



**Consolidated Financial Statements and Report of
Independent Certified Public Accountants**

Monterey Bay Aquarium Foundation

December 31, 2015 and 2014

Contents

	Page
Report of Independent Certified Public Accountants	3-4
Consolidated Statements of Financial Position	5
Consolidated Statements of Activities and Changes in Net Assets	6
Consolidated Statements of Cash Flows	7
Notes to Consolidated Financial Statements	8



REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Board of Trustees of the
Monterey Bay Aquarium Foundation

Grant Thornton LLP
150 Almaden Boulevard, Suite 600
San Jose, CA 95113-2015
T 408.275.9000
F 408.275.0582
www.GrantThornton.com

We have audited the accompanying consolidated financial statements of Monterey Bay Aquarium Foundation and its supporting organization, which comprise the consolidated statements of financial position as of December 31, 2015 and 2014, and the related consolidated statements of activities and changes in net assets, and cash flows for the years then ended, and the related notes to the financial statements.

Management's responsibility for the financial statements
Management is responsible for the preparation and fair presentation of these consolidated 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 consolidated 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 consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of Monterey Bay Aquarium Foundation and its supporting organization as of December 31, 2015 and 2014, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Grant Thornton LLP

San Jose, California

August 15, 2016

Monterey Bay Aquarium Foundation
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
December 31, 2015 and 2014

	2015	2014
ASSETS		
Assets:		
Cash and cash equivalents	\$ 25,132,000	\$ 23,875,000
Accounts receivable	1,939,000	1,851,000
Prepaid expenses and other assets	1,634,000	2,019,000
Pledges and grants receivable, net	29,914,000	37,070,000
Beneficial interest in split-interest agreements	500,000	558,000
Cash restricted for long-term purposes	12,000	33,000
Investments	209,088,000	183,088,000
Property, equipment, and exhibits, net	143,331,000	161,672,000
Total assets	\$ 411,550,000	\$ 410,166,000
LIABILITIES AND NET ASSETS		
Liabilities:		
Accounts payable and accrued liabilities	\$ 8,266,000	\$ 7,303,000
Deferred revenue	8,378,000	8,189,000
Gift annuity payment liability	154,000	162,000
Total liabilities	16,798,000	15,654,000
Net assets:		
Unrestricted		
Funds available for operations	231,672,000	225,985,000
Funds functioning as endowment	106,233,000	108,881,000
Total unrestricted net assets	337,905,000	334,866,000
Temporarily restricted	40,140,000	42,692,000
Permanently restricted	16,707,000	16,954,000
Total net assets	394,752,000	394,512,000
Total liabilities and net assets	\$ 411,550,000	\$ 410,166,000

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

Monterey Bay Aquarium Foundation

CONSOLIDATED STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS

For the years ended December 31, 2015 and 2014

	2015				2014			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
SUPPORT AND REVENUES:								
Admissions	\$ 43,131,000	\$ -	\$ -	\$ 43,131,000	\$ 40,507,000	\$ -	\$ -	\$ 40,507,000
Contributions and grants	10,416,000	6,428,000	55,000	16,899,000	11,706,000	23,176,000	1,181,000	36,063,000
Memberships	12,156,000	-	-	12,156,000	11,348,000	-	-	11,348,000
Merchandising and food services	4,047,000	-	-	4,047,000	4,199,000	-	-	4,199,000
Endowment distribution	3,552,000	672,000	-	4,224,000	3,268,000	625,000	-	3,893,000
Programs	1,885,000	-	-	1,885,000	2,636,000	-	-	2,636,000
Other, net of cost of sales of \$129,000 and \$17,000, respectively	2,833,000	-	-	2,833,000	2,611,000	-	-	2,611,000
Net assets released from restrictions	8,911,000	(8,911,000)	-	-	7,569,000	(7,569,000)	-	-
Total support and revenues	86,931,000	(1,811,000)	55,000	85,175,000	83,844,000	16,232,000	1,181,000	101,257,000
EXPENSES:								
Program services:								
Marine life exhibition and care	33,661,000	-	-	33,661,000	31,609,000	-	-	31,609,000
Education and outreach	12,179,000	-	-	12,179,000	11,589,000	-	-	11,589,000
Guest services and marketing	12,353,000	-	-	12,353,000	12,348,000	-	-	12,348,000
Conservation and science	7,221,000	-	-	7,221,000	6,427,000	-	-	6,427,000
Merchandising and food services	2,781,000	-	-	2,781,000	2,593,000	-	-	2,593,000
Total program services expenses	68,195,000	-	-	68,195,000	64,566,000	-	-	64,566,000
Support services:								
Management and general	10,631,000	-	-	10,631,000	8,417,000	-	-	8,417,000
Development	2,972,000	-	-	2,972,000	3,297,000	-	-	3,297,000
Membership services	1,879,000	-	-	1,879,000	1,982,000	-	-	1,982,000
Rental facilities expense	1,494,000	-	-	1,494,000	1,320,000	-	-	1,320,000
Total expenses	85,171,000	-	-	85,171,000	79,582,000	-	-	79,582,000
NON-OPERATING ACTIVITIES:								
Dividends and interest	1,660,000	201,000	-	1,861,000	1,818,000	230,000	-	2,048,000
Net realized and unrealized gains (losses) on investments	(2,241,000)	(270,000)	-	(2,511,000)	5,999,000	759,000	-	6,758,000
Unrealized gain on real estate property holding	5,078,000	-	-	5,078,000	-	-	-	-
Total investment income	4,497,000	(69,000)	-	4,428,000	7,817,000	989,000	-	8,806,000
Endowment distribution	(3,552,000)	(672,000)	-	(4,224,000)	(3,268,000)	(625,000)	-	(3,893,000)
Gain (loss) on donated property	32,000	-	-	32,000	(285,000)	-	-	(285,000)
Transfer of donated property	302,000	-	(302,000)	-	-	-	-	-
Total non-operating activities	1,279,000	(741,000)	(302,000)	236,000	4,264,000	364,000	-	4,628,000
INCREASE (DECREASE) IN NET ASSETS	3,039,000	(2,552,000)	(247,000)	240,000	8,526,000	16,596,000	1,181,000	26,303,000
NET ASSETS:								
Beginning of year	334,866,000	42,692,000	16,954,000	394,512,000	326,340,000	26,096,000	15,773,000	368,209,000
End of year	\$337,905,000	\$ 40,140,000	\$ 16,707,000	\$394,752,000	\$334,866,000	\$ 42,692,000	\$ 16,954,000	\$394,512,000

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

Monterey Bay Aquarium Foundation
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended December 31, 2015 and 2014

