FINANCIAL STATEMENTS

August 31, 2017 and 2016

FINANCIAL STATEMENTS August 31, 2017 (Audited) and 2016 (Reviewed)

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INDEPENDENT AUDITOR'S REPORT

To the Finance Committee Oak Hills Church San Antonio, Texas

We have audited the accompanying financial statements of Oak Hills Church (a non-profit corporation), which comprise the statement of financial position as of August 31, 2017, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal controls 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 of America. 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 Oak Hills Church as of August 31, 2017, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Prior Period Financial Statements

The 2016 financial statements were reviewed by us, and our report thereon, dated March 6, 2017, stated we were not aware of any material modifications that should be made to those statements for them to be in conformity with accounting principles generally accepted in the United States of America. However, a review is substantially less in scope than an audit and does not provide a basis for the expression of an opinion on the financial statements as a whole.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of functional expenses on page 13 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Kandy L. Walker

San Antonio, Texas February 25, 2018

FINANCIAL STATEMENTS

STATEMENTS OF FINANCIAL POSITION

August 31, 2017 (Audited) and 2016 (Reviewed)

<u>ASSETS</u>	_	2017 (Audited)	_	2016 (Reviewed) (Restated)
Cash and Cash Equivalents Investments Other Assets Property and Equipment - net	\$	4,428,776 17,190 20,226 64,506,330	\$	3,853,284 52,349 73,233 53,616,134
TOTAL ASSETS	S	68,972,522	\$_	57,595,000
LIABILITIES AND NET A	ASSET	<u>rs</u>		
Accounts Payable	\$	609,203	\$	273,765
Accrued Expenses		1,068,892		1,127,135
Retainage Payable Notes Payable		- 19 663 575		1,598,096 9,849,384
•		18,663,575	_	· · · · · · · · · · · · · · · · · · ·
TOTAL LIABILITIES	_	20,341,670	_	12,848,380
NET ASSETS Unrestricted:				
Undesignated		45,489,533		42,104,421
Board Designated		2,599,214	_	2,073,770
Total Unrestricted		48,126,897		44,178,191
Temporarily Restricted		503,955	_	568,429
TOTAL NET ASSETS	_	48,630,852	_	44,746,620
TOTAL LIABILITIES AND NET ASSETS	S \$_	68,972,522	\$	57,595,000

STATEMENT OF ACTIVITIES

For the Year Ended August 31, 2017 (Audited) (with comparative totals for 2016 - Reviewed)

	_		_				
		TI 4 1 4 1		Temporarily	75. 4. I	2016	
	-	Unrestricted	_	Restricted	Total	Total	
REVENUE AND SUPPORT					(Audited)	(Reviewed)	
General Contributions	\$	16,424,508	\$	- \$	16,424,508 \$	15,847,489	
Restricted Contributions	Ψ	10,424,300	Ψ	5,557,257	5,557,257	6,020,057	
Income from Ministries		641,659		5,551,251	641,659	585,132	
Gain on Sale of Property		97,857		_	97,857	303,132	
Sales Income		79,967			79,967	114,929	
Rental Income		70,027		_	70,027	77,297	
Miscellaneous Income		2,424		_	2,424	1,580	
Interest Income		46		_	46	13,163	
Funds Released from Restrictions		5,621,731		(5,621,731)	-	13,103	
TOTAL REVENUE AND SUPPORT	-	22,938,219	-	(64,474)	22,873,745	22,659,647	
TOTAL REVENUE AND SULTORI	-	22,930,219	-	(04,474)	22,073,743	22,039,047	
EXPENSES							
Program		14,761,641		_	14,761,641	14,325,916	
General and Administrative		3,661,770		-	3,661,770	2,890,925	
Fundraising		566,102		-	566,102	570,036	
TOTAL EXPENSES	-	18,989,513			18,989,513	17,786,877	
CHANGE IN NET ASSETS		3,948,706		(64,474)	3,884,232	4,872,770	
NET ASSETS, Beginning of Year (Restated)	_	44,178,191		568,429	44,746,620	39,873,850	
NET ASSETS, End of Year	\$	48,126,897	\$	503,955 \$	48,630,852 \$	44,746,620	

STATEMENTS OF CASH FLOWS

For the Years Ended August 31, 2017 (Audited) and 2016 (Reviewed)

