



SEGERSTROM CENTER FOR THE ARTS

Financial Statements
For Year Ended June 30, 2014
(with Summarized Comparative Information for the Year Ended June 30, 2013)

(With Independent Auditor's Report Thereon)

TABLE OF CONTENTS**PAGE NO.**

Independent Auditor's Report.....	1 - 2
Statement of Financial Position - June 30, 2014 and 2013 (Summarized)	3 - 4
Statement of Activities - Years Ended June 30, 2014 and 2013 (Summarized)	5 - 6
Statements of Cash Flows - Years Ended June 30, 2014 and 2013 (Summarized)	7
Notes to Financial Statements - June 30, 2014 and 2013	8 - 24



INDEPENDENT AUDITOR'S REPORT

The Board of Directors
Segerstrom Center for the Arts

We have audited the accompanying financial statements of Segerstrom Center for the Arts (the Center), which comprise the statement of financial position as of June 30, 2014, and the related statements of activities, and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

INDEPENDENT AUDITOR'S REPORT
(Continued)

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Center as of June 30, 2014, and the changes in their net assets and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited the Center's financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated November 21, 2013. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2013 is consistent, in all material respects, with the audited financial statements from which it has been derived.



December 1, 2014

Kushner, Smith, Joanou, and Gregson, LLP
8105 Irvine Center Drive, Suite 1000, Irvine, California 92618

SEGERSTROM CENTER FOR THE ARTS

**Statement of Financial Position
June 30, 2014**

(with Summarized Comparative Information as of June 30, 2013)

ASSETS	Unrestricted			Temporarily Restricted	Permanently Restricted	2014 Total	2013 Total
	Operating	Other	Total				
Cash and cash equivalents	\$ 11,523,123	\$ --	\$ 11,523,123	\$ --	\$ 317,796	\$ 11,840,919	\$ 10,435,303
Investments (Note 2)	6,684,986	116,342,935	123,027,921	24,185,301	38,313,268	185,526,490	175,983,817
Accounts receivable	953,096	197,058	1,150,154	--	--	1,150,154	2,089,508
Prepaid expenses	1,478,689	--	1,478,689	--	--	1,478,689	799,414
Contributions receivable, net (Notes 2 and 3)	829,669	--	829,669	3,917,676	--	4,747,345	3,261,323
Beneficial interest in irrevocable deferred gifts (Note 2)	--	--	--	12,942,000	--	12,942,000	8,465,055
Bond issuance cost, net (Note 8)	--	316,679	316,679	--	--	316,679	226,265
Fixed assets (Note 4)	--	235,262,905	235,262,905	--	--	235,262,905	242,894,315
Total assets	\$ 21,469,563	\$ 352,119,577	\$ 373,589,140	\$ 41,044,977	\$ 38,631,064	\$ 453,265,181	\$ 444,155,000

(Statement of financial position continued on the following page)

SEGERSTROM CENTER FOR THE ARTS

**Statement of Financial Position
(Continued)**

June 30, 2014

(with Summarized Comparative Information as of June 30, 2013)

LIABILITIES AND NET ASSETS	Unrestricted			Temporarily Restricted	Permanently Restricted	2014 Total	2013 Total
	Operating	Other	Total				
Accounts payable and accrued liabilities	\$ 2,215,419	\$ 1,097,649	\$ 3,313,068	\$ --	\$ --	\$ 3,313,068	\$ 3,539,525
Current portion of bonds payable (Note 8)	--	1,830,000	1,830,000	--	--	1,830,000	2,685,000
Bonds payable (Note 8)	--	190,600,000	190,600,000	--	--	190,600,000	192,430,000
Unamortized bond premium (Note 8)	--	527,277	527,277	--	--	527,277	782,245
Deferred revenue	13,994,028	--	13,994,028	--	--	13,994,028	10,778,414
Annuity payment liability	--	118,458	118,458	--	--	118,458	118,458
Total liabilities	16,209,447	194,173,384	210,382,831	--	--	210,382,831	210,333,642
Net assets:							
Unrestricted net assets (Note 5)							
Undesignated	1,760,116	153,704,469	155,464,585	--	--	155,464,585	161,090,960
Designated for general reserves	3,500,000	--	3,500,000	--	--	3,500,000	3,500,000
Designated for building repairs	--	4,241,724	4,241,724	--	--	4,241,724	4,496,812
Total unrestricted net assets	5,260,116	157,946,193	163,206,309	--	--	163,206,309	169,087,772
Temporarily restricted net assets	--	--	--	16,859,676	--	16,859,676	11,310,278
Designated temporarily restricted net assets (Notes 5 and 6)	--	--	--	24,185,301	--	24,185,301	17,079,418
Total temporarily restricted net assets	--	--	--	41,044,977	--	41,044,977	28,389,696
Permanently restricted net assets (Note 6)	--	--	--	--	38,631,064	38,631,064	36,343,890
Total net assets	5,260,116	157,946,193	163,206,309	41,044,977	38,631,064	242,882,350	233,821,358
Total liabilities and net assets	\$ 21,469,563	\$ 352,119,577	\$ 373,589,140	\$ 41,044,977	\$ 38,631,064	\$ 453,265,181	\$ 444,155,000

See accompanying notes to financial statements

SEGERSTROM CENTER FOR THE ARTS

**Statement of Activities
Year Ended June 30, 2014**

(with Summarized Comparative Information for the Year Ended June 30, 2013)

