



Financial Statements

Years ended June 30, 2015 and 2014

with

Report of Independent Auditors

Report of Independent Auditors

To the Board of Directors of **Baykeeper**:

We have audited the accompanying financial statements of Baykeeper (a nonprofit organization), which comprise the statements of financial position as of June 30, 2015 and 2014, and the related statements of activities and changes in net assets, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

Responsibility of Management for the Financial Statements

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

Responsibility of the Auditors

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures we select depend on our judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the preparation and fair presentation of the financial statements to design audit procedures that are appropriate in the circumstances, but not to express an opinion on the effectiveness of 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 the management of Baykeeper, and 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 the audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Baykeeper as of June 30, 2015 and 2014, and the changes in its net assets and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Wilson Markle Stuckey Hardesty & Bott, LLP

Larkspur, CA
November 23, 2015

Baykeeper
 Statements of Financial Position
 June 30, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Assets		
Cash and cash equivalents – Unrestricted	\$414,107	\$239,141
Cash and cash equivalents – Restricted	120,256	103,120
Investments	195,823	295,236
Grants and contributions receivable	38,597	12,425
Settlements receivable – Current	86,250	44,001
Settlements receivable – Long-term	24,720	14,969
Accounts receivable	–	979
Prepaid expenses – Litigation	33,311	188,477
Prepaid expenses – Other	12,273	14,105
Property and equipment, net	12,916	11,303
Deposits	<u>8,611</u>	<u>9,858</u>
 Total assets	 <u><u>\$946,864</u></u>	 <u><u>\$933,614</u></u>
 Liabilities and Net Assets		
Liabilities		
Accounts payable and accrued expenses	\$151,151	\$164,572
Due to NRDC	–	3,861
Advances - Litigation	75,000	50,000
Deferred rent	<u>10,950</u>	<u>–</u>
 Total liabilities	 237,101	 218,433
 Net assets		
Unrestricted		
Undesignated	266,529	166,825
Board-designated	<u>195,823</u>	<u>295,236</u>
 Total unrestricted	 462,352	 462,061
 Temporarily restricted	 <u>247,411</u>	 <u>253,120</u>
 Total net assets	 <u><u>709,763</u></u>	 <u><u>715,181</u></u>
 Total liabilities and net assets	 <u><u>\$946,864</u></u>	 <u><u>\$933,614</u></u>

See accompanying notes.

Baykeeper
 Statements of Activities and Changes in Net Assets
 Years ended June 30, 2015 and 2014

	Temporarily			Temporarily		
	Unrestricted	restricted	2015 Totals	Unrestricted	restricted	2014 Totals
Support and revenue						
Contributions	\$ 558,640	\$ 39,190	\$ 597,830	\$ 582,336	\$118,534	\$ 700,870
In-kind	(625,845)	-	(625,845)	1,027,242	-	1,027,242
Fee and cost recovery	1,548,052	-	1,548,052	391,954	-	391,954
Investment, net	2,999	6	3,005	40,376	10	40,386
Other	3,861	-	3,861	2,425	-	2,425
Net assets reclassified	44,905	(44,905)	-	22,517	(22,517)	-
Total support and revenue	1,532,612	(5,709)	1,526,903	2,066,850	96,027	2,162,877
Expenses						
Program services	1,048,697	-	1,048,697	1,741,469	-	1,741,469
Management and general	183,876	-	183,876	181,941	-	181,941
Fundraising	299,748	-	299,748	311,325	-	311,325
Total expenses	1,532,321	-	1,532,321	2,234,735	-	2,234,735
Changes in net assets	291	(5,709)	(5,418)	(167,885)	96,027	(71,858)
Net assets, beginning of year	462,061	253,120	715,181	629,946	157,093	787,039
Net assets, end of year	<u>\$ 462,352</u>	<u>\$247,411</u>	<u>\$ 709,763</u>	<u>\$ 462,061</u>	<u>\$253,120</u>	<u>\$ 715,181</u>

See accompanying notes.

