

Financial Statements

For the Year Ended September 30, 2007 (With Summarized Financial Information for the Year Ended September 30, 2006)





INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Rails-to-Trails Conservancy

CONSULTING
ACCOUNTING
TECHNOLOGY

Certified Public Accountants We have audited the accompanying statement of financial position of Rails-to-Trails Conservancy (the Conservancy) as of September 30, 2007, and the related statements of activities and cash flows for the year then ended. These financial statements are the responsibility of the Conservancy's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from the Conservancy's 2006 financial statements and, in our report dated November 9, 2006, we expressed an unqualified opinion on those financial statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free 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 audit provides 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 the Conservancy as of September 30, 2007, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary schedule of functional expenses included on page 13 is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information for the year ended September 30, 2007 has been subjected to the auditing procedures applied in the audit of the basic financial statements, and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

RAFFA, P.C.

Washington, D.C. December 14, 2007

STATEMENTS OF FINANCIAL POSITION

September 30, 2007 and 2006

		2007		2006
ASSETS				
Cash and cash equivalents	\$	204,595	\$	632,279
Investments		1,223,169		1,274,339
Accounts receivable		470,253		286,876
Pledges and grants receivable		356,097		532,743
Prepaid expenses and other assets		125,913		112,164
Inventory		30,793		19,729
Land held for trail development		-		47,500
Net fixed assets		25,043		40,999
TOTAL ASSETS	\$	2,435,863	\$	2,946,629
LIABILITIES AND NET ASSETS				
Accounts payable and accrued expenses	\$	484,872	\$	509,590
Grants payable	'	4,762	·	114,990
Deferred rent		9,706		21,240
TOTAL LIABILITIES		499,340		645,820
Net Assets				
Unrestricted		598,907		641,257
Temporarily restricted		708,538		1,030,474
Permanently restricted		629,078		629,078
TOTAL NET ASSETS		1,936,523		2,300,809
TOTAL LIABILITIES AND NET ASSETS	\$	2,435,863	\$	2,946,629

STATEMENT OF ACTIVITIES

For the Year Ended September 30, 2007 (With Summarized Financial Information for the Year Ended September 30, 2006)

	Unrestricted	Temporarily Restricted	Permanently Restricted	2007 Total	2006 Total
OPERATING REVENUE AND SUPPORT					
Membership dues	\$ 2,317,150	\$ -	\$ -	\$ 2,317,150	\$ 2,359,950
Grants and contributions:					
Contributions	1,669,065	151,821	-	1,820,886	1,595,522
Grants	106,294	370,705	-	476,999	816,300
Corporate sponsors	63,834	25,000	-	88,834	645,892
Workplace giving	398,052	-	-	398,052	417,227
Program revenues:					
Contracts	667,907	-	-	667,907	419,775
Meetings and events	367,514	-	-	367,514	108,206
Merchandise and publications	58,672	-	-	58,672	62,213
Rental income	183,498	-	-	183,498	195,496
Other income	70,602	_	-	70,602	91,287
Investment income	50,063	_	-	50,063	53,415
Net assets released from restrictions:	· ·			•	,
Satisfaction of program restrictions	869,462	(869,462)	_	_	_
TOTAL OPERATING REVENUE AND SUPPORT	6,822,113	(321,936)		6,500,177	6,765,283
TOTAL OF EXATING REVENUE AND SOFT ORT	0,022,113	(321,730)		0,300,177	0,703,203
OPERATING EXPENSES					
Program services:	1 727 150			1 727 150	1 640 010
Direct Project Assistance/Research	1,737,150	-	-	1,737,150	1,640,010
Regional Programs	1,348,664	-	-	1,348,664	1,271,371
Public Information/Education	1,017,261	-	-	1,017,261	1,015,981
National Policy	813,946	-	-	813,946	607,793
Member Programs	300,465	-	-	300,465	401,540
Trail Conservancy	59,416			59,416	47,097
Total Program Services	5,276,902	-	-	5,276,902	4,983,792
Supporting services:					
Administrative services	841,750	_	_	841.750	778,955
Fundraising	845,199	_	_	845,199	636,933
Tundraising	043,177			043,177	030,733
TOTAL OPERATING EXPENSES	6,963,851			6,963,851	6,399,680
Change in Net Assets From Operations	(141,738)	(321,936)	-	(463,674)	365,603
OTHER ACTIVITIES Non-operating investment income	99,388			99,388	55,391
CHANGE IN NET ASSETS	(42,350)	(321,936)		(364,286)	420,994
NET ASSETS, BEGINNING OF YEAR	641,257	1,030,474	629,078	2,300,809	1,879,815
NET ASSETS, END OF YEAR	\$ 598,907	\$ 708,538	\$ 629,078	\$ 1,936,523	\$ 2,300,809

