation insured limits. The Organization has not experienced any losses from maintaining cash accounts in excess of the federally insured limit. Management believes that it is not exposed to any significant credit risk on cash accounts due the strength of the financial institutions in which the funds are held.

As of December 31, 2016 and 2015, pledges due from four donors accounted for 65% and two donors accounted for 73% of outstanding pledge receivables, respectively. As of December 31, 2016 and 2015, a balance due from one university accounted for 100% of outstanding other receivables.

Property and Equipment

Property and equipment are recorded at cost if purchased, or in the case of donated property, at the estimated fair market value at the date of donation. The Organization capitalizes all expenditures for property and equipment in excess of \$1,000. Depreciation is computed by use of the straight-line method for financial reporting purposes.

Depreciation is provided by the straight-line method over the following useful lives:

Building and improvements	30-40 years
Property improvements	20 years
Furniture and equipment	3-10 years

Houston Society for the Prevention of Cruelty to Animals Notes to Consolidated Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Routine maintenance, repair, renewal and replacement costs are charged against operations in the year incurred. Expenditures, which materially increase values or extend useful lives of property and equipment, are capitalized.

Impairment of Long-Lived Assets

The Organization's long-lived assets are evaluated for impairment in accordance with generally accepted accounting principles which requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable based on expected undiscounted cash flows attributable to that asset. This review requires significant judgments both in assessing events and circumstances as well as estimating future cash flows. Should events indicate that any of the assets are impaired, the amount of such impairment will be measured as the difference between the carrying value and the fair value of the impaired asset and the impairment will be recorded in earnings during the period of such impairment. Management believes no impairment has occurred with respect to long-lived assets at December 31, 2016 and 2015.

Deferred Revenue

Deferred revenue represents sponsorships for fundraising events set to occur in a future period. Deferred revenue is recognized as revenue in the year the fundraising event is held.

Compensated Absences

Compensated absences for sick, personal, and vacation time have not been accrued since they cannot be reasonably estimated. The Organization's policy is to recognize these costs when actually paid.

Fair Value Considerations

The Organization uses fair value to measure certain financial and nonfinancial assets and liabilities. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The fair value hierarchy established and prioritized fair value measurements into three levels based on the nature of the inputs. The hierarchy gives the highest priority to inputs based on market data from independent sources (observable inputs-Level 1) and the lowest priority to a reporting entity's internal assumptions based upon the best information available when external market data is limited or unavailable (unobservable inputs-Level 3).

The fair value option allows entities to choose, at specified election dates, to measure eligible financial assets and financial liabilities at fair value that are not otherwise required to be measured at fair value. If an organization elects the fair value option for an eligible item, changes in that item's fair value in subsequent reporting periods must be recognized in current earnings. The Organization did not elect the fair value option for the measurement of any eligible assets or liabilities.

The Organization's remaining financial instruments (primarily cash and cash equivalents, receivables, payables and borrowings) are carried in the accompanying consolidated financial statements at amounts which reasonably approximate fair value.

Houston Society for the Prevention of Cruelty to Animals

Notes to Consolidated Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contributions

The Organization's contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor for specific purposes are reported as temporarily restricted or permanently restricted net assets. When a donor stipulated time restriction ends or stipulated purpose is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities and changes in net assets as net assets released from restrictions. For the years ended December 31, 2016 and 2015, one donor accounted for 12% and 16% of contributions.

Donated Materials and Services

The Organization recognizes donated materials and services at their fair value as unrestricted contributions when an unconditional commitment is received from the donor. The related expense for donated materials is recognized as the item is used. The related expense for donated services is recognized in the period received if the services received create or enhance nonfinancial assets that require specialized skills and are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. For the years ended December 31, 2016 and 2015, the Organization recognized health care and supplies expenses for preventive medicine donated by manufacturers of approximately \$343,000 and \$351,000, respectively. Additionally, for the years ended December 31, 2016 and 2015, the Organization recognized donated architect services of approximately \$145,000 and \$111,000 related to construction of the new facility.

