



Audited Financial Statements

FOR THE YEARS ENDED
December 31, 2014 and 2013

THE FRESHWATER TRUST

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PRIOR + HART
Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
The Freshwater Trust

Report on the Financial Statements

We have audited the accompanying financial statements of The Freshwater Trust (a nonprofit organization) which comprise the statements of financial position as of December 31, 2014 and 2013, and the related statements of activities, functional expenses, and cash flows for the years 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 audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. 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 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 opinion.

PRIOR + HART, LLC Certified Public Accountants

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Opinion

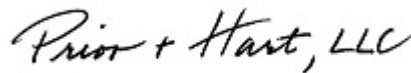
In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Freshwater Trust as of December 31, 2014 and 2013, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters*Other Information*

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedule of expenditures of federal awards, as required by Office of Management and Budget Circular A-133, *Audits of States and Local Governments, and Non-Profit Organizations*, is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated May 15, 2015 on our consideration of The Freshwater Trust's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering The Freshwater Trust's internal control over financial reporting and compliance.



Prior + Hart, LLC
Certified Public Accountants

May 15, 2015
Portland, Oregon

THE FRESHWATER TRUST
Statements of Financial Position
December 31, 2014 and 2013

ASSETS

| | 2014 | 2013 |
|------------------------------------|--------------|--------------|
| Current Assets: | | |
| Cash and cash equivalents | \$ 1,516,735 | \$ 1,582,494 |
| Investments - other, short term | 1,239,452 | - |
| Grants and fees receivable | 2,277,741 | 1,253,655 |
| Prepaid expenses | 47,091 | 39,281 |
| Deposits | 24,984 | 23,594 |
| Total Current Assets | 5,106,003 | 2,899,024 |
| Property and Equipment, net | 64,682 | 68,394 |
| Beneficial interest held by others | 120,107 | 116,380 |
| StreamBank software, net | 922,865 | 961,927 |
| Water rights interest | 1,209,873 | 1,167,666 |
| Total Assets | \$ 7,423,530 | \$ 5,213,391 |

LIABILITIES AND NET ASSETS

| | | |
|----------------------------------|--------------|--------------|
| Current Liabilities: | | |
| Accounts payable | \$ 251,846 | \$ 189,279 |
| Accrued interest | 17,444 | 14,222 |
| Line of credit | - | 56,606 |
| Payroll liabilities | 101,337 | 70,347 |
| Pension obligation | 30,610 | 30,531 |
| Total Current Liabilities | 401,237 | 360,985 |
| Other liabilities: | | |
| Landowner payable | - | 15,000 |
| Deferred revenue | 22,500 | 63,065 |
| PRI loan payable | 4,000,000 | 2,000,000 |
| Total Liabilities | 4,423,737 | 2,439,050 |
| Net Assets: | | |
| Unrestricted | 2,650,498 | 2,525,984 |
| Temporarily restricted | 248,108 | 150,338 |
| Permanently restricted | 101,187 | 98,019 |
| Total Net Assets | 2,999,793 | 2,774,341 |
| Total Liabilities and Net Assets | \$ 7,423,530 | \$ 5,213,391 |

The accompanying notes are an integral part of these financial statements.

THE FRESHWATER TRUST
Statement of Activities
Year Ended December 31, 2014

| | <u>Unrestricted</u> | <u>Temporarily Restricted</u> | <u>Permanently Restricted</u> | <u>Total</u> |
|---|---------------------|-----------------------------------|-----------------------------------|---------------------|
| Revenues, gains and other support: | | | | |
| Grants and contributions | \$ 384,642 | \$ 2,666,867 | \$ - | \$ 3,051,509 |
| Individual giving | 174,552 | - | - | 174,552 |
| Water Quality Trading income | 4,035,529 | - | - | 4,035,529 |
| Special events income | 455,353 | - | - | 455,353 |
| In-kind donations | 44,070 | 177,139 | - | 221,209 |
| Interest income | 344 | - | - | 344 |
| Net gain on investments | 11 | - | 3,168 | 3,179 |
| Gain on asset dispositions | 4,032 | - | - | 4,032 |
| Sales and other revenues | 643 | - | - | 643 |
| Total revenues, gains and other support | <u>5,099,176</u> | <u>2,844,006</u> | <u>3,168</u> | <u>7,946,350</u> |
| Net assets released from restrictions | <u>2,746,236</u> | <u>(2,746,236)</u> | <u>-</u> | <u>-</u> |
| Total revenues, gains, other support and net assets released from restrictions | <u>7,845,412</u> | <u>97,770</u> | <u>3,168</u> | <u>7,946,350</u> |
| Expenses | | | | |
| Program services | 6,076,558 | - | - | 6,076,558 |
| Special events | 333,034 | - | - | 333,034 |
| Development expenses | 522,614 | - | - | 522,614 |
| General and administrative | 830,899 | - | - | 830,899 |
| Total Expenses | <u>7,763,105</u> | <u>-</u> | <u>-</u> | <u>7,763,105</u> |
| Change in Net Assets | 82,307 | 97,770 | 3,168 | 183,245 |
| Net Assets, Beginning of Year | 2,525,984 | 150,338 | 98,019 | 2,774,341 |
| Permanent water rights interest | <u>42,207</u> | <u>-</u> | <u>-</u> | <u>42,207</u> |
| Net Assets, End of year | <u>\$ 2,650,498</u> | <u>\$ 248,108</u> | <u>\$ 101,187</u> | <u>\$ 2,999,793</u> |

The accompanying notes are an integral part of these financial statements.

