

**BOYS & GIRLS CLUBS OF
METROPOLITAN PHOENIX, INC. AND
SUBSIDIARY**

**CONSOLIDATED FINANCIAL STATEMENTS, ADDITIONAL
INFORMATION, AND OMB CIRCULAR A-133
SUPPLEMENTARY REPORTS**

Year Ended August 31, 2010

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METROPOLITAN PHOENIX, INC. AND SUBSIDIARY**

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Year Ended August 31, 2010

CONTENTS

	<u>Pages</u>
INDEPENDENT AUDITORS' REPORT	1
CONSOLIDATED FINANCIAL STATEMENTS	
Consolidated Statement of Financial Position	2
Consolidated Statement of Activities	3
Consolidated Statement of Functional Expenses	4
Consolidated Statement of Cash Flows	5
Notes to Consolidated Financial Statements	6 - 18
ADDITIONAL INFORMATION	
Independent Auditors' Report on Additional Information	19
Consolidating Statement of Financial Position	20
Consolidating Statement of Activities	21
OMB CIRCULAR A-133 SUPPLEMENTARY REPORTS	
Schedule of Expenditures of Federal Awards	22
Notes to Schedule of Expenditures of Federal Awards	23
Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with Government Auditing Standards	24 - 25
Report on Compliance With Requirements That Could Have a Direct and Material Effect on Each Major Program and on Internal Control Over Compliance in Accordance with OMB Circular A-133	26 - 27
Schedule of Findings and Questioned Costs	28 - 29



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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

We have audited the accompanying consolidated statement of financial position of the **Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary** at August 31, 2010, and the related consolidated statements of activities, functional expenses, and cash flows for the year then ended. These consolidated financial statements are the responsibility of **Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary's** management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. The prior year summarized comparative information has been derived from the 2009 consolidated financial statements and, in our report dated December 3, 2009, we expressed an unqualified opinion on those consolidated financial statements.

We conducted our audit in accordance with U.S. generally accepted auditing standards and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the 2010 consolidated financial statements referred to above present fairly, in all material respects, the financial position of the **Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary** at August 31, 2010, and the changes in their net assets and their cash flows for the year then ended, in conformity with U.S. generally accepted accounting principles.

In accordance with *Government Auditing Standards*, we have also issued our report dated December 1, 2010 on our consideration of the **Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary's** internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Our audit was performed for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by U.S. Office of Management and Budget Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*, and is not a required part of the basic consolidated financial statements. Such information is the responsibility of management and was derived from and related directly to the underlying accounting and other records used to prepare the basic consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic 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 U.S. generally accepted auditing standards. In our opinion, the information is fairly stated in all material respects in relation to the basic consolidated financial statements taken as a whole.

Phoenix, Arizona
December 1, 2010

A handwritten signature in cursive script that reads "Mayer Hoffman McCann P.C.".

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

August 31, 2010
(with comparative totals at August 31, 2009)

	2010	2009
<u>ASSETS</u>		
CURRENT ASSETS		
Cash	\$ 854,688	\$ 1,413,305
Receivables	1,414,659	2,113,138
Investments	380,505	-
Other current assets	88,335	68,731
TOTAL CURRENT ASSETS	2,738,187	3,595,174
INVESTMENTS	5,635,559	5,635,559
PROPERTY AND EQUIPMENT, net	18,174,469	18,992,772
INTEREST IN FOUNDATION NET ASSETS	6,996,660	6,683,861
DEFERRED FINANCING COSTS, net	451,975	569,882
PROPERTY HELD FOR SALE	240,872	229,063
ASSETS WHOSE USE IS LIMITED	-	87,142
ASSETS RESTRICTED TO INVESTMENT IN PROPERTY AND EQUIPMENT		
Investments	-	25,000
Pledges receivable, net	38,958	38,958
TOTAL ASSETS RESTRICTED TO INVESTMENT IN PROPERTY AND EQUIPMENT	38,958	63,958
CASH SURRENDER VALUE OF LIFE INSURANCE	117,112	114,996
TOTAL ASSETS	\$ 34,393,792	\$ 35,972,407
<u>LIABILITIES AND NET ASSETS</u>		
CURRENT LIABILITIES		
Accounts payable	\$ 149,210	\$ 104,902
Accrued expenses	269,304	295,894
Deferred revenues	35,967	7,851
Current maturities of long-term debt	13,000	-
Other current liabilities	6,500	3,500
TOTAL CURRENT LIABILITIES	473,981	412,147
LONG-TERM DEBT, less current maturities	10,514,357	10,489,357
TOTAL LIABILITIES	10,988,338	10,901,504
NET ASSETS		
Unrestricted:		
Undesignated	13,147,496	14,024,696
Board designated	5,795,389	6,619,408
Total unrestricted net assets	18,942,885	20,644,104
Temporarily restricted	1,534,343	1,510,123
Permanently restricted	2,928,226	2,916,676
TOTAL NET ASSETS	23,405,454	25,070,903
TOTAL LIABILITIES AND NET ASSETS	\$ 34,393,792	\$ 35,972,407

See Notes to Consolidated Financial Statements

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC.

CONSOLIDATED STATEMENT OF ACTIVITIES

Year Ended August 31, 2010
(with comparative totals for the year ended August 31, 2009)

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Totals</u>	
				<u>2010</u>	<u>2009</u>
SUPPORT AND REVENUES					
Contributions	\$ 2,484,243	\$ 355,424	\$ -	\$ 2,839,667	\$ 4,274,989
United Way allocations	187,264	832,713		1,019,977	1,012,719
Governmental fees and grants	973,016	-	-	973,016	2,490,062
Program service fees	940,190	-	-	940,190	904,116
Change in interest in Foundation net assets	301,249	-	11,550	312,799	(1,785,642)
Donated materials and services	375,232	-	-	375,232	494,565
Investment income	176,296	-	-	176,296	328,034
Gain (loss) on sale or disposal of property and equipment	(23,100)	-	-	(23,100)	300,300
Net realized and unrealized gains (losses)	272,227	-	-	272,227	(480,522)
Other	107,753	-	-	107,753	94,420
Total support and revenues before special events and net assets released from restrictions	<u>5,794,370</u>	<u>1,188,137</u>	<u>11,550</u>	<u>6,994,057</u>	<u>7,633,041</u>
Special events revenues	2,285,107	-	-	2,285,107	2,598,256
Less costs of direct donor benefits	<u>(733,008)</u>	<u>-</u>	<u>-</u>	<u>(733,008)</u>	<u>(896,832)</u>
Gross profit on special events	<u>1,552,099</u>	<u>-</u>	<u>-</u>	<u>1,552,099</u>	<u>1,701,424</u>
Net assets released from restrictions	<u>1,163,917</u>	<u>(1,163,917)</u>	<u>-</u>	<u>-</u>	<u>-</u>
TOTAL SUPPORT AND REVENUES	<u>8,510,386</u>	<u>24,220</u>	<u>11,550</u>	<u>8,546,156</u>	<u>9,334,465</u>
EXPENSES					
Programs:					
Social adjustment, development and recreation	8,726,654	-	-	8,726,654	8,871,493
Supporting services:					
Management and general	377,834	-	-	377,834	371,117
Fundraising	<u>1,107,117</u>	<u>-</u>	<u>-</u>	<u>1,107,117</u>	<u>1,137,260</u>
TOTAL EXPENSES	<u>10,211,605</u>	<u>-</u>	<u>-</u>	<u>10,211,605</u>	<u>10,379,870</u>
CHANGE IN NET ASSETS	<u>(1,701,219)</u>	<u>24,220</u>	<u>11,550</u>	<u>(1,665,449)</u>	<u>(1,045,405)</u>
NET ASSETS, BEGINNING OF YEAR	<u>20,644,104</u>	<u>1,510,123</u>	<u>2,916,676</u>	<u>25,070,903</u>	<u>26,116,308</u>
NET ASSETS, END OF YEAR	<u>\$ 18,942,885</u>	<u>\$ 1,534,343</u>	<u>\$ 2,928,226</u>	<u>\$ 23,405,454</u>	<u>\$ 25,070,903</u>

See Notes to Consolidated Financial Statements

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC.

CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES

Year Ended August 31, 2010
(with comparative totals for the year ended August 31, 2009)

	Social Adjustment, Development and Recreation Programs	Management and General	Fundraising	Totals	
				2010	2009
Personnel costs:					
Salaries	\$ 3,988,425	\$ 157,953	\$ 652,705	\$ 4,799,083	\$ 4,978,321
Employee benefits	401,712	17,174	70,787	489,673	393,113
Payroll taxes	365,418	12,551	51,110	429,079	437,368
Total personnel costs	4,755,555	187,678	774,602	5,717,835	5,808,802
Professional fees	138,144	30,876	46,325	215,345	246,488
Supplies	744,697	11,098	15,073	770,868	871,994
Occupancy	642,891	27,353	21,733	691,977	659,580
Insurance	184,915	9,084	6,771	200,770	223,331
Telephone	82,567	12,628	10,966	106,161	61,942
Conferences, conventions and meetings	6,581	12,151	36,149	54,881	155,222
Repairs and maintenance	66,610	19,036	19,177	104,823	149,073
Youth assistance	55,045	-	-	55,045	34,090
Transportation	66,751	630	1,327	68,708	67,178
Printing and publication	15,843	6,786	34,688	57,317	93,902
Training	16,919	2,456	2,113	21,488	19,010
Marketing	26	-	56,240	56,266	4,862
National dues	27,143	-	-	27,143	28,123
Postage	4,736	3,127	3,700	11,563	16,391
Interest	701,377	165	147	701,689	701,695
Donation to affiliate	-	-	15,000	15,000	-
Other	12,780	10,028	29,765	52,573	62,058
Total expenses before depreciation expense	7,522,580	333,096	1,073,776	8,929,452	9,203,741
Depreciation expense	1,204,074	44,738	33,341	1,282,153	1,176,129
TOTAL EXPENSES	\$ 8,726,654	\$ 377,834	\$ 1,107,117	\$ 10,211,605	\$ 10,379,870

See Notes to Consolidated Financial Statements

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENT OF CASH FLOWS

Year Ended August 31, 2010
(with comparative totals for the year ended August 31, 2009)

	2010	2009
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ (1,665,449)	\$ (1,045,405)
Adjustment to reconcile change in net assets to net cash used in operating activities:		
Depreciation	1,282,153	1,176,129
Amortization of deferred financing costs	117,907	117,907
Unrealized (gains) losses on investments	(55,919)	1,067,356
Realized (gains) losses on investments	(216,308)	(586,834)
(Gain) loss on sale or disposal of property and equipment	23,100	(300,300)
Forgiveness of debt	(13,000)	-
Contributed property and equipment included in support	(90,954)	(195,526)
Contributed securities	(82,618)	(6,662)
Contributions restricted to investment in property and equipment	-	(2,299,314)
Change in interest in Foundation net assets	(312,799)	1,785,642
Changes in operating assets and liabilities:		
Decrease (increase) in:		
Receivables	698,479	(599,269)
Other current assets	(19,604)	66,954
Increase (decrease) in:		
Accounts payable	44,308	(1,164,867)
Accrued expenses	(26,590)	(87,937)
Deferred revenues	28,116	3,712
Other current liabilities	3,000	1,000
Net cash used in operating activities	(286,178)	(2,067,414)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	(416,996)	(4,170,524)
Purchases of assets restricted to investment in property and equipment	-	(1,560,143)
Purchases of investments	(6,135,805)	(1,225,177)
Additions to property held for sale	(11,809)	-
Change in cash surrender value of life insurance	(2,116)	(3,068)
Proceeds from sale of property and equipment	21,000	300,300
Proceeds from sale of assets whose use is limited	87,142	4,584,374
Proceeds from sales of investments	6,135,145	819,050
Net cash used in investing activities	(323,439)	(1,255,188)
CASH FLOWS FROM FINANCING ACTIVITIES		
Collection of contributions restricted to investment in property and equipment	-	2,334,314
Proceeds from long-term debt borrowings	51,000	66,600
Net cash provided by financing activities	51,000	2,400,914
NET CHANGE IN CASH	(558,617)	(921,688)
CASH, BEGINNING OF YEAR	1,413,305	2,334,993
CASH, END OF YEAR	\$ 854,688	\$ 1,413,305
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for interest	\$ 512,883	\$ 583,788
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES		

The Clubs received contributions of property and equipment with a fair value of \$90,954 in 2010 and \$195,526 in 2009. Additionally the Clubs received contributions of securities with a fair value of \$82,618 in 2010 and \$6,662 in 2009.

The Clubs received \$13,000 of forgiveness of debt for the year ended August 31, 2010.

See Notes to Consolidated Financial Statements

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended August 31, 2010
(with comparative totals for the year ended August 31, 2009)

(1) Clubs operations and summary of significant accounting policies

Nature of operations - The *Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary* (the "Clubs"), an Arizona nonprofit corporation, is affiliated with the Boys & Girls Clubs of America, a national organization. The Clubs operate twelve clubhouses, one dental clinic, two juvenile correctional outreach programs, and an administrative and youth conference center in the Metropolitan Phoenix area.

The Clubs provide a safe place for youth in the Phoenix metropolitan area, particularly those youth living in the most threatening and vulnerable environments. The goal is to engage youth in activities that are fun and enjoyable, while supporting their development. Currently, the clubhouses and outreach youth services affect approximately 34,134 area children ages 6 to 18.

All of the programs and activities are designed to help young people have a safe place to learn, grow and to participate in life-enhancing programs and character development experiences. The Clubs focus on programs in five core program areas: Character and Leadership Development; Education and Career Development; Health and Life Skills; The Arts; Sports, Fitness and Recreation. These programs help youth develop a positive self-identity, a sense of belonging to a community, educational, employment, social, emotional and cultural competencies; and the values enabling them to develop positive relationships with others. Youth who enter the world with these capacities can become responsible citizens and leaders who make meaningful contributions and live successful lives. The Boys & Girls Clubs of Metropolitan Phoenix ". . . The Positive Place for Kids."

