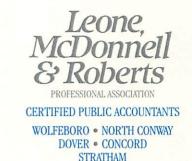
FOR THE YEARS ENDED
DECEMBER 31, 2017 (REVIEWED) AND 2016 (AUDITED)
AND
INDEPENDENT ACCOUNTANTS' REVIEW REPORT

FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2017 (REVIEWED) AND 2016 (AUDITED)

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To the Board of Directors Upper Saco Valley Land Trust, Inc. North Conway, New Hampshire

INDEPENDENT ACCOUNTANTS' REVIEW REPORT

We have reviewed the accompanying financial statements of Upper Saco Valley Land Trust, Inc. (a New Hampshire nonprofit corporation), which comprise the statement of financial position as of December 31, 2017, and the related statements of activities, cash flows, and functional expenses for the year then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements whether due to fraud or error.

Accountants' Responsibility

Our responsibility is to conduct the review engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

Accountants' Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

Summarized Comparative Information

The 2016 financial statements were audited by other auditors, and they expressed an unmodified opinion on them in their report dated July 7, 2017. They have not performed any auditing procedures since that date. We are not aware of any material modifications that should be made to the summarized comparative information presented herein as of and for the year ended December 31, 2016, for it to be consistent with the audited financial statements from which it has been derived.

Leone, McDonnell & Roberts Professional Association

November 13, 2018 North Conway, New Hampshire

STATEMENT OF FINANCIAL POSITION FOR THE YEAR ENDED DECEMBER 31, 2017 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2016

ASSETS	UNRE	STRICTED	_	BOARD BIGNATED		IPORARILY STRICTED		MANENTLY STRICTED		eviewed 2017 FOTALS	-	Audited 2016 <u>FOTALS</u>
CURRENT ASSETS												
Cash and cash equivalents	\$	118,820	\$	213,257	\$	138,485	\$	-	\$	470,562	\$	476,071
Pledges receivable		- - 224		•		402,500		-		402,500 5,224		20,000 1,700
Prepaid expenses	-	5,224		<u>-</u>				<u>-</u>		5,224		1,700
Total current assets		124,044		213,257		540,985				878,286	_	497,771
PROPERTY												
Conservation easements		-		_		-		50		50		47
Land		5,000		-		-		1,130,812		1,135,812		1,130,812
Furniture and equipment		22,166				<u>-</u>		-		22,166		19,679
		07.400						1,130,862		1,158,028		1,150,538
Total property		27,166 15,232		-				1,130,002		15,232		12,910
Less accumulated depreciation		15,232			_		_		_	10,202		,00
Property, net		11,934			_		_	1,130,862		1,142,796	_	1,137,628
OTHER ASSETS												
Beneficial interest in assets held by others		-		-		197,536				197,536	_	176,703
Delicitotal interest in assets from by success												
Total other assets					. —	197,536	_			197,536		176,703
Total assets	\$	135,978	<u>\$</u>	213,257	\$	738,521	<u>\$</u>	1,130,862	\$	2,218,618	\$	1,812,102
LIABILITIES AND NET ASSETS												
CURRENT LIABILITIES												
Accounts payable and accrued expenses	\$	14,764	\$	-	\$	-	\$	-	\$	14,764	\$	9,566
Deferred income		6,000	_			<u> </u>	_		_	6,000		
		20.764				_		_		20,764		9,566
Total liabilities		20,764		-					_	20,704		0,000
NET ASSETS												
Unrestricted		115,214		-		-		-		115,214		74,931
Unrestricted, board designated		· •		213,257		-		-		213,257		207,050
Temporarily restricted		-		-		738,521				738,521		389,696
Permanently restricted						-		1,130,862	_	1,130,862	_	1,130,859
Total net assets		115,214	_	213,257		738,521	_	1,130,862	_	2,197,854		1,802,536
Total	\$	135,978	\$	213,257	\$	738,521	<u>\$</u>	1,130,862	\$	2,218,618	\$	1,812,102

