FINANCIAL STATEMENTS

MARCH 31, 2013

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INDEPENDANT AUDITORS REPORT

To the members of Phoenix Foundation of the Boundary Communities

We have audited the accompanying financial statements of Phoenix Foundation of the Boundary Communities, which comprise the statement of financial position as at March 31, 2013, and the statements of operations, changes in fund balances and cash flows, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

STRENGTH IN NUMBERS

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of 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 present fairly, in all material respects, the financial position of Phoenix Foundation of the Boundary Communities as at March 31, 2013, and its financial performance and cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations

Report on other legal and regulatory requirements

As required by the British Columbia Society Act, we report that, in our opinion, these principles have been applied on a basis consistent with that of the preceding year.

Grand Forks, BC August 20, 2013 Kemp Harvey Burch Kientz Inc. CERTIFIED GENERAL ACCOUNTANTS

PHOENIX FOUNDATION OF THE BOUNDARY COMMUNITIES STATEMENT OF OPERATIONS

FOR THE YEAR ENDED MARCH 31, 2013

	Operations		Income, Grants and Flow Thru		E	Endowment		2013	2012
REVENUES									
Endowment contributions	_		,			744		744 6	4 244
♦ Agency	\$	-	\$	-	\$	744	\$	744 \$	1,244
◆ Community		-		-		7,991		7,991	10,579
◆ Designated		-		-		196		196	2,000
◆Donor Advised		-		-		101,000 350		101,000 350	106,000 200
♦ Field of Interest		-		_		8,050		8,050	20,270
◆ Scholarship		-				6,030		•	·
Flow thru grants and contributions		-		51,222		-		51,222	52,009
Fundraising and other contributions		8,004		-		-		8,004	7,151
Investment income - Note 4		-	_	11,665	_	159,305	_	170,970	75,649
		8,004		62,887		277,636		348,527	275,102
EXPENDITURES									
Administrative and office services		8,522		-		-		8,522	9,500
Amortization		405		-		-		405	691
Board meetings		149		-		-		149	118
Fundraising costs		-		-		-		-	6,500
Insurance		998		-		-		998	875
Investment management fees		-		-		16,230		16,230	15,098
Membership dues		506		-		-		506	450
Office and general		152		-		-		152	386
Professional fees		2,084		-		-		2,084	2,324
Promotion and advertising Public meetings and events		2,784 2,744		-		-		2,784 2,744	1,244 2,065
Travel and conferences		1,277				-		1,277	2,065 485
Y Shift		-		500		_		500	500
		19,621		500		16,230		36,351	40,236
AVAILABLE BEFORE DISTRIBUTIONS		(11,617))	62,387		261,406		312,176	234,866
OTHER INCOME									
Disposition of capital assets		(145)	_	-	_	-	_	(145)	-
DISTRIBUTIONS									
Grants		-		53,038		-		53,038	31,102
Flow thru			_	49,670	_	-		49,670	51,669
		-		102,708		-		102,708	82,771
EXCESS (DEFICIENCY) AFTER DISTRIBUTIONS	\$	(11,762)	\$	(40,321)) \$	261,406	\$	209,323 \$	152,095

STATEMENT OF CHANGES IN FUND BALANCES FOR THE YEAR ENDED MARCH 31, 2013

	Operations	Income, Grants and Flow Thru	Endowment	2013	2012
Beginning balance Excess (deficiency) after	\$ 10,025	\$ 98,321	\$ 1,700,886	\$ 1,809,232 \$	1,657,137
distributions - Statement A	(11,762	(40,321)	261,406	209,323	152,095
Interfund transfers - Note 5	(1,737 14,404	58,000 11,096	1,962,292 (25,500)	2,018,555	1,809,232
	12,667	69,096	1,936,792	2,018,555	1,809,232

PHOENIX FOUNDATION OF THE BOUNDARY COMMUNITIES STATEMENT OF FINANCIAL POSITION

MARCH 31, 2013

23,244 - 1,398 10,048) 634	\$	48,094 10,954	\$	_	\$	74 220		
1,398 10,048) 634	\$		\$	_	\$	74 220		
15,228		10,048	_	6,170 - - - - - 6,170	_	71,338 17,124 1,399 - 634 90,494	\$ _	101,453 16,230 - - - 631 118,314
-		-		1,930,622		1,930,622		1,695,534
			_		_			549
15,228	\$	69,096	\$	1,936,792	\$	2,021,116		1,814,397
2,301	•		<u> </u>		<u>*</u>	2,301	7	5,165
								549
		- 24 297		1 919 646		1 943 943		1,708,125
200		•		-				43,390
12,467		27,618		17,146		57,231		57,168
12,667		69,096		1,936,792		2,018,555		1,809,232
15,228	\$	69,096	\$	1,936,792	\$	2,021,116	\$	1,814,397
	2,561 - - 200 12,467 12,667	12,467	2,561 \$ - -	2,561 \$ - \$ 24,297 200 17,181 12,467 27,618 12,667 69,096	2,561 \$ - \$ - - 24,297 1,919,646 200 17,181 - 12,467 27,618 17,146 12,667 69,096 1,936,792	2,561 \$ - \$ - \$ - 24,297 1,919,646 200 17,181 - 12,467 27,618 17,146 12,667 69,096 1,936,792	2,561 \$ - \$ - \$ 2,561 	

