

Financial Statements and Report of Independent
Certified Public Accountants

St. Francis-St. Joseph Homes for Children

June 30, 2013 and 2012

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Report of Independent Certified Public Accountants

Board of Directors

St. Francis-St. Joseph Homes for Children

Philadelphia, Pennsylvania

Report on the financial statements

We have audited the accompanying financial statements of St. Francis-St. Joseph Homes for Children (the "Organization"), which comprise the statements of financial position as of June 30, 2013 and 2012, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of St. Francis-St. Joseph Homes for Children as of June 30, 2013 and 2012, and its activities and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Grant Thornton LLP

Philadelphia, Pennsylvania

December 9, 2013

STATEMENT OF FINANCIAL POSITION

June 30, 2013

ASSETS	Unrestricted	Temporarily restricted	Permanently restricted	Total
Current assets				
Cash and cash equivalents	\$ 7,944	\$ 16,129	\$ -	\$ 24,073
Accounts receivable - DHS and CBH, less allowance of \$30,000	606,100	-	-	606,100
Accounts receivable - other governmental agencies, less allowance of \$120,000	2,774,001	-	-	2,774,001
Accounts receivable - other	148,775	-	-	148,775
Related party note receivable - Archdiocese of Philadelphia	10,372	-	-	10,372
Pledges receivable - Office of Development, United Way, net	2,308	-	-	2,308
Prepaid expenses and other assets	147,765	-	-	147,765
Total current assets	3,697,265	16,129	-	3,713,394
Property, plant and equipment, net	3,844,284	-	-	3,844,284
Related party note receivable - Archdiocese of Philadelphia, net of current portion	549,747	-	-	549,747
Investments	180,466	-	-	180,466
Trusts held by third parties	-	292,120	542,513	834,633
Total assets	\$ 8,271,762	\$ 308,249	\$ 542,513	\$ 9,122,524
LIABILITIES AND NET ASSETS				
Current liabilities				
Accounts payable and accrued expenses	\$ 231,812	\$ -	\$ -	\$ 231,812
Salaries and wages payable	396,035	-	-	396,035
Due to Archdiocese of Philadelphia - Catholic Social Services	4,013,876	-	-	4,013,876
Total current liabilities	4,641,723	-	-	4,641,723
Net assets				
Unrestricted	3,630,039	-	-	3,630,039
Temporarily restricted	-	308,249	-	308,249
Permanently restricted	-	-	542,513	542,513
Total net assets	3,630,039	308,249	542,513	4,480,801
Total liabilities and net assets	\$ 8,271,762	\$ 308,249	\$ 542,513	\$ 9,122,524

The accompanying notes are an integral part of this financial statement.

St. Francis-St. Joseph Homes for Children

STATEMENT OF FINANCIAL POSITION

June 30, 2012

ASSETS	Unrestricted	Temporarily restricted	Permanently restricted	Total
Current assets				
Cash and cash equivalents	\$ 34,096	\$ 16,129	\$ -	\$ 50,225
Accounts receivable - DHS and CBH, less allowance of \$200,000	799,032	-	-	799,032
Accounts receivable - other governmental agencies	2,709,377	-	-	2,709,377
Accounts receivable - other	2,714	-	-	2,714
Related party note receivable - Archdiocese of Philadelphia	18,921	-	-	18,921
Pledges receivable - Office of Development, United Way, net	2,538	-	-	2,538
Prepaid expenses and other assets	9,255	-	-	9,255
Total current assets	3,575,933	16,129	-	3,592,062
Property, plant and equipment, net	4,255,455	-	-	4,255,455
Related party note receivable - Archdiocese of Philadelphia, net of current portion	548,711	-	-	548,711
Investments	140,234	-	-	140,234
Trusts held by third parties	-	259,306	510,268	769,574
Total assets	\$ 8,520,333	\$ 275,435	\$ 510,268	\$ 9,306,036
LIABILITIES AND NET ASSETS				
Current liabilities				
Accounts payable and accrued expenses	\$ 345,912	\$ -	\$ -	\$ 345,912
Salaries and wages payable	361,441	-	-	361,441
Due to Archdiocese of Philadelphia - Catholic Social Services	3,131,843	-	-	3,131,843
Total current liabilities	3,839,196	-	-	3,839,196
Net assets				
Unrestricted	4,681,137	-	-	4,681,137
Temporarily restricted	-	275,435	-	275,435
Permanently restricted	-	-	510,268	510,268
Total net assets	4,681,137	275,435	510,268	5,466,840
Total liabilities and net assets	\$ 8,520,333	\$ 275,435	\$ 510,268	\$ 9,306,036

The accompanying notes are an integral part of this financial statement.

