

Received 5.29.14 @ 8:59 PM

NEIGHBORHOOD DEVELOPMENT FUND  
Not-for-Profit Transmittal and Approval Form

DATE: 05/29/2014

PRIMARY SPONSOR (District to contact with any questions): Councilman Kevin Kramer

Name of Applicant: Blackacre Nature Preserve & Historic Homestead

I have reviewed the attached Neighborhood Development Fund Application and have found it complete and within Metro Council guidelines and request approval of funding in the following amount(s). I/We have read the organization's statement of public purpose to be furthered by the funds requested and I/We agree that the public purpose is legitimate. I/We have also completed the disclosure section below, if required.

Is this program/project a fundraiser?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Is this applicant a faith based organization?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Does this application include funding for sub-grantee(s)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Kevin Kramer  
Signature of Council Member

\$13,548.62  
Amount

5.29.14  
Date

\_\_\_\_\_  
Signature of Council Member

\_\_\_\_\_  
Amount

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Date

**Disclosure**  
List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.

Approved by: \_\_\_\_\_  
Appropriations Committee Chairman Date

OFFICE OF METRO COUNCIL CLERK  
REVIEWED

DATE 6.2.14 TIME 2:41 pm

## NDF NON-PROFIT APPLICATION CHECKLIST

<b>Legal Name of Applicant Organization:</b> <i>Blackacre Nature Preserve &amp; Historic Homestead</i>		
<b>Program Name:</b>	<b>Request Amount:</b>	<b>Yes/No/NA</b>
<b>Request form:</b> Is the NDF request form signed by all Council Member(s) appropriating funding?		<i>yes</i>
<b>Request form:</b> Is the funding proposed less than or equal to the request amount?		<i>equal</i>
<b>Request form:</b> Have all known Council or Staff relationships to the Agency been adequately disclosed on the cover sheet?		<i>yes</i>
<b>Application Page 1:</b> Has prior Metro funds committed/granted been disclosed?		<i>yes</i>
<b>Application Page 1:</b> Is the application properly signed and dated by authorized signatory?		<i>yes</i>
<b>Application Page 3:</b> Reimbursement funding – One or two boxes checked if any expenses are incurred before the grant award period. Is all required documentation included?		<i>N/A</i>
<b>Application Pages 3 – 5:</b> Is the proposed public purpose of the program well-documented?		<i>yes</i>
<b>Application 4:</b> Is there adequate documentation of how the proceeds of the fundraiser will be spent?		<i>N/A</i>
<b>Application Budget Page 6:</b> Does the application budget reflect only the revenue and expenses of the project/program (page 6) if the request is not an operating budget request? Is all detail schedules included for "Metro, Non Metro and Total" expense funds for client assistance, community events & festivals and other expenses? And does the Non-Metro Revenue equal the Non-Metro expenses?		<i>yes</i>
<b>Faith Based Organizations:</b> Is the signed Faith Based Form signed and included?		<i>N/A</i>
<b>Jefferson County Only:</b> Will all funding be spent in Louisville/Jefferson County?		<i>yes</i>
<b>Capital Project(s) request:</b> Is the cost estimate(s) from proposed vendor(s) included?		<i>yes</i>
<b>Good Standing:</b> Is the entity in good standing with: <ul style="list-style-type: none"> <li>• Kentucky Secretary of State – include Secretary of State website information on organization</li> <li>• Louisville Metro Government – check OMB monthly report filed in Council Financial Reports</li> <li>• Internal Revenue Service – most recent Form 990 included</li> </ul>		<i>yes</i>
<b>Separate Taxing Districts:</b> If Metro funding is for a separate taxing district, is the funding appropriated for a program outside the legal responsibility of that taxing district?		<i>N/A</i>
<b>Small Cities:</b> Is the resolution included agreeing to partner with Louisville Metro on the capital project? (IRS Determination letter not required, Form 990 not required, but KY SOS acknowledgement is)		<i>N/A</i>
<b>Operating Requests:</b> Is recommended operating funding less than or equal to 33% of total operating budget?		<i>N/A</i>
<b>IRS Exempt Proof:</b> Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?		<i>yes</i>
<b>Operating Budget:</b> Is the organization's current fiscal year operating budget included?		<i>yes</i>
<b>Ordinance Required:</b> Is the amount committed by Council members greater than \$5,000 to any one project/program within an organization in this fiscal year.		<i>yes</i>
<b>Board Members:</b> Is the entity's board member list (with term length/term limits) included?		<i>yes</i>
<b>Staff:</b> Is a list of the highest paid staff included with their expected annual personnel costs?		<i>yes</i>
<b>Annual Audit:</b> Is the most recent annual audit (if required by organization) included?		<i>yes</i>
<b>Rent Requests:</b> Is a copy of signed lease included?		<i>N/A</i>
<b>Articles of Incorporation:</b> Are the Articles of Incorporation of the organization included?		<i>yes</i>
<b>IRS Form W-9:</b> Is the IRS Form W-9 included?		<i>yes</i>
<b>Evaluation Forms:</b> Are the evaluation forms (if program participants are given evaluation forms) included?		<i>N/A</i>
<b>Affirmative Action:</b> Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required by the organization)?		<i>yes</i>
<b>Prepared by:</b> <i>for Hinson</i>	<b>Date:</b> <i>5/29/14</i>	



**LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION**

SECTION 1 – APPLICANT INFORMATION			
Legal Name of Applicant Organization:		<b>Blackacre Conservancy, Inc.</b>	
<i>(as listed on: <a href="http://www.sos.ky.gov/business/records">http://www.sos.ky.gov/business/records</a>)</i>			
Main Office Street & Mailing Address: 3200 Tucker Station Road Louisville, Kentucky 40299			
Website: <a href="http://www.blackacreconservancy.org">www.blackacreconservancy.org</a>			
Applicant Contact:	A. Dale Josey	Title:	Executive Director
Phone:	(502) 266-9802	Email:	blackacre1844@gmail.com
Financial Contact:	A. Dale Josey	Title:	Executive Director
Phone:	(502) 266-9802	Email:	blackacre1844@gmail.com
Organization's Representative who attended NDF Training: A. Dale Josey, Executive Director			
SECTION 2 – PROGRAM REQUEST & FINANCIAL INFORMATION			
PROGRAM/PROJECT NAME: Blackacre State Nature Preserve and Historic Homestead, 3200 Tucker Station Road Louisville, Kentucky 40299			
Total Request: (\$)	\$13,548.62	Total Metro Award (this program) in previous year: (\$)	--0--
<b>Purpose of Request (check all that apply):</b> <input type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency's total operating budget) <input type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals <input checked="" type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)			
<b>The Following are Required Attachments:</b>			
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current Year Projected Budget <input checked="" type="checkbox"/> List of Board of Directors (include term & term limits) <input checked="" type="checkbox"/> Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation <input checked="" type="checkbox"/> Cost estimates from proposed vendor if request is for capital expense		<input type="checkbox"/> Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 <input type="checkbox"/> Evaluation forms if used in the proposed program <input type="checkbox"/> Annual audit (if required by organization) <input type="checkbox"/> Faith Based Organization Certification Form, if required <input checked="" type="checkbox"/> Staff including the 3 highest paid staff	
<b>For the current fiscal year ending June 30, list all funds appropriated and/or received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.</b>			
Source:	District 20	Amount: (\$)	2,500
Source:	District 11	Amount: (\$)	2,500
Source:		Amount: (\$)	
Has the applicant contacted the BBB Charity Review for participation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Has the applicant met the BBB Charity Review Standards? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			



## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 3 – AGENCY DETAILS

#### Describe Agency's Vision, Mission and Services:

For nearly thirty years, Blackacre Conservancy, a 501(c) 3 nonprofit organization, has worked to preserve and share the combined lands of the Blackacre Nature Preserve and the Conservancy in Louisville, Kentucky. At Blackacre, nearly three hundred acres of rolling fields, wetlands, forests, and streams surround a working historic homestead dating back to the 1790s that lies at the heart of the Preserve. Today, Blackacre is an "island" in the middle of urban development. Blackacre Conservancy preserves a piece of Kentucky's natural legacy and early settlement history for visitors of all ages, offering a place of peace and refuge, not only for our urban visitors, but for all the preserve's wild inhabitants.

We are working diligently to preserve an authentic piece of Kentucky's natural legacy and early settlement history for visitors of all ages, offering a place of peace and refuge, not only for hundreds of annual urban visitors, but for all of the preserves wild inhabitants. Including Jefferson County's largest Community Garden covering 12-acres.

Services are sustained by revenues necessary to provide environmental education programs to non-JCPS schools, support research and restoration projects in the Nature Preserve, conserve the historic buildings, and maintain the homestead grounds and Nature Preserve Trails. We also offer programs and events for community enjoyment: This essential part of our mission is sustained by income from events, two residencies, memberships, a small endowment, grants from corporations and foundations in addition to donor gifts.

Fourteen board members, an Executive Director, one full time staff member, and a part-time Garden Manager, support the work of volunteers who maintain the grounds and trails, offer programs, manage the farm animals, and provide stewardship of the property. Their commitment continues to make Blackacre a special place for the more than 7,000 students and hundreds of visitors who either attend community programs or participate in entertaining special events.



## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 4 – PROGRAM/PROJECT NARRATIVE

**A: Describe the program/project start and end dates, a description of the program/project and applicable data with regards to specific client population the program will address (attach related flyers, planning minutes, designs, event permits, proposals for services/goods, etc.):**

Part 1 of this request will be used for much needed signature sign-age at the main entrance and interpretive signage designed to enhance the visitor experience. These signs include informing people what they are looking at within the homestead and signage along multiple trails criss-crossing our 300-acre state nature preserve.

Part 2 of this request seeks funds for the evolution of an urban agricultural program in cooperation with the University of Louisville. This program focuses on Blackacre's Community Garden and compliments Goal 10 of the city's strategic plan announced by Mayor Greg Fischer to "Promote the local food economy with expansion of urban agriculture, community gardens..." as part of a healthy, vibrant city initiative.

#### Part 1: Signage

Blackacre welcomes 7,000 visitors each year, both from schools and the general public. Most visitors rely on signage to find and navigate through the homestead. Historically, the signs at Blackacre had been purchased individually, in a hodge-podge fashion as needs arose and as budgets allowed. The result is a mis-matched group of inadequate signs that lack visual cohesion for the facility as a whole and fail to provide clear way-finding directions, both to and within the facility. Visitors that manage to find a poorly marked main entrance off Tucker Station Road are oft seen driving slowly along a winding gravel access road, troubled by an inability to find clearly marked destination points to meet as a group, unsure where they are supposed to park or go, and unclear on what opportunities are available at Blackacre.

See Attachment 1: A, Section 4.

**B: Describe specifically how the funding will be spent including identification of funding to sub grantee(s):**

We are requesting \$10,000 for improved signage and \$4,000 to build a 7' high and 20'x40' hoop house, which is essentially a plastic covered steel ribbed greenhouse.

#### Part 1: Signage

Blackacre Conservancy is requesting \$10,000 for new directional and interpretive signage at Blackacre. Specifically, the Blackacre Signage Project will pay for the creation and installation of up to 10-new signs. This includes a large signature entrance sign to assist visitors in finding Blackacre State Nature Preserve & Historic Homestead. Additionally, there will be signs directing visitors to the community gardens, numerous structures and parking area. There will also be interpretive signs in front of the 1844 homestead and 1795 stone house that will include brail to better accommodate our visitors with special needs.

Blackacre's Infrastructure Committee will review at least three-bids from local vendors and select the one that meets our budget and project goals. The selected vendor will create and install all signs under the supervision of the Executive Director. He will also create and implement a post-visitation survey for teachers and field trip chaperons in the fall of 2014 after the signs have been installed.

(See Attachment 2; Section 4b)

## **Attachment 1, A; Section 4, continued**

The Blackacre Signage Project, projected for August – November 2014 will increase and improve the visitor experience with clearly defined areas for public parking, how to get to their destination, and areas of interest that they can explore during their visit. Instead of the current confusing experience, the improved signage infrastructure will provide a cohesive set of effective and strategically-placed signs.

As people navigate away from Louisville's urban center and venture out into more rural parts of Louisville where Blackacre resides, they need to be assured that they will be able to find Blackacre and once there, that they are on the right path to their desired experience.

Improved signage may relieve any stress or anxiety often caused by driving in an unfamiliar area. Once Blackacre becomes easier to navigate, visitors will have an improved experience. When visitors have clear visual cues about where to find the attractions for which they are looking, they can worry less about finding their way, and more easily enjoy their experience. Visitors are more likely to leave with an optimistic image of a community when they have a positive experience. Additionally signs may be the only communication with non-readers, non-English speakers, and the deaf community.

Additionally, signs stay “on” even when interpretative personnel are not available. Blackacre often has only one chance to make a good impression on visitors. Improved signage can help define Blackacre's image and create a more cohesive sense of place.

By researching, strategically planning, and installing more effective signs, the Blackacre Signage Project will do the following:

1. Encourage visitation to Blackacre by attracting and directing motorists to Blackacre, as well as to the attractions and services within the facility once they arrive at Blackacre.
2. Improve the experience of visitors by enabling them to arrive at their destination successfully, easily find the services they need, and leave with a positive perception of Blackacre, increase repeat visitation.

Although Blackacre lacks previous data on the visitor experience, we will implement a very short post-visitation survey for one of our target groups, teachers and field trip chaperones, on their collective experience finding and navigating through Blackacre. These data points will be used to assess whether or not the two outcomes have been met.

## **Part 2: Community Garden**

Blackacre became the sole manager of Jefferson County's largest Community Garden which encompasses nearly 300 plots and was previously under the supervision of UK Cooperative Extension which terminated its operational agreement with Blackacre. The Community Garden reopened in April and today we have nearly 190 gardeners tending 250 plots exceeding past year's performance. The garden is located near the entrance to Blackacre and is operated by a part time garden manager assisted by an ad hoc committee of six-volunteers.

