TENNESSEE PERFORMING ARTS CENTER
MANAGEMENT CORPORATION

NASHVILLE, TENNESSEE

FINANCIAL STATEMENTS,
SUPPLEMENTARY INFORMATION
AND
INDEPENDENT AUDITOR'S REPORT

JUNE 30, 2014 AND 2013

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JUNE 30, 2014 AND 2013

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INDEPENDENT AUDITOR'S REPORT

KraftCPAs PLLC

Board of Directors
Tennessee Performing Arts Center Management Corporation
Nashville, Tennessee

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of the Tennessee Performing Arts Center Management Corporation (the "Organization"), which comprise the statements of financial position as of June 30, 2014 and 2013, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of 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 auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Organization'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 Organization's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

OPINION

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Tennessee Performing Arts Center Management Corporation as of June 30, 2014 and 2013, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

KraftCPAs PLLC - Certified Public Accountants and Consultants
555 Great Circle Road • Nashville, TN 37228 • Phone 615-242-7351 • Fax 615-782-4271 • www.kraftcpas.com

OTHER MATTER

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplementary information on page 22 is presented for purposes of additional analysis and is not a required part of the 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 financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Kraft CPAs PLLC

Nashville, Tennessee
November 10, 2014

TENNESSEE PERFORMING ARTS CENTER MANAGEMENT CORPORATION

STATEMENTS OF FINANCIAL POSITION

JUNE 30, 2014 AND 2013

	2014	2013
ASSETS		
Cash and cash equivalents	$ 5,905,900	$ 4,146,493
Receivables:		
Accounts	389,750	434,325
Contributions	151,347	218,242
Prepaid expenses, inventory and other assets	340,454	256,955
Investments	287,244	215,936
Property and equipment, less accumulated depreciation	4,813,753	5,004,718
TOTAL ASSETS	$ 11,888,448	$ 10,276,669
LIABILITIES AND NET ASSETS		
LIABILITIES		
Accounts payable and accrued expenses	$ 1,183,703	$ 1,137,830
Advance ticket sales	2,983,113	2,580,234
Deposits and other	92,736	187,166
Capital lease obligations	-	239,230
Notes payable	793,507	969,841
TOTAL LIABILITIES	5,053,059	5,114,301
COMMITMENTS AND CONTINGENCIES		
NET ASSETS		
Unrestricted:		
Invested in property and equipment, net of related debt	4,181,798	3,993,099
Undesignated	2,333,003	856,789
Total unrestricted	6,514,801	4,849,888
Temporarily restricted	320,588	312,480
TOTAL NET ASSETS	6,835,389	5,162,368
TOTAL LIABILITIES AND NET ASSETS	$ 11,888,448	$ 10,276,669

See accompanying notes to financial statements.

TENNESSEE PERFORMING ARTS CENTER MANAGEMENT CORPORATION

STATEMENTS OF ACTIVITIES

FOR THE YEARS ENDED JUNE 30, 2014 AND 2013

	2014		
	Unrestricted	Temporarily Restricted	Totals
OPERATING REVENUE			
Ticket sales	$ 11,642,700	$ -	$ 11,642,700
Rental income	726,650	-	726,650
Salary and wage reimbursements	788,174	-	788,174
Other reimbursements	337,658	-	337,658
Concession sales	1,066,843	-	1,066,843
Ticketing service charges and fees	2,751,996	-	2,751,996
Sponsorships - earned	188,500	-	188,500
Sales tax rebate	947,638	-	947,638
Other income	79,834	-	79,834
TOTAL OPERATING REVENUE	18,529,993	-	18,529,993
OPERATING COSTS AND EXPENSES			
Programming and production	10,651,571	-	10,651,571
Food and beverage	627,538	-	627,538
Operations	1,858,780	-	1,858,780
Marketing	852,646	-	852,646
Box office	716,449	-	716,449
Event services	681,653	-	681,653
TOTAL OPERATING COSTS AND EXPENSES	15,388,637	-	15,388,637
INCOME FROM OPERATIONS	3,141,356	-	3,141,356
PUBLIC SUPPORT AND OTHER REVENUES			
Contributions	1,128,506	280,588	1,409,094
Sponsorships - philanthropic	-	40,000	40,000
Grants	401,717	-	401,717
Income from Foundation	771,470	-	771,470
Gain on investments	14,232	-	14,232
Interest income	43	-	43
Net assets released from restrictions	312,480	(312,480)	-
TOTAL PUBLIC SUPPORT AND OTHER REVENUES	2,628,448	8,108	2,636,556
FUNCTIONAL EXPENSES			
Program services:			
Educational programs	966,897	-	966,897
Supporting services:			
Management and general	2,486,517	-	2,486,517
Fundraising	651,477	-	651,477
Total supporting services	3,137,994	-	3,137,994
TOTAL FUNCTIONAL EXPENSES	4,104,891	-	4,104,891
CHANGE IN NET ASSETS	1,664,913	8,108	1,673,021
NET ASSETS - BEGINNING OF YEAR	4,849,888	312,480	5,162,368
NET ASSETS - END OF YEAR	$ 6,514,801	$ 320,588	$ 6,835,389

