

Financial Statements

June 30, 2012 and 2011

(With Independent Auditors' Report Thereon)



KPMG LLP Suite 600 701 West Eighth Avenue Anchorage, AK 99501

Independent Auditors' Report

The Board of Trustees
Alaska Conservation Foundation:

We have audited the accompanying statements of financial position of Alaska Conservation Foundation (Foundation) as of June 30, 2012 and 2011, and the related statements of activities, functional expenses, and cash flows for the years then ended. These financial statements are the responsibility of the Foundation'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 consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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 Alaska Conservation Foundation as of June 30, 2012 and 2011, and the changes in its net assets and its cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.



September 6, 2012

Statements of Financial Position

June 30, 2012 and 2011

Assets	_	2012	2011
Cash and cash equivalents Grants and public support receivable (note 3) Other receivables Prepaid expenses and other assets Investments at fair value (note 8) Investments not at fair value (note 8) Cash surrender value of life insurance policies Furniture and equipment	\$	2,388,216 760,000 12,162 32,712 5,783,735 91,218 119,036 50,377	3,209,200 1,724,595 — 29,455 5,912,491 91,218 114,277 —
	\$ _	9,237,456	11,081,236
Liabilities and Net Assets			
Liabilities: Accounts payable Accrued payroll and related liabilities Grants and awards payable Deferred revenue Capital lease obligation Gift annuity liability Total liabilities	\$ 	76,528 67,698 132,000 66,550 — 74,583 417,359	111,054 58,103 756,848 — 890 119,859 — 1,046,754
Net assets: Unrestricted: Board designated for endowment (note 9) Undesignated		549,399 962,529	607,176 882,423
		1,511,928	1,489,599
Temporarily restricted (notes 5 and 9) Permanently restricted (notes 6 and 9)		2,418,467 4,889,702	3,670,947 4,873,936
Total net assets		8,820,097	10,034,482
Commitments (notes 7 and 10)	_		
	\$	9,237,456	11,081,236

Statements of Activities

Years ended June 30, 2012 and 2011

2011 2012 Temporarily Permanently Temporarily Permanently Unrestricted restricted Total Unrestricted restricted restricted restricted Total Public support and revenue: Public support \$ 858,457 128,995 15,766 1,003,218 736,729 105,473 80,546 922,748 3,067,974 Grants 285,640 2,782,334 243,700 5,520,040 5,763,740 Investment income (note 8) 36,974 104,859 141,833 714,916 417,709 1,132,625 Events 3,897 3,897 2,680 2,680 Donor-directed transfer (75,072)75,072 Net assets released from restriction (note 4) (4,268,668) 4,268,668 4,612,605 (4,612,605)155,618 7,821,793 Total public support and revenue 5,453,636 (1,252,480)15,766 4,216,922 6,310,630 1,355,545 Expenses: Program services: Grants and awards 3,160,238 3,160,238 3,525,798 3,525,798 Programs 1,267,569 1,267,569 1,456,668 1,456,668 Total program services 4,427,807 4,427,807 4,982,466 4,982,466 Supporting services: Management and general 557,084 557,084 350,175 350.175 Fund raising 446,416 446,416 361,282 361,282 Total supporting services 1,003,500 1,003,500 711,457 711,457 5,431,307 Total expenses 5,431,307 5,693,923 5,693,923 _ _ (1,252,480)1,355,545 Change in net assets 22,329 15,766 (1,214,385)616,707 155,618 2,127,870 Net assets at beginning of year 1,489,599 3,670,947 4,873,936 10,034,482 872,892 2,315,402 4,718,318 7,906,612 Net assets at end of year 1,511,928 2,418,467 4,889,702 8,820,097 1,489,599 3,670,947 4,873,936 10,034,482

Statements of Functional Expenses

Years ended June 30, 2012 and 2011

2012 2011 Grants Management Grants Management and and Fund and Fund and awards **Programs** general raising Total awards **Programs** general raising Total Grants and awards 3,160,238 3,160,238 3,525,798 3,525,798 603,995 293,827 314,056 1,211,878 745,270 201,821 242,870 1,189,961 Personnel Professional fees 356,732 132,096 32,252 521,080 404,973 67,685 18,273 490,931 Development/outreach 59,858 29,085 20,328 109,271 67,923 21,873 45,625 135,421 24,755 27,596 9,595 20,974 Travel 130,721 14,605 170,081 112,395 16,572 138,562 Occupancy 85,845 28,842 142,283 99,779 23.214 143,967 Office 21,663 5,846 23,112 50,621 21,540 9,854 13,827 45,221 Other expenses 8,755 43,879 13,221 65,855 4,788 18,373 901 24,062 Total expenses 3,160,238 1,267,569 557,084 446,416 5,431,307 3,525,798 1,456,668 350,175 361,282 5,693,923

