

Berkeley Repertory Theatre

Financial Statements

August 31, 2014
(With Comparative Totals for 2013)



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INDEPENDENT AUDITOR'S REPORT

Board of Trustees
Berkeley Repertory Theatre
Berkeley, California

We have audited the accompanying financial statements of Berkeley Repertory Theatre (the "Theatre") which comprise the statement of financial position as of August 31, 2014, and the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

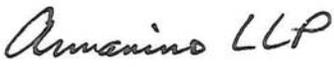
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Berkeley Repertory Theatre as of August 31, 2014, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited Berkeley Repertory Theatre's 2013 financial statements, and our report dated December 11, 2013, expressed an unmodified opinion on those audited financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended August 31, 2014, is consistent, in all material respects, with the audited financial statements from which it has been derived.


Armanino^{LLP}
San Ramon, California

November 14, 2014

BERKELEY REPERTORY THEATRE
Statement of Financial Position
August 31, 2014
(With Comparative Totals for 2013)

<u>ASSETS</u>	<u>2014</u>	<u>2013</u>
Current assets		
Cash and cash equivalents	\$ 3,951,463	\$ 2,460,365
Investments	1,108,380	572,708
Accounts receivable, net of allowance for doubtful accounts of \$0 in 2014 and 2013	77	1,943
Contributions receivable, current portion, net of allowance for doubtful accounts of \$0 in 2014 and 2013	2,156,310	2,187,801
Prepaid expenses	883,355	559,868
Total current assets	<u>8,099,585</u>	<u>5,782,685</u>
Cash and cash equivalents, restricted	15,069	250,479
Investments, restricted	4,124,464	3,738,103
Contributions receivable, non-current, net of discount	3,035,507	3,254,821
Property and equipment, net	26,203,701	26,437,085
Deposits	<u>63,394</u>	<u>152,847</u>
Total assets	<u>\$41,541,720</u>	<u>\$39,616,020</u>
<u>LIABILITIES AND NET ASSETS</u>		
Current liabilities		
Accounts payable and accrued expenses	\$ 747,811	\$ 911,043
Line of credit	-	-
Current portion of long-term debt	78,804	285,490
Deferred performance revenue	4,313,640	4,365,232
Total current liabilities	<u>5,140,255</u>	<u>5,561,765</u>
Interest rate swap liability	43,707	151,717
Long-term debt, net of current portion	9,290,340	8,993,617
Executive retirement plan	714,279	601,088
Total liabilities	<u>15,188,581</u>	<u>15,308,187</u>
Net assets		
Unrestricted	15,864,768	14,567,851
Temporarily restricted	7,092,557	6,344,468
Permanently restricted	3,395,814	3,395,514
Total net assets	<u>26,353,139</u>	<u>24,307,833</u>
Total liabilities and net assets	<u>\$41,541,720</u>	<u>\$39,616,020</u>

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

BERKELEY REPERTORY THEATRE
Statement of Activities
For the Year Ended August 31, 2014
(With Comparative Totals for 2013)

	2014			Total	2013
	Unrestricted	Temporarily Restricted	Permanently Restricted		
Revenues and support					
Admissions	\$ 7,527,895	\$ -	\$ -	\$ 7,527,895	\$ 5,968,379
Education programs	554,603	-	-	554,603	472,786
Contributions	2,885,208	3,224,951	300	6,110,459	8,248,707
Special event revenue	680,160	-	-	680,160	692,178
Co-production revenues	121,281	-	-	121,281	79,711
Concessions	461,981	-	-	461,981	294,402
Special performance revenue, net of expenses of \$1,083,000 and \$1,194,610 in 2014 and 2013, respectively	998,857	-	-	998,857	1,334,779
Investment income	2,878	77,722	-	80,600	97,301
Realized and unrealized gains	1,233	381,029	-	382,262	157,796
Other income	386,211	-	-	386,211	380,596
Net assets released from restrictions	2,935,613	(2,935,613)	-	-	-
Total revenues and support	<u>16,555,920</u>	<u>748,089</u>	<u>300</u>	<u>17,304,309</u>	<u>17,726,635</u>
Expenses					
Program					
Production costs	7,648,635	-	-	7,648,635	7,122,901
Box office and theatre operations	2,207,441	-	-	2,207,441	1,968,638
Marketing and publicity	1,706,766	-	-	1,706,766	1,597,181
Education programs	915,661	-	-	915,661	885,723
Total program	<u>12,478,503</u>	<u>-</u>	<u>-</u>	<u>12,478,503</u>	<u>11,574,443</u>
Support					
General and administrative	1,568,130	-	-	1,568,130	1,393,317
Fundraising	1,162,238	-	-	1,162,238	1,151,025
Total support	<u>2,730,368</u>	<u>-</u>	<u>-</u>	<u>2,730,368</u>	<u>2,544,342</u>
Total expenses	<u>15,208,871</u>	<u>-</u>	<u>-</u>	<u>15,208,871</u>	<u>14,118,785</u>
Change in net assets from operations	1,347,049	748,089	300	2,095,438	3,607,850
Other non-operating changes in net assets					
Gain (loss) from interest rate swap	(50,132)	-	-	(50,132)	110,509
Change in net assets	1,296,917	748,089	300	2,045,306	3,718,359
Net assets - beginning of year	<u>14,567,851</u>	<u>6,344,468</u>	<u>3,395,514</u>	<u>24,307,833</u>	<u>20,589,474</u>
Net assets - end of year	<u>\$ 15,864,768</u>	<u>\$ 7,092,557</u>	<u>\$ 3,395,814</u>	<u>\$ 26,353,139</u>	<u>\$ 24,307,833</u>

