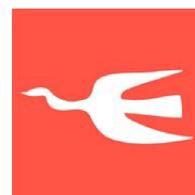


**FINANCIAL STATEMENTS**



# **THE PHILLIPS COLLECTION**

**FOR THE YEARS ENDED  
JULY 31, 2016 AND 2015**

# THE PHILLIPS COLLECTION

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# GELMAN, ROSENBERG

## & FREEDMAN

CERTIFIED PUBLIC ACCOUNTANTS



### INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees  
The Phillips Collection  
Washington, D.C.

We have audited the accompanying financial statements of The Phillips Collection (the Collection), which comprise the statements of financial position as of July 31, 2016 and 2015, 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.

#### Management's Responsibility for the Financial Statements

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

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the 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 selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

#### Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Collection as of July 31, 2016 and 2015, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

November 21, 2016

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**THE PHILLIPS COLLECTION**  
**STATEMENTS OF FINANCIAL POSITION**  
**AS OF JULY 31, 2016 AND 2015**

**ASSETS**

|  | <u>2016</u>                 | <u>2015</u>                 |
|--|-----------------------------|-----------------------------|
| Cash and cash equivalents  | \$ <u>401,675</u>           | \$ <u>409,794</u>           |
| Receivables (Notes 3 and 14):  |                             |                             |
| Trade  | 499,575                     | 557,896                     |
| Gifts and grants   | 4,575,280                   | 1,670,420                   |
| Pledges - CSMA campaign, net of allowance for doubtful accounts<br>of \$6,628 in 2016 and 2015   | 695,584                     | 875,666                     |
| Pledges - endowment  | <u>12,991,500</u>           | <u>4,786,002</u>            |
| Total receivables  | 18,761,939                  | 7,889,984                   |
| Merchandise inventory  | 300,019                     | 292,564                     |
| Prepaid expenses   | 429,458                     | 194,123                     |
| Property and equipment, net of accumulated depreciation and<br>amortization of \$17,312,725 and \$18,124,854 in 2016 and<br>2015, respectively (Notes 4 and 7) | 27,928,644                  | 28,928,121                  |
| Investments (Notes 2 and 15)   | <u>52,165,326</u>           | <u>55,774,663</u>           |
| <b>TOTAL ASSETS</b>  | <b>\$ <u>99,987,061</u></b> | <b>\$ <u>93,489,249</u></b> |

**LIABILITIES AND NET ASSETS**

**LIABILITIES**

|                                       |                   |                   |
|---------------------------------------|-------------------|-------------------|
| Line of credit (Note 6)               | \$ -              | \$ 1,413,529      |
| Accounts payable and accrued expenses | 1,102,352         | 571,698           |
| Accrued compensation                  | 352,127           | 325,746           |
| Deferred revenue                      | 353,377           | 315,057           |
| Capital lease obligation (Note 7)     | 75,312            | 99,599            |
| Gift annuity debt (Note 14)           | 131,682           | 152,628           |
| Note payable (Note 8)                 | 886,033           | 1,025,933         |
| Bonds payable (Note 8)                | <u>10,349,159</u> | <u>10,948,667</u> |
| Total liabilities                     | <u>13,250,042</u> | <u>14,852,857</u> |

**NET ASSETS**

|   |                             |                             |
|---|-----------------------------|-----------------------------|
| Unrestricted                            | 12,907,455                  | 15,631,706                  |
| Temporarily restricted (Note 9)         | 24,209,901                  | 22,458,442                  |
| Permanently restricted (Notes 4 and 16) | <u>49,619,663</u>           | <u>40,546,244</u>           |
| Total net assets                        | <u>86,737,019</u>           | <u>78,636,392</u>           |
| <b>TOTAL LIABILITIES AND NET ASSETS</b> | <b>\$ <u>99,987,061</u></b> | <b>\$ <u>93,489,249</u></b> |

