

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2017

Open to Public Inspection

Form **990**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

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

Department of the Treasury
Internal Revenue Service

A For the 2017 calendar year, or tax year beginning _____, **2017**, and ending _____, **20**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	G Name of organization MONTEREY BAY AQUARIUM FOUNDATION Doing Business As	D Employer identification number 94-2487469
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 886 CANNERY ROW	E Telephone number (831) 648-4800
	City or town, state or province, country, and ZIP or foreign postal code MONTEREY, CA 93940	G Gross receipts \$ 167,615,054.
	F Name and address of principal officer: JULIE PACKARD 886 CANNERY ROW MONTEREY, CA 93940	H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number ▶
J Website: ▶ WWW.MONTEREYBAYAQUARIUM.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	L Year of formation: 1978	M State of legal domicile: CA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>THE MISSION OF THE MONTEREY BAY AQUARIUM IS TO INSPIRE CONSERVATION OF THE OCEAN. SEE SCHEDULE O FOR FURTHER DETAIL.</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	16.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15.
	5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)	5	716.
	6 Total number of volunteers (estimate if necessary)	6	1,479.
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	122,249.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	78,487,795.	40,375,810.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	47,414,687.	49,947,497.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,381,037.	7,613,000.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,246,561.	3,445,430.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	133,530,080.	101,381,737.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	801,663.	761,132.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	42,893,034.	45,436,875.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 3,124,105.	216,726.	219,606.
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	45,388,522.	46,446,074.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	89,299,945.	92,863,687.
	19 Revenue less expenses. Subtract line 18 from line 12	44,230,135.	8,518,050.
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
Net Assets or Fund Balances	21 Total liabilities (Part X, line 26)	437,722,162.	474,966,162.
	22 Net assets or fund balances. Subtract line 21 from line 20.	18,273,013.	20,491,315.
		419,449,149.	454,474,847.

Part II Signature Block

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

Sign Here	Signature of officer	Date	11/18		
	TROY GRANDE CFO Type or print name and title				
Paid Preparer Use Only	Print/type preparer's name QI WEN LIANG	Preparer's signature	Date 11/09/18	Check <input type="checkbox"/> if self-employed	PTIN P01270238
	Firm's name ▶ GRANT THORNTON LLP	Firm's EIN ▶ 36-6055558			
	Firm's address ▶ 101 CALIFORNIA STREET, SUITE 2700 SAN FRANCISCO, CA 94111	Phone no. 415-986-3900			

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

For Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2017)

Application for Automatic Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868.

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile, click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	MONTEREY BAY AQUARIUM FOUNDATION	94-2487469
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
886 CANNERY ROW		
City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
MONTEREY, CA 93940		

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

ANNA CAMPISI

• The books are in the care of ▶ 886 CANNERY ROW MONTEREY CA 93940

Telephone No. ▶ 831 648-4800 Fax No. ▶

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

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

1 I request an automatic 6-month extension of time until 11/15, 2018, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 2017 or
▶ tax year beginning _____, 20____, and ending _____, 20____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

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Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

THE MISSION OF THE MONTEREY BAY AQUARIUM IS TO INSPIRE CONSERVATION OF THE OCEAN. SEE SCHEDULE O FOR FURTHER DETAIL.

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 37,874,665. including grants of \$ 168,473.) (Revenue \$ 50,271,382.) MARINE LIFE EXHIBITION AND CARE - SEE SCHEDULE O

4b (Code:) (Expenses \$ 11,085,998. including grants of \$ 72,000.) (Revenue \$) EDUCATION AND OUTREACH - SEE SCHEDULE O

4c (Code:) (Expenses \$ 9,723,608. including grants of \$ 482,885.) (Revenue \$ 247,367.) CONSERVATION AND RESEARCH - SEE SCHEDULE O

4d Other program services (Describe in Schedule O.) ATTACHMENT 1 (Expenses \$ 18,686,420. including grants of \$ 37,774.) (Revenue \$)

4e Total program service expenses 77,370,691.

Part IV Checklist of Required Schedules

Table with 3 columns: Question Number, Yes, No. Rows 1-19 with various questions about organizational activities and financial reporting.

Part IV Checklist of Required Schedules (continued)

		Yes	No
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	X	
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a.</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II.</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	X	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question numbers (1a-14b), Yes/No checkboxes, and numerical responses. Includes questions about Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business gross income, foreign accounts, prohibited tax shelter transactions, deductible contributions, and Form 990 filings.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (16), 1b (15), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records:
JOHN DAVIS 886 CANNERY ROW MONTEREY, CA 93940 831-648-4800

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) STEVE NEAL CHAIRMAN	1.00 0.	X		X			0.	0.	0.	
(2) DR. PETER S. BING CHAIR EMERITUS	1.00 0.	X					0.	0.	0.	
(3) JULIE PACKARD EXECUTIVE DIRECTOR	28.00 0.	X		X			307,867.	0.	39,017.	
(4) SUSAN BELL TRUSTEE	1.00 0.	X					0.	0.	0.	
(5) MARGARET CALDWELL TRUSTEE	1.00 0.	X					0.	0.	0.	
(6) SAMANTHA CAMPBELL TRUSTEE	1.00 0.	X					0.	0.	0.	
(7) CAROLINE GETTY TRUSTEE	1.00 0.	X					0.	0.	0.	
(8) M.R.C. GREENWOOD TRUSTEE	1.00 0.	X					0.	0.	0.	
(9) WILLIAM LANDRETH TRUSTEE	1.00 0.	X					0.	0.	0.	
(10) JOAN LANE TRUSTEE	1.00 0.	X					0.	0.	0.	
(11) MICHAEL MANTELL TRUSTEE	1.00 0.	X					0.	0.	0.	
(12) CONNIE MARTINEZ TRUSTEE	1.00 0.	X					0.	0.	0.	
(13) GIDEON YU TRUSTEE	1.00 0.	X					0.	0.	0.	
(14) PIETRO PARRAVANO TRUSTEE	1.00 0.	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) CHRIS SCHOLIN ----- TRUSTEE	1.00 ----- 0.	X					0.	0.	0.	
(16) MARK WAN ----- TRUSTEE	1.00 ----- 0.	X					0.	0.	0.	
(17) TROY A GRANDE ----- CFO AS OF 3/20/2017	40.00 ----- 1.00			X			213,468.	0.	27,110.	
(18) CYNTHIA VERNON ----- CHIEF OPERATING OFFICER	40.00 ----- 1.00			X			263,434.	0.	49,822.	
(19) BARBARA WRIGHT ----- SECRETARY	1.00 ----- 0.			X			0.	0.	0.	
(20) CRISTINA FEKECI ----- CHIEF DEVELOPMENT OFFICER	40.00 ----- 0.				X		298,511.	0.	40,280.	
(21) MARIAN MARTHA HAHN ----- CHIEF MARKETING OFFICER	40.00 ----- 0.				X		211,731.	0.	31,775.	
(22) MARGARET SPRING ----- VP CON & SCI CHIEF CNSRV OFF.	40.00 ----- 0.				X		203,056.	0.	42,349.	
(23) TERESA JEANINE MERRY ----- CHIEF HUMAN RESOURCES OFFICER	40.00 ----- 0.				X		191,391.	0.	52,359.	
(24) CHARLES ASLANIAN ----- VP OF FACILITY OPERATIONS	40.00 ----- 0.				X		160,307.	0.	49,966.	
(25) DAVID ROSENBERG ----- VP OF GUEST EXPERIENCE	40.00 ----- 0.				X		157,594.	0.	16,902.	
1b Sub-total							307,867.	0.	39,017.	
c Total from continuation sheets to Part VII, Section A							2,867,818.	0.	535,249.	
d Total (add lines 1b and 1c)							3,175,685.	0.	574,266.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 68

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 2		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 70

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b	13,449,705.			
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e	90,650.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	26,835,455.			
	g Noncash contributions included in lines 1a-1f: \$		2,523,088.			
	h Total. Add lines 1a-1f		40,375,810.			
	Program Service Revenue		Business Code			
2a <u>ADMISSION FEES</u>		611600	48,721,237.	48,721,237.		
b <u>OTHER PROGRAM REVENUE</u>		900099	1,226,260.	1,226,260.		
c _____						
d _____						
e _____						
f All other program service revenue						
g Total. Add lines 2a-2f		49,947,497.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts).		2,207,431.		-77,537.	2,129,894.
	4 Income from investment of tax-exempt bond proceeds		0.			
	5 Royalties		7,757.			7,757.
		(i) Real	(ii) Personal			
	6a Gross rents	4,554,519.	158,610.			
	b Less: rental expenses	1,846,708.				
	c Rental income or (loss)	2,707,811.	158,610.			
	d Net rental income or (loss)			2,866,421.	81,940.	2,784,481.
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		69,792,178.				
	b Less: cost or other basis and sales expenses	64,330,022.	56,587.			
	c Gain or (loss)	5,462,156.	-56,587.			
	d Net gain or (loss)			5,405,569.	117,846.	5,287,723.
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
	b Less: direct expenses	b				
	c Net income or (loss) from fundraising events			0.		
	9a Gross income from gaming activities. See Part IV, line 19	a				
b Less: direct expenses	b					
c Net income or (loss) from gaming activities			0.			
10a Gross sales of inventory, less returns and allowances	a					
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory			0.			
Miscellaneous Revenue		Business Code				
11a <u>LICENSING REVENUE</u>	900099		247,367.	247,367.		
b <u>MEMBER EVENTS</u>	900099		81,855.	81,855.		
c <u>ALL OTHER REVENUE</u>	900099		242,030.	242,030.		
d All other revenue						
e Total. Add lines 11a-11d			571,252.			
12 Total revenue. See instructions.			101,381,737.	50,518,749.	122,249.	10,209,855.

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	685,213.	685,213.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	38,850.	38,850.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	37,069.	37,069.		
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	2,744,109.	842,849.	1,562,469.	338,791.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	31,582,273.	26,551,306.	3,713,247.	1,317,720.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	2,821,537.	2,372,257.	331,604.	117,676.
9 Other employee benefits	5,798,810.	4,464,435.	1,010,340.	324,035.
10 Payroll taxes	2,490,146.	2,018,580.	362,905.	108,661.
11 Fees for services (non-employees):				
a Management	0.			
b Legal	208,168.	114,242.	82,631.	11,295.
c Accounting	283,691.	269,503.	12,974.	1,214.
d Lobbying	209,661.	209,661.		
e Professional fundraising services. See Part IV, line 17.	219,606.			219,606.
f Investment management fees	293,331.		293,331.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) ATCH 3	10,058,266.	9,052,523.	861,269.	144,474.
12 Advertising and promotion	7,859,870.	7,605,957.	239,015.	14,898.
13 Office expenses	5,904,543.	4,915,849.	701,544.	287,150.
14 Information technology	1,262,273.	1,146,271.	110,716.	5,286.
15 Royalties	0.			
16 Occupancy	673,848.	360,158.	304,594.	9,096.
17 Travel	2,259,537.	1,845,327.	237,532.	176,678.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	251,979.	150,293.	85,224.	16,462.
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	13,947,060.	12,668,952.	1,249,374.	28,734.
23 Insurance	646,304.	514,936.	129,080.	2,288.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a MARINE LIFE CARE	1,536,935.	1,502,955.	33,939.	41.
b MERCHANT FEES	848,907.	3,505.	845,402.	
c ACCOUNTS RECEIVABLE WRITE-OFF	201,701.		201,701.	
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	92,863,687.	77,370,691.	12,368,891.	3,124,105.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0.			

