## **A NOISE WITHIN**

## **FINANCIAL STATEMENTS**

**JUNE 30, 2018** 

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## DAVID L SMITH

### Certified Public Accountant

#### Independent Auditor's Report

To the Board of Directors A Noise Within Pasadena, California

We have audited the accompanying financial statements of A Noise Within, which comprise the statements of financial position as of June 30, 2018 and 2017 and the related statements of activities, cash flows and functional expenses for the years then ended and the related notes to the financial statements.

#### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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. 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 A Noise Within as of June 30, 2018 and 2017, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

February 1, 2019

## A NOISE WITHIN STATEMENT OF FINANCIAL POSITION

	JUNE 30,		
ASSETS	2018	2017	
CURRENT ASSETS  Cash and cash equivalents (Note 3)  Marketable securities (Note 9)  Accounts Receivable  Unconditional promises to give - net of reserve for uncollectible promises to give of \$3,500  Prepaid expenses and other current assets  Total current assets  NONCURRENT UNCONDITIONAL PROMISES TO GIVE  Unconditional promises to give - noncurrent (Note 4)	\$ 924,607 229,886 118,008 119,737 154,617 1,546,855	\$ 836,947 141,986 17,625 179,463 132,728 1,308,749	
Total noncurrent unconditional promises to give	53,000	99.600	
PROPERTY AND EQUIPMENT, at cost less accumulated depreciation (Note 5) TOTAL ASSETS	11,248,503 \$ 12,848,358	11,330,419 \$ 12,738,768	
LIABILITIES AND NET ASSETS			
CURRENT LIABILITIES Current maturities of long-term obligations (Note 6) Revenues received in advance Accrued expenses and other current liabilities Total current liabilities	\$ 36,675 546,918 284,134 867,727	\$ 14,165 371,932 181,034 567,131	
LONG-TERM OBLIGATIONS, net of current maturities (Note 6)	356,154	345,381	
NET ASSETS Unrestricted Board designated Other unrestricted	335,727 11,132,615	295,000 11,257,514	
Total unrestricted Temporarily restricted (Note 7)	11,468,342 156,135	11,552,514 273,742	
Total net assets	11,624,477_	11,826,256	
TOTAL LIABILITIES AND NET ASSETS	\$ 12,848,358	\$ 12,738,768	

### A NOISE WITHIN STATEMENT OF ACTIVITIES

YEAR ENDED JUNE 30. 2017 2018 Temporarily Temporarily Restricted Total Unrestricted Restricted Unrestricted Total **REVENUES. SUPPORT AND RECLASSIFICATIONS REVENUES** \$ 1,383,978 \$ 1,383,978 **Box Office** \$ 1,445,082 \$ 1,445,082 \$ 176,936 150.795 176,936 150,795 **Education Programs** 79,698 79,698 91,891 91,891 Other 1,701,716 1,626,664 1,626,664 1,701,716 SUPPORT **Donations and grants** 1,329,731 48,435 1.378.166 899,470 64,750 964.220 915 12.765 12,765 915 In Kind Donations 139,800 139,800 336,069 336,069 Special event income 274 274 214 214 Interest and investment income 48,435 1,519,155 1,248,518 64,750 1,313,268 1,470,720 **NET ASSETS RELEASED FROM RESTRICTIONS** 166,042 237,250 (166,042)(237, 250)Restrictions satisfied by payment (117,607)3,220,871 3.112.432 (172,500)2.939.932 3,338,478 **TOTAL REVENUES AND SUPPORT EXPENSES PROGRAM EXPENSES** 1,723,479 1.543.548 1,723,479 1.543,548 Theatre productions 884,858 884,858 821,792 821,792 **Education programs** 2,608,337 2.365.340 2,608,337 2,365,340 **SUPPORTING SERVICES** 163,267 163,267 121,988 121,988 General and administrative expenses 265,495 265,495 277,654 277,654 Fundraising and development costs 428,762 428,762 399,642 399,642 **EXPENSES BEFORE INTEREST, DEPRECIATION** 3,037,099 3,037,099 2,764,982 2,764,982 AND AMORTIZATION INCREASE (DECREASE) IN NET ASSETS BEFORE INTEREST, DEPRECIATION, AMORTIZATION 183,772 347,450 (172,500)174,950 AND OTHER COMPREHENSIVE INCOME 301,379 (117,607)(18,748)(23,350)(23,350)INTEREST EXPENSE (18,748)(387,784)(350,028)(350,028)**DEPRECIATION AND AMORTIZATION** (387,784)20,981 20,981 12,581 12,581 **INCREASE IN MARKET VALUE OF SECURITIES** (13,347)(172,500)(84, 172)(117,607)(201,779)(185,847) **INCREASE (DECREASE) IN NET ASSETS** 11,552,514 273,742 11,826,256 11,565,861 446,242 12,012,103 **NET ASSETS AT BEGINNING OF YEAR** 

