

PUBLIC DISCLOSURE COPY

Form **990**

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047

2016
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the **2016** calendar year, or tax year beginning **SEP 1, 2016** and ending **AUG 31, 2017**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization BERKELEY REPERTORY THEATRE Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite 999 HARRISON STREET City or town, state or province, country, and ZIP or foreign postal code BERKELEY, CA 94710 F Name and address of principal officer: SUSAN MEDAK SAME AS C ABOVE	D Employer identification number 94-1679756 E Telephone number 510-647-2900 G Gross receipts \$ 20,640,870. H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I 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		
J Website: ▶ WWW.BERKELEYREP.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1968
		M State of legal domicile: CA

Part I Summary

	1	Briefly describe the organization's mission or most significant activities: THE THEATRE PRODUCES PREMIERS OF NEW WORK AND MAJOR PRODUCTIONS FROM AN INTERNATIONAL REPERTOIRE.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
Activities & Governance	3	Number of voting members of the governing body (Part VI, line 1a)	3	28
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	26
	5	Total number of individuals employed in calendar year 2016 (Part V, line 2a)	5	408
	6	Total number of volunteers (estimate if necessary)	6	1000
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	-33,505.
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b	-132,569.
	Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year
9		Program service revenue (Part VIII, line 2g)	Current Year	6,974,605.
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)		12,522,947.
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		183,236.
12		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		-322,360.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		41,663.
	14	Benefits paid to or for members (Part IX, column (A), line 4)		32,795.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		9,519,794.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,286,186.		11,008,232.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		102,634.
				48,161.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		8,775,138.
	19	Revenue less expenses. Subtract line 18 from line 12		9,257,412.
				18,439,229.
				2,382,695.
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year	48,127,170.
	21	Total liabilities (Part X, line 26)	End of Year	48,878,603.
	22	Net assets or fund balances. Subtract line 21 from line 20		18,962,646.
				20,502,492.
				29,164,524.

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.

Sign Here	Signature of officer _____ Date _____	
	FELICIA WOYTAK, TREASURER Type or print name and title	
Paid Preparer Use Only	Print/Type preparer's name KATY BROWN	Preparer's signature KATY BROWN
	Date 05/08/18	Check if self-employed <input type="checkbox"/> PTIN P00650274
	Firm's name ▶ ARMANINO LLP	Firm's EIN ▶ 94-6214841
	Firm's address ▶ 12657 ALCOSTA BLVD, STE. 500 SAN RAMON, CA 94583-4600	Phone no. 925-790-2600

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: PLEASE SEE SCHEDULE O FOR THE COMPLETE MISSION STATEMENT.

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 [X] No

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

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

4a (Code:) (Expenses \$ 15,757,766. including grants of \$) (Revenue \$ 12,020,752.) BERKELEY REPERTORY THEATRE PRESENTED 460 PERFORMANCES OF 10 SHOWS FOR AN AUDIENCE OF MORE THAN 210,000 ATTENDEES. THE ECLECTIC AND ADVENTUROUS SEASON ATTRACTED INTERNATIONAL, NATIONAL, AND LOCAL PRESS WITH SEVERAL FEATURE STORIES.

THE SEASON OFFICIALLY BEGAN IN SEPTEMBER WITH A WORLD PREMIERE ADAPTATION OF SINCLAIR LEWIS' IT CAN'T HAPPEN HERE, JUST IN TIME FOR THE 2016 ELECTION. ADAPTED BY ARTISTIC DIRECTOR TONY TACCONI WITH SCREENWRITER BENNETT C. COHEN AND DIRECTED BY ASSOCIATE DIRECTOR LISA PETERSON WITH A CAST OF 14, THE PLAY FOLLOWS THE ASCENT OF A DEMAGOGUE WHO IS ELECTED PRESIDENT OF THE UNITED STATES. THE PRODUCTION GAINED CRITICAL ACCLAIM AND RAN UNTIL NOVEMBER 6; TWO DAYS LATER DONALD TRUMP

4b (Code:) (Expenses \$ 946,673. including grants of \$ 32,795.) (Revenue \$ 504,492.) THE BERKELEY REP SCHOOL OF THEATRE PROVIDES COMPREHENSIVE ARTS EXPERIENCES FOR STUDENTS THROUGHOUT THE BAY AREA EACH YEAR. THROUGH ONSITE CLASSES AND SCHOLARSHIPS, STUDENT MATINEES, YOUTH DEVELOPMENT PROGRAMS, AND FREE AND DEEPLY DISCOUNTED ARTS EDUCATION IN-CLASSROOM RESIDENCIES, BERKELEY REP ENSURES BROAD ACCESS TO SOME OF THE BAY AREA'S FINEST TEACHING ARTISTS AND PRODUCTIONS. 54 STUDENTS WERE AWARDED SCHOLARSHIPS TOTALING \$32,795.

THE BERKELEY REP SCHOOL OF THEATRE'S OUTREACH PROGRAMS REINFORCE COMMON CORE ANCHOR STANDARDS FOR COLLEGE AND CAREER READINESS IN READING, WRITING, SPEAKING AND LISTENING, AND LANGUAGE.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$ 330,219.) BERKELEY REP ALSO OFFERED AUDIENCES THREE SPECIAL PRESENTATIONS. THE FIRST, IN DECEMBER, WAS NPR PERSONALITY SANDRA TSING LOH'S THE MADWOMAN IN THE VOLVO. DIRECTED BY LISA PETERSON, MADWOMAN IS A HILARIOUS AND CANDID ROAD TRIP THROUGH THE TRIPLE M'S MIDDLE-AGE, MENOPAUSE, AND MOTHERHOOD, AND WAS QUITE THE ALTERNATIVE HOLIDAY OFFERING. IN APRIL, AUDIENCE FAVORITE HERSHEY FELDER RETURNED WITH HERSHEY FELDER AS IRVING BERLIN. THIS MUSICAL JOURNEY THROUGH THE LIFE AND WORK OF AMERICAN COMPOSER IRVING BERLIN SOLD OUT PERFORMANCES AND EXTENDED ONE WEEK. IN AUGUST COMEDIAN MIKE BIRBIGLIA KICKED OFF A 20-CITY TOUR FOR HIS LATEST SHOW MIKE BIRBIGLIA: THE NEW ONE. ORIGINALLY ANNOUNCED AS A TWO-WEEK LIMITED ENGAGEMENT, OUR AUDIENCES HAD AN APPETITE FOR STAND-UP COMEDY, AND BIRBIGLIA'S SHOW EXTENDED AN ADDITIONAL TWO WEEKS.

