

**HEALTHRIGHT INTERNATIONAL, INC.
AND SUBSIDIARY**

Consolidated Financial Statements

For the Years Ended December 31, 2016 and 2015



HEALTHRIGHT INTERNATIONAL, INC. AND SUBSIDIARY
For the Years Ended December 31, 2016 and 2015

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INDEPENDENT AUDITOR'S REPORT

Board of Directors
HealthRight International, Inc. and Subsidiary

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of HealthRight International, Inc. and Subsidiary ("HealthRight" or the "Organization"), which comprise the consolidated statement of financial position as of December 31, 2016, and the related consolidated statement of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States 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.

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.

One Pennsylvania Plaza
Suite 3500
New York, New York 10119
212.695.5003

6720-A Rockledge Drive
Suite 510
Bethesda, Maryland 20817
240.200.1400

150 Clove Road
5th Floor
Little Falls, New Jersey 07424
973.812.0100

Buchbinder Tunick & Company LLP
Certified Public Accountants
buchbinder.com
Follow us on 

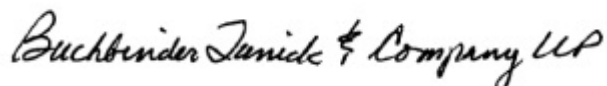
Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of HealthRight International, Inc. and Subsidiary as of December 31, 2016, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Adjustments to Prior Period Financial Statements

The consolidated financial statements of HealthRight International, Inc. and Subsidiary, as of December 31, 2015, were audited by other auditors whose report dated October 6, 2016, expressed an unmodified opinion on those statements. As discussed in Note 11 to the financial statements, the Organization has adjusted its 2015 financial statements to retrospectively apply the change in the unrestricted and temporarily restricted net assets. The other auditors reported on the consolidated financial statements before the retrospective adjustment.

As part of our audit of the 2016 consolidated financial statements, we also audited the adjustments to the 2015 consolidated financial statements to retrospectively apply the change in accounting as described in Note 11. In our opinion, such adjustments are appropriate and have been properly applied. We were not engaged to audit, review, or apply any procedures to HealthRight International, Inc. and Subsidiary's 2015 consolidated financial statements other than with respect to the adjustments and, accordingly, we do not express an opinion or any other form of assurance on the 2015 consolidated financial statements as a whole.



BUCHBINDER TUNICK & COMPANY LLP

New York, NY
November 2, 2017

HEALTHRIGHT INTERNATIONAL, INC. AND SUBSIDIARY
Consolidated Statements of Financial Position
December 31, 2016 and 2015

	<u>2016</u>	<u>2015*</u>
ASSETS		
Assets:		
Cash and cash equivalents	\$ 232,908	\$ 695,721
Unconditional promises to give, net	902,317	103,510
Prepaid expenses and other assets	19,266	17,512
Property assets, net	<u>182,207</u>	<u>180,601</u>
Total assets	<u>\$ 1,336,698</u>	<u>\$ 997,344</u>
LIABILITIES AND NET ASSETS		
Liabilities:		
Accounts payable and accrued expenses	\$ 97,226	\$ 59,283
Grant advances	<u>-</u>	<u>152,542</u>
Total liabilities	<u>97,226</u>	<u>211,825</u>
Net assets:		
Unrestricted	66,588	582,152
Temporarily restricted	<u>1,172,884</u>	<u>203,367</u>
Total net assets	<u>1,239,472</u>	<u>785,519</u>
Total liabilities and net assets	<u>\$ 1,336,698</u>	<u>\$ 997,344</u>

* As restated

See notes to financial statements.

HEALTHRIGHT INTERNATIONAL, INC. AND SUBSIDIARY
Consolidated Statements of Activities
For the years ended December 31, 2016 and 2015

