### $\frac{\text{FINANCIAL STATEMENTS}}{\text{AND}}$ REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

DECEMBER 31, 2005 AND 2004

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### REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Board of Directors Friends of the Warner Parks, Inc. Nashville, Tennessee

We have audited the accompanying statements of financial position of Friends of the Warner Parks, Inc. (the "Organization") as of December 31, 2005 and 2004, and the related statements of activities, cash flows and functional expenses for the years then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Friends of the Warner Parks, Inc. as of December 31, 2005 and 2004, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Nashville, Tennessee

Graff CPAS PLLC

May 19, 2006

### STATEMENTS OF FINANCIAL POSITION

### DECEMBER 31, 2005 AND 2004

	2005			2004
<u>ASSETS</u>				
Cash and cash equivalents	\$	609,410	\$	368,423
Contributions receivable - Note 3	•	25,466		27,034
Investments - Note 5		290,654		440,038
Land and property - at cost - Notes 6 and 7		4,779,003		4,424,189
Assets restricted for land acquisitions and capital improvements:				
Contributions receivable - Note 3		455,787		232,753
Investments - Note 5		881,905		939,387
Beneficial interest in agency endowment fund held by				
Community Foundation of Middle Tennessee - Note 4		85,999		77,233
TOTAL ASSETS	<u>\$</u>	7,128,224	\$	6,509,057
LIABILITIES AND NET ASSETS				
LIABILITIES				
Accounts payable and accrued expenses	\$	48,626	\$	•
Notes payable - Note 7		3,743,501	_	3,899,383
TOTAL LIABILITIES		3,792,127	electronic de la constante de	3,933,006
NET ASSETS				
Unrestricted:				
Invested in property, net of related debt		1,035,502		524,806
Designated for beneficial interest in agency endowment fund - Note 4		85,999		77,233
Undesignated		745,553		714,466
Total Unrestricted		1,867,054		1,316,505
Temporarily restricted - Note 8	1000	1,469,043		1,259,546
TOTAL NET ASSETS		3,336,097		2,576,051
TOTAL LIABILITIES AND NET ASSETS	<u>\$</u>	7,128,224	\$	6,509,057

The accompanying notes are an integral part of these financial statements.

### STATEMENTS OF ACTIVITIES

### FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

	2005					
			TEM	PORARILY		
	UNF	RESTRICTED	RESTRICTED		TOTALS	
SUPPORT AND REVENUES						
Public support:						
Fundraising events and contributions	\$	333,922	\$	965,762	\$ 1,299,684	
Membership dues		49,231		-	49,231	
Revenues:					40.000	
Investment income		2,318		37,775	40,093	
Realized and unrealized gains on investments		-		20,211	20,211	
Other income		4,537		-	4,537	
Change in value of beneficial interest in agency endowment						
fund held by Community Foundation of Middle Tennessee - Note 4		12,234		-	12,234	
Net assets released from restriction:						
Satisfaction of time and purpose restrictions		814,251	***************************************	(814,251)	_	
TOTAL SUPPORT AND REVENUES		1,216,493		209,497	1,425,990	
EXPENSES						
Program services		435,514		-	435,514	
Supporting services:					40.005	
Management and general		42,085		-	42,085	
Fundraising		188,345		-	188,345	
		665,944			665,944	
TOTAL EXPENSES		003,944				
CHANGE IN NET ASSETS		550,549		209,497	760,046	
NET ASSETS - BEGINNING OF YEAR		1,316,505		1,259,546	2,576,051	
NET ASSETS - END OF YEAR	\$	1,867,054	\$	1,469,043	\$ 3,336,097	

2004									
TEMPORARILY									
UNR	ESTRICTED	RES	STRICTED	_TOTALS_					
\$	337,131	\$	430,164	\$	767,295				
	57,400		-		57,400				
	4,068		53,570		57,638				
	-		39,635		39,635				
	9,503		-		9,503				
	26,886		-		26,886				
	834,636	•	(834,636)	******	_				
***************************************	1,269,624		(311,267)		958,357				
	304,695		-		304,695				
	55,005		-		55,005				
	156,921		_		156,921				
***************************************	516,621		_	***************************************	516,621				
	753,003		(311,267)		441,736				
V	563,502		1,570,813		2,134,315				
<u>\$</u>	1,316,505	\$	1,259,546	\$	2,576,051				

