

**ENGAGING
THE
FUTURE**



One journey at a time

2012 ANNUAL REPORT

LETTER TO OUR STAKEHOLDERS

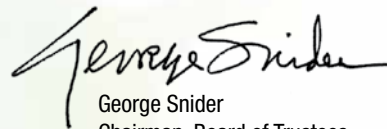
During 2012, Cuyahoga Valley Scenic Railroad passed a number of significant mileposts.

- We celebrated our 40th anniversary with a public party at Hale Farm and Village, where Honorary Chairman Siegfried Buerling and a small group of civic leaders gathered in 1972 to launch a tourist railroad.
- We crossed the 210,000 mark for passenger boardings, while volunteers gave us a record 84,800 hours of their time. (Of our total passengers, 38,305 rode on the Polar Express, while another 11,000 participated in the Student Explorer program run in collaboration with the National Park.)
- We completed a carefully planned transition in leadership, with the retirement and replacement of former President and CEO Steve Wait after six and a half years of distinguished service.
- We hired a new Director of Operations at Fitzwater Yard and began a search (since filled) for a Chief Development Officer to build our donor community and create new capital funding strategies.
- We improved on-time performance throughout the system and started a campaign to remind all employees, volunteers and vendors that "Safety Starts with Me."
- We supported the National Park Service's focus on environmental sustainability by requesting bids for our first fully renovated "green" locomotive, using hybrid technologies that will significantly reduce fuel consumption and emissions. (A contract for this work was signed in March 2013, and delivery is expected in early 2014.)
- We joined with our partner, the Conservancy for Cuyahoga Valley National Park, in opening a new Trail Mix retail store and ticket office in Peninsula.

The new year presents many opportunities to build upon last year's successes, but it is not without challenges. In the short run, we face service disruptions caused by a newly begun two-year program to repair various bridges along our route, while the U.S. Government's budget "sequestration" will reduce funds we receive from the National Park Service. Longer-term, we face the challenge of maintaining and modernizing our fleet as passenger demand continues to grow. However, with smart management and the enthusiastic support of our employees, volunteers, trustees, Park partners and others, we are confident that CVSR can meet the challenges ahead – both known and unknown – and continue its journey as America's premier excursion railroad.



Craig B. Tallman
President and CEO



George Snider
Chairman, Board of Trustees

"The strategic purpose of CVSR's existence is to offer an alternative way for the public to engage Cuyahoga Valley National Park. Our equipment needs to be reliable and in working order to be able to do that."

–Craig Tallman,
President and CEO





HAPPY 40TH ANNIVERSARY!

CVSR marked its 40th Anniversary of providing passenger rail service through the Cuyahoga Valley!

210,493 passengers climbed aboard CVSR's railcars in 2012 for a scenic journey through Cuyahoga Valley National Park.

Whether it was a daily scenic excursion with a layover in the historic Village of Peninsula to visit the local shops, an evening wine-tasting or traveling to the North Pole aboard The Polar Express – CVSR gives people a unique way to engage one of America's Top Ten Most Visited National Parks.

STEAM IN THE VALLEY

Steam in the Valley returned in September. Special Guest CP #1293, provided by the Age of Steam Roundhouse, was a big hit with rail enthusiasts. A Total Track Tour, Brunch Along the Cuyahoga and the 40th Anniversary Celebration at Hale Farm and Village were enjoyed by over 1,500.

THE POLAR EXPRESS

"Well, you comin'?" asked The Polar Express conductor, and 38,305 passengers said "Yes!" This popular event, based on the book by Chris Van Allsburg, and movie from Warners Brothers, departed from both the Akron Northside Station and the Rockside Station in Independence. Passengers were taken straight to the North Pole, with elves on board to help spread holiday cheer along the way!



NEW LEADERSHIP

Steve Wait, who had been CVSR's President & CEO since November 2006 announced his intent to retire in early 2012. After a national search, Hudson resident Craig Tallman took over the reins in May.

The railroad's new CEO has worked for national and international trucking firms since graduating from the University of Iowa in 1976. He was transferred to this area 10 years ago, having last worked as group vice president for YRC Worldwide until October 2011.