When considering the health and sustainability of a region, the formal design of our physical environment and the food systems it supports must be an integral part of the equation. Through the 20th Century our society became ever more separated from agriculture and food activities while living increasingly sedentary lives. In some places it is impossible to walk to meet our daily needs. Food production and sales are isolated from where we live. Schools are no longer within walking or biking distances from home.

In order to reduce our dependence on national and international food systems, we need to develop local agriculture into the very fabric of our neighborhoods and create better relationships with growers and providers. For several years the University of Louisville has been actively working on urban agrarian initiatives. They recently introduced a degree program studying the integration of agricultural elements and systems into new and existing neighborhoods thereby effectively becoming part of existing residential communities.

Following several meetings a doctoral candidate and his graduate student assistant begin brain storming with Blackacre on creating a destination area within the Community Garden as a site for educating students and the general public about sustainable urban agriculture. This grant request includes funds for building a 20'x40'hoop house to achieve this goal in the western portion of the community garden. This structure would include educational programs within a permanent facility for growing edible plants including herbs.

## **NDF Attachment 2; Section 4b: How Funding will be Spent**

Specifically, the Blackacre Signage Project also includes creating a permanent reference guide directing effective signage schemes, defining text and visual cues to be used on signs, and creating a strategic plan for placement of new signage. Additionally, Blackacre's Infrastructure Committee plans to review at least three-bids from local vendors and select the one that meets our budget and goals. The selected vendor will then create and install all signs under the supervision of the Executive Director who will also create and implement the post-visitation survey to field trip chaperones in the fall of 2014 after the signs have been installed.

### **Part 2: Hoop House**

\$5000.00 is needed to purchase materials to build a hoop house which is a plastic-enclosed structures made of arches as "hoops" of pipe. They are typically used in gardens as a way to lengthen the growing season. Blackacre has several Eagle Scout candidates as part of the essential volunteer labor needed for this project including bending multiple galvanized electrical conduits (pipes) and anchoring them into the ground for support. Materials to be purchased though this Metro grant includes wood for door frame fabrication and treated lumber fortified with galvanized steel brackets for the end walls and purchasing hardware including angle irons for base plates.

Given Louisville's warm summer temperatures, the top of the hoop has a fan on one end and exhaust vents at the other for ventilation. After the hoops are in place, the 20'x40' structure is covered with clear 6-mil polyethylene plastic sheeting. The polyethylene plastic sheeting can be fastened to the frame in several ways, such as using short lengths of PVC pipe that have been slit, clips, screws, bolts, or staples.(see attached estimate from vendor).

Also note essential volunteer man-power includes two- Eagle Scout candidates requiring the creation and coordination for a project making a significant community impact.





## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

**C: If this request is a fundraiser, please detail how the proceeds will be spent:**

n/a

**D: For Expenditure Reimbursement Only** – The grant award period begins with the Metro Council approval date and ends on June 30 of Metro fiscal year in which the grant is approved. If any part of this funding request is for funds to be spent before the grant award period, identify the applicable circumstances:

- Effective October 24, 2013, reimbursements should not be made unless an emergency can be demonstrated by the primary council sponsor. The funding request is a reimbursement of the following expenditures (attach invoices or proof of payment):
- ✓ Attach a copy of invoices and/or receipts to provide proof of purchase of activities associated with the work plan identified in this application.
  - ✓ Attach a copy of cancelled checks to provide proof of payment of the invoices or receipts associated with the work plan identified in this application.

- The funding request is a reimbursement of the following expenditures that will probably be incurred after the application date, but prior to the execution of the grant agreement:
- ✓ If selecting this option, the invoice, receipt and payment documentation should not be available as of the date of this application.

The Grantee **will** be required to submit financial reporting in accordance **with** the reporting schedule provided in the grant agreement.



## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

**E: Describe the program's benefits to those being served (measurable outcomes). Include the program's process for collecting data and the indicators that will be tracked to measure the benefits to those being served:**

Part 1.

The measurable outcome of the first part of the grant proposal, improved signage, is that up to 10-new cohesive, directional and interpretive signs will be created and installed at Blackacre. Additionally, photos of these signs will be collected and an informal tally of lost motorists and visitors within the state nature preserve will be compiled to determine if the signs are adequately improving the visitor experience. Additionally, we anticipate that our number of visitors will increase with the new, more visible entrance signature sign. This will be determined by whether or not the number of people attending Blackacre events increases including attracting passive / drive-by visitors who turn in on a whim given increased visibility along heavily traveled Tucker Station Road.

Part 2.

The measurable outcome of the second part of the grant proposal, community garden improvement, is that a large hoop house will be constructed and used by U of L students and community gardeners alike. A small sign-in clipboard will be installed to acquire data on the number of users for the hoop house. We expect at a minimum to have 200 students in 12 months.

See Attachment 3: Section 4E - Program / Project Narrative

**F: Briefly describe any existing collaborative relationships the organization has with other community organizations. Describe what those partners are bringing to the relationship in general and to this program/project specifically.**

Blackacre has served as the foremost environmental education site in the state of Kentucky, hosting the J.C.P.S. Environmental Education Program for over thirty-years and the Conservancy's dynamic Environmental Education Program for non - J.C.P.S. schools for over ten-years. These programs have brought tens of thousands of students to Blackacre to learn about their environment, Kentucky's history, and the relationship between the two subjects.

Blackacre partners with numerous organizations to bring environmental education to as many learners as possible. For example, a grant from the U.S. Environmental Protection Agency provided two elementary schools, Cane Run and Portland, with the opportunity for all classes at all grade levels to visit Blackacre twice during the year for the last three years. Both schools have a free/reduced lunch population of 92% and 93%. This grant initiative, in part, helped the schools becoming Environmental Magnet schools in the District. Blackacre Conservancy has also received past funding from local organizations, such as the Horn Foundation, the local chapter of the UPS Foundation, and Ronald McDonald House Kentuckiana.

In regards to the Blackacre Signage and Community Garden Project, Blackacre Conservancy created and is now partnering with six- members of a Community Garden Ad Hoc Committee and the University of Louisville to determine the project scope and plans for the hoop house for students to apply principles taught in the classroom.

See Attachment 4; Section F Collaborative Relationships

### **NDF Attachment 3; Section 4E / Program's Benefits (measureable outcomes)**

The Blackacre/U of L Eco-Reps Sustainability Partnership ("Greenacre"?) will be able to demonstrate the following outcomes. First, when the community gardeners are able to rely up on Blackacre for their compost, vermicompost, and seeds from the previous year, as well as the land on which to farm, these farmers save money. Further, by closing the loop on garden waste, Blackacre becomes an example of a closed-loop system that brings that waste back to create the soil that the food (and the waste) come from. This is a fantastic educational opportunity for those living around Blackacre to experience organic and sustainable approaches to agriculture in a natural setting, all of which can be replicated on an individual or institutional level.

Blackacre could see revenues increase as a result of added tourism, increased opportunities for membership, and the sale of some products (compost, food, vermicompost, honey, etc.) will increase Blackacre's revenue. This is a quantifiable improvement to Blackacre's financial bottom line, and it may affect other important goals, from conservation-based to biological to social.

Increased tourist traffic can be expected as the community garden draws shoppers to the nature preserve. Once people are on the property, Blackacre will be able to give them reasons to stay and explore, to eat and compost the food they have just purchased onsite, and to return for another outing in nature.

From a more formal educational point of view, Blackacre can provide internship opportunities for students in Urban Planning and Public Affairs, Biology, Geology, Chemistry, College of Business, History, Speed School of Engineering, Interdisciplinary Humanities, and many other disciplines relevant to Blackacre, its history, and its emerging projects. With U of L's emerging Bachelor's and Master's degrees in Sustainability, the synergy could be tremendous. U of L's Eco-Reps, with the guidance of U of L's Sustainability Council, will provide ongoing leadership in the development and implementation of the sustainable systems at Blackacre, and all of this means more interested, motivated bodies to contribute and learn at Blackacre Nature Preserve through this partnership.

This Blackacre Community Garden site also has enough room to showcase various sustainable systems in a permanent way, for education as well as becoming a model of sustainable agriculture. An informal review of zip codes for mailing parking permits reveals Blackacre's Community Garden attracts gardeners from within a 25-mile radius. Our goals include developing the garden's long-term sustainability by eventually providing products like compost or vermin-compost, and herbs to residential consumers. Currently we host *Second Saturday Sessions* featuring seasoned gardeners discussing topics related to gardening.

One of these sessions could easily become a native plant or urban agricultural sustainability education workshop. One central process at the hoop house is to create soil on adjacent 30'x30' plots for our community gardeners, students and residential

users. Compost is made from household and garden garbage. Good compost is a medium that can be used for planting crops in this region. One of our Eagle Scout candidates agreed to organize an effort of local scouts in collecting spent coffee beans and grounds from coffee shops near Blackacre in the Jeffersontown area to contribute to the compost-making efforts.

Those being served include 190 gardeners currently tilling 265 plots which surpasses previous years of participation when the largest community garden in Jefferson County was operated by the UK county agricultural extension service.

#### **NDF Attachment 4; Section F / Collaborative Relationships cont.'d**

Our primary U of L partner is the U of L EcoReps. This group has been prolific in their community engagement around sustainable agriculture and easily-replicable, low-cost systems. They are often involved in community projects of this magnitude. For example, projects with student labor have been mobilized for work at Americana Community Center (two composting systems, a children's garden, and a hoop house). EcoReps have also been involved at Bellarmine University in the development of their student garden. Blackacre's contact Brian Barnes, who directs U of L's EcoReps, has also been teaching a senior seminar in sustainable community action there since 2011. In addition to writing a NatureScape grant for a composting system in the garden, which he directed students to build, Barnes regularly mobilizes that class to complete volunteer service projects at Americana, Dismas Charities, and in collaboration with other local stakeholder organizations.

EcoReps recently organized a national-level composting education station from Sustainable America at the Waterfront Chow Wagon, and the group also organized a three-day, all-volunteer labor event on Belknap Campus, The Conscious College Road Tour. In addition to Professor Barnes's efforts, Angie Carlson, EcoReps coordinator and the current graduate fellow in Bioethics and Medical Humanities, coordinates volunteer labor by the dozen for various EcoReps projects, often including SOUL, Residence Life, and community partner organizations into the efforts. The group has built one hoop house like the one planned for Blackacre at Bluegrass Community and Technical College and three at Raising Hope Organic Farm in Fisherville. Rainwater capture will be modeled off projects at U of L's Garden Commons, of which there are two different styles (the EcoReps partnership for flavoring barrels with Brown-Forman makes these projects possible.)

Finally, Barnes is a local leader in composting and vermi-composting with a dozen professional and civically-oriented presentations about composting and vermin-composting to his credit, including having begun the recently-folded Breaking New Grounds in partnership with Heine Bros coffee and others. EcoReps has numerous community and regional partners to provide expertise and labor as needed.



**LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION**

**SECTION 5 – PROGRAM/PROJECT BUDGET SUMMARY**

THE PROGRAM/PROJECT BUDGET SHOULD REALISTICALLY ESTIMATE WHAT AMOUNT IS NEEDED FROM METRO GOVERNMENT AND WHAT IS EXPECTED FROM OTHER SOURCES.

Program/Project Expenses	Column 1	Column 2	Column (1+2)=3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
<b>A: Personnel Costs Including Benefits</b>		\$2,000	\$2,000
<b>B: Rent/Utilities</b>			
<b>C: Office Supplies</b>			
<b>D: Telephone</b>			
<b>E: In-town Travel</b>			
<b>F: Client Assistance (Attach Detailed List)</b>			
<b>G: Professional Service Contracts</b>			
<b>H: Program Materials</b>			
<b>I: Community Events &amp; Festivals (Attach Detail List)</b>			
<b>J: Small Equipment</b>			
<b>K: Capital Equipment</b>	\$13,548.62		\$13,548.62
<b>L: Other Expenses (Attach Detail List)</b>			
<b>*TOTAL PROGRAM/PROJECT FUNDS</b>	\$13,548.62	\$2,000	\$15,548.62
<b>% of Program Budget</b>	88 %	12 %	100%

List funding sources for total program/project costs in Column 2, Non-Metro Funds:

Other State, Federal or Local Government	
United Way	
Private Contributions (do not include individual donor names)	
Fees Collected from Program Participants	
Other (please specify)	Blackacre Conservancy
<b>Total Revenue = Column 2 Expenses **</b>	<b>\$2,000</b>

\*Total of Column 1 MUST match "Total Request on Page 1, Section 2"

\*\*Must equal or exceed total in column 2.



## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

**Detail of In-Kind Contributions for this PROGRAM only:** Includes Volunteers, Space, Utilities, etc. (Include anything not bought with cash revenues of the agency).

Donor*/Type of Contribution	Value of Contribution	Method of Valuation
<i>Total Value of In-Kind</i> (to match Program Budget Line Item. Volunteer Contribution & Other In Kind)		

\* DONOR INFORMATION REFERS TO WHO MADE THE IN KIND CONTRIBUTION. VOLUNTEERS NEED NOT BE LISTED INDIVIDUALLY, BUT GROUPED TOGETHER ON ONE LINE AS A TOTAL NOTING HOW MANY HOURS PER PERSON PER WEEK

Agency Fiscal Year Start Date:

Does your Agency anticipate a significant increase or decrease in your budget from the current fiscal year to the budget projected for next fiscal year? NO  YES

If YES, please explain:



## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 6 – CERTIFICATIONS & ASSURANCES

By signing Section 7 of the Grant Application, the authorized official signing for the applicant organization certifies and assures to the best of his or her knowledge and/or belief the following Assurances and Certifications. If there is any reason why one or more of the assurances or certifications listed cannot be certified or assured, please explain in writing and attach to this application.