See Independent Accountants' Review Report and Notes to Financial Statements

STATEMENT OF ACTIVITIES FOR THE YEAR ENDED DECEMBER 31, 2017 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2016

	UNRESTRICTED						Reviewed			Audited		
	UNDE	SIGNATED	,	OARD IGNATED		PORARILY STRICTED		ANENTLY TRICTED		2017 TOTALS		2016 TOTALS
REVENUE AND SUPPORT												
Gifts, grants and contributions	\$	176,776	\$	6,000	\$	-	\$	-	\$	182,776	\$	172,172
Net investment		26,063		207		257		-		26,527		12,043
Special events, net of direct costs of \$16,059		11,741						<u> </u>		11,741		6,225
Total revenues, gains and other support		214,580		6,207		257		<u> </u>		221,044		190,440
NET ASSETS TRANSFERS												
Net assets released from donor-imposed restrictions		47,068				(47,068)		-				<u>-</u>
EXPENSES												
Program services		155,238		-		-		-		155,238		87,032
Management and general		33,961		-		-		-		33,961		64,269
Fundraising		32,166		<u> </u>		<u> </u>				32,166	_	13,362
Total expenses		221,365		<u>-</u>		<u> </u>		<u>-</u>		221,365		164,663
Net operating increase (decrease)		40,283		6,207		(46,811)		<u>-</u>		(321)		25,777
SPECIAL PROJECTS		•										
Special projects income		-		-		799,986		1		799,986		240,350
Special projects, land, non-cash		-		-		-		-		-		20,000
Special projects conservation easement, non-cash		-		-		-		2		2		2
Special projects (expense)		<u> </u>				(404,350)		-		(404,350)		(310,926)
Net increase (decrease) on special projects				-		395,636		3		395,639		(50,574)
CHANGE IN NET ASSETS		40,283		6,207		348,825		3		395,318		(24,797)
NET ASSETS, BEGINNING OF YEAR		74,931		207,050		389,696		1,130,859		1,802,536		1,827,333
NET ASSETS, END OF YEAR	\$	115,214	\$	213,257	\$	738,521	<u>\$</u>	1,130,862	\$	2,197,854	\$_	1,802,536

See Independent Accountants' Review Report and Notes to Financial Statements

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

	Reviewed <u>2017</u>		A	audited 2016
CASH FLOWS FROM OPERATING ACTIVITIES	•	005.040	ው	(04.707)
Change in net assets	\$	395,318	\$	(24,797)
Adjustments to reconcile change in net assets to net cash				
from operating activities:		(0)		(00.000)
Non-cash land and conservation easement contributions		(2)		(20,002)
Net change on beneficial interest in assets held by others		(20,833)		(12,511)
Depreciation		2,322		2,176
Change in restricted cash		54,508		(100,141)
(Increase) decrease in assets:				
Grants receivable		-		217,000
Pledges receivable		(382,500)		(10,000)
Prepaid expenses		(3,524)		(77)
Increase (decrease) in liabilities:				
Accounts payable and accrued expenses		5,198		2,015
Deferred income		6,000		
NET CASH PROVIDED BY OPERATING ACTIVITIES		56,487	-	53,663
CASH FLOWS FROM INVESTING ACTIVITIES				
Net transfers to beneficial interest in assets held by others		_		(2,993)
Easement purchases		(1)		(1)
·		(7,487)		(777)
Purchase of property	_	(1,1.5.)	_	
NET CASH USED IN INVESTING ACTIVITIES		(7,488)		(3,771)
NET CHANGE IN UNRESTRICTED CASH		48,999		49,892
UNRESTRICTED CASH, BEGINNING OF YEAR	_	283,078	_	233,186
UNRESTRICTED CASH, END OF YEAR	<u>\$</u>	332,077	<u>\$</u>	283,078
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: Non-cash donations of land and conservation easements	<u>\$</u>	2	\$	20,002

See Independent Accountants' Review Report and
Notes to Financial Statements

STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2017 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2016