Statements of Cash Flows

Years ended June 30, 2012 and 2011

		2012	2011
Cash flows from operating activities:			
Change in net assets	\$	(1,214,385)	2,127,870
Adjustments to reconcile change in net assets to net cash		, , , ,	, ,
used in operating activities:			
Depreciation		9,143	3,392
Net investment gains		(36,878)	(1,015,210)
Change in gift annuity liability		(45,276)	
In-kind revenue		(70,376)	(1,865)
In-kind expense		70,376	1,865
Contributions to endowment fund		(15,766)	(80,546)
Changes in assets and liabilities that provided (used) cash:			
Grants and public support receivable		964,595	(1,404,595)
Other receivables		(12,162)	43,936
Prepaid expenses and other assets		(3,257)	(2,860)
Cash surrender value of life insurance policies		(4,759)	(8,796)
Accounts payable		(34,525)	36,918
Accrued payroll and related liabilities		9,595	(27,156)
Awards payable		(624,848)	(90,545)
Deferred revenue		66,550	
Net cash used in operating activities		(941,973)	(417,592)
Cash flows from investing activities:			
Purchase of investments		(311,241)	(2,145,252)
Sale of investments		476,874	2,375,985
Purchase of furniture and equipment		(59,520)	· · · —
Net cash provided by investing activities		106,113	230,733
Cash flows from financing activities:			
Payments on capital lease obligation		(890)	(4,050)
Contributions to endowment fund		15,766	80,546
Net cash provided by financing activities		14,876	76,496
Net decrease in cash and cash equivalents		(820,984)	(110,363)
Cash and cash equivalents at beginning of year	_	3,209,200	3,319,563
Cash and cash equivalents at end of year	\$_	2,388,216	3,209,200

Notes to Financial Statements June 30, 2012 and 2011

(1) History

The Alaska Conservation Foundation (ACF or Foundation) is a nonprofit corporation organized under the laws of the State of Alaska and recognized as a publicly supported charity as described in Internal Revenue Code Section 501(c)(3). ACF makes grants, conducts programs, and receives funds to protect the integrity of Alaska's ecosystems and to promote sustainable livelihoods among Alaska communities and people. Unrestricted funds raised by the Foundation are used exclusively for those purposes or are granted to other organizations with similar goals. The Foundation also solicits and administers grants to be used for donor-advised issues.

(2) Summary of Significant Accounting Policies

(a) Use of Estimates

In preparing the financial statements in accordance with accounting principles generally accepted in the United States of America, ACF management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the statement of financial position and public support, revenue and expenses for the period. Actual results could differ from those estimates. The more significant accounting and reporting policies and estimates applied in the preparation of the accompanying financial statements are discussed below.

(b) Basis of Presentation

The financial statements are presented on the accrual basis of accounting. Net assets, revenues, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of ACF and changes therein are reported as follows:

Unrestricted Net Assets

Net assets that are not subject to donor-imposed stipulations. The Board of Trustees designates a portion of the Foundation's cumulative investment return for support of current operations; any remainder is retained to support operations of future years and to offset potential market declines. The amount computed under the endowment spending policy of the investment pool and all investment income earned by investing cash in excess of daily requirements are used to support current operations.

Temporarily Restricted Net Assets

Net assets subject to donor-imposed stipulations that may or will be met, either by actions of the Foundation and/or the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Permanently Restricted Net Assets

Net assets subject to donor-imposed stipulations that they be maintained permanently by the Foundation. Generally, the donors of these assets permit the Foundation to use all or part of the income earned on any related activities for general or specific purposes.

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Notes to Financial Statements June 30, 2012 and 2011

(c) Public Support and Revenues

Contributions are available for unrestricted use unless specifically restricted by the donor. Donor-restricted contributions whose restrictions are met in the same reporting period as contributions are received are reported as temporarily restricted public support and grants and net assets released from restriction in the year received. Grants awarded in writing to be received in future periods are recorded as temporarily restricted grants when promises are made and those net assets are released from restriction after the funds are received and any stipulations are met.

