Report on Financial Statements

For the years ended June 30, 2016 and 2015

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Independent Auditor's Report

To the Board of Directors The Cross-Over Ministry, Inc. Richmond, Virginia

Report on the Financial Statements

We have audited the accompanying financial statements of The Cross-Over Ministry, Inc. (the "Organization") which comprise the statement of financial position as of June 30, 2016, and the related statements of activities, functional expenses, 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 accounting principles generally accepted in the United States; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the 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 the Organization as of June 30, 2016, 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.

Restatement

As described in Note 3, management discovered that certain inventory and in-kind pharmaceutical contributions were overstated as a result of the Organization including prescription medications that were specific to individual patients and, therefore, donations to those patients rather than donations to the Organization. Our opinion is not modified with respect to this matter.

Other Matter

The financial statements of the Organization, as of and for the year ended June 30, 2015, before they were restated for the matter discussed in Note 3 to the financial statements, were audited by other auditors, whose report, dated November 16, 2015, expressed an unmodified opinion on those statements.

Richmond, Virginia September 15, 2016

Kimbee

The Cross-Over Ministry, Inc. Statements of Financial Position As of June 30, 2016 and 2015

				2015
		2016	(Restated)
Assets				
Current assets				
Cash and cash equivalents	\$	439,982	\$	343,724
Grants and other receivables, net		267,422		202,261
Inventory		537,348		304,284
Other current assets		22,858		41,712
Total current assets		1,267,610	•	891,981
Property, and equipment, net		478,689		521,134
Total assets	\$	1,746,299	\$	1,413,115
Liabilities and Net Assets				
Current liabilities				
Accounts payable and accrued expenses	\$	41,471	\$	41,790
Accrued payroll		65,220		88,157
Total current liabilities		106,691		129,947
Net assets				
Unrestricted		1,492,430		1,171,596
Temporarily restricted		147,178		111,572
Total net assets		1,639,608		1,283,168
Total liabilities and net assets	\$	1,746,299	\$	1,413,115

Statement of Activities

For the year ended June 30, 2016

	Unrestricted		Temporarily Restricted		Total	
Support and revenue						
Contributions:						
Individuals	\$	619,098	\$	-	\$	619,098
Grants and corporate gifts		665,789		965,488		1,631,277
In-kind contributions:						
General		1,013,836		-		1,013,836
Pharmaceuticals		5,429,150		-		5,429,150
Client service revenue		622,401		-		622,401
		8,350,274		965,488	-	9,315,762
Net assets released from restrictions		929,882		(929,882)		
Total support and revenue		9,280,156		35,606		9,315,762
Expenses						
Program services:						
Client services		8,434,566		-		8,434,566
Supporting services:				-		
Management and general		225,181		-		225,181
Fundraising		299,575		-		299,575
Total supporting services		524,756				524,756
Total expenses		8,959,322		-		8,959,322
Change in net assets		320,834		35,606		356,440
Net assets at beginning of year, as restated (See Note 3)		1,171,596		111,572		1,283,168
Net assets at end of year	\$	1,492,430	\$	147,178	\$	1,639,608

The Cross-Over Ministry, Inc.

Statement of Activities

For the year ended June 30, 2015 (Restated)

	Unrestricted Temporarily Restricted		Total
Support and revenue			
Contributions:			
Individuals	\$ 677,760	\$ 35,000	\$ 712,760
Grants and corporate gifts	1,045,282	83,893	1,129,175
In-kind contributions:			
General	841,754	-	841,754
Pharmaceuticals	3,044,717	-	3,044,717
Client service revenue	625,013	-	625,013
	6,234,526	118,893	6,353,419
Net assets released from restrictions	377,845	(377,845)	-
Total support and revenue	6,612,371	(258,952)	6,353,419
Expenses			
Program services:			
Client services	5,948,052	-	5,948,052
Supporting services:			
Management and general	174,364	-	174,364
Fundraising	279,051	-	279,051
Total supporting services	453,415	-	453,415
Total expenses	6,401,467		6,401,467
Change in net assets	210,904	(258,952)	(48,048)
Net assets at beginning of year	960,692	370,524	1,331,216
Net assets at end of year	\$ 1,171,596	\$ 111,572	\$ 1,283,168

The Cross-Over Ministry, Inc. Statement of Functional Expenses For the year ended June 30, 2016