	Unrestricted			Temporarily Restricted	Permanently Restricted	2014 Total	2013 Total
	Operating	Other	Total				
Program revenues:							
Center presentations	\$ 22,893,910	\$ --	\$ 22,893,910	\$ --	\$ --	\$ 22,893,910	\$ 24,247,041
Hall rental operations	7,157,189	--	7,157,189	--	--	7,157,189	7,332,220
Education programs	701,260	--	701,260	--	--	701,260	749,075
	30,752,359	--	30,752,359	--	--	30,752,359	32,328,336
Expenses:							
Center presentations	22,838,509	4,802,604	27,641,113	--	--	27,641,113	28,847,814
Hall rental operations	6,498,427	4,314,204	10,812,631	--	--	10,812,631	10,906,304
Education programs	1,662,790	127,888	1,790,678	--	--	1,790,678	1,878,541
Bond issuance cost amortization	210,587	--	210,587	--	--	210,587	222,547
Interest and refinancing expense	3,189,107	--	3,189,107	--	--	3,189,107	3,070,479
Management and general	6,012,828	143,875	6,156,703	--	--	6,156,703	6,012,067
	40,412,248	9,388,571	49,800,819	--	--	49,800,819	50,937,752
Program revenues less expenses	(9,659,889)	(9,388,571)	(19,048,460)	--	--	(19,048,460)	(18,609,416)
Contributions, investment income, and other expenses:							
Contributions and special events	7,901,926	769,896	8,671,822	4,692,753	2,287,174	15,651,749	9,482,905
Net assets released from donor restrictions	1,427,424	39,754	1,467,178	(1,467,178)	--	--	--
Net assets released from timing restrictions	--	2,500,000	2,500,000	(2,500,000)	--	--	--
Endowment and other investment income	2,709,361	1,940,338	4,649,699	9,605,884	--	14,255,583	7,545,007

(Statement of activities continued on the following page)

SEGERSTROM CENTER FOR THE ARTS

**Statement of Activities
(Continued)**

Year Ended June 30, 2014

(with Summarized Comparative Information for the Year Ended June 30, 2013)

	Unrestricted			Temporarily Restricted	Permanently Restricted	2014 Total	2013 Total
	Operating	Other	Total				
Contributions, investment income, and other expenses (continued):							
Change in value of irrevocable deferred gifts	--	--	--	4,476,945	--	4,476,945	(141,686)
Transfers - repair reserve, endowment	1,400,000	(1,400,000)	--	--	--	--	--
Fund-raising and special event expenses	(3,430,069)	(691,633)	(4,121,702)	--	--	(4,121,702)	(3,546,137)
Allowance for uncollectible contributions receivable	--	--	--	(2,153,123)	--	(2,153,123)	(509,700)
	10,008,642	3,158,355	13,166,997	12,655,281	2,287,174	28,109,452	12,830,389
Changes in net assets	348,753	(6,230,216)	(5,881,463)	12,655,281	2,287,174	9,060,992	(5,779,027)
Designated for reserves	--	--	--	--	--	--	(300,000)
Changes in net assets after reserve fund transfers	348,753	(6,230,216)	(5,881,463)	12,655,281	2,287,174	9,060,992	(6,079,027)
Net assets at beginning of year:							
Unrestricted	4,911,363	164,176,409	169,087,772	--	--	169,087,772	177,189,728
Temporarily restricted	--	--	--	28,389,696	--	28,389,696	26,316,767
Permanently restricted	--	--	--	--	36,343,890	36,343,890	36,093,890
Designated reserves	--	--	--	--	--	--	300,000
Net assets at end of year	\$ 5,260,116	\$ 157,946,193	\$ 163,206,309	\$ 41,044,977	\$ 38,631,064	\$ 242,882,350	\$ 233,821,358

See accompanying notes to financial statements

SEGERSTROM CENTER FOR THE ARTS

**Statements of Cash Flows
Year Ended June 30, 2014**

(with Summarized Comparative Information for the Year Ended June 30, 2013)

	2014	2013
Cash flows from operating activities:		
Changes in net assets	\$ 9,060,992	\$ (5,779,027)
Adjustments to reconcile changes in net assets to net cash provided by operating activities:		
Depreciation	9,479,690	9,350,278
Amortization of bond issuance cost	210,587	222,547
Net unrealized (gain) loss on marketable securities	(9,220,090)	1,432,532
Changes in operating assets and liabilities:		
(Increase)/decrease in accounts receivable	939,354	(361,174)
(Increase)/decrease in prepaid expenses	(679,275)	(4,122)
(Increase)/decrease in contributions receivable, net	(1,486,022)	1,231,302
(Increase)/decrease in beneficial interest in irrevocable deferred gifts	(4,476,945)	141,686
(Decrease)/increase in accounts payable and accrued liabilities	(226,457)	512,248
(Decrease)/increase in deferred revenue	3,215,614	1,017,214
Net cash provided by operating activities	<u>6,817,448</u>	<u>7,763,484</u>
Cash flows from investing activities:		
Sales and maturities of investments	25,763,591	42,572,115
Purchases of investments	(26,086,174)	(45,045,441)
Purchases of fixed assets	(1,848,280)	(1,062,325)
Net cash (used in) investing activities	<u>(2,170,863)</u>	<u>(3,535,651)</u>
Cash flows from financing activities:		
Bond issuance costs	(301,001)	--
Bond premium payments	(254,968)	(241,443)
Repayments of long-term debt	(2,685,000)	(2,555,000)
Net cash (used in) financing activities	<u>(3,240,969)</u>	<u>(2,796,443)</u>
Net increase in cash and cash equivalents	1,405,616	1,431,390
Cash and cash equivalents, beginning of year	10,435,303	9,003,913
Cash and cash equivalents, end of year	<u>\$ 11,840,919</u>	<u>\$ 10,435,303</u>
Supplemental disclosure of cash flow information:		
Cash paid during the year for interest	<u>\$ 2,618,530</u>	<u>\$ 2,364,280</u>