4d Other program services (Describe in Schedule O.) (Expenses \$ 517,510. including grants of \$) (Revenue \$)

4e Total program service expenses 17,221,949.

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 Section 501(c)(3) organizations. 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 other assistance to or for any foreign organization? <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 other assistance to or for foreign individuals? <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

Part IV Checklist of Required Schedules (continued)

	Yes	No
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?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 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	
24a 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 25a</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. 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 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
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		X
27 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
28 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):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
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
c 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
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 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
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 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
33 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
34 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
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
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>		
36 Section 501(c)(3) organizations. 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
37 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
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Input box for Schedule O response

Table with columns for question number, description, and Yes/No checkboxes. Includes sections for backup withholding, employee reporting, unrelated business income, foreign accounts, prohibited transactions, and charitable contributions.

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 or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 1a 28 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b	Enter the number of voting members included in line 1a, above, who are independent 1b 26		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	X	
b	Other officers or key employees of the organization	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **CA**
- 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. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 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, address, and telephone number of the person who possesses the organization's books and records: **SUZANNE PETTIGREW, CONTROLLER - 510-647-2955**
999 HARRISON STREET, BERKELEY, CA 94710

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

Check if Schedule O contains a response or note to any line 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) STEWART OWEN PRESIDENT	1.00	X		X				0.	0.	0.
(2) CARRIE AVERY VICE PRESIDENT	1.00	X		X				0.	0.	0.
(3) ROGER STRAUCH VICE PRESIDENT	1.00	X		X				0.	0.	0.
(4) JEAN STRUNSKY VICE PRESIDENT	1.00	X		X				0.	0.	0.
(5) EMILY SHANKS TREASURER	1.00	X		X				0.	0.	0.
(6) LEONARD X ROSENBERG SECRETARY	1.00	X		X				0.	0.	0.
(7) EDWARD BAKER TRUSTEE	1.00	X						0.	0.	0.
(8) MICHELLE BRANCH TRUSTEE	1.00	X						0.	0.	0.
(9) DAVID COX TRUSTEE	1.00	X						0.	0.	0.
(10) AMAR DOSHI TRUSTEE	1.00	X						0.	0.	0.
(11) ROBIN EDWARDS TRUSTEE	1.00	X						0.	0.	0.
(12) LISA FINER TRUSTEE	1.00	X						0.	0.	0.
(13) KERRY FRANCIS TRUSTEE	1.00	X						0.	0.	0.
(14) PAUL FRIEDMAN TRUSTEE	1.00	X						0.	0.	0.
(15) JILL FUGARO TRUSTEE	1.00	X						0.	0.	0.
(16) KAREN GALATZ TRUSTEE	1.00	X						0.	0.	0.
(17) BRUCE GOLDEN TRUSTEE	1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(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			
(18) SCOTT HABER TRUSTEE	1.00	X					0.	0.	0.	
(19) DAVID HOFFMAN TRUSTEE	1.00	X					0.	0.	0.	
(20) JONATHAN LOGAN TRUSTEE	1.00	X					0.	0.	0.	
(21) JANE MARVIN TRUSTEE	1.00	X					0.	0.	0.	
(22) SANDRA MCCANDLESS TRUSTEE	1.00	X					0.	0.	0.	
(23) PAMELA NICHTER TRUSTEE	1.00	X					0.	0.	0.	
(24) RICHARD SHAPIRO TRUSTEE	1.00	X					0.	0.	0.	
(25) GAIL WAGNER TRUSTEE	1.00	X					0.	0.	0.	
(26) FELICIA WOYTAK TRUSTEE	1.00	X					0.	0.	0.	
1b Sub-total							0.	0.	0.	
c Total from continuation sheets to Part VII, Section A							953,388.	0.	162,357.	
d Total (add lines 1b and 1c)							953,388.	0.	162,357.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **5**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
PEACOCK CONSTRUCTION, INC. 3421 GOLDEN GATE WAY, LAFAYETTE, CA 94549	CONSTRUCTION	983,195.
BAY AREA ARTS MARKETING, 584 CASTRO STREET, #473, SAN FRANCISCO, CA 94114	TELEMARKETING	175,853.
KQED, INC. 2601 MARIPOSA ST., SAN FRANCISCO, CA 94110	ADVERTISING	171,685.
SF CHRONICLE PO BOX 80070, PRESCOTT, AZ 86304	ADVERTISING	171,679.
AUTUMN PRESS, INC 945 CAMELIA ST., BERKELEY, CA 94710	PRINTING SERVICES	161,201.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **7**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line 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 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	636,541.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	62,000.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	6,276,064.				
	g Noncash contributions included in lines 1a-1f: \$		233,519.				
	h Total. Add lines 1a-1f		6,974,605.				
	Program Service Revenue	2 a ADMISSIONS/SPECIAL PERFORMANCES	Business Code 711110	8,868,263.	8,868,263.		
b CO-PRODUCTION REVENUE		711110	2,455,000.	2,455,000.			
c CONCESSIONS		711110	535,318.	535,318.			
d TUITION/EDUCATION		711110	504,492.	504,492.			
e SERVICE CHARGES		711110	479,431.	479,431.			
f All other program service revenue		711110	163,572.		163,572.		
g Total. Add lines 2a-2f			13,006,076.				
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)		141,626.			141,626.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties		2,987.	2,987.			
	6 a Gross rents	(i) Real	109,707.				
		(ii) Personal	8,922.				
		b Less: rental expenses	561,494.				
		c Rental income or (loss)	-451,787.				
	d Net rental income or (loss)		-445,906.		-207,050.	-238,856.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	66,052.				
		(ii) Other					
		b Less: cost or other basis and sales expenses	0.		179,269.		
		c Gain or (loss)	66,052.		-179,269.		
	d Net gain or (loss)		-113,217.			-113,217.	
	8 a Gross income from fundraising events (not including \$ 636,541. of contributions reported on line 1c). See Part IV, line 18	a	311,258.				
		b Less: direct expenses	311,258.				
c Net income or (loss) from fundraising events			0.				
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	15,196.					
	b Less: cost of goods sold	5,223.					
	c Net income or (loss) from sales of inventory		9,973.		9,973.		
Miscellaneous Revenue		Business Code					
11 a MISCELLANEOUS REVENUE	711110	4,441.			4,441.		
	b						
	c						
	d All other revenue						
e Total. Add lines 11a-11d		4,441.					
12 Total revenue. See instructions.		19,580,585.	12,845,491.	-33,505.	-206,006.		

