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

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

Year Ended August 31, 2014

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

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

Year Ended August 31, 2014

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MHM
Mayer Hoffman McCann P.C.
An Independent CPA Firm

3101 North Central Avenue, Suite 300
Phoenix, Arizona 85012
602-264-6835 ph
602-265-7631 fx
www.mhm-pc.com

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of

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

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries*** which comprise the consolidated statement of financial position as of August 31, 2014, and the related consolidated statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America 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 from material misstatement.

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

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

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries*** as of August 31, 2014, and the changes in their net assets and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiary's*** 2013 consolidated financial statements, and our report dated January 6, 2014, expressed an unmodified opinion on those audited consolidated financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended August 31, 2013, is consistent, in all material respects, with the audited consolidated financial statements from which it has been derived.

Other Matters

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying Schedule of Expenditures of Federal Awards is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. The Schedule of Expenditures of Federal Awards is presented for purposes of additional analysis as required by the U.S. Office of Management and Budget Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. This schedule is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information in this schedule has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Schedule of Expenditures of Federal Awards is fairly stated, in all material respects, in relation to the consolidated financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated December 17, 2014 on our consideration of ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries'*** internal control over financial reporting and on our tests of their compliance with certain provisions of laws, regulations, contracts, and 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* in considering ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries'*** internal control over financial reporting and compliance.

Mayer Hoffman McCann P.C.

Phoenix, Arizona
December 17, 2014

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

August 31, 2014
(with comparative totals at August 31, 2013)

ASSETS

	2014	2013
CURRENT ASSETS		
Cash and cash equivalents	$ 2,779,744	$ 1,034,935
Receivables	2,545,060	1,596,902
Investments	-	1,731,784
Other current assets	82,332	84,107
TOTAL CURRENT ASSETS	5,407,136	4,447,728
RECEIVABLES, net	2,723,335	55,167
INVESTMENTS	669,102	4,961,600
CASH AND CASH EQUIVALENTS RESTRICTED FOR INVESTMENT IN PROPERTY AND EQUIPMENT	-	110,000
PROPERTY AND EQUIPMENT, net	16,326,711	16,766,626
INTEREST IN FOUNDATION NET ASSETS	7,190,165	6,870,196
DEFERRED FINANCING COSTS, net	-	98,254
PROPERTY HELD FOR SALE	240,872	240,872
CASH SURRENDER VALUE OF LIFE INSURANCE	108,329	100,152
TOTAL ASSETS	$ 32,665,650	$ 33,650,595

LIABILITIES AND NET ASSETS

	2014	2013
CURRENT LIABILITIES		
Accounts payable	$ 150,120	$ 147,729
Accrued expenses	296,673	277,956
Deferred revenues	118,285	42,758
Current maturities of long-term debt	302,675	77,869
Other current liabilities	2,500	2,500
TOTAL CURRENT LIABILITIES	870,253	548,812
LONG-TERM DEBT, less current maturities	1,499,711	10,436,510
TOTAL LIABILITIES	2,369,964	10,985,322
NET ASSETS		
Unrestricted:		
Undesignated	19,459,597	11,720,754
Board designated	1,783,373	6,255,386
Total unrestricted net assets	21,242,970	17,976,140
Temporarily restricted	6,052,316	1,695,733
Permanently restricted	3,000,400	2,993,400
TOTAL NET ASSETS	30,295,686	22,665,273
TOTAL LIABILITIES AND NET ASSETS	$ 32,665,650	$ 33,650,595

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

CONSOLIDATED STATEMENT OF ACTIVITIES

Year Ended August 31, 2014
(with comparative totals for the year ended August 31, 2013)

	Unrestricted	Temporarily Restricted	Permanently Restricted	Totals 2014	Totals 2013
SUPPORT AND REVENUES					
Contributions	$ 3,942,938	$ 5,075,424	$ -	9,018,362	$ 3,865,034
United Way allocations	179,657	851,035	-	1,030,692	996,261
Governmental fees and grants	1,352,822	-	-	1,352,822	1,239,574
Program service fees	1,106,383	-	-	1,106,383	1,077,517
Change in interest in Foundation net assets	226,985	85,984	7,000	319,969	(161,649)
Donated materials and services	536,892	-	-	536,892	478,894
Investment income	112,903	-		112,903	255,705
Gain (loss) on sale or disposal of property and equipment	4,037	-	-	4,037	(20,336)
Change in cash surrender value of life insurance	8,177	-	-	8,177	(19,602)
Net realized and unrealized gains (losses)	104,511	-	-	104,511	(197,468)
Gain on extinguishment of debt	2,604,565	-	-	2,604,565	-
Other	71,786	-	-	71,786	92,346
Total support and revenues before special events and net assets released from restrictions	10,251,656	6,012,443	7,000	16,271,099	7,606,276
Special events revenues	2,329,726	-	-	2,329,726	1,939,647
Less costs of direct donor benefits	(394,494)	-	-	(394,494)	(378,559)
Gross profit on special events	1,935,232	-	-	1,935,232	1,561,088
Net assets released from restrictions	1,655,860	(1,655,860)	-	-	-
TOTAL SUPPORT AND REVENUES	13,842,748	4,356,583	7,000	18,206,331	9,167,364
EXPENSES					
Programs:					
Social adjustment, development and recreation	9,366,947	-	-	9,366,947	9,155,824
Supporting services:					
Management and general	383,604	-	-	383,604	350,045
Fundraising	825,367	-	-	825,367	642,238
TOTAL EXPENSES	10,575,918	-	-	10,575,918	10,148,107
CHANGE IN NET ASSETS	3,266,830	4,356,583	7,000	7,630,413	(980,743)
NET ASSETS, BEGINNING OF YEAR	17,976,140	1,695,733	2,993,400	22,665,273	23,646,016
NET ASSETS, END OF YEAR	$ 21,242,970	$ 6,052,316	$ 3,000,400	$ 30,295,686	$ 22,665,273