See accompanying notes to financial statements

SEGERSTROM CENTER FOR THE ARTS**Notes to Financial Statements
June 30, 2014 and 2013****NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Organization - The Segerstrom Center for the Arts (the Center), which opened in 1986, is a California nonprofit corporation organized for the purpose of developing and operating a major performing arts center in Orange County, California. The Center has various guilds and support groups throughout Orange County organized for fund-raising purposes. The accompanying financial statements include the accounts and activities of these groups.

The Center elected to change its name to Segerstrom Center for the Arts on January 12, 2011 in recognition of contributions from the Segerstrom family. The name change was subsequently formally approved by the State of California on July 27, 2011.

Basis of Presentation - The financial statements of the Center have been prepared on the accrual basis of accounting.

Net assets and revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Center and changes therein are classified and reported as follows:

- *Unrestricted Net Assets* - Net assets that are not subject to donor-imposed stipulations. Amounts reflected in other unrestricted net assets include existing facilities and the Center's board designated endowment.
- *Temporarily Restricted Net Assets* - Net assets that are subject to donor-imposed stipulations that require passage of time or the occurrence of a specific event. The Center's contribution receivables are included in this net asset category until collected and the donor restrictions have been met.
- *Permanently Restricted Net Assets* - Net assets subject to donor-imposed restrictions that require the principal balance to be kept in perpetuity while permitting the Center to use or expend part or all of the income derived from the assets.

The Center records gifts of cash and other assets as temporarily restricted contributions if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from donor restrictions. Contributions with donor-imposed restrictions that are received and spent in the same year have been recorded as temporarily restricted with the corresponding amount reclassified to unrestricted net assets in the accompanying statement of activities.

Endowment monies are identified in the accompanying financial statements as both permanently restricted net assets, which include donor-restricted contributions, and as temporarily restricted net assets, which include unspent investment income on endowments and board-designated additions to endowment.

(Note 1 continued on the following page)

SEGERSTROM CENTER FOR THE ARTS**Notes to Financial Statements
(Continued)
June 30, 2014 and 2013****NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Basis of Presentation (Continued) - The Center's programs have been categorized as follows:

- *Center Presentations* - Performances of dance, Broadway musicals, jazz, classical, and other events presented directly by the Center in its various performance venues.
- *Hall Rental Operations* - The use of the theaters by outside organizations to present their own performances, including Pacific Chorale, Pacific Symphony, and Philharmonic Society of Orange County.
- *Education Programs* - The many arts education activities of the Center include: In-school Arts Teach and Arts Connect Programs, on stage events which bring children to Segerstrom Center for a performing arts experience, Summer at the Center for at-risk students, and participation in other countywide educational activities.

Cash and Cash Equivalents - For purposes of the statement of cash flows, the Center considers highly liquid investments and investments with original maturities of three months or less to be cash and cash equivalents. The Center places its temporary cash investments with high credit quality financial institutions. At times such investments may be in excess of the Federal Deposit Insurance Corporation (FDIC) insurance limit.

Marketable Securities - The Center reports its investments in all debt securities and in equity securities with readily determinable market values at fair value, using quoted market prices. Investment income from permanently restricted investments is reported as temporarily restricted income unless it is appropriated for expenditure, in which case it is recognized as unrestricted income. Unrealized and realized gains or losses have been recorded as return on endowment and other investments in the statement of activities.

Beneficial Interest in Irrevocable Deferred Gifts - Contributions, including unconditional promises to give, are recognized as revenue in the period received. The Center is also a beneficiary in certain trusts. The Center recognizes as revenue the present value of the estimated future benefits to be received upon distribution of irrevocable trusts for which the Center is beneficiary but is not the trustee. The present value discount on those future benefits is computed using the three-year U.S. Treasury note rate as of the balance sheet date (0.9% as of June 30, 2014). Changes in the present value discount amount and overall value of Center's beneficial interest in these trusts are recognized in the statement of activities. When these gifts are revocable in nature, they are not reflected in the financial statements. The Center also recognizes as revenue the cash surrender value of the insurance policies for which the Center is the beneficiary.

(Note 1 continued on the following page)

SEGERSTROM CENTER FOR THE ARTS**Notes to Financial Statements
(Continued)
June 30, 2014 and 2013****NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Fixed Assets - Fixed assets are stated at cost and primarily represent expenditures associated with the construction of the Center. The building, equipment, and furniture are depreciated using the straight-line method over estimated useful lives of 3 to 40 years. Works of art have been capitalized at cost if purchased and their fair value at the date of donation if contributed. Works of art are considered inexhaustible and thus are not depreciated.

Impairment of Long-Lived Assets and Long-Lived Assets to be Disposed of - Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows (undiscounted and without interest) expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceed the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

Contributed Services and Gifts In-Kind - Contributed services are recognized if the services (a) create or enhance long-lived assets or (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. A substantial number of volunteers have donated significant amounts of their time and services in the Center's fund-raising campaigns and other activities. Only those amounts that meet the criteria above are recorded in the accompanying financial statements.

