



Certified Public Accountants and Consultants

STROUD WATER RESEARCH CENTER, INC.

FINANCIAL STATEMENTS

DECEMBER 31, 2012

CONTENTS

INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
STATEMENT OF FINANCIAL POSITION	3
STATEMENT OF ACTIVITIES	4
STATEMENT OF CASH FLOWS	6
NOTES TO FINANCIAL STATEMENTS	7

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Stroud Water Research Center, Inc.

We have audited the accompanying financial statements of Stroud Water Research Center, Inc. (a nonprofit corporation), which comprise the statement of financial position as of December 31, 2012, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

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 misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Stroud Water Research Center, Inc. as of December 31, 2012, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited Stroud Water Research Center, Inc.'s 2011 financial statements, and our report dated August 24, 2012, expressed an unmodified opinion on those audited financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2011, is consistent, in all material respects, with the audited financial statements from which it has been derived.

September 11, 2013

Gunnip & Company LLP

FINANCIAL STATEMENTS

STATEMENT OF FINANCIAL POSITION

DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
CURRENT ASSETS		
Cash	\$ 739,726	\$ 1,099,323
Accounts receivable	190,601	239,781
Grants receivable	764,746	737,201
Pledges receivable	1,079,762	602,601
Prepaid expenses	22,420	41,457
	<u>2,797,255</u>	<u>2,720,363</u>
PROPERTY AND EQUIPMENT		
Land	2,357,839	2,357,839
Buildings and improvements	11,992,883	3,935,295
Equipment	2,271,272	1,887,926
Vehicles	178,314	178,314
	<u>16,800,308</u>	<u>8,359,374</u>
Less accumulated depreciation	<u>3,758,421</u>	<u>3,384,743</u>
	<u>13,041,887</u>	<u>4,974,631</u>
CONSTRUCTION IN PROGRESS	0	5,618,395
PLEDGES RECEIVABLE	1,336,056	739,898
LOAN ACQUISITION COSTS, LESS ACCUMULATED AMORTIZATION OF \$ 2,587 IN 2012 (\$ 1,263 IN 2011)	56,083	57,407
LOAN RESERVES	0	1,708,133
INVESTMENTS	15,683,832	14,724,308
BENEFICIAL INTEREST IN PERPETUAL TRUST	<u>8,557,711</u>	<u>7,868,786</u>
Total assets	<u><u>\$ 41,472,824</u></u>	<u><u>\$ 38,411,921</u></u>

See accompanying notes to financial statements.

STROUD WATER RESEARCH CENTER, INC.

	2012	2011
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Current portion of long-term debt	\$ 0	\$ 4,901
Accounts payable and accrued expenses	414,698	1,278,724
Taxes payable - payroll	4,614	2,840
	<u>419,312</u>	<u>1,286,465</u>
BOND PAYABLE	6,500,000	6,500,000
PENSION BENEFIT OBLIGATION	<u>1,818,278</u>	<u>1,614,179</u>
Total liabilities	<u>8,737,590</u>	<u>9,400,644</u>
NET ASSETS		
Unrestricted		
Board designated	13,452,360	12,110,807
Undesignated	5,943,971	4,797,030
	<u>19,396,331</u>	<u>16,907,837</u>
Temporarily restricted	1,792,585	1,246,047
Permanently restricted	<u>11,546,318</u>	<u>10,857,393</u>
Total net assets	<u>32,735,234</u>	<u>29,011,277</u>
Total liabilities and net assets	<u><u>\$ 41,472,824</u></u>	<u><u>\$ 38,411,921</u></u>

See accompanying notes to financial statements.

STATEMENT OF ACTIVITIES

STROUD WATER RESEARCH CENTER, INC.