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 or note to any line 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 domestic organizations and domestic governments. See Part IV, line 21 ...				
2 Grants and other assistance to domestic individuals. See Part IV, line 22	32,795.	32,795.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	915,352.	528,856.	226,893.	159,603.
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	8,346,316.	6,805,121.	888,954.	652,241.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	1,029,790.	852,792.	100,520.	76,478.
10 Payroll taxes	716,774.	590,229.	75,060.	51,485.
11 Fees for services (non-employees):				
a Management				
b Legal	7,458.		7,458.	
c Accounting	82,920.		82,920.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	48,161.			48,161.
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch. O.)	764,489.	758,449.	6,040.	
12 Advertising and promotion	1,108,141.	1,072,095.		36,046.
13 Office expenses	192,482.	97,912.	40,873.	53,697.
14 Information technology	55,210.		55,210.	
15 Royalties	504,213.	504,213.		
16 Occupancy	785,654.	651,940.	113,629.	20,085.
17 Travel	893,250.	877,791.	14,258.	1,201.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	374,327.	355,145.	9,591.	9,591.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	875,820.	830,852.	22,484.	22,484.
23 Insurance	344,525.	330,818.	6,679.	7,028.
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 PRODUCTION MATERIALS	1,104,647.	1,104,647.		
b HOUSING	1,094,402.	1,094,402.		
c CREDIT CARD FEES	469,567.	361,027.	82,896.	25,644.
d MISCELLANEOUS	434,119.	206,677.	105,000.	122,442.
e All other expenses	166,188.	166,188.		
25 Total functional expenses. Add lines 1 through 24e	20,346,600.	17,221,949.	1,838,465.	1,286,186.
26 Joint costs. 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 or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	883,890.	1	288,539.
	2 Savings and temporary cash investments	2,384,124.	2	1,742,099.
	3 Pledges and grants receivable, net	6,017,804.	3	6,169,980.
	4 Accounts receivable, net	360.	4	27,760.
	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	879,345.	9	2,152,353.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 45,348,233.		
	b Less: accumulated depreciation	10b 14,355,174.		
	11 Investments - publicly traded securities	31,427,396.	10c	30,993,059.
	12 Investments - other securities. See Part IV, line 11	6,344,930.	11	7,391,189.
	13 Investments - program-related. See Part IV, line 11		12	
	14 Intangible assets		13	
	15 Other assets. See Part IV, line 11	189,321.	14	
16 Total assets. Add lines 1 through 15 (must equal line 34)	48,127,170.	15	113,624.	
		16	48,878,603.	
Liabilities	17 Accounts payable and accrued expenses	988,256.	17	670,014.
	18 Grants payable		18	
	19 Deferred revenue	4,541,091.	19	6,026,519.
	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	12,485,937.	23	11,912,936.
	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	947,362.	25	1,893,023.
	26 Total liabilities. Add lines 17 through 25	18,962,646.	26	20,502,492.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	18,633,339.	27	17,898,163.
	28 Temporarily restricted net assets	7,134,721.	28	7,081,484.
	29 Permanently restricted net assets	3,396,464.	29	3,396,464.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	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 Total net assets or fund balances	29,164,524.	33	28,376,111.	
34 Total liabilities and net assets/fund balances	48,127,170.	34	48,878,603.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	19,580,585.
2	Total expenses (must equal Part IX, column (A), line 25)	2	20,346,600.
3	Revenue less expenses. Subtract line 2 from line 1	3	-766,015.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	29,164,524.
5	Net unrealized gains (losses) on investments	5	416,907.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	-533,463.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	94,158.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	28,376,111.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

- 1** Accounting method used to prepare the Form 990: Cash Accrual 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:
 Separate basis Consolidated basis Both consolidated and separate basis
- 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:
 Separate basis Consolidated basis Both consolidated and separate basis
- 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.
- 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? _____
- 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 _____

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	8,595,502.	6,643,835.	7,764,816.	8,322,851.	6,942,336.	38,269,340.
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 Total. Add lines 1 through 3	8,595,502.	6,643,835.	7,764,816.	8,322,851.	6,942,336.	38,269,340.
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)						4,505,318.
6 Public support. Subtract line 5 from line 4.						33,764,022.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
7 Amounts from line 4	8,595,502.	6,643,835.	7,764,816.	8,322,851.	6,942,336.	38,269,340.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	281,504.	214,467.	317,186.	284,821.	263,242.	1,361,220.
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 VI.)	346,897.	349,102.	368,431.	377,347.	315,699.	1,757,476.
11 Total support. Add lines 7 through 10						41,388,036.
12 Gross receipts from related activities, etc. (see instructions)					12	51,675,844.
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						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f))	14	81.58 %
15 Public support percentage from 2015 Schedule A, Part II, line 14	15	80.28 %
16a 33 1/3% support test - 2016. 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 33 1/3% support test - 2015. 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 10% -facts-and-circumstances test - 2016. 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 VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2015. 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 VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. 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 10 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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 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						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
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						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (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

15 Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2015 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2015 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2016. 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 - 2015. 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

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations *(continued)*

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI.</i>		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.</i>		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI.) **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount		(A) Prior Year	Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Schedule A (Form 990 or 990-EZ) 2016