On January 17, 2007, the Clubs formed BG Development, LLC, with the Clubs as the sole member. BG Development, LLC was formed to construct three new clubhouses, which were completed during 2009.

The significant accounting policies followed by the Clubs and its subsidiary BG Development, LLC, collectively referred to in these consolidated financial statements as the "Clubs" are summarized below:

The Financial Accounting Standards Board ("FASB") sets generally accepted accounting principles ("GAAP") to ensure consistent reporting. References to GAAP are to the *FASB Accounting Standards Codification* ("FASB ASC").

Basis of presentation - The accompanying consolidated financial statements are presented in accordance with FASB ASC 958-205, *Not-for-Profit Entities – Presentation of Financial Statements*. Under FASB ASC 958-205, the Clubs are 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.

Principles of consolidation - The accompanying consolidated financial statements of the *Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary* include the accounts of the Clubs and its wholly owned subsidiary BG Development, LLC. All significant intercompany transactions and accounts have been eliminated in consolidation.

Prior year summarized information - The consolidated financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with U.S. generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Clubs' consolidated financial statements for the year ended August 31, 2009, from which the summarized information was derived.

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended August 31, 2010
(with comparative totals for the year ended August 31, 2009)

(1) Clubs operations and summary of significant accounting policies (continued)

Management's use of estimates - The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles 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 the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue recognition - The Clubs recognize amounts received from grants and contracts as earned when the services are rendered under a unit of service contract. Funding sources may, at their discretion, request reimbursement for expenses or return of funds, or both, as a result of noncompliance by the Clubs with the terms of the grant or contract. Program service fees are recognized in the period to which the fees relate. Fees received prior to the occurrence of a scheduled event are deferred until the period in which the event occurs.

Contributions - The Clubs account for contributions in accordance FASB ASC 958-605, *Not-for-Profit Entities – Revenue Recognition*. In accordance with FASB ASC 958-605, contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions. All donor-restricted support is reported as an increase in temporarily or permanently restricted net assets depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the consolidated statement of activities as net assets released from restrictions. Restricted support, where restrictions are met in the same period as the contribution is made, is shown as unrestricted support.

Cash - Cash consists of cash and, at times, cash equivalents consisting of highly liquid financial instruments purchased with original maturities of three months or less. Deposits at each financial institution are insured in limited amounts by the Federal Deposit Insurance Corporation (FDIC).

Bequests - Bequests are recognized as contribution revenue in the period the Clubs receive notification the court has found the will of the donor's estate to be valid and all conditions have been substantially met.

Promises to give - Unconditional promises to give (pledges) that are 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 initially recorded at the fair value of their estimated future cash flows as of the date of the promise to give through the use of a present value discount technique. In periods subsequent to initial recognition, unconditional promises to give are reported at the amount management expects to collect and are discounted over the collection period using the same discount rate as determined at the time of initial recognition. The discount rate determined at the initial recognition of the unconditional promise to give is based upon management's assessment of many factors, including when the receivable is expected to be collected, the creditworthiness of the other parties, the organization's past collection experience and its policies concerning the enforcement of promises to give, expectations about possible variations in the amount or timing, or both, of the cash flows, and other factors concerning the receivable's collectibility. Amortization of the discounts is included in support from contributions. Conditional promises to give are recognized when the conditions on which they depend are substantially met.

Grants and contracts receivable - Grants and contracts receivable are stated at the amount management expects to collect under the terms of the agreements. Management provides for probable uncollectible amounts, if considered necessary, through a charge to earnings and a credit to a valuation allowance based on its assessment of the current status of the individual amounts. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to grants and contracts receivable.

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended August 31, 2010
(with comparative totals for the year ended August 31, 2009)

(1) Clubs operations and summary of significant accounting policies (continued)

Property and equipment and related depreciation - Purchased property and equipment is valued at cost, and donated property and equipment is recorded at fair value at the date of gift to the Clubs. Maintenance and repairs are charged to operations when incurred. Betterments and renewals in excess of \$1,000 are capitalized. When property and equipment are sold or otherwise disposed of, the asset account and related accumulated depreciation account are relieved, and any gain or loss is included in operations. Depreciation of property and equipment is computed on a straight-line basis over the following estimated useful lives:

Land improvements	17 years
Buildings and improvements	3 to 30 years
Furniture and equipment	3 to 5 years

Impairment of long-lived assets - The Clubs account for long-lived assets in accordance with the provisions of FASB ASC 360, *Property, Plant, and Equipment*. FASB ASC 360 requires that long-lived assets be 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 undiscounted 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. No impairment charges were recorded for 2010 or 2009.

Assets restricted to investment in property and equipment - Assets restricted to investment in property and equipment consist of capital campaign pledges, and investments that are restricted by donors for improvements to specific Club locations.

Assets whose use is limited - Pursuant to the terms of the loan agreement described in Note 9, proceeds from the loan have been deposited into a project fund. Amounts deposited in the project fund will be used to fund the construction of three new clubhouses. At August 31, 2010 all these funds had been used for their intended purposes. At August 31, 2009, the funds were invested in interest bearing cash management accounts.

Special events revenue - The Clubs conduct special events in which a portion of the gross proceeds paid by the participant represents payment for the direct cost of the benefits received by the participant at the event. Unless a verifiable, objective means exists to demonstrate otherwise, the fair value of meals and entertainment provided at special events is measured at the actual cost to the Clubs. The direct costs of the special events which ultimately benefit the donor rather than the Clubs are recorded as costs of direct donor benefits. All proceeds received in excess of the direct costs are recorded as gross profit on special events in the accompanying consolidated statement of activities.

Donated materials and services - Donated materials are reflected as contributions in the consolidated statement of activities at their estimated fair values at the date of receipt. Donated services are recognized as contributions in accordance with FASB ASC 958-605 if the services (a) create or enhance nonfinancial assets or (b) require specialized skills, are performed by people with those skills, and would otherwise be purchased. No amounts have been reflected in the consolidated financial statements for certain donated volunteer services because they did not qualify for recording under the guidelines of FASB ASC 958-605; however, a substantial number of volunteers have donated significant amounts of their time in the Clubs' program services and fund-raising campaigns.

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended August 31, 2010
(with comparative totals for the year ended August 31, 2009)

(1) Clubs operations and summary of significant accounting policies (continued)

The Clubs received the following donated materials and services:

	<u>Used for</u>	<u>2010</u>	<u>2009</u>
Professional services	Various	\$ 8,400	\$ 21,780
Property and equipment	Program	90,954	195,526
Other	Various	<u>275,878</u>	<u>277,259</u>
		<u>\$ 375,232</u>	<u>\$ 494,565</u>

Functional expenses - Expenses are charged to program services, management and general, and fundraising categories based on direct expenditures incurred. Any expenditures not directly chargeable are allocated based on personnel activity or other appropriate indicators.

Income tax status - The Clubs qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code (IRC) and, accordingly, there is no provision for income taxes. In addition, the Clubs qualify for the charitable contribution deduction under Section 170 of the IRC and have been classified as an organization that is not a private foundation. Income determined to be unrelated business taxable income (UBTI) would be taxable. BG Development, LLC is treated as a disregarded entity for income tax purposes, and accordingly, all income and expenses are passed through to the Clubs.