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

CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES

Year Ended August 31, 2014
(with comparative totals for the year ended August 31, 2013)

	Social Adjustment, Development and Recreation Programs	Management and General	Fundraising	Totals 2014	Totals 2013
Personnel costs:					
Salaries	$ 4,079,441	$ 178,801	$ 460,059	$ 4,718,301	$ 4,422,434
Employee benefits	396,681	23,730	59,221	479,632	437,084
Payroll taxes	382,952	13,952	37,039	433,943	399,384
Total personnel costs	4,859,074	216,483	556,319	5,631,876	5,258,902
Professional fees	331,194	35,742	51,327	418,263	417,272
Supplies	1,168,273	6,821	5,700	1,180,794	1,165,205
Occupancy	565,009	22,469	15,410	602,888	596,643
Insurance	132,729	8,184	6,100	147,013	146,488
Telephone	43,806	10,132	7,767	61,705	88,181
Conferences, conventions and meetings	20,464	12,576	12,103	45,143	35,671
Repairs and maintenance	93,661	17,197	22,118	132,976	122,435
Youth assistance	123,607	-	-	123,607	49,104
Transportation	86,223	941	1,399	88,563	83,652
Printing and publication	18,600	2,146	40,200	60,946	25,581
Training	25,464	1,674	1,768	28,906	28,384
Marketing	600	-	6,726	7,326	4,369
National dues	27,105	-	-	27,105	25,986
Postage	5,817	1,772	3,822	11,411	11,855
Interest	596,161	12,379	9,226	617,766	702,042
Other	16,400	12,690	68,690	97,780	53,408
Total expenses before depreciation expense	8,114,187	361,206	808,675	9,284,068	8,815,178
Depreciation expense	1,252,760	22,398	16,692	1,291,850	1,332,929
TOTAL EXPENSES	$ 9,366,947	$ 383,604	$ 825,367	$ 10,575,918	$ 10,148,107

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

CONSOLIDATED STATEMENT OF CASH FLOWS

Year Ended August 31, 2014
(with comparative totals for the year ended August 31, 2013)

	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	$ 7,630,413	$ (980,743)
Adjustment to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	1,291,850	1,332,929
Amortization of deferred financing costs	98,254	117,907
Unrealized (gains) losses on investments	-	186,722
Realized (gains) losses on investments	(104,511)	10,746
(Gain) loss on sale or disposal of property and equipment	(4,037)	20,336
Provision for bad debts	34,650	-
Gain on extinguishment of debt	(2,604,565)	-
Forgiveness of CDBG debt	(77,869)	(77,869)
Contributed property and equipment included in support	(289,784)	(198,758)
Contributions restricted to investment in property and equipment	-	(100,000)
Change in interest in Foundation net assets	(319,969)	161,649
Changes in operating assets and liabilities:		
Decrease (increase) in:		
Receivables	(3,650,976)	2,425
Other current assets	1,775	24,511
Increase (decrease) in:		
Accounts payable	2,391	(86,916)
Accrued expenses	18,717	(9,981)
Deferred revenues	75,527	4,753
Net cash provided by operating activities	2,101,866	407,711
CASH FLOWS FROM INVESTING ACTIVITIES		
Change in cash and cash equivalents restricted to investment in property and equipment	110,000	(100,000)
Purchases of property and equipment	(576,115)	(152,232)
Purchases of investments	(11,408,793)	(5,466,973)
Change in cash surrender value of life insurance	(8,177)	19,602
Proceeds from sale of property and equipment	18,001	2,500
Proceeds from sales of investments	17,537,586	5,180,218
Net cash provided by (used in) investing activities	5,672,502	(516,885)
CASH FLOWS FROM FINANCING ACTIVITIES		
Collection of contributions restricted to investment in property and equipment	-	100,000
Proceeds from line of credit	1,500,000	-
Proceeds from term loan	60,000	-
Payments on line of credit	(160,714)	-
Payments on long-term debt	(7,428,845)	-
Proceeds from long-term debt borrowings	-	12,424
Net cash provided by (used in) financing activities	(6,029,559)	112,424
NET CHANGE IN CASH AND CASH EQUIVALENTS	1,744,809	3,250
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	1,034,935	1,031,685
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 2,779,744	$ 1,034,935
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for interest	$ 454,821	$ 512,883

SUPPLEMENTAL DISCLOSURE OF NONCASH OPERATING AND INVESTING ACTIVITIES

The Clubs received contributions of property and equipment with a fair market value of $289,784 in 2014 and $198,758 in 2013. Additionally the Clubs received contributions of securities with a fair market value of $3,811 in 2014 $8,044 in 2013.

