

2011 Annual Report



Virginia Health Care Foundation
Something You Can
COUNT ON



**CHANGES
AHEAD**

**These are tumultuous times.
From the economy to health care,
change is pervasive.**

As the ranks of the uninsured continue to expand, and as the Commonwealth's health safety net is stretched further than ever before, the Virginia Health Care Foundation continues to deliver for Virginia and Virginians.

Virginia Health Care
Foundation—
Something You Can
Count On

“We’re the only place they can turn.

For many Virginians, dental care is a luxury. Paying for food, housing and other essentials comes first. And so, an undiscovered dental problem becomes a big one, and a small ache becomes unbearable pain. VHCF support has helped us with three of our nine dental sites.”

*-Tonya Parris-Wilkins, DDS
Central Virginia Health Services*

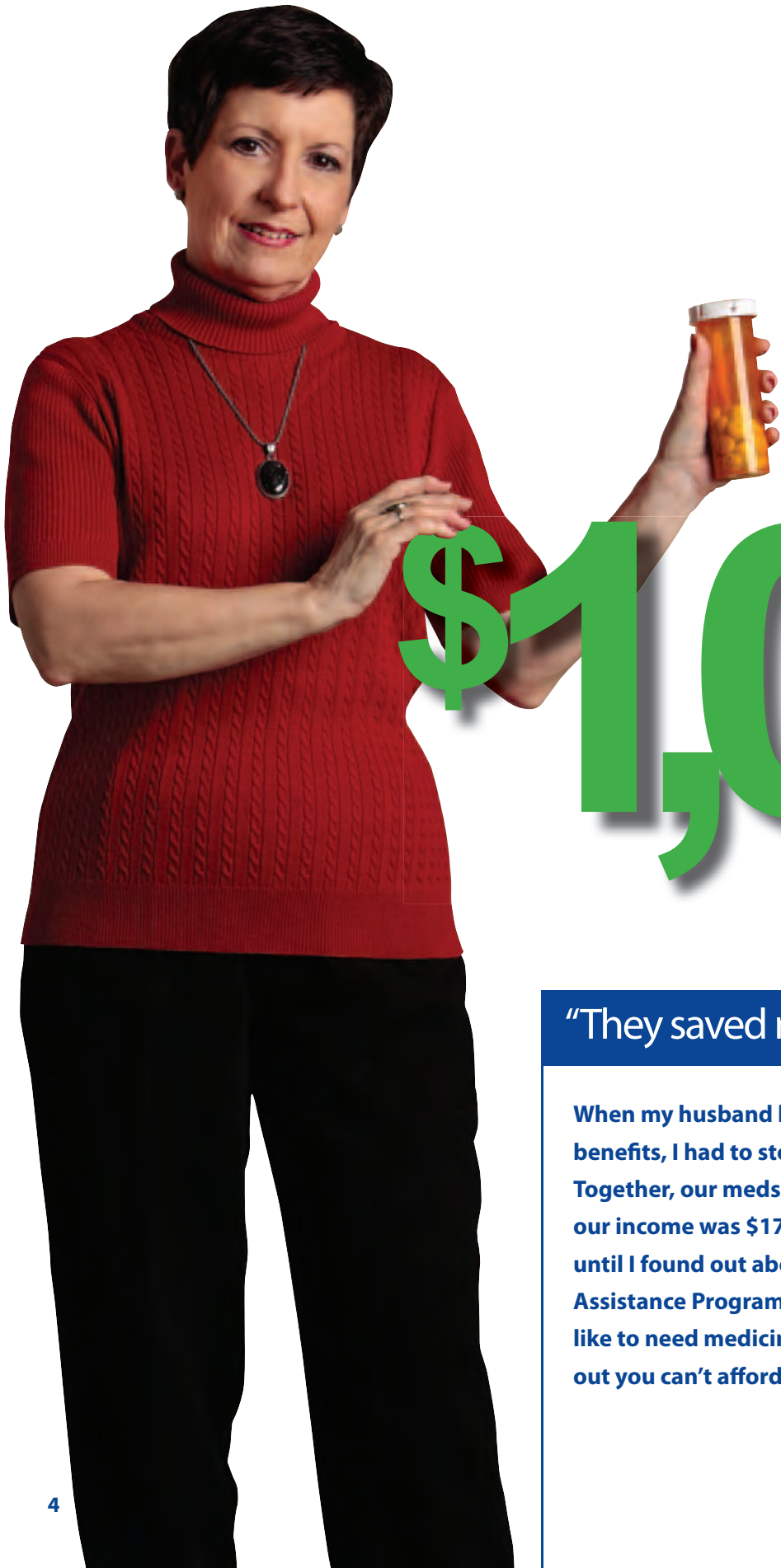


Oral health care is rapidly becoming the number one unmet need in local needs assessments. Uninsured adults have few, if any, affordable choices for dental care.

In response, VHCF has helped over half of Virginia’s dental safety net providers launch or expand their services. VHCF is the number one dental safety net funder in the Commonwealth.

Number 1
Dental Funder

Number 1 Need



\$1,000,000,000

VHCF has made it a priority to help chronically ill, uninsured Virginians obtain vital prescription medicines through pharmaceutical companies' patient assistance programs.

This year alone, VHCF helped a recordbreaking 57,000 patients obtain \$198 million in free medicines, bringing the total value of medicine delivered via VHCF over the past 12 years to \$1 Billion.

In Free Prescription Medicines

"They saved my life.

When my husband lost his job and our health benefits, I had to stop filling my prescriptions. Together, our meds were \$900 per month, and our income was \$1794. I was in a very dark place until I found out about the Giles Medication Assistance Program. You can't imagine what it's like to need medicine every day, and then find out you can't afford it."

*-Betty Herbert
Patient, Rx Giles*

Children Insured

57,



“There are some children whose stories stay with you forever.

One of our students had very severe asthma and required daily medicines. His dad died suddenly, and the family lost its income and insurance. They couldn't afford the boy's medicines and he got very, very sick. When we found out, we quickly signed him up for FAMIS. Now, his asthma's under control, he's back in class, and he gets what he most hoped for: to be 'normal' again.”

-Terri Roe, RN
Henrico County Public Schools

From schoolrooms to childcare centers, grocery stores to unemployment offices, VHCF-funded outreach workers are relentless in their efforts to help parents enroll eligible children in FAMIS health insurance.

The result? More than 57,000 children now have access to health care via VHCF efforts. The children have a healthier future. Their parents have peace of mind. Everyone benefits.

A venture philanthropist, VHCF doesn't just give money, it invests. To ensure success, VHCF provides grantees with the tools and skills to help them sustain themselves independent of VHCF funding.

Measurable goals. A requirement for community involvement. Good stewardship. It's no wonder that 89% of VHCF-funded initiatives continue to deliver the same, or higher, levels of care three years after graduating from VHCF funding.



Sustainability Rate

“Four years ago, we were just an idea.”

VHCF's challenge grant helped us launch our small start-up clinic. Now we've grown dramatically, and become a Federally Qualified Health Center, serving both children and adults. Next year, with VHCF's help, we'll open a new facility with 16 medical and five dental exam rooms.”

-Jonathan D. Moss, MD
Medical Director
Harrisonburg Community Health Center



Since its inception, VHCF has generated \$11 in cash, health services and other in-kind contributions for every \$1 invested – even in the worst of times.

A public-private partnership, VHCF is committed to collaboration. This synergistic approach, along with an entrepreneurial spirit and strong management, ensures that VHCF consistently delivers the maximum impact possible.

“There’s no better investment.”

I like investing in organizations that have integrity, that deliver tangible value I can measure, and that have a heart. That’s why I have invested in the Virginia Health Care Foundation time and again. It’s where I get the most bang for my buck!”