In June 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48), which was subsequently incorporated into ASC 740. FIN 48 clarified the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with ASC 740-10 (formerly FASB Statement No. 109, *Accounting for Income Taxes*). This Interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This Interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Clubs evaluate its uncertain tax positions, if any, on a continual basis through review of their policies and procedures, review of their regular tax filings, and discussions with outside experts. The Clubs believe that it has appropriate support for any tax positions taken, and as such, does not have any uncertain tax positions that are material to the consolidated financial statements.

The Club's federal Exempt Organization Business Income Tax Returns (Form 990) for 2007, 2008 and 2009 are subject to examination by the IRS, generally for the three years after they were filed.

Subsequent events - The Clubs have evaluated events through December 1, 2010, which is the date the consolidated financial statements were available to be issued. Management is not aware of any events that have occurred subsequent to the consolidated statement of financial position date that would require adjustment to, or disclosure in, the consolidated financial statements.

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended August 31, 2010
(with comparative totals for the year ended August 31, 2009)

(2) Receivables

Receivables consist of the following:

	<u>2010</u>	<u>2009</u>
United Way allocations	\$ 832,713	\$ 836,695
Unconditional promises to give	402,843	803,125
Bequest receivables	-	247,355
Grants and contracts	109,346	144,421
Event receivables	37,021	62,884
Program receivables	5,824	6,780
Dividend receivables	-	5,993
Other receivables	26,912	5,885
Total receivables	<u>\$ 1,414,659</u>	<u>\$ 2,113,138</u>

The Clubs' receivables consist of amounts due from United Way, related parties, government agencies and other low risk parties and, accordingly, credit risk is limited. All receivable balances at August 31, 2010 and 2009 are considered fully collectible by management and, accordingly, an allowance for doubtful accounts has not been provided.

Unconditional promises to give for the support of operations of the Clubs are included in receivables in the accompanying consolidated statement of financial position. Unconditional promises to give for the support of the capital campaign are included in assets restricted to investment in property and equipment in the accompanying consolidated statement of financial position. Total unconditional promises to give for the support of operation of the Clubs consist entirely of receivables due in less than one year as of August 31, 2010 and 2009.

(3) Capital campaign pledges receivable

During 2004, the Clubs began a capital campaign to raise funds for improvements to an expansion of their facilities. In 2009, the capital campaign reached its goal of \$10,800,000 for the purpose of constructing three new clubhouses.

Capital campaign pledges receivable consist of the following:

	<u>2010</u>	<u>2009</u>
Receivable in less than one year	\$ 40,000	\$ 20,000
Receivable in two to five years	-	20,000
Total capital campaign pledges receivable	40,000	40,000
Discount to present value	(1,042)	(1,042)
Net capital campaign pledges receivable	<u>\$ 38,958</u>	<u>\$ 38,958</u>

The estimated cash flows for capital campaign pledges receivable were discounted over the collection period using a discount rate of 5.5%.

Capital campaign pledges receivable are stated at the amount management expects to collect. Management provides for probable uncollectible amounts through a charge to earnings and a credit to a valuation allowance based upon its assessment of the current status of individual balances. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to unconditional capital campaign pledges receivable. Capital campaign pledges receivable are considered by management to be fully collectible at August 31, 2010 and 2009 and, accordingly, an allowance for doubtful accounts has not been provided.

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended August 31, 2010
(with comparative totals for the year ended August 31, 2009)

(4) Investments

The Clubs account for their investments in accordance with FASB ASC 958-320, *Not-for-Profit Entities – Investments – Debt and Equity Securities* and FASB ASC 958-325, *Not-for-Profit Entities - Investments - Other*. Under FASB ASC 958-320, the Clubs are required to report investments in equity securities that have readily determinable fair values, and all investments in debt securities, at fair value. Certificates of deposit are held to maturity and carried at amortized cost (which approximates fair value). The fair values of these investments are based on quoted market prices. Under FASB ASC 958-325, investments in common stock that do not have readily determinable fair values are recorded at fair value at the dates the investments were purchased or donated and are periodically revalued through appropriate valuation methods.

Investments consist of:

	<u>2010</u>	<u>2009</u>
Mutual funds - fixed income	\$ 3,670,447	\$ 2,605,920
Money market funds	1,369,267	327,163
Mutual funds - equity	886,753	2,289,669
Cash and cash equivalents	4,799	208,130
Mortgage backed securities	-	126,688
Certificates of deposit	-	98,988
Common stock	<u>84,798</u>	<u>4,001</u>
Total investments	6,016,064	5,660,559
Less current portion	<u>(380,505)</u>	<u>-</u>
Noncurrent investments	5,635,559	5,660,559
Less investments restricted to investment in property and equipment	-	<u>(25,000)</u>
Noncurrent portion	<u>\$ 5,635,559</u>	<u>\$ 5,635,559</u>

Investments are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in risk in the near term could materially affect account balances and the amounts in the accompanying consolidated financial statements.

The Clubs investments are primarily invested for long-term goals, with the exception of certain investments held for operating needs.

The Clubs have ownership of certain cash and cash equivalents that, while they are readily available, it is the intention of the Club to hold these cash and cash equivalents for investment purposes and, accordingly, these cash and cash equivalents are classified as investments in the consolidated financial statements.

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended August 31, 2010
(with comparative totals for the year ended August 31, 2009)

(5) Property and equipment

Property and equipment consist of:	<u>2010</u>	<u>2009</u>
Cost and donated value:		
Land and land improvements	\$ 1,288,449	\$ 1,162,630
Buildings and improvements	25,003,201	24,883,939
Furniture and equipment	2,342,818	2,526,277
Construction in progress	<u>25,021</u>	<u>23,934</u>
Total cost and donated value	28,659,489	28,596,780
Accumulated depreciation	<u>(10,485,020)</u>	<u>(9,604,008)</u>
Property and equipment, net	<u>\$ 18,174,469</u>	<u>\$ 18,992,772</u>

Depreciation expense charged to operations was \$1,282,153 for 2010 and \$1,176,129 for 2009.

Construction in progress consists of renovations and improvements to existing facilities and have not yet been placed into service.

(6) Property held for sale

Property held for sale consists of the following:	<u>2010</u>	<u>2009</u>
Glendale property	\$ 163,976	\$ 152,167
Show Low property	<u>76,896</u>	<u>76,896</u>
	<u>\$ 240,872</u>	<u>\$ 229,063</u>

As a result of the Clubs decision to build a new Glendale branch, the former branch location is no longer needed. The Show Low property was used as a retreat facility by the Clubs, but the facilities were destroyed in a fire several years ago. The Clubs decided not to rebuild the Show Low facilities. As of August 31, 2010, both properties were actively being marketed for sale. Property held for sale is carried at the lesser of the book value or fair value. No impairment charges were recorded for 2010 or 2009.