The Clubs received $2,682,434 and $77,869 of forgiveness of debt for the years ended August 31, 2014 and 2013, respectively.

See Notes to Consolidated Financial Statements

(1) Clubs operations and summary of significant accounting policies

Nature of operations - The ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries*** (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, 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 23,000 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.

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.

On April 7, 2014, the Clubs formed BGC Managers, LLC, with the Clubs as the sole member. BGC Managers, LLC was formed to administer management services for the Boys & Girls Clubs of Central Arizona under a memorandum of understanding between Boys & Girls Clubs of Central Arizona, BGC Managers, LLC and Boys & Girls Clubs of America.

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

Basis of presentation - The accompanying consolidated financial statements are presented in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("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 Subsidiaries*** include the accounts of the Clubs and its wholly owned subsidiaries, BG Development, LLC and BGC Managers, 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 accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the Clubs' consolidated financial statements for the year ended August 31, 2013, from which the summarized information was derived.

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

Management's use of estimates - The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported 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 and cash equivalents - 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). Certain cash and cash equivalents are restricted to investment in property and equipment for capital improvements and facilities remodel. As of August 31, 2014 and 2013, cash and cash equivalents restricted to investment in property and equipment totaled $0 and $110,000, respectively, and is reported as a noncurrent asset in the accompanying consolidated statement of financial position.

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 Club'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 pledge's collectability. 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.

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

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 their 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.

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 2014 or 2013.

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 fundraising campaigns. Management estimates that the unrecorded value of donated services was $363,591 and $372,578 for the years ended August 31, 2014 and 2013, respectively.

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

The Clubs received the following donated materials and services:

	Used for	2014	2013
Professional services	Various	$ 36,989	$ 17,609
Property and equipment	Program	289,784	198,758
Other	Various	210,119	262,527
		$ 536,892	$ 478,894

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 and BGC Managers, LLC are treated as a disregarded entities for income tax purposes, and accordingly, all income and expenses are passed through to the Clubs.

The Clubs evaluate their 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 they have appropriate support for any tax positions taken, and as such, do not have any uncertain tax positions that are material to the consolidated financial statements.

The Club's federal Return of Organizations Exempt from Income Tax (Form 990) for fiscal 2011, 2012 and 2013 are subject to examination by the IRS, generally for the three years after they were filed. As of the date of this report, the 2014 Form 990 has not been filed.

Fair value measurements - FASB ASC 820, *Fair Value Measurements,* establishes a common definition for fair value to be applied to accounting principles generally accepted in the United States of America 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. Assets reported at Net Asset Value ("NAV") using the practical expedient provisions are generally considered Level 2 when the Clubs have the ability to redeem their investment at net assets value or its equivalent at the measurement date or within a reasonably short period of time subsequent to the measurement date.

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

Level 3: Unobservable inputs for the asset or liability. Assets reported at NAV using the practical expedient provisions are generally considered Level 3 when the investments will never have the ability to be redeemed at the net asset value or the redemption period is long-term nature.

Recent accounting pronouncement - In October 2012, the FASB issued Accounting Standards Update ("ASU") No. 2012-05 ("ASU 2012-05") "Statement of Cash Flows (Topic 230)". ASU 2012-05 requires a not-for-profit entity to classify cash receipts from the sale of donated financial assets consistently with cash donations received in the statement of cash flows if those cash receipts were from the sale of donated financial assets that upon receipt were directed without any not-for-profit imposed limitations for sale and were converted nearly immediately into cash. Accordingly, the cash receipts from the sale of those financial assets should be classified as cash inflows from operating activities, unless the donor restricted the use of the contributed resources to long-term purposes, in which case those cash receipts should be classified as cash flows from financing activities. Otherwise, cash receipts from the sale of donated financial assets should be classified as cash flows from investing activities by the not-for-profit. ASU 2012-05 is effective for the first annual period beginning after June 15, 2013. The amendments of this ASU will be applied prospectively, with early adoption permitted if the not-for-profit's financial statements for the early adoption period have not yet been made available for issuance. Retrospective application to all prior periods presented is permitted, but not required. The adoption of ASU 2012-05 did not have a significant impact on the Clubs' consolidated financial statements.

In April 2013, the FASB issued ASU No. 2013-06 ("ASU 2013-06") Not-for-Profit Entities (Topic 958) Services Received from Personnel of an Affiliate. ASU 2013-06 provides revenue recognition guidance for not-for-profit entities requiring that contributed services be recognized at fair value if employees of separately governed affiliated entities regularly perform services (in other than an advisory capacity) for and under the direction of the done. In addition, that guidance indicates that those contributed services should be recognized only if they (1) create or enhance nonfinancial assets or (2) require specialized skills, are provided by individuals possessing those skills, and typically would need to be purchased if not provided by donation. ASU 2013-06 is effective for the first reporting period after December 15, 2013. The adoption of ASU 2013-06 did not have a significant impact on the Clubs' consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09 ("ASU 2014-09"), Revenue from Contracts with Customers. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Additionally, ASU 2014-09 will require an entity to disclose sufficient information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. For nonpublic entities, the ASU will be effective for annual reporting periods beginning after December 15, 2017 and interim periods within annual periods beginning after December 15, 2018. Nonpublic entities may elect to early adopt the ASU, however, adoption is not permitted prior to the public entity effective date. The Clubs are evaluating the impact of adopting ASU 2014-09.