Baykeeper
Statements of Functional Expenses
Years ended June 30, 2015 and 2014

Expenses	Program services	Supporting services		2015 Totals
		Management and general	Fund-raising	
Salaries	\$ 458,780	\$ 95,183	\$170,645	\$ 724,608
Payroll taxes	36,386	6,648	12,931	55,965
Employee benefits	73,294	13,831	26,315	113,440
Bay patrol	37,514	–	–	37,514
Meetings and events	4,793	6,898	9,424	21,115
Information technology	10,665	2,740	8,650	22,055
Insurance	2,476	3,206	1,284	6,966
Occupancy	39,582	13,202	13,869	66,653
Operating	22,228	14,042	42,697	78,967
Professional services				
Accounting	–	24,525	–	24,525
Legal – Environmental law enforcement	321,539	–	–	321,539
Scientific and technical	3,000	–	–	3,000
Other	2,320	680	2,171	5,171
Publications and outreach	31,176	2,059	9,900	43,135
Travel	531	89	316	936
Depreciation	4,413	773	1,546	6,732
Total expenses	<u>\$1,048,697</u>	<u>\$183,876</u>	<u>\$299,748</u>	<u>\$1,532,321</u>

Expenses	Program services	Supporting services		2014 Totals
		Management and general	Fund-raising	
Salaries	\$ 514,718	\$ 94,618	\$154,235	\$ 763,571
Payroll taxes	33,305	12,858	11,804	57,967
Employee benefits	72,883	22,022	24,175	119,080
Bay patrol	14,957	–	–	14,957
Meetings and events	4,235	862	31,611	36,708
Information technology	3,763	651	6,715	11,129
Insurance	2,178	3,576	1,583	7,337
Occupancy	35,380	13,659	12,540	61,579
Operating	42,659	6,089	3,662	52,410
Professional services				
Accounting	–	24,281	–	24,281
Legal – Environmental law enforcement	994,749	–	–	994,749
Scientific and technical	–	–	–	–
Other	9,500	–	52,214	61,714
Publications and outreach	9,558	1,922	11,179	22,659
Travel	45	36	353	434
Depreciation	3,539	1,367	1,254	6,160
Total expenses	<u>\$1,741,469</u>	<u>\$181,941</u>	<u>\$311,325</u>	<u>\$2,234,735</u>

See accompanying notes.

Baykeeper
Statements of Cash Flows
Years ended June 30, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Cash flows from operating activities		
Change in net assets	(\$ 5,418)	(\$ 71,858)
Adjustments to reconcile change in net assets with cash flows provided by operating activities		
Realized (gains) losses and unrealized (appreciation) depreciation of investments	733	(967)
Contributions of investments	(2,421)	(1,210)
Depreciation	6,732	6,160
Contributions of restricted cash	(17,290)	(5,034)
Changes in assets and liabilities		
Grants and contributions receivable	(26,172)	10,785
Settlements receivable	(52,000)	30,933
Accounts receivable	979	22,093
Prepaid expenses – Litigation	155,166	(108,262)
Prepaid expenses – Other	1,832	(4,516)
Accounts payable and accrued expenses	(13,421)	(4,251)
Deferred rent	<u>10,950</u>	<u>(1,498)</u>
Net cash provided (used) by operating activities	59,670	(127,625)
Cash flows from investing activities		
Purchases of investments	(1,554)	(31,392)
Proceeds from sale of investments	102,655	106,713
Purchases of property and equipment	(8,345)	(10,074)
Net change in deposits	1,247	–
Net change in due to NRDC	<u>(3,861)</u>	<u>–</u>
Net cash provided by investing activities	90,142	65,247
Cash flows from financing activities		
Advances - Litigation	75,000	–
Repayments of litigation advances	(50,000)	–
Contributions of restricted cash	<u>17,290</u>	<u>5,034</u>
Net cash provided by financing activities	<u>42,290</u>	<u>5,034</u>
Net change in cash and cash equivalents	192,102	(57,344)
Cash and cash equivalents, beginning of year	<u>342,261</u>	<u>399,605</u>
Cash and cash equivalents, end of year	<u><u>\$534,363</u></u>	<u><u>\$342,261</u></u>

See accompanying notes.

Baykeeper
Notes to Financial Statements
June 30, 2015

Note 1 – Basis of presentation

The mission of San Francisco Baykeeper (Baykeeper) is to protect and restore the water quality and habitat of San Francisco Bay. For more than 25 years, Baykeeper has taken on the greatest threats to the health of the San Francisco Bay. Baykeeper envisions a San Francisco Bay where the water is clean, the ecosystem is healthy, recreation is safe and wildlife can thrive.

Baykeeper is working toward a Bay that is:

- Free from pollution – so communities and wildlife are not threatened by toxins, trash or oil spills.
- Safe for recreation – where swimmers, surfers, boaters and beach-goers can enjoy the water without fear of contamination.
- With healthy beaches – protected from erosion caused by sand mining and dredging.
- Ready for the future – with shorelines and wetlands that can withstand sea level rise and where our communities make the most of scarce water resources.

San Francisco Bay is a treasure of the Bay Area and the heart of our landscape, communities and economy. However, the health of San Francisco Bay is threatened by polluted runoff, sewage spills, oil spills, sand removal and the increasing pressure of drought and sea level rise. Far too often, clean water laws are not enforced, so that pollution continues unchecked.

