

Exploratorium

Consolidated Financial Report
June 30, 2017



RSM US LLP

October 13, 2017

Audit Committee
Exploratorium
San Francisco, California

Dear Ladies and Gentlemen:

We are pleased to present this report related to our audit of the consolidated financial statements of the Exploratorium as of and for the year ended June 30, 2017. This report summarizes certain matters required by professional standards to be communicated to you in your oversight responsibility for the Exploratorium's financial reporting process.

This report is intended solely for the information and use of the Audit Committee and is not intended to be, and should not be, used by anyone other than this specified party. It will be our pleasure to respond to any questions you have about this report. We appreciate the opportunity to continue to be of service to the Exploratorium.

RSM US LLP

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RSM US LLP

Independent Auditor's Report

To the Board of Directors
Exploratorium
San Francisco, California

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of the Exploratorium, which comprise the consolidated statements of financial position as of June 30, 2017 and 2016, the related consolidated statements of activities and cash flows for the years then ended, and the related notes to the consolidated financial statements (collectively, the financial statements).

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Exploratorium as of June 30, 2017 and 2016, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 13, 2017 on our consideration of the Exploratorium's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Exploratorium's internal control over financial reporting and compliance.

RSM US LLP

San Francisco, California
October 13, 2017

Exploratorium

Consolidated Statements of Financial Position June 30, 2017 and 2016

	2017	2016
Assets		
Cash and cash equivalents	\$ 23,680	\$ 1,228,208
Restricted cash	250,000	1,145,817
Contributions receivable, net (Note 2)	25,436,033	1,784,132
Government receivables	650,463	729,375
Accounts receivable	1,760,419	2,288,297
Inventory	1,007,516	1,137,696
Other assets and prepaid expenses	1,836,834	1,992,381
Investments, at fair value (Note 4)	28,898,632	27,242,066
Contributions receivable from capital campaign, net (Note 2)	15,341,918	16,410,140
Exhibits, leasehold improvements and equipment (Note 3)	190,351,767	195,621,933
Construction in progress, exhibits	773,881	499,295
Deferred rent (Note 8)	3,452,803	4,513,796
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Total assets	\$ 269,783,946	\$ 254,593,136
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Liabilities and Net Assets		
Line of credit (Note 7)	\$ -	\$ 1,719,484
Trade payables	2,018,714	678,823
Other accrued expenses	4,045,843	4,761,288
Deferred revenue	3,193,673	5,815,880
Historic tax credit obligation (Note 10)	44,192,544	44,192,544
Term debt, net (Note 7)	44,096,321	49,440,480
	<hr/>	<hr/>
Total liabilities	97,547,095	106,608,499
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Commitments and Contingencies (Notes 7, 8 and 10)		
Net assets		
Unrestricted	115,271,603	118,808,220
Temporarily restricted (Note 5)	6,898,787	4,120,022
Permanently restricted (Note 5)	50,066,461	25,056,395
	<hr/>	<hr/>
Total net assets	172,236,851	147,984,637
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Total liabilities and net assets	\$ 269,783,946	\$ 254,593,136
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See notes to consolidated financial statements.

Exploratorium

Consolidated Statements of Activities Year Ended June 30, 2017

	2017			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Operating revenue and support:				
Private contributions	\$ 6,787,317	\$ 8,267,730	\$ 25,010,066	\$ 40,065,113
Government grants	3,562,068	-	-	3,562,068
Global Studios—domestic	2,514,941	-	-	2,514,941
Global Studios—foreign	2,788,559	-	-	2,788,559
Admissions	10,272,474	-	-	10,272,474
Membership	2,485,695	-	-	2,485,695
Rentals and other revenue	9,109,525	-	-	9,109,525
Store sales	2,642,578	-	-	2,642,578
Net assets released from restrictions	7,966,541	(7,966,541)	-	-
Total revenues and support	48,129,698	301,189	25,010,066	73,440,953
Operating expenses:				
Program services:				
Visitor, learner and educator programs	34,690,600	-	-	34,690,600
Global Studios	7,775,558	-	-	7,775,558
Admissions and other	4,191,458	-	-	4,191,458
Store expenses	1,326,804	-	-	1,326,804
Support services:				
General and administrative	2,153,329	-	-	2,153,329
Fundraising and membership	3,473,804	-	-	3,473,804
Total operating expenses	53,611,553	-	-	53,611,553
Change in net assets from operating activities	(5,481,855)	301,189	25,010,066	19,829,400
Capital revenue:				
Private campaign contributions	-	3,973,333	-	3,973,333
Net assets released from restrictions	3,973,333	(3,973,333)	-	-
Total nonoperating revenues	3,973,333	-	-	3,973,333
Financing expense:				
Term loan interest expense	1,648,060	-	-	1,648,060
HTC interest expense	885,062	-	-	885,062
Total nonoperating expenses	2,533,122	-	-	2,533,122
Investment activity:				
Investment income	495,872	-	-	495,872
Net realized and unrealized gains	9,155	2,477,576	-	2,486,731
Total investment activity	505,027	2,477,576	-	2,982,603
Change in net assets	(3,536,617)	2,778,765	25,010,066	24,252,214
Net assets, beginning of year	118,808,220	4,120,022	25,056,395	147,984,637
Net assets, end of year	\$ 115,271,603	\$ 6,898,787	\$ 50,066,461	\$ 172,236,851

See notes to consolidated financial statements.

(Continued)

Exploratorium

Consolidated Statements of Activities (Continued) Year Ended June 30, 2016

	2016			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Operating revenue and support:				
Private contributions	\$ 5,443,322	\$ 8,136,176	\$ 3,000,000	\$ 16,579,498
Government grants	5,246,838	-	-	5,246,838
Global Studios—domestic	2,654,325	-	-	2,654,325
Global Studios—foreign	2,709,350	-	-	2,709,350
Admissions	9,571,212	-	-	9,571,212
Membership	2,469,386	-	-	2,469,386
Rentals and other revenue	6,248,331	-	-	6,248,331
Store sales	2,208,181	-	-	2,208,181
Net assets released from restrictions	9,630,256	(9,630,256)	-	-
Total revenues and support	46,181,201	(1,494,080)	3,000,000	47,687,121
Operating expenses:				
Program services:				
Visitor, learner and educator programs	33,678,391	-	-	33,678,391
Global Studios	10,759,217	-	-	10,759,217
Admissions and other	3,247,082	-	-	3,247,082
Store expenses	1,460,078	-	-	1,460,078
Support services:				
General and administrative	2,857,480	-	-	2,857,480
Fundraising and membership	3,992,168	-	-	3,992,168
Total operating expenses	55,994,416	-	-	55,994,416
Change in net assets from operating activities	(9,813,215)	(1,494,080)	3,000,000	(8,307,295)
Capital revenue:				
Private campaign contributions	-	5,428,501	-	5,428,501
Net assets released from restrictions	5,428,501	(5,428,501)	-	-
Total nonoperating revenues	5,428,501	-	-	5,428,501
Financing expense:				
Term loan interest expense	1,862,189	-	-	1,862,189
HTC interest expense	885,062	-	-	885,062
Total nonoperating expenses	2,747,251	-	-	2,747,251
Investment activity:				
Investment income	488,733	-	-	488,733
Net realized and unrealized losses	(876,181)	(957,023)	-	(1,833,204)
Total investment activity	(387,448)	(957,023)	-	(1,344,471)
Change in net assets	(7,519,413)	(2,451,103)	3,000,000	(6,970,516)
Net assets, beginning of year	126,327,633	6,571,125	22,056,395	154,955,153
Net assets, end of year	\$ 118,808,220	\$ 4,120,022	\$ 25,056,395	\$ 147,984,637

See notes to consolidated financial statements.