Subsequent events - The Clubs have evaluated events through December 17, 2014 which is the date the consolidated financial statements were available to be issued.

(2) Receivables

Receivables consist of the following:

	2014	2013
Current Receivables:		
United Way allocations	$ 851,035	$ 831,982
Unconditional promises to give due in less than one year	1,336,531	514,934
Grants and contracts	209,217	201,817
Event receivables	126,910	38,081
Other receivables	21,367	10,088
Total current receivables	2,545,060	1,596,902
Event receivables due in two to four years, net of discount of $92 and $649 as of August 31, 2014 and 2013, respectively	23,335	55,167
Unconditional promises to give due in two to four years, net of discount of $300,000 and $0 as August 31 2014 and 2013, respectively	2,700,000	-
Total receivables, net	$ 5,268,395	$ 1,652,069

The Clubs' receivables consist of amounts due from United Way, Boys & Girls Clubs of Metropolitan Phoenix Foundation, government agencies and other parties and, accordingly, credit risk is limited.

At August 31, 2014, unconditional promises to give consist of a four year pledge from a single donor to be used for improvements and general operations of a new Branch located in the Balsz School District. This pledge receivable from a single donor represents approximately 72% of total net receivables as of August 31, 2014. There were no amounts outstanding related to this donor as of August 31, 2013. All receivable balances at August 31, 2014 and 2013 are considered fully collectible by management and, accordingly, an allowance for doubtful accounts has not been provided.

The estimated cash flows for unconditional promises to give and event receivables were discounted over the collection period using discount rates ranging from 1.6% to 5%.

(3) 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. The fair values of these investments are based on quoted market prices. Certificates of deposit are held to maturity and carried at amortized cost (which approximates fair value). 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.

(3) Investments (continued)

Investments consist of the following at August 31:

	2014	2013
Capital appreciation mutual funds:		
Asset allocation funds	$ -	$ 1,048,522
Capital preservation funds:		
Fixed income bond mutual funds-short term	-	2,195,221
Fixed income bond mutual funds-other	-	3,011,856
Money market funds	664,101	47,100
Exchange traded funds	-	201,135
Other capital preservation funds	5,001	189,550
Total capital preservation funds	669,102	5,644,862
Total investments	669,102	6,693,384
Less current portion	-	(1,731,784)
Noncurrent investments	$ 669,102	$ 4,961,600

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. Expenses relating to investment revenues, including custodial fees and investment advisory fees, were $11,028 and $12,103 for the years ended August 31, 2014 and 2013, respectively, and are included in professional fees in the accompanying consolidated statement of functional expenses.

The Clubs investments are primarily invested for long-term goals and are reported as long-term assets, with the exception of certain investments held for operating needs in fiscal 2013 which were reported as current assets.

(4) Property and equipment

Property and equipment consist of:

	2014	2013
Cost and donated value:		
Land and land improvements	$ 1,339,664	$ 1,339,664
Buildings and improvements	26,517,793	25,933,787
Furniture and equipment	2,478,162	2,464,416
Construction in progress	44,741	42,191
Total cost and donated value	30,380,360	29,780,058
Accumulated depreciation	(14,053,649)	(13,013,432)
Property and equipment, net	$ 16,326,711	$ 16,766,626

Depreciation expense charged to operations was $1,291,850 for 2014 and $1,332,929 for 2013.

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

(5) Property held for sale

Property held for sale consists of the following:	2014	2013
Glendale property	$ 163,976	$ 163,976
Show Low property	76,896	76,896
	$ 240,872	$ 240,872

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. The Board of Directors has approved selling both properties. Property held for sale is carried at the lesser of the book value or fair value. No impairment charges were recorded for 2014 or 2013.

(6) Deferred financing costs

Certain costs incurred in connection with the loan agreement described in Note 8 amounting to $825,347 had been deferred and were being amortized to operations using the straight-line method (which approximates the effective interest rate method) over 7 years, which was the estimated term of the loan based upon the anticipated execution of a call option. During 2014, the loan was repaid in full and the deferred financing costs were fully amortized. Accumulated amortization of these financing costs totaled $727,093 at August 31, 2013. Amortization expense totaled $98,254 and $117,907 for each of the years ended August 31, 2014 and 2013, and is included in interest expense on the accompanying consolidated statements of functional expenses.

(7) 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.