Cuyahoga Valley National Park Superintendent, Stan Austin is excited about the new President and CEO. "His vision and energy will keep us on track with a railroad that has seen tremendous growth in the last few years. Cuyahoga Valley Scenic Railroad is a vital resource to the community and provides an enhanced visitor experience for national park visitors. We look forward to continuing our partnership with someone as talented as Mr. Tallman to continue and expand the presence of our alternative transportation in the Ohio & Erie Canalway."

STUDENT EXPLORER FIELD TRIPS

Over 11,000 students were on board the moving classroom through Cuyahoga Valley National Park - learning with the help of National Park Rangers and volunteers about the animals that make the valley their home, how transportation evolved in this area or how Northeast Ohio played a pivotal role in the Underground Railroad.

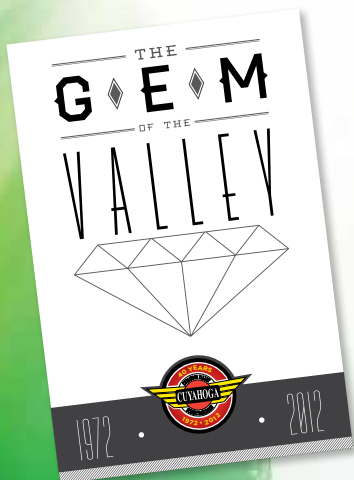


The results are in! Each year, participating teachers are asked to rate on a scale of 1-10 (10 being the highest) the quality of the program they received.

2012 Teacher Evaluations

Pre-trip Materials	8.69	Overall Quality	9.66
CVSR Contacts	9.40	Recommend Program	9.71
Met Academic Standards	9.63	Will Participate Again	9.62





40TH ANNIVERSARY EVENT AT HALE FARM & VILLAGE

300 Guests traveled by train to help CVSR celebrate its 40th Anniversary at Hale Farm and Village.

Siegfried Buerling was named the Honorary Chairman at the event, and presented with a model railcar replica of the actual passenger car that will bear his name, recognizing his legacy as the inceptor of Cuyahoga Valley Scenic Railroad.

The CVSR Volunteer Association was also recognized for their incredible service over the years.

Thanks to the generosity of guests who raised their paddles during the live auction, 300 deserving children will get to experience a Student Explorer field trip.

40th Anniversary Event Committee Members:

Arnie De La Porte,
Chairman

Kristin Walker Boose

Siegfried Buerling

Amy Dragga

Joey Glassco

Christina Kmetko

Greg Kruszka

Kelly Steele-Moore

Craig Tallman

Sean Veney

Thank you to the sponsors of the event:

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Events &
Catering



CVSR VOLUNTEERS

Volunteers have been the foundation of Cuyahoga Valley Scenic Railroad since its beginning in 1972. We are one of America's top excursion railroads because of our volunteers.

Volunteers serve on trains as conductors, engineers, brakemen, trainmen, and concessions staff. Volunteers serve as Polar Express™ Elves and Day Out With Thomas™ staff; assist Park Rangers on education charters for children of all ages; maintain, paint, clean, and help rebuild our cars and engines; and serve in the office and as Trustees.

More than 5,000 volunteers have provided our riders with over 600,000 hours of professional, considerate, thoughtful service for 40 years. They provide riders with a safe, enjoyable, educational, and memorable trip on our trains.

To our CVSR volunteers, past, present and future, we thank and salute you!

In 2012, there were **2,286** volunteers who gave **84,800** hours of service—that is the equivalent of **41 full time employees!**

The number of hours given in 2011 was 76,850.

There are **163** Volunteers who actively gave 100 hours or more of their time in 2012.

Dan Krol stepped down this year as president of the volunteer association after 5 years.

Thank you, Dan, for your years of service!

Tom Johnston is the new president.



Photo Credit: Dan Gerbacht

CVSR GIVES BACK!

Over 38,000 passengers took the magical trip to the North Pole in 2012 aboard The Polar Express, but the trip that leaves the lasting impression with our guests and volunteers is the Charity Run.

CVSR awards tickets to a special matinee run to organizations that serve families in need – those dealing with things no family should have to deal with.

If we can give them just two hours of relief – then we have done our job!