See accompanying notes to financial statements.

	2013		
	Unrestricted	Temporarily Restricted	Totals
	$ 8,605,664	$ -	$ 8,605,664
	647,204	-	647,204
	718,983	-	718,983
	237,324	-	237,324
	760,085	-	760,085
	2,116,126	-	2,116,126
	166,260	-	166,260
	564,900	-	564,900
	96,233	-	96,233
	13,912,779	-	13,912,779
	8,639,246	-	8,639,246
	539,925	-	539,925
	1,732,052	-	1,732,052
	877,295	-	877,295
	670,709	-	670,709
	711,179	-	711,179
	13,170,406	-	13,170,406
	742,373	-	742,373
	1,255,876	272,480	1,528,356
	-	40,000	40,000
	422,936	-	422,936
	783,851	-	783,851
	7,430	-	7,430
	79	-	79
	242,526	(242,526)	-
	2,712,698	69,954	2,782,652
	891,267	-	891,267
	2,195,786	-	2,195,786
	544,567	-	544,567
	2,740,353	-	2,740,353
	3,631,620	-	3,631,620
	(176,549)	69,954	(106,595)
	5,026,437	242,526	5,268,963
	$ 4,849,888	$ 312,480	$ 5,162,368

TENNESSEE PERFORMING ARTS CENTER MANAGEMENT CORPORATION

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED JUNE 30, 2014 AND 2013

	2014	2013
OPERATING ACTIVITIES		
Change in net assets	$ 1,673,021	$ (106,595)
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	471,605	507,501
Loss on sale of equipment	12,625	-
Gain on investments	(14,232)	(7,430)
(Increase) decrease in:		
Accounts receivable	44,575	(280,479)
Contributions receivable	66,895	(95,924)
Prepaid expenses, inventory and other assets	(83,499)	99,267
Increase (decrease) in:		
Accounts payable and accrued expenses	45,873	125,245
Advance ticket sales	402,879	328,786
Deposits and other	(94,430)	(66,454)
TOTAL ADJUSTMENTS	852,291	610,512
NET CASH PROVIDED BY OPERATING ACTIVITIES	2,525,312	503,917
INVESTING ACTIVITIES		
Purchases of equipment	(294,965)	(398,969)
Proceeds from sale of equipment	1,700	-
Purchase of investments	(57,076)	(48,426)
NET CASH USED IN INVESTING ACTIVITIES	(350,341)	(447,395)
FINANCING ACTIVITIES		
Repayment of notes payable	(176,334)	(176,336)
Repayment of capital lease obligations	(239,230)	(299,900)
NET CASH USED IN FINANCING ACTIVITIES	(415,564)	(476,236)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,759,407	(419,714)
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	4,146,493	4,566,207
CASH AND CASH EQUIVALENTS - END OF YEAR	$ 5,905,900	$ 4,146,493
OTHER CASH FLOW DISCLOSURES:		
Interest paid during the year	$ 15,865	$ 39,817

See accompanying notes to financial statements.

NOTE 1 - GENERAL

The Tennessee Performing Arts Center Management Corporation (the "Organization"), a not-for-profit organization, was formed in November 1977. In March 1978, the Organization entered into an agreement (the "Agreement") with the State of Tennessee (the "State") and the Tennessee Performing Arts Foundation (the "Foundation") (amended in February 1999). The initial Agreement established the Organization principally for the purpose of presenting quality arts entertainment and education to Tennessee residents through the operation of the Tennessee Performing Arts Center (the "Center" or "TPAC"). The Organization has administrative control over the operations and functions of the Center that is located in the James K. Polk State Office Building, Nashville, Tennessee. The State is responsible for utilities, security services, major repairs, structural elements, fixtures, and the major elements of the sound, lighting and stage rigging in each of the Center's theaters.