That is why Baykeeper exists. For more than 25 years, Baykeeper has been the most effective advocate of the Bay and its strongest defender. Using water quality monitoring, science and on-the-water patrols, Baykeeper identifies the greatest threats to the health of the ecosystem of the Bay. Then, Baykeeper strategically uses advocacy, public education and legal action to secure smart solutions that stop pollution and restore water quality.

Baykeeper has a staff of nine with scientific and legal expertise, a board of directors with a breadth of experience with the Bay, an expert advisory board, eight volunteer boat skippers and the only pollution patrol boat monitoring and investigating pollution in the Bay.

Baykeeper incorporated as a nonprofit, public benefit corporation in California on January 23, 1987, as the San Francisco Bay-Delta Preservation Association, and became Baykeeper in May 1989, the fourth “Waterkeeper” organization in the country. Since 1987, Baykeeper has won critical victories at the national, regional and local level to protect and restore San Francisco Bay.

In addition, Baykeeper helped found the Waterkeeper Alliance, an international network of on-the-water activists, led by Robert F. Kennedy, Jr. There are now more than 200 Waterkeeper groups around the world. Baykeeper holds the “Baykeeper” trademark and licenses its use by

Baykeeper
Notes to Financial Statements
June 30, 2015

Note 1 – Basis of presentation (continued)

other organizations. To avoid confusion, Baykeeper operates primarily under the name San Francisco Baykeeper.

With the help of a dedicated community of supporters, Baykeeper pursues the work that is most critical to protecting San Francisco Bay. Baykeeper makes the Bay cleaner for recreation, healthier for wildlife and more sustainable for all. For more information, please visit us online at www.baykeeper.org.

Note 2 – Summary of significant accounting policies

Basis of accounting

Baykeeper prepares its financial statements using accounting principles generally accepted in the United States of America (US-GAAP). Baykeeper records support when promised, revenue when earned and expenses when incurring the related obligations.

Fair value

Baykeeper uses a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority. Level 2 inputs consist of observable inputs other than quoted prices for identical assets. Level 3 inputs consist of unobservable inputs that reflect internal judgments and have the lowest priority. Baykeeper uses appropriate valuation techniques based on the available inputs to measure fair value. When available, Baykeeper measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Baykeeper only uses Level 3 inputs when Level 1 or Level 2 inputs are not available.

Baykeeper values contributions initially at fair value when promised. Baykeeper only revalues debt and marketable equity securities at least as often as it presents financial statements. For contributions valued initially at fair value but not revalued, Baykeeper treats the initial fair value as cost in subsequent financial statements.

The management of Baykeeper estimates that the aggregate net fair value of financial instruments recognized (including receivable, payables and accrued expenses) approximates their carrying value, as such financial instruments are short-term in nature or bear interest at current market rates.

Baykeeper
Notes to Financial Statements
June 30, 2015

Note 2 – Summary of significant accounting policies (continued)

Cash and cash equivalents

Cash and cash equivalents consist of amounts on hand and on deposit with a commercial bank, available within 90 days of demand.

Restricted cash and cash equivalents consist of amounts held in separate commercial bank accounts as temporarily restricted net assets related to the Dolphin Club Pier/Building project (Note 6).

Investments

Investments (Note 3) consist principally of units of a pooled investment fund (PIF) of a community foundation. Baykeeper records the PIF at its contract value. Contract value represents the amount Baykeeper would realize upon sale, transfer, exchange or liquidation of the investment when transacted with the investment custodian. Contract value of the units of the PIF is the Baykeeper share of the fair value of the underlying investments, determined by the community foundation, net of certain custodial and administrative fees.

Baykeeper records interest, dividends, gains, losses and changes in contract value (unrealized appreciation and depreciation) as net investment income, but not net of custodial and administrative fees.

The PIF of the community foundation is subject to variance power under an agreement dated August 25, 1992. The board of trustees of the community foundation shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to a specified organization, if, in the sole judgment of the board of trustees, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment or inconsistent with the needs of the community served by the community foundation.

Receivables

Receivables (Note 4) consist principally of amounts due from governmental and corporate entities related to compliance activities and from corporations, foundations and individuals as contributions. Baykeeper initially records receivables at fair value. Baykeeper estimates the initial fair value of receivables as the estimated present value of expected future cash flows, taking into consideration risk-free interest rates and expected collection timing and risks. These are Level 2 (income) and Level 3 (income) inputs. Baykeeper records a discount representing the difference between the future cash flows promised by the defendant or donor and the estimated present value of the expected future cash flows. Baykeeper accretes the discount, using the interest method and based on actual collections, to interest and contributions, respectively.

