HUMANE SOCIETY OF NORTH TEXAS AUDITED FINANCIAL STATEMENTS

Years Ended December 31, 2023 and 2022 With Independent Auditors' Report

HUMANE SOCIETY OF NORTH TEXAS

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Humane Society of North Texas

Opinion

We have audited the accompanying financial statements of the Humane Society of North Texas (a nonprofit organization), which comprise the statements of financial position as of December 31, 2023 and 2022, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Humane Society of North Texas as of December 31, 2023 and 2022, and the changes in the net assets and cash flows for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of Financial Statements section of our report. We are required to be independent of the Humane Society of North Texas and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management 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 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that rise substantial doubt about Humane Society of North Texas's ability to continue as a going concern for one year after the date that the financial statements are issued.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in aggregate, they would influence the judgment made by a reasonable user based on the financial statements.



In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to
 fraud or error, and design and perform audit procedures responsive to those risks. Such
 procedures include examining, on a test basis, evidence regarding the amounts and disclosures
 in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Humane Society of North Texas's internal control. Accordingly,
 no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Humane Society of North Texas to continue as going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

J. Taylor & Associates, LLC

Fort Worth, Texas July 24, 2024

HUMANE SOCIETY OF NORTH TEXAS Statements of Financial Position Years Ended December 31, 2023 and 2022

		2023	2022
Assets			
Cash and cash equivalents	\$	2,044,096	\$ 912,093
Pledges receivable		356,593	233,515
Grants and other receivables		104,488	116,334
Employer Retention Credit receivable		532,125	689,595
Prepaid expenses and other current assets		84,295	127,466
Investments		7,535,144	10,434,002
Beneficial interest in charitable trusts		1,332,060	1,323,258
Mineral interest		1,598,101	1,468,217
Right-of-use asset		128,027	102,346
Land, buildings, and equipment, net		2,908,358	 2,746,047
Total Assets	\$	16,623,287	\$ 18,152,873
Liabilities and Net Assets			
Current liabilities			
Accounts payable	\$	228,199	\$ 351,166
Accrued liabilities		452,418	373,966
Current portion of lease obligations		101,059	52,890
Total current liabilities		781,676	 778,022
Lease obligations, net of current portion		26,968	 49,456
Total liabilities		808,644	827,478
Net assets			
Without donor restrictions		14,491,659	16,038,681
With donor restrictions		1,322,984	1,286,714
Total net assets		15,814,643	17,325,395
Total Liabilities and Net Assets	\$	16,623,287	\$ 18,152,873

HUMANE SOCIETY OF NORTH TEXAS Statements of Activities Years Ended December 31, 2023 and 2022

2023 2022

	Without Donor Restrictions	With Donor Restrictions	Total	Without Donor Restrictions	With Donor Restrictions	Total
Support and revenue						
Public support	\$ 2,439,083	\$ 1,117,523	\$ 3,556,606	\$ 2,280,271	\$ 1,132,728	\$ 3,412,999
Bequests	1,159,894	-	1,159,894	576,513	-	576,513
Special events, net	-	-	-	88,828	-	88,828
In-kind contributions	175,701	-	175,701	265,508	-	265,508
Program revenue	1,526,550	-	1,526,550	1,345,093	-	1,345,093
Investment income/(loss)	1,471,773	16,724	1,488,497	(2,291,132)	(78, 186)	(2,369,318)
Other income	899,398	-	899,398	1,250,064	-	1,250,064
Paycheck Protection Program forgiveness	s -	-	-	712,017	-	712,017
Net assets released from restrictions	1,097,977	(1,097,977)		1,070,917	(1,070,917)	
Total support and revenue	8,770,376	36,270	8,806,646	5,298,079	(16,375)	5,281,704
Expenses						
Program services						
Animal care	7,480,166	_	7,480,166	7,688,704	-	7,688,704
Cruelty investigations	347,639	_	347,639	286,027	-	286,027
Community outreach	996,114	_	996,114	1,004,721	-	1,004,721
Total program services	8,823,919		8,823,919	8,979,452	-	8,979,452
General and administrative	726,206	-	726,206	624,565	-	624,565
Fundraising	767,273		767,273	677,279		677,279
Total expenses	10,317,398		10,317,398	10,281,296		10,281,296
Change in net assets	(1,547,022)	36,270	(1,510,752)	(4,983,217)	(16,375)	(4,999,592)
Net assets at beginning of year	16,038,681	1,286,714	17,325,395	21,021,898	1,303,089	22,324,987
Net assets at end of year	\$ 14,491,659	\$ 1,322,984	\$ 15,814,643	\$ 16,038,681	\$ 1,286,714	\$ 17,325,395

HUMANE SOCIETY OF NORTH TEXAS Statement of Functional Expenses Year Ended December 31, 2023

