

PHOENIX ART MUSEUM AND
PHOENIX ART MUSEUM ENDOWMENT FUND, INC.

Phoenix, Arizona

CONSOLIDATED FINANCIAL STATEMENTS

Year Ended June 30, 2019

PHOENIX ART MUSEUM AND
PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Phoenix Art Museum and Phoenix Art Museum Endowment Fund, Inc.
Phoenix, Arizona

We have audited the accompanying consolidated financial statements of Phoenix Art Museum and Phoenix Art Museum Endowment Fund, Inc., (Arizona nonprofit corporations) (collectively the "Organization"), which comprise the consolidated statement of financial position as of June 30, 2019, and the related consolidated statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of Phoenix Art Museum and Phoenix Art Museum Endowment Fund, Inc., as of June 30, 2019, and the changes in their net assets and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter – Prior Period Adjustment

As discussed in Note 17 to the consolidated financial statements, the June 30, 2018 consolidated financial statements have been restated to correct a misstatement. Our opinion is not modified with respect to this matter.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating statement of financial position and consolidating statement of activities are presented for purposes of additional analysis and are 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 audit 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.

Henry + Horne, LLP

Tempe, Arizona
January 3, 2020

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
June 30, 2019

ASSETS

CURRENT ASSETS

Cash and cash equivalents	\$ 70,863
Accounts receivable	160,171
Promises to give, current	1,171,914
Promises to give restricted for endowments, current	827,864
Grants receivable	308,246
Prepaid expenses	155,542
Inventory	281,237

TOTAL CURRENT ASSETS 2,975,837

OTHER ASSETS

Promises to give, net of current	806,864
Promises to give restricted for endowments, net of current, discount and allowance of approximately \$26,700	273,332
Investments - endowments	25,236,787
Investments - collateral	970,603
Charitable gift annuities	326,912
Property and equipment, net	4,447,723
Beneficial interest in perpetual trust	442,371
Fine art collection	-

TOTAL ASSETS \$ 35,480,429

LIABILITIES AND NET ASSETS

CURRENT LIABILITIES

Accounts payable	\$ 328,802
Accrued expenses	503,028
Deferred revenue	686,605
Note payable, current	90,390

TOTAL CURRENT LIABILITIES 1,608,825

OTHER LIABILITIES

Accrued pension	248,722
Note payable, net of current	880,213
Charitable gift annuity liabilities	105,498

TOTAL LIABILITIES 2,843,258

NET ASSETS/(DEFICITS)

Without donor restrictions	(1,372,608)
With donor restrictions	34,009,779

TOTAL NET ASSETS 32,637,171

TOTAL LIABILITIES AND NET ASSETS \$ 35,480,429

See accompanying notes.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
CONSOLIDATED STATEMENT OF ACTIVITIES
Year Ended June 30, 2019

	Without Donor Restrictions	With Donor Restrictions	Totals
SUPPORT AND REVENUE			
Earned and other revenue:			
Admissions	\$ 1,125,641	\$ -	\$ 1,125,641
Membership revenue	1,524,904	-	1,524,904
Museum store income	790,296	-	790,296
Shared costs reimbursements	154,142	-	154,142
Royalties	103,146	-	103,146
Facility rentals	513,824	-	513,824
Miscellaneous income	179,348	-	179,348
Investment income, net	39,313	1,631,582	1,670,895
Gain on sale of assets	2,365	-	2,365
	<u>4,432,979</u>	<u>1,631,582</u>	<u>6,064,561</u>
Total earned and other revenue			
Support:			
Contributions	1,912,998	2,629,214	4,542,212
Donated facilities, materials and services	8,539,085	-	8,539,085
Government grants	107,903	-	107,903
Change in value of charitable gift annuity	(69,731)	-	(69,731)
Net assets released from restrictions	4,413,757	(4,413,757)	-
	<u>14,904,012</u>	<u>(1,784,543)</u>	<u>13,119,469</u>
Total support			
Special event revenue	541,959	-	541,959
Direct benefit to donors	(120,375)	-	(120,375)
	<u>421,584</u>	<u>-</u>	<u>421,584</u>
Special events, net			
	<u>421,584</u>	<u>-</u>	<u>421,584</u>
	<u>19,758,575</u>	<u>(152,961)</u>	<u>19,605,614</u>
TOTAL SUPPORT AND REVENUE			
EXPENSES			
Program services expenses	15,512,860	-	15,512,860
Supporting services expenses			
Management and general	4,193,713	-	4,193,713
Fundraising	1,418,675	-	1,418,675
Membership	462,666	-	462,666
	<u>21,587,914</u>	<u>-</u>	<u>21,587,914</u>
TOTAL EXPENSES			
CHANGE IN NET ASSETS - before change in			
loss on uncollectible promises to give	(1,829,339)	(152,961)	(1,982,300)
Loss on uncollectible promises to give	-	(322,833)	(322,833)
	<u>(1,829,339)</u>	<u>(475,794)</u>	<u>(2,305,133)</u>
CHANGE IN NET ASSETS			
NET ASSETS, BEGINNING OF YEAR, AS RESTATED	<u>456,731</u>	<u>34,485,573</u>	<u>34,942,304</u>
NET ASSETS/(DEFICITS), END OF YEAR	<u>\$ (1,372,608)</u>	<u>\$ 34,009,779</u>	<u>\$ 32,637,171</u>

See accompanying notes.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
Year Ended June 30, 2019