	2015	2014
Cash flows from operating activities:		
Increase in net assets	\$ 240,000	\$ 26,303,000
Adjustments to reconcile increase in net assets to net cash provided by operating activities:		
Depreciation	11,620,000	11,052,000
Net provision (recovery) for doubtful receivables	(44,000)	(3,000)
Change in discount on multi-year pledges receivable	(784,000)	669,000
Contributions of securities	(3,444,000)	(1,802,000)
Contributions restricted for endowment in investments	(62,000)	(1,234,000)
Endowment pledge loss	-	7,000
Loss on retirement of property, equipment, and exhibits	678,000	73,000
Net loss (gain) on donated property	(32,000)	285,000
Unrealized gain on real estate property holding	(5,078,000)	-
Net loss (gain) on investments	2,511,000	(6,758,000)
Effect of change in:		
Receivable, prepaid expenses, and other assets	344,000	(405,000)
Pledges and grants receivable, net	7,937,000	(16,953,000)
Beneficial interest in split-interest agreements	58,000	41,000
Accounts payable and accrued liabilities	(1,139,000)	(983,000)
Deferred revenue	189,000	1,269,000
Gift annuity payment liability	(8,000)	(8,000)
Net cash provided by operating activities	12,986,000	11,553,000
Cash flows from investing activities:		
Purchases of investments	(48,019,000)	(26,287,000)
Proceeds from sale of investments	42,316,000	35,936,000
Cash restricted for long term purposes	21,000	(2,000)
Proceeds from sale of donated property	353,000	-
Additions to property, equipment and exhibits	(6,462,000)	(17,553,000)
Net cash used in investing activities	(11,791,000)	(7,906,000)
Cash flows from financing activities:		
Proceeds from contributions restricted for endowment	62,000	1,234,000
Net cash provided by financing activities	62,000	1,234,000
Net increase in cash and cash equivalents	1,257,000	4,881,000
Cash and cash equivalents, beginning of year	23,875,000	18,994,000
Cash and cash equivalents, end of year	\$ 25,132,000	\$ 23,875,000
Supplemental disclosures of noncash activities:		
Accounts payable for capital projects	\$ 2,100,000	\$ 1,303,000

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

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2015 and 2014

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES

Organization

The Monterey Bay Aquarium Foundation and its supporting organization, Monterey Bay Aquarium Support Services (“MBASS”), (collectively, the “Aquarium”) are California not-for-profit corporations founded in 1978 and 2001, respectively. The Aquarium’s mission is to inspire conservation of the ocean. It was created with an initial gift from David and Lucile Packard. The Aquarium facilities opened to the public in 1984. The Aquarium’s major programs include a public aquarium whose exhibits focus primarily, but not exclusively, on marine life of Monterey Bay and California’s central coast; education programs serving students from preschool through college as well as primary- and secondary-school educators; and research and conservation initiatives which include (a) the long-term survival of the southern sea otter, (b) understanding and conserving tunas and other highly migratory animals, (c) promoting seafood sustainability, and (d) conducting and communicating scientific research that promotes marine conservation and informs ocean policy.

Basis of Presentation

The accompanying consolidated financial statements have been prepared using the accrual basis of accounting in accordance with generally accepted accounting principles of the United States of America (“GAAP”) and are presented on the basis of unrestricted, temporarily restricted, and permanently restricted net assets rounded to the thousands (000).

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Monterey Bay Aquarium Foundation and its supporting organization, MBASS. The Monterey Bay Aquarium Foundation controls and has an economic interest in MBASS. Intercompany transactions and accounts have been eliminated in consolidation.

Cash and Cash Equivalents

Cash and cash equivalents consists of cash and cash equivalents on hand, in demand deposit accounts, and in brokerage accounts, except amounts restricted for long-term purposes (which are classified as cash restricted for long-term purposes). Cash and cash equivalents have original maturities of three months or less. Cash and cash equivalents managed by the Aquarium’s investment manager, if any, are included in investments.

Pledges and Grants Receivable, Net

Pledges and grants receivable consist of unconditional promises to give that are expected to be collected in future years and grants classified as conditional promises to the extent that conditions have been met but reimbursement from the grantor has not yet been received. Pledges and grants receivable are reported as either temporarily or permanently restricted support unless explicit donor stipulations or circumstances surrounding the pledge make clear the donor intended it to be used to support activities of the current period.

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES (continued)

Pledges and Grants Receivable, Net (continued)

Pledges receivable are recorded at the present value of their estimated future cash flows. The discounts on these amounts are computed using risk-adjusted rates applicable in the years in which those promises are received. The changes in pledge discount estimates are included in contributions and grants in the accompanying consolidated statements of activities and changes in net assets. Pledges and grants receivable are reviewed for collectability and an allowance for doubtful pledges receivable is recorded based on management's judgment and analysis of the creditworthiness of the donors, past collection experience, and other relevant factors. Changes in the allowance are included in management and general in the accompanying consolidated statement of activities and changes in net assets.

Beneficial Interest in Split-Interest Agreements and Gift Annuity Payment Liability

Assets contributed by donors under charitable remainder trust agreements and controlled by third parties are recorded at fair value as measured by the present value of the estimated future distributions to be received by the Aquarium over the term of the agreement.

Assets contributed by donors under gift annuity agreements and controlled by the Aquarium are recorded at fair value with a corresponding liability to beneficiaries of the annuity agreements. Such liability is calculated as the present value of the estimated future cash flows to be distributed to the income beneficiaries over their expected lives. The Aquarium has determined such liability using investment returns consistent with the composition of investment portfolios, single or joint life expectancies from the Internal Revenue Service Publication 1457, and the risk-adjusted rates applicable in the years in which the agreements were entered into.

Cash Restricted for Long-Term Purposes

Cash and cash equivalents restricted for long-term purposes consists of amounts in demand deposit accounts and in brokerage accounts.

Investments

Investments are reflected on the consolidated statements of financial position at fair value. Changes in realized and unrealized gains and losses resulting from changes in fair value are reflected in the consolidated statements of activities and changes in net assets as non-operating activities. Dividends and interest are recognized as they are earned. Investments primarily consist of all funds managed by the Aquarium's investment manager and all long-term securities in brokerage accounts.

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES (continued)

Investments (continued)

Additionally, investments include a commercial real estate property in Monterey, California about one mile from the main facility. The property was acquired in 2001 with the intention that it be utilized for staff offices and other aquarium purposes, and so has been included in property, equipment, and exhibits, net on the consolidated statements of financial position. In 2015 it was determined that the portion of the property not utilized for such purposes should be classified as investments on the consolidated statement of financial position at fair value as of December 31, 2015. Under FASB Accounting Standard Codification (“ASC”) 820, *Fair Value Measurement Disclosures*, there are three generally accepted approaches to developing an opinion of value: Cost, Sales Comparison and Income Capitalization. The Aquarium considered each valuation methodology and determined the income capitalization approach, which considers the income-generating capacity of the property, would be the most meaningful valuation methodology. Accordingly, as of December 31, 2015, the property is reflected in the consolidated statement of financial position in both property, equipment, and exhibits, net and investments, for \$4,137,000 and \$19,363,000, respectively. A gain of \$5,078,000 was recorded on the consolidated statement of activities and changes in net assets as of December 31, 2015.

