

OVERTURE CENTER FOUNDATION, INC.
**CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**
YEARS ENDED JUNE 30, 2022 AND 2021



CPAs | CONSULTANTS | WEALTH ADVISORS

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Overture Center Foundation, Inc.
Madison, Wisconsin

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Overture Center Foundation, Inc. and Overture Development Corporation (collectively referred to as "the Organization"), which comprise the consolidated statement of financial position as of June 30, 2022, and the related consolidated statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Overture Center Foundation, Inc. and Overture Development Corporation as of June 30, 2022, 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.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Organization and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization's ability to continue as a going concern for one year after the date the consolidated financial statements are available to be issued.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Organization's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Other Matter

The 2021 consolidated financial statements were audited by other auditors, whose report dated September 27, 2021, expressed an unmodified opinion on those statements.

Supplementary Information

Our audit was conducted for the purpose of forming opinion on the 2022 consolidated financial statements as a whole. The 2022 consolidating schedules and the accompanying schedule of expenditures of federal awards, as required by Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* are presented for purposes of additional analysis and are not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with GAAS. In our opinion, the consolidating schedules are fairly stated, in all material respects, in relation to the financial statements as a whole. The 2021 consolidating schedules were subjected to the auditing procedures applied in the 2021 audit of the basic consolidated financial statements by other auditors, whose report on such information stated that they were fairly stated in all material respects in relation to the 2021 consolidated financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated November 4, 2022, on our consideration of Overture Center Foundation, 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 result of that testing, and not to provide an opinion on the effectiveness of Overture Center Foundation, 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 Overture Center Foundation, Inc.'s internal control over financial reporting and compliance.



CliftonLarsonAllen LLP

Middleton, Wisconsin
November 4, 2022

OVERTURE CENTER FOUNDATION, INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
JUNE 30, 2022 AND 2021

| ASSETS | 2022 | 2021 |
|--|----------------|----------------|
| CURRENT ASSETS | | |
| Cash and Cash Equivalents | \$ 23,294,863 | \$ 10,867,536 |
| Investments | 2,112,605 | 2,017,612 |
| Accounts Receivable, Net | 611,551 | 486,610 |
| Unconditional Promises to Give, Net | 492,000 | 152,200 |
| Prepaid Expenses | 376,338 | 241,942 |
| Total Current Assets | 26,887,357 | 13,765,900 |
| LONG-TERM ASSETS | | |
| Long-Term Unconditional Promises to Give, Net | 517,100 | 112,600 |
| Beneficial Interest in Assets Held by Madison Community Foundation | 1,574,463 | 1,682,783 |
| Investments Restricted for Endowment | 1,668,608 | 1,539,484 |
| Property and Equipment, Net | 132,594,245 | 134,170,195 |
| Total Long-Term Assets | 136,354,416 | 137,505,062 |
| Total Assets | \$ 163,241,773 | \$ 151,270,962 |
| LIABILITIES AND NET ASSETS | | |
| CURRENT LIABILITIES | | |
| Accounts Payable | \$ 300,169 | \$ 300,773 |
| Accrued Liabilities | 1,274,887 | 697,819 |
| Unearned Revenue | 12,271,760 | 7,537,349 |
| Due to City of Madison, Current Portion | - | 21,412 |
| Notes Payable, Current Portion | 115,143 | 151,458 |
| Total Current Liabilities | 13,961,959 | 8,708,811 |
| LONG-TERM LIABILITIES | | |
| Notes Payable, Net of Current Portion | 407,991 | 523,135 |
| Total Long-Term Liabilities | 407,991 | 523,135 |
| Total Liabilities | 14,369,950 | 9,231,946 |
| NET ASSETS | | |
| Without Donor Restrictions | 144,190,815 | 137,967,381 |
| With Donor Restrictions | 4,681,008 | 4,071,635 |
| Total Net Assets | 148,871,823 | 142,039,016 |
| Total Liabilities and Net Assets | \$ 163,241,773 | \$ 151,270,962 |

See accompanying Notes to Consolidated Financial Statements.

OVERTURE CENTER FOUNDATION, INC.
CONSOLIDATED STATEMENT OF ACTIVITIES
YEAR ENDED JUNE 30, 2022

| | Without Donor Restrictions | With Donor Restrictions | Total |
|--|-------------------------------|----------------------------|----------------|
| OPERATIONS | | | |
| Operating Revenue: | | | |
| Ticket Sales and Fees | \$ 8,281,797 | \$ - | \$ 8,281,797 |
| Facility Rentals and Services | 1,477,101 | - | 1,477,101 |
| Investment Income, Net | 20,207 | - | 20,207 |
| Other Revenue | 637,032 | - | 637,032 |
| Total Operating Revenue | 10,416,137 | - | 10,416,137 |
| OPERATING EXPENSES | | | |
| Production | 6,578,275 | - | 6,578,275 |
| Programming, Performance Operations, and Events | 2,296,115 | - | 2,296,115 |
| Ticketing, Marketing, and Sales | 1,525,068 | - | 1,525,068 |
| Facilities | 2,313,024 | - | 2,313,024 |
| Management and General | 1,840,045 | - | 1,840,045 |
| Total Operating Expenses | 14,552,527 | - | 14,552,527 |
| LOSS FROM OPERATIONS | (4,136,390) | - | (4,136,390) |
| FUNDRAISING | | | |
| Contributions | 1,400,563 | 772,838 | 2,173,401 |
| In-Kind Contributions | 146,485 | - | 146,485 |
| Grants and Sponsorships | 836,943 | 703,502 | 1,540,445 |
| Fundraising Expense | (793,797) | - | (793,797) |
| Net Assets Released from Restrictions | 581,588 | (581,588) | - |
| Total Fundraising | 2,171,782 | 894,752 | 3,066,534 |
| OTHER INCOME (EXPENSE) | | | |
| Change in Value of Beneficial Interest in Assets Held by Madison Community Foundation | - | (59,253) | (59,253) |
| Investment Income, Net | (105,340) | (226,126) | (331,466) |
| City of Madison Support Grant | 1,550,000 | - | 1,550,000 |
| Employee Retention Credits | 464,952 | - | 464,952 |
| SVOG Grant | 10,000,000 | - | 10,000,000 |
| Depreciation Expense | (3,704,683) | - | (3,704,683) |
| Interest Expense | (16,887) | - | (16,887) |
| Total Other Income (Expense) | 8,188,042 | (285,379) | 7,902,663 |
| CHANGE IN NET ASSETS | 6,223,434 | 609,373 | 6,832,807 |
| Net Assets - Beginning of Year | 137,967,381 | 4,071,635 | 142,039,016 |
| NET ASSETS - END OF YEAR | \$ 144,190,815 | \$ 4,681,008 | \$ 148,871,823 |

See accompanying Notes to Consolidated Financial Statements.

OVERTURE CENTER FOUNDATION, INC.
CONSOLIDATED STATEMENT OF ACTIVITIES
YEAR ENDED JUNE 30, 2021

| | Without Donor Restrictions | With Donor Restrictions | Total |
|--|-------------------------------|----------------------------|-----------------------|
| OPERATIONS | | | |
| Operating Revenue: | | | |
| Ticket Sales and Fees | \$ 101,459 | \$ - | \$ 101,459 |
| Facility Rentals and Services | 135,711 | - | 135,711 |
| Investment Income, Net | 22,214 | - | 22,214 |
| Other Revenue | 117,888 | - | 117,888 |
| Total Operating Revenue | <u>377,272</u> | <u>-</u> | <u>377,272</u> |
| OPERATING EXPENSES | | | |
| Production | 287,009 | - | 287,009 |
| Programming, Performance Operations, and Events | 1,042,611 | - | 1,042,611 |
| Ticketing, Marketing, and Sales | 678,080 | - | 678,080 |
| Facilities | 1,188,957 | - | 1,188,957 |
| Management and General | 1,298,072 | - | 1,298,072 |
| Total Operating Expenses | <u>4,494,729</u> | <u>-</u> | <u>4,494,729</u> |
| LOSS FROM OPERATIONS | (4,117,457) | - | (4,117,457) |
| FUNDRAISING | | | |
| Contributions | 3,565,804 | 192,130 | 3,757,934 |
| Grants and Sponsorships | 672,308 | 466,497 | 1,138,805 |
| Fundraising Expense | (497,735) | - | (497,735) |
| Net Assets Released from Restrictions | 886,548 | (886,548) | - |
| Total Fundraising | <u>4,626,925</u> | <u>(227,921)</u> | <u>4,399,004</u> |
| OTHER INCOME (EXPENSE) | | | |
| Change in Value of Beneficial Interest in Assets Held by Madison Community Foundation | - | 346,669 | 346,669 |
| Investment Income, Net | 17,277 | 294,391 | 311,668 |
| City of Madison Support Grant | 1,350,000 | - | 1,350,000 |
| Paycheck Protection Program (PPP) Loan Forgiveness | 1,526,500 | - | 1,526,500 |
| Employee Retention Credits | 644,770 | - | 644,770 |
| Depreciation Expense | (3,724,108) | - | (3,724,108) |
| Interest Expense | (21,338) | - | (21,338) |
| Total Other Income (Expense) | <u>(206,899)</u> | <u>641,060</u> | <u>434,161</u> |
| CHANGE IN NET ASSETS | 302,569 | 413,139 | 715,708 |
| Net Assets - Beginning of Year | <u>137,664,812</u> | <u>3,658,496</u> | <u>141,323,308</u> |
| NET ASSETS - END OF YEAR | <u>\$ 137,967,381</u> | <u>\$ 4,071,635</u> | <u>\$ 142,039,016</u> |

See accompanying Notes to Consolidated Financial Statements.