	Program Services				Supporting Services			Cost of Direct Benefit to Donors	Totals
	Collections and Exhibits	Education and Community Services	Museum Store	Total Program Services	Management and General	Fundraising	Membership		
Personnel expenses:									
Salaries and wages	\$ 2,927,023	\$ 617,893	\$ 197,854	\$ 3,742,770	\$ 882,706	\$ 700,121	\$ 122,409	\$ -	\$ 5,448,006
Payroll taxes	204,535	44,675	14,505	263,715	117,756	39,393	8,861	-	429,725
Employee benefits	550,209	84,622	28,930	663,761	347,638	74,255	14,240	-	1,099,894
	3,681,767	747,190	241,289	4,670,246	1,348,100	813,769	145,510	-	6,977,625
Advertising and marketing	-	-	-	-	295,929	-	5,920	-	301,849
Art acquisitions	256,973	-	-	256,973	-	-	-	-	256,973
Bank and merchant fees	-	-	-	-	104,476	-	-	-	104,476
Cost of sales	-	-	430,683	430,683	-	-	-	-	430,683
Curatorial expense	80,193	4,029	-	84,222	-	-	-	-	84,222
Depreciation expense	394,420	55,271	16,351	466,042	72,824	12,353	7,137	-	558,356
Equipment	7,867	-	-	7,867	10,754	-	-	-	18,621
Equipment rental	26,485	5,775	-	32,260	46,995	22,360	-	-	101,615
Equipment maintenance and repairs	50,926	-	-	50,926	21,526	-	-	-	72,452
Exhibition expense	407,059	21,850	-	428,909	-	-	-	-	428,909
Occupancy	16,853	481	-	17,334	288,802	-	-	-	306,136
Insurance expense	67,742	-	-	67,742	68,249	-	-	-	135,991
Interest expense	-	-	-	-	49,333	-	-	-	49,333
In-kind expenses:									
Raffle item	-	-	-	-	-	-	-	14,244	14,244
Advertising	-	-	-	-	-	27,446	-	-	27,446
Professional fees	-	-	-	-	-	57,024	-	-	57,024
Miscellaneous supplies	-	-	-	-	-	20,610	-	-	20,610
Occupancy	6,368,027	769,400	214,360	7,351,787	876,580	114,836	76,557	-	8,419,760
Miscellaneous	87,174	37,472	1,928	126,574	82,442	31,116	12,836	14,292	267,260
Postage and shipping	675,575	215	17,792.00	693,582	2,359	13,444	57,248	-	766,633
Printing	64,194	13,618	86	77,898	3,821	39,675	55,514	-	176,908
Professional fees	340,697	103,022	399	444,118	471,506	202,299	100,869	91,839	1,310,631
Dues and subscriptions	409	18,790	300	19,499	-	43,146	-	-	62,645
Technology	110,609	29,819	6,639	147,067	57,319	7,937	34	-	212,357
Travel expenses	83,144	14,592	4,498	102,234	5,365	10,731	-	-	118,330
Utilities	-	-	-	-	369,539	-	-	-	369,539
Supplies	17,147	16,479	3,271	36,897	17,794	1,929	1,041	-	57,661
	12,737,261	1,838,003	937,596	15,512,860	4,193,713	1,418,675	462,666	120,375	21,708,289
Less amounts reported in revenue and support on the statement of activities	-	-	-	-	-	-	-	(120,375)	(120,375)
TOTAL EXPENSES	\$ 12,737,261	\$ 1,838,003	\$ 937,596	\$ 15,512,860	\$ 4,193,713	\$ 1,418,675	\$ 462,666	\$ -	\$ 21,587,914

See accompanying notes.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
Year Ended June 30, 2019

CASH FLOWS FROM OPERATING ACTIVITIES	
Change in net assets	\$ (2,305,133)
Adjustments to reconcile change in net assets to net cash used in operating activities:	
Depreciation	558,356
Net realized/unrealized gain on investments	(1,257,090)
Change in charitable gift annuity	(154,637)
Donated perpetual trust	(442,371)
(Increase) decrease:	
Accounts receivable	(102,794)
Promises to give	1,373,191
Grants receivable	343,906
Prepaid expenses	(23,031)
Inventory	50,551
Increase (decrease):	
Accounts payable	67,664
Accrued expenses	(137,867)
Deferred revenue	20,060
	<u>NET CASH USED IN OPERATING ACTIVITIES</u>
	<u>(2,009,195)</u>
CASH FLOWS FROM INVESTING ACTIVITIES	
Reinvestment of investment proceeds	(610,316)
Proceeds from sales of investments	1,178,720
Purchases of property and equipment	(257,660)
	<u>NET CASH PROVIDED BY INVESTING ACTIVITIES</u>
	<u>310,744</u>
CASH FLOWS FROM FINANCING ACTIVITIES	
Principal payments on note payable	(79,397)
Proceeds from line of credit	350,000
Payments on line of credit	(1,513,872)
	<u>NET CASH USED IN FINANCING ACTIVITIES</u>
	<u>(1,243,269)</u>
	NET DECREASE IN CASH AND CASH EQUIVALENTS
	(2,941,720)
	CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR
	<u>3,012,583</u>
	CASH AND CASH EQUIVALENTS, END OF YEAR
	<u>\$ 70,863</u>

See accompanying notes.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2019

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES

Nature of Activities

Phoenix Art Museum (the Museum) is a nonprofit museum incorporated in May 1949 as an Arizona nonprofit corporation. The purpose of the Museum is to educate and expose the broadest segment of the population to the historical and aesthetic attributes of the visual arts.

Phoenix Art Museum Endowment Fund, Inc (the Endowment Fund) was incorporated in January 1994 as an Arizona nonprofit corporation with the Phoenix Art Museum as the sole member. The purpose of the Endowment Fund is to receive and accept title of donated assets, to hold such assets as an endowment, to invest said assets, and to distribute income and gains from these assets for the benefit of the Museum.

Arizona Costume Institute, LLC (ACI), a wholly owned subsidiary of the Museum, promotes the appreciation and understanding of fashion design through the acquisition and preservation of works of historical and aesthetic significance, education programs and support for the Museum's Fashion Design department.

In addition, the Museum is supported by Men's Art Council (MAC), a separate 501(c)(3) organization.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Museum and the Endowment Fund (collectively the "Organization"). All intercompany balances and transactions have been eliminated in the consolidated financial statements.

Basis of Accounting

The consolidated financial statements of the Organization have been prepared on the accrual basis of accounting, and accordingly, reflect all significant receivables, payables, and other liabilities. The Organization is required to report information regarding its financial position and activities according to the following net asset classifications: net assets without donor restrictions and net assets with donor restrictions.