**THE PHILLIPS COLLECTION**

**STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS  
FOR THE YEARS ENDED JULY 31, 2016 AND 2015**

|   | <b>2016</b>                 |                                   |                                   | <b>Total</b>                |
|---|-----------------------------|-----------------------------------|-----------------------------------|-----------------------------|
|   | <b>Unrestricted</b>         | <b>Temporarily<br/>Restricted</b> | <b>Permanently<br/>Restricted</b> |                             |
| <b>REVENUE</b>  |                             |                                   |                                   |                             |
| Gifts, grants and corporate support, net of expenses of \$463,323 and \$405,897 in 2016 and 2015, respectively (Notes 3 and 14) | \$ 4,165,198                | \$ 6,125,352                      | \$ 9,209,852                      | \$ 19,500,402               |
| Fees from exhibitions and loaned art, net of expenses of \$986,775 and \$263,901 in 2016 and 2015, respectively                 | 989,199                     | -                                 | -                                 | 989,199                     |
| Admissions  | 905,441                     | -                                 | -                                 | 905,441                     |
| Shop revenue, net of cost of goods sold of \$467,877 and \$408,380 in 2016 and 2015, respectively                               | 463,881                     | -                                 | -                                 | 463,881                     |
| Other revenue (Note 2)  | 216,884                     | -                                 | -                                 | 216,884                     |
| Contributed services and materials (Note 10)  | 641,598                     | -                                 | -                                 | 641,598                     |
| Endowment earnings transfer (Note 2)  | 2,250,668                   | -                                 | -                                 | 2,250,668                   |
| Net assets released from donor restrictions (Note 9)  | <u>2,344,542</u>            | <u>(2,344,542)</u>                | <u>-</u>                          | <u>-</u>                    |
| Total revenue   | <u>11,977,411</u>           | <u>3,780,810</u>                  | <u>9,209,852</u>                  | <u>24,968,073</u>           |
| <b>EXPENSES</b>   |                             |                                   |                                   |                             |
| Personnel (Note 12)   | 6,646,917                   | -                                 | -                                 | 6,646,917                   |
| Exhibitions   | 1,229,664                   | -                                 | -                                 | 1,229,664                   |
| Contractual services  | 793,927                     | -                                 | -                                 | 793,927                     |
| Insurance   | 367,319                     | -                                 | -                                 | 367,319                     |
| Utilities   | 598,060                     | -                                 | -                                 | 598,060                     |
| Other facility costs (Note 11)  | 405,679                     | -                                 | -                                 | 405,679                     |
| Administrative expenses (Note 6)  | 543,403                     | -                                 | -                                 | 543,403                     |
| Printing and publications   | 147,535                     | -                                 | -                                 | 147,535                     |
| Information technology expenses   | 222,763                     | -                                 | -                                 | 222,763                     |
| Fundraising activities and institutional events   | 202,604                     | -                                 | -                                 | 202,604                     |
| Marketing and advertising   | 126,901                     | -                                 | -                                 | 126,901                     |
| Contributed services and materials (Note 10)  | <u>641,598</u>              | <u>-</u>                          | <u>-</u>                          | <u>641,598</u>              |
| Total expenses  | <u>11,926,370</u>           | <u>-</u>                          | <u>-</u>                          | <u>11,926,370</u>           |
| Changes in net assets from operations before other items  | 51,041                      | 3,780,810                         | 9,209,852                         | 13,041,703                  |
| <b>OTHER ITEMS</b>  |                             |                                   |                                   |                             |
| Non-operating investment earnings (Note 2)  | -                           | (2,948,145)                       | -                                 | (2,948,145)                 |
| Non-operating net assets released from restriction (Note 9)   | 1,548,782                   | (1,548,782)                       | -                                 | -                           |
| Long-term financing expenses (Note 8)   | (331,457)                   | -                                 | -                                 | (331,457)                   |
| Depreciation of non-operating assets (Note 4)   | (1,027,469)                 | -                                 | -                                 | (1,027,469)                 |
| Art collection acquisitions (Note 5)  | -                           | -                                 | (136,433)                         | (136,433)                   |
| Transfer of investment deficiency (Notes 2 and 16)  | (2,467,575)                 | 2,467,575                         | -                                 | -                           |
| Campaign expenses (Note 2)  | (290,962)                   | -                                 | -                                 | (290,962)                   |
| House renovation expenses   | <u>(206,610)</u>            | <u>-</u>                          | <u>-</u>                          | <u>(206,610)</u>            |
| Changes in net assets   | (2,724,250)                 | 1,751,458                         | 9,073,419                         | 8,100,627                   |
| Net assets at beginning of year   | <u>15,631,705</u>           | <u>22,458,443</u>                 | <u>40,546,244</u>                 | <u>78,636,392</u>           |
| <b>NET ASSETS AT END OF YEAR</b>  | <b><u>\$ 12,907,455</u></b> | <b><u>\$ 24,209,901</u></b>       | <b><u>\$ 49,619,663</u></b>       | <b><u>\$ 86,737,019</u></b> |

See accompanying notes to financial statements.