-G. Gilmer Minor, III, *Chairman Owens & Minor*



VHCF Donors FY11

Premier Partners (\$300,000 – \$999,999)

Danville Regional Foundation
Inova Health System
Williamsburg Community Health Foundation

Leadership Partners (\$100,000 – \$299,999)

Bon Secours Virginia
Kaiser Foundation Health Plan of the Mid-Atlantic States
Patterson Dental
Riverside Health System Foundation
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DentaQuest
ExxonMobil
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Mary Washington Healthcare
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Medco Health Solutions, Inc.
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University of Virginia Health System
VCU Medical Center

Verizon Foundation
Virginia Association of Health Plans
Virginia Community Healthcare Association
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Special thanks to our public sector partners:

Virginia Department of Health
Virginia Department of Medical Assistance Services
Virginia Department of Social Services

Thank you to all donors who contributed through the following workplace giving and charitable campaigns throughout Virginia:

Combined Federal Campaign of Central Virginia
Combined Federal Campaign of the National Capital Area
Combined Federal Campaign of South Hampton Roads
Combined Federal Campaign of Southwest Central Virginia
Combined Federal Campaign of the Virginia Peninsula
Commonwealth of Virginia Campaign
Potomac Combined Federal Campaign
United Way of Greater Richmond and Petersburg
United Way Local Government and Schools

Please remember VHCF in your workplace giving campaign:

CVC – 3471
CFC – 31808
United Way LGS - 334

§ Donor-advised funds of The Community Foundation Serving Richmond and Central Virginia



The above listing reflects gifts received between July 1, 2010 and June 30, 2011. We have taken great care to ensure the accuracy and completeness of this list, and regret any errors or omissions. Please contact Stacie Birchett at 804-828-5804 if any corrections are needed.

Chairman's Letter



We are living in uncertain and dynamic times. The turbulent economy and the many changes it has wrought have had far-reaching effects. At the same time, technological advances and new laws are transforming many industries, including health care. There is no "business as usual" anymore.

The impact of these differing dynamics occurring simultaneously has been overwhelming for much of Virginia's health care safety net. The Commonwealth's free clinics, community health centers and others like them have been deluged with thousands of sick, uninsured Virginians seeking medical treatment, and are bursting with patients. At the same time, many are struggling to understand the Patient Protection and Affordable Care Act, and its implications for their patients and their operations.

In the midst of all of this uncertainty, confusion, and overwhelming demand, the Virginia Health Care Foundation (VHCF) has been a nimble, dependable, partner that all can count on...

Count On: Results

The recession left tens of thousands of Virginians uninsured as they lost their jobs and health benefits. Many have found their way to Virginia's health care safety net, creating a "floodgate" effect. In the past two years, Virginia's free clinics and community health centers alone took on an *additional* 31,000 uninsured patients – a 21% increase! Community health centers reported that a recordbreaking 38% of all patients were uninsured last year – far beyond the 25% recommended for financial sustainability.

Free clinics reported 6-16 week delays for a first appointment. Some have instituted lotteries. Other clinics simply turn new applicants away.

To help address these challenges, VHCF made one of the largest financial commitments in its history



in FY11 with 83 grants totaling \$4.9 million. These grants helped pay for 43 health providers, who treated

34,000 uninsured Virginians. They also resulted in the employment of 120 Virginians throughout the Commonwealth.

It is often said that comprehensive health insurance is the ultimate health safety net. Among those employed via VHCF grants were 23 **Project Connect** Outreach Workers, who dedicated themselves to identifying children eligible for Virginia's FAMIS insurance programs and helping them apply. FY11 was a recordbreaking year for VHCF's **Project Connect** initiative; 7693 children were enrolled in the FAMIS programs – a 22% increase over FY10's recordbreaking numbers.

VHCF has led Virginia's private sector efforts to work with the Virginia Department of Medical Assistance Services (DMAS) and other state agencies over the past 12 years to maximize the number of children enrolled. In addition to outreach and enrollment, more than 8,400 health and human services professionals and community-based workers have learned the intricacies of the FAMIS programs via VHCF's **SignUpNow** initiative.

Grants from the Centers for Medicaid and Medicare Services, Anthem BlueCross & BlueShield, Amerigroup, and the Danville Regional Foundation, plus annual support from DMAS have underwritten these results.

All of this knowledge and expertise can be put to good use and produce even greater results in 2014, when

eligibility for Medicaid expands to 350,000+ adults, who are currently uninsured.

Count On: Innovation

Creativity and innovation are hallmarks of VHCF. In no area has this trait paid more dividends than with prescription medicines. The nation's brandname pharmaceutical companies make free prescription medicines for chronic illnesses available to the country's uninsured via their Patient Assistance Programs (PAPs). Over the years, VHCF has dedicated itself to maximizing the amount of those free medicines which come to Virginia.

The Foundation's flagship initiative for prescription assistance is **The Pharmacy Connection (TPC)**, a special VHCF-developed software which facilitates and expedites access to the PAPs. In FY11, VHCF achieved an amazing milestone, when the cumulative value of free medicines

Impact of The Pharmacy Connection

cumulative figures 1997-2011



\$1.04 Billion
Value of free medicines



222,241
Number of patients



3,151,882
Prescriptions filled

obtained via TPC topped \$1 Billion! Remarkably, in FY11 alone, 57,741 sick, uninsured Virginians filled 1.1 million prescriptions valued at \$198 million via TPC, making it the third recordbreaking year for this ingenious product.

Once TPC was created, VHCF looked for ways to maximize its use. This led to the creation of **RxRelief Virginia** and the Greater Williamsburg Medication Assistance Program. Both employ Medication Assistance Caseworkers (MACs), who devote themselves to

using TPC to obtain free medicines for eligible Virginians. In FY11, **RxRelief Virginia** MACs helped 19,523 uninsured Virginians from 57 localities obtain a total of \$71.8 million in free medicines, utilizing only \$1.2 million in state funds to accomplish these results.

While the PAPs for individuals are lifesavers for thousands, it can take several weeks for the free medicines to arrive. This often causes a delay in treatment. To address this problem, VHCF helped foster and establish Virginia's **RxPartnership (RxP)** seven years ago.

RxP directs free medicines from participating brandname pharmaceutical companies' institutional PAPs to 21 affiliate safety net organizations with licensed pharmacies. The result: patients can obtain needed medicines the same day the doctor writes the prescription.

This innovative public/private partnership has provided 39,000+ patients with \$48.7 million in free medicines since its inception with the help of the following companies: GlaxoSmithKline, Merck & Co., Novartis, Abbott, Alcon, sanofi-aventis US, and AstraZeneca.



Count On: Entrepreneurial Approach

As a public/private partnership, one of VHCF's guiding principles is to leverage its state dollars to maximize the return on the Commonwealth's investment in the Foundation. Since its inception, VHCF has leveraged an average of \$11 in cash, health services and other in-kind contributions for every \$1 expended.

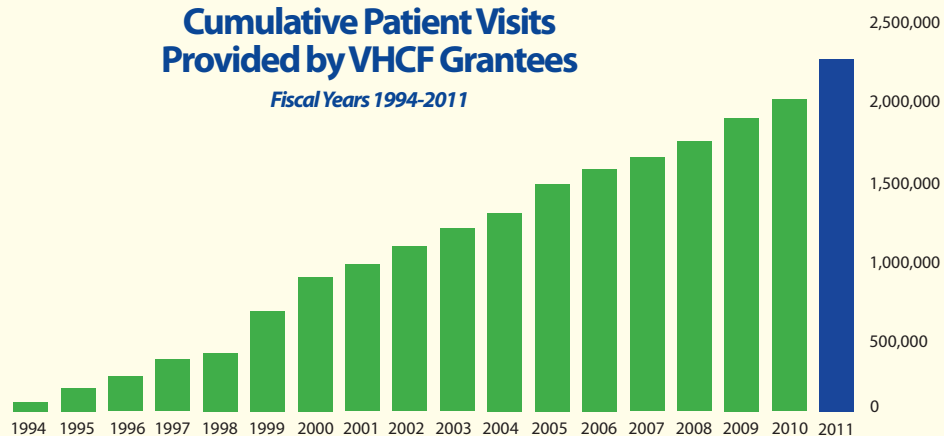
Leverage doesn't just happen. It requires entrepreneurial thinking and a constant search for new opportunities to bring value and meet needs. One example of VHCF entrepreneurship that has generated tremendous returns is an initiative which provides funding to Virginia's

community health centers to hire professional grantwriters and reviewers, who prepare compelling applications for federal expansion funds. In FY11 alone, they obtained new federal funds totaling \$26.3 million as a result of VHCF's investment of only \$41,800 in grantwriters.

The Foundation has also applied its entrepreneurial approach to Virginia's dental safety net. Oral health care for the uninsured is in tremendous demand in Virginia, but due to the high costs of dental equipment and supplies, it is expensive to deliver, even with volunteer dentists providing the care. When the number of Virginia's dental safety net clinics reached a

Cumulative Patient Visits Provided by VHCF Grantees

Fiscal Years 1994-2011



critical mass several years ago, VHCF asked Delta Dental of Virginia to underwrite a part-time Dental Opportunities Coordinator (DOC) to explore ways to cut their costs.