**Standard Assurances**

1. Applicant understands this application and its attachments as well as any resulting grant agreement, reports and proof of expenditure is subject to Kentucky's open records law.
2. Applicant will establish safeguards to prohibit employees or any person that receives compensation from awarded funds from using their position for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.
3. Applicant and any sub grantee will give Louisville Metro Government access to and the right to examine all paper or electronic records related to the awarded grant for up to five years of the grant agreement date.
4. Applicant assures compliance with the grant requirements and will monitor the performance of any third party (sub-grantee).
5. The Agency is in good standing with the Kentucky Secretary of State, Louisville Metro Government, the Jefferson County Revenue Commission, the Internal Revenue Service, and the Louisville Metro Human Relations Commission.
6. Applicant understands failure to provide the services, programs, or projects included in the agreement will result in funds being withheld or requested to be returned if previously disbursed.
7. Applicant understands they must return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end
8. Applicant understands they must provide proof of all expenditures (canceled checks, receipts, paid invoices). The Applicant understands the failure to provide proof of expenditures as required in the grant agreement could result in funding being withheld or request to be returned if previously disbursed.
9. Applicant understands if this application is approved, the grant agreement will identify an award period that begins with the Metro Council approval date, and will end with June 30 of the fiscal year in which the grant is approved. Expenditures associated with this award expected to occur prior to the award period (approval date) must be disclosed in this application in order to be considered compliant with the grant agreement.
10. Applicant understands if we choose to incur expenditures prior to the approval of the application by the Metro Council, there is no guarantee that funding will be reimbursed, as the Council may choose not to award the application.
11. Applicant understands if the grant agreement is not returned to Louisville Metro within 90 days of its mailing to the applicant, the approval is automatically revoked.

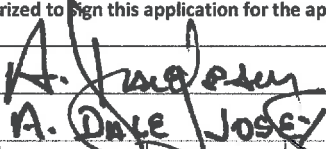
**Standard Certifications**

1. The Agency certifies it will not use Louisville Metro Government funds for any religious, political or fraternal Activities.
2. The Agency has a written Affirmative Action/Equal Opportunity Policy.
3. The Agency does not discriminate in employment or in provision of any service/program/activity/event based on age, color, disabled status, national origin, race, religion, sex, gender identity or sexual orientation, or Vietnam era veteran status.
4. The Agency certifies it will not require clients, recipients, or beneficiaries to participate in religious, political, fraternal or like activities in order to receive services/benefits provided with Louisville Metro Government funds.
5. The Agency understands the Americans with Disabilities Act (ADA) and makes reasonable accommodations.

**Relationship Disclosure:** List below any relationship you or any member of your Board of Directors or employees has with any Councilperson, Councilperson's family, Councilperson's staff or any Louisville Metro Government employee.

### SECTION 7 – CERTIFICATIONS & ASSURANCES

I certify under the penalty of law the information in this application (including, without limitation, "Certifications and Assurances") is accurate to the best of my knowledge. I am aware my organization will not be eligible for funding if investigation at any time shows falsification. If falsification is shown after funding has been approved, any allocations already received and expended are subject to be repaid. I further certify that I am legally authorized to sign this application for the applying organization and have initialed each page of the application.

<b>Signature of Legal Signatory:</b>		<b>Date:</b>	27 May 2014
<b>Legal Signatory: (please print):</b>	A. DALE JOSEY	<b>Title:</b>	Executive Director
<b>Phone:</b>	502.266.9802	<b>Extension:</b>	
<b>Email:</b>	blackacre1844@gmail.com		



# Growerssolution.com, TnFarm

# Quote

1211A Boyd Farris Rd  
 Cookeville, Tn 38506  
 931-528-3390  
 775-640-4505

CUST. ID	QUOTE NO.	DATE	QUOTE ID
75319	2591	21-May-2014	

SOLD TO
A. Dale Josey Blackacre Conservancy, Inc 3200 TUCKER STATION RD LOUISVILLE KY 40299-5499 United States

SHIP TO
A. Dale Josey Blackacre Conservancy, Inc 3200 TUCKER STATION RD LOUISVILLE KY 40299-5499 United States

Ship via:

SKU	Description	Ordered	Unit Price	Total
20ftquonsetpkg-20g	20 Ft Greenhouse Package - Quonset	1	\$1,834.00	\$1,834.00
10.6ft_1-3/8	10'6" Pipe (1"3/8 .065 gauge) Saw Cut Swedged One End	33	\$0.00	\$0.00
10.6ft_1-3/8_047	10'6" Pipe (1"3/8 .047 gauge) Saw Cut Swedged One End	4	\$0.00	\$0.00
20ftendwallpoly	20ft. Greenhouse Endwall Poly (22' x 12') 4 yr. 6 mil	2	\$0.00	\$0.00
20ftx40ftkitpoly	20' x 40' Greenhouse Kit Poly (42' x 36') 4 yr. 6 mil	1	\$0.00	\$0.00
2holestrap1.25in	2 Hole Strap 1.25 inch	22	\$0.00	\$0.00
2holestrap1in	2 Hole Strap 1 inch for Purlin	2	\$0.00	\$0.00
30in_gs	30" Ground Stake (1"5/8 Saw Cut Both Ends)	22	\$0.00	\$0.00
5/16_1"1/4	Purlin Bracket Bolt w/ Nut (5/16 x 1"1/4)	18	\$0.00	\$0.00
crossconnect	Purlin Bracket*	9	\$0.00	\$0.00
Fenderwashers	Fender Washers 3/16 x 3/4 *	20	\$0.00	\$0.00
stakedriver	Stake Driver w/ Washer*	1	\$0.00	\$0.00
Strapping	Black Strapping For Wind 2 3/4 in. x 300 ft.*	1	\$0.00	\$0.00
tekscrews	Tek Screws	116	\$0.00	\$0.00
windbracing-quonse	1 3/8" Tubing - 5'3" Long - Flatened on Each End*	4	\$0.00	\$0.00
wirelockbase	Wirelock Base 6' Sections	32	\$0.00	\$0.00
wirelockwire	Wirelock Wire 6' Sections Wire Only	36	\$0.00	\$0.00
endwalkkit-20WK	End Wall Kits for Quonset Greenhouses with 36 inch door	2	\$145.00	\$290.00
1"1/4_10_Square_Pi	1"1/4 x 10' Square Pipe (16 Gauge)	4	\$0.00	\$0.00
1"1/4_Square_Pipe	1"1/4 x 8' Square Pipe (16 Gauge)	4	\$0.00	\$0.00
1"1/4_Square_Pipe	1"1/4 x 3' Square Pipe (16 Gauge)	2	\$0.00	\$0.00
1"1/4_Square_Pipe	1"1/4 x 4' Square Pipe (16 Gauge)	4	\$0.00	\$0.00
braceband	Brace Band with nuts and bolts	8	\$0.00	\$0.00
Corner Bracket	Corner Bracket 2 to 3 inch*	12	\$0.00	\$0.00
sch40_gs	2'6" Ground Stake (1.05" x 2'6" Schedule 40 for Endwall Kit)	8	\$0.00	\$0.00
tekscrews	Tek Screws	50	\$0.00	\$0.00

**Thanks for your order!**

# Growerssolution.com, TnFarm

# Quote

1211A Boyd Farris Rd  
 Cookeville, Tn 38506  
 931-528-3390  
 775-640-4505

CUST. ID	QUOTE NO.	DATE	QUOTE ID
75319	2591	21-May-2014	

SOLD TO
A. Dale Josey Blackacre Conservancy, Inc 3200 TUCKER STATION RD LOUISVILLE KY 40299-5499 United States

SHIP TO
A. Dale Josey Blackacre Conservancy, Inc 3200 TUCKER STATION RD LOUISVILLE KY 40299-5499 United States

polytape-4inx108ft	Poly Repair Tape - Mending Tape*	1	\$27.95	\$27.95
RollUp-48ft	Roll-Up Greenhouse Sides	2	\$161.95	\$323.90
galvanizedkits-363B	Galvanized Exhaust Fan Kits Single-Speed*	1	\$1,345.00	\$1,345.00
aluminumshutter-ws	Motorized Aluminum Power Shutters*	1	\$351.00	\$351.00
2stageschaefertherm	Schaefer T-109 Two StageThermostat*	1	\$141.95	\$141.95
			<b>Subtotal</b>	<b>\$4,313.80</b>
			<b>Discounts</b>	<b>(\$431.38)</b>
			<b>Surcharges</b>	<b>\$0.00</b>
			<b>Shipping</b>	<b>\$231.20</b>
			<b>Sales Tax</b>	<b>\$0.00</b>
			<b>Total</b>	<b>\$4,113.62</b>

**Thanks for your order!**

**Sign\*A\*Rama Downtown**  
**Atomic Cowgirl, Inc**  
 909 E. Market St, Suite 400  
 Louisville KY 40206  
 United States  
 Phone: 502-585-4099  
 Fax : 502-585-9905  
 sales@signaramadowntown.com  
 www.signaramadowntown.com



**Quote 23158 - Blackacre Directional Signage**

**Expiration Date : 06/07/2014**

Quote for	Contact	Shipping/Install
<b>Blackacre Conservancy</b> 3200 Tucker Station Road Louisville KY 40299 United States	<b>A. Dale Josey</b> Phone : (502) 266-9802  Email : blackacre1844@gmail.com Address : 3200 Tucker Station Road Louisville KY 40299 United States	

Quote #	Quote Date	Sales Rep	Payment Terms	PO	PO Date
23158	05/23/2014	<b>Brent Woosley</b> brent@signaramadowntown.com	Net 30		

**Items**

#	Item	Qty	Unit Price	Total	Tax
1	<b>Panel Sign for main entrance</b>  W:10 ft. X H:5 ft. , Double Sided: Custom Alupalite sign	1	\$1,200.00	\$1,200.00	\$0.00
2	<b>2' x 4' for sign frame + concrete and misc supplies</b>  Sign hardware and supplies for actual sign construction and installation	1	\$500.00	\$500.00	\$0.00
3	<b>Lighting and Electrical Work for sign</b>  Gooseneck lighting with electrical work to run electricity to sign	1	\$1,500.00	\$1,500.00	\$0.00
4	<b>Posts for Main Entrance Sign</b>  Single Sided: 4 x 4 treated post - 10' tall - painted	2	\$65.00	\$130.00	\$0.00
5	<b>Directional &amp; Identifier Signs</b>  Single Sided: 12 x 18 Parking Sign - One Sided	22	\$52.50	\$1,155.00	\$0.00
6	<b>Posts for Directional and Identifier Signs</b>  Single Sided: 4 x 4 treated post - 8' tall - painted	22	\$50.00	\$1,100.00	\$0.00

#	Item	Qty	Unit Price	Total	Tax
7	Larger Directional Signage - Driveway W:24.0 in. X H:36.0 in. , Single Sided: Custom .080 Aluminum sign	2	\$175.00	\$350.00	\$0.00
8	Installation of all campus signage Installation	1	\$3,500.00	\$3,500.00	\$0.00

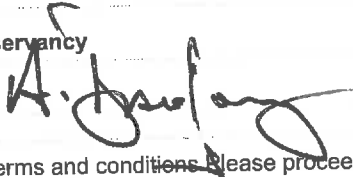
Total	Sub Total	Total Tax	Final Price
	\$9,435.00	\$0.00	\$9,435.00

Downpayment (0.0 %) \$0.00

Terms And Conditions Sign-A-Rama Downtown retains the right to all artwork and designs until paid in full. All signs remain the property of Sign-A-Rama Downtown until final payment is cleared. Warranties for both product and labor are offered in writing only. By signing and/or approving this quotation you have authorized Sign-A-Rama Downtown to enter your premises to remove signs if the balance is not paid in full within terms established. Please note that your balance is due upon completion unless payment terms are arranged in advance.

for Blackacre Conservancy

Signature



Date

27 May 2014

We agree to your terms and conditions. Please proceed with the order.

Internal Revenue Service  
P.O. Box 2508  
Cincinnati, OH 45201

Department of the Treasury

Date: **MAR 11 2008**

BLACKACRE CONSERVANCY INC  
3200 TUCKER STATION RD  
LOUISVILLE KY 40299-4439

**Person to Contact:**

Vaida Singleton  
ID# 31-03018

**Toll Free Telephone Number:**

877-829-5500

**Employer Identification Number:**

31-1072393

Dear Sir or Madam:

This is in response to the amendments to your organization's Articles of Incorporation filed with the state on August 9, 2007. We have updated our records to reflect the name change from BLACKACRE FOUNDATION INC to **BLACKACRE CONSERVANCY INC**, as indicated above.


Our records indicate that a determination letter was issued in November 1983 that recognized you as exempt from Federal income tax. Our records further indicate that you are currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records also indicate you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section 509(a)(1) and 170(b)(1)(A)(vi).