| <b>2015</b>                 |                                   |                                   |                             |
|-----------------------------|-----------------------------------|-----------------------------------|-----------------------------|
| <b>Unrestricted</b>         | <b>Temporarily<br/>Restricted</b> | <b>Permanently<br/>Restricted</b> | <b>Total</b>                |
| \$ 3,969,781                | \$ 2,140,849                      | \$ 4,219,549                      | \$ 10,330,179               |
| 1,056,950                   | -                                 | -                                 | 1,056,950                   |
| 779,510                     | -                                 | -                                 | 779,510                     |
| 382,045                     | -                                 | -                                 | 382,045                     |
| 200,658                     | -                                 | -                                 | 200,658                     |
| 756,311                     | -                                 | -                                 | 756,311                     |
| 2,158,948                   | -                                 | -                                 | 2,158,948                   |
| <u>2,286,880</u>            | <u>(2,286,880)</u>                | <u>-</u>                          | <u>-</u>                    |
| <u>11,591,083</u>           | <u>(146,031)</u>                  | <u>4,219,549</u>                  | <u>15,664,601</u>           |
| 6,222,162                   | -                                 | -                                 | 6,222,162                   |
| 1,465,721                   | -                                 | -                                 | 1,465,721                   |
| 687,281                     | -                                 | -                                 | 687,281                     |
| 276,025                     | -                                 | -                                 | 276,025                     |
| 597,537                     | -                                 | -                                 | 597,537                     |
| 380,367                     | -                                 | -                                 | 380,367                     |
| 489,981                     | -                                 | -                                 | 489,981                     |
| 144,266                     | -                                 | -                                 | 144,266                     |
| 214,524                     | -                                 | -                                 | 214,524                     |
| 218,006                     | -                                 | -                                 | 218,006                     |
| 83,113                      | -                                 | -                                 | 83,113                      |
| <u>756,311</u>              | <u>-</u>                          | <u>-</u>                          | <u>756,311</u>              |
| <u>11,535,294</u>           | <u>-</u>                          | <u>-</u>                          | <u>11,535,294</u>           |
| 55,789                      | (146,031)                         | 4,219,549                         | 4,129,307                   |
| -                           | 200,764                           | -                                 | 200,764                     |
| 1,486,738                   | (1,486,738)                       | -                                 | -                           |
| (349,243)                   | -                                 | -                                 | (349,243)                   |
| (1,027,469)                 | -                                 | -                                 | (1,027,469)                 |
| (58,300)                    | -                                 | (39,256)                          | (97,556)                    |
| -                           | -                                 | -                                 | -                           |
| (213,722)                   | -                                 | -                                 | (213,722)                   |
| <u>(198,459)</u>            | <u>-</u>                          | <u>-</u>                          | <u>(198,459)</u>            |
| (304,666)                   | (1,432,005)                       | 4,180,293                         | 2,443,622                   |
| <u>15,936,372</u>           | <u>23,890,447</u>                 | <u>36,365,951</u>                 | <u>76,192,770</u>           |
| <b><u>\$ 15,631,706</u></b> | <b><u>\$ 22,458,442</u></b>       | <b><u>\$ 40,546,244</u></b>       | <b><u>\$ 78,636,392</u></b> |

See accompanying notes to financial statements.

## THE PHILLIPS COLLECTION

STATEMENT OF FUNCTIONAL EXPENSES  
FOR THE YEAR ENDED JULY 31, 2016

|  | Program<br>Services        | Supporting Services       |                            | Total<br>Expenses           |
|--|----------------------------|---------------------------|----------------------------|-----------------------------|
|  |                            | Management<br>and General | Fundraising                |                             |
| Personnel (Note 12)                                | \$ 4,208,371               | \$ 1,452,476              | \$ 986,070                 | \$ 6,646,917                |
| Exhibitions  | 1,229,664                  | -                         | -                          | 1,229,664                   |
| Contractual services                               | 484,658                    | 246,022                   | 63,247                     | 793,927                     |
| Insurance  | 277,442                    | 89,877                    | -                          | 367,319                     |
| Utilities  | 10,557                     | 587,503                   | -                          | 598,060                     |
| Other facility costs (Note 11)                     | 79,363                     | 326,316                   | -                          | 405,679                     |
| Administrative expenses (Note 6)                   | 321,575                    | 147,058                   | 74,770                     | 543,403                     |
| Printing and publications                          | 100,918                    | 24,130                    | 22,487                     | 147,535                     |
| Information technology expenses                    | 43,415                     | 175,436                   | 3,912                      | 222,763                     |
| Fundraising activities and institutional<br>events | 109,898                    | 34,403                    | 58,303                     | 202,604                     |
| Marketing and advertising                          | 124,487                    | 2,414                     | -                          | 126,901                     |
| Contributed services and materials<br>(Note 10)    | <u>361,645</u>             | <u>56,825</u>             | <u>223,128</u>             | <u>641,598</u>              |
| Sub-total  | 7,351,993                  | 3,142,460                 | 1,431,917                  | 11,926,370                  |
| Overhead allocation                                | <u>2,262,159</u>           | <u>(2,501,444)</u>        | <u>239,285</u>             | <u>-</u>                    |
| <b>TOTAL</b>                                       | <b>\$ <u>9,614,152</u></b> | <b>\$ <u>641,016</u></b>  | <b>\$ <u>1,671,202</u></b> | <b>\$ <u>11,926,370</u></b> |

