

Graham Windham

Financial Statements

June 30, 2008



O'Connor Davies Munns & Dobbins, llp
ACCOUNTANTS AND CONSULTANTS

Independent Auditors' Report

**Board of Directors
Graham Windham**

We have audited the accompanying statement of financial position of Graham Windham as of June 30, 2008 and the related statements of activities, functional expenses and cash flows for the year then ended. These financial statements are the responsibility of Graham Windham's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from Graham Windham's financial statements as of and for the year ended June 30, 2007 and, in our report dated November 6, 2007 we expressed an unqualified opinion on those financial statements.

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 includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Graham Windham's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Graham Windham as of June 30, 2008 and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

O'Connor Davies Munns & Dobbins, LLP

New York, New York
November 6, 2008

Graham Windham

Statement of Financial Position

June 30, 2008

(With comparative amounts at June 30, 2007)

	<u>2008</u>	<u>2007</u>
ASSETS		
Cash and cash equivalents	\$ 5,195,267	\$ 4,409,276
Public maintenance receivables	8,910,929	6,882,523
Other accounts receivable and prepaid expenses	1,103,715	868,324
Investments	9,294,486	9,661,302
Property, plant and equipment, net	<u>4,975,991</u>	<u>5,336,880</u>
	<u>\$ 29,480,388</u>	<u>\$ 27,158,305</u>
 LIABILITIES AND NET ASSETS		
Liabilities		
Accounts payable and accrued expenses	8,512,732	7,101,304
Due to governments	8,055,093	6,993,103
Due to Greenburgh School	244,329	244,329
Security deposits	13,406	13,406
Mortgage payable	<u>1,284,000</u>	<u>1,356,000</u>
Total Liabilities	<u>18,109,560</u>	<u>15,708,142</u>
Net Assets		
Unrestricted		
Unrestricted	9,469,458	9,673,871
Board designated	-	30,609
Total Unrestricted	<u>9,469,458</u>	<u>9,704,480</u>
Temporarily restricted	1,074,774	841,707
Permanently restricted	<u>826,596</u>	<u>903,976</u>
Total Net Assets	<u>11,370,828</u>	<u>11,450,163</u>
	<u>\$ 29,480,388</u>	<u>\$ 27,158,305</u>

Graham Windham

Statement of Activities

Year Ended June 30, 2008

(With summarized totals for the year ended June 30, 2007)

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>2008 Total</u>	<u>2007 Total</u>
OPERATING INCOME					
Public Support					
Public maintenance income	\$ 55,829,924	-	-	\$ 55,829,924	\$ 49,608,081
Contributions and grants	432,461	1,075,500	-	1,507,961	1,252,747
Special events, net of direct costs of \$118,313	681,505	135,402	-	816,907	644,719
Revenue from UFSD No. 10	441,742	-	-	441,742	460,084
Total Public Support	<u>57,385,632</u>	<u>1,210,902</u>	<u>-</u>	<u>58,596,534</u>	<u>51,965,631</u>
Program service fees, other	800,597	-	-	800,597	721,773
Interest income	165,176	-	-	165,176	232,280
Net assets released from restrictions	987,866	(987,866)	-	-	-
Total Operating Income	<u>59,339,271</u>	<u>223,036</u>	<u>-</u>	<u>59,562,307</u>	<u>52,919,684</u>
OPERATING EXPENSES					
Program services	54,417,420	-	-	54,417,420	48,721,276
Management and general	4,403,968	-	-	4,403,968	3,760,943
Fundraising	473,756	-	-	473,756	467,151
Total Operating Expenses	<u>59,295,144</u>	<u>-</u>	<u>-</u>	<u>59,295,144</u>	<u>52,949,370</u>
Excess of Operating Income Over Expenses	44,127	223,036	-	267,163	(29,686)
NON OPERATING INCOME					
Investment (loss) income	(279,149)	10,031	(77,380)	(346,498)	1,217,543
Change in Net Assets	(235,022)	233,067	(77,380)	(79,335)	1,187,857
NET ASSETS					
Beginning of year	9,704,480	841,707	903,976	11,450,163	10,262,306
End of year	<u>\$ 9,469,458</u>	<u>\$ 1,074,774</u>	<u>\$ 826,596</u>	<u>\$ 11,370,828</u>	<u>\$ 11,450,163</u>

