

**Audited Financial Statements
& Reports Required by Government Auditing
Standards and the Uniform Guidance**

AMERICAN RIVERS, INC.

June 30, 2017

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Independent Auditor’s Report

To the Board of Directors
American Rivers, Inc.

Report on the Financial Statements

We have audited the accompanying financial statements of American Rivers, Inc. (American Rivers) which comprise the statements of financial position as of June 30, 2017, and the related statements of activities 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 audit. We conducted our audit 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 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 American Rivers’ 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 American Rivers’ 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 American Rivers as of June 30, 2017, 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.

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Prior Period Financial Statements

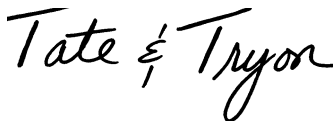
The financial statements of American Rivers as of June 30, 2016 were audited by other auditors, whose report dated September 30, 2016, expressed an unmodified opinion on those statements.

Other Matters

Our audits were 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 Title 2 U.S. Code of Federal Regulations (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, 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 October 16, 2017 on our consideration of American Rivers' 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 solely 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 American Rivers' internal control over financial reporting and compliance.



Washington, DC
October 16, 2017

American Rivers, Inc.

Statements of Financial Position

June 30,	2017	2016
Assets		
Cash and cash equivalents	\$ 6,596,291	\$ 5,246,767
Investments	3,095,017	2,920,965
Accounts receivable, net		
Billed	383,690	462,627
Unbilled	1,129,511	693,274
Grants and pledges receivable	8,730,895	2,573,289
Prepaid expenses and other current assets	288,260	365,503
Property and equipment, net	164,619	201,057
Total assets	\$ 20,388,283	\$ 12,463,482
Liabilities and Net Assets		
Liabilities		
Accounts payable and accrued expenses	\$ 1,034,082	\$ 601,334
Accrued salaries and related benefits	515,835	496,289
Refundable advances	856,820	960,410
Charitable gift annuities	159,306	142,325
Deferred rent	468,502	455,370
Deposits payable	10,366	24,816
Total liabilities	3,044,911	2,680,544
Net assets		
Unrestricted	384,960	363,725
Board designated - reserve fund	864,639	861,639
Total unrestricted net assets	1,249,599	1,225,364
Temporarily restricted	14,268,818	6,732,622
Permanently restricted	1,824,955	1,824,952
Total net assets	17,343,372	9,782,938
Total liabilities and net assets	\$ 20,388,283	\$ 12,463,482

See notes to the financial statements.

American Rivers, Inc.

Statements of Activities

Year ended June 30,	2017				2016			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenue, gains and other support								
Foundation grants	\$ 614,210	\$ 13,087,196	\$ -	\$ 13,701,406	\$ 388,740	\$ 4,092,918	\$ -	\$ 4,481,658
Contributions	2,036,585	397,398	-	2,433,983	1,982,563	316,110	-	2,298,673
Other grants	1,486,828	635,155	-	2,121,983	616,910	99,070	-	715,980
Federal grants	1,274,514	-	-	1,274,514	2,050,226	-	-	2,050,226
Membership	995,120	-	-	995,120	782,207	200	-	782,407
Other	408,479	190,437	-	598,916	207,094	101,116	-	308,210
Program service contracts	355,431	7,000	-	362,431	270,021	-	-	270,021
Corporate donations	96,570	210,361	-	306,931	242,517	378,750	-	621,267
Realized gain on sales of investments	8,827	29,795	-	38,622	499	31,834	-	32,333
Federal fee for service contracts	-	-	-	-	15,067	-	-	15,067
	7,276,564	14,557,342	-	21,833,906	6,555,844	5,019,998	-	11,575,842
Net assets released from restrictions	7,214,050	(7,214,050)	-	-	7,654,609	(7,654,609)	-	-
Total revenue, gains and other support	14,490,614	7,343,292	-	21,833,906	14,210,453	(2,634,611)	-	11,575,842
Expense								
Program services:								
Federal River Management	3,808,943	-	-	3,808,943	3,430,418	-	-	3,430,418
River restoration	3,132,525	-	-	3,132,525	3,772,889	-	-	3,772,889
Clean Water Supply	2,490,040	-	-	2,490,040	2,052,732	-	-	2,052,732
River Protection	1,049,911	-	-	1,049,911	1,240,253	-	-	1,240,253
Total program expenses	10,481,419	-	-	10,481,419	10,496,292	-	-	10,496,292
Supporting services:								
Fundraising	2,402,913	-	-	2,402,913	2,082,941	-	-	2,082,941
Management and general	1,582,788	-	-	1,582,788	1,544,775	-	-	1,544,775
Total supporting expenses	3,985,701	-	-	3,985,701	3,627,716	-	-	3,627,716
Total expense	14,467,120	-	-	14,467,120	14,124,008	-	-	14,124,008
Change in net assets before other items	23,494	7,343,292	-	7,366,786	86,445	(2,634,611)	-	(2,548,166)
Other Items								
Interest and dividends	12,161	35,927	3	48,091	11,427	44,582	4	56,013
Unrealized gain (loss) on investment	3,483	156,977	-	160,460	(1,536)	(61,521)	-	(63,057)
Change in value of charitable gift annuities	(14,903)	-	-	(14,903)	(10,730)	-	-	(10,730)
Change in net assets	24,235	7,536,196	3	7,560,434	85,606	(2,651,550)	4	(2,565,940)
Net assets, beginning of year	1,225,364	6,732,622	1,824,952	9,782,938	1,139,758	9,384,172	1,824,948	12,348,878
Net assets, end of year	\$ 1,249,599	\$ 14,268,818	\$ 1,824,955	\$ 17,343,372	\$ 1,225,364	\$ 6,732,622	\$ 1,824,952	\$ 9,782,938