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

BERKELEY REPERTORY THEATRE

Statement of Cash Flows
For the Year Ended August 31, 2014
(With Comparative Totals for 2013)

	2014	2013
Change in net assets	\$ 2,045,306	\$ 3,718,359
Adjustments to reconcile change in net assets to net cash provided by operating activities		
Depreciation and amortization	922,631	928,298
Realized and unrealized gains on securities	(382,262)	(157,796)
Gain from interest rate swap	50,132	(110,509)
Proceeds restricted for future and non-operating activity and long range plan initiatives	(2,509,442)	(2,233,890)
Changes in operating assets and liabilities		
Accounts receivable, net	1,866	19,128
Contributions receivable, net	250,805	(1,848,978)
Prepaid expenses	(323,487)	157,758
Deposits	89,453	1,701
Accounts payable and accrued expenses	(50,041)	446,246
Deferred performance revenue	(51,592)	621,009
Net cash provided by operating activities	43,369	1,541,326
Cash flows from investing activities		
Transfers from restricted cash, net	235,410	(5,427)
Purchase of investments	(553,425)	(37,515)
Proceeds from sale of investments	13,654	55,219
Purchases of property and equipment and construction in progress payments	(689,247)	(1,060,311)
Net cash used in investing activities	(993,608)	(1,048,034)
Cash flows from financing activities		
Proceeds restricted for future and non-operating activity and long range plan initiatives	2,509,442	2,233,890
Proceeds from issuance of debt	3,620,000	-
Payoff of long-term debt per refinancing	(3,550,695)	-
Net payments on line of credit	-	(264,876)
Repayment of long-term debt	(137,410)	(270,856)
Net cash provided by financing activities	2,441,337	1,698,158
Change in cash and cash equivalents	1,491,098	2,191,450
Cash and cash equivalents, beginning of year	2,460,365	268,915
Cash and cash equivalents, end of year	\$ 3,951,463	\$ 2,460,365
<u>Supplemental cash flow information</u>		
Interest paid	\$ 385,702	\$ 449,795

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

BERKELEY REPERTORY THEATRE
Statement of Functional Expenses
For the Year Ended August 31, 2014
(With Comparative Totals for 2013)

