

FOX CITIES PERFORMING ARTS CENTER, INC.
FINANCIAL STATEMENTS
YEAR ENDED JUNE 30, 2021



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**FOX CITIES PERFORMING ARTS CENTER, INC.
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YEAR ENDED JUNE 30, 2021**

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Fox Cities Performing Arts Center, Inc.
Appleton, Wisconsin

We have audited the accompanying financial statements of Fox Cities Performing Arts Center, Inc. (the Center) (a nonprofit corporation), which comprise the statement of financial position as of June 30, 2021, and the related statements of activities, functional expenses, 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 the financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' 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 and the standards applicable to financial audits contained in *Governmental 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 auditors' 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 auditors consider internal control relevant to the Center'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 Center'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.

Board of Directors
Fox Cities Performing Arts Center, Inc.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Fox Cities Performing Arts Center, Inc. as of June 30, 2021, and the changes in its net assets and its 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 Fox Cities Performing Arts Center, Inc.'s 2020 financial statements, and our report dated October 13, 2020, expressed an unmodified opinion on those financial statements. In our opinion, the summarized comparative information presented as of and for the year ended June 30, 2020, is consistent in all material respects, with the audited financial statements from which it has been derived.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 19, 2021, on our consideration of Fox Cities Performing Arts Center, Inc.'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 solely 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 the effectiveness of Fox Cities Performing Arts Center, Inc.'s 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 Fox Cities Performing Arts Center, Inc.'s internal control over financial reporting and compliance.



CliftonLarsonAllen LLP

Appleton, Wisconsin
October 19, 2021

FOX CITIES PERFORMING ARTS CENTER, INC.
STATEMENT OF FINANCIAL POSITION
JUNE 30, 2021
WITH COMPARATIVE INFORMATION AS OF JUNE 30, 2020

ASSETS	2021	2020
Cash	\$ 2,123,012	\$ 1,363,489
Accounts Receivable	50,925	312,910
Inventory	51,203	63,099
Prepaid Expenses	35,332	33,857
Contributions and Grants Receivable	2,812,441	2,718,176
Investments	50,294,612	45,211,286
Investments Designated for Deferred Compensation	330,946	303,686
Cash Surrender Value of Life Insurance	341,733	318,567
Property and Equipment, Net	31,578,956	32,946,806
Total Assets	\$ 87,619,160	\$ 83,271,876
LIABILITIES AND NET ASSETS		
LIABILITIES		
Accounts Payable	\$ 43,293	\$ 69,624
Accrued:		
Payroll and Payroll Taxes	67,166	70,385
Interest and Fees	44,717	123,734
Other	124,171	206,547
Advance Collections	915,979	905,102
Deferred Compensation	330,946	303,686
Note Payable	621,995	621,995
Bonds Payable	36,497,490	36,526,253
Total Liabilities	38,645,757	38,827,326
NET ASSETS		
Without Donor Restrictions	45,908,378	40,394,911
With Donor Restrictions	3,065,025	4,049,639
Total Net Assets	48,973,403	44,444,550
Total Liabilities and Net Assets	\$ 87,619,160	\$ 83,271,876

See accompanying Notes to Financial Statements.

FOX CITIES PERFORMING ARTS CENTER, INC.
STATEMENT OF ACTIVITIES
YEAR ENDED JUNE 30, 2021
WITH SUMMARIZED COMPARATIVE INFORMATION FOR YEAR ENDED JUNE 30, 2020

	Without Donor Restrictions	With Donor Restrictions	Totals	
			2021	2020
OPERATING REVENUE				
Gross Event Revenue	\$ 16,104	\$ -	\$ 16,104	\$ 13,200,449
Less: Agent Event Revenue	-	-	-	(11,380,437)
Net Event Revenue	16,104	-	16,104	1,820,012
Fees Earned from Agent Sales	-	-	-	1,396,169
Total Operating Revenue	16,104	-	16,104	3,216,181
OPERATING EXPENSES				
Gross Event Costs	938,824	-	938,824	12,697,914
Less: Agent Event Costs	-	-	-	(9,984,268)
Net Event Costs	938,824	-	938,824	2,713,646
Depreciation	1,535,177	-	1,535,177	1,530,445
Administrative	1,648,346	-	1,648,346	2,186,817
Total Operating Expenses	4,122,347	-	4,122,347	6,430,908
Results from Operations	(4,106,243)	-	(4,106,243)	(3,214,727)
SUPPORT AND OTHER INCOME				
Contributions	1,631,426	525,054	2,156,480	2,095,245
Government Grants	1,485,387	-	1,485,387	-
Investment Income	5,043,709	-	5,043,709	583,521
Gain on Extinguishment of PPP Loan	621,995	-	621,995	-
Net Assets Released from Restriction	1,509,668	(1,509,668)	-	-
Total Support and Other Income	10,292,185	(984,614)	9,307,571	2,678,766
OTHER EXPENSES				
Bond Financing	445,369	-	445,369	881,041
Development	227,106	-	227,106	324,718
Total Other Expenses	672,475	-	672,475	1,205,759
Net Nonoperating Income	9,619,710	(984,614)	8,635,096	1,473,007
CHANGE IN NET ASSETS	5,513,467	(984,614)	4,528,853	(1,741,720)
Net Assets - Beginning of Year	40,394,911	4,049,639	44,444,550	46,186,270
NET ASSETS - END OF YEAR	<u>\$ 45,908,378</u>	<u>\$ 3,065,025</u>	<u>\$ 48,973,403</u>	<u>\$ 44,444,550</u>

See accompanying Notes to Financial Statements.