FOR THE YEAR ENDED DECEMBER 31, 2012 WITH COMPARATIVE TOTALS FOR 2011

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total 2012	Total 2011
OPERATING REVENUE					
Research programs	\$ 6,134	\$ 2,185,571	\$ 0	\$ 2,191,705	\$ 1,940,160
Education/public programs	13,268	270,289	0	283,557	594,379
Annual fund	404,674	0	0	404,674	392,649
Contributions	25,515	2,867,797	0	2,893,312	1,899,737
Contribution from beneficial interest in perpetual trust	263,755	0	0	263,755	303,821
Other income	79,187	0	0	79,187	107,884
Special event	193,390	0	0	193,390	157,496
	985,923	5,323,657	0	6,309,580	5,396,126
Net assets released from restriction	4,777,119	(4,777,119)	0	0	0
	5,763,042	546,538	0	6,309,580	5,396,126
OPERATING EXPENSES					
Program services					
Research	2,570,410	0	0	2,570,410	2,614,324
Education	302,955	0	0	302,955	558,348
	2,873,365	0	0	2,873,365	3,172,672
Supporting services					
Outreach	260,381	0	0	260,381	201,155
Finance and administrative	655,206	0	0	655,206	595,037
Information services	346,786	0	0	346,786	318,293
Facilities	505,223	0	0	505,223	354,550
Communications and marketing	37,297	0	0	37,297	45,636
Special event	32,372	0	0	32,372	45,055
Other expenses	60,505	0	0	60,505	12,873
	1,897,770	0	0	1,897,770	1,572,599
Total supporting services					
	4,771,135	0	0	4,771,135	4,745,271
NET INCOME FROM OPERATIONS	991,907	546,538	0	1,538,445	650,855

See accompanying notes to financial statements.

STATEMENT OF ACTIVITIES (cont'd)

STROUD WATER RESEARCH CENTER, INC.

FOR THE YEAR ENDED DECEMBER 31, 2012 WITH COMPARATIVE TOTALS FOR 2011

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total 2012	Total 2011
OTHER CHANGES					
Pension-related changes other than net periodic pension cost	(221,742)	0	0	(221,742)	(1,229,890)
Investment income	388,308	0	0	388,308	463,609
Net realized and unrealized gains (losses) on: Beneficial interest in perpetual trust Investments	0 1,330,021	0 0	688,925 0	688,925 1,330,021	(423,240) (748,739)
Total other changes	1,496,587	0	688,925	2,185,512	(1,938,260)
CHANGE IN NET ASSETS	2,488,494	546,538	688,925	3,723,957	(1,287,405)
NET ASSETS, BEGINNING OF YEAR	16,907,837	1,246,047	10,857,393	29,011,277	30,298,682
NET ASSETS, END OF YEAR	<u>\$ 19,396,331</u>	<u>\$ 1,792,585</u>	<u>\$ 11,546,318</u>	<u>\$ 32,735,234</u>	<u>\$ 29,011,277</u>

See accompanying notes to financial statements.

STATEMENT OF CASH FLOWS

STROUD WATER RESEARCH CENTER, INC.

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
OPERATING ACTIVITIES		
Change in net assets	\$ 3,723,957	\$ (1,287,405)
Adjustments to reconcile change in net assets to net cash flow from (used by) operating activities		
Depreciation and amortization	375,002	285,539
Net realized and unrealized (gains) losses	(2,018,946)	1,171,979
Contributed investments	(797,152)	(450,405)
(Increase) decrease in -		
Accounts receivable	49,180	233,164
Grants receivable	(27,545)	216,362
Pledges receivable	(2,438,015)	(788,037)
Prepaid expenses	19,037	(2,768)
Increase (decrease) in -		
Accounts payable and accrued expenses	(864,026)	772,941
Pension benefit obligation	204,099	1,134,308
Taxes payable - payroll	1,774	(556)
Net cash flow from (used by) operating activities	<u>(1,772,635)</u>	<u>1,285,122</u>
INVESTING ACTIVITIES		
Purchase of property and equipment	(2,617,769)	(4,273,755)
Purchase of investment securities	(2,775,219)	(5,667,662)
Proceeds on sale of investment securities	<u>3,942,868</u>	<u>5,620,350</u>
Net cash flow used by investing activities	<u>(1,450,120)</u>	<u>(4,321,067)</u>
FINANCING ACTIVITIES		
Proceeds from bond payable	0	1,502,741
Loan reserve advances	1,503,363	2,027,883
Pledge payments received	1,364,696	425,086
Repayment of notes payable	<u>(4,901)</u>	<u>(4,525)</u>
Net cash flow from financing activities	<u>2,863,158</u>	<u>3,951,185</u>
NET CHANGE IN CASH	(359,597)	915,240
CASH, BEGINNING OF YEAR	<u>1,099,323</u>	<u>184,083</u>
CASH, END OF YEAR	<u>\$ 739,726</u>	<u>\$ 1,099,323</u>
CASH PAID FOR INTEREST, NET OF CAPITALIZED AMOUNTS	<u>\$ 69,002</u>	<u>\$ 782</u>
SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES		
Contributed investments	<u>\$ 797,152</u>	<u>\$ 450,405</u>
Capitalized interest paid through loan reserves	<u>\$ 204,770</u>	<u>\$ 152,123</u>
Loan reserves for bond payable	<u>\$ 0</u>	<u>\$ 1,747,259</u>

See accompanying notes to financial statements.