	2017			2016	
	_	(Audited)	_	(Reviewed)	
CASH FLOWS FROM OPERATING ACTIVITIES					
Increase in Net Assets from Operations	\$	3,884,232	\$	4,872,770	
Adjustments to Reconcile Net Change to Net Cash					
Provided by Operations:					
Depreciation		1,704,894		1,060,104	
Gain on Sale of Property		(97,857)		-	
Decrease (Increase) in Assets:					
Other Assets		53,007		(48,341)	
Increase (Decrease) in Liabilities:					
Accounts Payable		335,438		(566,738)	
Accrued Expenses		(58,243)		232,381	
Retainage Payable	_	(1,598,096)	_	1,598,096	
NET CASH PROVIDED BY OPERATING ACTIVITIES	_	4,223,375	_	7,148,272	
CASH FLOWS FROM INVESTING ACTIVITIES					
Sale (Purchase) of Investments		35,159		(5,857)	
Purchases of Fixed Assets		(14,182,391)		(20,315,974)	
Proceeds from Sale of Property	_	1,685,158	_	-	
NET CASH USED BY INVESTING ACTIVITIES	_	(12,462,074)	_	(20,321,831)	
CASH FLOWS FROM FINANCING ACTIVITIES					
New Borrowings on Long-Term Debt		9,475,000		8,249,000	
Repayments on Long-Term Debt	_	(660,809)	_	(264,440)	
NET CASH PROVIDED BY FINANCING ACTIVITIES	_	8,814,191	_	7,984,560	
NET INCREASE (DECREASE) IN CASH FLOWS		575,492		(5,188,999)	
CASH AND CASH EQUIVALENTS, Beginning of Year	_	3,853,284	_	9,042,283	
CASH AND CASH EQUIVALENTS, End of Year	\$_	4,428,776	\$	3,853,284	
SUPPLEMENTAL DISCLOSURES					
Interest Paid	\$	654,006	\$	70,876	

NOTES TO FINANCIAL STATEMENTS

August 31, 2017 (Audited) and 2016 (Reviewed)

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying statements of Oak Hills Church (the Church) have been prepared on the accrual basis of accounting. The significant accounting policies of the Church are described below to enhance the usefulness of the financial statements to the reader.

Organization and Nature of Activities

The Church was initially founded as Fredericksburg Road Church of Christ and changed its name to Oak Hills Church, Inc. in 2016. The Church is organized as a nonprofit corporation and is governed by a body of Elders. These Elders elect, from within their number, a Coordinating Board to act in an executive capacity. The mission statement of the Church is as follows, "We are the Body of Christ called to be Jesus in every neighborhood in our city and beyond."

Basis of Presentation

The Church is required to report information regarding its financial position and activities according to three classes of net assets:

- Unrestricted net assets Net assets that are not subject to donor-imposed stipulations.
- Temporarily restricted net assets Net assets subject to donor-imposed stipulations that may or will be met either by actions of the Church and/or the passage of time.
- Permanently restricted net assets Net assets subject to donor-imposed stipulations that they be maintained permanently by the Church. The Church had no permanently restricted net assets at August 31, 2017 and 2016.

Property and Equipment

All purchased classes of property and equipment owned by the Church are stated at cost. Donated assets are recorded at estimated market value at the date of donation. Depreciation is computed using the straight-line method over the estimated useful lives as follows:

Buildings and Improvements7-39 yearsFurniture and Fixtures5-7 yearsMachinery and Equipment5-7 years

Income Taxes

The Church is exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code, and as such qualifies for the maximum charitable contributions deduction by donors.

Use of Estimates

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

NOTES TO FINANCIAL STATEMENTS

August 31, 2017 (Audited) and 2016 (Reviewed)

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Church considers all highly liquid savings and securities with a maturity of three months or less to be cash equivalents.

Investments

Investments are stated at fair value based upon quoted market prices, when available, or estimates of fair value, in the statements of financial position. Investment securities received as contributions are sold immediately, with the net proceeds being recognized as a contribution.

NOTE 2 - CONCENTRATION OF CREDIT RISK

The Church maintains multiple bank accounts at two separate financial institutions. The Federal Deposit Insurance Corporation insures account balances up to \$250,000 per bank. The Church had uninsured cash balances of \$4,213,572 and \$3,447,813, not including reconciling items, at August 31, 2017 and 2016, respectively.