See notes to financial statements

Graham Windham

Statement of Functional Expenses

Year Ended June 30, 2008

(With summarized totals for the year ended June 30, 2007)

	Program Services					Supporting Services			2007 Total
	Westchester Residential Services	Family Permanency Planning	Medicaid	Early Childhood	Family Preservation	Total	Management and General	Fundraising	
PERSONNEL									
Salaries	\$ 7,205,827	\$ 6,469,286	\$ 1,310,736	\$ 4,283,609	\$ 2,549,780	\$ 21,819,238	\$ 2,326,835	\$ 258,309	\$ 24,404,382
Employee benefits and payroll taxes	2,250,623	1,760,447	359,878	967,567	624,968	5,963,483	614,500	67,695	6,645,678
CARE AND MAINTENANCE									
Food	410,537	3,861	-	194,753	15,319	624,470	-	-	624,470
Clothing	143,821	727,262	-	1,152	200	872,435	-	-	872,435
Travel	70,174	139,064	72,584	16,342	37,891	336,055	7,072	1,347	344,474
Allowances and recreation	257,975	372,089	738	25,325	111,956	768,083	-	-	768,083
Medicine and medical supplies	-	-	618,062	1,750	268	620,080	-	-	620,080
Boarding payments to foster parents	871,874	8,064,855	-	4,780,447	-	13,717,176	-	-	13,717,176
PROFESSIONAL FEES									
Health services	12,429	19,020	1,299,357	837,650	157,283	2,325,739	-	-	2,325,739
Audit, legal and consultants	37,564	239,662	-	42,937	-	320,163	116,685	-	436,848
Purchased services	324,300	793,746	66,966	115,868	229,625	1,530,505	435,161	9,648	1,975,314
STAFF									
Staff development and conference	4,875	9,498	9,324	21,356	7,875	52,928	17,309	11,658	81,895
FIXED CHARGES, SERVICES AND EQUIPMENT									
Rent	-	309,380	54,976	375,891	97,626	837,873	291,775	39,804	1,169,452
Utilities	438,431	89,805	32,115	117,992	15,988	694,331	45,229	6,182	745,742
Repairs and maintenance	399,724	265,793	74,881	140,531	112,939	993,868	61,227	7,108	1,062,203
Telephone	60,657	65,112	14,427	37,516	35,628	213,340	35,588	4,580	253,508
Insurance	209,331	124,871	25,939	57,047	47,740	464,928	46,542	4,415	515,885
Postage	14,276	22,345	479	3,910	1,840	42,850	52,964	9,615	105,429
Equipment rental	113,764	49,855	10,961	26,256	21,628	222,464	43,543	4,851	270,858
SUPPLIES AND SUNDRY									
Supplies and equipment	273,031	124,464	63,120	267,614	151,075	879,304	53,298	12,052	944,654
Dues, licenses and permits	10,275	19,901	1,428	11,206	8,147	50,957	114,244	150	165,351
Subscriptions and publications	222	487	39	292	2,494	3,534	1,296	294	5,124
Depreciation and amortization	495,515	203,117	36,991	66,051	31,801	833,475	66,970	5,022	905,467
Property taxes	37,745	-	5,482	50,666	-	93,893	6,163	856	100,912
Interest	-	11,883	2,385	3,108	1,019	18,395	-	-	18,395
Administrative	39,329	51,699	6,161	11,054	9,610	117,853	67,567	30,170	215,590
Total Expenses	\$ 13,682,299	\$ 19,937,502	\$ 4,067,029	\$ 12,457,890	\$ 4,272,700	\$ 54,417,420	\$ 4,403,968	\$ 473,756	\$ 59,295,144
									\$ 21,158,138
									5,633,923
									1,954,257
									470,028
									1,987,152
									113,819
									998,100
									644,973
									870,164
									217,732
									513,641
									112,042
									234,428
									943,422
									67,646
									4,242
									937,424
									131,487
									45,754
									219,282