Baykeeper
Notes to Financial Statements
June 30, 2015

Note 2 – Summary of significant accounting policies (continued)

Allowance for uncollectible receivables

Baykeeper uses the allowance method to estimate any uncollectible receivables. Under this method, Baykeeper reviews all receivables, and estimates, based on aging, debtor history and other information, an allowance. When Baykeeper exhausts all attempts to collect specific receivables or the debtor discharges the receivable in bankruptcy, Baykeeper writes off the receivable against the estimated allowance. As of June 30, 2015 and 2014, the management of Baykeeper estimated that any allowance for uncollectible receivables was not material.

Property and equipment

Property and equipment consist of furniture, office, computer, boat and laboratory equipment and leasehold improvements. Baykeeper records property and equipment at cost or initially at fair value for contributed items. Baykeeper bases the initial fair value of contributed property and equipment on comparable sales of identical or similar items in markets available to Baykeeper, which is a Level 2 (market) input. Baykeeper expenses property and equipment with a cost or fair value under \$500 and the costs of maintenance and repairs that do not improve or extend the lives of the property and equipment. Baykeeper computes depreciation using the straight-line method over the estimated useful lives of the property and equipment of five years or the shorter remaining lease term for leasehold improvements.

Prepaid expenses – Litigation

Baykeeper contracts with various attorneys, under Attorney Retention and Co-Counseling or similar Agreements (Retainer), to assist Baykeeper to compel governmental agencies and corporations to comply with various laws and regulations that protect the health of the Bay and its habitats (Litigation). Generally, contracted Litigation attorneys work on a contingency fee basis; i.e., the contracted Litigation attorneys only receive legal fees based on successful Litigation resulting in a settlement or Court ruling that includes payments for legal fees.

When represented by outside counsel on a contingency fee basis, Baykeeper agrees to be responsible for expert, consultant and other Litigation costs that are necessary to carry out the Litigation.

Baykeeper may pursue Litigation internally, without contracting with outside counsel. Under those circumstances, Baykeeper capitalizes all direct costs of Litigation, except staff salaries. Baykeeper expenses capitalized Litigation costs upon resolution of the case and records any related recovery as revenue.

Successful Litigation against governmental agencies and corporations (Defendant) under federal and state environmental laws usually results in Settlement Agreements, Consent Decrees or similar arrangements (Settlement). Settlements generally require the Defendant to take corrective ac-

Baykeeper
Notes to Financial Statements
June 30, 2015

Note 2 – Summary of significant accounting policies (continued)

tions at their own expense; perform or contribute to an environmental mitigation project (not conducted by Baykeeper); and reimburse Baykeeper for the direct costs of bringing the Litigation, including legal fees (internal and external). Baykeeper records revenue for Settlement funds received that reimburse Baykeeper for the direct costs of bringing the Litigation.

In addition, Defendants generally agree to provide funds to enable Baykeeper to monitor compliance by the Defendant with the Settlement (Compliance). Compliance awards represent a negotiated estimate by Baykeeper and the Defendant of any remaining Litigation and Settlement costs and the future costs Baykeeper will incur to monitor Compliance. When Compliance monitoring by Baykeeper is optional, Baykeeper recognizes revenue from Compliance awards immediately. When Compliance monitoring by Baykeeper is required, in addition to recognizing revenue from Compliance awards immediately, Baykeeper recognizes a liability equal to the estimated future costs Baykeeper will incur to monitor Compliance (Note 11).

Advances – Litigation

One nonprofit organization advances Baykeeper amounts to pursue and pay some costs of certain Litigation. Outstanding advances do not bear interest and there is no fixed maturity date. Upon successful Litigation resulting in an award to Baykeeper that covers its costs of Litigation, Baykeeper will repay the nonprofit organization. If Litigation is unsuccessful or does not result in an award that covers the costs of Litigation, then the nonprofit organization will forgive unpaid advances. The management of Baykeeper believes that it is at least possible that it will succeed with Litigation. Accordingly, Baykeeper treats the outstanding advances as a loan until Litigation partially funded by the nonprofit organization proves to be unsuccessful or will not result in an award that covers the costs of Litigation, at which time; Baykeeper will reclassify the outstanding advances as contribution support.

Net assets

Net assets include cumulative unrestricted, temporarily restricted and permanently restricted net assets, net of cumulative expenses. Unrestricted net assets consist of revenue and support not restricted to a particular purpose or time by the donor, net of expenses. Temporarily restricted net assets consist of support restricted by the donor to a particular purpose or time. Temporarily restricted net assets become unrestricted net assets when Baykeeper meets the donor purpose or time restriction. Permanently restricted net assets consist of support restricted by the donor for Baykeeper to hold permanently, allowing for use of only the revenue generated by investing the support. As of June 30, 2015 and 2014, Baykeeper held no permanently restricted net assets.