Exploratorium

Consolidated Statements of Cash Flows Years Ended June 30, 2017 and 2016

	2017	2016
Cash flows from operating activities:		
Change in net assets	\$ 24,252,214	\$ (6,970,516)
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization	5,996,699	6,030,256
Amortization of financing costs	173,020	173,020
Change in allowance for uncollectible accounts	(6,000)	(1,010)
Change in discount on long-term contributions receivable	(548,228)	(672,807)
Net realized and unrealized (gain) loss on investments	(2,486,732)	1,833,204
Donated securities	(419,784)	(697,823)
Proceeds from sale of donated securities	419,785	697,823
Loss on disposal of property and equipment	148,702	46,955
Contributions restricted for investment in endowment and museum programming	(26,991,822)	(3,831,993)
Changes in assets and liabilities:		
Restricted cash	895,817	1,172,920
Receivables	1,957,648	375,930
Inventory	130,180	(47,156)
Other assets and prepaid expenses	155,547	(540,628)
Deferred rent	1,060,993	596,575
Trade payables and accrued expenses	624,445	239,107
Deferred revenue	(2,622,207)	(419,558)
Net cash provided by (used in) operating activities	2,740,277	(2,015,701)
Cash flows from investing activities:		
Capital expenditures	(1,149,811)	(1,189,333)
Proceeds from sales of investments	22,186,612	20,010,282
Purchases of investments	(21,355,398)	(22,004,019)
Net cash used in investing activities	(318,597)	(3,183,070)
Cash flows from financing activities:		
Proceeds from contributions restricted for investment in endowment and museum improvements	3,610,455	8,356,362
Net (prepayments) borrowings on line of credit	(1,719,484)	1,719,484
Payments made on term loan	(5,517,179)	(6,446,794)
Net cash (used in) provided by financing activities	(3,626,208)	3,629,052

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Exploratorium

Consolidated Statements of Cash Flows (Continued) Years Ended June 30, 2017 and 2016

	2017	2016
Net decrease in cash and cash equivalents	\$ (1,204,528)	\$ (1,569,719)
Cash and cash equivalents, beginning of year	<u>1,228,209</u>	<u>2,797,928</u>
Cash and cash equivalents, end of year	<u><u>\$ 23,681</u></u>	<u><u>\$ 1,228,209</u></u>
Supplemental disclosure of cash flow information		
Cash paid for interest during the year	<u><u>\$ 2,577,920</u></u>	<u><u>\$ 2,837,540</u></u>

See notes to consolidated financial statements.

Exploratorium

Notes to Consolidated Financial Statements

Note 1. Nature of Organization and Summary of Significant Accounting Policies

Nature of organization: The Exploratorium, a California nonprofit organization, is a museum of science, art, and human perception located in San Francisco, California. The Exploratorium creates tools and experiences that help visitors to become active explorers. Some of the tools used include: hundreds of "explore-for-yourself" exhibits; a website with several thousand pages of content; film screenings; workshops for lifelong learners and family investigations; and evening art and science events for adults. Professional development programs have been and are being created for educators, and are at the forefront of changing the way science is taught. Exhibits created and expertise learned are shared with museums worldwide.

A summary of the Exploratorium's significant accounting policies is as follows:

Principles of consolidation: The accompanying consolidated financial statements include the financial statements of the Exploratorium and Exploratorium Master Holdings, Inc. (Holdings), its wholly owned subsidiary. Exploratorium Solar LLC (Solar), Exploratorium Master Tenant LLC (EMTLLC), and Exploratorium Project LLC (EPLLC) are consolidated into Holdings. As further discussed in Note 10, Holdings and its related entities were created during the year ended June 30, 2011 as vehicles to assist the Exploratorium to partially finance the construction of its new facilities. Inter-organizational transactions and balances have been eliminated in the consolidation.

Basis of presentation: The Exploratorium's consolidated financial statements are presented in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) on the basis of unrestricted, temporarily restricted, and permanently restricted net assets and under the accrual basis of accounting.

Unrestricted net assets: Unrestricted net assets are not subject to donor-imposed restrictions and include the carrying value of all physical properties (leasehold improvements and furniture and equipment). Items that affect (i.e., increase or decrease) this net asset category include: revenue, principally fees for admission, membership and educational programs, and related expenses associated with the core activities of the Exploratorium. In addition to these exchange transactions, changes in this category of net assets include certain types of philanthropic support, namely, unrestricted contributions, as well as restricted contributions whose donor-imposed restrictions were met during the fiscal year and investment income.

Temporarily restricted net assets: Temporarily restricted net assets represent contributions and other assets received from donors that are limited in use by the Exploratorium in accordance with temporary donor-imposed stipulations. Items that affect this net asset category are restricted contributions, including unconditional pledges, and investment income with donor-imposed restrictions from permanently restricted net assets. These stipulations may expire with time or may be satisfied and removed by the actions of the Exploratorium according to the terms of the contribution. Upon satisfaction of such stipulations, net assets are released from temporarily restricted net assets and recognized as unrestricted net assets.

Permanently restricted net assets: Permanently restricted net assets represent unconditional promises to give by a donor that specifies that the assets donated be maintained permanently, and be invested to provide a permanent source of income. Permanently restricted gifts (endowments) are managed according to the Uniform Prudent Management of Institutional Funds Act (UPMIFA) of the state of California. If the donor does not restrict the allowed use of the income, the Exploratorium classifies income as temporarily restricted net assets until those amounts are appropriated for expenditure by the Exploratorium in a manner consistent with the standard of prudence prescribed by UPMIFA.

Exploratorium

Notes to Consolidated Financial Statements

Note 1. Nature of Organization and Summary of Significant Accounting Policies (Continued)

Cash and cash equivalents: Cash and cash equivalents represent cash and short-term investments with original maturities of 90 days or less at purchase, which are not considered investments.

Restricted cash: As of June 30, 2017, restricted cash is held for amounts related to the ongoing maintenance of the substructure of Pier 15 and Pier 17, as further described in Note 8. As of June 30, 2016, restricted cash additionally consisted of amounts held in escrow for future rental income from the subtenant occupying a portion of Pier 17.

Accounts and government receivables—non-contribution: The Exploratorium evaluates the collectability of its non-contribution receivables on an ongoing basis and records a provision for potential uncollectible receivables when appropriate. At June 30, 2017 and 2016, the Exploratorium has determined that all non-contribution receivables are fully collectible and, therefore, has not recorded an allowance for doubtful accounts.

Contributions receivable: As of June 30, 2017 and 2016, contributions receivable consist of grants and pledges from either grantmaking foundations or donors and relate substantially to the Exploratorium's capital campaign (see Note 10) along with contributions from bequest to be placed in a permanent endowment for programs and operations of the Bowes Education Center. As further described in Note 2, these receivables are subject to discount.

Inventory: Inventory, which consists mostly of items available for sale at the museum stores, is stated at the lower of average cost or market (on the first-in, first-out basis).

Exhibits, leasehold improvements and equipment: Upon determination that an exhibit is viable, the Exploratorium capitalizes the costs of construction, which generally include materials and labor. Depreciation is provided on the straight-line method over an estimated useful life of five to 10 years.