Contributions of in-kind goods or professional services, if measurable and significant, are recorded at fair value at time of receipt. In 2012 and 2011, the Foundation received \$70,376 and \$1,865, respectively, in in-kind services.

(d) Cash and Cash Equivalents

ACF considers demand deposits and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents, except for those similar securities held in investment accounts.

(e) Investments

Investments in marketable securities are reported at their fair values in the statement of financial position. Fair value is defined as the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Unrealized gains and losses and interest earned on investments are recorded as unrestricted activity unless the earnings are subject to donor-imposed restrictions.

Other long-term investments include land and investment in a limited partnership. Land is carried at cost, which was established as the fair value on the date the assets were donated to the Foundation. Investment in a limited partnership is accounted for using equity method, under which the Foundation's share of affiliate earnings is included in income when earned and distributions are credited to the investment when received.

(f) Grants and Public Support Receivable

An allowance for doubtful accounts has not been established, as all receivables are considered fully collectible.

(g) Furniture and Equipment

Furniture and equipment with a useful life greater than one year and a cost of \$5,000 or more are recorded at cost or, if acquired by donation, at fair market value at the date of acquisition. Depreciation of furniture and equipment is provided over the estimated useful lives of the assets, which range from three to seven years, using the straight-line method and accelerated methods.

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Notes to Financial Statements June 30, 2012 and 2011

(h) Gift Annuities

Assets received under gift annuity agreements are recorded at fair value. The gift annuity liability is recorded at the present value of the benefits expected to be paid to the donor. A contribution is recorded for the difference between the fair value contributed and the initial annuity liability.

(i) 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 by those mixed-purpose expenditures.

(j) Income Taxes

The Foundation is exempt from federal income taxes under the provisions of Section 501(c)(3) of the Internal Revenue Code. In addition, ACF has been determined by the Internal Revenue Service to be "not a private foundation" within the meaning of Section 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code. Unrelated business activity was not substantial in 2012 or 2011.

The Company applies a more-likely than-not recognition threshold for all tax uncertainties. Management has concluded that there are no significant uncertain tax positions requiring recognition in its financial statements for all periods presented.

(k) Allocation of Joint Costs

ACF conducts activities to distribute information regarding environmental issues and appeal for funds. The joint costs incurred through these activities were allocated \$1,129 to fundraising expense and \$2,870 to program services in 2012 and \$2,486 to fundraising expense and \$9,114 to program services in 2011.

(1) Subsequent Events

In connection with the preparation of the financial statements the ACF evaluated subsequent events after the balance sheet date of June 30, 2012 through September 6, 2012, which was the date the financial statements were available to be issued.

(3) Grants and Public Support Receivable

Receivables consist of the following at June 30:

	 2012	2011
Receivable within one year Receivable within one to five years	\$ 460,000 300,000	974,595 750,000
	\$ 760,000	1,724,595

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Notes to Financial Statements June 30, 2012 and 2011

(4) Net Assets Released from Restrictions

Net assets were released from donor restrictions by incurring expenses satisfying the restricted purpose.

(5) Temporarily Restricted Net Assets

Temporarily restricted net assets at June 30 consisted of the following:

	 2012	2011
Grants and public support to be received in future periods	\$ 760,000	1,724,595
Unspent endowment earnings	249,293	317,305
Grants temporarily restricted for purpose	1,290,138	1,514,770
Cash surrender value of life insurance policies	 119,036	114,277
	\$ 2,418,467	3,670,947

(6) Permanently Restricted Net Assets

Permanently restricted net assets at June 30, 2012 and 2011 consist of endowments restricted in perpetuity for a particular purpose by donors. ACF can spend earnings on these permanently restricted net assets.

(7) Pension Plan

ACF has a defined contribution pension plan, which covers all full-time employees who have been employed for 12 months. ACF contributes 9% of the covered employees' salaries. These contributions totaled \$65,130 and \$61,620 for the years ended June 30, 2012 and 2011, respectively.