	ı	Program							
		Services Supporting Servi		ces					
			Ma	Management and General Fundraising			Total		
	Clie	ent Services	and			<u>Fundraising</u>		<u>Expenses</u>	
Building expenses	\$	65,192	\$	672	\$	1,344	\$	67,208	
Computer maintenance		42,387		892		1,339		44,618	
Medical supplies		149,986		-		-		149,986	
Meeting expense		971		583		388		1,942	
Membership dues		10,398		16,966		-		27,364	
Mileage and tolls		2,167		131		313		2,611	
Miscellaneous		16,351		8,175		8,175		32,701	
Office rent		105,625		2,272		5,678		113,575	
Office supplies		24,455		1,473		3,536		29,464	
Payroll processing		-		5,297		-		5,297	
Postage		4,370		728		9,467		14,565	
Printing		6,622		3,973		15,894		26,489	
Professional fees		-		35,321		-		35,321	
Professional liability		15,524		-		-		15,524	
Program support		11,277		-		-		11,277	
Public relations		-		-		3,413		3,413	
Repairs and maintenance		10,307		-		-		10,307	
Salaries and fringe benefits		1,630,503		98,223		235,735		1,964,461	
Software expense		57,656		3,604		10,810		72,070	
Staff development		4,035		243		584		4,862	
Telephone		20,051		1,208		2,899		24,158	
Utilities		8,317		•				8,317	
Water and gas		3,611		-		-		3,611	
Total expenses before		<u> </u>							
depreciation and contributed									
pharmaceuticals, services and supplies		2,189,805		179,761		299,575		2,669,141	
Depreciation		80,259		-		-		80,259	
Contributed pharmaceuticals									
distributed		5,196,086		-		-		5,196,086	
Contributed services and									
supplies		968,416		45,420		-		1,013,836	
Total expenses	\$	8,434,566	\$	225,181	\$	299,575	\$	8,959,322	

The Cross-Over Ministry, Inc. Statement of Functional Expenses For the year ended June 30, 2015 (Restated)

	Program			
	Services	Supporting Services		
		Management		Total
	Client Services	and General	<u>Fundraising</u>	<u>Expenses</u>
Advertising	\$ -	\$ -	\$ 227	\$ 227
Bad debt adjustment	-	(12,104)	-	(12,104)
Building expenses	63,131	651	1,302	65,084
Computer maintenance	33,150	698	1,047	34,895
Medical supplies	111,127	-	-	111,127
Meeting expense	2,002	1,202	800	4,004
Membership dues	8,351	13,626	-	21,977
Mileage and tolls	1,960	119	283	2,362
Miscellaneous	21,828	10,914	10,914	43,656
Office rent	97,284	2,092	5,230	104,606
Office supplies	18,535	1,117	2,679	22,331
Payroll processing	-	4,634	-	4,634
Postage	4,830	805	10,465	16,100
Printing	7,240	4,344	17,376	28,960
Professional fees		15,582	-	15,582
Professional liability	31,856	-	-	31,856
Program support	13,343	-	-	13,343
Public relations	-	-	3,309	3,309
Repairs and maintenance	6,125	-	-	6,125
Salaries and fringe benefits	1,455,589	87,686	210,447	1,753,722
Software expense	60,847	3,803	11,409	76,059
Staff development	5,768	347	834	6,949
Telephone	18,877	1,137	2,729	22,743
Utilities	9,851	-	-	9,851
Water and gas	5,516	-	-	5,516
Total expenses before				
depreciation and contributed				
pharmaceuticals, services and supplies	1,977,210	136,653	279,051	2,392,914
Depreciation	60,861	-	-	60,861
Contributed pharmaceuticals				
distributed	3,105,939	-	-	3,105,939
Contributed services and				
supplies	804,042	37,711	-	841,753
Total expenses	\$ 5,948,052	\$ 174,364	\$ 279,051	\$ 6,401,467
•				