Contributed services

Attorneys, paralegals and others contribute substantial professional services to Baykeeper. Baykeeper determines the fair value of attorney fees by following judicial precedent to compare a

Baykeeper
Notes to Financial Statements
June 30, 2015

Note 2 – Summary of significant accounting policies (continued)

proposed rate with the prevailing rate in the region for similar work performed by attorneys of comparable skill, experience and reputation, considering the novelty and complexity of the issues. In addition, Baykeeper uses the "Laffey Matrix" as a guide for calculating attorney rates. The D.C. Circuit Court approved the Laffey Matrix to provide objective guidance in assessing appropriate hourly rates depending on attorney experience. Baykeeper adjusts the Laffey Matrix by straight-lining annually the multi-year step increases and by the regional difference between attorney rates in the Washington, DC and San Francisco metropolitan areas. Finally, Baykeeper compares rates of other San Francisco attorneys who specialize in environmental litigation. The U.S. District Court for the Northern District of California, in *Baykeeper v. West Bay Sanitary District* 2011 U.S. Dist. LEXIS 138093, upheld this process and approved the rates of Baykeeper staff attorneys and outside counsel. Baykeeper records contributed professional services, including contingent fees, at fair value. This process involves principally Level 2 (market) inputs. Baykeeper bases the fair value of non-legal professional services on the cost of similar services from comparable purchases, which is a Level 3 (cost) input. Baykeeper only reports contributions of in-kind professional services when Baykeeper needs expertise or education not available to Baykeeper and Baykeeper would have paid for the professional services if donors had not contributed them.

In addition, Baykeeper reclassifies contributed legal services to program service revenue and paid legal services when Settlement funds pay contracted Litigation attorneys' contingent legal fees (Note 8).

Allocation of functional expenses

Baykeeper summarizes the costs of providing its program and supporting services on a functional basis. Accordingly, Baykeeper allocates certain indirect costs between program and support services based on annual estimates of time and usage.

Income taxes

In letters to Baykeeper, the Internal Revenue Service (IRS) and California Franchise Tax Board (FTB) stated that Baykeeper is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (IRC) and from California bank and corporation taxes under Section 23701(d) of the California Revenue and Taxation Code, respectively. In addition, Baykeeper qualifies for the charitable contribution deduction under IRC Section 170(b)(1)(A) and has been classified as a publicly supported organization as described in IRC Section 509(a)(1). Accordingly, donors are entitled to the maximum charitable contribution deduction allowed by law. The management of Baykeeper believes that no activities of Baykeeper jeopardized its exemption from income taxes, classification as a "public charity" or subjected it to unrelated business income or excise taxes. Accordingly, Baykeeper did not provide for income taxes.

Baykeeper
Notes to Financial Statements
June 30, 2015

Note 2 – Summary of significant accounting policies (continued)

The management of Baykeeper considers certain tax positions taken by Baykeeper. A tax position is a position taken in a previously filed tax return or a position the management of Baykeeper expects to take in a future tax return that figures in measuring current or deferred income tax assets and liabilities for interim or annual periods. A tax position can result in a permanent reduction in income taxes payable, a deferral of income taxes otherwise currently payable to future years or a change in the expected realizability of deferred tax assets. A tax position also encompasses, but is not limited to a decision to classify a transaction, entity or other position in a tax return as tax exempt and the status of an entity, including its status as a pass-through or tax-exempt entity.

Baykeeper files tax returns with the IRS and FTB. As of June 30, 2015, open tax periods subject to future examination by taxing authorities cover periods from July 1, 2011 through June 30, 2015.

Risks and concentrations

Cash and cash equivalents held by the commercial bank exceeded federal deposit insurance limits at various times during the years ended June 30, 2015 and 2014.

Investments are subject to credit and market risks. Credit risk is the probability that parties holding or supporting an investment will default or otherwise fail to perform. Market risk is the inherent change in the value of an investment due to changes in conditions.

As of June 30, 2015 and 2014, the PIF held by the community foundation totaled 100% of total investments.

During the year ended June 30, 2015, in-kind services received from one law firm totaled 68% of gross in-kind support and 12% of total expenses.

During the year ended June 30, 2014, in-kind services received from one law firm totaled 81% of gross in-kind support and 38% of total expenses.

Use of estimates

The preparation of financial statements in conformity with US-GAAP requires the management of Baykeeper to make estimates and assumptions that affect the amounts reported. Actual results could differ from those estimated.

