FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

FOR THE YEAR ENDED DECEMBER 31, 2013

TOGETHER WITH INDEPENDENT AUDITORS' REPORT

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION FOR THE YEAR ENDED DECEMBER 31, 2013

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November 6, 2014

INDEPENDENT AUDITORS' REPORT

Board of Directors Onward! A Legacy Foundation Cortez, Colorado

We have audited the accompanying financial statements of **Onward!** A Legacy Foundation (a Colorado nonprofit corporation), which comprise the statement of financial position as of December 31, 2013, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Onward! A Legacy Foundation as of December 31, 2013, and the changes in its net assets and its cash flows for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of functional expenses is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the 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 financial statements as a whole.

Report on Summarized Comparative Information

We have previously audited the Onward! A Legacy Foundation's financial statements for the year ended December 31, 2012, and we expressed an unmodified audit opinion on those audited financial statements in our report dated November 5, 2013. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2012, is consistent, in all material respects, with the audited financial statements from which it has been derived.

TAYLOR, ROTH AND COMPANY, PLLC CERTIFIED PUBLIC ACCOUNTANTS

Taylor, Rath and Coupany PLLC

STATEMENT OF FINANCIAL POSITION DECEMBER 31, 2013 (WITH COMPARATIVE TOTALS FOR 2012)

				20)13					2012
	Unrestricted		Temporarily ed Restricted		Permanently Restricted		Total			Total
<u>Assets</u>										
Cash and cash equivalents	\$	140,701	\$	17,139	\$	-	\$	157,840	\$	106,144
Accounts receivable		425		-		-		425		2,478
Pledge receivable		_		50,000		-		50,000		-
Prepaid expenses		585		322		-		907		1,066
Investments (Note 3)		265,394	1	,451,481		210,066	1,	926,941	1	,660,404
Total assets	\$	407,105	\$ 1	,518,942	\$	210,066	\$ 2,	136,113	\$ 1	,770,092
<u>Liabilities and net assets</u> Liabilities										
Accounts payable	\$	1,240	\$	-	\$	-	\$	1,240	\$	8,726
Payroll-related accruals		1,857		-		_		1,857		1,101
Agency funds payable (Note 4)		353,598				_	<u></u>	353,598		168,076
Total liabilities		356,695		_				356,695		177,903
Net assets										
Unrestricted										,
Operating		41,819		-		-		41,819		19,330
Board-designated										
endowment (Note 5)		8,591		-		-		8,591		7,124
Temporarily restricted (Note 6)		-	1	,518,942		-	,	518,942	1	,357,394
Permanently restricted (Note 7)		-		-		210,066		210,066		208,341
Total net assets		50,410	1	,518,942		210,066	1,	779,418	1	,592,189
Total liabilities and net assets	\$_	407,105	\$ 1	,518,942	\$	210,066	\$ 2,	136,113	\$ 1	,770,092

STATEMENT OF ACTIVITIES FOR THE YEAR ENDED DECEMBER 31, 2013 (WITH COMPARATIVE TOTALS FOR 2012)

		2012			
	Unrestricted	Temporarily Restricted	Permanently Restricted	•	
Revenue and other support					
Contributions	\$ 650	\$ 289,022	\$ 1,725	\$ 291,397	\$ 1,060,896
Investment income	9,454	156,373	-	165,827	119,629
Grants	_	63,173	-	63,173	28,570
Special events	-	23,267	-	23,267	18,201
Less: direct cost of special events	-	(7,917)	-	(7,917)	(9,893)
Governmental grants and contracts	-	20,813	-	20,813	-
Program fees	8,706	-	-	8,706	7,097
In-kind contributions (Note 8)	22,355	-	-	22,355	28,995
Net assets released from			,		
restrictions (Note 9)	383,183	(383,183)	-		-
Total revenue and other support	424,348	161,548	1,725	587,621	1,253,495
Expense					
Program services					
Scholarship funds	132,854	-	-	132,854	98,366
Program services	149,428	-	-	149,428	88,641
Donor advised funds	74,800	-	-	74,800	86,800
Endowment funds	1,026	_		1,026	3,855
Total program expense Supporting services	358,108	-	-	358,108	277,662
General and administrative	36,695	_	-	36,695	42,858
Fund-raising	5,589			5,589	7,249
Total expense	400,392	_	_	400,392	327,769
Change in net assets	23,956	161,548	1,725	187,229	925,726
Net assets, beginning of year	26,454	1,357,394	208,341	1,592,189	666,463
Net assets, end of year	\$ 50,410	\$ 1,518,942	\$ 210,066	\$ 1,779,418	\$ 1,592,189