Note 1 Summary of Corporation activities and significant accounting policiesCorporation activities

Stroud Water Research Center, Inc. ("the Corporation") operates as a nonprofit corporation established under Delaware law. The Corporation's purpose is to advance knowledge of stream and river ecosystems through interdisciplinary research; to develop and communicate new ecological ideas; to provide solutions for water resource problems worldwide; and to promote public understanding of freshwater ecology through education programs, conservation leadership, and professional service.

Use of estimates in the preparation of financial statements

The preparation of financial statements in conformity with generally accepted accounting principles 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.

Comparative information

The 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 complete presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Corporation's financial statements for the year ended December 31, 2011, from which the summarized information was derived.

Basis of presentation

In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 958 – Not-for-Profit Entities, the Corporation reports 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.

Contributions and revenue recognition

Contributions received are recorded as unrestricted, temporarily restricted or permanently restricted support, depending on the existence and/or nature of any donor restrictions. Support that is restricted by the donor is reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the support is recognized. All other donor-restricted support is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction.

Contributions, including unconditional promises to give, are recognized in the period received. Conditional promises to give are not recognized until the condition is met. Contributions of assets other than cash are recorded at their estimated fair values. Contributions (pledges) to be received after one year are discounted at appropriate rates commensurate with the risks involved.

Note 1 Summary of significant accounting policies (cont'd)

Net asset classifications

FASB ASC 958-10 – Not-for-Profit Entities-Disclosure, provides guidance on the net asset classification of donor-restricted endowment funds for a not-for-profit organization that is subject to an enacted version of the Uniform Prudent Management of Institutional Funds Act of 2006 ("UPMIFA"). The accounting standard also requires disclosures about an organization's endowment funds, both donor restricted endowment funds and board designated endowment funds, whether or not the organization is subject to UPMIFA.

The State of Delaware complies with UPMIFA. The Corporation has determined that a portion of its net assets meet the definition of endowment under UPMIFA.

Net assets, revenues, expenses, gains and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified as follows:

Permanently restricted net assets - resources contributed by donors under the stipulation that the principal of the gift be retained intact in perpetuity and that investment earnings on those gifts, both yields and gains and losses, be used to support operations. The donor may further stipulate that the earnings be applied to a specific operating purpose.

Temporarily restricted net assets - resources contributed by donors subject to use for a stipulated purpose or in a stipulated future time period.

Unrestricted net assets - resources available to support any operating need of the Corporation.

Revenues are reported as increases in unrestricted net assets unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulation or law. 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 restriction.

Release of restriction on net assets for acquisition of property and equipment

Contributions of land, buildings and equipment with donor stipulations concerning the use of such long lived assets are reported as revenues of the unrestricted net asset class. Contributions of cash or other assets to be used to acquire land, buildings and equipment are reported as revenues of the temporarily restricted net asset class. The restrictions are considered to be released at the time of acquisition of such long lived assets.

Note 1 Summary of significant accounting policies (cont'd)

Endowment investment and spending policies

The Corporation's endowment consists of individual funds established for a variety of purposes. Its endowment includes both donor-restricted funds and funds designated by the Board of Directors to function as endowments. As required by generally accepted accounting principles, net assets associated with endowment funds, including funds designated by the Board of Directors to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

The Board of Directors of the Corporation has interpreted the State Prudent Management of Institutional Funds Act ("SPMIFA") 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. As a result of this interpretation, the Corporation classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund, and (d) changes in the fair value of the beneficial interest in perpetual trust. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Corporation in a manner consistent with the standard of prudence prescribed by SPMIFA. In accordance with SPMIFA, the Corporation considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds: (1) the duration and preservation of the various funds, (2) the purposes of the donor-restricted endowment funds, (3) general economic conditions, (4) the possible effect of inflation and deflation, (5) the expected total return from income and the appreciation of investments, (6) other resources of the Corporation, and (7) the Corporation's investment policies.

The Corporation has adopted investment and spending policies, approved by the Board of Directors, for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment funds while also maintaining the purchasing power of those endowment assets over the long-term. The Corporation's objective is for its spending and investment policies to work together to achieve this objective. The investment guidelines are based upon an investment horizon of greater than ten years. In establishing the risk tolerances for this strategy, the Corporation's ability to withstand short- and intermediate-term variability were considered. The current long-term return objective is to return an average of 8%. Actual returns in any given year may vary from this amount.