Statements of Cash Flows

For the years ended June 30, 2016 and 2015

	2016		2015
Cash Flows from operating activities			
Change in net assets	\$	356,440	\$ (48,048)
Adjustments to reconcile change in net assets			
to net cash provided by operating activities:			
Depreciation		80,259	60,861
In-kind donations distributed in excess of			
donations received		(233,064)	61,222
Bad debt (recovery) expense		-	(12,104)
Changes in assets and liabilities:			
Grants and other receivables		(65,161)	42,840
Other current assets		18,854	(21,741)
Accounts payable and accrued expenses		(319)	12,826
Accrued payroll		(22,937)	 (13,450)
Net cash provided by operating activities		134,072	82,406
Cash flows from investing activities			
Purchases of property and equipment		(37,814)	 (172,528)
Change in cash and cash equivalents		96,258	(90,122)
Cash and cash equivalents at beginning of year		343,724	433,846
Cash and cash equivalents at end of year	\$	439,982	\$ 343,724

Notes to Financial Statements June 30, 2016 and 2015

Note 1. The Organization

The Cross-Over Ministry, Inc. ("Cross-Over" or the "Organization") is a not-for-profit, non-stock corporation which was founded in the mid 1980's. Cross-Over has been recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code as notified by a determination letter from the Internal Revenue Service dated July 17, 1989. Cross-Over provides a full range of medical services and patient education to low income, uninsured individuals at two free clinics operating in downtown Richmond, Virginia and western Henrico County, Virginia.

Note 2. Summary of Significant Accounting Policies

Basis of presentation:

Cross-Over prepares its financial statements in accordance with accounting principles generally accepted in the United States ("GAAP") that includes the accrual basis of accounting.

Concentration and credit risk:

Financial instruments which potentially subject Cross-Over to concentrations of credit risk consist principally of cash and cash equivalents, grants receivable and other receivables. The Organization maintains cash on deposit with one financial institution located in the United States of America. The Federal Deposit Insurance Corporation (FDIC) provides insurance coverage for up to \$250,000 of cash held in each separate FDIC insured bank and savings institution. From time to time, the Organization may have amounts on deposit in excess of the insured limits.

At June 30, 2016 and 2015, approximately 70% - 60% of the Organization's grants and other receivables were derived from three to four donors, respectively.

Cash and cash equivalents:

Cross-Over considers all highly liquid instruments purchased with maturities of three months or less to be cash equivalents.

Grants and other receivables:

Grants and other receivables in the accompanying statements of financial position consist of a variety of grants and contributions expected to be received within one year. The Organization uses the allowance method to account for uncollectible receivables. The allowance is based on the current status of individual accounts and management's estimate of the collectability of the outstanding balances and historical experience. At June 30, 2016 and 2015, management determined an allowance for uncollectible grants and pledges was not necessary.

Notes to Financial Statements June 30, 2016 and 2015

Note 2. Summary of Significant Accounting Policies, Continued

Inventory:

Cross-Over's inventory, comprised of pharmaceutical products, is received from in-kind donations. As required by GAAP, the inventory is recorded as an asset when received based on the estimated retail value of such contributions, which approximates fair value.

Property and equipment:

Property and equipment are stated at cost less accumulated depreciation. The Organization capitalizes all expenditures in excess of \$500 with a minimum useful life of two years. Major repairs and betterments are capitalized and normal maintenance and repairs are charged to expense as incurred. Depreciation is computed using the straight-line and accelerated methods over the estimated useful lives of the related assets, which range from 2 to 39 years. Upon retirement or sale of an asset, the cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in operations.

Compensated absences:

It is the Organization's policy to permit eligible employees to accumulate earned but unused vacation subject to certain limitations. All unused vacation pay is accrued when incurred and is recorded in accrued payroll in the statements of financial position.

Net assets:

As required by GAAP, the accompanying financial statements have been prepared to present balances and transactions according to the existence or absence of donor-imposed restrictions. This has been accomplished by classification of fund balances into three classes of net assets: unrestricted, temporarily restricted, and permanently restricted net assets.

Unrestricted funds include funds that impose no restrictions on the Organization as to their use or purpose. Such funds are expended for charitable purposes as deemed appropriate by the Board of Directors and for operating purposes.

Temporarily restricted funds include funds that are restricted for use in a subsequent year or designated for a particular purpose. All grant funds received are recorded as an increase in temporarily restricted net assets. As the activities are performed, the restrictions to these net assets are released and subsequently reclassified to unrestricted net assets.