	2016			2015*		
	Total	Unrestricted	Temporarily Restricted	Total	Unrestricted	Temporarily Restricted
Revenue:						
United States government grants	\$ 346,641	\$ -	\$ 346,641	\$ 601,595	\$ -	\$ 601,595
Foreign government grants	740,422	-	740,422	45,641	-	45,641
International organizations contributions	-	-	-	561,223	-	561,223
Foundation contributions	812,586	9,785	802,801	146,000	37,970	108,030
Corporate contributions	618,934	23,619	595,315	210,241	17,849	192,392
Individual contributions	305,626	305,626	-	187,370	162,267	25,103
In-kind contributions	172,515	172,515	-	267,550	267,550	-
Special events	127,826	127,826	-	216,467	216,467	-
Less: direct benefit costs	(87,355)	(87,355)	-	(31,452)	(31,452)	-
Other income	58,836	58,836	-	7,604	7,604	-
Net assets released from purpose restrictions:						
Satisfaction of program restrictions	-	1,515,662	(1,515,662)	-	1,579,708	(1,579,708)
Total revenue	3,096,031	2,126,514	969,517	2,212,239	2,257,963	(45,724)
Expenses:						
Program services	1,949,461	1,949,461	-	2,040,115	2,040,115	-
Supporting activities:						
Management and general	500,280	500,280	-	219,116	219,116	-
Fundraising	148,482	148,482	-	109,768	109,768	-
Total expenses	2,598,223	2,598,223	-	2,368,999	2,368,999	-
Change in net assets before net gains (losses) on foreign currency transactions	497,808	(471,709)	969,517	(156,760)	(111,036)	(45,724)
Net (losses) on foreign currency transactions	(43,855)	(43,855)	-	(83,407)	(83,407)	-
Change in net assets	453,953	(515,564)	969,517	(240,167)	(194,443)	(45,724)
Net assets:						
Beginning of year	785,519	582,152	203,367	1,025,686	776,595	249,091
End of year	\$ 1,239,472	\$ 66,588	\$ 1,172,884	\$ 785,519	\$ 582,152	\$ 203,367

* As restated

See notes to financial statements.

HEALTHRIGHT INTERNATIONAL, INC. AND SUBSIDIARY
Consolidated Statements of Functional Expenses
For the years ended December 31, 2016 and 2015

	2016				2015			
	Total	Program Services	Management and General	Fundraising	Total	Program Services	Management and General	Fundraising
Expenses:								
Salaries	\$ 796,536	\$ 559,642	\$ 162,005	\$ 74,889	\$ 893,123	\$ 717,555	\$ 126,950	\$ 48,618
Payroll taxes and employee benefits	258,022	191,253	45,471	21,298	245,963	201,212	30,245	14,506
Program Consultants	687,727	637,883	33,280	16,564	507,257	443,202	29,714	34,341
Professional fees	270,874	38,165	207,817	24,892	85,823	79,574	4,170	2,079
Training and workshops	166,951	164,100	2,276	575	189,501	189,501	-	-
Rent and utilities	33,168	26,934	6,234	-	44,871	43,126	1,510	235
Materials and supplies	51,746	42,212	3,297	6,237	86,224	66,093	18,613	1,518
Furniture and equipment	13,276	11,857	1,419	-	32,982	27,957	589	4,436
Program expenses - other	53,073	53,073	-	-	-	-	-	-
Vehicle expenses	27,981	27,981	-	-	35,787	35,787	-	-
Travel and meals	76,745	59,087	15,722	1,936	52,824	50,302	2,186	336
Insurance	17,763	10,896	6,867	-	21,735	20,751	657	327
Telephone, postage and internet	18,411	13,152	3,168	2,091	22,713	17,302	2,723	2,688
Recruiting	41,944	39,269	2,675	-	17,082	17,044	25	13
Donations	27,117	27,117	-	-	3,210	3,210	-	-
Subcontract grant expenses	13,246	13,246	-	-	99,729	99,729	-	-
Fees, charges and taxes	10,055	8,516	1,539	-	18,180	15,775	1,734	671
Miscellaneous	27,834	19,324	8,510	-	6,780	6,780	-	-
Depreciation	5,754	5,754	-	-	5,215	5,215	-	-
Total expenses	\$ 2,598,223	\$ 1,949,461	\$ 500,280	\$ 148,482	\$ 2,368,999	\$ 2,040,115	\$ 219,116	\$ 109,768

See notes to financial statements.