Supporting Services Program Services Cruelty **Total Program** Community General and Investigations **Animal Care** Total Outreach Services Administrative Fundraising 298.592 \$ 407.093 Salaries \$ 5,100,742 3,712,977 \$ 217,126 \$ 464,954 \$ 4,395,057 Pavroll taxes 286.502 16.764 35.767 339.033 22,446 30.413 391.892 26.849 507,569 Employee benefits 424.136 56,584 41.382 25,402 574,353 Total salaries and related expenses 4.423.615 260.739 557,305 5,241,659 362.420 462.908 6.066.987 Advertising and promotion 193,461 22.495 190.565 2.896 215,956 19,930 16.555 3,460 44.810 Bank fees 4.865 21.420 248,161 5.175 Contract services 535,435 9.673 119,737 664,845 918,181 8,042 3,983 805 Equipment 84,844 5,055 97,941 102,729 335,504 8,836 14,128 358,468 12,771 8,183 Insurance 379,422 3,302 Maintenance and repairs 96,316 5,820 5,371 107,507 110,809 Miscellaneous 150,819 34,974 26,349 65,353 6,148 191,941 283,643 23,761 10,183 Occupancy Costs 76,531 17,736 94,267 128,211 2,300 Office expense 10,610 168 4,163 14,941 1,396 18,637 87 796 151,373 8,266 2,017 10,370 162,539 Printing and postage 10,332 6,207 Seminars and training 11,599 2,097 1,472 15,168 31,707 935,326 11,548 192,148 1,139,022 1,384 Supplies 1,140,406 49.786 4,472 2,277 4,626 6,001 56,689 67,162 Telephone 102,411 6.050 15,380 5,134 2,200 Utilities 123,841 131,175 92,573 9,570 4,463 15,596 1,503 Vehicle and travel 106,606 123,705 Total expenses before depreciation and amortization 7,120,755 331,055 986,336 8,438,146 720,721 767,212 9,926,079 391,319 Depreciation and amortization 359,411 16,584 9,778 385,773 5,485 61 Total expenses 7,480,166 347,639 996,114 8,823,919 \$ 726,206 767,273 \$ 10,317,398

See accompanying notes to the financial statements.

HUMANE SOCIETY OF NORTH TEXAS Statement of Functional Expenses Year Ended December 31, 2022

Program Services Supporting Services Total Program Cruelty Community General and **Animal Care Services** Total Investigations Outreach Administrative Fundraising 282.739 \$ 336,178 Salaries 3.530.231 159.043 489.476 4.178.750 4,797,667 Payroll taxes 280,397 12.681 38,904 331,982 22,026 24,438 378,446 Employee benefits 402.656 27.306 68.542 498.504 1.726 33.439 533.669 Total salaries and related expenses 4,213,284 199.030 596.922 5,009,236 306,491 394,055 5,709,782 Advertising and promotion 220,244 2,485 222.729 28,236 250,965 Bank fees 4,050 45,803 17,989 22,039 1,732 22,032 Contract services 661.132 21,331 88,438 770,901 183,172 10,721 964,794 Equipment 123,612 4,774 4,279 132,665 6,603 1,076 140,344 Insurance 231,048 6.666 10,564 248,278 9,878 5,205 263,361 3,538 Maintenance and repairs 125,499 1,940 130,977 3,169 134,146 Miscellaneous 77,079 133,048 4.957 40,183 178,188 43.013 298,280 9,232 88,816 Occupancy Costs 36,166 13,320 49,486 30.098 Office expense 22,704 252 3,011 25,967 2,173 3,034 31,174 Printing and postage 13,266 89 2,557 15,912 1,265 148,677 165,854 46,518 Seminars and training 2.958 2,138 51,614 4.746 7,785 64,145 200 Supplies 1,284,122 10.646 184,998 1,479,766 32,350 1,512,316 Telephone 49,782 2,411 4,589 56,782 6,868 3,728 67,378 Utilities 102,853 5,950 16,942 125,745 13,457 139,202 Vehicle and travel 112,738 8.128 3.152 124,018 7.350 1.586 132,954 Total expenses before depreciation and amortization 7.394.005 269.132 981.166 8.644.303 620.215 744.796 10.009.314 294,699 16.895 23,555 335,149 4.350 514 Depreciation and amortization 340.013 7,688,704 1,004,721 745,310 Total expenses 286,027 8,979,452 624,565 10,349,327 Less special event direct costs (68,031)(68,031)7,688,704 \$ 286,027 1,004,721 8,979,452 \$ 10,281,296 Total \$ 624,565 677,279

See accompanying notes to the financial statements.

HUMANE SOCIETY OF NORTH TEXAS Statements of Cash Flows Years Ended December 31, 2023 and 2022

	2023		2022
Cash flows from operating activities			
Change in net assets	\$ (1,510,752)	\$	(4,999,592)
Adjustments to reconcile change in net assets to net cash			
used in operating activities:			
Depreciation and amortization	391,319		340,013
Paycheck Protection Program debt forgiveness	-		(712,017)
Unrealized (gain)/loss on chartitable trusts	(64,993)		112,163
Realized gain on sale of property	-		(17,322)
Realized gain on sale of investments	(1,173,231)		(223,414)
Unrealized (gain)/loss on investment	(114,877)		2,647,602
Change in operating assets and liabilities:	,		
Pledges receivable	(123,078)		45,644
Grants and other receivables	11,846		(7,725)
Employer Retention Credit receivable	157,470		(689,595)
Prepaid expenses and other current assets	42,561		(8,737)
Mineral interest	(129,884)		(5,239)
Right-of-use asset	(25,681)		11,726
Accounts payable	(122,967)		138,535
Accrued liabilities	78,452		59,440
Lease obligations	25,681		(11,726)
Net cash used in operating activities	(2,558,134)		(3,320,244)
Cash flows from investment activities			
Proceeds from sale of investments	5,161,695		5,222,405
Purchases of investments	(974,729)		(1,768,583)
Proceeds from sale of land, buildings, and equipment	-		17,750
Purchases of land, buildings, and equipment	(553,020)		(384, 162)
Distributions from charitable trusts	56,191		65,026
Net cash provided by investing activities	3,690,137		3,152,436
Net increase / (decrease) in cash and cash equivalents	 1,132,003		(167,808)
Cash and cash equivalents at beginning of year	 912,093		1,079,901
Cash and cash equivalents at end of year	\$ 2,044,096	_\$	912,093
Noncash financing activities			
Right-of-use asset	\$ 120,601	\$	71,806
Lease obligations	\$ 120,601	\$	71,806