STATEMENT OF ACTIVITIES

Year ended June 30, 2013

	Unrestricted	Temporarily restricted	Permanently restricted	Total
Operating revenue				
Governmental revenue	\$ 9,457,279	\$ -	\$ -	\$ 9,457,279
Contributed rent	52,000	-	-	52,000
Contributed services - Archdiocese of Philadelphia - Catholic Social Services	91,389	-	-	91,389
Total operating revenue	9,600,668	-	-	9,600,668
Operating expenses				
Salaries, wages and other payroll costs	7,518,998	-	-	7,518,998
Administrative and general	1,549,429	-	-	1,549,429
Occupancy	576,144	-	-	576,144
Direct expenses of children	630,357	-	-	630,357
Depreciation	443,550	-	-	443,550
Interest	101,760	-	-	101,760
Bad debt expense	201,328	-	-	201,328
Total operating expenses	11,021,566	-	-	11,021,566
Deficiency of operating revenue under operating expenses	(1,420,898)	-	-	(1,420,898)
Other revenue				
Donations, bequests, and trusts	40,783	-	-	40,783
Capital contributions - related party - Heritage of Faith - Vision of Hope	143,174	-	-	143,174
Catholic Charities Appeal	100,000	-	-	100,000
Gain on sale of property	23,059	-	-	23,059
Dividend and interest income	28,159	4,873	2,126	35,158
Net realized gains on investments	24,582	5,226	3,262	33,070
Net unrealized gains on investments	10,043	22,715	26,857	59,615
Total other revenue	369,800	32,814	32,245	434,859
Change in net assets	(1,051,098)	32,814	32,245	(986,039)
Net assets				
Beginning of year	4,681,137	275,435	510,268	5,466,840
End of year	\$ 3,630,039	\$ 308,249	\$ 542,513	\$ 4,480,801

The accompanying notes are an integral part of this financial statement.

STATEMENT OF ACTIVITIES

Year ended June 30, 2012

	Unrestricted	Temporarily restricted	Permanently restricted	Total
Operating revenue				
Governmental revenue	\$ 8,996,099	\$ -	\$ -	\$ 8,996,099
Contributed rent	52,000	-	-	52,000
Fees for service	45,590	-	-	45,590
Contributed services - Archdiocese of Philadelphia - Catholic Social Services	88,051	-	-	88,051
Total operating revenue	9,181,740	-	-	9,181,740
Operating expenses				
Salaries, wages and other payroll costs	7,679,056	-	-	7,679,056
Administrative and general	1,530,003	-	-	1,530,003
Occupancy	610,500	-	-	610,500
Direct expenses of children	600,990	-	-	600,990
Depreciation	443,523	-	-	443,523
Loss on extinguishment of debt	60,931	-	-	60,931
Interest	352,750	-	-	352,750
Bad debt expense	200,000	-	-	200,000
Total operating expenses	11,477,753	-	-	11,477,753
Deficiency of operating revenue under operating expenses	(2,296,013)	-	-	(2,296,013)
Other revenue (expenses)				
Donations, bequests, and trusts	379,612	4,217	-	383,829
Catholic Charities Appeal	100,000	-	-	100,000
Gain on sale of property	69,025	-	-	69,025
Dividend and interest income	155,894	2,067	3,096	161,057
Loss on termination of interest rate swap	(655,316)	-	-	(655,316)
Net realized gains (losses) on investments	308,129	(5,146)	1,541	304,524
Net unrealized losses on investments	(275,337)	(1,497)	(36,516)	(313,350)
Total other revenue (expenses)	82,007	(359)	(31,879)	49,769
Change in net assets	(2,214,006)	(359)	(31,879)	(2,246,244)
Net assets				
Beginning of year	6,895,143	275,794	542,147	7,713,084
End of year	\$ 4,681,137	\$ 275,435	\$ 510,268	\$ 5,466,840

The accompanying notes are an integral part of this financial statement.