Cash and Cash Equivalents

For the purpose of the statements of cash flows, the Organization considers all highly liquid investments with an original maturity of three months or less at date of acquisition to be cash equivalents. Cash held in accounts with stock brokerage firms are reported as investments as they represent accounts used for the purchases and sales of investments and are excluded from this definition.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2019

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (Continued)

Accounts Receivable

Accounts receivable are carried at the outstanding balances less an allowance for doubtful accounts, if applicable. The Organization evaluates the collectability of its accounts receivable based on a combination of factors. The Organization records a reserve based on a percentage of the accounts receivable balance. Accounts are charged off against the allowance when they are deemed to be uncollectible. Accounts receivable as of June 30, 2019 are considered to be fully collectible.

Promises to Give and Grants Receivable

Unconditional promises to give and grants receivable include promises for general purposes or program activities. Promises to give and grants receivable are recognized as revenues in the period the promise is received and as assets, decreases of liabilities or expenses depending on the form of the benefits received. Unconditional promises to give that are to be collected within one year are recorded at net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of their estimated future cash flows. The discount on those amounts are computed using a risk-free interest rate as determined by management applicable in the years in which the promises are received. Amortization of the discounts is reflected in contributions.

The Organization records a specific reserve to reduce the amounts recorded to what it believes will be collected. Promises to give are charged off against the allowance when they are deemed uncollectible.

Inventory

Inventory consists of books, gift items, and art related objects held for resale and carried at the lower of cost or net realizable value as determined by the average cost method.

Fair Value Measurements

Accounting Standards establish a framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Organization has the ability to access.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2019

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (Continued)

Fair Value Measurements (Continued)

- Level 2 Inputs to the valuation methodology include:
- Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified term (contractual term), the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement, and usually reflect the Organization's own assumptions about the assumptions that market participants would use in pricing the assets (i.e. real estate valuations, broker quotes).

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.

Investments

Investments are measured at fair value in the consolidated statement of financial position. Investments are recorded at fair value as determined by quoted prices in active markets or other valuation inputs. Investment income or loss (including realized and unrealized gains and losses, net of investment expenses) is included in the change net assets without donor restrictions in the accompanying consolidated statement of activities, unless the income or loss is restricted by donor or law.

Property and Equipment

Acquisitions of property and equipment in excess of \$5,000 are capitalized. Property and equipment are stated at cost or, if donated, at the approximate fair value at the date of donation. Depreciation of buildings and equipment is calculated using the straight-line method over the estimated useful lives of the respective assets.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2019

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (Continued)

Property and Equipment (Continued)

Major additions and improvements are capitalized. Maintenance and repairs are expensed as incurred. When assets are retired or otherwise disposed of, the related costs and accumulated depreciation are removed from the accounts and gains and losses are included in operations.

Impairment of Long-Lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

Endowment Funds

The Organization's endowment funds consist of 36 donor restricted funds established for a variety of purposes. As required by generally accepted accounting principles, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

The Organization follows Arizona's Management of Charitable Funds Act (MCFA) and its own governing documents. MCFA requires the preservation of endowment funds. When a donor's intent is not expressed, MCFA directs the Organization to spend an amount that is prudent, consistent with the purposes of the fund, relevant economic factors and the donor's intent that the fund continue in perpetuity.

The Organization classifies as net assets with donor restrictions (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The donor-restricted endowment fund also includes accumulated earnings in the fund that are also classified as net assets with donor restrictions until those amounts are appropriated for expenditure by the Organization in a manner consistent with the standard of prudence prescribed by MCFA.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2019

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (Continued)

Endowment Funds (Continued)

In accordance with MCFA, the Organization considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds: (1) the duration and preservation of the various funds, (2) the purposes of the donor-restricted endowment funds, (3) general economic conditions, (4) the possible effect of inflation and deflation, (5) the expected total return from income and the appreciation of investments, (6) the Organization's other resources, and (7) the Organization's investment policies.

Investment Return Objectives, Risk Parameters and Strategies. The Organization has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment funds while also maintaining the purchasing power of those endowment assets over the long-term. Accordingly, the investment process seeks to achieve an after-cost total real rate of return, including investment income as well as capital appreciation, which exceeds the annual distribution with acceptable levels of risk. The Organization's primary objective is to obtain the best possible return on investments with the appropriate degree of risk and to meet the priorities of the Organization over time. Endowment assets are invested in a conservative, well diversified asset mix that is intended to result in a consistent inflation-protected rate of return with an average level of risk and may experience moderate levels of volatility.

Spending Policy. The Endowment Foundation's board of directors establishes the spending policy and draw percentage in coordination with the Museum, on a yearly basis. In establishing this policy, the Organization considers the long-term expected return on the endowments. This is consistent with the Organization's 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.

Charitable Gift Annuities

The Organization administers 11 charitable gift annuities. Assets received from charitable gift annuities are recorded as contribution income for the amount exceeding the annuity liability. The annuity liability is recorded in an amount equal to the present value of the estimated future obligations to beneficiaries based on mortality rates derived from the life expectancy tables.

Beneficial Interest in Perpetual Trust

The Organization is the beneficiary of a single perpetual trust. Under the agreement, the Organization recorded the contribution with donor restriction at the fair value of the Organization's beneficial interest in the trust assets. Distributions from the trust assets are recorded as investment income in the accompanying consolidated statement of activities and is restricted for the purpose of purchasing Asian art. Subsequent changes in fair value of the beneficial interest in the trust assets are recorded as changes in value of split-interest agreements to net assets with donor restrictions.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2019

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (Continued)

Fine Art Collection

The Organization's fine art collection consists of purchased and donated works of art. The collection items are on display for the general public. The Organization employs professional staff to ensure that the collection items are preserved and protected. Each of the items is cataloged, preserved, and cared for, and kept unencumbered, and activities verifying their existence and assessing their condition are performed continuously. Collection items acquired either through purchase or donation are not capitalized. The proceeds from deaccession of collection items may be used for acquisitions of new collection items or the direct care of existing collections.