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year		
1	Amounts paid to supported organizations to accomplish exempt purposes			
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity			
3	Administrative expenses paid to accomplish exempt purposes of supported organizations			
4	Amounts paid to acquire exempt-use assets			
5	Qualified set-aside amounts (prior IRS approval required)			
6	Other distributions (describe in Part VI). See instructions			
7	Total annual distributions. Add lines 1 through 6			
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions			
9	Distributable amount for 2016 from Section C, line 6			
10	Line 8 amount divided by Line 9 amount			
Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1	Distributable amount for 2016 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2016 (reasonable cause required- explain in Part VI). See instructions			
3	Excess distributions carryover, if any, to 2016:			
a				
b				
c	From 2013			
d	From 2014			
e	From 2015			
f	Total of lines 3a through e			
g	Applied to underdistributions of prior years			
h	Applied to 2016 distributable amount			
i	Carryover from 2011 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4	Distributions for 2016 from Section D, line 7: \$			
a	Applied to underdistributions of prior years			
b	Applied to 2016 distributable amount			
c	Remainder. Subtract lines 4a and 4b from 4			
5	Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions			
6	Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions			
7	Excess distributions carryover to 2017. Add lines 3j and 4c			
8	Breakdown of line 7:			
a				
b	Excess from 2013			
c	Excess from 2014			
d	Excess from 2015			
e	Excess from 2016			

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

Name of the organization

BERKELEY REPERTORY THEATRE

Employer identification number

94-1679756

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 its Form 990-PF, Part I, line 2, to certify that it doesn't 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) (2016)

Name of organization BERKELEY REPERTORY THEATRE	Employer identification number 94-1679756
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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	<hr/> <hr/> <hr/>	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	<hr/> <hr/> <hr/>	\$ 308,494.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	<hr/> <hr/> <hr/>	\$ 400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	<hr/> <hr/> <hr/>	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	<hr/> <hr/> <hr/>	\$ 175,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	<hr/> <hr/> <hr/>	\$ 282,482.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization BERKELEY REPERTORY THEATRE	Employer identification number 94-1679756
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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
7	<hr/> <hr/> <hr/>	\$ 575,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization BERKELEY REPERTORY THEATRE	Employer identification number 94-1679756
--	--

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
6	210 SHARES OF SPDR S&P 500 EFT TRUST _____ _____ _____	\$ 50,719.	08/31/17
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization BERKELEY REPERTORY THEATRE	Employer identification number 94-1679756
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info. 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
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2016 Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization BERKELEY REPERTORY THEATRE Employer identification number 94-1679756

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate value of contributions, grants, and end of year, and two yes/no questions about donor property and grant fund usage.

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include purpose(s) of conservation easements, a table for lines 2a-2d (Total number, acreage, certified historic structures, acquired after 8/17/06), and questions about monitoring, expenses, and reporting.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include questions about reporting works of art, historical treasures, or other similar assets held for public exhibition, education, or research.

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" on 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, for escrow or custodial account liability? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" on 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	4,341,982.	4,116,679.	4,139,533.	3,784,801.	3,677,784.
b Contributions	2,400.	57,173.	171,725.	65,825.	25,000.
c Net investment earnings, gains, and losses	490,563.	191,008.	-170,452.	460,889.	256,821.
d Grants or scholarships					
e Other expenditures for facilities and programs	24,399.	22,878.	24,127.	171,982.	174,804.
f Administrative expenses					
g End of year balance	4,810,546.	4,341,982.	4,116,679.	4,139,533.	3,784,801.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment 20.80 %
- b Permanent endowment 70.70 %
- c Temporarily restricted endowment 8.50 %

The percentages on 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:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" on line 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.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. 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		2,802,299.		2,802,299.
b Buildings		37,560,202.	11,796,620.	25,763,582.
c Leasehold improvements				
d Equipment		2,927,272.	2,160,093.	767,179.
e Other		2,058,460.	398,461.	1,659,999.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				30,993,059.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) EXECUTIVE RETIREMENT PLAN	1,891,385.
(3) INTEREST RATE SWAP	1,638.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	1,893,023.

2. Liability for uncertain tax positions. 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

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	20,648,540.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	416,907.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	94,158.
e	Add lines 2a through 2d	2e	511,065.
3	Subtract line 2e from line 1	3	20,137,475.
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	-556,890.
c	Add lines 4a and 4b	4c	-556,890.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	19,580,585.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	20,903,490.
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	556,890.
e	Add lines 2a through 2d	2e	556,890.
3	Subtract line 2e from line 1	3	20,346,600.
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	20,346,600.

Part XIII Supplemental Information.

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 V, LINE 4:

THE PURPOSE OF THE ENDOWMENT FUNDS IS TO FURTHER THE CHARITABLE AND EDUCATIONAL PURPOSES OF BERKELEY REPERTORY THEATRE BY PROVIDING GENERAL SUPPORT IN MEETING THE OPERATING AND PROGRAM NEEDS OF BERKELEY REPERTORY THEATRE, AS DETERMINED BY BERKELEY REPERTORY THEATRE'S BOARD OF TRUSTEES. A DONOR MAKING A CONTRIBUTION TO THE ENDOWMENT FUND MAY IMPOSE SPECIFIC USE RESTRICTIONS (A "RESTRICTED PURPOSE") ON THE DONOR'S CONTRIBUTION, PROVIDED THAT ANY SUCH RESTRICTION MUST BE CLEARLY STATED IN THE DONOR'S GIFT INSTRUMENT. IF AT ANY TIME IN THE JUDGMENT OF THE BOARD OF TRUSTEES IT IS IMPOSSIBLE OR IMPRACTICABLE TO CARRY OUT EXACTLY THE RESTRICTED PURPOSE IN THE MANNER REQUESTED BY THE DONOR, A PURPOSE AND MANNER AS NEAR AS IS PRACTICABLE TO THE RESTRICTED PURPOSE SHALL BE DETERMINED BY THE

Part XIII Supplemental Information *(continued)*

BOARD OF TRUSTEES.

PART X, LINE 2:

THE THEATRE IS A QUALIFIED ORGANIZATION EXEMPT FROM FEDERAL INCOME AND CALIFORNIA FRANCHISE TAXES UNDER THE PROVISIONS OF SECTIONS 501(C)(3) OF THE INTERNAL REVENUE CODE AND 23701(D) OF THE CALIFORNIA REVENUE AND TAXATION CODE, RESPECTIVELY.