STATEMENTS OF CASH FLOWS

Year ended June 30,

	2013	2012
Cash flows from operating activities		
Change in net assets	\$ (986,039)	\$ (2,246,244)
Adjustments to reconcile change in net assets to net cash used in operating activities		
Depreciation	443,550	443,523
Net realized gains on investments	(33,070)	(304,524)
Net unrealized (gains) losses on investments	(59,615)	313,350
Loss on termination of interest rate swap	-	655,316
Loss on extinguishment of debt	-	60,931
Gain on sale of property	(23,059)	(69,025)
Bad debt expense	201,328	200,000
Changes in operating assets and liabilities		
Accounts receivable - DHS and CBH	(8,396)	84,732
Accounts receivable - other governmental	(64,624)	(1,331,252)
Accounts receivable - other	(146,061)	(2,714)
Pledges receivable - Office of Development, United Way	230	(529)
Prepaid expense	(138,510)	122,419
Accounts payable and accrued expenses	(114,100)	111,692
Salaries and wages payable	34,594	155,364
Due to Archdiocese of Philadelphia - Catholic Social Services	882,033	1,269,851
Net cash used in operating activities	(11,739)	(537,110)
Cash flows from investing activities		
Capital expenditures	(80,671)	(104,422)
Proceeds from sale of property	69,259	151,916
Issuance of note receivable - Archdiocese of Philadelphia	-	(567,632)
Proceeds received from related party note receivable - Archdiocese of Philadelphia	7,513	-
Net purchases and sales of investments	(10,514)	8,771,890
Net cash (used in) provided by investing activities	(14,413)	8,251,752
Cash flows from financing activities		
Payment of bond payable	-	(6,343,568)
Termination of interest rate swap	-	(1,387,576)
Net cash used in financing activities	-	(7,731,144)
Decrease in cash	(26,152)	(16,502)
Cash		
Beginning of year	50,225	66,727
End of year	\$ 24,073	\$ 50,225

The accompanying notes are an integral part of this financial statement.

NOTES TO FINANCIAL STATEMENTS

June 30, 2013 and 2012

NOTE A - ORGANIZATION

St. Francis-St. Joseph Homes for Children ("St. Francis") provides community-based residential treatment and group homes services to dependent, neglected, delinquent and emotionally troubled children between the ages of 10 and 21 years of age.

The accompanying financial statements include programs operated and administered by St. Francis.

Catholic Charities of the Archdiocese of Philadelphia, operating as Catholic Social Services of the Archdiocese of Philadelphia ("CSS") established in 1919, is a multi-faceted social services organization whose departments offer a wide range of services to meet the needs of children, adults and families including adoption and foster care programs. CSS functions as a self-contained entity and maintains separate financial statements for each of its operations. St. Francis is one of the organizations.

The Archdiocese of Philadelphia (the "Archdiocese") was proclaimed a Catholic diocese in 1808 and raised to an Archdiocese in 1875. The Archdiocese oversees the activities of the Roman Catholic Church (the "Church") for the five counties of Philadelphia, Bucks, Chester, Delaware and Montgomery in the southeastern part of the Commonwealth of Pennsylvania and is operated in accordance with the provisions of the 1983 Code of Canon Law, as amended, of the Church. St. Francis, which is related, is operated separately and distinctly from the Archdiocese of Philadelphia.

Catholic Charities Appeal, a separate legal corporation and a related organization, raises money for certain organizations within the Archdiocese, including St. Francis.

Heritage of Faith - Vision of Hope, a separate legal corporation and a related organization, raises money for certain organizations within the Archdiocese, including St. Francis.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis in conformity with accounting principles generally accepted in the United States of America ("US GAAP"). St. Francis presents its financial statements in accordance with the guidance set forth by the Financial Accounting Standards Board ("FASB") in regard to *Financial Statements of Not-for-Profit Organizations*. Accordingly, St. Francis's net assets and its revenues, expenses, gains and losses are classified into three categories, based on the existence or absence of donor-imposed restrictions. The categories are permanently restricted, temporarily restricted and unrestricted net assets.

Permanently restricted net assets include the historical dollar amounts of contributions, including pledges, trusts and remainder interests, which are required by donors to be permanently retained. Capital appreciation, if permanently restricted by the donor or a third party, is included in permanently restricted net assets.

