NASHVILLE, TENNESSEE

FINANCIAL STATEMENTS

AND
INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2010 AND 2009

NASHVILLE, TENNESSEE

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INDEPENDENT AUDITORS' REPORT

Board of Trustees Friends of Radnor Lake Nashville, Tennessee

We have audited the accompanying statements of financial position of Friends of Radnor Lake (a not-for-profit corporation) ("FORL") as of December 31, 2010 and 2009, and the related statements of activities, cash flows, and functional expenses for the years then ended. These financial statements are the responsibility of FORL'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 Radnor Lake as of December 31, 2010 and 2009, 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 September 8, 2011

KraylCDAS PLLC

STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2010 AND 2009

	2010			2009
<u>ASSETS</u>				
Cash and cash equivalents	\$	265,833	\$	732,791
Accounts receivable - license plate fees	*	9,028	·	9,247
Accounts receivable - other		· -		600
Inventory		1,356		3,446
Furniture and equipment, net		2,904		4,709
Land		2,406,261		2,683,475
TOTAL ASSETS	<u>\$</u>	2,685,382	<u>\$</u>	3,434,268
<u>LIABILITIES AND NET ASSETS</u>				
LIABILITIES				
Accounts payable and accrued expenses	\$	33,454	\$	4,542
Grantor advance		-		500,000
Note payable		600,000		300,000
TOTAL LIABILITIES		633,454		804,542
NET ASSETS				
Unrestricted:				
Invested in land		1,806,261		2,383,475
Board designated		2,230		10,000
Undesignated		162,166		229,995
Total unrestricted		1,970,657		2,623,470
Temporarily restricted	_	81,271	_	6,256
TOTAL NET ASSETS		2,051,928		2,629,726
TOTAL LIABILITIES AND NET ASSETS	<u>\$</u>	2,685,382	<u>\$</u>	3,434,268

STATEMENTS OF ACTIVITIES

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

		2010			2009	
		Temporarily			Temporarily	
	Unrestricted	Restricted	Total	Unrestricted	Restricted	Total
REVENUES AND SUPPORT						
Contributions and public support:						
Individuals, foundations and other	\$ 124,434	\$ 922,634	\$ 1,047,068	\$ 100,716	\$ 5,337	\$ 106,053
State of Tennessee grant	500,000	1	500,000	1	1	J
Donated real estate	1	1	1	325,000	•	325,000
Donated goods, services and interest expense	43,784	1	43,784	25,840	1	25,840
License plate fees	38,534	ı	38,534	40,877	1	40,877
Fundraising events	36,010	ľ	36,010	27,765	ı	27,765
Calendar sales	16,375	ı	16,375	7,491	ı	7,491
Less: cost of calendar sales	(8,838)	•	(8,838)		1	(4,541)
Interest income	5,565	3	5,568	1,854	•	1,854
Rental income	4,800	1	4,800	3,600	ı	3,600
Net assets released from restrictions:	CC3 LV0	(003 600)		12 732	(17 732)	
Satisfaction of purpose restrictions	841,022	(847,077)	•	12,/32	(12,/32)	1
TOTAL REVENUES AND SUPPORT	1,608,286	75,015	1,683,301	541,334	(7,395)	533,939
EXPENSES						
Program services			0			0
Land acquisition, grants and other contract costs	6,853)	6,853	18,531	Ì	18,531
Land grant to the State of Tennessee	1,987,999	•	1,987,999	•	1	ľ
Other services	196,592	Ì	196,592	72,507	1	72,507
Supporting services: Management and general	43,885	1	43,885	40,523	,	40,523
Fundraising	25,770		25,770	13,490	'	13,490
TOTAL EXPENSES	2,261,099	3	2,261,099	145,051	1	145,051
CHANGE IN NET ASSETS	(652,813)	75,015	(577,798)	396,283	(7,395)	388,888
NET ASSETS - BEGINNING OF YEAR	2,623,470	6,256	2,629,726	2,227,187	13,651	2,240,838
NET ASSETS - END OF YEAR	\$ 1,970,657	\$ 81,271	\$ 2,051,928	\$ 2,623,470	\$ 6,256	\$ 2,629,726