NOTE 3 - INVESTMENTS

The Church holds investments in a commercial investment account. The Church's policy is to sell contributed stock donations as soon as practicable after receipt. Due to this arrangement, the Church is exposed to minimal market volatility within these accounts. A cost-to-fair value comparison of investments held at August 31, 2017 and 2016 is summarized as follows:

	2017				2		
	Fair Cost Value			•	Cost		Fair Value
Money Market Fund Equity Securities	\$ 17,190 -	\$	17,190 -	\$	36,140 16,393	\$ _	36,140 16,209
Total	\$ 17,190	\$_	17,190	\$	52,533	\$	52,349

The Church had interest and dividend income of \$46 and \$13,163 for the years ended August 31, 2017 and 2016, respectively.

NOTE 4 - FUNCTIONAL ALLOCATION OF EXPENSES

The costs of providing the various programs and general and administrative expenses listed in the schedule of functional expenses have been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the program and supporting services benefited.

NOTES TO FINANCIAL STATEMENTS

August 31, 2017 (Audited) and 2016 (Reviewed)

NOTE 5 - PROPERTY AND EQUIPMENT

Property and equipment were as follows at August 31:

		_	2017	2016
Land		\$	7,306,256 \$	8,893,557
Buildings			69,417,912	33,994,730
Furniture and Fixtures			1,915,548	1,207,944
Construction in Progress			-	21,948,395
Machinery and Equipment		_	829,316	829,316
			79,469,032	66,873,942
Less Accumulated Depreciation		_	(14,962,702)	(13,257,808)
	Total	\$	64,506,330 \$	53,616,134

The Church's property is primarily held at eight locations in and around San Antonio, Texas. These assets are presented at cost.

Depreciation expense for the years ended August 31, 2017 and 2016 was \$1,704,894 and \$1,060,104, respectively.

NOTE 6 - OPERATING LEASES

The Church leases space for its North Central Campus as well as various pieces of office equipment. The leases for these items have various expiration dates from 2017 through 2020. Rent expense for the years ended August 31, 2017 and 2016 was \$322,744 and \$249,346, respectively.

The future minimum rental payments under these operating leases were as follows:

Years Ending August 31,		
2018	\$	323,209
2019		344,155
2020		258,706
2021		78,636
2022		77,553
Thereafter		12,384
Total	\$_	1,094,643

NOTE 7 - SUBSEQUENT EVENTS

The Church has evaluated subsequent events through February 25, 2018, the date the financial statements were available to be issued. During the period beginning with the date of the statements of financial position through this date, no subsequent events were noted.

NOTES TO FINANCIAL STATEMENTS August 31, 2017 (Audited) and 2016 (Reviewed)

NOTE 8 - TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets were available for the following purposes at August 31:

		_	2017	2016
Benevolence Donations		\$	254,957	\$ 184,347
Tapestry (Show Hope) Ministry			70,946	111,907
Disaster Relief Funds			27,795	820
Russia - Heller			24,382	8,179
Children and Youth Incentives			19,264	-
CHRC Donations			18,205	16,605
Preschool Scholarship Fund			15,680	15,680
Project Hope			14,540	14,490
Memorial Fund			9,105	9,474
Manos de Cristo Shipping			9,080	6,296
South Sudan Refugee Families			8,075	8,075
Water Well Project			5,535	2,515
South Sudan English Initiatives			5,000	5,000
Short-Term Mission Medical			4,006	7,650
Short-Term Mission Trips			3,255	(31,584)
Branch Life			2,455	33,912
Global Outreach			2,019	7,486
College Mission Fund			1,932	1,932
Widows' Homes			1,750	1,750
Short-Term Missions			1,401	-
Homefront Heroes			1,367	18,053
Campus Life Scholarship Fund			851	851
Equipping and Sending			768	2,568
First Aid Equipment			582	745
Monclova, Mexico			557	557
New Campus Development			200	200
Building Donations			120	-
Guatemala Ministry Fund			105	105
India			23	23
Burkina Faso Outreach			-	4,780
El Salvador Ministry			-	436
Miscellaneous Donations Fund		_	-	135,577
	Total	\$ _	503,955	\$ 568,429