"Thank you for the opportunity afforded one of my patients to ride The Polar Express. Apparently the magic of the North Pole did something for him! He was so excited and talking about the train. It was truly amazing!" – Therapist, Akron Children's Hospital

Tickets were awarded to:

- Akron Children's Hospital: Hematology, Oncology, Pulmonary and Cardiology units
- Stephen A Comunale Jr. Family Cancer Foundation
- Macedonia Head Start
- Leukemia/Lymphoma Society
- National MS Society
- United Way
- Cleveland Sight Center
- Sisters of Charity of Cleveland
- United Disabilities Services

VETERAN'S DAY TRAIN RIDE

For the past three years, CVSR has offered current and retired military, along with their families, a free scenic excursion on Veteran's Day.

In 2012, over 300 participants climbed aboard and had a great time seeing the National Park and sharing stories of their service.



Conductor Alan Rice with a special guest aboard the Matinee of The Polar Express.

Photo Credit: Dan Gerbacht

VOLUNTEER WEEK AND OUTINGS

These amazing companies rolled up their sleeves and worked up a sweat giving volunteer hours in 2012!

Kudos to all of you!

- Jo-Ann Fabric and Craft Stores Volunteer Week
- KeyBank Neighbors Make a Difference Day
- University Hospitals
- Swagelok



“Our fleet is evolving to meet the needs of our community. We can now offer a variety of opportunities and ways to engage the National Park.”

**—Ray Kammer,
Director of Operations, CVSR**

CHALLENGES

Closures in the first two quarters of 2013 of CVSR's stations south of Peninsula for the replacement or repair of three separate bridges have reduced the excursion offerings.

The project is expected to be completed by the June 1st Summer Season Kick Off – and adds to the infrastructure owned and managed by Cuyahoga Valley National Park.



RECENTLY UPGRADED DELUXE CARS

With volunteer labor, passengers can now enjoy Brunch along the Cuyahoga or perhaps a chef-prepared gourmet meal aboard the train as it travels through the national park.

The Cuyahoga Inn (Car # 3126) was built by the Budd Company in 1951 for the Pennsylvania Railroad as a class PP85 Parlor Car with a 29-seat parlor and a 5-seat drawing room. This car was used in Pennsy's and Penn Central's Senator and Congressional fleets, which operated between Boston, New York City and Washington DC.

The transformation is remarkable!

The Lone Star – previously used only for power, not for passengers – now boasts a beautifully redecorated interior, where passengers enjoy brunch, wine or beer tasting excursions.



PARTNERS IN THE PARK

The Countryside Conservancy connects communities and farmers, provides alternate market choices, and creates venues that foster civic engagement through fun and informal education.

The Countryside Farmers' Markets (CFM) are unique, producers only farmers' markets established and managed by the Countryside Conservancy (CC). The markets are also unique in that they are situated in remarkable locations, including in the National Park. CVSR will be stopping to drop passengers off at the Farmer's Market at Howe Meadow every Saturday morning this coming season.



TRAIL MIX PENINSULA RECENTLY OPENED FOR BUSINESS

The Conservancy for Cuyahoga Valley National Park, in partnership with CVSR, opened a new retail location in October 2012: Trail Mix Peninsula.

The beautifully designed store features locally-sourced gifts and food, Cuyahoga Valley National Park apparel, souvenirs, jewelry and art by local artists, grab-and-go café, kids area and Cuyahoga Valley Scenic Railroad tickets. The store is located in downtown Peninsula, nestled between the Winking Lizard and the Peninsula Train Depot.



STATEMENTS OF FINANCIAL POSITION

December 31, 2012 and 2011

2012

2011

CURRENT ASSETS

Petty cash on hand	\$2,100	\$2,100
Cash- checking	1,449,139	1,102,440
Grants receivable	106,000	341,229
Pledges receivable	—	165,000
Inventory - concessions	41,996	66,558
Prepaid insurance	24,623	18,305
Prepaid expenses	—	181
Employee advance	288	1,588
TOTAL CURRENT ASSETS	1,624,146	1,697,401

INVESTMENTS - ENDOWMENT

376,197 347,917

PROPERTY AND EQUIPMENT

Rolling stock	3,980,380	3,907,484
Machines and equipment	236,215	249,825
Track Truck	116,931	78,853
Office equipment	34,800	32,041
Furniture	124,014	124,014
Lease improvement	40,000	—
Seasonal fixtures	128,762	89,652
	4,661,102	4,481,869
Less accumulated depreciation and amortization	2,785,551	2,621,620
	1,875,512	1,860,249
	<u>\$3,875,894</u>	<u>\$3,905,567</u>

LIABILITIES AND NET ASSETS

CURRENT LIABILITIES

Gift certificate liability	36,735	35,022
Accrued payroll, payroll taxes and withholding	55,092	55,044
TOTAL CURRENT LIABILITIES	91,827	90,066

NET ASSETS

Unrestricted	3,144,694	3,040,408
Temporarily restricted	263,176	427,176
Permanently restricted	376,197	347,917
TOTAL NET ASSETS	3,784,067	3,815,501
TOTAL LIABILITIES AND NET ASSETS	\$3,875,894	\$3,905,567

For a copy of our full audit report, please contact us at 330-657-1906.