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	 2010		2009
OPERATING ACTIVITIES			
Change in net assets	\$ (577,798)	\$	388,888
Adjustments to reconcile change in net assets to net cash provided by			
operating activities:			
Depreciation	1,805		2,951
Noncash contribution of land	-		(325,000)
Land grant to the State of Tennessee	1,987,999		-
Cash paid for purchase of land and related costs	(1,110,785)		(5,044)
(Increase) decrease in:			
Accounts receivable - license plate fees	219		(1,718)
Accounts receivable - other	600		450
Inventory	2,090		(3,055)
Increase (decrease) in:			
Accounts payable and accrued expenses	28,912		(923)
Grantor advance	 (500,000)		500,000
TOTAL ADJUSTMENTS	 410,840		167,661
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	 (166,958)		556,549
NET CASH USED IN INVESTING ACTIVITIES			
	_		(1,943)
Purchase of equipment			(1,5 ,0)
NET CASH USED IN INVESTING ACTIVITIES	 		(1,943)
NET CASH USED IN FINANCING ACTIVITIES Payment on note payable	 (300,000)		(100,000)
NET CASH USED IN FINANCING ACTIVITIES	 (300,000)		(100,000)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(466,958)		454,606
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	 732,791		278,185
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 265,833	<u>\$</u>	732,791
NONCASH INVESTING AND FINANCING ACTIVITY: Note payable issued for financing land purchase	\$ 600,000	\$	

STATEMENT OF FUNCTIONAL EXPENSES

FOR THE YEAR ENDED DECEMBER 31, 2010

	PRO	OGRAM	MA	NAGEMENT			
		RVICES		ID GENERAL	FUNDRAISING	Γ	TOTAL

Salaries and wages and related payroll taxes	\$	32,180	\$	25,744	\$ 6,435	\$	64,359 7,400
Accounting fees		-		7,400	1 201		1,413
Bank fees		-		212	1,201		1,413
Calendar expense:					7 220		7,338
Cost of sales - actual		-		-	7,338 1,500		1,500
Cost of sales - donated		-		-	·		2,765
Promotional gifts		-		342	2,765		342
Computer maintenenance		-			-		1,805
Depreciation		-		1,805 411	-		411
Dues and subscriptions		- 07		41,1	-		97
Environmental education		97		-	2 014		
Events		3,914		-	3,914		7,828
Donated services - other		1,000		260	1,000		2,000
Fees		-		360	-		360
Flood relief		12,045		-	-		12,045
Forest Hills grant, flood restoration		50,127		-	-		50,127
Forestry grant		14,453		= = = = = = = = = = = = = = = = = = = =	-		14,453
Frist technology grant		50		74	-		124
Gifts and awards		1,363		1,362			2,725
Hospitality		-		287	1,150		1,437
In-kind interest expense		5,271		<u>-</u>	-		5,271
Insurance		-		1,840	-		1,840
Junior ranger program		10,711		-	-		10,711
Land acquisition costs		6,853		-	-		6,853
Land grant to the State of Tennessee	1,	9 87,99 9		-	-	1	,987,999
Mapp reptile grant		6,945		-	-		6,945
Membership outreach		250		-	250		500
Newsletter		6,792		-	2,911		9,703
Park support		6,621		-	-		6,621
Postage and handling		-		440	439		879
General office printing		-		987			987
Property taxes		28,792		-	-		28,792
REI grant		4,109		-	=)		4,109
Rent		-		1,200	-		1,200
Public relations:							
Actual		365		_	156		521
Donated		9,635		_	4,129		13,764
Supplies		-		269	268		537
Telephone		881		1,028	1,028		2,937
Web site maintenance		991		124	124		1,239
TOTAL EXPENSES		,191,444		43,885	34,608		2,269,937
Less expenses included with revenues on the	۷,	,171,777		75,005	31,000	4	.,_0,,,,,,
statement of activities as cost of sales		_		_	(8,838)		(8,838)
TOTAL EXPENSES INCLUDED IN EXPENSE							
SECTION OF THE STATEMENT OF ACTIVITIES	\$ 2	,191,444	\$	43,885	\$ 25,770	<u>\$ 2</u>	2,261,099