Within one year, the DOC had negotiated a special program with Patterson Dental Company, which extended its maximum discount on dental supplies to all dental safety net organizations, regardless of their size. The program was so successful that Patterson extended it to cover all of its products and services in subsequent years. Since its inception four years ago, that discount has saved the dental

safety net \$700,000 in costs, with \$209,000 of the savings in FY11 alone.

Count On: Collaboration

There is a “value add” for everyone in a true collaboration: every partner gains something meaningful, and is fully engaged. That is certainly what has occurred with the creation and implementation of **A New Lease on Life**, a new mental health initiative, which integrates the delivery of basic behavioral health services with medical care in a health safety net setting.

When former Attorney General (now Governor) Bob McDonnell offered the Foundation the opportunity to compete with several organizations for \$1 million in settlement funds from a multi-state case in 2008, VHCF worked with its competitors instead. The Virginia Association of Community Services Boards, the Virginia Community Health Care Association and the Virginia Association of Free Clinics came together with VHCF and developed a collaborative proposal, which turned the \$1 million into a challenge grant.

When VHCF raised the \$1 million to match it, there was a sufficient amount to fund 9 three-year grants throughout the state. All are supporting salaries for mental health professionals, who are treating depression, anxiety

and other basic mental health conditions in Virginia’s free clinics and community health centers.

This collaboration has flowed through to the local level. Each *A New Lease of Life* initiative is a joint venture between at least one Community Services Board (CSB) and one health safety net organization. In many communities, this is the first time that CSBs and community health centers or free clinics have worked together. All are breaking new ground in delivery of services for uninsured Virginians with mental illness, and creating models of care, which can be replicated throughout the Commonwealth in the future.

Count On: Good Stewardship

VHCF is often lauded by policymakers and its donors for its track record of excellent stewardship. One element of this success is VHCF’s practice of “venture philanthropy” in its grant-making. With this approach, every potential grantee is scrutinized with the eye of an investor seeking to build a strong, stable, sustainable health safety net for those in need.

This has resulted in an impressive sustainability rate among VHCF-funded grantees: 89% continue at or above their prior level of performance for at least three years after “graduating”

Count On: Bi-partisan Support

Initiated in 1992 by the General Assembly and its Joint Commission on Health Care as a public/private partnership, VHCF has worked throughout the years to complement state priorities with its activities, and fill gaps where necessary. When considering new initiatives, the Foundation always has the best interests of the Commonwealth in mind.



Governor Bob McDonnell roasts Senator Mark Warner at a benefit for VHCF.

As a result, VHCF’s value and effectiveness are something upon which policymakers on “all sides of the aisle” agree. The most recent example of bi-partisan support for the Foundation occurred in FY11, when Governor



Bob McDonnell, Virginia’s top Republican, joined Senator Mark Warner, one of Virginia’s top Democrats, at **Laughter is the Best Medicine** – a Roast of Senator Warner to benefit VHCF.

from VHCF funding. Remarkably, VHCF has maintained this record despite the recession. Successful venture philanthropy requires a great deal more than “front end” scrutiny. VHCF continually engages grantees with education about “best practices.”

VHCF’s low administrative costs are another indicator of good stewardship. We are pleased to report that they were only 11.3% of the Foundation’s total expenditures in FY11.

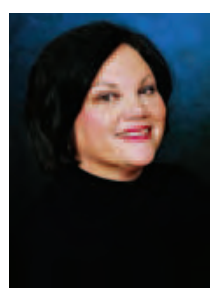
Count On: A Productive Future

In the midst of changing dynamics in health care delivery and unrelenting demand for health safety net services, VHCF’s Board of Trustees devoted itself to charting a future course for the Foundation during the past year. We are dedicated to our mission of increasing access to health care for uninsured and medically underserved Virginians, and will continue to do so through meaningful initiatives, which add value.

As the world changes, VHCF aims to provide innovation, focus and results that the Commonwealth, and all Virginians - particularly our most vulnerable - can count on.



George A. Levicki
George A. Levicki, DDS
Roanoke
(Chairman FY11)

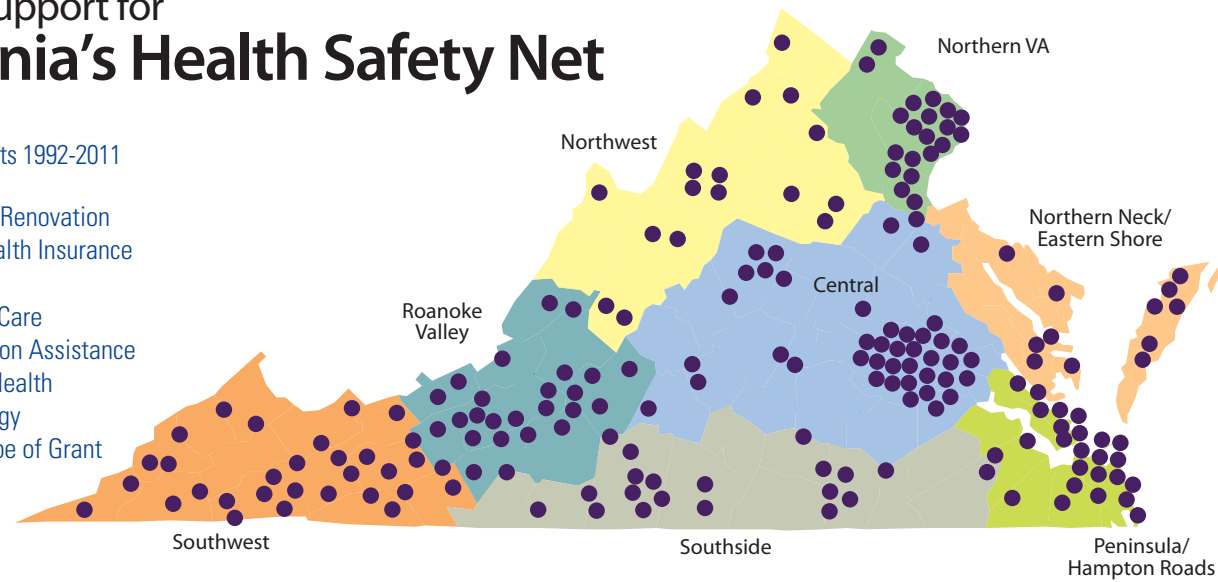


Jane N. Kusiak
Jane Norwood Kusiak
Richmond
(Chairman FY12)

VHCF Support for Virginia's Health Safety Net

Funded Projects 1992-2011

- Building/Renovation
- Child Health Insurance
- Dental
- Medical Care
- Medication Assistance
- Mental Health
- Technology
- Other Type of Grant



Statewide

- Central VA Lions Hearing Aid Bank *
- Medical Society of Virginia Foundation Rx
- MCV School of Dentistry Mobile Dental Clinic
- UVA Nurse Practitioner Telemedicine Initiative
- VA Association of Free Clinics ***
- Virginia Dental Association/Foundation
- VA Community Healthcare Association * Rx

Northern Virginia

- Alexandria Community Services Board
- Alexandria Neighborhood Health Services, Inc.
- Arlington Community Services Board
- Arlington Free Clinic
- Fairfax Community Health Care Network
- Fairfax Medical Care for Children Project
- Greater Prince William Area Community Health Center
- Inova Partnership for Healthier Kids
- Inova Pediatric Center
- Jeanie Schmidt Free Clinic
- Loudoun Community Health Center
- Marymount University Physical Therapy at Arlington Free Clinic
- Northern VA Dental Clinic
- Northern VA Family Service
 - a. Loudoun Rx
 - b. Prince William Rx Rx
- Potomac Hospital
- Prince William County Community Services Board
- Prince William Pediatric Primary Care
- Stafford County Public Schools
 - a. In partnership with Stafford County Department of Social Services