## THE PHILLIPS COLLECTION

STATEMENT OF FUNCTIONAL EXPENSES  
FOR THE YEAR ENDED JULY 31, 2015

|  | <u>Program<br/>Services</u> | <u>Supporting Services</u>        |                            | <u>Total<br/>Expenses</u>   |
|--|-----------------------------|-----------------------------------|----------------------------|-----------------------------|
|  |                             | <u>Management<br/>and General</u> | <u>Fundraising</u>         |                             |
| Personnel (Note 12)                                | \$ 3,922,634                | \$ 1,385,760                      | \$ 913,768                 | \$ 6,222,162                |
| Exhibitions  | 1,465,476                   | 190                               | 55                         | 1,465,721                   |
| Contractual services                               | 285,802                     | 250,297                           | 151,182                    | 687,281                     |
| Insurance  | 185,750                     | 90,275                            | -                          | 276,025                     |
| Utilities  | 9,588                       | 587,949                           | -                          | 597,537                     |
| Other facility costs (Note 11)                     | 50,300                      | 330,067                           | -                          | 380,367                     |
| Administrative expenses (Note 6)                   | 283,112                     | 132,494                           | 74,375                     | 489,981                     |
| Printing and publications                          | 104,113                     | 9,877                             | 30,276                     | 144,266                     |
| Information technology expenses                    | 48,323                      | 163,916                           | 2,285                      | 214,524                     |
| Fundraising activities and institutional<br>events | 84,854                      | 17,250                            | 115,902                    | 218,006                     |
| Marketing and advertising                          | 80,507                      | 2,606                             | -                          | 83,113                      |
| Contributed goods and services<br>(Note 10)        | <u>192,613</u>              | <u>305,814</u>                    | <u>257,884</u>             | <u>756,311</u>              |
| Sub-total  | 6,713,072                   | 3,276,495                         | 1,545,727                  | 11,535,294                  |
| Overhead allocation                                | <u>2,228,162</u>            | <u>(2,461,025)</u>                | <u>232,863</u>             | <u>-</u>                    |
| <b>TOTAL</b>                                       | <b>\$ <u>8,941,234</u></b>  | <b>\$ <u>815,470</u></b>          | <b>\$ <u>1,778,590</u></b> | <b>\$ <u>11,535,294</u></b> |

**THE PHILLIPS COLLECTION**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED JULY 31, 2016 AND 2015**

|  | <u>2016</u>              | <u>2015</u>              |
|--|--------------------------|--------------------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>  |                          |                          |
| Changes in net assets  | \$ 8,100,627             | \$ 2,443,622             |
| Adjustments to reconcile changes in net assets to net cash used by operating activities: |                          |                          |
| Depreciation and amortization  | 1,160,916                | 1,165,363                |
| Net realized and unrealized loss (gain) on investments                                   | 1,023,958                | (1,931,039)              |
| Amortization of discount on gift annuity agreements                                      | (4,218)                  | (4,004)                  |
| Art acquisitions   | 136,433                  | 97,556                   |
| Change in discount on gifts, and grants receivables                                      | -                        | (2,859)                  |
| Change in discount on CSMA campaign and endowment pledges receivable                     | (68,785)                 | 958,793                  |
| (Increase) decrease in:  |                          |                          |
| Trade, gifts and grants receivables  | (2,846,539)              | (622,998)                |
| CSMA campaign and endowment pledges receivable   | (7,956,631)              | (5,012,154)              |
| Merchandise inventory  | (7,455)                  | 13,399                   |
| Prepaid expenses   | (235,335)                | (94,239)                 |
| Increase (decrease) in:  |                          |                          |
| Accounts payable and accrued expenses  | 530,654                  | 121,215                  |
| Accrued compensation   | 26,381                   | 2,382                    |
| Deferred revenue   | <u>38,320</u>            | <u>214,750</u>           |
| Net cash used by operating activities  | <u>(101,674)</u>         | <u>(2,650,213)</u>       |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>  |                          |                          |
| Net sale of investments  | 2,585,379                | 3,052,564                |
| Purchase of property and equipment   | (161,439)                | (20,318)                 |
| Art acquisitions   | <u>(136,433)</u>         | <u>(97,556)</u>          |
| Net cash provided by investing activities  | <u>2,287,507</u>         | <u>2,934,690</u>         |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>  |                          |                          |
| Net (payments) proceeds on line of credit  | (1,413,529)              | 783,000                  |
| Payments on capital lease obligations  | (24,287)                 | (25,771)                 |
| Payments under gift annuity agreements   | (16,728)                 | (3,973)                  |
| Payments on long term financing  | <u>(739,408)</u>         | <u>(722,293)</u>         |
| Net cash (used) provided by financing activities   | <u>(2,193,952)</u>       | <u>30,963</u>            |
| Net (decrease) increase in cash and cash equivalents                                     | (8,119)                  | 315,440                  |
| Cash and cash equivalents at beginning of year   | <u>409,794</u>           | <u>94,354</u>            |
| <b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>  | <b><u>\$ 401,675</u></b> | <b><u>\$ 409,794</u></b> |