Effective January 1, 2009, the operations of Nashville Institute for the Arts (the "Institute") were merged with the Organization. The Institute continues to exist as a separate legal entity but does not have any net assets.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements present the financial position and changes in net assets of the Organization on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Resources are classified as unrestricted, temporarily restricted or permanently restricted net assets, based on the existence or absence of donor-imposed restrictions, as follows:

- *Unrestricted net assets* are free of donor-imposed restrictions. All revenues, gains and losses that are not temporarily or permanently restricted by donors are included in this classification. All expenditures are reported in the unrestricted class of net assets, since the use of restricted contributions in accordance with the donors' stipulations results in the release of the restriction.

- *Temporarily restricted net assets* are limited as to use by donor-imposed restrictions that expire with the passage of time or that can be satisfied by use for the specific purpose.

- *Permanently restricted net assets* are amounts required by donors to be held in perpetuity, including gifts requiring that the principal be invested and the income or specific portions thereof be used for operations. The Organization had no permanently restricted net assets as of June 30, 2014 or 2013.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Contributions and Support

Contributions received are recorded as unrestricted, temporarily restricted or permanently restricted support, depending on the existence and/or nature of any donor restrictions.

Contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are restricted by the donor for future periods or for specific purposes are reported as temporarily restricted or permanently restricted support that increases those net asset classes. When a restriction is fulfilled (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted and reported in the statement of activities as net assets released from restrictions. However, if a restriction is fulfilled in the same time period in which the contribution is received, the support is reported as unrestricted.

The Organization also receives grant revenue from various state and local agencies. Grant revenue is recognized in the period a liability is incurred for eligible expenditures under the terms of the grant.

The Organization reports any gifts of equipment or materials as unrestricted support unless explicit donor restrictions specify how the assets must be used. Gifts of long-lived assets with explicit restrictions as to how the assets are to be used or funds restricted for the acquisition of long-lived assets are reported as restricted support. Expirations of donor restrictions are recognized when the donated or acquired long-lived assets are placed in service.

Cash and Cash Equivalents

Cash and cash equivalents consist of demand deposits with banks except for cash and cash equivalents held in brokerage accounts, which are included in investments.

Promises to Give

Unconditional promises to give that are expected to be collected within one year are recorded as contributions receivable at their net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of estimated future cash flows. The discount on those amounts is computed using a risk-free interest rate applicable to the year in which the promise is received. Amortization of the discount is recognized on the interest method over the term of the gift and included in contribution revenue. Conditional promises to give are not included as support until such time as the conditions are substantially met.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Promises to Give (Continued)

An allowance for uncollectible contributions is provided based on management's estimate of uncollectible pledges and historical trends. Contributions receivable are written off when deemed to be uncollectible. Contributions receivable are deemed to be fully collectible by management, and no allowance for uncollectible contributions is considered necessary at June 30, 2014 and 2013. All contributions receivable at June 30, 2014 and 2013 are due within one year.

Account Receivable

The Organization rents the use of the performance theaters and various other staff services to other organizations utilizing the theaters.

Accounts receivable are reported at gross sales price less any applicable payments or adjustments. The Organization does not charge interest on past due accounts. Accounts receivable are deemed to be fully collectible by management, and no allowance for bad debts is considered necessary at June 30, 2014 and 2013.

Prepaid Expenses, Inventory and Other Assets

Prepaid expenses, inventory, and other assets consist primarily of certain marketing and promotional costs and food and beverage supplies pertaining to the following theatre season that are paid for in advance and recognized in the following fiscal year, as well as other miscellaneous assets. Marketing and promotional costs for the years ended June 30, 2014 and 2013 totaled approximately $1,392,000 and $1,162,000, respectively.

Property and Equipment and Depreciation

Property and equipment are recorded at cost at the date of purchase or estimated fair value at the date of gift to the Organization. The Organization's policy is to capitalize acquisitions with a cost of $1,000 or more and an estimated useful life greater than one year. Depreciation is calculated by the straight-line method over the estimated useful lives of the assets ranging from three to seven years for computers, furniture and equipment, thirty years for lobby improvements and ten years for other improvements.

Investments

Investments are stated at fair value. 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 at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value

The Organization classified its investments based on a hierarchy consisting of: Level 1 (valued using quoted prices from active markets for identical assets), Level 2 (not traded on an active market but for which observable market inputs are readily available) and Level 3 (valued based on significant unobservable inputs). The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value:

Investments Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include highly liquid securities and certain other products, such as mutual funds. If quoted market prices are not available then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows and are classified within Level 2 of the valuation hierarchy.