(8) Long-term debt

In June 2007, the Clubs, through BG Development, LLC, entered into a loan agreement that consisted of two notes, note A and note B, with JP Morgan Chase through New Markets Investment XXVI, LLC. Note A consisted of borrowings of $7,173,888, with interest payable monthly at 6.95%. Note B consisted of borrowings of $2,357,852 of principal and unpaid financing costs of $501,670, with interest payable monthly at 0.50%. The notes contained certain compliance provisions that limited the use of the property during a compliance period that expired in June 2014. Upon the expiration of the compliance period, management elected to execute a call option agreement that accelerated the maturity dates of the notes to July 1, 2014. On June 30, 2014 the Clubs paid $7,483,427, which consisted of the outstanding principal balance of note A of $7,173,888, plus $254,957 in termination fees, $16,304 in asset management fees and $38,278 of interest, with the principal balance of note B forgiven in full. The Organization recognized a gain on extinguishment of debt of $2,604,565 in connection with this transaction, which consists of the Note B principal of $2,357,852 and unpaid financing costs of $501,670, less the $254,957 of termination fees

(8) Long-term debt (continued)

Long-term debt also consists of interest free notes payable to the City of Phoenix for the Stewart roof renovation, Homes doors and fascia, Kieckhefer interior renovation, Gabel gymnasium, Kieckhefer exterior renovation, Stewart gym floor, bleachers, and gym lights, energy efficient improvements and the Gabel, Homes and Rosenzweig clubs, Peoria art room renovation, and Homes restroom remodel. The principal balance of the notes is forgiven from the certificate of completion date (May 25, 2007, May 27, 2007, November 7, 2007, April 1, 2008, April 10, 2009, November 15, 2009, March 29, 2010, June 30, 2011, January 31, 2013, May 23, 2014, and May 24, 2014, 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, 2014 and 2013, $463,101 and $480,969 were outstanding under these notes, respectively.

The Clubs entered into a $1,500,000 line of credit on July 26, 2013 for the purpose of pre-paying long-term debt described above in fiscal 2014. The line is for a period of 5 years, carries a fixed 2.45% interest rate, and will be amortized over a 7 year term. The line is collateralized by securities of the Foundation. At August 31, 2014 and 2013, $1,339,286 and $0 was outstanding under this line of credit, respectively.

At August 31, 2014, estimated annual maturities of long-term debt outstanding are as follows:

Years Ending August 31,	
2015	$ 302,675
2016	313,656
2017	288,775
2018	260,960
2019	271,940
Subsequent to 2019	364,380
Total annual debt maturities	$ 1,802,386

(9) Board designated unrestricted assets

The board of directors has designated portions of the unrestricted net assets for various purposes, including staffing, the purchase of supplies, special projects, and operating reserves. In June 2014, board designated net assets were used to fund a balloon payment on long-term debt.

(10) Temporarily restricted net assets

Temporarily restricted net assets consist of:

	2014	2013
Purpose restrictions:		
Capital campaign and facilities remodel	$ 50,000	$ 110,000
Restricted for specific clubs or programs	4,622,937	310,039
Unappropriated investment earnings on the Foundation's endowment	65,783	-
Temporary restricted Foundation net assets	143,402	123,000
Scholarship fund	247,259	266,237
Time restrictions:		
United Way	851,035	831,982
Special events	71,900	54,475
Total temporarily restricted net assets	$ 6,052,316	$ 1,695,733

(10) Temporarily restricted net assets (continued)

Releases from temporarily restricted net assets consist of:

	2014	2013
Purpose restrictions:		
Capital campaign and facilities remodel	$ 560,000	$ -
Restricted for specific clubs or programs	139,758	221,052
Temporary restricted Foundation net assets	-	14,676
Scholarship fund	70,470	27,999
Time restrictions:		
United Way	831,982	812,379
Special events	53,650	8,300
Total releases from temporarily restricted net assets	$ 1,655,860	$ 1,084,406

(11) 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 15.

(12) Leases

Operating leases - The Clubs have various operating leases for equipment, which expire through 2024. Minimum future rental payments under these noncancellable operating leases are as follows:

Years Ending August 31,	
2015	$ 91,351
2016	66,218
2017	66,038
2018	66,038
2019	66,038
Subsequent to 2019	330,191
Total minimum future rental payments	$ 685,874

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 $102,928 and $95,851 in 2014 and 2013, respectively.

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 was converted to a month to month lease which then terminated November 30, 2013. The lease included a termination clause in the event that the Clubs obtained an offer to purchase the building from a third party.

Rental income of $12,300 and $49,200 for 2014 and 2013, respectively, is included in program service fees in the accompanying consolidated statement of activities.

(13) 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 2014 and 2013. Total pension expense was $141,886 and $140,101 for 2014 and 2013.

(14) Related party transactions

The Clubs received contributions from board of director members of $2,115,489 in 2014 and $1,870,129 in 2013. Approximately $140,000 of the amount received in 2014 and $172,000 of the amount received in 2013 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 $344,989 in 2014 and $132,088 in 2013.

The Clubs paid dues to their national affiliate, The Boys and Girls Clubs of America, of $27,105 in 2014 and $25,986 in 2013.

The Clubs received contributions from a related organization, Boys & Girls Clubs of Metropolitan Phoenix Foundation of $387,879 in 2014 and $635,238 in 2013, of which $387,879 and $392,403 are included in unconditional promises to give at year-end, as of August 31, 2014 and 2013, respectively.

(15) 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 has a separate Board of Trustees of which the Clubs do not have a controlling interest. 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 $7,190,165 and $6,870,196 as of August 31, 2014 and 2013, respectively.