PHOENIX FOUNDATION OF THE BOUNDARY COMMUNITIES STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2013

	Operations			Income, Grants and Flow Thru	Endowment			2013	2012	
OPERATIONS										
Receipts from contributions and fundraising	\$	8,003	\$	51,222	\$	118,331	\$	177,555 \$	199,452	
Receipts (expenditures) from investment income		104		11,487		66,381		77,972	72,232	
Payments to suppliers for goods and services		(21,823)		(500)		(16,229)		(38,552)	(37,505)	
Distributions made	_	(1,399)		(102,708)	-	-	_	(104,107)	(82,771)	
CASH PROVIDED (USED)		(15,115)		(40,499)		168,483		112,868	151,408	
INVESTMENTS Proceeds (acquisition) of investments		-		-		(142,983)		(142,983)	(152,611)	
INCREASE (DECREASE) IN CASH		(15,115)		(40,499)		25,500		(30,115)	(1,203)	
BEGINNING CASH		23,955		77,498		-		101,453	102,656	
INTERFUND TRANSFERS		14,404		11,095	_	(25,500)	_	<u> </u>	-	
ENDING CASH	\$	23,244	\$	48,094	\$	-	\$	71,338 \$	101,453	
CASH REPRESENTED BY: Cash	\$	23,244	\$	48,094	\$	-	\$	71,338 \$	101,453	

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2013

Note 1 PURPOSE OF THE ORGANIZATION

The purpose of the Foundation is to make the Boundary area a better place to live and work by distributing the earnings from a permanent ever-growing pool of funds.

The Foundation is incorporated under the Society Act of British Columbia. It is a registered charity within the definition of the Income Tax Act and therefore is exempt from income taxes and may issue charitable donation receipts to donors.

Note 2 SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Presentation

The financial statements of the Foundation have been prepared, in accordance with Canadian accounting standards for not-for-profit organizations.

b) Use of estimates

When preparing financial statements, according to Canadian accounting standards for not-for-profit organizations, estimates are made and assumptions relating to:

- Reported amounts of revenue and expenditures
- · Reported amounts of assets and liabilities
- · Disclosure of contingent assets and liabilities

Assumptions are based on a number of factors including historical experience, current events, actions that the Foundation may undertake in the future, and other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates under different conditions and assumptions. Estimates are used when accounting for certain items such as accrued interest receivable, useful lives of capital assets, accrued liabilities.

c) Fund accounting

The Foundation uses the restricted fund method of accounting for contributions.

The Operations Fund reports the operating and administrative activities of the Foundation and includes contributions towards administrative activities, capital asset acquisitions and amortization and operating expenditures.

The Income, Grants and Flow Thru Fund reports investment income earned and designated for distribution, grants received for distribution, flow thru contributions and disbursements made and all other distributions.

Donations for endowment are recognized as revenue in the Endowment Fund. The Endowment Fund reports, income earned, gains and losses and management fees paid, on investments.

d) Revenue recognition

Unrestricted contributions are recognized as revenue of the Operations Fund in the year received or receivable if the amount to be recorded can be reasonably estimated and collection is reasonably assumed.

Flow Thru grants and contributions are recognized as revenue in the Income, Grants and Flow Thru Fund.

Contributions for endowment and investment income earned from endowments are recognized as revenue in the Endowment Fund.

All other investment income is recognized as revenue in the Income, Grants and Flow Thru Fund.

Note 2 SIGNIFICANT ACCOUNTING POLICIES, continued

e) Foreign currency translation

Foreign currency denominated monetary assets and liabilities are translated to Canadian dollars at the exchange rate in effect at the Statement of Financial Position date. Foreign currency denominated non-monetary assets and liabilities are translated to Canadian dollars at the exchange rate in effect on the transaction date. Revenue and expenditure items are translated at the average exchange rate for the period. Foreign exchange gains or losses are included in the determination of excess of revenue and gains over expenditure and losses for the year.

f) Contributed services

Volunteers contribute many hours per year to assist the Foundation in carrying out its activities. Because of the difficulty of determining their fair value, contributed services are not recognized in these financial statements.

g) Investments

The Foundation accounts for investments in publicly traded shares at fair value, determined using market prices on the stock exchanges at the statement of financial position date. The resulting unrealized gains or losses are reported in income. All investments are held at the Vancouver Foundation and TD Waterhouse, where the Foundation has no significant influence.

h) Amortization

Amortization of tangible capital assets has been recorded using the straight line method over the following period of time, prorated for the number of months of ownership:

Furniture and equipment 10 years Computer equipment 3 years

Impairment of tangible capital assets is reviewed whenever events or changes in the circumstances indicate that the carrying value may not be recoverable. An impairment loss is recognized for the excess of the carrying value over the fair value of the asset, during the year the impairment occurred.

g) Comparative figures

Certain prior year comparative figures have been adjusted where applicable to conform with the presentation used in the current year.