See notes to the financial statements.

American Rivers, Inc.

Statement of Functional Expenses

For the Year ended June 30, 2017

	River Restoration	Federal River Management	Clean Water Supply	River Protection	Total Program Services	Fundraising	Management and General	Total Supporting Services	Total Expenses
Salaries	\$ 710,238	\$ 1,089,307	\$ 839,703	\$ 476,439	\$ 3,115,687	\$ 927,180	\$ 766,858	\$ 1,694,038	\$ 4,809,725
Professional services	1,685,720	922,994	455,937	170,477	3,235,128	339,863	47,266	387,129	3,622,257
Grants	173,501	882,452	502,422	38,663	1,597,038	-	-	-	1,597,038
Other employee benefits	234,014	358,912	276,670	156,981	1,026,577	305,492	252,669	558,161	1,584,738
Rent and occupancy	90,970	121,350	103,370	53,071	368,761	165,921	240,331	406,252	775,013
Travel	70,120	123,819	90,795	48,915	333,649	89,566	15,924	105,490	439,139
Payroll taxes	61,591	94,464	72,818	41,316	270,189	80,404	66,501	146,905	417,094
Printing and publications	16,517	19,083	14,426	8,669	58,695	170,333	2,760	173,093	231,788
Postage and mailing	8,572	9,622	7,297	3,525	29,016	186,702	1,960	188,662	217,678
Conferences and meetings	17,695	23,380	56,385	13,318	110,778	21,800	42,505	64,305	175,083
Retirement plan	23,160	35,521	27,382	15,536	101,599	30,235	25,007	55,242	156,841
Supplies	16,721	17,533	18,692	10,796	63,742	18,504	5,290	23,794	87,536
Legal fees	354	75,314	282	119	76,069	-	1,800	1,800	77,869
Telephone	11,031	12,521	11,557	6,550	41,659	15,662	16,712	32,374	74,033
Depreciation and amortization	7,843	9,768	7,009	3,946	28,566	5,037	10,462	15,499	44,065
Professional fundraising fees	-	-	-	-	-	37,899	-	37,899	37,899
Other	1,597	868	2,127	89	4,681	2,842	30,159	33,001	37,682
Accounting fees	-	-	-	-	-	-	37,050	37,050	37,050
Equipment rental and maintenance	2,881	3,755	3,168	1,492	11,296	5,473	11,559	17,032	28,328
Donated services and materials	-	8,280	-	-	8,280	-	7,975	7,975	16,255
Interest	-	-	-	9	9	-	-	-	9
Total Expenses	\$ 3,132,525	\$ 3,808,943	\$ 2,490,040	\$ 1,049,911	\$ 10,481,419	\$ 2,402,913	\$ 1,582,788	\$ 3,985,701	\$ 14,467,120

See notes to the financial statements.

American Rivers, Inc.