Graham Windham
Statement of Cash Flows
Year Ended June 30, 2008
(With comparative amounts for the year ended June 30, 2007)

	2008	2007
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ (79,335)	\$ 1,187,857
Adjustments to reconcile change in net assets to net cash provided by operating activities		
Depreciation and amortization	905,467	937,424
Donation of stock	(111,286)	(132,291)
Realized and unrealized loss (gain) on investments	642,547	(914,942)
Changes in operating assets and liabilities		
Public maintenance receivables	(2,028,406)	(1,858,023)
Other accounts receivable and prepaid expenses	(235,391)	(30,001)
Accounts payable and accrued expenses	1,411,428	328,758
Due to governments	1,061,990	1,083,159
Due to Greenburgh School	-	(13,598)
Net Cash Provided by Operating Activities	1,567,014	588,343
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(544,578)	(656,771)
Disposal of property, plant and equipment	-	107,339
Purchase of investments	(301,147)	(285,536)
Proceeds from sale of investments	136,702	157,879
Security deposits held	-	13,406
Net Cash Used by Investing Activities	(709,023)	(663,683)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of debt	(72,000)	(72,000)
Net Change in Cash and Cash Equivalents	785,991	(147,340)
CASH AND CASH EQUIVALENTS		
Beginning of year	4,409,276	4,556,616
End of year	\$ 5,195,267	\$ 4,409,276
SUPPLEMENTAL CASH FLOW INFORMATION		
Cash paid for interest	\$ 18,396	\$ 45,754

Graham Windham

Notes to Financial Statements

1. Organization and Tax Status

General

Graham Windham (the Agency) is a not-for-profit, nonsectarian voluntary childcare agency in New York State, providing a range of services and resources to children and their families in the New York metropolitan area. The Agency's purpose is to meet the needs of economically deprived, abused, neglected, homeless and emotionally disturbed children and to support, preserve and strengthen families with children at risk.

Program Services

The various programs of the Agency are as follows:

Westchester Residential Services

Operation of the Agency's owned facilities located in Hastings-on-Hudson, New York, providing rehabilitative programs for children who have significant emotional and educational handicaps. The programs also include Preparing Youth for Adulthood services.

Family Permanency Planning Services include the following programs:

Foster Boarding Homes – Placement and supervision of children with selected foster families.

Therapeutic Foster Boarding Homes – Placement and supervision of children with specially trained foster families and enhanced services.

Emergency Foster Boarding Homes – Emergency placement (not to exceed 60 days) and supervision of children with selected foster families.

Preparing Youth for Adulthood – Enhanced services for foster care children age 14-21 to prepare them for independent living after foster care.

Medicaid

Provision of medical, clinical and nursing care for all children in the above-mentioned foster-care programs. All medical costs incurred in non foster-care programs are provided for within the specific program.

Early Childhood Services include the following programs:

Day Care Centers – Provision of child care for two to twelve year-olds during the daytime. The Agency operates three centers; Williamsburg Day Care Center in Brooklyn, Finest and Harlem Day Care Centers in Manhattan.

Family Day Care – Provision of supervised, licensed day care homes five days a week to infants and children. Parents pay for this service according to their income.

Graham Windham

Notes to Financial Statements

1. Organization and Tax Status *(continued)*

Program Services (continued)

Early Head Start Family Child Care - Provides supervised, licensed day care five days a week for children up to 3 years of age, as well as providing supervised, licensed day care homes for parents or guardians working or attending job-training classes.

Preschool – Provision of special education for three to five year-olds with learning disabilities.