THE PHILLIPS COLLECTION  
STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED JULY 31, 2016 AND 2015

| SUPPLEMENTAL INFORMATION               | <u>2016</u>       | <u>2015</u>       |
|--|-------------------|-------------------|
| Interest Paid                          | \$ <u>351,269</u> | \$ <u>377,408</u> |
| Equipment Acquired Under Capital Lease | \$ <u>-</u>       | \$ <u>121,921</u> |

**THE PHILLIPS COLLECTION**  
**NOTES TO FINANCIAL STATEMENTS**  
**JULY 31, 2016 AND 2015**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION**

Organization -

The Phillips Collection (the Collection) was incorporated in 1920. It opened to the public in 1921 and is known as the first museum of modern art in the United States. The Phillips Collection is an intimate museum combined with an experiment station. At its heart is an exceptional collection of modern and contemporary art around which the museum has created a dynamic environment for looking, learning, and enjoyment.

Basis of presentation -

The accompanying financial statements are presented on the accrual basis of accounting, and in accordance with FASB ASC 958, *Not-for-Profit Entities*.

Cash and cash equivalents -

The Collection considers demand accounts held with financial institutions to be cash equivalents. Amounts held in investment portfolios, regardless of their maturities, are not considered cash equivalents.

Bank deposit accounts are insured by the Federal Deposit Insurance Corporation (FDIC) up to a limit of \$250,000. At times during the year, the Collection maintains cash balances at financial institutions in excess of the FDIC limits. Management believes the risk in these situations to be minimal.

Receivables -

Short-term receivables are stated at their carrying amounts, which approximate fair value due to the relatively short period of time between their obligation and expected realization. Long-term receivables are stated at their fair value, measured as the present value of their future cash flows. The allowance for doubtful accounts is determined based upon a review of account balances, including management's knowledge of the customer, relationship with the customer, and the age of the receivable balance. As a result of these reviews, management has established an allowance as a best estimate of probable losses. All accounts, or portions thereof, that are deemed to be uncollectible, or that require excessive collection cost, are written off.

Merchandise inventory -

Merchandise inventory, which consists of merchandise held for resale by the Collection's Museum Shop, is stated at the lower of cost or estimated market value using the average cost method.

Investments -

Investments are recorded at readily determinable fair values. Investment earnings (losses) include interest, dividends, realized and unrealized gains and losses, net of investment expenses.

The fair value of financial instruments is determined by reference to various market data and other valuation techniques as appropriate. Credit risk from financial instruments relates to the possibility that invested assets within a particular industry segment may experience loss due to market conditions.

## THE PHILLIPS COLLECTION

### NOTES TO FINANCIAL STATEMENTS JULY 31, 2016 AND 2015

#### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION (Continued)

##### Investments (continued) -

The Collection has diversified its financial instruments to help ensure that no one industry segment represents a significant concentration of risk.

Although management uses its best judgment at estimating fair value of the underlying assets for its investments, there are inherent limitations in any valuation technique. Therefore, the value is not necessarily indicative of the amount that could be realized in a current transaction. Future events will also affect the estimates of fair value, and the effect of such events on the estimates of fair value could be material.

##### Property and equipment -

Property and equipment in excess of \$1,000 are capitalized and stated at cost. Property and equipment are depreciated on a straight-line basis over the estimated useful lives of the related assets: building and building renovations – forty years; and furniture and equipment – three, five, or ten years. Bond issuance costs are amortized over the life of the bond, currently thirty years. The cost of maintenance and repairs is recorded as expenses are incurred.

##### Impairment of long lived assets -

Management reviews asset carrying amounts whenever events or circumstances indicate that such carrying amounts may not be recoverable. When considered impaired, the carrying amount of the assets is reduced, by a charge to the Statements of Activities and Changes in Net Assets, to its current fair value.