Statement of Functional Expenses

For the Year ended June 30, 2016

	River Restoration	Federal River Management	Clean Water Supply	River Protection	Total Program Services	Fundraising	Management and General	Total Supporting Services	Total Expenses
Salaries	\$ 795,455	\$ 1,131,311	\$ 773,543	\$ 479,126	\$ 3,179,435	\$ 921,262	\$ 764,595	\$ 1,685,857	\$ 4,865,292
Professional services	1,570,706	649,307	452,718	215,217	2,887,948	224,742	46,228	270,970	3,158,918
Grants	654,045	598,354	191,904	97,271	1,541,574	-	-	-	1,541,574
Other employee benefits	236,109	335,797	229,604	142,215	943,725	273,450	226,948	500,398	1,444,123
Rent and occupancy	113,088	132,452	92,835	54,157	392,532	131,533	235,062	366,595	759,127
Payroll taxes	69,457	98,783	67,544	41,836	277,620	80,442	66,762	147,204	424,824
Travel	77,958	107,553	64,866	72,478	322,855	81,882	12,358	94,240	417,095
Printing and publications	56,949	52,990	32,407	28,431	170,777	126,729	1,634	128,363	299,140
Postage and mailing	38,989	36,793	21,849	13,958	111,589	91,501	1,949	93,450	205,039
Conferences and meetings	32,563	45,461	37,183	18,395	133,602	37,578	18,918	56,496	190,098
Retirement plan	24,516	34,867	23,841	14,767	97,991	28,393	23,564	51,957	149,948
Supplies	23,126	32,341	12,485	29,784	97,736	34,744	15,357	50,101	147,837
Legal fees	9,219	108,262	4,419	2,670	124,570	-	-	-	124,570
Donated services and materials	39,669	36,217	21,583	17,040	114,509	4,087	5,681	9,768	124,277
Telephone	12,894	13,279	13,064	6,775	46,012	14,481	15,279	29,760	75,772
Other	5,683	5,016	4,493	1,777	16,969	1,415	34,747	36,162	53,131
Depreciation and amortization	6,333	6,535	4,296	2,396	19,560	5,699	19,014	24,713	44,273
Equipment rental and maintenance	6,130	5,100	4,098	1,960	17,288	5,832	17,923	23,755	41,043
Accounting fees	-	-	-	-	-	-	38,585	38,585	38,585
Professional fundraising fees	-	-	-	-	-	19,171	-	19,171	19,171
Interest	-	-	-	-	-	-	171	171	171
Total Expenses	\$ 3,772,889	\$ 3,430,418	\$ 2,052,732	\$ 1,240,253	\$ 10,496,292	\$ 2,082,941	\$ 1,544,775	\$ 3,627,716	\$ 14,124,008

See notes to the financial statements.

American Rivers, Inc.

Statements of Cash Flows

<i>Year Ended June 30,</i>	2017	2016
Cash Flows From Operating Activities		
Change in net assets	\$ 7,560,434	(2,565,940)
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization	44,065	44,273
Unrealized (gain) loss on investments	(160,460)	63,057
Realized gain on sales of investments	(38,622)	(32,333)
Deferred rent	13,132	164,887
Changes in assets and liabilities:		
Accounts receivable - billed	78,937	(155,848)
Accounts receivable - unbilled	(436,237)	388,264
Grants and pledges receivable	(6,157,606)	2,041,935
Prepaid expenses and other current assets	77,243	(155,122)
Accounts payable and accrued expenses	432,748	(550,388)
Accrued salaries and related benefits	19,546	(11,833)
Refundable advances	(103,590)	834,306
Charitable gift annuities	16,981	(7,936)
Deposits payable	(14,450)	22,000
Net cash provided by operating activities	1,332,121	79,322
Cash Flows From Investing Activities		
Proceeds from sales of investments	478,238	1,484,708
Purchases of investments	(453,207)	(1,531,534)
Purchases of property and equipment	(7,628)	(183,479)
Net cash provided by (used in) investing activities	17,403	(230,305)
Net increase (decrease) in cash and cash equivalents	1,349,524	(150,983)
Cash and cash equivalents, beginning of year	5,246,767	5,397,750
Cash and cash equivalents, end of year	\$ 6,596,291	\$ 5,246,767
Schedule of Noncash Investing Activities		
Donated securities sold during the year	\$ 89,174	\$ -

See notes to the financial statements.

A. AMERICAN RIVERS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

American Rivers: American Rivers, Inc. (American Rivers) protects wild rivers, restores damaged rivers, and conserves clean water for people and nature. Since 1973, American Rivers has protected and restored more than 150,000 miles of rivers through advocacy efforts, on-the-ground projects, and an annual America's *Most Endangered Rivers*® campaign. Headquartered in Washington, DC, American Rivers has offices across the country and more than 275,000 members, supporters, and volunteers.

Through their river conservation work they are ensuring clean drinking water supplies, revitalizing fish and wildlife, improving recreation, and leaving a legacy of healthy rivers for future generations. In 2017 alone, American Rivers worked with local communities to remove 11 dams, restored more than 407 miles of river through dam removal or dam reoperation, granted \$1.2 million to local river conservation projects and removed more than 2.5 million pounds of trash from rivers through National River Cleanup®.

Basis of accounting: American Rivers prepares its financial records on the accrual basis of accounting. Revenue, other than contributions, is recognized when earned and expense when the obligation is incurred.

Net assets: American Rivers is required to report information regarding its financial position and activities according to three classes of net assets:

Unrestricted: Unrestricted net assets include those net assets whose use is not restricted by donors, even though their use may be limited in other respects, such as by board designation.

Temporarily restricted: Temporarily restricted net assets include those net assets whose use has been restricted by donors either by an implied time restriction or for a specified purpose.