Parent Child Home Program – This program provides home based literacy services for toddlers and pre-school children 2 – 4 years of age.

Family Preservation Services include the following programs:

Manhattan Center – This center provides both family and individual counseling, tutoring, recreation and cultural activities for youngsters as well as parenting education and support for families.

The Beacon Schools and United Way After-school Programs – These programs provides comprehensive support services to the students of PS 195, MS 55 and MS 201 and their families during days, evenings and weekends throughout the year.

Preventive Services - Diverse family and community support programs designed to provide comprehensive community-based services.

Supporting Services

Management and General – Direction of the overall affairs of the Agency, including accounting, personnel and administrative services.

Fund raising – Activities to secure increased support from the public for the needs of the various programs and overall direction of the Agency.

Tax Status

The Agency is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code as a publicly supported organization described in Section 509(a).

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management of the Agency to make certain estimates and assumptions relating to the reported amounts of assets and liabilities and disclosures of contingencies at the date of the financial statements and the amount of revenue and expenses recognized during the reporting period. Actual results could differ from those estimates.

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Notes to Financial Statements

2. Summary of Significant Accounting Policies *(continued)*

Basis of Presentation

The financial statements report amounts separately by class of net assets. Unrestricted amounts are those currently available at the discretion of the board for use in the Agency's operations and those resources invested in property, plant and equipment. Temporarily restricted amounts are those which are stipulated by donors for specific operating purposes or for the acquisition of equipment. Permanently restricted amounts are those which are established by donor restricted gifts and bequests to provide a permanent endowment. All contributions are considered available for unrestricted use, unless specifically restricted by the donor or subject to other legal restrictions.

Cash and Cash Equivalents

For statement of cash flow purposes, the Agency considers all highly liquid investments with a maturity of ninety days or less, at the time of purchase, to be cash equivalents.

Investments

Investments are recorded at fair market value. Investment income is reflected as earned. Interest and dividend income is presented net of investment management fees. Changes in the fair value of investments are reported in the statement of activities as a component of investment income.

Revenue

The Agency derives its revenue from, among other sources, cost reimbursement contracts with federal government agencies, New York State and New York City and through contributions for special events received from corporations and individuals.

Governmentally funded programs are generally subject to audit and, therefore the final operating reimbursement rates may not be determinable until years after the Agency has rendered services. Governmental funding is based upon allowable costs, with the excess of allowable cost over reimbursement returnable to the governmental funding agency. The Agency reflects an estimated amount in its financial statements as payable to governmental agencies for underspent interim rates but does not reflect any adjustment for potential disallowances of expenses since management believes that all expenses incurred for such programs should be treated as allowable costs.

Special Events

Revenues received and expenses incurred for special events are recognized in the fiscal year in which the events occur. Expenses incurred for events occurring in subsequent fiscal year are included in prepaid expenses on the statement of financial position.

Graham Windham

Notes to Financial Statements

2. Summary of Significant Accounting Policies (*continued*)

Property, Plant and Equipment

Property, plant and equipment are stated at cost or, if donated, at the estimated fair market value at the date of donation. Costs incurred for repairs and maintenance are charged to expense as incurred. Depreciation is recognized on a straight line basis over the useful lives of such assets as follows:

Buildings and improvements	10– 40 years
Furniture and equipment	3–10 years
Automobile and trucks	4 years
Leasehold improvements	Life of lease or useful life if shorter

Property and equipment purchased through government contracts that remain the property of the funding source or where it is probable that the item will revert back to the grantor are treated as expenses in the year of purchase.

Functional Allocation of Expenses

The costs of providing programs by the Agency have been summarized on a functional basis in the accompanying financial statements. Accordingly, expenses have been charged to program and supporting services based on direct expenses and other specific allocation methods.

Summarized Comparative Information

The statement of activities includes 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 Agency's financial statements for the year ended June 30, 2007 from which the summarized information was derived.