A substantial number of unpaid volunteers make significant contributions of their time to develop the Organization's programs. The value of the contributed time is not reflected in these consolidated statements because it does not require a specialized skill or create or enhance a nonfinancial asset.

Functional Expenses

The majority of expenses can generally be directly identified with the program or supporting services to which they relate and are charged accordingly. Other expenses have been allocated among the programs and supporting services benefited based on various determinations by management.

Advertising Costs

The Organization uses advertising through TV, radio and other media to promote its programs in the area it serves. Advertising costs are expensed as incurred. Advertising expense for the years ended December 31, 2016 and 2015, totaled \$109,302 and \$45,000, respectively.

Federal Income Taxes

The Houston SPCA and The Wildlife Center are not-for-profit organizations that are exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. Therefore, no provision for federal income tax has been made in these consolidated financial statements.

Houston Society for the Prevention of Cruelty to Animals

Notes to Consolidated Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Organization accounts for uncertain tax positions, when it is more likely than not, that such an asset or a liability will be realized. As of December 31, 2016, management believes there were no uncertain tax positions.

Use of Estimates

The preparation of the consolidated 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 amount of assets and liabilities, the amounts of reported revenues and expenses, and the allocation of expenses among various functions. Actual results could vary from the estimates that were used. Estimates that have the most impact on financial position and results of operations primarily relate to the collectability of receivables, fair value of marketable securities, useful lives and recoverability of property and equipment, donated materials and allocation of expenses by function. Management believes these estimates and assumptions provide a reasonable basis for the fair presentation of the consolidated financial statements.

Subsequent Events

The Organization has evaluated subsequent events through the date the consolidated financial statements were available for issuance on June 21, 2017. No matters were identified affecting the accompanying consolidated financial statements or related disclosures.

Recent Financial Accounting Pronouncement

In August 2016, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*. Under this ASU, net assets will be presented in two classes: net assets with donor restrictions and net assets without donor restrictions. Underwater endowments will be included in net assets with donor restrictions and new or enhanced disclosures regarding the composition of net assets will be required. Disclosures regarding liquidity and availability of resources for general operating expenditures within one year of the date of the statement of financial position must also be presented. The ASU requires expenses to be presented by both nature and function, and investment return will be presented net of investment expenses. Absent specific donor stipulations, the Wildlife Center will use the placed-in-service approach for reporting expirations of restrictions on long-lived assets. The ASU is effective for fiscal periods beginning after December 15, 2017, but early adoption is permitted. Adoption of this ASU will impact the presentation and disclosures of the Wildlife Center's financial statements.

NOTE 3: PLEDGES RECEIVABLE

Pledges receivable consist of the following:

<i>December 31,</i>	2016	2015
Receivable in less than one year	\$ 1,291,204	\$ 1,024,822
Receivable in one to five years	662,467	500,000
	\$ 1,953,671	\$ 1,524,822

Houston Society for the Prevention of Cruelty to Animals Notes to Consolidated Financial Statements

NOTE 4: FAIR VALUE MEASUREMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The three tier fair value hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The three levels of inputs that may be used to measure fair value are as follows:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Inputs other than Level 1 inputs that are either directly or indirectly observable such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable; or other inputs not directly observable, but derived principally from, or corroborated by, observable market data.

Level 3: Unobservable inputs that are supported by little or no market activity.

The Houston SPCA holds certain investments with UBS Financial Services, Inc. to be held for the exclusive benefit of the Houston SPCA. The Houston SPCA retains all rights to these funds and paid administrative fees totaling \$175,164 and \$180,217, for the years ended December 31, 2016 and 2015, respectively. Level 1 investments primarily consist of equity securities which are traded in active markets. Level 2 investments consist of corporate bonds and asset-backed securities which are valued using recent executed transactions and market price quotations and asset-backed securities which are valued by the custodian using pricing models that utilize variables such as yield curves, prepayment speeds, default rates, loss severity, interest rate volatilities and spreads.