STATEMENT OF FUNCTIONAL EXPENSES

FOR THE YEAR ENDED DECEMBER 31, 2009

				SUPPORTING			
	PR	OGRAM	M	IANAGEMENT			
		RVICES		ND GENERAL	FUNDRAISING		TOTAL_
Salaries and wages and related payroll taxes	\$	29,929	\$	23,943	\$ 5,986	\$	59,858
Accounting fees	·	´ -	·	7,150	-		7,150
Bank fees		-		204	1,159		1,363
Calendar expense:							
Cost of sales - actual		-		-	3,941		3,941
Cost of sales - donated		-		-	600		600
Promotional gifts		-		-	590		590
Computer maintenance		-		445	-		445
Depreciation		-		2,951	-		2,951
Dues and subscriptions		-		58	-		58
Environmental education		29		-	-		29
Events		2,543		-	2,542		5,085
Fees		-		320	-		320
Frist technology grant		140		209	-		349
Gifts and awards		376		376	-		752
Hospitality		-		34	138		172
Insurance		-		1,840	-		1,840
In-kind interest expense		11,040		-	-		11,040
Junior ranger program		5,815		-	-		5,815
Land acquisition costs:							
Actual		4,331		-	-		4,331
Donated		14,200		-	-		14,200
Newsletter		3,305			1,417		4,722
Park support		5,863		-	-		5,863
Postage and handling		-		204	204		408
General office printing		-		35	-		35
Property taxes		8,486		*	-		8,486
REI grant		3,546		-	-		3,546
Rent		-		1,300	-		1,300
RLWSI - water quality study		50		-	-		50
Public relations		331		-	-		331
Supplies		-		475	475		950
Telephone		814		949	949		2,712
Web site maintenance		240		30	30		300
TOTAL EXPENSES		91,038		40,523	18,031		149,592
Less expenses included with revenues on the							
statement of activities as cost of sales					(4,541)		(4,541)
TOTAL EXPENSES INCLUDED IN EXPENSE							
SECTION OF THE STATEMENT OF ACTIVITIES	\$	91,038	<u>\$</u>	40,523	\$ 13,490	<u>\$</u>	145,051

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

Friends of Radnor Lake ("FORL") is a Tennessee not-for-profit corporation. Its purpose is to protect, preserve and promote the natural environment, habitat, facilities and equipment of Radnor Lake State Natural Area and to educate the general public on the importance of the area.

Basis of Presentation

The accompanying financial statements present the financial position and changes in net assets of FORL on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Resources are classified as unrestricted, temporarily restricted or permanently restricted net assets, based on the existence or absence of donor-imposed restrictions, as follows:

- Unrestricted net assets are free of donor-imposed restrictions. All revenues, gains and losses that are not temporarily or permanently restricted by donors are included in this classification. All expenditures are reported in the unrestricted class of net assets, since the use of restricted contributions in accordance with the donors' stipulations results in the release of the restriction.
- Temporarily restricted net assets are limited as to use by donor-imposed restrictions that expire with the passage of time or that can be satisfied by use for the specific purpose.
- Permanently restricted net assets are amounts required by donors to be held in perpetuity, including gifts requiring that the principal be invested and the income or specific portions thereof be used for operations. FORL had no permanently restricted net assets as of December 31, 2010 or 2009.

Cash and Cash Equivalents

Cash and cash equivalents consist principally of checking and savings account balances with financial institutions.

Contributions and Support

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

Contributions and grants are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor 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.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Contributions and Support (continued)

FORL reports any gifts of property, equipment, or materials as unrestricted support unless explicit donor restrictions specify how the assets must be used. Gifts of long-lived assets with explicit restrictions as to how the assets are to be used or funds restricted for the acquisition of long-lived assets are reported as restricted support. Expirations of donor restrictions are recognized when the donated or acquired long-lived assets are placed in service.

FORL receives grant revenue from the State of Tennessee. Grant revenue is recognized in the period a liability is incurred for eligible expenditures or transfers of property under the terms of the grant.

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. Conditional promises to give are not included as support until such time as the conditions are substantially met. There were no contributions receivable at December 31, 2010 or 2009.

License Plate Fees

License plate fees are collected on behalf of FORL by the State of Tennessee when individuals purchase or renew specialty license plates. These fees are recognized by FORL as revenue in the month collected by the State.

Income Taxes

FORL qualifies as a not-for-profit organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, income taxes are not provided.