RIDERSHIP BREAKDOWN

Scenic passengers: 113,336

Polar Express: 38,305

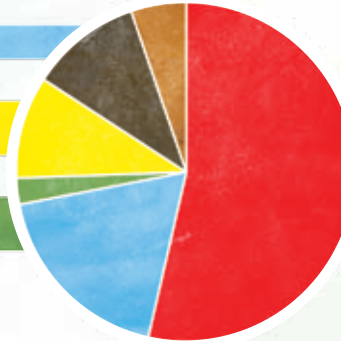
Bike Aboard!: 21,834

Day Out
With Thomas: 20,789

Education: 11,014

Beer and wine
tastings: 5,069

Total passengers: 210,347



SAFETY STARTS WITH ME

In 2012, CVSR initiated a new campaign to help raise safety awareness at our Fitzwater facility. Signage is proudly displayed at our entrance and inside our facilities proclaiming “Safety Starts With Me.” We look forward to creating a safe and productive work culture for our staff and volunteers!



HEP PROJECT

HEP stands for Head End Power, which railroads started using in the 1970s to address the increasing need for Air Conditioning and electric heat on passenger cars.

All of CVSR's cars had HEP on them, but the system was in need of a major upgrade/overhaul. Started in the Fall of 2012, CVSR's maintenance staff has completed the upgrades on 16 passenger cars.

This \$250,000 project, funded through general operating support, is needed for both long term sustainability, efficiency and safety for the hard-working crews.

“The railroad is an enjoyable means to experience the nature and heritage of Cuyahoga Valley National Park.”

—Deb Vandala,
CEO, Conservancy for CVNP



WWW.CVSR.COM

FUNDING

IN-KIND DONATIONS

CVSR is grateful to our partners who donated much needed goods and services:

Gifts In-Kind

Alcoa Tempcraft
Ben Baker
Wanda and Larry Blanchard
Victoria and Thomas J. Collin
Don Basch Jewelers
Emerson Commercial & Residential Solutions
Energizer
Fairmount Minerals Ltd.
Great Lakes Publishing
Pam and Thomas L. Johnston
Diane and Kurt V. Korfhage
Larry's Truck and Electric
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National Railway Equipment Co.
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Anthony Ocepek
Ohio CAT
Premier Printing
Ridge Tool Co.
Robert J. Events & Catering
Thirsty Dog Brewing Company
Towlift, Inc.
TRIAD Communications
Lydia and James Virost

TRANSIT IN PARKS PROGRAM

Cuyahoga Valley National Park received over \$3.2 million in February 2012 that will support five CVSR-related capital projects.

The Transit in Parks program provides funding for alternative transportation systems, such as shuttle buses, rail connections and bicycle trails. The program seeks to conserve natural, historical, and cultural resources; reduce congestion and pollution; improve visitor mobility and accessibility; enhance visitor experience; and ensure access to all, including persons with disabilities.

PROJECTS TO BE AWARDED:

1. Install a Pedestrian Bridge at Rockside Boarding Area
2. Replace Railroad Power Car
3. Rebuild Locomotive #365 with Green Technology
4. Rehabilitate Accessible Railcar #727
5. Rehabilitate Baggage car for Bicycle Transport



"The Kent H. Smith Charitable Trust has provided outstanding support to CVSR since our beginning. Their challenge grant helped to motivate community members to give generously as well. We are grateful to the hundreds of new donors and those who increased their gifts just so we could achieve the match."