Equipment is recorded at cost or, if donated, at fair value on the date of donation. Depreciation is provided on the straight-line method over the estimated useful lives of the respective assets, which range from three to 10 years. Leasehold improvements at the Exploratorium's current location have been amortized on the straight-line basis over the shorter of their useful lives or the remaining period of the original lease ranging from 10 to 64 years.

Fair value of financial instruments: The carrying amounts of the Exploratorium's following financial instruments: current contributions and accounts receivable, accounts payable, and other accrued expenses, approximate their fair value due to their short maturities. Based on borrowing rates currently estimated to be available to the Exploratorium's donors being consistent with discount rates used historically, long-term contributions receivable, net of discounts, approximate fair value. Investments are reflected at fair value in the consolidated statements of financial position. The carrying value of the term debt approximates fair value as it would still be priced similarly in the open market as interest rates haven't changed significantly since the loan origination. The carrying value of the line of credit approximates fair value as its interest rate adjusts to changing market conditions. The carrying value of the Historic Tax Credit (HTC) obligation approximates fair value as it equates to the carrying value of the investor's equity interest.

Exploratorium

Notes to Consolidated Financial Statements

Note 1. Nature of Organization and Summary of Significant Accounting Policies (Continued)

Fair value measurements: Fair value is defined as the exchange price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Fair value should be based on the assumptions market participants would use when pricing an asset or liability and a fair value hierarchy that prioritizes the information used to develop those assumptions. The fair value hierarchy gives the highest priority to quoted prices in active markets (observable inputs) and the lowest priority to the Exploratorium's assumptions (unobservable inputs). The Exploratorium groups assets and liabilities at fair value in three levels based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1: Valuations are based on quoted prices in active markets for identical assets or liabilities that the Exploratorium has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 instruments.

Level 2: Valuations are not based on quoted prices for identical assets or liabilities, but rather are based on significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.). Fair values are primarily obtained from third-party pricing services for comparable assets or liabilities.

Level 3: Valuations are derived from other valuation methodologies and incorporate certain assumptions and projections that are not observable in the market and significant professional judgment in determining the fair value assigned to such assets or liabilities. Management's estimate of the fair value of the alternative investments in hedge funds and private equity investment partnerships is based on information provided by the fund managers, which in turn is based on the most recent information available to the fund manager for the underlying investments.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

For the fiscal year ended June 30, 2017, the application of valuation techniques applied to similar assets has been consistent. The Exploratorium assesses levels of the investments at each measurement date, and transfers between levels are recognized on the actual date of the event or change in circumstances that caused the transfer. For the years ended June 30, 2017 and 2016, there were no such instances.

The fair value of money market funds is based on quoted market prices. Investments in equity instruments traded on national securities exchanges are stated at the last reported sales price on the day of valuation. These financial instruments are classified as Level 1 in the fair value hierarchy.

Investments in fixed income and equity instruments for which quotations are not readily available are valued using pricing models, quoted prices of securities with similar characteristics, or discounted cash flows. To the extent the inputs used in the pricing models are observable and timely, these financial instruments are classified as Level 2 in the fair value hierarchy; otherwise, they would be categorized as Level 3.

Exploratorium

Notes to Consolidated Financial Statements

Note 1. Nature of Organization and Summary of Significant Accounting Policies (Continued)

Investments in alternative investment funds are valued at fair value based on the applicable ownership of the funds' net asset value (NAV) or equivalent as of the measurement date as a practical expedient, as determined by the Exploratorium, in instances where there is not a readily determinable fair value. In determining fair value, the Exploratorium utilizes valuations provided by the investment funds. The investment funds value securities and other financial instruments on a fair value basis of accounting. The estimated fair values of certain investments of the funds, which may include private placements and other securities for which prices are not readily available, are determined by the managers of the investment funds, which in turn is based on the most recent information available to the fund manager for the underlying investments, including the audited financial statements of the underlying funds, and may not reflect amounts that could be realized upon immediate sale, nor amounts that ultimately may be realized. Accordingly, the estimated fair values may differ significantly from the values that would have been used had a ready market existed for these investments. The fair value of the Exploratorium's investments in funds generally represents the amount the Exploratorium would expect to receive if it were to liquidate its investments in funds excluding any redemption charges that may apply.

The Exploratorium reviews its investment to identify those for which market value is below cost. The Exploratorium then makes a determination as to whether an investment should be considered other-than-temporarily impaired based on guidelines established by the Financial Accounting Standards Board (FASB). There were no other-than-temporary losses recognized during the years ended June 30, 2017 or 2016. If there were losses, these would have been treated as realized losses in the consolidated statements of activities.

The Exploratorium has various processes and controls in place to ensure fair value is reasonably stated. While the Exploratorium believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Investments: Investments are stated at fair value and are recorded on the trade or contract date. The fair value of investments is based on quoted market prices, except for alternative investments for which quoted market prices are not available. The fair value of alternative investments consisting of hedge funds, fixed income and private equity investment partnerships (collectively, the funds) is based on the applicable ownership of the funds' net assets or equivalent as of the measurement date, as determined by the Exploratorium. The difference between cost and fair value of investments is reflected as unrealized appreciation (depreciation) on investments, and any change in that amount from the prior year is reported as a component of investment return in the consolidated statements of activities.

Deferred rent: As further described in Note 8, the Exploratorium recognizes rent expense on the straight-line method over the term of its lease with the Port of San Francisco. In addition to the monthly lease payments, the Exploratorium is obligated under the lease agreement to pay for certain costs associated with the lease. These costs have been considered minimum lease payments and, as a result, have been included in the straight-line rent computation.

The Exploratorium uses the same methodology for its Sublease on Pier 17. Rental revenue has been recognized on the straight-line basis over the term of the Sublease. Initial direct costs of approximately \$750,000 associated with the Sublease have been included in the straight-line rent computation. Deferred rent from the above lease with the Port of San Francisco, along with this Sublease, has been combined in the deferred rent line item in the consolidated statements of financial position.

Exploratorium

Notes to Consolidated Financial Statements

Note 1. Nature of Organization and Summary of Significant Accounting Policies (Continued)

Contributions: Contributions are recognized at fair value as revenue when received or unconditionally promised. An additional discount is added to the present value of contributions, which represents an additional factor in the fair value measurements and are based on management's estimates. The discounts on those pledges are computed using an interest rate for the year in which the promise was received and considers market and credit risk as applicable. Amortization of the discount is included in contributed income. Gifts of cash and other assets are reported as restricted support if received with donor stipulations that limit the use, either for time and/or purpose, of the donated assets. Donor-restricted contributions, whose restrictions are met in the same reporting period as the contribution is recorded, are reported as temporarily restricted contributions with a corresponding release of restrictions. Conditional promises to give are not recognized as revenue until the donor conditions are substantially met. The Exploratorium also receives corporate sponsorships, where revenue is recognized as both an exchange transaction and a contribution. In these cases, the Exploratorium determines the value or benefit the sponsor is receiving, and records that portion to earned revenue, with the remaining portion recorded as a contribution. If multiple deliverables span a period of years, then portions of the exchange transaction could be recorded as deferred revenue until the benefit takes place.