The Center also has received donations of various noncash assets, such as legal fees and merchandise that were used for purposes of operating activities. There were no Gift In-Kind contributions recorded as contributions income and management and general expense in the statement of activities for the years ended June 30, 2014 and 2013, respectively. Additionally, The Center received other noncash donations that would not ordinarily be purchased by The Center.

Deferred Revenue - Box office receipts and theater rental income attributable to future activities are included in cash and cash equivalents or investments and reflected as deferred revenue until earned.

Program Expenses - Program expenses on the statement of activities for the years ended June 30, 2014 and 2013 include Center presentations, hall rental operations, and educational programs totaling \$40,244,422 and \$41,632,659, respectively.

(Note 1 continued on the following page)

SEGERSTROM CENTER FOR THE ARTS**Notes to Financial Statements
(Continued)
June 30, 2014 and 2013****NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Advertising Expenses - The Center pays for the advertising of Broadway shows and other presentations held at the Center in advance of the actual running of the event. These advanced payments are recorded as prepaid expenses on the Center's statement of financial position until the running of the show or presentation ends. At that point, the Center reclassifies the entire amount of prepaid advertising expenses related to that particular show or presentation as program expense in the Center's statement of activities. Total advertising expenses incurred during the fiscal years ended June 30, 2014 and 2013 were \$3,603,623 and \$3,781,777, respectively.

Income Taxes - The Center is exempt from Federal and state income taxes under the provisions of Section 501(c)(3) of the Internal Revenue Code and corresponding provisions of the California Revenue and Taxation Statute. However, the Center is subject to income taxes on any net income that is derived from a trade or business, regularly carried on, and not in furtherance of the purposes for which it was granted exemption. As a matter of course, various taxing authorities, including the IRS, have the authority to regularly audit the Center. There were no tax years open to examination by major tax jurisdictions as of June 30, 2014. Management believes that the Center's tax positions comply with applicable tax law and has adequately provided for these matters.

The Center has adopted the provisions of the Accounting Standards Codification ("ASC") relating to accounting and reporting for uncertainty in income taxes. For the Center, these provisions could be applicable to the incurrence of any unrelated business income attributable to the Center. Because of the Center's general tax-exempt status, uncertain tax positions are not anticipated to have a material impact on the Center's financial statements.

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

Comparative Data - The financial statements include prior-year summarized comparative information in total, but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the Center's financial statements for the year ended June 30, 2013 from which the summarized information was derived.

(Note 1 continued on the following page)

SEGERSTROM CENTER FOR THE ARTS**Notes to Financial Statements
(Continued)
June 30, 2014 and 2013****NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Fair Value Measurements - The carrying value of financial instruments in the financial statements approximates fair value.

On July 1, 2008, the Center adopted the Fair Value Measurements provisions of the ASC, for fair value measurements of financial assets and financial liabilities (Notes 2, 3, and 8), and for fair value measurements of non-financial items that are recognized and disclosed at fair value in the financial statements on a recurring basis. The ASC defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The assets that are recorded at fair value on a recurring basis are investments and beneficial interest in irrevocable deferred gifts. The Center has no financial liabilities or non-financial items that are recorded at fair value on a recurring basis.

The ASC establishes a three-level fair value hierarchy that describes the inputs that are used to measure the fair values of respective assets and liabilities:

- Level 1: fair values are based on quoted prices in active markets for identical assets and liabilities. The Center's Level 1 assets include domestic equity mutual funds, international equity mutual funds, fixed income mutual funds, and alternative equity mutual funds.
- Level 2: fair values are based on observable inputs that include: quoted market prices for similar assets or liabilities; quoted market prices that are not in an active market; or other inputs that are observable in the market and can be corroborated by observable market data for substantially the full term of the asset. The Center does not hold any Level 2 assets.
- Level 3: fair values are calculated by the use of pricing models and/or discounted cash flow methodologies, and may require significant management judgment or estimation. These methodologies may result in a significant portion of the fair value being derived from unobservable data. The Center's Level 3 assets include auction rate securities, beneficial interest in irrevocable deferred gifts and contributions receivable.

(Note 1 continued on the following page)

SEGERSTROM CENTER FOR THE ARTS**Notes to Financial Statements
(Continued)
June 30, 2014 and 2013****NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Fair Value Measurements (Continued) - Fair value estimates are made at a specific point in time, based on available market information and judgments about the financial asset, including estimates of timing, amount of expected future cash flows, and the credit standing of the issuer. In some cases, the fair value estimates cannot be substantiated by comparison to independent markets. In addition, the disclosed fair values may not be realized in the immediate settlement of the financial asset. In addition, the disclosed fair values do not reflect any premium or discount that could result from offering from sale at one time an entire holding of a particular financial asset. Potential taxes and other expenses that would be incurred in an actual sale or settlement are not reflected in amounts disclosed.

Auction Rate Securities (“ARS”) - The auction rate securities held by The Center are municipal bonds with long term maturities whose interest rates are regularly reset through an auction. Currently, due to lack of investor demand and the resultant failed auctions, current market price information for these securities is unavailable. In addition, the trustees holding these securities would not provide fair market values. . During the fiscal year ended June 30, 2014 the Center redeemed their remaining outstanding auction rate securities from the trustee.

Subsequent Events - The Center evaluated subsequent events through December 1, 2014, the date these financial statements were issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

SEGERSTROM CENTER FOR THE ARTS

**Notes to Financial Statements
(Continued)
June 30, 2014 and 2013**

NOTE 2 - ASSETS RECORDED AT FAIR VALUE

Investments as of June 30, 2014 and 2013 consist of domestic equity mutual funds, international equity mutual funds, fixed income mutual funds, alternative equity mutual funds, and auction rate securities.