##### Income taxes -

The Collection is exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code. The Collection is not a private foundation.

Although the Collection is organized as a non-profit corporation, revenue derived from its flexible capital and private equity partnerships is considered unrelated business income and subject to taxation by the Internal Revenue Service and the District of Columbia. As a result of these activities, the Collection incurred no unrelated business income taxes for the year ended July 31, 2015, although the minimum \$250 fee was paid to the District of Columbia during the year ended July 31, 2016. For the year ended July 31, 2016, management does not anticipate any unrelated business income subject to tax. As a result, no estimated taxes have been paid.

##### Uncertain tax positions -

For the years ended July 31, 2016 and 2015, the Collection has documented its consideration of FASB ASC 740-10, *Income Taxes*, that provides guidance for reporting uncertainty in income taxes and has determined that no material uncertain tax positions qualify for either recognition or disclosure in the financial statements.

##### Deferred revenue -

Deferred revenue consists of facilities rental fees, exhibition fees, and member trip fees for upcoming events. The Collection recognizes these fees when the related event has occurred.

## THE PHILLIPS COLLECTION

### NOTES TO FINANCIAL STATEMENTS JULY 31, 2016 AND 2015

#### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION (Continued)

##### Net asset classification -

The net assets are reported in three self-balancing groups as follows:

- **Unrestricted net assets** include unrestricted revenue and contributions received without donor-imposed restrictions. These net assets are available for the operation of the Collection and include both internally designated and undesignated resources.
- **Temporarily restricted net assets** include revenue and contributions subject to donor-imposed stipulations that will be met by the actions of the Collection and/or the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statements of Activities and Changes in Net Assets as net assets released from restrictions.
- **Permanently restricted net assets** represent funds restricted by the donor to be maintained in-perpetuity by the Collection. At July 31, 2016 and 2015, the balance of permanently restricted net assets that is restricted for the purchase of accessioned art is \$1,374,411 and \$1,510,844, respectively. Earnings and losses from the investment of permanently restricted net assets are used to support operations.

##### Program services -

The Collection's programmatic activities include those associated primarily with the preservation and exhibition of the collection, such as curatorial, conservation, registrar, and library functions. A second category includes those activities designed to inform the public about the collection and its history, such as education, communications, publications, and the music program. The Center for the Study of Modern Art (CSMA), a research arm of the Museum, is the third major category of programmatic activity. Lastly, the Museum includes visitor amenities and services associated with its public outreach under the programmatic heading.

##### Spending rate methodology -

The Collection uses a spending rate methodology to determine the amount of endowment investment income included in operating revenue as described in the total return policy. Endowment investment income in excess of the spending rate is reported as a non-operating activity. In addition, activities relating to the bond and the Collection's buildings and improvements are reported as non-operating income or expense.

Operating activities are defined to encompass transactions that relate directly to the mission of the Collection. These included soliciting contributions and sponsoring museum programs.

##### Gifts, grants and corporate support -

Contributions and grants are recorded as revenue in the year notification is received from the donor. Temporarily restricted contributions and grants are recognized as unrestricted support only to the extent of actual expenses incurred in compliance with the donor-imposed restrictions and satisfaction of time restrictions.

**THE PHILLIPS COLLECTION**  
**NOTES TO FINANCIAL STATEMENTS**  
**JULY 31, 2016 AND 2015**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION**  
**(Continued)**

Gifts, grants and corporate support (continued) -

Temporarily restricted contributions and grants received in excess of expenses incurred are shown as temporarily restricted net assets in the accompanying financial statements.

Expenses for member trips and the gala fundraiser that are direct benefits to the donors are netted against the respective revenue in gifts, grants and corporate support. Member trip expenses totaled \$167,422 and \$117,536 for the years ended July 31, 2016 and 2015, respectively. The direct expenses associated with the gala fundraiser for the years ended July 31, 2016 and 2015, are \$289,801 and \$256,749, respectively.

Contributed services and materials -

Contributed services and materials are recorded at their estimated fair value at the date of the donation.

Fees from Exhibitions and loaned art -

Fees from exhibitions and loaned art reflect gross loan and exhibition participation fees as well as organization fees reimbursed by the venues to which the exhibitions travel, less the direct transportation and insurance costs incurred by the museum to enable the works to travel. Such transportation costs include shipping, crating, and courier expenses. For the years ended July 31, 2016 and 2015, the transportation and insurance expenses totaled \$986,775 and \$263,901, respectively.

Shop revenue -

Shop revenue is recorded net of cost of goods sold, and includes shipping revenue on customer mail orders. Shipping and handling costs for customer orders are included in administrative program expenses in the accompanying Statements of Activities and Changes in Net Assets and Statements of Functional Expenses.