The Exploratorium has been conducting a multi-year, multipurpose capital campaign (the Campaign) for the purpose of the construction of its site located on the San Francisco Waterfront (i.e., the San Francisco Historic Port District) (see Note 10). The Campaign has been designed not only to encompass the renovation and construction of the new facility, but also the design and creation of the exhibits housed at the facility, new program content and an increase in the Exploratorium's endowment. Campaign contributions without a specific purpose restriction are expendable on both capitalizable and non-capitalizable expenditures, including debt repayment.

Pursuant to Board policy, contributions received from donors through the Campaign are released once costs are incurred; however, to the extent costs are capitalized as either construction in progress (leasehold improvements) or exhibit costs in progress, such donations are maintained in temporarily restricted net assets through the completion of the construction phase. The Exploratorium has ongoing exhibit construction as a regular part of its activities. Contributions receivable from the Campaign, as shown in the consolidated statements of financial position, were released once the new facility was placed into service.

Revenue recognition: The Exploratorium recognizes revenues from store sales upon sale of the merchandise.

Admission revenues are recognized upon sale of admission tickets unless purchased in advance of use, in which case revenue is deferred until use.

Revenue from Global Studios fabrication projects is recognized using the percentage-of-completion method and revenue from consulting projects are generally recorded on an expense reimbursement basis. Revenue is recognized pro rata over the term of the lease agreement for rental fleet exhibits. Revenue from government grants is recognized as the related services are provided. Payments under such transactions are generally received on a cost-reimbursement basis.

Membership revenues are considered to be part unrestricted contribution and part exchange transaction. The contribution element is recorded in the period received. The exchange element is recorded as deferred revenue when received and recognized as membership revenue over the duration of the membership period.

Deferred revenue: Deferred revenue consists of annual or multi-year memberships, sponsorships, rental revenue and sublease space rental.

Exploratorium

Notes to Consolidated Financial Statements

Note 1. Nature of Organization and Summary of Significant Accounting Policies (Continued)

As noted above, membership revenue is deferred and recognized over the duration of the membership period. To the extent that sponsorships contain earned revenue components as result of specific events, etc., those are deferred until the events take place or the benefits are no longer available to the sponsor. Rental revenue that is paid in advance is considered deferred until it becomes earned.

The Exploratorium's Sublease on Pier 17 included a prepayment of three years of space rental. This prepayment was noted in the consolidated statements of financial position as restricted cash in fiscal year 2016, and the equivalent amount was recorded to deferred revenue and was recognized completely in fiscal year 2017.

Contribution of services: The Exploratorium has a substantial number of unpaid volunteers performing various functions who contributed over 18,786 hours (unaudited) and 20,006 hours (unaudited) for the years ended June 30, 2017 and 2016, respectively. The value of this contributed time is not reflected in the consolidated financial statements, as it does not meet the criteria for recognition. The Exploratorium also evaluates and records in-kind gifts of professional services as necessary.

Income tax status: The Exploratorium has received rulings from the Internal Revenue Service (IRS) and the California Franchise Tax Board granting it exemption from income taxes. The consolidated subsidiaries of the Exploratorium are organized as for-profit entities subject to tax at the subsidiary level. As of June 30, 2017 and 2016, the Exploratorium was not subject to any income tax as a result of ownership of its subsidiaries.

The Exploratorium files exempt organization returns and, if applicable, unrelated business income tax returns in the U.S. and California jurisdictions. The Exploratorium's tax returns for the years ended June 30, 2013, 2014, 2015 and 2016 are open for potential IRS/California Franchise Tax Board examination. The subsidiaries are required to file corporate or partnership tax returns in the U.S. federal and California jurisdictions. The subsidiary tax returns for the years ended December 31, 2013, 2014, 2015 and 2016 are open for potential IRS/California Franchise Tax Board examination. To date, neither the Exploratorium nor its subsidiaries have been notified by either taxing authority of any pending examination.

The Exploratorium follows the provisions of FASB Accounting Standards Codification (ASC) 740-10, Income Taxes, relating to accounting for uncertain tax positions. Management evaluated the Exploratorium's tax positions and concluded that there were no material uncertainties in income taxes as of June 30, 2017 or 2016. With few exceptions, the Exploratorium is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities for the years before June 30, 2014.

Functional expense allocations: The costs of providing the various programs and other activities have been summarized on a functional basis in the consolidated statements of activities. Expenses that apply to more than one functional category have been allocated between program services and support services based on the time spent on these functions by specific employees as estimated by management. Indirect expenses are allocated based on the overall number of staff in the various functional categories. Certain marketing material costs are allocated based on the percentage of the publication devoted to each functional area. All other costs are charged directly to the appropriate functional category.

Exploratorium

Notes to Consolidated Financial Statements

Note 1. Nature of Organization and Summary of Significant Accounting Policies (Continued)

Long-lived assets: The Exploratorium regularly evaluates whether circumstances have occurred that would indicate the remaining estimated useful life of long-lived assets may warrant revision or that the remaining balance of such assets may not be recoverable. When factors indicate that such assets should be evaluated for possible impairment, the Exploratorium uses an estimate of the undiscounted cash flows over the remaining life of the assets in measuring whether the assets are recoverable. In the opinion of management, no impairment adjustments were required at June 30, 2017 or 2016.

Use of estimates: The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Concentrations of risk: The Exploratorium recognizes there are inherent risks associated with publicly and non-publicly traded securities. Risk is managed through rigorous evaluation before an investment is made, quarterly monitoring of valuations and regular communication with investment managers. To address market risk of investments, the Exploratorium maintains a formal investment policy that sets out performance criteria and investment guidelines, and requires review of the investment managers' performances. Investments are managed by investment managers, who have responsibility for investing the funds in various investment alternatives.

The Exploratorium does transact some activities with organizations located outside the United States. For the years ended June 30, 2017 and 2016, revenues from such activities amounted to \$2,788,559 and \$2,709,350, respectively.

In the regular course of business, the Exploratorium may maintain operating cash balances at a bank in excess of federally insured limits. Management does not believe it is exposed to any significant credit risk on uninsured amounts.

The Exploratorium as of June 30, 2017 held a contribution receivable of \$25 million from one donor. Management does not believe there is any risk associated with holding as such receivable was received shortly after year-end and before the date of the consolidated financial statements for the year ended June 30, 2017.

Reclassifications: Certain 2016 balances have been reclassified to conform with the 2017 presentation. These reclassifications have no effect on the Exploratorium's consolidated change in net assets or financial position as previously reported. The change resulted in \$1.65 million of expenses being reclassified from general and administrative to admissions and other in the 2016 consolidated statement of activities.

Issued but not adopted accounting pronouncements: In May 2014, the FASB issued Accounting Standards Update (ASU) 2014-09, *Revenue From Contracts With Customers*. The guidance in this ASU supersedes the revenue recognition requirements in Revenue Recognition (Topic 605). Under the new guidance, an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In May 2016, ASU 2016-12 was issued, which deferred the effective date of ASU 2014-09 for the Exploratorium to fiscal year ending June 30, 2020. The Exploratorium is currently determining how this ASU may impact revenue recognition on contracts with customers, including those through Global Studios and government funding.

Exploratorium

Notes to Consolidated Financial Statements

Note 1. Nature of Organization and Summary of Significant Accounting Policies (Continued)

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. The guidance in this ASU supersedes the leasing guidance in Topic 840, *Leases*. Under the new guidance, lessees are required to recognize lease assets and lease liabilities on the consolidated statements of financial position for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the consolidated statements of activities. ASU 2016-02 is effective for fiscal years beginning after December 15, 2019. Early adoption is permitted. The Exploratorium is currently evaluating the effect of adoption to the consolidated financial statements.