The following table sets forth by level, within the fair value hierarchy, the Center's assets at fair value as of June 30, 2014 and 2013:

	<i>Assets at Fair Value as of June 30, 2014</i>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments:				
Domestic equity mutual funds	\$ 26,102,699	\$ --	\$ --	\$ 26,102,699
International equity mutual funds	14,149,472	--	--	14,149,472
Fixed income mutual funds	137,190,261	--	--	137,190,261
Alternative equity mutual funds	8,084,058	--	--	8,084,058
	<u>185,526,490</u>	<u>--</u>	<u>--</u>	<u>185,526,490</u>
Contributions receivable	--	--	4,747,345	4,747,345
Irrevocable deferred gifts	--	--	12,942,000	12,942,000
	<u>--</u>	<u>--</u>	<u>17,689,345</u>	<u>17,689,345</u>
Total	<u>\$ 185,526,490</u>	<u>\$ --</u>	<u>\$ 17,689,345</u>	<u>\$ 203,215,835</u>
	<i>Assets at Fair Value as of June 30, 2013</i>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments:				
Domestic equity mutual funds	\$ 22,882,753	\$ --	\$ --	\$ 22,882,753
International equity mutual funds	11,371,260	--	--	11,371,260
Fixed income mutual funds	120,404,628	--	--	120,404,628
Alternative equity mutual funds	7,825,176	--	--	7,825,176
Auction rate securities	--	--	13,500,000	13,500,000
	<u>162,483,817</u>	<u>--</u>	<u>13,500,000</u>	<u>175,983,817</u>
Contributions receivable	--	--	3,261,323	3,261,323
Irrevocable deferred gifts	--	--	8,465,055	8,465,055
	<u>--</u>	<u>--</u>	<u>11,726,378</u>	<u>11,726,378</u>
Total	<u>\$ 162,483,817</u>	<u>\$ --</u>	<u>\$ 25,226,378</u>	<u>\$ 187,710,195</u>

(Note 2 continued on the following page)

SEGERSTROM CENTER FOR THE ARTS

**Notes to Financial Statements
(Continued)
June 30, 2014 and 2013**

NOTE 2 - ASSETS RECORDED AT FAIR VALUE (Continued)

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Center's Level 3 assets for the years ended June 30, 2014 and 2013.

	<i>Auction Rate Securities</i>	
	<u>2014</u>	<u>2013</u>
Balance, beginning of year	\$ 13,500,000	\$ 15,000,000
Realized (loss)	(945,000)	(105,000)
Redemptions	<u>(12,555,000)</u>	<u>(1,395,000)</u>
Balance, end of year	<u>\$ --</u>	<u>\$ 13,500,000</u>

	<i>Beneficial Interest in Irrevocable Deferred Gifts</i>	
	<u>2014</u>	<u>2013</u>
Balance, beginning of year	\$ 8,465,055	\$ 8,606,741
Contributions	5,000,000	--
Payments received	(250,000)	--
Unrealized (loss)	<u>(273,055)</u>	<u>(141,686)</u>
Balance, end of year	<u>\$ 12,942,000</u>	<u>\$ 8,465,055</u>

	<i>Contributions Receivable</i>	
	<u>2014</u>	<u>2013</u>
Balance, beginning of year	\$ 3,261,323	\$ 4,492,625
New pledges	4,772,230	1,173,916
Payments received	(1,053,610)	(1,957,704)
Write-offs	(2,040,750)	(2,069,875)
Change in allowance for uncollectible pledges	(112,372)	1,560,174
Change in present value discount amount	<u>(79,476)</u>	<u>62,187</u>
Balance, end of year	<u>\$ 4,747,345</u>	<u>\$ 3,261,323</u>

(Note 2 continued on the following page)

SEGERSTROM CENTER FOR THE ARTS

**Notes to Financial Statements
(Continued)
June 30, 2014 and 2013**

NOTE 2 - ASSETS RECORDED AT FAIR VALUE (Continued)

Investment income for the years ended June 30, 2014 and 2013 is summarized as follows:

	<u>2014</u>	<u>2013</u>
Interest and dividend income	\$ 3,557,168	\$ 4,432,894
Investment fees	(189,041)	(147,855)
Realized and unrealized gains	<u>10,887,456</u>	<u>3,259,968</u>
	<u>\$ 14,255,583</u>	<u>\$ 7,545,007</u>

NOTE 3 - CONTRIBUTIONS RECEIVABLE

Unconditional promises to give that are expected to be collected within one year are recorded at their estimated net realizable value. The Center has a reserve in its allowance for uncollectible accounts for all past due unconditional promises to give and 10 percent of all unconditional promises to give expected to be collected in the future. Unconditional promises to give that are expected to be collected in future years are also recorded at the present value of the estimated future cash flows. The discounts on those amounts are computed using the three-year U.S. Treasury note rate applicable in the year in which the promise was made. Amortization of the discount is included in contributions revenue, which ranged from 0.4% to 4.9% for the year ended June 30, 2014.