	2014							
	Production Costs	Box Office and Theatre Operations	Marketing and Publicity	Education Programs	General and Administrative	Fundraising	Total	2013
Salaries	\$ 2,983,562	\$ 789,711	\$ 494,530	\$ 537,839	\$ 878,422	\$ 601,037	\$ 6,285,101	\$ 5,857,116
Employee benefits	432,668	132,033	55,031	50,134	135,383	80,569	885,818	905,721
Payroll taxes	247,382	79,162	37,638	52,537	60,037	44,215	520,971	497,274
Contract labor	887,717	-	140,361	-	76,827	51,917	1,156,822	767,160
Travel	366,370	35,513	2,063	2,024	15,159	5,290	426,419	294,547
Housing	304,977	112,618	-	-	-	-	417,595	470,501
Space rental	333	39,000	-	39,000	-	-	78,333	71,903
Production materials	353,238	-	-	-	-	-	353,238	461,648
Royalties and commissions	399,458	-	-	-	-	-	399,458	462,936
Printing	-	-	443,903	7,481	-	33,365	484,749	371,037
Advertising	-	-	382,213	7,069	-	-	389,282	333,630
Insurance	216,162	17,617	4,164	16,463	6,285	5,168	265,859	263,410
Interest	276,484	55,775	5,577	32,462	7,702	7,702	385,702	449,795
Supplies	12,432	24,239	8,516	1,149	30,307	16,741	93,384	77,245
Telephones	23,834	21,186	12,712	8,474	9,534	6,356	82,096	80,332
Postage	1,095	17,144	22,448	6,553	3,493	14,772	65,505	64,866
Maintenance	99,579	56,656	1,763	10,264	30,701	2,435	201,398	227,431
Credit card fees and charges	-	311,284	-	268	56,104	25,690	393,346	345,975
Utilities	194,409	39,218	3,935	22,825	5,416	5,416	271,219	265,980
Miscellaneous	187,563	342,867	78,570	43,468	234,336	243,141	1,129,945	921,980
Depreciation	661,372	133,418	13,342	77,651	18,424	18,424	922,631	928,298
Total functional expenses	<u>\$ 7,648,635</u>	<u>\$ 2,207,441</u>	<u>\$ 1,706,766</u>	<u>\$ 915,661</u>	<u>\$ 1,568,130</u>	<u>\$ 1,162,238</u>	<u>\$ 15,208,871</u>	<u>\$ 14,118,785</u>

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

BERKELEY REPERTORY THEATRE
Notes to Financial Statements
August 31, 2014

1. Organization and Summary of Significant Accounting Policies

General

The Berkeley Repertory Theatre (the "Theatre") is a professional resident theatre company founded in 1969 that produces major productions from an international repertoire, including premieres of new work. The Theatre performs in its 400-seat thrust stage and its 600-seat proscenium stage in Berkeley, California.

In 2012, the Theatre initiated a new fundraising effort, the Create Campaign, with a 5-year goal of \$50 million. As of August 31, 2014, approximately \$21 million has been raised. The funds will support a range of Strategic Initiatives as well as Annual Support for Operations. Strategic Initiatives include artistic programs, facility upgrades and development, and attracting/retaining top talent.

Basis of accounting

The financial statements of the Theatre have been prepared on the accrual basis of accounting.

Net assets

Net assets and changes therein are classified as follows:

- Permanently restricted net assets - represent contributions generally to be held in perpetuity as directed by the donors. The income from these contributions is available to support activities of the Theatre as designated by the donors.
- Temporarily restricted net assets - represent contributions whose use by the Theatre is limited in accordance with temporary donor-imposed stipulations. These stipulations may expire with time or may be satisfied by the actions of the Theatre according to the intentions of the donors.
- Unrestricted net assets - represent unrestricted resources available to support the Theatre's operations and temporarily restricted resources that have become available for use by the Theatre in accordance with the intentions of the donors.

Revenues are reported as increases in unrestricted net assets unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses on assets and liabilities are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor restriction or by law. Expirations of temporary restrictions on net assets (i.e. the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as releases from temporarily restricted net assets and recognized as unrestricted net assets. Contributions that are restricted by the donor/grantor are reported as increases in unrestricted net assets if the restrictions expire in the fiscal year in which the contributions are recognized.

BERKELEY REPERTORY THEATRE
Notes to Financial Statements
August 31, 2014

1. Organization and Summary of Significant Accounting Policies (continued)

Deferred revenue

Ticket purchases received in advance of performances are included in deferred performance revenue and recognized as admissions revenue at the time the applicable performance is given. Gift certificates purchased are recorded as deferred revenue and recognized upon the earlier of redemption or three years, where the likelihood of the gift certificates being redeemed by the customer based on historical redemption activity is remote.

Cash and cash equivalents

For the purpose of the statement of cash flows, the Theatre considers unrestricted highly liquid instruments with an initial maturity of three months or less to be cash equivalents. Cash and cash equivalents consist of cash on deposit and interest bearing money market funds.

At August 31, 2014, restricted cash and cash equivalents consist of interest bearing money market funds that are donor restricted for endowment purposes and funds restricted by donors for other long-term purposes.

Investments

Investments, which include securities, mutual funds, and certificate of deposits with an original maturity date of more than three months at the date of purchase, are recorded at fair value. Securities and mutual funds are traded on security exchanges and are valued at closing market prices on the dates closest to August 31, 2014. Investments received through gifts are recorded at estimated fair value at the date of donation. All current investments consist of board designated funds for executive retirement plans; all noncurrent investments are donor-restricted for endowment purposes.