To satisfy its long-term rate-of-return objectives, the Corporation relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Corporation targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term return objectives within prudent risk parameters.

Note 1 Summary of significant accounting policies (cont'd)

Endowment investment and spending policies (cont'd)

The spending policy calculates the amount of money annually distributed from the Corporation's various endowed funds to fund Corporation operations and capital acquisitions. The current spending policy is to distribute an amount equal to 5% of a thirteen quarter weighted average of the value of endowment assets. In addition to this distribution, the Corporation's finance committee has the authority to distribute additional funds as they are deemed necessary. Distributions from the endowment were \$ 1,633,210 in 2012 (\$ 1,350,519 in 2011), which included \$ 578,955 in funds authorized by the finance committee.

Investments

Investments are comprised of common stock, mutual funds, alternative investment and cash management funds. Investments are stated at fair market value.

Property and equipment

Property and equipment are stated at cost. Cost is the purchase price at date of acquisition, if purchased, or the fair value at date of donation, if acquired by gift.

Depreciation is computed over the estimated useful lives of property and equipment using the straight-line method. The annual depreciation rates are based on the following ranges of useful lives:

Buildings	20-50 years
Building improvements	5-20 years
Equipment	3-10 years
Vehicles	5 years

Renewals and improvements are capitalized. Normal maintenance and repairs are expensed as incurred and major renewals and improvements are capitalized.

Depreciation expense was \$ 373,678 in 2012 (\$ 284,276 in 2011).

Amortization of loan acquisition costs

Loan acquisition costs on the tax-exempt bond financing which settled on December 23, 2010, are being amortized over twenty-five years, which is the original final maturity. Total initial costs incurred were \$ 58,670. The Corporation has determined use of the interest method based on the terms of the bond. Amortization expense was \$ 1,324 in 2012 (\$ 1,263 in 2011). Expected amortization for each of the next five years is as follows:

2013	\$ 1,387
2014	\$ 1,454
2015	\$ 1,524
2016	\$ 1,597
2017	\$ 1,674

Note 1 Summary of significant accounting policies (cont'd)

Beneficial interest in perpetual trust

Under the terms of the perpetual trust held and administered by a third party, the Corporation is the beneficiary of income earned on those trust's assets in perpetuity. The Corporation recognized the fair value of the trust's assets as permanently restricted contribution revenue and an asset (beneficial interest in perpetual trust) when it was notified of the trust's existence.

Changes in the fair value of the trust's assets are recognized as permanently restricted unrealized gains or losses in the period the change occurs. The change in value recognized was an unrealized gain of \$ 688,925 in 2012 (unrealized loss of \$ 423,240 in 2011).

The Corporation records income, in the period it is received from the trust, as an unrestricted contribution. Contributions received from the trust were \$ 263,755 in 2012 (\$ 303,821 in 2011).

Income taxes

The Corporation is exempt from income taxes under the provisions of Section 501(c)(3) of the Internal Revenue Code but can be subject to tax on unrelated trade or business income.

The Corporation complies with FASB ASC 740 – Accounting for Uncertainty in Income Taxes. For the years ended December 31, 2012 and 2011, the Corporation has determined it did not have a material tax liability for uncertain tax positions.

The Corporation's policy for penalties and interest assessed by income taxing authorities is to include them in other expenses. For the years ended December 31, 2012 and 2011, the Corporation did not incur any interest and penalties from taxing authorities.

The federal income tax returns of the Corporation for 2009, 2010 and 2011 are subject to examination by the Internal Revenue Service, generally for three years after they were filed.

Advertising costs

Advertising costs are charged to operations when incurred. Total advertising costs were \$ 4,039 in 2012 (\$ 225 in 2011).

Reclassification

Certain amounts in the prior year financial statements have been reclassified for comparative purposes to conform to the presentation in the current year financial statements.

Note 1 Summary of significant accounting policies (cont'd)

Subsequent events

The date to which events occurring after December 31, 2012, the date of the most recent statement of financial position, have been evaluated for possible adjustment to the financial statements or disclosure is September 11, 2013, which is the date on which the financial statements were available to be issued.

Note 2 Financial instruments

Concentrations of credit risk

Financial instruments which potentially subject the Corporation to significant concentrations of credit risk are principally cash, receivables and investments.