	Land <u>Protection</u>	Outreach	Total Program <u>Services</u>	Management & General	<u>Fundraising</u>	Reviewed 2017 TOTALS	Audited 2016 TOTALS
Salaries and wages	\$ 117,138	\$ -	\$ 117,138	\$ -	\$ 27,568	\$ 144,706	\$ 103,219
Payroll taxes	8,938	-	8,938	-	2,249	11,187	7,943
Benefits	7,237		<u>7,237</u>		-	7,237	2,648
Total salaries and related expenses	133,313	-	133,313	-	29,817	163,130	113,810
Depreciation	-	-	-	2,322	-	2,322	2,176
Dues and subscriptions	-	-	-	2,200	-	2,200	1,559
Fees and permits	-	-	-	350	-	350	196
Insurance	-	-	-	5,067	-	5,067	4,817
Annual meeting and membership	39	-	39	-	-	39	400
Miscellaneous	7,678	209	7,887	1,128	19	9,034	3,392
Office expenses	-	-	-	4,513	-	4,513	3,553
Printing and postage	-	5,100	5,100	958	1,344	7,402	7,574
Professional fees	3,199	-	3,199	8,014	-	11,213	9,783
Rent - office	-	-	-	6,424	-	6,424	6,337
Stewardship costs	2,503	-	2,503	-	-	2,503	2,956
Telephone and internet	-	-	-	1,964	-	1,964	1,809
Travel and conferences	405	108	513	207	-	720	2,619
Investment fees	2,639	-	2,639	-	<u>-</u>	2,639	1,372
Marketing and publicity	45	-	45	-	986	1,031	1,462
Utilities			-	814		814	848
Total operating expenses	149,821	5,417	155,238	33,961	32,166	221,365	164,663
Special projects	404,350	<u>=</u>	404,350			404,350	310,926
Total expenses	<u>\$ 554,171</u>	<u>\$ 5,417</u>	\$ 559,588	\$ 33,961	\$ 32,166	\$ 625,715	\$ 475,589

See Independent Accountants' Review Report and Notes to Financial Statements

NOTES TO FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

NOTE 1 NATURE OF ORGANIZATION

The Upper Saco Valley Land Trust, Inc. (the Organization) is a New Hampshire nonprofit conservation corporation dedicated to preserving natural resources and promoting education and awareness of the protection of natural resources. The Organization conducts its activities predominantly in Central New Hampshire and Western Maine.

The Organization's primary sources of revenue are contributions from the public (including gifts of land), investment income, government grants as well as revenue from special events undertaken for fundraising.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Upper Saco Valley Land Trust, Inc. have been prepared on the accrual basis of accounting and, accordingly, reflect all significant receivables, payables and other liabilities.

Basis of Presentation

The Organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. The classes of net assets are determined by the presence or absence of donor restrictions.

<u>Unrestricted:</u> Net assets that are not subject to donor-imposed stipulations. Unrestricted net assets may be designated for specific purposes by action of the Board of Directors.

Temporarily Restricted: Net assets whose use is limited by donor-imposed stipulations that will either expire with the passage of time or be fulfilled or removed by actions of the Organization. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. Absent explicit donor stipulations about how long long-lived assets must be maintained or the manner of their disposition, the Organization reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service. The Organization reports expirations of continuing donor restrictions regarding use or disposition of long-lived assets over the assets' expected useful lives.

<u>Permanently Restricted:</u> Net assets that are subject to donor-imposed stipulations that they be maintained permanently by the Organization. In addition, all protected properties are classified as permanently restricted net assets. Generally, the donors of these assets permit the Organization to use all or part of the income earned on related investments for general or specific purposes.

As of December 31, 2017 and 2016, the Organization had unrestricted, temporarily restricted and permanently restricted net assets.

Accounting Estimates

The preparation of financial statements in conformity 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 during the reporting period. Actual results could differ from those estimates.

Contributions

All 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, depending on the nature of the restrictions. However, if a restriction is fulfilled in the same period in which the contribution is received, the Organization reports the support as unrestricted.

Cash and Cash Equivalents

For purposes of reporting cash flows, the Organization considers all highly liquid debt instruments with an initial maturity of three months or less to be cash equivalents, excluding amounts the use of which is limited by restriction. As of December 31, 2017 and 2016 the Organization had cash equivalents of \$1,036 and \$1,035, respectively.

Property and Depreciation

Property and equipment are recorded at cost or, if contributed, at estimated fair value at the date of contribution, with the exception of conservation easements discussed elsewhere in Note 2. Material assets with a useful life in excess of one year are capitalized. Depreciation is provided for using the straight-line method in amounts designed to amortize the cost of the assets over their estimated useful lives as follows:

Office Equipment 3 - 7 years Furniture and Fixtures 5 - 10 years

Costs for repairs and maintenance are expensed when incurred and betterments are capitalized. Assets sold or otherwise disposed of are removed from the accounts, along with the related accumulated depreciation, and any gain or loss is recognized.

Depreciation expense totaled \$2,322 and \$2,176 for the years ended December 31, 2017 and 2016, respectively.

Advertising

The Organization expenses advertising costs as incurred.