Property, Equipment, and Exhibits, Net

Property, equipment, and exhibits are recorded at cost or, if donated, at fair value at the date of donation. The assets are depreciated using the straight-line method over their estimated useful lives, which are as follows:

<u>Asset</u>	<u>Years</u>
Buildings and improvements	10-40
Exhibits	2-15
Equipment, furniture, and fixtures	2-15

Capitalized costs for self-constructed property, equipment, and exhibits assets include direct labor and benefits for employees specifically identified with the project. Property, equipment, and exhibits assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. An impairment loss of \$285,000 was recorded in 2014 and is presented in non-operating activities in the consolidated statement of activities and changes in net assets. In 2015, the property was sold at a net gain of \$32,000.

The costs of purchasing or collecting live animals are expensed as incurred.

Unrestricted Net Assets

Unrestricted net assets represent unrestricted resources available to support the Aquarium’s operations and temporarily restricted resources which have become available for use by the Aquarium in accordance with the intentions of donors. Unrestricted net assets include funds functioning as endowment through designation by the Aquarium’s Board of Trustees (“Board”).

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES (continued)

Temporarily Restricted Net Assets

Temporarily restricted net assets represent gifts that are subject to donor-imposed purpose or time restrictions that can be fulfilled either by actions of the Aquarium pursuant to those restrictions and/or with the passage of time. Upon satisfaction of such restrictions, net assets are released from temporarily restricted net assets and recognized as unrestricted net assets. Temporarily restricted net assets also include undistributed earnings from donor-restricted endowments, which are released from temporarily restricted net assets and recognized as unrestricted net assets upon Board approval of annual endowment distributions.

Permanently Restricted Net Assets

Permanently restricted net assets represent gifts with donor-imposed restrictions that the original gift amounts be maintained in perpetuity as an endowment. See Note 7 for more information.

Financial Instruments

Assets and liabilities included in the Aquarium's consolidated statements of financial position which are considered to be financial instruments are cash and cash equivalents, accounts receivable, pledges and grants receivable, beneficial interest in split-interest agreements, cash restricted for long-term purposes, investments, accounts payable and accrued liabilities, and gift annuity payment liability.

For cash and cash equivalents, accounts receivable, cash restricted for long-term purposes, and accounts payable and accrued liabilities, the carrying amounts represent a reasonable estimate of the fair value due to their short maturity. Pledges and grants receivable have been discounted using applicable risk-adjusted rates to approximate fair value as described above. Beneficial interest in split-interest agreements and gift annuity payment liability are reflected at their estimated fair values using the methodology described above. Investments are reflected at estimated fair value as described below.

Fair Value Measurements

The Aquarium follows ASC 820, *Fair Value Measurements and Disclosures*, which defines fair value, establishes a framework to measure fair value, and specifies disclosures about fair value measurements. The standard provides a consistent definition of fair value, which focuses on an exit price between market participants in an orderly transaction. The standard prioritizes (within the measurement of fair value) the use of market-based information over entity-specific information, and establishes a three-level valuation hierarchy, based on the transparency of information (such as the pricing source) used in the valuation of an asset or liability as of the measurement date.

Assets and liabilities (subject to the standard and thus measured and reported at fair value) are classified and disclosed within the following valuation hierarchy:

Level I - Quoted prices are available for identical financial instruments in active markets as of the reporting date, without adjustment. Level I include listed equity securities held in the name of the Aquarium, and exclude listed equities and other securities held indirectly through commingled funds.

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES (continued)

Fair Value Measurements (continued)

Level II - Price inputs are quoted prices for similar financial instruments in active markets; quoted prices for identical or similar financial instruments in markets that are not active; model-derived valuations in which all significant inputs or significant value-drivers are observable in active markets; and trading activity reported at net asset value (“NAV”). The Aquarium uses the reported NAV as a practical expedient for the estimation of fair value of commingled funds classified as Level II.

Level III - Pricing inputs are unobservable and include situations where there is little, if any, market activity. The inputs into the determination of fair value require significant management judgment or estimation. Level III includes debt and equity securities issued by private entities. The Aquarium uses the NAV as a practical expedient for the estimation of fair value of commingled funds classified as Level III.

The Aquarium’s policy is to recognize transfers between Levels I, II, and III as of the end of the fiscal year during which the event or circumstances that caused the transfer occurred.

Concentrations of Credit Risk

Financial instruments which potentially subject the Aquarium to credit risk consist primarily of cash and cash equivalents, receivables, and investments. The Aquarium maintains its cash and cash equivalents in various major financial institution accounts and money market funds that, at times, may exceed federally insured limits. The Aquarium has not experienced, nor does it anticipate, any losses in such accounts. Receivables consist primarily of pledges due from donors. The Aquarium closely monitors these receivables and has not experienced, nor does it anticipate, significant credit losses. The Aquarium attempts to limit its credit risk associated with investments through diversification and by utilizing the expertise and processes of third party investment managers.

The Aquarium had four donors at December 31, 2015 and December 31, 2014 whose individual pledges accounted for more than 10% of the pledges receivable balance. Collectively, these donors' pledges totaled 72% and 66% of the pledges receivable balances, respectively.

Revenue Recognition

Admissions revenue is recognized on the date of admission or upon expiration of prepaid tickets, which expire 12 months from date of purchase. Prepayments are recorded as deferred revenue when collected.

Contributions and unconditional grants are recognized as support and revenues when they are received or unconditionally pledged. The Aquarium reports such gifts as restricted support and revenues if they are subject to time or donor-imposed restrictions. Temporarily restricted net assets are reclassified to unrestricted net assets and reported in the consolidated statements of activities and changes in net assets as net assets released from restrictions when a stipulated time restriction ends and/or purpose restriction is accomplished. However, temporarily restricted contributions and grants are reported as unrestricted support and revenues if the restriction is met in the same calendar year that the gift is received. Conditional grants (reciprocal transfers between two entities in which goods and services of equal value is exchanged) are not recorded as other support and revenues until allowable expenditures are incurred.

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES (continued)

Revenue Recognition (continued)

Contributions of services are recorded at estimated fair value when received if such services require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not donated. During 2015 and 2014, the value of such services (recognized as support and revenues and expenses in the consolidated statements of activities and changes in net assets) was \$248,000 and \$235,000, respectively, and consisted of professional diver services.