Cash is maintained in bank deposit accounts with financial institutions that at times exceeds federally insured limits. The Corporation has not experienced any losses in such accounts and does not believe it is exposed to any significant risk.

Receivables, which represent unsecured support and revenue, are periodically reviewed by management for collectability. An allowance for doubtful accounts is established if required.

Investments are unsecured and are managed by professional advisors subject to the Corporation's investment policy. The degree and concentration of credit risk vary by type of investment.

Fair value measurement of financial instruments

The Corporation complies with FASB ASC 820 – Fair Value Measurements and Disclosures. FASB ASC 820 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. The definitions, framework and disclosures required by FASB ASC 820 apply to other accounting pronouncements that require or permit fair value measurement. FASB ASC 820 does not require any new fair value measurements of reported balances.

FASB ASC 820 establishes a three-level hierarchy that prioritizes the factors (inputs) used to calculate the fair value of assets and liabilities:

Level 1 - inputs are unadjusted quoted prices, such as a New York Stock Exchange closing price in active markets for identical assets. Level 1 is the highest priority in the hierarchy.

Level 2 - inputs may include quoted prices for similar assets and liabilities in active markets, as well as other significant inputs that are observable at commonly quoted intervals, such as interest rates, foreign exchange rates, and yield curves.

Level 3 - inputs are unobservable. Typically, assumptions determine the inputs since there is little, if any, related market activity. Level 3 is the lowest priority in the hierarchy.

Note 2 Financial instruments (cont'd)

Fair value measurement of financial instruments (cont'd)

The following methods and assumptions were used to estimate the fair value of each class of financial instruments:

Investments - the carrying amount approximates the fair value of investments. The fair value of Level 1 securities is determined by reference to quoted market prices and other relevant information generated by market transactions. The fair value of Level 2 securities is determined by using a market approach and reflects the fair value of an investment's underlying securities divided by the number of shares that are outstanding within the fund.

Beneficial interest in perpetual trust - the carrying amount approximates the fair value which is determined by reference to quoted market prices and other relevant information generated by market transactions.

Fair values of assets measured on a recurring basis at December 31, 2012 are as follows:

	<u>Fair Value Measurement at Reporting Date Using</u>		
	<u>Fair Value</u>	<u>Quoted Prices In Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>
Cash management fund	\$ 342,721	\$ 342,721	\$ 0
Mutual funds			
Domestic blended equities	972,714	972,714	
Domestic large cap equities	1,694,479	1,694,479	
Domestic small cap equities	1,561,180	1,561,180	
Fixed income	2,745,736	2,745,736	
International equities			
Developed	1,162,195	1,162,195	
Emerging markets	698,751	698,751	
Alternative investment	209,703		209,703
Investment in limited partnership	6,296,353		6,296,353
Total investments	<u>\$ 15,683,832</u>	<u>\$ 9,177,776</u>	<u>\$ 6,506,056</u>
Beneficial interest in perpetual trust	<u>\$ 8,557,711</u>	<u>\$ 0</u>	<u>\$ 8,557,711</u>

Note 2 Financial instruments (cont'd)

Fair value measurement of financial instruments (cont'd)

Fair values of assets measured on a recurring basis at December 31, 2011 are as follows:

	<u>Fair Value Measurement at Reporting Date Using</u>		
	<u>Fair Value</u>	<u>Quoted Prices In Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>
Cash management fund	\$ 83,688	\$ 83,688	\$ 0
Equities - common stock	87,853	87,853	
Mutual funds			
Domestic blended equities	890,010	890,010	
Domestic large cap equities	1,657,600	1,657,600	
Domestic small cap equities	1,372,891	1,372,891	
Fixed income	2,462,524	2,462,524	
International equities			
Developed	992,921	992,921	
Emerging markets	584,782	584,782	
Alternative investment	238,369		238,369
Investment in limited partnership	<u>6,353,670</u>		<u>6,353,670</u>
Total investments	<u>\$ 14,724,308</u>	<u>\$ 8,132,269</u>	<u>\$ 6,592,039</u>
Beneficial interest in perpetual trust	<u>\$ 7,868,786</u>	<u>\$ 0</u>	<u>\$ 7,868,786</u>

Note 3 Pledges receivable

Pledges receivable consisted of the following at December 31:

	2012	2011
Receivable in less than one year	\$ 1,079,762	\$ 602,601
Receivable in one to five years	1,471,356	797,213
Receivable in greater than five years	<u>0</u>	<u>0</u>
Total pledges	2,551,118	1,399,814
Less discounts to net present value	135,300	57,315
Less allowance for uncollectible pledges receivable	<u>0</u>	<u>0</u>
	<u>\$ 2,415,818</u>	<u>\$ 1,342,499</u>

Note 4 Investments

Investments are stated at fair value and are summarized as follows at December 31:

2012			
	<u>Cost</u>	<u>Fair Value</u>	<u>Unrealized Appreciation (Depreciation)</u>
Cash management fund	\$ 342,721	\$ 342,721	\$ 0
Mutual funds	7,305,428	8,835,055	1,529,627
Alternative investment	223,329	209,703	(13,626)
Investment in limited partnership	<u>4,850,895</u>	<u>6,296,353</u>	<u>1,445,458</u>
Total investments	<u>\$ 12,722,373</u>	<u>\$ 15,683,832</u>	<u>\$ 2,961,459</u>

2011			
	<u>Cost</u>	<u>Fair Value</u>	<u>Unrealized Appreciation (Depreciation)</u>
Cash management fund	\$ 83,688	\$ 83,688	\$ 0
Equities - common stock	87,853	87,853	0
Mutual funds	7,097,589	7,960,728	863,139
Alternative investment	270,649	238,369	(32,280)
Investment in limited partnership	<u>5,376,271</u>	<u>6,353,670</u>	<u>977,399</u>
Total investments	<u>\$ 12,916,050</u>	<u>\$ 14,724,308</u>	<u>\$ 1,808,258</u>

Investment income consisted of the following for the years ended December 31:

	2012	2011
Interest and dividends	\$ 267,283	\$ 166,808
Partnership income	159,351	332,144
Fees and other expenses	<u>(38,326)</u>	<u>(35,343)</u>
	<u>\$ 388,308</u>	<u>\$ 463,609</u>

Note 5 Long-term debt

	2012	2011
Note payable, finance company, payable in monthly installments of \$ 442 including interest at 6.35%, secured by vehicle, due December 2012. Paid in full in 2012.	\$ 0	\$ 4,901
Less current maturity	<u>0</u>	<u>4,901</u>
	<u>\$ 0</u>	<u>\$ 0</u>

Interest expense associated with this debt was \$ 405 in 2012 (\$ 782 in 2011).

Note 6 Bond payable

In 2008, the Corporation entered into an agreement to construct a new building to accommodate the needs of their education, communications, development and business departments which was completed in 2012. A portion of the funding for the project was obtained from tax-exempt bond financing in the amount of \$ 6,500,000 which was approved by the Central and Western Chester County Industrial Development Authority and was advanced by Brown Brothers Harriman & Co ("BBH").

The outstanding balance on the bond payable was \$ 6,500,000 as of December 31, 2012 and 2011. The first \$ 3,250,000 of the bond issue bears interest at 4.70% until December 23, 2025. The second \$ 3,250,000 of the bond issue bears interest at 3.65% until December 23, 2025. Payments of interest only at these rates will be payable monthly until March 2014, at which point interest and principal payments will be due in accordance with the schedule outlined in the bond issue through December 2035.

Interest capitalized related to the construction of the new building was \$ 204,770 and \$ 152,125 as of December 31, 2012 and 2011, respectively.

Following are maturities of the bond payable for each of the next five years, thereafter and in the aggregate:

2013	\$ 0
2014	234,318
2015	238,459
2016	242,799
2017	247,347
Thereafter	<u>5,537,077</u>
	<u>\$ 6,500,000</u>

Note 6 Bond payable (cont'd)

Covenants

The Corporation must maintain the following financial covenants for the bond payable to its bank as follows:

The Corporation shall not incur an operating deficit for any fiscal year in an amount greater than \$ 200,000.

The Corporation's unrestricted investments shall not be less than \$ 8,000,000.

The Corporation met the covenants described above as of December 31, 2012 and 2011.