THE FRESHWATER TRUST
Statement of Activities
Year Ended December 31, 2013

| | <u>Unrestricted</u> | <u>Temporarily Restricted</u> | <u>Permanently Restricted</u> | <u>Total</u> |
|---|---------------------|-----------------------------------|-----------------------------------|---------------------|
| Revenues, gains and other support: | | | | |
| Grants and contributions | \$ 212,852 | \$ 2,197,997 | \$ - | \$ 2,410,849 |
| Individual giving | 273,304 | - | - | 273,304 |
| Water Quality Trading income | 2,113,782 | - | - | 2,113,782 |
| Special events income | 575,723 | - | - | 575,723 |
| In-kind donations | 47,190 | 167,924 | - | 215,114 |
| Interest income | 526 | - | - | 526 |
| Net gain on investments | 1,877 | - | 10,636 | 12,513 |
| Total revenues, gains and other support | <u>3,225,254</u> | <u>2,365,921</u> | <u>10,636</u> | <u>5,601,811</u> |
| Net assets released from restrictions | <u>2,593,455</u> | <u>(2,593,455)</u> | <u>-</u> | <u>-</u> |
| Total revenues, gains, other support and net assets released from restrictions | <u>5,818,709</u> | <u>(227,534)</u> | <u>10,636</u> | <u>5,601,811</u> |
| Expenses | | | | |
| Program services | 4,563,240 | - | - | 4,563,240 |
| Special events | 325,893 | - | - | 325,893 |
| Development expenses | 423,647 | - | - | 423,647 |
| General and administrative | 726,171 | - | - | 726,171 |
| Total Expenses | <u>6,038,951</u> | <u>-</u> | <u>-</u> | <u>6,038,951</u> |
| Change in Net Assets | (220,242) | (227,534) | 10,636 | (437,140) |
| Net Assets, Beginning of Year | 2,606,877 | 377,872 | 87,383 | 3,072,132 |
| StreamBank software | <u>139,349</u> | <u>-</u> | <u>-</u> | <u>139,349</u> |
| Net Assets, End of year | <u>\$ 2,525,984</u> | <u>\$ 150,338</u> | <u>\$ 98,019</u> | <u>\$ 2,774,341</u> |

The accompanying notes are an integral part of these financial statements.

THE FRESHWATER TRUST
Statement of Functional Expenses
Year Ended December 31, 2014

| | Support Services | | | | Total Expenses |
|---|----------------------------|--------------------------|--------------------------|-----------------------------|----------------------------|
| | Program Services | Special Events | Development | General & Administration | |
| Payroll and related costs | \$ 2,259,479 | \$ 40,926 | \$ 366,781 | \$ 637,299 | \$ 3,304,485 |
| Advertising and promotion | 32,909 | - | 35,219 | 90,390 | 158,518 |
| Acquisition expenses | 5,817 | 248,038 | - | 4,878 | 258,733 |
| Contracted services | 1,655,511 | - | 13,245 | 5,812 | 1,674,568 |
| Bank charges | 681 | - | 2,731 | 126 | 3,538 |
| Dues and subscriptions | 13,462 | - | 7,622 | 1,154 | 22,238 |
| Meeting and education | 51,069 | - | 4,104 | 1,447 | 56,620 |
| Insurance | 28,135 | - | 3,636 | 5,091 | 36,862 |
| Interest | 27,902 | - | 1,376 | 1,927 | 31,205 |
| Licenses, taxes and fees | 1,872 | - | 346 | 345 | 2,563 |
| Supplies | 136,784 | - | 2,002 | 3,196 | 141,982 |
| Gifts and promotion | 3,289 | - | 5,983 | 8,071 | 17,343 |
| Telephone | 21,349 | - | 1,536 | 2,151 | 25,036 |
| Postage and shipping | 3,150 | - | 3,715 | 2,153 | 9,018 |
| Professional services | 62,312 | - | 8,025 | 10,635 | 80,972 |
| Printing and publishing | 11,761 | - | 8,224 | 14,635 | 34,620 |
| Meals and entertainment | 23,325 | - | 7,649 | 2,080 | 33,054 |
| Travel | 203,066 | - | 10,396 | 2,136 | 215,598 |
| Equipment and maintenance | 28,098 | - | 8,906 | 3,662 | 40,666 |
| Occupancy | 158,986 | - | 28,678 | 15,808 | 203,472 |
| Depreciation and amortization | 114,225 | - | - | 17,903 | 132,128 |
| In-kind donations | 177,139 | 44,070 | - | - | 221,209 |
| Bad debt | - | - | 2,440 | - | 2,440 |
| Water acquisition fees and lease payments | 1,056,237 | - | - | - | 1,056,237 |
| Total Expenses | <u>\$ 6,076,558</u> | <u>\$ 333,034</u> | <u>\$ 522,614</u> | <u>\$ 830,899</u> | <u>\$ 7,763,105</u> |

The accompanying notes are an integral part of these financial statements.