**—Jerry Peyton, CVSR Development Committee Chairman,
Board of Trustees**

KENT H. SMITH CHARITABLE TRUST CHALLENGE RAISES OVER \$300,000 FOR CVSR

Thanks to the generosity of our friends and donors, Cuyahoga Valley Scenic Railroad successfully completed a \$150,000 challenge grant made by the Kent H. Smith Charitable Trust. The Cleveland-based trust agreed to match dollar-for-dollar up to \$150,000 for every new or increased gift made for general operating. Not only did CVSR complete the aggressive yearlong challenge two months early, but we exceeded the goal by over \$13,000! Funds raised through the challenge were used for general operating expenses such as mechanical upgrades, wheel replacement, restroom rebuilds, and roof repair.

GREEN MACHINES Rebuilding Locomotives with Green Technology



SUSTAINABILITY

The contract has been signed and the first of the TRIP funded projects is underway.

Engine #365

One locomotive is on its way to becoming a responsible citizen - only four more to go!

ST. LUCIE SOUND FOUNDERS SOCIETY

The St. Lucie Sound Founders Society recognizes individuals and organizations who contribute a minimum annual gift of \$1,500 to CVSR. Sharing a passion for rail travel and Ohio's only national park, St. Lucie Sound Founders are a select group who, through their generosity, are preserving the heritage of the Cuyahoga Valley for generations to come. Thanks to their philanthropic leadership, the Cuyahoga Valley Scenic Railroad can reach more people, develop new educational programs, strengthen partnerships and preserve the railroad along with our community history. Built in 1946 and refurbished in 1986, the St. Lucie Sound was and still is the quintessence of luxury train travel.



Founder's Circle \$10,000+

Akron Community Foundation
The Mary S. and David C. Corbin Foundation
The Dominion Foundation
The Hoover Foundation
The Lehner Family Foundation
The Edward A. & Catherine L. Lozick Foundation
John A. McAlonan Fund of Akron Community Foundation
Ohio & Erie Canalway Association
OMNOVA Solutions Foundation
The Perkins Charitable Foundation
The Kent H. Smith Charitable Trust
The Kelvin and Eleanor Smith Foundation
Timken Foundation of Canton

Leader's Circle \$5,000 - \$9,999

Jacqueline Bird
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Jerry D. Peyton
Nora and George R. Snider, Jr.
Diane and Craig Tallman
The Welty Family Foundation

THANK YOU 2012 DONORS

The Cuyahoga Valley Scenic Railroad salutes our 2012 supporters. These individuals and organizations made generous contributions that allowed CVSR to connect more than 200,000 children, families and adults to our national park, providing them with enlightening Ohio heritage, railroad and educational experiences and outstanding passenger service.

Nearly 1,000 donors supported the railroad this year. Thank you! Although we cannot list every name, please know that your contribution is important and appreciated. The following list includes gifts of \$100 or more received between January 1 and December 31, 2012.

FRIENDS OF CVSR

Engineer

\$1,000 - \$1,499

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The Henry V. and Frances W. Christenson Foundation
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Stationmaster

\$250 - \$499

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Christie and Mark Zedar

Brakeman

\$100 - \$249

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Terri L. Manns was recently appointed to the position of Chief Development Officer for Cuyahoga Valley Scenic Railroad. Terri joined our organization on March 25 and will lead the railroad in donor relations, capital fundraising, major gifting, planned giving, gift-in-kind support, and government relations. A graduate of Norte Dame College, Terri holds a bachelor of arts degree in Comprehensive

Communications and is an experienced public relations professional. In recent years, Terri was Senior Manager, Major Gifts for the American Red Cross, Greater Cleveland Chapter, Chief Development Officer with Big Brothers Big Sisters of Greater Cleveland, Vice President of Fund Development for the YMCA of Greater Cleveland and most recently Senior Development Officer for Beech Brook. An experienced CVNP visitor, Terri brings efficient skills, insight, and energy to CVSR that will drive our development program towards greater achievements.



Ray Kammer Jr. joined CVSR in November, 2012 as the Director of Operations. Ray was most recently President of Operations for the Cincinnati Railway Company responsible for the operating of its subsidiary companies LM&M Railroad Family Entertainment, the Cincinnati Dinner Train, and Luxury Private Railcar Travel. Prior to his position with the Cincinnati Railway Company, Ray was General Manager for

Railroad Associates/Lake Central Rail Tours which services the Michigan and Indiana markets. A native of Hammond, Indiana, Ray attended Purdue University Calumet and participated in the Business MGMT Program focusing on small business and entrepreneurial course work.

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