THE THEATRE EVALUATES ITS TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN TO DETERMINE WHETHER THE TAX POSITIONS ARE "MORE-LIKELY-THAN-NOT" OF BEING SUSTAINED BY THE APPLICABLE TAX AUTHORITY. TAX POSITIONS NOT DEEMED TO MEET THE "MORE-LIKELY-THAN-NOT" THRESHOLD ARE RECORDED AS AN EXPENSE IN THE APPLICABLE YEAR. AS OF AUGUST 31, 2017, THE THEATRE DOES NOT HAVE ANY SIGNIFICANT UNCERTAIN TAX POSITIONS FOR WHICH A RESERVE WOULD BE NECESSARY. THE THEATRE FILES U.S. FEDERAL, AND U.S. STATE TAX RETURNS. FOR U.S. STATE TAX RETURNS, THE THEATRE IS GENERALLY NO LONGER SUBJECT TO TAX EXAMINATIONS FOR YEARS PRIOR TO 2011. FOR U.S. FEDERAL TAX RETURNS, THE THEATRE IS NO LONGER SUBJECT TO TAX EXAMINATION FOR YEARS PRIOR TO 2012.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

GAIN FROM INTEREST RATE SWAP	94,158.
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PART XI, LINE 4B - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES	-153,832.
RENTAL EXPENSES	-564,535.
GROSS UP - ADVERTISING	137,030.
GROSS UP - RENTAL INCOME	24,447.
TOTAL TO SCHEDULE D, PART XI, LINE 4B	-556,890.

Part XIII Supplemental Information *(continued)*

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES 153,832.

RENTAL EXPENSES 564,535.

GROSS UP - ADVERTISING -137,030.

GROSS UP - RENTAL INCOME -24,447.

TOTAL TO SCHEDULE D, PART XII, LINE 2D 556,890.

Part II Fundraising Events. Complete if the organization answered "Yes" on 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))
		GALA DINNER & AUCTION (event type)	(event type)	NONE (total number)	
Revenue	1 Gross receipts	947,799.			947,799.
	2 Less: Contributions	636,541.			636,541.
	3 Gross income (line 1 minus line 2)	311,258.			311,258.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	147,273.			147,273.
	6 Rent/facility costs				
	7 Food and beverages	82,034.			82,034.
	8 Entertainment	1,950.			1,950.
	9 Other direct expenses	80,001.			80,001.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				311,258.
11 Net income summary. Subtract line 10 from line 3, column (d)				0.	

Part III Gaming. Complete if the organization answered "Yes" on 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. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct 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: _____

- 11 Does the organization conduct gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity conducted in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: BAY AREA ARTS MARKETING

(I) ADDRESS OF FUNDRAISER: 584 CASTRO ST #473, SAN FRANCISCO, CA 94114

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

▶ **Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.**

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Name of the organization BERKELEY REPERTORY THEATRE Employer identification number 94-1679756

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ _____
- 3** Enter total number of other organizations listed in the line 1 table ▶ _____

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

Schedule I (Form 990) (2016)

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
SCHOLARSHIP	54	0.	32,795.	FMV	DIRECTLY CREDITED TO STUDENT ACCOUNT

Part IV Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

PART I, LINE 2:

SCHOLARSHIPS ARE MADE TO STUDENTS ATTENDING BERKELEY REPERTORY THEATRE'S SCHOOL OF THEATRE. SCHOLARSHIP FUNDS DIRECTLY REDUCE COSTS OF ATTENDANCE. ALL APPLICANTS ARE ASKED TO SUBMIT A FINANCIAL AID APPLICATION DEMONSTRATING THEIR NEED. A COPY OF THE TAX RETURN IS REQUIRED. APPLICATIONS REMAIN ON FILE. THE SCHOOL OF THEATRE DIRECTOR, ASSOCIATE DIRECTOR, AND ADMINISTRATOR EVALUATE REQUESTS AND SCALE AWARD IN RELATION TO AGI, ADJUSTING FOR EXTENUATING CIRCUMSTANCES, PREVIOUS AWARDS, AND PARTICIPATION IN SCHOOL OF THEATRE.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2016

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization
BERKELEY REPERTORY THEATRE

Employer identification number
94-1679756

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as, maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1a		
1b		
2		
3		
4a		X
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2016

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) SUSAN MEDAK MANAGING DIRECTOR	(i)	235,873.	5,600.	0.	53,950.	7,454.	302,877.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) ANTHONY TACCONE TRUSTEE, ARTISTIC DIRECTOR	(i)	261,392.	5,600.	0.	28,550.	15,887.	311,429.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) LYNN EVE KOMAROMI DIRECTOR OF DEVELOPMENT	(i)	152,829.	3,192.	0.	4,787.	16,872.	177,680.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) THERESA VON KLUG GENERAL MANAGER	(i)	144,888.	3,102.	0.	1,206.	22,108.	171,304.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) SUZANNE PETTIGREW CONTROLLER	(i)	138,106.	2,806.	0.	4,209.	7,334.	152,455.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 4B:

TONY TACCONE AND SUSAN MEDAK PARTICIPATED IN BERKELEY REPERTORY THEATRE'S

SUPPLEMENT EXECUTIVE RETIREMENT PLAN, EACH WITH CUMULATIVE ACCRUALS OF

\$600,000, REPORTED OVER PRIOR 3 YEARS ON FORM 990. PER AUDIT, THE

ALLOCATION OF EXECUTIVE DEFERRED COMPENSATION COSTS IS BASED ON ESTIMATES

OF THE AMOUNT AND TIMING OF THE BENEFITS TO BE PROVIDED. THE COSTS ARE

BEING ACCRUED OVER THE PERIOD FROM THE ADOPTION OF THE PLAN IN 2014 THROUGH

THE VESTING DATE OF AUGUST 31, 2018. PER AUDIT, TONY TACCONE AND SUSAN

MEDAK HAVE EACH CUMULATIVELY ACCRUED \$443,334.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2016

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization **BERKELEY REPERTORY THEATRE** Employer identification number **94-1679756**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	6	143,264.	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (WATCHES)	X	1	39,996.	FMV
26 Other ▶ (WINE)	X	2	20,040.	FMV
27 Other ▶ (TICKETS TO AC)	X	1	14,000.	FMV
28 Other ▶ (WHOLE FOODS M)	X	1	9,100.	FMV

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 1

- 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?
- b If "Yes," describe the arrangement in Part II.
- 31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?
- 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?
- b If "Yes," describe in Part II.
- 33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

	Yes	No
30a		X
31		X
32a	X	

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

Schedule M (Form 990) (2016)

Part II Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

PART I, OTHER TYPES OF PROPERTY:

COFFEE

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTIONS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII § 7119.