Contributions of food, equipment, and other goods are recorded at estimated fair value when received. During 2015 and 2014, the value of such contributions (recognized as support and revenues and expenses in the consolidated statements of activities and changes in net assets) was \$370,000 and \$879,000, respectively.

The Aquarium occasionally receives services or products through trade transactions for Aquarium admission tickets. Admission revenue and expenses are recorded at the ticket fair value unless the fair value of services or products received exceeds the ticket fair value, in which case contributions revenue is recorded for the excess amount. During 2015 and 2014, the value of such contributions (recognized as support and revenues in the consolidated statements of activities and changes in net assets) was \$15,000 and \$7,000, respectively.

Memberships are recorded as deferred revenue and recognized as unrestricted support and revenues ratably over the membership period, which is one to three years. Merchandising and food services revenue is based on a percentage-of-revenue commission earned from the third-party management company which conducts these operations. Programs revenue for enhanced visitor experience is recognized when the service is provided.

Other revenue primarily consists of rental income which is recognized on a straight-line basis over the rental period and includes storage and parking fees and any reimbursements from tenants for common area maintenance, insurance, and real estate tax expenses.

Functional Allocation of Expenses

Certain expenses, such as facilities operations, depreciation, property taxes, and volunteer resources, are allocated among program services and support services based primarily on space occupied and on estimates made by the Aquarium's management. Allocated expenses incurred during 2015 and 2014 were \$32,920,000 and \$27,752,000, respectively. For 2015 and 2014, such expenses allocated to development (fundraising) were 1.0% and 0.8%, respectively, of total allocated expenses.

Advertising Costs

Advertising costs are expensed as incurred and primarily included in guest services and marketing on the consolidated statements of activities and changes in net assets. Advertising expenses incurred during 2015 and 2014 were \$7,433,000 and \$6,902,000, respectively, and consist of the direct costs associated with the creation, production, and placement of the Aquarium's advertising in various media. As of December 31, 2015 and 2014, prepaid advertising costs of \$132,000 and \$133,000, respectively, were included in prepaid expenses and other assets on the consolidated statements of financial position.

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES (continued)

Income Taxes

The Monterey Bay Aquarium Foundation and MBASS are recognized by the Internal Revenue Service as organizations exempt from federal income taxes on related income under Section 501(c)(3) of the Internal Revenue Code. They are also recognized by the Franchise Tax Board as exempt from California state tax on related income under Section 23701(d) of the California Revenue and Taxation Code. The Monterey Bay Aquarium Foundation and MBASS are not private foundations, and instead are operating charities.

In accordance with the FASB guidance on accounting for uncertainty in income taxes, management regularly evaluates its tax positions and does not believe either the Monterey Bay Aquarium Foundation or MBASS have any uncertain tax positions that require disclosure or adjustment to the consolidated financial statements. According to the statute of limitations, both the Monterey Bay Aquarium Foundation and MBASS are no longer subject to income tax examinations for fiscal years prior to December 31, 2011 for California tax purposes and for fiscal years prior to December 31, 2012 for federal tax purposes.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, as well as disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates include allowance for doubtful pledges receivable; the discount rate on multi-year pledges receivable and beneficial interest in split-interest agreements; the valuation of nonmarketable investments; the useful lives of property, equipment and exhibits; and the present value of gift annuity payment liability. Actual results could differ from those estimates.

Recent Accounting Pronouncements

Adopted:

In May 2015, the FASB issued an update, Internal-Use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement. This update provides guidance about whether a cloud computing arrangement includes a software license. The fee attributable to the license should be capitalized and amortized over the useful life of the software. If the arrangement does not include a software license then the contract is accounted for as a service contract and it is expensed as it is incurred. This guidance is effective for annual periods beginning after December 15, 2015, early adoption is permitted. The Aquarium elected early adoption, which did not have a significant impact on its consolidated financial statements.

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES (continued)

Recent Accounting Pronouncements (continued)

Pronouncements Effective in the Future

In May 2015, the FASB issued ASU 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share or Its Equivalent* (ASU 2015-07). The amendments in this update remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the NAV per share practical expedient. The amendments also remove the requirement to make certain disclosures for those investments. The standard is effective for the Aquarium on January 1, 2016. The adoption of ASU 2015-07 will not have an impact on the consolidated financial statements and the Aquarium is currently evaluating the impact to the footnote disclosures.

NOTE 2 – PLEDGES AND GRANTS RECEIVABLE, NET

Pledges and grants receivable as of December 31 are expected to be collected as follows:

	2015	2014
In one year or less	\$ 13,095,000	\$ 11,278,000
Between one and five years	17,682,000	27,435,000
Greater than five years	20,000	30,000
Subtotal	30,797,000	38,743,000
Less discounts on multi-year pledges receivable	(844,000)	(1,628,000)
Less allowance for doubtful pledges receivable	(39,000)	(45,000)
Total pledges and grants receivable, net	<u>\$ 29,914,000</u>	<u>\$ 37,070,000</u>

The present value discount rates for 2015 and 2014 ranged from 0.46% to 5.00%.

Pledges and grants receivable for conditional contributions are not reported in the consolidated financial statements until the conditions are met. Such amounts totaled \$464,000 and \$401,000 as of December 31, 2015 and 2014, respectively.

NOTE 3 – BENEFICIAL INTEREST IN SPLIT-INTEREST AGREEMENTS

The Aquarium's beneficial interest in split-interest agreements consists of invested assets contributed by donors under charitable remainder trust agreements and gift annuity agreements. Management establishes the fair value of the assets using the valuation techniques described in Note 1, above.

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 3 – BENEFICIAL INTEREST IN SPLIT-INTEREST AGREEMENTS (continued)

As of December 31, 2015, the Aquarium's beneficial interest in split-interest agreements consisted of the following:

	<u>Total</u>	<u>Level I</u>	<u>Level II</u>	<u>Level III</u>
Cash equivalents	\$ 17,000	\$ 17,000	\$ -	\$ -
Fixed income funds	142,000	142,000	-	-
Equity funds	44,000	44,000	-	-
Interest in charitable remainder trusts	<u>297,000</u>	<u>-</u>	<u>-</u>	<u>297,000</u>
Total	<u>\$ 500,000</u>	<u>\$ 203,000</u>	<u>\$ -</u>	<u>\$ 297,000</u>

As of December 31, 2014, the Aquarium's beneficial interest in split-interest agreements consisted of the following:

	<u>Total</u>	<u>Level I</u>	<u>Level II</u>	<u>Level III</u>
Cash equivalents	\$ 9,000	\$ 9,000	\$ -	\$ -
Fixed income funds	130,000	130,000	-	-
Equity funds	94,000	94,000	-	-
Interest in charitable remainder trusts	<u>325,000</u>	<u>-</u>	<u>-</u>	<u>325,000</u>
Total	<u>\$ 558,000</u>	<u>\$ 233,000</u>	<u>\$ -</u>	<u>\$ 325,000</u>

The changes in beneficial interest in split-interest agreements related to Level III investments for 2015 and 2014 were as follows:

Balance as of December 31, 2013	\$ 344,000
Change in the value of beneficial interest in split interest agreements	<u>(19,000)</u>
Balance as of December 31, 2014	325,000
Change in the value of beneficial interest in split interest agreements	<u>(28,000)</u>
Balance as of December 31, 2015	<u>\$ 297,000</u>

Changes in value related to Level III beneficial interest in split-interest were reported in contributions and grants in the consolidated statements of activities and changes in net assets.