Central Virginia

- Access Now
- Blue Ridge Medical Center
- Bon Secours Richmond Health System
 - a. Care-A-Van Mobile Medical Clinic
- Buckingham County Rural Mental Health Initiative
- Capital Area Health Network – Vernon J. Harris Community Health Center
- Center for High Blood Pressure
- Central Virginia Health Care Project
- Central Virginia Health Services, Inc.
 - a. Petersburg Health Care Alliance
- Charlottesville Area Dental Access
- Charlottesville Free Clinic
- Children's Hospital
- CHIP of Greater Richmond
- CrossOver Health Center
- Fan Free Clinic
- Free Clinic of Central Virginia/MedsHelp
- Freedom House – Greater Richmond Homeless Medical Respite
- Goochland Free Clinic and Family Services
- Hayes E. Willis Health Center (Richmond Urban Primary Care Initiative)
- Henrico Area Mental Health & Development Services
- Henrico County Public Schools
- Irvin Gammon Craig Health Center
- Jefferson Area Board for the Aging – Geriatric Assessment/Intervention Team
- Johnson Health Services
- Lloyd F. Moss Free Clinic
- Louisa County Resource Council
- Love of Jesus Clinic
- Rappahannock Area Health District – Caroline Caries Program
- Richmond City Health Department in partnership with Richmond Redevelopment & Housing Authority
- Senior Connections
- Thomas Jefferson CHIP Program
- United Way – Thomas Jefferson Area
- Virginia Commonwealth University's Medical College of Virginia
- Virginia Treatment Center for Children

Northern Neck/Eastern Shore

- Accomack County School-Based Dental Program
- Bay Aging
- Central Virginia Health Services, Inc. – Westmoreland Medical Center
- Eastern Shore Community Services Board
- Eastern Shore Rural Health System
 - a. Onley Community Health Center
- Eastern VA Telemedicine Network
- Gloucester-Mathews Free Clinic
- Lackey Free Clinic
- Middle Peninsula Northern Neck Community Services Board
- Northampton County School-Based Dental Program
- Northern Neck Free Health Clinic

Peninsula/Hampton Roads

- American Red Cross of Southeastern VA – Partners in Dental Care
- Beach Health Clinic
- Catholic Charities of Eastern Virginia
- Central Virginia Health Services, Inc.
 - a. Charles City Regional Health Services
 - b. King William Dawn Community Doctors
- Chesapeake Care Free Clinic
- CHIP/Healthy Families of Chesapeake
- Colonial Behavioral Health
- Consortium for Infant and Child Health
- EVMS Resource Mothers Program
- Hampton Ecumenical Lodgings and Provisions, Inc. (HELP Free Clinic)
- Horizon Health Services – Surry Medical Center
- Jewish Family Services of Tidewater
- Maryview Foundation Healthcare Center
- Olde Towne Medical Center
- Oral Health Improvement Coalition of South Hampton Roads
- Peninsula Agency on Aging MedTran Project
- Peninsula Institute for Community Health
- Portsmouth Adult Care Clinic
- Riverside Health System Foundation – Project CARE
- South Norfolk Health Center/Chronic Care Adult Clinic
- The STOP Organization
- Western Tidewater Free Clinic

Southside

- Central VA Health Services, Inc.
 - a. Alberta Family Health Services
 - b. Charlotte Primary Care
- Community Memorial Healthcenter
- Danville-Pittsylvania Community Services
- Free Clinic of Danville
- Halifax Regional Development Foundation, Inc.
- Health Care on the Square – Boydton Medical Center
- Horizon Health Services – Waverly Medical Center
- Lake Country Area Agency on Aging
- Martinsville/Henry County Coalition for Health & Wellness
- Piedmont Access to Health Services (PATHS)
- Pittsylvania County Community Action, Inc.
- Southern Dominion Health System
 - a. Lunenburg Community Health Center
- Stony Creek Community Health Center
- VA Western Community College Telemedicine Dental Hygiene Initiative
- West Piedmont Health District
- Western Tidewater Health District Children's Dental Clinic

Southwest

- Bland County Medical Clinic
- Brock Hughes Free Clinic
- Clinch River Health Services
- Cumberland Plateau Health District
- Lenowisco Health District
- Lonesome Pine Office on Youth
- Mendota Community Association Health Clinic
- Mt. Rogers Medication Assistance Program
- Mountain Empire Older Citizens, Inc.
- People, Inc. of Southwest Virginia
- Smyth County Free Clinic
- Southwest VA Community Health Systems, Inc.
 - a. Meadowview Health Clinic
 - b. Southwest Virginia Regional Dental Center
- Twin City Medical Center – Bristol Telemedicine
- Whitetop Community Health Center
- Stone Mountain Health Services
 - a. Clinchco Dental Center
 - b. Konnarock Family Health Center
- UVA/Southwest VA Alliance for Telemedicine

Roanoke Valley

- Alleghany Highlands Community Services Board
- Alleghany Highlands Free Clinic
- Bedford Community Health Foundation
 - a. Bedford Children's and Adult Dental Clinic
 - b. Bedford Ride Program
- Bradley Free Clinic
- Carilion Giles Memorial Hospital
- CHIP of Roanoke Valley
- College of Health Sciences' Physician Assistant Program
- Free Clinic Consortium of the New River Valley
- Free Clinic of Franklin County
- Free Clinic of the New River Valley
 - a. Giles Free Clinic
- New Horizons Healthcare
- Mental Health Association of the New River Valley
- Monroe Health Center – Craig County Health Center
- New River Valley Medication Assistance Program
- New River Valley Senior Services MedRide
- Carilion Clinic – Pediatric Dental Program
- Project Access of the Roanoke Valley
- Project Together (Blue Ridge Community Services)
- Radford University
- Rescue Mission of Roanoke
- Roanoke Adolescent Health Partnership
- Southwest Virginia Community Health Systems, Inc. – Center for Family Health
- Tri-Area Community Health
 - a. Tri-Area Community Health Center at Ferrum
 - b. Tri-Area Community Health Center at Floyd

Northwest

- Augusta Regional Dental Clinic
- Augusta Regional Free Clinic
- Blue Ridge Area Health Education Center
- Free Medical Clinic of Northern Shenandoah Valley, Inc.
- Harrisonburg Community Health Center
- Harrisonburg-Rockingham Dental Clinic
- Harrisonburg-Rockingham Free Clinic
- Highland Medical Center
- Orange County Free Clinic
- Piedmont Regional Dental Clinic
- Rappahannock-Rapidan Community Services Board
- Rockbridge Area Community Services
- Rockbridge Area Free Clinic
- Shenandoah County Free Clinic
- St. Luke Community Clinic
- UVA – Greene County School-Based Nursing Clinic

Virginia Health Care Foundation and Affiliate
Consolidated Statements of Financial Position
 June 30, 2011 and 2010

| Assets | 2011 | 2010 |
|---|---------------------|---------------------|
| Current assets: | | |
| Cash and cash equivalents | \$ 1,867,383 | \$ 1,448,172 |
| Certificates of deposit | 774,883 | 1,015,746 |
| Investments | 7,670,101 | 6,698,879 |
| Appropriations receivable | 4,420,619 | 4,397,949 |
| Interest receivable | 17,287 | 21,863 |
| Contributions receivable | 1,044,090 | 1,116,317 |
| Contract receivable | 121,408 | 97,459 |
| Prepaid expenses | 12,904 | 14,058 |
| Restricted certificate of deposit | - | 700,000 |
| Total current assets | 15,928,675 | 15,510,443 |
| Contributions receivable, net of current portion | 66,547 | 446,221 |
| Property and equipment, net | 16,692 | 20,379 |
| Total assets | \$16,011,914 | \$15,977,043 |
| Liabilities and Net Assets | | |
| Current liabilities: | | |
| Current portion of long-term debt | \$ - | \$ 700,000 |
| Accounts payable and accrued expenses | 59,167 | 42,276 |
| Accrued rent | 41,710 | 57,630 |
| Grants payable | 4,991,062 | 4,725,126 |
| Total current liabilities | 5,091,939 | 5,525,032 |
| Net assets: | | |
| Unrestricted | 5,267,311 | 4,395,216 |
| Temporarily restricted | 5,652,664 | 6,056,795 |
| Total net assets | 10,919,975 | 10,452,011 |
| Total liabilities and net assets | \$16,011,914 | \$15,977,043 |