(Continued)

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2013 and 2012

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Temporarily restricted net assets include contributions, including pledges, trusts, remainder interests, income and appreciation which can be expended but for which restrictions have not yet been met. Such restrictions include purpose restrictions where donors have specified the purpose for which the net assets are to be spent, or time restrictions imposed by donors or implied by the nature of the gift.

Unrestricted net assets are not subject to donor-imposed restrictions. Unrestricted net assets may be designated for specific purposes by action of the Board of Trustees.

2. Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant management estimates and assumptions include the allowance for doubtful accounts, useful lives of depreciable assets and the fair values of investments. Actual results could differ from those estimates.

3. Accounting for Long-Lived Assets

St. Francis continually evaluates whether events and circumstances have occurred that indicate the remaining estimated useful life of long-lived assets may warrant revision or that the remaining balance may not be recoverable. When factors indicate that long-lived assets should be evaluated for possible impairment, St. Francis uses an estimate of the related undiscounted operating income over the remaining life of the long-lived asset in measuring whether the long-lived asset is recoverable. The impairment loss on these assets is measured as the excess of the carrying amount of the asset over its fair value. Fair value is based on market prices where available, or discounted cash flows. St. Francis believes that no revision to the remaining useful lives or write-down of long-lived assets were required at June 30, 2013 and 2012.

4. Investments

Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risks. Due to the level of risks associated with certain investment securities, it is at least reasonably possible that changes in the value of investments could occur in the near term and that such changes could materially affect the amounts reported in the accompanying statement of financial position.

The investments are held within a pool of investments with the Archdiocese or within trusts held by third parties.

Unrealized gains and losses arising from increases or decreases in fair value are recognized in the period in which they occur. Realized gains and losses on the sale of investments are determined on the trade date. Dividend and interest income are accrued as earned.

(Continued)

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2013 and 2012

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

5. Governmental Revenue

St. Francis receives its funding through contracts with Pennsylvania, New Jersey and Delaware, various cities and counties, federal programs and agreements with managed care and insurance organizations. These contracts/agreements generally fall into two categories: cost reimbursement and fee-for-service. The ultimate determination of amounts reimbursable under cost reimbursement contracts/agreements is based upon allowable costs to be reported and subject to audit by grantors and/or their agents.

Net program service revenues are from funding sources under cost reimbursement-type contracts for several of St. Francis's programs. St. Francis records revenues under such contracts as costs are incurred. For other programs, St. Francis receives program service fees from funding sources under per diem-type contracts for certain programs and unit prices for outpatient services. Revenue for these programs is recorded when the services are provided. Retroactive adjustments are recorded in the period that final settlements are determined. St. Francis recorded \$49,000 as of June 30, 2013 related to a settlement received for fiscal year 2012.

St. Francis is subject to numerous laws and regulations of federal, state, and local governments. Compliance with these laws and regulations can be subject to government review and interpretation, as well as regulatory actions unknown and unasserted at this time. Government activity in the health care industry has increased with respect to investigations and allegations concerning possible violations of regulations by health care providers, which could result in the imposition of significant fines and penalties, as well as significant repayments of previously billed and collected revenues of client services.

As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term. Management believes that it is in compliance with all applicable laws and regulations and is not aware of any pending or threatened investigations involving allegations of potential wrongdoing.

6. Contributions

All 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 support that increases those net asset classes. However, if a restriction is fulfilled in the same time period in which the contribution is received, St. Francis reports the support as unrestricted. When a stipulated time restriction or purpose restriction is satisfied, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Contributions of long-lived assets received without donor stipulations are reported as unrestricted revenue at the fair value of the date of the gift. Contributions of other assets specified for the acquisition or construction of long-lived assets are reported as restricted support; those restrictions expire when the assets are placed in service.

(Continued)

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2013 and 2012

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Unconditional promises to give ("pledges") are recorded as receivables and revenues within the appropriate net asset category, all of which will be collected within one year. See Note F for more information on pledges.

7. Allowance for Doubtful Accounts

St. Francis continually monitors accounts receivable for collectability issues. The allowance is based upon management's judgment and is determined by considering a number of factors, including the length of time accounts receivable are past due, St. Francis's previous loss history, the nature of the service provided and other pertinent factors. St. Francis writes off accounts receivable when they become uncollectible, and payments subsequently received on such receivables are credited to the allowance for doubtful accounts.