Permanently restricted: Permanently restricted net assets represent funds that are restricted in perpetuity by the donor.

Use of estimates: 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 at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Restricted and unrestricted revenue and support: Revenues 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 is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction.

American Rivers reports revenues as restricted support if they are received with donor stipulations that limit their use. When a donor restriction expires, that is, when some stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions.

Cash and cash equivalents: American Rivers considers all unrestricted highly liquid investments with an initial maturity of 90 days or less to be cash equivalents. Cash and cash equivalents held by the investment custodian to facilitate investment transactions or for investment are reported as investments in the statements of financial position.

A. AMERICAN RIVERS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Accounts receivable: American Rivers' accounts receivable consist primarily of progress billings to several state agencies. In addition, there are billings to various corporate sponsors and to other organizations for reimbursable expenditures. These receivables are valued at management's estimate of the amount that will ultimately be collected.

The allowance for doubtful accounts is based on specific identification of uncollectible accounts and American Rivers' historical collection experience. At June 30, 2017 and 2016, management considers all accounts receivable to be fully collectible.

Unbilled amounts represent costs incurred and estimated fees on contracts for which billings have not yet been presented. Typically, invoices are prepared either monthly or quarterly based on the prior month's or quarter's activities. When billed, these amounts are included in the statements of financial position as accounts receivable - billed.

Income taxes: American Rivers is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. However, American Rivers is required to report unrelated business income to the Internal Revenue Service and the District of Columbia, as well as pay certain other taxes to local jurisdictions. American Rivers had no unrelated business income tax liability for the years ended June 30, 2017 and 2016.

Refundable advances: Refundable advances represent funds received from governments and fee for service contracts in advance of incurring qualifying expenditures.

Contributions and non-federal grants: Contributions and non-federal grants are recorded as revenue in the year notification is received from the donor. Contributions and non-federal grants are recognized as unrestricted support only to the extent of actual expenses incurred in compliance with the donor-imposed restrictions, if applicable, and satisfaction of time restrictions. Contributions and non-federal grants received in excess of expenses incurred are shown as temporarily restricted net assets.

Donated services: In accordance with generally accepted accounting principles, American Rivers recognizes the value of donated services when those services either create or enhance a non-financial asset of require specialized skill. Donated services consist of professional and other services recognized as support with offsetting expenses in the accompanying statements of activities. Donated services for the years ended June 30, 2017 and 2016 totaled \$16,255 and \$124,277, respectively.

Functional allocation of expenses: The costs of providing various programs and other activities have been summarized on a functional basis in the statements of activities and in the statements of functional expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Advertising: American Rivers uses advertising to promote its programs among the audiences it serves. Advertising costs are expensed as incurred. Advertising expense for the years ended June 30, 2017 and 2016 was \$32,201 and \$16,079, respectively.

Subsequent events: Subsequent events have been evaluated through October 16, 2017, which is the date the audited financial statements were available to be issued.

Notes to the Financial Statements

B. CONCENTRATIONS

Credit risk: American Rivers maintains demand deposits with commercial banks and money market funds with financial institutions. At times, certain balances held within these accounts may not be fully guaranteed or insured by the U.S. federal government. The uninsured portions of cash and money market accounts are backed solely by the assets of the underlying institution. As such, the failure of an underlying institution could result in financial loss to American Rivers.

Market risk: American Rivers also invests funds in a professionally managed portfolio of fixed income and equity securities. Such investments are exposed to various risks, such as fluctuations in market value and credit risk. Thus, it is at least reasonably possible that changes in these risks could materially affect investment balances and the amounts reported in the financial statements.

C. INVESTMENTS

In accordance with generally accepted accounting principles, American Rivers uses the following prioritized input levels to measure fair value of its investments. The input levels used in valuing investments are not necessarily an indication of risk.

Level 1 – Observable inputs that reflect quoted prices for identical assets or liabilities in active markets, such as stock quotes.

Level 2 – Includes inputs other than Level 1 inputs that are directly or indirectly observable in the marketplace, such as yield curves or other market data.

Level 3 – Unobservable inputs which reflect the fund manager's assessment of the assumptions that market participants would use in pricing the asset or liability including assumptions about risk, such as bid/ask spreads and liquidity discounts.

Investments valued using Level 1 inputs include mutual funds and exchange-traded funds, the values of which were based on quoted prices for identical assets in active markets. Management believes the estimated fair values on these investments to be a reasonable approximation of their exit price.

Investments recorded at cost include cash and cash equivalents. Investments at cost are not required to be classified in one of the levels prescribed by the fair value hierarchy.