A. Nature of Activities

Since 1905, the Humane Society of North Texas (the "Society") has worked to eliminate animal cruelty, promote humane values, and end animal homelessness in North Texas. The Society is a nonprofit organization incorporated under the laws of the state of Texas and is not affiliated with any national animal welfare organization. As an independent nonprofit organization, the Society relies on the generosity of the public to help ensure there is a safe place for abused, injured, and homeless animals. Its services include adoptions, spay/neuter surgeries, low-cost vaccinations, humane education, and cruelty investigations. The Society's current programs include the following:

Animal Care

The Society operated multiple adoption centers and an equine and livestock ranch where animals are cared for prior to adoption or to being returned to their owners throughout 2023 and 2022. Two new adoption centers were opened during 2022. All dogs, cats, and small animals in the Society's care receive appropriate vaccinations and medical treatment, are microchipped, and are spayed or neutered prior to adoption. To improve the likelihood of adoption, many pets are transferred to other animal welfare organizations around the country where there is a shortage of adoptable animals.

Cruelty Investigations

The Society works with local law enforcement authorities to investigate animal cruelty cases. The Society cares for animals seized by authorities or surrendered by owners that are the subject of cruelty investigations. After being awarded custody of the animals, the Society provides for their medical, nutritional, and housing needs until they can be rehabilitated and adopted.

Community Outreach

The Society provides many outreach services to underserved areas of Fort Worth and Tarrant County. The Society operates a low-cost spay and neuter surgery clinic and provides low-cost vaccinations to the public. The Society partners with community organizations to provide free basic veterinary care to senior citizens through the Rae of Hope Program. Vouchers for free spay and neuter surgeries are also distributed to the public, where needed. Education programs are presented at local schools and civic organizations on the humane treatment of animals.

B. Summary of Significant Accounting Policies

This summary of significant accounting policies of the Society is presented to assist in the understanding the financial statements. The financial statements and notes are representations of the Society's management, which is responsible for their integrity and objectivity.

Basis of Accounting

The Society maintains its accounts on the accrual basis of accounting in accordance with accounting standards generally accepted in the United States of America ("US GAAP").

Financial Statement Presentation

Net assets, revenues, gains, and losses are classified based on the existence or absence of donor or grantor-impose restrictions. Accordingly, the Society reports information regarding its financial positions and activities and changes therein as follows:

B. Summary of Significant Accounting Policies (continued)

Financial Statement Presentation (continued)

Net Assets Without Donor Restrictions – Net assets available for use in general operations and not subject to donor restrictions. Net assets without donor restrictions may be designated for specific purposes by action of the Board of Directors. However, no such designations exist at December 31, 2023 and 2022.

Net Assets with Donor Restrictions – Net assets subject to donor-imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources that resources be maintained in perpetuity. Generally, the donors of these assets permit the Society to use all or part of the income earned on related investments for general or specific purposes. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both.

Support and revenue are reported as increases in net assets without donor restriction unless use of the related assets is limited by donor-imposed and/or time restrictions. Expenses are reported as decreases in net assets without donor restriction. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in net assets without donor restriction unless their use is restricted by explicit donor stipulation or by law. Expirations of net assets with donor restrictions (i.e., the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as reclassifications between the applicable classes of net assets. If the restrictions are met in the year of contribution, the amounts of temporarily restricted the gifts are listed as contributions without donor restrictions.

Federal Income Taxes

The Society is a qualified non-profit organization and is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. The Society applied the provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 740 Accounting for Uncertainty in Income Taxes during the years ended December 31, 2023 and 2022. Under ASC Topic 740 Accounting for Uncertainty in Income Taxes, an organization must recognize the tax benefit associated with tax positions taken for tax return purposes when it is more likely than not that the position will be sustained. The ASC Topic Accounting for Uncertainty in Income Taxes has no impact on the Society's financial statements. The Society does not believe there are any unrecognized tax benefits that should be recorded. For the years ended December 31, 2023 and 2022, there were no interest or penalties recorded or included in the statements of activities related to taxes. The Society is still open to examination by taxing authorities from 2020 forward.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts in the financial statements and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from these estimates and assumptions. Management periodically evaluates estimates used in the preparation of the financial statements for continued reasonableness. Appropriate adjustments, if any, to the estimates used are made prospectively based upon such periodic evaluation.