Permanently restricted funds include gift arrangements that provide that the principal assets of such funds are to be maintained in perpetuity. Endowment income is transferred to unrestricted funds for charitable or operating purposes to the extent permitted by the Organization's spending policy or as specified in the gift agreement. There were no permanently restricted assets at June 30, 2016 or 2015.

Notes to Financial Statements June 30, 2016 and 2015

Note 2. Summary of Significant Accounting Policies, Continued

Revenue recognition:

All contributions are considered available for the Organization's general programs unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor are reported as temporarily or permanently restricted support and increase the respective class of net assets.

Client service revenue includes a variety of patient related revenue including contributions from clinic patients receiving services at the health centers. Client service revenue is recorded when services are provided.

In-kind contributions:

The value of contributed materials and the value of services that either (a) created or enhanced a nonfinancial asset or (b) required specialized skills, was provided by individuals possessing those skills and would have been purchased if not contributed. See Note 11 for additional discussion.

Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income tax uncertainties:

As a qualified 501(c)(3) organization, Cross-Over is exempt from federal and state income taxes. Management has evaluated the Organization's tax positions and concluded that the Organization has no uncertain tax positions at June 30, 2016. The Organization's income tax returns for years since 2013 remain open to examination by tax authorities. The Organization is not currently under audit by any tax jurisdiction.

<u>Subsequent events:</u>

Management has reviewed subsequent events through September 15, 2016, the date the financial statements were available to be issued, and has determined that no additional disclosures are necessary.

Recently issued accounting standards:

On February 25, 2016, the Financial Accounting Standards Board (FASB) issued an accounting standards update (ASU) to improve financial reporting about lease transactions. The ASU requires organizations that lease assets to recognize on the statement of financial position the assets and liabilities for the rights and obligations created by those leases. The ASU effective date is for fiscal years beginning after December 15, 2019.

Notes to Financial Statements June 30, 2016 and 2015

Note 2. Summary of Significant Accounting Policies, Continued

Recently issued accounting standards, continued:

On August 18, 2016, the FASB issued an ASU that would require changes to the net asset classification and provide better information about a not-for-profit entity's liquidity, financial performance and cash flows. This change is intended to enhance the usefulness of a not-for-profit's financial statements. The ASU effective date is for fiscal years beginning after December 15, 2017.

Note 3. Restatement

During 2016, management determined that certain prescription medications distributed by the Organization, (those designated by the donating pharmaceutical manufacturer/distributor for specific patients) should be considered to be donations to the individual patients rather than donations to the Organization. Such medications were previously included in in-kind contributions when received, in client services expense when distributed and in inventory while awaiting distributions to patients. Accordingly these line items were overstated as of and for the year ended June 30, 2015 and 2014.

A summary of the restatement is as follows:

		As of and f	or the	year ended Jur	ne 30, 2	2015		
	As	Previously						
	Reported		Adjustments			As Restated		
Inventory	\$	728,601	\$	(424,317)	\$	304,284		
In-kind contributions: Pharmaceuticals	·	4,772,008	·	(1,727,291)		3,044,717		
Client services		7,675,343		(1,727,291)		5,948,052		
Net assets		1,707,485		(424,317)		1,283,168		
	As of and for the year ended June 30, 2014							
	As	Previously						
	Reported Adjustment		Reported		Reported Adjustment			As Restated
Net assets	\$	1,755,533	\$	(424,317)	\$	1,331,216		

Notes to Financial Statements June 30, 2016 and 2015

Note 4. Property and Equipment

Property and equipment consisted of the following at June 30, 2016 and 2015:

	 2016		2015
Land	\$ 72,849	\$	72,849
Buildings	142,267		142,267
Building improvements	447,789		447,789
Machinery and equipment	313,107		306,331
Computer equipment	282,315		253,672
Furniture and fixtures	 133,412		131,017
	1,391,739		1,353,925
Less accumulated depreciation	 913,050		832,791
	\$ 478,689	\$	521,134

Depreciation expense was \$80,259 and \$60,861 for 2016 and 2015, respectively.

Note 5. Line of Credit

The Organization has a \$275,000 line of credit with a commercial bank which is due upon demand. The line of credit is secured by a deed of trust on the property at Cowardin Avenue and requires monthly interest payments at the lesser of 5% or a variable interest rate equal to the bank's Prime rate. The line of credit matures on January 31, 2017. There was no outstanding balance on the line of credit at June 30, 2016 or 2015.