The Organization adheres to the ethical principles and definition of direct care established by the American Alliance of Museums and considers direct care to entail actions that enhance the life, usefulness, or quality of the collection items to ensure they will continue to benefit the public. The Organization's collection management policy includes conservation services, archival services, collections care investments identified through a conservation assessment and/or plan, and collection care training for staff and volunteers, as activities that are considered direct care of collection items.

Purchases of collection items are recorded as decreases in net assets without donor restrictions if purchased with assets without donor restrictions and as decreases in net assets with donor restrictions if purchased with donor-restricted assets. Acquisitions of fine art for the year ended June 30, 2019 totaled \$256,973. Contributions of collection items are not recognized in the statement of activities. Proceeds from deaccessions or insurance recoveries are reflected on the statement of activities based on the absence or existence and nature of donor-imposed restrictions.

Revenue Recognition

Earned revenues consist primarily of membership and admissions revenue, facility rentals, and museum store sales. The exchange portion of membership revenue is recognized over the term of the membership, which is typically one to two years. Admissions revenue and museum store sales are recognized as they are earned. The Organization rents the facility or portions of the facility for various events throughout the year. Rental income is recognized at the time the event takes place. Deferred revenues include unearned membership revenues, gift certificates and revenues collected for certain events that will take place in the next fiscal year.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2019

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (Continued)

Contributions

Contributions received are recorded as either support with donor restrictions or as support without donor restrictions, depending on the existence and/or nature of any donor-imposed restrictions. All donor-restricted support is reported as an increase in net assets with donor restrictions. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statement of activities as net assets released from restrictions. If the restriction is met or expires in the same fiscal year the contribution is received, the amount is classified as net assets without donor restrictions.

Non-Cash Donations

Donated materials and rent are recorded at their estimated fair value in the period received. Contributions of donated services that create or enhance non-financial assets or that require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donated services, are recorded at their fair market values in the period received. The Organization received the benefit of service from 737 volunteers which has not been recorded in the accompanying consolidated financial statements as it does not meet the recognition criteria.

Net Assets

The Organization reports information regarding its financial position and activities according to two classes of net assets as follows:

- Net Assets Without Donor Restrictions – Net assets available for use in general operations and not subject to donor or grantor restrictions.
- Net Assets With Donor Restrictions – Net assets whose use is limited by donor-imposed time and/or purpose restrictions. Gifts of long-lived assets and gifts of cash restricted for acquisition of long-lived assets are recognized as revenue when the assets are placed in service. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both.

Advertising

The Organization uses advertising to promote its programs to the community it serves. Advertising costs are charged to operations as incurred. Advertising expense charged to operations was \$301,849 for the year ended June 30, 2019.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2019

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (Continued)

Functional Expenses

The costs of providing various programs and other activities have been summarized on a functional basis in the consolidated statement of functional expenses. Directly identifiable expenses are charged to programs and supporting services. The consolidated financial statements of the Organization report certain categories of expenses that are attributable to more than one program or supporting function. Therefore, these expenses require allocation on a reasonable basis that is consistently applied. These expenses are allocated based on use, square footage basis, or on the basis of time and effort. Management and general expenses include those expenses that are not directly identifiable with any other specific function but provide for the overall support and direction of the Organization.

Income Tax Status

The Museum and the Endowment Fund each qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code and, therefore, there is no provision for income taxes. In addition, they qualify for the charitable contribution deduction under Section 170 of the code and has been classified as an organization that is not a private foundation under Section 509(a)(2) and the Endowment Fund qualifies for the charitable contribution deduction under Section 170 of the code and has been classified as an organization that is not a private foundation under Section 509(a)(3).

Arizona Costume Institute, LLC is treated as a disregarded entity for tax reporting purposes. All transactions and account balances of Arizona Costume Institute, LLC are reported for tax purposes by Phoenix Art Museum, the sole member of Arizona Costume Institute, LLC.

The Organization recognizes uncertain tax positions in the consolidated financial statements when it is more likely-than-not that the positions will not be sustained upon examination by the tax authorities. As of June 30, 2019, the Organization had no uncertain tax positions that qualify for either recognition or disclosure in the consolidated financial statements.

The Organization recognizes interest and penalties associated with income tax in operating expenses. During the year ended June 30, 2019, the Organization did not have any income tax related interest and penalty expense.

Use of Estimates

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from these estimates.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2019

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (Continued)

Date of Management's Review

In preparing these consolidated financial statements, the Organization has evaluated events and transactions for potential recognition or disclosure through January 3, 2020, the date the consolidated financial statements were available to be issued.

New Accounting Pronouncement

On August 18, 2016, Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-14, *Not-for-Profit Entities - Presentation of Financial Statements of Not-for-Profit Entities*. The update addresses the complexity and understandability of net asset classification, deficiencies in information about liquidity and availability of resources, and the lack of consistency in the type of information provided about expenses and investment return. The Organization has implemented ASU 2016-14 and has adjusted the presentation in these consolidated financial statements accordingly. The ASU has been applied retrospectively to all periods presented and resulted in the temporarily and permanently restricted net asset balances and unrestricted net asset balance at June 30, 2018 being renamed net assets with donor restrictions and net assets without donor restrictions, respectively. Also, a new disclosure about liquidity and availability has been added.

NOTE 2 LIQUIDITY AND AVAILABILITY

The Organization regularly monitors its liquidity in order to meet its operating needs and other contractual commitments. The Organization has various sources of liquidity at its disposal, including cash and cash equivalents, promises to give and other readily liquid financial instruments. Additionally, the Organization has a \$5.5 million line of credit for which it can draw from when needed.