Functional Allocation of Expenses

The costs of providing the various programs and other activities have been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited. The following is a summary of the program services:

Land Protection: This program includes the permanent protection of new property and associated natural resources through the donation or purchase of conservation easements and land, as well as stewardship and management of those lands and easements once acquired. These activities are conducted by staff, volunteers and contracted professionals and include the evaluation, negotiation and completion of new land acquisition projects; and conducting natural resource inventories, boundary maintenance, habitat management, and easement monitoring site visits on lands and easements already acquired.

Outreach: This program is focused on educating members of the Upper Saco Valley Land Trust, the general public, and community leaders on land conservation options and natural resources through field trips, seminars, presentations and special events.

Conservation Easements

In conformity with the practice followed by many land trusts, conservation easements purchased or donated are recorded as assets on the statement of financial position at the nominal value of \$1. All easements acquired by purchase are recorded as conservation activities expenses in the statement of activities and changes in net assets. In addition, costs incurred in obtaining the easements are recorded as current period expenses.

Income Taxes

The Organization is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. In addition, the Organization qualifies for the charitable contribution deduction under Section 170(b)(1)(a) and has been classified as an organization that is not a private foundation.

Management has evaluated the Organization's tax positions and concluded that the Organization has maintained its tax-exempt status and has taken no uncertain tax positions that would require adjustment to the financial statements. With few exceptions, the Organization is no longer subject to income tax examinations by the United States Federal or State tax authorities prior to 2014.

Donations of Long-Lived Assets

The Organization records donations of services and materials which increase long-lived assets at their fair values and recognizes these revenues as increases in unrestricted net assets.

NOTE 3 UNCONDITIONAL PROMISES TO GIVE

Unconditional promises to give represent promises to give, which have been made by donors but have not yet been received by the Organization. Pledges, which will not be received in the subsequent year, have been discounted using an estimated rate of return, which could be earned if such contributions had been made in the current year. The Organization considers unconditional promises to give fully collectible; accordingly, no

allowance for uncollectible promises to give have been recorded. Promises to give that are due in more than one year are discounted at 3%. The Organization expects to collect all promises to give within one year and therefore has provided for no discount for each of the years ended December 31, 2017 and 2016.

The Organization believes all contributions to be collectable, and therefore, has recorded no allowance for uncollectable amounts as of December 31, 2017 and 2016.

NOTE 4 CONCENTRATION OF CREDIT RISK

The Organization maintains cash balances that, at times, may exceed federally insured limits. The balances are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 for the years ended December 31, 2017 and 2016. The Organization has not experienced any losses in such accounts and believes it is not exposed to any significant risk with respect to these accounts. At December 31, 2017 and 2016, cash balances in excess of FDIC coverage aggregated \$219,776 and \$228,730, respectively.

NOTE 5 BENEFICIAL INTEREST IN ASSETS HELD BY OTHERS (MAINE COMMUNITY FOUNDATION)

The Organization transfers certain gifts and grants to the Maine Community Foundation (MCF) in an irrevocable designated fund of MCF, the income of which will be provided to the Organization to use in programs and operations.

MCF maintains investments in a pooled investment account and, using a unitary allocation system, allocates a distribution of income to the Organization each calendar year based on a percentage of the average balance of the fund principle over a specified period. Activity in the account was as follows for the years ended December 31, 2017 and 2016:

		<u>2017</u>		
Balance at January 1 Contributions Distributions Fees Net investment gain (loss)	\$	176,703 3,890 (6,460) (2,639) 26,042	\$	161,199 11,250 (7,492) (765) 12,511
Balance at December 31	<u>\$</u>	197,536	<u>\$</u>	176,703

NOTE 6 CONTINGENCIES

The Organization holds 50 conservation easements covering 7,846 acres of land. There may be future costs associated with maintaining these properties in accordance with the conservation commitment the easements and properties were acquired to uphold. Because there is no reasonable basis for estimating the potential future cost of defending these easements and properties no liability has been recognized in these financial reports.