Virginia Health Care Foundation and Affiliate
Consolidated Statements of Activities
 Years Ended June 30, 2011 and 2010

| | 2011 | | | 2010 | | |
|--------------------------------------|---------------------|------------------------|----------------------|---------------------|------------------------|----------------------|
| | Unrestricted | Temporarily Restricted | Total | Unrestricted | Temporarily Restricted | Total |
| Support and revenue: | | | | | | |
| Appropriations | \$ - | \$ 4,080,571 | \$ 4,080,571 | \$ - | \$ 3,876,542 | \$ 3,876,542 |
| Contributions | 261,936 | 1,534,236 | 1,796,172 | 187,656 | 2,896,595 | 3,084,251 |
| Contract revenue | - | 470,032 | 470,032 | - | 424,667 | 424,667 |
| VHC membership interest | - | 142,407 | 142,407 | - | 19,445 | 19,445 |
| Investment income | 290,464 | - | 290,464 | 224,227 | - | 224,227 |
| Unrealized net gains on investments | 744,729 | - | 744,729 | 362,798 | - | 362,798 |
| Other income | 99,655 | - | 99,655 | 103,156 | - | 103,156 |
| Total support and revenue | 1,396,784 | 6,227,246 | 7,624,030 | 877,837 | 7,217,249 | 8,095,086 |
| Net assets released from restriction | 6,631,377 | (6,631,377) | - | 7,063,356 | (7,063,356) | - |
| Expenditures: | | | | | | |
| Program services - grants | 6,302,161 | - | 6,302,161 | 7,066,079 | - | 7,066,079 |
| Supporting services: | | | | | | |
| Management and general | 570,004 | - | 570,004 | 525,222 | - | 525,222 |
| Fundraising | 283,901 | - | 283,901 | 176,997 | - | 176,997 |
| Total expenditures | 7,156,066 | - | 7,156,066 | 7,768,298 | - | 7,768,298 |
| Change in net assets | 872,095 | (404,131) | 467,964 | 172,895 | 153,893 | 326,788 |
| Net assets, beginning of year | 4,395,216 | 6,056,795 | 10,452,011 | 4,222,321 | 5,902,902 | 10,125,223 |
| Net assets, end of year | \$ 5,267,311 | \$ 5,652,664 | \$ 10,919,975 | \$ 4,395,216 | \$ 6,056,795 | \$ 10,452,011 |

Audited financial statements and report in its entirety available upon request.

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**VIRGINIA
HEALTH CARE
FOUNDATION**

Consolidated Financial Statements

June 30, 2011 and 2010

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

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REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Trustees
Virginia Health Care Foundation
Richmond, Virginia

We have audited the accompanying consolidated statements of financial position of Virginia Health Care Foundation and Affiliate (collectively, the "Foundation") as of June 30, 2011 and 2010, and the related consolidated statements of activities, functional expenses, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Foundation as of June 30, 2011 and 2010, and the changes in their net assets and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States.

Keiter, Stephens, Hunter, Gary & Sheaves, P.C.

August 15, 2011
Glen Allen, Virginia

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Consolidated Statements of Financial Position
June 30, 2011 and 2010

| <u>Assets</u> | <u>2011</u> | <u>2010</u> |
|--|----------------------|----------------------|
| Current assets: | | |
| Cash and cash equivalents | \$ 1,867,383 | \$ 1,448,172 |
| Certificates of deposit | 774,883 | 1,015,746 |
| Investments | 7,670,101 | 6,698,879 |
| Appropriations receivable | 4,420,619 | 4,397,949 |
| Interest receivable | 17,287 | 21,863 |
| Contributions receivable | 1,044,090 | 1,116,317 |
| Grants receivable | 121,408 | 97,459 |
| Prepaid expenses | 12,904 | 14,058 |
| Restricted certificate of deposit | - | 700,000 |
| | <u>15,928,675</u> | <u>15,510,443</u> |
| Contributions receivable, net of current portion | 66,547 | 446,221 |
| Property and equipment, net | <u>16,692</u> | <u>20,379</u> |
| | <u>\$ 16,011,914</u> | <u>\$ 15,977,043</u> |
| <u>Liabilities and Net Assets</u> | | |
| Current liabilities: | | |
| Current portion of long-term debt | \$ - | \$ 700,000 |
| Accounts payable and accrued expenses | 59,167 | 42,276 |
| Accrued rent | 41,710 | 57,630 |
| Grants payable | <u>4,991,062</u> | <u>4,725,126</u> |
| | <u>5,091,939</u> | <u>5,525,032</u> |
| Net assets: | | |
| Unrestricted | 5,267,311 | 4,395,216 |
| Temporarily restricted | <u>5,652,664</u> | <u>6,056,795</u> |
| | <u>10,919,975</u> | <u>10,452,011</u> |
| | <u>\$ 16,011,914</u> | <u>\$ 15,977,043</u> |

See accompanying notes to consolidated financial statements.

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Consolidated Statements of Activities
Year Ended June 30, 2011

| | Unrestricted | Temporarily Restricted | Total |
|--------------------------------------|---------------------|---------------------------|----------------------|
| Support and revenue: | | | |
| Appropriations | \$ - | \$ 4,080,571 | \$ 4,080,571 |
| Contributions | 261,936 | 1,534,236 | 1,796,172 |
| Contract revenue | - | 470,032 | 470,032 |
| VHC membership interest | - | 142,407 | 142,407 |
| Investment income | 290,464 | - | 290,464 |
| Unrealized net gains on investments | 744,729 | - | 744,729 |
| Other income | 99,655 | - | 99,655 |
| | <u>1,396,784</u> | <u>6,227,246</u> | <u>7,624,030</u> |
| Net assets released from restriction | <u>6,631,377</u> | <u>(6,631,377)</u> | <u>-</u> |
| Expenditures: | | | |
| Program services - grants | 6,302,161 | - | 6,302,161 |
| Supporting services: | | | |
| Management and general | 570,004 | - | 570,004 |
| Fundraising | 283,901 | - | 283,901 |
| | <u>7,156,066</u> | <u>-</u> | <u>7,156,066</u> |
| Change in net assets | 872,095 | (404,131) | 467,964 |
| Net assets, beginning of year | <u>4,395,216</u> | <u>6,056,795</u> | <u>10,452,011</u> |
| Net assets, end of year | <u>\$ 5,267,311</u> | <u>\$ 5,652,664</u> | <u>\$ 10,919,975</u> |

See accompanying notes to consolidated financial statements.

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Consolidated Statements of Activities, Continued
Year Ended June 30, 2010

| | <u>Unrestricted</u> | Temporarily <u>Restricted</u> | <u>Total</u> |
|--|---------------------|----------------------------------|----------------------|
| Support and revenue: | | | |
| Appropriations | \$ - | \$ 3,876,542 | \$ 3,876,542 |
| Contributions | 187,656 | 2,896,595 | 3,084,251 |
| Contract revenue | - | 424,667 | 424,667 |
| VHC membership interest | - | 19,445 | 19,445 |
| Investment income | 224,227 | - | 224,227 |
| Unrealized net gains on investments | 362,798 | - | 362,798 |
| Other income | 103,156 | - | 103,156 |
| | <u>877,837</u> | <u>7,217,249</u> | <u>8,095,086</u> |
| Total support and revenue | | | |
| | <u>877,837</u> | <u>7,217,249</u> | <u>8,095,086</u> |
| Net assets released from restriction | <u>7,063,356</u> | <u>(7,063,356)</u> | <u>-</u> |
| Expenditures: | | | |
| Program services - grants | 7,066,079 | - | 7,066,079 |
| Supporting services: | | | |
| Management and general | 525,222 | - | 525,222 |
| Fundraising | 176,997 | - | 176,997 |
| | <u>7,768,298</u> | <u>-</u> | <u>7,768,298</u> |
| Total expenditures | | | |
| | <u>7,768,298</u> | <u>-</u> | <u>7,768,298</u> |
| Change in net assets | 172,895 | 153,893 | 326,788 |
| Net assets, beginning of year | <u>4,222,321</u> | <u>5,902,902</u> | <u>10,125,223</u> |
| Net assets, end of year | <u>\$ 4,395,216</u> | <u>\$ 6,056,795</u> | <u>\$ 10,452,011</u> |

See accompanying notes to consolidated financial statements.