Investment income

Unrealized gains and losses that result from market fluctuations are recognized in the period such fluctuations occur. Realized gains or losses resulting from sales or maturities are determined using the specific identification method. Realized and unrealized gains (losses) on investments are reported as follows:

as increases (decreases) in permanently restricted net assets if the terms of the donor stipulations require that they be added to (deducted from) the principal of a permanent endowment fund;

as increases (decreases) in temporarily restricted net assets, if the terms of the donor stipulations impose restrictions on the use of income;

as increases (decreases) in unrestricted net assets in all other cases.

BERKELEY REPERTORY THEATRE
Notes to Financial Statements
August 31, 2014

1. Organization and Summary of Significant Accounting Policies (continued)

Derivative instruments

The Theatre uses derivative instruments to manage exposures to interest rate risks. The Theatre's objectives for holding derivatives are to minimize the risks using the most effective methods to eliminate or reduce the exposures to interest rate fluctuations. Derivative instruments are to be recorded as assets or liabilities, measured at fair value. For each period, changes in fair value are reported as a component of the change in net assets.

Fair value measurements

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Theatre determines the fair values of its assets and liabilities based on the fair value hierarchy that includes three levels of inputs that may be used to measure fair value (Level 1, Level 2 and Level 3). Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Theatre has the ability to access at the measurement date. An active market is a market in which transactions occur with sufficient frequency and volume to provide pricing information on an ongoing basis. Level 2 inputs are inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability. Unobservable inputs reflect the Theatre's own assumptions about the assumptions market participants would use in pricing the asset or liability (including assumptions about risk). Unobservable inputs are developed based on the best information available in the circumstances and may include the Theatre's own data.

The following methods and assumptions were used to estimate the fair value of financial instruments:

- (a) Investments (Level 1). Securities traded on security exchanges are valued at closing market prices, or net asset value for mutual funds, on the date of business closest to August 31. Certificates of deposit are valued at cost basis plus accrued interest, which approximates fair value.
- (b) Interest rate swap agreement (Level 2). Interest rate swap agreements are valued based on a mathematical model that calculates the present value of the anticipated cash flows from the transaction using mid-market prices and other observable economic data and assumptions.

BERKELEY REPERTORY THEATRE
Notes to Financial Statements
August 31, 2014

1. Organization and Summary of Significant Accounting Policies (continued)

Accounts receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances due. Based on prior write-off history, overall economic conditions and the current aging status, the Theatre establishes an allowance for doubtful accounts at a level considered adequate to cover anticipated credit losses on outstanding trade accounts receivable. Theatre The Theatre determined that an allowance for doubtful accounts was not considered necessary at August 31, 2014.

Contributions and contributions receivable

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence or nature of any donor restrictions.

Contributions, including unconditional promises to give, are recognized as revenue in the period received. Conditional promises to give are not recognized until they become unconditional; that is when the conditions on which they depend are substantially met. Contributions of assets other than cash are recorded at their estimated fair value. Donated services are recorded as contributions at their estimated fair value only in those instances where the services create or enhance nonfinancial assets or require specialized skills, are provided by individuals possessing those skills, and would need to be purchased if not provided by donation. Contributions to be received after one year are recorded at the present value of their estimated future cash flows. The discount on these amounts is computed using risk adjusted market interest rates applicable to the years in which the promise was received. Amortization of the discount is recorded as additional contribution revenue in accordance with donor-imposed restrictions, if any, on the contributions. An allowance for uncollectible contributions receivable is established based upon management's judgment including such factors as prior collection history, aging statistics of contributions, and the nature of the receivable. At August 31, 2014, management has determined that no allowance for uncollectible contributions was required.

Property and equipment

Property and equipment are stated at cost when purchased or constructed, or at the asset's estimated fair value at the time the donated property is received. Depreciation is provided using the straight-line method over the assets' estimated useful lives ranging from 4 to 40 years. The Theatre capitalizes all property and equipment with a cost greater than \$5,000 and an estimated useful life in excess of one year. Construction in progress and software installments in progress is depreciated only after the assets are completed and have been placed into service. Donated property and equipment is recorded at the estimated fair value at the date the contribution is received and considered to be unrestricted when placed into service by the Theatre, unless restricted as to use by explicit donor stipulation.

BERKELEY REPERTORY THEATRE
Notes to Financial Statements
August 31, 2014

1. Organization and Summary of Significant Accounting Policies (continued)

Property and equipment (continued)

Whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recovered, the Theatre, using its best estimates and projections, reviews for impairment the carrying value of long-lived identifiable assets to be held and used in the future. Any impairment losses identified are recognized when determined.