NOTE 7	SPECIAL PROJECTS, EASEMENT ACQUISITIONS Special project expenses consisted of the following December 31, 2017:	during the year ended
	Easements Acquired by donation: Easement, Hatches Orchard, 50 acres Easement, Dannies III, 77 acres	\$ 1 1
	Total easements acquired by donation	<u>\$2</u>
	Other Project expenses: Easement, Bald Hill Road, 91 acres Other expenses related to current year projects: Expenses related to future year projects:	\$ 274,999 85,050 <u>44,301</u>
	Total special project expense	<u>\$ 404,350</u>
	Special project expenses consisted of the following December 31, 2016:	during the year ended
	Easements Acquired by donation: Easement, Hastings-Smart Hill, 111 acres Easement, Hayes Farm, 80 acres	\$ 1 1
	Total easements acquired by donation	<u>\$2</u>
	Other Project expenses: Expenses related to current year projects: Expenses related to future year projects:	\$ 299,548 11,378
	Total special project expense	<u>\$ 310,926</u>
NOTE 8	NON-CASH CONTRIBUTIONS, LAND AND EASEMENTS During the years ended December 31, 2017 and 2016, the following non-cash contributions:	ne Organization received the
	Noncash contributions 2017: Easement, Hatches Orchard, 50 acres Easement, Dannies III, 77 acres	\$ 1 1
	Total noncash contributions	<u>\$2</u>
	Noncash contributions 2016: Land, Mt. Surprise, 38 acres Easement, Hayes Farm, 80 acres Easement, Hastings-Smart Hill, 111 acres	\$ 20,000 1 1
	Total noncash contributions	<u>\$ 20,002</u>

NOTE 9 <u>LEASE COMMITMENT</u>

The Organization was a tenant under a two year lease from April 2015 to April 2017. In April 2017 the Organization signed a new one year lease expiring April 2018. The lease includes an escalation clause matched to the consumer price index. Monthly rent payments were \$539 and \$531 for the years ended December 31, 2017 and 2016, respectively. The annual rent expense for 2017 and 2016 was \$6,424 and \$6,337, respectively.

NOTE 10 LINE OF CREDIT

The Organization maintains a \$100,000 line of credit with an area bank. The interest rate is variable with a 2.0% margin over the Index, which is the Prime rate as published in the Wall Street Journal. The interest rate as of December 31, 2017 and 2016 was 6.50% and 5.75%, respectively. Interest payments are required monthly. The line of credit expired on August 21, 2017 and was renewed through September 2022. The Organization did not draw on the line of credit and there were no outstanding balances as of December 31, 2017 and 2016, respectively.

NOTE 11 BOARD DESIGNATED FUNDS

Certain unrestricted funds have been set aside by the board of directors for particular purposes based on a formula that accounts for expected staff time and probability of legal action, which is determined by the complexity of the document and other factors. As of December 31, 2017 and 2016 the board designated funds consisted of the following:

		<u>2017</u>	<u>2016</u>
Legal reserve Operating reserve Fee owned stewardship Thorne Memorial	\$	98,982 79,657 29,507 5,111	\$ 95,886 76,580 29,478 5,106
Total board designated funds	<u>\$</u>	213,257	\$ 207,050

NOTE 12 TEMPORARILY AND PERMANENTLY RESTRICTED NET ASSETS

Temporarily restricted net assets consist of the following as of December 31, 2017 and 2016:

		<u>2017</u>		<u>2016</u>
Easement support Summer intern Land action Foundation pledge General and other MCF Fund	\$	494,660 2,026 27,579 - 15,110 199,146	\$	138,268 7,082 27,552 20,000 20,091 176,703
Total temporarily restricted net assets	<u>\$</u>	738,521	<u>\$</u>	389,696

Permanently restricted net assets consist of the following as of December 31, 2017 and 2016:

		<u>2017</u>	<u>2016</u>
Land conservation Easement conservation	\$	1,130,812 <u>50</u>	\$ 1,130,812 47
Total permanently restricted net assets	<u>\$</u>	1,130,862	\$ 1,130,859

NOTE 13 RECLASSIFICATIONS

Certain reclassifications have been made to the prior year's financial statements to conform to the current year presentation. These reclassifications had no effect on the previously reported changes in net income, or net assets.

NOTE 14 SUBSEQUENT EVENTS

Subsequent events are events or transactions that occur after the statement of financial position date, but before financial statements are available to be issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that existed at the statement of financial position date, including the estimates inherent in the process of preparing financial statements. Nonrecognized subsequent events are events that provide evidence about conditions that did not exist at the statement of financial position date, but arose after that date. Management has evaluated subsequent events through November 13, 2018, the date the December 31, 2017 financial statements were available for issuance.