As of June 30, 2019, the following table shows the total financial assets held by the Organization that are available for expenditure in the following year:

Cash and cash equivalents	\$ 70,863
Accounts receivable	160,171
Current promises to give (excluding those restricted for endowments)	1,171,914
Grants receivable	308,246
Prepaid expenses	155,542
Endowment funds for distribution	<u>1,286,002</u>
Financial assets available to be used within one year	<u><u>\$ 3,152,738</u></u>

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2019

NOTE 3 CONCENTRATIONS OF CREDIT RISK

Financial instruments that potentially subject the Organization to significant concentrations of credit risk consist principally of cash and cash equivalents, investments, promises to give and grants receivable. The Organization maintains its cash in bank accounts, which at times may exceed federally insured limits. The Organization has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash balances.

Investment balances with brokerage firms are insured up to \$500,000 by SIPC. The Organization has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on investment balances.

NOTE 4 PROMISES TO GIVE AND GRANTS RECEIVABLE

Promises to give consists of the following unconditional promises at June 30, 2019:

Grants receivable due in less than one year	\$ 308,246
Promises to give due in less than one year	1,999,778
Promises to give due in two to five years	1,159,998
Promises to give due in more than five years	<u>40,000</u>
Total promises to give and grants receivable	3,508,022
Discount to present value	(115,767)
Allowance for uncollectible promises to give	<u>(4,035)</u>
Net promises to give and grants receivable	3,388,220
Grants receivable, current portion	(308,246)
Promises to give, current portion	<u>(1,999,778)</u>
Promises to give and grants receivable, net of current and less discount and allowances	<u><u>\$ 1,080,196</u></u>

The estimated cash flows for promises to give were discounted over the collection period using a discount rate of 4%.

As of June 30, 2019, approximately 34% of gross promises to give are made up of amounts due from two donors. As of June 30, 2019, approximately 89% of grants receivable are made of amounts due from two foundations. Concentrations of credit risk with respect to promises to give and grants receivable are limited due to the relationship and history with these donors.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2019

NOTE 5 INVESTMENTS AND FAIR VALUE OF FINANCIAL INSTRUMENTS

Investments with readily determinable fair values are measured at fair value in the statement of financial position as determined by quoted market prices in active markets (Level 1). Alternative investments include private equity funds which are valued at net asset value based on information provided by the investment fund manager.

The following is a summary of investments measured at fair value and net asset value on a recurring basis at June 30, 2019:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments measured at fair value:				
Cash and fixed income	\$ 807,946	\$ -	\$ -	\$ 807,946
Mutual funds	5,992,157	-	-	5,992,157
Equity funds	<u>18,068,328</u>	<u>-</u>	<u>-</u>	<u>18,068,328</u>
Total investments measured at fair value	<u>\$24,868,431</u>	<u>\$ -</u>	<u>\$ -</u>	24,868,431
Investments measured at net asset value:				
Private equity funds				<u>1,338,959</u>
Total investments	<u>\$24,868,431</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$26,207,390</u>

In accordance with Accounting Standards, certain investments that are measured using the net asset value per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The net asset value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statement of financial position.

The Organization invests in private equity funds with a diversified portfolio across general partners, industries, stages of business development and geographies. Redemptions are not permitted during the life of the fund. When the assets are sold, the proceeds less any incentives due to the fund sponsor will be distributed to the investors. The sale of the assets is subject to the approval of the fund's manager and unfunded commitments totaled \$1,430,680.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2019

NOTE 5 INVESTMENTS AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

Investment return is summarized as follows for the year ended June 30, 2019:

Interest and dividend income	\$ 517,333
Net realized gains	245,728
Net unrealized gains	1,011,362
Investment fees	<u>(103,528)</u>
	<u>\$ 1,670,895</u>

Other assets measured at fair value on a recurring basis include the charitable gift annuity investments and beneficial interest in perpetual trust. These charitable gift annuity investments are measured at fair value as determined by quoted market prices in active markets. The fair value of the interest in the perpetual trust is estimated at the fair value of the Organization's portion of the underlying assets of the trust using information provided by the trustee.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Charitable gift annuities:				
Cash and money market	\$ 7,084	\$ -	\$ -	\$ 7,084
Mutual funds	106,568			106,568
Equity funds	148,399	-	-	148,399
Other funds	51,294	-	-	51,294
Real asset funds	<u>13,567</u>	<u>-</u>	<u>-</u>	<u>13,567</u>
Total charitable gift annuities	326,912	-	-	326,912
Beneficial interest in perpetual trust	<u>-</u>	<u>-</u>	<u>442,371</u>	<u>442,371</u>
	<u>\$ 326,912</u>	<u>\$ -</u>	<u>\$ 442,371</u>	<u>\$ 769,283</u>

The following is a reconciliation of the beginning and ending balances of assets measured at fair value on a recurring basis using the significant unobservable inputs (Level 3) during the year ended June 30, 2019.

Balance at June 30, 2018	\$ -
Contribution	442,371
Change in fair value	<u>-</u>
Balance at June 30, 2019	<u>\$ 442,371</u>

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2019

NOTE 6 BENEFICIAL INTEREST IN PERPETUAL TRUST

The Organization is an income beneficiary of one perpetual trust. The trust fund is held and controlled by a third-party trustee. The Organization is entitled to a specified percentage of the annual income distributions from the trust as defined in the trust agreement. The Organization will also be entitled to a specified percentage of the total amount of the corpus assets that will be distributed if the trust is ever dissolved. At June 30, 2019, the Organization has estimated the fair value of its beneficial interest in the trust based upon the Organization's respective interest in the value of the underlying assets held by the trust. For the year ended June 30, 2019, there were no distributions from the perpetual trust. Future distributions will be included in investment income with donor restriction in the consolidated statement of activities and are restricted for the purpose of purchasing Asian art.

NOTE 7 PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at June 30, 2019:

Land	\$ 699,253
Building and improvements	8,750,179
Equipment	1,062,849
Furniture and fixtures	81,281
Construction in progress	<u>298,000</u>
	10,891,562
Accumulated depreciation	<u>(6,443,839)</u>
	<u>\$ 4,447,723</u>

Depreciation expense for the year ended June 30, 2019 amounted to \$558,356. Construction-in-progress includes costs related to the development of a new website.