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	12,545,764.	1	18,038,931.
	2 Savings and temporary cash investments	24,045,150.	2	28,115,040.
	3 Pledges and grants receivable, net	44,408,121.	3	18,178,960.
	4 Accounts receivable, net	1,992,337.	4	2,809,417.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0.	5	0.
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0.	6	0.
	7 Notes and loans receivable, net	0.	7	0.
	8 Inventories for sale or use	0.	8	0.
	9 Prepaid expenses and deferred charges	857,874.	9	555,145.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 287,583,113.		
	b Less: accumulated depreciation	10b 152,029,621.		
	11 Investments - publicly traded securities	135,282,124.	10c	135,553,492.
	12 Investments - other securities. See Part IV, line 11	14,755,156.	11	9,883,247.
	13 Investments - program-related. See Part IV, line 11	191,172,048.	12	250,109,077.
	14 Intangible assets	0.	13	0.
	15 Other assets. See Part IV, line 11	0.	14	0.
16 Total assets. Add lines 1 through 15 (must equal line 34)	12,663,588.	15	11,722,853.	
	437,722,162.	16	474,966,162.	
Liabilities	17 Accounts payable and accrued expenses	8,275,300.	17	10,464,811.
	18 Grants payable	0.	18	0.
	19 Deferred revenue	9,860,984.	19	9,896,046.
	20 Tax-exempt bond liabilities	0.	20	0.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0.	21	0.
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0.	22	0.
	23 Secured mortgages and notes payable to unrelated third parties	0.	23	0.
	24 Unsecured notes and loans payable to unrelated third parties	0.	24	0.
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	136,729.	25	130,458.
	26 Total liabilities. Add lines 17 through 25	18,273,013.	26	20,491,315.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	321,644,408.	27	377,486,453.
	28 Temporarily restricted net assets	80,848,831.	28	59,536,394.
	29 Permanently restricted net assets	16,955,910.	29	17,452,000.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	419,449,149.	33	454,474,847.
34 Total liabilities and net assets/fund balances	437,722,162.	34	474,966,162.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	101,381,737.
2	Total expenses (must equal Part IX, column (A), line 25)	2	92,863,687.
3	Revenue less expenses. Subtract line 2 from line 1	3	8,518,050.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	419,449,149.
5	Net unrealized gains (losses) on investments	5	26,115,251.
6	Donated services and use of facilities	6	0.
7	Investment expenses	7	0.
8	Prior period adjustments	8	0.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	392,397.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	454,474,847.

Part XII Financial Statements and Reporting

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

- 1** Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public Inspection

Name of the organization MONTEREY BAY AQUARIUM FOUNDATION	Employer identification number 94-2487469
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**.
Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations.

g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2013, (b) 2014, (c) 2015, (d) 2016, (e) 2017, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 7 columns: (a) 2013, (b) 2014, (c) 2015, (d) 2016, (e) 2017, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2017 (67.81%); 15 Public support percentage from 2016 Schedule A, Part II, line 14 (87.25%); 16a 33 1/3% support test - 2017 (checked); 16b 33 1/3% support test - 2016; 17a 10%-facts-and-circumstances test - 2017; 17b 10%-facts-and-circumstances test - 2016; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2013, (b) 2014, (c) 2015, (d) 2016, (e) 2017, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support.

Section B. Total Support

Table with 7 columns: (a) 2013, (b) 2014, (c) 2015, (d) 2016, (e) 2017, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support; 14 First five years.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, 2017, 2016. Row 15: Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2016 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2017, 2016. Row 17: Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2016 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2017. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

19b 33 1/3% support tests - 2016. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally Integrated Supporting Organizations

1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a	<input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b	<input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c	<input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2	Activities Test. Answer (a) and (b) below.		Yes	No
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	2a		
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	2b		
3	Parent of Supported Organizations. Answer (a) and (b) below.			
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI .	3a		
b	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.	3b		

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

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

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

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

Section C - Distributable Amount			Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1.	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3.	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6		

7 Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

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

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2017 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required-explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2017			
a			
b From 2013			
c From 2014			
d From 2015			
e From 2016			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2017 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2017, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2017. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 Excess distributions carryover to 2018. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2013			
b Excess from 2014			
c Excess from 2015			
d Excess from 2016			
e Excess from 2017			

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Schedule of Contributors

2017

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
 ▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization MONTEREY BAY AQUARIUM FOUNDATION	Employer identification number 94-2487469
---	---

Organization type (check one):

Filers of:

Section:

- Form 990 or 990-EZ 501(c)(3) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization MONTEREY BAY AQUARIUM FOUNDATION	Employer identification number 94-2487469
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Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	_____	\$ 7,110,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	_____	\$ 2,242,698.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	_____	\$ 2,001,300.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	_____	\$ 1,025,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	_____	\$ 1,000,300.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **MONTEREY BAY AQUARIUM FOUNDATION**

Employer identification number

94-2487469

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization MONTEREY BAY AQUARIUM FOUNDATION	Employer identification number 94-2487469
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Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____
 Use duplicate copies of Part III if additional space is needed.

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2017

Open to Public Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527

- ▶ **Complete if the organization is described below.**
- ▶ **Attach to Form 990 or Form 990-EZ.**
- ▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Department of the Treasury
Internal Revenue Service

If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization MONTEREY BAY AQUARIUM FOUNDATION	Employer identification number 94-2487469
--	--

Part I A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV. (see instructions for definition of "political campaign activities")
- 2 Political campaign activity expenditures (see instructions) ▶ \$ _____
- 3 Volunteer hours for political campaign activities (see instructions)

Part I B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955. ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities. ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

Schedule C (Form 990 or 990-EZ) 2017

Part II A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		105.													
b Total lobbying expenditures to influence a legislative body (direct lobbying)		209,556.													
c Total lobbying expenditures (add lines 1a and 1b)		209,661.													
d Other exempt purpose expenditures		76,648,094.													
e Total exempt purpose expenditures (add lines 1c and 1d)		76,857,755.													
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		1,000,000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000.													
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.	0.												
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.	0.												
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.

See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
c Total lobbying expenditures	113,655.	141,513.	338,355.	209,661.	803,184.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures	407.			105.	512.

Part II B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; b If "Yes," enter the amount of any tax incurred under section 4912; c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

Part III A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

Table with 3 columns: Question, Yes, No. Rows include: 1 Were substantially all (90% or more) dues received nondeductible by members?; 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?; 3 Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?

Part III B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

Table with 2 main columns: Question, Amount. Rows include: 1 Dues, assessments and similar amounts from members; 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid); 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?; 5 Taxable amount of lobbying and political expenditures (see instructions)

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

Blank lines for providing supplemental information as required by Part IV.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2017

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

Employer identification number

MONTEREY BAY AQUARIUM FOUNDATION

94-2487469

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate value of contributions to (during year), 3 Aggregate value of grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements.

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

Table with 2 columns: Description, Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year, 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, 6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?, 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

Table with 2 columns: Description, Amount. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items. 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenue included on Form 990, Part VIII, line 1. (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenue included on Form 990, Part VIII, line 1. b Assets included in Form 990, Part X.

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

Schedule D (Form 990) 2017

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

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

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	196,825,806.	127,401,810.	131,038,945.	113,049,854.	80,879,570.
b Contributions	15,723,311.	65,084,000.	1,009,663.	16,050,939.	19,632,856.
c Net investment earnings, gains, and losses	33,455,339.	9,173,000.	-422,798.	5,831,152.	16,037,428.
d Grants or scholarships					
e Other expenditures for facilities and programs	6,173,000.	4,833,004.	4,224,000.	3,893,000.	3,500,000.
f Administrative expenses					
g End of year balance	239,831,456.	196,825,806.	127,401,810.	131,038,945.	113,049,854.

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a** Board designated or quasi-endowment 89.4600 %
 - b** Permanent endowment 7.2800 %
 - c** Temporarily restricted endowment 3.2600 %
- The percentages on lines 2a, 2b, and 2c should equal 100%.

- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(ii) related organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?	<input type="checkbox"/>	<input type="checkbox"/>

- 4** Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		22,944,271.		22,944,271.
b Buildings		160,400,234.	89,342,485.	71,057,749.
c Leasehold improvements		756,385.	756,385.	
d Equipment		29,866,179.	22,426,742.	7,439,437.
e Other		74,372,429.	40,260,394.	34,112,035.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				135,553,492.

Part VII Investments - Other Securities.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) EQUITY FUND	135,384,689.	FMV
(B) BOND FUNDS	27,780,237.	FMV
(C) HEDGE FUNDS	33,956,173.	FMV
(D) NONMARKETABLE INVESTMENTS	33,734,052.	FMV
(E) CD INVESTMENTS	19,253,926.	FMV
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	250,109,077.	

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) GIFT ANNUITY PAYMENT LIABILITY	130,458.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	130,458.

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

Part XIII Supplemental Information (continued)

INTENDED USE OF ENDOWMENT FUNDS

SCHEDULE D, PART V, LINE 4:

THE EARNINGS OF THE AQUARIUM'S ENDOWMENT FUNDS SUPPORT EDUCATION AND CONSERVATION PROGRAMS AND THE MISSION OF THE AQUARIUM.

FIN 48 (ASC 740) FOOTNOTE

SCHEDULE D, PART X, LINE 2:

THE FOLLOWING FOOTNOTE APPEARED IN THE CONSOLIDATED FINANCIAL STATEMENTS FOR BOTH MONTEREY BAY AQUARIUM FOUNDATION AND MONTEREY BAY AQUARIUM SUPPORT SERVICES ("MBASS"), A RELATED ORGANIZATION:

THE MONTEREY BAY AQUARIUM FOUNDATION AND MBASS FOLLOW GUIDANCE THAT CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN, INCLUDING ISSUES RELATING TO FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT. THIS GUIDANCE PROVIDES THAT THE TAX EFFECTS FROM AN UNCERTAIN TAX POSITION CAN ONLY BE RECOGNIZED IN THE FINANCIAL STATEMENTS IF THE POSITION IS 'MORE-LIKELY-THAN-NOT' TO BE SUSTAINED IF THE POSITION WERE TO BE CHALLENGED BY A TAXING AUTHORITY. THE ASSESSMENT OF THE TAX POSITION IS BASED SOLELY ON THE TECHNICAL MERITS OF THE POSITION, WITHOUT REGARD TO THE LIKELIHOOD THAT THE TAX POSITION MAY BE CHALLENGED.

THE MONTEREY BAY AQUARIUM FOUNDATION AND MBASS ARE EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, THOUGH EACH ORGANIZATION IS SUBJECT TO TAX ON INCOME UNRELATED TO ITS EXEMPT PURPOSE, UNLESS THAT INCOME IS OTHERWISE EXCLUDED BY THE CODE. THEY ARE ALSO EXEMPT FROM CALIFORNIA STATE FRANCHISE TAXES UNDER SECTION 23701(D)

Part XIII Supplemental Information *(continued)*

OF THE CALIFORNIA REVENUE AND TAXATION CODE. THE MONTEREY BAY AQUARIUM FOUNDATION AND MBASS HAVE PROCESSES PRESENTLY IN PLACE TO ENSURE THE MAINTENANCE OF EACH ORGANIZATION'S TAX EXEMPT STATUS, TO IDENTIFY AND REPORT UNRELATED INCOME; TO DETERMINE THE ORGANIZATION'S FILING AND TAX OBLIGATIONS IN JURISDICTIONS FOR WHICH IT HAS NEXUS; AND TO IDENTIFY AND EVALUATE OTHER MATTERS THAT MAY BE CONSIDERED TAX POSITIONS. THE MONTEREY BAY AQUARIUM FOUNDATION AND MBASS HAVE BOTH DETERMINED THAT THERE ARE NO MATERIAL UNCERTAIN TAX POSITIONS THAT REQUIRE RECOGNITION OR DISCLOSURE IN THE FINANCIAL STATEMENTS.

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.**

▶ **Attach to Form 990.**

▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Name of the organization

MONTEREY BAY AQUARIUM FOUNDATION

Employer identification number

94-2487469

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
(1) EAST ASIA AND THE PACIFIC	0.	0.	PROGRAM SERVICES	CONFERENCES & FISH TAG	193,056.
(2) MIDDLE EAST AND NORTH AFRICA	0.	0.	PROGRAM SERVICES	CONFERENCES	24,061.
(3) SUB-SAHARAN AFRICA	0.	0.	PROGRAM SERVICES	CONFERENCE & SHARK TAG	11,325.
(4) NORTH AMERICA	0.	0.	PROGRAM SERVICES	CONFERENCES	30,339.
(5) EUROPE	0.	0.	PROGRAM SERVICES	CONFERENCES	110,686.
(6) CENTRAL AMERICA/CARIBBEAN	0.	0.	PROGRAM SERVICES	CONFERENCES	2,693.
(7) SOUTH AMERICA	0.	0.	PROGRAM SERVICES	CONFERENCES	1,163.
(8) NORTH AMERICA	0.	0.	GRANTMAKING		37,069.
(9) CENTRAL AMERICA/CARIBBEAN	0.	0.	INVESTMENTS		15,587,466.
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					15,997,858.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					15,997,858.