The accompanying notes are an integral part of these financial statements

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2013 (WITH COMPARATIVE TOTALS FOR 2012)

		2013	 2012
Cash flows from operating activities			
Change in net assets	\$	187,229	\$ 925,726
Adjustments to reconcile change in net assets	·	,	,
to net cash provided by operating activities			
Donated securities		_	(2,348)
Net unrealized (gains)losses on securities		(114,573)	(82,653)
Changes in operating assets and liabilities			
(Increase)decrease in accounts receivable		2,053	(2,478)
(Increase)decrease in pledge receivable		(50,000)	-
(Increase)decrease in prepaid expenses		159	(1,066)
Increase(decrease) in accounts payable		(7,486)	6,473
Increase(decrease) in payroll-related accruals		756	(1,132)
Increase(decrease) in agency funds payable		185,522	 (22,011)
Net cash provided(used) by operating activities		203,660	 820,511
Cash flows from investing activities			
(Reinvestment) of earnings		(75,588)	(53,219)
(Purchase) of investments		(137,716)	(810,116)
Proceeds from investments		61,340	21,923
Net cash provided(used) by investing activities		(151,964)	 (841,412)
Net increase(decrease) in cash and cash equivalents		51,696	(20,901)
Cash and cash equivalents, beginning of year		106,144	127,045
Cash and cash equivalents, end of year	\$	157,840	\$ 106,144

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2013

NOTE 1 - NATURE OF ACTIVITIES

Onward! A Legacy Foundation (the Organization) is a not-for-profit organization located in Cortez, Colorado. The mission of the Organization is to provide opportunities to develop and maintain a sustainable resource base that will enhance the quality of life for residents in the Four Corners' communities. The Organization focuses its efforts on scholarships, civic beautification, social services, art and culture, and organization development. To achieve this mission, the Organization invests donor funds responsibly to preserve capital, provide growth, and earn income for grant making. The Organization is supported primarily by contributions and investment income.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PROCEDURES

1. Basis of Accounting

The financial statements of the Organization have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables, and other liabilities.

2. Basis of Presentation

The Organization is required to report information regarding its financial position and activities according to three classes on net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

3. Cash and Cash Equivalents

The Organization considers all unrestricted highly liquid investments with an initial maturity of three months or less to be cash equivalents.

4. Restricted and Unrestricted Revenue

Contributions received are recorded as increases in unrestricted, temporarily restricted, or permanently restricted net assets, depending on the existence and/or nature of any donor restrictions.

5. Donations

The Organization reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of donated assets. When a donor 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 statement of activities, as net assets released from restrictions.

The Organization reports gifts of land, buildings, and equipment as unrestricted support unless the explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent donor stipulations regarding how long those long-lived assets must be maintained, the Organization reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PROCEDURES (concluded)

6. Grants

Grants are not recorded as expense until distributed since the Organization reserves the right to rescind any unpaid grants.

7. Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

8. Income Taxes and Private Foundation Status

The Organization has received an Internal Revenue Service exemption from federal income taxes under Section 501(c)(3). Accordingly, no provision or liability for income taxes has been provided in the accompanying financial statements. The Organization's federal *Return of Organization Exempt from Income Tax* (Form 990) is subject to examination by the IRS, generally for three years.