### STATEMENTS OF CASH FLOWS

### FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

	2005		***************************************	2004	
OPERATING ACTIVITIES					
Change in net assets	\$	760,046	\$	441,736	
Adjustments to reconcile change in net assets to net cash provided by operating activities:					
Realized and unrealized gains on investments		(20,211)		(39,635)	
Restricted contributions for land acquisitions and capital improvements		(874,347)		(388,181)	
Interest earned and realized and unrealized gains on restricted investments		(57,986)		(93,205)	
Change in value of beneficial interest in agency endowment fund held by					
Community Foundation of Middle Tennessee - Note 4		(12,234)		(26,886)	
Changes in operating assets and liabilities:					
(Increase) decrease in contributions receivable		1,568		(3,630)	
Increase in accounts payable and accrued expenses		15,003		2,985	
TOTAL ADJUSTMENTS		(948,207)	-	(548,552)	
NET CASH USED IN OPERATING ACTIVITIES		(188,161)		(106,816)	
INVESTING ACTIVITIES					
Proceeds from sale of investments		436,114		476,935	
Purchases of investments		(209,037)		(268,834)	
Acquisition of land and property		(354,814)		(4,424,189)	
Distribution from agency endowment fund		3,468		2,320	
NET CASH USED IN INVESTING ACTIVITIES		(124,269)		(4,213,768)	
FINANCING ACTIVITIES					
Proceeds from contributions restricted for land acquisitions and capital improvements		651,313		155,428	
Interest earned and realized and unrealized gains on investments		57,986		93,205	
Proceeds from notes payable		354,814		4,400,000	
Principal payments on notes payable		(510,696)		(500,617)	
NET CASH PROVIDED BY FINANCING ACTIVITIES	-	553,417	*****	4,148,016	
NET INCREASE (DECREASE) IN CASH		240,987		(172,568)	
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR		368,423		540,991	
CASH AND CASH EQUIVALENTS - END OF YEAR	<u>\$</u>	609,410	<u>\$</u>	368,423	
SUPPLEMENTAL CASH FLOW DISCLOSURE: Interest expense paid	<u>\$</u>	188,830	<u>\$</u>	72,410	

## STATEMENT OF FUNCTIONAL EXPENSES

## FOR THE YEAR ENDED DECEMBER 31, 2005

		SI	SUPPORTING SERVICES	SE	
		MANAGEMENT		TOTAL	
	PROGRAM	AND		SUPPORTING	
	SERVICES	GENERAL	FUNDRAISING	SERVICES	TOTAL
Employee compensation expenses:					
Contracted salaries and related payroll expenses - Note 10	\$ 64,768	\$ 11,245	\$ 22,491	\$. 33,736	\$ 98,504
Salaries	20,660	16,897	79,050	95,947	116,607
Payroll taxes	1,665	1,361	6,370	7,731	968'6
Employee benefits	879	718	3,362	4,080	4,959
Total employee compensation expenses	87,972	30,221	111,273	141,494	229,466
Consultant	ı	ı	30,013	30,013	30,013
Park construction and restoration projects	102,460	I	1	ı	102,460
Education	7,764	1	1	ı	7,764
Interest	194,021-	1	•	1	194,021
Landscaping	6,843	ı	•	1	6,843
Promotion	25,831	1	38,747	38,747	64,578
Printing, postage, and publication	1,576	ı	1,577	1,577	3,153
Professional development	2,281	156	156	312	2,593
Insurance and office expense	6,327	6,140	6,140	12,280	18,607
Professional services	1	5,349	•	5,349	5,349
Miscellaneous	439	219	439	658	1,097
TOTAL	\$ 435,514	\$ 42,085	\$ 188,345	\$ 230,430	\$ 665,944

The accompanying notes are an integral part of these financial statements.