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

Schedule F (Form 990) 2017

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			NORTH AMERICA	SEE PART V	11,500.	WIRE			
(2)			NORTH AMERICA	SEE PART V	25,569.	WIRE			
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶ _____

3 Enter total number of other organizations or entities ▶ _____ 2.

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of noncash assistance	(g) Description of noncash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; don't file with Form 990)* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990)* Yes No

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

PROCEDURES FOR MONITORING USE OF GRANT FUNDS OUTSIDE THE UNITED STATES

SCHEDULE F, PART I, LINE 2:

THE AQUARIUM REQUIRES POTENTIAL GRANT RECIPIENTS TO SUBMIT FORMAL APPLICATIONS WHICH ARE REVIEWED BY THE PROGRAM MANAGER FOR CONSISTENCY WITH THE AQUARIUM'S MISSION AND COMPLIANCE WITH THE ANNUAL BUDGET.

FURTHERMORE, THE AQUARIUM REQUIRES A WRITTEN REPORT FROM THE GRANTEE PROVIDING DETAIL ABOUT HOW FUNDS WERE USED TO ACCOMPLISH THE GRANT OBJECTIVES. REPORTS ARE REVIEWED BY THE PROGRAM MANAGER FOR COMPLIANCE WITH GRANT CONDITIONS.

PURPOSES OF GRANTS

SCHEDULE F, PART II, COLUMN D

GRANT OF \$11,500 - MBA GRANT TO SUPPORT JUVENILE WHITE SHARK RESEARCH IN SEBASTIAN VIZCAINO BAY

GRANT OF \$25,569 - MIGRATORY MOVEMENT, ECOLOGY & CONSERVATION OF RAYS IN GULF OF CALIFORNIA

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		(event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts				
	2 Less: Contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				
	11 Net income summary. Subtract line 10 from line 3, column (d) ▶				

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

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

9 Enter the state(s) in which the organization conducts gaming activities: _____
a Is the organization licensed to conduct gaming activities in each of these states? Yes No
b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? Yes No
b If "Yes," explain: _____

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

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

990, SCHEDULE G, PART I - HIGHEST PAID FUNDRAISER

NAME AND ADDRESS OF FUNDRAISER	ACTIVITY	DID FUNDRAISER HAVE CUSTODY OR CONTROL OF CONTRIBUTIONS?		GROSS RECEIPTS FROM ACTIVITY	AMOUNT PAID TO (OR RETAINED BY) FUNDRAISER	AMOUNT PAID TO (OR RETAINED BY) ORGANIZATION
		YES	NO			
FELDSTEIN CO LLC 5757 WEST CENTURY BLVD., SUITE 300 LOS ANGELES CA 90045	CONSULTING MARKETING		X		63,606.	-63,606.
S D & A TELESERVICES 400 N. MICHIGAN AVE., SUITE 1650 CHICAGO IL 60611	TELEMARKET	X		249,980.	156,000.	93,980.

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

MONTEREY BAY AQUARIUM FOUNDATION

Employer identification number

94-2487469

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) UNIVERSITY OF CALIFORNIA, SANTA CRUZ 1156 HIGH ST205 HAHN STUDENT SVC BLDG	94-1539563	115	20,000.				MODULID RAYS
(2) MARINE MAMMAL CENTER 200 BUNKER ROAD, FT CRONKHITE	04-3569744	501(C)(3)	30,000.				NECROPSY/PATHOLOGY
(3) MONTEREY BAY AQUARIUM RESEARCH INSTITUTE 7700 SANDHOLDT ROAD MOSS LANDING, CA 95039	77-0150580	501(C)(3)	96,425.				MICROPLASTICS RESEAR
(4) CA STATE UNIVERSITY LONG BEACH RESEARCH FOUNDATOIN6300 STATE UNIVERSITY DR	93-1150363	115	27,000.				JUVENILE WHITE SHARK CAPACITY
(5) UC DAVIS VETERINARY MEDICAL TEACHING HOSPIT FINANCIAL SERVICES, ANNEX 102	04-3569744	115	24,065.				AQUATIC ANIMAL RESEA
(6) MONTEREY BAY AQUARIUM RESEARCH INSTITUTE 7700 SANDHOLDT ROAD MOSS LANDING, CA 95039	77-0150580	501(C)(3)	85,639.				RESEARCH & DEVELOPME SEQUENCING
(7) CITY OF MONTEREY REVENUE DIVISION735 PACIFIC ST., STE#A		115	62,110.				WAVE AND PUBLIC TRAN
(8) STANFORD UNIVERSITY LOCKBOXPO BOX 44253	94-1156365	115	65,000.				WHITE SHARK CAFE PRO
(9) STANFORD UNIVERSITY LOCKBOXPO BOX 44253	94-1156365	115	192,459.				S PALUMBI SHARK FIN
(10) MONTEREY BAY FISHERIES TRUST 256 FIGUEROA STREET #1	47-1978379	501(C)(3)	40,000.				FISHING CONSERVATION
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 8.

3 Enter total number of other organizations listed in the line 1 table ▶

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

Schedule I (Form 990) (2017)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 SCHOLARSHIP	16.	13,850.			
2 FELLOWSHIP	1.	25,000.			
3					
4					
5					
6					
7					

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

PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES

SCHEDULE I, PART I, LINE 2:

THE AQUARIUM REQUIRES POTENTIAL GRANT RECIPIENTS TO SUBMIT FORMAL APPLICATIONS WHICH ARE REVIEWED BY THE PROGRAM MANAGER FOR CONSISTENCY WITH THE AQUARIUM'S MISSION AND COMPLIANCE WITH THE ANNUAL BUDGET. FURTHERMORE, THE AQUARIUM REQUIRES A WRITTEN REPORT FROM THE GRANTEE PROVIDING DETAIL ABOUT HOW FUNDS WERE USED TO ACCOMPLISH THE GRANT OBJECTIVES. REPORTS ARE REVIEWED BY THE PROGRAM MANAGER FOR COMPLIANCE WITH GRANT CONDITIONS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

MONTEREY BAY AQUARIUM FOUNDATION

Compensation Information

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

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
- ▶ Attach to Form 990.
- ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public Inspection

Employer identification number

94-2487469

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2017

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1	JULIE PACKARD EXECUTIVE DIRECTOR	(i) 305,427.	401.	2,039.	27,000.	12,017.	346,884.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2	TROY A GRANDE CFO AS OF 3/20/2017	(i) 202,211.	10,790.	467.	6,231.	20,879.	240,578.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3	CYNTHIA VERNON CHIEF OPERATING OFFICER	(i) 251,919.	9,695.	1,820.	25,931.	23,891.	313,256.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4	CRISTINA FEKECI CHIEF DEVELOPMENT OFFICER	(i) 290,462.	5,801.	2,248.	27,000.	13,280.	338,791.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5	MARIAN MARTHA HAHN CHIEF MARKETING OFFICER	(i) 208,003.	3,290.	438.	20,881.	10,894.	243,506.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6	MARGARET SPRING VP CON & SCI CHIEF CNSRV OFF.	(i) 198,485.	3,290.	1,281.	20,618.	21,731.	245,405.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7	TERESA JEANINE MERRY CHIEF HUMAN RESOURCES OFFICER	(i) 180,123.	9,683.	1,585.	19,062.	33,297.	243,750.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8	CHARLES ASLANIAN VP OF FACILITY OPERATIONS	(i) 158,572.	790.	945.	16,902.	33,064.	210,273.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9	DAVID ROSENBERG VP OF GUEST EXPERIENCE	(i) 155,614.	1,790.	190.	15,561.	1,341.	174,496.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10	KEVIN KEARNS VP OF EXHIBITIONS	(i) 151,425.	790.	191.	7,858.	25,281.	185,545.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
11	ANNA CAMPISI CONTROLLER DIRECTOR OF ACCTG	(i) 175,328.	13,683.	190.	17,533.	1,422.	208,156.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
12	JENNIFER DIANTO KEMMERL DIR, GLOBAL FISHERIES&AQUACULTR	(i) 173,515.	2,469.	699.	17,512.	11,426.	205,621.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
13	NANCY ENTERLINE VP OF DEVELOPMENT	(i) 161,669.	790.	620.	17,157.	33,285.	213,521.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
14	RANDALL HAMILTON VP OF HUSBANDRY THRU 11/1/2017	(i) 165,296.	0.	794.	16,874.	18,662.	201,626.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
15	DIANE SENA DIR NON-AQ PROPERTY MGMT GM	(i) 157,703.	3,290.	827.	16,036.	12,352.	190,208.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
16	MARY C. MULLEN VP OF GIFT PLANNING	(i) 156,590.	790.	1,667.	15,945.	13,343.	188,335.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.

Part III Supplemental Information

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

SCHEDULE J, PART I, LINE 1A

GROSS-UP PAYMENTS AND HEALTH CLUB DUES:

AS PART OF THE AQUARIUM'S WELLNESS PROGRAM, ALL EMPLOYEES (INCLUDING THE LISTED EMPLOYEES IN PART VII, SECTION A) ARE ELIGIBLE TO RECEIVE A MONTHLY SUBSIDY OF \$25 FOR FITNESS CENTER DUES IF THE EMPLOYEE MEETS CERTAIN WELLNESS PROGRAM REQUIREMENTS. SINCE THIS TYPE OF SUBSIDY IS CONSIDERED A TAXABLE FRINGE BENEFIT, THE AQUARIUM GROSSES-UP THESE SUBSIDIES TO COVER THE EMPLOYEE'S TAXES. SUCH PAYMENTS WERE TREATED AS TAXABLE INCOME ON THE EMPLOYEE'S FORM W-2 AND REPORTED AS COMPENSATION ON SCHEDULE J, PART II, COLUMN B(III). ADDITIONALLY, CERTAIN EMPLOYEES RECEIVED TAX GROSS-UP PAYMENTS FOR SMALL APPRECIATION GIFTS RECEIVED DURING THE COURSE OF THE 2017 CALENDAR YEAR. SUCH PAYMENTS WERE TREATED AS TAXABLE INCOME ON THE EMPLOYEE'S FORM W-2 AND REPORTED AS COMPENSATION ON SCHEDULE J, PART II, COLUMN B(II).

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2017

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization MONTEREY BAY AQUARIUM FOUNDATION	Employer identification number 94-2487469
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Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	90 .	2,462,009 .	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory	X	16 .	28,659 .	OPINION OF EXPERTS
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (ATCH 1)		1 .	32,420 .	
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

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

		Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?	30a		X
b If "Yes," describe the arrangement in Part II.			
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?	31	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		X
b If "Yes," describe in Part II.			
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.			

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

ATTACHMENT 1

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>(A) CHECK</u>	<u>(B) NUMBER OF CONTRIBUTIONS</u>	<u>(C) REVENUES REPORTED</u>	<u>(D) METHOD OF DETERMINING</u>
STAINLESS STEEL SINK & CO	X	1.	32,420.	OPINION OF EXPERTS
TOTALS		<u>1.</u>	<u>32,420.</u>	

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

Department of the Treasury
Internal Revenue Service

Name of the organization

MONTEREY BAY AQUARIUM FOUNDATION

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Employer identification number

94-2487469

ORGANIZATION'S MISSION

FORM 990, PART I, LINE 1 AND FORM 990, PART III, LINE 1:

THE MISSION OF THE MONTEREY BAY AQUARIUM IS TO INSPIRE CONSERVATION OF THE OCEAN. UNIQUE AMONG OCEAN CONSERVATION ORGANIZATIONS, THE AQUARIUM INSPIRES 2 MILLION VISITORS EACH YEAR. WE REACH FAR BEYOND OUR WALLS AS WELL, ENGAGING 3.5 MILLION FOLLOWERS THROUGH SOCIAL MEDIA CHANNELS. THE POWERFUL IMPACT OF AN AQUARIUM VISIT AND THE ENERGY AND ENGAGEMENT OF OUR ONLINE AUDIENCE CONTRIBUTE TO THE AQUARIUM'S GROWING STATURE AS A TRUSTED SOURCE OF SCIENCE-BASED CONSERVATION SOLUTIONS.