Subsequent events

The management of Baykeeper has evaluated subsequent events through November 23, 2015, the date these financial statements were available for issuance.

Baykeeper
Notes to Financial Statements
June 30, 2015

Note 3 – Investments

As of June 30, 2015 and 2014, investments totaled as follows:

	<u>2015</u>	<u>2014</u>
Contract value		
PIFs	<u>\$195,823</u>	<u>\$295,236</u>

During the years ended June 30, 2015 and 2014, net investment income totaled as follows:

	<u>2015</u>	<u>2014</u>
Dividends and interest	\$3,504	\$ 5,520
Realized gain	234	517
Unrealized (depreciation) appreciation	(733)	<u>34,349</u>
Net investment income	<u>\$3,005</u>	<u>\$40,386</u>

In addition, during the years ended June 30, 2015 and 2014, Baykeeper incurred custodial and administrative fees on its investments in PIFs, totaling \$1,497 and \$2,353, respectively, and included those amounts with operating expenses.

Note 4 – Receivables

As of June 30, 2015 and 2014, receivables totaled as follows:

	<u>2015</u>	<u>2014</u>
AER Electronics, Inc.	\$ 1,500	–
B2 Auto Dismantler	14,000	–
City of Burlingame	10,000	15,000
Cole Brothers Auto Wrecking	4,000	–
The Giles W. and Elise G. Mead Foundation	20,000	–
Green Waste Recovery, Inc.	–	8,000
Levi's	5,000	–
Levin Enterprises, Inc. and Levin-Richmond Terminal Corporation	22,500	–
Marin Sanitary Service	42,250	–
Marine Express, Inc.	2,000	–
Pacific Rim Recycling	4,000	–
S.O.S. Steel Company, Inc.	2,000	10,500
City of Sunnyvale	4,000	8,000
Syar Industries, Inc.	6,000	–

Baykeeper
Notes to Financial Statements
June 30, 2015

Note 4 – Receivables (continued)

Wine & Spirits Magazine	12,793	10,925
Various, less than 10% each	<u>804</u>	<u>20,980</u>
Receivables, gross	150,847	73,405
Discount on receivables	<u>1,280</u>	<u>1,031</u>
Receivables, net	149,567	72,374
Settlements receivable – Long-term	<u>24,720</u>	<u>14,969</u>
Receivables – Current	<u>\$124,847</u>	<u>\$57,405</u>

Receivables due during the years ending June 30, 2016, 2017 and 2018, total \$124,847, \$16,500 and \$9,500, respectively.

Note 5 – Property and equipment

As of June 30, 2015 and 2014, property and equipment totaled as follows:

	<u>2015</u>	<u>2014</u>
Furniture	\$ 7,403	\$ 5,830
Office equipment	4,262	4,262
Computer equipment	28,246	25,834
Boat and laboratory equipment	118,625	118,625
Leasehold improvements	<u>5,860</u>	<u>1,500</u>
Property and equipment, at cost	164,396	156,051
Accumulated depreciation	<u>(151,480)</u>	<u>(144,748)</u>
Property and equipment, net	<u>\$ 12,916</u>	<u>\$ 11,303</u>

Baykeeper
Notes to Financial Statements
June 30, 2015

Note 6 – Temporarily restricted net assets

During the year ended June 30, 2015, temporarily restricted net assets reconciled as follows:

<u>Activity</u>	<u>Beginning</u>	<u>Additions</u>	<u>Releases</u>	<u>Ending</u>
Data and legal capacity building	\$ –	\$15,000	\$ –	\$ 15,000
Dolphin Club Pier/Building	103,120	17,296	–	120,416
Sacramento River Project	50,000	–	–	50,000
San Francisco Bay Shoreline mapping	–	5,000	–	5,000
San Francisco Bay Shoreline Project	100,000	–	44,905	55,095
Telephone equipment	<u>–</u>	<u>1,900</u>	<u>–</u>	<u>1,900</u>
Totals	<u>\$253,120</u>	<u>\$39,196</u>	<u>\$44,905</u>	<u>\$247,411</u>

During the year ended June 30, 2014, temporarily restricted net assets reconciled as follows:

<u>Activity</u>	<u>Beginning</u>	<u>Additions</u>	<u>Releases</u>	<u>Ending</u>
Coastal Clean-Up Day	\$ –	\$ 1,000	\$ 1,000	\$ –
Dolphin Club Pier/Building	98,076	5,044	–	103,120
Sacramento River Project	50,000	–	–	50,000
Sampling equipment	–	2,500	2,500	–
San Francisco Bay Shoreline Project	–	100,000	–	100,000
Special fundraising event	–	10,000	10,000	–
Wetland restoration	<u>9,017</u>	<u>–</u>	<u>9,017</u>	<u>–</u>
Totals	<u>\$157,093</u>	<u>\$118,544</u>	<u>\$22,517</u>	<u>\$253,120</u>

Note 7 – Endowment funds

Baykeeper follows Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 958-205, “Endowments of Not-for-Profit Organizations: Net Asset Classification of Funds Subject to an Enacted Version of the Uniform Prudent Management of Institutional Funds Act (UPMIFA) and Enhanced Disclosures for All Endowment Funds” and the related state of California version of the UPMIFA (CA-UPMIFA).