FOX CITIES PERFORMING ARTS CENTER, INC.
STATEMENT OF FUNCTIONAL EXPENSES
YEAR ENDED JUNE 30, 2021
WITH SUMMARIZED COMPARATIVE INFORMATION FOR YEAR ENDED JUNE 30, 2020

	Program Service	Management and General	Fundraising	Totals	
				2021	2020
Salaries and Wages	\$ 715,582	\$ 560,677	\$ 229,328	\$ 1,505,587	\$ 2,600,225
Employee Benefits	128,213	72,282	30,790	231,285	304,860
Payroll Taxes	63,788	21,483	19,662	104,933	183,848
Professional	48,386	144,815	9,850	203,051	283,721
Advertising	10,142	3,200	6,595	19,937	101,286
Office	183,551	11,762	4,895	200,208	298,275
Occupancy	739,511	12,693	1,120	753,324	1,389,842
Travel	748	487	172	1,407	37,635
Conference and Meetings	7,208	1,244	185	8,637	8,632
Depreciation	1,506,776	26,098	2,303	1,535,177	1,530,445
Production Costs	51,376	-	-	51,376	282,307
Cost of Goods Sold	9,517	-	-	9,517	191,650
Insurance	14,081	10,153	4,341	28,575	102,122
Equipment Maintenance	1,069	-	-	1,069	473
Printing and Publications	1,617	540	8,177	10,334	40,516
Hospitality	631	1,992	-	2,623	30,130
Dues and Subscriptions	2,613	11,184	861	14,658	14,277
Other	-	4,707	108,417	113,124	236,423
Total Functional Expenses	\$ 3,484,809	\$ 883,317	\$ 426,696	\$ 4,794,822	\$ 7,636,667

See accompanying Notes to Financial Statements.

FOX CITIES PERFORMING ARTS CENTER, INC.
STATEMENT OF CASH FLOWS
YEAR ENDED JUNE 30, 2021
WITH COMPARATIVE INFORMATION FOR YEAR ENDED JUNE 30, 2020

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in Net Assets	\$ 4,528,853	\$ (1,741,720)
Adjustments to Reconcile Change in Net Assets to Net Cash Provided by Operating Activities:		
Depreciation	1,535,177	1,530,445
Amortization of Debt Issuance Costs	12,237	10,738
Net Realized and Unrealized Losses (Gains) on Investments	(3,506,115)	1,218,086
Loss (Gain) on Cash Surrender Value of Life Insurance	(2,273)	2,175
Gain on Extinguishment of PPP Loan	(621,995)	-
Change in Present Value Discount on Contributions and Grants Receivable	(17,000)	(18,000)
Decrease (Increase) in:		
Accounts Receivable	261,985	(56,875)
Inventory	11,896	(15,010)
Prepaid Expenses	(1,475)	151,269
Contributions and Grants Receivable	(77,265)	403,231
Increase (Decrease) in:		
Accounts Payable	(26,331)	(4,684)
Accrued Liabilities	(164,612)	(54,915)
Advance Collections	10,877	108,840
Net Cash Provided by Operating Activities	1,943,959	1,533,580
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Property and Equipment	(167,327)	(169,734)
Purchases of Investments	(2,262,211)	(2,088,933)
Purchase of Life Insurance Contract	(20,893)	(21,268)
Proceeds from Sales of Investments	685,000	749,000
Net Cash Used by Investing Activities	(1,765,431)	(1,530,935)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Note Payable	621,995	621,995
Payments on Debt Issuance Costs	(41,000)	(5,807)
Net Cash Provided by Financing Activities	580,995	616,188
NET INCREASE IN CASH	759,523	618,833
Cash - Beginning of Year	1,363,489	744,656
CASH - END OF YEAR	\$ 2,123,012	\$ 1,363,489
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash Paid for Bond Financing Expenses	\$ 512,149	\$ 936,403

See accompanying Notes to Financial Statements.

FOX CITIES PERFORMING ARTS CENTER, INC.
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021

NOTE 1 NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities

Fox Cities Performing Arts Center, Inc. (the Center) is a Wisconsin nonstock, tax-exempt organization formed to own and operate a nonprofit performing arts center in Appleton, Wisconsin. The mission of the Center is to serve as a gathering place for the community to engage in educational opportunities and enhance understanding and enjoyment of life through the creation and presentation of the arts. The Center accomplishes this mission by providing a premier venue for performing arts attractions and a dynamic environment for community arts organizations. The Center's support comes primarily from admissions, contributions and grants. During the year ended June 30, 2021, the Center received a government grant, which totaled 27% of the Center's contributions and grants for the year, and 35% of the Center's contributions and grants receivable as of June 30, 2021.