2017 HIGHLIGHTS:

- BEGINNING THE EXPANSION OF OUR ANIMAL CARE CENTER TO MEET THE GROWING NEEDS OF OCEAN ANIMALS AT THE AQUARIUM AND IN THE WILD.
- BECOMING THE FIRST IN THE WORLD TO CULTURE THE STUNNING AND EXCEEDINGLY FRAGILE SPOTTED COMB JELLY, AND ONE OF ONLY A HANDFUL OF AQUARIUMS TO HATCH AND RAISE CHAMBERED NAUTILUS BEHIND THE SCENES.
- ACCEPTING THE WORLD ASSOCIATION OF ZOOS AND AQUARIUMS' CONSERVATION AWARD IN RECOGNITION OF THE INTERNATIONAL SCOPE AND IMPACT OF OUR WORK TO SAFEGUARD THE OCEAN.
- CREATING A COALITION OF 22 U.S. AQUARIUMS THAT ARE CHANGING THEIR BUSINESS PRACTICES AND RAISING PUBLIC AWARENESS ABOUT THE THREATS FROM PLASTIC POLLUTION TO FRESHWATER AND OCEAN HABITATS.
- AGREEMENT BY THE INTERNATIONAL COMMUNITY, FOR THE FIRST TIME, TO A SCIENCE-BASED RECOVERY PLAN FOR ICONIC AND IMPERILED PACIFIC BLUEFIN

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TUNA, FOLLOWING YEARS OF WORK BY THE AQUARIUM AND OUR ALLIES.

- CELEBRATING OUR VOLUNTEERS - MORE THAN 9,200 INDIVIDUALS WHO HAVE SERVED 4 MILLION HOURS SINCE 1984 - THE EQUIVALENT OF MORE THAN 450 YEARS OF SERVICE.

- OBSERVING THE 10TH ANNIVERSARY OF OUR WATSONVILLE AREA TEENS CONSERVING HABITATS PROGRAM, WHICH ENGAGES LOCAL HIGH SCHOOL STUDENTS WITH WETLANDS FIELD RESEARCH IN THEIR COMMUNITY.

PROGRAM SERVICE ACCOMPLISHMENT DESCRIPTION

FORM 990, PART III, LINE 4A MARINE LIFE EXHIBITION AND CARE:

MARINE LIFE EXHIBITION AND CARE COSTS OF \$37,874,665 INCLUDE THE COST OF OPERATING AND MAINTAINING THE AQUARIUM'S LIVING EXHIBIT GALLERIES.

OUR ANIMAL CARE CENTER TAKES SHAPE:

OUR NEW JULI PLANT GRAINGER ANIMAL CARE CENTER, MADE POSSIBLE THROUGH SUPPORT FROM MANY OF OUR MEMBERS AND DONORS, WILL HELP US BETTER MEET THE GROWING NEEDS OF OCEAN ANIMALS WE CARE FOR AT THE AQUARIUM AND IN THE WILD.

THE \$7.3 MILLION BEHIND-THE-SCENES FACILITY, WHICH WILL BE UP AND RUNNING IN FALL 2018, NEARLY TRIPLES THE EXISTING VETERINARY SPACE, AND INCLUDES A NEW LABORATORY AND TWO NEW ANIMAL HOSPITAL WARDS. IT ALSO OFFERS US OPPORTUNITIES TO INTEGRATE VETERINARY CARE WITH RESEARCH STUDIES TO HELP ANIMALS LIVING IN THE WILD. THIS IS CRITICAL TO OUR ANIMAL CARE AND RESEARCH WORK AND WILL MAKE A BIG DIFFERENCE FOR OCEAN ANIMALS.

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THE EXPANDED CENTER ALSO ALLOWS US TO:

- USE CUTTING-EDGE DIAGNOSTIC EQUIPMENT AND STATE-OF-THE-ART VETERINARY TECHNOLOGIES.
- ADDRESS THE SPECIFIC NEEDS OF RESCUED ANIMALS LIKE SEA OTTERS, AS WELL AS SEA TURTLES AND OTHER ANIMALS THAT ARE LIKELY TO STRAND AT A TIME OF CHANGING OCEAN CONDITIONS.
- PROVIDE FORMAL TRAINING OPPORTUNITIES FOR VETERINARY STUDENTS AND GRADUATES, ESPECIALLY THOSE FROM UNDERREPRESENTED COMMUNITIES, TO EXPAND THE FIELD OF CONSERVATION MEDICINE.

SELKA RAISES HER FIRST PUP:

SURROGATE PUP, SHARK-BITE SURVIVOR, RESEARCH SEA OTTER...AND NOW,
SURROGATE MOTHER: SELKA, OUR NEWEST EXHIBIT SEA OTTER, IS ALSO OUR NEWEST CAREGIVER FOR STRANDED PUPS - AND SUCCESSFULLY RAISED HER FIRST PUP DURING THE SUMMER OF 2017.

WE'RE THE ONLY FACILITY IN THE WORLD THAT RESCUES, TREATS AND RELEASES STRANDED SOUTHERN SEA OTTERS - INCLUDING PUPS THAT REQUIRE SPECIALIZED CARE THROUGH OUR UNIQUE SURROGACY PROGRAM THAT PAIRS OUR ADULT FEMALE EXHIBIT OTTERS WITH PUPS IN NEED OF MATERNAL CARE.

OUR MAIN PRIORITY IS TO SEE THE WILD POPULATION REACH A SUSTAINABLE NUMBER BY UNDERSTANDING THE THREATS SEA OTTERS FACE AND PROMOTING THEIR RECOVERY.

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OUR DECADES-LONG COMMITMENT IS MAKING A DIFFERENCE. NEARLY 60 PERCENT OF THE OTTERS IN ELKHORN SLOUGH ARE DIRECT DESCENDANTS OF OUR SEA OTTER PROGRAM, AND ARE HELPING TO RESTORE THIS VITAL COASTAL WETLAND. WE BELIEVE SEA OTTERS CAN HAVE A SIMILAR IMPACT IN CALIFORNIA WATERS OUTSIDE THEIR CURRENT RANGE.

WHERE THE WILD SHARKS ARE:

THANKS TO ADVANCED TECHNOLOGIES IN TAGGING AND TRACKING WHITE SHARKS, AND RIGOROUS ANALYSIS OF THEIR BEHAVIORS IN THE WILD, WE'VE MADE SOME AMAZING DISCOVERIES ABOUT WHERE, WHEN AND POSSIBLY WHY THEY TRAVEL AROUND THE EASTERN PACIFIC.

OUR YEARS OF RESEARCH HAVE CONTRIBUTED SIGNIFICANTLY TO AN UNDERSTANDING OF THIS TOP OCEAN PREDATOR. MORE SOPHISTICATED TRACKING AND CAMERA TAGS NOW PROVIDE NEW DETAILS ABOUT THE LIVES OF JUVENILES AND ADULTS. WITH OUR COLLEAGUES IN THE UNITED STATES AND MEXICO, WE IDENTIFIED IMPORTANT NURSERY AREAS OFF SOUTHERN CALIFORNIA AND BAJA. PINPOINTING THESE ELUSIVE AREAS IS A BIG STEP FOR US AND OUR PARTNERS, WHO HAVE WORKED ON THIS SUBJECT FOR DECADES. WE'VE BEGUN USING ELECTRONIC TAGS WITH ACTIVITY TRACKERS (THINK FITBIT FOR SHARKS) TO UNDERSTAND HOW FREQUENTLY ADULTS FEED AND THE ENERGETIC DEMANDS ASSOCIATED WITH FORAGING, MIGRATING AND REPRODUCING.

WE'RE ALSO WORKING WITH INTEL ON A CAMERA THAT CAN DO AN UNDERWATER, FULL-BODY SCAN TO PRECISELY AND ACCURATELY MEASURE AN ADULT WHITE SHARK'S

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LENGTH AND GIRTH - A TASK RESEARCHERS NOW PERFORM MOSTLY BY GUESSWORK.

OCEAN MEMORY LAB:

OUR NEW OCEAN MEMORY LAB IS A TIME MACHINE OF SORTS - AND IT'S ALREADY DELIVERING RESULTS. INSIDE, OUR CONSERVATION RESEARCH SCIENTISTS USE MODERN TOOLS AND A TECHNIQUE CALLED COMPOUND-SPECIFIC STABLE ISOTOPE ANALYSIS TO STUDY THE TISSUES OF LONG-DEAD SEA CREATURES, MANY IN THE FORM OF 19TH CENTURY MUSEUM SPECIMENS.

IN THE PROCESS, RESEARCHERS ARE UNLOCKING STORED SECRETS ABOUT OCEAN DYNAMICS DATING BACK 100 YEARS OR MORE. THEIR DATA WILL HELP INFORM MANAGEMENT DECISIONS DESIGNED TO MAINTAIN AND RESTORE THE HEALTH OF OCEAN ECOSYSTEMS.

THE FIRST RESULTS, PUBLISHED IN FEBRUARY 2018, CONCLUDE THAT SEABIRDS ARE EATING LOWER ON THE FOOD WEB TODAY THAN IN THE PAST. RESULTS WERE BASED ON ANALYSIS OF SEABIRD FEATHERS DATING BACK 130 YEARS.

SOARING WITH SEABIRDS:

SOARING WITH SEABIRDS IS OUR NEWEST FAMILY-ORIENTED EXHIBIT. THE SUCCESSOR TO FLIPPERS, FLUKES AND FUN FEATURES EDUCATIONAL, INTERACTIVE AND ENGAGING OPPORTUNITIES TO LEARN ABOUT THESE REMARKABLE BIRDS.

THIS LATEST ADDITION TO OUR OPEN SEA WING HELPS YOUNG VISITORS DISCOVER HOW SEABIRDS ARE UNIQUELY ADAPTED TO LIFE AT SEA, BUT STILL MUST RETURN

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TO LAND TO HATCH AND RAISE THEIR CHICKS.

THREE THEMED AREAS INVITE VISITORS TO BECOME ACQUAINTED WITH EIGHT TYPES OF SEABIRDS THEY MIGHT SEE IN MONTEREY BAY. WE HOPE THEY'LL COME AWAY WITH A DEEPER APPRECIATION FOR THESE AMAZING ANIMALS.

NEW EXHIBIT ANIMALS:

WE CONTINUED TO BRING NEW ANIMALS TO OUR LIVING EXHIBITS IN 2017, ADDING SEVERAL SPECIES FOR VISITORS TO ENJOY AND STAFF TO STUDY AND CARE FOR.

WE INTRODUCED COLORFUL PELAGIC RED CRABS AS A WAY TO SHARE HOW PERIODIC EL NIÑO CLIMATE CYCLES WARM UP NORTHERN COASTAL WATERS. BEHIND THE SCENES, AQUARISTS ARE CULTURING THESE CRIMSON CRUSTACEANS FROM EGG TO ADULT.

A STUNNING BLACK-BELLIED PLOVER JOINED THE FLOCK IN OUR AVIARY, WHICH IS ALSO HOME TO TWO YOUNG AMERICAN AVOCETS THAT WE HATCHED AND REARED AT THE AQUARIUM AS PART OF A SPECIES SURVIVAL PLAN IN WHICH WE PARTICIPATE WITH COLLEAGUES NATIONWIDE THROUGH THE ASSOCIATION OF ZOOS AND AQUARIUMS.

CULTURING BREAKTHROUGHS IN TWO MYSTERIOUS SPECIES:

OUR AQUARISTS ACHIEVED SIGNIFICANT BREAKTHROUGHS IN CULTURING AND RAISING TWO MESMERIZING SPECIES - THE SPOTTED COMB JELLY AND THE CHAMBERED NAUTILUS. BOTH ARE EXAMPLES OF THE LATEST ADVANCES FROM OUR ANIMAL CARE TEAM TO UNDERSTAND THE LIFECYCLES OF THESE MYSTERIOUS ANIMALS.

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FOR THE FIRST TIME ANYWHERE, OUR JELLY TEAM CULTURED AND PUT ON EXHIBIT LEUCOTHEA PULCHRA - LATIN FOR "BEAUTIFUL SEA GODDESS" - A CREATURE DESCRIBED AS "BARELY ORGANIZED WATER" DUE TO ITS FRAGILITY.

TO PROTECT THE EASILY BROKEN BEAUTIES, THE TEAM HAD TO MOVE LIKE SLOTHS DURING CULTIVATION AND DAILY MAINTENANCE. JUST WIPING DOWN THE INSIDE OF THEIR HOLDING TANKS REQUIRED THE SLOWEST OF MOTIONS; A TASK THAT WOULD OTHERWISE TAKE ONLY A COUPLE MINUTES REQUIRED 20.