THE FRESHWATER TRUST
Statement of Functional Expenses
Year Ended December 31, 2013

| | Support Services | | | | Total Expenses |
|---|----------------------------|--------------------------|--------------------------|-----------------------------|----------------------------|
| | Program | Special Events | Development | General & Administration | |
| Payroll and related costs | \$ 1,936,890 | \$ 66,462 | \$ 317,018 | \$ 552,967 | \$ 2,873,337 |
| Advertising and promotion | 7,070 | - | 18,245 | 69,216 | 94,531 |
| Acquisition expenses | - | 212,241 | - | 577 | 212,818 |
| Contracted services | 1,107,208 | - | 5,219 | 3,271 | 1,115,698 |
| Bank charges | 914 | - | 2,624 | 185 | 3,723 |
| Dues and subscriptions | 21,744 | - | 6,527 | 2,301 | 30,572 |
| Meeting and education | 42,878 | - | 2,134 | 1,562 | 46,574 |
| Insurance | 27,158 | - | 4,038 | 5,506 | 36,702 |
| Interest | 19,444 | - | - | - | 19,444 |
| Licenses, taxes and fees | 4,103 | - | 441 | 346 | 4,890 |
| Supplies | 46,663 | - | 2,673 | 4,292 | 53,628 |
| Gifts and promotion | 1,669 | - | 9,819 | 4,714 | 16,202 |
| Telephone | 18,837 | - | 2,184 | 2,450 | 23,471 |
| Postage and shipping | 3,062 | - | 2,239 | 2,601 | 7,902 |
| Professional services | 250,623 | - | 4,802 | 10,622 | 266,047 |
| Printing and publishing | 8,803 | - | 4,075 | 17,629 | 30,507 |
| Meals and entertainment | 23,445 | - | 6,344 | 1,844 | 31,633 |
| Travel | 159,933 | - | 10,097 | 2,970 | 173,000 |
| Equipment and maintenance | 17,435 | - | 2,896 | 3,386 | 23,717 |
| Occupancy | 118,659 | - | 22,272 | 27,501 | 168,432 |
| Depreciation and amortization | 26,347 | - | - | 12,231 | 38,578 |
| In-kind donations | 167,924 | 47,190 | - | - | 215,114 |
| Bad debt | - | - | - | - | - |
| Water acquisition fees and lease payments | 552,431 | - | - | - | 552,431 |
| Total Expenses | <u>\$ 4,563,240</u> | <u>\$ 325,893</u> | <u>\$ 423,647</u> | <u>\$ 726,171</u> | <u>\$ 6,038,951</u> |

The accompanying notes are an integral part of these financial statements.

THE FRESHWATER TRUST

Statements of Cash Flows

Years Ended December 31, 2014 and 2013

| | <u>2014</u> | <u>2013</u> |
|---|---------------------|---------------------|
| Cash Flows from Operating Activities: | | |
| Increase (decrease) in net assets | 183,245 | \$ (437,140) |
| Adjustments to reconcile change in net assets to net cash used in operating activities | | |
| Depreciation and amortization | 132,128 | 38,578 |
| Net unrealized and realized (gain)/loss on investments | (3,178) | (12,513) |
| Gain on asset dispositions | (4,032) | - |
| (Increase) decrease in current assets: | | |
| Grants and fees receivable | (1,024,086) | 390,748 |
| Prepaid expenses | (7,810) | 3,515 |
| Deposits | (1,390) | (6,347) |
| Increase (decrease) in current liabilities: | | |
| Accounts payable | 62,567 | (561,865) |
| Accrued interest | 3,222 | 14,222 |
| Accrued expenses | 30,990 | 15,657 |
| Pension obligation | 79 | 8,142 |
| Landowner payable | (15,000) | - |
| Deferred revenue | <u>(40,565)</u> | <u>(137,903)</u> |
| Net Cash Used by Operating Activities | <u>(683,830)</u> | <u>(684,906)</u> |
| Cash Flows from Investing Activities: | | |
| Purchases of property and equipment | (85,323) | (39,938) |
| Purchases of investments | <u>(1,240,000)</u> | <u>-</u> |
| Net Cash Used by Investing Activities | <u>(1,325,323)</u> | <u>(39,938)</u> |
| Cash Flows from Financing Activities | | |
| Proceeds from loans payable | 2,000,000 | 1,843,045 |
| Payments to line of credit | <u>(56,606)</u> | <u>(158,610)</u> |
| Net Cash Provided by Financing Activities | <u>1,943,394</u> | <u>1,684,435</u> |
| Net Increase (decrease) in Cash | (65,759) | 959,591 |
| Cash Balance Beginning of Period | <u>1,582,494</u> | <u>622,903</u> |
| Cash Balance End of Period | <u>\$ 1,516,735</u> | <u>\$ 1,582,494</u> |
| Supplemental Disclosures of Cash Flow Information | | |
| Cash paid for loan interest | <u>\$ 13,761</u> | <u>\$ 5,221</u> |
| Noncash Investing and Financing Activities | | |
| StreamBank software purchased through grant funds received | <u>\$ -</u> | <u>\$ 139,349</u> |
| Permanent water rights interests purchased through grand funds received | <u>\$ 42,207</u> | <u>\$ -</u> |

The accompanying notes are an integral part of these financial statements.

THE FRESHWATER TRUST
NOTES TO THE FINANCIAL STATEMENTS
For The Years Ended December 31, 2014 and 2013

NOTE 1 - ORGANIZATION

The Freshwater Trust (the Organization) is an action-oriented 501(c)(3) not-for-profit that restores rivers and streams throughout Oregon. The Freshwater Trust uses cooperative, market-based solutions that benefit rivers, working lands and local communities - from working with landowners to keep more water in streams to streamlining restoration processes to achieve greater pace and scale to improving aquatic habitat using a localized approach.

During the years ended December 31, 2014 and 2013, the Organization incurred program expenses in the following major categories:

Water Quality Trading - The Freshwater Trust's water quality trading program allows for regulated entities to achieve regulatory compliance by funding restoration actions. By calculating and quantifying how much thermal energy is avoided on a river by planting streamside trees, the Organization generates credits that are then purchased by wastewater facilities and power plants to offset their impacts to impaired rivers and streams. The work is done in partnership with regulated agencies, irrigators, regulators and farmers. This program can include restoration actions that generate not only temperature credits, but also credits generated from reductions of other pollutants, such as nutrients.