There have been no changes in the valuation methodologies used at June 30, 2014 and 2013.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Organization believes the 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.

Donated Materials, Facilities and Services

Significant materials, facilities and services are donated to the Organization by various individuals and organizations. Donated materials and facilities, which amounted to $294,654 in 2014 ($384,532 in 2013), are recorded as revenue and expenses at their estimated fair value at the date of donation.

The Organization has an agreement with the State, under which the State provides theaters and support spaces to the Organization, and the Organization provides enhanced cultural, theatrical and educational opportunities to Tennessee residents. The space provided by the State includes performance halls, all backstage areas, dressing rooms, rehearsal and shop spaces, box office and administrative areas. In addition, the State is responsible for the supply and purchase of utilities, security services and major repairs related to the space. The State also provides janitorial services for the common or public areas, with the Organization responsible for all janitorial services within the theaters and support spaces not designated as common or public areas. No amounts are recorded related to this agreement.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Advance Ticket Sales

Ticket sale revenues (including handling fees) received prior to the fiscal year to which they apply are reported as advance ticket sales (deferred revenue). Such revenue is recognized and reported in the statement of activities in the year the production is performed or the rental event occurs.

Sales Taxes Collected

Sales taxes collected and remitted to governmental authorities are excluded from sales and costs and presented on a net basis in the financial statements.

Sales Tax Rebate

In accordance with applicable State Statute, the Organization receives a rebate from the State of a portion of sales tax paid, to be used exclusively for facilities maintenance and improvements. Such rebates are recognized and reported in the statement of activities in the period applicable.

Income Taxes

The Organization qualifies as a not-for-profit organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, income taxes are not provided.

The Organization files a U.S. federal Form 990 for organizations exempt from income tax, and U.S. federal Form 990-T for organizations exempt from income tax with unrelated business income. In addition, the Organization files an income tax return in the State of Tennessee. Tax returns for years prior to fiscal year 2011 are no longer open to examination.

Management performs an evaluation of all income tax positions taken or expected to be taken in the course of preparing the Organization's income tax returns to determine whether the income tax positions meet a "more likely than not" standard of being sustained under examination by the applicable taxing authorities. Management has performed its evaluation of all income tax positions taken on all open income tax returns and has determined that there were no positions taken that do not meet the "more likely than not" standard. Accordingly, there are no provision income taxes, penalties or interest receivable or payable relating to uncertain income tax positions in the accompanying financial statements.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Program and Supporting Services

The following program and supporting services are included in the accompanying financial statements:

Program Services

TPAC maintains high standards for programming and education activities that benefit the entire community. In addition to offering a diverse season of culturally engaging performances by local and national artists, TPAC provides five distinct programs that provide extended educational services to students and TPAC audiences:

During the 2014 fiscal year, Humanities Outreach in Tennessee ("HOT") presented 46 (46 during 2013) professional performances of theatre, dance and music for student audiences at TPAC. Subsidized tickets, travel grants and classroom materials were provided to ensure that each student could have access to diverse cultural and educational programs. HOT also provided in-school student workshops, audience discussions, and workshops for teachers which addressed the educational content of each performance. During the 2013 - 2014 academic year, 25,466 students and teachers from 243 schools attended HOT Season for Young People performances (20,232 students and teachers from 206 schools during the 2012 - 2013 academic year).

ArtSmart is a classroom-based instruction program that accompanies the HOT Season for Young People. Through ArtSmart, students arrive at the theater with an expanded capacity to engage with the performance they are about to see. Specialized training enables educators and Teaching Artists to guide arts-based instruction that challenges young people to imagine, to practice and to reflect. A total of 2,937 students and teachers participated in ArtSmart in 2013-2014 (4,592 students and teachers in 2012-2013). Thirty-one schools received ArtSmart education services at no charge in 2014 (30 schools in 2013).

TPAC's Wolf Trap Early Learning through the Arts program brings arts-based classroom residencies to preschools and Head Start Centers. Teaching Artists and teachers use arts instruction to target early childhood developmental goals and help children learn. A total of 1,089 children and teachers participated in Wolf Trap in 2013-2014 at no charge (1,270 children and teachers in 2012-2013).

InsideOut is for adults who want to grow in their knowledge and enjoyment of the performing arts. The program offers a series of lunch seminars, performance excerpts, discussions, workshops and sneak previews behind the scenes. A total of 3,371 individuals participated in this program during the year at no charge (3,686 individuals during 2013).