Use of estimates -

The preparation of 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 at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Functional allocation of expenses -

The costs of providing the various programs and other activities have been summarized on a functional basis in the Statement of Functional Expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

**THE PHILLIPS COLLECTION**

**NOTES TO FINANCIAL STATEMENTS  
JULY 31, 2016 AND 2015**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION  
(Continued)**

Risks and uncertainties -

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

Fair value measurement -

The Collection adopted the provisions of FASB ASC 820, *Fair Value Measurement*. FASB ASC 820 defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs (assumptions that market participants would use in pricing assets and liabilities, including assumptions about risk) used to measure fair value, and enhances disclosure requirements for fair value measurements. The Collection accounts for a significant portion of its financial instruments at fair value or considers fair value in their measurement.

**2. INVESTMENTS**

Investments, at readily determinable fair value, consisted of the following at July 31, 2016 and 2015:

|                                       | <u>Fair Value</u>           |                             |
|---------------------------------------|-----------------------------|-----------------------------|
|                                       | <u>2016</u>                 | <u>2015</u>                 |
| Money market funds                    | \$ 2,758,970                | \$ 2,464,290                |
| Fixed income and blended mutual funds | 3,571,359                   | 2,406,905                   |
| Domestic equity mutual funds          | 6,255,959                   | 4,118,778                   |
| International equity mutual funds     | 5,200,518                   | 5,231,212                   |
| Global equity mutual funds            | 1,354,886                   | 1,421,238                   |
| TIFF multi-asset fund                 | -                           | 1,503,844                   |
| Alternative funds                     | <u>33,023,634</u>           | <u>38,628,396</u>           |
| <b>TOTAL INVESTMENTS</b>              | <b><u>\$ 52,165,326</u></b> | <b><u>\$ 55,774,663</u></b> |

Subsequent to July 31, 2016, the fair market value of the investment portfolio has increased approximately \$1,450,000 as a result of current economic conditions.

The Collection has been admitted as a limited partner in several private equity funds. Under the terms of the partnership agreements, the Collection is required to contribute \$13,223,330 of total capital to the partnerships as of July 31, 2016.

Capital contributions are due and payable when requested by the partnerships. As of July 31, 2016, the Collection had contributed a total of \$9,374,552. The remaining capital commitment of \$3,848,778 at July 31, 2016 will be paid when requested by the partnerships.

**THE PHILLIPS COLLECTION**  
**NOTES TO FINANCIAL STATEMENTS**  
**JULY 31, 2016 AND 2015**

**2. INVESTMENTS (Continued)**

Alternative investments within the portfolio are comprised of the following at July 31, 2016:

| <u>Investment Type</u>                   | <u>Amount</u>               | <u>Redemption Period</u> | <u>Liquidity</u>                            |
|--|-----------------------------|--------------------------|---|
| Private equity and alternative holdbacks | \$ 5,762,735                | None                     | End of partnership or liquidation of assets |
| Private equity                           | 1,527,655                   | Annual                   | June 30, 2017                               |
| Flexible capital                         | 4,724,852                   | 18 Months                | June 30, 2017 -<br>December 31, 2017        |
| Flexible capital                         | 6,064,696                   | Annual                   | September 30, 2016-<br>December 31, 2017    |
| Flexible capital                         | 10,444,753                  | Quarterly                | September 30, 2016-<br>December 31, 2016    |
| Flexible capital                         | <u>4,498,943</u>            | Monthly                  | August 31, 2016-<br>September 30, 2016      |
| <b>ALTERNATIVE INVESTMENTS</b>           | <b><u>\$ 33,023,634</u></b> |                          |   |

Alternative investments within the portfolio are comprised of the following at July 31, 2015:

| <u>Investment Type</u>         | <u>Amount</u>               | <u>Redemption Period</u> | <u>Liquidity</u>                        |
|--------------------------------|-----------------------------|--------------------------|---|
| Private equity                 | \$ 4,992,458                | None                     | End of partnership                      |
| Private equity                 | 1,477,910                   | Annual                   | June 30, 2016                           |
| Flexible capital               | 5,478,499                   | 18 months                | December 31, 2015-<br>June 30, 2016     |
| Flexible capital               | 7,706,661                   | Annual                   | December 31, 2015-<br>December 31, 2017 |
| Flexible capital               | 13,040,414                  | Quarterly                | September 30, 2015 -<br>March 31, 2016  |
| Flexible capital               | <u>5,932,454</u>            | Monthly                  | August 31, 2015 -<br>September 30, 2015 |
| <b>ALTERNATIVE INVESTMENTS</b> | <b><u>\$ 38,628,396</u></b> |                          |   |

The Collection received proceeds of \$17,345,260 and \$18,497,593 on the sale of long-term investments during the years ended July 31, 2016 and 2015, respectively.