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Consolidated Statement of Functional Expenses Year Ended June 30, 2011

| | Services and Grants | Supporting Services | | Total |
|--|------------------------|---------------------------|-------------------|---------------------|
| | | Management and General | Fundraising | |
| Salaries | \$ - | \$ 166,000 | \$ 112,916 | \$ 278,916 |
| Employee benefits/payroll taxes | - | 42,279 | 30,445 | 72,724 |
| | - | 208,279 | 143,361 | 351,640 |
| Total salaries and related expenditures | - | 208,279 | 143,361 | 351,640 |
| Grants | 4,969,979 | - | - | 4,969,979 |
| RX Partnership | 115,000 | - | - | 115,000 |
| The Pharmacy Connection | 280,457 | - | - | 280,457 |
| Healthy Communities Loan Fund | 12,743 | - | - | 12,743 |
| MAP | 244,896 | - | - | 244,896 |
| Special Initiatives | 74,309 | - | - | 74,309 |
| Child Health Insurance Initiatives | 207,613 | - | - | 207,613 |
| Grantee Technical Assistance | 107,692 | - | - | 107,692 |
| Grantmaking | 224,272 | - | - | 224,272 |
| Dental Opportunities Initiative | 64,921 | - | - | 64,921 |
| Leading for the Long Term | 279 | - | - | 279 |
| Contractual services | - | 172,614 | 9,874 | 182,488 |
| Office rent | - | 51,234 | - | 51,234 |
| Investment fees | - | 43,607 | - | 43,607 |
| Telephone and fax | - | 5,716 | 656 | 6,372 |
| Supplies | - | 1,881 | 275 | 2,156 |
| Computer software and supplies | - | 2,408 | 516 | 2,924 |
| Printing and copying | - | 7,327 | 405 | 7,732 |
| Postage | - | 5,303 | 748 | 6,051 |
| Travel | - | 8,272 | 153 | 8,425 |
| Meeting/conference costs | - | 14,028 | 185 | 14,213 |
| Special events | - | 22,000 | 125,856 | 147,856 |
| Miscellaneous | - | 1,002 | - | 1,002 |
| Insurance | - | 10,892 | - | 10,892 |
| Subscriptions, fees and dues | - | 4,078 | 1,872 | 5,950 |
| | 6,302,161 | 558,641 | 283,901 | 7,144,703 |
| Total expenditures before depreciation and amortization | 6,302,161 | 558,641 | 283,901 | 7,144,703 |
| Depreciation and amortization of property and equipment | - | 11,363 | - | 11,363 |
| Total expenditures | \$ 6,302,161 | \$ 570,004 | \$ 283,901 | \$ 7,156,066 |

See accompanying notes to consolidated financial statements.

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Consolidated Statements of Functional Expenses, Continued Year Ended June 30, 2010

| | Services and Grants | Supporting Services | | Total |
|--|------------------------|---------------------------|-------------------|---------------------|
| | | Management and General | Fundraising | |
| Salaries | \$ - | \$ 190,390 | \$ 82,143 | \$ 272,533 |
| Employee benefits/payroll taxes | - | 45,419 | 20,530 | 65,949 |
| | - | 235,809 | 102,673 | 338,482 |
| Total salaries and related expenditures | - | 235,809 | 102,673 | 338,482 |
| Grants | 5,849,024 | - | - | 5,849,024 |
| RX Partnership | 120,000 | - | - | 120,000 |
| The Pharmacy Connection | 283,977 | - | - | 283,977 |
| Healthy Communities Loan Fund | 16,349 | - | - | 16,349 |
| MAP | 250,293 | - | - | 250,293 |
| Special Initiatives | 30,438 | - | - | 30,438 |
| Child Health Insurance Initiatives | 133,770 | - | - | 133,770 |
| Grantee Technical Assistance | 91,746 | - | - | 91,746 |
| Grantmaking | 228,071 | - | - | 228,071 |
| Dental Opportunities Initiative | 60,065 | - | - | 60,065 |
| Leading for the Long Term | 2,346 | - | - | 2,346 |
| Contractual services | - | 119,166 | 42,283 | 161,449 |
| Office rent | - | 49,281 | - | 49,281 |
| Investment fees | - | 41,469 | - | 41,469 |
| Telephone and fax | - | 5,860 | 728 | 6,588 |
| Supplies | - | 1,653 | 275 | 1,928 |
| Computer software and supplies | - | 2,801 | 472 | 3,273 |
| Printing and copying | - | 7,726 | 179 | 7,905 |
| Postage | - | 3,812 | 463 | 4,275 |
| Travel | - | 3,343 | 1,376 | 4,719 |
| Meeting/conference costs | - | 4,338 | 120 | 4,458 |
| Special events | - | 22,000 | 27,618 | 49,618 |
| Miscellaneous | - | 741 | - | 741 |
| Insurance | - | 10,551 | - | 10,551 |
| Subscriptions, fees and dues | - | 4,524 | 810 | 5,334 |
| | 7,066,079 | 513,074 | 176,997 | 7,756,150 |
| Total expenditures before depreciation and amortization | 7,066,079 | 513,074 | 176,997 | 7,756,150 |
| Depreciation and amortization of property and equipment | - | 12,148 | - | 12,148 |
| Total expenditures | \$ 7,066,079 | \$ 525,222 | \$ 176,997 | \$ 7,768,298 |

See accompanying notes to consolidated financial statements.

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Consolidated Statements of Cash Flows
Years Ended June 30, 2011 and 2010

| | 2011 | 2010 |
|--|--------------|--------------|
| Cash flows from operating activities: | | |
| Change in net assets | \$ 467,964 | \$ 326,788 |
| Adjustments to reconcile change in net assets to net cash from operating activities: | | |
| Depreciation and amortization | 11,363 | 12,148 |
| Interest income on certificates of deposit | (9,137) | (15,746) |
| Net realized and unrealized gain on investments | (837,728) | (366,399) |
| Change in assets and liabilities: | | |
| Interest receivable | 4,576 | 2,268 |
| Contributions and grants receivable | 405,282 | 376,134 |
| Prepaid expenses | 1,154 | (3,056) |
| Accounts payable and accrued expenses | 971 | (35,362) |
| Grants payable | 265,936 | 1,056,362 |
| Deferred revenue | - | (506,021) |
| | 310,381 | 847,116 |
| Net cash provided by operating activities | | |
| Cash flows from investing activities: | | |
| Purchases of property and equipment | (7,676) | (2,847) |
| Proceeds from maturity of certificates of deposit | 250,000 | - |
| Purchases of certificates of deposit | - | (1,000,000) |
| Proceeds from sales of investments | 3,441,194 | 2,271,885 |
| Purchases of investments | (3,574,688) | (2,420,132) |
| | 108,830 | (1,151,094) |
| Net cash used in investing activities | | |
| Net increase in cash and cash equivalents | 419,211 | (303,978) |
| Cash and cash equivalents, beginning of year | 1,448,172 | 1,752,150 |
| Cash and cash equivalents, end of year | \$ 1,867,383 | \$ 1,448,172 |

See accompanying notes to consolidated financial statements.

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Notes to Consolidated Financial Statements

1. **Organization and Business:**

Virginia Health Care Foundation (“VHCF”) is a Virginia not-for-profit entity which was created in June 1992 as a public/private partnership by the Governor of Virginia and the Virginia General Assembly’s Joint Commission on Health Care. VHCF’s mission is to enhance access to primary care for Virginia’s uninsured and medically underserved population by helping to foster community-based projects that combine the resources of local government, health care professionals, the business sector and local private funds.

The accompanying consolidated financial statements include the accounts and activities of VHCF and the Virginia Health Council (collectively, the “Foundation”) (see Note 13) as of and for the fiscal years ended June 30, 2011 and 2010.

2. **Summary of Significant Accounting Policies:**

Basis of Accounting: The Foundation prepares its financial statements on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States (“GAAP”).

Net Assets: The Foundation classifies its net assets into three categories: unrestricted, temporarily restricted, and permanently restricted.

Unrestricted net assets include funds that are not subject to donor-imposed restrictions.

Temporarily restricted net assets are those funds subject to donor-imposed stipulations that may or will be met by actions of the Foundation and/or passage of time.

Permanently restricted net assets are endowment funds that are restricted to investment in perpetuity, the income from which is expendable to support the various programs sponsored by the Foundation. As of June 30, 2011 and 2010, there were no permanently restricted net assets.

Revenue Recognition: Revenues are reported as increases in unrestricted net assets unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Realized and unrealized gains and losses on investments are reported as increases or decreases in unrestricted net assets unless their use is restricted by donors. Expirations of temporary restrictions on net assets (i.e., the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as reclassifications from temporarily restricted net assets to unrestricted net assets.