B. Summary of Significant Accounting Policies (continued)

Cash and Cash Equivalents

The Society considers all amounts held in money market accounts and underlying liquid investments with maturities of three months or less to be the cash equivalents unless such assets are unavailable for current use. The Society maintains deposits in financial institutions, which may at times exceed amounts covered by insurance provided by the U.S. Federal Deposit Insurance Corporation ("FDIC"). The amount of cash and cash equivalents in excess of the FDIC insurance is approximately \$1,638,000 and \$548,000 as of December 31, 2023 and 2022, respectively. The Society has not experienced any losses related to amounts in excess of FDIC limits.

Pledges Receivable

Pledges receivable consists of amounts due from bequests. No allowance for doubtful collections or valuation allowance is recorded because management believes collection within one year is reasonably certain.

Pledges receivable are recognized as assets and contributions in the period when unconditional promises to give are received. Conditional promises to give are not recognized until they become unconditional, that is, when the conditions on which they depend are substantially met. At December 31, 2023 and 2022, the Society was not aware of any conditional promises to give that could be material to the financial statements.

Grants and Other Receivables

Grants and other receivables represent amounts due from grantors and other sources and are stated at the amount management expects to be collected. No allowance for doubtful accounts is recorded as management considers collection of all balances is reasonably certain.

Employer Retention Credit Receivable

The Employee Retention Credit ("ERC") is a robust stimulus program created by a combination of the Coronavirus Aid, Relief, and Economic Security Act, Resolving Extended Limbo for Immigrant Employees and Families Act, and the American Rescue Plan and offers the Society a refundable tax credit for retaining employees during the COVID-19 pandemic. To qualify for the ERC the Society must have experienced a 20% reduction of gross sales for the 2021 quarter as compared to the same quarter in 2019. The Society met this qualification for Quarter 1 and Quarter 2 of the year ended December 31, 2021, and has recorded a receivable in the accompanying statement of financial position of approximately \$532,125 and \$689,000 as of December 31, 2023 and 2022, respectively.

Investments, Beneficial Interest in Charitable Trusts, and Mineral Interest

Investments which are actively traded are stated at fair value based on quoted market prices. Increases and decreases in fair value are recognized as gains and losses in the period in which they occur. The Society maintains investments primarily at one financial institution, which may at times exceed amounts covered by insurance provided by the Securities Investor Protection Corporation ("SIPC"). As of December 31, 2023 and 2022, the amount of investments in excess of SIPC insurance was approximately \$8,517,000 and \$10,286,000, respectively. The Society has not experienced any losses related to amounts in excess of SIPC limits.

The Society is the sole beneficiary of certain charitable trusts and split-interest agreements. Such assets are stated at fair value based on the Society's share of the investments held by the trusts which are actively traded. Increases and decreases in fair value are recognized as gains and losses in the period in which they occur.

B. Summary of Significant Accounting Policies (continued)

Investments, Beneficial Interest in Charitable Trusts, and Mineral Interest (continued)

The Society is also a party to certain remainder trusts. Generally, these agreements require payments to other beneficiaries throughout their lifetime before the Society will become the sole beneficiary of a portion of the remaining assets. Such assets are stated at fair value based on the value of investments held by the trust which are actively traded, discounted for the present value of expected future payments to other beneficiaries. The present value discount is calculated using life expectancy tables with discount rates which were approximately 5% for 2023 and 2022. Increases and decreases in fair value are recognized as unrealized gains and losses in the period in which they occur.

Mineral interest is reported at the initial fair value of the donated mineral interest. Changes to this initial value are only recorded if management concludes the carrying value of the asset is impaired. No impairment exists at December 31, 2023 and 2022.

Land, Buildings, and Equipment

Land, buildings, and equipment are stated at cost, if purchased, or fair value at the date received if donated. The Society capitalizes all land, buildings, and equipment expenditures greater than \$1,000 with useful lives greater than one year. Depreciation is calculated over the estimated useful lives of the related assets on the straight-line basis. Estimated useful lives are 10 to 30 years for the buildings and 3 to 25 years for equipment, including vehicles. Expenditures for repairs and maintenance are charged to expense as incurred, while expenditures for major renewals or betterments of buildings and equipment are capitalized. Upon sale or retirement of land, buildings, and equipment, the cost and related accumulated depreciation are eliminated from respective accounts, and the resulting gain or loss is included in the statements of activities.

Lease Obligations

During the year ended December 31, 2022, the Society adopted FASB's ASC Topic No. 842: Leases ("ASC 842"), which established a right-of-use ("ROU") model requiring lessees to record a right-of-use asset ("ROU asset") and lease obligations on the balance sheet for all leases with terms longer than 12 months, retroactively effective January 1, 2021. The adoption of the new standard did not materially impact the Society's statements of net income or statements of cash flows. The Society determines if an arrangement is a lease at inception. Where an arrangement is a lease, the Society determines if it is an operating lease or a finance lease. At lease commencement, the Society records a lease obligation and corresponding ROU asset. Lease obligations represent the present value of the Society's future lease payments over the expected lease term which includes options to extend or terminate the lease when it is reasonably certain those options will be exercised. The present value of the Society's lease obligation is determined using its incremental collateralized borrowing rate or the risk-free rate at lease inception.

ROU assets represent its right to control the use of the leased asset during the lease and are recognized in an amount equal to the lease liability for leases with an initial term greater than 12 months. Over the lease term (operating leases only), the Society uses the effective interest rate method to account for the lease liability as lease payments are made and the ROU asset is amortized to the statement of activities in a manner that results in straight-line expense recognition.