(7) Deferred financing costs

Certain costs incurred in connection with the loan agreement described in Note 9 amounting to \$825,347 have been deferred and are being amortized to operations using the straight-line method (which approximates the effective interest rate method) over 7 years, the term of the loan. Accumulated amortization of these financing costs total \$373,372 and \$255,465 at August 31, 2010 and 2009, respectively. Amortization expense totaled \$117,907 and \$117,907 for the years ended August 31, 2010 and 2009, respectively, and is included in interest expense on the accompanying consolidated statements of functional expenses.

(8) Cash surrender value of life insurance

The Clubs are the beneficiary of a life insurance policy of a board member. The face amount of the policy is approximately \$500,000. The policy is recorded at its cash surrender value. Policy earnings and expenses are included in the accompanying consolidated statement of activities as other income and expenses.

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended August 31, 2010
(with comparative totals for the year ended August 31, 2009)

(9) Long-term debt

In June 2007, the Clubs, through BG Development, LLC, entered into a loan agreement that consists of two notes, note A and note B, with JP Morgan Chase through New Markets Investment XXVI, LLC. Note A consists of borrowings of \$7,173,888, with interest payable monthly at 6.95%. Note B consists of borrowings of \$2,357,852 of principal and unpaid financing costs of \$501,670, with interest payable monthly at 0.50%. The notes contain certain compliance provisions that limit the use of the property during a compliance period that expires in June 2014. Upon the expiration of the compliance period, management may elect, at its sole discretion, to execute a call option agreement that accelerates the maturity dates of the notes to July 1, 2014. If management elects to accelerate the maturity dates of the notes, the repayment amount at the accelerated maturity date would equal the outstanding principal balance of note A, plus \$254,234 in termination fees, with the principal balance of note B forgiven in full. If management does not elect to execute the call option agreement, the notes will mature in June 2037, at which time all outstanding principal of notes A and B will be due.

The amounts borrowed under notes A and B, except for legal fees and closing costs included in Note 7 above, were used to fund construction of three new clubhouses on school district properties. The loan is collateralized by investments held by the Clubs and shared use agreements on the new clubhouses with the respective school districts. Other collateral is provided by the Boys & Girls Clubs of Metropolitan Phoenix Foundation (the "Foundation") through a pledge agreement on a portion of their investments. This pledge agreement calls for the Clubs to pay the Foundation a pro rata portion of any return earned by the Clubs on investments relating to this loan. The amount of this return is not measurable and therefore not recorded in the accompanying consolidated financial statements.

Long-term debt also consists of interest free notes payable to the City of Phoenix for the rehabilitation of the Rosenzweig gymnasium, Stewart roof renovation, Homes doors and fascia, Kieckhefer interior renovation, Gabel gymnasium, Kieckhefer exterior renovation, and Stewart gym floor. The principal balance of the notes is forgiven from the certificate of completion date (January 10, 2005, May 25, 2007, November 7, 2007, April 1, 2008, April 10, 2009, November 15, 2009 and March 29, 2010, respectively) over 10 years, at 20 percent per year over the last five years of the term of the notes, provided the properties are used exclusively for low and moderate income persons or eligible programs. If the Clubs fail to comply with the grant restrictions, the Clubs will be required to repay the full amount of the notes on demand. At August 31, 2010 and 2009, \$493,947 and \$455,947 were outstanding under these notes, respectively.

Annual maturities of long-term debt outstanding at August 31, 2010 are as follows:

<u>Years Ending August 31,</u>	
2011	\$ 13,000
2012	37,880
2013	77,869
2014	10,111,279
2015	88,390
Subsequent to 2015	198,939
Total annual debt maturities	<u>\$ 10,527,357</u>

(10) Board designated unrestricted assets

The board of directors has designated portions of the unrestricted net assets for various purposes, including a future balloon payment on long-term debt, the purchase of supplies, special projects, and operating reserves.

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended August 31, 2010
(with comparative totals for the year ended August 31, 2009)

(11) Temporarily restricted net assets

Temporarily restricted net assets consist of:	<u>2010</u>	<u>2009</u>
Purpose restrictions:		
Capital campaign and facilities remodel	\$ 38,958	\$ 63,958
Operations	443,672	413,115
Scholarship fund	219,000	196,355
Time restrictions:		
United Way	832,713	836,695
Total temporarily restricted net assets	<u>\$ 1,534,343</u>	<u>\$ 1,510,123</u>

It is the Clubs' practice to secure funding commitments for each project in advance of entering into construction agreements. The capital campaign funds were restricted for the purpose of constructing three new clubhouses, which were completed during 2009.

(12) Permanently restricted net assets

Permanently restricted net assets consist of the Clubs' interest in permanently restricted net assets of the Boys & Girls Clubs of Metropolitan Phoenix Foundation as described in Note 16.

(13) Leases

Operating leases - The Clubs have various operating leases for equipment, which expire through 2015. Minimum future rental payments under these noncancellable operating leases are as follows:

<u>Years Ending August 31,</u>	
2011	\$ 36,890
2012	36,890
2013	36,890
2014	36,890
2015	<u>27,344</u>
Total minimum future rental payments	<u>\$ 174,904</u>

The operating leases make no provisions for renewal options, however, in the normal course of business the Clubs will either renew the leases or seek other arrangements. Rent expense was \$43,835 and \$46,424 in 2010 and 2009, respectively.

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended August 31, 2010
(with comparative totals for the year ended August 31, 2009)

(13) Leases (continued)

Leases where the Organization is the lessor - The Clubs agreed to lease the Glendale property held for sale to another nonprofit starting April 19, 2010 for a period of two years. The lease has one option to extend for another two years. The lease includes a termination clause in the event that the Clubs obtain an offer to purchase the building from a third party. The current leasee has the Right of First Refusal to purchase the property in the event that the Clubs receive a bonafide, good faith written offer from a third party to purchase the property. Future minimum rental payments under this lease are as follows:

Years Ending August 31,

2011	\$ 29,000
2012	18,367
Total minimum future rental payments	<u>\$ 47,367</u>

Rental income of \$10,647 for 2010 is included in program service fees in the accompanying consolidated statement of activities.

(14) Retirement plan

The Clubs have a non-contributory defined contribution pension plan for all employees who meet specified age and service requirements. The plan is administered by the Clubs. The Clubs make annual contributions in the amount of 5% of eligible salaries in 2010 and 2009. Total pension expense was \$135,353 for 2010 and \$54,402 for 2009.

(15) Related party transactions

The Clubs received contributions from board of director members of \$497,651 in 2010 and \$556,094 in 2009. Approximately \$45,113 of the amount received in 2010 and \$81,304 of the amount received in 2009 consisted of donated materials and services which were recorded at the estimated fair value of the materials and services provided.

The Clubs received revenues from their national affiliate, The Boys and Girls Clubs of America, of \$186,509 in 2010 and \$189,517 in 2009.

The Clubs paid dues to their national affiliate, The Boys and Girls Clubs of America, of \$27,143 in 2010 and \$28,123 in 2009.

The Clubs received contributions from a related organization, Boys & Girls Clubs of Metropolitan Phoenix Foundation of \$399,718 in 2010 and \$793,125 in 2009, which are included in unconditional promises to give at year-end.