Basis of Accounting

The financial statements of the Center have been prepared on the accrual basis of accounting and, accordingly, reflect all significant receivables, payables, and other liabilities.

Basis of Presentation

The Center is required to report information regarding its financial position and its activities in the following two classes of net assets:

Net Assets Without Donor Restrictions – Net assets available for use in general operations and not restricted by donor-imposed stipulations.

Net Assets With Donor Restrictions – Net assets that result from contributions whose use by the Center is limited by donor-imposed stipulations that either expire by passage of time or can be fulfilled and removed by actions of the Center pursuant to those stipulations. Other donor-imposed stipulations are perpetual in nature and cannot expire by passage of time nor can be fulfilled and removed by actions of the Center. The Center had no restrictions that were perpetual in nature at June 30, 2021 and 2020.

Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from those estimates.

Accounts Receivable

Accounts receivable are stated at the amount the Center expects to collect from outstanding balances. Based upon the Center's assessment of the credit history with customers having outstanding balances and current relationships with them, it has concluded that realization of losses on balances outstanding at year-end will be immaterial.

FOX CITIES PERFORMING ARTS CENTER, INC.
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021

**NOTE 1 NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)**

Inventory

Inventory is stated at the lower of cost and net realizable value. Cost is determined by the first-in, first-out method. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation.

Contributions and Grants Receivable

Unconditional promises to give are recognized as revenue and as assets in the period the promise is received. Those intended to support the current period are reported as net assets without donor restrictions if they do not contain donor restrictions. Conditional promises to give are recognized only when the conditions on which they depend are substantially met. Intentions to give are not recognized as revenue unless they are legally enforceable.

Investments

The Center carries investments in marketable securities with readily determinable fair values and all investments in debt securities at their fair values in the statement of financial position. Quoted market prices in active markets are used as the basis for measurement. Unrealized gains and losses are included in the change in net assets in the accompanying statement of activities.

Cash surrender Value of Life Insurance

The Center is the owner and beneficiary of several life insurance policies. The insurance policies are recorded at their net cash surrender value, as reported by the issuing insurance company. The change in the value of the cash surrender value is included in investment income in the statement of activities.

Property and Equipment and Depreciation

All acquisitions and improvements of property and equipment in excess of \$5,000 are capitalized while all expenditures for repairs and maintenance that do not materially prolong the useful lives of assets are expensed. Purchased property and equipment is carried at cost. Donated property and equipment is carried at the approximate fair value at the date of donation. Depreciation is computed using the straight-line method over the estimated lives of the assets.

Advance Collections

Ticket sales and fees and facility usage income received in advance for upcoming events are recorded as liabilities and are either retained and recognized as revenue in the period that the event occurs or are transferred to the principal of the event when the Center is the agent in the transaction. If an event is cancelled, the corresponding advance collections would be refunded.

FOX CITIES PERFORMING ARTS CENTER, INC.
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021

**NOTE 1 NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)**

Operating Revenue Recognition

The Center recognizes revenue from ticket sales and fees, facility and other usage fees, agent profit share, advertising, and other income over the time the services are provided, or the events occur. The performance obligation of providing a performing arts event or a venue for a performing arts event is recognized as services are simultaneously received and consumed by the customers. The Center recognizes revenue from concession sales at the time of the sale.

Fees Earned from Agent Sales

The Center holds many events at its facility each year. Tickets sold for live theatrical performances fall into two categories. In the first category, the Center acts as the principal in the transaction. These performances are presented, and their presentation is controlled by the Center. In the second category, the Center acts as the agent for the transaction. With these performances, the Center usually receives a fixed usage fee and in some cases the Center also shares in the potential profit or loss of the event. As an agent, the Center provides the facility and essential support staff, but is not responsible for presenting the event, does not establish the ticket prices, and has limited or no credit risk in relation to the tickets. When the Center acts as the agent, the revenue and related event costs are removed from gross event revenue and gross event costs, respectively. Only the net fees earned by the Center from the event are reported as Fees Earned from Agent Sales in the statement of activities.

Contributions

Unconditional contributions are recognized as revenue when they are promised or received, as applicable, and are available for unrestricted use unless specifically restricted by the donor. Donor-restricted contributions are reported as increases in net assets with donor restrictions. If a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statement of activities as Net Assets Released from Restriction.

Donated services are recognized as contributions if the services (a) create or enhance nonfinancial assets or (b) require specialized skills, are performed by people with those skills and would otherwise be purchased by the Center. Volunteers provided services to the Center throughout the year that have not been recognized as contributions in the financial statements because the recognition criteria were not met. The Center had approximately 30 volunteers that contributed approximately 600 hours during the year ended June 30, 2021, and approximately 400 volunteers that contributed approximately 20,000 hours during the year ended June 30, 2020.

Advertising

The Center uses advertising to promote its programs among the audiences it serves. The costs of advertising are expensed as incurred. During the years ended June 30, 2021 and 2020, advertising costs totaled \$19,937 and \$101,286, respectively.