The present value discount rates for 2015 and 2014 ranged from 3.8% to 8% and the agreements are estimated to be outstanding for the lifetime of the donors.

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 4 – INVESTMENTS

The Aquarium's investments are primarily managed by Commonfund through a fund-of-funds approach in a diversified portfolio governed by the Aquarium's investment policy, which sets asset allocation ranges for marketable and nonmarketable investments, as well as equity, fixed income, real assets, and hedge investments. In addition, the Aquarium owns a commercial real estate property in Monterey, California. As of December 31, 2015, the property is reflected in the consolidated statements of financial position in both property, equipment, and exhibits, net and investments (Level III), for \$4,137,000 and \$19,363,000, respectively. This real estate property holding was valued in accordance with FASB ASC 820, utilizing the income capitalization approach, and a gain of \$5,078,000 was recorded on the consolidated statement of activities and changes in net assets as of December 31, 2015. See Note 1 for more information.

Management establishes the fair value of Level I investments based on quoted market prices. Management establishes the fair value of Level II investments through observation of trading activity reported at NAV. Management establishes the fair value of Level III investments held at NAV through a documented valuation process including review of audited financial statements for the investment funds, verification of the fair value of marketable securities in the funds, regular review of fund manager valuation approaches, and monitoring of fund activities. Because of the inherent uncertainty of valuation of nonmarketable investments, the estimated values may differ significantly from the values that would have been used had a ready market for the securities existed, and the differences could be material.

Excluding fees charged directly to the funds by sub-managers, investment expenses incurred during 2015 and 2014 were \$250,000 and \$165,000, respectively, and were reported as a reduction of dividends and interest in the consolidated statements of activities and changes in net assets.

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 4 – INVESTMENTS (continued)

As of December 31, 2015, the Aquarium's investments were classified by level within the valuation hierarchy as follows:

<u>2015</u>	<u>Total</u>	<u>Level I</u>	<u>Level II</u>	<u>Level III</u>
Money market fund	\$ 4,790,000	\$ 4,790,000	\$ -	\$ -
Equity securities	1,043,000	1,043,000	-	-
Global equity fund	107,970,000	-	107,970,000	-
Private capital funds	8,942,000	-	-	8,942,000
Distressed debt funds	1,514,000	-	-	1,514,000
Fixed income strategies	11,413,000	-	11,413,000	-
Hedge fund strategies	36,970,000	-	36,970,000	-
Multi-strategy commodities fund	928,000	-	928,000	-
Private natural resource funds	4,080,000	-	-	4,080,000
Private real estate funds	12,075,000	-	5,595,000	6,480,000
Real estate property holding	19,363,000	-	-	19,363,000
Total investments	<u>\$209,088,000</u>	<u>\$ 5,833,000</u>	<u>\$162,876,000</u>	<u>\$ 40,379,000</u>

As of December 31, 2014, the Aquarium's investments were classified by level within the valuation hierarchy as follows:

<u>2014</u>	<u>Total</u>	<u>Level I</u>	<u>Level II</u>	<u>Level III</u>
Money market fund	\$ 6,889,000	\$ 6,889,000	\$ -	\$ -
Equity securities	230,000	230,000	-	-
Global equity fund	108,385,000	-	108,385,000	-
Private capital funds	7,137,000	-	-	7,137,000
Distressed debt funds	2,042,000	-	-	2,042,000
Fixed income strategies	8,324,000	-	8,324,000	-
Hedge fund strategies	39,090,000	-	39,090,000	-
Multi-strategy commodities fund	1,221,000	-	1,221,000	-
Private natural resource funds	4,147,000	-	-	4,147,000
Private real estate funds	5,623,000	-	2,786,000	2,837,000
Total investments	<u>\$183,088,000</u>	<u>\$ 7,119,000</u>	<u>\$159,806,000</u>	<u>\$ 16,163,000</u>

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 4 – INVESTMENTS (continued)

The following table summarizes the Aquarium's Level III investments during 2015 and 2014:

	Balance at December 31, 2014	Purchases	Real estate property holding reclassification (see Note 1)	Distributions	Sales	Unrealized Gains	Unrealized Losses	Realized Gains	Realized Losses	Balance at December 31, 2015
Private capital funds	\$ 7,137,000	\$ 2,065,000	\$ -	\$ (1,164,000)	\$ -	\$ 425,000	\$ (206,000)	\$ 690,000	\$ (5,000)	\$ 8,942,000
Distressed debt funds	2,042,000	-	-	(438,000)	-	-	(290,000)	200,000	-	1,514,000
Natural resource funds	4,147,000	777,000	-	(198,000)	-	-	(543,000)	-	(103,000)	4,080,000
Real estate funds	2,837,000	3,533,000	-	(668,000)	-	264,000	(181,000)	695,000	-	6,480,000
Real estate property holding	-	-	19,363,000	-	-	-	-	-	-	19,363,000
Total investments	\$ 16,163,000	\$ 6,375,000	\$ 19,363,000	\$ (2,468,000)	\$ -	\$ 689,000	\$ (1,220,000)	\$ 1,585,000	\$ (108,000)	\$ 40,379,000

	Balance at December 31, 2013	Purchases	Distributions	Sales	Unrealized Gains	Unrealized Losses	Realized Gains	Realized Losses	Balance at December 31, 2014
Private capital funds	\$ 5,885,000	\$ 1,052,000	\$ (968,000)	\$ -	\$ 578,000	\$ -	\$ 590,000	\$ -	\$ 7,137,000
Distressed debt funds	2,857,000	-	(937,000)	-	44,000	-	78,000	-	2,042,000
Natural resource funds	4,363,000	915,000	(720,000)	-	-	(739,000)	328,000	-	4,147,000
Real estate funds	1,807,000	640,000	(4,000)	-	394,000	-	-	-	2,837,000
Total investments	\$ 14,912,000	\$ 2,607,000	\$ (2,629,000)	\$ -	\$ 1,016,000	\$ (739,000)	\$ 996,000	\$ -	\$ 16,163,000

Changes in unrealized gains and realized gains during 2015 and 2014 related to Level III investments were reported in net realized and unrealized gains on investments in the consolidated statements of activities and changes in net assets.