The estimated fair value of investments measured on a recurring basis are as follows at June 30,:

	2017	2016
Equity exchange-traded funds	\$ 1,479,328	\$ -
Equity mutual funds	81,557	1,351,624
Fixed income exchange-traded funds	406,053	-
Fixed income mutual funds	195,924	562,505
Cash and cash equivalents	932,155	1,006,836
	<u>\$ 3,095,017</u>	<u>\$ 2,920,965</u>

Notes to the Financial Statements

C. INVESTMENTS - CONTINUED

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

	2017	2016
Interest and dividends	\$ 48,091	\$ 56,013
Realized gain on sales of investments	38,622	32,333
Unrealized gain (loss) on investments	<u>160,460</u>	<u>(63,057)</u>
	<u>\$ 247,173</u>	<u>\$ 25,289</u>

D. GRANTS AND PLEDGES RECEIVABLE

Grants and pledges receivable reflect commitments made to American Rivers by various donors. Grants for which payments are to be received in future years have been discounted to their present value at 2%. Grants and pledges receivable consisted of the following at June 30:

	2017	2016
Receivable in less than one year	\$ 4,096,719	\$ 1,435,481
Receivable in one to five years	<u>4,807,088</u>	<u>1,199,261</u>
	8,903,807	2,634,742
Less: discount to net present value	<u>(172,912)</u>	<u>(61,453)</u>
	<u>\$ 8,730,895</u>	<u>\$ 2,573,289</u>

Grants and pledges receivables are valued at management's estimate of the amount that will ultimately be collected. The allowance for doubtful grants and pledges receivable is based on specific identification of uncollectible accounts and American Rivers' historical collection experience. At June 30, 2017 and 2016, management elected not to record an allowance for doubtful grants and pledges receivable as all outstanding amounts were deemed to be collectible.

Notes to the Financial Statements

E. PROPERTY AND EQUIPMENT

American Rivers capitalizes all property and equipment with a cost of \$2,500 or more. Property and equipment are recorded at cost and depreciated on the straight-line basis over estimated lives of 3 to 10 years. Amortization of leasehold improvements is provided using the straight-line method of the lesser of the useful lives of the related assets or the term of the lease.

Property and equipment consisted of the following at June 30,:

	2017	2016
Furniture and equipment	\$ 425,714	\$ 586,824
Leasehold improvements	40,869	116,084
	<u>466,583</u>	<u>702,908</u>
Less: accumulated depreciation and amortization	(301,964)	(501,851)
	<u>\$ 164,619</u>	<u>\$ 201,057</u>

Depreciation and amortization expense for the years ended June 30, 2017 and 2016 was \$44,065 and \$44,273, respectively.

F. CHARITABLE GIFT ANNUITIES

American Rivers is the beneficiary of several charitable gift annuity agreements. American Rivers' interest in these charitable gift annuity agreements is reported as a contribution in the year received at its net present value. Total assets held under these agreements were \$326,592 and \$276,255 at June 30, 2017 and 2016 respectively. The fair values of the assets held in connection to the charitable gift annuities are included in investments on the statements of financial position. The value of the charitable gift annuity liabilities at June 30, 2017 and 2016 was \$159,306 and \$142,325, respectively. The liabilities related to the charitable gift annuities are determined by discounting expected future cash flows using interest rates for instruments with similar terms and maturities (Level 2 inputs).

G. TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets include those net assets whose use has been restricted by the donors for a specific purpose and/or a specified time limitation. Temporarily restricted net assets consisted of the following at June 30,:

	2017	2016
River Restoration	\$ 5,019,103	\$ 823,316
Other/Time Restricted	3,423,968	3,015,128
Federal River Management	3,105,420	1,045,422
Clean Water Supply	1,861,715	920,420
River Protection	510,847	595,007
Endowment Earnings	289,137	154,425
National River Cleanup	58,628	178,904
	<u>\$ 14,268,818</u>	<u>\$ 6,732,622</u>

Notes to the Financial Statements

G. TEMPORARILY RESTRICTED NET ASSETS – CONTINUED

The following temporarily restricted net assets were released from donor restrictions by incurring expenses which satisfied the restricted purposes or time limitations specified by the donors:

	2017	2016
Federal River Management	\$ 2,467,914	\$ 2,512,616
Clean Water Supply	2,047,189	1,489,989
River Protection	873,004	922,462
River Restoration	814,945	743,496
Other/Time Restricted	726,886	1,368,120
National River Cleanup	196,126	195,973
Endowment Earnings	87,986	86,494
Climate Change	-	335,459
	<u>\$ 7,214,050</u>	<u>\$ 7,654,609</u>

H. ENDOWMENT FUNDS

Permanently restricted net assets include capital campaign endowment funds. As required by generally accepted accounting principles, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions. The donor-restricted endowment funds are classified within permanently restricted net assets and must be maintained in perpetuity.