(16) Interest in Foundation net assets

The Clubs and the Boys & Girls Clubs of Metropolitan Phoenix Foundation ("Foundation"), a separate 501(c)(3) organization, are financially interrelated organizations as defined by FASB ASC 958-605, *Not-for-Profit Entities – Revenue Recognition*. The Foundation collects and manages funds exclusively for the benefit of the Clubs. As such, the Clubs are the beneficiary of and have an explicit ongoing economic interest in the net assets of the Foundation. The economic interest recorded in the accompanying consolidated statement of financial position represents the Clubs' beneficial interest in the net assets of the Foundation. The Clubs' beneficial interest in the net assets of the Foundation totaled \$6,996,660 and \$6,683,861 as of August 31, 2010 and 2009, respectively.

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended August 31, 2010
(with comparative totals for the year ended August 31, 2009)

(16) Interest in Foundation net assets (continued)

Summarized financial information of the Foundation as of and for the years ended August 31 is as follows:

Investments consist of:	<u>2010</u>	<u>2009</u>
Total assets	\$ 7,418,255	\$ 7,486,986
Total liabilities	\$ 421,595	\$ 803,125
Net assets		
Unrestricted net assets	\$ 4,068,434	\$ 3,767,185
Permanently restricted net assets	2,928,226	2,916,676
Total net assets	\$ 6,996,660	\$ 6,683,861
Total revenue (loss)	\$ 806,722	\$ (902,413)
Total expense	\$ 493,923	\$ 883,226

(17) Fair value measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes a common definition for fair value to be applied to U.S. generally accepted accounting principles requiring use of fair value, establishes a framework for measuring fair value, and expands disclosures about such fair value measurements. FASB ASC 820 establishes a hierarchy for ranking the quality and reliability of the information used to determine fair values. FASB ASC 820 requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

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

Level 2: Unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability.

Level 3: Unobservable inputs for the asset or liability.

The following table summarizes the valuation of the Clubs' assets and liabilities subject to recurring fair value measurement by the above FASB ASC 820 categories as of August 31, 2010:

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual funds – fixed income	\$ 3,670,447	\$ 3,670,447	\$ -	\$ -
Money market funds	1,369,267	1,369,267	-	-
Mutual funds - equity	886,753	886,753	-	-
Common stock	84,798	-	-	84,798
Total	\$ 6,011,265	\$ 5,926,467	\$ -	\$ 84,798

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended August 31, 2010
(with comparative totals for the year ended August 31, 2009)

(17) Fair value measurements (continued)

The following table summarizes the valuation of the Clubs' assets and liabilities subject to recurring fair value measurement by the above FASB ASC 820 categories as of August 31, 2009:

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual funds - equity	\$ 2,289,669	\$ 2,289,669	\$ -	\$ -
Mutual funds – fixed income	2,605,920	2,605,920	-	-
Money market funds	327,163	327,163	-	-
Common stock	4,001	-	-	4,001
Mortgage backed securities	<u>126,688</u>	<u>-</u>	<u>-</u>	<u>126,688</u>
Total	<u>\$ 5,353,441</u>	<u>\$ 5,222,752</u>	<u>\$ -</u>	<u>\$ 130,689</u>

The Clubs had no other assets or liabilities that were measured at fair value other than at initial recognition.

Mortgage backed securities are valued based upon audited fair values of the fund as reported by the fund manager.

The table below presents the change in fair value measurements that used Level 3 inputs during the year ended August 31, 2010:

	<u>Common stock</u>	<u>Mortgage Backed securities</u>	<u>Total</u>
Balance at September 1, 2009	\$ 4,001	\$ 126,688	\$ 130,689
Conversion to common stock	80,797	(80,797)	-
Unrealized losses	-	(45,891)	(45,891)
Balance at August 31, 2010	<u>\$ 84,798</u>	<u>\$ -</u>	<u>\$ 84,798</u>

The table below presents the change in fair value measurements that used Level 3 inputs during the year ended August 31, 2009:

	<u>Common stock</u>	<u>Mortgage Backed securities</u>	<u>Total</u>
Balance at September 1, 2008	\$ 3,001	\$ 112,688	\$ 115,689
Contributions	1,000	-	1,000
Unrealized gains	-	14,000	14,000
Balance at August 31, 2009	<u>\$ 4,001</u>	<u>\$ 126,688</u>	<u>\$ 130,689</u>

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended August 31, 2010
(with comparative totals for the year ended August 31, 2009)

(17) Fair value measurements (continued)

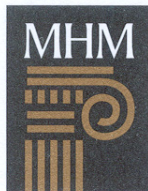
During 2010, the Clubs adopted additional provisions of FASB ASC 820 that became effective during the year related to an investment whose fair value is reported at the net asset value ("NAV") of the investment. In accordance with FASB ASC 820, the Clubs are required to disclose the nature and risks of the investment reported at NAV. The following table summarizes the nature and risk of the investment as of August 31, 2010:

	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
IMH Class B stock	\$ 80,797	\$ -	Quarterly after 6 months	90 Days

The IMH stock is not publicly traded and is being held by a custodian until IMH completes an initial public offering or decides not to pursue an offering. Any time after the six-month anniversary of the earlier of the consummation of an initial public offering or the 90th day after the board of directors of IMH determines that it will not pursue an initial public offering, 25% of the Class B shares will be eligible to convert into shares of IMH Financial common stock and will not be subject to restrictions. Any time after the nine-month anniversary of the earlier of the consummation of an initial public offering or the 90th day after the board of directors of IMH determines that it will not pursue an initial public offering, 25% of the Class B shares will be eligible to convert into shares of IMH Financial common stock and will not be subject to restrictions. Any time after the twelve-month anniversary of the earlier of the consummation of an initial public offering or the 90th day after the board of directors of IMH determines that it will not pursue an initial public offering, 50% of the Class B shares will be eligible to convert into shares of IMH Financial common stock and will not be subject to restrictions.

The Clubs had no other assets or liabilities that were measured at fair value other than at initial recognition.

ADDITIONAL INFORMATION



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INDEPENDENT AUDITORS' REPORT ON ADDITIONAL INFORMATION

Our report on our audit of the consolidated financial statements of ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary*** appears on page 1. The audit was made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The consolidating statement of financial position and the consolidating statement of activities that follow on pages 20 and 21 are presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position and results of activities of the individual companies. Such information has not been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, accordingly, we express no opinion or other form of assurance on such information.

Phoenix, Arizona
December 1, 2010

Mayer Hoffman McCann P.C.

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC.