In August 2016, the FASB issued ASU 2016-14, *Presentation of Financial Statements for Not-for-Profit Entities*, which revises the not-for-profit financial reporting model. ASU 2016-14 streamlines and clarifies net asset reporting, provides flexibility regarding the definition or reported operating subtotals, and imposes new reporting requirements related to expenses. ASU 2016-14 is effective for fiscal years beginning after December 15, 2017. Early adoption is permitted. The Exploratorium is currently evaluating the effect of adoption to the consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows*, which requires that a statement of cash flows explain the change during the period in the total cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. ASU 2016-18 is effective for fiscal years beginning after December 31, 2019. Early adoption is permitted. The Exploratorium is currently evaluating the effect of adoption to the consolidated financial statements.

Note 2. Contributions Receivable

Contributions receivable represent unconditional promises to give by donors. Contributions that are expected to be collected after one year have been discounted at rates between 0.71 percent and 4.00 percent as of June 30, 2017, and are recorded at the present value of their estimated future cash flows. The discounts on these amounts are computed using risk-free rates applicable to the number of years the contribution is expected to remain outstanding.

Contributions receivable are due as follows as of June 30:

	2017	2016
Contributions receivable (other than Capital Campaign):		
Less than one year	\$ 25,328,314	\$ 1,578,938
One to five years	110,777	211,012
Discount on receivables due in more than one year	(1,058)	(2,818)
Allowance for uncollectible contributions	(2,000)	(3,000)
Total	<u>\$ 25,436,033</u>	<u>\$ 1,784,132</u>
Contributions receivable (Capital Campaign):		
Less than one year	\$ 4,116,392	\$ 3,336,087
One to five years	11,000,004	11,400,000
More than five years	2,000,000	4,000,000
Discount on receivables due in more than one year	(1,767,478)	(2,313,947)
Allowance for uncollectible contributions	(7,000)	(12,000)
Total	<u>\$ 15,341,918</u>	<u>\$ 16,410,140</u>

Exploratorium

Notes to Consolidated Financial Statements

Note 2. Contributions Receivable (Continued)

As of June 30, 2017 and 2016, contributions receivable from one donor represented 94 percent and 84 percent, respectively, of the total contributions receivable amount.

The Exploratorium has received notification from various donors regarding intention to give gifts to be restricted to the Capital Campaign totaling \$1,772,395 as of June 30, 2017. Such amounts will be recorded as revenue when received or upon satisfying any specific conditions, based on the specified payment schedules provided by the donors. Revenue from these gifts, in the amount of \$1,772,395, is expected to be recorded in the year ending June 30, 2018.

Note 3. Exhibits, Leasehold Improvements and Equipment

	2017	2016
Leasehold improvements, exhibits and equipment at cost	\$ 33,805,463	\$ 33,191,833
Less accumulated depreciation	(17,957,356)	(15,249,513)
	<u>15,848,107</u>	<u>17,942,320</u>
Leasehold improvements—Piers	189,381,525	189,268,622
Less accumulated depreciation	(14,877,865)	(11,589,009)
	<u>174,503,660</u>	<u>177,679,613</u>
Total	<u>\$ 190,351,767</u>	<u>\$ 195,621,933</u>

Depreciation and amortization expense for leasehold improvements, exhibits and equipment was \$6,113,826 and \$6,030,256 for the years ended June 30, 2017 and 2016, respectively.

Note 4. Fair Value Measurements and Investments

A summary of the Exploratorium's investments measured at fair value on a recurring basis at June 30, and set forth by level within the fair value hierarchy, is as follows:

Description	2017			Total
	Level 1	Level 2	Level 3	
Money market fund	\$ 135,647	\$ -	\$ -	\$ 135,647
Fixed-income securities:				
Domestic	5,899,513	-	-	5,899,513
Equities:				
Domestic	9,385,611	-	-	9,385,611
International	9,410,852	-	-	9,410,852
	<u>24,831,623</u>	-	-	<u>24,831,623</u>
Investments measured at NAV				4,067,009
	<u>\$ 24,831,623</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 28,898,632</u>

Exploratorium

Notes to Consolidated Financial Statements

Note 4. Fair Value Measurement and Investment (Continued)

Description	2016			
	Level 1	Level 2	Level 3	Total
Money market fund	\$ 218,298	\$ -	\$ -	\$ 218,298
Fixed-income securities:				
Domestic	7,500,870	-	-	7,500,870
Equities:				
Domestic	6,494,803	-	-	6,494,803
International	6,751,514	-	-	6,751,514
	20,965,485	-	-	20,965,485
Investments measured at NAV				6,276,581
	<u>\$ 20,965,485</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 27,242,066</u>

Additional information related to the alternative investments is as follows:

	2017				
	Fair Value	Total Commitments	Unfunded Commitments	Redemption Frequency (if Currently Eligible)	Redemption Notice Period
Hedge fund	\$ 91,989	N/A	N/A	Monthly	30 days' notice
Private equity	47,162	\$ 500,000	N/A	N/A	Upon Termination ¹
Hedge fund	1,820,622	N/A	N/A	Quarterly	65 days' notice ²
Fixed income	2,107,236	N/A	N/A	Quarterly	60 days' notice
	<u>\$ 4,067,009</u>	<u>\$ 500,000</u>	<u>\$ -</u>		

	2016				
	Fair Value	Total Commitments	Unfunded Commitments	Redemption Frequency (if Currently Eligible)	Redemption Notice Period
Hedge fund	\$ 3,594,026	N/A	N/A	Monthly	30 days' notice
Private equity	102,374	\$ 500,000	N/A	N/A	Upon Termination ¹
Hedge fund	1,713,753	N/A	N/A	Quarterly	65 days' notice ²
Fixed income	866,428	N/A	N/A	Quarterly	60 days' notice
	<u>\$ 6,276,581</u>	<u>\$ 500,000</u>	<u>-</u>		

(1) This class includes one private equity investment fund. The fund is closed ended and does not allow for withdraws or redemptions. Distributions will be received as the fund terminates.

(2) This class includes one fund that allows for a 65-day redemption notice, but restricts redemptions to 25 percent of the original investment each quarter.

Exploratorium

Notes to Consolidated Financial Statements

Note 5. Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets were restricted for the following purposes as of June 30:

	2017	2016
Program restrictions (purpose and time restrictions)	\$ 4,797,065	\$ 3,448,884
Exhibits and furniture site (time restrictions)	335,710	256,225
Unappropriated endowment earnings	1,766,012	414,913
	<u>\$ 6,898,787</u>	<u>\$ 4,120,022</u>

Net assets were released from donor restrictions by incurring expenses satisfying the purpose of the restriction or by the passage of time during the year ended June 30:

	2017	2016
Campaign operating initiatives (time and purpose restrictions)	\$ 741,936	\$ 1,067,677
Program restrictions (time and purpose restrictions)	7,224,605	8,562,579
	<u>7,966,541</u>	<u>9,630,256</u>
Capital campaign initiatives (purpose restrictions)	3,973,333	5,428,501
	<u>\$ 11,939,874</u>	<u>\$ 15,058,757</u>

Permanently restricted net assets generate earnings that are either purpose-restricted for various program initiatives by donors, or unrestricted as to purpose as follows as of June 30:

	2017	2016
Permanently restricted net assets generating purpose-restricted investment earnings	\$ 48,236,689	\$ 20,226,623
Permanently restricted net assets generating earnings with no purpose restriction	1,829,772	1,829,772
	<u>\$ 50,066,461</u>	<u>\$ 22,056,395</u>

Temporary program and permanent purpose restrictions primarily consist of gifts that are restricted for education, and programs such as the Teacher's Institute, and Tinkering Studio and the Arts, among others.