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

	2014	2013
Total assets	$ 7,671,765	$ 7,299,938
Total liabilities	$ 481,600	$ 429,742
Net assets		
Unrestricted net assets	3,980,781	$ 3,753,796
Temporarily restricted net assets	208,984	123,000
Permanently restricted net assets	3,000,400	2,993,400
Total net assets	$ 7,190,165	$ 6,870,196
Total revenue	$ 804,368	$ 566,703
Total expense	$ 484,399	$ 728,352

The assets of the Foundation consist primarily of investments that are measured at fair value using Level 1 observable inputs. The liabilities of the Foundation consist primarily of amounts due to the Clubs.

(16) Fair value measurements

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, 2014:

	Total	Level 1	Level 2	Level 3
Capital preservation funds:				
Money market funds	$ 664,101	$ 664,101	$ -	$ -
Other capital preservation funds	5,001	5,001	-	-
Total capital preservation funds	669,102	669,102	-	-
Total investments at fair value	$ 669,102	$ 669,102	$ -	$ -

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, 2013:

	Total	Level 1	Level 2	Level 3
Capital appreciation mutual funds:				
Asset allocation funds	$ 1,048,522	$ 1,048,522	$ -	$ -
Capital preservation funds:				
Fixed income bond mutual funds-short term	2,195,221	2,195,221	-	-
Fixed income bond mutual funds-other	3,011,856	3,011,856	-	-
Money market funds	47,100	47,100	-	-
Exchange traded funds	201,135	201,135	-	-
Other capital preservation funds	189,550	189,550	-	-
Total capital preservation funds	5,644,862	5,644,862	-	-
Total investments at fair value	$ 6,693,384	$ 6,693,384	$ -	$ -

ADDITIONAL INFORMATION

Mayer Hoffman McCann P.C.
An Independent CPA Firm

3101 North Central Avenue, Suite 300
Phoenix, Arizona 85012
602-264-6835 ph
602-265-7631 fx
www.mhm-pc.com

INDEPENDENT AUDITORS' REPORT ON ADDITIONAL INFORMATION

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*** as of and for the year ended August 31, 2014, and have issued our report thereon dated December 17, 2014 which contained an unmodified opinion on those consolidated financial statements. Our audit was performed for the purpose of forming an opinion on the basic consolidated financial statements as a whole. The information on the schedules that follow on pages 20 and 21 is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position and results of operations of the individual entities, and is not a required part of the consolidated financial statements. Accordingly, we do not express an opinion on the financial position or results of operations of the individual entities. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Mayer Hoffman McCann P.C.

Phoenix, Arizona
December 17, 2014

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

CONSOLIDATING STATEMENT OF FINANCIAL POSITION

August 31, 2014

ASSETS

	Boys & Girls Clubs of Metropolitan Phoenix	BG Development, LLC	BGC Managers, LLC	Eliminations and Consolidations	Total
CURRENT ASSETS					
Cash and cash equivalents	2,621,526	$ -	$ 158,218	$ -	$ 2,779,744
Receivables	2,545,060	-	-	-	2,545,060
Investments	-	-	-	-	-
Other current assets	82,332	-	-	-	82,332
TOTAL CURRENT ASSETS	5,248,918	-	158,218	-	5,407,136
RECEIVABLE FROM SUBSIDIARY	73,299	-	-	(73,299)	-
RECEIVABLES, net	2,723,335	-	-	-	2,723,335
INVESTMENT IN SUBSIDIARY	-	-	-	-	-
INVESTMENTS	669,102	-	-	-	669,102
CASH AND CASH EQUIVALENTS RESTRICTED FOR INVESTMENT IN PROPERTY AND EQUIPMENT	-	-	-	-	-
PROPERTY AND EQUIPMENT, net	16,326,711	8,960,886	-	(8,960,886)	16,326,711
INTEREST IN FOUNDATION NET ASSETS	7,190,165	-	-	-	7,190,165
PROPERTY HELD FOR SALE	240,872	-	-	-	240,872
CASH SURRENDER VALUE OF LIFE INSURANCE	108,329	-	-	-	108,329
TOTAL ASSETS	$ 32,580,731	$ 8,960,886	$ 158,218	$ (9,034,185)	$ 32,665,650

LIABILITIES AND NET ASSETS

	Boys & Girls Clubs of Metropolitan Phoenix	BG Development, LLC	BGC Managers, LLC	Eliminations and Consolidations	Total
CURRENT LIABILITIES					
Accounts payable	$ 150,120	$ -	$ -	$ -	$ 150,120
Payable to Parent	-	8,960,886	73,299	(9,034,185)	-
Accrued expenses	296,673	-	-	-	296,673
Deferred revenues	33,366	-	84,919	-	118,285
Current maturities of long-term debt	302,675	-	-	-	302,675
Other current liabilities	2,500	-	-	-	2,500
TOTAL CURRENT LIABILITIES	785,334	8,960,886	158,218	(9,034,185)	870,253
LONG-TERM DEBT, less current maturities	1,499,711	-	-	-	1,499,711
TOTAL LIABILITIES	2,285,045	8,960,886	158,218	(9,034,185)	2,369,964
NET ASSETS					
Unrestricted:					
Undesignated	19,459,597	-	-	-	19,459,597
Board designated	1,783,373	-	-	-	1,783,373
Total unrestricted net assets	21,242,970	-	-	-	21,242,970
Temporarily restricted	6,052,316	-	-	-	6,052,316
Permanently restricted	3,000,400	-	-	-	3,000,400
TOTAL NET ASSETS	30,295,686	-	-	-	30,295,686
TOTAL LIABILITIES AND NET ASSETS	$ 32,580,731	$ 8,960,886	$ 158,218	$ (9,034,185)	$ 32,665,650
	-				