CONSOLIDATING STATEMENT OF FINANCIAL POSITION

August 31, 2010

	<u>ASSETS</u>			
	Boys & Girls Clubs of Metropolitan Phoenix	BG Development, LLC	Eliminations and Consolidations	Total
CURRENT ASSETS				
Cash	\$ 807,731	\$ 46,957	\$ -	\$ 854,688
Receivables	1,414,659	-	-	1,414,659
Investments	380,505	-	-	380,505
Other current assets	<u>88,335</u>	<u>-</u>	<u>-</u>	<u>88,335</u>
TOTAL CURRENT ASSETS	2,691,230	46,957	-	2,738,187
RECEIVABLE FROM SUBSIDIARY	1,731,556		(1,731,556)	-
INVESTMENT IN SUBSIDIARY	(467,929)	-	467,929	-
INVESTMENTS	5,635,559	-	-	5,635,559
PROPERTY AND EQUIPMENT, net	7,376,364	10,798,105	-	18,174,469
INTEREST IN FOUNDATION NET ASSETS	6,996,660	-	-	6,996,660
DEFERRED FINANCING COSTS, net	-	451,975	-	451,975
PROPERTY HELD FOR SALE	240,872	-	-	240,872
ASSETS WHOSE USE IS LIMITED	-	-	-	-
ASSETS RESTRICTED TO INVESTMENT IN PROPERTY AND EQUIPMENT				
Investments	-	-	-	-
Pledges receivable, net	<u>38,958</u>	<u>-</u>	<u>-</u>	<u>38,958</u>
TOTAL ASSETS RESTRICTED TO INVESTMENT IN PROPERTY AND EQUIPMENT	38,958	-	-	38,958
CASH SURRENDER VALUE OF LIFE INSURANCE	<u>117,112</u>	<u>-</u>	<u>-</u>	<u>117,112</u>
TOTAL ASSETS	<u>\$ 24,360,382</u>	<u>\$ 11,297,037</u>	<u>\$ (1,263,627)</u>	<u>\$ 34,393,792</u>

LIABILITIES AND NET ASSETS (DEFICIT)

CURRENT LIABILITIES				
Accounts payable	\$ 149,210	\$ -	\$ -	\$ 149,210
Payable to Parent	-	1,731,556	(1,731,556)	-
Accrued expenses	269,304	-	-	269,304
Deferred revenues	35,967	-	-	35,967
Current maturities of long-term debt	13,000	-	-	13,000
Other current liabilities	<u>6,500</u>	<u>-</u>	<u>-</u>	<u>6,500</u>
TOTAL CURRENT LIABILITIES	473,981	1,731,556	(1,731,556)	473,981
LONG-TERM DEBT, less current maturities	<u>480,947</u>	<u>10,033,410</u>	<u>-</u>	<u>10,514,357</u>
TOTAL LIABILITIES	<u>954,928</u>	<u>11,764,966</u>	<u>(1,731,556)</u>	<u>10,988,338</u>
NET ASSETS (DEFICIT)				
Unrestricted:				
Undesignated	13,147,496	(467,929)	467,929	13,147,496
Board designated	<u>5,795,389</u>	<u>-</u>	<u>-</u>	<u>5,795,389</u>
Total unrestricted net assets (deficit)	18,942,885	(467,929)	467,929	18,942,885
Temporarily restricted	1,534,343	-	-	1,534,343
Permanently restricted	<u>2,928,226</u>	<u>-</u>	<u>-</u>	<u>2,928,226</u>
TOTAL NET ASSETS (DEFICIT)	<u>23,405,454</u>	<u>(467,929)</u>	<u>467,929</u>	<u>23,405,454</u>
TOTAL LIABILITIES AND NET ASSETS (DEFICIT)	<u>\$ 24,360,382</u>	<u>\$ 11,297,037</u>	<u>\$ (1,263,627)</u>	<u>\$ 34,393,792</u>

See Independent Auditors' Report on Additional Information

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC.

CONSOLIDATING STATEMENT OF ACTIVITIES

Year Ended August 31, 2010

	Boys & Girls Clubs of Metropolitan Phoenix	BG Development, LLC	Eliminations and Consolidations	Total
SUPPORT AND REVENUES				
Contributions	\$ 2,839,667	\$ -	\$ -	\$ 2,839,667
United Way allocations	1,019,977	-	-	1,019,977
Governmental fees and grants	973,016	-	-	973,016
Program service fees	940,190	-	-	940,190
Change in interest in Foundation net assets	312,799	-	-	312,799
Donated materials and services	375,232	-	-	375,232
Investment income	175,944	352	-	176,296
Loss on sale or disposal of property and equipment	(23,100)	-	-	(23,100)
Net realized and unrealized gains	272,227	-	-	272,227
Loss from subsidiary	(531,956)	-	531,956	-
Other	107,753	624,814	(624,814)	107,753
Total support and revenues before special events	<u>6,461,749</u>	<u>625,166</u>	<u>(92,858)</u>	<u>6,994,057</u>
Special events revenues	2,285,107	-	-	2,285,107
Less costs of direct donor benefits	(733,008)	-	-	(733,008)
Gross profit on special events	<u>1,552,099</u>	<u>-</u>	<u>-</u>	<u>1,552,099</u>
TOTAL SUPPORT AND REVENUES	<u>8,013,848</u>	<u>625,166</u>	<u>(92,858)</u>	<u>8,546,156</u>
EXPENSES				
Programs:				
Social adjustment, development and recreation	8,194,346	1,157,122	(624,814)	8,726,654
Supporting services:				
Management and general	377,834	-	-	377,834
Fundraising	1,107,117	-	-	1,107,117
TOTAL EXPENSES	<u>9,679,297</u>	<u>1,157,122</u>	<u>(624,814)</u>	<u>10,211,605</u>
CHANGE IN NET ASSETS (DEFICIT)	(1,665,449)	(531,956)	531,956	(1,665,449)
NET ASSETS, BEGINNING OF YEAR	<u>25,070,903</u>	<u>64,027</u>	<u>(64,027)</u>	<u>25,070,903</u>
NET ASSETS (DEFICIT), END OF YEAR	<u>\$ 23,405,454</u>	<u>\$ (467,929)</u>	<u>\$ 467,929</u>	<u>\$ 23,405,454</u>

**OMB CIRCULAR A-133
SUPPLEMENTARY REPORTS**

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

Year Ended August 31, 2010

Federal Grantor / Pass-Through Agency / Program	Federal CFDA Number	Federal Expenditures
U.S. Department of Agriculture		
Pass through Arizona Department of Education Child and Adult Care Food Program	10.558	\$ <u>367,527</u>
Total U.S. Department of Agriculture		<u>367,527</u>
U.S. Department of Housing and Urban Development		
Pass through City of Phoenix Community Development Block Grants / Entitlement Grants	14.218	558,947
Pass through City of Glendale Community Development Block Grants / Entitlement Grants	14.218	135,783
Pass through City of Peoria Community Development Block Grants / Entitlement Grants	14.218	<u>25,587</u>
Subtotal CFDA 14.218		<u>720,317</u>
Total U.S. Department of Housing and Urban Development		<u>720,317</u>
U.S. Department of Justice		
Pass through Boys and Girls Clubs of America Juvenile Mentoring Program	16.726	<u>577</u>
Recovery Act - Edward Byrne Memorial Competitive Grant Program	16.808	<u>68,037</u>
Total U.S. Department of Justice		<u>68,614</u>
TOTAL EXPENDITURES OF FEDERAL AWARDS		<u>\$ 1,156,458</u>

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

Year Ended August 31, 2010

(1) Basis of presentation

The accompanying schedule of expenditures of federal awards includes the federal grant activity of **Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary** and is presented on the accrual basis of accounting. The information in this schedule is presented in accordance with the requirements of *U.S. Office of Management and Budget (OMB) Circular A-133, Audits of States, Local Governments, and Non-Profit Organizations*. Therefore, some amounts presented in this schedule may differ from amounts presented in, or used in, the preparation of the basic consolidated financial statements. **Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary** did not provide federal awards to sub-recipients during the year ended August 31, 2010.