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Notes to Consolidated Financial Statements, Continued

2. Summary of Significant Accounting Policies, Continued:

Cash Equivalents: Cash equivalents consist of investments in money market funds and a certificate of deposit. For purposes of the consolidated statements of cash flows, the Foundation considers all highly liquid financial instruments not included in the investment portfolio or with original maturities of three months or less to be cash equivalents. Certificates of deposit with maturities exceeding three months are separately classified in the accompanying consolidated financial statements.

Concentrations of Credit Risk: Financial instruments that potentially subject the Foundation to concentrations of credit risk consist principally of cash and cash equivalents and pledges receivable. The Foundation places its cash and cash equivalents with multiple financial institutions to help limit this risk. At times, these balances are in excess of the FDIC insurance limit by a modest amount.

Receivables are from individuals, corporations, government organizations and foundations. The Foundation believes its credit risk related to these receivables is limited due to the nature of its donors.

Investments: Investments are reported at fair value. Unrealized gains and losses are included in the consolidated statements of activities. Realized gains and losses are calculated using the specific identification method.

Property and Equipment: Property and equipment is recorded at cost for purchased items and at fair value on the date of the gift for contributed items. Major repairs and betterments are capitalized and normal maintenance and repairs are charged to expense as incurred. Depreciation is computed on a straight-line basis over the estimated useful lives (generally five years) of the assets.

Fair Value of Financial Instruments: The carrying amounts of cash and cash equivalents; appropriations receivable; interest receivable; contributions receivable; grants receivable; accounts payable and accrued expenses; and grants payable approximate fair value because of the short-term nature of these financial instruments.

Income Taxes: VHCF received a favorable determination letter from the Internal Revenue Service on October 22, 1996 stating that it is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code ("IRC").

Management has evaluated the effect of guidance surrounding uncertain income tax positions and concluded that the Foundation has no significant financial statement exposure to uncertain income tax positions at June 30, 2011 and 2010. The Foundation's tax returns since 2008 remain open for examination by tax authorities. The Foundation is not currently under audit by any tax jurisdiction.

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Notes to Consolidated Financial Statements, Continued

2. Summary of Significant Accounting Policies, Continued:

Deferred Revenue: During 2009, the Foundation received a \$1,000,000 pledge with a \$1 for \$1 matching requirement. The Foundation raised \$493,979 towards the matching requirement during 2009. In 2010, the Foundation raised the remaining funds required to recognize the pledge as revenue. There was no remaining deferred revenue at June 30, 2010.

Contributions and Contract Revenue: Contributions to the Foundation are recognized as revenue in the period the promise is made by the donor. Contributions of assets other than cash are recorded at their estimated fair values. Contract revenue is recorded in the year the contract is awarded, provided that the award is unconditional.

Many of the Foundation's contributions are part of a multi-year commitment. Long-term commitments are recognized as contributions in the consolidated statements of activities even though a portion of the contribution is receivable in future periods. The long-term contributions are recognized as contributions receivable at their net present value in the consolidated statements of financial position.

Donated Services: During 2011 and 2010, the Foundation received professional, marketing, and advertising services at no charge from outside organizations. These services, valued by the donors at approximately \$115,798 in 2011 and \$78,768 in 2010, were recorded as unrestricted contribution revenue and recorded as expenses in the related expense accounts in the accompanying consolidated statements of activities.

Grants: The Foundation makes grants to various local not-for-profit organizations to carry out its mission. A grant is recognized as an expense in the year the board of trustees authorized the grant. Although certain requirements are stipulated for each grant, management has assessed the possibility that those requirements will not be met as remote and, therefore, they are considered to be unconditional. Grants are generally paid within one year of authorization. The Foundation reduced grants expense by \$45,339 in 2011 and \$142,136 in 2010 for grants recognized in prior years that will not be paid due to grantees' inability to fulfill the requirements of the grants, such as enrollment goals, recruitment of health care professionals, and meeting a challenge grant. A portion of the reduced grants reflects savings in budgeted personnel costs.

Use of Estimates: The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Notes to Consolidated Financial Statements, Continued

2. Summary of Significant Accounting Policies, Continued:

Subsequent Events: Management has evaluated subsequent events through August 15, 2011, the date the consolidated financial statements were available to be issued, and has determined there are no subsequent events to be reported in the accompanying consolidated financial statements.

3. Cash and Cash Equivalents:

Cash and cash equivalents are comprised of the following as of June 30, 2011 and 2010:

| | 2011 | 2010 |
|-------------------------|--------------|--------------|
| Cash on deposit | \$ 1,299,234 | \$ 844,783 |
| Certificates of deposit | 32,139 | 20,710 |
| Money market funds | 536,010 | 582,679 |
| | \$ 1,867,383 | \$ 1,448,172 |

4. Investments:

The costs and fair values of investments as of June 30, 2011 and 2010 are summarized as follows:

| | 2011 | | 2010 | |
|-------------------------|--------------|--------------|--------------|--------------|
| | Cost | Fair value | Cost | Fair value |
| Money market funds | \$ 222,367 | \$ 222,367 | \$ 551,802 | \$ 551,802 |
| Certificates of deposit | 935,000 | 937,140 | 935,000 | 939,065 |
| U.S. Treasury bills | 198,518 | 211,720 | 273,882 | 298,249 |
| Common stock | 3,022,395 | 3,911,999 | 2,894,162 | 2,994,841 |
| Corporate bonds | 1,898,554 | 1,934,740 | 762,270 | 792,848 |
| Government obligations | 398,325 | 452,135 | 1,031,550 | 1,122,074 |
| | \$ 6,675,159 | \$ 7,670,101 | \$ 6,448,666 | \$ 6,698,879 |

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Notes to Consolidated Financial Statements, Continued

4. Investments, Continued:

Investment income and gains and losses for investments are comprised of the following for the years ended June 30, 2011 and 2010:

| | <u>2011</u> | <u>2010</u> |
|----------------------|-------------------|-------------------|
| Interest income | \$ 197,465 | \$ 220,626 |
| Net realized gains | <u>92,999</u> | <u>3,601</u> |
| | <u>\$ 290,464</u> | <u>\$ 224,227</u> |
| Net unrealized gains | <u>\$ 744,729</u> | <u>\$ 362,798</u> |

5. Fair Value Measurements:

The FASB has issued guidance for measurement and disclosure of fair value and establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Quoted prices for similar instruments in active and inactive markets; and model driven valuations with significant inputs and drivers derived from observable active markets.
- Level 3 Inputs to the valuation methodology are unobservable for the instrument and significant to the fair value measurement. The Foundation did not have any Level 3 assets or liabilities at June 30, 2011 and 2010.

Valuation techniques used should maximize the use of observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for investments carried or disclosed at fair value:

Money market funds: Valued at the cash balance.

Certificates of deposit: Valued at face value and accrued interest.

U.S. Treasury Bills: Valued at the discount price until maturity.

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Notes to Consolidated Financial Statements, Continued

5. Fair Value Measurements, Continued:

Common stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

Corporate bonds: Valued at the present value of the bond's cash flow which includes periodic interest payments and the repayment of principal.

Government obligations: Valued at the present value of the bond's cash flow which includes periodic interest payments and the repayment of principal.