The Society does not apply lease recognition requirements for short-term leases. During the years ended December 31, 2023 and 2022, no such short-term leases existed.

B. Summary of Significant Accounting Policies (continued)

Revenue Recognition

Public support and bequests received are recorded when unconditional promises to give are received. Special event income is reported net of direct costs and recognized when the event occurs. In-kind contributions are recognized when non-cash assets are received. Program revenue is recorded at the time of the animal adoption or when goods or services are provided to customers. Investment income is recognized on an accrual basis as income is earned. Income from mineral interest is recognized in the month earned.

Program revenues, which include adoption and service fees, and portions of other income and special event revenue are derived from contracts with customers as defined by ASC Topic 606, *Revenue from contracts with Customers* ("ASC 606"), further described in the Recently Adopted Accounting Pronouncements disclosure below. In accordance with ASC 606, the Society's revenue is measured based on consideration specified in contracts with customers. The Society recognizes such revenues when it satisfies a performance obligation by transferring control over an animal, product, or service to a customer. Most of these transactions involve either a single performance obligation or multiple obligations where only one is considered material to the contract. For these contracts, the Society has determined that revenue should be recognized at a point in time as control is transferred, generally at the point of adoption or delivery of goods and services. Management does not believe the Society has any significant uncertainty of revenue and cash flows resulting from the geographic location of its customers or the types of customers it pursues. Within the contract price, the Society includes an assurance-type warranty that provides a limited guarantee regarding an adopted pet's health and the quality of goods for a reasonable period after delivery.

Contract assets are the Society's right to consideration in exchange for goods or services that the Society has transferred to a customer, excluding any amount presented as a receivable. As of January 1, 2022, December 31, 2022 and 2023, no such assets existed.

Contract liabilities are the Society's obligation to transfer goods or services to a customer for which the Society has received consideration (or an amount of consideration is due) from the customer. As of January 1, 2022, December 31, 2022, and 2023, no such liabilities existed.

Functional Expenses Allocation

The costs of providing the program and supporting services have been summarized on a functional basis in the statements of activities. In most cases, expenses are assigned to a functional category based on the direct usage. Benefits and other personnel costs are indirectly allocated based on the wages for each functional category as a percentage of total wages. Depreciation is indirectly allocated based on square footage of facility space.

Concentration of Credit Risk

The investments and beneficial interest in trust are valued at fair market value and are subject to market risk. Substantially all pledges receivable are due from three donors and two donors as of December 31, 2023 and 2022, respectively. Approximately 91% and 90% of accounts and grants receivable are due as of December 31, 2023 and 2022, respectively.

B. Summary of Significant Accounting Policies (continued)

Impairment of Long-Lived Assets

The Society periodically reviews the carrying value of its long-lived assets, including land, buildings, and equipment, whenever events or changes in circumstances indicate that the carrying value may not be recoverable. An impairment loss is recognized to the extent fair value of a long-lived asset is less than the carrying amount. In management's opinion, no impairment of long-lived assets exists as of December 31, 2023 and 2022.

Advertising and Promotion Costs

The Society expenses advertising costs as incurred. Expenses incurred were approximately \$216,000 and \$251,000 during 2023 and 2022, respectively.

Recently Adopted Accounting Standards

Following are ASUs issued by FASB considered potentially significant to current or future financial reporting. This is not intended to be an evaluation of all recent accounting pronouncements or standards.

The Society adopted the FASB ASC Topic No. 842 ("ASC 842") as of January 1, 2022 using the modified retroactive approach with an adjustment at the beginning of the earliest period presented. ASC 842 was to address lease accounting for reporting for annual reporting periods beginning after December 15, 2021. In the standard, a lessee is required to recognize on the balance sheet the assets and liabilities for leases with lease terms of more than 12 months. Following the effective date of the standard, the FASB has issued Accounting Standard Updates which impact the reporting of ASC 842. The Society has evaluated the impact of ASC 842 and the related Accounting Standard Updates and the impact of the implementation is disclosed in Note K.

In June 2016, the FASB issued guidance ("FASB ASC 326") which significantly changed how entities will measure credit losses for most financial assets and certain other instruments that aren't measured at fair value through net income. The most significant change in this standard is a shift from the incurred loss model to the expected loss model. Under the standard, disclosures are required to provide users of the financial statements with useful information in analyzing an entity's exposure to credit risk and the measurement of credit losses. Financial assets held by the Society are subject to the guidance in FASB ASC 326 were trade accounts receivable. The Society adopted the standard effective January 1, 2023. The impact of the adoption was not considered material to the financial statements and primarily resulted in enhanced disclosures.

C. Land, Building, and Equipment

The composition of land, buildings, and equipment at December 31, 2023 and 2022 is as follows:

	 2023	 2022
Land	\$ 480,057	\$ 480,057
Buildings and improvements	4,780,710	4,623,620
Office equipment	17,448	25,533
Shelter equipment	630,180	545,209
Vehicles	816,314	634,670
Assets not yet placed in service	 189,185	51,784
Total land, buildings, and equipment	 6,913,894	6,360,873
Less accumulated depreciation	 (4,005,536)	(3,614,826)
Total land, buildings, and equipment, net	\$ 2,908,358	\$ 2,746,047

C. Land, Building, and Equipment (continued)

Depreciation expense was approximately \$390,000 and \$340,000 for the years ended December 31, 2023 and 2022, respectively.