THIS TEAM WAS ALSO THE FIRST EVER TO DECIPHER THE DIFFICULT COMB JELLY LIFECYCLE IN 2016, THEN MOVED ON TO CULTURE AND EXHIBIT OTHER COMB JELLIES - MNEMIOPSIS LEIDYI, BOLINOPSIS INFUNDIBULUM AND PLEUROBRACHIA BACHEI.

THAT EXPERIENCE PRIMED THEM TO CULTURE THE STAR OF THE PHYLUM WHEN WE COLLECTED WILD SPOTTED COMB JELLIES IN MONTEREY BAY IN DECEMBER. WE PUT THEM IN A SIX-FOOT TALL ACRYLIC TUBE WE DESIGNED SPECIFICALLY FOR CTENOPHORE CULTURE, AND OUR JELLY WIZARDS WORKED THEIR MAGIC. IN A FEW MONTHS, DOZENS WERE JETTING ABOUT, AND READY FOR THEIR SHARE OF THE SPOTLIGHT.

HATCHING AND RAISING CHAMBERED NAUTILUS IS ALSO A RARE FEAT, AS ONLY A HANDFUL OF AQUARIUMS IN THE WORLD HAVE PROPAGATED THIS MOST PRIMITIVE OF CEPHALOPODS. EVEN FEWER HAVE SUCCEEDED AT RAISING THEM BEYOND A FEW YEARS.

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OUR TENTACLES TEAM INCUBATES THE SMALL LEATHERY EGGS BEHIND THE SCENES, FROM WHICH EMERGE BLUE-EYED HATCHLINGS THAT OTHERWISE ARE PERFECT MINIATURES OF THEIR PARENTS AND INDEPENDENT FROM DAY ONE.

IN CARING FOR OUR FIRST-EVER CHAMBERED NAUTILUS HATCHLINGS, WE'RE TRYING NEW APPROACHES THAT COULD SOMEDAY TAKE THE REARING OF THIS SPECIES BEYOND THE POINT OUR COLLEAGUES HAVE ACHIEVED, AND LEAD TO A BREAKTHROUGH IN RAISING AND BREEDING THESE MYSTERIOUS, SHELLED CEPHALOPODS.

PROGRAM SERVICE ACCOMPLISHMENT DESCRIPTION

FORM 990, PART III, LINE 4B EDUCATION AND OUTREACH:

EDUCATION AND OUTREACH COSTS OF \$11,085,998 INCLUDE THE COST OF EDUCATION PROGRAMS FOR BOTH TEACHERS AND STUDENTS, AND AQUARIUM ADVENTURES PROGRAMS TO DEEPEN GUEST EXPERIENCES.

INSPIRING FUTURE OCEAN LEADERS:

ONE OF OUR MOST IMPORTANT GOALS IS TO INSTILL IN YOUNG PEOPLE A LIFELONG PASSION FOR SCIENCE AND THE ENVIRONMENT, AND A COMMITMENT TO CARING FOR THE NATURAL WORLD. PHILANTHROPIC DONATIONS LET US OFFER TRANSFORMATIONAL OPPORTUNITIES TO THOUSANDS OF STUDENTS AND TEACHERS EVERY YEAR.

OUR NEW CENTER TAKES SHAPE:

WE BEGAN CONSTRUCTION ON OUR NEW BECHTEL FAMILY CENTER FOR OCEAN EDUCATION AND LEADERSHIP. OUR MOST AMBITIOUS ENDEAVOR SINCE OPENING THE AQUARIUM, THE NEW CENTER WILL ALLOW US TO TAKE OUR WORK WITH YOUNG PEOPLE

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TO THE NEXT LEVEL - INSPIRING FUTURE OCEAN LEADERS FOR GENERATIONS TO COME.

WE'RE ON TRACK TO OPEN IN 2019. IT'S BEEN EXCITING TO WATCH THE BUILDING RISE ON CANNERY ROW AS OUR CONSTRUCTION CREW COMPLETES MORE OF THE STRUCTURE. THE CENTER'S LOCATION ACROSS FROM A PUBLIC BEACH - AND ITS UNOBSTRUCTED OCEAN VIEWS - WILL HELP BUILD A DEEPER CONNECTION TO THE OCEAN AMONG THE STUDENTS AND TEACHERS WHO PARTICIPATE IN OUR PROGRAMS.

THE CENTER WILL ALSO ACCOMMODATE INNOVATIVE PROGRAMMING, WITH THE TECHNOLOGY TO DELIVER MULTIMEDIA CONTENT AND DISTANCE LEARNING. ITS DESIGN IS ENVIRONMENTALLY RESPONSIBLE AND LEED CERTIFIED.

INNOVATING FOR OUR FUTURE:

OUR EDUCATION TEAM SPENT MOST OF 2017 EVALUATING OUR CURRENT PROGRAMS AND RESEARCHING NEW APPROACHES, WITH THE GOAL OF INCORPORATING THE BEST IDEAS INTO THE CURRICULUM WE'LL OFFER WHEN WE OPEN THE DOORS OF OUR CENTER TO STUDENTS AND TEACHERS IN 2019.

OUR PROGRAM DEVELOPMENT PROCESS ENSURES THAT WE CAN LAUNCH A SUITE OF FRESH PROGRAMS REFLECTING EDUCATIONAL BEST PRACTICES AND THE NEEDS OF OUR AUDIENCES, ALL WHILE MAINTAINING THE AQUARIUM'S RENOWNED STANDARD OF EXCELLENCE.

OUR TEAM TURNED PLANNING INTO A DYNAMIC PROCESS OF REFLECTION AND

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LEARNING FOR EVERYONE INVOLVED. THEY ASSESSED OUR EDUCATION PROGRAMMING FROM ALL ANGLES. THEY LOOKED AT HOW WELL WE CONVEY KEY CONSERVATION CONTENT, ALIGNED TO EDUCATIONAL STANDARDS, WHETHER WE'RE REACHING THE MOST IMPORTANT AUDIENCES AND WHETHER WE USE THE MOST EFFECTIVE TEACHING STRATEGIES. THAT PROCESS REQUIRED OUR STAFF TO VISIT OTHER INSTITUTIONS, CONSULT WITH OUR SCIENTISTS AND THOSE AT PARTNER INSTITUTIONS, AND ENGAGE WITH OUR COMMUNITY PARTNERS.

AQUARIUM EDUCATORS TOOK WHAT THEY LEARNED AND CREATED NEW LEARNING EXPERIENCES TO INTEGRATE INTO EXISTING PROGRAMS OR TO SERVE AS THE BASIS FOR DYNAMIC NEW PROGRAMMING. THESE ARE NOW BEING TESTED AND PILOTTED TO IDENTIFY THE MOST PROMISING. ON THE HORIZON ARE NEW AND REVAMPED TEEN PROGRAMS, NEW OPTIONS FOR VISITING SCHOOL GROUPS AND NEW EXPERIENCES FOR TEACHERS.

SUPPORTING TEACHERS IN SCIENCE EDUCATION:

WE ARE ONE OF THE ONLY AQUARIUMS IN THE NATION TO PROVIDE PROFESSIONAL DEVELOPMENT OPPORTUNITIES AT NO COST TO TEACHERS AS WELL AS STUDENTS. FROM OUR BEGINNING, IT'S BEEN A HALLMARK OF OUR COMMITMENT TO EDUCATION.

IN 2017, WE ENGAGED TEACHERS IN FIRSHAND EXPLORATIONS OF OCEAN AND WETLAND ECOSYSTEMS DURING FOUR TEACHER INSTITUTES. OVER THE COURSE OF SEVERAL DAYS, TEACHERS CONDUCTED FIELD INVESTIGATIONS AND MET WITH SCIENTIFIC EXPERTS TO LEARN HOW TO INTEGRATE SCIENCE AND TECHNOLOGY INTO THEIR CURRICULUM, AND TO DEEPEN THEIR UNDERSTANDING OF MARINE SCIENCE AND

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OCEAN CONSERVATION.

TEACHERS FOUND WAYS TO APPLY THE PRINCIPLES OF PROJECT-BASED LEARNING AND ENVIRONMENTAL EXPLORATION IN THEIR SCHOOLYARD OR LOCAL NEIGHBORHOOD, REGARDLESS OF WHETHER THEIR CLASSROOMS ARE LOCATED IN A COASTAL REGION OR AN INLAND COMMUNITY.

ONCE AGAIN, WE OFFERED OUR POPULAR OCEAN PLASTIC POLLUTION SUMMIT FOR K-12 TEACHERS, TO PROVIDE THEM AND THEIR STUDENTS WITH THE KNOWLEDGE AND SKILLS TO HELP COMBAT PLASTIC POLLUTION AT THEIR SCHOOLS AND IN THEIR COMMUNITIES. MANY ALSO TOOK PART IN OUR ANNUAL CONNECTING CONSERVATION AND TECHNOLOGY WORKSHOP.

TEEN PROGRAMS ENRICH YOUNG LIVES:

INSPIRING TEENS TO TAKE ACTION TO PROTECT THE OCEAN IS ONE OF OUR TOP PRIORITIES. SOME OF THEM ARE NOW INSPIRING OTHERS IN THEIR COMMUNITIES, AND BEYOND.

STUDENTS IN YOUNG WOMEN IN SCIENCE INCREASED THEIR KNOWLEDGE OF MARINE SCIENCE AS WELL AS THEIR SKILLS AND BELIEF THAT THEY CAN MAKE A DIFFERENCE BY TAKING ACTION FOR THE OCEAN. DURING THE WEEKLONG BILINGUAL CAMP, MORE THAN 100 YOUNG WOMEN MET WITH RESEARCHERS, TOOK PART IN SCIENTIFIC EXPLORATIONS, EXAMINED THE LIFECYCLE OF SEA OTTERS AND LEARNED HOW HUMANS IMPACT OCEAN HEALTH.

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MORE THAN 100 TEEN CONSERVATION LEADERS LEARNED ABOUT MARINE SCIENCE AND CONSERVATION DURING AN INTENSIVE TWO-WEEK SUMMER TRAINING, AND AS THEY VOLUNTEERED AT THE AQUARIUM IN VARIOUS CAPACITIES. THEY WORKED ALONGSIDE ADULT VOLUNTEERS, BUILDING CONFIDENCE AND PROFESSIONALISM WHILE GAINING VALUABLE WORKPLACE EXPERIENCE.

NEARLY 50 STUDENT OCEANOGRAPHY CLUB PARTICIPANTS LEARNED ABOUT NEARSHORE HABITATS DURING THE YEARLONG PROGRAM. DRAWING ON THEIR NEW INSIGHTS, THE TEENS PARTICIPATED IN A DUNE RESTORATION PROJECT, MET WITH SCIENTISTS WORKING IN ELKHORN SLOUGH, OR PICKED UP TRASH ALONG THE COASTAL RECREATION TRAIL AND RECORDED DATA ON THE TYPE OF DEBRIS THEY FOUND.

STUDENTS IN OUR WATSONVILLE AREA TEENS CONSERVING HABITATS PROGRAM CARRIED OUT DETAILED STUDIES OF ENVIRONMENTAL CONDITIONS IN THEIR COMMUNITIES. WITH SUPPORT OF LOCAL SCIENTISTS, 70 TEENS WORKED IN TEAMS TO DEVELOP AND IMPLEMENT FIELD PROJECTS. THEY DEvised TESTABLE HYPOTHESES, IDENTIFIED APPROPRIATE METHODS AND TOOLS, COLLECTED DATA AND ANALYZED THEIR FINDINGS. THEY CONCLUDED BY PRESENTING THEIR FINDINGS TO THE PUBLIC AT THE AQUARIUM AND THE MELLO CENTER IN WATSONVILLE.

OCEAN SCIENCE EXPERIENCES FOR CALIFORNIA STUDENTS:

MORE THAN 80,000 SCHOOLCHILDREN, AND 30,000 TEACHERS AND CHAPERONES, VISITED THE AQUARIUM ON A FREE SCHOOL FIELD TRIP DURING THE LAST ACADEMIC YEAR. NEARLY HALF ENGAGED IN A FACILITATED PROGRAM THAT STRENGTHENED THEIR UNDERSTANDING OF CONSERVATION AND SCIENCE, WHETHER THROUGH A

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HANDS-ON EXPLORATION OF MONTEREY BAY AND ITS AMAZING WILDLIFE OR A MEDIA-RICH PRESENTATION OF AQUARIUM INSIDE STORIES.