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



Cindy Westcott  
Manager, Exempt Organizations  
Determinations

**Blackacre Conservancy**  
**2014 Budget**  
*For Internal Management Purposes Only*

*Income*

Membership and admissions	4,000
Rent income	35,200
Contribution income	74,100
Public access events	6,500
Special events	23,500
Investment income	60,998

*Total Income* 204,298

*Expense*

Salaries and wages	87,500
Payroll taxes	13,200
Repairs and maintenance	18,850
Bank management fees	12,382
Insurance	9,615
Professional fees	11,650
Utilities	8,700
Office expense	7,500
Newsletters	3,500
Environmental education	7,250
Public access expenses	7,950
Professional development	100
Marketing	5,920
Fundraising & Special Events	9,200

*Total Expense* 203,317

*Net Income* 981

Blackacre Conservancy, Inc.  
Board of Directors- 01-20-14

PRESIDENT

Colin Lindsay (2012 V)  
Dinsmore & Shohl, LLP  
101 South Fifth St., Suite 2500  
Louisville, KY 40204  
Work-main:502-540-2300 Colin work:502-540-2312  
Fax: 502-585-2207  
Email: [colin.lindsay@dinslaw.com](mailto:colin.lindsay@dinslaw.com)  
Home: 5405 Navaho Rd.  
Louisville, KY 40207 502-894-0891 cell: 502-767-6662

EXECUTIVE DIRECTOR

A. Dale Josey  
4322 Meadowbend Way  
Louisville, KY 40218  
502-499-8285  
Email: [blackacre1844@gmail.com](mailto:blackacre1844@gmail.com)

VICE PRESIDENT

Katie Greene (2015 III)  
1818 Shady Lane  
Louisville, KY 40205  
Email: [Katie.K.greene@gmail.com](mailto:Katie.K.greene@gmail.com)  
Phone: 502-649-2604

SECRETARY

Joellen Johnston (2013 I)  
10114 Ledbury Way  
Louisville, KY 40223  
502-245-0858  
Email: [ifjct4142@gmail.com](mailto:ifjct4142@gmail.com)

TREASURER

Steven D. Kerrick (2013 I)  
Mountjoy, Chilton, Medley, LLP  
2000 Meidinger Tower  
462 South Fourth St.  
Louisville, KY 40202  
Work: 502-992-2730 or 502-749-1900 Cell: 502-552-5751  
Email: [steve.kerrick@mcmcpa.com](mailto:steve.kerrick@mcmcpa.com)

Blackacre Conservancy, Inc.  
Board of Directors- 01-20-14

ASSISTANT TREASURER

Doug Weaver (2012 V)  
2208 Tucker Station Rd.  
Louisville, KY 40299  
502-266-7003 cell: 502-905-9259  
Email: [douglasaweaver@bellsouth.net](mailto:douglasaweaver@bellsouth.net)

Stuart Benson (MARCH 2015 III)  
3904 Chenoweth Run Rd.  
Louisville, KY 40299  
Phone: Home: 502-267-6191 Cell: 502-649-7789  
Email: [stuart.benson@louisvilleky.gov](mailto:stuart.benson@louisvilleky.gov)  
Work: City Hall – Metro Councilman District 20  
601 West Jefferson St.  
Phone: Work: 502-574-1120

Vic Bitter (2012 I)  
306 Dorsey Lane  
Louisville, KY 40223  
Phone: 502-296-6575  
Email: [vlbitter@aol.com](mailto:vlbitter@aol.com)

Elmer H. Blackburn (2013 I)  
762 Reed Lane  
Simpsonville, KY 40067  
502-722-0218 cell: 502-592-5510  
Email: [ebtoolmaker@gmail.com](mailto:ebtoolmaker@gmail.com)

Thomas Garrity (MARCH 2015 III)  
13207 Rehl Rd  
Louisville, KY 40299  
Phone: Home: 502-266-8531 Cell: 502-657-9392  
Email: [thomasgarrity@bellsouth.net](mailto:thomasgarrity@bellsouth.net)



Blackacre Conservancy, Inc.  
Board of Directors- 01-20-14

Ann T. Nevils DVM (2013 I)  
14020 Old Taylorsville Rd.  
Louisville, KY 40299  
Work: Chenoweth Animal Hospital  
3624 Frankfort Ave,  
Louisville, KY 40207  
Home: 267-2030 Cell: 643-0041  
Office: 893-5533 Fax: 894-0974  
Email: [annneville@gmail.com](mailto:annneville@gmail.com)

Chris Morris (2017)  
413 Springwood Lane  
Louisville, KY 40207  
Work: Brown Forman  
Email: [chris\\_morris@b-f.com](mailto:chris_morris@b-f.com)  
Phone: 585-1100

Tracy Cutting (2017)  
6347 Limewood Circle  
Louisville, KY 40222  
Work: Hub Folding Box (Mansfield, MA)  
Email: [cuttingup@att.net](mailto:cuttingup@att.net)  
Phone: 889-6406

Jim Duckworth (2017)  
10305 Spring Meyer Road  
Louisville, KY 40223  
Work: UPS  
Email: [jduckworth@ups.com](mailto:jduckworth@ups.com)  
Phone: 247-1036

Matthew P. Lathrop(2017)  
1900 Colonel Sanders Lane  
Louisville, Kentucky 40213  
Work: Director of Government Affairs  
Yum! Brands, Inc.  
Email: [matthew.lathrop@yum.com](mailto:matthew.lathrop@yum.com)  
Phone: [502.874.8300](tel:502.874.8300)

Blackacre Conservancy, Inc.  
Board of Directors- 01-20-14

Blackacre Conservancy Inc., Advisors

Edith Bingham  
Box 64  
Glenview, KY 40025  
502-893-3165  
Email: [edithsbingham@gmail.com](mailto:edithsbingham@gmail.com) Secretary: Donna 584-8181  
Fax: 502-899-9896

Stephen Lannert  
523 Country Lane  
Louisville, KY 40207

Anne Brewer Ogden, Director Emeritus  
(Boyce Martin)  
418 Mockingbird Hill Road  
Louisville, KY 40207  
502-636-2707 (o) 893-7901 (h) or 542-0172  
Email: [aogden@speedmuseum.org](mailto:aogden@speedmuseum.org)

Senator Julie Denton  
1708 Golden Leaf Way  
Louisville, KY 40245  
502-564-8100 ext. 646 (o) 502-478-9058 (h)  
Email: [juliedentonrealtor@gmail.com](mailto:juliedentonrealtor@gmail.com)

Linda C. Walker  
Email: [lindawal1110@insightbb.com](mailto:lindawal1110@insightbb.com)

Sam Lord (2014 II)  
8619 Whipps Bend Rd.  
Louisville, KY 40222  
502-412-7089 cell: 502-523-3206  
Email: [samlordky@insightbb.com](mailto:samlordky@insightbb.com)

Form **990**

**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No. 1545-0047

**2012**

Department of the Treasury  
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

**A** For the **2012** calendar year, or tax year beginning and ending

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>BLACKACRE CONSERVANCY, INC.</b>		<b>D</b> Employer identification number <b>31-1072393</b>
	Doing Business As		<b>E</b> Telephone number <b>502-266-9802</b>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	<b>3200 TUCKER STATION ROAD</b>		<b>G</b> Gross receipts \$ <b>460,021.</b>
City, town, or post office, state, and ZIP code <b>LOUISVILLE, KY 40299</b>		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>F</b> Name and address of principal officer: <b>DALE JOSEY</b> <b>SAME AS C ABOVE</b>		<b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		If "No," attach a list. (see instructions)	
<b>J</b> Website: ▶ <b>WWW.BLACKACRECONSERVANCY.ORG</b>			
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation: <b>1983</b>	<b>M</b> State of legal domicile: <b>KY</b>

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <b>SUPPORT OF BLACKACRE STATE NATURE PRESERVE AND HISTORIC HOMESTEAD FOR ITS HISTORICAL</b>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	13
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	13
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	7
	6 Total number of volunteers (estimate if necessary)	6	65
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	77,486.	69,673.
	9 Program service revenue (Part VIII, line 2g)	10,910.	10,141.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	65,670.	77,293.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	35,639.	34,854.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	189,705.	191,961.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	63,514.	94,280.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>9,478.</b>		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	111,174.	107,238.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	174,688.	201,518.
19 Revenue less expenses. Subtract line 18 from line 12	15,017.	<9,557.>	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 4,475,954.	End of Year 4,535,965.
	21 Total liabilities (Part X, line 26)	3,935.	3,469.
	22 Net assets or fund balances. Subtract line 21 from line 20	4,472,019.	4,532,496.

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	Signature of officer	Date			
	<b>DALE JOSEY, EXECUTIVE DIRECTOR</b> Type or print name and title				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>JEFFREY MCCAFFREY</b>	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN <b>P00938853</b>
	Firm's name ▶ <b>DEMING MALONE LIVESAY &amp; OSTROFF PSC</b>	Firm's EIN ▶ <b>61-1064249</b>		Phone no. <b>(502)426-9660</b>	
Firm's address ▶ <b>9300 SHELBYVILLE RD STE 1100</b> <b>LOUISVILLE, KY 40222-5187</b>					

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission: TO PRESERVE BLACKACRE'S NATURAL AND HISTORIC FEATURES, PROMOTE OUTDOOR ENVIRONMENTAL EDUCATION, AND SHARE BLACKACRE'S CULTURAL HERITAGE WITH THE COMMUNITY.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code: ) (Expenses \$ 140,402. including grants of \$ ) (Revenue \$ 10,141.) BLACKACRE CONSERVANCY MANAGES THE 170 ACRE BLACKACRE STATE NATURE PRESERVE AND HISTORIC SETTLEMENT FOR, AND IN PARTNERSHIP WITH, THE KENTUCKY STATE NATURE PRESERVE COMMISSION. THE SETTLEMENT INCLUDES A NUMBER OF STRUCTURES BUILT BETWEEN 1795 AND 1844. THE CONSERVANCY ALSO MANAGES 130 ACRES OF CONSERVANCY AND EASEMENT LAND, TWO BUILDINGS USED FOR EDUCATIONAL PURPOSES AND THREE RENTAL PROPERTIES. THE JEFFERSON COUNTY PUBLIC SCHOOL BOARD IS A THIRD PARTNER. JCPS SUPPORTS TWO TEACHERS AND BRINGS OVER 8,000 STUDENTS TO STUDY ENVIRONMENTAL EDUCATION. THE BLACKACRE CONSERVANCY OFFERS PROGRAMS FOR NON JCPS SCHOOLS AND THE COMMUNITY.

4b (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 140,402.

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> .....	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? .....	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> .....		X
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> .....		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> .....		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> .....	X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> .....	X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> .....	X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> .....		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> .....	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> .....	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> .....		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> .....		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> .....		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> .....		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> .....	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> .....	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> .....		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....		X
14a Did the organization maintain an office, employees, or agents outside of the United States? .....		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> .....		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i> .....		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i> .....		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> .....		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> .....	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> .....		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> .....		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? .....		

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....		X
<b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		X
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> .....		X
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> .....		X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
<b>25a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> .....		X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> .....		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> .....		X
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? .....	X	

**Note.** All Form 990 filers are required to complete Schedule O .....

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Main form area containing questions 1a through 14b with columns for 'Yes' and 'No' and input fields for numerical values.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 4 columns: Question, 1a, 1b, Yes, No. Rows include questions about voting members, family relationships, management delegation, significant changes, asset diversions, members, and documentation.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 4 columns: Question, Yes, No. Rows include questions about local chapters, written policies, conflict of interest, whistleblower policy, document retention, compensation review, and joint ventures.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed KY
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: BLACKACRE CONSERVANCY, INC. - 502-266-9802 3200 TUCKER STATION ROAD, LOUISVILLE, KY 40299



**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) COLIN LINDSAY PRESIDENT	1.00	X						0.	0.	0.
(2) JOELLEN JOHNSTON SECRETARY	1.00	X						0.	0.	0.
(3) STEVEN D. KERRICK TREASURER	1.00	X						0.	0.	0.
(4) DOUG WEAVER ASSISTANT TREASURER	1.00	X						0.	0.	0.
(5) STUART BENSON DIRECTOR	1.00	X						0.	0.	0.
(6) BEN MORRIS DIRECTOR	1.00	X						0.	0.	0.
(7) KELLY C. GARVEY DIRECTOR	1.00	X						0.	0.	0.
(8) SAM LORD DIRECTOR	1.00	X						0.	0.	0.
(9) ELMER BLACKBURN DIRECTOR	1.00	X						0.	0.	0.
(10) KATIE GREENE DIRECTOR	1.00	X						0.	0.	0.
(11) VIC BITTER DIRECTOR	1.00	X						0.	0.	0.
(12) TOM GARRITY DIRECTOR	1.00	X						0.	0.	0.
(13) LINDA C. WALKER VICE PRESIDENT (PAST ED)	20.00			X				15,518.	0.	0.
(14) DALE JOSEY EXECUTIVE DIRECTOR	40.00			X				28,860.	0.	0.