FORL files a U.S. Federal Form 990 for organizations exempt from income tax. FORL's returns for years prior to fiscal year 2007 are closed.

<u>Inventory</u>

Inventory is reported at the lower of cost (first-in, first-out method) or market.

Furniture, Equipment and Land

Furniture, equipment and land are reported at cost at the date of purchase or at estimated fair value at date of gift to the FORL. FORL's policy is to capitalize items with a cost of \$500 or more and an estimated useful life greater than one year. Depreciation is calculated by the straight-line method over the estimated useful lives of the assets, which range from five to fifteen years.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Program and Supporting Services

The following program and supporting services are included in the accompanying financial statements:

<u>Program Services</u> - consists of programs to acquire land to be donated to the natural area, protect and maintain the environment, improve the natural area and educate the general public about the Radnor Lake State Natural Area.

<u>Management and General</u> - includes the functions necessary to ensure an adequate working environment and costs not identifiable with a single program. Includes costs associated with providing coordination and articulation of FORL'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 and calendar sales. Other activities include the cost of solicitations and creation and distribution of fundraising materials.

Allocation of Functional Expenses

Expenses that can be directly attributed to a particular function are charged to that function. Expenses that relate to more than one function are allocated among applicable functions on the basis of objectively evaluated financial and nonfinancial data or reasonable subjective methods determined by management.

Donated Property, Goods, Services and Interest Expense

Property, professional services, and goods received as donations are reflected as support in the accompanying financial statements at their estimated or appraised fair value in the period received. For the year ended December 31, 2010, \$43,784 in donated services (legal, real estate, marketing and graphic design services) and interest expense was recorded in the accompanying Statement of Activities (\$25,840 in donated legal and graphic design services and interest expense for the year ended December 31, 2009).

Use of Estimates in the Preparation of Financial Statements

The preparation of 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.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Events Occurring After Reporting Date

FORL has evaluated events and transactions that occurred between December 31, 2010 and September 8, 2011, the date the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

NOTE 2 - FURNITURE AND EQUIPMENT

Furniture and equipment consisted of the following as of December 31:

				2009
Furniture and equipment Less accumulated depreciation	\$	41,303 (38,399)	\$	41,303 (36,594)
Furniture and equipment - net	\$	2,904	\$	4,709

NOTE 3 - LAND

Land tracts acquired surround the Radnor Lake State Natural Area. FORL intends either to sell or donate the land to the State of Tennessee for future expansion of the Radnor Lake State Natural Area.

Land consisted of the following as of December 31:

	 2010	 2009
Cheek property, and related costs	\$ 365,432	\$ 550,241
Campbell donated property	-	831,723
Yarbrough property, and related costs	-	710,547
Beck property, and related costs	-	260,920
Ansley donated property	325,000	325,000
Foster property, and related costs	5,044	5,044
Harris Property, and related cost	937,785	-
Civic Bank property, and related costs	 773,000	
Total	\$ 2,406,261	\$ 2,683,475

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 3 - LAND (CONTINUED)

During 2009, FORL entered into an agreement in which FORL leased a certain parcel of land and related improvements and had the option to accept this property as a donation, pending various factors. In December 2009, FORL exercised the option, and this land and related improvement were donated to FORL and recorded at the estimated fair value of \$325,000. FORL leased the improvement to an individual for monthly payments of \$400. This lease expired April 1, 2010, and has subsequently been continued on a month-to-month basis at the same terms.

During 2010, FORL transferred the Campbell, Yarbrough, and Beck properties and part of the Cheek property to the State of Tennessee in accordance with a grant agreement under which FORL received \$500,000. The \$1,987,999 carrying value of these properties was recognized in the 2010 Statement of Functional Expenses as a land grant to the State of Tennessee.

In July 2010, FORL purchased 10 acres of land for \$750,000 from Civic Bank. This purchase was funded by a grant from the City of Oak Hill, Tennessee.

In December 2010, FORL purchased 37 acres of land for \$900,000, referred to as the Harris property. FORL paid \$300,000 in cash for the property and funded the remainder with a note payable to the sellers of the property.