WE ENGAGED MORE THAN 1,500 PRESCHOOL CHILDREN FROM MONTEREY AND SANTA CRUZ COUNTIES THROUGH OUR SPLASH ZONE HEAD START DISCOVERY PROGRAM. AS THEY AND FAMILY MEMBERS LEARNED ABOUT THE OCEAN AT THE AQUARIUM, THE YOUNG CHILDREN - MANY WHO'VE NEVER VISITED THE COAST BEFORE - DEVELOPED A SENSE OF CARING FOR MARINE LIFE AND HABITATS.

TEEN PROGRAM CELEBRATES 10 YEARS:

WHAT BEGAN 10 YEARS AGO AS A SUMMER PROGRAM TO INTRODUCE TEENS TO THE WATERSHED HABITATS IN THEIR OWN BACKYARD HAS BECOME A MODEL FOR COMMUNITY-BASED OCEAN CONSERVATION EDUCATION - AND HAS INSPIRED HUNDREDS OF YOUNG PEOPLE.

OUR WATSONVILLE AREA TEENS CONSERVING HABITATS (WATCH) PROGRAM LETS HIGH SCHOOL STUDENTS ENGAGE IN AN IN-DEPTH EXPLORATION OF ECOSYSTEMS, IN THE FIELD AND IN THE LAB. WATCH INTEGRATES ACADEMIC LEARNING, YOUTH DEVELOPMENT AND CONSERVATION OUTREACH PROJECTS IN A RELEVANT AND MEANINGFUL WAY THAT CONNECTS STUDENTS WITH THEIR NEIGHBORS AND THE OCEAN. STUDENTS EARN COMMUNITY SERVICE HOURS REQUIRED FOR GRADUATION AND ARE ELIGIBLE FOR COLLEGE SCHOLARSHIPS FROM THE AQUARIUM.

THE PROGRAM IS OFFERED TO STUDENTS IN THREE PAJARO VALLEY HIGH SCHOOLS. IT BEGINS IN SUMMER AND EXTENDS THROUGHOUT THE SCHOOL YEAR. DURING THE

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THREE-WEEK SUMMER PROGRAM THE STUDENTS EXPLORE THE PAJARO RIVER WATERSHED, MEET WITH LOCAL SCIENTISTS AND EMPLOY INQUIRY-BASED LEARNING PRINCIPLES. DURING THE SCHOOL YEAR, THE SAME STUDENTS DEVELOP THEIR OWN PROJECTS BASED ON AN ENVIRONMENTAL TOPIC.

SINCE ITS INCEPTION, ALMOST 400 STUDENTS HAVE PARTICIPATED IN WATCH, AND WE HAVE AWARDED OVER \$207,000 IN COLLEGE SCHOLARSHIPS TO SOME OF THOSE TEENS TO CONTINUE THEIR EDUCATION IN SCIENCE. THESE SCHOLARSHIPS, AND THE PROGRAM, REFLECT OUR COMMITMENT TO HELP YOUNG PEOPLE CONNECT TO THE OCEAN AND PURSUE THEIR ACADEMIC DREAMS.

IN AUGUST, WE INVITED PROGRAM ALUMNI TO A 10TH ANNIVERSARY CELEBRATION AT THE AQUARIUM. OVER 150 STUDENTS ATTENDED WITH FAMILY MEMBERS - NEW BABIES, GRANDPARENTS AND OTHER LOVED ONES - TO MEET AND RECONNECT WITH THEIR PEERS AND OUR STAFF AND TEACHERS.

PROGRAM SERVICE ACCOMPLISHMENT DESCRIPTION

FORM 990, PART III LINE 4C CONSERVATION AND SCIENCE:

CONSERVATION AND SCIENCE COSTS OF \$ \$9,723,608 REPRESENT EXPENSES FOR MARINE POLICY AND ADVOCACY EFFORTS, THE SEAFOOD WATCH PROGRAM AND FIELD RESEARCH.

TAKING ACTION FOR THE GLOBAL OCEAN:

THE AQUARIUM HAS BECOME A RESPECTED ADVOCATE FOR THE GLOBAL OCEAN. OUR EXPERTISE IN SCIENCE, POLICY, MARKETS AND PUBLIC ENGAGEMENT HELPS US ENLIST NEW PARTNERS, TAKE ACTION AND MAKE A DIFFERENCE - IN CALIFORNIA,

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ACROSS THE NATION AND AROUND THE WORLD.

PROTECTING NATIONAL MONUMENTS:

THE UNITED STATES HAS LED THE WAY IN CREATING MARINE SANCTUARIES AND NATIONAL MONUMENTS. IN 2017, THE AQUARIUM MOBILIZED SUPPORT TO TURN BACK A FEDERAL PROPOSAL THAT WOULD OPEN MILLIONS OF NOW-PROTECTED ACRES TO OFFSHORE OIL AND GAS DRILLING. OUR FOLLOWERS RESPONDED, DECISIVELY: NEARLY 10,000 INDIVIDUALS, SCORES OF BUSINESSES, CHEF AND RESTAURANT PARTNERS, AND ZOO AND AQUARIUM COLLEAGUES NATIONWIDE SPOKE OUT. THE FIGHT CONTINUES, AND WE'LL CONTINUE TO DEFEND MUCH-NEEDED PROTECTIONS FOR OUR BLUE PARKS.

MONTEREY BAY NATIONAL MARINE SANCTUARY TURNS 25:

WHEN THE AQUARIUM OPENED, WE OPENED A WINDOW INTO THE RICH AND DIVERSE LIFE OF MONTEREY BAY. THAT AWARENESS REACHED MILLIONS AND SPARKED A MOVEMENT THAT LED TO THE CREATION OF MONTEREY BAY NATIONAL MARINE SANCTUARY IN 1992.

NOW, 25 YEARS LATER, THE BAY IS AN INTERNATIONAL SUCCESS STORY - A VIBRANT EXAMPLE OF WHAT CAN HAPPEN WHEN WE RESPONSIBLY MANAGE AND PROTECT OUR LIVING OCEAN. OVER THE YEARS, AQUARIUM MEMBERS AND DONORS HAVE SUPPORTED OUR WORK TO CREATE MARINE PROTECTED AREAS IN CALIFORNIA AND BEYOND, AND HELP US DEFEND THE SANCTUARY AND OTHER MARINE PROTECTED AREAS FROM PROPOSALS TO SCALE THEM BACK OR OPEN COASTAL WATERS TO OFFSHORE OIL DRILLING.

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WE CONTINUE TO WORK TO KEEP THE BAY HEALTHY AS PART OF AN UNMATCHED COMMUNITY OF OCEAN RESEARCH INSTITUTIONS. OUR SCIENTISTS STUDY THE SANCTUARY'S MARINE LIFE AND ECOSYSTEMS TO INFORM MANAGEMENT POLICIES THAT WE CAN APPLY HERE AND ELSEWHERE. WE'RE TACKLING THREATS FROM PLASTIC POLLUTION AND CLIMATE CHANGE. THROUGH THE MONTEREY BAY FISHERIES TRUST, WE'RE SUPPORTING SUSTAINABLE LOCAL FISHERIES. EACH YEAR, NEARLY 2 MILLION AQUARIUM VISITORS LEARN MORE OF THE BAY'S STORY - AND THEY TOO ARE STEPPING UP TO PLAY THEIR PART FOR THE OCEAN.

GLOBAL SEAFOOD & AQUACULTURE:

AS A SUSTAINABLE SEAFOOD LEADER, WE'VE WORKED FOR NEARLY 20 YEARS TO ENERGIZE CONSUMERS, ENGAGE WITH BUSINESSES AND DRIVE CHANGE IN THE WAY SEAFOOD IS CAUGHT AND FARMED INTERNATIONALLY.

IN 2017, WE LAUNCHED AN AMBITIOUS NEW PARTNERSHIP IN SOUTHEAST ASIA WITH THE CARNEGIE ENDOWMENT FOR INTERNATIONAL PEACE AND FORMER SECRETARY OF STATE JOHN KERRY. TOGETHER, WE'LL WORK WITH PRODUCERS AND GOVERNMENTS TO IMPROVE ENVIRONMENTAL SUSTAINABILITY OF SEAFOOD PRODUCTION THROUGHOUT THE REGION.

WORKING CONDITIONS OF PEOPLE WHO PRODUCE OUR SEAFOOD ARE EQUALLY IMPORTANT. WITH OUR PARTNERS LIBERTY ASIA AND THE SUSTAINABLE FISHERIES PARTNERSHIP, WE CREATED A NEW TOOL THAT HELPS BUSINESSES IDENTIFY THE RISK OF SLAVERY AND OTHER HUMAN RIGHTS ABUSES IN THEIR SUPPLY CHAINS -

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AND TAKE STEPS TO ADDRESS THESE PROBLEMS.

FROM THE UNITED NATIONS TO THE UK AND JAPAN, WE WERE INVITED TO SHARE INSIGHTS ABOUT FISHERIES POLICY AND BUSINESS LEADERSHIP IN SUSTAINABILITY.

SEAFOOD WATCH STATS:

- WE HAVE DISTRIBUTED 2.5 MILLION SEAFOOD WATCH CONSUMER GUIDES TO DATE.
- 13,000 BUSINESSES PARTNER WITH SEAFOOD WATCH.
- 231 CONSERVATION PARTNERS ADVANCE OUR SUSTAINABLE SEAFOOD INITIATIVES.

ELEVATING OCEAN ISSUES:

FROM SILICON VALLEY TO THE UNITED NATIONS, WE BROUGHT OCEAN ISSUES TO THE FORE. MORE AND MORE, POLICYMAKERS AND THE PUBLIC SEEK OUR ADVICE TO SHAPE A FUTURE IN WHICH OCEAN ECOSYSTEMS CAN THRIVE.

MARCH FOR SCIENCE:

ON EARTH DAY 2017, WE JOINED PEOPLE AROUND THE WORLD AND STOOD UP FOR THE CRITICAL ROLE SCIENCE PLAYS IN PROTECTING THE HEALTH OF THE OCEAN.

AQUARIUM STAFF MARCHED IN NORTH AMERICA AND IN EUROPE, FROM WASHINGTON, DC, AND SAN FRANCISCO TO BRUSSELS AND AMSTERDAM. WE SPOKE IN MONTEREY AND SILICON VALLEY, AND ENCOURAGED PEOPLE TO BECOME CITIZEN SCIENTISTS.

EVEN OUR RESIDENT AFRICAN PENGUINS JOINED IN WITH A "MARCH OF THE PENGUINS FOR SCIENCE," WADDLING THROUGH OUR GALLERIES AS A FACEBOOK LIVE

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AUDIENCE OF 4.3 MILLION CHEERED THEM ON.

UN OCEAN CONFERENCE:

IN JUNE, THE UNITED NATIONS HOSTED ITS FIRST OCEAN CONFERENCE - A GLOBAL GATHERING FOCUSED ON PROTECTING THE MARINE RESOURCES VITAL TO HUMAN SURVIVAL. OUR EXPERTISE EARNED US INVITATIONS TO SPEAK ON CRITICAL TOPICS: SEAFOOD SUSTAINABILITY, PLASTIC POLLUTION AND OCEAN ACIDIFICATION. AT THE CONCLUSION OF THE CONFERENCE, THE 193 MEMBER NATIONS UNANIMOUSLY ADOPTED A CALL "TO ACT DECISIVELY AND URGENTLY [FOR OCEAN HEALTH]."

A PACIFIC BLUEFIN TUNA VICTORY:

YEARS OF WORK PRODUCED A BREAKTHROUGH FOR PACIFIC BLUEFIN TUNA, AND NEW HOPES THAT THEY ARE NOW ON A PATH TO RECOVERY. WE MOBILIZED OUR EXPERTISE IN SCIENCE, POLICY AND FISHERIES TO WIN INTERNATIONAL SUPPORT FOR A PROMISING NEW MANAGEMENT PLAN FOR THESE WIDE-RANGING OCEAN ANIMALS.