STATEMENT OF CASH FLOWS

For the Year Ended September 30, 2007

(With Summarized Financial Information for the Year Ended September 30, 2006) Increase (Decrease) in Cash and Cash Equivalents

		2007	2006		
CASH FLOWS FROM OPERATING ACTIVITIES	Ф	(264.206)	Ф	420.004	
Change in net assets	\$	(364,286)	\$	420,994	
Adjustments to reconcile change in net assets to net cash					
provided by (used in) operating activities:		25.022		21.070	
Depreciation and amortization		25,923		31,978	
Donated stock		- (02.046)		(61,064)	
Net realized and unrealized gain on investments		(93,846)		(62,295)	
Changes in assets and liabilities:		150010		(122, 102)	
Pledges and grants receivable		176,646		(433,493)	
Accounts receivable		(183,377)		(85,866)	
Prepaid expenses and other assets		(13,749)		24,336	
Inventory		(11,064)		(1,353)	
Accounts payable and accrued expenses		(24,718)		1,742	
Grants payable		(110,228)		74,000	
Deferred rent		(11,534)		(4,926)	
NET CASH USED IN OPERATING ACTIVITIES		(610,233)		(95,947)	
CASH FLOWS FROM INVESTING ACTIVITIES					
Proceeds from sales of investments		228,743		829,773	
Purchases of investments		(83,727)		(709,128)	
Proceeds from sale of land held for trail development		47,500		26,000	
Purchases of property and equipment		(9,967)		(17,936)	
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES		182,549		128,709	
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		(427,684)		32,762	
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR		632,279		599,517	
CASH AND CASH EQUIVALENTS, END OF YEAR	\$	204,595	\$	632,279	
SUPPLEMENTAL INFORMATION Noncash investing transactions:					
Investments received as a donation	\$	-	\$	61,064	

NOTES TO FINANCIAL STATEMENTS

For the Year Ended September 30, 2007

1. Organization and Summary of Significant Accounting Policies

Organization

Rails-to-Trails Conservancy (the Conservancy), the nation's largest trails organization with over 100,000 members and donors, is dedicated to working with communities to preserve and transform unused rail corridors into linear parks that enhance the health of America's environment, economy, neighborhoods and people. Founded in 1985, the Conservancy is located in Washington, D.C. and has four regional offices. The Conservancy's activities are funded primarily through membership dues and contributions. The Conservancy's major program services are as follows:

Regional Programs – The Conservancy maintains regional offices in the Northeast, Midwest, South and West to support rail-trail development at the local level. Field office activities include promotion of local policy to support trail building, development of statewide trail inventories and development plans, technical assistance for local projects, and training and education for communities and trail building groups.

Direct Project Assistance/Research – The Conservancy assists in building trails through a variety of programs. Our early warning system notifies communities, state and local agencies of upcoming railway abandonment. We provide technical assistance through our Trails and Greenways Clearinghouse and through our TrailDart Program that provides a development assistance response team for rail-trail projects. The Conservancy's work with our corporate and foundation partners has allowed us to provide direct financial support and amenities to trail projects and open trails.

Public Information/Education – The Conservancy promotes the benefits of rail-trails to the public. Rail-trails provide places for cyclists, hikers, walkers, and runners to exercise and experience the many natural and cultural wonders of the nation's environments. By providing a place for so many types of recreational use, rail-trails can greatly help to improve public health. The Conservancy provides rail-trail information through our website, quarterly magazine, media outlets and publications. The Conservancy's mapping initiative will enrich our trail information with interactive GIS maps which will also serve our trail development and policy initiatives.

National Policy – The Conservancy promotes policy at the national and state levels to create the conditions that make trail building possible. The Conservancy is a leader in the fight to protect the Federal Transportation Enhancements program, which is the largest source of funding for trail development. We steadfastly defend the Federal Railbanking Statute in the Congress and the courts as an essential tool to preserve unused rail corridors. We also monitor litigation on cases involving enforcement of Federal laws related to rail banking.

NOTES TO FINANCIAL STATEMENTS

For the Year Ended September 30, 2007

1. Organization and Summary of Significant Accounting Policies (continued)

Member Programs - In addition to the programs provided to members through public information and education, the Conservancy is also digitizing member and constituent information and trails information; creating a centralized database that will assist the Conservancy in identifying opportunities for linking trail systems, catalyzing support of trail projects, and creating tools to further our work. Other activities include delivery of member benefit and service programs.