(2) Catalog of federal domestic assistance (CFDA) numbers

The program titles and CFDA numbers were obtained from the 2010 *Catalog of Federal Domestic Assistance*.

(3) Loans outstanding

Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary had the following loan balances outstanding at August 31, 2010. These loan balances outstanding are also included in the federal expenditures presented in the schedule.

<u>Federal Grantor/Program/Pass Through Agency</u>	<u>Federal CFDA Number</u>	<u>Pass- Through Number</u>	<u>Federal Expenditures</u>
U.S. Department of Housing and Urban Development			
Community Development Block			
Grants/Entitlement Grants			
	14.218		
City of Phoenix		121982	\$ 100,000
City of Phoenix		102061	52,000
City of Phoenix		106873	65,000
City of Phoenix		122441	99,947
City of Phoenix		117546	59,400
City of Phoenix		127427	51,000
City of Phoenix		125758	<u>66,600</u>
Total loans outstanding			<u>\$ 493,947</u>



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REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

To the Board of Directors of

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

We have audited the consolidated financial statements of ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary*** at August 31, 2010 and for the year then ended, and have issued our report thereon dated December 1, 2010. We conducted our audit in accordance with U.S. generally accepted auditing standards and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary's*** internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary's*** internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary's*** internal control over financial reporting.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

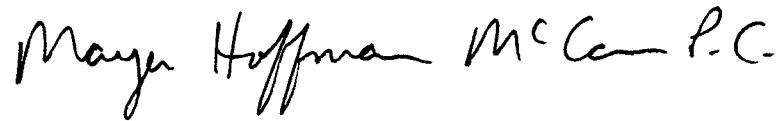
Compliance and Other Matters

As part of obtaining reasonable assurance about whether ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary's*** consolidated financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of consolidated financial statement amounts. However, providing an opinion on compliance with

those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

This report is intended solely for the information and use of the Board of Directors, management, specific legislative and regulatory bodies and federal awarding agencies and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

Phoenix, Arizona
December 1, 2010

A handwritten signature in black ink that reads "Mayer Hoffman McCann P.C." The signature is written in a cursive, flowing style.



Mayer Hoffman McCann P.C.

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REPORT ON COMPLIANCE WITH REQUIREMENTS THAT COULD HAVE A DIRECT AND MATERIAL EFFECT ON EACH MAJOR PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE IN ACCORDANCE WITH OMB CIRCULAR A-133

To the Board of Directors of

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

Compliance

We have audited ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary*** compliance with the types of compliance requirements described in the U.S. Office of Management and Budget (OMB) *Circular A-133 Compliance Supplement* that could have a direct and material effect on each of ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary's*** major federal programs for the year ended August 31, 2010. ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary's*** major federal programs are identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs. Compliance with the requirements of laws, regulations, contracts, and grants applicable to each of its major federal programs is the responsibility of ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary's*** management. Our responsibility is to express an opinion on ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary's*** compliance based on our audit.

We conducted our audit of compliance in accordance with U.S. generally accepted auditing standards; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Those standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary's*** compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion. Our audit does not provide a legal determination of ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary's*** compliance with those requirements.

In our opinion, ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary*** complied, in all material respects, with the compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended August 31, 2010.

Internal Control Over Compliance

Management of ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary*** is responsible for establishing and maintaining effective internal control over compliance with the requirements of laws, regulations, contracts, and grants applicable to federal programs. In planning and performing

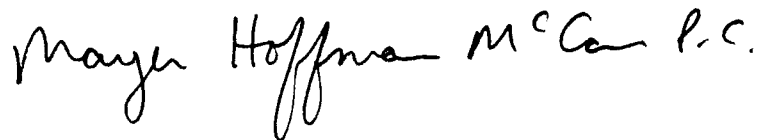
our audit, we considered **Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary's** internal control over compliance with the requirements that could have a direct and material effect on a major federal program to determine the auditing procedures for the purpose of expressing our opinion on compliance and to test and report on internal control over compliance in accordance with OMB Circular A-133, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of **Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary's** internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A material weakness in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above.

This report is intended solely for the information and use of the Board of Directors, management, specific legislative and regulatory bodies and federal awarding agencies and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

Phoenix, Arizona
December 1, 2010

A handwritten signature in black ink that reads "Mayer Hoffman McCann P.C." The signature is written in a cursive, flowing style.

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

SCHEDULE OF FINDINGS AND QUESTIONED COSTS

Year Ended August 31, 2010

I. SUMMARY OF INDEPENDENT AUDITORS' RESULTS

A. Type of Auditors' Report Issued on the Consolidated Financial Statements:

The Independent Auditors' Report on the basic consolidated financial statements of **Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary** at and for the year ended August 31, 2010 was an unqualified opinion.

B. Significant Deficiencies in Internal Control Disclosed by the Audit of the Consolidated Financial Statements:

The audit of the basic consolidated financial statements of **Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary** at and for the year ended August 31, 2010 disclosed no matters involving the internal control over financial reporting and its operations that are considered to be significant deficiencies.

C. Noncompliance Material to the Consolidated Financial Statements:

The audit disclosed no instances of noncompliance material to the basic consolidated financial statements of **Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary** at and for the year ended August 31, 2010.

D. Significant Deficiencies in Internal Control over Major Programs:

The audit of compliance of **Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary** at and for the year ended August 31, 2010 disclosed no matters involving internal control over major programs that are considered to be significant deficiencies.

E. Type of Auditors' Report Issued on Compliance for Major Programs:

The Independent Auditors' Report on compliance with requirements applicable to each major Federal program for the year ended August 31, 2010 was an unqualified opinion.

F. Findings Relating to Major Programs:

As indicated in Section III below, the audit disclosed no findings related to major programs for the year ended August 31, 2010.

G. Major Programs:

<u>CFDA Number</u>	<u>Name of Federal Program</u>	<u>Amount Expended</u>
14.218	Community Development Block Grant / Entitlement Grants	\$ <u>720,317</u>

H. Threshold for Distinguishing Between Type A and Type B Programs:

The threshold for distinguishing between Type A and Type B programs was \$300,000 for the year ended August 31, 2010.

BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX, INC. AND SUBSIDIARY

SCHEDULE OF FINDINGS AND QUESTIONED COSTS

Year Ended August 31, 2010

I. SUMMARY OF INDEPENDENT AUDITORS' RESULTS (continued)

I. Qualifications of Auditee as a Low-Risk Auditee:

Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary qualified as a low-risk auditee under applicable provisions of OMB Circular A-133 for the year ended August 31, 2010.

II. FINANCIAL STATEMENT AUDIT FINDINGS

None

III. FEDERAL AWARDS FINDINGS AND QUESTIONED COSTS

None

IV. STATUS OF PRIOR AUDIT FINDINGS

None