Endowment funds subject to FASB ASC 958-205 include all the endowment funds described below. As of June 30, 2015 and 2014, no endowment funds are subject to the CA-UPMIFA.

The endowment funds of Baykeeper consist of an individual fund held by a community foundation. The endowment funds of Baykeeper include only funds designated by the Board of

Baykeeper
Notes to Financial Statements
June 30, 2015

Note 7 – Endowment funds (continued)

Directors to function as endowments. Baykeeper classifies and records net assets associated with endowment funds, including funds designated by the Board of Directors to function as endowments, based on the existence or absence of donor-imposed restrictions.

As of June 30, 2015, endowment funds totaled as follows:

	<u>Unrestricted</u>	Temporarily <u>restricted</u>	Permanently <u>restricted</u>	<u>Totals</u>
Board designated	<u>\$195,823</u>	<u>\$—</u>	<u>\$—</u>	<u>\$195,823</u>

During the year ended June 30, 2015, endowment funds reconciled as follows:

	<u>Unrestricted</u>	Temporarily <u>restricted</u>	Permanently <u>restricted</u>	<u>Totals</u>
Beginning of year	\$295,236	\$—	\$—	\$295,236
Dividends and interest	2,818	—	—	2,818
Realized gain	—	—	—	—
Unrealized depreciation	(734)	—	—	(734)
Investment management and administrative fees	(1,497)	—	—	(1,497)
Appropriations for expenditure	<u>(100,000)</u>	<u>—</u>	<u>—</u>	<u>(100,000)</u>
End of year	<u>\$195,823</u>	<u>\$—</u>	<u>\$—</u>	<u>\$195,823</u>

As of June 30, 2014, endowment funds totaled as follows:

	<u>Unrestricted</u>	Temporarily <u>restricted</u>	Permanently <u>restricted</u>	<u>Totals</u>
Board designated	<u>\$295,236</u>	<u>\$—</u>	<u>\$—</u>	<u>\$295,236</u>

During the year ended June 30, 2014, endowment funds reconciled as follows:

	<u>Unrestricted</u>	Temporarily <u>restricted</u>	Permanently <u>restricted</u>	<u>Totals</u>
Beginning of year	\$364,253	\$—	\$—	\$364,253
Dividends and interest	3,891	—	—	3,891
Realized gain	435	—	—	435
Unrealized appreciation	34,431	—	—	34,431

Baykeeper
Notes to Financial Statements
June 30, 2015

Note 7 – Endowment funds (continued)

Investment management and administrative fees	(2,353)	–	–	(2,323)
Appropriations for expenditure	<u>(105,421)</u>	<u>–</u>	<u>–</u>	<u>(105,421)</u>
End of year	<u>\$295,236</u>	<u>\$=</u>	<u>\$=</u>	<u>\$295,236</u>

Baykeeper has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets.

Because Baykeeper invests all endowment assets with a community foundation, Baykeeper has adopted the investment policy of the community foundation. Actual returns in any given year may vary from expected returns under the investment policy of the community foundation.

Because Baykeeper invests all endowment assets with a community foundation, Baykeeper has adopted the spending policy of the community foundation. This is consistent with the objective to maintain the purchasing power of the endowment assets held in perpetuity or for a specified term as well as to provide additional real growth through new gifts and investment return.

In addition, the endowment assets held by the “community foundation are subject to the “Spending Rule” of the community foundation.

Unrestricted (board designated) endowment funds are subject to redesignation at any time, including redesignation as other than endowment funds.