Note 3 FINANCIAL INSTRUMENTS

The Foundation's financial instruments consist of cash, interest receivable, marketable securities and accounts payable. It is the opinion of management that The Foundation is exposed to financial risks that arise from systematic market risk, unsystematic individual securities risk, credit risk, liquidity risk and the fluctuation of currency exchange rates and interest rates.

Systematic market risk

The Foundation is exposed to financial risk that arises from systematic market risk as the result of investments in marketable securities subject to public stock and bond market fluctuations and volatility. Interest rates, recession and wars all represent sources of systematic risk because they affect the entire market and cannot be avoided through diversification.

Unsystematic market risk

Unsystematic risk affects a very specific group of securities or an individual security. The diversification of the Foundation's investments provides protection from unsystematic risk but the risk still remains.

Credit risk

Credit risk is the risk that a company or government will be unable to pay the contractual interest or principal on its debt obligations to the Foundation. Cash, interest receivable and marketable securities are potentially impacted. Cash is held with reputable and major financial institutions. Other interest bearing investments are issued by high-credit corporations, financial institutions and governments. The risk of non-performance of these instruments is normally considered to be remote.

Liquidity risk

The Foundation is exposed to liquidity risk in meeting its obligations associated with financial liabilities, which is dependent on receipt of funds from contributors.

Currency risk

The exposure to currency risk is the result of a approximately 14% of the fair value of marketable securities being held in foreign currency with the resulting revenues being incurred in foreign currency. These balances are therefore subject to gain or losses due to fluctuations in that currency.

Interest rate risk

The Foundation is exposed to the risk that an investment's value will change as a result of a change in interest rates. The risk affects the value of bonds and other fixed income investments more directly than stocks. Bonds and fixed income investments comprise approximately 32% of the fair value of the marketable securities held.

Fair value

The cash, interest receivable and accounts payable are short-term financial instruments whose fair value approximates their carrying values.

The investments are long-term financial instruments and are shown at fair market values.

Note 4	INVESTMENT INCOME										
		Ор	Operations		Income, Grants and Flow Thru		Endowmen	t	2013		2012
	Interest and dividends Realized gains (losses) Unrealized gains (losses)	\$	- - -	\$	11,66 - -		67,20 3,05 89,05	0	\$ 78,865 3,050 89,055)	73,362 34,228 (31,941
		\$	-	\$	11,6	65 \$	159,30	5	\$ 170,970	\$	75,649
Note 5	INTERFUND TRANSFERS										
						0	perations		Income, Grants and Flow Thru	E	Indowment
	Administration fees Distributions Distributions for operating act Distributions transferred back Miscellaneous fund transfers		owments			\$	12,547 - 861 - 996	\$	(12,547) 25,027 (861) (523)	\$	- (25,027) - 523 (996)
						\$	14,404	\$	11,096	\$	(25,500)
Note 6	INVESTMENTS										
									2013		2012
	Vancouver Foundation Endowment Fund, before adj TD Waterhouse	justme	nt to fair	valu	e			\$	317,292	\$	317,292
	Cash and securities, before adjustment to fair value								1,529,228		1,412,539
	Allowance for unrealized gains	s (losse	s) on inve	stme	ents			- \$	59,625 1,906,145	_ \$	(34,297) 1,695,534
Note 7	TANGIBLE CAPITAL ASSETS										
				C	ost		cumulated nortization		Net Boo 2013	k '	Value 2012
	Computer equipment Furniture and equipment		\$		2,002	\$_	2,002	\$	-	\$_	404 145
					2,002		2,002		-	\$	549

Note 8 EXTERNALLY RESTRICTED FUNDS

The fund balances in the Income, Grants and Flow Thru Fund are restricted for future distributions in accordance with the agreement established with the donor.

The fund balances in the Endowment Fund are restricted, at the request of the donors, or were earned through fundraising activities, for the purpose of being held in perpetuity.

Note 9 INTERNALLY RESTRICTED FUNDS

The fund balances in the Operations Fund consist of funds set aside by the Board of Directors for future capital expenditures.

The fund balances in the Income, Grants and Flow Thru Fund consist of funds approved by the Board of Directors for specific grants.