D. Investments

Investments at December 31, 2023 consist of the following:

		Estimated	Unrealized
	Cost	Fair Value	Gain or (Loss)
Marketable equity securities	\$ 3,403,485	\$ 4,821,599	\$ 1,418,114
Hedge Funds	83,748	95,297	11,549
Tangible assets (commodities)	93,282	73,482	(19,800)
Bonds and United States Treasury notes	2,794,737	2,544,766	(249,971)
Total investments	\$ 6,375,252	\$ 7,535,144	\$ 1,159,892

Investments at December 31, 2022 consist of the following:

	Estimated	Unrealized
Cost	Fair Value	Gain or (Loss)
\$ 5,907,351	\$ 7,314,104	\$ 1,406,753
83,748	88,612	4,864
93,282	83,321	(9,961)
3,304,606	2,947,965	(356,641)
\$ 9,388,987	\$ 10,434,002	\$ 1,045,015
	\$ 5,907,351 83,748 93,282 3,304,606	Cost Fair Value \$ 5,907,351 \$ 7,314,104 83,748 88,612 93,282 83,321 3,304,606 2,947,965

A reconciliation of the change in unrealized gain on investment is as follows for the years ended December 31, 2023 and 2022:

	2023	2022
Unrealized gain, beginning of year	\$ 1,045,015	\$ 3,692,617
Change in value of investments during the year	114,877	(2,647,602)
Unrealized gain, end of year	\$ 1,159,892	\$ 1,045,015

Investment income comprises the following for the years ended December 31, 2023 and 2022:

	2023	2022
Interest and dividend income	\$ 194,763	\$ 242,433
Realized gains	1,173,231	223,414
Unrealized gain/(loss) on investments	114,877	(2,647,602)
Unrealized gain/(loss) on charitable trusts	64,993	(112,163)
Investment fees	(59,367)	(75,400)
Total investment income	\$ 1,488,497	\$ (2,369,318)

E. Beneficial Interest in Charitable Trusts

The Society has been named as a beneficiary in the following trusts for the years ended December 31, 2023 and 2022:

	2023	2022
The Society is the sole beneficiary of two trusts whose investments consist primarily of bonds and United States Treasury notes. The trustees distribute earnings to the Society, which can be used for general purposes. Although the trusts are intended to be perpetual, one of the trusts expressly permits the trustee, in its sole discretion, to terminate the trust and distribute its assets to the Society. The second trust does not expressly permit such termination, but the Society reflects both trusts as unrestricted based on the conclusion that the permanent nature of the trust is an intention rather than a restriction. The Society does not expect the trusts to liquidate within the next year, and, accordingly, these assets are not available for current use.	\$ 1,167,569	\$ 1,173,508
The Society maintains one-sixth interest in a trust with a fair market value of approximately \$563,000 and \$529,000, respectively, for the years ended December 31, 2023 and 2022. The trust consists primarily of cash and mutual funds. The Society will receive interest-only distributions on a periodic basis until such time as the trustee determines that the assets of the trust are no longer sufficient to warrant the continued administration of the trust, at which time the trustee will terminate the trust and distribute its assets of the trust to the beneficiaries. The Society does not expect the trust to liquidate within the next year, and, accordingly, these assets are not available for current use.	93,905	88,249
The Society records its interest as a beneficiary of three trusts created by an individual estate. The Society recognizes their remainder interest based upon the estimated present value of the assets in the trust. The Society does not expect the trust to liquidate within the next year, and, accordingly, these assets are not available for current use.	63,198	54,831
The Society is a 50% beneficiary of the remaining portion of a trust upon the passing of other beneficiaries. The Society recognizes their remainder interest based upon the estimated present value of the assets in the trust. The Society does not expect the trust to liquidate within the next year, and, accordingly, these assets are not available		
for current use.	7,388	6,670
	\$ 1,332,060	\$ 1,323,258

F. Fair Value Measurements

For assets and liabilities measured at fair value on a recurring basis, FASB ASC Topic 820, *Fair Value Measurement*, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used.

The three levels defined in FASB ASC Topic 820 are as follows:

Level 1: Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities as of the reporting date.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in active markets;
- Inputs other than quoted prices that are observable for the asset or the liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

If the assets or liability has specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement Level within the fair value hierarchy is based upon the lowest Level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022.

Marketable Equity Securities, Hedge Funds, and Tangible Assets (Commodities)

The fair values of marketable equity securities, hedge funds, and tangible assets (commodities) are based on quoted market price and are classified in Level 1 of the fair value hierarchy.

Bonds and United States Treasury Notes

Bonds and United States Treasury notes have observable inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Society. However, they do not have quoted market prices in an active market. Therefore, these assets are classified as Level 2 of the fair value hierarchy.

Beneficial Interest in Charitable Trusts

The fair values of beneficial interest in charitable trusts, excluding the remainder trusts, are based on the Society's share of the underlying assets held by the trust, which are primarily cash, mutual funds, and bonds and United States treasury notes. The Society classifies these items as Level 2. The fair value of the remainder trusts is based on significant unobservable inputs including estimates of future cash flows and present value discount rates and is classified in Level 3 of the fair value hierarchy.