OVERTURE CENTER FOUNDATION, INC.
CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
YEAR ENDED JUNE 30, 2022

| | Program Services | | | | Supporting Activities | | Total |
|-------------------------------|----------------------------|--|---------------------------------------|----------------------------|----------------------------|--------------------------|-----------------------------|
| | Production | Programming, Performance Operations, and Events | Ticketing, Marketing, and Sales | Facilities | Management and General | Fundraising | |
| Salaries, Wages, and Benefits | \$ 1,440,671 | \$ 1,992,169 | \$ 977,517 | \$ 1,008,911 | \$ 1,277,137 | \$ 590,765 | \$ 7,287,170 |
| Artists and Performance Fees | 4,057,784 | - | - | - | 450 | 5,175 | 4,063,409 |
| Advertising | 598,110 | - | 4,413 | - | - | 116 | 602,639 |
| Purchased Services | 205,432 | 77,620 | 406,471 | 337,109 | 254,575 | 73,940 | 1,355,147 |
| Professional Services | 7,784 | - | 14,855 | - | 171,492 | - | 194,131 |
| Ticketing Fees | - | - | 5,000 | - | - | - | 5,000 |
| Supplies | 81,692 | 85,500 | 36,931 | 191,819 | 30,211 | 69,395 | 495,548 |
| Utilities | 134,221 | 39,477 | 7,895 | 592,152 | 11,843 | 3,948 | 789,536 |
| Information Technology | 40,483 | 84,646 | 69,925 | 77,285 | 66,245 | 29,442 | 368,026 |
| Insurance | 5,287 | 15,862 | 286 | 105,748 | 11,432 | 4,287 | 142,902 |
| Other Expenses | 6,811 | 841 | 1,775 | - | 16,660 | 16,729 | 42,816 |
| Subtotal | <u>6,578,275</u> | <u>2,296,115</u> | <u>1,525,068</u> | <u>2,313,024</u> | <u>1,840,045</u> | <u>793,797</u> | <u>15,346,324</u> |
| Depreciation | 352,310 | 40,196 | 23,645 | 3,279,075 | 7,093 | 2,364 | 3,704,683 |
| Interest Expense | - | - | - | - | 16,887 | - | 16,887 |
| Total Expenses | <u><u>\$ 6,930,585</u></u> | <u><u>\$ 2,336,311</u></u> | <u><u>\$ 1,548,713</u></u> | <u><u>\$ 5,592,099</u></u> | <u><u>\$ 1,864,025</u></u> | <u><u>\$ 796,161</u></u> | <u><u>\$ 19,067,894</u></u> |

See accompanying Notes to Consolidated Financial Statements.

OVERTURE CENTER FOUNDATION, INC.
CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
YEAR ENDED JUNE 30, 2021

| | Program Services | | | | Supporting Activities | | Total |
|-------------------------------|------------------|--|---------------------------------------|--------------|---------------------------|-------------|--------------|
| | Production | Programming, Performance Operations, and Events | Ticketing, Marketing, and Sales | Facilities | Management and General | Fundraising | |
| Salaries, Wages, and Benefits | \$ 63,117 | \$ 896,891 | \$ 536,435 | \$ 432,746 | \$ 848,698 | \$ 410,221 | \$ 3,188,108 |
| Artists and Performance Fees | 59,460 | - | - | - | - | 750 | 60,210 |
| Advertising | 1,660 | - | 3,982 | - | 11,000 | 650 | 17,292 |
| Purchased Services | 12,868 | 32,645 | 53,362 | 140,023 | 310,909 | 3,120 | 552,927 |
| Professional Services | 40 | - | 10,360 | - | 38,978 | 2,800 | 52,178 |
| Ticketing Fees | - | - | 1,000 | - | - | - | 1,000 |
| Supplies | 575 | 9,741 | 11,421 | 89,736 | 5,130 | 30,835 | 147,438 |
| Utilities | 80,295 | 23,616 | 4,723 | 354,243 | 7,085 | 2,362 | 472,324 |
| Information Technology | 41,482 | 79,718 | 56,488 | 66,944 | 51,005 | 25,502 | 321,139 |
| Insurance | 27,512 | - | 299 | 105,265 | 14,952 | 1,495 | 149,523 |
| Other Expenses | - | - | 10 | - | 10,315 | 20,000 | 30,325 |
| Subtotal | 287,009 | 1,042,611 | 678,080 | 1,188,957 | 1,298,072 | 497,735 | 4,992,464 |
| Depreciation | 416,012 | 41,847 | 24,616 | 3,231,786 | 7,385 | 2,462 | 3,724,108 |
| Interest Expense | - | - | - | - | 21,338 | - | 21,338 |
| Total Expenses | \$ 703,021 | \$ 1,084,458 | \$ 702,696 | \$ 4,420,743 | \$ 1,326,795 | \$ 500,197 | \$ 8,737,910 |

See accompanying Notes to Consolidated Financial Statements.

**OVERTURE CENTER FOUNDATION, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30, 2022 AND 2021**

| | 2022 | 2021 |
|---|---------------|---------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Change in Net Assets | \$ 6,832,807 | \$ 715,708 |
| Adjustments to Reconcile Change in Net Assets to Net Cash Provided by Operating Activities: | | |
| Depreciation | 3,704,683 | 3,724,108 |
| Loss on Disposal of Equipment | 6,644 | 2,477 |
| Change in Value of Beneficial Interest in Assets Held by Madison Community Foundation | 59,253 | (346,669) |
| Realized and Unrealized (Gain) Loss on Investments | 379,892 | (312,003) |
| PPP Loan Forgiveness | - | (1,526,500) |
| (Increase) Decrease in Assets: | | |
| Accounts Receivable, Net | (124,941) | (25,632) |
| Unconditional Promises to Give, Net | (744,300) | 355,488 |
| Prepaid Expenses | (134,396) | 86,858 |
| Increase (Decrease) in Liabilities: | | |
| Accounts Payable | (604) | 89,064 |
| Accrued Liabilities | 577,068 | 193,081 |
| Due to City of Madison | (21,412) | (21,416) |
| Unearned Revenue | 4,734,411 | (321,712) |
| Net Cash Provided by Operating Activities | 15,269,105 | 2,612,852 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Purchases of Equipment | (2,135,377) | (357,134) |
| Purchase of Investments | (604,009) | (2,141,250) |
| Transfer of Assets to Madison Community Foundation | (13,338) | (13,500) |
| Distributions Received from Assets Held by Madison Community Foundation | 62,405 | 58,388 |
| Net Cash Used by Investing Activities | (2,690,319) | (2,453,496) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Payments on Notes Payable | (151,459) | (173,245) |
| Net Cash Used by Financing Activities | (151,459) | (173,245) |
| NET CHANGE IN CASH AND CASH EQUIVALENTS | 12,427,327 | (13,889) |
| Cash and Cash Equivalents - Beginning of Year | 10,867,536 | 10,881,425 |
| CASH AND CASH EQUIVALENTS - END OF YEAR | \$ 23,294,863 | \$ 10,867,536 |
| SUPPLEMENTAL CASH FLOW DISCLOSURE | | |
| Cash Paid for Interest | \$ 16,887 | \$ 21,338 |

See accompanying Notes to Consolidated Financial Statements.

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 1 INFORMATION ABOUT THE ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Overture Center Foundation, Inc. (OCF) is a Wisconsin nonstock, tax exempt organization that leases and operates the Overture Center for the Arts (the Center), a performing and visual arts center in Madison, Wisconsin. OCF's mission is to enrich the lives of individuals and the community by creating, encouraging, and catalyzing extraordinary experiences. Among other activities, OCF raises funds to support free and low-cost community and education programs, as well as other programs and initiatives which help to advance the mission. The Center is also home to nine resident companies: Children's Theater of Madison, Forward Theater Company, Kanopy Dance Company, Li Chiao-Ping Dance, Madison Ballet, Madison Opera, Madison Symphony Orchestra, Wisconsin Academy, and Wisconsin Chamber Orchestra (collectively, Residents).