There were no transfers between Levels I, II, and III for the years ended December 31, 2015 or 2014.

ASC 820 allows for the use of a practical expedient for the estimation of fair value of investment funds held by investment companies for which the investment funds do not have a readily determinable fair value. The Aquarium utilizes the NAV as the practical expedient to value funds for which the underlying investment funds (a) do not have a readily determinable fair value and (b) prepare their consolidated financial statements consistent with the measurement principles of an investment company or have the attributes of an investment company. The administrator of the funds held by the Aquarium, appointed by and under supervision of Commonfund, provides the NAV's considering variables such as the actual market exchanges and/or trade quotations provided by third parties. The Aquarium reviews and evaluates NAV's provided by the funds' administrator including assessing methods, assumptions and the valuations provided by the funds' administrator and believes that the carrying amounts of these investments are reasonable estimates of fair value.

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 4 – INVESTMENTS (continued)

The following table lists attributes of Level II and Level III investments carried at NAV as of December 31:

Fund Type	Objective	2015			2014			Remaining Life	Redemption Terms	Redemption Restrictions
		NAV	Number of Funds	Unfunded Commitments	NAV	Number of Funds	Unfunded Commitments			
Global Equity fund	The fund invests in equity securities including companies based in the U.S., developed international, and emerging markets.	\$ 107,970,000	1	N.A.	\$ 108,385,000	1	N.A.	N.A.	Monthly with 5 business days notice	None
Private capital funds	The funds invest globally in growth equity financing, leveraged buyouts, acquisitions and/or industry consolidations, recapitalizations and restructurings, and venture capital.	8,942,000	6	\$ 11,310,000	7,137,000	4	\$ 13,374,000	7 - 12 years	No redemption permitted	No redemption permitted
Distressed debt funds	The funds invest in public liquid trading strategies and longer term illiquid strategies.	1,514,000	2	630,000	2,042,000	2	630,000	3-9 Years	Ranges between no redemption permitted and annual redemption with 120 days notice	One fund has a side pocket and carries a 20% gate provision
Fixed income funds	The funds invest in fixed income sectors, with the majority allocated to U.S. denominated investment grade bonds or other fixed income securities and global bonds, inflation indexed bonds, high yield bonds, emerging markets debt, and opportunistic credit strategies.	11,413,000	1	N.A.	8,324,000	2	N.A.	N.A.	Monthly with 5 business days notice	None
Hedge funds	The funds include investments in a variety of hedged strategies including long/short equity, long/short credit, event driven, relative value fixed income, global macro, and trend following strategies. The hedge funds have exposure to global markets and include equity, fixed income, currencies, commodities, and other derivatives and instruments.	36,970,000	3	N.A.	39,090,000	3	N.A.	N.A.	90 – 95 days notice	Redemptions may be limited or suspended under certain circumstances.
Commodities fund	The fund invests in futures, options on futures, and forward contracts on exchange traded commodities, foreign currencies, and customized swaps. The collateral and remaining cash are invested in enhanced cash programs, institutional money market funds, and Treasury Inflation Protected Securities.	928,000	1	N.A.	1,221,000	1	N.A.	N.A.	Monthly with 5 business days notice	None
Natural resource funds	The funds invest primarily in the U.S. and Canada in natural resources and related areas.	4,080,000	3	\$ 2,706,000	4,147,000	3	\$ 3,483,000	7 - 12 years	No redemption permitted	No redemption permitted
Private real estate funds	The funds invests in commercial and multi-family residential properties. Core strategies are focused on high quality, income producing commercial properties in the U.S. Opportunistic strategies include investments in value add, distressed, and other opportunistic strategies. The opportunistic strategies may include some global investments but are primarily U.S.	12,075,000	4	4,687,000	5,623,000	4	8,230,000	2 of 4 is open end, 2 of 4 are dosed end with 8 and 12 years remaining life.	1 of 4 with monthly liquidity, 1 of 4 with quarterly redemption with 120 days notice, 2 of 4 with no redemption permitted.	1 of 4 with monthly liquidity, 1 of 4 are subject to available cash and minimum investment balance requirements, 2 of 4 do not permit redemptions.
Total		\$ 183,892,000	21	\$ 19,333,000	\$ 175,969,000	20	\$ 25,717,000			

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 4 – INVESTMENTS (continued)

The Aquarium has non-cancellable commitments under partnership agreements with Commonfund to make additional capital contributions to certain investment funds noted in the table above. The Aquarium intends to fund such commitments through reallocations within the investment portfolio. In addition, in 2015 we classified \$19,363,000 as a Level III investment, real estate property holding, which was valued in accordance with FASB ASC 820, Income Capitalization approach.

NOTE 5 – PROPERTY, EQUIPMENT, AND EXHIBITS, NET

Property, equipment, and exhibits, net consist of the following as of December 31:

	<u>2015</u>	<u>2014</u>
Land and land improvements	\$ 24,344,000	\$ 36,655,000
Buildings and building improvements	159,615,000	164,085,000
Exhibits	61,648,000	63,448,000
Equipment, furniture and fixtures	<u>33,332,000</u>	<u>30,241,000</u>
	278,939,000	294,429,000
Less accumulated depreciation	<u>(140,177,000)</u>	<u>(135,419,000)</u>
	138,762,000	159,010,000
Capital projects in process	<u>4,569,000</u>	<u>2,662,000</u>
Property, equipment and exhibits, net	<u>\$ 143,331,000</u>	<u>\$ 161,672,000</u>

Depreciation expense for 2015 and 2014 was \$11,620,000 and \$11,052,000, respectively. Losses from the write-off of the remaining book value associated with assets that were replaced in 2015 and 2014 were \$678,000 and \$74,000, respectively. Capital expenditures for 2015 and 2014 were \$8,491,000 and \$18,856,000, respectively. Capital expenditures for 2015 included development of the special exhibit *Viva Baja! Life on the Edge*, main entrance and auditorium improvements, planning and design for the new Center for Ocean Education and Leadership, new visitor programs, digital resources for Seafood Watch, and expansion of animal holding and care facilities.

The Aquarium owns a commercial real estate property in Monterey, California. As of December 31, 2015, the property is reflected in the consolidated statements of financial position in both property, equipment, and exhibits, net and investments, for \$4,137,000 and \$19,363,000, respectively. See Note 1 for more information.