Note 6. Endowment

California enacted UPMIFA effective January 1, 2009. As a result, the Exploratorium reviewed all relevant gift instruments and its organizing documents to determine if it had funds with donor-imposed restrictions that are subject to the state-enacted version of UPMIFA. The Exploratorium continues to review all new gift instruments in relationship to the enacted law.

Exploratorium

Notes to Consolidated Financial Statements

Note 6. Endowment (Continued)

Interpretation of relevant law: The Board of Directors, with the advice of legal counsel, has determined it holds net assets that meet the definition of endowment funds under UPMIFA. As a result of this interpretation, the corpus of funds subject to UPMIFA is classified as permanently restricted. The corpus represents the fair value of the original gifts as of the gift date and all subsequent gifts where the donor has indicated the gift be retained permanently. The assets with a value in excess of original gifts in donor endowment funds are classified as temporarily restricted net assets until appropriated for expenditure by the Exploratorium.

From time to time, the fair value of the assets associated with individual donor-restricted endowment funds may fall below the level classified as permanently restricted net assets. At June 30, 2017 and 2016, the Exploratorium had four and 12 endowment funds with deficiencies of this nature totaling \$52,460 and \$382,768, respectively. These deficiencies are reflected in unrestricted net assets.

In accordance with UPMIFA, the Exploratorium considers the following factors in making a determination as to the appropriation of assets for expenditure: (1) the duration and preservation of the fund, (2) the purposes of the organization and the donor-restricted endowment fund, (3) general economic conditions, (4) the possible effect of inflation and deflation, (5) the expected total return from income and the appreciation of investments, (6) other resources of the organization, and (7) the investment policies of the Exploratorium.

Investment and spending policies: The Exploratorium has adopted investment and spending policies for endowed assets that attempt to provide a predictable stream of funding for programs supported by its endowment while seeking to maintain the purchasing power of the endowed assets. The investment and spending policies work together to achieve this objective. The investment policy establishes an achievable return objective through diversification of asset classes.

To accomplish the long-term rate of return objectives, the Exploratorium relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Exploratorium targets a diversified asset allocation with an emphasis on equity-based investments within prudent risk parameters.

The spending policy determines the amount of money to be distributed annually from the Exploratorium's various endowed funds for operational support. The Exploratorium adopted a spending policy to address underwater funds, defined as those funds with balances below historic gift value. The spending rate formula is arrived at using a target rate of 5 percent of a trailing three-year moving average of the market value of the fund, as approved by the Board of Directors. The spending rate is typically 5 percent per fiscal year. The total amounts that were appropriated and spent in fiscal years 2017 and 2016 were \$1,097,884 and \$1,083,264, respectively. Appropriations from the endowment are included in net assets released from restrictions on the consolidated statements of activities.

Exploratorium

Notes to Consolidated Financial Statements

Note 6. Endowment (Continued)

For the years ended June 30, the Exploratorium's endowment net assets changed as follows:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment net assets, June 30, 2015	\$ (47,062)	\$ 2,406,398	\$ 22,056,395	\$ 24,415,731
Investment return:				
Investment income	213,350	237,732	-	451,082
Net losses	(549,056)	(1,145,953)	-	(1,695,009)
Appropriations	-	(1,083,264)	-	(1,083,264)
Additions	-	-	3,000,000	3,000,000
Endowment net assets, June 30, 2016	(382,768)	414,913	25,056,395	25,088,540
Investment return:				
Investment income	6,867	466,154	-	473,021
Net gains	323,441	1,982,829	-	2,306,270
Appropriations	-	(1,097,884)	-	(1,097,884)
Additions	-	-	25,010,066	25,010,066
Endowment net assets, June 30, 2017	\$ (52,460)	\$ 1,766,012	\$ 50,066,461	\$ 51,780,013

Note 7. Debt Obligations

Long-term debt: Effective November 19, 2013, the Exploratorium entered into a debt facility with a banking consortium. The terms of the facility are as follows:

- Total aggregate indebtedness—\$85,000,000. Each of the three banks involved has an equal share of debt exposure (\$28,333,334).
- Principal and interest payments:
 - Semi-annual interest payments are due on December 31 and June 30 each year. Interest is payable at a fixed rate of 3.451 percent.
 - Annual principal payments are initially due December 31, 2014 and every 12 months thereafter until maturity.
 - Minimum collected pledge debt payment amount is computed at the greater of 75 percent of the collected pledge receipts or 100 percent of the debt service payments then due under the loan, including interest due and payable.
- Excess pledge cash flow—Amounts collected are allowed to be used for the following purposes:
 - Payment of any outstanding principal and/or interest then due and owing under the loan.
 - Payment for the cost to construct the Water Taxi Dock (the Dock) as defined in, and pursuant to Section 5.11 of, the Ground Lease with the Port of San Francisco (see Note 8).

Exploratorium

Notes to Consolidated Financial Statements

Note 7. Debt Obligations (Continued)

- Funding of Borrower's obligations with respect to the Off-Site Fill as defined in, and pursuant to Section 9.11 of, the Ground Lease with the Port of San Francisco (see Note 8).
- Payments due to the HTC Investor member pursuant to the HTC Documentation (see Note 10).

As of June 30, 2017, the Exploratorium has paid \$8,050,300 and \$9,750,157 during the years ended June 30, 2017 and 2016, respectively, and \$52,169,468 in the aggregate, for the above purposes.

- Covenants—The debt facility has financial and nonfinancial covenants due quarterly and annually. The Exploratorium has met all financial covenants for fiscal year 2017.

The loan is secured by the Campaign pledges to be received over a period of time and a \$22.5 million guarantee from a large private foundation. The loan is due and payable on November 19, 2018.

As of June 30, 2017 and 2016, amounts outstanding against this facility were \$44,335,665 and \$49,852,844, respectively. Total interest on this loan was \$1,648,060 and \$1,862,189 during the years ended June 30, 2017 and 2016, respectively. Under the terms of this facility, the Exploratorium is not allowed to borrow additional funding after principal payments are made.

Breakdown of the term debt as shown on the statements of financial position is as follows:

	2017	2016
Long-term debt	\$ 44,335,665	\$ 49,852,844
Less: Deferred financing fees	(239,344)	(412,364)
	<u>\$ 44,096,321</u>	<u>\$ 49,440,480</u>

Line of credit: Effective November 19, 2013, the Exploratorium entered into a revolving line-of-credit debt facility of \$5 million with the lead bank of the above-mentioned consortium. Interest is payable at a variable rate and due monthly. The applicable variable rate was equal to LIBOR plus 300 basis points. As of June 30, 2017 and 2016, the effective interest rates were 3.45 percent and 3.47 percent, respectively. As of June 30, 2017 and 2016, amounts outstanding against this facility were \$0 and \$1,719,484, respectively. As of June 30, 2017, the maturity date was extended to January 17, 2019. This latest extension increased the applicable variable rate to LIBOR plus 325 basis points, and permanently increased the availability on the revolving line of credit debt facility to \$6.5 million.