Flow - The Freshwater Trust restores stream flows by working collaboratively with willing landowners. The Organization uses a variety of cooperative solutions, including financial compensation, technical assistance and expert advice to keep more water in our streams and rivers.

Habitat - The Freshwater Trust actively restores aquatic habitat in Oregon through its Habitat Restoration program. From placing logs instream to create river complexity and planting trees to stabilize streambanks and provide shade to lower water temperature, the Organization advances science-based, ecologically-sound restoration projects to restore habitat function critical to salmon productivity.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

THE FRESHWATER TRUST
NOTES TO THE FINANCIAL STATEMENTS
For The Years Ended December 31, 2014 and 2013

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of Presentation - The Organization has adopted the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) No. 958-605-25 "Revenue Recognition" and FASB ASC No. 958-205 "Presentation of Financial Statements." These provisions establish standards for external financial reporting by not-for-profit organizations and require that resources be classified for accounting and reporting purposes into three net asset categories according to externally (donor) imposed restrictions. A description of the three net asset categories follows:

Unrestricted net assets - Net assets not subject to donor-imposed restrictions.

Temporarily restricted net assets - Net assets subject to donor-imposed restrictions that will be met either by actions of the Organization and/or the passage of time.

Permanently restricted net assets - Net assets restricted by donors to be maintained in perpetuity. Generally, income earned on such funds is unrestricted or temporarily restricted based on donor stipulations.

Expenses are reported as a decrease in unrestricted net assets. Gains and losses on investments and other asset or liabilities are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulations or by law. Expirations of temporary restrictions on net assets (i.e. donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as net assets released from restrictions.

Cash Equivalents - For financial statement purposes, the Organization considers all liquid investments having initial maturities of three months or less to be cash equivalents.

Contributions - Contributions, which include unconditional promises to give (pledges), are recognized as revenues in the period received. Conditional promises to give are not recognized until they become unconditional, that is when the conditions on which they depend are substantially met. Contributions of assets other than cash are recorded at their estimated fair market value.

Contributions of Long-Lived Assets - Contributions of furniture and equipment without 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 furniture and equipment with such donor stipulations 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.

THE FRESHWATER TRUST
NOTES TO THE FINANCIAL STATEMENTS
For The Years Ended December 31, 2014 and 2013

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property and Equipment - Purchased property and equipment is recorded at its cost of acquisition. Donated property is recorded at its estimated fair market value. Property and equipment additions in excess of \$500 are capitalized. Depreciation is provided on a straight-line basis over the estimated useful lives of 3 to 7 years.

Income Taxes - The Organization is exempt from federal and state income tax under Section 501(c)(3) of the Internal Revenue Code. No provision for income taxes has been made in the accompanying statements.

Accounting principles require management to evaluate tax positions taken by the organization and recognize a tax liability (or asset) if the organization has taken an uncertain position that more than likely than not would not be sustained upon examination by the Internal Revenue Service. Management has analyzed the tax positions taken by the organization, and has concluded that as of December 31, 2014 and 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

The organization is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. Management believes the organization is no longer subject to income tax examinations for years prior to 2010.

Investments - Other - Certificates of deposit held for investment that are not debt securities are included in "investments - other." Certificates with original maturities greater than three months and remaining maturities less than one year are classified as "investments - other, short-term." Certificates of deposit with remaining maturities greater than one year are classified as "investments - other, long-term."

Fair Value of Financial Instruments - Financial instruments are composed of cash, investments, accounts/grants/pledges receivable, water rights, accounts payable and accrued liabilities, the carrying value of which approximates fair market value.

THE FRESHWATER TRUST
NOTES TO THE FINANCIAL STATEMENTS
For The Years Ended December 31, 2014 and 2013

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition - All contributions and grants are considered available for unrestricted use unless specifically restricted by the donor. Service revenues are recognized at the time services are provided and the revenues are earned. Membership payments received from Organization members are considered equivalent to unrestricted contributions and are recognized as revenue when received.

Software development costs - Cost to develop software programs to be used solely for internal needs have been accounted for in accordance with the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) No. 350-40 "Internal -Use Software". Costs incurred during the application development stage for software programs to be used solely for internal needs were capitalized and will be amortized over their useful life once the software is substantially complete and ready for its intended use. Effective January 1, 2014, capitalized software of \$1,025,407 became ready for its intended use and will be amortized over 10 years. Amortization expense for the year ended December 31, 2014 was \$102,541.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires that management make estimates and assumptions that affect the reported amounts of assets and liabilities, the 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.

Subsequent Events - Management has evaluated subsequent events through May 15, 2015, the date the financial statements were available to be issued.

NOTE 3 - CONCENTRATION OF CREDIT RISK

Financial instruments, which potentially expose the Organization to concentrations of credit risk, consist primarily of cash and cash equivalents. Cash is deposited with institutions insured by the Federal Deposit Insurance Corporation (FDIC) and at times during the year exceeded the FDIC limits. At December 31, 2014 and 2013, cash balances exceed federally insured limits by \$1,205,800 and \$1,267,859, respectively.

Cash equivalents consist of certificates of deposit that are invested with institutions covered by the CDARS Network. Member institutions issue CDs in amounts under the \$250,000 FDIC limit. At December 31, 2014 and 2013, the Organization's uninsured certificates of deposit balance totaled \$0 and \$0, respectively.