PACIFIC BLUEFIN TUNA HAVE BEEN STRUGGLING FOR DECADES, AS THEIR NUMBERS DROPPED BELOW 3 PERCENT OF THE LEVEL THAT EXISTED BEFORE THE ONSET OF INDUSTRIAL-SCALE FISHING AFTER WORLD WAR II. NOW, WITH CONTRIBUTIONS FROM OUR SCIENCE, POLICY AND SUSTAINABLE SEAFOOD TEAMS, THEY MAY BE ON THE ROAD TO RECOVERY.

WE'VE TOLD THE PACIFIC BLUEFIN STORY FOR MORE THAN 20 YEARS, AS THE FIRST AQUARIUM IN NORTH AMERICA TO HAVE THEM ON EXHIBIT - CONNECTING TENS OF

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MILLIONS OF VISITORS WITH THESE AMAZING ANIMALS. IT TOOK YEARS OF EFFORT BY OUR RESEARCH AND POLICY EXPERTS, WORKING WITH ALLIES AROUND THE WORLD, BEFORE INTERNATIONAL FISHERIES BODIES AGREED IN THE FALL OF 2017 TO SUPPORT A SCIENCE-BASED RECOVERY PLAN THAT WILL BRING THESE PRIZED FISH BACK TO SUSTAINABLE LEVELS. IT WAS "A HISTORIC MOMENT FOR A REMARKABLE SPECIES, WHICH IS SO IMPORTANT TO THE OCEAN ECOSYSTEM AND TO COASTAL COMMUNITIES AROUND THE PACIFIC RIM," SAID MARGARET SPRING, AQUARIUM CHIEF CONSERVATION OFFICER.

AS A LEADING VOICE FOR SCIENCE-BASED OCEAN CONSERVATION, WE'VE LONG RAISED CONCERNS WHEN MULTI-NATIONAL FISHERIES AUTHORITIES IGNORED WARNINGS ABOUT POPULATION DECLINES, AND FAILED TO ADHERE TO SCIENTIFIC ADVICE ABOUT HOW TO MANAGE THE RECOVERY OF PACIFIC BLUEFIN TUNA. IN 2017, WE PUBLISHED NEW RESEARCH THAT UNDERScoreD THE NEED FOR A DIFFERENT APPROACH, AND WE ADVISED THE UNITED STATES AT INTERNATIONAL NEGOTIATIONS ON ITS MANAGEMENT.

WE ALSO EXTENDED OUR PARTNERSHIP WITH FISHERIES SCIENTISTS FROM THE NATIONAL RESEARCH INSTITUTE OF FAR SEAS FISHERIES IN JAPAN, TAGGING AND TRACKING RECORD NUMBERS OF BLUEFIN TUNA - NEARLY 2,000 JUVENILE AND ADULT FISH IN 2017.

IN ADVANCE OF KEY MANAGEMENT MEETINGS, WE MOBILIZED NEARLY 200 CHEFS ON FIVE CONTINENTS WHO URGED THEIR GOVERNMENTS TO ADOPT A MEANINGFUL, SCIENCE-BASED RECOVERY PLAN. WE ALSO COORDINATED WITH FORMER SECRETARY OF

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STATE JOHN KERRY TO URGE SWIFT INTERNATIONAL ACTION.

THERE'S MORE TO BE DONE BEFORE PACIFIC BLUEFIN TUNA RECOVERY IS A SUCCESS, AND WE'RE STAYING ENGAGED. WE'VE FINALIZED PLANS FOR 2018 TO TAG TUNAS IN ALL THREE REGIONS WHERE THEY'RE FOUND: JAPAN, THE UNITED STATES AND MEXICO, AND NEW ZEALAND. WE REMAIN ACTIVE IN FISHERIES MANAGEMENT BODIES AND WE'LL CONTINUE OUR WORK WITH CULINARY LEADERS.

TACKLING OCEAN PLASTIC POLLUTION:

PLASTIC POLLUTION THREATENS OCEAN WILDLIFE AND ECOSYSTEMS AROUND THE WORLD. IT'S A PRIORITY ISSUE FOR US. OUR UNIQUE SET OF SKILLS - IN SCIENCE, POLICY, MARKETS, COMMUNICATIONS AND PUBLIC ENGAGEMENT - BRINGS TOGETHER ALL THE ELEMENTS THAT WILL MOVE SOCIETY AWAY FROM SINGLE-USE PLASTIC AND TOWARD INNOVATIVE ALTERNATIVES.

WE REACH MILLIONS OF VISITORS THROUGH OUR EXHIBITS AND DAILY PROGRAMS LIKE THE PRESENTATION WITH OUR LAYSAN ALBATROSS, MAKANA. WE ENGAGE TEACHERS AND TEENS AT OUR ANNUAL OCEAN PLASTIC POLLUTION SUMMIT. WE'RE CONTRIBUTING TO THE SCIENCE BY DOCUMENTING THE IMPACTS OF PLASTIC POLLUTION ON MARINE ECOSYSTEMS, AND ADVANCING POLICY AND MARKET-BASED SOLUTIONS HERE IN CALIFORNIA AND ACROSS THE NATION. WORKING WITH COLLEAGUES AT THE MONTEREY BAY AQUARIUM RESEARCH INSTITUTE, OUR SCIENCE TEAM IS LEARNING HOW OCEAN ANIMALS TRANSPORT PLASTIC PARTICLES THROUGH FOOD WEBS.

AND WE'RE NOW LEADING A GROWING AQUARIUM CONSERVATION PARTNERSHIP THAT

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USES ITS COLLECTIVE VOICE TO REACH MILLIONS AND SUPPORT POLICIES ACROSS THE UNITED STATES THAT REDUCE THE FLOW OF PLASTIC INTO THE OCEAN, LAKES AND RIVERS. IN 2017, WE LAUNCHED A NATIONAL #INOURHANDS CAMPAIGN ENCOURAGING PEOPLE TO LEARN MORE, AND TO SAY NO TO SINGLE-USE PLASTIC. ALL 22 MEMBER AQUARIUMS STOPPED USING DISPOSABLE PLASTIC STRAWS AND SHOPPING BAGS, AND PLEDGED TO PHASE OUT PLASTIC BEVERAGE BOTTLES BY LATE 2020 - MODELING BUSINESS PRACTICES THAT OTHERS CAN FOLLOW. AT THE AQUARIUM, WE'VE ELIMINATED NEARLY ALL SINGLE-USE PLASTIC FROM OUR CAFE AND RESTAURANT, AND WORK WITH OUR GIFT SHOP VENDORS TO REDUCE PLASTIC PACKAGING.

YOUNG PEOPLE - LIKE AQUARIUM TEEN CONSERVATION LEADER SHELBY O'NEIL - CHAMPIONED SUCCESSFUL EFFORTS TO REDUCE SINGLE-USE PLASTIC. SHELBY HAS ENLISTED MORE THAN 1,000 BUSINESSES, PLUS INDIVIDUALS AND GOVERNMENTS, TO SAY NO TO PLASTIC STRAWS AND TAKE A NO STRAW NOVEMBER PLEDGE. IN CARMEL, CALIFORNIA, FIFTH GRADE STUDENTS PERSUADED CITY OFFICIALS TO BAN SINGLE-USE PLASTIC AT CITY RESTAURANTS. CARMEL JOINS SEATTLE, SANTA CRUZ, MALIBU AND SANTA CRUZ COUNTY IN A GROWING MOVEMENT TO FIND OCEAN-FRIENDLY ALTERNATIVES.

PROGRAM SERVICE ACCOMPLISHMENT DESCRIPTION

FORM 990, PART III, LINE 4D

OTHER PROGRAM SERVICES OF \$18,686,421 REPRESENT THE COSTS OF ACTIVITIES TO PROVIDE A HIGH-QUALITY EXPERIENCE FOR THE 1.9 MILLION PEOPLE WHO VISITED THE AQUARIUM IN 2017. INCLUDED IN THIS CATEGORY ARE COSTS FOR MARKETING, GUEST SERVICES AND MEMBERSHIP SERVICES, AS WELL AS COSTS

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ASSOCIATED WITH FOODSERVICES AND RETAIL.

MARKETING INCLUDES COSTS ASSOCIATED WITH THE CREATION, PRODUCTION AND PLACEMENT OF ADVERTISING TO BUILD AWARENESS ABOUT THE OPPORTUNITY TO CONNECT WITH MARINE LIFE AND OCEAN CONSERVATION THROUGH AN AQUARIUM VISIT. AN ALLOCATION OF MARKETING COSTS IS INCLUDED IN MANAGEMENT AND GENERAL EXPENSES TO REPRESENT THE COSTS ASSOCIATED WITH SOLICITING ADMISSION REVENUE.

OUR DIGITAL, SEARCH-BASED ADVERTISING CAMPAIGN CONTINUED TO ATTRACT MORE VISITORS TO THE AQUARIUM AND THE DESTINATION. IN 2017, THIS CAMPAIGN CREATED 271,000 ADDITIONAL ROOM NIGHTS AGAINST OUR 2010 BASELINE. THAT TRANSLATES INTO \$63 MILLION SPENT ON LODGING, \$30 MILLION ON RETAIL AND \$33 MILLION ON FOOD & BEVERAGE - A TOTAL OF \$126 MILLION IN TOURISM SPENDING AND \$12 MILLION IN TAX REVENUE (SALES TAX & TOT).

MOST OF OUR HISPANIC ATTENDANCE IS FROM CALIFORNIA, WITH THE MAJORITY OF VISITORS ARRIVING FROM THE SAN FRANCISCO, SACRAMENTO, FRESNO AND LOCAL TRI-COUNTY AREA (MONTEREY, SANTA CRUZ AND SAN BENITO COUNTIES), MARKETS IN WHICH WE ADVERTISE DIRECTLY IN SPANISH LANGUAGE MEDIA. HISPANIC VISITORS REPRESENTED 22 PERCENT OF TOTAL PAID AQUARIUM VISITORS IN 2017.

OUR ACTIVE AND RESPONSIVE PRESENCE ON SOCIAL MEDIA PLATFORMS ALLOWS VISITORS TO REMAIN CONNECTED WITH US, AND US WITH THEM, ONCE THEY LEAVE THE AQUARIUM. WE ENDED 2017 WITH 3.5 MILLION PEOPLE AROUND THE WORLD

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FOLLOWING AND ENGAGING WITH US ON SOCIAL MEDIA.

IN 2017 THE AQUARIUM ADMITTED MORE THAN 93,000 PEOPLE IN OUR COMMUNITY FREE OF CHARGE, INCLUDING AUDIENCES VISITING THROUGH OUR "FREE TO LEARN," "SHELF TO SHORE," AND "STUDENT OCEAN STEWARDS" AFFORDABLE ACCESS PROGRAMS, AND OUR ANNUAL "COMMUNITY OPEN HOUSE."

MEMBERSHIP HOUSEHOLDS TOTALED 75,000. IN ADDITION TO THE ESSENTIAL PROCESSING AND CUSTOMER SERVICE FUNCTIONS, MEMBERSHIP SERVICES HOSTS SEVERAL MEMBER EVENTS EACH YEAR INCLUDING A HALLOWEEN DANCE PARTY AND HOLIDAY WINE TASTING EVENT. AQUARIUM MEMBERS ALSO RECEIVE TARGETED MONTHLY E-NEWSLETTERS AND SHORELINES, THE AQUARIUM'S MEMBER MAGAZINE, WHICH WE OFFER IN PRINT AND ONLINE VERSIONS. OTHER MEMBERSHIP SERVICES INCLUDE EFFORTS TO SERVE, RETAIN AND COMMUNICATE WITH MEMBERS ABOUT OUR CONSERVATION MISSION.

THE AQUARIUM'S OVERALL OUTREACH WOULDN'T HAVE THE IMPACT IT DOES WITHOUT THE DEDICATION OF OUR MANY VOLUNTEERS, WHO DO MORE THAN MAKE THE AQUARIUM BETTER - THEY MAKE OUR WORK POSSIBLE. FOR EACH STAFF MEMBER, WE HAVE TWO VOLUNTEERS SHARING THEIR ENERGY AND ENTHUSIASM FOR THE OCEAN. IN 2017, OVER 1,400 INDIVIDUALS VOLUNTEERED OVER 162,000 HOURS OF SERVICE IN OVER 83 DIFFERENT WORK AREAS, NOTABLY IN EDUCATION AND ANIMAL CARE. OUR VOLUNTEER COMMUNITY HAILS FROM ALL OVER CENTRAL AND NORTHERN CALIFORNIA - OVER 100 CITIES IN ALL - AND VOLUNTEERS RANGE IN AGE FROM TEENAGERS TO FOLKS IN THEIR 90S.