F. Fair Value Measurements (continued)

Beneficial Interest in Charitable Trusts (continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflect future fair values. Furthermore, although the Society believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by Level, within the fair value hierarchy, the Society's assets measured at fair value on a recurring basis as of December 31, 2023:

	Level 1	Level 2	Level 3	Total
Marketable equity securities	\$ 4,821,599	\$ -	\$ _	\$ 4,821,599
Hedge funds	-	95,297	-	95,297
Tangible assets (commodities)	73,482	-	-	73,482
Bonds and United States Treasury note	2,544,766	-	-	2,544,766
Beneficial interest in charitable trusts	-	1,261,474	70,586	1,332,060
Total	\$ 7,439,847	\$ 1,356,771	\$ 70,586	\$ 8,867,204

The following table sets forth by Level, within the fair value hierarchy, the Society's assets measured at fair value on a recurring basis as of December 31, 2022:

	Level 1	Level 2	Level 3	Total
Marketable equity securities	\$ 7,314,104	\$ -	\$ -	\$ 7,314,104
Hedge funds	-	88,612	-	88,612
Tangible assets (commodities)	83,321	-	-	83,321
Bonds and United States Treasury note	2,947,965	-	-	2,947,965
Beneficial interest in charitable trusts	-	1,261,757	61,501	1,323,258
Total	\$ 10,345,390	\$ 1,350,369	\$ 61,501	\$ 11,757,260

The changes in values for assets reported as Level 3 for the years ended December 31, 2023 and 2022 are as follows:

	2023	2022
Value at beginning of year	\$ 61,501	\$ 79,446
Change in value of assets held in trust	9,085	(17,945)
	\$ 70,586	\$ 61,501

G. Donor Designated Endowments

The Society's endowments consist of two donor-restricted funds at December 31, 2023 and 2022. As required by US GAAP, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

G. Donor Designated Endowments (continued)

The Board of Directors of the Society interprets the Texas Uniform Prudent Management of Institutional Funds Act ("TUPMIFA") as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Society classifies as net assets restricted in perpetuity (a) the original value of the gifts donated to the restricted-in-perpetuity endowment, (b) the original value of subsequent gifts to the restricted-in-perpetuity endowment, and (c) accumulations to the restricted-in-perpetuity endowment made in accordance with applicable donor gift instrument at the time the accumulation is added to the fund (d) and all realized and unrealized gains and losses on investments of restricted-in-perpetuity gifts in accordance with applicable donor gift instruments.

The remaining portion of the donor-restricted endowment funds that is not classified as assets restricted in perpetuity are classified as net assets with donor restriction until those amounts are appropriated for expenditure by the Society in a manner consistent with the standard of prudence prescribed by TUPMIFA.

In accordance with TUPMIFA, the Society considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds: (1) the duration and preservation of the various funds, (2) the purposes of the donor-restricted endowment funds, (3) general economic conditions, (4) the possible effect of inflation and deflation, (5) the expected total return from income and the appreciation of investments, (6) other resources of the Society, and (7) the Society's investment policies.

Investment Return Objectives, Risk Parameters, and Strategies

The Society has adopted investment and spending policies, approved by the Board of Directors, for endowment assets that attempt to provide a predictable stream of funding for Society operations supported by its endowment funds while also maintaining the purchasing power of those endowment assets over the long-term. The investment process seeks to achieve an after-cost total real rate of return, including investment income as well as capital appreciation, which meets the annual distribution with acceptable levels of risk.

For the Society's current endowment funds, substantially all interest and dividend income, net of fees, is appropriated as it is earned.

Endowment assets are invested in a well-diversified asset mix, which includes equity and debt securities and mutual funds, that is intended to result in a consistent inflation-protected rate of return that has sufficient liquidity to make annual distributions for operations. Investment risk is measured in terms of the total endowment fund; investment assets and allocation between asset classes and strategies are managed to not expose the fund to unacceptable levels of risk.

Funds with Deficiencies

From time to time, the fair value of the assets associated with individual donor restricted endowment funds may fall below the level the donor or TUPMIFA requires the Society to retain as a fund of perpetual duration. The aggregate deficiencies are \$24,215 and \$19,863 at December 31, 2023 and 2022, respectively.

G. Donor Designated Endowments (continued)

The Society's endowment net asset composition by type of fund as of December 31, 2023 was as follows:

	٧	Without Donor	With Donor	Tota	al Net
		Restrictions	Restrictions	Endowm	ent Assets
Donor-restricted endowment funds	\$	(24,215) \$	976,235	\$	952,020

The Society's endowment net asset composition by type of fund as of December 31, 2022 was as follows:

	Witl	nout Donor	With Donor	•	Tota	l Net
	Re	strictions	Restrictions	;	Endowme	nt Assets
Donor-restricted endowment funds	\$	(19,863)	959,	,511	\$	939,648

Changes in Endowment Net Assets

The following discloses changes in total endowment fund net assets for the year ended December 31, 2023:

	١	Nithout Donor	With Donor		Total Net
		Restrictions	Restrictions	Er	dowment Assets
Endowment net assets, beginning of year	\$	(19,863)	\$ 959,511	\$	939,648
Net unrealized gains		-	16,724		16,724
Interest and dividend income		34,336	-		34,336
Disbursements		(34,026)	-		(34,026)
Amounts appropriated for expenditure		(4,662)	-		(4,662)
	\$	(24,215)	\$ 976,235	\$	952,020

