

Monterey Bay Aquarium Research Institute

**Financial Statements
December 31, 2010 and 2009**

Monterey Bay Aquarium Research Institute

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December 31, 2010 and 2009

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Report of Independent Auditors

To the Board of Directors of the
Monterey Bay Aquarium Research Institute

In our opinion, the accompanying statements of financial position and the related statements of activities and changes in net assets and of cash flows present fairly, in all material respects, the financial position of the Monterey Bay Aquarium Research Institute (the "Institute") at December 31, 2010 and 2009, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Institute's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

May 10, 2011

Monterey Bay Aquarium Research Institute
Statements of Financial Position
December 31, 2010 and 2009

<i>(in thousands of dollars)</i>	2010	2009
Assets		
Cash and cash equivalents	\$ 27,579	\$ 7,926
Receivables		
The David and Lucile Packard Foundation	27,006	41,800
Federal awards and other	1,454	1,885
Prepaid expenses and other assets	3,015	2,594
Property and equipment - net	61,554	68,669
Total assets	<u>\$ 120,608</u>	<u>\$ 122,874</u>
Liabilities and Net Assets		
Liabilities		
Accounts payable	\$ 774	\$ 1,032
Accrued expenses and other liabilities	6,114	5,037
Postretirement benefit liabilities	12,893	10,600
Total liabilities	<u>19,781</u>	<u>16,669</u>
Net assets		
Unrestricted	64,821	70,905
Temporarily restricted	36,006	35,300
Total net assets	<u>100,827</u>	<u>106,205</u>
Total liabilities and net assets	<u>\$ 120,608</u>	<u>\$ 122,874</u>

The accompanying notes are an integral part of these financial statements.

Monterey Bay Aquarium Research Institute
Statements of Activities and Changes in Net Assets
Years Ended December 31, 2010 and 2009

	2010			2009		
	Unrestricted	Temporarily Restricted	Total	Unrestricted	Temporarily Restricted	Total
<i>(in thousands of dollars)</i>						
Revenues						
Contributions						
The David and Lucile Packard Foundation	\$ -	\$ 36,006	\$ 36,006	\$ -	\$ 35,300	\$ 35,300
Individual gifts	15	-	15	206	-	206
Federal awards	7,957	-	7,957	7,200	-	7,200
Interest income	28	-	28	35	-	35
Other	1,589	-	1,589	1,368	-	1,368
Net assets released from restrictions	35,300	(35,300)	-	37,300	(37,300)	-
Total revenues	<u>44,889</u>	<u>706</u>	<u>45,595</u>	<u>46,109</u>	<u>(2,000)</u>	<u>44,109</u>
Expenses						
Research	40,897	-	40,897	41,209	-	41,209
Management and general	11,265	-	11,265	8,980	-	8,980
Total expenses	<u>52,162</u>	<u>-</u>	<u>52,162</u>	<u>50,189</u>	<u>-</u>	<u>50,189</u>
(Decrease) increase in net assets before change in net assets from actuarial gains and amortization	(7,273)	706	(6,567)	(4,080)	(2,000)	(6,080)
Change in net assets from actuarial gains and amortization	1,189	-	1,189	(1,486)	-	(1,486)
(Decrease) increase in net assets	<u>(6,084)</u>	<u>706</u>	<u>(5,378)</u>	<u>(5,566)</u>	<u>(2,000)</u>	<u>(7,566)</u>
Net assets						
Beginning of year	70,905	35,300	106,205	76,471	37,300	113,771
End of year	<u>\$ 64,821</u>	<u>\$ 36,006</u>	<u>\$ 100,827</u>	<u>\$ 70,905</u>	<u>\$ 35,300</u>	<u>\$ 106,205</u>

The accompanying notes are an integral part of these financial statements.

Monterey Bay Aquarium Research Institute
Statements of Cash Flows
Years Ended December 31, 2010 and 2009

<i>(in thousands of dollars)</i>	2010	2009
Cash flows from operating activities		
Decrease in net assets	\$ (5,378)	\$ (7,566)
Adjustments to reconcile decrease in net assets to net cash provided by operating activities		
Change in net assets from actuarial gains and amortization	(1,189)	1,486
Depreciation	9,606	9,474
Loss (gain) on disposal of property and equipment	715	(37)
Changes in operating assets and liabilities		
Receivables	15,225	3,752
Prepaid expenses and other assets	(421)	(178)
Accounts payable	(104)	(2)
Accrued expenses and other liabilities	1,078	512
Postretirement benefit liabilities	3,482	2,605
Net cash provided by operating activities	<u>23,014</u>	<u>10,046</u>
Cash flows from investing activities		
Purchase of property and equipment	(3,361)	(5,063)
Proceeds from sale of property and equipment	-	45
Net cash used in investing activities	<u>(3,361)</u>	<u>(5,018)</u>
Net increase in cash and cash equivalents	19,653	5,028
Cash and cash equivalents, beginning of year	<u>7,926</u>	<u>2,898</u>
Cash and cash equivalents, end of year	<u>\$ 27,579</u>	<u>\$ 7,926</u>
Supplemental disclosures		
Cash paid for federal excise taxes	\$ 5	\$ -
Noncash acquisitions of capital equipment	25	180

The accompanying notes are an integral part of these financial statements.