**Part VIII Statement of Revenue**

Check if Schedule O contains a response to any question in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	19,203.			
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	50,470.			
	g Noncash contributions included in lines 1a-1f: \$					
	<b>h Total. Add lines 1a-1f</b>		<b>69,673.</b>			
<b>Program Service Revenue</b>	2 a PUBLIC ACCESS EVENTS	Business Code 900099	6,656.	6,656.		
	b MEMBERSHIP DUES	900099	3,485.	3,485.		
	c					
	d					
	e					
	f All other program service revenue					
	<b>g Total. Add lines 2a-2f</b>		<b>10,141.</b>			
<b>Other Revenue</b>	3 Investment income (including dividends, interest, and other similar amounts)		50,451.		50,451.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real	36,554.			
		(ii) Personal	0.			
		c Rental income or (loss)	36,554.			
	d Net rental income or (loss)		36,554.		36,554.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	286,540.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	259,698.			
		c Gain or (loss)	26,842.			
	d Net gain or (loss)		26,842.		26,842.	
	8 a Gross income from fundraising events (not including \$ 19,203. of contributions reported on line 1c). See Part IV, line 18	a	6,662.			
		b Less: direct expenses	8,362.			
		c Net income or (loss) from fundraising events		<1,700.>		<1,700.>
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses					
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold					
	c Net income or (loss) from sales of inventory					
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
11 a						
b						
c						
d All other revenue						
<b>e Total. Add lines 11a-11d</b>						
<b>12 Total revenue. See instructions.</b>		<b>191,961.</b>	<b>10,141.</b>	<b>0.</b>	<b>112,147.</b>	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	44,378.	33,283.	6,657.	4,438.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	32,640.	24,480.	4,896.	3,264.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	17,262.	12,947.	2,589.	1,726.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	15,898.		15,898.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	12,755.		12,755.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion	7,428.	7,428.		
13 Office expenses	8,280.	4,968.	3,312.	
14 Information technology				
15 Royalties				
16 Occupancy	10,478.	5,682.	4,796.	
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	2,817.	2,535.	282.	
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <b>REPAIRS AND MAINTENANCE</b>	36,532.	36,532.		
b <b>PUBLIC ACCESS</b>	6,698.	6,698.		
c <b>ENVIRONMENTAL EDUCATION</b>	4,505.	4,505.		
d <b>MISCELLANEOUS</b>	1,510.	1,057.	453.	
e All other expenses	337.	287.		50.
25 <b>Total functional expenses.</b> Add lines 1 through 24e	201,518.	140,402.	51,638.	9,478.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here  if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year		
<b>Assets</b>	1	Cash - non-interest-bearing .....		1		
	2	Savings and temporary cash investments .....	388,050.	2	373,609.	
	3	Pledges and grants receivable, net .....		3		
	4	Accounts receivable, net .....		4		
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		5		
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L .....		6		
	7	Notes and loans receivable, net .....		7		
	8	Inventories for sale or use .....		8		
	9	Prepaid expenses and deferred charges .....		9		
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	10a	2,625,566.		
	b	Less: accumulated depreciation .....	10b	28,785.		
	10c		2,599,598.	10c	2,596,781.	
	11	Investments - publicly traded securities .....	1,488,306.	11	1,565,575.	
	12	Investments - other securities. See Part IV, line 11 .....		12		
	13	Investments - program-related. See Part IV, line 11 .....		13		
	14	Intangible assets .....		14		
15	Other assets. See Part IV, line 11 .....		15			
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	4,475,954.	16	4,535,965.		
<b>Liabilities</b>	17	Accounts payable and accrued expenses .....	3,935.	17	3,469.	
	18	Grants payable .....		18		
	19	Deferred revenue .....		19		
	20	Tax-exempt bond liabilities .....		20		
	21	Escrow or custodial account liability. Complete Part IV of Schedule D .....		21		
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		22		
	23	Secured mortgages and notes payable to unrelated third parties .....		23		
	24	Unsecured notes and loans payable to unrelated third parties .....		24		
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....		25		
	26	<b>Total liabilities.</b> Add lines 17 through 25 .....	3,935.	26	3,469.	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>					
	27	Unrestricted net assets .....	3,433,581.	27	3,500,319.	
	28	Temporarily restricted net assets .....	184,254.	28	177,993.	
	29	Permanently restricted net assets .....	854,184.	29	854,184.	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>					
	30	Capital stock or trust principal, or current funds .....		30		
	31	Paid-in or capital surplus, or land, building, or equipment fund .....		31		
	32	Retained earnings, endowment, accumulated income, or other funds .....		32		
33	<b>Total net assets or fund balances</b> .....	4,472,019.	33	4,532,496.		
34	<b>Total liabilities and net assets/fund balances</b> .....	4,475,954.	34	4,535,965.		

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	191,961.
2	Total expenses (must equal Part IX, column (A), line 25)	2	201,518.
3	Revenue less expenses. Subtract line 2 from line 1	3	<9,557.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	4,472,019.
5	Net unrealized gains (losses) on investments	5	70,034.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	4,532,496.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		



**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	46,741.	75,128.	107,000.	83,421.	53,955.	366,245.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 <b>Total.</b> Add lines 1 through 3	46,741.	75,128.	107,000.	83,421.	53,955.	366,245.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						34,378.
6 <b>Public support.</b> Subtract line 5 from line 4.						331,867.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	46,741.	75,128.	107,000.	83,421.	53,955.	366,245.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	76,726.	67,545.	170,190.	97,395.	113,847.	525,703.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)			2,202.	3,914.	17,503.	23,619.
11 <b>Total support.</b> Add lines 7 through 10						915,567.
12 Gross receipts from related activities, etc. (see instructions)					12	11,631.

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here  ▶

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	36.25 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	37.57 %
16a <b>33 1/3% support test - 2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/> ▶		
b <b>33 1/3% support test - 2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/> ▶		
17a <b>10% -facts-and-circumstances test - 2012.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/> ▶		
b <b>10% -facts-and-circumstances test - 2011.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/> ▶		
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/> ▶		



**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2011 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

**b 33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

**2012**

Name of the organization

**BLACKACRE CONSERVANCY, INC.**

Employer identification number

**31-1072393**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( 3 ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ..... ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization <b>BLACKACRE CONSERVANCY, INC.</b>	Employer identification number <b>31-1072393</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ <u>13,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ <u>8,940.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>BLACKACRE CONSERVANCY, INC.</b>	Employer identification number <b>31-1072393</b>
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization <b>BLACKACRE CONSERVANCY, INC.</b>	Employer identification number <b>31-1072393</b>
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**Part III** *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

Open to Public Inspection

Name of the organization

**BLACKACRE CONSERVANCY, INC.**

Employer identification number

**31-1072393**

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year .....	2	
2 Aggregate contributions to (during year) .....	1,100.	
3 Aggregate grants from (during year) .....	7,379.	
4 Aggregate value at end of year .....	157,169.	

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?  Yes  No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?  Yes  No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input checked="" type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input checked="" type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements .....	1
b Total acreage restricted by conservation easements .....	1.00
c Number of conservation easements on a certified historic structure included in (a) .....	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register .....	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ▶ 1

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?  Yes  No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?  Yes  No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ..... ▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X ..... ▶ \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ..... ▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X ..... ▶ \$ \_\_\_\_\_

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a  Public exhibition
  - b  Scholarly research
  - c  Preservation for future generations
  - d  Loan or exchange programs
  - e  Other \_\_\_\_\_
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- |                                 | Amount |
|---------------------------------|--------|
| c Beginning balance             | 1c     |
| d Additions during the year     | 1d     |
| e Distributions during the year | 1e     |
| f Ending balance                | 1f     |
- 2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,488,306.	1,518,040.	1,395,293.	1,246,478.	1,739,411.
b Contributions					
c Net investment earnings, gains, and losses	145,672.	37,982.	162,894.	221,721.	<414,941.>
d Grants or scholarships					
e Other expenditures for facilities and programs	68,403.	67,716.	40,147.	72,906.	77,992.
f Administrative expenses					
g End of year balance	1,565,575.	1,488,306.	1,518,040.	1,395,293.	1,246,478.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment  42.00 %
  - b Permanent endowment  58.00 %
  - c Temporarily restricted endowment  \_\_\_\_\_ %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |   | Yes | No |
|---|-----|----|
| (i) unrelated organizations   |     | X  |
| (ii) related organizations  |     | X  |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? |     |    |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		2,583,591.		2,583,591.
b Buildings				
c Leasehold improvements				
d Equipment		41,975.	28,785.	13,190.
e Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				2,596,781.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and Other.

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows numbered 1 through 10.

Part IX Other Assets. See Form 990, Part X, line 15.

Table with 2 columns: (a) Description, (b) Book value. Rows numbered 1 through 10.

Part X Other Liabilities. See Form 990, Part X, line 25.

Table with 2 columns: (a) Description of liability, (b) Book value. Row 1 includes Federal income taxes. Rows numbered 1 through 11.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII [X]



<b>Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return</b>				
1	Total revenue, gains, and other support per audited financial statements		1	270,357.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	70,034.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	8,362.	
e	Add lines 2a through 2d	2e		78,396.
3	Subtract line 2e from line 1	3		191,961.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5		191,961.

<b>Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return</b>				
1	Total expenses and losses per audited financial statements		1	209,880.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	8,362.	
e	Add lines 2a through 2d	2e		8,362.
3	Subtract line 2e from line 1	3		201,518.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5		201,518.

**Part XIII Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**PART III, LINE 1A: THE ORGANIZATION, AS PART OF ITS MISSION, OVERSEES,**

**MANAGES AND MAINTAINS CERTAIN HISTORIC BUILDINGS, LAND AND ARTIFACTS.**

**THESE ITEMS ARE NOT UNDER THE OWNERSHIP OF THE ORGANIZATION AND**

**ACCORDINGLY ARE NOT REPORTED AS ASSETS OF THE ORGANIZATION ON ITS**

**FINANCIAL STATEMENTS.**

**PART V, LINE 4: ENDOWMENT FUNDS ARE PRIMARILY USED TO PROVIDE**

**ADDITIONAL FUNDING FOR PROGRAM AND OPERATING COSTS.**

Part XIII Supplemental Information (continued)

PART X, LINE 2: BLACKACRE IS EXEMPT FROM FEDERAL, KENTUCKY AND LOCAL INCOME TAXES AS A NOT-FOR-PROFIT ORGANIZATION AS DESCRIBED UNDER INTERNAL REVENUE CODE SECTION 501(C)(3). BLACKACRE FILES INFORMATIONAL TAX RETURNS WITH THE U.S. FEDERAL JURISDICTION AND WITH THE KENTUCKY OFFICE OF THE ATTORNEY GENERAL. HOWEVER, INCOME FROM CERTAIN ACTIVITIES NOT DIRECTLY RELATED TO BLACKACRE'S TAX EXEMPT PURPOSE MAY BE SUBJECT TO TAXATION AS UNRELATED BUSINESS INCOME.

AS OF DECEMBER 31, 2012 AND 2011, BLACKACRE DID NOT HAVE ANY ACCRUED INTEREST OR PENALTIES RELATED TO INCOME TAX LIABILITIES, AND NO INTEREST OR PENALTIES HAVE BEEN CHARGED TO OPERATIONS FOR THE YEARS THEN ENDED. TAXES YEARS STILL OPEN UNDER FEDERAL AND STATE STATUTE OF LIMITATIONS REMAIN SUBJECT TO REVIEW AND CHANGE.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENTS EXPENSE 8,362.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENTS EXPENSE 8,362.



**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		DONOR PARTY (event type)	JOHN GAGE EVENT (event type)	NONE (total number)	
Revenue	1	Gross receipts	25,339.	526.	25,865.
	2	Less: Contributions	19,203.		19,203.
	3	Gross income (line 1 minus line 2)	6,136.	526.	6,662.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages	6,136.		6,136.
	8	Entertainment		355.	355.
	9	Other direct expenses	1,872.		1,872.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			( 8,363 )
	11	Net income summary. Combine line 3, column (d), and line 10.			<1,701.>

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
	7	Direct expense summary. Add lines 2 through 5 in column (d)			( )
	8	Net gaming income summary. Combine line 1, column d, and line 7			

9 Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_  
 a Is the organization licensed to operate gaming activities in each of these states?  Yes  No  
 b If "No," explain: \_\_\_\_\_  
 \_\_\_\_\_  
 10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?  Yes  No  
 b If "Yes," explain: \_\_\_\_\_  
 \_\_\_\_\_



**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

BLACKACRE CONSERVANCY, INC.

Employer identification number

31-1072393

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

SIGNIFICANCE AS AN ENVIRONMENTAL EDUCATION CENTER FOR THE COMMUNITY AT  
LARGE AS WELL AS THE JEFFERSON COUNTY, KENTUCKY PUBLIC SCHOOLS.

FORM 990, PART VI, SECTION B, LINE 11: THE AUDIT FIRM PREPARES THE FORM  
990 WITH THE GUIDANCE AND ASSISTANCE OF MANAGEMENT AND THE EXECUTIVE  
DIRECTOR. THE EXECUTIVE DIRECTOR PROVIDES THE SIGNIFICANT NARRATIVE  
EXPLANATIONS AND DISCLOSURES AND CAREFULLY REVIEWS ALL OTHER REPORTED ITEMS  
OF FINANCIAL OPERATIONS AND ALL OTHER DISCLOSURES INCLUDED IN THE FORM 990.  
THE FORM 990 IS DISCUSSED WITH THE BOARD AND COPIES ARE AVAILABLE TO THE  
BOARD FOR THEIR REVIEW IF REQUESTED.

FORM 990, PART VI, SECTION B, LINE 15: COMPENSATION OF THE EXECUTIVE  
DIRECTOR IS DETERMINED BY THE BOARD OF DIRECTORS. THE FINANCE COMMITTEE  
ASSISTS WITH THE DETERMINATION OF THE SALARY RANGE. COMPENSATION OF OTHER  
KEY STAFF IS DETERMINED BY THE EXECUTIVE DIRECTOR, FINANCE COMMITTEE AND  
APPROVED BY THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION C, LINE 19: BLACKACRE CONSERVANCY, INC.  
PREPARES AN ANNUAL REPORT WHICH INCLUDES FINANCIAL STATEMENTS. THIS IS  
AVAILABLE TO THE PUBLIC. INFORMATION ON WHO MAKES GOVERNING DOCUMENTS AND  
HOW THE CONFLICT OF INTEREST POLICY IS ESTABLISHED IS IN THE BY-LAWS OF THE  
BLACKACRE CONSERVANCY, INC. THIS IS INFORMATION IS AVAILABLE TO THE PUBLIC  
UPON REQUEST.