## STATEMENT OF FUNCTIONAL EXPENSES

## FOR THE YEAR ENDED DECEMBER 31, 2004

SUPPORTING SERVICES	PROGRAMANDFUNDRAISINGSERVICESTOTALSERVICESGENERALFUNDRAISINGSERVICESTOTAL	ayroll expenses - Note 10       \$ 70,167       \$ 12,268       \$ 24,535       \$ 36,803       \$ 106,970         21,013       16,830       64,305       81,135       102,148         3,740       1,193       3,643       4,836       8,576         544       174       530       704       1,248	enses 95,464 30,465 93,013 123,478 218,942	rojects 74,907	7,670 7,670	72,410 72,410	6,047 6,047	34,526 - 51,791 51,791 86,317	363	2,651 181 181 362 3,013	5,857 5,684 5,684 11,368 17,225	- 16,275 - 16,275 16,275	4,074 2,037 4,074 6,111 10,185	11 00 6 11 00 51 6 200 22 6 21 00 5 6 51 6 51 6 51 6 51 6 51 6 51 6 5
		Employee compensation expenses: Contracted salaries and related payroll expenses - Note 10 Salaries Payroll taxes Employee benefits	Total employee compensation expenses	Park construction and restoration projects	Education	Interest	Landscaping	Promotion	Printing, postage, and publication	Professional development	Insurance and office expense	Professional services	Miscellaneous	

The accompanying notes are an integral part of these financial statements.

### NOTES TO FINANCIAL STATEMENTS

### DECEMBER 31, 2005 AND 2004

### **NOTE 1 - GENERAL**

Friends of the Warner Parks, Inc. (the "Organization") is a nonprofit organization whose purpose is to provide volunteer service to the Metropolitan Government of Nashville and Davidson County Tennessee Board of Parks and Recreation ("Metro Parks and Recreation") in order to preserve, protect, and improve the historic and natural quality of the Warner Parks and to improve the facilities, equipment, and programs of the Warner Parks. The Organization is funded primarily from membership dues and contributions.

### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Contributions and Support

Contributions are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions.

Contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are restricted by the donor for future periods or for specific purposes are reported as temporarily restricted or permanently restricted support that increases those net asset classes. When a restriction is fulfilled (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted and reported in the Statement of Activities as net assets released from restrictions.

The Organization had no permanently restricted net assets at December 31, 2005 or 2004.

### Cash and Cash Equivalents

Cash and cash equivalents consist principally of checking and money market accounts that are held at financial institutions or with brokerage firms.

### Contributions Receivable

Unconditional promises to give that are expected to be collected within one year are recorded as contributions receivable at their net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of estimated future cash flows. The discount on those amounts is computed using a risk-free interest rate applicable to the year in which the promise is received (4.35% and 3.63% for 2005 and 2004, respectively). Conditional promises to give are not included as support until such time as the conditions are substantially met.

An allowance for uncollectible amounts has not been provided on contributions receivable since, in management's opinion, the receivable amounts are fully collectible, based on past history.

### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### DECEMBER 31, 2005 AND 2004

### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Investments

Investments consist of certificates of deposit and securities and are carried at their quoted fair values on the last business day of the reporting period. The changes in unrealized gains and losses are recognized in the statement of activities for the year. Investments relate principally to contributions that were temporarily restricted for the Organization's Capital Campaign. Accordingly, substantially all investment income and gains are classified as temporarily restricted.

### Agency Endowment Fund

The Organization's beneficial interest in an agency endowment fund held by the Community Foundation of Middle Tennessee is recognized as an asset. In addition, investment income and changes in the value of the fund are recognized in the statement of activity, and distributions received from the fund are recorded as decreases in the beneficial interest. (See Note 4.)

### Income Taxes

The Organization is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for income taxes has been made

### Donated Property and Materials

Donated items are recorded at their fair value at the date of the gift.

### **Donated Services**

The Organization's policy is to record support and expenses for contributed services that require specialized skills and would be purchased if not provided by the donor at the fair value of services received. Donated time and services and the use of facilities for office space in 2005 and 2004, which amounted to \$4,537 and \$5,176, respectively, have been included in revenues and expenses.

### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### DECEMBER 31, 2005 AND 2004

### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Program and Supporting Services

The following functional expense classifications are included in the accompanying financial statements:

<u>Program services</u> - consist of programs to help preserve, protect and improve the historic and natural quality of the Warner Parks and to provide support to help improve the park facilities, equipment and programs.

<u>Management and general</u> - includes the functions necessary to ensure an adequate working environment and costs not identifiable with a single program or with fundraising. Includes costs associated with providing coordination and articulation of the Organization's program strategy, business management, general record-keeping, budgeting, and related purposes.

<u>Fundraising</u> - includes costs of activities directed toward appeals for financial support, including special events. Other activities include the cost of solicitations and creation and distributions of fundraising materials.

### Allocation of Functional Expenses

Expenses that can be directly attributed to a particular function are charged to that function. Certain costs have been allocated among more than one program or activity benefited based on objectively evaluated financial and nonfinancial data or reasonable subjective methods determined by management.