The Organization has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

THE FRESHWATER TRUST
NOTES TO THE FINANCIAL STATEMENTS
For The Years Ended December 31, 2014 and 2013

NOTE 4 - INVESTMENT IN PERPETUAL TRUST

In 1996 the Organization established the Oregon Trout Endowment Fund at the Oregon Community Foundation (the Foundation). The Organization intends to grow the balance of this fund to \$100,000 before beginning to draw on investment income and appreciation. At December 31, 2014 and 2013, the fair value of the assets in this fund totaled \$120,107 and \$116,380, respectively. As a component fund of the Foundation, the fund is invested and managed by the foundation and only investment income and appreciation will be made available to The Freshwater Trust in the future.

NOTE 5 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) No. 820-10 "Fair Value Measurements", establishes a framework for measuring fair value. That framework provides a fair value hierarchy that 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 unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC No. 820-10 are described below:

| | |
|---------|--|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Organization has the ability to access. |
| Level 2 | Inputs to the valuation method include: <ul style="list-style-type: none">* Quoted prices for similar assets or liabilities in active markets;* Quoted prices for identical or similar assets or liabilities in inactive markets;* Inputs other than quoted prices that are observable for the asset or liability;* Inputs that are derived principally from or corroborated by observable market data by correlation or other means. |

If the asset or liability has a specified (contractual term), the Level 2 input must be observable for substantially the full term of the asset or liability.

| | |
|---------|---|
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurement. |
|---------|---|

THE FRESHWATER TRUST
NOTES TO THE FINANCIAL STATEMENTS
For The Years Ended December 31, 2014 and 2013

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value.

As described in Note 4, the Organization maintains an endowment fund with the Oregon Community Foundation. The beneficial interest held at the Foundation was determined by the Foundation based upon the Organization's allocable share in the market value of the underlying investments made by the Foundation as reported to the Foundation by a third-party trustee from published market quotes.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while Management believes its valuation methods are appropriate and consistent, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

| | Assets at Fair Value as of December 31, 2014 | | | |
|------------------------------------|--|-------------|-------------------|-------------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Beneficial interest held by others | - | - | 120,107 | 120,107 |
| Total assets at fair value | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 120,107</u> | <u>\$ 120,107</u> |

THE FRESHWATER TRUST
NOTES TO THE FINANCIAL STATEMENTS
For The Years Ended December 31, 2014 and 2013

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

| | Assets at Fair Value as of December 31, 2013 | | | |
|------------------------------------|--|---------|------------|------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Beneficial interest held by others | - | - | 116,380 | 116,380 |
| Total assets at fair value | \$ - | \$ - | \$ 116,380 | \$ 116,380 |

The table below sets forth a summary of changes in the fair value of the Organization's level 3 assets for the year ended December 31:

| | Level 3 | Level 3 |
|-----------------------------------|----------------------------------|----------------------------------|
| | Endowment Investments 2014 | Endowment Investments 2013 |
| Balance, beginning of year | \$ 116,380 | \$ 103,867 |
| Realized gains/(losses) | 2,719 | 3,879 |
| Unrealized gains/(losses) | 912 | 8,268 |
| Investment income, net of expense | 96 | 366 |
| Balance, end of year | \$ 120,107 | \$ 116,380 |

NOTE 6 - PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

| | 2014 | 2013 |
|---|------------|------------|
| Furniture and equipment | \$ 155,240 | \$ 131,105 |
| Leasehold improvements | 39,327 | 39,326 |
| | 194,567 | 170,431 |
| Less: accumulated depreciation and amortization | (129,885) | (102,037) |
| Net property and equipment | \$ 64,682 | \$ 68,394 |

Depreciation and amortization expense for the years ended December 31, 2014 and 2013 was \$132,128 and \$38,578, respectively.

THE FRESHWATER TRUST
NOTES TO THE FINANCIAL STATEMENTS
For The Years Ended December 31, 2014 and 2013

NOTE 7 - LINES OF CREDIT

On July 29, 2011, the Organization renewed a \$600,000 line of credit with Wells Fargo Bank to support the organization's working capital. Interest is charged at the greater of the bank's prime rate plus 1.5% or the floor rate of 5.0%. As of December 31, 2014 and 2013, the outstanding balance on the line of credit was \$0.00 and \$56,606 respectively.

NOTE 8 - LONG TERM DEBT

On March 1, 2013, the Organization signed a \$5,000,000 credit agreement with The David and Lucile Packard Foundation, The Gordon and Betty Moore Foundation, and The Kresge Foundation to support the Organization's water quality trading program. The loans are unsecured. An initial advance of \$2,000,000 was made on the closing date. A second advance of \$2,000,000 was received July 2014. The third and final advance of \$1,000,000 will be available no later than September 1, 2015, provided the Organization satisfies certain conditions.

The Organization shall pay interest on the unpaid principal amount, to the extent funded, through the date that the entire principal amount of the loan has been repaid in full, at an interest rate equal to 1% per annum, simple interest. Accrued interest at December 31, 2014 was \$17,444.

Principal payments will be made on or before each April 30 and October 31 prior to the maturity date of January 31, 2020. Principal payments will commence on April 30, 2016. Principal payments will be based upon the number of temperature and nutrient credits sold by the Organization during the period prior to January 31, 2016, and thereafter, during each six-month period ending on July 31 or January 31 prior to the maturity date.