FORM 990, PART XI, LINE 2C,

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2012)

232211  
01-04-13

Name of the organization <b>BLACKACRE CONSERVANCY, INC.</b>	Employer identification number <b>31-1072393</b>
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**OVERSIGHT OF AUDIT AND SELECTION OF INDEPENDENT ACCOUNTANT:**

**THE EXECUTIVE DIRECTOR HAS PRIMARY RESPONSIBILITY FOR THE OVERSIGHT OF THE AUDIT AND TAX PREPARATION PROCESS WITH THE AUDIT FIRM AND REPORTS TO THE BOARD. UPON COMPLETION OF THE AUDIT, THE AUDIT FIRM PRESENTS THE AUDIT REPORT TO THE ENTIRE BOARD FOR CONSIDERATION, REVIEW AND APPROVAL.**

**THE BOARD DECIDES ON THE PROCESS FOR THE SELECTION OF THE AUDIT FIRM. THIS PROCESS GENERALLY INCLUDES REQUESTING PROPOSALS FROM SELECTED AUDIT FIRMS, MEETING AND INTERVIEWING WITH THOSE FIRMS WHO HAVE PROVIDED PROPOSALS, AND SELECTING THE FIRM TO PROVIDE THE REQUESTED AUDIT AND TAX PREPARATION SERVICES. THIS INTERVIEW AND SELECTION PROCESS IS MANAGED AND COORDINATED BY THE EXECUTIVE DIRECTOR.**

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

<b>Type or print</b> File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions <b>BLACKACRE CONSERVANCY, INC.</b>	Employer identification number (EIN) or <b>31-1072393</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>3200 TUCKER STATION ROAD</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>LOUISVILLE, KY 40299</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**BLACKACRE CONSERVANCY, INC.**

**3200 TUCKER STATION ROAD - LOUISVILLE, KY 40299**

• The books are in the care of  **3200 TUCKER STATION ROAD - LOUISVILLE, KY 40299**  
 Telephone No.  **502-266-9802** FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**.

5 For calendar year **2012**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

7 State in detail why you need the extension  
**ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$ <b>0.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$ <b>0.</b>
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$ <b>0.</b>

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title  **CPA** Date



May 1983

ARTICLES OF INCORPORATION  
OF  
BLACKACRE CONSERVANCY, INC.

I, the undersigned, Ellen M. Pedley, 3300 First National Tower, Louisville, Jefferson County, Kentucky 40292, do hereby incorporate a non-profit corporation without capital stock or stockholders, under the provisions of KRS 273.161 to KRS 273.390, and for that purpose adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be Blackacre Conservancy, Inc.

ARTICLE II

OBJECTS AND POWERS

Any provision of these Articles to the contrary notwithstanding, the Corporation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the provisions of Paragraph 1 Article II of these Articles of Incorporation.

The objects and purposes of the Corporation, and the powers it shall have and may exercise are as follows:

1. To conduct and carry on its work, not for profit, but exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax law) in such manner (1) that no part of its income or property shall inure to the private benefit of any donor, director or individual having a personal or private interest in the activities of the Corporation, and in such manner that it shall not directly or indirectly engage in carrying on propaganda or otherwise attempting to influence legislation.
2. To make gifts, grants and to expend funds to promote and to assist in the support, maintenance and development of "Blackacre Conservancy, Inc.," Jefferson County, Kentucky for (a) its historical significance, (b) a nature preserve, and (c) an environmental and historical education center;
3. To engage in any and all activities related to the aforementioned purposes, including but not limited to raising funds, coordinating activities of the Kentucky Nature Preserves Commission and the Jefferson County Board of Education, Louisville, Kentucky, promoting education and community involvement in and at the Blackacre Nature Conservancy, Jefferson County, Kentucky, and acquiring additional real property reasonably proximate to the Blackacre Nature Conservancy to protect it for its dedicated uses; provided, however, that no such activities shall contravene the articles of dedication of Blackacre Nature Conservancy or the Nature Preserve Act as set forth in KRS 146.410 to 146.530 (or in corresponding provisions of any subsequent Kentucky law);
4. In furtherance of the aforesaid purposes, enterprises, activities and projects, the Corporation shall have the following powers:
  - a) To solicit and acquire by gift, exchange, contributions, endowment or otherwise, property of any and all kind, and to sell, transfer and otherwise dispose of any property it so acquires;
  - b) To invest and reinvest any such property and the increment, avails or proceeds of any such property;
  - c) To give, sell, dispose of, donate and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the

- Corporation is organized, such money or property, or both, as the Corporation's Board of Directors may from time to time determine;
- d) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer and dispose of any such property or reinvest the proceeds thereof as herein permitted;
  - e) To accept gifts, grants bequests or devises of property of any kind which any person, firm corporations, government, governmental instrumentality or governmental agency may make to the Corporation, upon terms, trusts and conditions set forth in deed of gift, will contract or other instrument or writing, executed by any such donor or testatory with the powers set forth in the Articles of Incorporation;
  - f) To do any and all things which the Corporation's Board of Directors may determine, consistent with the provision hereof, to be necessary or appropriate to effectuate the purposes for which the Corporation is organized, as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provision of Chapter 273 of the Kentucky Revised Statutes, or any other applicable law or statute of the Commonwealth of Kentucky, or Section 502©(3) of the Internal Revenue Code of 1954 ( or corresponding provision of any subsequent federal tax law).
5. Notwithstanding any provision heretofore stated herein, if at any time the Corporation is determined to be a private foundation as defined in Section 509 of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent federal tax law, then:
- a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed Income imposed by Section 4942 of the Internal Revenue Code of 1954, or by corresponding provision of any subsequent federal law.
  - b) The Corporation shall ~~no~~<sup>not</sup> engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or in corresponding provision of any subsequent federal tax laws.
  - c) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or in corresponding provisions of any subsequent federal tax laws.
  - d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or under corresponding provision of any subsequent federal tax laws.
  - e) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1954, or in corresponding provision of any subsequent federal tax laws.
  - f) The Corporation shall not engage in any willful repeated acts (or failure to act) as defined in chapter 42 of the Internal Revenue Code of 1954, or in corresponding provision of any subsequent federal tax laws.

### ARTICLE III

#### PLACE OF BUSINESS AND AGENT FOR PROCESS

Until otherwise changed, the location and address in Kentucky of the principal office of the Corporation shall be 3200 Tucker Station Road, Jeffersontown, Kentucky, 40299 and the name and address of its resident agent for service of process is:

Katie Greene  
Blackacre Conservancy, Inc  
3200 Tucker Station Road  
Jeffersontown, Kentucky 40299

ARTICLE IV

CAPITAL STOCK

There shall be no capital stock and no private pecuniary profit shall ever be derived from the Corporation by any officer, director, or other person, except under such compensation as may be allowed for service actually rendered.

ARTICLE V

MEMBERS

Members of the corporation may <sup>(b)</sup> be provided by the By-Laws; provided, however, members shall not be entitled to participate in the management of the Corporation or vote on any matter.

ARTICLE VI

BOARD OF DIRECTORS

1.
  - a) The affairs of the Corporation shall be conducted by a Board of Directors and by such committees, including an Executive Committee, and officers as shall be provided in the By-Laws.
  - b) The Board of Directors shall consist of not less than <sup>15?</sup> three (3) persons and, until otherwise fixed by the By-Laws, shall consist of five (5) persons. The directors shall elect successor directors, and the election of directors shall take place at the annual meeting of the Board of Directors, or as otherwise provided by the By-Laws.
  - c) The term of office of each director shall be as provided by the Corporation's By-Laws. Each director so elected shall hold office for his term and until his respective successor shall have been duly elected and shall have accepted office.
2. The annual meeting of the Corporation's Board of Directors shall be held at the Corporation's office aforesaid or at such other place and at such time as may be fixed by the Corporation's By-Laws.
3. The duties and powers of the Board of Directors, committees, including an Executive Committee, and officers of the Corporation shall, except as herein otherwise specifically provided, be such as are usually incident to similar Boards of Directors, committees, including Executive Committees, and similar officers, and in addition, shall be such as may be conferred upon said Board of Directors or upon any such officer by law or by amendment to the Articles of Incorporation or By-Laws or by appropriate corporate resolution.
4. The names and addresses of the corporation's directors who are to serve until the first annual meeting of its Board of Directors, or until the first meeting called to elect the Board of Directors are:

Chair  
Michael McCoy  
2004 Winston Ave.  
Louisville, KY 40205

Vice President  
Linda C. Walker  
228 Buckland Tr.  
Louisville, KY 40245

Secretary  
John I. "Jack" Trawick  
1129 Hilliard Avenue  
Louisville, KY 40204

Other assets, if any, shall be transferred or conveyed to one or more corporations, societies or organizations, organized under the laws of any state, which are described in Section 501 (c) (3) of the Internal Revenue Code of 1954, or in corresponding provisions of any subsequent federal tax laws, pursuant to a plan of distribution adopted as provided by law.

ARTICLE IX

INDEMNIFICATION

Indemnification of directors, officers, employees, and agents of the Corporation may be provided for in the By-Laws; provided, however, such indemnification is not otherwise in conflict with the provisions of Article II of these Articles of Incorporation.

ARTICLE X

AMENDMENT

The Corporation's Articles of Incorporation may be amended in the manner provided by law.

IN TESTIMONY WHEREOF, witness the signature of the undersigned this 13<sup>th</sup> day of May, 1983.

\_\_\_\_\_

COMMONWEALTH OF KENTUCKY )

) SS:

COUNTY OF JEFFERSON )

Before me, the undersigned, a Notary Public within and for the State and County aforesaid, on this day appeared Ellen M. Pedley, and she acknowledged and delivered the foregoing instrument of writing to be the Articles of said Corporation and to her act and deed as incorporator thereof.

My notarial commission will expire the 6<sup>th</sup> day of April, 1987

(Seal)

\_\_\_\_\_

Notary Public, Kentucky

I Certify That I Prepared The Foregoing Instrument.

\_\_\_\_\_

Ellen M. Pedley  
GREENBAUM DOLL & McDONALD  
300 First National Tower  
Louisville, Kentucky 40202

Treasurer  
Lee Squires  
701 Baxter Avenue  
Louisville, KY 40204

Directors  
Richard Jett  
444 S. Fifth Street, Suite 300  
Louisville, KY 40202-4313

Doug Weaver  
2208 Tucker Station Rd.  
Louisville, KY 40299

Sam Lord  
8619 Whipps Bend Road  
Louisville, KY 40222

Colin Lindsay  
PNC Plaza  
500 W. Jefferson St., Ste 1400  
Louisville 40202

Jeff Smith  
5801 S. Watterson Trail  
Louisville, KY 40291

#### ARTICLE VII

##### PRIVATE PROPERTY EXEMPT FROM CORPORATE LIABILITIES

The private property of members of the Board of Directors or other officers or employees of the Corporation shall not be subject to any of the Corporation's debts and liabilities.

#### ARTICLE VIII

##### DURATION

The duration of the Corporation shall be perpetual unless sooner dissolved as provided by law. In the event of dissolution of the Corporation, the assets of this Corporation shall be applied and distributed as follows:

All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provisions shall be made thereof;

Assets held by this Corporation upon consideration requiring return, transfer or conveyance, which condition occurs by reason of the dissolution shall be returned, transferred or conveyed in accordance with such requirements;

Assets which have been received and are held by this Corporation subject to limitations permitting their use only for charitable, educational, or similar purposes and which are not held upon condition requiring return, transfer or conveyance by reason of dissolution, shall be transferred or conveyed to one or more corporations, societies or organizations, organized under the laws of any state, which are described in section 501 (c) (3) of Internal Revenue Code of 1954, or in corresponding provisions of any subsequent federal tax laws, pursuant to a plan of distribution adopted as provided by law.

# Request for Taxpayer Identification Number and Certification

**Give Form to the  
 requester. Do not  
 send to the IRS.**

Print or type  
 See Specific Instructions on page 2.

Name (as shown on your income tax return) <b>Blackacre Conservancy, Inc</b>	
Business name/disregarded entity name, if different from above	
Check appropriate box for federal tax classification: <input type="checkbox"/> Individual/sole proprietor <input checked="" type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ <input type="checkbox"/> Other (see instructions) ▶ _____	
Exemptions (see instructions): Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____	
Address (number, street, and apt. or suite no.) <b>3200 Tucker Station Road</b>	
City, state, and ZIP code <b>Louisville, KY 440299</b>	
List account number(s) here (optional)	
Requester's name and address (optional)	

## Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Social security number								

**Note.** If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Employer identification number								
3	1	-	1	0	7	2	3	9

## Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. citizen or other U.S. person (defined below), and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

<b>Sign Here</b>	Signature of U.S. person ▶	Date ▶ <u>27 May 2014</u>
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## General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

**Future developments.** The IRS has created a page on IRS.gov for information about Form W-9, at [www.irs.gov/w9](http://www.irs.gov/w9). Information about any future developments affecting Form W-9 (such as legislation enacted after we release it) will be posted on that page.

### Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, payments made to you in settlement of payment card and third party network transactions, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the

withholding tax on foreign partners' share of effectively connected income, and

4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct.

**Note.** If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

**Definition of a U.S. person.** For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

**Special rules for partnerships.** Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

**Blackacre Staff including the 3 highest paid staff**

A. Dale Josey, Executive Director

Caitlin Wilson Birch, Manager of Community Programs and Office Affairs

Part time Community Garden Manager

Fourteen members of Blackacre's Board of Directors (plus four-Advisors)

Crew of ten-weekly volunteers who do essential repairs and maintain trails

Retired farmer who leads a different set of volunteers dedicated to feeding and maintaining Blackacre's farm animals.

**BLACKACRE CONSERVANCY, INC.**

**FINANCIAL STATEMENTS**

**Years Ended December 31, 2012 and 2011**



## **C O N T E N T S**

	<b>Page</b>
<b>INDEPENDENT AUDITORS' REPORT</b>	<b>1 and 2</b>
<b>FINANCIAL STATEMENTS</b>	
Statements of assets, liabilities and net assets – modified cash basis	3
Statements of revenues, expenses and changes in net assets – modified cash basis	4
Statements of cash flows – modified cash basis	5
Notes to financial statements	6 - 16



## INDEPENDENT AUDITORS' REPORT

To the Board of Directors  
Blackacre Conservancy, Inc.  
Louisville, Kentucky

We have audited the accompanying financial statements of Blackacre Conservancy, Inc. (a not-for-profit organization), which comprise the statements of assets, liabilities, and net assets—modified cash basis as of December 31, 2012 and 2011, and the related statements of revenues, expenses and changes in net assets—modified cash basis 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 the modified cash basis of accounting as described in Note 1; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for 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.