HEALTHRIGHT INTERNATIONAL, INC. AND SUBSIDIARY
Consolidated Statements of Cash Flows
For the years ended December 31, 2015 and 2015

	<u>2016</u>	<u>2015</u>
Cash flows from operating activities:		
Change in net assets	\$ 453,953	\$ (240,167)
Adjustments to reconcile change in net assets to net cash (used in) operating activities:		
Depreciation	5,754	5,215
Changes in operating assets and liabilities:		
(Increase) decrease in unconditional promises to give	(798,807)	25,951
(Increase) decrease in prepaid expenses and other assets	(1,754)	3,815
Increase (decrease) in accounts payable and accrued expenses	37,943	(4,171)
(Decrease) increase in grant advances	<u>(152,542)</u>	<u>134,036</u>
Net cash (used in) operating activities	<u>(455,453)</u>	<u>(75,321)</u>
Cash flows from investing activities:		
(Purchases of) property assets	<u>(7,360)</u>	<u>-</u>
Net cash (used in) operating activities	<u>(7,360)</u>	<u>-</u>
Cash flows from financing activities:		
Principal payments on notes payable to related parties	<u>-</u>	<u>(62,500)</u>
Net cash (used in) investing activities	<u>-</u>	<u>(62,500)</u>
Net (decrease) in cash and cash equivalents	<u>(462,813)</u>	<u>(137,821)</u>
Cash:		
Beginning of year	<u>695,721</u>	<u>833,542</u>
End of year	<u>\$ 232,908</u>	<u>\$ 695,721</u>

See notes to financial statements.

HEALTHRIGHT INTERNATIONAL, INC. AND SUBSIDIARY
Notes to Financial Statements
December 31, 2016 and 2015

Note 1 - Nature of Operations

HealthRight International, Inc. (“HealthRight” or the “Organization”), formerly Doctors of the World-U.S.A., Inc., is an international health and human rights organization founded in 1990 by a group of volunteer physicians including the late Dr. Jonathan Mann, a pioneer in the field of health and human rights. The Organization owns a 100% interest in the Ukrainian Foundation for Public Health (the “Ukrainian Foundation”). On December 2, 2008, HealthRight amended its Certificate of Incorporation to change its name to HealthRight International, Inc.

Working with local partners, HealthRight’s projects build long-term solutions focused on ending TB and HIV epidemics, caring for neglected and abandoned children, maternal and infant health, and providing assistance to torture survivors. In addition to the United States of America, HealthRight has operated programs in over 30 countries. The Organization primarily receives its support from contributions from corporations and individuals. The Organization adheres to the New York Prudent Management of Institutional Funds Act and the New York State Non-Profit Revitalization Act of 2013.

The Ukrainian Foundation facilitates related efforts to improve health and support services for vulnerable populations for the purpose of resource mobilization for developing, supporting, and providing charitable care and support to vulnerable and at-risk population groups, including, but not limited to, women, children, youth, and families in difficult life situations through access to social, psychological, pedagogical and other types of services in order to enhance their medical, psycho-social, or material conditions and to gain equal opportunities for development and participation in society. The Ukrainian Foundation is a charitable organization incorporated by HealthRight in Ukraine and is regulated by the Constitution of Ukraine and the Law of Ukraine on charity and charitable organizations.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting.

HEALTHRIGHT INTERNATIONAL, INC. AND SUBSIDIARY
Notes to Financial Statements (Continued)
December 31, 2016 and 2015

Note 2 - Summary of Significant Accounting Policies (Continued)

Consolidated Financial Statements Presentation

The consolidated financial statements of the Organization report information regarding its financial position and activities according to the following three classes of net assets:

- (a) Unrestricted net assets - have no donor restrictions and have met all legal and donor requirements.
- (b) Temporarily restricted net assets - are temporarily restricted by donor stipulations and requirements.

Permanently restricted net assets - are permanently restricted by donor stipulations and requirements.

On September 17, 2010, the Organization adopted the New York Prudent Management of Institutional Funds Act ("NYPMIFA"). Accordingly, the Organization classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. Accounting Standards Codification ("ASC") No. 958-205, *Not-for-Profit Entities*, requires the portion of a donor-restricted endowment fund that is not classified as permanently restricted to be classified as temporarily restricted net assets until appropriated for expenditure. As of December 31, 2016 and 2015, the Organization did not have any permanently restricted net assets.

Basis of Consolidation

The consolidated financial statements include the accounts of the Organization and its wholly owned subsidiary, the Ukrainian Foundation for Public Health (the "Ukrainian Foundation"). All significant intercompany accounts and transactions between the entities have been eliminated in the consolidation.