Note 7 Temporarily restricted net assets

Temporarily restricted net assets are available for the following purposes at December 31:

	2012	2011
Research programs	\$ 37,285	\$ 165,271
Education/public programs	62,430	69,524
Other programs	34,187	43,859
Assistant director's fund	1,018,583	967,393
New building	640,100	0
	<u>\$ 1,792,585</u>	<u>\$ 1,246,047</u>

Note 8 Permanently restricted net assets

Permanently restricted net assets are restricted to investment in perpetuity, the investment income and gains and losses, however, are expendable for the mission of the Corporation. Permanently restricted net assets consisted of the following at December 31:

	2012	2011
Investments	\$ 2,988,607	\$ 2,988,607
Beneficial interest in perpetual trust	<u>8,557,711</u>	<u>7,868,786</u>
	<u>\$ 11,546,318</u>	<u>\$ 10,857,393</u>

Note 9 Net assets released from restriction

Net assets were released from donor restrictions by incurring expenses satisfying restricted purposes or by occurrence of other events specified by donors as follows for the years ended December 31:

	2012	2011
Research programs	\$ 2,313,557	\$ 1,872,658
Education/public programs	277,383	567,063
Other programs	29,672	59,246
Assistant director's fund	119,665	119,610
New building	<u>2,036,842</u>	<u>2,663,738</u>
	<u>\$ 4,777,119</u>	<u>\$ 5,282,315</u>

Note 10 Major contributors

Of the \$ 3,157,067 in contributions received in 2012, approximately 80%, or \$ 2,680,855, of these contributions were received from two contributors (approximately 18%, or \$ 400,000 of \$ 2,203,558 was received from one contributor in 2011). Pledges receivable from major contributors was \$ 1,761,806 and \$ 0 as of December 31, 2012 and 2011, respectively.

Note 11 Major grantors

Of the \$ 2,475,262 in program grants and contracts received in 2012, approximately 66%, or \$ 1,625,833, of these program grants and contracts were received from two grantors (approximately 61%, or \$ 1,543,652 of \$ 2,534,539 were received from two grantors in 2011). Grants receivable from major grantors was \$ 359,856 and \$ 473,108 as of December 31, 2012 and 2011, respectively.

Note 12 Pension plan

The Corporation complies with FASB ASC 715 - Compensation-Retirement Benefits, for recognition and disclosure of its pension plan activity.

The Corporation has a defined benefit pension plan which covers all full-time employees with a minimum of one year of service. Annual pension benefits beginning at normal retirement age are equal to 1.25% of final average compensation for each year of service.

Note 12 Pension plan (cont'd)

The following tables set forth further information about the Corporation's defined benefit pension plan for the years ended December 31:

Pension plan obligations and funded status:

	2012	2011
Projected benefit obligation	\$ 6,478,913	\$ 5,645,684
Fair value of plan assets	<u>4,660,635</u>	<u>4,031,505</u>
Funded status	<u>\$ (1,818,278)</u>	<u>\$ (1,614,179)</u>
Accumulated benefit obligation	\$ 5,913,622	\$ 5,111,570
Employer contributions	\$ 250,000	\$ 250,000
Participant contributions	\$ 0	\$ 0
Benefits paid	\$ (99,984)	\$ (76,530)

Amounts recognized in the statement of financial position:

	2012	2011
Pension benefit obligation	<u>\$ 1,818,278</u>	<u>\$ 1,614,179</u>

Amounts recognized in the statement of activities:

	2012	2011
Components of net periodic benefit cost		
Service cost	\$ 228,344	\$ 180,506
Interest cost	251,806	251,042
Amortization of net loss	36,746	0
Expected return on plan assets	<u>(284,539)</u>	<u>(277,130)</u>
Net periodic benefit cost	232,357	154,418
Changes in plan assets and benefit obligations recognized in other changes in unrestricted net assets		
Net loss	258,488	1,229,890
Amortization of net loss	<u>(36,746)</u>	<u>0</u>
Total recognized in net periodic benefit costs and other changes in unrestricted net assets	<u>\$ 454,099</u>	<u>\$ 1,384,308</u>

The estimated net loss and prior service cost for the defined benefit pension plan that will be amortized from other changes in unrestricted net assets into the net periodic benefit over the next year are \$ 48,064 and \$ 0, respectively.

Note 12 Pension plan (cont'd)

The following assumptions were used in accounting for the pension plan:

Weighted average assumptions used to determine the pension benefit obligation at December 31:

	2012	2011
Discount rate	4.00%	4.50%
Rate of compensation increase	2.00%	2.00%

Weighted average assumptions used to determine the net periodic benefit cost during the year ended December 31:

	2012	2011
Discount rate	4.50%	5.75%
Rate of compensation increase	2.00%	3.00%
Expected return on plan assets	7.00%	7.00%

The expected rate of return on pension plan assets is determined by those assets' historical long-term investment performance, current asset allocation, and estimates of future long-term returns by asset class.