### **Auditors' 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. Those standards require that we plan and perform the audits 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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets, liabilities, and net assets of Blackacre Conservancy, Inc. as of December 31, 2012 and 2011, and its revenues and expenses for the years then ended in accordance with the modified cash basis of accounting as described in Note 1.

**Basis of Accounting**

We draw attention to Note 1 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

*Denning, Malone, Lussary & Petroff*

Louisville, Kentucky  
September 9, 2013

**BLACKACRE CONSERVANCY, INC.**

**STATEMENTS OF ASSETS, LIABILITIES AND  
NET ASSETS - MODIFIED CASH BASIS**

December 31, 2012 and 2011

<b>ASSETS</b>	<u>2012</u>	<u>2011</u>
<b>CURRENT ASSETS</b>		
Cash	\$ 316,440	\$ 324,620
Total current assets	<u>316,440</u>	<u>324,620</u>
<b>PROPERTY AND EQUIPMENT</b>		
Land	2,583,591	2,583,591
Furniture and equipment	<u>41,975</u>	<u>45,054</u>
	2,625,566	2,628,645
Less accumulated depreciation	<u>28,785</u>	<u>29,047</u>
	<u>2,596,781</u>	<u>2,599,598</u>
<b>OTHER ASSETS</b>		
Cash - Emmy Smith Fund	57,169	63,430
Investments	<u>1,565,575</u>	<u>1,488,306</u>
	<u>1,622,744</u>	<u>1,551,736</u>
Total assets	<u>\$ 4,535,965</u>	<u>\$ 4,475,954</u>
<b>LIABILITIES AND NET ASSETS</b>		
<b>CURRENT LIABILITIES</b>		
Payroll taxes payable	\$ 3,469	\$ 3,935
<b>NET ASSETS</b>		
Unrestricted	3,500,319	3,433,581
Temporarily restricted	177,993	184,254
Permanently restricted	<u>854,184</u>	<u>854,184</u>
Total net assets	<u>4,532,496</u>	<u>4,472,019</u>
Total liabilities and net assets	<u>\$ 4,535,965</u>	<u>\$ 4,475,954</u>

See Notes to Financial Statements.



2011		
<u>Unrestricted</u>	<u>Restricted</u>	<u>Total</u>
\$ 5,935		\$ 5,935
31,725		31,725
45,534	\$ 31,952	77,486
4,975		4,975
9,260		9,260
54,228	302	54,530
151,657	32,254	183,911
12,993	(12,993)	
<u>164,650</u>	<u>19,261</u>	<u>183,911</u>
61,014		61,014
39,672		39,672
2,500		2,500
13,442		13,442
11,773		11,773
5,346		5,346
7,302		7,302
6,195		6,195
8,873		8,873
4,893		4,893
7,263		7,263
3,652		3,652
1,749		1,749
3,140		3,140
2,922		2,922
198		198
100		100
<u>180,034</u>		<u>180,034</u>
(15,384)	19,261	3,877
<u>3,448,965</u>	<u>1,019,177</u>	<u>4,468,142</u>
<u>\$ 3,433,581</u>	<u>\$ 1,038,438</u>	<u>\$ 4,472,019</u>

**BLACKACRE CONSERVANCY, INC.**

**STATEMENTS OF CASH FLOWS - MODIFIED CASH BASIS**

Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<b>Cash flows from operating activities:</b>		
Increase in total net assets	\$ 60,477	\$ 3,877
Adjustments to reconcile net increase in total net assets to net cash (used in) provided by operating activities:		
Depreciation	2,817	3,140
Realized gain on investments	(26,843)	(6,409)
Unrealized (gain) loss on investments	(70,033)	11,140
Change in payroll tax withholdings	<u>(466)</u>	<u>1,492</u>
Net cash (used in) provided by operating activities	<u>(34,048)</u>	<u>13,240</u>
<b>Cash flows from investing activities:</b>		
Purchase of investments	(689,945)	(1,057,515)
Proceeds from sale/redemption of investments	709,552	1,082,518
Proceeds from redemption of certificate of deposit		96,000
Decrease (increase) in Emmy Smith fund	<u>6,261</u>	<u>(26,254)</u>
Net cash provided by investing activities	<u>25,868</u>	<u>94,749</u>
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>(8,180)</b>	<b>107,989</b>
Cash and cash equivalents at beginning of year	<u>324,620</u>	<u>216,631</u>
Cash and cash equivalents at end of year	<u><u>\$ 316,440</u></u>	<u><u>\$ 324,620</u></u>

See Notes to Financial Statements.

# BLACKACRE CONSERVANCY, INC.

## NOTES TO FINANCIAL STATEMENTS

### Note 1. Nature of Business and Summary of Significant Accounting Policies

#### Nature of business:

Blackacre Conservancy, Inc. (Blackacre) was created to raise and dispense funds for the maintenance and day-to-day operations of Blackacre State Nature Preserve and Historic Homestead with special emphasis on the historic buildings. Blackacre State Nature Preserve and Historic Homestead is located in eastern Jefferson County, Kentucky. Blackacre supports the nature preserve for its historical significance and as an environmental education center for the community at large as well as the Jefferson County Public Schools. Blackacre's programs include environmental education for non-JCPS schools; community programs on nature; Kentucky pioneer life; Blackacre history; and other events related to Blackacre's mission, all of which are funded by contributions and grants, fundraising revenue from special events, and investment revenue on the permanently restricted endowment fund. Blackacre also rents certain home sites on the preserve as residential properties, and rents certain of the other facilities on the preserve for weddings, receptions and other special events as an additional means of financial support.

#### Summary of significant accounting policies:

This summary of significant accounting policies of Blackacre is presented to assist in understanding Blackacre's financial statements. The financial statements are representations of Blackacre's management who is responsible for the integrity and objectivity of the financial statements. These accounting policies conform to the modified cash basis of accounting as described herein and have been consistently applied in the preparation of the financial statements.

#### Basis of presentation:

The financial statements have been prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under this basis, certain revenues and the related assets are recognized when received rather than when earned and certain expenses are recognized when paid rather than when the obligations are incurred. Consequently, Blackacre has not recognized pledges receivable from donors, accounts receivable from member dues, accounts payable to vendors, and their related effects on the change in net assets in the accompanying financial statements.



## NOTES TO FINANCIAL STATEMENTS

Blackacre has generally adopted the financial statement display provisions applicable to not-for-profit organizations which consist primarily of recording contributions received as unrestricted, temporarily restricted, or permanently restricted depending on the existence and/or nature of any donor restrictions. Blackacre also reports investments at fair market value and record donations other than cash at their fair market value.

### Functional classification:

Total expenses reported on the statement of revenues, expenses and changes in net assets are as follows:

	<u>2012</u>	<u>2011</u>
Program services	\$140,402	\$121,846
Management and general	51,638	46,441
Fund-raising	<u>17,840</u>	<u>11,747</u>
	<u>\$209,880</u>	<u>\$180,034</u>

### Income taxes:

Blackacre is exempt from federal, Kentucky and local income taxes as a not-for-profit organization as described under Internal Revenue Code Section 501(c)(3). Blackacre files informational tax returns with the U.S. federal jurisdiction and with the Kentucky Office of the Attorney General. However, income from certain activities not directly related to Blackacre's tax exempt purpose may be subject to taxation as unrelated business income. Management does not believe that Blackacre has unrelated business income for the years ended December 31, 2012 and 2011.

As of December 31, 2012 and 2011, Blackacre did not have any accrued interest or penalties related to income tax liabilities, and no interest or penalties have been charged to operations for the years then ended. Taxes years still open under federal and state statute of limitations remain subject to review and change.

### Investments:

Investments are recorded at fair market value. See Note 3 for discussion of fair market value measurements.

### Property, equipment and depreciation:

Blackacre's policy is to capitalize asset purchases in excess of \$500. Property and equipment are recorded at cost if purchased, or at fair market value as of the date of donation, if donated, and are being depreciated on the straight-line method over their estimated useful lives.

## NOTES TO FINANCIAL STATEMENTS

### **Advertising and marketing costs:**

Advertising costs related to the newsletter and fundraising activities are expensed as incurred.

### **Cash and cash equivalents:**

For purposes of statement of cash flows, Blackacre considers unrestricted checking and savings accounts to be cash and cash equivalents.

### **Donations other than cash:**

Donations other than cash are recorded at their fair market value as of the date of donation. Donated services must meet the specific expertise requirements and would normally have been purchased before they are recorded. Donations of long-lived assets with explicit restrictions that specify how the assets are to be used and donations of cash or other assets that must be used to acquire long-lived assets are reported as temporarily restricted support. Absent explicit donor stipulations about how long these long-lived assets must be maintained, Blackacre reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

Volunteers from the general public and local community and school groups donate their time to Blackacre by providing general maintenance and upkeep of the nature preserve building and grounds and also various related materials and supplies. Management estimates approximately \$30,000 and \$70,000 of donated services and materials were received during the years 2012 and 2011, respectively, that are not recorded in the financial statements.

### **Estimates:**

The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **Subsequent events:**

Subsequent events have been evaluated through September 9, 2013, which is the date the financial statements were available to be issued.

## NOTES TO FINANCIAL STATEMENTS

### Note 2. Investments and Fair Value Measurement

Investments are held and managed by Stock Yards Bank & Trust Company under an investment objectives and guidelines agreement.

Accounting principles generally accepted in the United States of America establish 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

- 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 methodology include: quoted prices for similar assets or liabilities in active or 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 asset 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. There have been no changes in methodologies used at December 31, 2012 and 2011.

Equity and fixed income funds – valued using the market approach at the net asset value of shares held by the Organization at year-end.

The preceding method described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Blackacre believes its valuation method is appropriate and consistent with other market participants, 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.

## NOTES TO FINANCIAL STATEMENTS

Cost and market value of investments (all Level 1 measurements) as of December 31, 2012 and 2011 are as follows:

	2012		
	Cost	Market Value	Net Unrealized Gain (Loss)
Cash and cash equivalents	\$ 42,313	\$ 42,313	\$
Equity funds:			
Common stocks:			
Energy	44,209	43,287	(922)
Basic materials	16,507	25,497	8,990
Industrials	31,447	29,832	(1,615)
Consumer discretionary	37,633	49,086	11,453
Consumer staples	30,913	40,057	9,144
Financials	60,928	70,256	9,328
Technology	61,341	86,861	25,520
Healthcare	32,410	41,889	9,479
Telecommunications	9,666	12,136	2,470
Utilities	7,995	10,878	2,883
	<u>333,049</u>	<u>409,779</u>	<u>76,730</u>
Mutual funds:			
SPDR ETF trust	22,065	35,603	13,538
Gabelli equity	251,451	269,540	18,089
Aston/Fairpoint mid-cap	57,234	55,618	(1,616)
MFS New Discovery	42,762	40,020	(2,742)
Invesco small cap value	42,165	40,651	(1,514)
Harbor International	138,627	141,000	2,373
	<u>554,304</u>	<u>582,432</u>	<u>28,128</u>
Total equity funds	<u>887,353</u>	<u>992,211</u>	<u>104,858</u>
Fixed income funds:			
Government bonds	102,808	105,711	2,903
Taxable municipal bonds	50,468	52,445	1,977
Mutual funds:			
Blackrock inflation protected	55,000	61,527	6,527
Federation total return	116,155	119,619	3,464
Pimco low duration	50,367	49,381	(986)
Pimco total return	110,453	117,161	6,708
International treasury	25,000	25,207	207
	<u>356,975</u>	<u>372,895</u>	<u>15,920</u>
Total fixed income funds	<u>510,251</u>	<u>531,051</u>	<u>20,800</u>
Total investments	<u>\$1,439,917</u>	<u>\$1,565,575</u>	<u>\$ 125,658</u>

## NOTES TO FINANCIAL STATEMENTS

		2011	
	<u>Cost</u>	<u>Market Value</u>	<u>Net Unrealized Gain (Loss)</u>
Cash and cash equivalents	\$ 34,292	\$ 34,292	\$
Equity funds:			
Common stocks:			
Energy	43,426	40,820	(2,606)
Basic materials	18,415	27,791	9,376
Industrials	44,423	55,431	11,008
Consumer discretionary	25,727	36,336	10,609
Consumer staples	40,837	49,881	9,044
Financials	59,289	57,028	(2,261)
Technology	34,791	52,374	17,583
Healthcare	31,515	41,504	9,989
Telecommunications	9,666	10,886	1,220
Utilities	15,921	22,256	6,335
	<u>324,010</u>	<u>394,307</u>	<u>70,297</u>
Mutual funds:			
SPDR ETF trust	22,065	31,375	9,310
Gabelli equity	252,842	242,302	(10,540)
Royce Premier	50,000	52,749	2,749
MFS New Discovery	22,762	15,697	(7,065)
Royce Total Return	88,716	83,095	(5,621)
Harbor International	138,637	118,489	(20,148)
	<u>575,022</u>	<u>543,707</u>	<u>(31,315)</u>
Total equity funds	<u>899,032</u>	<u>938,014</u>	<u>38,982</u>
Fixed income funds:			
Government bonds	102,233	107,013	4,780
Taxable municipal bonds	50,468	52,786	2,318
Mutual funds:			
Blackrock inflation protected	55,000	59,669	4,669
Federation total return	111,155	113,162	2,007
Pimco low duration	50,368	48,347	(2,021)
Pimco total return	105,453	108,549	3,096
International treasury	24,680	26,474	1,794
	<u>346,656</u>	<u>356,201</u>	<u>9,545</u>
Total fixed income funds	<u>499,357</u>	<u>516,000</u>	<u>16,643</u>
Total investments	<u>\$1,432,681</u>	<u>\$1,488,306</u>	<u>\$ 55,625</u>