9 (Continued)

2012

2011

Notes to Financial Statements June 30, 2012 and 2011

(8) Long-Term Investments

Long-term investments restricted to a permanent endowment along with other investments held for ACF's operations are maintained in portfolios managed by professional investment managers. A summary of ACF's long-term investments as of June 30 follows:

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		Cost	Unrealized holding gain	Unrealized holding loss	Fair value
2012:					
Money market funds	\$	252,199	_	_	252,199
Equity index mutual funds Alternative strategies		50,703	1,285	(1,812)	50,176
mutual fund		26,526	398	(887)	26,037
Common stock		2,850,470	1,523,146	(96,260)	4,277,356
Bond mutual fund Corporate and		52,662	2,260	(375)	54,547
government bonds		1,032,537	95,198	(4,315)	1,123,420
Other long-term investments	_	91,218			91,218
	\$	4,356,315	1,622,287	(103,649)	5,874,953
	_	Cost	Unrealized holding gain	Unrealized holding loss	Fair value
2011:	_		holding	holding	value
Money market funds	\$	69,248	holding gain	holding	value 69,248
Money market funds Equity index mutual funds Alternative strategies	\$	69,248 87,595	holding gain 2,122	holding loss	69,248 89,717
Money market funds Equity index mutual funds Alternative strategies mutual fund	\$	69,248 87,595 39,691	holding gain	holding loss — — — — — — (509)	69,248 89,717 40,158
Money market funds Equity index mutual funds Alternative strategies mutual fund Common stock	\$	69,248 87,595 39,691 3,002,754	holding gain	holding loss — (509) (70,096)	69,248 89,717 40,158 4,465,802
Money market funds Equity index mutual funds Alternative strategies mutual fund	\$	69,248 87,595 39,691	holding gain	holding loss — — — — — — (509)	69,248 89,717 40,158
Money market funds Equity index mutual funds Alternative strategies mutual fund Common stock Bond mutual fund	\$	69,248 87,595 39,691 3,002,754	holding gain	holding loss — (509) (70,096)	69,248 89,717 40,158 4,465,802
Money market funds Equity index mutual funds Alternative strategies mutual fund Common stock Bond mutual fund Corporate and	\$	69,248 87,595 39,691 3,002,754 83,667	holding gain	holding loss — (509) (70,096)	69,248 89,717 40,158 4,465,802 84,937

A fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

• Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Foundation has the ability to access at the measurement date.

Notes to Financial Statements June 30, 2012 and 2011

- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which a fair measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

The following table presents investments that are measured at fair value on a recurring basis at June 30:

	2012				
		Total	Level 1	Level 2	Level 3
Money market funds	\$	252,199	252,199		
Equity index mutual fund		50,176	50,176	_	
Alternative strategies mutual					
fund		26,037	26,037		
Common stock		4,277,356	4,277,356		
Bond mutual fund		54,547	54,547		
Corporate and government					
bonds		1,123,420		1,123,420	
Total	\$	5,783,735	4,660,315	1,123,420	

	2011				
		Total	Level 1	Level 2	Level 3
Money market funds	\$	69,248	69,248		
Equity index mutual fund		89,717	89,717		
Alternative strategies mutual					
fund		40,158	40,158		
Common stock		4,465,802	4,465,802		
Bond mutual fund		84,937	84,937		
Corporate and government					
bonds		1,162,629		1,162,629	
Total	\$	5,912,491	4,749,862	1,162,629	

Notes to Financial Statements June 30, 2012 and 2011

The long-term investments are restricted as follows at June 30:

	 2012	2011
Permanently restricted endowment principal	\$ 4,889,702	4,873,936
Temporarily restricted endowment earnings	249,293	317,305
Board-designated endowment principal	549,399	607,176
Available for use in operations	 186,559	205,292
	\$ 5,874,953	6,003,709

Investment income consisted of the following for years ended June 30:

	 2012	2011
Interest and dividends	\$ 140,576	159,053
Net investment gains	36,878	1,015,210
Investment fees	 (35,621)	(41,638)
	\$ 141,833	1,132,625

(9) Endowment Funds

ACF's endowment consists of 19 individual funds established for a variety of purposes. Its endowment includes both donor-restricted endowment funds and funds designated by the Board of Trustees to function as endowments. Net assets associated with endowment funds, including funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

(a) Interpretation of Relevant Law

The Uniform Prudent Management of Institutional Fund Act (UPMIFA) was signed into law in the State of Alaska on June 14, 2010 with an effective date of September 8, 2010.