8. Contributed Rent

Contributed rent represents rent on the premises used by St. Francis which are owned by other entities within the Archdiocese and for which no rent is charged. This amount is reported as both revenue and expense in the statement of activities.

9. Allocated Expenses - Archdiocese of Philadelphia - Catholic Social Services

CSS provides administrative and accounting services for institutions and group homes, including St. Francis. The total expenses incurred by CSS in providing services are accumulated and allocated on a pro rata basis to the institutions and group homes. The allocated amount is reported as an administrative and general expense in the statement of activities. Any difference between the allocation and the amount charged to the institutions and group homes during the year is considered a contribution of services from CSS.

10. Property, Plant and Equipment

Buildings, building improvements and equipment are capitalized at cost or at their fair market value if donated. Depreciation for fixed assets is computed on a straight-line basis over the estimated useful lives of the assets, which are as follows:

Building	20 years
Building improvements	20 years
Equipment	3 - 5 years

11. Reclassifications

Certain reclassifications have been made to prior year balances in order to conform to the current year presentation.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2013 and 2012

NOTE C - INVESTMENTS AND TRUSTS HELD BY THIRD PARTIES

St. Francis's investments at June 30, 2013 and 2012 are summarized and classified as follows:

<u>2013</u>	<u>Unrestricted</u>	<u>Temporarily restricted</u>	<u>Permanently restricted</u>	<u>Total</u>
Archdiocese of Philadelphia Non-Pension Assets Portfolio investments	\$ 180,466	\$ -	\$ -	\$ 180,466
Trusts held by third parties	-	292,120	542,513	834,633
	<u>\$ 180,466</u>	<u>\$ 292,120</u>	<u>\$ 542,513</u>	<u>\$ 1,015,099</u>
<u>2012</u>				
Archdiocese of Philadelphia Non-Pension Assets Portfolio investments	\$ 140,234	\$ -	\$ -	\$ 140,234
Trusts held by third parties	-	259,306	510,268	769,574
	<u>\$ 140,234</u>	<u>\$ 259,306</u>	<u>\$ 510,268</u>	<u>\$ 909,808</u>

For administrative and other needs, the Archdiocese of Philadelphia formed the Non-Pension Assets Portfolio (the "NPAP") to pool together certain investments in order to more efficiently manage the investments of various entities and related organizations within the Archdiocese. The investments in the NPAP are held by a custodian and are managed based on sub-accounts as follows:

Equity Sub-Account (or "fund") - Invests in common stocks and is managed by multiple investment managers.

Fixed Income Sub-Account (or "fund") - Invests in mutual funds, corporate obligations, United States Treasury obligations and municipal obligations and is managed by multiple investment managers.

The NPAP is unitized on a periodic basis to allow for the investment, at unit value, by entities in the NPAP. The Archdiocese's investment in the NPAP is stated at unit value.

The Investment Committee of the Archdiocese of Philadelphia has primary responsibility for determining the allocation of amounts to be invested among the funds. Management of the Archdiocese is responsible for ensuring that investment allocations among the funds are maintained as determined by the Investment Committee of the Archdiocese of Philadelphia.

(Continued)

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2013 and 2012

NOTE C - INVESTMENTS AND TRUSTS HELD BY THIRD PARTIES - Continued

At June 30, 2013 and 2012, the Trustee Account held the following within the NPAP:

	<u>2013</u>	<u>2012</u>
Equity sub-account	\$ 120,912	\$ 89,945
Fixed income sub-account	<u>59,554</u>	<u>50,289</u>
Total ownership	<u>\$ 180,466</u>	<u>\$ 140,234</u>

St. Francis is the beneficiary of the income of individual trusts held by third parties. At June 30, 2013 and 2012, the allocable fair value of these trusts was \$834,633 and \$769,574, respectively. During fiscal years 2013 and 2012, St. Francis recognized unrestricted income of \$15,578 and \$14,059, respectively, and permanently restricted appreciation of \$80,637 and \$1,415, respectively, related to these trusts.

NOTE D - PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment and accumulated depreciation consist of the following at June 30, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Buildings	\$ 30,000	\$ 180,517
Building improvements	7,805,436	7,799,446
Equipment	<u>1,681,763</u>	<u>1,607,082</u>
	9,517,199	9,587,045
Accumulated depreciation	<u>(5,672,915)</u>	<u>(5,331,590)</u>
Property, plant and equipment, net	<u>\$ 3,844,284</u>	<u>\$ 4,255,455</u>

Depreciation expense of \$443,550 and \$443,523 was incurred for the years ended June 30, 2013 and 2012, respectively.