The following discloses changes in total endowment fund net assets for the year ended December 31, 2022:

	,	Without Donor Restrictions	With Donor Restrictions	En	Total Net dowment Assets
Endowment net assets, beginning of year	\$	(13,568) \$	1,037,697	\$	1,024,129
Net unrealized losses		-	(78, 186)		(78, 186)
Interest and dividend income		31,106	-		31,106
Disbursements		(32,879)	-		(32,879)
Amounts appropriated for expenditure		(4,522)	-		(4,522)
	\$	(19,863) \$	959,511	\$	939,648

H. Restrictions on Net Assets

Net assets with donor restrictions were restricted for the following purposes as of December 31, 2023 and 2022:

	2023		 2022
Animal Care	\$	17,350	\$ -
Endowment		952,020	939,648
Cruelty Investigations program		75,000	59,071
Equine related activities		130,393	86,609
Rae of Hope program funds		25,000	63,046
Transportation		18,400	40,427
Contract behaviorists		4,916	10,000
Preparing animals for adoption		84,905	6,011
Medical equipment		15,000	81,902
	\$	1,322,984	\$ 1,286,714

I. Employee Benefit Plan

Effective January 1, 2020, the Society has adopted the Humane Society of North Texas 401(k) Plan (the Plan) to help its employees save for retirement. Most employees of the Society who are at least 21 years of age and have worked for the Society for at least six months will be eligible to participate in the Plan. The Society may make discretionary matching contributions to the Plan.

Employees will be entitled to receive any such matching contributions if the employee is employed on the last day of the year and worked at least 1,000 hours during the year for the Society. Employees become vested in the matching and employer contribution amounts under a 5-year graded vesting schedule, with vesting increasing by 20% in each year. Costs incurred by the Society related to employer contributions approximated \$56,000 and \$50,000 during 2023 and 2022, respectively.

J. Paycheck Protection Program Loan

The Society received a note payable with the U.S. Small Business Administration ("SBA") as part of the Paycheck Protection Program. The loan was issued on March 20, 2021 for \$712,017 and originally indicated repayment to begin six months from origination date consisting of 18 monthly payments of principal and interest. This loan was eligible for loan forgiveness and accordingly, no payments of principal or interest were made. The Society received formal forgiveness on February 11, 2022 and therefore was included on the statement of activities as Paycheck Protection Program Forgiveness.

K. Operating Lease Liability

The Society leases real property and other equipment under various operating lease agreements with unrelated third parties. The Society's leases generally have remaining terms of one to five years.

The Society determines if a contract contains a lease at inception. Operating lease assets and liabilities represent the present value of lease payments not yet paid. Operating lease assets represent the right of use an underlying asset and are based upon the operating lease liabilities adjusted for prepayments or accrued lease payments, initial direct costs, lease incentives, and impairment of operating lease assets. The present value of the Society's lease obligations were determined using their incremental borrowing rate at lease inception which varied from 1.63% to 4.25%. The incremental borrowing rate was determined utilizing the daily treasury par yield curve tables as published by the United States Department of the Treasury.

K. Operating Lease Liability (continued)

Lease incentives used to fund leasehold improvements are recognized when earned and reduce the Society's right-of-use asset related to the lease. These are amortized through the right-of-use asset as reductions of expense over the lease term.

Total expenses related to leases for the years ended December 31, 2023 and 2022 were approximately \$153,000 and \$103,000, respectively.

Maturities of operating lease obligations were as follows as of December 31, 2023:

Years ending December 31,	A	Amount
2024	\$	100,898
2025		27,674
2026		2,779
2027		2,084
2028		-
Total lease payments	\$	133,435
Less: imputed interest		(5,408)
Present value of operating lease obligations:	\$	128,027

Weighted-Average Lease Term and Discount Rate

Weighted-average remaining lease term (years)	
Operating Leases	1.44
Weighted-average discount rate	
Operating Leases	3.69%

L. Liquidity and Availability of Resources

The Society's financial assets available within one year of the statement of financial position date for general expenditures are as follows:

	 2023	 2022
Cash and cash equivalents	\$ 2,044,096	\$ 912,093
Pledges receivable	356,593	233,515
Grants and other receivables	104,488	116,334
Investments	7,535,144	10,434,002
Less assets with donor restrictions	(1,322,984)	(1,286,714)
	\$ 8,717,337	\$ 10,409,230

As part of the Society's liquidity management, it has informally decided to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. The Society regularly monitors liquidity required to meet its operational needs and other contractual commitments, while also striving to maximize the investment of its available funds.

L. Liquidity and Availability of Resources (continued)

The Society manages its liquidity and reserves following three guiding principles:

- Operating with a prudent range of financial soundness and stability,
- · Maintaining adequate liquid assets to fund near-term operating needs, and
- Maintaining sufficient reserves to provide reasonable assurance that long-term obligations will be discharged.

The Society has a liquidity policy to maintain current financial assets less current liabilities at an average of 60 days operating expenses.

M. Subsequent Events

In preparing the accompanying financial statements, management of the Society has evaluated all subsequent events and transactions for potential recognition or disclosure through July 24, 2024, the date the financial statements were available for issuance.