The values of assets measured at fair value on a recurring basis are as follows:

	Quoted Market Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total
December 31, 2016				
Cash and cash equivalents	\$ 12,716,359	\$ -	\$ -	\$ 12,716,359
Corporate stocks	13,108,330	-	-	13,108,330
Corporate bonds	-	1,798,305	-	1,798,305
Asset-backed securities	-	1,575,811	-	1,575,811
U.S. government or agency obligations	-	787,825	-	787,825
	\$ 25,824,689	\$ 4,161,941	\$ -	\$ 29,986,630

Houston Society for the Prevention of Cruelty to Animals Notes to Consolidated Financial Statements

NOTE 4: FAIR VALUE MEASUREMENTS (Continued)

	Quoted Market Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total
December 31, 2015				
Cash and cash equivalents	\$ 13,044,868	\$ -	\$ -	\$ 13,044,868
Corporate stocks	12,271,687	-	-	12,271,687
Corporate bonds	-	1,786,041	-	1,786,041
Asset-backed securities	-	1,662,958	-	1,662,958
U.S. government or agency obligations	702,574	-	-	702,574
	\$ 26,019,129	\$ 3,448,999	\$ -	\$ 29,468,128

The following summarizes the investment return in the consolidated statements of activities and changes in net assets:

<i>For the years ended December 31,</i>	2016	2015
Interest and dividend income	\$ 563,629	\$ 554,486
Management and consulting fees	(285,708)	(278,809)
Net realized and unrealized gains (losses)	808,156	(866,877)
	\$ 1,086,077	\$ (591,200)

Investments are exposed to various risks such as interest rate risk, market and credit risks. Because of these risks, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the consolidated statements of financial position and the consolidated statements of activities and changes in net assets.

NOTE 5: LONG-TERM DEBT

The Houston SPCA had a note payable agreement with JP Morgan Chase for \$3,850,000 with an annual interest rate of 3%, which was collateralized by 5.3 acres of land located at 7007 Katy Rd. As of June 15, 2016, the Houston SPCA refinanced the note payable with a note payable of \$3 million with Cadence bank. The note payable balance at December 31, 2015 was \$3,184,067.

The Cadence note is secured by all property owned by the Houston SPCA in Harris County, Texas. The note bears interest at 3.80% and the loan matures on June 15, 2023. Interest only payments are due each month through the maturity date along with annual principal reduction payments of \$316,667 per the terms of the agreement. Unpaid interest and principal is due at maturity. The note payable balance at December 31, 2016 was \$2,850,000.

Houston Society for the Prevention of Cruelty to Animals
Notes to Consolidated Financial Statements

NOTE 5: LONG-TERM DEBT

The following is a summary of future minimum principal payments of the note payable:

<i>Year ending December 31,</i>		
2017	\$	316,668
2018		316,668
2019		316,668
2020		316,668
2021		316,667
Thereafter		1,266,661
		\$ 2,850,000

NOTE 6: NET ASSETS RELEASED FROM RESTRICTIONS

Net assets totaling \$6,076,971 and \$1,129,548 were released from donor restrictions by incurring expenses satisfying the restricted purpose or by occurrence of events specified by the donors for the years ended December 31, 2016 and 2015, respectively.

NOTE 7: TEMPORARY RESTRICTIONS ON NET ASSETS

Temporarily restricted net assets are available for the following purposes:

<i>December 31,</i>	2016	2015
Capital campaign	\$ 11,785,360	\$ 12,814,676
Restricted to periods ending after December 31	55,000	50,000
Programs	184,188	123,638
	\$ 12,024,548	\$ 12,988,314

Houston Society for the Prevention of Cruelty to Animals Notes to Consolidated Financial Statements

NOTE 8: ENDOWMENT

The Organization has donor-restricted endowment funds which are maintained in accordance with explicit donor stipulations. The Organization is subject to the Texas Uniform Prudent Management of Institutional Funds Act (TUPMIFA) which has been enacted by the State of Texas. The management of the Organization has interpreted TUPMIFA as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of the interpretation, 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) accumulation to the permanent endowment made in accordance with the direction of the applicable donor gift at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified as permanently restricted net assets is available for expenditure and appropriated by the Organization in a manner consistent with the standard of prudence prescribed by TUPMIFA.