NOTES TO FINANCIAL STATEMENTS

August 31, 2017 (Audited) and 2016 (Reviewed)

NOTE 9 - DESIGNATED FUNDS

Funds were available for the following designated purposes at August 31:

	2017		2016
Contingency/Cash Reserve	\$ 1,000,000	\$	1,000,000
We Are Called Future Payment Reserve	500,000		-
Capital Reserve Account	370,146		358,452
Unfunded Facilities Improvements	156,665		60,575
Missions Contingency Fund	143,858		109,864
New Campus Fund	100,000		100,000
Distribution Account Acts	95,475		170,475
Natal, Brazil	59,003		69,990
Student Scholarship Fund	42,802		52,952
Community Life Development	35,038		35,038
Member Counseling Scholarships	32,706		27,556
Family Ministry Initiatives	22,330		22,330
Year End Offering	19,974		47,127
Member Scholarships – Children's Ministry	16,948		15,142
Field Leadership Development	4,069		4,069
Tanzania	200	_	200
Total	\$ 2,599,214	\$	2,073,770

NOTE 10 - CONSTRUCTION LOAN

On September 10, 2015, the Church entered into a loan agreement with Amegy Bank. This agreement allows the Church to borrow a maximum of \$30 million for use in the construction of a sanctuary at its Crownridge location and for construction costs at its Far West satellite campus. This loan is secured by the Church's Crownridge location and has a variable interest rate that is periodically calculated at 2.5% over the London Interbank Offer Rate (LIBOR) based on the Church's current borrowing level. At borrowings over \$20,000,000, the interest rate of the loan increases to 2.75% over LIBOR. The outstanding balance of the loan as of August 31, 2017 and 2016 was \$17,725,000 and \$8,250,000, respectively. This loan allows for interest-only payments for the first three years of its life. Therefore, principal payments will begin in fiscal year 2019. After this three-year period, the principal balance of this loan is amortized over 15 years.

Future minimum payments on this loan are as follows:

Years Ending	
August 31,	
2019	\$ 902,630
2020	936,363
2021	971,357
2022	1,007,659
2023	1,045,317
Thereafter	12,861,674
Total	\$ 17,725,000

NOTES TO FINANCIAL STATEMENTS

August 31, 2017 (Audited) and 2016 (Reviewed)

NOTE 11 - JOURNEY FELLOWSHIP EIGHT ACRE PARCEL NOTE PAYABLE

On May 23, 2007, the Church entered into an agreement with a private lender to borrow funds to purchase an eight acre parcel of land to house the Church's Journey Fellowship location. The original value of this note was \$1,150,000, and the outstanding principal acrues interest at an annual rate of 1.5%. This loan was paid off in its entirety during the year ended August 31, 2017. The balance of this loan at August 31, 2016 was \$471,545.

NOTE 12 - JOURNEY FELLOWSHIP TEN ACRE PARCEL NOTE PAYABLE

On May 23, 2007, the Church entered into an agreement with a private lender to borrow funds to purchase a ten acre parcel of land to house the Church's Journey Fellowship location. The original value of this note was \$2,750,000, and the outstanding principal accrues interest at an annual rate of 1.5%. The loan is secured by the real estate purchased with the proceeds from the note. The outstanding balance of the note payable as of August 31, 2017 and 2016 was \$938,575 and \$1,127,839, respectively.

The future maturities of this note are as follows:

Years Ending	
August 31,	
2018	\$ 191,844
2019	194,741
2020	197,682
2021	200,668
2022	 153,640
Total	\$ 938,575

NOTE 13 - FAIR VALUE OF FINANCIAL INSTRUMENTS

The Church adopted the provisions of ASC 820, "Fair Value Measurements and Disclosures" (formerly SFAS 157). ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market, and establishes a framework for measuring fair value in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The adoption of ASC 820 did not affect the Church's financial position or results of operations. The valuation techniques required by ASC 820 are based upon observable and unobservable inputs, and ASC 820 establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value.

The three levels of inputs used to measure fair value are as follows:

- Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets or liabilities and have the highest priority.
- Level 2 valuations are based on quoted prices in markets that are not active.
- Level 3 valuations are based on inputs that are unobservable and supported by little or no market activity.

The Church has no Level 2 or Level 3 assets or liabilities.