FOX CITIES PERFORMING ARTS CENTER, INC.
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021

**NOTE 1 NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)**

Presentation of Sales Tax

The Center collects sales tax from certain customers and remits the entire amount to the appropriate governmental entities. The Center's accounting policy is to exclude the tax collected and remitted from revenues and expenses.

Functional Allocation of Expenses

The costs of providing various programs and other activities have been summarized on a functional basis in the statement of functional expenses. This statement reports expenses that are attributed to program and supporting functions. Therefore, expenses require allocation on a reasonable basis that is consistently applied.

Depreciation and occupancy are allocated on the basis of square footage. Personnel costs and insurance are allocated on the basis of time and effort.

Income Tax Status

The Center is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. However, income from certain activities not directly related to the Center's tax-exempt purpose is subject to taxation as unrelated business income. The Center had no unrelated business taxable income for the years ended June 30, 2021 and 2020. In addition, the Center qualifies for the charitable contribution deduction under Section 170(b)(1)(A) and has been classified as an organization other than a private foundation under Section 509(a)(1). The Center is also exempt from Wisconsin income taxes.

Summarized Financial Information

The financial statements include certain prior year summarized information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles 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, 2020, from which the summarized information was derived.

Change in Accounting Principles

During the year ended June 30, 2021, the Center adopted Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) 2016-02, *Leases (Topic 842)*. The core principle of this guidance is that a lessee should recognize the assets and liabilities that arise from leases. The standard requires lessees to reflect most leases on their statement of financial position as lease liabilities with a corresponding right-of-use asset, while leaving the presentation of lease expense in the statement of activities largely unchanged. The change in accounting principle was adopted on a modified retrospective transition method. There was no material impact on the Center's financial position or change in net assets as a result of the adoption of this accounting standard.

FOX CITIES PERFORMING ARTS CENTER, INC.
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021

**NOTE 1 NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)**

Change in Accounting Principles (Continued)

During the year ended June 30, 2021, the Center adopted the FASB ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurements*. The amendments in the ASU are intended to improve the effectiveness of disclosures about fair value measurements required under Accounting Standards Codification (ASC) 820. The ASU removes and modifies certain disclosures related to fair value measurements. The adoption of ASU 2018-13 did not have a material impact on the Center’s financial statements.

Subsequent Events

The Center has evaluated events and transactions for potential recognition or disclosure in the financial statements through October 19, 2021, the date on which the financial statements were available to be issued.

NOTE 2 LIQUIDITY AND AVAILABILITY

As part of the Center’s liquidity management, cash balances are maintained to meet daily operational needs. Continuous fundraising activities ensures an adequate cash balance throughout the year. The board of directors has established two endowment funds to manage amounts invested in mutual funds (see Note 6). As of June 30, 2021 and 2020, the board made available approximately \$225,000 and \$766,000, respectively, of the Center’s investments to support the Center’s current operations. If considered necessary, the board could approve additional distributions from the Center’s investments to meet liquidity needs. The Center intends to spend only the current amount approved in the next year. The remaining balance of the investments has been excluded from the available assets shown below.

As the Center raises and collects contributions, amounts designated for the Center’s endowment funds are used to purchase additional investments. All other contributions are added to the Center’s cash accounts and are available to support the Center’s current operations. Contributions and grants receivable that are expected to be collected in the next fiscal year and will be available to support current operations are included in the available assets shown below.

The Center’s financial assets available within one year of June 30, 2021 and 2020 for general expenditures are as follows:

	<u>2021</u>	<u>2020</u>
Cash	\$ 2,123,012	\$ 1,363,489
Accounts Receivable	50,925	312,910
Contributions and Grants Receivable in Less than One Year for Current Operations	1,680,554	755,914
Investments Approved to Support Current Operations	225,000	766,000
Total	<u>\$ 4,079,491</u>	<u>\$ 3,198,313</u>

FOX CITIES PERFORMING ARTS CENTER, INC.
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021

NOTE 3 CONCENTRATION OF CREDIT RISK

The Center maintains its bank accounts at two financial institutions in the Appleton area. Aggregate deposits are insured by the Federal Deposit Insurance Corporation up to \$250,000 per insured depository institution. The Center's cash deposits exceed these federally insured limits at times during the year. The Center has not experienced any losses on these accounts. Management believes the Center is not exposed to any significant credit risk on cash.

NOTE 4 ACCOUNTS RECEIVABLE

The balances for accounts receivable from contracts with customers consists of the following at June 30:

	<u>2021</u>	<u>2020</u>
Accounts Receivable:		
Agent Profit Share	\$ -	\$ 171,635
Other Usage Fees	50,925	141,275
Total Accounts Receivable	<u>\$ 50,925</u>	<u>\$ 312,910</u>

NOTE 5 CONTRIBUTIONS AND GRANTS RECEIVABLE

Contributions and grants receivable are primarily due from the federal government and various individuals and corporations located in the Fox Valley region. Contributions and grants receivable are as follows at June 30:

	<u>2021</u>	<u>2020</u>
Receivable in Less than One Year	\$ 2,415,376	\$ 1,939,051
Receivable in One to Five Years	373,075	765,725
Receivable in Greater than Five Years	45,990	52,400
Total Unconditional Promises to Give	<u>2,834,441</u>	<u>2,757,176</u>
Less: Discount at a Rate of 2% to 3%	<u>(22,000)</u>	<u>(39,000)</u>
Present Value of Contributions and Grants Receivable	<u>\$ 2,812,441</u>	<u>\$ 2,718,176</u>

The Center considers all of the contributions and grants receivable to be fully collectible; accordingly, no allowance for uncollectible contributions and grants receivable has been established.