In accordance with TUPMIFA, the Organization considers the following factors in making determination to appropriate accumulated donor-restricted endowment funds:

- (1) The duration and preservation of the fund
- (2) The purposes of the Organization and the donor-restricted endowment fund
- (3) General economic conditions
- (4) The possible effect of inflation and deflation
- (5) The expected total return from income and the appreciation of investments
- (6) Other resources of the Organization
- (7) The investment policies and objectives of the Organization

The Walter O. Caldwell, Jr. Fund Endowment and Melvin Davis Fund Endowment (collectively the "Endowments") were established to support the Organization and its mission into the future. These Endowments are held with UBS. It was the Board of Directors' objective not to be involved in the day-to-day investing of funds and to rely on the expertise of the UBS and their investment policy, objectives and guidelines. Under this policy, the endowment assets are invested in accordance with the investment policies approved by the Board of Directors.

Endowment net assets consisted of the following:

<i>December 31,</i>	2016	2015
Unrestricted net assets	\$ 938	\$ 85
Permanently restricted net assets	1,170,265	1,170,265
	\$ 1,171,203	\$ 1,170,350

Houston Society for the Prevention of Cruelty to Animals Notes to Consolidated Financial Statements

NOTE 8: ENDOWMENT (Continued)

Changes in endowment net assets are as follows:

	Unrestricted	Permanently Restricted	Total
Endowment net assets, January 1, 2015	\$ -	\$ 900,265	\$ 900,265
Contributions	-	270,000	270,000
Investment return			
Investment income	85	-	85
Endowment net assets, December 31, 2015	\$ 85	\$ 1,170,265	\$ 1,170,350
Contributions	-	-	-
Investment return			
Investment income	853	-	853
Endowment net assets, December 31, 2016	\$ 938	\$ 1,170,265	\$ 1,171,203

NOTE 9: DEFINED CONTRIBUTION PLAN

The Organization provides a defined contribution plan under Section 403(b) of the Internal Revenue Code. Under the plan, eligible employees may contribute up to eighty-five percent of their salary but not to exceed the legal limit. The Organization's match is equal to one hundred percent of employee contributions up to three percent of participant compensation. Organization contributions totaled \$38,921 and \$34,432 for the years ended December 31, 2016 and 2015, respectively.

NOTE 10: COMMITMENTS AND CONTINGENCIES

Construction Contract

On July 25, 2016, Houston SPCA entered into a construction contract for the new facility with a local contractor. These construction costs are estimated to be \$22 million. As of December 31, 2016, construction costs of \$5 million under this contract were incurred.

Line of Credit

On June 15, 2016, Houston SPCA entered into a revolving line of credit agreement with Cadence Bank totaling \$10,000,000 to finance the construction of certain real property in Houston, Texas. The line of credit is collateralized by property owned by Houston SPCA in Harris County, Texas. Borrowings under the credit agreement bear interest at 3.50%. The line of credit matures on June 15, 2021. Funds will be drawn as needed during construction. As of December 31, 2016, no funds have been drawn on the line of credit.



SUPPLEMENTARY INFORMATION

Houston Society for the Prevention of Cruelty to Animals Consolidated Schedule of Functional Expenses

<i>For the year ended December 31, 2016</i>	Program Services	Management and General	Fundraising	Total
Personnel expenses				
Salaries	\$ 3,903,250	\$ 192,734	\$ 269,264	\$ 4,365,248
Benefits, training, and taxes	590,569	75,813	30,626	697,008
Total personnel expenses	4,493,819	268,547	299,890	5,062,256
Health care and supplies	1,429,168	61,950	-	1,491,118
Contract veterinary and deputy services	155,481	-	-	155,481
Education and community outreach	151,055	-	677,715	828,770
Technology and other administrative support	168,662	189,827	126,786	485,275
Maintenance and security	406,473	-	-	406,473
Insurance	250,676	18,411	7,621	276,708
Depreciation	308,066	-	-	308,066
Property taxes	597	-	-	597
Interest expense	103,291	-	-	103,291
Other expenses	25,100	-	-	25,100
Utilities	361,040	8,231	21,319	390,590
Vehicles	124,879	4,986	-	129,865
Total expenses	\$ 7,978,307	\$ 551,952	\$ 1,133,331	\$ 9,663,590