Monterey Bay Aquarium Research Institute

Notes to Financial Statements

December 31, 2010 and 2009

(in thousands of dollars)

1. **Organization and Summary of Significant Accounting Policies**

Organization

The Monterey Bay Aquarium Research Institute (the "Institute") is a not-for-profit organization founded in 1987 for the purpose of conducting scientific research in marine biology, oceanography, underwater geology, and other kinds of marine research in and around the Monterey Bay and elsewhere and to educate the scientific community and the general public in regard to such research. The Institute's primary facilities are located in Moss Landing, California.

Since 1994, The David and Lucile Packard Foundation (the "Foundation") has been the Institute's only member, with the power to elect the Board of Directors. In 2010 and 2009, approximately 79% and 80%, respectively, of the Institute's revenues came from the Foundation. In addition, certain trustees and officers of the Foundation are also directors or officers of the Institute.

Basis of Presentation

The financial statements are presented on the accrual basis of accounting and in conformity with accounting principles generally accepted in the United States of America ("generally accepted accounting principles").

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. These estimates and assumptions 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. Significant estimates include the expected useful lives of property and equipment and the accrual for postretirement benefit liabilities.

Unrestricted Net Assets

Unrestricted net assets represent unrestricted resources available to support the Institute's operations.

Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets represent gifts that are limited in use by the Institute in accordance with donor-imposed stipulations. These stipulations may expire with time or may be satisfied and removed by the actions of the Institute according to the terms of the gifts. At December 31, 2010 and 2009, temporarily restricted net assets consist entirely of gifts from the Foundation restricted to subsequent year's operations. Temporarily restricted net assets of \$35,300 and \$37,300 were released from restriction due to the expiration of time restrictions during the years ended December 31, 2010 and 2009, respectively. Permanently restricted net assets are those net assets whose uses are restricted in perpetuity, such as endowments. The Institute has no permanently restricted net assets.

Monterey Bay Aquarium Research Institute

Notes to Financial Statements

December 31, 2010 and 2009

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Concentrations of Credit Risk

Financial instruments that potentially subject the Institute to credit risk consist primarily of cash and cash equivalents and receivables. Cash and cash equivalents are maintained by major financial institutions and include investments in money market funds. At times, such amounts may exceed Federal Deposit Insurance Corporation limits. Receivables consist primarily of funds due from the Foundation (see Note 3). The Institute closely monitors receivables and has not experienced significant credit losses to date.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand and in banks, and highly liquid investments purchased with an original maturity of three months or less.

Property and Equipment

Property and equipment are stated at cost or at the fair market value at the date of donation and are depreciated on the straight-line basis over the estimated useful lives of the assets (3 to 30 years). Capitalized costs for self-constructed assets include direct labor and benefits for employees specifically identified with the project. Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Revenue Recognition

Contributions are recognized as revenues when they are received or unconditionally pledged. The Institute reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the accompanying statements of activities and changes in net assets as net assets released from restrictions. Temporarily restricted contributions are reported as unrestricted support when the restriction is met in the same period as the contribution is received.

Income Taxes

The Institute is a not-for-profit corporation as described in Section 501(c) (3) of the Internal Revenue Code (the "Code") and is exempt from federal and state income taxes pursuant to Section 501(a) of the Code and Section 23701(d) of the California Tax Code. To the extent that the Institute carries out activities that are subject to the unrelated business income tax, it is subject to income taxation.

The Institute is a private operating foundation within the meaning of Section 509(a) of the Code that makes its required charitable expenditures by sponsoring and managing its own programs. Pursuant to Section 4940(a) of the Code, the Institute's investment income, reduced by certain allowable expenses, is subject to excise tax at a rate of 2% of investment income. The Institute's status as an operating foundation is determined annually by satisfying the income test and certain other numerical tests. Generally, a private operating foundation must make qualifying distributions of 4.25% of the average fair value of the foundation's investment assets directly for the active conduct of the activities for which it is organized and operating. The Institute has met the requirements for private operating foundation status through December 31, 2010 and 2009.