NOTE 8 LINE OF CREDIT

The Organization has a \$5,500,000 line of credit with a variable interest floating rate equal to an adjusted LIBOR plus 1%. This line of credit agreement is collateralized by marketable securities and expires in 2020. There was no outstanding balance due on the line of credit as of June 30, 2019.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2019

NOTE 9 LONG-TERM DEBT

Long-term debt consists of the following at June 30, 2019:

Note payable with Arizona Community Foundation due in monthly installments of \$10,631, including interest payable at a fixed rate of 4%. This loan is collateralized by securities under a pledge agreement.	\$ 970,603
Current portion	<u>(90,390)</u>
	<u><u>\$ 880,213</u></u>

Annual principal payments due for the next five years and thereafter are as follows for the years ending June 30:

<u>Years Ending June 30,</u>	
2020	\$ 90,390
2021	94,073
2022	97,905
2023	101,894
2024	106,045
Thereafter	<u>480,296</u>
	<u><u>\$ 970,603</u></u>

NOTE 10 ENDOWMENTS

Endowments consists of 36 funds restricted in perpetuity by the donors which are included in net assets with donor restrictions. Endowment net asset composition as of June 30, 2019 is as follows:

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total Endowment Funds</u>
Original corpus - investments	\$ -	\$ 25,405,927	\$ 25,405,927
Original corpus - promises to give	-	1,127,864	1,127,864
Accumulated investment earnings	-	<u>774,995</u>	<u>774,995</u>
	<u>\$ -</u>	<u>\$ 27,308,786</u>	<u>\$ 27,308,786</u>

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2019

NOTE 10 ENDOWMENTS (Continued)

Changes in endowment funds for the year ended June 30 are as follows:

	Without Donor Restrictions	With Donor Restrictions	Total Endowment Funds
Balance, June 30, 2018 (Restated)	\$ -	\$ 26,962,831	\$ 26,962,831
Contributions	-	200	200
Discount on long-term promises to give	-	40,000	40,000
Write off of uncollectible promises to give	-	(322,833)	(322,833)
Interest and dividend income	-	508,201	508,201
Realized gains	-	245,728	245,728
Unrealized gains	-	981,181	981,181
Fees	-	(103,528)	(103,528)
Amounts appropriated for expenditure	-	(1,002,994)	(1,002,994)
Balance, June 30, 2019	<u>\$ -</u>	<u>\$ 27,308,786</u>	<u>\$ 27,308,786</u>

NOTE 11 NET ASSETS WITH DONOR RESTRICTIONS

Net assets at June 30, 2019, with donor restrictions consist of:

<u>Time restricted:</u>		
Charitable gift annuities, net		\$ 10,366
Exhibits and events		830,359
		<u>840,725</u>
<u>Purpose restricted</u>		
Exhibits and education		2,821,178
Conservation		1,119,072
Other		1,477,647
Beneficial interest in perpetual trust		442,371
		<u>5,860,268</u>
<u>Endowment funds</u>		
Portion of perpetual endowment funds that is required to be retained permanently		26,533,791
Investment income subject to a time restriction under MCFA		265,712
Investment income subject to time and purpose restriction under MCFA:		
Exhibits and education		293,079
Conservation		207,660
Other		8,544
		<u>27,308,786</u>
Total net assets with donor restrictions		<u>\$ 34,009,779</u>

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2019

NOTE 12 DONATED MATERIALS

The Organization has an operating agreement with the City of Phoenix (the City) which commenced June 30, 1993 and ends on June 30, 2052, subject to cancellation. The agreement stipulates that the Organization will pay one dollar per year as rent for the current Organization facilities. The agreement also stipulates that the City will pay certain security, utilities, maintenance and landscaping for the benefit of the Organization. The Organization has estimated the fair value of these donated costs for the year ended June 30, 2019 as follows:

Facility	\$ 3,713,490
Utilities	300,038
Maintenance	<u>4,406,232</u>
	<u>\$ 8,419,760</u>

NOTE 13 OPERATING LEASES

The Organization leases office equipment under operating leases with terms expiring in various years through 2022 and requiring monthly payments totaling approximately \$1,900.

The approximate future lease payments due under non-cancelable leases having initial or remaining terms in excess of one year as of June 30, 2019 are as follows:

<u>Years Ending June 30.</u>	
2020	\$ 21,800
2021	18,600
2022	<u>9,300</u>
	<u>\$ 49,700</u>

NOTE 14 PENSION PLAN

The Organization has a defined benefit pension plan covering eligible employees. The plan calls for benefits to be paid to employees at retirement based on an actuarial valuation consisting primarily of years of service and compensation. Employees are fully vested after five years employment with the Organization. Effective September 1, 2013, the Organization's defined benefit pension plan was frozen, as such, there are no further entrants to the plan nor benefits accrued after that date.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2019

NOTE 14 PENSION PLAN (Continued)

The plan's funded status was as follows:

Projected benefit obligation	\$ (1,330,767)
Fair value of plan assets	<u>1,082,045</u>
Funded status of plan at year end	<u>\$ (248,722)</u>
Accumulated benefit obligation	<u>\$ 1,330,767</u>
Employer contributions	<u>\$ -</u>
Participant contributions	<u>\$ -</u>
Benefits paid	<u>\$ 361,275</u>

Amounts recognized in the consolidated statement of financial position as of June 30, 2019 consists of pension liability in the amount of \$248,722.

Net periodic benefit costs included in expenses for the year ended June 30, 2019 are as follows:

Service costs	<u>\$ -</u>
Other components of costs:	
Interest costs	\$ 61,335
Expected return on plan assets	(90,262)
Recognized actuarial (gain) loss	<u>4,735</u>
Net periodic pension cost	<u>\$ (24,192)</u>

The following sets forth the amount recognized in changes in net assets without donor restrictions:

Net loss	\$ 453,979
Prior service cost	<u>-</u>
Net amount recognized	<u>\$ 453,979</u>

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2019

NOTE 14 PENSION PLAN (Continued)

The following weighted-average assumptions were used in the accounting for the plan at June 30, 2019:

Discount rate:	
Net periodic pension cost	3.75%
Benefit obligations	3.75%
Rate of compensation increase	2.00%
Compensation and benefit limit increase	3.00%
Expected long-term rate of return of plan assets	6.50%

The discount rate and expected rate of return on plan assets are critical assumptions which significantly affect pension accounting. Even relatively small changes in these rates would significantly change the recorded pension expense and accrued liability. Management believes the discount rate and expected rate of return on plan assets used in determining its year-end pension accounting are reasonable based on currently available information. However, it is at least reasonably possible that these assumed rates will be revised in the near term, based on future events and changes in circumstances.