Expense recognition

Expenses related to future performances are recorded as prepaid expenses and charged to operating expense at the time the applicable performance is given.

Functional expense allocations

Expenses, such as depreciation, utilities, maintenance, telephone, interest, insurance, employee benefits and occupancy costs are allocated among production costs, box office and Theatre operations, marketing and publicity, education programs, general and administrative, and fundraising classifications on the basis of space usage and on estimates made by the Theatre's management.

Temporarily restricted net assets

As of August 31, 2014, temporarily restricted net assets of \$7,092,567 were available to support long range plan initiatives (covering production, operations and capital), the 2014-15 future performance season, other time restricted activities subsequent to the 2014-15 performance season and other specified purposes designated by the donor. Temporarily restricted net assets include endowment income not yet appropriated for expenditure.

Permanently restricted net assets

Permanently restricted net assets, \$3,395,814 at August 31, 2014, are generally restricted by the donor for investment in perpetuity as an endowment. The terms of certain of the Theatre's endowments allow for the usage of the corpus in the event that investment earnings do not provide for the required spending levels.

Collaborative agreements

The Theatre occasionally enters into collaborative agreements with other artistic producers relating to specific productions in which the Theatre is exposed to significant risk and rewards that depend on the commercial success of the joint production. The production host assumes all expenses incurred in the presentation of the production and will receive enhancement funds from the other party to pay for a portion of direct expenses. Enhancement funds received in advance of the production are included in deferred performance revenue and recognized as co-production revenue at the time the related production begins.

BERKELEY REPERTORY THEATRE
Notes to Financial Statements
August 31, 2014

1. Organization and Summary of Significant Accounting Policies (continued)

Comparative 2013 financial information

The financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the Theatre's financial statements as of and for the year ended August 31, 2013, from which the summarized information was derived.

Income taxes

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, 2014, 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 2008. For U.S. federal tax returns, the Theatre is no longer subject to tax examination for years prior to 2009.

Use of estimates

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

Uses of estimates include, but are not limited to, accounting for allowances for doubtful account and contribution receivables, fair value measurements, functional expense allocations and depreciation.

Risks and uncertainties

Occasionally, cash and cash equivalents maintained by the Theatre are in excess of the federally insured limits. The Theatre mitigates this risk by placing cash and cash equivalents with high credit quality institutions.

BERKELEY REPERTORY THEATRE
Notes to Financial Statements
August 31, 2014

1. Organization and Summary of Significant Accounting Policies (continued)

Risks and uncertainties (continued)

The Theatre invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the Theatre's account balances and the amounts reported in the statements of financial position.

The Theatre is engaged in a collective bargaining agreement with a labor union representing actors and stage managers in theatre, the Actors Equity Association. Approximately 15% of the Theatre's labor force is covered by the collective bargaining agreements. Although staffing of actors and stage management is constantly revolving to fill the needs of each production, the staffing does remain fairly consistent year over year.

Cash deposits

The Theatre places its cash and temporary cash investments with high credit quality institutions. Periodically, such investments may be in excess of federally insured limits.

2. Investments

Investments consisted of the following at August 31, 2014:

Fixed income	\$2,091,717
Domestic equities	1,493,529
International equities	1,287,674
Alternative investments	<u>359,924</u>
Total	5,232,844
Less current investments	<u>(1,108,380)</u>
Investments, restricted	<u>\$4,124,464</u>

Net unrealized and realized gains on investments for 2014 were \$382,262. Interest income for 2014 was \$80,600.

BERKELEY REPERTORY THEATRE
Notes to Financial Statements
August 31, 2014

3. Fair Value

The following are the major categories of assets and liabilities measured at fair value on a recurring basis during the year ended August 31, 2014, using quoted prices in active markets for identical assets (Level 1); significant other observable inputs (Level 2); and significant unobservable inputs (Level 3):

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total as of August 31, 2014</u>
Fixed income	\$2,091,717	\$ -	\$ -	\$2,091,717
Domestic equities	1,493,529	-	-	1,493,529
International equities	1,287,674	-	-	1,287,674
Alternative investments	<u>359,924</u>	<u>-</u>	<u>-</u>	<u>359,924</u>
Total	<u>\$5,232,844</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$5,232,844</u>
Interest rate swap liability	<u>\$ -</u>	<u>\$(43,707)</u>	<u>\$ -</u>	<u>\$ (43,707)</u>