NOTE 4 - PROGRAM ACCOMPLISHMENTS

Total program accomplishments by FORL consist of program services and land acquisitions, as follows for the years ended December 31:

	20	10	 2009	
Program Services: Costs related to land acquisition, grants and other contracts Land grant to the State of Tennessee Other services	1,98	6,853 7,999 6,592	\$ 18,531 - 72,507	
Land acquisitions (including donated and financed amount)	1,71	0,785	 330,044	
Total	\$ 3,90	2,229	\$ 421,082	

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 5 - NOTE PAYABLE

In connection with the purchase of the Yarbrough property during 2008, FORL issued a note payable to the sellers in the amount of \$400,000. The note was non-interest bearing and required four annual installments of \$100,000 each, beginning in 2009 and continuing through 2012. In October 2010, the note was paid in full. Imputed interest in the amount of \$5,271 is reported as contribution revenue and interest expense for the year ended December 31, 2010 (\$11,040 for the year ended December 31, 2009).

On December 30, 2010, FORL issued a note payable to the sellers of the Harris property in the amount of \$600,000. The note requires six annual installments of \$100,000 each payable on December 30, 2011 through 2016. Interest on the loan is payable annually with the principal installment at an interest rate equal to the prime rate as published in the Wall Street Journal, adjusted on December 30 each year. There is no interest expense for the year ended December 31, 2010 related to this note.

NOTE 6 - TEMPORARILY RESTRICTED NET ASSETS

Changes in temporarily restricted net assets for the year ended December 31, 2010 were as follows:

	2010					
	Beginning	Additions	Releases	Ending		
Grants and contributions restricted for specific						
purposes: City of Ook Hill land acquisition	\$ -	\$ 750,000	\$(750,000)	\$ -		
City of Oak Hill, land acquisition	ψ -	100,000	(50,127)	49,873		
City of Forest Hills, flood restoration	-		` ' '	77,073		
Other land acquisitions	-	7,483	(7,483)	-		
Technology equipment and training	84	-	(84)	-		
Trail signage	2,000	-	-	2,000		
Junior ranger program	441	2,500	(2,941)	-		
Environmental education	2,258	-	(97)	2,161		
REI grant	1,473	14,000	(4,109)	11,364		
Flood relief	-	11,383	(11,383)	-		
Forestry grant	-	14,453	(14,453)	-		
Mapp reptile grant	-	12,818	(6,945)	5,873		
Maddox waterfowl ID grant		10,000		10,000		
	\$ 6,256	\$ 922,637	\$(847,622)	\$ 81,271		

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 6 - TEMPORARILY RESTRICTED NET ASSETS (CONTINUED)

Changes in temporarily restricted net assets for the year ended December 31, 2009 were as follows:

	2009							
	Be	ginning	Ac	lditions	R	eleases	_E	nding
Contributions restricted for specific purposes:	.		•	1.050	Φ.	(1.050)	Φ.	
Other land acquisitions	\$	-	\$	1,050	\$	(1,050)	\$	-
Technology equipment and training		433		-		(349)		84
Trail signage		-		2,000		-		2,000
Junior ranger program		6,256		-		(5,815)		441
Environmental education		-		2,287		(29)		2,258
REI grant		6,962		-		(5,489)		1,473
	\$	13,651	\$	5,337	\$	(12,732)	<u>\$</u>	6,256

NOTE 7 - CONCENTRATION OF CREDIT RISK

During 2010, FORL received approximately 30% of its total revenues and support from the State of Tennessee related to a grant for the transfer of certain tracts of land. In addition, during 2010, the City of Oak Hill made a grant for the purchase of a parcel of land, which accounted for 44% of total revenue and support. There was no concentration of revenue and support in 2009.

FORL maintains cash balances in bank deposit accounts with financial institutions whose accounts are insured by the Federal Deposit Insurance Corporation ("FDIC") up to statutory limits. As of December 31, 2010, FORL's accounts were fully insured.

NOTE 8 - RELATED PARTY TRANSACTIONS

Donated services included in contribution income in 2010 include in-kind contributions by Board members as follows: \$1,500 for graphic design for the 2011 calendar, \$2,000 for costs relating to a fundraising event, \$2,500 for brokerage services for real estate acquisitions, \$18,750 for attorney fees, and approximately \$13,750 for public relation services. Donated services included in contribution income in 2009 include in-kind contributions by Board members as follows: \$600 for graphic design for the 2010 calendar and approximately \$14,200 for attorney fees. In addition, one Board member is employed by FORL's financial institution.