The overall expected long-term rate of return on plan assets represents a weighted average composition rate based on expected rates of return. The Organization's pension plan weighted average asset allocations by asset are as follows:

Cash and cash equivalents	9.88%
Fixed income	90.12%

The Organization's overall strategy is to invest in high-grade securities with a minimum amount of market fluctuations. In general, the Organization's objective is to maintain the following allocation ranges:

Cash and cash equivalents	10.00%
Fixed income	90.00%

Such rates are estimated by adjusting historical results for each category of investment for anticipated market movement. Under its terms, the plan investments will be limited to marketable securities including common and preferred stocks, convertible securities, government, municipal and corporate bonds, mutual and collective investment funds, and short-term money market instruments.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2019

NOTE 14 PENSION PLAN (Continued)

The following pension benefit payments which reflect expected future service, as appropriate, are expected to be paid as follows:

<u>Years Ending June 30:</u>	<u>Amount</u>
2020	\$ 45,319
2021	53,002
2022	55,084
2023	55,407
2024	56,549
2025-2029	<u>309,084</u>
Total	<u>\$ 574,445</u>

NOTE 15 EMPLOYEE BENEFIT PLANS

The Organization has a 403(b) defined contribution savings plan. Participation in the plan is voluntary. The Organization does not contribute nor match employee's contributions.

The Organization sponsors a 401(k) plan (the "Plan") for the benefit of its employees who have completed one year of service and have attained age 21. Employees may elect to contribute a percentage of their salary to the Plan up to a maximum allowed under the Internal Revenue Code. Upon eligibility, the Organization contributes 3% of the employee's compensation plus 100% of an employee's salary deferral up to 1% of compensation. The Organization's contribution to the Plan for the year ended June 30, 2019 totaled approximately \$183,000.

NOTE 16 RELATED PARTY TRANSACTIONS

The Men's Art Council (MAC) is a separate legal entity that is affiliated with the Organization. MAC provides contributions to assist in support of the Organization's operations. MAC donated \$125,000 in donations without restrictions to the organization during the year ended June 30, 2019. The Organization provides for payment of MAC's salaries, wages, benefits and taxes, which are reimbursed by MAC. Salaries, wages, benefits and taxes reimbursed to the Organization by MAC as of June 30, 2019 totaled \$77,085.

Artenders, Inc., an entity that is wholly owned by MAC, provides beverage services at many of the Organization's special events. The Organization rents office space to Artenders, Inc. as well as provides for payment of Artenders, Inc. salaries, wages, benefits and taxes, which are reimbursed by Artenders, Inc. Total rental income received from Artenders during the year ended June 30, 2019 amounted to \$22,000. Salaries, wages, benefits and taxes reimbursed to the Organization by Artenders, Inc. during the year ended June 30, 2019 amounted to \$115,091.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 June 30, 2019

NOTE 17 PRIOR PERIOD ADJUSTMENT

During the year ended June 30, 2019, it was discovered that the June 30, 2018 deferred membership revenue was understated, and membership revenue was overstated in the amount of \$256,034. In addition, management also discovered that a contribution received in a prior year in the amount of \$1,000,000 plus accumulated earnings of \$5,195 was incorrectly classified as a permanently restricted endowment fund instead of an unrestricted contribution. As a result of these discoveries, the net asset balances as of June 30, 2018 were restated as follows:

	As Previously Reported	Adjustment	As Restated
Net assets at June 30, 2018:			
Without donor restrictions	\$ (292,430)	\$ 749,161	\$ 456,731
With donor restrictions	35,490,768	(1,005,195)	34,485,573
	<u>\$ 35,198,338</u>	<u>\$ (256,034)</u>	<u>\$ 34,942,304</u>

NOTE 18 NEW ACCOUNTING PRONOUNCEMENTS

The Financial Accounting Standards Board (“FASB”) has issued Accounting Standards Update (“ASU”) No. 2014-09, *Revenue from Contracts with Customers*. For nonpublic companies, this standard must be adopted for annual reporting periods beginning after December 15, 2018. The standard’s core principle is that an organization will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the organization expects to be entitled in exchange for those goods or services. This standard also includes expanded disclosure requirements that result in an entity providing users of financial statements with comprehensive information about the nature, amount, timing, and uncertainty of revenue and cash flows arising from the entity’s contracts with customers. Management is currently in the process of evaluating the impact of adoption of this ASU on the financial statements.

The FASB has issued ASU No. 2018-08, *Not-For-Profit Entities-Clarifying the Scope and Accounting Guidance for Contributions Received and Contributions Made*. For nonpublic companies, the standard must be adopted for annual reporting periods beginning after December 15, 2019. The standard’s core principle is to clarify and improve the scope and the accounting guidance for contributions received and contributions made. This ASU should assist entities in evaluating whether transactions should be accounted for as contributions or as exchange transactions and determining whether a contribution is conditional. Management is currently in the process of evaluating the impact of adoption of this ASU on the financial statements.

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2019

NOTE 18 NEW ACCOUNTING PRONOUNCEMENTS (Continued)

The FASB has issued ASU No. 2016-02, *Leases*. For nonpublic companies, the standard must be adopted for annual reporting periods beginning after December 15, 2020. The standard's core principle is the recognition of lease assets and lease liabilities by lessees for substantially all leases, including those currently classified as operating leases. Under the ASU, a lessee will be required to recognize assets and liabilities for operating and finance leases with terms of more than 12 months. Management is currently in the process of evaluating the impact of adoption of this ASU on the financial statements.