NOTE E - ACCOUNTS RECEIVABLE - DHS, CBH AND OTHER GOVERNMENTAL AGENCIES

At June 30, 2013 and 2012, St. Francis had uncollateralized accounts receivable from Philadelphia Department of Human Services ("DHS") and Community Behavioral Health ("CBH") of \$606,100 and \$799,032, respectively. The receivable due from other governmental agencies was \$2,774,001 and \$2,709,377 as of June 30, 2013 and 2012, respectively. These balances potentially subject St. Francis to a concentration of credit risk. St. Francis monitors its funding arrangements with CBH and DHS and other governmental agencies.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2013 and 2012

NOTE F - PLEDGES RECEIVABLE - OFFICE OF DEVELOPMENT, UNITED WAY

Pledges receivable - Office of Development, United Way were \$2,308 and \$2,538, respectively, net of an allowance of \$689 and \$758, respectively, for fiscal years 2013 and 2012. Pledges receivable are expected to be realized in the following year.

NOTE G - RELATED PARTY NOTE RECEIVABLE - ARCHDIOCESE OF PHILADELPHIA

In June 2012, the Archdiocese of Philadelphia and related entities entered into several term loan agreements with participating Archdiocesan entities to retire outstanding external debt obligations. The transaction resulted in the inter-diocesan Term Note Receivables and Term Note Payables totaling \$71,357,582 at participating Archdiocesan entities, which included a note receivable of \$567,632 recorded by St. Francis. The outstanding balance at June 30, 2013 was \$560,119.

The notes are collateralized by first priority mortgage liens encumbering the following Archdiocesan high school premises: Bonner-Prendergrast High School, Pope John Paul II High School, Bishop Shanahan High School and Archbishop Wood High School. In addition, the Archdiocese of Philadelphia pledges the High School Revenue associated with these specific schools. The notes carry a fixed interest rate of 4% amortized over 30 years maturing on June 1, 2015.

The future principal amounts receivable on the notes at June 30, 2013 are as follows:

2014	\$ 10,372
2015	<u>549,747</u>
	<u>\$ 560,119</u>

NOTE H - FAIR VALUE MEASUREMENTS

Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, establishes a single authoritative definition of fair value, sets a framework for measuring fair value, and requires additional disclosures about fair value measurements. The framework 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 under ASC 820 are described as follows:

- Level 1 Quoted prices in active markets for identical assets or liabilities.
- Level 2 Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the same term of the assets or liabilities.

(Continued)

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2013 and 2012

NOTE H - FAIR VALUE MEASUREMENTS - Continued

Level 3 Inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Fair value calculations may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Trustee Account believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Fair value measurements of investments in entities that calculate the net asset value ("NAV") per share or its equivalent as of June 30, 2013 and 2012 are as follows:

	<u>Fair value</u>		<u>Unfunded</u>	<u>Redemption</u>	<u>Redemption</u>
	<u>2013</u>	<u>2012</u>	<u>commitments</u>	<u>frequency</u>	<u>notice</u>
					<u>period</u>
Archdiocese NPAP ^(a)	\$ 180,466	\$ 140,234	\$ -	daily	1 day

^(a) A pooled investment portfolio comprised of equity and fixed income securities. The primary objective of the NPAP is preservation of capital while reducing, to the greatest extent possible, the possibility of loss. The investment strategy and long-term asset allocation for the NPAP takes into consideration the specific spending requirements and the present and future needs of the Archdiocese of Philadelphia and its respective participating Ecclesiastical Organizations. Therefore, the desired minimum rate of return is equal to the Consumer Price Index ("CPI") plus three percent (3%) on an annualized basis. The fair values are estimated using the NAV per share of the investments.

Fair value for Level 3 is based on valuation techniques that trade infrequently or not at all. Trusts held by third parties is considered to be Level 3 in the fair value hierarchy and valued using the market approach of the underlying holdings.