Trail Conservancy – The Conservancy promotes the preservation of rail corridors for trail creation. The program generally involves the acquisition of abandoned rail corridors on behalf of the Conservancy. The Conservancy has purchased rail corridors in approximately ten states across the country.

Cash and Cash Equivalents

The Conservancy considers all highly liquid investments not held for long-term investment purposes with purchased maturities of three months or less to be cash equivalents.

Investments

Investments consist of cash and cash equivalents held for investment purposes, fixed income and equity securities mutual funds. These investments are reported at fair value based on quoted market prices.

Accounts Receivable

Accounts receivable consist of amounts due as reimbursements for expenses incurred under contract terms, and amounts due for event registrations, sponsorships and for sublessee occupancy expenses paid by the Conservancy on behalf of the sublessee. The Conservancy uses the allowance method to reserve for uncollectible accounts.

Land Held for Trail Development

Land consists primarily of property to be used in trail development and is valued at the lesser of acquisition cost or estimated net realizable value.

Fixed Assets and Related Depreciation and Amortization

Property and equipment are recorded at cost and are being depreciated or amortized on a straightline basis over their estimated useful lives of three to five years. Expenditures for major repairs and improvements are capitalized; expenditures for minor repairs and maintenance costs are expensed when incurred.

NOTES TO FINANCIAL STATEMENTS

For the Year Ended September 30, 2007

1. Organization and Summary of Significant Accounting Policies (continued)

Classification of Net Assets

The net assets of the Conservancy are reported as follows:

- Unrestricted net assets represent the portion of expendable funds that are available for support of the Conservancy's operations.
- Temporarily restricted net assets represent amounts that are specifically restricted by donors or grantors for various purposes or time periods.
- Permanently restricted net assets represent endowment gifts requiring that the principal be invested in perpetuity and that only the realized income be expended.

Revenue Recognition

The Conservancy recognizes membership dues as support when received. Amounts received under contracts are recorded as support when the Conservancy has incurred expenditures in compliance with the purposes for which the contracts were awarded.

The Conservancy recognizes all unconditional contributed support in the period in which the commitment is made. Grants and contributions are considered unrestricted and available for general operations unless specifically restricted by the donor. The Conservancy reports grants of cash and other assets as temporarily restricted if they are received with donor stipulations that limit the use of the donated assets as to a particular purpose or to future periods. When the stipulated time restriction ends or the purpose of the restriction is met, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the accompanying statement of activities as net assets released from restrictions. Revenue recognized on grants and contributions which have been promised to the Conservancy but have not been received is reflected as pledges and grants receivable in the accompanying statement of financial position.

Contract revenue is recognized as costs are incurred on the basis of direct costs plus allowable indirect expenses. Revenue recognized on contracts for which billings have not been presented to or collected from the awarding agency is included in accounts receivable in the accompanying statement of financial position.

The Conservancy records donated investments, land and property and equipment at their estimated fair value on the date received.

Other income consists primarily of merchandise and publication sales. Sales are recorded when the inventory is shipped.

NOTES TO FINANCIAL STATEMENTS

For the Year Ended September 30, 2007

1. Organization and Summary of Significant Accounting Policies (continued)

Functional Allocation of Expenses

The costs of the various programs and other activities are summarized on a functional basis in the accompanying statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services.

Definition of Operations

Operating revenue and expenses generally reflect those revenues and expenses that management can influence, and exclude earnings (losses) on temporarily restricted and board designated investments, earnings on permanently restricted investments in excess of the approved spending rate, and unusual transactions unrelated to the Conservancy's ordinary activities.

2. Investments

As of September 30, 2007, investments consisted of the following:

	<u>Cost</u>	Fair Value
Equity securities	\$ 545,726	\$ 716,244
Fixed income securities	429,088	423,878
Cash and cash equivalents	83,047	83,047
Total	<u>\$1,057,861</u>	\$ 1,223,169

A portion of this portfolio is considered permanently restricted (see Note 5).

Investment returns for the year ended September 30, 2007, are summarized as follows:

Interest and dividends	\$ 55,605
Unrealized gains on investments	78,053
Realized gains on investments	 15,793
Total	\$ 149,451

Management considers all earnings (losses) on temporarily restricted and board designated investments to be non-operating. For the permanently restricted investments, management recognizes earnings equal to the spending rate (5% of the endowments' average prior year market value) as unrestricted revenue for operations. Any remaining earnings or losses after recognition of the spending rate are considered non-operating.