Use of Estimates

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

HEALTHRIGHT INTERNATIONAL, INC. AND SUBSIDIARY
Notes to Financial Statements (Continued)
December 31, 2016 and 2015

Note 2 - Summary of Significant Accounting Policies (Continued)

Cash and Cash Equivalents

Cash equivalents represent short-term investments that have an original maturity at the time of acquisition of three months or less.

Property Assets

Property assets are stated at cost. Depreciation of property assets is provided on the straight-line method over the estimated useful lives of 5 to 40 years.

Contributions

Contributions are recorded as unrestricted, temporarily restricted, or permanently restricted support depending on the existence and/or nature of donor restrictions. Support that is restricted by the donor is reported as an increase in temporarily or permanently restricted net assets as applicable. Amounts are reclassified to unrestricted net assets from temporarily restricted net assets when restrictions expire by passage of time or the fulfillment of the stipulated purpose.

Unconditional Promises to Give

Unconditional promises to give are recognized as revenue in the period received.

Donated Good and Services

Donated goods and services are measured at their fair value as determined by management. During the year ended December 31, 2016, the value of contributed services (medical evaluations) meeting the requirements for recognition totaled \$172,515 (\$267,550 in 2015) and was recorded as a program expense. During the year ended December 31, 2015, the value of contributed goods (medical supplies) meeting the requirements for recognition totaled \$2,801. The value of contributed goods during the year ended December 31, 2016 was deemed immaterial.

Foreign Currency Transactions

Transaction gains and losses of the Organization arise from foreign exchange rate fluctuations on certain contributions and financial activities denominated in currencies other than the U.S. dollar are included in the consolidated statements of activities.

HEALTHRIGHT INTERNATIONAL, INC. AND SUBSIDIARY
Notes to Financial Statements (Continued)
December 31, 2016 and 2015

Note 2 - Summary of Significant Accounting Policies (Continued)

Functional Expenses

The costs of providing various programs and other activities have been summarized on a functional basis in the accompanying consolidated statements of activities and consolidated statements of functional expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Reclassifications

Certain reclassifications have been made to the 2015 financial statements presentation to correspond to the current year's format. Total net assets and change in net assets are unchanged due to these reclassifications.

Prior Period Financial Statements

The financial statements of HealthRight International, Inc. and Subsidiary as of December 31, 2015 were audited by other auditors whose report dated October 6, 2016 expressed an unmodified opinion on those statements.

Subsequent Events

The Organization has evaluated subsequent events and transactions through November 2, 2017, the date that the consolidated financial statements were available to be issued.

Note 3 - Tax Status

The Organization has been determined by the Internal Revenue Service (the "IRS") to be a Section 501(c)(3) educational organization exempt from federal income taxes. As such, contributions to the School entitle donors to the maximum charitable contribution deduction allowed under the Internal Revenue Code (the "IRC").

The Organization files an annual Form 990, *Return of Organization Exempt from Income Tax*, with the IRS. At December 31, 2016, the Organization's Form 990s for the years 2012 through 2015 remain eligible for examination by the IRS.

HEALTHRIGHT INTERNATIONAL, INC. AND SUBSIDIARY
Notes to Financial Statements (Continued)
December 31, 2016 and 2015

Note 4 - Concentrations of Credit Risk

Cash is a financial instrument that potentially subjects the Organization to concentrations of credit risk. While the Organization attempts to limit any financial exposure by maintaining accounts at high quality financial institutions, its deposit balances may, at times, exceed federally insured limits. The Organization has not experienced any losses on such accounts.

Note 5 - Property Assets

As of December 31, 2016 and 2015, property assets, at cost, consist of the following:

	2016	2015
Halfway houses	\$ 192,812	\$ 192,812
Furniture and fixtures	9,332	10,078
	202,144	202,890
Less: accumulated depreciation	(19,937)	(22,289)
Net property assets	\$ 182,207	\$ 180,601

Depreciation expense amounted to \$5,754 and \$5,215 for the years ended December 31, 2016 and 2015, respectively.

In January, 2013, the Organization purchased halfway houses at a cost of \$192,812, in accordance with the Charitable Donation Agreement between the Charitable Foundation for Development of Ukraine (“CFDU”) and the International Charitable Fund “Ukrainian Foundation for Public Health” (“UFPH”). The halfway houses will be used by the Organization’s benefactors as long as the program services are provided. Ownership of the halfway houses will be turned over to the Ukrainian government when the program services are no longer provided. As of December 31, 2016, program services are continuing to be provided and are expected to continue through at least December 31, 2017.