(Continued)

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2013 and 2012

NOTE H - FAIR VALUE MEASUREMENTS - Continued

The following table presents the fair values of the investments held by St. Francis by level within the fair value hierarchy, as of June 30, 2013 and 2012:

	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total fair value
<u>2013</u>				
Assets				
Archdiocese NPAP	\$ -	\$ 180,466	\$ -	\$ 180,466
Trusts held by third parties	-	-	834,633	834,633
Total assets	<u>\$ -</u>	<u>\$ 180,466</u>	<u>\$ 834,633</u>	<u>\$ 1,015,099</u>
<u>2012</u>				
Assets				
Archdiocese NPAP	\$ -	\$ 140,234	\$ -	\$ 140,234
Trusts held by third parties	-	-	769,574	769,574
Total assets	<u>\$ -</u>	<u>\$ 140,234</u>	<u>\$ 769,574</u>	<u>\$ 909,808</u>

The following table is a rollforward of the statement of financial position amounts for financial instruments classified within Level 3 of the fair value hierarchy defined above:

	Trusts held by third parties
Fair value July 1, 2011	\$ 782,218
Unrealized gains, net	1,415
Distributions	<u>(14,059)</u>
Fair value July 1, 2012	769,574
Unrealized gains, net	80,637
Distributions	<u>(15,578)</u>
Fair value June 30, 2013	<u>\$ 834,633</u>

St. Francis is required to disclose the fair value of financial instruments for which it is practical to estimate fair value. The fair value of short-term financial instruments such as cash, accounts receivable and accounts payable approximates their carrying value due to their short-term nature.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2013 and 2012

NOTE I - PENSION PLAN

The eligible lay employees of St. Francis are covered under the Archdiocese of Philadelphia Lay Employees' Retirement Plan (the "Plan"), which is a defined benefit pension plan that covers substantially all lay employees, once age and service requirements are met, of the Archdiocese, its institutions and parishes. The Plan is administered by the Trustees of the Lay Employees' Retirement Plan. St. Francis made annual contributions to the Plan at a rate of 5% for the years ended June 30, 2013 and 2012 of salaries of the eligible employees. The amount of expense related to the Plan was \$256,503 and \$253,210 for the fiscal years ended June 30, 2013 and 2012, respectively. Separate accounts for vested benefits and pension fund assets are not maintained for each institution.

St. Francis also makes contributions to the various orders of the religious personnel who provide services at their facilities. The amount of expense related to these contributions was \$4,270 and \$4,190 for the years ended June 30, 2013 and 2012, respectively.

NOTE J - RELATED PARTY TRANSACTIONS

St. Francis leases certain facilities and equipment, utilized in the delivery of its services, from the Archdiocese and is covered under various insurance and retirement plans administered by the Archdiocese.

CSS provides administrative and accounting services for related institutions and group homes, including St. Francis. The total expenses incurred by CSS in providing services are accumulated and allocated on a pro rata basis to the institutions and group homes. The allocated amount is reported as an administrative and general expense in the statement of activities. Any difference between the allocation and the amount charged to the institution during the year is considered a contribution of services from CSS. Repayment of amounts due to CSS is expected when cash is available. The amount due to CSS was \$4,013,876 and \$3,131,843 for the years ended June 2013 and 2012, respectively.

The transactions with the Archdiocese and CSS charged to expense for the fiscal years ended June 30, 2013 and 2012 were as follows:

	<u>2013</u>	<u>2012</u>
Archdiocese of Philadelphia		
Rental of facility - contributed	\$ 52,000	\$ 52,000
Insurance - auto and general	109,046	85,668
Lay employee pension contributions	256,503	253,210
Religious employee pension contributions	<u>4,270</u>	<u>4,190</u>
	<u>\$ 421,819</u>	<u>\$ 395,068</u>

(Continued)

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2013 and 2012

NOTE J - RELATED PARTY TRANSACTIONS - Continued

	<u>2013</u>	<u>2012</u>
Archdiocese of Philadelphia - Catholic Social Services		
Rental of facilities	\$ 36,987	\$ 46,479
Automobile leases	9,128	1,471
Human resources	44,462	30,656
Allocated administrative and accounting costs	206,200	206,200
Allocated administrative and accounting costs - contributed	91,389	88,051
Information technology services	<u>94,085</u>	<u>114,091</u>
	<u>\$ 482,251</u>	<u>\$ 486,948</u>

Catholic Charities Appeal donated \$100,000 to St. Francis during each of the fiscal years ended June 30, 2013 and 2012.