THE FRESHWATER TRUST
NOTES TO THE FINANCIAL STATEMENTS
For The Years Ended December 31, 2014 and 2013

NOTE 9 - TEMPORARILY AND PERMANENTLY RESTRICTED NET ASSETS

Temporarily restricted net assets consist of the following:

| | 2014 | 2013 |
|---|-------------------|-------------------|
| Habitat programs | <u>\$ 248,108</u> | <u>\$ 150,338</u> |
| Total Temporarily Restricted Net Assets | <u>\$ 248,108</u> | <u>\$ 150,338</u> |

The Endowment Fund was established for the purpose of providing investment revenues to support wild fish conservation programs in perpetuity. Permanently restricted net assets at December 31, 2014 and 2013, consist of investments held within the Oregon Trout Endowment Fund; which is managed by the Oregon Community Foundation.

NOTE 10 - OPERATING LEASE COMMITMENTS

The Organization leases its primary office facilities under an operating lease, which commenced on December 1, 2005 and expires on September 30, 2021. The lease contains an annual provision to be paid as additional rent to cover the Organization's proportionate share of certain operating expenses. This lease was modified August 25, 2008 (Amendment I) to include office space on the entire second floor in addition to the existing lease of the third floor. This lease was modified again September 26, 2011 (Amendment II) to extend the lease term by 10 years.

The Organization signed a lease for additional office space under an operating lease, which commenced May 20, 2013 and expires on August 31, 2016. The Organization has the option to terminate the lease after one year or two years with early termination fees of \$11,909 at May 1, 2014 and \$6,842 at May 1, 2015.

Occupancy expense for the years ended December 31, 2014 and 2013 was \$203,473 and \$168,432, respectively.

In addition, the Organization leases certain office equipment under lease agreements expiring in 2017. Rental expense paid for equipment leases for the years ended December 31, 2014 and 2013 was \$20,827 and \$18,460, respectively.

THE FRESHWATER TRUST
NOTES TO THE FINANCIAL STATEMENTS
For The Years Ended December 31, 2014 and 2013

NOTE 10 - OPERATING LEASE COMMITMENTS (CONTINUED)

At December 31, 2014, the approximate minimum rental commitments for the above leases are as follows:

Year Ending December 31,

| | |
|---------------------|-------------------|
| 2015 | \$ 226,899 |
| 2016 | 205,698 |
| 2017 | 145,515 |
| 2018 | 142,647 |
| 2019 and thereafter | <u>258,191</u> |
| Total | <u>\$ 978,950</u> |

NOTE 11 - RELATED PARTY TRANSACTIONS

Tony Malmberg, an employee of the Organization, entered into a water rights lease transaction during 2011. The water rights lease transaction was completed before Tony joined the Organization as an employee. The water rights lease was consummated in an arms-length transaction and is comparable to other water rights lease transactions entered into during 2011. As an employee, Tony was one of three candidates who applied for the position and secured the job based on his abilities and skill set. The water rights lease agreement extends through the 2013 irrigation season. All payments and conditions continued to be met according to the terms of the agreement.

During 2013, the Organization entered into a water rights lease transaction with Mr. Malmberg. The agreement includes a five year instream lease which was paid up front. It also includes a fifteen year time limited instream transfer. The agreement was consummated in an arms-length transaction and is comparable to other water rights lease transactions entered into during 2013.

NOTE 12 - RETIREMENT PLANS

The Organization provides substantially all full-time and certain part-time employees with a Simplified Employees Pension Plan. The Organization's annual contribution to the plan is equal to 5.0% of the eligible annual compensation of each participant. Contributions by the Organization to the plan totaled \$123,026 and \$110,800 and for the years ended December 31, 2014 and 2013.

THE FRESHWATER TRUST
NOTES TO THE FINANCIAL STATEMENTS
For The Years Ended December 31, 2014 and 2013

NOTE 13 - IN-KIND CONTRIBUTIONS

Contributions of donated services that create or enhance nonfinancial assets or that require specialized skill, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation, are recorded at their fair values in the period received. Donations of equipment and materials are recorded where there is an objective basis upon which to value these contributions and where the contributions are an essential part of the Organization's activities.

Contributed goods and professional services valued at \$44,070 and \$47,190 are included in unrestricted contributions, specifically for Special Events for the years ending December 31, 2014 and 2013.

Contributed goods and professional services valued at \$177,139 and \$167,924 are included in unrestricted contributions, specifically for the Habitat Program for the years ending December 31, 2014 and 2013.

NOTE 14 - WATER RIGHTS

The Organization has acquired title for partial water right interests among several basins in Oregon to preserve in-stream water flows. The water rights are valued based on their original purchase cost. Annually, the Organization assesses the value of the water right interests held to determine if any permanent impairment of value has occurred. If the value of the water rights is determined to be impaired; the carrying value of the water rights would be reduced to their estimated fair value in the period that the impairment has occurred. For the years ended December 31, 2014 and 2013, the Organization has not recognized any impairment losses on the value these water rights.

NOTE 15 - WATER LEASE COMMITMENTS

The Organization has entered into multiple water rights lease agreements with participating landowners in Oregon with terms ranging from one to fifteen years. Each water right lease agreement is conditioned upon the Organization receiving annual funding from the Columbia Basin Water Transaction Program. In the event that funding is not made available the water right lease terminates and the parties are released from their obligations.

During the year ended December 31, 2014, certain water rights lease agreements were paid two to five years in advance. There are contractual remedies that the Organization can pursue in the event of default by the landowner, which can include repayment of funds received.