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Program Services (Continued)

Disney Musicals in Schools ("DMIS") develops a culture of musical theatre performance in Metro Nashville elementary schools. The program introduces the collaborative art of musical theatre; strengthens arts programming; develops partnerships among students, faculty, staff and the greater Nashville community. Participating schools receive (at no cost) a performance license to any Disney KIDS musical, ShowKit materials, including directors guides, student scripts, accompaniment and vocal CDs and a choreography DVD, cross-curricular activities; and in-school support from teams of two TPAC teaching artists for 15 weeks. In 2013-2014, 839 students and 114 educators from 15 Metro Nashville Public Schools took part in the DMIS program (662 students and 79 educators from ten schools during 2012-2013).

Supporting Services

Management and General - relates to the overall direction of the Organization. These expenses are not identifiable with a particular program or event, or with fundraising, but are indispensable to the conduct of those activities and are essential to the Organization. Specific activities include organization oversight, business management, recordkeeping, budgeting, financing and other administrative activities.

Fundraising - includes costs of activities directed toward appeals for financial support, including special events. Other activities include the creation and distribution of fundraising materials.

Allocation of Functional Expenses

Expenses that can be directly attributed to a particular function are charged to that function. Certain costs have been allocated among more than one program or activity based on objectively evaluated financial and nonfinancial data or reasonable subjective methods determined by management.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with 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 financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Events Occurring After Reporting Date

The Organization has evaluated events and transactions that occurred between June 30, 2014 and November 10, 2014, the date the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

NOTE 3 - INVESTMENTS

Investments consisted of the following as of June 30:

	2014	2013
Cash and cash equivalents	$ 47,152	$ 23,223
Equity securities	204,354	100,350
Fixed income securities	35,738	92,363
	$ 287,244	$ 215,936

NOTE 4 - FAIR VALUE MEASUREMENTS

The following table sets forth the Organization's major categories of assets measured at fair value on a recurring basis, by level within the fair value hierarchy, as of June 30:

	2014			
	Level 1	Level 2	Level 3	Total
Investments:				
Equity securities:				
Large growth	$ 34,059	$ -	$ -	$ 34,059
Mid blend	36,906	-	-	36,906
Large blend	133,389	-	-	133,389
Total equity securities	204,354	-	-	204,354
Fixed income securities:				
World bond	35,738	-	-	35,738
Total fixed income securities	35,738	-	-	35,738
	$ 240,092	$ -	$ -	$ 240,092

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

	2013			
	Level 1	Level 2	Level 3	Total
Investments:				
Equity securities:				
Large growth	$ 26,714	$ -	$ -	$ 26,714
Mid value	4,176	-	-	4,176
Large blend	23,901	-	-	23,901
Large value	26,606	-	-	26,606
Small blend	6,363	-	-	6,363
Mid growth	3,174	-	-	3,174
Small value	9,416	-	-	9,416
Total equity securities	100,350	-	-	100,350
Fixed income securities:				
Muni national short	7,000	-	-	7,000
Intermediate term bond	27,424	-	-	27,424
Ultrashort bond	8,167	-	-	8,167
Short term bond	13,546	-	-	13,546
Inflation protected bond	11,163	-	-	11,163
Multisector bond	17,242	-	-	17,242
World bond	7,821	-	-	7,821
Total fixed income securities	92,363	-	-	92,363
	$ 192,713	$ -	$ -	$ 192,713

NOTE 5 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following as of June 30:

	2014	2013
Lobby improvements	$ 4,925,138	$ 4,925,138
Other improvements	2,337,852	2,324,391
Computers	508,218	588,330
Furniture	330,902	332,559
Equipment	629,167	767,797
Construction in progress	113,489	-
	8,844,766	8,938,215
Less accumulated depreciation	(4,031,013)	(3,933,497)
	$ 4,813,753	$ 5,004,718

NOTE 6 - NOTES PAYABLE

Notes payable consisted of the following as of June 30:

	2014	2013
Note payable to Bank of America for renovations to the theatre lobby area, requiring monthly principal payments of $11,703 plus accrued interest. All unpaid principal and interest are due December 1, 2018. Interest is charged at a variable rate based on the 30-day LIBOR fixed rate plus 0.6% (0.75% at June 30, 2014).	$ 631,955	$ 772,389
Note payable to Bank of America, requiring monthly principal payments of $2,992 plus accrued interest. All unpaid principal and interest are due on December 1, 2018. Interest is charged at a variable rate based on the 30-day LIBOR fixed rate plus 1.3% (1.45% at June 30, 2014).	161,552	197,452
	$ 793,507	$ 969,841

NOTE 6 - NOTES PAYABLE (CONTINUED)

The Organization also has a $500,000 operating line of credit with the bank, which bears interest, payable monthly, on the amount borrowed at a variable interest rate based on the BBA LIBOR Daily Floating Rate plus 2.0%. The line of credit matures October 1, 2015, at which time all unpaid principal and accrued interest will be due. There was no outstanding balance on the line of credit as of June 30, 2014 or 2013.