During the years ended June 30, 2012 and 2011, the Board of Trustees of the Foundation has interpreted the State of Alaska's laws governing endowments as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. Except to the extent required by the donor, including losses related to specific investments that the donor requires the organization to hold in perpetuity, the following apply: (a) investment gains are classified as increases in temporarily restricted net assets; (b) investment losses are reductions in temporarily restricted gains if available; and (c) remaining losses are classified as reductions in unrestricted net assets.

Notes to Financial Statements
June 30, 2012 and 2011

Endowment net asset composition by type of fund is as follows at June 30:

	Unrestricted	Temporarily restricted	Permanently restricted	Total
2012:				
Donor-restricted endowment funds Board-designated endowment	\$ (44,207)	249,293	4,889,702	5,094,788
funds	549,399			549,399
	\$ 505,192	249,293	4,889,702	5,644,187
2011:				
Donor-restricted endowment funds Board-designated endowment	\$ (33,946)	317,305	4,873,936	5,157,295
funds	607,176			607,176
	\$ 573,230	317,305	4,873,936	5,764,471

Notes to Financial Statements June 30, 2012 and 2011

Changes in endowment net assets are as follows:

	Donor permanently restricted endowment funds	Donor temporarily restricted endowment funds	Board designated for endowment	Total
Balance, June 30, 2010	\$ 4,718,318	120,842	358,547	5,197,707
Net investment return Contributions to endowment Donor-directed transfer Amount appropriated for	80,546 75,072	196,463 — —	648,594 — —	845,057 80,546 75,072
expenditure			(399,965)	(399,965)
Total change in endowment funds	155,618	196,463	248,629	600,710
Balance, June 30, 2011	4,873,936	317,305	607,176	5,798,417
Net investment return Contributions to endowment Amount appropriated for	 15,766	65,445 —	46,141	111,586 15,766
expenditure		(133,457)	(103,918)	(237,375)
Total change in endowment funds	15,766	(68,012)	(57,777)	(110,023)
Balance, June 30, 2012	\$ 4,889,702	249,293	549,399	5,688,394

(b) Funds with Deficiencies

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor requires the Foundation to retain as a fund of perpetual duration. Deficiencies of this nature that are reported in unrestricted net assets were \$44,207 and \$33,946 as of June 30, 2012 and 2011, respectively. These deficiencies resulted from unfavorable market fluctuations.

(c) Appropriation Policies

Distributions will be made annually. The maximum annual percentage payout will be reduced over a five-year period at the rate of 0.1% per year, beginning in fiscal year 2009, until the annual percentage payout has been reduced from 5% to a permanent rate of 4.5%. The amount of the distribution will be based on the average value of the fund as of March 31 for the preceding three fiscal years. In the event that an individual fund has been in existence for less than three years, the percentage distribution for the next fiscal year will be based on the average of the fund's balance as of March 31 for the number of fiscal years that the fund has been in existence.

Notes to Financial Statements June 30, 2012 and 2011

(d) Return Objectives and Risk Parameters and Strategies Employed for Achieving Objectives

The investment of Foundation assets will be diversified so as to minimize the risk of large losses, unless under the circumstances it is clearly prudent not to do so.

It is the policy for the Alaska Conservation Foundation Endowment to target a range of 50% - 80% exposure to stocks. Each quarter, the finance and investment committee will review the performance and allocation and make recommendations for rebalancing as needed. Deviation from the preferred allocation must not be more than 15%. This is true whether the change in asset mix is the result of disproportionate investment performance, because of additions to endowment capital through contributions (which come in as cash and, therefore, are part of fixed income), or as a result of withdrawals (again from cash) because of the spending policy.

Aggregate Foundation asset allocation guidelines are as follows:

	Minimum	<u>Maximum</u>	Preferred
Asset class:			
Equities	50%	80%	65%
Fixed income	20	50	35
Cash and cash equivalents		10	

(10) Lease Obligations

ACF leases office space and equipment under operating lease agreements. Rental expense was \$101,350 and \$103,159 for the years ended June 30, 2012 and 2011, respectively.

Future minimum lease payments under noncancelable leases are as follows:

Year ending June 30:	
2013	\$ 103,942
2014	97,802
2015	93,588
2016	94,806
Thereafter	96,867
	\$ 487,005