The percentage of the fair value of total pension plan assets held as of December 31, 2012 by asset category is as follows:

Cash and alternatives	1.2%
Equities	60.4%
Fixed income securities	37.6%
Other	0.8%
	<u>100.0%</u>

The Corporation expects to contribute approximately \$ 310,000 to the pension plan in the year ended December 31, 2013. No plan assets are expected to be returned to the Corporation during the year ended December 31, 2013. Future benefit payments, which reflect expected service as appropriate, are expected to be paid as follows:

2013	\$ 135,443
2014	\$ 154,832
2015	\$ 175,296
2016	\$ 307,523
2017	\$ 303,901
2018 - 2022	\$ 1,977,229

NOTES TO FINANCIAL STATEMENTS
(cont'd)

STROUD WATER RESEARCH CENTER, INC.

Note 13 Commitments - copier leases

The Corporation leases copiers under various operating leases. Future minimum rental payments under these operating leases by year and in the aggregate for each of the next five years ending December 31 are as follows:

2013	\$ 11,976
2014	8,860
2015	2,628
2016	2,628
2017	<u>2,190</u>
	<u>\$ 28,282</u>

Rent expense was \$ 9,786 in 2012 (\$ 9,348 in 2011).

Note 14 Endowment assets

Endowment net asset composition by type of fund as of December 31, 2012 is as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment funds				
Donor-restricted	\$ 0	\$ 1,658,683	\$ 11,546,318	\$ 13,205,001
Board-designated	<u>13,452,360</u>	<u>0</u>	<u>0</u>	<u>13,452,360</u>
	<u>\$ 13,452,360</u>	<u>\$ 1,658,683</u>	<u>\$ 11,546,318</u>	<u>\$ 26,657,361</u>

Changes in endowment net assets for the year ended December 31, 2012 were as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, January 01, 2012	\$ 12,110,807	\$ 967,393	\$ 10,857,393	\$ 23,935,593
Investment return:				
Investment income, net of fees	388,308	0	0	388,308
Net realized/unrealized gains	<u>1,330,021</u>	<u>0</u>	<u>688,925</u>	<u>2,018,946</u>
Total investment return	<u>1,718,329</u>	<u>0</u>	<u>688,925</u>	<u>2,407,254</u>
Contributions transferred into endowment	0	2,847,797	0	2,847,797
Appropriation of assets for expenditure	(2,533,283)	(2,156,507)	0	(4,689,790)
Other changes:				
Transfers to board- designated endowment	<u>2,156,507</u>	<u>0</u>	<u>0</u>	<u>2,156,507</u>
Endowment net assets, December 31, 2012	<u>\$ 13,452,360</u>	<u>\$ 1,658,683</u>	<u>\$ 11,546,318</u>	<u>\$ 26,657,361</u>

NOTES TO FINANCIAL STATEMENTS
(cont'd)

STROUD WATER RESEARCH CENTER, INC.

Note 14 Endowment assets (cont'd)

Endowment net asset composition by type of fund as of December 31, 2011 is as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment funds				
Donor-restricted	\$ 0	\$ 967,393	\$ 10,857,393	\$ 11,824,786
Board-designated	<u>12,110,807</u>	<u>0</u>	<u>0</u>	<u>12,110,807</u>
	<u>\$ 12,110,807</u>	<u>\$ 967,393</u>	<u>\$ 10,857,393</u>	<u>\$ 23,935,593</u>

Changes in endowment net assets for the year ended December 31, 2011 were as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, January 01, 2011	\$ 10,786,376	\$ 2,179,895	\$ 11,280,633	\$ 24,246,904
Investment return:				
Investment income, net of fees	463,609	0	0	463,609
Net realized/unrealized losses	<u>(748,739)</u>	<u>0</u>	<u>(423,240)</u>	<u>(1,171,979)</u>
Total investment return	<u>(285,130)</u>	<u>0</u>	<u>(423,240)</u>	<u>(708,370)</u>
Contributions transferred into endowment	100,000	1,570,846	0	1,670,846
Appropriation of assets for expenditure	<u>(1,273,787)</u>	<u>(2,783,348)</u>	<u>0</u>	<u>(4,057,135)</u>
Other changes:				
Transfers to board- designated endowment	<u>2,783,348</u>	<u>0</u>	<u>0</u>	<u>2,783,348</u>
Endowment net assets, December 31, 2011	<u>\$ 12,110,807</u>	<u>\$ 967,393</u>	<u>\$ 10,857,393</u>	<u>\$ 23,935,593</u>