### 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 revenues and expenses and allocation of functional expenses during the reporting period. Actual results could differ from those amounts.

### Reclassifications

Certain reclassifications have been made in the 2004 financial statements to be comparative with the current year's presentation. These reclassifications had no effect on the results of activities previously reported.

### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### DECEMBER 31, 2005 AND 2004

### NOTE 3 - CONTRIBUTIONS RECEIVABLE

As of December 31, 2005 and 2004, contributions receivable from related parties included \$169,755 and \$199,500, respectively, from members of the Organization's board of directors, and \$200,441 and \$58,500, respectively, from members of the Organization's advisory council.

Contributions receivable consisted of the following at December 31:

		2005		2004
Due in less than one year Due in one to five years	\$	173,207 350,655	\$	92,366 188,334
Less: Discount to present value		523,862 (42,609)		280,700 (20,913)
Subtotal Less: Allowance for uncollectible amounts	-	481,253	***************************************	259,787
	<u>\$</u>	481,253	\$	259,787

Contributions receivable are reported on the Statement of Financial Position as follows as of December 31:

	 2005	 2004		
Operating Restricted for land acquisitions and capital improvements	\$ 25,466 455,787	\$ 27,034 232,753		
	\$ 481,253	\$ 259,787		

### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### DECEMBER 31, 2005 AND 2004

### NOTE 4 - AGENCY ENDOWMENT FUND

The Organization has a beneficial interest in the Friends of Warner Parks Agency Fund, an agency endowment fund held by the Community Foundation of Middle Tennessee (the "Community Foundation"). Earnings on this fund are used to further the goals of Friends of the Warner Parks, Inc. The Organization has granted variance power to the Community Foundation, and the Community Foundation has the ultimate authority and control over the Fund and the income derived therefrom. The fund is charged a .4% administrative fee quarterly. Upon request by the Organization, income from the Fund representing a 5% annual return may be distributed to the Organization or to another suggested beneficiary.

A schedule of changes in the Organization's beneficial interest in this fund for the years ended December 31, follows:

	2005		2005	
Balance - beginning of the year	\$	77,233	\$	52,667
Change in value of beneficial interest in agency endowment fund:				
Contributions to the fund		7,106		20,350
Investment income (loss), net		5,649		6,988
Administrative expenses		(521)		(452)
		12,234		26,886
Distributions to the Organization		(3,468)		(2,320)
Balance - end of the year	\$	85,999	\$	77,233

### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### DECEMBER 31, 2005 AND 2004

### NOTE 5 - INVESTMENTS

Investments consisted of the following, at fair values, as of December 31:

	-	2005		
Certificates of deposit	\$	50,000	\$	181,674
Common stocks		426,438		432,669
Preferred stocks		148,290		154,535
Corporate bonds		547,831		610,547
	<u>\$1</u>	,172,559	\$1	1,379,425

Investments are reported on the Statement of Financial Position as follows as of December 31:

	2	005		2004
Operating Restricted for land acquisitions and capital improvements		90,654 81,905		440,038 939,387
	\$1,1	72,559	<u>\$ 1</u>	,379,425

### NOTE 6 - LAND AND PROPERTY

During 2005 and 2004, the Organization acquired certain land tracts surrounding the Warner Parks. The acquisitions were financed by bank loans (see Note 7). The Organization intends to donate the land to Metro Parks and Recreation after the outstanding debt is repaid. Although there is a house on one of the tracts, the Organization has no immediate plans to utilize the facility. Land and property consisted of the following at December 31:

	2005	2004
Land	\$ 4,529,003	\$ 4,174,189
House	250,000	250,000
	\$ 4,779,003	\$ 4,424,189

The land and property are pledged as security on the notes payable.

### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### DECEMBER 31, 2005 AND 2004

### NOTE 7 - NOTES PAYABLE

Notes payable consisted of the following at December 31:

		2005	2004
Loan payable - SunTrust Bank	(1)	\$ 1,393,501	\$ 1,400,000
Loan payable - Pinnacle National Bank	(2)	1,400,000	1,400,000
Loan payable - Pinnacle National Bank	(3)	950,000	1,099,383
		\$ 3,743,501	\$ 3,899,383

- (1) Interest is charged at the LIBOR Floating Rate plus 1.3% (5.59% at December 31, 2005) and is payable monthly through August 1, 2006 (maturity date); secured by negative pledge on real estate acquired.
- (2) Interest is charged at the LIBOR Floating Rate plus 1.1% (5.38% at December 31, 2005) and is payable monthly through July 30, 2006 (maturity date); secured by first mortgage lien on real estate acquired.
- (3) Interest is charged at the LIBOR Floating Rate plus 2.25% (6.5% at December 31, 2005) and is payable monthly through July 30, 2006 (maturity date); secured by first mortgage lien on real estate acquired.