Interpretation of Relevant Law

American Rivers has interpreted the Uniform Prudent Management of Institutional Funds Act of 2007 (UPMIFA), enacted by the District of Columbia, 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, American Rivers 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, 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.

In accordance with UPMIFA, American Rivers considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- The duration and preservation of the fund;
- The purpose of the organization and the donor-restricted endowment fund;
- General economic conditions and the possible effect of inflation and deflation;
- The expected total return from income and the appreciation of investments; and
- Investment policies of the organization.

All endowment funds are donor-restricted at June 30, 2017 and 2016.

Notes to the Financial Statements

H. ENDOWMENT FUNDS – CONTINUED

Return Objectives and Risk Parameters

American Rivers has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. As part of the American Rivers' continuing diversification and risk management strategy, a portion of endowment funds are invested in cash, fixed income securities and equity securities. The investment portfolio is intended to produce returns higher than specified market indices while assuming a moderate level of risk.

Strategies Employed for Achieving Objectives

To satisfy its long-term objectives, American Rivers 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). American Rivers targets a diversified asset allocation that places more emphasis on fixed income securities and equity securities to achieve its long-term return objectives.

Spending Policy and How Investment Objectives Relate to Spending Policy

Under the terms of the Capital Campaign Endowment, based on the Board of Director's investment policy, 5% of the average balance of the endowment for the prior three years will be available for the succeeding year's operations.

Funds with Deficiencies

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor originally contributed as an endowment fund to the American Rivers. In accordance with generally accepted accounting principles, deficiencies of this nature are reported in unrestricted net assets. There were no such deficiencies at June 30, 2017 and 2016, respectively.

Endowment funds consisted of the following as of June 30,:

	2017	2016
Capital campaign endowment	\$ 1,824,955	\$ 1,776,091
Gift endowment	-	48,861
	<u>\$ 1,824,955</u>	<u>\$ 1,824,952</u>

During the year ended June 30, 2017, an individual donor's gift endowment was consolidated into the capital campaign endowment fund with the donor's permission in order to improve returns on those funds.

Notes to the Financial Statements

H. ENDOWMENT FUNDS – CONTINUED

The changes in endowment funds were as follows for the years ended:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Balance at June 30, 2016	\$ -	\$ 154,461	\$ 1,824,952	\$ 1,979,413
Contributions				-
Investment return				
Interest and dividends		35,927	3	35,930
Net gain on investments		186,772		186,772
	-	377,160	1,824,955	2,202,115
Appropriations		(87,986)	-	(87,986)
Balance at June 30, 2017	\$ -	\$ 289,174	\$ 1,824,955	\$ 2,114,129

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Balance at June 30, 2015	\$ -	\$ 226,060	\$ 1,824,948	\$ 2,051,008
Investment return				
Interest and dividends			4	4
Net gain on investments		14,895	-	14,895
	-	240,955	1,824,952	2,065,907
Appropriations		(86,494)	-	(86,494)
Balance at June 30, 2016	\$ -	\$ 154,461	\$ 1,824,952	\$ 1,979,413

I. ALLOCATION OF JOINT COSTS

During the year ended June 30, 2016, American Rivers incurred joint costs of \$347,130, for informational material that included fundraising appeals. Of the joint costs, American Rivers allocated \$114,553 for the year ended June 30, 2016 to fundraising. During the year ended June 30, 2017, American Rivers did not incur any joint costs

Notes to the Financial Statements

J. RETIREMENT PLAN

American Rivers sponsors a Section 403(b) tax-deferred annuity plan covering all employees. The plan participants are 100% vested upon entering the plan. Employees may participate in the plan immediately upon employment and become eligible for employer contributions after completing one full year of service. Under the terms of the plan, American Rivers makes quarterly contributions of three percent of each participant's quarterly compensation, and may also contribute up to an additional two percent of compensation based on the level of an employee's voluntary contribution, if any. Contributions by American Rivers to the plan totaled \$156,841 and \$149,948 for the years ended June 30, 2017 and 2016, respectively.

K. COMMITMENTS AND CONTINGENCIES

Office space: American Rivers occupies office space in Washington, D.C. under an operating lease originally expiring on January 31, 2016. During January 2015, the lease was renegotiated extending the lease term to October 31, 2026. The lease includes periods of rent abatement and escalating rent payments. In addition to base rent, American Rivers is responsible for its proportionate share of the building's operating expenses. American Rivers recognizes the total rent commitment on a straight-line basis over the term of the lease. The difference between the monthly payment and the rent expense recognized for financial statement purposes is recognized as a deferred rent liability in the financial statements. American Rivers also leases office space at other locations, as well as storage space and miscellaneous furnishings and equipment under various non-cancellable operating leases. Additionally, other office space for certain field offices is leased under month-to-month agreements. Total rent expense amounted to \$708,123 and \$702,838 for the years ended June 30, 2017 and 2016, respectively.