\$ 11,468,342

**NET ASSETS AT END OF YEAR** 

\$ 11,624,477

\$ 11,552,514

273,742

\$ 11,826,256

156,135

## A NOISE WITHIN STATEMENT OF CASH FLOWS

	YEAR ENDED JUNE 30,			
		2018		2017
CASH FLOWS FROM OPERATING ACTIVITIES  Change in net assets  Adjustments to reconcile change in net assets to net cash provided by operating activities:	\$	(201,779)	\$	(185,847)
Depreciation and amortization		387,784		350,028
Change in operating assets and liabilities:  Marketable securities		(87.000)		(444 005)
		(87,900)		(141,986)
Accounts receivable		(100,383)		(9,215)
Unconditional promises to give - other		106,326		133,702
Prepaid expenses and other current assets		(21,889)		(40,258)
Revenues received in advance		174,986		36,319
Accrued expenses and other current liabilities		103,100		74,343
Net Cash Provided By Operating Activities		360,245		217,086
CASH FLOWS FROM INVESTING ACTIVITIES Purchase of property and equipment Website improvements		(305,868)		(198,946) (18,750)
Net Cash Used In Investing Activities		(305,868)		(217,696)
CASH FLOWS FROM FINANCING ACTIVITIES  Long-term walkway reimbursement  Payments on long-term debt borrowings		130,910 (97,627)		(113,882)
Net Cash Provided by Financing Activities		33,283		(113,882)
NET CHANGE IN CASH AND CASH EQUIVALENTS		87,660		(114,492)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		836,947		951,439
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$</u>	924,607	<u>\$</u>	836,947
SUPPLEMENTAL DISCLOSURES Cash paid for interest Cash paid for income taxes Noncash investing transactions	\$ \$ \$	18,748 - -	\$ \$ \$	23,350 - -

### A NOISE WITHIN STATEMENT OF FUNCTIONAL EXPENSES

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	2018												2017					
	Program Services						_	Program	Serv	rices					_			
		heatre ductions		ducation rograms		neral and ninistrative		ndraising and velopment	Total		Theatre roductions		ducation rograms		neral and ninistrative		indraising and velopment	Total
FUNCTIONAL EXPENSES																		
Salaries	S	675.293	S	382,277	S	89,213	\$	140,859	\$ 1,287,642	\$	562,888	s	359,039	S	66.836	s	147,835	\$ 1,136,598
Payroll taxes	•	71,920	•	40,767	•	9,145	•	14,973	136,805		55.874	•	34,642	•	6.705	•	14,527	111,748
Employee benefits		113,960		57,481		2,312		3,785	177,538		109,744		56,052		1,882		4,079	171,757
Non-salaried actors and technicians		162,008		79,460					241,468		163,878		80,717					244,595
Professional fees		106,801		28,408		4,822		23,600	163,631		99,759		28,460		4,469		18,335	151,023
Marketing		84,106		26,562		-			110,668		73,794		24,342				•	98,136
Production expenses		116,145		61,915		1,538		4,083	183,681		86,890		47,754		11,023		3,326	148,993
Utilities		45,537		22,769		7,590		-	75,896		41,785		20,893		6,964		•	69,642
Credit card fees		53,389		26,694		-		8,898	88,981		46,753		23,376				7.792	77,921
Printing and postage		72,446		21,783		-		21,701	115,930		62,789		19,112		-		20,749	102,650
Royalties and fees		37,150		20,298		-		-	57,448		60,686		30,208		-		•	90,894
Insurance		48,187		24,094		8,031		-	80,312		42,562		21,281		7,094		-	70,937
Occupancy costs		43,062		21,531		7,177		-	71,770		38,337		19,169		6,390		-	63,896
Teaching artist fees		_		19,435		-		-	19,435		-		14,192		-		-	14,192
Refreshments and concessions		19,044		2,846		-		977	22,867		14,931		1,807		-		390	17,128
Office and administration		38,410		21,286		6,543		5,820	72,059		31,430		17,356		5,554		9,008	63,348
Special events		2,845		•		-		37,635	40,480		24,815		•		-		48,090	72,905
Photography and video		20,821		11,660		-		•	32,481		19,112		9,526		•		1,463	30,101
Transportation		227		8,570		-		-	8,797		1,613		7,837		•		130	9,580
Conferences and seminars		8,833		5,331		2,021		2,675	18,860		4,854		5,118		1,184		1,930	13,086
Bad debts		-		-		23,377		-	23,377		-				2,500			2,500
Miscellaneous		3,295		1,691		1,498		489	6,973		1,054		911		1,387			3,352
Subtotal		1,723,479		884,858	_	163,267		265,495	3,037,099		1,543,548		821,792		121,988		277,654	2,764,982
Interest expense		11,249		5,624		1,875		-	18,748		14,010		7,005		2,335		-	23,350
Depreciation and amortization		232,671		116,335		38,778			387,784		210,017		105,008		35,003			350,028
TOTAL FUNCTIONAL EXPENSES	\$	1,967,399	<u>\$</u>	1,006,817	_\$_	203,920	\$	265,495	\$ 3,443,631	<u>\$</u>	1,767,575	_\$_	933,805	\$	159,326	\$	277,654	\$ 3,138,360