9. Functional Reporting of Expenses

For the year ended December 31, 2013, the costs of providing the various programs and other activities have been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

10. Fair Value Measurements

The Organization follows the provisions of the Fair Value Measurements and Disclosures Topic of FASB ASC, which require use of a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels: quoted market prices in active markets for identical assets and liabilities (Level 1); inputs other than quoted market prices that are observable for the asset or liability, either directly or indirectly (Level 2); and unobservable inputs for the asset or liability (Level 3).

11. Summarized Prior-Year Information

The 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 generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended December 31, 2012 from which the summarized information was derived.

12. Reclassifications

Certain amounts in the prior-year financial statements have been reclassified to conform to the presentation in the current-year financial statements. In the Schedule of Functional Expenses, "Travel" expenses of \$407 have been reclassified from "All other."

13. Subsequent Events

Management has evaluated subsequent events through November 6, 2014, the date the financial statements were available to be issued.

NOTE 3 - INVESTMENTS

Investments are carried at market value and consist of the following:

					Unrealized
		Cost	Fair	-	preciation
<u>Description</u>	Bas		 Value	(De	preciation)
Equities	\$	965,036	\$ 1,173,946	\$	208,910
Corporate bonds		537,792	534,347		(3,445)
Preferred stock		185,885	159,476		(26,409)
Government bonds		36,967	34,476		(2,491)
Certificates of deposit		5,737	5,737		_
Cash and cash equivalents		18,959	 18,959		-
Total	\$_	1,750,376	\$ 1,926,941	\$	176,565

Investment returns are summarized as follows:

<u>Description</u>	 Amount
Interest and dividends Realized gains(losses) Unrealized gains(losses)	\$ 62,981 12,607 114,573
Subtotal Less: allocations to agency funds	190,161 (24,334)
Total	 165,827

The following table summarizes the levels in the fair value hierarchy into which the Organization's investments fall as of December 31, 2013:

Description	Total	Level 1	 Level 2	Level 3
Equities	\$ 1,173,946	\$ 1,173,946	\$ -	\$ _
Corporate bonds	534,347	534,347	-	-
Preferred stock	159,476	159,476	-	-
Government bonds	34,476	33,300	1,176	-
Certificates of deposit	5,737	5,737	-	-
Cash and cash eqivalents	18,959	18,959	_	
Total	\$ 1,926,941	\$ 1,925,765	\$ 1,176	\$ _

The Organization follows the Fair Value Measurements and Disclosures Topic of FASB ASC which requires enhanced disclosures about assets and liabilities that are measured and reported at fair value. The standard establishes a hierarchal disclosure framework which prioritizes and ranks the level of market price observability used in measuring investments at fair value. Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

NOTE 3 - INVESTMENTS (concluded)

Investments measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1 — Quoted prices are available in active markets for identical investments as of the reporting date. The Organization has investments in equities, mutual funds, corporate fixed income bonds, government securities and certificates of deposit in this category.

Level 2 – Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date. Fair value is determined through the use of models or other valuation methodologies. The Organization has investments in certain government securities in this category.

Level 3 – Pricing inputs are unobservable for the investment and include situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation. The Organization does not have any investments in this category.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

NOTE 4 - AGENCY FUNDS PAYABLE

When the Organization accepts a contribution from a donor and agrees to transfer those assets, the return on investment of those assets, or both to an entity specified by the donor, professional standards require that a liability be recorded, rather than a contribution. The Organization refers to such funds as agency funds.

NOTE 5 - BOARD-DESIGNATED ENDOWMENT

The principal invested in the board-designated endowment is intended to be held in perpetuity, with the income used exclusively for grant-making and other charitable works. Because the Board has control, the board-designated endowment is designated as unrestricted net assets. Ten percent of the Foundation's monthly net income is transferred to the General Fund Endowment, per direction from the Board of Directors.