(D) METHOD OF DETERMINING REVENUE: FMV

SCHEDULE M, PART I, COLUMN (B):

THIS NUMBER REFLECTS THE NUMBER OF CONTRIBUTORS, NOT THE NUMBER OF ITEMS CONTRIBUTED.

SCHEDULE M, LINE 32B:

CARS DONATED TO BERKELEY REPERTORY THEATRE ARE SOLD BY CHARITABLE AUTO RESOURCES, INC. FOR A FEE. NET PROCEEDS ARE RECEIVED BY BERKELEY REPERTORY THEATRE.

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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

Open to Public
Inspection

Name of the organization

BERKELEY REPERTORY THEATRE

Employer identification number

94-1679756

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

WAS ELECTED PRESIDENT. IN 1936, SINCLAIR LEWIS ADAPTED HIS NOVEL INTO A

PLAY UNDER THE AUSPICES OF THE FEDERAL THEATRE PROJECT, AND 21 THEATRES

ACROSS THE COUNTRY OPENED PRODUCTIONS ON THE SAME NIGHT. DURING THE

WEEK OF OCTOBER 24, 2016 THE 80TH ANNIVERSARY OF THAT NATIONWIDE

OPENING BERKELEY REP WAS JOINED BY 50 ORGANIZATIONS ACROSS 24 STATES

FOR A SERIES OF FREE, PUBLIC READINGS OF TACCONO AND COHEN'S NEW

ADAPTATION. HOST ORGANIZATIONS INCLUDED 20 THEATRES, 12 UNIVERSITIES,

12 LIBRARIES, A HIGH SCHOOL, A COFFEE HOUSE, AND FOUR IN-HOME READINGS.

A SELECTION OF IT CAN'T HAPPEN HERE WAS ALSO READ LIVE ON STAGE AT THE

ST. JAMES THEATRE IN NEW YORK CITY AND ON THE INTERNET ON OCTOBER 17 BY

ACTORS JAKE GYLLENHAAL AND JON HAMM.

NEXT UP WAS THE WORLD PREMIERE PRODUCTION OF JEFF AUGUSTIN'S THE LAST

TIGER IN HAITI, A STORY ABOUT CHILD SLAVES (CALLED RESTAVEKS)

COMMISSIONED BY BERKELEY REP AND DEVELOPED IN THE GROUND FLOOR:

BERKELEY REP'S CENTER FOR THE CREATION AND DEVELOPMENT OF NEW WORK. TEN

DAYS BEFORE THE LAST TIGER IN HAITI OPENED, HURRICANE MATTHEW

DEVASTATED MANY PARTS OF HAITI. IN RESPONSE, THE CAST DELIVERED CURTAIN

SPEECHES, AND ULTIMATELY \$92,000 WAS RAISED VIA DONATIONS FROM AUDIENCE

MEMBERS DURING THE RUN. THE TWO HAITIAN ORGANIZATIONS THAT RECEIVED THE

DONATIONS ARE LAMBI FUND OF HAITI, A UNIQUE GRASSROOTS ORGANIZATION

WHOSE MISSION IS TO ASSIST THE POPULAR, DEMOCRATIC MOVEMENT IN HAITI;

AND RESTAVEK FREEDOM, AN ORGANIZATION WHOSE MISSION IS TO END CHILD

SLAVERY (OR RESTAVEKS) IN HAITI.

Name of the organization BERKELEY REPERTORY THEATRE	Employer identification number 94-1679756
--	--

IN DECEMBER AND JANUARY WE WELCOMED BACK ENGLAND'S KNEEHIGH THEATRE FOR

THE AMERICAN PREMIERE OF 946: THE AMAZING STORY OF ADOLPHUS TIPS,

ADAPTED BY MICHAEL MORPURGO AND EMMA RICE FROM MORPURGO'S YOUNG ADULT

NOVEL OF THE SAME NAME. AFTER PAIRING UP WITH KNEEHIGH FOR THE WILD

BRIDE AND TRISTAN & YSEULT, BERKELEY REP WAS SEEKING A STORY ABOUT

GREAT BRITAIN AND AMERICA, AND THIS PIECE ABOUT AMERICAN SOLDIERS

OCCUPYING A SEASIDE TOWN TO PARTICIPATE IN TRAINING FOR THE D-DAY

LANDINGS FIT THE BILL. WITH ITS STRONG STORY PLUS PUPPETRY, DANCE,

LIVE MUSIC, AND KNEEHIGH'S SIGNATURE WHIMSY, 946 PROVED A POPULAR SHOW

FOR FAMILIES AROUND THE HOLIDAYS.

BERKELEY REP ALSO WELCOMED THE NEW YEAR WITH THE WEST COAST PREMIERE OF

ROBERT ASKINS' TONY AWARD-NOMINATED DEVILISH COMEDY, HAND TO GOD.

DIRECTED BY DAVID IVERS, WHO RETURNED TO BERKELEY REP AFTER HELMING

LAST SEASON'S ONE MAN, TWO GUVNORS, HAND TO GOD WAS A HIT WITH

AUDIENCES AND CRITICS ALIKE AND EXTENDED ONE WEEK.

IN MARCH, BERKELEY REP PRESENTED ROE, A COPRODUCTION WITH OREGON

SHAKESPEARE FESTIVAL AND ARENA STAGE. DIRECTED BY OSF'S BILL RAUCH,

LISA LOOMER'S PLAY FOLLOWED THE DIVERGENT PERSONAL JOURNEYS OF ROE V.