#### 1 HISTORY AND NATURE OF ORGANIZATION

#### **Nature of Organization**

A Noise Within (The Organization) is a California public benefit corporation organized in 1992 which operates a classical theatre company in Pasadena, California. The Organization produces classic theatre as an essential means to enrich our community by embracing universal human experiences, expanding personal awareness and challenging individual perspectives.

#### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### **Basis of Presentation of Financial Statements**

The financial statements of the Organization have been prepared on the accrual basis of accounting in accordance with United States Generally Accepted Accounting Principles (US GAAP). The significant accounting policies followed are described below to enhance the usefulness of the financial statements to the reader.

#### **Use of Estimates**

Generally accepted accounting principles require management to make estimates and assumptions that affect certain report amounts and disclosures. Accordingly, actual results could differ from those estimates.

#### Liquidity

Assets are presented according to their proximity to cash and liabilities are presented according to their nearness of payment or use of cash.

#### Reclassifications

Certain amounts in the prior fiscal year have been reclassified in order to be consistent with the current year presentation.

#### Classification of Net Assets

The Organization reports its information regarding its financial position and activities according to three classes of net assets: unrestricted, temporarily restricted and permanently restricted. Net assets, revenues, gains and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified as follows:

Unrestricted net assets – includes unrestricted funds for general operations and support used in operations after meeting initial grantor or donor restrictions. Restricted funds whose donor-imposed restrictions were released in the same year as receipt of funds have been reported as unrestricted net assets.

#### 2 SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (Continued)

#### Classification of Net Assets (continued)

Temporarily restricted net assets – includes funds subject to donor-imposed stipulations that will be met either by actions of the Organization and/or the passage of time. When donor-imposed restrictions expire due to accomplishing the stipulated purpose or through passage of time, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Permanently restricted net assets – are subject to donor-imposed restrictions that do not expire. Funds are held in perpetuity, while the income is available for general or designated program use.

At June 30, 2018 and 2017, the Organization did not have any permanently restricted net assets.

#### Cash and Cash Equivalents

All highly liquid cash investments with an original maturity of three months or less when purchased are considered to be cash equivalents. As of June 30, 2018 and 2017, and at various times during the fiscal years, the Organization maintained cash balances in excess of federally insured limits. The Organization has not experienced any losses in such accounts and management believes that it is not exposed to any significant credit risk of cash or cash equivalents maintained in financial institutions.

#### Money Market Funds and Marketable Securities

Money market funds and marketable securities are valued using quoted market prices.

#### Property, Equipment and Depreciation

Property and equipment are carried either at cost when purchased or fair market value on the date donated. Depreciation is provided using straight-line methods over the estimated useful lives of the respective assets. When assets are retired, or otherwise disposed of, the cost and the related accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in income for the period. The cost of repairs and maintenance is charged to operations as incurred; significant improvements and betterments are capitalized.

Estimated useful lives are five years for office furniture, equipment, and computers; ten years for production equipment; and forty years for the building.