Overture Development Corporation (ODC), a Wisconsin nonstock, tax exempt organization, was established on June 8, 2000, for the sole purpose of constructing the Center. On August 5, 2011, the Block 65 Condominium Association was formed and the Center was split into two condominiums. Unit one was gifted to the Madison Museum of Contemporary Art (MMoCA). Unit two was retained by ODC and leased to OCF. The bylaws of ODC require that three of the five board members be members of OCF's board of directors. This composition of ODC's board gives OCF a majority voting interest in ODC and, thus, requires the consolidation of ODC with OCF.

A summary of the significant accounting policies applied in the preparation of the accompanying consolidated financial statements follows:

Principles of Consolidation

The consolidated financial statements include the accounts of OCF and ODC, (collectively referred to as the "Organization"). ODC is consolidated since OCF has both an economic interest in ODC and control of ODC through a majority voting interest in its governing body. All significant transactions and balances between the organizations have been eliminated for financial statement purposes.

Basis of Presentation

The consolidated financial statements of OCF have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Estimates

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

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 1 INFORMATION ABOUT THE ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and Cash Equivalents

OCF defines cash and cash equivalents as highly liquid, short-term investments with a maturity at the date of acquisition of three months or less, except for those amounts held for investment purposes.

Accounts Receivable

Accounts receivable are stated at the amount OCF expects to collect from outstanding balances. Based upon OCF'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. Accounts are written off when management believes the balance is no longer collectible. Accounts receivable are shown net of an allowance for doubtful accounts of \$2,000 for the years ended June 30, 2022 and 2021.

Promises to Give

Conditional promises to give are not recognized in the financial statements until the conditions are substantially met. Unconditional promises to give that are expected to be collected within one year are recorded at net realizable value. Unconditional promises to give that are expected to be collected in more than one year are recorded at fair value, which is measured as the present value of their future cash flows. The discounts on those amounts are computed using risk-adjusted interest rates applicable to the years in which the promises are expected to be received. Amortization of the discounts is included in contribution revenue. In the absence of donor stipulations to the contrary, promises with payments due in future periods are restricted to use after the due date. Promises that remain uncollected more than one year after their due date are written off unless the donors indicate that payment is merely postponed. Promises to give are shown net of an allowance for doubtful accounts of \$10,000 for the years ended June 30, 2022 and 2021.

Investments

Investments are generally recorded at fair value based upon quoted market prices, when available, or estimates of fair value. The fair value of fixed income and equity mutual funds are based on the daily closing price reported on the active markets on which the investments are traded. Money market funds are valued daily at the net asset value of the shares held at the end of the year. Donated assets are recorded at fair value at the date of donation, or, if sold immediately after receipt, at the amount of sales proceeds received (which are considered a fair measure of the value at the date of donation). Those investments for which fair value is not readily determinable are carried at cost or, if donated, at fair value at the date of donation, or if no value can be estimated, at a nominal value. OCF records the change of ownership of bonds and stocks on the day a trade is made. Investment income or loss and realized and unrealized gains or losses are included in the consolidated statements of activities as increases or decreases in net assets without donor restrictions unless the income or loss is restricted by donor or law.

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 1 INFORMATION ABOUT THE ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments (Continued)

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

Property and Equipment

Property and equipment are stated at cost if purchased or fair value at date of the gift if donated. All acquisitions of property and equipment in excess of \$5,000 and all expenditures for improvements and betterments that materially prolong the useful lives of assets are capitalized. Maintenance, repairs, and minor improvements are expensed as incurred. When assets are retired or otherwise disposed of, their costs and related accumulated depreciation are removed from the accounts and resulting gains or losses are included in the consolidated statements of activities as increases or decreases in net assets without donor restrictions.

Donated property and equipment are recognized as revenue at their estimated fair value at the date of receipt and capitalized and depreciated over their useful lives. Donated property and equipment are recognized as unrestricted support unless the donor stipulates how the donated assets must be used.

Contributions of cash that must be used to acquire property and equipment are reported as with donor restricted contributions. OCF reports expirations of donor restrictions when the donated or acquired assets are placed in service as instructed by the donor. OCF reclassifies net assets with donor restrictions to net assets without donor restrictions at that time.

Property and equipment are depreciated using the straight-line method over their estimated useful lives as follows:

| | |
|------------------------------------|----------------|
| Building | 25 to 55 Years |
| Furniture, Fixtures, and Equipment | 3 to 15 Years |

Impairment of Long-Lived Assets

OCF reviews long-lived assets, including property and equipment, for impairment whenever events or changes in business circumstances indicate that the carrying value of an asset may not be fully recoverable. An impairment loss would be recognized when the estimated future cash flows from the use of the asset are less than the carrying amount of that asset. To date, there have been no such losses.

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 1 INFORMATION ABOUT THE ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Net Assets

OCF reports information regarding its financial position and activities according to the following two classes of net assets that are based upon the existence or absence of restrictions on use that are placed by its donors:

Net Assets Without Donor Restrictions - Net assets that are not restricted by donors. Designations are voluntary, board-approved segregations of net assets without donor restrictions for specific purposes, projects, or investments.

Net Assets With Donor Restrictions – Net assets whose use has been limited by donor-imposed time restrictions or purpose restrictions, including net assets that have been restricted by donors to be maintained by OCF in perpetuity.

When a restriction expires (that is, when a stipulated time restriction ends, or purpose restrictions are accomplished), net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statements of activities as net assets released from restrictions.

Revenue Recognition

Revenues are reported as increases in net assets without donor restrictions unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in net assets without donor restrictions. Expirations of donor restrictions on net assets are reported as reclassifications between the applicable classes of net assets. Donor-restricted contributions whose restrictions are met during the same year are reported in the net assets without donor restrictions classification.

OCF recognizes revenues from both exchange and nonexchange transactions. For nonexchange transactions, which include contributions, grants, and sponsorships, revenue is recognized in the period the contribution, grant, or sponsorship is received if the contribution is deemed to be unconditional. Revenue from conditional promises to give are not recognized until they become unconditional, that is, when the conditions on which they depend are substantially met. Revenue from in-kind contributions includes various donated services such as consulting and donated goods such as gift cards. OCF recognizes in-kind contribution revenue and a corresponding expense in an amount approximating the estimated fair value at the time of donation.

For revenue received from exchange transactions, revenue is recognized when control of the promised goods or services is transferred to the members or customers in an amount that reflects the consideration OCF expects to be entitled to in exchange for those goods or services. Revenues from exchange transactions include revenue from ticket sales and fees, as well as facility rentals and services.

Ticket Sales and Fees

Revenue from ticket sales and fees is recognized in the period in which the related performance obligation is satisfied, which is when the related performance occurs.

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 1 INFORMATION ABOUT THE ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Facility Rentals and Services

Revenue from facility rentals and services is recognized in the period in which the related performance obligation is satisfied, which is when the customers use the facility and related services.

Unearned Revenue

Ticket office receipts and facility rental deposits attributable to future activities are included in cash and cash equivalents and reflected as unearned revenue until the underlying performance obligation is satisfied. Unearned revenue consisted of the following as of June 30:

| | <u>2022</u> | <u>2021</u> | <u>2020</u> |
|------------------|----------------------|---------------------|---------------------|
| Ticket Sales | \$ 12,075,249 | \$ 7,317,805 | \$ 7,665,132 |
| Facility Rentals | 196,511 | 219,544 | 193,929 |
| Total | <u>\$ 12,271,760</u> | <u>\$ 7,537,349</u> | <u>\$ 7,859,061</u> |

Advertising Expenses

Advertising costs are charged to operations when incurred. Advertising expense was \$602,639 and \$17,292 for the years ended June 30, 2022 and 2021, respectively.

Functional Expense Allocations

The consolidated financial statements report certain categories of expenses that are attributable to more than one program or supporting function. Therefore, these expenses require allocation on a reasonable basis that is consistently applied. Salaries, wages, and benefits are allocated based on estimates of time and effort. Information technology expenses are allocated by the percentage of FTEs per department. Depreciation expense is allocated based on the estimated usage of equipment by department, with the exception of depreciation of the property and building, which is entirely allocated to facilities. Insurance expense is allocated based on estimated coverage of equipment and personnel by department, with the exception of property insurance covering the building, which is entirely allocated to facilities. Utilities expense is allocated based on the estimated usage by department.

Tax Exempt Status

OCF and ODC are tax exempt organizations under Section 501(c)(3) of the U.S. Internal Revenue Code and corresponding provisions of Wisconsin law, and accordingly, are not subject to federal or state income taxes. However, income from certain activities not directly related to the tax exempt purpose of OCF or ODC may be subject to taxation as unrelated business income. OCF has net operating loss carry-forwards for both federal and state purposes resulting from certain unrelated business activities. If not used, the federal and state carry-forwards will begin to expire in 2028 and 2023, respectively. Any deferred tax asset resulting from the carry-forwards has been fully allowed for due to uncertainty of any benefit being realized.