Houston Society for the Prevention of Cruelty to Animals Consolidated Schedule of Functional Expenses

<i>For the year ended December 31, 2015</i>	Program Services	Management and General	Fundraising	Total
Personnel expenses				
Salaries	\$ 3,774,974	\$ 232,924	\$ 102,832	\$ 4,110,730
Benefits, training, and taxes	587,150	79,852	21,863	688,865
Total personnel expenses	4,362,124	312,776	124,695	4,799,595
Health care and supplies	1,508,612	27	-	1,508,639
Contract veterinary and deputy services	117,220	-	-	117,220
Education and community outreach	97,709	-	625,250	722,959
Technology and other administrative support	154,055	166,594	125,681	446,330
Maintenance and security	420,063	-	-	420,063
Insurance	230,781	18,459	8,267	257,507
Depreciation	286,705	-	-	286,705
Property taxes	503	-	-	503
Interest expense	101,875	-	-	101,875
Other expenses	36,900	-	-	36,900
Utilities	398,280	10,028	22,371	430,679
Vehicles	147,492	4,103	-	151,595
Total expenses	\$ 7,862,319	\$ 511,987	\$ 906,264	\$ 9,280,570

Houston Society for the Prevention of Cruelty to Animals Consolidating Statements of Financial Position

<i>December 31, 2016</i>	Houston SPCA	Wildlife Center of Texas	Eliminations	Consolidated Total
Assets				
Current assets				
Cash and cash equivalents	\$ 1,563,074	\$ 72,046	\$ -	\$ 1,635,120
Pledges receivable	1,283,829	7,375	-	1,291,204
Other receivables	97,500	-	-	97,500
Due from affiliate	145,298	-	(145,298)	-
Prepaid expenses	135,830	613	-	136,443
Total current assets	3,225,531	80,034	(145,298)	3,160,267
Property and equipment				
Land	7,005,836	-	-	7,005,836
Buildings and improvements	3,692,046	-	-	3,692,046
Property improvements	1,302,197	-	-	1,302,197
Furniture and equipment	1,880,003	85,573	-	1,965,576
Construction in progress	6,663,973	-	-	6,663,973
Accumulated depreciation	(4,239,062)	(71,730)	-	(4,310,792)
Property and equipment, net	16,304,993	13,843	-	16,318,836
Long-term assets				
Marketable securities	29,986,630	-	-	29,986,630
Pledges receivable	662,467	-	-	662,467
Total long-term assets	30,649,097	-	-	30,649,097
Total assets	\$ 50,179,621	\$ 93,877	\$ (145,298)	\$ 50,128,200

Houston Society for the Prevention of Cruelty to Animals Consolidating Statements of Financial Position (Continued)

<i>December 31, 2016</i>	Houston SPCA	Wildlife Center of Texas	Eliminations	Consolidated Total
Liabilities and net assets				
Current liabilities				
Accounts payable	\$ 1,570,921	\$ 2,018	\$ -	\$ 1,572,939
Accrued payroll and benefits	212,335	-	-	212,335
Due to affiliate	-	145,298	(145,298)	-
Note payable, current	316,668	-	-	316,668
Total current liabilities	2,099,924	147,316	(145,298)	2,101,942
Long-term liabilities				
Deferred revenue	87,343	-	-	87,343
Note payable	2,533,332	-	-	2,533,332
Total long-term liabilities	2,620,675	-	-	2,620,675
Total liabilities	4,720,599	147,316	(145,298)	4,722,617
Commitments and contingencies				
Net assets				
Unrestricted	32,343,532	(132,762)	-	32,210,770
Temporarily restricted	11,945,225	79,323	-	12,024,548
Permanently restricted	1,170,265	-	-	1,170,265
Total net assets	45,459,022	(53,439)	-	45,405,583
Total liabilities and net assets	\$ 50,179,621	\$ 93,877	\$ (145,298)	\$ 50,128,200