WADE LAWYER SARAH WEDDINGTON AND PLAINTIFF NORMA MCCORVEY ("JANE ROE")

IN THE YEARS FOLLOWING THE FATEFUL DECISION. WHILE THE PLAY IS AS

TIMELY AS EVER, THIS PRODUCTION RESONATED WITH OUR AUDIENCES EVEN MORE

AFTER THE RECENT WOMEN'S MARCH. BERKELEY REP PARTNERED WITH THE UC

BERKELEY LAW SCHOOL ON A PUBLIC PANEL DISCUSSION ABOUT ROE V. WADE ON

MARCH 26, MODERATED BY MELISSA MURRAY, INTERIM DEAN FOR ALEXANDER F.

AND MAY T. MORRISON PROFESSOR OF LAW, FACULTY DIRECTOR, CENTER ON

REPRODUCTIVE RIGHTS AND JUSTICE BERKELEY SCHOOL OF LAW; AND JILL E.

Name of the organization BERKELEY REPERTORY THEATRE	Employer identification number 94-1679756
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ADAMS, EXECUTIVE DIRECTOR FOR CENTER ON REPRODUCTIVE RIGHTS AND

JUSTICE. WE ALSO HOSTED PRE- AND POST-SHOW DISCUSSIONS WITH

REPRESENTATIVES FROM WOMEN'S HEALTH AND REPRODUCTIVE RIGHTS SECTORS.

IN MAY BERKELEY REP PRESENTED THE WORLD PREMIERE OF MONSOON WEDDING, A

MUSICAL DIRECTED BY MIRA NAIR BASED ON HER AWARD-WINNING FILM OF THE

SAME NAME. ONE OF NAIR'S REQUIREMENTS WAS THAT THE MUSICAL BE AS

AUTHENTIC AS POSSIBLE, SO THIS LAVISH PRODUCTION FEATURED AN

INTERNATIONAL CAST OF 20, INCLUDING INDIAN FILM AND TV STAR NAMIT DAS,

INDIAN FILM ACTRESS PALOMI GHOSH, LOCAL BAY AREA ACTOR EMIELYN D. DAS.

COMPOSER VISHAL BHARDWAJ WROTE THE MUSIC FOR A LIVE BAND THAT INCLUDED

DEEP SINGH PLAYING THE DHOL, DHOLAK, TABLA, AND DAF. SUMPTUOUS COSTUMES

WERE DESIGNED BY ARJUN BHASIN. MONSOON WEDDING ATTRACTED PRESS FROM

AROUND THE GLOBE, WITH FEATURES IN THE NEW YORK TIMES AND SEVERAL

INDIAN AND SOUTH ASIAN PUBLICATIONS; WAS EMBRACED BY THE BAY AREA'S

SOUTH ASIAN COMMUNITY; RECEIVED GLOWING REVIEWS; SOLD OUT PERFORMANCES;

AND EXTENDED THREE WEEKS. THE MUSICAL IS EXPECTED TO TOUR INDIA AND HAS

ITS SIGHTS SET ON LONDON'S WEST END.

ROUNDING OUT OUR REGULAR SEASON WAS MACARTHUR FELLOW BRANDEN

JACOBS-JENKINS' OBIE AWARD-WINNING PLAY AN OCTOROON. CALLED "THIS

DECADE'S MOST ELOQUENT THEATRICAL STATEMENT ON RACE IN AMERICA TODAY"

BY THE NEW YORK TIMES, AN OCTOROON IS A RADICAL, INCENDIARY, AND

SUBVERSIVELY FUNNY RIFF ON DION BOUCICAULT'S ONCE-POPULAR 1859

MUSTACHE-TWIRLING MELODRAMA A SPECTACULAR COLLISION OF THE ANTEBELLUM

SOUTH AND 21ST-CENTURY CULTURAL POLITICS. DIRECTED BY CALIFORNIA

SHAKESPEARE THEATER'S ARTISTIC DIRECTOR, ERIC TING, AND FEATURING LOCAL

ACTOR LANCE GARDNER, THE PRODUCTION RECEIVED HIGH ACCLAIM FROM THE

Name of the organization BERKELEY REPERTORY THEATRE	Employer identification number 94-1679756
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LOCAL PRESS AND HIGH ENGAGEMENT FROM OUR AUDIENCES.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

DURING THE FISCAL YEAR, THE BERKELEY REP SCHOOL OF THEATRE'S ENGAGEMENT

WITH LOCAL SCHOOLS AND COMMUNITY CENTERS REACHED NEARLY 8,600 STUDENTS

(11,100 INCLUDING FAMILY), PROVIDING CUSTOMIZED ARTS EDUCATION

WORKSHOPS AND STUDENT MATINEES FOR A TOTAL OF NEARLY 46,000 CONTACT

HOURS. WE SERVED 79 SCHOOLS (INCLUDING 34 TITLE 1-FUNDED SCHOOLS)

THROUGHOUT 11 COUNTIES INCLUDING ALAMEDA, CONTRA COSTA, MARIN, NAPA,

SAN MATEO, SAN FRANCISCO, SANTA CLARA, SOLANO, SACRAMENTO, SAN JOAQUIN,

AND SONOMA. THROUGH THE FREE TEEN COUNCIL 241 UNIQUE TEENS FROM 51 BAY

AREA SCHOOLS PARTICIPATED IN ART AND LEADERSHIP TRAINING, 56% OF THEM

RETURNING MULTIPLE TIMES FOR OVER 80 EVENTS AND 4,000 CONTACT HOURS.

ARTS ORGANIZATIONS ACROSS THE COUNTRY HAVE INSTITUTED PROGRAMS MODELED

ON BERKELEY REP'S TEEN COUNCIL.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

AT OTHER TIMES, BERKELEY REP OPENS ITS DOORS TO ORGANIZATIONS AND

INDIVIDUALS FROM THE COMMUNITY FOR A WIDE RANGE OF EVENTS.

ORGANIZATIONS THAT USED OUR MAIN THEATRES THIS SEASON INCLUDE

PLAYGROUND, BERKELEY CHAMBER'S VISIONARY AWARDS, BERKELEY SIDE'S

UNCHARTED: THE BERKELEY FESTIVAL OF IDEAS, BERKELEY POLICE DEPARTMENT

COMMENCEMENT, BAY AREA CHILDREN'S THEATRE, AND JEWISH CIRCLE THEATRE.