THE FRESHWATER TRUST
NOTES TO THE FINANCIAL STATEMENTS
For The Years Ended December 31, 2014 and 2013

NOTE 15 - WATER LEASE COMMITMENTS (CONTINUED)

At December 31, 2014, the approximate minimum commitments for the above leases are as follows:

Year Ending December 31:

| | |
|---------------------|-------------------|
| 2015 | \$ 55,564 |
| 2016 | 46,682 |
| 2017 | 11,187 |
| 2018 | 11,187 |
| 2019 and thereafter | 34,100 |
| Total | <u>\$ 158,720</u> |

NOTE 16 - ENDOWMENT

The Organization's endowment consists of one fund established for a variety of purposes. Its endowment includes funds both donor-restricted endowment funds and funds designated by the Board of Directors to function as endowments. As required by GAAP, 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 Freshwater Trust has interpreted the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date and the donor-restricted funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Organization classifies as permanently restricted net assets (a) the original gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (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. The remaining portion of the donor-restricted endowment fund that is not classified as permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Organization in a manner consistent with the standard of prudence prescribed by UPMIFA. In accordance with UPMIFA, the Organization considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- (1) The duration and preservation of the fund
- (2) The purposes of the Organization and the donor-restricted endowment fund
- (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 Organization
- (7) The investment policies of the Organization

THE FRESHWATER TRUST
NOTES TO THE FINANCIAL STATEMENTS
For The Years Ended December 31, 2014 and 2013

NOTE 16 - ENDOWMENT (CONTINUED)

Endowment Net Asset Composition by Type of Fund as of December 31, 2014

| | <u>Unrestricted</u> | <u>Temporarily Restricted</u> | <u>Permanently Restricted</u> | <u>Total</u> |
|---------------------------------|---------------------|-----------------------------------|-----------------------------------|-------------------|
| Board-designated endowment fund | 18,920 | - | 101,187 | 120,107 |
| Total assets at fair value | <u>\$ 18,920</u> | <u>\$ -</u> | <u>\$ 101,187</u> | <u>\$ 120,107</u> |

Endowment Net Asset Composition by Type of Fund as of December 31, 2013

| | <u>Unrestricted</u> | <u>Temporarily Restricted</u> | <u>Permanently Restricted</u> | <u>Total</u> |
|---------------------------------|---------------------|-----------------------------------|-----------------------------------|-------------------|
| Board-designated endowment fund | 18,361 | - | 98,019 | 116,380 |
| Total assets at fair value | <u>\$ 18,361</u> | <u>\$ -</u> | <u>\$ 98,019</u> | <u>\$ 116,380</u> |

Changes in Endowment Net Assets for the year ended December 31, 2014

| | <u>Unrestricted</u> | <u>Temporarily Restricted</u> | <u>Permanently Restricted</u> | <u>Total</u> |
|---|---------------------|-----------------------------------|-----------------------------------|-------------------|
| Endowment net assets, beginning of year | \$ 18,361 | - | 98,019 | \$ 116,380 |
| Investment return: | | | | |
| Investment income | 14 | - | 82 | 96 |
| Net appreciation (realized and unrealized) | <u>545</u> | <u>-</u> | <u>3,086</u> | <u>3,631</u> |
| Endowment net assets, end of year | <u>\$ 18,920</u> | <u>\$ -</u> | <u>\$ 101,187</u> | <u>\$ 120,107</u> |

THE FRESHWATER TRUST
NOTES TO THE FINANCIAL STATEMENTS
For The Years Ended December 31, 2014 and 2013

NOTE 17 - RECLASSIFICATIONS

Certain prior year amounts have been reclassified to conform to the current year presentation.

THE FRESHWATER TRUST
Schedule of Expenditures of Federal Awards
Year ended December 31, 2014

| Federal Agency | Pass Through Agency | Federal Program Title | CFDA Number | Grant Identification Number | Expenditures |
|---|---------------------|---|-------------|-----------------------------|---------------|
| National Fish & Wildlife Foundation | CBWTP | Innovative Transactions to Restore Flow | 00029462 | 0201.13.039727 | \$ 135,906 |
| National Fish & Wildlife Foundation | CBWTP | Innovative Transactions to Restore Flow | 00029462 | 0201.13.039728 | 83,036 |
| National Fish & Wildlife Foundation | CBWTP | Innovative Transactions to Restore Flow | 00029462 | 0201.15.045263 | 37,370 |
| National Fish & Wildlife Foundation | CBWTP | Innovative Transactions to Restore Flow | 00029462 | 0201.15.045269 | 19,586 |
| National Fish & Wildlife Foundation | CBWTP | Water Lease Payments - Columbia Basin | 00029462 | 0201.14.041234 | 337,201 |
| National Fish & Wildlife Foundation | CBWTP | Water Lease Payments - Accord Basin | 00029462 | 0201.14.041235 | 697,873 |
| National Fish & Wildlife Foundation | CBWTP | Water Lease Payments - Accord Basin | 00029462 | 0201.15.045269 | <u>19,261</u> |
| Total National Fish and Wildlife Foundation | | | | | 1,330,233 |
| | | | | | |
| Bureau of Land Management | | Salmon River Habitat Restoration | 15.234 | L13AC00128 | 168,995 |
| Bureau of Land Management | | Wood River | 15.234 | L08AC13825 | <u>281</u> |
| Total Bureau of Land Management | | | | | 169,276 |
| | | | | | |
| EcoTrust | NOAA/USFS | Salmon River Habitat Restoration | N/A | 1210-E-OR_NFB | 24,145 |
| EcoTrust | USFS | Still Creek Habitat Restoration | N/A | 1410-EP-OR-F | 6,146 |
| EcoTrust | USFS | Rudio Creek Habitat Restoration | N/A | 1415-TFT-OR-F | <u>28,500</u> |
| Total EcoTrust | | | | | 58,791 |
| | | | | | |
| National Resources Conservation Service | | NW Environmental Markets Initiative | 10.912 | 69-3A75-11-181 | <u>57,162</u> |
| Total National Resources Conservation Service | | | | | 57,162 |

See accompanying notes and accountant's report.