At June 30, 2021, the Center also had approximately \$315,500 remaining of a federal grant that is considered conditional. The remaining amount is conditional on the Center incurring eligible expenses and will be included in the financial statements in future years when the conditions are met.

FOX CITIES PERFORMING ARTS CENTER, INC.
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021

NOTE 6 ENDOWMENT FUNDS

The Center has established two board-designated quasi-endowment funds which are not donor-restricted. The endowment funds are classified and reported as net assets without donor restrictions and are included in investments on the statement of financial position. The first fund is named "Fox Cities Performing Arts Center's Keystone Campaign - Operations Fund". Distributions will be made upon the recommendation of the board of directors to support the operations of the Center. The Center's investment objective is to maximize total return consistent with an acceptable level of risk.

Composition of and changes in the Keystone Operations Fund net assets for the years ended June 30, 2021 and 2020 were as follows:

	<u>2021</u>	<u>2020</u>
Beginning of Year	\$ 5,487,178	\$ 6,109,398
Contributions	145,000	70,000
Investment Income, Net of Fees	128,338	184,257
Net Appreciation (Depreciation)	516,205	(127,477)
Amount Appropriated for Expenditure	<u>(400,000)</u>	<u>(749,000)</u>
End of Year	<u>\$ 5,876,721</u>	<u>\$ 5,487,178</u>

The second fund is named "Fox Cities Performing Arts Center's Keystone Campaign - Endowment Fund". Distributions will be made according to the spending policy that will be determined annually by the board of directors to support the operations of the Center. The spending policy is expected to be 5% of the average market value of the fund for the most recent 12 calendar quarters. The Center's investment objective is preservation of principal to allow distribution of income for designated uses.

Composition of and changes in the Keystone Endowment Fund net assets for the years ended June 30, 2021 and 2020 were as follows:

	<u>2021</u>	<u>2020</u>
Beginning of Year	\$ 10,057,925	\$ 9,416,633
Contributions	580,391	212,152
Investment Income, Net of Fees	474,252	516,397
Net Appreciation (Depreciation)	<u>1,866,052</u>	<u>(87,257)</u>
End of Year	<u>\$ 12,978,620</u>	<u>\$ 10,057,925</u>

NOTE 7 INVESTMENTS

Investments consist of the following at June 30:

	<u>2021</u>	<u>2020</u>
Mutual Funds:		
Bond Funds	\$ 32,768,143	\$ 31,359,590
Balanced Stock/Bond Funds	<u>17,526,469</u>	<u>13,851,696</u>
Total	<u>\$ 50,294,612</u>	<u>\$ 45,211,286</u>

FOX CITIES PERFORMING ARTS CENTER, INC.
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021

NOTE 7 INVESTMENTS (CONTINUED)

Investment income for the years ended June 30, 2021 and 2020 consist of the following:

	<u>2021</u>	<u>2020</u>
Net Realized and Unrealized Gains (Losses)	\$ 3,506,115	\$ (1,218,086)
Interest and Dividends	1,862,184	2,115,098
Investment Fees	(326,863)	(311,316)
Gain (Loss) on Cash Surrender Value of Life Insurance	2,273	(2,175)
Total	<u>\$ 5,043,709</u>	<u>\$ 583,521</u>

NOTE 8 PROPERTY AND EQUIPMENT

Property and equipment consist of the following at June 30:

	<u>2021</u>	<u>2020</u>
Land and Land Improvements	\$ 1,436,216	\$ 1,436,216
Building	55,368,516	55,241,763
Operating Equipment	2,575,156	2,534,882
Office Equipment	186,758	186,458
Software	30,266	30,266
Total	<u>59,596,912</u>	<u>59,429,585</u>
Less: Accumulated Depreciation	<u>(28,017,956)</u>	<u>(26,482,779)</u>
Total	<u>\$ 31,578,956</u>	<u>\$ 32,946,806</u>

NOTE 9 ADVANCE COLLECTIONS

The activity and balances for advance collections from contracts with customers for the years ended June 30, 2021 and 2020 were as follows:

	<u>Ticket Sales</u>	<u>Ticket Fees</u>	<u>Facility Usage</u>	<u>Total</u>
Balance at June 30, 2019	\$ 437,385	\$ 331,370	\$ 27,507	\$ 796,262
Revenue Recognized	(33,678)	(331,370)	(27,507)	(392,555)
Payments Made to Principals	(403,707)	-	-	(403,707)
Payments Received for Future Obligations, Net of Refunds	<u>316,693</u>	<u>574,821</u>	<u>13,588</u>	<u>905,102</u>
Balance at June 30, 2020	316,693	574,821	13,588	905,102
Revenue Recognized	-	-	-	-
Payments Made to Principals	-	-	-	-
Payments Received for Future Obligations, Net of Refunds	<u>385</u>	<u>698</u>	<u>9,794</u>	<u>10,877</u>
Balance at June 30, 2021	<u>\$ 317,078</u>	<u>\$ 575,519</u>	<u>\$ 23,382</u>	<u>\$ 915,979</u>

The Center expects to satisfy the remaining obligations as of June 30, 2021 or provide refunds within the next year.