Note 8. Lease Commitments

Effective November 3, 2010, the Exploratorium entered into a 66-year lease with the City and County of San Francisco operating by and through the San Francisco Port Commission (the Port). The lease provides for the Exploratorium to lease Pier 15 and a portion of Pier 17, both located in the Historic Port District of the Port of San Francisco. The Exploratorium moved both the museum and corporate offices to the Piers in early 2013, upon completion of the renovations. Key provisions of the lease are as follows:

Pier 15:

Initial minimum monthly rent: \$66,107. Upon Bay Delta (see Note 10) relocating from Pier 15 to Pier 17, the monthly rent increased to \$78,805. Bay Delta relocated on May 1, 2011.

Exploratorium

Notes to Consolidated Financial Statements

Note 8. Lease Commitments (Continued)

Rent escalation: The monthly minimum lease payment is subject to consumer price index (CPI) increases every fifth year beginning on the fifth anniversary of the lease commencement. The minimum CPI increase is 10 percent, with a maximum of 20 percent.

Rent incentives: In consideration of the tenant improvements to be constructed by the Exploratorium, the Port is providing the Exploratorium rent incentives equal to the minimum monthly rent from lease commencement through the 50th anniversary of the lease.

Percentage rent: The Exploratorium is obligated to pay a monthly percentage rent (6 percent) based on gross revenues generated on Pier 15 once museum operations commence. If the total computed percentage rent on a quarterly basis exceeds the minimum monthly rent computed before the application of the rent incentives, the Exploratorium will be obligated to pay the Port the differential. For the years ended June 30, 2017 and 2016, the Exploratorium was not obligated for any percentage rent.

Pier 17:

Initial minimum monthly rent: \$66,961. Such initial minimum monthly rent was reduced to \$42,032 for the first six months of the lease.

Rent escalation: The monthly minimum lease payment is subject to a CPI increase of 3 percent each year, effective January 1, 2012, until the application of the rent incentive applicable for Pier 17, or on or about January 2024. Upon entering the rent incentive period, the minimum lease payments will increase by the existing CPI every fifth anniversary. The increase will be no less than 10 percent and no more than 20 percent. Pier 17 rent increases are also subject to a prevailing rental clause.

Rent incentive: In consideration for tenant improvements, which may be made to Pier 17 by the Exploratorium, the Port will provide the Exploratorium a rent incentive to be negotiated prior to the beginning of Pier 17 improvements.

Percentage rent: The Exploratorium will be obligated to pay percentage rent on certain revenues generated on Pier 17 and then, if the Exploratorium expands the museum to Pier 17, on all revenues. Payment provisions are and will be similar to Pier 15. For the years ended June 30, 2017 and 2016, the Exploratorium was not obligated for any percentage rent.

General provisions: The Exploratorium is obligated to pay the Port's "transaction costs" directly associated with the lease. Such payments are due quarterly in advance. The transaction costs, estimated to be approximately \$1.5 million, were substantially paid by June 30, 2013 and have been included in minimum rent for purposes of the deferred rent computation.

The Exploratorium, at its sole expense, was obligated to improve a portion of Pier 17 to allow Bay Delta (a tenant of the Port) to relocate its maritime facility from Pier 15 to Pier 17. Substantially all of these improvements, which totaled approximately \$7.9 million, were incurred by June 30, 2011 and have been included in minimum rent for purposes of computation of deferred rent.

The Exploratorium did, at its sole expense, construct the Dock for the exclusive use of the Port. The Exploratorium estimated the Dock to cost \$700,000 to construct. Since the Exploratorium is obligated under the lease to incur this expense, the construction costs have been included in minimum rent for purposes of computation of deferred rent. The Exploratorium completed the construction of the Dock in fiscal year 2016.

Exploratorium

Notes to Consolidated Financial Statements

Note 8. Lease Commitments (Continued)

The Exploratorium is potentially obligated to pay and is required to segregate in a separate account, \$50,000 annually on the second through fifth anniversaries of the lease for a substructure reserve. On the sixth anniversary of the lease and every fifth year thereafter, the Exploratorium is to increase the balance in the account to an amount based on the most recent substructure condition report. Interest on the fund shall accrue to the reserve account. The funds in the account are to be used only for the maintenance, repair and replacement of the substructure, if necessary. As of June 30, 2017 and 2016, the balance in this reserve totaled \$250,000 and \$200,000, respectively.

The Port leased the Piers to the Exploratorium on an “as is” basis. The cost of any hazardous waste cleanup was the sole expense of the Exploratorium. The Exploratorium, as part of construction, removed all the hazardous waste as required by the lease and current law. Since completion of this project, there have been no hazardous waste costs to date, and management does not anticipate any more significant costs.

The lease calls for the Exploratorium to expand the museum’s footprint to encompass substantially all of Pier 17 under the Phase II construction section of the lease. In order to accomplish this expansion, three events must occur:

1. Bay Delta must vacate the space it currently leases at Pier 17 directly from the Port.
2. The Port Commission must determine that the portion of Pier 17 currently occupied by Bay Delta is no longer needed for maritime use. This determination cannot occur until a maritime use study has been conducted after Bay Delta has vacated the space.
3. The Exploratorium must start construction on the planned Pier 17 renovations by the 16th anniversary of the lease (November 2026).

It is the Exploratorium’s intention to expand to Pier 17, even if Bay Delta does not vacate their current space. The Exploratorium may still renovate and expand the museum’s footprint to the rest of Pier 17 not currently occupied by Bay Delta, assuming item 3 above is achieved.

Future minimum commitments under this agreement are as follows:

Years ending June 30:

2018	\$ 2,088,324
2019	2,119,767
2020	2,297,184
2021	2,297,184
2022	2,297,184
2023-2077	<u>152,975,163</u>
	164,074,806
Less sublease revenue	<u>(6,196,638)</u>
	<u>\$ 157,878,168</u>

The above lease schedule includes the future minimum rents for Pier 17 only through the 17th anniversary of the lease. While it is the intention of the Exploratorium to expand to whatever portion of Pier 17 it is allowed to (see above), the possibility does exist that the lease for substantially all of Pier 17 could terminate in either 2026 or 2027.

Exploratorium

Notes to Consolidated Financial Statements

Note 8. Lease Commitments (Continued)

As described in Note 1, the Exploratorium recognizes both lease expense and rent incentives on the straight-line method over the term of the lease. As a result, approximately \$3.2 million and \$4.5 million have been recognized as deferred rent assets as a result of the Port lease on the consolidated statements of financial position as of June 30, 2017 and 2016, respectively. Total lease expense, associated with the Port lease, amounted to approximately \$1.8 million for both of the years ended June 30, 2017 and 2016. These amounts are net of approximately \$1.2 million for both of the years ended June 30, 2017 and 2016, in recognized rent incentives provided by the Port through the rent credit clause of the lease.

The Exploratorium currently has two subtenants resident to Pier 17. One lease expires on December 31, 2017. The other lease, which was entered into on July 1, 2014, expires on June 30, 2024. Important provisions of this sublease are as follows:

- Prepaid space rental for a period of two years after June 30, 2015. This was considered a restricted cash line item in the amount of \$1,145,817 in fiscal year 2016, as outlined in the consolidated statements of financial position. This was also considered deferred space rental revenue in fiscal year 2016, as outlined in Note 1.
- Approximately \$750,000 in initial direct costs have been included in the deferred rent calculation, the result of which creates an additional deferred rent asset of \$540,000 that has been combined with the deferred rent asset created under the Port lease (as noted above) in the consolidated statements of financial position.