#### 2 SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (Continued)

#### **Intangible Assets**

The Organization capitalized major modifications to its website as intangible assets. Intangible assets are carried at cost or, if donated, at the fair market value of the date received. Amortization is recognized on the straight-line method over an estimated useful life of five years. Additions and improvements that increase the capacity or lengthen the useful lives of the assets are capitalized. Normal maintenance and updates are expensed as incurred.

#### **Revenue Recognition**

Box office revenues are deferred and recognized as the performances are presented. Revenues for the educational programs are deferred and recognized as the services are provided.

Grants and donations are recognized at net realizable value at the time the right to the donation becomes unconditional.

#### **Donated Property and Services**

The Organization records donated property and equipment at estimated fair market value on the date donated. During the fiscal year ended June 30, 2018 and 2017, the organization received approximately \$915 and \$12,765 in donated goods, respectively.

Services donated by volunteers are recorded as revenues and expenses if the services require specialized skills and would otherwise be purchased by the Organization. No donated services were recorded in the fiscal years ended June 30, 2018 or 2017. During the fiscal years ending June 30, 2018 and 2017, approximately 115 volunteers provided 5,200 and 4,800 total hours, respectively, of services that are essential to the operation of the organization but which are not recognizable under generally accepted accounting principles.

#### **Functional Allocation of Expenses**

The costs of providing program and other activities have been summarized on a functional basis in the statements of activities and functional expenses. Accordingly, certain costs have been allocated among the program and supporting services benefited.

#### 2 SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (Continued)

#### **Income Tax Status**

The Organization has received tax-exempt status from the Internal Revenue Service and California Franchise Tax Board under Section 501(c)(3) of the Internal Revenue Code and under Revenue and Taxation Code Section 23701(d), respectively.

Since the Organization is exempt from federal and state income tax liability, no provision is made for current or deferred income taxes. The Organization uses the same accounting methods for tax and financial reporting. Management has considered its tax positions and believes that all of the positions taken in its federal and state exempt organization returns are more likely than not to be sustained upon examination. The Organization's returns are subject to examination by federal and state taxing authorities, generally for three and four years, respectively, after they are filed.

#### **Fair Value Measurements**

The Organization accounts for marketable securities at fair value under Accounting Standards Codification (ASC) 820, Fair Value Measurement. As defined in ASC 820, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal or most advantageous market for the asset or liability at the measurement date (exit price). ASC 820 establishes a three-level valuation hierarchy for disclosure of fair value measurement based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1: Inputs to the valuation are unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs to the valuation may include quoted prices for similar assets and liabilities in active or inactive markets and inputs other than quoted prices, such as interest rates and yield curves that are observable for the asset or liability for substantially the full term of the financial instrument.

Level 3: Inputs to the valuation are unobservable and significant to the fair value measurement. Level 3 inputs shall be used to measure fair value only to the extent that observable inputs are not available.

### 2 SUMMARY OF SIGNIFICANT ACCOUNT POLICIES (Continued)

#### **Recent Accounting Pronouncements**

In August 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-14 Not-For-Profit Entities (Topic 985) Presentation of Financial Statements of Not-For-Profit Entities. The amendments in this update are designed to improve the current net asset classification requirements and the information presented in financial statements and notes about a Not-For-Profit entity's liquidity, financial performance, and cash flows. The amendments in this update are effective for annual financial statements issued for fiscal years beginning after December 15, 2017. Early application is permitted. Amendments should be applied on a retrospective basis in the year the update is first applied. The Organization is still evaluating the impact the amendments in this ASU will have on its financial statements.

#### 3 CASH, CASH EQUIVALENTS AND CONCENTRATION OF RISK

Cash and cash equivalents includes money market mutual funds of \$300,000 and \$220,000 as of June 30, 2018 and 2017, respectively. Included in cash at June 30, 2018 and 2017 is \$335,727 and \$295,000, respectively, designated by the Board of Directors as a Plant Fund for future major repairs and maintenance.

Funds on deposit at financial institutions in excess of the available federal insurance were \$817,000 and \$742,000 at June 30, 2018 and 2017, respectively.

#### 4 NONCURRENT UNCONDITIONAL PROMISES TO GIVE

Other promises to give due in two to four years after the fiscal year end are present value discounted 5% per year for the years ending June 30, 2018 and 2017.