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NOTES TO FINANCIAL STATEMENTS
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NOTE 10 NOTE PAYABLE

On April 6, 2020, the Center received a loan from JPMorgan Chase Bank, N.A. in the amount of \$621,995 to fund payroll, utilities, and interest on existing debt through the Paycheck Protection Program (the PPP Loan). The Center is following Accounting Standards Codification (ASC) 470, *Debt*, to account for the PPP Loan. This loan was used to fund payroll.

On May 25, 2021, the U.S. Small Business Administration (SBA) processed the Center's PPP Loan forgiveness application and notified JPMorgan Chase Bank, N.A. the PPP Loan qualified for full forgiveness. Loan proceeds were received by the bank from the SBA on this date. Therefore, the Center was legally released from the debt and the loan forgiveness has been recorded as Gain on Extinguishment of PPP Loan on the statement of activities during the year ended June 30, 2021.

On April 5, 2021, the Center received a second PPP Loan from JPMorgan Chase, N.A. in the amount of \$621,995. The PPP Loan bears interest at a fixed rate of 0.98% per annum, with the first six months of interest deferred, has a term of two years, and is unsecured and guaranteed by the SBA. Payment of principal and interest is deferred until the date on which the amount of forgiveness is remitted to the lender or, if the Center fails to apply for forgiveness within 10 months after the covered period, then payment of principal and interest shall begin on that date.

The SBA may review funding eligibility and usage of funds for compliance with program requirements based on dollar thresholds and other factors. The amount of liability, if any, for noncompliance cannot be determined with certainty; however, management is of the opinion that any review will not have a material adverse impact on the Center's financial position.

NOTE 11 BONDS PAYABLE

Bonds payable consist of the following at June 30:

	2021	2020
Redevelopment Revenue Bonds Series 2001B, mature in June 2036, due in monthly interest-only payments initially at a variable rate (0.09% at June 30, 2021) with an option to convert to a fixed rate, secured by the mortgaged property of the Center and a letter of credit totaling \$37,056,806	\$ 36,700,000	\$ 36,700,000
Unamortized Bond Issuance Costs	(202,510)	(173,747)
Total Bonds Payable	\$ 36,497,490	\$ 36,526,253

The loan agreement contains various covenants. Management believes that the Center was in compliance with these covenants at June 30, 2021.

FOX CITIES PERFORMING ARTS CENTER, INC.
NOTES TO FINANCIAL STATEMENTS
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NOTE 11 BONDS PAYABLE (CONTINUED)

Bond financing expenses for the years ended June 30, 2021 and 2020 consist of the following:

	<u>2021</u>	<u>2020</u>
Bond Interest Expense	\$ 60,324	\$ 451,364
Letter of Credit Fees	337,629	380,168
Bond Trustee and Other Bond Fees	47,416	49,509
Total	<u>\$ 445,369</u>	<u>\$ 881,041</u>

NOTE 12 NET ASSETS WITHOUT DONOR RESTRICTIONS

Net assets without donor restrictions at June 30, 2021 and 2020 consist of the following:

	<u>2021</u>	<u>2020</u>
Undesignated	\$ 27,053,037	\$ 24,849,808
Board-Designated Keystone Operations Fund (Note 6)	5,876,721	5,487,178
Board-Designated Keystone Endowment Fund (Note 6)	12,978,620	10,057,925
Net Assets Without Donor Restrictions	<u>\$ 45,908,378</u>	<u>\$ 40,394,911</u>

NOTE 13 NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions at June 30, 2021 and 2020 consist of the following:

	<u>2021</u>	<u>2020</u>
Purpose Restrictions:		
Land (See Note 14)	\$ 1,303,748	\$ 1,303,748
Time Restrictions:		
Contributions and Grants Receivable	1,631,221	2,533,176
Contributions Received for Future Periods	130,056	212,715
Net Assets With Donor Restrictions	<u>\$ 3,065,025</u>	<u>\$ 4,049,639</u>

Net assets were released from donor restrictions by occurrence of the passage of time or other events specified by the donors as follows for the years ended June 30:

	<u>2021</u>	<u>2020</u>
Expiration of Time Restrictions:		
Contributions and Grants Receivable	\$ 1,299,526	\$ 975,620
Contributions Received for Future Periods	210,142	209,304
Total Net Assets Released from Restriction	<u>\$ 1,509,668</u>	<u>\$ 1,184,924</u>

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NOTES TO FINANCIAL STATEMENTS
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NOTE 14 DEVELOPMENT AGREEMENT

The land owned by the Center was originally contributed to the Center by the city of Appleton and the Appleton Redevelopment Authority as part of a development agreement. The contributed land contains a restriction that it must be used for a performing arts center until November 2032. If the Center sells the land or any part of the land to a third party for use other than as a performing arts center, the Center must reimburse the city for the then fair market value of the land sold.