Included in contributions receivable at June 30, 2014 and 2013 are the following unconditional promises to give:

	<u>2014</u>	<u>2013</u>
Amounts due in		
Less than one year	\$ 2,655,296	\$ 3,322,326
One to five years	2,224,400	523,000
More than five years	<u>4,150,000</u>	<u>3,506,500</u>
 Total promises to give	 9,029,696	 7,351,826
Less: allowance for uncollectibles	(3,443,341)	(3,330,969)
Less: unamortized discount	<u>(839,010)</u>	<u>(759,534)</u>
 Net contributions receivable	 <u>\$ 4,747,345</u>	 <u>\$ 3,261,323</u>

SEGERSTROM CENTER FOR THE ARTS

**Notes to Financial Statements
(Continued)
June 30, 2014 and 2013**

NOTE 4 - FIXED ASSETS

Fixed assets at June 30, 2014 and 2013 consist of the following:

	<u>2014</u>	<u>2013</u>
Land	\$ 10,605,607	\$ 10,605,607
Building - theater I and II	289,263,833	288,844,624
Equipment and furniture	43,409,065	41,979,994
Fine arts	1,100,000	1,100,000
Total	<u>344,378,505</u>	<u>342,530,225</u>
Less: accumulated depreciation	<u>(109,115,600)</u>	<u>(99,635,910)</u>
	<u>\$ 235,262,905</u>	<u>\$ 242,894,315</u>

Depreciation expense totaled \$9,479,690 and \$9,350,278 for fiscal years ended June 30, 2014 and 2013, respectively.

NOTE 5 - DESIGNATED NET ASSETS

Through the budgetary process, the Center has designated funds for specific purposes which are presented in the accompanying statement of financial position as unrestricted net assets.

Net assets designated for general reserves have been allocated to provide for extraordinary operational expenses when they occur. Additions to the reserve totaled none and \$300,000 during fiscal years 2014 and 2013, respectively.

Net assets designated for building repairs and replacement have been allocated to provide for long-term maintenance of the facility and replacement of theatrical and other equipment. Additions to the reserve totaled \$1,222,314 and \$1,359,631, including interest earned and unrealized gains on these funds of \$122,315 and \$109,631 during fiscal years 2014 and 2013, respectively. The reserve was reduced by \$1,476,625 and \$961,352 for capital improvements during fiscal years 2014 and 2013, respectively.

Board designated endowment funds have been allocated by the Board to provide for long-term general reserves. This fund increased by \$7,105,883 and \$3,423,862 during the fiscal years 2014 and 2013, respectively.

SEGERSTROM CENTER FOR THE ARTS

**Notes to Financial Statements
(Continued)
June 30, 2014 and 2013**

NOTE 6 - ENDOWMENT

In 2008, the Center adopted the Endowments of Not-for-Profit Organizations: Net Asset Classification of Funds Subject to an Enacted Version of the Uniform Prudent Management of Institutional Funds Act (“UPMIFA”) and Enhanced Disclosures for All Endowment Funds (the “FSP”) provisions of the ASC. A key component of the FSP is a requirement to classify the portion of a donor-restricted endowment fund that is not classified as permanently restricted net assets as temporarily restricted net assets until appropriated for expenditure. Adoption of this standard did not affect the financial position or changes in net assets of the Center.

The FSP provides guidance with respect to the accounting for donor-restricted endowment funds subject to UPMIFA, which the State of California has enacted. In addition, the FSP requires expanded disclosures for all endowment funds. Based on its interpretation of the provisions of UPMIFA and the FSP, the Center has determined that retaining its existing policies regarding net asset classification of its donor-restricted endowment funds is appropriate. The historic dollar value of donor-restricted endowment contributions is reported as permanently restricted net assets.

The Center’s endowment consists of 26 individual funds established for a variety of purposes.

Changes in Endowment Net Assets for the Year Ending June 30, 2014

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, July 1, 2013	\$ --	\$ 17,079,418	\$ 36,343,890	\$ 53,423,308
Contributions	--	--	2,287,174	2,287,174
Investment return:				
Investment income	--	862,662	--	862,662
Investment fees	--	(189,041)	--	(189,041)
Net appreciation (realized and unrealized)	--	8,932,262	--	8,932,262
Appropriation of endowment for operations	2,500,000	(2,500,000)	--	--
Expenditure of appropriated funds	(2,500,000)	--	--	(2,500,000)
Endowment net assets, June 30, 2014	<u>\$ --</u>	<u>\$ 24,185,301</u>	<u>\$ 38,631,064</u>	<u>\$ 62,816,365</u>

(Note 6 continued on the following page)

SEGERSTROM CENTER FOR THE ARTS

**Notes to Financial Statements
(Continued)
June 30, 2014 and 2013**

NOTE 6 - ENDOWMENT (Continued)

Changes in Endowment Net Assets for the Year Ending June 30, 2013

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, July 1, 2012	\$ --	\$ 13,655,556	\$ 36,093,890	\$ 49,749,446
Contributions	--	--	250,000	250,000
Investment return:				
Investment income	--	912,365	--	912,365
Investment fees	--	(147,855)	--	(147,855)
Net appreciation (realized and unrealized)	--	5,009,352	--	5,009,352
Appropriation of endowment for operations	2,350,000	(2,350,000)	--	--
Expenditure of appropriated funds	<u>(2,350,000)</u>	<u>--</u>	<u>--</u>	<u>(2,350,000)</u>
Endowment net assets, June 30, 2013	<u>\$ --</u>	<u>\$ 17,079,418</u>	<u>\$ 36,343,890</u>	<u>\$ 53,423,308</u>

The Center had no reclassifications of net assets from unrestricted to temporarily restricted at July 1, 2009 as a result of the enactment of UPMIFA as all endowment net assets previously released from restriction had been appropriated for expenditure.