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### **DECEMBER 31, 2005 AND 2004**

## NOTE 8 - TEMPORARILY RESTRICTED NET ASSETS

Changes in temporarily restricted net assets for the year ended December 31, 2005 were as follows:

	Tempor Restric Net Ass Balance, January 1	Temporarily Restricted Net Assets - Balance, as of fanuary 1, 2005	Cont	Contributions/ Additions	R R	Release of Restrictions	Inv I	Investment	Te R Ne Bal Decen	Temporarily Restricted Net Assets - Balance, as of December 31, 2005
Tree Triist	↔	10.627	↔	1,477	↔	(3,365)	↔	1	\$	8,739
Chickering Road Improvement		731		ı		' I		ı		731
PEN Pals Camp		<i>L</i> 9		15,000		(9,787)		ľ		5,280
USDA Tree Trail		43		ı		i		ı		43
Capital Campaign		1,172,140		874,347		(766,781)		57,986		1,337,692
Memorials		21,789		1,388		(4,426)		1		18,751
Resource Management		8,000		ı		·		ı		8,000
Allee		24,797		ı		ı		1		24,797
Hodge House		8,580		ı		ı		t		8,580
SWEAT		ı		9,000		(000,6)		ı		1
Other grants and gifts	į	12,772		64,550		(20,892)		1		56,430
TOTAL	8	\$ 1,259,546	8	965,762	↔	(814,251)	↔	57,986	8	1,469,043

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### **DECEMBER 31, 2005 AND 2004**

# NOTE 8 - TEMPORARILY RESTRICTED NET ASSETS (CONTINUED)

Changes in temporarily restricted net assets for the year ended December 31, 2004 were as follows:

Temporarily Restricted Net Assets - Balance, as of December 31, 2004	\$ 10,627	731	<i>L</i> 9	43	1,172,140	21,789	8,000	24,797	8,580	ı	12,772	\$ 1,259,546
Investment Income	1	ſ	ı	1	93,205	ı	ı	ı	ı	I	1	93,205
Release of Restrictions	\$ (3,950) \$	1	(5,114)	i	(783,800)	(3,110)	(10,500)	(2,904)	(1,119)	(20,894)	(3,245)	\$ (834,636)
Contributions/ Additions	\$ 2,000	t	5,000	•	388,181	9,542	10,000	1	ı	15,000	441	\$ 430,164
Temporarily Restricted Net Assets - Balance, as of January 1, 2004	\$ 12,577	731	181	43	1,474,554	15,357	8,500	27,701	669'6	5,894	15,576	\$ 1,570,813
	Tree Trust	Chickering Road Improvement	PEN Pals Camp	USDA Tree Trail	Capital Campaign	Memorials	Resource Management	Allee	Hodge House	SWEAT	Other grants and gifts	TOTAL

### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### DECEMBER 31, 2005 AND 2004

### NOTE 9 - CONCENTRATION OF CREDIT RISK

The Organization began a new capital campaign at the end of 2004 in order to help pay for the additional land purchased in 2004. One contributor to the campaign in 2005 and 2004 accounted for \$100,000 or 7% and 10% of total revenue in 2005 and 2004, respectively. The Organization's primary fundraiser, "Sunday in the Park," accounted for \$111,493 and \$125,389, or 33% and 37% of the unrestricted contributions in 2005 and 2004, respectively. The Organization's fundraiser with Luke Lea Society accounted for \$88,370 and \$90,853, or 27% of the unrestricted contributions in 2005 and 2004, respectively.

From time to time throughout the year, the Organization's bank balances with financial institutions exceeded FDIC insurance limits. Management considers this to be a normal business risk. At December 31, 2005 and 2004, cash balances per bank exceeded the FDIC insurance limits by approximately \$300,000 and \$87,000, respectively.

### NOTE 10 - CONTRACTED SALARIES AND RELATED PAYROLL COSTS

The Organization reimburses Metro Parks and Recreation for personnel expenses for the following positions: office assistant, naturalists, security services and staff ranger.