3. Concentration of Credit Risk

At June 30, 2008 and 2007, the Agency maintained cash balances with large, commercial banking institutions that exceeded the Federal Deposit Insurance Corporation's insurable limit. The Agency has not experienced any losses in such accounts.

Graham Windham

Notes to Financial Statements

3. Concentration of Credit Risk *(continued)*

The Agency provides program services that are covered under various third party payor agreements. Receivables from such arrangements, included in public maintenance receivable on the statement of financial position, totaled \$8,617,671 and \$6,597,344 as of June 30, 2008 and 2007. Management believes all receivables are collectible and accordingly no allowances for uncollectible accounts have been established for 2008 and 2007. The percentage of the total by third party payor was as follows:

	2008	2007
New York City	70%	64%
Medicaid	11	23
Federal	2	2
Other counties	12	5
New York State	5	6
	100%	100%

The investment portfolio is diversified by type of investments and industry concentrations so that no individual investment or group of investments represent a significant concentration of market risk.

4. Investments

Investments stated at fair market value consist of the following mutual funds as of June 30:

	2008	2007
Domestic Stock Index Fund	\$ 3,805,734	\$ 4,357,859
International Stock Index Fund	950,731	1,037,526
Bond Index Fund	4,538,021	4,265,917
	\$ 9,294,486	\$ 9,661,302

The Agency's investments are reported as follows as of June 30:

	2008	2007
Unrestricted	\$ 8,467,936	\$ 8,757,326
Permanently restricted	826,550	903,976
	\$ 9,294,486	\$ 9,661,302

Subsequent to year end, the credit and liquidity crisis in the United States has resulted in substantial volatility in the global financial markets. As a result, the Agency's investment portfolio has incurred a significant decline in fair value since June 30, 2008. However, because the values of the Agency's individual investments have and will fluctuate in response to changing market conditions, the amount of losses, if any, that will be recognized in subsequent periods, cannot be determined.

Graham Windham

Notes to Financial Statements

4. Investments (continued)

The composition of investment (loss) income as reported in the statement of activities for the years ended June 30 is as follows:

	2008	2007
Interest and dividends	\$ 321,296	\$ 325,456
Realized and unrealized gain	(642,547)	914,942
Investment fees	(25,247)	(22,855)
	\$ (346,498)	\$ 1,217,543

5. Property, Plant and Equipment

Property, plant and equipment consist of the following as of June 30:

	2008	2007
Land	\$ 144,900	\$ 144,900
Buildings and improvements	9,407,648	9,180,927
Furniture and equipment	1,791,149	1,513,974
Leasehold improvements	2,873,753	2,833,070
	14,217,450	13,672,871
Accumulated depreciation and amortization	(9,241,459)	(8,335,991)
	\$ 4,975,991	\$ 5,336,880

6. Mortgage Payable

The Agency has a mortgage loan payable over 25. The interest rate for the first rate period ending April 26, 2016 is 7.5%. Interest for the second rate period (April 27, 2016 through April 26, 2026) will adjust to that rate which is equal to 1.80% per annum above the "Index" (the weekly average yield on U.S. Treasury Securities adjusted to a constant maturity of ten years as made available by the Federal Reserve Board) in effect forty-five days prior to April 26, 2016. Future scheduled principal payments at June 30, 2008 are payable as follows:

2009	\$ 72,000
2010	72,000
2011	72,000
2012	72,000
2013	72,000
Thereafter	924,000
	\$ 1,284,000

Graham Windham

Notes to Financial Statements

7. Due to Governments

During fiscal 2008, a New York City (NYC) foster care audit covering the fiscal years 2000 through 2003 was concluded, resulting in the disallowance of previously reimbursed services in the amount of \$411,833 for which \$698,746 had previously been accrued. At June 30, 2008, due to governments of \$8,055,093 includes an unpaid remaining balance of \$211,833 to be collected by NYC for the aforementioned audit and \$3,693,181 of estimated liabilities for future NYC foster care audits for the years 2004 through 2008.