Monterey Bay Aquarium Research Institute
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(in thousands of dollars)

2. Property and Equipment

Property and equipment at December 31, 2010 and 2009 consist of the following:

	2010	2009
Land	\$ 4,246	\$ 4,246
Buildings	50,124	50,062
Research vessels	36,839	36,805
Remotely operated vehicles	15,094	15,396
Ocean Deployed Equipment	24,742	21,194
General equipment, furniture, and fixtures	23,281	23,851
Capital projects in progress	<u>2,356</u>	<u>4,189</u>
Total	156,682	155,743
Less accumulated depreciation	<u>(95,128)</u>	<u>(87,074)</u>
Property and equipment, net	<u>\$ 61,554</u>	<u>\$ 68,669</u>

3. Related-Party Transactions

In December of each year, the Institute receives a grant from the Foundation to support the subsequent year's operations. The Institute received grants of \$36,006 and \$35,300 in 2010 and 2009, to be used in 2011 and 2010, respectively. The receivable from the Foundation was \$27,006 and \$41,800 as of December 31, 2010 and 2009, respectively.

4. Commitments and Contingencies

The Institute leases certain land and facilities under noncancelable operating leases. The terms of these leases expire in 2011 through 2039, with certain options to renew. Certain rental rates are subject to adjustment based on increases in the consumer price index. Future minimum lease payments under noncancelable operating leases as of December 31, 2010, are approximately as follows:

Year Ending December 31	
2011	\$ 121
2012	24
2013	25
2014	25
2015	26
Thereafter	<u>777</u>
Total	<u>\$ 998</u>

Rent expense was \$153 and \$150 for the years ended December 31, 2010 and 2009, respectively.

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As of December 31, 2010 and 2009, the Institute has \$500 on deposit as collateral to guarantee that the Institute will comply with the provisions of a land lease entered into with the State of California, California State Lands Commission to obtain right-of-way use needed for the construction of one of the Institute's projects, the MARS Project. This amount is included in prepaid expenses and other assets in the statements of financial position.

The Institute derives a portion of its revenues from various federally funded programs that are subject to review and audit by governmental oversight agencies. Institute management believes that the Institute is in material compliance with the standards set forth by the federal governmental agencies and that the outcome of reviews and audits conducted by such agencies will not have a significant effect on the financial position or changes in net assets of the Institute.

Claims

Claims are filed from time to time against the Institute in the ordinary course of business. The Institute is not aware of any such matters that would have a material adverse effect on the Institute's financial position.

5. Minimum Future Rental Revenues

The Institute leases land and facilities to others under noncancelable leases with lease terms expiring in 2011, with options to renew. Certain rental rates are subject to annual increases ranging up to 3%.

Minimum future rental receipts from operating leases having noncancelable lease terms in excess of one year as of December 31, 2010, are approximately as follows:

Year Ending December 31

2011		\$	140
2012			127
Thereafter			<u>295</u>
Total		\$	<u>562</u>

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6. Retirement Plans

The Institute sponsors defined contribution plans under both IRC Section 401(a) and 403(b). The plans cover all employees who meet eligibility requirements. Contributions to the 401(a) plan are made by the Institute at 10% of an employee's annual salary. Under the 403(b) plan and subject to statutory limits, employees make voluntary deferred salary contributions to the plan. Total expenses related to such plans were \$1,854 and \$1,900 in 2010 and 2009, respectively.

The Institute sponsors a Section 457(b) Qualified Eligible Salary Deferral Plan (the "Salary Deferral Plan") primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees to accumulate retirement assets. The Salary Deferral Plan enables participants to defer income on a pre-tax basis. At December 31, 2010 and 2009, the Institute held other assets of \$1,213 and \$904, respectively, that are included in prepaid expenses and other assets. These assets are designated by the Institute to pay future Salary Deferral Plan liabilities of \$1,213 and \$904, respectively, as of December 31, 2010 and 2009. These liabilities are included in accrued expenses and other liabilities.

The Institute also sponsors a Nonqualified Deferred Compensation Restoration Plan (the "Compensation Restoration Plan") primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees to accumulate retirement assets. The Compensation Restoration Plan provides for the Institute to make contributions to a participant's account equal to the amount in excess of IRC limits which the participant would otherwise have been eligible for in accordance with the Institute's 401(a) plan. At December 31, 2010 and 2009, the Institute held other assets of \$35 and \$31, respectively, that are included in prepaid expenses and other assets, which are designated by the Institute to pay future Deferred Compensation Restoration Plan liabilities of \$35 and \$31, as of December 31, 2010 and 2009, respectively. These liabilities are included in accrued expenses and other liabilities.

Effective July 1, 2007, the Institute adopted a contributory retiree health insurance program (the "Plan") which covers substantially all employees who meet the eligibility requirements. The Institute will pay 50% of the insurance premium for eligible retired employees with a minimum age of 55 and a combination of years of service and age equal to 65 or greater. The Plan can be amended at any time upon Board approval.