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 6 – TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets are available as follows as of December 31:

	<u>2015</u>	<u>2014</u>
Purpose-restricted:		
Seafood Watch – sustainable seafood initiative	\$ 12,381,000	\$ 15,315,000
Education programs and facility	14,990,000	12,930,000
Conservation and science	2,745,000	2,087,000
Free school visits	1,000,000	2,000,000
Other	<u>100,000</u>	<u>15,000</u>
Total purpose-restricted	31,216,000	32,347,000
Time-restricted:		
Pledges receivable and beneficial interest in split-interest agreements without a purpose restriction	4,462,000	5,141,000
Undistributed endowment earnings	<u>4,462,000</u>	<u>5,204,000</u>
Total temporarily restricted net assets	<u>\$ 40,140,000</u>	<u>\$ 42,692,000</u>

Temporarily restricted net assets released from restriction include earnings from donor restricted endowment approved for endowment distribution by the Board and net assets released from restrictions by incurring expenses satisfying the donor-restricted purposes or time requirements as summarized in the table below:

	<u>2015</u>	<u>2014</u>
Purpose-restricted:		
Seafood Watch – sustainable seafood initiative	\$ 3,878,000	\$ 2,150,000
Education programs and facility	1,687,000	634,000
Conservation and science	500,000	500,000
Free school visits	1,000,000	1,000,000
Other	<u>15,000</u>	<u>10,000</u>
Total purpose-restricted	7,080,000	4,294,000
Time-restricted:	1,159,000	2,650,000
Endowment distribution	<u>672,000</u>	<u>625,000</u>
Total net assets released from restrictions	<u>\$ 8,911,000</u>	<u>\$ 7,569,000</u>

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 7 – ENDOWMENT

The Aquarium’s endowment funds consist of (a) unrestricted funds functioning as endowment through designation by the Board and (b) donor-restricted endowment funds. The earnings of the Aquarium’s endowment funds support education programs, conservation and science programs, and the mission of the Aquarium. Net assets associated with endowment funds, including unrestricted funds functioning as endowment, are classified and reported based on the existence or absence of donor-imposed restrictions.

Effective January 1, 2009, the state of California adopted the Uniform Prudent Management of Institutional Funds Act (“UPMIFA”), which governs the management and use of donor-restricted endowment funds held by charitable institutions in the state of California. GAAP provides guidance on the net asset classification of donor-restricted endowment funds for a not-for-profit organization that is subject to an enacted version of UPMIFA, and also improves disclosures about an organization’s endowment funds (both donor-restricted and funds functioning as endowment).

Consistent with UPMIFA and Board policy, the Aquarium classifies as permanently restricted net assets the original value of gifts (including subsequent gifts) of donor-restricted endowment and, if applicable, accumulations of donor-restricted endowment as required by the donor. Accumulated earnings of donor-restricted endowment are classified as temporarily restricted net assets until distributed in accordance with UPMIFA and Board policy.

As of December 31, 2015, the Aquarium’s endowment net asset composition by type of fund was as follows:

	Funds			
	Functioning as Endowment	Temporarily Restricted	Permanently Restricted	Total
Funds functioning as endowment	\$ 106,233,000	\$ -	\$ -	\$ 106,233,000
Donor-restricted endowment funds	-	4,462,000	16,707,000	21,169,000
Total endowment funds	<u>\$ 106,233,000</u>	<u>\$ 4,462,000</u>	<u>\$ 16,707,000</u>	<u>\$ 127,402,000</u>

As of December 31, 2014, the Aquarium’s endowment net asset composition by type of fund was as follows:

	Funds			
	Functioning as Endowment	Temporarily Restricted	Permanently Restricted	Total
Funds functioning as endowment	\$ 108,881,000	\$ -	\$ -	\$ 108,881,000
Donor-restricted endowment funds	-	5,204,000	16,954,000	22,158,000
Total endowment funds	<u>\$ 108,881,000</u>	<u>\$ 5,204,000</u>	<u>\$ 16,954,000</u>	<u>\$ 131,039,000</u>

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 7 – ENDOWMENT (continued)

During 2015, the Aquarium's endowment net assets changes were as follows:

	Funds			
	Functioning as	Temporarily	Permanently	
	Endowment	Restricted	Restricted	Total
Endowment net assets, beginning of year	\$ 108,881,000	\$ 5,204,000	\$ 16,954,000	\$ 131,039,000
Investment return				
Investment income	1,027,000	200,000	-	1,227,000
Net realized and unrealized gain (losses) on investment	<u>(1,379,000)</u>	<u>(270,000)</u>	-	<u>(1,649,000)</u>
Total investment return	(352,000)	(70,000)	-	(422,000)
Contributions	1,256,000	-	62,000	1,318,000
Endowment distribution	(3,552,000)	(672,000)	-	(4,224,000)
Other changes:				
Net assets redesignated	-	-	-	-
Transfer of donated property	-	-	(302,000)	(302,000)
Change in value of annuity	-	-	(7,000)	(7,000)
Endowment net assets, end of year	<u>\$ 106,233,000</u>	<u>\$ 4,462,000</u>	<u>\$ 16,707,000</u>	<u>\$ 127,402,000</u>

During 2014, the Aquarium's endowment net assets changes were as follows:

	Funds			
	Functioning as	Temporarily	Permanently	
	Endowment	Restricted	Restricted	Total
Endowment net assets, beginning of year	\$ 92,438,000	\$ 4,840,000	\$ 15,773,000	\$ 113,051,000
Investment return				
Investment income	1,127,000	230,000	-	1,357,000
Net realized and unrealized gain on investment	<u>3,715,000</u>	<u>759,000</u>	-	<u>4,474,000</u>
Total investment return	4,842,000	989,000	-	5,831,000
Contributions	869,000	-	1,234,000	2,103,000
Endowment distribution	(3,268,000)	(625,000)	-	(3,893,000)
Other changes:				
Net assets redesignated	14,000,000	-	-	14,000,000
Change in value of annuity	-	-	(4,000)	(4,000)
Adjustment to pledge receivable	-	-	(49,000)	(49,000)
Endowment net assets, end of year	<u>\$ 108,881,000</u>	<u>\$ 5,204,000</u>	<u>\$ 16,954,000</u>	<u>\$ 131,039,000</u>

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 7 – ENDOWMENT (continued)

Permanently restricted net assets consist of the following as of December 31:

	<u>2015</u>	<u>2014</u>
Composition of permanently restricted net assets:		
Cash restricted for long term purposes	\$ 12,000	\$ 33,000
Pledges receivable	985,000	1,146,000
Beneficial interest in split-interest agreements	90,000	100,000
Investments	15,684,000	15,087,000
Property, equipment, and exhibits	-	655,000
Gift annuity payment liability	<u>(64,000)</u>	<u>(67,000)</u>
Permanently restricted net assets	<u>\$ 16,707,000</u>	<u>\$ 16,954,000</u>

These balances represent the portion of perpetual endowment funds that is required to be retained permanently by donor stipulation or law. From time to time the fair value of assets associated with individual funds of donor-restricted endowment may fall below the level required to be retained as funds of perpetual duration. If deficits exist, they are classified in unrestricted net assets. The Aquarium does not authorize spending from such funds.