8. Union Free School District No. 10

The Agency receives payments from the School District for services provided. The cost of these services is included under Westchester residential services program expenses in the accompanying financial statements. Certain Agency Board members are also on the School Board of the Union Free School District No. 10.

9. Pension Plan

The Agency makes contributions to a defined contribution pension plan for participating employees. Pension expense was approximately \$814,000 and \$690,000 for the years ended June 30, 2008 and 2007.

The Agency has a matching thrift savings plan available to all eligible employees. Agency expense amounted to approximately \$83,000 and \$66,000 for the years ended June 30, 2008 and 2007.

10. Commitments and Contingencies

The Agency maintains several operating leases for office and program facilities. The lease for the Agency's headquarters and preschool includes provisions for escalations and sharing of common expenses. Aggregate minimum annual rentals for the years ending June 30, are payable as follows:

2009	\$ 1,358,230
2010	1,224,487
2011	1,248,217
2012	1,281,789
2013	1,283,640
Thereafter	<u>7,014,533</u>
	<u>\$13,410,896</u>

Graham Windham

Notes to Financial Statements

10. Commitments and Contingencies *(continued)*

In accordance with a lease agreement, a standby letter of credit is maintained in the amount of \$59,000. This standby letter of credit is held by the landlord and may be presented to the bank by the landlord for collection if the Agency fails to comply with the terms of the lease. A portion of the bond fund included in the Agency's investment portfolio is identified by the bank as specific collateral for this debt.

Aggregate minimum annual rentals on operating leases for equipment and automobiles for the years ending June 30, are payable as follows

2009	\$153,453
2010	95,805
2011	23,513
2012	<u>2,880</u>
	<u>\$275,651</u>

Rental expense for the years ended June 30, 2008 and 2007 was \$1,164,575 and \$993,763, net of rental income of \$183,538 and \$178,636.

The Agency is involved in various legal proceedings incurred in the normal course of operations. Management believes it has defenses for all such claims and is vigorously defending the actions. It is the opinion of management that the probable resolution of such proceedings will not materially affect the financial position, results of operations or cash flows of the Agency.

11. Economic Dependency

The Agency is licensed by the New York State Department of Social Services ("DSS") to operate as a child care agency. Reimbursement rates for the services provided by the Agency are promulgated by DSS and payments for such services are received through various governmental agencies. The Agency is economically dependent on these funds to continue operations.

Graham Windham

Notes to Financial Statements

12. Temporarily Restricted Net Assets

Temporarily restricted net assets are available for the following programs as of June 30:

	<u>2008</u>	<u>2007</u>
Westchester Residential Services	\$ 100,400	\$ 87,090
Family Permanency Planning	226,035	137,036
Early Childhood	735,706	515,381
Family Preservation	9,654	100,000
Support Services	<u>2,979</u>	<u>2,200</u>
	<u>\$ 1,074,774</u>	<u>\$ 841,707</u>

Temporarily restricted net assets were released from donor restrictions by incurring expenses for the following programs during the years ended June 30 as follows:

	<u>2008</u>	<u>2007</u>
Westchester Residential Services	\$ 23,545	\$ 65,835
Family Permanency Planning	5,790	55,504
Early Childhood	732,015	382,073
Family Preservation	226,516	53,204
Support Services	<u>-</u>	<u>11,948</u>
	<u>\$ 987,866</u>	<u>\$ 568,564</u>

13. Permanently Restricted Net Assets

The Agency maintains assets that are limited in their use by donor-imposed restrictions and restricted for investment in perpetuity. The income and gains from investment of these funds are available to support the operations and various programs of the Agency.

14. Board Designated Net Assets

The Agency's Board of Directors designated \$30,609 for the year ended June 30, 2007 of unrestricted net assets resulting from the proceeds from the sale of Agency owned land on its campus. This reserve was used for various improvements to the remaining campus property during the year ended June 30, 2008.