4. Endowments

The Theatre's endowment consists of approximately six individual funds established for a variety of purposes. Its endowment includes both donor-restricted endowment funds and funds designated by the Board of Trustees to function as endowments. As required by accounting principles generally accepted in the United States of America ("GAAP"), net assets associated with endowment funds, including funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of relevant law

The Board of Trustees of the Theatre has interpreted the California enacted version of the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as allowing the Theatre to appropriate for expenditure or accumulate so much of an endowment fund as the Theatre determines is prudent for the uses, benefits, purposes and duration for which the endowment fund is established, subject to the intent of the donor as expressed in the gift instrument. Unless stated otherwise in the gift instrument, the assets in an endowment fund shall be donor-restricted assets until appropriated for expenditure by the Board of Trustees. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure in a manner consistent with the standard of prudence prescribed by UPMIFA.

BERKELEY REPERTORY THEATRE
Notes to Financial Statements
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4. Endowments (continued)

Interpretation of relevant law (continued)

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

- (1) The duration and preservation of the fund
- (2) The purposes of the Theatre and the donor-restricted endowment fund
- (3) General economic conditions
- (4) The possible effect of inflation and deflation
- (5) The expected total return from income and the appreciation of investments
- (6) Other resources of the Theatre
- (7) The investment policies of the Theatre

Return objectives and risk parameters

The Theatre has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that the Theatre must hold in perpetuity or for a donor-specified period(s) as well as board-designated funds. Under this policy, as approved by the Board of Trustees, the endowment assets are invested in a manner that is intended to establish and maintain an appropriate balance between the goals of preserving capital, liquidity, and growth, considering the projected cash flow needs of the Theatre. The Theatre expects its endowment funds, over time, to generate a return of at least five percent per annum after taxes, management fees, and inflation over a market cycle.

Strategies employed for achieving objectives

To satisfy its long-term rate-of-return objectives, the Theatre relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Theatre targets a diversified portfolio of equities, fixed income and cash equivalents.

Spending policy and how the investment objectives relate to spending policy

The Theatre has a policy of appropriating for distribution each year at most 5 percent of its endowment fund's average fair value over the prior 12 quarters through the calendar year-end preceding the fiscal year in which the distribution is planned. In establishing this policy, the Theatre considered the long-term expected return on its endowment. This is consistent with the Theatre's objective to maintain the purchasing power of the endowment assets held in perpetuity or for a specified term as well as to provide additional real growth through new gifts and investment return.

BERKELEY REPERTORY THEATRE
Notes to Financial Statements
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4. Endowments (continued)

Endowment net asset composition by type of fund as of August 31, 2014 is as follows:

	<u>Unrestricted</u>	Temporarily <u>Restricted</u>	Permanently <u>Restricted</u>	<u>Total</u>
Donor-restricted endowment funds	\$ -	\$651,561	\$3,395,814	\$4,047,375
Board-designated endowment funds	<u>92,158</u>	<u>-</u>	<u>-</u>	<u>92,158</u>
Total funds	<u>\$92,158</u>	<u>\$651,561</u>	<u>\$3,395,814</u>	<u>\$4,139,533</u>

Changes in endowment net assets for the fiscal year ended August 31, 2014:

	<u>Unrestricted</u>	Temporarily <u>Restricted</u>	Permanently <u>Restricted</u>	<u>Total</u>
Endowment net assets, beginning	\$24,495	\$364,792	\$3,395,514	\$3,784,801
Investment return				
Investment income	588	77,722	-	78,310
Net appreciation (realized and unrealized)	<u>1,550</u>	<u>381,029</u>	<u>-</u>	<u>382,579</u>
Total investment return	2,138	458,751	-	460,889
Contributions	65,525	-	300	65,825
Appropriation of endowment assets for expenditure	<u>-</u>	<u>(171,982)</u>	<u>-</u>	<u>(171,982)</u>
Endowment net assets, end of year	<u>\$92,158</u>	<u>\$651,561</u>	<u>\$3,395,814</u>	<u>\$4,139,533</u>

5. Contributions Receivable

Contributions receivable as of August 31, 2014 are due as follows:

Due in less than one year	\$2,156,312
Due in one to five years	3,060,522
Due in more than five years	<u>122,730</u>
Total	5,339,564
Less discount on multi-year contributions receivable	<u>(147,747)</u>
Contributions receivable, net	5,191,817
Less current portion	<u>(2,156,310)</u>
Contributions receivable, noncurrent, net of discount	<u>\$3,035,507</u>

BERKELEY REPERTORY THEATRE
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5. Contributions Receivable (continued)

Contributions receivable expected to be collected in more than one year from August 31, 2014 are discounted at a rate of return respective to the year that the contribution was originally promised. Current year contributions receivable are recorded using a discount rate of 1.63 %. Management considers all contributions receivable to be collectible; therefore, no allowance for uncollectible promises was considered necessary as of August 31, 2014.