Houston Society for the Prevention of Cruelty to Animals Consolidating Statements of Financial Position

<i>December 31, 2015</i>	Houston SPCA	Wildlife Center of Texas	Eliminations	Consolidated Total
Assets				
Current assets				
Cash and cash equivalents	\$ 1,618,807	\$ 103,691	\$ -	\$ 1,722,498
Pledges receivable	1,012,972	11,850	-	1,024,822
Other receivables	94,250	-	-	94,250
Due from affiliate	104,383	-	(104,383)	-
Prepaid expenses	156,024	625	-	156,649
Total current assets	2,986,436	116,166	(104,383)	2,998,219
Property and equipment				
Land	7,005,836	-	-	7,005,836
Buildings and improvements	3,679,092	-	-	3,679,092
Property improvements	1,292,172	-	-	1,292,172
Furniture and equipment	1,604,399	85,573	-	1,689,972
Construction in progress	687,902	-	-	687,902
Accumulated depreciation	(3,936,494)	(66,233)	-	(4,002,727)
Property and equipment, net	10,332,907	19,340	-	10,352,247
Long-term assets				
Marketable securities	29,468,128	-	-	29,468,128
Pledges receivable	500,000	-	-	500,000
Total long-term assets	29,968,128	-	-	29,968,128
Total assets	\$ 43,287,471	\$ 135,506	\$ (104,383)	\$ 43,318,594

Houston Society for the Prevention of Cruelty to Animals Consolidating Statements of Financial Position (Continued)

<i>December 31, 2015</i>	Houston SPCA	Wildlife Center of Texas	Eliminations	Consolidated Total
Liabilities and net assets				
Current liabilities				
Accounts payable	\$ 240,247	\$ 1,532	\$ -	\$ 241,779
Accrued payroll and benefits	185,349	-	-	185,349
Due to affiliate	-	104,383	(104,383)	-
Note payable, current	296,192	-	-	296,192
Total current liabilities	721,788	105,915	(104,383)	723,320
Long-term liabilities				
Deferred revenue	99,287	-	-	99,287
Note payable	2,887,875	-	-	2,887,875
Total long-term liabilities	2,987,162	-	-	2,987,162
Total liabilities	3,708,950	105,915	(104,383)	3,710,482
Commitments and contingencies				
Net assets				
Unrestricted	25,494,265	(44,732)	-	25,449,533
Temporarily restricted	12,913,991	74,323	-	12,988,314
Permanently restricted	1,170,265	-	-	1,170,265
Total net assets	39,578,521	29,591	-	39,608,112
Total liabilities and net assets	\$ 43,287,471	\$ 135,506	\$ (104,383)	\$ 43,318,594

Houston Society for the Prevention of Cruelty to Animals Consolidating Statements of Activities and Changes in Net Assets