NOTE 6 - TEMPORARILY RESTRICTED NET ASSETS

At year-end, temporarily restricted net assets are available for the following purposes:

Description	/ _	Amount
Donor advised funds		\$ 810,506
Scholarship funds		510,945
Fiscal funds and other sponsored direct programs		150,663
Endowment funds		46,828
Total	_	\$ 1,518,942

NOTE 7 - PERMANENTLY RESTRICTED NET ASSETS

At year-end, permanently restricted net assets are available for the following purposes:

Description	Amount
General Fund Endowment	\$ 105,270
Searle Community Endowment Fund	64,327
Cortez Public Library Endowment Fund	 40,469
Total	\$ 210,066

NOTE 8 - IN-KIND CONTRIBUTIONS AND RELATED PARTIES

The Organization's Executive Director owns an accounting firm, Forth & Associates, located in Cortez, Colorado, which is where the Organization's office is located. Forth & Associates provides the office space, office equipment, and general office support for the Organization. The Organization paid the Executive Director \$5,000 during 2013. Forth and Associates was paid \$4,340 during 2013 for general bookkeeping and office support. The difference between these payments and the value of the time spent working on activities of the Organization is recorded as an in-kind contribution of professional services. During the year ended December 31, 2013, the in-kind contribution recorded was \$22,355.

Certain members of the Board of Directors and/or their immediate relatives are distribution advisors to certain funds held by the Organization.

NOTE 9 - NET ASSETS RELEASED FROM RESTRICTIONS

During the year, net assets were released from donor restrictions by incurring expenses satisfying the restricted program purposes:

<u>Description</u>	Amount
Fiscal funds and other sponsored direct programs	\$ 166,568
Scholarship funds	140,790
Donor advised funds	74,800
Endowment funds	1,025
Total	\$ 383,183

NOTE 10 - ENDOWMENT FUNDS

The Organization's endowments consist of three individual funds established for a variety of purposes and, as required by generally accepted accounting principles, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

The Board of Directors ensures that in all aspects of institutional funds management, the Organization acts in compliance with the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as stated in Colorado Revised Statutes 15-1-1101 through 1110, as well as all other applicable state and federal laws. The "prudent investor rule" states that in managing its institutional funds, the Organization and its agents shall act in good faith with the care that an ordinarily prudent person in a like position would exercise under similar circumstances. In the preservation of the endowment fund, primary consideration is given to donor intent as expressed in a gift instrument and as expressly enumerated in prudence factors in UPMIFA.

The Organization classifies as permanently restricted net assets the original value of gifts donated to the permanent endowment and the original value of subsequent gifts to the permanent endowment. In accordance with the Foundation's interpretation of UPMIFA, any remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as unrestricted net assets or temporarily restricted net assets until those amounts are appropriated for expenditure by the Organization in a manner consistent with the donor's intent as stated in the gift instrument. In making a determination to appropriate or accumulate donor-restricted endowment funds, the Organization shall act in good faith and if relevant, considers the following factors: (1) the duration and preservation of the endowment fund; (2) the purposes of the institution and the endowment fund; (3) general economic conditions; (4) the possible effect of inflation or deflation; (5) the expected total return from income and the appreciation of investments; (6) other resources of the institution; and (7) the investment policy of the institution.

Endowment Investment Objective. The Organization's primary objectives in managing endowments are to create a steady stream of revenue to support its mission, to preserve the purchasing power of the endowment in perpetuity, and to achieve the highest total return with a reasonable level of risk.

Endowment Spending Policy. The Organization has adopted investment and spending polices, approved by the Board of Directors, for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of these endowment assets over the long-term. The Organization's spending and investment policies work together to achieve this objective. The investment policy establishes an achievable return objective through diversification of asset classes. The current long-term return objective is to return 5%, net of investment fees. Actual returns in any given year may vary from this amount. To satisfy its long-term rate-of-return objectives, the Organization relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Organization targets a diversified asset allocation that places an emphasis on corporate bonds and equity-based investments to achieve its long-term return objectives within prudent risk parameters.