Note 6. Restricted Net Assets

Temporarily restricted net assets are designated for the following purposes at June 30, 2016 and 2015:

		2016		2015	
Salary for grant writer	\$	-	\$	27,679	
Time restricted grants		147,178		83,893	
Total restricted net assets	<u>\$</u>	147,178	\$	111,572	

Note 7. Net Assets Released from Restrictions

Net assets released from donor restrictions by incurring expenses satisfying the restricted purposes were as follows during 2016 and 2015:

		2016	 2015
Health and pharmacy	\$	818,310	\$ 87,412
Electronic health records		-	87,111
Salary for grant writer		27,679	7,321
Time restricted grants		83,893	196,001
Total restricted net assets	<u>\$</u>	929,882	\$ 377,845

Notes to Financial Statements June 30, 2016 and 2015

Note 8. Retirement Plan

The Organization sponsors a 401(k) profit sharing plan which covers all employees who complete 1,000 hours of service and one year of service, as defined in the plan document. The Organization did not make any contributions to this plan during 2016 and 2015.

Note 9. Lease Commitments

The Organization leases office space under an operating lease. The lease term was renewed during 2016 extending the term to March 2019. The lease provides for annual inflationary adjustments in rent and in accordance with accounting principles, lease expense is recognized on a straight-line basis over the life of the lease. Deferred rent as of June 30, 2016 and 2015 was \$1,125 and \$2,030, respectively, and is included in accounts payable and accrued expenses in the statements of financial position. Rent expense for 2016 and 2015 was \$112,450 and \$104,606, respectively.

Minimum future payments under the operating lease at June 30, 2016 are as follows:

2017	\$ 117,226
2018	125,461
2019	95,849

Note 10. Guarantees

Under its bylaws, the Organization has certain obligations to indemnify its current and former officers and directors for certain events or occurrences while the officer or director is, or was serving, at the Organization's request in such capacities. The maximum liability under these obligations is limited by the Code of Virginia. The Organization's insurance policies serve to further limit its exposure. The Organization believes that the estimated fair value of these indemnification obligations is minimal.

Note 11. In-Kind Contributions

As discussed below, the Organization receives contributed goods and services which are used to provide services to its uninsured patients. Contributed goods and services are recorded at their estimated fair value determined at the date of receipt. A summary of contributed goods and services received during the years ending June 30, 2016 and 2015 is as follows:

 Pharmaceuticals – Cross-Over participates in several partnership networks which work with pharmaceutical companies to provide access to prescription, vaccinations and over-the-counter medications to the uninsured. The value of contributions received from these networks was approximately \$5.4 million and \$3.0 million during 2016 and 2015, respectively, based on the estimated retail costs of such contributions as provided by the networks.

At June 30, 2016 and 2015, Cross-Over holds approximately two months of pharmaceuticals on hand for future use and distribution, which is represented as inventory on the statement of financial position.

Notes to Financial Statements June 30, 2016 and 2015

Note 11. In-Kind Contributions, Continued

Cross-Over receives and distributes certain prescription medications from a donating pharmaceutical manufacturer/distributor that are specific to a patient. Cross-Over estimates there to be no fair value associated with these medications as such medications are donations to the individual patients, not the Organization.

- Professional services Cross-Over received approximately 18,100 and 15,700 hours of volunteered professional services from various medical doctors (general practitioners and specialists), dentists, and nurses in the care of its patients during 2016 and 2015, respectively. The value of such volunteer hours was approximately \$1,000,000 and \$833,000 during 2016 and 2015, respectively, based on hourly rates obtained from The Virginia Association of Free Clinics.
- Medical supplies Cross-Over also received approximately \$5,450 and \$9,000 of medical supplies, office furniture and equipment and computers during 2016 and 2015, respectively, from various donors.
- Cross-Over also directly receives, at no cost, sample medications from various pharmaceutical manufacturers which it uses in the care of and distributes to its patients. Cross-Over estimates there to be no fair value to be recorded in connection with the samples.
- Lab and diagnostic services Blood, tissue and other health screening and diagnostic services are
 provided directly to Cross-Over's patients by two Richmond-based medical facilities. The value of
 contributed lab and diagnostic services provided to Cross-Over's patients have not been included in the
 in-kind contributions.