NOTES TO FINANCIAL STATEMENTS

August 31, 2017 (Audited) and 2016 (Reviewed)

NOTE 13 - FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

The Church's financial instruments (Level 1) were as follows at August 31:

	_	2017				2016			
		Carrying		Fair	Carrying			Fair	
	_	Amount		Value	_	Amount		Value	
Financial Assets:									
Cash and Cash Equivalents	\$	4,428,776	\$	4,428,776	\$	3,853,284	\$	3,853,284	
Other Assets	\$	20,226		20,226	\$	73,233		73,233	
Financial Liabilities:									
Accounts Payable	\$	609,203	\$	609,203	\$	273,765	\$	273,765	
Accrued Expenses	\$	1,068,892	\$	1,068,892	\$	1,127,135	\$	1,127,135	
Retainage Payable	\$	-	\$	-	\$	1,598,096	\$	1,598,096	

The carrying amounts reported in the statements of financial position approximate their fair values because of the short maturities of those instruments.

The Church's financial instruments also include investments. The fair values of investments are based on quoted market prices for those or similar investments.

NOTE 14 - DEFINED CONTRIBUTION RETIREMENT PLAN

The Church offers a defined contribution plan to its full-time employees. The Church's contributions to this plan for the years ended August 31, 2017 and 2016 were \$231,492 and \$239,445, respectively.

NOTE 15 - RETAINAGE LIABILITY

At August 31, 2016, the Church had a retainage liability in the amount of \$1,598,096. This liability was due to the general contractor for construction performed at the Crownridge campus and was paid in full upon completion of the construction at this location. The Church had no remaining retainage liability at August 31, 2017.

NOTE 16 - RECLASSIFICATION

Certain amounts in the 2016 financial statements have been reclassified to conform to the 2017 presentation.

NOTE 17 - PRIOR PERIOD RESTATEMENT

During the year ended August 31, 2017, the Church identified an overstatement in temporarily restricted net assets of \$20,137,130 at August 31, 2016. Correction of this misstatement led to a \$20,137,130 decrease in the balance of temporarily restricted net assets and a corresponding increase in unrestricted net assets at August 31, 2016.

SUPPLEMENTARY INFORMATION

SCHEDULE OF FUNCTIONAL EXPENSES

For the Year Ended August 31, 2017 (Audited) (with comparative totals for 2016 - Reviewed)

		2017									
		Program		General and Administrative		Fundraising		Total		2016 Total	
	_	11091	-	114111111111111111111111111111111111111	_	1 41141 41191119	_	(Audited)	_	(Reviewed)	
<u>EXPENSES</u>											
Salaries and Wages	\$	6,574,763	\$	1,232,768	\$	410,923	\$	8,218,454	\$	8,288,105	
Employee Benefits		1,150,328		215,687		71,896		1,437,911		1,599,794	
Payroll Taxes		240,704		45,132		15,044		300,880		363,171	
Total Payroll Expenses	_	7,965,795	_	1,493,587		497,863	_	9,957,245	_	10,251,070	
Depreciation		1,534,405		170,489		-		1,704,894		1,060,104	
Ministry Expense		1,348,678		-		-		1,348,678		1,496,990	
Goodwill Expense		244,384		570,230		-		814,614		808,439	
Utilities		714,888		37,626		-		752,514		616,587	
Interest		-		654,006		-		654,006		70,876	
Rental Expense		557,012		61,890		-		618,902		726,143	
Services		588,403		-		-		588,403		610,942	
Supplies		405,769		108,205		27,051		541,025		456,951	
Contract Labor		350,631		61,876		-		412,507		276,575	
Fees		96,259		224,605		-		320,864		181,737	
Food		226,581		42,484		14,161		283,226		267,580	
Advertising		206,480		38,715		12,905		258,100		207,257	
Maintenance and Repair		119,504		119,505		-		239,009		292,141	
Travel		144,752		36,188		-		180,940		208,858	
Purchases		132,556		24,854		8,285		165,695		192,247	
Crownridge Miscellaneous		93,387		17,510		5,837		116,734		25,595	
Education	_	32,157	_		_		_	32,157	_	36,785	
TOTAL EXPENSES	\$	14,761,641	\$	3,661,770	\$	566,102	\$	18,989,513	\$	17,786,877	