Effective March 1, 2009, the plan was amended. Henceforth, retired employees are no longer eligible to participate in MBARI's insured medical plan. Instead, each August 1st, MBARI will make a contribution on behalf of each retired employee to a healthcare savings account (HSA). The amount of the contribution will be 50% of the annual premium that is charged by MBARI's health insurer for an employee with the same family status (single or two-party coverage) as the retiree. The retiree may then spend the amount in the HSA on any medical expenses that are tax-deductible, including premiums for health insurance. However, the retiree cannot participate in MBARI's insured plan.

As a result of the plan amendment, the accumulated plan benefit obligation was re-measured on March 1, 2009. On that date, the discount rate was set as 6.68%. The accumulated plan benefit obligation on March 1, 2009 was \$7,051 before the plan amendment and \$7,635 after the plan amendment. The difference of \$584 was added to the unrecognized prior service cost and is being amortized in periods after March 1, 2009.

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The following information presents the Plan's unfunded status and the amounts recognized in the statements of financial position as of December 31, 2010 and 2009, based on a measurement date of December 31:

	2010	2009
Benefit obligation	\$ (12,893)	\$ (10,600)
Fair value of plan assets	-	-
Unfunded status	<u>\$ (12,893)</u>	<u>\$ (10,600)</u>
Amount recognized in the statements of financial position as postretirement benefit liabilities	<u>\$ (12,893)</u>	<u>\$ (10,600)</u>

Amounts recognized in unrestricted net assets at December 31, 2010 and 2009 were as follows:

	2010	2009
Prior year service cost	\$ 6,032	\$ 9,087
Net gain	<u>(3,653)</u>	<u>(5,519)</u>
Total	<u>\$ 2,379</u>	<u>\$ 3,568</u>

Changes in postretirement benefit liabilities recognized in unrestricted net assets were as follows:

	2010	2009
Net loss (gain)	\$ 1,135	\$ 2,602
Prior service cost (credit)	-	584
Amortization of net gain	731	1,339
Amortization of prior service costs	<u>(3,055)</u>	<u>(3,039)</u>
Total recognized in unrestricted net assets	(1,189)	1,486
Net periodic postretirement benefit cost	<u>3,510</u>	<u>2,636</u>
Total recognized in net periodic benefit cost and unrestricted net assets	<u>\$ 2,321</u>	<u>\$ 4,122</u>

Total contributions paid by the Institute to the Plan for the years ended December 31, 2010 and 2009 were \$28 and \$31, respectively. Total benefit payments made from the Plan for the years ended December 31, 2010 and 2009 were \$28 and \$31, respectively.

The weighted-average discount rate used in determining the accumulated postretirement benefit liabilities was 5.60% and 6.00% as of December 31, 2010 and 2009, respectively, and in determining the net periodic postretirement benefit cost was 6.00% and 6.00% for the years ended December 31, 2010 and 2009, respectively.

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The estimated prior service cost and net gain for the Plan that will be amortized from unrestricted net assets into the net periodic postretirement benefit cost in 2011 is as follows:

Amortization of prior service cost (credit)	\$ 3,055
Amortization of net loss (gain)	(731)
	<u>\$ 2,324</u>

The Plan is fully insured, and is funded on a pay-as-you-go basis. The estimated minimum benefit payments by year that reflect expected future service, as appropriate; to be paid by the Institute is as follows:

2011	\$ 104
2012	167
2013	249
2014	337
2015	405
2016-2020	3,236

The annual rate of increase in the per capita cost of medical benefits (i.e. health care cost trend rate) was assumed to be 10% in 2010 and 2009, declining by 1% per year through 2014, and then remaining at 5% thereafter. A 1% point increase or decrease in this rate would increase or decrease the accumulated postretirement benefit liabilities by \$2,631 and \$(2,094), respectively, and increase or decrease the service cost plus interest cost component of the net periodic postretirement benefit cost by \$266 and \$(208), respectively, for the year ended December 31, 2010.

7. Research Expenses

The Institute's research expenses are classified within the following divisions:

Division of Marine Operations

Division of Marine Operations is responsible for operating and maintaining the research vessels and remotely operative vehicles.

Research and Development

Research and Development encompasses scientists and engineers who develop and manage oceanographic research programs.

Information and Technology Dissemination

Information and Technology Dissemination is responsible for internal and external communication efforts.

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(in thousands of dollars)

Research expenses, by division, for the years ended December 31, 2010 and 2009, are as follows:

	2010	2009
Division of Marine Operations	\$ 6,023	\$ 5,474
Research and Development	33,155	33,996
Information and Technology Dissemination	<u>1,719</u>	<u>1,739</u>
Total	<u>\$ 40,897</u>	<u>\$ 41,209</u>

8. Subsequent Events

Management has evaluated subsequent events through May 10, 2011, which is the date the financial statements were available to be issued.