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

CONSOLIDATING STATEMENT OF ACTIVITIES

Year Ended August 31, 2014

	Boys & Girls Clubs of Metropolitan Phoenix	BG Development, LLC	BGC Managers, LLC	Eliminations and Consolidations	Total
SUPPORT AND REVENUES					
Contributions	$ 9,018,362	$ -	$ -	$ -	$ 9,018,362
United Way allocations	1,030,692	-	-	-	1,030,692
Governmental fees and grants	1,212,741	-	140,081	-	1,352,822
Program service fees	1,106,383	-	-	-	1,106,383
Change in interest in Foundation net assets	319,969	-	-	-	319,969
Donated materials and services	536,892	-	-	-	536,892
Investment income	112,816	87	-	-	112,903
Gain on sale or disposal of property and equipment	4,037	-	-	-	4,037
Change in cash surrender value of life insurance	8,177	-	-	-	8,177
Net realized and unrealized gains	104,511	-	-	-	104,511
Gain from subsidiary	2,018,029	-	-	(2,018,029)	-
Gain on extinguishment of debt	-	2,604,565	-	-	2,604,565
Other	71,786	412,441	-	(412,441)	71,786
Total support and revenues before special events	15,544,395	3,017,093	140,081	(2,430,470)	16,271,099
Special events revenues	2,329,726	-	-	-	2,329,726
Less costs of direct donor benefits	(394,494)	-	-	-	(394,494)
Gross profit on special events	1,935,232	-	-	-	1,935,232
TOTAL SUPPORT AND REVENUES	17,479,627	3,017,093	140,081	(2,430,470)	18,206,331
EXPENSES					
Programs:					
Social adjustment, development and recreation	8,640,243	999,064	140,081	(412,441)	9,366,947
Supporting services:	-				
Management and general	383,604	-	-	-	383,604
Fundraising	825,367	-	-	-	825,367
TOTAL EXPENSES	9,849,214	999,064	140,081	(412,441)	10,575,918
CHANGE IN NET ASSETS	7,630,413	2,018,029	-	(2,018,029)	7,630,413
NET ASSETS, BEGINNING OF YEAR	22,665,273	(2,018,029)	-	2,018,029	22,665,273
NET ASSETS, END OF YEAR	$ 30,295,686	$ -	$ -	$ -	$ 30,295,686

OMB CIRCULAR A-133
SUPPLEMENTARY REPORTS

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

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

Year Ended August 31, 2014

Federal Grantor / Pass-Through Agency / Program	Federal CFDA Number	Contract Number	Federal Expenditures
U.S. Department of Agriculture			
Passed through Arizona Department of Education			
Child and Adult Care Food Program	10.558	n/a	$ 578,583
Passed through Arizona Department of Education			
Summer Food Service Program for Children	10.559	n/a	280,464
Total U.S. Department of Agriculture			859,047
U.S. Department of Housing and Urban Development			
Passed through City of Phoenix			
Community Development Block Grants / Entitlement Grants	14.218	132809	60,872
Community Development Block Grants / Entitlement Grants	14.218	121982	60,000
Community Development Block Grants / Entitlement Grants	14.218	122441	59,969
Community Development Block Grants / Entitlement Grants	14.218	117546	23,760
Community Development Block Grants / Entitlement Grants	14.218	127427	51,000
Community Development Block Grants / Entitlement Grants	14.218	125758	66,600
Community Development Block Grants / Entitlement Grants	14.218	129690	54,900
Community Development Block Grants / Entitlement Grants	14.218	106873	26,000
Community Development Block Grants / Entitlement Grants	14.218	136847-0	60,000
Community Development Block Grants / Entitlement Grants	14.218	139107	1,512
Community Development Block Grants / Entitlement Grants	14.218	136841-0	22,078
Passed through City of Peoria			
Community Development Block Grants / Entitlement Grants	14.218	45913.000	17,000
Total U.S. Department of Housing and Urban Development			503,691
U.S. Department of Justice			
Passed through Boys and Girls Clubs of America			
Juvenile Mentoring Program	16.726	OJP 2013-31458	6,657
Juvenile Mentoring Program	16.726	OJP 2013-31459	6,857
Juvenile Mentoring Program	16.726	OJP 2013-31460	6,857
Juvenile Mentoring Program	16.726	OJP 2013-31461	6,857
Juvenile Mentoring Program	16.726	OPJ 2012-28766	1,839
Juvenile Mentoring Program	16.726	OPJ 2012-28768	1,261
Juvenile Mentoring Program	16.726	OPJ 2012-28770	743
Total U.S. Department of Justice			31,071
U.S. Department of Health and Human Services			
Passed through Maricopa County Department of Public Health			
Teenage Pregnancy Prevention Program	93.297	860-10-32A	69,924
TOTAL EXPENDITURES OF FEDERAL AWARDS			$ 1,463,733

See Independent Auditors' Report

See Notes to Schedule of Expenditures of Federal Awards

(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 Subsidiaries*** 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 Subsidiaries*** did not provide federal awards to sub-recipients during the year ended August 31, 2014.