Note 9. Contingencies

The Exploratorium receives funds from and administers various federal and state government-funded programs that are subject to audit by the cognizant governmental agencies. Some of these grants also contain provisions that subject certain assets purchased with governmental funds to be subject to reversion. To date, the Exploratorium has not been required to either refund any grant funding or return any assets purchased with government funding.

Note 10. New Museum Site Construction, Capital Campaign and HTC Arrangement

As detailed in Note 7, the Exploratorium embarked on a multi-year, multipurpose campaign to construct a new and improved museum and educational facility located on Piers 15 and 17 at the San Francisco Historic Port District (Campaign). The majority of the pledges received from the Campaign described above were available for the renovation of Piers 15 and 17. Pier 15 currently houses the Exploratorium's museum space as well as its administrative functions. Pier 17 also currently houses some of the Exploratorium's administrative functions. The most significant cost of the Pier 17 renovations was associated with the renovations necessary to allow Bay Delta to relocate to the north side of Pier 17 from the south side of Pier 15. Internally, the Exploratorium had also earmarked a portion of the Campaign proceeds to fund the planning, design and ultimate construction of the museum. Expenses associated with planning, research and development of the museum space were expensed as incurred.

To supplement the bridge financing obtained during construction, the Exploratorium entered into a HTC Arrangement, whereby tax credits generated from the renovation of Pier 15 were purchased by an investor group. The agreed-upon purchase price was \$1.25 per HTC earned from the project.

Exploratorium

Notes to Consolidated Financial Statements

Note 10. New Museum Site Construction, Capital Campaign and HTC Arrangement (Continued)

The total tax credits earned were approximately \$39 million for a total investor purchase price of approximately \$49 million. To effectuate the HTC Arrangement, the Exploratorium assisted in the creation of various flow-through entities, which have enabled the investor group to take advantage of the tax credits generated, receive a 2 percent annual return on capital, and participate in the depreciation allowed on the improvements for as long as the flow-through entities exist. As described in Note 1, these entities are fully consolidated with the operations of the Exploratorium.

In accordance with the Master Tenant Operating Agreement, the following capital contributions were or are required by the investor member to be paid to the Exploratorium:

- \$10,000—upon close of escrow (received November 3, 2010).
- \$41,078,186—upon completion of all items precedent for Payment 2 (received November 7, 2013).
- \$2,416,952—upon completion of all items precedent for Payment 3 (received November 2013).
- \$687,406—upon completion of all items precedent for Payment 3 as a true-up payment for additional credits earned in excess of the original projections (received January 2014).
- \$4,833,904—payable no earlier than one year from the date of receipt of Part 3 of the Historic Preservation Certificate Application (July 18, 2013) required by the National Park Service.

The for-profit tax structure provides for the following:

- EPLLC—This entity was created to house the qualifying rehabilitation expenditures (QRE) incurred through the rehabilitation of Pier 15. The managing member of EPLLC is Holdings, the wholly owned subsidiary of the Exploratorium. Holdings is also a 60 percent member of EPLLC.
- EMTLLC—This entity was created to house the improvements on Pier 15, which do not qualify as QREs. The managing member of EMTLLC is Holdings, which is also a 0.01 percent member of EPLLC. Bay Area Historic Fund, LLP (Investor) is the 99.99 percent member in EMTLLC.
- Solar—This entity, which is a wholly owned subsidiary of Holdings, was created strictly to qualify for certain federal solar grants for qualifying solar expenditures. During the year ended June 30, 2014, Solar received a grant totaling approximately \$1.8 million.

Concurrent with the various agreements entered into by the above entities, the Investor and Holdings entered into an option agreement, whereby the Investor has the right to a put option to take out its investment in EMTLLC. The option period is from April 18, 2018 through and including October 18, 2018. The price of the put option, if exercised, is based on a formula as stipulated in the Master Tenant Operating Agreement. In the event the investor member does not exercise the put option, Holdings has a call option whereby Holdings would purchase the investor member's position in EMTLLC. As with the put option, the call option price, if exercised, is based on a formula as stipulated in the Master Tenant Operating Agreement.

Due to these options, the Investor's member capital contributions have been reflected as a liability on the Exploratorium's consolidated financial statements. The HTCs are contingent on the Exploratorium and its related entities' ability to maintain compliance with various rules and regulations. Failure to maintain compliance or to correct noncompliance within a specified time period could result in the recapture of previously taken tax credits.

Exploratorium

Notes to Consolidated Financial Statements

Note 10. New Museum Site Construction, Capital Campaign and HTC Arrangement (Continued)

The HTC obligation will be relieved through a payment to the Investor as it is anticipated the Investor will exercise its put option on or shortly after August 2, 2018 (the first available date the put can be exercised). The Investor has a six-month put option period, if it not exercised, the Exploratorium may call the option and remit payment. The difference between the payment to the Investor and the obligation will be recognized as income at the time of settlement. Management's best estimate of the anticipated payments on the put option and the income on the HTC obligation is approximately \$6.6 million and \$37.6 million, respectively, at June 30, 2017.

In addition, such potential noncompliance may require an adjustment to the capital contributed by EMTLLC's Investor member. Pursuant to a Tax Credit Guaranty Agreement, the Exploratorium and Holdings have guaranteed that in the event of an HTC reduction event, the Investor member will be reimbursed the amount of HTCs available to the Investor member and subject to loss or recapture. In addition, upon any HTC reduction event, the payments required shall also include: (i) any interest payments and penalty charges imposed by the IRS on the Investor member with respect to any reduction in HTCs previously claimed by the Investor member, (ii) any reasonable legal and administrative expenses incurred by the Investor member as a result of such HTC reduction event, and (iii) an amount sufficient to pay any tax liability owed by the Investor member resulting from the receipt of the detailed amounts. As of June 30, 2017, no HTC reduction event has occurred.

Note 11. Retirement Plan

The Exploratorium has a defined contribution plan that is a qualified plan under Section 403(b) of the Internal Revenue Code. The plan covers employees who have reached the age of 21, completed one year of service and worked at least 975 hours during any plan year. The plan allows for the Exploratorium, as plan sponsor, to make elective matching contributions to the plan.

During the years ended June 30, 2017 and 2016, the Exploratorium contributed \$991,870 and \$1,034,738 to the plan, respectively.

Note 12. Related-Party Transactions

Contributions from members of the Board of Directors of the Exploratorium or companies or individuals with which the Board of Directors are affiliated were \$41,229,263 and \$18,430,276 as of and for the years ended June 30, 2017 and 2016, respectively. Recorded contribution revenue from members of the Board of Directors of the Exploratorium or companies or individuals with which the Board of Directors are affiliated were \$28,652,106 and \$6,429,958 for the years ended June 30, 2017 and 2016, respectively.

Note 13. Subsequent Events

The Exploratorium evaluated subsequent events through October 13, 2017, the date on which the consolidated financial statements were available to be issued.

As of October 13, 2017, the Exploratorium received a \$25 million payment for contribution receivables, which was immediately placed into the endowment as a permanently restricted net asset. As of June 30, 2017, the contribution receivable associated with this payment was recognized as revenue and reflected as a permanently restricted net asset on the statements of financial position.