	 2018	 2017
Unconditional promises to give Discount	\$ 56,000 (3,000)	\$ 108,000 (8,400)
Net unconditional promises to give	\$ 53,000	\$ 99,600

### 5 PROPERTY AND EQUIPMENT

Property and equipment consists of the following at June 30,

		2018	
	Cost	Accumulated Depreciation	Net
Land	\$ 2,013,000	\$ -	\$ 2,013,000
Building	10,308,127	1,675,216	8,632,911
Building improvements	450,257	122,599	327,658
Production equipment	402,872	177,656	225,216
Other	182,757	133,039	49,718
	\$13,357,013	\$ 2,108,510	\$11,248,503
		2017	
		Accumulated	
	Cost	Depreciation	Net
Land	\$ 2,013,000	\$ -	\$ 2,013,000
Building	10,308,127	1,417,545	8,890,582
Building improvements	204,569	43,624	160,945
Production equipment	358,393	135,462	222,931
Other	167,058	124,097	42,961
	\$13,051,147	\$ 1,720,728	\$11,330,419

Depreciation expense for the fiscal years ended June 30, 2018 and 2017 was \$382,784 and \$350,028, respectively.

#### 6 LONG-TERM OBLIGATIONS

The Organization has a loan secured by a first trust deed which is collateralized by the Organization's land, building, furniture, fixtures, and equipment. The loan is payable in monthly installments of principal and interest of \$3,570 (20-year amortization) with an interest rate of 5%, and a balloon payment of all remaining principal and interest due June 1, 2022. The annual prepayment without penalty is limited to 20% of the loan balance on July 1 of each year for the upcoming year. Starting July 1, 2019, the loan has no prepayment penalty. Principal totaling \$96,725 and \$113,882 was paid down for the year ended June 30, 2018 and 2017, respectively. A Noise Within is required to maintain its primary operating bank account with this lender.

In March 2018, the Organization entered into an unsecured reimbursement agreement to pay an entity \$190,000 for a portion of costs relating to construction of a shared pedestrian walkway, in monthly installments of \$1,000 for 190 months. The net present value of this non-interest bearing obligation, discounted at 5%, has been recorded as long-term debt for \$130,008. Additionally, the Organization has granted the entity an allowance of \$10,000, recorded as an operating expense when it is redeemed, towards the cost of admission for performances and other events.

Minimum maturities for upcoming fiscal years are as follows:

	Loan	Valkway eimburse- ment	Total
2019	\$ 31,100	\$ 5,575	\$ 36,675
2020	32,040	5,864	37,904
2021	33,680	6,170	39,850
2022	166,001	6,491	172,492
2023	-	6,828	6,828
thereafter	-	 99,080	99,080
•	\$ 262,821	\$ 130,008	\$ 392,829

Interest expense totaled \$18,748 and \$23,350 for the fiscal years ended June 30, 2018 and 2017, respectively.

#### 7 TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets of \$156,135 and \$273,742 as of June 30, 2018 and 2017, respectively, comprise pledges and received donations with imposed restrictions that have not yet been met.

#### 8 LINE OF CREDIT

The Organization has a line of credit from the bank providing the loan noted above for up to \$200,000 bearing a variable interest rate, an annual \$500 renewal fee, and secured by substantially all of the Organization's assets. As of June 30, 2018 and 2017, no funds had been drawn on the line.

#### 9 RETENTION PAYMENT PLAN

In 2016, the Organization set up a retention payment plan for the benefit of the two Artistic Directors. No benefits will be paid under the plan unless 1 of 3 events occurs: remaining employed until the cliff vesting date, January 1, 2029; separation from service due to death or disability; or involuntary separation from service without cause. Benefits may be forfeited due to involuntary separation from service for cause or voluntary separation from service. Benefits may be paid to the recipient in either a lump sum or over time, between 1 and 20 years. The Organization has accrued \$198,630 and \$131,420 in salary expense towards the plan to date, including contribution of \$67,210 and \$66,210 for the years ended June 30, 2018 and 2017, respectively. The Organization has set aside funds in marketable securities selected by the Artistic Directors in conjunction with the Finance Committee of the Organization with fair market value of \$229,886 and \$141,986 as of June 30, 2018 and 2017, respectively, to be used for the plan. The Organization has recognized unrealized gains of \$20,981 and \$12,581 as of June 30, 2018 and 2017, respectively. Under the plan, the benefits due do not exceed the amount accrued on the books.

#### 10 EVALUATION OF SUBSEQUENT EVENTS

The Organization has evaluated subsequent events through February 1, 2019, the date which the financial statements were available to be issued, and has included in these financial statements any information available at this date that is relevant and material to these financial statements.