NOTE 15 MULTIEMPLOYER DEFINED CONTRIBUTION RETIREMENT PLAN

The Center has a co-employment agreement with QTI Human Resources, Inc. The Center participates in the QTI Human Resources, Inc. 401(k) Profit Sharing Plan, which is a multiemployer, defined contribution retirement plan qualified under Section 401(k) of the Internal Revenue Code. The plan covers substantially all the Center's nonunion employees with at least one year of service and 1,000 hours during the plan year. The plan provides for a matching contribution by the Center equal to 100% of the employee's contribution up to 3% of the employee's compensation. For the years ended June 30, 2021 and 2020, the Center contributed approximately \$39,000 and \$43,000, respectively, to the plan.

NOTE 16 DEFERRED COMPENSATION AND INVESTMENTS DESIGNATED FOR DEFERRED COMPENSATION

The Center has a deferred compensation arrangement with a former key employee whereby a discretionary amount determined by the board of directors was deferred each year. The deferred compensation, plus earnings thereon, became fully payable upon separation of service by the employee. Deferred compensation expense totaled \$-0- for the years ended June 30, 2021 and 2020.

The Center has established various investment funds in which to accumulate assets to fund the future deferred compensation payments. The Center invested amounts equal to the deferred compensation expense on an annual basis. These investment funds are part of the general assets of the Center and the former employee does not have a secured interest in them. However, since it is the Center's intention to use these investments only to fund future deferred compensation payments, they are presented as "Investments designated for deferred compensation" on the statement of financial position. These investments are stated at fair value. Realized and unrealized gains and losses are not separately presented in the statement of activities since such gains and losses accrue to the benefit of the former employee.

FOX CITIES PERFORMING ARTS CENTER, INC.
NOTES TO FINANCIAL STATEMENTS
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NOTE 16 DEFERRED COMPENSATION AND INVESTMENTS DESIGNATED FOR DEFERRED COMPENSATION (CONTINUED)

Investments designated for deferred compensation consist of the following June 30:

	<u>2021</u>	<u>2020</u>
Mutual Funds:		
Annuities	\$ 40,315	\$ 45,158
Real Estate	26,824	29,001
Fixed Income	50,190	56,654
Equities	213,617	172,873
Total	<u>\$ 330,946</u>	<u>\$ 303,686</u>

NOTE 17 FAIR VALUE MEASUREMENTS

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. Accounting standards have established a hierarchy of valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 consists of unadjusted quoted prices in active markets for identical assets, Level 2 consists of inputs observable in the marketplace other than quoted prices in active markets for identical assets, and Level 3 consists of significant inputs unobservable in the marketplace.

The fair value of the investments described in Notes 7 and 16 are based on quoted and computed market prices of the securities at June 30, 2021 and 2020.

The following are the major categories of assets measured at fair value on a recurring basis as of June 30, 2021 and 2020:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>2021</u>				
Mutual Funds:				
Bond Funds:				
Limited Maturity	\$ 1,328,871	\$ -	\$ -	\$ 1,328,871
Opportunity	31,439,272	-	-	31,439,272
Balance Stock/Bond Funds:				
Diverse	4,547,850	-	-	4,547,850
Moderate	12,978,619	-	-	12,978,619
Other Fixed Income	50,190	-	-	50,190
Other Equities	145,588	68,029	-	213,617
Annuities	-	40,315	-	40,315
Real Estate	26,824	-	-	26,824
Total	<u>\$ 50,517,214</u>	<u>\$ 108,344</u>	<u>\$ -</u>	<u>\$ 50,625,558</u>

FOX CITIES PERFORMING ARTS CENTER, INC.
NOTES TO FINANCIAL STATEMENTS
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NOTE 17 FAIR VALUE MEASUREMENTS (CONTINUED)

<u>2020</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Bond Funds:				
Limited Maturity	\$ 1,693,407	\$ -	\$ -	\$ 1,693,407
Opportunity	29,666,183	-	-	29,666,183
Balance Stock/Bond Funds:				
Diverse	3,793,771	-	-	3,793,771
Moderate	10,057,925	-	-	10,057,925
Other Fixed Income	56,654	-	-	56,654
Other Equities	118,351	54,522	-	172,873
Annuities	-	45,158	-	45,158
Real Estate	29,001	-	-	29,001
Total	<u>\$ 45,415,292</u>	<u>\$ 99,680</u>	<u>\$ -</u>	<u>\$ 45,514,972</u>

The Center invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investments securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of financial position.