6. Deposits and Other Assets

As of August 31, 2014, deposits of \$63,394 consist of a \$21,655 in insurance deposits, \$33,290 in long-term lease deposits, and \$8,449 in an actors' equity bond deposit.

7. Property and Equipment

Property and equipment consist of the following at August 31, 2014:

Land	\$ 2,802,299
Buildings and improvements	30,661,211
Production equipment	1,635,658
Office and facilities equipment	801,794
Software	272,039
Construction in progress	<u>1,388,661</u>
Total	37,561,662
Less accumulated depreciation and amortization	<u>(11,357,961)</u>
Property and equipment, net	<u>\$26,203,701</u>

Depreciation and amortization expense for 2014 was \$922,631.

8. Credit Facility

At August 31, 2014, the Theatre had an available line of credit to finance operations in the amount of \$3,000,000. The line of credit bears interest at the LIBOR Daily Floating Rate plus 2.35%. As of August 31, 2014, the LIBOR rate was .16%. The line of credit expires on December 4, 2014 and is secured by substantially all of the Theatre's assets. At August 31, 2014, there was no balance outstanding on the line of credit. The Theatre has a standby letter of credit of \$69,407 naming the Actors' Equity Association as beneficiary which is secured by this line of credit.

BERKELEY REPERTORY THEATRE
Notes to Financial Statements
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9. Interest Rate Swap Contracts

During 2014, the Theatre entered into an interest rate swap agreement. The notional amount of the transaction at inception was \$3,620,000. The agreement is effective through December 4, 2023. The value of the contract has been adjusted to its estimated fair value of \$(43,707) at August 31, 2014. In addition, as part of the loan refinancing, the previously existing interest rate swap contract was canceled. The net change in the swaps' fair value including the increase in the liability relating to the prior year agreement totaled \$(50,132) for the year ended August 31, 2014, and is recorded as a loss on interest rate swap in the statement of activities.

10. Long-Term Debt

Long-term debt consists of the following at August 31, 2014:

Term loan, due through December 4, 2023 in 120 monthly installments (including principal and interest) of approximately \$12,721 with a final balloon payment of the then outstanding balance, bearing interest at 3.535%, secured by real property.	\$3,569,144
Note payable to finance the acquisition of real property maturing December 1, 2050, 60 months of interest only payments at 4.31% beginning January 1, 2011 (\$20,833 per month), followed by 420 months of installment payments (both principal and interest) of \$27,270 bearing interest at 4.45%, with a final balloon payment of the outstanding balance, secured by the real property acquired.	5,800,000
	9,369,144
Less current portion	(78,804)
Long-term debt	<u>\$9,290,340</u>

Long-term debt for the years ending August 31 is due as follows:

2015	\$ 78,804
2016	129,405
2017	159,495
2018	167,104
2019	175,072
Thereafter	<u>8,659,264</u>
Total	<u>\$9,369,144</u>

Under the terms of the debt obligations and related credit line, the Theatre has agreed to maintain specific financial covenants for which the Theatre was in compliance at August 31, 2014.

BERKELEY REPERTORY THEATRE
Notes to Financial Statements
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11. Temporarily Restricted Net Assets

Temporarily restricted net assets were restricted for the following purposes as of August 31, 2014:

Strategic initiatives	\$2,910,347
40 th Anniversary Initiatives	453,500
Future theatre season	643,800
Time restrictions	2,378,349
Endowment earnings	651,561
Other	<u>55,000</u>
Total temporarily restricted net assets	<u>\$7,092,557</u>

Net assets released from donor restrictions by incurring expenses satisfying the restricted purposes or the occurrence of other events specified by donors or approval for expenditure of endowment earnings by the Board of Trustees were as follows for the year ended August 31, 2014:

Released for strategic initiatives	\$1,802,000
Expiration of time restrictions	757,330
Released for anniversary initiatives	165,299
Released for other purposes	39,000
Approved expenditure of endowment earnings	<u>171,984</u>
Total net assets released from restrictions	<u>\$2,935,613</u>

12. Lease Commitments

On October 17, 2011, the Theatre entered into a lease agreement for rehearsal and theatre school space. Due to the construction of various tenant improvements, the premises were not ready as of the original lease agreement date and the Theatre did not occupy the space until August 2012. The lease agreement will expire in September 2031 and calls for monthly payments increasing from \$5,000 to \$11,100 over the term of the lease. Additionally, the Theatre maintained various artist apartments that are leased under short-term leases. Total rental expense for the year ended August 31, 2014 was \$495,928.