The loan agreement with Bank of America requires maintenance of a specified debt coverage ratio. The Organization was in compliance with this requirement as of June 30, 2014.

A schedule of annual principal maturities of notes payable as of June 30, 2014, follows:

For the year ending June 30,	
2015	$ 176,335
2016	176,335
2017	176,335
2018	176,335
2019	88,167
	$ 793,507

Total interest expense recognized by the Organization for the year ended June 30, 2014, was $15,865 ($39,817 in 2013). Interest expense is reported in the statement of activities under operating costs and expenses and management and general functional expenses.

NOTE 7 - TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets consisted of the following as of June 30:

	2014	2013
Annual fund contributions receivable	$ 85,495	$ 92,325
Philanthropic sponsorship for future Broadway seasons	40,000	40,000
Contributions and contributions receivable restricted for future years programming and/or fundraising events	195,093	180,155
	$ 320,588	$ 312,480

NOTE 8 - LEASES

The Organization leases certain office equipment and a portion of its office space under non-cancelable operating leases. Total rental expense incurred under all such agreements for the year ended June 30, 2014, amounted to approximately $97,000 ($97,000 in 2013).

Future minimum lease commitments under all non-cancelable operating leases in effect as of June 30, 2014, are as follows:

For the year ending June 30,	
2015	$ 69,950
2016	64,065
	$ 134,015

During 2009, the Organization acquired ticketing software and equipment under a capital lease, which required monthly payments of $24,684 through April 2014. The cost and accumulated depreciation of assets under this capital lease is included in property and equipment as other improvements and totaled $1,105,648 and $303,888, respectively, at June 30, 2014 ($1,253,540 and $375,809, respectively, at June 30, 2013).

Depreciation on assets placed in service is included in depreciation expense.

NOTE 9 - CONCENTRATIONS OF CREDIT RISK

Financial instruments that potentially subject the Organization to concentrations of credit risk consist of cash and cash equivalents, accounts receivable and contributions and grants. Contributions receivable consist of individual and corporate contribution pledges. Account receivables represent concentrations of credit risk to the extent they are receivable from concentrated sources. At June 30, 2014, receivables from one source totaled approximately $265,000, or 49% of total receivables. At June 30, 2013, receivables from three sources amounted to approximately $325,000, or 50% of total receivables.

There were no concentrations of contribution or grant revenues for the years ended June 30, 2014 and 2013.

The Organization maintains cash accounts at a reputable financial institution whose accounts are insured by the Federal Deposit Insurance Corporation ("FDIC") up to statutory limits. The Organization's cash balances generally exceed statutory limits. The Organization has not experienced any losses in such accounts and management considers this to be a normal business risk.

NOTE 10 - RELATED PARTY TRANSACTIONS

Insurance services for the Organization are provided by an entity where a Board member is employed. Also, legal services for the Organization are provided from time to time by firms where Board members are employed. Additionally, one Board member is employed with the Organization's primary bank, another Board member is employed by the entity that administers the Organization's 401(k) plan and another Board member is employed by an entity that provides talent for performances.

The Foundation is responsible for the management of its Board-designated endowment fund that was established to support the operations of the Organization. The Foundation is governed by a separate Board and annually distributes 5% of the trailing five-year average investment value of the fund to the Organization. For the year ended June 30, 2014, the Foundation distributed $771,470 to the Organization ($783,851 distributed in 2013), which the Organization recognized as income in the year received.

NOTE 10 - RELATED PARTY TRANSACTIONS (CONTINUED)

A condensed summary of financial information of the Foundation as of and for the years ended June 30, follows:

	2014	2013
Total Assets	$ 17,514,400	$16,437,084
Total Liabilities	12,197	12,197
Net Assets - Unrestricted	$ 17,502,203	$16,424,887
Total Revenues (Expenses):		
Interest, dividends and capital gain distributions	$ 361,737	$ 778,728
Realized and unrealized gains (losses)	1,577,646	832,410
Other income	1,705	2,940
Investment management fees	(75,199)	(64,865)
Endowment distributions to the Organization	(771,470)	(783,851)
Management and general expenses	(17,103)	(18,563)
Change in Net Assets	$ 1,077,316	$ 746,799