Included in accounts receivable - other are certain related party amounts. These amounts are as follows for June 30, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Heritage of Faith	\$ 143,174	\$ -
Archdiocese of Philadelphia	5,601	2,714

Included in accounts payable are certain related party amounts. These amounts are as follows for June 30, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Catholic Health Care Services	\$ 2,085	\$ 125,433
Archdiocese of Philadelphia	31,956	35,633

NOTE K - INCOME TAX STATUS

St. Francis is a nonprofit corporation which has been granted exempt status from federal taxation under Section 501(c)(3) of the Internal Revenue Code and, accordingly, no provision for income taxes has been included in the accompanying financial statements.

St. Francis follows the accounting guidance for uncertainties in income tax positions which requires that a tax position be recognized or derecognized based on a "more likely than not" threshold. This applies to positions taken or expected to be taken in a tax return. St. Francis has determined that there are no uncertain tax positions requiring recognition in the financial statements at June 30, 2013. The tax years ended June 30, 2010, 2011 and 2012 are still open to audit for both federal and state purposes.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2013 and 2012

NOTE L - FUNCTIONAL EXPENSES

St. Francis provides treatment and residential placement services to young men, women and children. These services are provided in community-based residential group homes and campus facilities. Day care services are also provided. Expenses related to providing these services for the years ended June 30, 2013 and 2012 are as follows:

	<u>2013</u>	<u>2012</u>
Program expenses	\$ 8,435,412	\$ 8,932,019
Support services	<u>2,586,154</u>	<u>2,545,734</u>
Total expenses	<u>\$ 11,021,566</u>	<u>\$ 11,477,753</u>

NOTE M - FUNDING

St. Francis provides residential care and treatment for dependent children. St. Francis receives reimbursement from CBH for treatment at a fixed per diem rate. Room and board continues to be reimbursed by DHS.

St. Francis's per diem rates in effect for the years ended June 30, 2013 and 2012 with the City of Philadelphia and CBH were as follows:

	July 1, 2012 through <u>June 30, 2013</u>	July 1, 2011 through <u>June 30, 2012</u>
County Human Services		
Supported Supervised Independent Living ("SSIL")	\$ 114.52	\$ 114.52
Group Home Intensive	197.03	197.03
Philadelphia DHS Room and Board	3.00	3.00

NOTE N - COMMITMENTS

St. Francis enters annually into various operating lease agreements primarily for the rental of facilities, some of which are with other entities also operating under the auspices of the Archdiocese of Philadelphia. Rental expense associated with these operating lease agreements was \$36,987 and \$46,749 for the years ended June 30, 2013 and 2012, respectively.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2013 and 2012

NOTE O - PERMANENTLY AND TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets at June 30, 2013 and 2012 consisted of the following:

	<u>2013</u>	<u>2012</u>
Education of children	\$ 301,462	\$ 269,389
Other	<u>6,787</u>	<u>6,046</u>
Total temporarily restricted net assets	<u>\$ 308,249</u>	<u>\$ 275,435</u>

Permanently restricted net assets at June 30, 2013 and 2012 consisted of the following:

	<u>2013</u>	<u>2012</u>
Trusts held by third parties	\$ 542,513	\$ 510,268
Total permanently restricted net assets	<u>\$ 542,513</u>	<u>\$ 510,268</u>

NOTE P - SUBSEQUENT EVENTS

St. Francis evaluated its June 30, 2013 financial statements for subsequent events through December 9, 2013, the date the financial statements were available to be issued.

On June 30, 2013, St. Vincent's Orphans' Asylum of Tacony ceased operations. The group homes, assets, programs, and residents were transferred to St. Francis effective July 1, 2013 and will continue ongoing operations under St. Francis.

On November, 5, 2013, the Archdiocese announced that it would freeze the Lay Employee Retirement Plan effective June 30, 2014. All current employees will retain benefits they have earned and will continue to accrue benefits through the effective date of the freeze. After the date of the freeze, accrued pension benefits under the Plan will not increase for current employees with additional service or increases in pay after the freeze date. The Archdiocese intends to establish a defined contribution plan on July 1, 2014 for all eligible employees.

St. Francis is not aware of any subsequent event other than those previously disclosed in the financial statements which would require recognition or disclosure in the financial statements.