HEALTHRIGHT INTERNATIONAL, INC. AND SUBSIDIARY
Notes to Financial Statements (Continued)
December 31, 2016 and 2015

Note 6 - Unconditional Promises to Give

At December 31, 2016 and 2015, pledges receivable consisted of:

	<u>2016</u>	<u>2015</u>
Amounts due in:		
Less than one year	\$ 569,552	\$ 103,510
One to five years	<u>371,950</u>	<u>-</u>
Unconditional promises to give	941,502	\$ 103,510
Less:		
Discount to present value	<u>(39,185)</u>	<u>-</u>
Unconditional promises to give, net	<u>\$ 902,317</u>	<u>\$ 103,510</u>

Unconditional promises to give are discounted at a rate of 2.91%

Note 7 - Temporarily Restricted Net Assets

As of December 31, 2016 and 2015, the Organization's temporarily restricted net assets consisted of the following:

	<u>2016</u>	<u>2015</u>
Restricted by program:		
HIV Prevention - Ukraine	\$ 703,524	\$ -
Pre-exposure Prophylaxis Demonstration Project - Kenya	197,014	-
Teacher Implemented Child and Family Violence Prevention - Nepal	255,661	-
World Health Organization - MNMR, Nepal	-	66,726
Human Rights Clinic	-	15,594
Ukraine - other	16,685	31,001
Strengthening Social Work Profession - Vietnam	<u>-</u>	<u>90,046</u>
Total temporarily restricted net assets	<u>\$ 1,172,884</u>	<u>\$ 203,367</u>

HEALTHRIGHT INTERNATIONAL, INC. AND SUBSIDIARY
Notes to Financial Statements (Continued)
December 31, 2016 and 2015

Note 8 - Lease Commitment

Effective July 1, 2014, the Organization entered into an affiliation agreement with New York University. Such agreement includes the use of certain office facilities. See Note 10, Affiliation Agreement.

The Organization also leases office space in other locations internationally. These operating leases are renewed monthly. Rent expense covering all locations was \$22,039 and \$31,046 in 2016 and 2015, respectively.

Note 9 - Retirement Plan

The Organization sponsors a 403(b) retirement savings plan for all eligible employees. Pension expense for the years ended December 31, 2016 and 2015 was \$2,378 and \$3,124, respectively.

Note 10 - Affiliation Agreement

The Organization entered into an Affiliation Agreement (the "Agreement") with New York University ("NYU"), an unrelated not-for-profit education corporation in February 2014.

The Agreement creates an affiliation between the Organization and NYU (the "Affiliation") to work together to facilitate NYU faculty and student opportunities for applied research, an expanded curriculum, and enhanced in-service learning in the field of global public health. The Organization will benefit from the Affiliation by securing its U.S. operations, and gaining the involvement of specialists and researchers in its programs, with the Organization's belief that the presence of an operating global non-governmental, non-profit organization on a university campus is an innovative, exciting and cost-effective approach which offers both parties to this agreement expanded opportunities to accomplish their independent but complementary missions. The leaders of both parties have concluded that the Affiliation is beneficial to both.

HEALTHRIGHT INTERNATIONAL, INC. AND SUBSIDIARY
Notes to Financial Statements (Continued)
December 31, 2016 and 2015

Note 10 - Affiliation Agreement (Continued)

The Affiliation revolves around seven (7) key elements, all working toward a common goal of building lasting access to health for excluded communities. These elements are based on the foundational element that both NYU and the Organization remain as separate, independent organizations. Those elements include:

- a) Co-location
- b) Shared expertise among NYU faculty and HealthRight staff
- c) Student engagement
- d) Curricular opportunities
- e) Governance
- f) Programming
- g) HealthRight Executive Director

Note 11 - Restatement of Prior Year Balances

The accompanying consolidated financial statements as of and for the year ended December 31, 2015 have been restated to reflect unrestricted net assets previously categorized as temporarily restricted net assets. The adjustments noted below were recorded to properly reflect the temporarily restricted and unrestricted net assets of December 31, 2015. The restatement is summarized as follows:

	December 31, 2015, as Previously Stated	Prior Period Adjustments	December 31, 2015, as Restated
Unrestricted net assets	\$ 28,555	\$ 553,597	\$ 582,152
Temporarily restricted net assets	756,964	(553,597)	203,367