NOTES TO FINANCIAL STATEMENTS

For the Year Ended September 30, 2007

3. Fixed Assets and Accumulated Depreciation and Amortization

The Conservancy held the following fixed assets as of September 30, 2007:

Furniture and equipment	\$	273,939
Leasehold improvements		48,087
Total fixed assets		322,026
Less: Accumulated depreciation and amortization		(296,983)
Net Fixed Assets	<u>\$</u>	25,043

4. Temporarily Restricted Net Assets

The temporarily restricted net assets of the Conservancy are available for the following programs or purposes as of September 30, 2007:

Direct Project Assistance	\$ 212,975
Public Information/Education	150,000
Regional Programs	123,955
Trail Conservancy	121,608
National Policy Program	 100,000
Total Temporarily Restricted Net Assets	\$ 708,538

5. Permanently Restricted Net Assets

During the year ended September 30, 1997, the Conservancy established the Langdon Gates Burwell Endowment Fund. This fund was established with a gift of stock valued at \$334,645 at the date of the gift. The donor stipulated that the principal be invested in perpetuity while a portion of the income earned on the fund be spent for general operating support for the Conservancy. The amount spent each year for general support cannot exceed 5% of the fund's market value of the prior year. In thirty years, the Fund will revert to the general endowment policies of the Conservancy. These policies provide for endowment earnings to be spent at a rate set annually by the Board of Directors. The current rate is 5% of the endowment's average market value of the prior year.

During the year ended September 30, 1998, the Conservancy received another endowment gift of \$250,000. The donor requested that half of the annual earnings from the endowment be used for general operating expenses and recommended that the other half be used to increase the

NOTES TO FINANCIAL STATEMENTS

For the Year Ended September 30, 2007

5. Permanently Restricted Net Assets (continued)

endowment, with the allowance for the Board to override this provision. Therefore, earnings on the endowment are reported as unrestricted revenue. The Board follows the general endowment policies described above, and, as such, has permitted only 5% of the fund's prior year average market value to be spent on general operations. The remaining earnings (losses) are considered a board-designated reserve. This reserve is included in unrestricted net assets in the accompanying financial statements.

6. Commitments and Risks

Office Space

The Conservancy is obligated under non-cancelable operating leases for office space in Washington, DC, Pennsylvania, Ohio and California. The leases expire at various dates through the calendar year 2012. A portion of the Washington, DC and California space has been subleased under five-year non-cancelable agreements. Another operating lease exists in Florida and is for terms less than one year.

On July 13, 2007, the Conservancy entered into a lease for new office space located in Washington, DC. The lease commenced March 2008 and expires in February 2023. The Conservancy is responsible for its proportionate share of real estate taxes and operating and maintenance costs of the landlord.

The Washington, DC lease provides for rent adjustments based on increases in the real estate taxes and operating expenses as well as increases in base rent of 2.5% per year. Rent expense is recognized on a straight-line basis over the term of the lease. Under accounting principles generally accepted in the United States of America, the rent abatement and all fixed rent increases are recognized on a straight-line basis over the term of the lease. The difference between this expense and the required lease payments is reflected as deferred rent in the accompanying statement of financial position.

In addition, the Conservancy leases certain equipment under non-cancelable operating leases that expire through 2009.

NOTES TO FINANCIAL STATEMENTS

For the Year Ended September 30, 2007

6. Commitments and Risks (continued)

As of September 30, 2007, total future minimum lease payments for the office space leases, net of the sub-lease rental income, are as follows:

For the Years Ending			
September 30,	Total	Sublease	Net
2008	\$ 424,597	\$ 57,960	\$ 366,637
2009	366,693	4,605	362,088
2010	352,937	_	352,937
2011	349,129	_	349,129
2012	359,249		359,249
Thereafter	4,299,606		4,299,606
Total	\$6,152,211	\$ 62,565	\$6,089,646

Rent expense under these leases was \$496,843 for the year ended September 30, 2007.

7. In-Kind Support

The Conservancy receives various types of in-kind support, including contributed professional services. These services are recognized if the services received create or enhance long-lived assets or require specialized skills, are provided by individuals possessing these skills, and would typically need to be purchased if not donated. Approximately \$148,460 of professional services were donated in fiscal year 2007, primarily consisting of legal services provided in cases affecting the Conservancy's interests, and are included in contributions in the accompanying statement of activities and professional fees in the accompanying supplemental schedule of functional expenses.

8. Line of Credit

The Conservancy had entered into a revolving line of credit agreement with a commercial bank. Under the agreement, the Conservancy can borrow up to \$100,000. Interest accrues daily at 8.25% and is payable monthly. No amounts were advanced under this agreement during the year ended September 30, 2007. The line of credit agreement expires April 30, 2008.