Future minimum lease payments under the office leases are as follows:

Year Ending June 30,	Amount
2018	\$ 638,585
2019	570,105
2020	539,503
2021	490,423
2022	507,045
Thereafter	<u>2,331,620</u>
	<u>\$ 5,077,281</u>

Federal awards: American Rivers participates in several federal awards which are subject to financial and compliance audits by federal agencies or their representatives. Therefore, a contingent liability may exist for potential questioned costs that would result from such audits. However, management does not anticipate significant adjustments if such audits were to occur.

Line of credit: American Rivers has a line of credit with a bank in the amount of \$750,000 which is renewable annually and collateralized by all property, equipment, inventory and receivables of American Rivers. Interest accrues at the bank's prime rate plus 1.75% per annum. There were no outstanding borrowings and no drawdowns on the line of credit as of and for the years ended June 30, 2017 and 2016.

American Rivers, Inc.

Schedule of Expenditures of Federal Awards

Year Ended June 30, 2017

Federal Agency Cluster <i>Pass Through Grantor</i> Program or Cluster Title	Federal CFDA Number	Federal Expenditures	Awards to Subrecipients
U.S. Department of Agriculture			
Collaboration on Prioritization of Dam Removals on National Forest System Lands (U.S. Forest Service)	N/A	\$ 25,143	\$ 8,592
Environmental Quality Incentives Program (Natural Resources Conservation Service)	10.912	37,955	12,000
Agricultural Management Assistance (Natural Resources Conservation Service)	10.917	74,828	4,523
<i>National Fish and Wildlife Foundation:</i>			
Critical Next Steps: Amplifying Capacity and Investment (CA)	10.683	49,790	31,000
Faith Valley Meadow Restoration (CA)	10.683	138	-
Indian Valley Restoration (CA)	10.683	21,644	-
Assessing Fish Barrier Priority Modifications in the Connecticut River Tributaries of New Hampshire, Vermont and Massachusetts	10.664	5,502	-
Restoring Wilderness Meadows in Sequoia and Kings Canyon National Parks	N/A	546	-
Total U.S. Department of Agriculture		215,546	56,115
U.S. Department of Commerce			
Habitat Conservation (National Oceanic and Atmospheric Administration)	11.463	425,980	-
Research and Development Cluster:			
<i>University of Toledo:</i>			
Sea Grants (National Oceanic and Atmospheric Administration)	N/A	7,297	-
Total U.S. Department of Commerce		433,277	-
U.S. Department of the Interior			
Fish and Wildlife Management Assistance (U.S. Fish and Wildlife Service)	15.608	55,262	-
Partners for Fish and Wildlife (U.S. Fish and Wildlife Service)	15.631	743	236
Fish and Wildlife Coordination Assistance (U.S. Fish and Wildlife Service)	15.664	8,631	-
Cooperative Landscape Conservation (U.S. Fish and Wildlife Service)	15.669	19,192	-
National Park Service Conservation, Protection, Outreach, and Education (National Park Service)	15.954	18,994	-
<i>National Fish and Wildlife Foundation:</i>			
Providing Water to At-Risk Natural Desert Terminal Lakes	15.508	413,831	11,469
Economies of Scale: Design and Permitting Meadow Restoration	15.663	13,985	-
Fish Barrier	15.663	1,443	-
Faith Valley Meadow Restoration	15.663	11,021	4,416
Total U.S. Department of the Interior		543,102	16,121
U.S. Environmental Protection Agency			
<i>National Fish and Wildlife Foundation:</i>			
Chesapeake Bay Program	66.466	23,068	-
<i>Chesapeake Bay Trust:</i>			
Chesapeake Bay Program	66.466	661	-
<i>Alliance for the Chesapeake:</i>			
Chesapeake Bay Program	66.466	18,731	-
Total U.S. Environmental Protection Agency		42,460	-
U.S. Department of Transportation			
Highway Planning and Construction Cluster:			
<i>Pennsylvania Fish and Boat Commission:</i>			
Highway Planning and Construction	20.205	40,129	-
Total Expenditures of Federal Awards		\$ 1,274,514	\$ 72,236

See notes to the schedule expenditures of federal awards.

Notes to the Schedule of Expenditures of Federal Awards

A. BASIS OF PRESENTATION

The Schedule of Expenditures of Federal Awards includes the Federal program activity of American Rivers for the year ended June 30, 2017. The information in the Schedule of Expenditures of Federal Awards is presented in accordance with the requirements of Title 2, *U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Because the Schedule of Expenditures of Federal Awards presents only a selected portion of the operations of American Rivers, it is not intended to, and does not, present the financial position, changes in net assets, or cash flows of American Rivers.

B. EXPENDITURES AND INDIRECT COSTS

Expenditures: The accompanying Schedule of Expenditures of Federal Awards summarizes costs of Federal programs using the accrual basis of accounting.