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 1 INFORMATION ABOUT THE ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Tax Exempt Status (Continued)

OCF and ODC must recognize the tax benefit associated with the tax positions taken for tax return purposes when it is more likely than not the position will be sustained. OCF and ODC do not believe there are any material uncertain tax positions, and, accordingly, they did not recognize any liability for unrecognized tax benefits. For the years ended June 30, 2022 and 2021, there were no interest or penalties recorded or included in the consolidated financial statements.

Sales Tax

Sales tax is recorded on the net method. All applicable taxes are recorded as a liability when incurred.

Concentrations of Credit Risk

OCF's financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents. OCF places its cash and cash equivalents with high credit quality financial institutions. At times, such investments may be in excess of the Federal Deposit Insurance Corporation insured limit. OCF has not experienced any losses related to these accounts.

Financial Instruments

OCF follows the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 820 *Fair Value Measurement and Disclosure*, which defines fair value, establishes a framework for measuring fair value, and expands the disclosures about fair value measurements. The fair values of cash and cash equivalents, receivables, promises to give, prepaid expenses, payables, accrued liabilities, unearned revenue, and notes payable approximate the carrying value due to the immediate or short-term maturity of these financial instruments. OCF has no financial instruments for which the carrying value differs materially from fair value.

Accounting Pronouncements Issued but Not Yet Adopted

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. This update, along with ASU 2018-10, *Codification Improvements to Topic 842: Leases*, ASU 2018-11, *Leases (Topic 842): Targeted Improvements* and ASU 2018-20, *Leases (Topic 842): Narrow-Scope Improvements for Lessors*, establishes a comprehensive leasing standard. These updates require the recognition of lease assets and lease liabilities on the statement of financial position and disclosure of key information about leasing arrangements for lessees and lessors. The new standard applies a right-of-use (ROU) model that requires, for leases with a lease term of more than 12 months, an asset representing its right to use the underlying asset for the lease term and a liability to make lease payments to be recorded. The guidance also expands the required quantitative and qualitative lease disclosures as well as provides entities with an additional (and optional) transition method to adopt the new standard. The ASU is effective for OCF's fiscal years beginning after December 15, 2021, with early adoption permitted. Management is currently evaluating the impact of these ASUs on their financial statements.

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 1 INFORMATION ABOUT THE ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Reclassifications

Certain reclassifications of amounts previously report have been made to the accompanying consolidated financial statements to maintain consistency between periods presented.

Subsequent Events

Management has evaluated subsequent events through November 4, 2022, the date the consolidated financial statements were available to be issued.

NOTE 2 FAIR VALUE MEASUREMENTS

ASC Topic 820, *Fair Value Measurements and Disclosures* defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between participants on the measurement date. When determining fair value, OCF considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.

The framework for measuring fair value provides a fair value hierarchy that requires OCF to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization in the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The hierarchy establishes three levels of inputs that may be used to measure fair value:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs that are supported by little or no market activity and are significant to the fair value of the assets or liabilities.

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 2 FAIR VALUE MEASUREMENTS (CONTINUED)

Fair values of assets measured on a recurring basis at June 30 are as follows:

| <u>June 30, 2022</u> | <u>Total</u> | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> |
|--|---------------------|---------------------|-------------------|---------------------|
| Investments Without Donor Restriction: | | | | |
| Money Market Fund | \$ 32,007 | \$ - | \$ 32,007 | \$ - |
| Mutual Funds: | | | | |
| Fixed Income | <u>2,080,598</u> | <u>2,080,598</u> | <u>-</u> | <u>-</u> |
| Subtotal | <u>2,112,605</u> | <u>2,080,598</u> | <u>32,007</u> | <u>-</u> |
| Investments Restricted for Endowment: | | | | |
| Money Market Fund | 161,028 | - | 161,028 | - |
| Mutual Funds: | | | | |
| Fixed Income | 575,760 | 575,760 | - | - |
| Equity | <u>931,820</u> | <u>931,820</u> | <u>-</u> | <u>-</u> |
| Subtotal | <u>1,668,608</u> | <u>1,507,580</u> | <u>161,028</u> | <u>-</u> |
| Beneficial Interest in Assets Held by Madison Community Foundation | | | | |
| | <u>1,574,463</u> | <u>-</u> | <u>-</u> | <u>1,574,463</u> |
| Total | <u>\$ 5,355,676</u> | <u>\$ 3,588,178</u> | <u>\$ 193,035</u> | <u>\$ 1,574,463</u> |
| | | | | |
| <u>June 30, 2021</u> | <u>Total</u> | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> |
| Investments Without Donor Restriction: | | | | |
| Money Market Fund | \$ 28,060 | \$ - | \$ 28,060 | \$ - |
| Mutual Funds: | | | | |
| Fixed Income | <u>1,989,552</u> | <u>1,989,552</u> | <u>-</u> | <u>-</u> |
| Subtotal | <u>2,017,612</u> | <u>1,989,552</u> | <u>28,060</u> | <u>-</u> |
| Investments Restricted for Endowment: | | | | |
| Money Market Fund | 163,813 | - | 163,813 | - |
| Mutual Funds: | | | | |
| Fixed Income | 436,341 | 436,341 | - | - |
| Equity | <u>939,330</u> | <u>939,330</u> | <u>-</u> | <u>-</u> |
| Subtotal | <u>1,539,484</u> | <u>1,375,671</u> | <u>163,813</u> | <u>-</u> |
| Beneficial Interest in Assets Held by Madison Community Foundation | | | | |
| | <u>1,682,783</u> | <u>-</u> | <u>-</u> | <u>1,682,783</u> |
| Total | <u>\$ 5,239,879</u> | <u>\$ 3,365,223</u> | <u>\$ 191,873</u> | <u>\$ 1,682,783</u> |

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 2 FAIR VALUE MEASUREMENTS (CONTINUED)

OCF's beneficial interest in assets held by Madison Community Foundation (MCF) represents an agreement between OCF and MCF in which OCF transfers assets to MCF in exchange for future distributions. The beneficial interest is not actively traded, and significant other observable inputs are not available. Thus, the fair value of the beneficial interest is measured at the proportional share of the underlying assets as reported to OCF by MCF. Little information about those assets is released publicly. The estimated value does not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined.

OCF's valuation methodologies used to measure the fair value of investments are described in Note 1. There have been no changes in methodologies used at June 30, 2022 and 2021. The methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair value. Furthermore, although OCF believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table presents additional information about assets measured at fair value on a recurring basis using significant unobservable inputs at June 30:

| | <u>2022</u> | <u>2021</u> |
|---|---------------------|---------------------|
| Beginning Balance | \$ 1,682,783 | \$ 1,381,002 |
| Contributions to Madison Community Foundation | 13,338 | 13,500 |
| Distributions Received from Assets Held by Madison Community Foundation | (62,405) | (58,388) |
| Change in Value of Beneficial Interest Included in Change in Net Assets | <u>(59,253)</u> | <u>346,669</u> |
| Ending Balance | <u>\$ 1,574,463</u> | <u>\$ 1,682,783</u> |

NOTE 3 UNCONDITIONAL PROMISES TO GIVE

Unconditional promises to give are as follows at June 30:

| | <u>2022</u> | <u>2021</u> |
|--------------------------------------|---------------------|-------------------|
| Receivable in Less than One Year | \$ 492,000 | \$ 152,200 |
| Receivable in One to Five Years | 547,500 | 125,000 |
| Less: Discounts to Net Present Value | (20,400) | (2,400) |
| Less: Allowance for Promises to Give | <u>(10,000)</u> | <u>(10,000)</u> |
| Unconditional Promises to Give, Net | <u>\$ 1,009,100</u> | <u>\$ 264,800</u> |

The rates used to discount the unconditional promises to give at June 30, 2022 and 2021, ranged between 1.2% and 4.0%.

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 4 ENDOWMENT

Endowment assets consisted of the following at June 30:

| | <u>2022</u> | <u>2021</u> |
|---|---------------------|---------------------|
| Cash Restricted for Endowment | \$ 20,000 | \$ 1,500 |
| Pledges Receivable Restricted for Endowment | 320,000 | 40,000 |
| Investments Held at Trust Point | 1,668,608 | 1,539,484 |
| Beneficial Interest in Assets Held by Madison Community Foundation | <u>1,574,463</u> | <u>1,682,783</u> |
| Total Endowment Assets | <u>\$ 3,583,071</u> | <u>\$ 3,263,767</u> |

The Overture Center Endowment Fund (Fund) is a component fund of the Madison Community Foundation, a tax exempt community foundation located in Madison, Wisconsin. OCF is the designated beneficiary of the Fund. The Fund was originally established in 1977 by the Common Council of the city of Madison to provide support for the operations of the Madison Civic Center. In 1985, a permanent endowment of \$830,000 was established. Since 2013, a donor has contributed \$127,250 to OCF's permanent endowment fund with the MCF. The Fund agreement provides for the distribution of net income of the Fund each year. The current policy is to distribute 4.25% of the Fund's average market value over the last 20 quarters. However, no distributions from the Fund will reduce the minimum balance of the Fund below the \$957,250 permanent endowment requirement. The Fund is charged management and trust fees by MCF each quarter.