THE FRESHWATER TRUST
Schedule of Expenditures of Federal Awards
Year ended December 31, 2014

| Federal Agency | Pass Through Agency | Federal Program Title | CFDA Number | Grant Identification Number | Expenditures |
|--|---------------------------|---------------------------------------|----------------|--------------------------------|-----------------------------------|
| Bureau of Reclamation | | Rogue River Basin Restoration | 15.517 | R13AC13011 | 147,692 |
| Bureau of Reclamation | | Rogue River Basin Restoration | 15.517 | R14AC00029 | 161,705 |
| Bureau of Reclamation | | Rogue River Basin Restoration | 15.517 | R14AC00048 | <u>3,118</u> |
| Total U.S. Forest Service | | | | | 312,515 |
| | | | | | |
| OWEB/Pacific Coast Salmon Program | | Upper Sandy River Habitat Restoration | 11.438 | | 132,008 |
| OWEB/Pacific Coast Salmon Program | | Salmon River Post Flood Analysis | 11.438 | | <u>25,183</u> |
| | | | | | 157,191 |
| | | | | | |
| National Forest Foundation | | Still Creek Watershed Restoration | 10.682 | AG-608 | <u>29,894</u> |
| | | | | | 29,894 |
| Total Expenditures Federal Awards | | | | | <u><u>\$ 2,115,062</u></u> |

See accompanying notes and accountant's report.

The Freshwater Trust
Notes To Schedule of Expenditures of Federal Awards
Year ended December 31, 2014

NOTE 1 - BASIS OF PRESENTATION

The accompanying schedule of expenditures of federal awards includes the federal grant activity of The Freshwater Trust and is presented on the accrual basis of accounting. The information in this schedule is presented in accordance with the requirements of OMB Circular A-133, *Audits of States, Local Governments and Non-profit Organizations*.

| | |
|--|----------------------------|
| Total expenditures of federal awards | \$ 2,115,062 |
| Non federal expenditures | <u>5,648,043</u> |
| Total expenses per Statement of Activities | <u><u>\$ 7,763,105</u></u> |



PRIOR + HART
Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

To the Board of Directors of
The Freshwater Trust

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of The Freshwater Trust (a nonprofit organization), which comprise the statement of financial position as of December 31, 2014, and the related statements of activities, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated May 15, 2015.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered The Freshwater Trust's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of The Freshwater Trust's internal control. Accordingly, we do not express an opinion on the effectiveness of The Freshwater Trust's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

PRIOR + HART, LLC Certified Public Accountants


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Compliance and Other Matters

As part of obtaining reasonable assurance about whether The Freshwater Trust's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the organization's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the organization's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in black ink that reads "Prior + Hart, LLC". The signature is written in a cursive, flowing style.

Prior + Hart, LLC
Certified Public Accountants

May 15, 2015
Portland, Oregon



PRIOR + HART
Certified Public Accountants

**INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE FOR EACH MAJOR PROGRAM
AND ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY
OMB CIRCULAR A-133**

To the Board of Directors of
The Freshwater Trust

Report on Compliance for Each Major Federal Program

We have audited The Freshwater Trust's compliance with the types of compliance requirements described in the *OMB Circular A-133 Compliance Supplement* that could have a direct and material effect on each of The Freshwater Trust's major federal programs for the year ended December 31, 2014. The Freshwater Trust's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to its federal programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of The Freshwater Trust's major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Those standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about The Freshwater Trust's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of The Freshwater Trust's compliance.

Opinion on Each Major Federal Program

In our opinion, The Freshwater Trust complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended December 31, 2014.

Report on Internal Control over Compliance

Management of The Freshwater Trust is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered The Freshwater Trust's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program in order to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with OMB Circular A-133, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of The Freshwater Trust's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. *A material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of OMB Circular A-133. Accordingly, this report is not suitable for any other purpose.



Prior + Hart, LLC
Certified Public Accountants

May 15, 2015
Portland, Oregon

The Freshwater Trust
Schedule of Findings and Questioned Costs
Year ended December 31, 2014

Section I - Summary of Auditor's Results

Financial Statements

Type of auditors' report issued: *Unmodified*

Internal control over financial reporting:

* Material weaknesses identified? _____ yes X no

* Significant deficiencies identified not considered to be material weaknesses? _____ yes X no

Noncompliance material to financial statements noted? _____ yes X no

Federal Awards

Internal control over major programs:

* Material weaknesses identified? _____ yes X no

* Significant deficiencies identified not considered to be material weaknesses? _____ yes X none reported

Type of auditors' report issued on compliance for major programs: *Unmodified*

Any audit findings disclosed that are required to be reported in accordance with OMB Circular A-133, Section 510(a)? _____ yes X no

Identification of major programs:

CFDA Number

Federal Program

| | |
|----------|--|
| 00029462 | Innovative Transactions to Restore Flows |
| 00029462 | Water Lease Payments |
| 15.517 | Rogue River Basin Restoration |

Dollar threshold used to distinguish between Type A and Type B programs: \$300,000

Auditee qualifies as low-risk auditee: _____ X _____ yes _____ no

The Freshwater Trust
Schedule of Findings and Questioned Costs
Year ended December 31, 2014

Section II - Financial Statement Findings

None.

The Freshwater Trust
Schedule of Findings and Questioned Costs
Year ended December 31, 2014

Section III - Findings and Questioned Costs for Federal Awards

None.