The future minimum payments related to these leases are as follows:

<u>Year Ending June 30,</u>	
2015	\$ 329,401
2016	60,000
2017	80,000
2018	84,000
2019	84,000
Thereafter	<u>1,369,400</u>
	<u>\$2,006,801</u>

BERKELEY REPERTORY THEATRE
Notes to Financial Statements
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13. Retirement Plans

Effective September 1, 1996, the Theatre adopted a tax-sheltered annuity plan under Internal Revenue Code Section 403(b) (the "Plan") covering substantially all full-time employees, which provides for voluntary salary deferrals up to certain amounts. For each Plan year, the Board of Trustees of the Theatre determines the amount (if any) to be contributed to the Plan by the Theatre. During the current year, there was \$123,426 in employer contributions made to the Plan for the plan year ended August 31, 2014.

On April 19, 2004, the Theatre adopted a supplemental executive retirement plan (the "SERP") for certain designated executive employees. The SERP constitutes a mere promise by the Theatre to make benefit payments in the future and the participants have the status of general unsecured creditors of the Theatre. Legal and equitable title to any funds so set aside remains with the Theatre. The employees designated to participate in the SERP have no vested security, or other interest in such funds. Any and all funds set aside remain subject to the claims of the general creditors of the Theatre, present and future. Amounts allocated to this plan are held by the Theatre and are vested and payable upon termination of employment. At August 31, 2014, funds totaling \$714,279 were set aside under this plan.

On July 14, 2014, the Board of Trustees certified the adoption of the 457(b) and 457(f) Deferred Compensation Plans. Both plans have an original effective date of November 16, 2012 but were never fully adopted or funded until the current fiscal year.

The 457(b) Deferred Compensation plan was established to provide certain executive employees the opportunity to enhance their retirement by permitting them to defer compensation and receive benefits upon a severance from employment. As of August 31, 2014, there was \$35,592 held in 457(b) trust accounts.

The 457(f) Deferred Compensation plan was established for the exclusive benefit of certain executive employees to enhance their retirement plans by providing them with deferred compensation payable in the form of benefits upon a termination of service with the Theatre. As of August 31, 2014, there was \$372,740 held in 457(f) trust accounts.

14. Related Parties

During 2014, the Theatre recognized contributions, including promises to give and gifts-in-kind, from members of its Board of Trustees of \$1,007,494. As of August 31, 2014, there was \$3,527,804 in contributions receivable from members of the Board of Trustees. Cash received during the year from members of the Board of Trustees was \$1,954,079 including payments received against promises to give that existed at August 31, 2013.

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15. City of Berkeley Donation

In March 2001, the Theatre completed construction of its \$17.6 million proscenium stage adjacent to its thrust stage facility. The City of Berkeley (the "City") provided \$4,000,000 to the capital fundraising campaign that was received in 2001 as follows: the Theatre sold the completed property to the City for \$4 million and leases it back for \$1 annually. The Theatre has the option to purchase the new theatre building back from the City for \$1 after the City retires the bonds issued to finance its contribution, expected to be in October 2029. In connection with the City providing this funding, the Theatre must lease the use of its facilities to certain organizations located in Berkeley at market or discounted rates, up to 320 hours per year. Based upon the substance of this transaction, no sale of real property was recorded and the building is being depreciated in the Theatre's financial statements.

16. Deferred Performance Revenue

Deferred performance revenue consisted of the following at August 31, 2014:

Advance ticket sales	\$3,995,040
Gift certificates	85,414
Other deferred income	<u>233,186</u>
Total	<u>\$4,313,640</u>

17. Subsequent Events

The Theatre has evaluated subsequent events through November 14, 2014, the date the financial statements were available to be issued. On November 13, 2014, the line of credit was renewed for a term of one year. In addition, a new \$500,000 equipment lease line was approved. The equipment lease line will be available for up to five years subject to terms and conditions. There were no other subsequent events requiring recognition or disclosure in the financial statements.