Originally contributed endowment principal is maintained in permanently restricted net assets; accumulated net earnings and appreciation and depreciation on related investments are recorded in unrestricted or temporarily restricted net assets as specified by the donor.

Endowment asset composition as of December 31, 2013 consisted of donor restricted and board-designated funds. From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor or UPMIFA requires the Organization to retain as a fund of perpetual duration. There were no deficiencies as of December 31, 2013. Endowment assets are included with investments on the statement of financial position.

NOTE 10 - ENDOWMENT FUNDS (concluded)

Changes in endowment assets as of December 31, 2013, are as follows:

<u>Description</u>	Unrestricted Board- designated		Board- Temporarily		rmanently Restricted	Total
Endowment assets, beginning of year	\$	7,124	\$	24,179	\$ 208,341	\$ 239,644
Contributions Investment income Appropriation of endowment		1,467 -		23,595	1,725	3,192 23,595
assets for expenditure Total	\$	8,591	\$	(1,025) 46,749	 210,066	\$ (1,025) 265,406

NOTE 11 - CONCENTRATION OF RISK

The Organization holds investments in two brokerage accounts that are subject to market value fluctuation.

SUPPLEMENTARY INFORMATION

SCHEDULE OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2013 (WITH COMPARATIVE TOTALS FOR 2012)

	2013									
	\ \	Program Services					Supporting Services			
	Scholarship	Program	Donor Advised	Endowment		General and			$\sum_{i=1}^{n} \frac{1}{N_i} \sum_{i=1}^{n} \frac{1}{N_i}$	
	Funds	Services	Funds	Funds	Total	Admin	Fund-raising	Total	Total	
Salaries	\$ -	\$ 31,332	*********** -	\$ 4.	\$ 31,332	\$ 6,017	\$ -	\$ 37,349	\$ 43,420	
Payroll taxes and benefits		3,218		- · · · · · · · · · · · · · · · · · · ·	3,218	483	- · · - · · · - · · · - · · · · - · · · · - ·	3,701	4,628	
Grants and scholarships	129,994	33,784	74,800	1,026	239,604		· · · · · · · · ·	239,604	193,595	
Professional services	1,100	13,988	·-		15,088	16,848	5,589	37,525	29,928	
Program supplies	<u>-</u>	35,506	' <u>'</u>	· · · · · · · · · · · · · · · · · · ·	35,506	· · · · · · · · · · · -		35,506	21,901	
Facility/site rental	· •	13,750	ja – 1 j + - j	1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -	13,750	1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -	-	13,750	6,500	
Accounting services	· · · · · · · · · · · · · · · · · · ·	200		· · · · · · · · · · · · · · ·	200	10,340		10,540.	8,766	
Meals	- r**	5,544		-	5,544		<u>-</u>	5,544	1,296	
Staff development and training	· _ /	2,445	-		2,445	e - 23 - 2 4	· -	2,445	2,607	
Travel	. s · · · <u>L</u>	2,350	·	- ,	2,350	-		2,350	407	
Office expense	450	1,592	· · · · · · · · · · · · · · · · · · ·		2,042	340	· . · · · · · · · · · · · · · · · · · ·	2,382	4,006	
Occupancy		2,188		- · · · · · · · · · · · · · · · · · · ·	2,188			2,188	1,402	
Marketing and advertising	630	1,138			1,768		_	1,768	2,665	
Dues and subscriptions	100	326	· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·	426	924	<u>-</u> _	1,350	1,104	
Insurance					·	1,300	<u>-</u>	1,300	1,785	
Printing	199	804		<u> </u>	1,003			1,003	2,473	
All other	381	1,263	_	· -	1,644	443	No.	2,087	1,286	
Total	\$ 132,854	\$ 149,428	\$ 74,800	\$ 1,026	\$ 358,108	\$ 36,695	\$ 5,589	\$ 400,392	\$ 327,769	