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FAMILY OR BUSINESS RELATIONSHIPS

FORM 990, PART VI, SECTION A, LINE 2:

JULIE PACKARD, CHRIS SCHOLIN AND BARBARA WRIGHT HAVE A BUSINESS RELATIONSHIP. JULIE PACKARD AND MEG CALDWELL HAVE A BUSINESS RELATIONSHIP. MICHAEL MANTELL AND MARK WAN HAVE A BUSINESS RELATIONSHIP.

FORM 990 REVIEW PROCESS

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

THE FORM 990 IS PREPARED BY GRANT THORNTON LLP BASED ON AUDITED FINANCIAL STATEMENTS AND WITH THE ASSISTANCE OF THE AQUARIUM'S FINANCE AND ACCOUNTING STAFF. THE DRAFT OF THE 990 IS REVIEWED BY THE CONTROLLER, CFO, SECRETARY AND LEGAL COUNSEL, AND EXECUTIVE DIRECTOR WITH REVISIONS INCORPORATED AS NEEDED. UPON ACCEPTANCE OF THE FINAL VERSION, THE 990 IS SHARED FIRST WITH THE AUDIT COMMITTEE FOR ITS REVIEW AND THEN DISTRIBUTED TO THE FULL BOARD PRIOR TO FILING.

MONITORING AND ENFORCEMENT OF CONFLICT OF INTEREST POLICY

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

THE AQUARIUM REGULARLY AND CONSISTENTLY MONITORS AND ENFORCES COMPLIANCE WITH ITS CONFLICT OF INTEREST POLICIES.

TRUSTEES AND OFFICERS CONFLICT OF INTEREST POLICY - THE EXECUTIVE DIRECTOR'S OFFICE ASSURES THAT ALL DISCLOSURES FORMS (AND MITIGATION PLANS, IF APPLICABLE) HAVE BEEN RECEIVED BY JANUARY 31 OF EACH YEAR FROM ALL TRUSTEES AND OFFICERS, PREPARES A SUMMARY OF DISCLOSURES, AND FORWARDS THE COMPLETED FORMS AND THE SUMMARY TO THE AQUARIUM'S CONFLICTS

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REVIEW PANEL, CONSISTING OF THE EXECUTIVE DIRECTOR, LEGAL COUNSEL, CHIEF HUMAN RESOURCES OFFICER, THE CHIEF FINANCIAL OFFICER (CFO), CONTROLLER AND DIRECTOR OF FINANCE. TRUSTEES AND OFFICERS ALSO ACKNOWLEDGE RECEIPT AND UNDERSTANDING OF THE AQUARIUM'S COI POLICY IN CONJUNCTION WITH PROVIDING THE ANNUAL DISCLOSURES. FOLLOWING REVIEW BY THE PANEL, THE PANEL'S FINDINGS AND THE DISCLOSURES ARE PROVIDED TO THE BOARD'S AUDIT COMMITTEE, WHICH REVIEWS THE DISCLOSURES AND MAKES A REPORT TO THE BOARD AT ITS MARCH BOARD MEETING. BOTH THE PANEL AND THE AUDIT COMMITTEE ANNUALLY EVALUATE THE EFFECTIVENESS OF THE PROCESS. THE CFO AND CONTROLLER ASSURE APPROPRIATE REPORTING TO THE EXTERNAL AUDITORS AND TAX FILINGS PREPARER. TRUSTEES AND OFFICERS HAVE A CONTINUING DUTY TO MAKE ADDITIONAL DISCLOSURES THROUGHOUT THE YEAR IF WARRANTED.

EMPLOYEES CODE OF ETHICAL CONDUCT POLICY - THE CHIEF HUMAN RESOURCES OFFICER FORWARDS THE CODE, WHICH INCLUDES A SECTION ON CONFLICTS OF INTEREST, TO ALL MANAGERS IN EARLY JANUARY EACH YEAR, AND ASSURES THAT EACH MANAGER RESPONDS THAT THEY HAVE READ IT AND ARE IN COMPLIANCE BY JANUARY 31. MANAGERS ARE ALSO REQUIRED TO DISCLOSE ANY INTERESTS WHICH COULD GIVE RISE TO CONFLICT, AND TO ASSURE THAT ANY STAFF IN THEIR AREAS WITH INTERESTS WHICH COULD GIVE RISE TO CONFLICT HAS DONE THE SAME. DISCLOSURES (AND MITIGATION PLANS, IF APPLICABLE) ARE REVIEWED BY THE EXECUTIVE DIRECTOR, CHIEF HUMAN RESOURCES OFFICER AND CFO BY MARCH. THIS TEAM ALSO EVALUATES THE EFFECTIVENESS OF THE PROCESS. THE CFO ASSURES APPROPRIATE REPORTING TO THE EXTERNAL AUDITORS AND TAX FILINGS PREPARER. EMPLOYEES HAVE A CONTINUING DUTY TO MAKE ADDITIONAL DISCLOSURES

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THROUGHOUT THE YEAR IF WARRANTED.

PROCESS FOR DETERMINING COMPENSATION

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

THE BOARD OF TRUSTEES MAINTAINS A PERFORMANCE EVALUATION PROCESS FOR THE CHIEF EXECUTIVE OFFICER, REFERRED TO AS THE EXECUTIVE DIRECTOR, WHO IS A MEMBER OF THE BOARD. THE BOARD'S EXECUTIVE COMPENSATION COMMITTEE, COMPRISED OF INDEPENDENT DIRECTORS, REVIEWS THE CEO'S PERFORMANCE WITH INPUT FROM THE OTHER BOARD MEMBERS, AND RECOMMENDS THE COMPENSATION OF THE CEO TO THE BOARD. THE COMMITTEE OBTAINS AND REVIEWS MARKET SURVEY DATA FROM SEVERAL INDEPENDENT ORGANIZATIONS (IN 2017 THIS WAS FIVE NATIONAL AND REGIONAL FIRMS, INCLUDING ONE CUSTOM SURVEY) CONTAINING DATA FOR COMPARABLE POSITIONS AT COMPARABLE ORGANIZATIONS. THE COMMITTEE PROVIDES THE PERFORMANCE REVIEW AND COMPARABLE SALARY INFORMATION TO THE BOARD AND RECOMMENDS THE CEO'S COMPENSATION. BASED UPON THE PERFORMANCE REVIEW AND COMPARABLE SALARY INFORMATION, THE INDEPENDENT MEMBERS OF THE BOARD DETERMINE THAT THE COMPENSATION IS FAIR, JUST AND REASONABLE AND THEN APPROVES TOTAL COMPENSATION FOR THE CEO.

THE BOARD DELEGATES TO THE EXECUTIVE COMPENSATION COMMITTEE THE PERFORMANCE REVIEW AND COMPENSATION APPROVAL OF THE CHIEF FINANCIAL OFFICER, WHO IS NOT A MEMBER OF THE BOARD, AND ANY OTHER OFFICERS OR SENIOR STAFF WHO ARE HIGHLY COMPENSATED. BASED UPON THE PERFORMANCE REVIEW AND COMPARABLE SALARY INFORMATION, THE COMMITTEE DETERMINES THAT THE COMPENSATION IS FAIR, JUST AND REASONABLE AND APPROVES THE EXECUTIVE DIRECTOR'S RECOMMENDATION OF TOTAL COMPENSATION FOR THE CFO AND ALL OTHER

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KEY EMPLOYEES.

IN EACH CASE, THE REVIEW AND APPROVAL IS CONTEMPORANEOUSLY DOCUMENTED IN THE MINUTES OF THE COMMITTEE AND THE BOARD, RESPECTIVELY.

DOCUMENTS MADE AVAILABLE TO THE PUBLIC

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

THE AQUARIUM MAKES ITS AUDITED FINANCIAL STATEMENTS AND FORM 990 FOR THE MOST RECENT THREE YEARS AVAILABLE TO THE PUBLIC BY POSTING ON ITS WEBSITE. THE CONFLICTS OF INTEREST POLICY AND GOVERNING DOCUMENTS ARE PROVIDED UPON REQUEST WITHIN TWO BUSINESS DAYS.

OTHER CHANGES IN NET ASSETS

FORM 990, PART XI, LINE 9:

UNREALIZED GAIN ON INTEREST IN CHARITABLE REMAINDER TRUST: \$392,397

ATTACHMENT 1FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

<u>DESCRIPTION</u>	<u>GRANTS</u>	<u>EXPENSES</u>	<u>REVENUE</u>
GUEST SERVICES - SEE SCHEDULE O	37,774.	18,686,420.	
TOTALS	<u>37,774.</u>	<u>18,686,420.</u>	

ATTACHMENT 2990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
BLACH CONSTRUCTION COMPANY 2020 FORTUNE DRIVE SUITE 100 SAN JOSE, CA 95131	CONSTRUCTION	5,224,932.

Name of the organization MONTEREY BAY AQUARIUM FOUNDATION	Employer identification number 94-2487469
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ATTACHMENT 2 (CONT'D)

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
IMPACTS RESEARCH AND DEVELOPMENT 3720 FALCON RIDGE DRIVE MEDINA, OH 44256	ADVERTISING	4,663,644.
MARK CAVAGNERO ASSOCIATES 1045 SANSOME STREET #200 SAN FRANCISCO, CA 94111	ARCHITECT	1,469,092.
BOGARD CONSTRUCTION, INC. 350 CORAL STREET STE A-106 SANTA CRUZ, CA 95060	CONSTRUCTION	1,029,299.
BATES HOMES INC. 22699 PICADOR DR SALINAS, CA 93908	CONSTRUCTION	646,120.

ATTACHMENT 3

FORM 990, PART IX - OTHER FEES

<u>DESCRIPTION</u>	(A) <u>TOTAL FEES</u>	(B) <u>PROGRAM SERVICE EXP.</u>	(C) <u>MANAGEMENT AND GENERAL</u>	(D) <u>FUNDRAISING EXPENSES</u>
OUTSIDE SERVICES	3,767,667.	3,217,568.	472,771.	77,328.
OTHER FEES	6,290,599.	5,834,955.	388,498.	67,146.
TOTALS	<u>10,058,266.</u>	<u>9,052,523.</u>	<u>861,269.</u>	<u>144,474.</u>

ATTACHMENT 4

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
US GOVERNMENT MONEY MARKET	13,471,330.	8,326,232.	FMV

Name of the organization

MONTEREY BAY AQUARIUM FOUNDATION

Employer identification number

94-2487469

ATTACHMENT 4 (CONT'D)FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
BROKERAGE ACCOUNT BALANCES	1,283,826.	1,557,015.	FMV
TOTALS	<u>14,755,156.</u>	<u>9,883,247.</u>	

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2017

**Open to Public
Inspection**

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.**

▶ **Attach to Form 990.**

▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Department of the Treasury
Internal Revenue Service

Name of the organization

MONTEREY BAY AQUARIUM FOUNDATION

Employer identification number

94-2487469

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) MONTEREY BAY AQUARIUM SUPPORT SERVICES 77-0569564 99 PACIFIC STREET MONTEREY, CA 93940	PROPERTY MGMT	CA	501(C)(3)	11-I	MBAF	X	
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

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

Schedule R (Form 990) 2017

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512 - 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a	X
b Gift, grant, or capital contribution to related organization(s)	1b	X
c Gift, grant, or capital contribution from related organization(s)	1c	X
d Loans or loan guarantees to or for related organization(s)	1d	X
e Loans or loan guarantees by related organization(s)	1e	X
f Dividends from related organization(s)	1f	X
g Sale of assets to related organization(s)	1g	X
h Purchase of assets from related organization(s)	1h	X
i Exchange of assets with related organization(s)	1i	X
j Lease of facilities, equipment, or other assets to related organization(s)	1j	X
k Lease of facilities, equipment, or other assets from related organization(s)	1k	X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X
o Sharing of paid employees with related organization(s)	1o	X
p Reimbursement paid to related organization(s) for expenses	1p	X
q Reimbursement paid by related organization(s) for expenses	1q	X
r Other transfer of cash or property to related organization(s)	1r	X
s Other transfer of cash or property from related organization(s)	1s	X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI **Unrelated Organizations Taxable as a Partnership.** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R. See instructions.