Return Objectives and Risk Parameters

The Center has adopted investment and spending policies for endowment assets that provides continued financial stability for the Center and a revenue stream for spending on the Center's mission. Endowment assets include those assets of donor-restricted funds that the organization must hold in perpetuity. Under this policy, as approved by the Board of Directors, the endowment assets are invested in a manner that ensures safety through diversification while obtaining a competitive rate of return with the secondary objective to maintain liquidity. The Center expects its endowment funds over time, to provide an average rate of return of approximately 8% annually.

(Note 6 continued on the following page)

SEGERSTROM CENTER FOR THE ARTS**Notes to Financial Statements
(Continued)
June 30, 2014 and 2013****NOTE 6 - ENDOWMENT (Continued)****Strategies Employed for Achieving Objectives**

To satisfy its long-term rate-of-return, the Center relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yields (interest and dividends). The Center targets a diversified asset allocation that utilizes fixed income and equity-based investments to achieve its long-term objectives within prudent risk constraints.

Spending Policy and How the Investment Objectives Relate to Spending Policy

The Center's investment policy includes an endowment spending rate up to 5 percent of the endowment funds' market value over a rolling twelve-quarter average. This spending rate constitutes the Board's annual appropriation for spending endowment earnings. These spending assumptions are intended to allow for the immediate spending of a portion of the income of the portfolio, provide a target rate of return for the Endowment Fund for the Center, and provide a sustainable spending level that will allow for support of the Center's initiatives in fulfilling its mission, while maintaining the purchasing power of the Endowment Fund's assets. During the year ended June 30, 2014, the endowment draw taken was \$2,500,000 or 5 percent for the year ended June 30, 2014, as reflected in the statement of activities. During the year ended June 30, 2013, the endowment draw taken was \$2,350,000 or 5 percent for the year ended June 30, 2013, as reflected in the statement of activities.

NOTE 7 - LINE OF CREDIT

The Center has an unsecured line of credit of \$2,500,000, which expires June 30, 2015. As of June 30, 2014, no funds had been drawn on the available line. Any future borrowings under the line of credit will bear interest at the bank's reference rate plus 1.5%.

Under the terms of the credit agreement with the bank, the Center is required to maintain minimum levels of unrestricted cash and investments to debt ratio.

SEGERSTROM CENTER FOR THE ARTS**Notes to Financial Statements
(Continued)
June 30, 2014 and 2013****NOTE 8 - BONDS PAYABLE**

On July 8, 2004, the Center caused \$180,000,000 of Auction Rate tax-exempt bonds to be issued by the California Infrastructure and Economic Development Bank (the "I Bank"). The bonds, referenced as 2004 Series A (\$70,000,000), 2004 Series B (\$65,000,000), and 2004 Series C (\$45,000,000), mature on July 1, 2034.

On March 26, 2007, the Center caused \$85,000,000 of Auction Rate tax-exempt bonds to be issued by the I Bank. The bonds, referenced as 2007 Series A (\$45,000,000) and 2007 Series B (\$40,000,000), also mature on July 1, 2034.

The proceeds from the sale of these two bond issues was loaned by the I Bank to the Center at an interest rate equal to the rate borne by the bonds and were used by the Center to finance the cost of construction and equipping of additional performance venues adjacent to its existing performing arts venues as well as the cost of the construction of a pedestrian plaza.

Payment of the bonds was insured by Financial Guarantee Insurance Corporation (FGIC) and, as a result, the bonds carried an AAA rating. The premium for the FGIC insurance, which was paid in advance, was required to be paid by the Center. During 2008, FGIC's rating was downgraded from AAA to junk status and the credit enhancement (the FGIC insurance) was deemed worthless. Accordingly, the Center wrote off the remaining \$8,754,733 of unamortized insurance premiums and issuance costs. As a result of the downgrade, the Center caused the bonds to be refinanced and enhanced with letters of credit from three financial institutions.

As indicated in the previous paragraph, on July 2, 2008, the Center caused the Auction Rate tax-exempt bonds to be refinanced by the I Bank by the issuance of its \$240,000,000 tax-exempt Variable Rate Demand Bonds. These bonds, referenced as 2008 Series A (\$90,000,000), 2008 Series B (\$90,000,000), and 2008 Series C (\$60,000,000), mature on July 1, 2034 and bear interest at Daily and Weekly Interest Rates as determined by the Remarketing Agents for the bonds. The proceeds of these bonds was loaned by the I Bank to the Center at an interest rate equal to the rate borne by the bonds and were used by the Center to pay the first loan from the I Bank in full. The bonds are enhanced by letters of credit from three financial institutions, one bank to each Series. The letters of credit had an expiration date of July 2, 2011, and the bonds are subject to redemption or refinance at that time, unless existing enhancements are required.

(Note 8 continued on the following page)

SEGERSTROM CENTER FOR THE ARTS**Notes to Financial Statements
(Continued)
June 30, 2014 and 2013****NOTE 8 - BONDS PAYABLE (Continued)**

The financial institutions issuing the letters of credit had requested that the Center annually make mandatory payments of a portion of the principal of the loan (with a corresponding redemption of the bonds). Effective December 4, 2009, the Center signed an amendment to the reimbursement agreement which had minimum payment requirements of \$2,000,000 for the periods of July 1, 2010 and July 1, 2011. During the year ended June 30, 2010, the Center made a voluntary payment of a portion of the loan, with a corresponding partial redemption of the bonds, in the amount of \$7,500,000.