In 2005, the Center was built, replacing the Madison Civic Center. On January 1, 2012, when OCF took over the operations of Overture Center for the Arts from the Madison Cultural Arts District (MCAD), it became the beneficiary of the Fund and thus recorded the asset value of the Fund on its consolidated financial statements.

Interpretation of Relevant Law - The OCF governing board has interpreted the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as requiring the preservation of fair value of the original gift as of the date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, OCF classifies as net assets with permanent donor restrictions (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that does not have permanent donor restrictions is classified as net assets with donor restrictions until those amounts are appropriated for expenditure by OCF in a manner consistent with the standard of prudence described by UPMIFA.

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 4 ENDOWMENT (CONTINUED)

In accordance with UPMIFA, OCF considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

1. The duration and preservation of the fund
2. The purposes of OCF and the donor-restricted endowment fund
3. General economic conditions
4. The possible effect of inflation and deflation
5. The expected total return from income and the appreciation of investments
6. Other resources of OCF
7. The investment policies of OCF

Endowment net asset composition by type of fund consisted of the following:

| <u>June 30, 2022</u> | <u>Without Donor Restriction</u> | <u>With Donor Restrictions</u> | <u>Total</u> |
|----------------------------------|--------------------------------------|------------------------------------|---------------------|
| Donor-Restricted Endowment Funds | <u>\$ -</u> | <u>\$ 3,583,071</u> | <u>\$ 3,583,071</u> |
| | | | |
| <u>June 30, 2021</u> | <u>Without Donor Restriction</u> | <u>With Donor Restrictions</u> | <u>Total</u> |
| Donor-Restricted Endowment Funds | <u>\$ -</u> | <u>\$ 3,263,767</u> | <u>\$ 3,263,767</u> |

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 4 ENDOWMENT (CONTINUED)

Changes in endowment net assets for the years ended June 30 were as follows:

| | Without Donor Restriction | With Donor Restrictions | Total |
|---|------------------------------|----------------------------|---------------------|
| Endowment Net Assets - June 30, 2020 | \$ - | \$ 2,566,095 | \$ 2,566,095 |
| Contributions | - | 115,000 | 115,000 |
| Investment Gain Net of Fees and Expenses | - | 641,060 | 641,060 |
| Distribution of Endowment Investments for Operations | - | (58,388) | (58,388) |
| Endowment Net Assets - June 30, 2021 | - | 3,263,767 | 3,263,767 |
| Contributions | - | 667,088 | 667,088 |
| Investment Loss Net of Fees and Expenses | - | (285,379) | (285,379) |
| Distribution of Endowment Investments for Operations | - | (62,405) | (62,405) |
| Endowment Net Assets - June 30, 2022 | <u>\$ -</u> | <u>\$ 3,583,071</u> | <u>\$ 3,583,071</u> |

Funds with Deficiencies - From time to time, the fair value of assets associated with individual donor-restricted endowment funds could fall below the level that the donor or UPMIFA requires the OCF to retain as a fund of perpetual duration. In accordance with U.S. GAAP, deficiencies of this nature are reported in net assets with donor restrictions. OCF does not have any such deficiencies within its endowment fund as of June 30, 2022 and 2021.

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 4 ENDOWMENT (CONTINUED)

Spending Policy Summary - The MCF's spending policy guidelines follow methods for the distribution of earnings from donor-restricted endowment funds that seek to preserve the Fund's purchasing power. In addition, in the context of investing the majority of the assets in equities, OCF's goal is to manage the Fund in a manner that will seek to produce a predictable and stable stream of funds for charitable purposes. It includes a strategy for long-term investment and a procedure for calculating the amount to be distributed. The amount to be distributed from the Fund is 4.25% of the Fund's average market value over the last 20 quarters. Administrative fees are based on a percentage of the Fund's market value.

Investment Strategy - The MCF's investment strategy incorporates a diversified asset allocation approach and maintains, within defined limits, exposure to the world equity, fixed income, commodities, real estate, and private equity markets. This strategy provides the MCF with a long-term asset mix that is most likely to meet the MCF's long-term goals with the appropriate level of risk.

NOTE 5 PROPERTY AND EQUIPMENT

Property and equipment consist of the following at June 30:

| | <u>2022</u> | <u>2021</u> |
|------------------------------------|-----------------------|-----------------------|
| Land | \$ 5,848,499 | \$ 5,848,499 |
| Building | 155,125,703 | 155,125,703 |
| Furniture, Fixtures, and Equipment | 7,167,678 | 6,213,507 |
| Construction in Progress | 1,626,135 | 595,575 |
| Total Property and Equipment | <u>169,768,015</u> | <u>167,783,284</u> |
| Less: Accumulated Depreciation | <u>(37,173,770)</u> | <u>(33,613,089)</u> |
| Property and Equipment, Net | <u>\$ 132,594,245</u> | <u>\$ 134,170,195</u> |

Depreciation expense, including amortization of leased assets, was \$3,704,683 and \$3,724,108 for the years ended June 30, 2022 and 2021, respectively.

NOTE 6 RETIREMENT PLAN

OCF offers a defined contribution retirement plan that covers substantially all full-time employees of OCF. New employees become eligible on the first day of the month after they begin employment. OCF makes a matching contribution of up to 3.5% on all eligible wages. During the years ended June 30, 2022 and 2021, the OCF contributed \$148,750 and \$79,485 and to the plan, respectively.

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 7 STRUCTURAL AGREEMENT WITH CITY OF MADISON

On December 31, 2010, OCF entered into a long-term structural agreement with the city of Madison regarding the operation of the Center. By the terms of the agreement, the operations of the Center transferred from MCAD to OCF on January 1, 2012. The city of Madison agreed to provide OCF with an annual grant of \$2,000,000 per year subject to approval by the Common Council. The city of Madison further agreed to adjust the grant amount annually by the change in the consumer price index methodology in the State's Expenditure Restraint Program (ERP). This annual grant was to help fund operations, capital expenditures, and to support free and low-cost community programming. For fiscal years ended June 30, 2022 and 2021, OCF received grants in the amount of \$1,550,000 and \$1,350,000, respectively. The cumulative difference between grants OCF has received from the city of Madison since entering into the structural agreement and the grants that were to be received per the terms of the agreement is \$5,172,000, including ERP. Per annual performance terms within the agreement, OCF also agreed to use its best efforts to accumulate a capital reserve fund of \$5,000,000 by June 30, 2017. In fiscal year 2012-13, the OCF board of directors designated \$700,000 and in fiscal year 2015-16 designated another \$800,000 of net assets in a "Board Designated Reserve" that could be used to meet the intent of the structural agreement. In fiscal year 2016-17, the board designated an additional \$670,000 for a total of \$2,170,000.

As part of the structural agreement, OCF agreed to repay the city of Madison for a share of certain postemployment liabilities related to MCAD employees as of December 31, 2011. OCF agreed to repay these liabilities over a 10-year period in equal installments (the first installment was due December 30, 2012).

The components of these remaining liabilities include the following:

- a. **Unfunded Prior Pension Liability:** The city of Madison had borrowed funds to fund an unfunded liability to the Wisconsin Retirement System for all city of Madison employees. OCF agreed to repay the city of Madison for 50% of the liability of \$177,193 at December 31, 2011. The balance due to the city of Madison as of June 30, 2022 and 2021, was \$-0- and \$17,718, respectively.
- b. **Accrued Vacation and Comp Time:** MCAD employees were entitled to a payout of accrued vacation and comp time upon leaving city of Madison employment. In the case of payouts to city employees subsequently hired by OCF, OCF agreed to repay the city of Madison 50% of payouts of \$36,963 at December 31, 2011. The balance due to the city of Madison as of June 30, 2022 and 2021, was \$-0- and \$3,694, respectively.

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 8 BUILDING OPERATING LEASE - ODC

The lease between ODC and OCF for Unit 2 of the Block 65 Condominium Association, dated January 1, 2012, is a “net lease” in which OCF does not pay ODC rent for the leased premises. OCF is responsible for all repairs, maintenance, improvements, and alterations required to the leased premises during the term of the lease. It is also responsible for all costs and expenses necessary to operate the leased property. OCF also agrees to pay or reimburse ODC for all costs, fees, and expenses ODC incurred for accounting, audit fees, reporting, legal fees, and any and all other costs, fees, or expenses associated with, related to, or arising in connection with the leased premises. As such, the lease between ODC and OCF does not meet the criteria for a capital lease and is being accounted for as an operating lease which expires December 31, 2041.