For new awards and modifications of existing awards after December 26, 2014, the expenditures reported in the Schedule of Expenditures of Federal Awards follow cost principles contained in the Uniform Guidance. For existing awards prior to December 26, 2014, the expenditures follow the cost principles contained in OMB Circular A-122, *Cost Principles for Non-Profit Organizations*. The cost principles indicate certain types of expenditure that are not allowable or allowable costs that are limited as to reimbursement.

Indirect cost allocation: American Rivers allocates indirect costs to Federal Awards based on an approved rate that has been established directly with the U.S. Department of Commerce. The approved rate in effect for the year ended June 30, 2017 was 15.59%. American Rivers elected not to use the 10% de minimis indirect cost rate.



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
American Rivers, Inc.

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 American Rivers, Inc. (American Rivers), which comprise the statement of financial position as of June 30, 2017, and the related statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated October 16, 2017.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered American Rivers’ 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 American Rivers’ internal control. Accordingly, we do not express an opinion on the effectiveness of American Rivers’ 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 American Rivers’ 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.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether American Rivers’ 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*.

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20036

TELEPHONE

202/293-2200

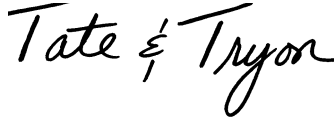
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To the Board of Directors
October 16, 2017
Page 2 of 2

Purpose of this Report

The purpose of this report is solely 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 American Rivers' internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering American Rivers' internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

The image shows a handwritten signature in black ink that reads "Tate & Tryon". The signature is written in a cursive, flowing style.

Washington, DC
October 16, 2017



Independent Auditor’s Report on Compliance for the Major Program and on Internal Control over Compliance Required by the Uniform Guidance

To the Board of Directors
American Rivers, Inc.

Report on Compliance for the Major Federal Program

We have audited American Rivers’ compliance with the types of compliance requirements described in the OMB *Compliance Supplement* that could have a direct and material effect on its major federal program for the year ended June 30, 2017. American Rivers’ major federal program is 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 federal statutes, regulations, and the terms and conditions of its federal awards applicable to its federal programs.

Auditor’s Responsibility

Our responsibility is to express an opinion on compliance for American Rivers’ major federal program 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 the audit requirements of Title 2 U.S. *Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Those standards and the Uniform Guidance 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 the major federal program occurred. An audit includes examining, on a test basis, evidence about American Rivers’ 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 the major federal program. However, our audit does not provide a legal determination of American Rivers’ compliance.

Opinion on the Major Program

In our opinion, American Rivers complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on its major federal program for the year ended June 30, 2017.

Report on Internal Control over Compliance

Management of American Rivers 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 American Rivers’ internal control over compliance with types of compliance requirements that could have a direct and material effect on the major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for the major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, 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 American Rivers’ internal control over compliance.

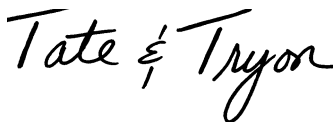
A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement 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.

Report on Schedule of Expenditures of Federal Awards Required by the Uniform Guidance

We have audited the financial statements of American Rivers as of and for the year ended June 30, 2017, and have issued our report thereon dated October 16, 2017, which contained an unmodified opinion on those financial statements. 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 is presented for purposes of additional analysis as required by the Uniform Guidance 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 basic 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 taken as a whole.

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 the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.



Washington, DC
October 16, 2017

Schedule of Findings and Questioned Costs

Year Ended June 30, 2017

Section I – Summary of Audit Results

Financial Statements

Type of auditor's report issued: Unmodified

Internal control over financial reporting:

- Material weakness(es) identified? Yes No
- Significant deficiency(ies) identified that are not considered to be material weakness(es)? Yes None reported

Noncompliance material to financial statements noted? Yes No

Federal Awards

Internal control over the major program:

- Material weakness(es) identified? Yes No
- Significant deficiency(ies) identified that are not considered to be material weakness(es)? Yes None reported

Type of auditor's report issued on compliance for the major program: Unmodified

Audit findings that are required to be reported in accordance with 2 CFR Section 200.516(a)? Yes No

Identification of major program:

<u>Awarding Agency and Program</u>	<u>Contract/CFDA #</u>
U.S. Department of Commerce Habitat Conservation (NOAA)	11.463

Dollar threshold used to distinguish between type A and type B programs: \$750,000

Auditee qualified as low-risk auditee? Yes No

Schedule of Findings and Questioned Costs

Year Ended June 30, 2017

Section II – Findings Related to the Financial Statements

No matters were reported.

Section III – Findings and Questioned Costs Related to Federal Awards

No matters were reported.

Section IV – Prior Year Audit Findings

No matters were reported.