NOTE 11 - DONOR-DESIGNATED ENDOWMENT FUNDS IN TRUST

During 1996, Dr. and Mrs. Thomas Frist established two donor-designated endowment funds with the Community Foundation of Middle Tennessee for the benefit of the Organization and the Institute, respectively. Another donor-designated endowment fund was established with the Community Foundation of Middle Tennessee by Mrs. Martha Ingram for the benefit of the Children's Educational Program at Tennessee Performing Arts Center. The Community Foundation of Middle Tennessee has the ultimate authority and control over these Funds and, therefore, these investments are not included in the financial statements of the Organization. Income distributed to the Organization from these funds, which is recognized by the Organization in the year received, amounted to $3,980 during fiscal year 2014 ($4,150 during fiscal year 2013). Total assets held in these funds amounted to $108,836 at June 30, 2014, and $107,469 at June 30, 2013.

NOTE 12 - EMPLOYEE BENEFIT PLANS

Defined Contribution Plan

The Organization sponsors the Tennessee Performing Arts Center 401(k) Plan (the "Plan") under Section 401(k) of the Internal Revenue Code. All employees of the Organization are eligible to participate upon reaching age 21 and completing one year (1,000 hours) of qualified service, as defined in the Plan. Eligible employees may elect to defer a portion of their compensation through the Plan, not to exceed the allowable amount under Section 401(k). The Organization's contributions to the Plan are at the discretion of the Board of Directors with no minimum contributions guaranteed. The Organization made a contribution to the Plan of $107,334 for the year ended June 30, 2014 ($0 for the year ended June 30, 2013).

Deferred Compensation Plan

The Corporation has a deferred compensation plan for a member of management and has established a "rabbi trust" for the purpose of accumulating funds applicable thereto. The plan allows for an eligible account, in which the participant is fully vested, and a noneligible account, in which the participant will be eligible to receive the funds upon attaining retirement age, except in the case of death, disability or involuntary termination without cause, in which the balance will be paid to the participant or the participant's estate. Contributions to the trust by the Corporation were $45,000 and $42,436 for the years ended June 30, 2014 and 2013, respectively. Trust assets are shown as investments in the accompanying statements of financial position, and totaled $287,244 at June 30, 2014 ($215,986, at June 30, 2013). The related liability, equal to the eligible account balance, is included in accounts payable and accrued expenses, and totaled $124,734 at June 30, 2014 ($95,159 at June 30, 2013).

NOTE 13 - UNCERTAINTY

A former Corporation service provider has commenced a lawsuit alleging improper cessation of their service contract. The Corporation terminated the contract due to intolerably poor service and intends to aggressively defend its actions. The Corporation is unable to predict the outcome of this litigation and therefore cannot estimate the range of potential loss. Accordingly, a provision for loss relating to this uncertainty has not been reflected in the financial statements.