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

The program titles and CFDA numbers were obtained from the 2014 *Catalog of Federal Domestic Assistance*.

(3) Loans outstanding

Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries had the following loan balances outstanding at August 31, 2014. These loan balances outstanding are also included in the federal expenditures presented in the schedule.

Federal Grantor/Program/Pass Through Agency	Federal CFDA Number	Pass-Through Number	Federal Expenditures
U.S. Department of Housing and Urban Development			
Community Development Block Grants/Entitlement Grants	14.218		
City of Phoenix		132809	$ 60,872
City of Phoenix		121982	60,000
City of Phoenix		136847-0	60,000
City of Phoenix		106873	26,000
City of Phoenix		122441	59,969
City of Phoenix		117546	23,760
City of Phoenix		127427	51,000
City of Phoenix		125758	66,600
City of Phoenix		129690	54,900
Total loans outstanding			$ 463,101

Mayer Hoffman McCann P.C.
An Independent CPA Firm

3101 North Central Avenue, Suite 300
Phoenix, Arizona 85012
602-264-6835 ph
602-265-7631 fx
www.mhm-pc.com

INDEPENDENT AUDITORS' 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 SUBSIDIARIES

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the consolidated financial statements of ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries,*** which comprise the consolidated statement of financial position as of August 31, 2014, and the related consolidated statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the consolidated financial statements, and have issued our report thereon dated December 17, 2014

Internal Control Over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries'*** internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances 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 Subsidiaries'*** internal control. Accordingly, we do not express an opinion on the effectiveness of ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries'*** internal control.

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 a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's consolidated financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries'*** consolidated financial statements are free from material misstatement, we performed tests of their 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*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Mayer Hoffman McCann P.C.

Phoenix, Arizona
December 17, 2014

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An Independent CPA Firm

3101 North Central Avenue, Suite 300
Phoenix, Arizona 85012
602-264-6835 ph
602-265-7631 fx
www.mhm-pc.com

INDEPENDENT AUDITORS' REPORT ON COMPLIANCE FOR EACH MAJOR FEDERAL PROGRAM AND REPORT ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY OMB CIRCULAR A-133

To the Board of Directors of

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

Report on Compliance for Each Major Federal Program

We have audited ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries'*** compliance with the types of compliance requirements described in the *OMB Circular A-133 Compliance Supplement* that could have a direct and material effect on ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries'*** major federal program for the year ended August 31, 2013. ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries'*** major federal program is identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to its federal program.

Auditors' Responsibility

Our responsibility is to express an opinion on compliance for each of ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries'*** major federal program based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; 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 audits 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 Subsidiaries'*** 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 on compliance for the major federal program. However, our audit does not provide a legal determination of ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries'*** compliance.

Opinion on the Major Federal Programs

In our opinion, ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries',*** complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on its major federal program for the year ended August 31, 2014.

Report on Internal Control Over Compliance

Management of ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries'*** is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries'*** internal control over compliance with the types of requirements that could have a direct and material effect on the major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for the major federal program 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 the ***Boys & Girls Clubs of Metropolitan Phoenix, Inc. and Subsidiaries'*** internal control over compliance.

A *deficiency in internal control over compliance* exists when the design or operation of a control over compliance 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. A *significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

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 material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of OMB Circular A-133. Accordingly, this report is not suitable for any other purpose.

Mayer Hoffman McCann P.C.

Phoenix, Arizona
December 17, 2014

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

SCHEDULE OF FINDINGS AND QUESTIONED COSTS

Year Ended August 31, 2014

Section I – Summary of Auditor's Results

Financial Statements

Type of Auditor's Report Issued:		Unmodified
Internal control over financial reporting:		
Material weakness(es) identified?	_______Yes	____X___No
Significant deficiency(ies) identified that are not considered to be material weaknesses?	_______Yes	____X___None reported
Noncompliance material to financial statements noted?	_______Yes	____X___No

Federal Awards

Internal control over major programs:		
Material weakness(es) identified?	_______Yes	____X___No
Significant deficiency(ies) identified that are not considered to be material weaknesses?	_______Yes	____X___None reported
Type of Auditor's Report issued on compliance for major programs:		Unmodified
Any audit findings disclosed that are required to be reported in accordance with Section 510(a) of OMB Circular A-133?	_______Yes	____X___No

Identification of major programs:

CFDA Number	Name of Federal Program or Cluster
14.218	Community Development Block Grants/Entitlement Grants

Dollar threshold used to distinguish between type A and type B programs:		$ 300,000
Auditee qualified as a low-risk auditee?	____X___Yes	_______No

SCHEDULE OF FINDINGS AND QUESTIONED COSTS

Year Ended August 31, 2014

Section II – Financial Statement Findings

None

Section III – Federal Awards Findings

None

Section IV – Status of Prior Years Findings

None