NOTE 18 OPERATING REVENUE

The Center's revenue disaggregated according to the timing of transfer of goods or services for the years ended June 30, 2021 and 2020 consists of the following:

	<u>2021</u>	<u>2020</u>
Revenue Recognized at a Point in Time:		
Event Revenue:		
Concession Sales	\$ 5,370	\$ 540,299
Revenue Recognized Over Time:		
Event Revenue:		
Ticket Sales	943	381,473
Ticket Fees	2,227	692,402
Advertising	-	114,241
Other	7,564	91,597
Fees Earned from Agent Sales:		
Facility Usage	-	506,163
Other Usage Fees	-	153,918
Agent Profit Share	-	736,088
Total Revenue Recognized Over Time	<u>10,734</u>	<u>2,675,882</u>
Total Operating Revenue	<u>\$ 16,104</u>	<u>\$ 3,216,181</u>

FOX CITIES PERFORMING ARTS CENTER, INC.
NOTES TO FINANCIAL STATEMENTS
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NOTE 19 RELATED PARTY TRANSACTIONS

The Center receives contributions from management, members of its board of directors, and corporations owned by members of its board of directors. During the years ended June 30, 2021 and 2020, these related parties contributed approximately \$121,000 and \$103,000, respectively, to the Center. Discounted contributions receivable from these related parties are approximately \$47,000 and \$58,000 at June 30, 2021 and 2020, respectively.

NOTE 20 COMMITMENT

The Center has a presentation agreement with another entity to act as an agent (see Note 1) in presenting Broadway-type attractions at the Center through June 30, 2024. If the Center terminates this agreement before June 30, 2024, without good cause, the Center would owe this entity \$25,000 for each fiscal year remaining in the term of the agreement. The Center does not plan to terminate this agreement before June 30, 2024.

NOTE 21 MULTIEMPLOYER PENSION PLAN

The Center contributes to one multiemployer union retirement plan under a collective bargaining agreement which provides retirement benefits for certain union-represented employees. The Center's collective bargaining agreement does not require a minimum contribution be made to the plan. The risks of participating in this multiemployer plan are different from a single-employer plan in the following aspects:

- Assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers.
- If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.
- If the Center chooses to stop participating in the multiemployer plan, the Center may be required to pay the plan an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

The Center currently has no intention of withdrawing from the multiemployer pension plan in which it participates.

FOX CITIES PERFORMING ARTS CENTER, INC.
NOTES TO FINANCIAL STATEMENTS
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NOTE 21 MULTIEMPLOYER PENSION PLAN (CONTINUED)

The table below contains a summary of the most recently available plan information relating to the Center's participation in the multiemployer pension plan, including the Center's contributions. The plan year ends are December 31, 2020 and 2019. The Center's contributions are for the plan year. The Center's contributions are not more than 5% of total plan contributions for the plan year.

Fund Name	Employer Identification Number	Pension Protection Act (PPA) Certified Zone Status ¹		FIP/RP Status ²	Contributions		Surcharge Imposed	Expiration Date of Collective Bargaining Agreement
		2020	2019		2020	2019		
I.A.T.S.E (International Alliance of Theatrical Stage Employees) National Pension Fund	13-1849172/001	Green	Green	N/A	\$ 12,024	\$ 64,027	N/A	6/30/2024

¹ The most recent PPA zone status available based on information received from the plan. Plans in the green zone are at least 80% funded.

² Indicates plans for which a funding improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented.

NOTE 22 RISKS AND UNCERTAINTIES

The Coronavirus Disease (COVID-19) has recently affected global markets, supply chains, employees of companies, and our communities. Specific to the Center, COVID-19 has impacted various parts of its operations and financial results, including the closure of the Center beginning in late March 2020 with a planned reopening in September 2021. Management believes the Center is taking appropriate actions to mitigate any negative impact including applying for assistance from federal and state programs as discussed below. The full impact of COVID-19 is unknown and cannot be reasonably estimated as these circumstances are ongoing.

In April 2020 and April 2021, the Center received Payroll Protection Program loans to fund payroll, utilities, and interest on existing debt (see Note 10).

During the year ended June 30, 2021, the Center received awards from the COVID-19 Cultural Organization Grant Program and the COVID-19 Live Music and Entertainment Venue Grant Program from Wisconsin Department of Administration totaling \$500,000. Management believes the Center is in compliance with the programs' conditions and included the revenue in Government Grants on the statement of activities during the year ended June 30, 2021.

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NOTES TO FINANCIAL STATEMENTS
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NOTE 22 RISKS AND UNCERTAINTIES (CONTINUED)

During the year ended June 30, 2021, the Center was awarded a \$1,300,887 Shuttered Venue Operators Grant (SVOG) from the U. S. Small Business Administration. Management believes the Center has incurred \$985,387 of eligible expenses related to this grant as of June 30, 2021 and has included that amount in Government Grants on the statement of activities and in Contributions and Grants Receivable on the statement of financial position. As of June 30, 2021, the Center has not fulfilled grant requirements in the amount of \$315,500 of the SVOG, and this amount will be recognized in future years when the conditions are met (see Note 5).

Subsequent to June 30, 2021, the Center was awarded an additional \$961,441 in SVOG conditioned upon incurring eligible expenses. This additional award will be recognized in future years when the conditions of the grant are met.