## NOTES TO FINANCIAL STATEMENTS

### Note 3. Endowment Funds

Blackacre's endowment funds consist of investments held in Stock Yards Trust Company investment accounts (see Note 2). These investments include both Board designated funds and donor funds which are permanently restricted. As required by generally accepted accounting principles, net assets associated with endowment funds, including funds designated by the Board of Directors to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions. The endowment net asset composition for type of fund as of December 31, 2012 and 2011 is as follows:

	2012		
	<u>Unrestricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-restricted endowment funds		\$854,184	\$ 854,184
Board-designated endowment funds	<u>\$711,391</u>	_____	<u>711,391</u>
	<u>\$711,391</u>	<u>\$854,184</u>	<u>\$1,565,575</u>
	2011		
	<u>Unrestricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-restricted endowment funds		\$854,184	\$ 854,184
Board-designated endowment funds	<u>\$634,122</u>	_____	<u>634,122</u>
	<u>\$634,122</u>	<u>\$854,184</u>	<u>\$1,488,306</u>

Changes in endowment net assets for the years ended December 31, 2012 and 2011 are as follows:

	2012		
	<u>Unrestricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, beginning of year	\$634,122	\$854,184	\$1,488,306
Investment return:			
Interest and dividends	48,796		48,796
Unrealized gains	70,033		70,033
Realized gains	26,843		26,843
Net transfers to operations	(56,698)		(56,698)
Trustee fees	<u>(11,705)</u>	_____	<u>(11,705)</u>
Endowment net assets, end of year	<u>\$711,391</u>	<u>\$854,184</u>	<u>\$1,565,575</u>

## NOTES TO FINANCIAL STATEMENTS

	2011		
	Unrestricted	Permanently Restricted	Total
Endowment net assets, beginning of year	\$663,856	\$854,184	\$1,518,040
Investment return:			
Interest and dividends	42,713		42,713
Unrealized losses	(11,140)		(11,140)
Realized gains	6,409		6,409
Net transfers to operations	(56,047)		(56,047)
Trustee fees	(11,669)	—	(11,669)
Endowment net assets, end of year	<u>\$634,122</u>	<u>\$854,184</u>	<u>\$1,488,306</u>

### **Interpretation of relevant law:**

Blackacre has interpreted the Kentucky 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 of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, Blackacre classifies as permanently restricted 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) accumulation 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, Blackacre considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds: (1) the duration and preservation of the various funds, (2) the purposes of the donor-restricted endowment funds, (3) general economic conditions, (4) the possible effect of inflation and deflation, (5) the expected total return from income and the appreciation of investments, (6) other resources of Blackacre, and (7) Blackacre's investment policies.

## NOTES TO FINANCIAL STATEMENTS

### **Return objectives and risk parameters:**

Blackacre 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. Endowment assets include those assets of donor-restricted funds that Blackacre must hold in perpetuity or for a donor-specified period as well as board-designated funds. Under its Summary of Investment Objectives and Guidelines policy adopted in 2008, the endowment assets are invested in a manner that is intended to preserve principal in terms of its purchasing power to serve Blackacre's needs over the long term; produce sufficient income to meet those needs; and provide long-term growth in assets and be fairly balanced by the need for reasonable income and investment risk. These objectives shall be met through a balanced strategy of fixed income, equities, and cash investments with a focus on total return in a risk-averse manner. It is intended that the investment manager achieve performance objectives over a seven year period.

### **Strategies employed for achieving objectives:**

To satisfy its long-term rate-of-return objectives, Blackacre relies on a total return strategy in which investment returns are achieved both through capital appreciation (realized and unrealized) and current yield (interest and dividends). Blackacre targets a diversified asset allocation.

### **Spending policy and how the investment objectives relate to spending policy:**

Blackacre has a policy making quarterly income distributions deemed necessary to support their mission. In establishing this policy, Blackacre considered the long-term expected return on its endowment. Income distributions are determined by a total return system. The amounts distributed are based on a twelve quarter moving average of the market value of the total fund, multiplied by an amount not to exceed 4%. This policy is consistent with the Blackacre's objective to maintain the purchasing power of the endowment assets held in perpetuity or for a specified term as well as to provide additional real growth through new gifts and investment return.



## NOTES TO FINANCIAL STATEMENTS

### Note 4. Changes in Restricted Net Assets

Changes in temporarily restricted net assets are as follows:

	<u>Balance</u> <u>12/31/11</u>	<u>Contributions</u>	<u>Released</u>	<u>Interest</u> <u>Income</u>	<u>Balance</u> <u>12/31/12</u>
Visitor center	\$100,000				\$100,000
Emmy Smith Memorial Fund	63,430	\$1,100	\$(7,379)	\$18	57,169
Environmental Education Center	4,574				4,574
Gwynne projects	10,000				10,000
Watershed conservation	5,000				5,000
Pond restoration	<u>1,250</u>				<u>1,250</u>
	<u>\$184,254</u>	<u>\$1,100</u>	<u>\$(7,379)</u>	<u>\$ 18</u>	<u>\$177,993</u>

	<u>Balance</u> <u>12/31/10</u>	<u>Contributions</u>	<u>Released</u>	<u>Interest</u> <u>Income</u>	<u>Balance</u> <u>12/31/11</u>
Visitor center	\$100,000				\$100,000
Emmy Smith Memorial Fund	37,176	\$26,952	\$ (1,000)	\$ 302	63,430
Environmental Education Center	6,490		(1,916)		4,574
Nature Center Garden	1,000		(1,000)		
Environmental education consulting	192		(192)		
Other capital projects	715		(715)		
Gwynne projects	10,000				10,000
Watershed conservation	920	5,000	(920)		5,000
Pond restoration	<u>8,500</u>		<u>(7,250)</u>		<u>1,250</u>
	<u>\$164,993</u>	<u>\$31,952</u>	<u>\$(12,993)</u>	<u>\$ 302</u>	<u>\$184,254</u>

Permanently restricted net assets of \$854,184 represent the initial endowment contributions received in 1985 of which the income from this endowment is to be used to fund operations of Blackacre.

## NOTES TO FINANCIAL STATEMENTS

### **Note 5. Rental Income**

Blackacre leases certain of the buildings to individuals who live in these buildings as their primary residence. The leases are for one year terms and are renewable at the option of Blackacre. These agreements are for the benefit of Blackacre as the tenants provide security to the immediate grounds surrounding these buildings. Blackacre also leases certain of the facilities to the general public for special events.

### **Note 6. Concentration of Credit Risk**

Blackacre maintains cash balances at several financial institutions located in Kentucky. Accounts at each institution are insured by the Federal Deposit Insurance Corporation up to \$250,000. At December 31, 2012, there were no uninsured cash balances.

Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of the investment securities will occur in the near term and that such changes could materially affect the financial condition of Blackacre.

### **Note 7. Agreements and Commitments**

In October 1996, Blackacre entered into an agreement with the Kentucky State Nature Preserves Commission and the Jefferson County Board of Education. This agreement stipulates various responsibilities to be undertaken by each of the parties to the agreement. Blackacre's role is to maintain and manage Blackacre State Nature Preserve and Historic Homestead. The agreement was extended in 2005 for an additional term of ten years.

## BLACKACRE CONSERVANCY, INC.

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### General Information

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<b>Organization Number</b>	0177969
<b>Name</b>	BLACKACRE CONSERVANCY, INC.
<b>Profit or Non-Profit</b>	N - Non-profit
<b>Company Type</b>	KCO - Kentucky Corporation
<b>Status</b>	A - Active
<b>Standing</b>	G - Good
<b>State</b>	KY
<b>File Date</b>	5/16/1983
<b>Organization Date</b>	5/16/1983
<b>Last Annual Report</b>	5/21/2014
<b>Principal Office</b>	3200 TUCKER STATION ROAD LOUISVILLE, KY 40299
<b>Registered Agent</b>	A. DALE JOSEY 3200 TUCKER STATION ROAD LOUISVILLE, KY 40299

### Current Officers

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<b>President</b>	<a href="#"><u>Colin Lindsay</u></a>
<b>Vice President</b>	<a href="#"><u>Katie Greene</u></a>
<b>Secretary</b>	<a href="#"><u>Joellen Johnson</u></a>
<b>Treasurer</b>	<a href="#"><u>Steven Kerrick</u></a>
<b>Director</b>	<a href="#"><u>Doug Weaver</u></a>
<b>Director</b>	<a href="#"><u>Steve D Kerrick</u></a>
<b>Director</b>	<a href="#"><u>Ben Morris</u></a>
<b>Director</b>	<a href="#"><u>Kelly C Garvey</u></a>
<b>Director</b>	<a href="#"><u>Elmer H Blackburn</u></a>
<b>Director</b>	<a href="#"><u>Ann T Nevils DVM</u></a>
<b>Director</b>	<a href="#"><u>Tracy Cutting</u></a>
<b>Director</b>	<a href="#"><u>Stuart Benson</u></a>
<b>Director</b>	<a href="#"><u>Chris Morris</u></a>

### Individuals / Entities listed at time of formation

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<b>Director</b>	<a href="#"><u>BRAINARD PALMER-BALL</u></a>
<b>Director</b>	<a href="#"><u>DURYEA MORTON</u></a>
<b>Director</b>	<a href="#"><u>ELIZABETH JONES</u></a>
<b>Director</b>	<a href="#"><u>DAVID WICKS</u></a>
<b>Director</b>	<a href="#"><u>JUDGE BOYCE MARTIN</u></a>
<b>Incorporator</b>	<a href="#"><u>ELLEN M. PEDLEY</u></a>

### Images available online

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Documents filed with the Office of the Secretary of State on September 15, 2004 or thereafter are available as scanned images or PDF documents. Documents filed prior to September 15, 2004 will become available as the images are created.

<u>Annual Report</u>	5/21/2014	1 page	<u>PDF</u>	
<u>Registered Agent name/address change</u>	4/24/2013 10:20:18 AM	1 page	<u>PDF</u>	
<u>Annual Report</u>	4/24/2013	1 page	<u>PDF</u>	
<u>Annual Report</u>	2/13/2012	1 page	<u>PDF</u>	
<u>Registered Agent name/address change</u>	12/13/2011 2:49:43 PM	1 page	<u>PDF</u>	
<u>Annual Report Amendment</u>	2/11/2011	1 page	<u>PDF</u>	
<u>Annual Report</u>	2/9/2011	1 page	<u>PDF</u>	
<u>Annual Report</u>	3/9/2010	1 page	<u>PDF</u>	
<u>Registered Agent name/address change</u>	10/15/2009	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	10/13/2009	1 page	<u>PDF</u>	
<u>Annual Report</u>	7/23/2008	1 page	<u>PDF</u>	
<u>Amendment</u>	8/9/2007	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	8/9/2007	1 page	<u>tiff</u>	<u>PDF</u>
<u>Principal Office Address Change</u>	8/9/2007	1 page	<u>tiff</u>	<u>PDF</u>
<u>Statement of Change</u>	8/9/2007	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	3/23/2006	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	5/24/2005	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	9/23/2004	1 page	<u>tiff</u>	<u>PDF</u>
<u>Sixty Day Notice</u>	1/24/2004	1 page	<u>tiff</u>	<u>PDF</u>
<u>Agent Resignation</u>	10/24/2003	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/22/2003	1 page	<u>tiff</u>	<u>PDF</u>
<u>Statement of Change</u>	4/24/2003	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	6/4/2002	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	5/30/2001	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	6/8/2000	1 page	<u>tiff</u>	<u>PDF</u>
<u>Statement of Change</u>	6/11/1999	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	5/25/1999	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	5/13/1998	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1997	1 page	<u>tiff</u>	<u>PDF</u>
<u>Statement of Change</u>	8/2/1996	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1996	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1995	2 pages	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1994	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	3/17/1993	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1992	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1991	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1990	2 pages	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1989	2 pages	<u>tiff</u>	<u>PDF</u>
<u>Articles of Incorporation</u>	5/16/1983	13 pages	<u>tiff</u>	<u>PDF</u>

## Assumed Names

## Activity History

Filing	File Date	Effective Date	Org. Referenced
Annual report	5/21/2014 11:17:52 AM	5/21/2014 11:17:52 AM	
Annual report	4/24/2013 10:49:33 AM	4/24/2013 10:49:33 AM	
Registered agent address change	4/24/2013 10:20:18 AM	4/24/2013 10:20:18 AM	
Annual report	2/13/2012 1:41:12 PM	2/13/2012 1:41:12 PM	
Registered agent address change	12/13/2011 2:49:43 PM	12/13/2011 2:49:43 PM	
Amendment to annual report	2/11/2011 10:46:51 AM	2/11/2011 10:46:51 AM	
Annual report	2/9/2011 2:37:59 PM	2/9/2011 2:37:59 PM	
Annual report	3/9/2010 2:20:08 PM	3/9/2010 2:20:08 PM	
Registered agent address change	10/15/2009 2:52:42 PM	10/15/2009	
Annual report	10/13/2009 1:57:21 PM	10/13/2009 1:57:21 PM	
Annual report	7/23/2008 3:26:12 PM	7/23/2008 3:26:12 PM	
Amendment - Change name	8/9/2007 3:14:52 PM	8/9/2007	<u>BLACKACRE FOUNDATION, INC.</u>

## Microfilmed Images

Microfilm images are not available online. They can be ordered by faxing a Request For Corporate Documents to the Corporate Records Branch at 502-564-5687.

Annual Report

5/20/2005

1 page