Note 8 – In-kind contributions and recoveries

During the years ended June 30, 2015 and 2014, in-kind contributions, net of recoveries (including prior years) from Settlements (Note 2), reconcile as follows:

	<u>2015</u>	<u>2014</u>
Contributed services		
Attorneys	\$211,625	\$ 988,047
Others	36,271	21,150
Contributed goods		
Fundraising events	34,103	40,564
Outside attorney fee recoveries	<u>(907,844)</u>	<u>(22,519)</u>
In-kind contributions, net	<u>(\$625,845)</u>	<u>\$1,027,242</u>

Baykeeper
Notes to Financial Statements
June 30, 2015

Note 9 – Retirement plan

Baykeeper sponsors a defined contribution salary deferral plan under IRC section 401(k) for its eligible employees. Eligible employees may contribute up to 100% of their eligible salary to the plan, subject to limits imposed under the IRC. The plan allows, but does not require, Baykeeper to contribute. Except for a certain executive officer, during the years ended June 30, 2015 and 2014, Baykeeper contributed to eligible employees, based on 5% of their eligible compensation, amounts totaling \$46,356 and \$44,860, respectively. During the year ending June 30, 2016, Baykeeper will contribute 3% to all eligible employees.

Note 10 – Commitments and contingencies

Effective February 1, 2015, Baykeeper moved its headquarters from San Francisco to Oakland and leases its new headquarters under an operating lease that expires March 31, 2020. The lease contains an automatic fixed amount escalation clause and Baykeeper must pay its share of additional building operating expenses and taxes, as defined. Future minimum office space lease payments for the year ending June 30, total as follows:

2016	\$61,646
2017	63,495
2018	65,400
2019	67,362
2020	51,395

During the years ended June 30, 2015 and 2014, office space rent expense totaled \$60,389 and \$60,509, respectively.

Note 11 – Change in an accounting principle and correction of an error

Change in an accounting principle

During the year ended June 30, 2015, Baykeeper changed its method of accounting for certain Compliance awards, when Compliance monitoring by Baykeeper is required, and applied the change retrospectively. Baykeeper elected to recognize revenue from such Compliance awards immediately. In addition, Baykeeper recognizes a liability equal to the estimated future costs Baykeeper will incur to monitor Compliance. Previously, when Compliance monitoring by Baykeeper was required, Baykeeper deferred recognition of revenue from Compliance awards over the Compliance period. The management of Baykeeper believes that Compliance awards, regardless of whether Compliance monitoring by Baykeeper is optional or required, represent immediate revenue to Baykeeper. However, when Compliance monitoring by Baykeeper is

Baykeeper
Notes to Financial Statements
June 30, 2015

Note 11 – Change in an accounting principle and correction of an error (continued)

required, the management of Baykeeper believes that it must also recognize a liability equal to the estimated future costs Baykeeper will incur to monitor Compliance. Accordingly, Baykeeper retrospectively adjusted certain amounts previously presented in its financial statements as of and for the year ended June 30, 2014 (below).

Correction of an error

During the year ended June 30, 2015, the management of Baykeeper evaluated certain Compliance awards and discovered that they required monitoring by Baykeeper. Baykeeper had previously recognized such Compliance awards as allowing optional monitoring by Baykeeper. Accordingly, and in conjunction with the change in accounting principle (above), Baykeeper corrected its previous classification of such Compliance awards and retrospectively adjusted certain amounts previously presented in its financial statements as of and for the year ended June 30, 2014 (below).

<u>Statement and item</u>	<u>Current</u>	<u>Previous</u>	<u>Change</u>
Financial Position			
Accounts payable and accrued expenses	\$ 164,572	\$ 92,562	\$72,010
Deferred revenue	–	15,927	(15,927)
Net assets – Unrestricted – Undesignated	166,825	222,908	(56,083)
Net assets – Total unrestricted	462,061	518,144	(56,083)
Total net assets	715,181	771,264	(56,083)
Activities and Changes in Net Assets			
Fee and cost recovery	391,954	392,921	(967)
Total support and revenue	2,162,877	2,163,844	(967)
Expenses – Program services	1,741,470	1,747,759	(6,289)
Total expenses	2,234,735	2,241,024	(6,289)
Change in net assets	(71,858)	(77,180)	5,322
Net assets, beginning of year – Unrestricted	629,946	691,351	(61,405)
Net assets, beginning of year – Total	787,039	848,444	(61,405)
Net assets, end of year – Unrestricted	462,061	518,144	(56,083)
Net assets, end of year – Total	715,181	771,264	(56,083)
Functional Expenses			
Professional services – Scientific and technical	6,276	12,565	(6,289)
Total expenses – Program services	1,741,470	1,747,759	(6,289)
Total expenses	2,234,735	2,241,024	(6,289)

Baykeeper
Notes to Financial Statements
June 30, 2015

Note 11 – Change in an accounting principle and correction of an error (continued)

Cash Flows			
Change in net assets	(71,858)	(77,180)	5,322
Change in accounts payable and accrued expenses	(4,251)	2,038	(6,289)
Change in deferred revenue	–	(967)	967
Net cash used by operating activities	(127,625)	(122,591)	5,034