WE ARE PROUD TO FORGE PARTNERSHIPS WITH FELLOW NONPROFITS TO CONTINUE

TRANSFORMING DOWNTOWN INTO A DESTINATION FOR THEATRE LOVERS.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

Name of the organization BERKELEY REPERTORY THEATRE	Employer identification number 94-1679756
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IN THE SUMMER OF 2017, THE GROUND FLOOR: BERKELEY REP'S CENTER FOR THE

CREATION AND DEVELOPMENT OF NEW WORK HELD ITS SIXTH ANNUAL SUMMER LAB.

IT RECEIVED OVER 600 APPLICATIONS (AN INCREASE OF NEARLY 200 OVER LAST

YEAR) AND WELCOMED 18 PROJECTS FEATURING MORE THAN 100 NATIONAL AND

LOCAL INNOVATIVE ARTISTS TO ITS WEST BERKELEY CAMPUS FOR AN INTENSE

FOUR-WEEK PERIOD WHERE THEY LIVED, DINED, CREATED, AND COLLABORATED

TAKING ADVANTAGE OF THE CREATIVE, FORWARD-THINKING, AND RISK-TAKING

CULTURE THAT IS THE HALLMARK OF LIFE IN THE BAY AREA. SOME OF THESE

PROJECTS ULTIMATELY LAND ON BERKELEY REP'S STAGES; MANY OTHER LAND ON

STAGES THROUGHOUT THE COUNTRY. HUNDREDS OF OUR PATRONS AND DONORS

SIGNED UP FOR OUR GROUND FLOOR EMAIL LIST, AND THEY RECEIVED INVITES TO

THE SEVERAL FREE PUBLIC WORKSHOPS AND STAGED READINGS.

EXPENSES \$ 517,510. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION B, LINE 11B:

THE MANAGING DIRECTOR, IN CONSULTATION WITH THE BOARD OR FINANCE COMMITTEE,

AS THE MANAGING DIRECTOR DEEMS APPROPRIATE, IS RESPONSIBLE FOR THE TIMELY

PREPARATION OF THE RETURN. THE MANAGING DIRECTOR SHALL PROVIDE THE FINANCE

COMMITTEE WITH A SUBSTANTIALLY COMPLETE FORM 990 SUFFICIENTLY IN ADVANCE OF

THE FILING DEADLINE TO ENABLE A DETAILED AND CONSCIENTIOUS REVIEW BY THE

MEMBERS OF THE FINANCE COMMITTEE. SUBSEQUENTLY, THE BOARD WILL BE INVITED

TO REVIEW THE FORM 990 IN ITS ENTIRETY IN ADVANCE OF THE FILING DEADLINE.

FORM 990, PART VI, SECTION B, LINE 12C:

THE ORGANIZATION'S CONFLICT OF INTEREST POLICY COVERS ALL TRUSTEES, THE

MANAGING DIRECTOR AND ARTISTIC DIRECTOR. NO TRUSTEE MAY USE HIS OR HER

POSITION AT THE ORGANIZATION FOR PERSONAL GAIN OR TO BENEFIT ANOTHER AT THE

EXPENSE OF THE ORGANIZATION, ITS MISSION, OR ITS REPUTATION. NEW TRUSTEES

Name of the organization BERKELEY REPERTORY THEATRE	Employer identification number 94-1679756
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MUST SIGN THE CONFLICT OF INTEREST DISCLOSURE STATEMENT AFFIRMING THEY HAVE

READ THE CONFLICT OF INTEREST POLICY, ARE NOT AWARE OF ANY DIRECT OR

INDIRECT FINANCIAL OR OTHER MATERIAL INTEREST THAT IS REQUIRED TO BE

DISCLOSED, AND WILL PROMPTLY REPORT ANY FUTURE SITUATION THAT MIGHT

CONSTITUTE A CONFLICT OF INTEREST. ANNUAL SIGNATURES ARE NOT REQUIRED. IF A

CONFLICT OF INTEREST FAILS TO BE DISCLOSED THE BOARD WILL INVESTIGATE THE

SITUATION AND TAKE APPROPRIATE DISCIPLINARY AND CORRECTIVE ACTION AS

NECESSARY.

FORM 990, PART VI, SECTION B, LINE 15:

COMPENSATION FOR THE ARTISTIC DIRECTOR AND THE MANAGING DIRECTOR IS

NEGOTIATED BY THE BOARD PRESIDENT AND A COMMITTEE OF THE BOARD OF TRUSTEES

AND APPROVED BY THE BOARD THROUGH ITS APPROVAL OF WRITTEN EMPLOYMENT

AGREEMENTS AND THE ANNUAL BUDGET PROCESS. THE BOARD (OR A BOARD COMMITTEE)

REVIEWS DATA GATHERED FROM THEATRE COMMUNICATIONS GROUP AND OTHER PUBLIC

DATA, TAKING INTO ACCOUNT INDIVIDUAL PERFORMANCE AND THE COST OF LIVING IN

THE BERKELEY, CALIFORNIA AREA. THE BOARD REGULARLY EVALUATES THE

PERFORMANCE OF THE ARTISTIC DIRECTOR AND MANAGING DIRECTOR. OTHER SALARIES

ARE SUGGESTED BY MANAGEMENT AND APPROVED THROUGH THE BUDGET PROCESS.

FORM 990, PART VI, SECTION C, LINE 19:

BERKELEY REPERTORY THEATRE'S FINANCIAL STATEMENTS ARE ANNUALLY PROVIDED TO

DUN AND BRADSTREET. FINANCIAL STATEMENTS FOR MOST RECENTLY COMPLETED FISCAL

YEAR ARE AVAILABLE ON OUR WEBSITE AND UPON REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

GAIN FROM INTEREST RATE SWAP

94,158.

Name of the organization BERKELEY REPERTORY THEATRE	Employer identification number 94-1679756
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FORM 990, PART XII, LINE 2C:

THE PROCESS HAD NOT CHANGED FROM THE PRIOR YEAR.