In June 2011, since the Center's letters of credit were set to expire on July 2, 2011, the Center refinanced the remaining unamortized balance of its 2008 Series A (\$84,835,000) and 2008 Series B (\$84,835,000) bonds into three bonds, 2008 Series A (\$72,335,000), 2008 Series B (\$72,335,000), and 2008 Series D (\$25,000,000). These bonds mature on July 1, 2034 and bear interest at Daily and Weekly Interest Rates as determined by the Remarketing Agents for the bonds. The 2008 Series A bonds are enhanced by a letter of credit from Bank of America, and the 2008 Series B and D bonds were directly purchased by Wells Fargo Bank and Union Bank, respectively. The letter of credit and direct purchase commitments expire on July 1, 2014, and the bonds are subject to redemption or refinance at that time.

Also in June 2011, the Center refinanced the remaining unamortized balance of its 2008 Series C (\$56,550,000) bond payable. The Center elected to refinance \$28,000,000 of the 2008 Series C bond and paid down \$28,550,000. The \$28,000,000 was refinanced with a five year fixed rate bond 2011 Series A. There is no Letter of Credit associated with the 2011 Series A bond; instead the bond is collateralized by the Center's future gross revenues (donations, investment income, and operating revenues). The 2011 Series A bond was issued with a 5.00% coupon rate with a 4.00% yield, and as a result, the Center received a net present value premium on this fixed rate bond in the amount of \$1,253,593. This premium will be paid to bond holders by the Center as part of the semi-annual interest payments, over the 5 year life of the bond. The 2011 Series A bond matures on July 1, 2016.

In June 2014, since the Center's letters of credit were set to expire on July 1, 2014, the Center refinanced the remaining unamortized balance of its 2008 Series A (\$70,100,000), 2008 Series B (\$70,100,000), and 2008 Series D (\$24,230,000) bonds into three bonds, 2008 Series A (\$70,100,000), 2008 Series B (\$70,100,000), and 2008 Series D (\$24,230,000). These bonds bear interest at Monthly Interest Rates at 70% of the 30-Day LIBOR Rate (0.15% at June 30, 2014) plus a spread of 105 basis points. The 2008 Series A, B and D bonds were directly purchased by US Bank, Wells Fargo and BBVA Compass Bank, respectively. The direct purchase commitments expire on July 1, 2017, and the bonds are subject to redemption or refinance at that time.

(Note 8 continued on the following page)

SEGERSTROM CENTER FOR THE ARTS

**Notes to Financial Statements
(Continued)
June 30, 2014 and 2013**

NOTE 8 - BONDS PAYABLE (Continued)

Under the terms of an agreement with the financial institutions doing the direct purchase, the Center is required to meet minimal levels of liquidity and debt service ratios.

Amortization expense associated with the cost of issuing the above mentioned bonds totaled \$210,587 and \$222,547 for the years ended June 30, 2014 and 2013, respectively.

Interest expense amounted to \$2,358,712 and \$2,336,662 for the years ended June 30, 2014 and 2013, respectively.

The annual aggregate maturities of bonds payable are as follows:

Years ending June 30:	
2015	\$ 1,830,000
2016	2,600,000
2017	30,740,000
2018	2,880,000
2019	3,030,000
Thereafter	<u>151,350,000</u>
	<u>\$ 192,430,000</u>

NOTE 9 - RETIREMENT PLAN

The Center has a defined contribution retirement plan (the Plan), available to substantially all of the nonunion employees of the Center after 1,000 hours of service. Once eligible, the Center may make discretionary and / or match participant contributions in amounts set by the Company. The employee's vested percentage in the Plan for each year of service is as follows:

<u>Years of Service</u>	<u>Vested Percentage</u>
2	20%
3	40%
4	60%
5	80%
6	100%

Costs of the retirement Plan are funded as they are incurred, and employer contributions to the Plan amounted to \$131,674 and \$196,142 during the years ended June 30, 2014 and 2013, respectively.

SEGERSTROM CENTER FOR THE ARTS

**Notes to Financial Statements
(Continued)
June 30, 2014 and 2013**

NOTE 10 - LEASES

The Center has entered into various operating lease agreements for office equipment that provide for monthly rents ranging from \$214 to \$1,796 and expiring between June 2015 and June 2019. Future minimum lease payments under noncancelable operating leases as of June 30, 2014 are as follows:

Years ending June 30:		
2015	\$	53,417
2016		36,483
2017		35,840
2018		29,448
2019		<u>27,169</u>
	\$	<u><u>182,357</u></u>

Rent and equipment lease expense totaled \$60,484 and \$59,103 for the years ended June 30, 2014 and 2013, respectively.

NOTE 11 - LITIGATION

The Center is also involved in other litigation arising in the normal course of its operations. Management, having consulted with its legal counsel, believes these matters will not, either individually or in aggregate, have any material adverse impact on its operating results or financial position.

**NOTE 12 - CONCENTRATIONS OF LABOR SUBJECT TO COLLECTIVE
BARGAINING AGREEMENT**

Certain employees of the Center, stage employees, are subject to a collective bargaining agreement. Employees subject to the agreement approximate 35% of the Center's labor force. Although management has no indication of any work stoppages and believes any would be unlikely, any such labor disruption could cause a severe impact on the Center's operations. Additionally, under the Center's collective bargaining agreement, any work stoppages are prohibited for the term of the contract. The Center's collective bargaining agreement expires June 30, 2017.