SUPPLEMENTARY INFORMATION

TENNESSEE PERFORMING ARTS CENTER MANAGEMENT CORPORATION

SCHEDULE OF COSTS AND EXPENSES

FOR THE YEAR ENDED JUNE 30, 2014, WITH COMPARATIVE TOTALS FOR 2013

	OPERATING EXPENSES				
	PROGRAMMING AND PRODUCTION	FOOD AND BEVERAGE	OPERATIONS	MARKETING	BOX OFFICE
Artist fees	$ 7,206,441	$ -	$ -	$ -	$ -
Contract labor	1,047,976	302	3,600	1,200	-
Marketing - programming	1,213,531	-	-	-	-
Salaries	131,624	118,007	325,918	446,515	270,355
Wages - full-time	2,308	12,682	639,316	-	154,376
Wages - part-time	199,391	87,878	46,716	2,276	14,157
Employee related expenses	37,921	30,951	162,261	70,897	78,013
Bad debt expense	-	-	-	-	4,220
Cash (over) and short	-	(454)	-	-	4,225
Concessions supplies	-	299,710	-	-	-
Credit card fees	301,907	37,023	-	-	48,767
Custodial	66,542	-	73,765	-	-
Depreciation	-	26,342	224,295	6,612	3,114
Dues and subscriptions	6,465	-	932	11,307	29,481
Equipment rentals	2,837	-	-	185	-
Fees-ticketing/bank/other	6	-	-	3,619	-
Insurance	5,628	-	-	-	-
Interest expense	-	-	8,249	-	-
Loss on sale of equipment	-	-	1,125	-	-
Marketing - institution	39,129	-	65	122,035	1,583
Meals and entertainment	6,726	121	3,647	6,046	460
Miscellaneous expense	4,724	2,023	525	41,552	157
Office and computer supplies	4	40	70	-	250
Postage	108	-	-	3,510	17,662
Presenter share	-	-	-	-	-
Printing and reproduction	332	75	-	46,333	5,720
Production costs	290,830	-	195	-	-
Promoter profit sharing	37,833	-	-	-	-
Professional consulting	-	-	2,784	64,251	69,710
Repairs and maintenance	-	2,374	194,217	21,169	4,570
Security	29,388	-	-	-	-
State maintenance expenses	-	-	112,947	-	-
Tech and house supplies	468	5,335	43,397	-	-
Telephone	3,566	1,588	5,518	4,698	3,256
Transportation grants expense	-	-	-	4	-
Travel - air/hotel/auto	15,851	-	2,780	437	6,373
Uniforms and alterations	35	3,541	6,458	-	-
Total costs and expenses for the year ended June 30, 2014	$ 10,651,571	$ 627,538	$ 1,858,780	$ 852,646	$ 716,449
Total costs and expenses for the year ended June 30, 2013	$ 8,639,246	$ 539,925	$ 1,732,052	$ 877,295	$ 670,709

		PROGRAM SERVICES	SUPPORTING SERVICES			TOTALS	
EVENT SERVICES	TOTAL	EDUCATIONAL PROGRAMS	MANAGEMENT AND GENERAL	FUNDRAISING	TOTAL	2014	2013
$ -	$ 7,206,441	$ 144,385	$ -	$ 12,967	$ 12,967	$ 7,363,793	$ 5,909,653
1,477	1,054,555	158,038	-	-	-	1,212,593	1,086,753
-	1,213,531	300	-	-	-	1,213,831	999,089
195,264	1,487,683	397,090	1,185,307	324,369	1,509,676	3,394,449	3,158,055
21,116	829,798	-	36,303	-	36,303	866,101	846,538
279,329	629,747	30,003	2,565	4,130	6,695	666,445	593,400
60,504	440,547	65,174	396,563	56,074	452,637	958,358	764,412
568	4,788	-	30	2,992	3,022	7,810	19,109
(25)	3,746	-	(34)	100	66	3,812	5,640
-	299,710	-	-	-	-	299,710	238,397
-	387,697	-	-	7,460	7,460	395,157	324,238
-	140,307	11,377	-	-	-	151,684	103,790
9,997	270,360	1,757	195,962	3,526	199,488	471,605	507,501
3,787	51,972	4,546	25,736	2,404	28,140	84,658	79,128
-	3,022	-	34,180	9,626	43,806	46,828	65,253
-	3,625	-	20,113	-	20,113	23,738	18,191
-	5,628	-	114,890	-	114,890	120,518	108,291
-	8,249	-	7,616	-	7,616	15,865	39,817
-	1,125	-	11,500	-	11,500	12,625	-
4,490	167,302	-	4,976	1,006	5,982	173,284	163,321
1,504	18,504	12,208	17,315	50,647	67,962	98,674	90,225
93	49,074	52,421	67,320	102,666	169,986	271,481	229,122
-	364	-	48,679	282	48,961	49,325	19,703
-	21,280	1,001	9,290	7,876	17,166	39,447	35,148
-	-	-	-	-	-	-	11,999
52	52,512	10,102	4,043	9,255	13,298	75,912	52,553
8,040	299,065	19,625	-	6,963	6,963	325,653	290,576
18,853	56,686	21,000	-	-	-	77,686	23,914
-	136,745	4,450	161,227	5,456	166,683	307,878	284,871
3,855	226,185	-	54,889	-	54,889	281,074	255,796
61,418	90,806	5,391	-	1,380	1,380	97,577	96,626
-	112,947	-	-	-	-	112,947	135,586
-	49,200	-	7,375	-	7,375	56,575	15,689
9,184	27,810	7,523	54,876	9,370	64,246	99,579	123,517
-	4	8,042	-	-	-	8,046	7,684
2,147	27,588	12,464	24,685	32,928	57,613	97,665	97,919
-	10,034	-	1,111	-	1,111	11,145	522
$ 681,653	$ 15,388,637	$ 966,897	$ 2,486,517	$ 651,477	$ 3,137,994	$ 19,493,528	
$ 711,179	$ 13,170,406	$ 891,267	$ 2,195,786	$ 544,567	$ 2,740,353		$ 16,802,026