NOTES TO FINANCIAL STATEMENTS

For the Year Ended September 30, 2007

9. Retirement Plan

The Conservancy maintains a tax deferred annuity plan for all employees that is qualified under Section 403(b) of the Internal Revenue Code. Participating employees may make salary reduction contributions to the Plan up to the maximum amount permitted by the Internal Revenue Code. The Conservancy contributes 6% of each participant's compensation to the Plan, once the participant completes six months of service. Retirement expense for the year ended September 30, 2007 was \$111,895 and is included in salaries and related expenses in the accompanying supplemental statement of functional expenses.

10. Allocation of Joint Costs

During the year ended September 30, 2007, the Conservancy incurred joint costs of \$1,603,067 from activities such as direct mail and telemarketing that included both educational materials and fundraising appeals. Of those costs, \$580,141 was allocated to programs, \$780,292 was allocated to fundraising, and \$242,634 to general and administrative expenses.

11. Income Taxes

The Conservancy qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code and is classified as a publicly supported organization under Section 509(a)(1) of the Internal Revenue Code. No provision for income taxes is required for the year ended September 30, 2007, as the Conservancy had no net unrelated business income.

12. Prior Year Summarized Financial Information

The accompanying financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the Conservancy's financial statements for the year ended September 30, 2006, from which the summarized information was derived.



STATEMENT OF FUNCTIONAL EXPENSES

For the Year Ended September 30, 2007

(With Summarized Financial Information for the Year Ended September 30, 2006)

		Program Services										Supporting Services						
	A	rect Project ssistance/ Research		Regional Programs	Info	Public ormation/ lucation	Total National Member Trail Program Policy Programs Conservancy Services Administrat		ninistration	Fundraising		2007 Total	2006 Total					
Salaries and related expenses	\$	670,996	\$	798,824	\$	421,739	\$	465,031	\$	94,234	\$ 29,995	\$ 2,480,819	\$	289,129	\$	149,301	\$ 2,919,249	\$ 2,650,815
Printing and production		171,638		18,174		153,501		4,385		18,104	3	365,805		57,336		139,485	562,626	594,764
Postage and delivery		226,105		7,674		70,615		1,575		-	3	305,972		100,295		229,242	635,509	597,125
Professional fees		41,412		71,008		126,828		196,942		15,970	3,030	455,190		158,915		173,643	787,748	657,779
Rent		-		74,994		-		-		-	-	74,994		421,849		-	496,843	456,270
List management services		105,553		675		21,512		1,248		102,948	-	231,936		44,382		69,860	346,178	346,387
Travel, meals, and entertainment		101,711		190,032		28,574		39,133		411	-	359,861		29,232		11,447	400,540	325,787
Merchandise costs		404		4,832		26,423		307		35,818	-	67,784		10,391		13,167	91,342	148,058
Office expenses and supplies		9,364		79,850		3,483		1,222		-	-	93,919		42,641		157	136,717	130,585
Grants and scholarships		197,030		37,225		-		2,275		-	-	236,530		-		-	236,530	170,000
Telephone and facsimile		7,061		16,997		3,909		3,204		1,025	-	32,196		53,881		72	86,149	87,808
Miscellaneous		4,796		19,739		41,741		74		-	-	66,350		16,740		4,800	87,890	67,878
Business insurance		-		2,000		-		-		-	-	2,000		23,715		-	25,715	31,976
Depreciation and amortization		-		2,190		-		-		-	-	2,190		23,733		-	25,923	31,978
Bank fees		643		-		7,866		40		6,550	-	15,099		4,686		8,873	28,658	21,268
Meetings and special events		5,749		19,116		-		260		-	-	25,125		-		-	25,125	2,929
Advertising and media		1,367		978		-		-		-	-	2,345		13,332		2,000	17,677	24,765
Staff development		2,647		2,939		633		1,020		-	-	7,239		199		-	7,438	27,482
Taxes and licenses		4		944		445		-		5,199	22,500	29,092		89		5,437	34,618	5,902
Dues and subscriptions		2,672		473		2,088		5,320		738	-	11,291		-		85	11,376	20,124
Indirect cost allocation		187,998				107,904		91,910		19,468	3,885	411,165		(448,795)		37,630		
TOTAL EXPENSES	\$	1,737,150	\$	1,348,664	\$ 1	,017,261	\$	813,946	\$	300,465	\$ 59,416	\$ 5,276,902	\$	841,750	\$	845,199	\$ 6,963,851	\$ 6,399,680