NOTE 9 NOTES PAYABLE

| <u>Description</u> | <u>2022</u> | <u>2021</u> |
|---|-------------------|-------------------|
| Note payable secured by a collateral pledge on a deposit account with the bank for certain theater equipment. The note has a fixed interest rate of 2.75%, is due in equal monthly payments of \$9,560, and matures in March 2027. | \$ 509,790 | \$ 608,793 |
| Note payable secured by a collateral pledge on a deposit account with the bank for an interior upgrade of the administrative office. The note has a fixed interest rate of 2.75%, is due in equal monthly payments of \$4,469, and matures in September 2022. | <u>13,344</u> | <u>65,800</u> |
| Total | 523,134 | 674,593 |
| Less: Current Maturities | <u>(115,143)</u> | <u>(151,458)</u> |
| Total Notes Payable, Net of Current Portion | <u>\$ 407,991</u> | <u>\$ 523,135</u> |

Future principal payments on the notes payable are as follows at June 30:

| <u>Year Ending June 30,</u> | <u>Amount</u> |
|-----------------------------|-------------------|
| 2023 | \$ 115,143 |
| 2024 | 104,648 |
| 2025 | 107,627 |
| 2026 | 110,668 |
| 2027 | 85,048 |
| Total | <u>\$ 523,134</u> |

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 10 COMMITMENTS AND CONTINGENCIES

OCF is required to enter into an annual performance contract with the city of Madison in conjunction with its operating grant. OCF must meet certain financial and performance benchmarks to continue to be eligible for the grant given by the city of Madison.

From time to time, OCF is party to various pending claims and legal proceedings. Although the outcome of such matters cannot be forecasted with certainty, it is the opinion of management that the likelihood is remote that any such claims or proceedings will have a material adverse effect on OCF's financial position or results of operations. Currently, no pending claims or legal proceedings exist.

NOTE 11 NET ASSETS

Net assets consisted of the following at June 30:

| | <u>2022</u> | <u>2021</u> |
|---|---------------------------|---------------------------|
| Without Donor Restrictions: | | |
| General Operating | \$ 14,980,360 | \$ 5,525,140 |
| Board Designated Reserve (Note 7) | <u>2,170,000</u> | <u>2,170,000</u> |
| Total Without Donor Restrictions - | | |
| Overture Center Foundation | 17,150,360 | 7,695,140 |
| Overture Development Corporation Net Assets | <u>127,040,455</u> | <u>130,272,241</u> |
| Total Without Donor Restrictions | <u>144,190,815</u> | <u>137,967,381</u> |
| With Donor Restrictions: | | |
| Program Support | 418,337 | 640,568 |
| Time Restricted Gifts | 679,600 | 167,300 |
| Endowment Funds - Other Restricted | 1,073,483 | 1,141,267 |
| Endowment Funds - Held in Perpetuity | <u>2,509,588</u> | <u>2,122,500</u> |
| Total With Donor Restrictions - | | |
| Overture Center Foundation | <u>4,681,008</u> | <u>4,071,635</u> |
| Total Net Assets | <u>\$ 148,871,823</u> | <u>\$ 142,039,016</u> |

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 12 LIQUIDITY AND AVAILABILITY OF FINANCIAL ASSETS

OCF's financial assets available within one year of the consolidated statement of financial position date for general expenditures are as follows at June 30:

| | <u>2022</u> | <u>2021</u> |
|--|----------------------|----------------------|
| Cash and Cash Equivalents | \$ 23,294,863 | \$ 10,867,536 |
| Investments | 2,112,605 | 2,017,612 |
| Accounts Receivable, Net | 611,551 | 486,610 |
| Unconditional Promises to Give, Due Within One Year | <u>492,000</u> | <u>152,200</u> |
| Total Financial Assets Available Within One Year | 26,511,019 | 13,523,958 |
| Less: Amounts With Donor Restrictions | <u>(418,337)</u> | <u>(640,568)</u> |
| Total Financial Assets Available to Management for General Expenditures Within One Year | <u>\$ 26,092,682</u> | <u>\$ 12,883,390</u> |

None of the financial assets are subject to donor or other contractual restrictions, except for \$418,337, that make them unavailable for general expenditure within one year of the consolidated statement of financial position date. The unconditional promises to give are subject to implied time restrictions but are expected to be collected within one year.

As part of OCF's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. In addition, as part of its liquidity management, OCF invests cash in excess of daily requirements in interest bearing, fully-insured, savings accounts.

OCF's endowment funds consist of donor-restricted endowments as described in Note 4. Income from donor-restricted endowments is restricted for specific purposes and, therefore, is not available for general expenditure.

OVERTURE CENTER FOUNDATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 13 RISKS AND UNCERTAINTIES

CARES Act

On March 27, 2020, President Trump signed into law the Coronavirus Aid, Relief, and Economic Security (CARES) Act. The CARES Act, among other things, includes provisions relating to refundable payroll tax credits, deferment of employer-side social security payments, net operating loss carryback periods, alternative minimum tax credit refunds, modifications to the net interest deduction limitations, increased limitations on qualified charitable contributions, and technical corrections to tax depreciation methods for qualified improvement property.

The CARES Act also appropriated funds for the SBA Paycheck Protection Program (PPP) loans that are forgivable in certain situations to promote continued employment, as well as Economic Injury Disaster Loans to provide liquidity to small businesses harmed by COVID-19. OCF was approved for and received an SBA PPP loan for \$1,526,500 on April 16, 2020. Under the terms of the PPP, certain amounts of the loan may be forgiven if they are used for qualifying expense as described in the CARES Act. The Organization used the entire loan amount for qualifying expenses during fiscal year 2021 and filed its application for forgiveness of the entire loan amount with the SBA on October 6, 2020. Forgiveness for the full amount was granted by the SBA on May 20, 2021. As such, this amount was recognized under other income in the consolidated statement of activities during the fiscal year ended June 30, 2021.

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, from potential noncompliance cannot be determined with certainty; however, management is of the opinion that any review will not have a material adverse impact on OCF's financial position.

OVERTURE CENTER FOUNDATION, INC.
CONSOLIDATING SCHEDULE OF FINANCIAL POSITION
JUNE 30, 2022
(SEE INDEPENDENT AUDITORS' REPORT)

| | Overture Center Foundation | Overture Development Corporation | Consolidated Total |
|---|----------------------------------|--|-----------------------|
| ASSETS | | | |
| CURRENT ASSETS | | | |
| Cash and Cash Equivalents | \$ 23,294,863 | \$ - | \$ 23,294,863 |
| Investments | 2,112,605 | - | 2,112,605 |
| Accounts Receivable, Net | 611,551 | - | 611,551 |
| Unconditional Promises to Give, Net | 492,000 | - | 492,000 |
| Prepaid Expenses | 376,338 | - | 376,338 |
| Total Current Assets | 26,887,357 | - | 26,887,357 |
| LONG-TERM ASSETS | | | |
| Long-Term Unconditional Promises to Give, Net | 517,100 | - | 517,100 |
| Beneficial Interest in Assets Held by Madison Community Foundation | 1,574,463 | - | 1,574,463 |
| Investments Restricted for Endowment | 1,668,608 | - | 1,668,608 |
| Property and Equipment, Net | 5,553,790 | 127,040,455 | 132,594,245 |
| Total Long-Term Assets | 9,313,961 | 127,040,455 | 136,354,416 |
| Total Assets | \$ 36,201,318 | \$ 127,040,455 | \$ 163,241,773 |
| LIABILITIES AND NET ASSETS | | | |
| CURRENT LIABILITIES | | | |
| Accounts Payable | \$ 300,169 | \$ - | \$ 300,169 |
| Accrued Liabilities | 1,274,887 | - | 1,274,887 |
| Unearned Revenue | 12,271,760 | - | 12,271,760 |
| Notes Payable, Current Portion | 115,143 | - | 115,143 |
| Total Current Liabilities | 13,961,959 | - | 13,961,959 |
| LONG-TERM LIABILITIES | | | |
| Notes Payable, Net of Current Portion | 407,991 | - | 407,991 |
| Total Liabilities | 14,369,950 | - | 14,369,950 |
| NET ASSETS | | | |
| Without Donor Restrictions | 17,150,360 | 127,040,455 | 144,190,815 |
| With Donor Restrictions | 4,681,008 | - | 4,681,008 |
| Total Net Assets | 21,831,368 | 127,040,455 | 148,871,823 |
| Total Liabilities and Net Assets | \$ 36,201,318 | \$ 127,040,455 | \$ 163,241,773 |