Assets and liabilities measured at fair value on a recurring basis at June 30, 2011 include the following:

| | Fair Value Using | | Asset/Liabilities |
|-------------------------------|------------------|--------------|-------------------|
| | Level 1 | Level 2 | at Fair Value |
| Assets: | | | |
| Investments: | | | |
| Money market funds | \$ 222,367 | \$ - | \$ 222,367 |
| Certificates of deposit | - | 937,140 | 937,140 |
| U.S. Treasury bills | | 211,720 | 211,720 |
| Common stocks: | | | |
| Consumer discretionary | 532,319 | - | 532,319 |
| Consumer staples | 336,527 | - | 336,527 |
| Energy | 506,414 | - | 506,414 |
| Financials | 533,261 | - | 533,261 |
| Health care | 429,509 | - | 429,509 |
| Industrials | 505,590 | - | 505,590 |
| Information technology | 677,152 | - | 677,152 |
| Materials | 201,430 | - | 201,430 |
| Real estate investment trusts | 14,746 | - | 14,746 |
| Telecommunication services | 166,845 | - | 166,845 |
| Utilities | 8,206 | - | 8,206 |
| Corporate bonds | - | 1,934,740 | 1,934,740 |
| Government obligations | - | 452,135 | 452,135 |
| | \$ 4,134,366 | \$ 3,535,735 | \$ 7,670,101 |

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Notes to Consolidated Financial Statements, Continued

5. Fair Value Measurements, Continued:

Assets and liabilities measured at fair value on a recurring basis at June 30, 2010 include the following:

| | Fair Value Using | | Asset/Liabilities at Fair Value |
|-------------------------------|---------------------|---------------------|------------------------------------|
| | Level 1 | Level 2 | |
| Assets: | | | |
| Investments: | | | |
| Money market funds | \$ 551,802 | \$ - | \$ 551,802 |
| Certificates of deposit | - | 939,065 | 939,065 |
| U.S. Treasury bills | - | 298,249 | 298,249 |
| Common stocks: | | | |
| Consumer discretionary | 341,734 | - | 341,734 |
| Consumer staples | 343,907 | - | 343,907 |
| Energy | 302,558 | - | 302,558 |
| Financials | 390,343 | - | 390,343 |
| Health care | 413,659 | - | 413,659 |
| Industrials | 218,407 | - | 218,407 |
| Information technology | 574,110 | - | 574,110 |
| Materials | 200,067 | - | 200,067 |
| Real estate investment trusts | 13,454 | - | 13,454 |
| Telecommunication services | 129,660 | - | 129,660 |
| Utilities | 66,942 | - | 66,942 |
| Corporate bonds | - | 792,848 | 792,848 |
| Government obligations | - | 1,122,074 | 1,122,074 |
| | <u>\$ 3,546,643</u> | <u>\$ 3,152,236</u> | <u>\$ 6,698,879</u> |

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Notes to Consolidated Financial Statements, Continued

6. Contributions and Grants Receivable:

Contributions and grants receivable are summarized as follows as of June 30, 2011 and 2010:

| | 2011 | 2010 |
|---|--------------|--------------|
| Unconditional contributions and grants expected to be collected in: | | |
| Less than one year | \$ 1,165,498 | \$ 1,213,776 |
| One year to five years | 66,667 | 452,901 |
| | 1,232,165 | 1,666,677 |
| Less discount | 120 | 6,680 |
| Total contributions and grants receivable | \$ 1,232,045 | \$ 1,659,997 |

The future expected cash flows from contributions and grants receivable have been discounted using discount rates ranging from .18% to .31%.

7. Property and Equipment, Net:

Property and equipment, net as of June 30, 2011 and 2010 is as follows:

| | 2011 | 2010 |
|--|------------|------------|
| Equipment | \$ 111,557 | \$ 103,881 |
| Leasehold improvements | 2,949 | 2,949 |
| Software | 42,519 | 42,519 |
| | 157,025 | 149,349 |
| Less accumulated depreciation and amortization | 140,333 | 128,970 |
| Property and equipment, net | \$ 16,692 | \$ 20,379 |

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Notes to Consolidated Financial Statements, Continued

8. Long-Term Debt:

On December 18, 1995, the Foundation entered into a Loan Agreement for \$700,000 with the Robert Wood Johnson Foundation. The sole purpose of the loan was to provide the initial funding of a revolving loan fund through Branch Banking and Trust Company ("BB&T") to provide financing to increase the number of primary care providers delivering direct primary health services in Health Professional Shortage Areas ("HPSA") in Virginia. The loan was originally due on December 18, 2005 but was extended to December 18, 2010. The loan proceeds were deposited in a CD bearing interest at 1.45% for 2010. The CD matured November 24, 2010 and was used to pay the loan in full to the Robert Wood Johnson Foundation on December 18, 2010.

Per the terms of the agreement, the \$700,000 of loan proceeds was required to be deposited at BB&T in a certificate of deposit ("CD"). As of June 27, 2002, the Loan Agreement was amended to reflect the request of the Foundation for the Robert Wood Johnson Foundation to waive the interest payments due. As a result, accrued interest payable of \$136,500 was reversed and recorded as contribution revenue in the 2002 consolidated financial statements. Prior to June 27, 2002, all interest earned on the CD was required to be deposited in a money market account to be used primarily to fund interest on the loan. As a result of the waiver of interest payments, all interest earned was deposited in a money market account (balance of \$74,990 as of June 30, 2010) to be used to fund the Healthy Communities Loan Fund Program and other initiatives to increase the number of primary care professionals in federally designated Medically Underserved Areas of VA, e.g. to support funding for grantwriters assisting community health centers applying for HRSA grants. The Healthy Communities Loan Fund ceased operations as of January 31, 2011. The remaining funds in the money market account (\$25,888 at June 30, 2011) are being used to support Virginia's health safety net, which includes continued support for grantwriters.

9. Revolving Loan Fund:

In conjunction with the loan agreement described in Note 8, the Foundation entered into an agreement with BB&T to establish a \$4,200,000 revolving loan fund to facilitate borrowing by approved primary care physicians, hospitals, dentists, community health centers, rural health clinics, and other primary care providers who will use the loan funds to increase the number of primary care providers in Virginia HPSAs. BB&T will develop and administer the loan application and servicing process. The Foundation has no liability to BB&T for any loans made to primary care providers from the revolving loan fund. This agreement is no longer in effect as a result of the cessation of the Healthy Communities Loan Fund.

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Notes to Consolidated Financial Statements, Continued

10. Lease Commitments:

The Foundation is obligated under operating leases for office space and equipment that expire on various dates through July 31, 2013. The office space lease includes scheduled rent increases at specified intervals during the term of the lease. The Foundation recognizes rent expense on a straight-line basis over the life of the related lease. Total rental expense for operating leases was \$98,613 in 2011 and \$91,844 in 2010. Future minimum lease payments as of June 30, 2011 are:

| | <u>Amount</u> |
|----------------------|-------------------|
| Year ending June 30: | |
| 2012 | \$ 117,576 |
| 2013 | <u>120,832</u> |
| Total | <u>\$ 238,408</u> |

11. Temporarily Restricted Net Assets:

Temporarily restricted net assets are available for the following periods subsequent to June 30, 2011 and 2010:

| | <u>2011</u> | <u>2010</u> |
|--|---------------------|---------------------|
| For periods after the end of the fiscal year | <u>\$ 5,652,664</u> | <u>\$ 6,056,795</u> |

The amounts are restricted for program development purposes.

12. Employee Retirement Plan:

The Foundation has an employee retirement plan under Section 403(b) of the Internal Revenue Code. The plan provides for salary reduction contributions by eligible employees and for Foundation matching contributions, subject to certain limitations. The Foundation's matching contribution to the plan was \$49,047 for 2011 and \$44,736 for 2010.

VIRGINIA HEALTH CARE FOUNDATION AND AFFILIATE

Notes to Consolidated Financial Statements, Continued

13. Virginia Health Council Membership and Trust Fund:

On July 20, 1995, the Virginia Health Council (“VHC”) restated its Articles of Incorporation and Bylaws thereby naming VHCF as its sole member. With this sole membership, VHCF has the authority to elect the board of directors of VHC.

Through the sole membership of VHC, the Foundation began receiving income from the Arthur Graham Glasgow Trust. The trust is a split-interest agreement naming VHC as a 1.7% beneficiary of the trust income. As of May 24, 2011, the remaining measuring life ended and as a result VHC will receive 1.7% of the trust assets. The present value of the percentage interest in the trust (\$455,055 as of June 30, 2011 and \$318,901 less unamortized discount of \$6,253 as of June 30, 2010) has been recorded as contributions receivable and as temporarily restricted net assets in the accompanying consolidated statements of financial position.

14. Government Appropriations:

The Commonwealth of Virginia (the “Commonwealth”) has designated an appropriation in its biennial budget to the Foundation of \$4,080,571 for the 2012 fiscal year. This appropriation is to be used to fulfill the purpose of the Foundation. The Foundation has elected to record these funds as a receivable when the Commonwealth has completed action on the current budget, which is done on an annual basis. Since the final action has been taken on the 2012 budget, the appropriation was included as a receivable as of June 30, 2011 in the accompanying consolidated financial statements. The amount of the appropriation is subject to change should the Commonwealth experience a budget shortfall; however, the Foundation has taken this possibility into consideration in its 2012 fiscal year budget. These appropriations accounted for 54% of support and revenue for 2011 and 48% of support and revenue for 2010.