The Board has adopted an investment policy which governs the management and oversight of the Aquarium's endowment funds and other investments (portfolio). The policy sets forth the objectives for the portfolio, the strategies to achieve the objectives, procedures for monitoring and control, and the delineation of duties for those responsible for the Aquarium's investments. The Finance Committee of the Board is responsible for implementation of the investment policy. The policy is intended to allow for sufficient flexibility in the management oversight process to capture investment opportunities as they may occur, while at the same time setting forth reasonable risk control parameters to ensure prudence and care in the execution of the investment program. Investment assets are managed on a total return basis, with emphasis on both preservation of capital and acceptance of investment risk necessary to achieve favorable performance on a risk-adjusted basis. The policy calls for risk management of the investment program to be informed by both the investment and operational risks to which the portfolio is exposed, with an objective to minimize operational risks and require appropriate compensation for acceptable investment risks. Other objectives are to (a) provide a total return that, over the long term, exceeds inflation and optimizes the investment return on fund assets corresponding to a level of risk deemed appropriate by the Finance Committee, (b) outperform a policy portfolio benchmark return, after fees, at a comparable level of risk over five-year rolling periods, and (c) diversify investments to reduce the impact of losses in single investments, industries, or asset classes.

The Aquarium's Board determines the method to be used to appropriate endowment funds for expenditure. The Aquarium's endowment spending policy is based on a spending rate percentage applied to the three-year trailing average of the endowment's market value. During 2015 and 2014, the policy spending rate percentage was 4.25% of funds functioning as endowment and donor-restricted endowment. The investment portfolio return, net of investment fees, is expected to be in excess of the policy spending rate over the long term. The annual endowment distribution amount is approved by the Board in conjunction with its approval of the annual budget.

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 7 – ENDOWMENT (continued)

In accordance with Board policy the difference, if any, of net investment return on funds functioning as endowment in comparison to the related endowment spending distribution is recorded as a change to funds functioning as endowment. Such designations resulted in a decrease in funds functioning as endowment of \$3,904,000 in 2015 and an increase of \$1,574,000 in 2014. In 2014, the Board elected to designate \$14,000,000 to funds functioning as endowment from unrestricted investment balances. No such election was made for 2015.

NOTE 8 – EMPLOYEE BENEFIT PLANS

The Aquarium maintains a defined contribution plan for employees. Eligible employees may make voluntary contributions to the plan within applicable limits as established by the Internal Revenue Code. During 2015 and 2014, the Aquarium made contributions to the plan up to 10% of eligible compensation. As of January 1, 2014, the plan was amended to increase the matching contribution requirement from 2% to 4%. The Aquarium's non-elective contribution was 6% in 2015 and 2014. Retirement plan expense was \$2,370,000 and \$2,245,000 in 2015 and 2014, respectively.

NOTE 9 – COMMITMENTS AND CONTINGENCIES

Lawsuits and claims are filed from time to time against the Aquarium in the ordinary course of business. Management does not believe that any outstanding matters will have a material adverse impact on the consolidated financial statements.

The Aquarium derives a portion of its revenue from various federally funded programs which are subject to review and audit by governmental agencies. Management believes that the Aquarium is in material compliance with the standards set forth by the federal governmental agencies and that the outcome of reviews and audits conducted by such agencies, if any, will not have a significant effect on the financial position or results of activities of the Aquarium.

NOTE 10 – RELATED-PARTY TRANSACTIONS

During 2015 and 2014, contributions from certain members of the Board and entities with common board members totaled \$2,788,000 and \$723,000, respectively. Undiscounted pledges and accounts receivable from such related parties were \$9,800,000 and \$11,606,000 as of December 31, 2015 and 2014, respectively. Legal services were also provided by certain officers and members of the Board totaling \$31,000 and \$52,000 during 2015 and 2014, respectively.

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 11 – LEASE COMMITMENTS

The Aquarium leases office space in Monterey, California and Pacific Grove, California under non-cancelable operating leases whose terms expire on July 5, 2016 and March 30, 2022, respectively. Future minimum rental payments under these leases as of December 31, 2015 are as follows:

2016	\$	105,000
2017		75,000
2018		75,000
2019		75,000
2020 and thereafter		<u>170,000</u>
Total	\$	<u>500,000</u>

Rent expense was \$133,000 and \$133,000 for 2015 and 2014, respectively. As of December 31, 2015 and 2014 the remaining book value was \$758,000 and \$872,000 of tenant improvements at the Pacific Grove office space, which are included in property, equipment and exhibits, net on the consolidated statements of financial position, respectively.

NOTE 12 – RENTAL INCOME

The Aquarium leases space in several real properties located in Monterey, California to unrelated parties under cancelable and non-cancelable operating leases (excluding option periods) expiring through 2020. Minimum future rental revenues from operating leases having non-cancelable lease terms are as follows:

2016	\$	992,000
2017		385,000
2018		183,000
2019		19,000
2020 and thereafter		<u>6,000</u>
Total	\$	<u>1,585,000</u>

Monterey Bay Aquarium Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2015 and 2014

NOTE 12 – RENTAL INCOME (continued)

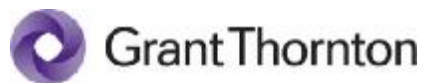
Property held for lease, by major property class, consisted of the following as of December 31:

	<u>2015</u>	<u>2014</u>
<u>Property Plant & Exhibits:</u>		
Land and land improvements	\$ 13,511,000	\$ 26,880,000
Buildings and building improvements	1,949,000	9,342,000
Equipment, furniture and fixtures	-	70,000
	<u>15,460,000</u>	<u>36,292,000</u>
Less accumulated depreciation	<u>(1,095,000)</u>	<u>(3,589,000)</u>
Property held for lease, net	<u>\$ 14,365,000</u>	<u>\$ 32,703,000</u>
<u>Investments:</u>		
Real estate property holding	<u>\$ 19,363,000</u>	<u>\$ -</u>

Property held for lease is included in property, equipment, and exhibits, net on the consolidated statements of financial position. Rental income is included in other revenue on the consolidated statements of activities and changes in net assets.

NOTE 13 – SUBSEQUENT EVENTS

The Aquarium has evaluated subsequent events for the period from December 31, 2015 through August 15, 2016, the date these consolidated financial statements were issued, and has determined that no subsequent events have occurred of a nature that would require recognition or disclosure.



© Grant Thornton LLP
All rights reserved
U.S. member firm of Grant Thornton International Ltd

This report is confidential. Unauthorized use of this report in whole or in part is strictly prohibited.