SUPPLEMENTARY INFORMATION

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
CONSOLIDATING STATEMENT OF FINANCIAL POSITION
June 30, 2019

	Phoenix Art Museum	Phoenix Art Museum Endowment Fund, Inc.	Eliminations	Total
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents	\$ 70,863	\$ -	\$ -	\$ 70,863
Accounts receivable	160,171	200	(200)	160,171
Promises to give, current	1,171,914	-	-	1,171,914
Promises to give restricted for for endowments, current	-	827,864	-	827,864
Grants receivable	308,246	-	-	308,246
Prepaid expenses	155,542	-	-	155,542
Inventory	281,237	-	-	281,237
	<u>2,147,973</u>	<u>828,064</u>	<u>(200)</u>	<u>2,975,837</u>
OTHER ASSETS				
Promises to give, net of current and discount	806,864	-	-	806,864
Promises to give restricted for endowments, net of current, discount and allowance of approximately \$26,700	-	273,332	-	273,332
Investments - endowments	-	25,236,787	-	25,236,787
Investments - collateral	-	970,603	-	970,603
Charitable gift annuities	326,912	-	-	326,912
Property and equipment, net	4,447,723	-	-	4,447,723
Beneficial interest in perpetual trust	442,371	-	-	442,371
Fine art collection	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
TOTAL ASSETS	<u>\$ 8,171,843</u>	<u>\$ 27,308,786</u>	<u>\$ (200)</u>	<u>\$ 35,480,429</u>

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
CONSOLIDATING STATEMENT OF FINANCIAL POSITION (Continued)
June 30, 2019

	Phoenix Art Museum	Phoenix Art Museum Endowment Fund, Inc.	Eliminations	Total
LIABILITIES AND NET ASSETS				
CURRENT LIABILITIES				
Accounts payable	\$ 329,002	\$ -	\$ (200)	\$ 328,802
Accrued expenses	503,028	-	-	503,028
Deferred revenue	686,605	-	-	686,605
Note payable, current	90,390	-	-	90,390
	1,609,025	-	(200)	1,608,825
OTHER LIABILITIES				
Accrued pension	248,722	-	-	248,722
Note payable, net of current	880,213	-	-	880,213
Charitable gift annuity liabilities	105,498	-	-	105,498
TOTAL LIABILITIES	2,843,458	-	(200)	2,843,258
NET ASSETS/(DEFICITS)				
Without donor restrictions	(1,372,608)	-		(1,372,608)
With donor restrictions	6,700,993	27,308,786		34,009,779
TOTAL NET ASSETS	5,328,385	27,308,786	-	32,637,171
TOTAL LIABILITIES AND NET ASSETS	\$ 8,171,843	\$ 27,308,786	\$ (200)	\$ 35,480,429

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
CONSOLIDATING STATEMENT OF ACTIVITIES
Year Ended June 30, 2019

	Phoenix Art Museum	Phoenix Art Museum Endowment Fund, Inc.	Eliminations	Total
SUPPORT AND REVENUE				
Earned and other revenue:				
Admissions	\$ 1,125,641	\$ -	\$ -	\$ 1,125,641
Membership revenue	1,524,904	-	-	1,524,904
Museum store income	790,296	-	-	790,296
Shared costs reimbursements	154,142	-	-	154,142
Royalties	103,146	-	-	103,146
Facility rentals	513,824	-	-	513,824
Miscellaneous income	179,348	-	-	179,348
Investment income, net	39,313	1,631,582	-	1,670,895
Gain on sale of assets	2,365	-	-	2,365
Total earned and other revenue	<u>4,432,979</u>	<u>1,631,582</u>	<u>-</u>	<u>6,064,561</u>
Support:				
Contributions	4,502,012	40,200	-	4,542,212
Endowment fund grant	1,002,994	-	(1,002,994)	-
Donated facilities, materials and services	8,539,085	-	-	8,539,085
Government grants	107,903	-	-	107,903
Change in value of charitable gift annuity	(69,731)	-	-	(69,731)
Total support	<u>14,082,263</u>	<u>40,200</u>	<u>(1,002,994)</u>	<u>13,119,469</u>
Special event revenue	541,959	-	-	541,959
Cost of direct benefit to donors	(120,375)	-	-	(120,375)
Gross profit on special events	<u>421,584</u>	<u>-</u>	<u>-</u>	<u>421,584</u>
TOTAL SUPPORT AND REVENUE	18,936,826	1,671,782	(1,002,994)	19,605,614

PHOENIX ART MUSEUM AND PHOENIX ART MUSEUM ENDOWMENT FUND, INC.
CONSOLIDATING STATEMENT OF ACTIVITIES (Continued)
Year Ended June 30, 2019

	Phoenix Art Museum	Phoenix Art Museum Endowment Fund, Inc.	Eliminations	Total
EXPENSES				
Program services expenses	15,512,860	1,002,994	(1,002,994)	15,512,860
Supporting services expenses				
Management and general	4,193,713	-	-	4,193,713
Fundraising	1,418,675	-	-	1,418,675
Membership	462,666	-	-	462,666
	<u>21,587,914</u>	<u>1,002,994</u>	<u>(1,002,994)</u>	<u>21,587,914</u>
TOTAL EXPENSES				
CHANGE IN NET ASSETS - before loss on uncollectible promises to give	(2,651,088)	668,788	-	(1,982,300)
Loss on uncollectible promises to give	-	(322,833)	-	(322,833)
CHANGE IN NET ASSETS	(2,651,088)	345,955	-	(2,305,133)
NET ASSETS, BEGINNING OF YEAR, AS RESTATED	<u>7,979,473</u>	<u>26,962,831</u>	<u>-</u>	<u>34,942,304</u>
NET ASSETS, END OF YEAR	<u>\$ 5,328,385</u>	<u>\$ 27,308,786</u>	<u>\$ -</u>	<u>\$ 32,637,171</u>