For the year ended December 31, 2016

	Houston SPCA				Wildlife Center of Texas				Eliminations	Consolidated Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total	Unrestricted	Temporarily Restricted	Permanently Restricted	Total		
Revenue										
Adoptions	\$ 915,452	\$ -	\$ -	\$ 915,452	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 915,452
Admissions	229,051	-	-	229,051	88,608	-	-	88,608	-	317,659
Contributions	1,548,386	27,029	-	1,575,415	274,008	55,000	-	329,008	-	1,904,423
Online contributions	695,608	-	-	695,608	-	-	-	-	-	695,608
Direct mail	1,515,212	-	-	1,515,212	-	-	-	-	-	1,515,212
Trusts and bequests	2,083,671	-	-	2,083,671	-	-	-	-	-	2,083,671
Foundations	259,629	118,000	-	377,629	17,500	-	-	17,500	-	395,129
Capital campaign	-	4,869,178	-	4,869,178	-	-	-	-	-	4,869,178
Fundraising	803,047	114,470	-	917,517	68,131	-	-	68,131	-	985,648
Investment income	1,156,549	(70,472)	-	1,086,077	-	-	-	-	-	1,086,077
Fees for services	265,580	-	-	265,580	-	-	-	-	-	265,580
Other	483,795	-	-	483,795	18,629	-	-	18,629	(75,000)	427,424
Net assets released from restrictions	6,026,971	(6,026,971)	-	-	50,000	(50,000)	-	-	-	-
Total revenue	15,982,951	(968,766)	-	15,014,185	516,876	5,000	-	521,876	(75,000)	15,461,061
Expenses										
Program services	7,499,929	-	-	7,499,929	553,378	-	-	553,378	(75,000)	7,978,307
Management and general	528,724	-	-	528,724	23,228	-	-	23,228	-	551,952
Fundraising	1,105,031	-	-	1,105,031	28,300	-	-	28,300	-	1,133,331
Total expenses	9,133,684	-	-	9,133,684	604,906	-	-	604,906	(75,000)	9,663,590
Changes in net assets	6,849,267	(968,766)	-	5,880,501	(88,030)	5,000	-	(83,030)	-	5,797,471
Net assets at beginning of year	25,494,265	12,913,991	1,170,265	39,578,521	(44,732)	74,323	-	29,591	-	39,608,112
Net assets at end of year	\$ 32,343,532	\$ 11,945,225	\$ 1,170,265	\$ 45,459,022	\$ (132,762)	\$ 79,323	\$ -	\$ (53,439)	\$ -	\$ 45,405,583

See Independent Auditors' Report

Houston Society for the Prevention of Cruelty to Animals Consolidating Statements of Activities and Changes in Net Assets

For the year ended December 31, 2015

	Houston SPCA				Wildlife Center of Texas				Eliminations	Consolidated Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total	Unrestricted	Temporarily Restricted	Permanently Restricted	Total		
Revenue										
Adoptions	\$ 929,761	\$ -	\$ -	\$ 929,761	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 929,761
Admissions	273,321	-	-	273,321	107,745	-	-	107,745	-	381,066
Contributions	1,658,327	368,252	-	2,026,579	269,581	63,910	-	333,491	-	2,360,070
Online contributions	719,722	-	-	719,722	-	-	-	-	-	719,722
Direct mail	1,513,991	-	-	1,513,991	-	-	-	-	-	1,513,991
Trusts and bequests	1,515,438	-	270,000	1,785,438	-	-	-	-	-	1,785,438
Foundations	254,359	80,000	-	334,359	14,700	-	-	14,700	-	349,059
Capital campaign	-	3,473,880	-	3,473,880	-	-	-	-	-	3,473,880
Fundraising	901,515	124,740	-	1,026,255	78,960	-	-	78,960	-	1,105,215
Investment income (loss)	(501,044)	(90,156)	-	(591,200)	-	-	-	-	-	(591,200)
Fees for services	277,241	-	-	277,241	-	-	-	-	-	277,241
Other	475,368	-	-	475,368	21,737	-	-	21,737	(70,000)	427,105
Net assets released from restrictions	1,116,294	(1,116,294)	-	-	13,254	(13,254)	-	-	-	-
Total revenue	9,134,293	2,840,422	270,000	12,244,715	505,977	50,656	-	556,633	(70,000)	12,731,348
Expenses										
Program services	7,403,252	-	-	7,403,252	529,067	-	-	529,067	(70,000)	7,862,319
Management and general	489,622	-	-	489,622	22,365	-	-	22,365	-	511,987
Fundraising	879,929	-	-	879,929	26,335	-	-	26,335	-	906,264
Total expenses	8,772,803	-	-	8,772,803	577,767	-	-	577,767	(70,000)	9,280,570
Changes in net assets	361,490	2,840,422	270,000	3,471,912	(71,790)	50,656	-	(21,134)	-	3,450,778
Net assets at beginning of year	25,132,775	10,073,569	900,265	36,106,609	27,058	23,667	-	50,725	-	36,157,334
Net assets at end of year	\$ 25,494,265	\$ 12,913,991	\$ 1,170,265	\$ 39,578,521	\$ (44,732)	\$ 74,323	\$ -	\$ 29,591	\$ -	\$ 39,608,112

See Independent Auditors' Report