OVERTURE CENTER FOUNDATION, INC.
CONSOLIDATING SCHEDULE OF FINANCIAL POSITION
JUNE 30, 2021
(SEE INDEPENDENT AUDITORS' REPORT)

| | Overture Center Foundation | Overture Development Corporation | Consolidated Total |
|---|----------------------------------|--|-----------------------|
| ASSETS | | | |
| CURRENT ASSETS | | | |
| Cash and Cash Equivalents | \$ 10,867,536 | \$ - | \$ 10,867,536 |
| Investments | 2,017,612 | - | 2,017,612 |
| Accounts Receivable, Net | 486,610 | - | 486,610 |
| Unconditional Promises to Give, Net | 152,200 | - | 152,200 |
| Prepaid Expenses | 241,942 | - | 241,942 |
| Total Current Assets | 13,765,900 | - | 13,765,900 |
| LONG-TERM ASSETS | | | |
| Long-Term Unconditional Promises to Give, Net | 112,600 | - | 112,600 |
| Beneficial Interest in Assets Held by Madison | | | |
| Community Foundation | 1,682,783 | - | 1,682,783 |
| Investments Restricted for Endowment | 1,539,484 | - | 1,539,484 |
| Property and Equipment, Net | 3,897,954 | 130,272,241 | 134,170,195 |
| Total Long-Term Assets | 7,232,821 | 130,272,241 | 137,505,062 |
| Total Assets | \$ 20,998,721 | \$ 130,272,241 | \$ 151,270,962 |
| LIABILITIES AND NET ASSETS | | | |
| CURRENT LIABILITIES | | | |
| Accounts Payable | \$ 300,773 | \$ - | \$ 300,773 |
| Accrued Liabilities | 697,819 | - | 697,819 |
| Unearned Revenue | 7,537,349 | - | 7,537,349 |
| Due to City of Madison, Current Portion | 21,412 | - | 21,412 |
| Notes Payable, Current Portion | 151,458 | - | 151,458 |
| Total Current Liabilities | 8,708,811 | - | 8,708,811 |
| LONG-TERM LIABILITIES | | | |
| Notes Payable, Net of Current Portion | 523,135 | - | 523,135 |
| Total Liabilities | 9,231,946 | - | 9,231,946 |
| NET ASSETS | | | |
| Without Donor Restrictions | 7,695,140 | 130,272,241 | 137,967,381 |
| With Donor Restrictions | 4,071,635 | - | 4,071,635 |
| Total Net Assets | 11,766,775 | 130,272,241 | 142,039,016 |
| Total Liabilities and Net Assets | \$ 20,998,721 | \$ 130,272,241 | \$ 151,270,962 |

OVERTURE CENTER FOUNDATION, INC.
CONSOLIDATING SCHEDULE OF ACTIVITIES
YEAR ENDED JUNE 30, 2022
(SEE INDEPENDENT AUDITORS' REPORT)

| | Without Donor Restrictions | | | With Donor Restrictions | Consolidated Total |
|---|----------------------------|----------------------------------|-----------------------|----------------------------|-----------------------|
| | Overture Center Foundation | Overture Development Corporation | Total | Overture Center Foundation | |
| OPERATIONS | | | | | |
| Operating Revenue: | | | | | |
| Ticket Sales and Fees | \$ 8,281,797 | \$ - | \$ 8,281,797 | \$ - | \$ 8,281,797 |
| Facility Rentals and Services | 1,477,101 | - | 1,477,101 | - | 1,477,101 |
| Investment Income, Net | 20,207 | - | 20,207 | - | 20,207 |
| Other Revenue | 637,032 | - | 637,032 | - | 637,032 |
| Total Operating Revenue | 10,416,137 | - | 10,416,137 | - | 10,416,137 |
| OPERATING EXPENSES | | | | | |
| Production | 6,578,275 | - | 6,578,275 | - | 6,578,275 |
| Programming, Performance Operations, and Events | 2,296,115 | - | 2,296,115 | - | 2,296,115 |
| Ticketing, Marketing, and Sales | 1,525,068 | - | 1,525,068 | - | 1,525,068 |
| Facilities | 2,313,024 | - | 2,313,024 | - | 2,313,024 |
| Management and General | 1,840,045 | - | 1,840,045 | - | 1,840,045 |
| Total Operating Expenses | 14,552,527 | - | 14,552,527 | - | 14,552,527 |
| LOSS FROM OPERATIONS | (4,136,390) | - | (4,136,390) | - | (4,136,390) |
| FUNDRAISING | | | | | |
| Contributions | 1,400,563 | - | 1,400,563 | 772,838 | 2,173,401 |
| In-Kind Contributions | 146,485 | - | 146,485 | - | 146,485 |
| Grants and Sponsorships | 836,943 | - | 836,943 | 703,502 | 1,540,445 |
| Fundraising Expense | (793,797) | - | (793,797) | - | (793,797) |
| Net Assets Released from Restrictions | 581,588 | - | 581,588 | (581,588) | - |
| Total Fundraising | 2,171,782 | - | 2,171,782 | 894,752 | 3,066,534 |
| OTHER INCOME (EXPENSE) | | | | | |
| Change in Value of Beneficial Interest in Assets Held by Madison Community Foundation | - | - | - | (59,253) | (59,253) |
| Investment Income, Net | (105,340) | - | (105,340) | (226,126) | (331,466) |
| City of Madison Support Grant | 1,550,000 | - | 1,550,000 | - | 1,550,000 |
| Employee Retention Credits | 464,952 | - | 464,952 | - | 464,952 |
| SVOG Grant | 10,000,000 | - | 10,000,000 | - | 10,000,000 |
| Depreciation Expense | (472,897) | (3,231,786) | (3,704,683) | - | (3,704,683) |
| Interest Expense | (16,887) | - | (16,887) | - | (16,887) |
| Total Other Income (Expense) | 11,419,828 | (3,231,786) | 8,188,042 | (285,379) | 7,902,663 |
| CHANGE IN NET ASSETS | 9,455,220 | (3,231,786) | 6,223,434 | 609,373 | 6,832,807 |
| Net Assets - Beginning of Year | 7,695,140 | 130,272,241 | 137,967,381 | 4,071,635 | 142,039,016 |
| NET ASSETS - END OF YEAR | <u>\$ 17,150,360</u> | <u>\$ 127,040,455</u> | <u>\$ 144,190,815</u> | <u>\$ 4,681,008</u> | <u>\$ 148,871,823</u> |

OVERTURE CENTER FOUNDATION, INC.
CONSOLIDATING SCHEDULE OF ACTIVITIES
YEAR ENDED JUNE 30, 2021
(SEE INDEPENDENT AUDITORS' REPORT)

| | Without Donor Restrictions | | | With Donor Restrictions | Consolidated Total |
|---|----------------------------|----------------------------------|-----------------------|----------------------------|-----------------------|
| | Overture Center Foundation | Overture Development Corporation | Total | Overture Center Foundation | |
| OPERATIONS | | | | | |
| Operating Revenue: | | | | | |
| Ticket Sales and Fees | \$ 101,459 | \$ - | \$ 101,459 | \$ - | \$ 101,459 |
| Facility Rentals and Services | 135,711 | - | 135,711 | - | 135,711 |
| Investment Income, Net | 22,214 | - | 22,214 | - | 22,214 |
| Other Revenue | 117,888 | - | 117,888 | - | 117,888 |
| Total Operating Revenue | <u>377,272</u> | <u>-</u> | <u>377,272</u> | <u>-</u> | <u>377,272</u> |
| OPERATING EXPENSES | | | | | |
| Production | 287,009 | - | 287,009 | - | 287,009 |
| Programming, Performance Operations, and Events | 1,042,611 | - | 1,042,611 | - | 1,042,611 |
| Ticketing, Marketing, and Sales | 678,080 | - | 678,080 | - | 678,080 |
| Facilities | 1,188,957 | - | 1,188,957 | - | 1,188,957 |
| Management and General | 1,298,072 | - | 1,298,072 | - | 1,298,072 |
| Total Operating Expenses | <u>4,494,729</u> | <u>-</u> | <u>4,494,729</u> | <u>-</u> | <u>4,494,729</u> |
| LOSS FROM OPERATIONS | (4,117,457) | - | (4,117,457) | - | (4,117,457) |
| FUNDRAISING | | | | | |
| Contributions | 3,565,804 | - | 3,565,804 | 192,130 | 3,757,934 |
| Grants and Sponsorships | 672,308 | - | 672,308 | 466,497 | 1,138,805 |
| Fundraising Expense | (497,735) | - | (497,735) | - | (497,735) |
| Net Assets Released from Restrictions | 886,548 | - | 886,548 | (886,548) | - |
| Total Fundraising | <u>4,626,925</u> | <u>-</u> | <u>4,626,925</u> | <u>(227,921)</u> | <u>4,399,004</u> |
| OTHER INCOME (EXPENSE) | | | | | |
| Change in Value of Beneficial Interest in Assets Held by Madison Community Foundation | - | - | - | 346,669 | 346,669 |
| Investment Income, Net | 17,277 | - | 17,277 | 294,391 | 311,668 |
| City of Madison Support Grant | 1,350,000 | - | 1,350,000 | - | 1,350,000 |
| Paycheck Protection Program (PPP) Loan Forgiveness | 1,526,500 | - | 1,526,500 | - | 1,526,500 |
| Employee Retention Credits | 644,770 | - | 644,770 | - | 644,770 |
| Depreciation Expense | (492,322) | (3,231,786) | (3,724,108) | - | (3,724,108) |
| Interest Expense | (21,338) | - | (21,338) | - | (21,338) |
| Total Other Income (Expense) | <u>3,024,887</u> | <u>(3,231,786)</u> | <u>(206,899)</u> | <u>641,060</u> | <u>434,161</u> |
| CHANGE IN NET ASSETS | 3,534,355 | (3,231,786) | 302,569 | 413,139 | 715,708 |
| Net Assets - Beginning of Year | <u>4,160,785</u> | <u>133,504,027</u> | <u>137,664,812</u> | <u>3,658,496</u> | <u>141,323,308</u> |
| NET ASSETS - END OF YEAR | <u>\$ 7,695,140</u> | <u>\$ 130,272,241</u> | <u>\$ 137,967,381</u> | <u>\$ 4,071,635</u> | <u>\$ 142,039,016</u> |



**INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN
ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS***

Board of Directors
Overture Center Foundation, Inc.
Madison, Wisconsin

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the consolidated financial statements of Overture Center Foundation, Inc. which comprise the consolidated statement of financial position as of June 30, 2022, and the related consolidated statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the consolidated financial statements, and have issued our report thereon dated November 4, 2022.

Report on Internal Control Over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered Overture Center Foundation, Inc.'s internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of Overture Center Foundation, Inc.'s internal control. Accordingly, we do not express an opinion on the effectiveness of Overture Center Foundation, Inc.'s internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. *A material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's consolidated financial statements will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether Overture Center Foundation, Inc.'s consolidated financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the consolidated financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of This Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



CliftonLarsonAllen LLP

Middleton, Wisconsin
November 4, 2022



**INDEPENDENT AUDITORS' REPORT ON COMPLIANCE FOR EACH
MAJOR FEDERAL PROGRAM, REPORT ON INTERNAL CONTROL OVER
COMPLIANCE, AND REPORT ON THE SCHEDULE OF EXPENDITURES OF
FEDERAL AWARDS REQUIRED BY THE UNIFORM GUIDANCE**

Board of Directors
Overture Center Foundation, Inc.
Madison, Wisconsin

Report on Compliance for Each Major Federal Program

Opinion on Each Major Federal Program

We have audited Overture Center Foundation, Inc.'s compliance with the types of compliance requirements identified as subject to audit in the OMB *Compliance Supplement* that could have a direct and material effect on each of Overture Center Foundation, Inc.'s major federal programs for the year ended June 30, 2022. Overture Center Foundation, Inc.'s major federal programs are identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs.

In our opinion, Overture Center Foundation, Inc. complied, in all material respects, with the compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2022.

Basis for Opinion on Each Major Federal Program

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America (GAAS); the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Our responsibilities under those standards and the Uniform Guidance are further described in the Auditors' Responsibilities for the Audit of Compliance section of our report.

We are required to be independent of Overture Center Foundation, Inc. and to meet our other ethical responsibilities, in accordance with relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on compliance for each major federal program. Our audit does not provide a legal determination of Overture Center Foundation, Inc.'s compliance with the compliance requirements referred to above.

Responsibilities of Management for Compliance

Management is responsible for compliance with the requirements referred to above and for the design, implementation, and maintenance of effective internal control over compliance with the requirements of laws, statutes, regulations, rules and provisions of contracts or grant agreements applicable to Overture Center Foundation, Inc.'s federal programs.

Auditors' Responsibilities for the Audit of Compliance

Our objectives are to obtain reasonable assurance about whether material noncompliance with the compliance requirements referred to above occurred, whether due to fraud or error, and express an opinion on Overture Center Foundation, Inc.'s compliance based on our audit. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS, *Government Auditing Standards*, and the Uniform Guidance will always detect material noncompliance when it exists. The risk of not detecting material noncompliance resulting from fraud is higher than for that resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Noncompliance with the compliance requirements referred to above is considered material if there is a substantial likelihood that, individually or in the aggregate, it would influence the judgment made by a reasonable user of the report on compliance about Overture Center Foundation, Inc.'s compliance with the requirements of each major federal program as a whole.

In performing an audit in accordance with GAAS, *Government Auditing Standards*, and the Uniform Guidance, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material noncompliance, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding Overture Center Foundation, Inc.'s compliance with the compliance requirements referred to above and performing such other procedures as we considered necessary in the circumstances.
- Obtain an understanding of Overture Center Foundation, Inc.'s internal control over compliance relevant to the audit in order to design audit procedures that are appropriate in the circumstances and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of Overture Center Foundation, Inc.'s internal control over compliance. Accordingly, no such opinion is expressed.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and any significant deficiencies and material weaknesses in internal control over compliance that we identified during the audit.

Report on Internal Control Over Compliance

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. *A material weakness in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the Auditors' Responsibilities for the Audit of Compliance section above and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies in internal control over compliance. Given these limitations, during our audit we did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above. However, material weaknesses or significant deficiencies in internal control over compliance may exist that were not identified.

Our audit was not designed for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, no such opinion is expressed.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.



CliftonLarsonAllen LLP

Middleton, Wisconsin
November 4, 2022

**OVERTURE CENTER FOUNDATION, INC.
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
YEAR ENDED JUNE 30, 2022**

| Federal Grantor/Pass-Through Grantor/Program Title | Assistance Listing Number | Pass-Through Entity Identification Number | Total Federal Expenditures | Passed Through to Subrecipients |
|---|---------------------------------|--|----------------------------------|---------------------------------------|
| U.S. Small Business Administration Shuttered Venue Operators Grant Program | 59.075 | N/A | <u>\$ 10,000,000</u> | <u>\$ -</u> |
| Total Federal Expenditures | | | <u><u>\$ 10,000,000</u></u> | <u><u>\$ -</u></u> |

See accompanying Notes to Schedule of Expenditures of Federal Awards.

OVERTURE CENTER FOUNDATION, INC.
NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
JUNE 30, 2022

NOTE 1 BASIS OF PRESENTATION

The accompanying schedule of expenditures of federal awards (the Schedule) includes the federal award activity of Overture Center Foundation, Inc. under programs of the federal government for the year ended June 30, 2022. The information in this Schedule is presented in accordance with the requirements of 2 CFR Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Because the Schedule presents only a selected portion of the operations of Overture Center Foundation, Inc., it is not intended to and does not present the financial position, changes in net assets, or cash flows of Overture Center Foundation, Inc.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement. The Overture Center Foundation, Inc. has not elected to use the 10% de minimis indirect cost rate as allowed under the Uniform Guidance.

**OVERTURE CENTER FOUNDATION, INC.
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
YEAR ENDED JUNE 30, 2022**

Section I – Summary of the Auditors' Results

Basic Financial Statements

- | | | | | |
|--|-------|------------|-------|-----------------|
| 1. Type of auditors' report issued: | | Unmodified | | |
| 2. Internal control over financial reporting: | | | | |
| • Material weakness(es) identified? | _____ | yes | _____ | X no |
| • Significant deficiency(ies) identified? | _____ | yes | _____ | X none reported |
| 3. Noncompliance material to basic financial statements noted? | _____ | yes | _____ | X no |

Federal Awards

- | | | | | |
|---|-------|-----|-------|-----------------|
| 1. Internal control over major federal programs: | | | | |
| • Material weakness(es) identified? | _____ | yes | _____ | X no |
| • Significant deficiency(ies) identified? | _____ | yes | _____ | X none reported |
| 2. Type of auditors' report issued on compliance for major federal programs: | | | | |
| | | | | Unmodified |
| 3. Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)? | _____ | yes | _____ | X no |

Identification of Major Federal Programs

CFDA Number(s)

59.075

Name of Federal Program or Cluster

Shuttered Venue Operators Grant Program

Dollar threshold used to distinguish between Type A and Type B programs:

\$ 750,000

Auditee qualified as low-risk auditee?

_____ yes X no

**OVERTURE CENTER FOUNDATION, INC.
SCHEDULE OF FINDINGS AND QUESTIONED COSTS (CONTINUED)
YEAR ENDED JUNE 30, 2022**

Section II – Financial Statement Findings

Our audit did not identify any financial statement findings.

Section III – Findings and Questioned Costs – Federal Awards

Our audit did not disclose any matters required to be reported in accordance with 2 CFR 2000.516(a).



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