**THE PHILLIPS COLLECTION**

**NOTES TO FINANCIAL STATEMENTS  
JULY 31, 2016 AND 2015**

**2. INVESTMENTS (Continued)**

Investment earnings from endowment investments, less the calculated draw for operations (see Note 1), are recorded as non-operating investment earnings in the Statements of Activities and Changes in Net Assets.

The following summarizes the components of investment income (loss) and shows how they are presented in the Statements of Activities and Changes in Net Assets for the year ended July 31, 2016:

|   | <u>Unrestricted</u>        | <u>Temporarily<br/>Restricted</u> | <u>Total</u>                 |
|---|----------------------------|-----------------------------------|------------------------------|
| <b>Endowment Investment:</b>  |                            |                                   |                              |
| Interest and dividends  | \$ -                       | \$ 469,240                        | \$ 469,240                   |
| Net realized and unrealized loss  | -                          | (620,753)                         | (620,753)                    |
| Less: Investment fees   | <u>-</u>                   | <u>(166,468)</u>                  | <u>(166,468)</u>             |
|   | <u>-</u>                   | <u>(317,981)</u>                  | <u>(317,981)</u>             |
| <b>Other Investments:</b>   |                            |                                   |                              |
| Interest and dividends  | 10,230                     | 40,773                            | 51,003                       |
| Net realized and unrealized loss  | (5,637)                    | (397,568)                         | (403,205)                    |
| Less: Investment fees   | <u>-</u>                   | <u>(22,701)</u>                   | <u>(22,701)</u>              |
|   | <u>4,593</u>               | <u>(379,496)</u>                  | <u>(374,903)</u>             |
| <b>TOTAL INVESTMENT INCOME (LOSS)</b>   | <b><u>\$ 4,593</u></b>     | <b><u>\$ (697,477)</u></b>        | <b><u>\$ (692,884)</u></b>   |
| <br>  |                            |                                   |                              |
| <b>As Reported in the Statements of Activities<br/>and Changes in Net Assets:</b> | <u>Unrestricted</u>        | <u>Temporarily<br/>Restricted</u> | <u>Total</u>                 |
| Non-operating investment earnings (loss):   |                            |                                   |                              |
| Endowment loss net of transfer for operations                                     | \$ -                       | \$ (2,568,649)                    | \$(2,568,649)                |
| Non-endowment loss  | <u>-</u>                   | <u>(379,496)</u>                  | <u>(379,496)</u>             |
|   | <u>-</u>                   | <u>(2,948,145)</u>                | <u>(2,948,145)</u>           |
| Transfer of underwater investment deficiency                                      | (2,467,575)                | 2,467,575                         | -                            |
| Earnings included in other revenue  | 4,593                      | -                                 | 4,593                        |
| Endowment earnings transfer for operations  | <u>2,250,668</u>           | <u>-</u>                          | <u>2,250,668</u>             |
| <b>TOTAL NON-OPERATING INVESTMENT<br/>EARNINGS (LOSS)</b>                         | <b><u>\$ (212,314)</u></b> | <b><u>\$ (480,570)</u></b>        | <b><u>\$ (692,884)</u></b>   |
| <b>UNREALIZED ONLY</b>  | <b><u>\$ (5,637)</u></b>   | <b><u>\$ (2,577,214)</u></b>      | <b><u>\$ (2,582,851)</u></b> |

**THE PHILLIPS COLLECTION**  
**NOTES TO FINANCIAL STATEMENTS**  
**JULY 31, 2016 AND 2015**

**2. INVESTMENTS (Continued)**

The following summarizes the components of investment income (loss) and shows how they are presented in the Statements of Activities and Changes in Net Assets for the year ended July 31, 2015:

|   | <u>Unrestricted</u>        | <u>Temporarily<br/>Restricted</u> | <u>Total</u>                 |
|---|----------------------------|-----------------------------------|------------------------------|
| <b>Endowment Investment:</b>  |                            |                                   |                              |
| Interest and dividends  | \$ -                       | \$ 518,962                        | \$ 518,962                   |
| Net realized and unrealized gain  | -                          | 1,589,911                         | 1,589,911                    |
| Less: Investment fees   | <u>-</u>                   | <u>(181,823)</u>                  | <u>(181,823)</u>             |
|   | <u>-</u>                   | <u>1,927,050</u>                  | <u>1,927,050</u>             |
| <b>Other Investments:</b>   |                            |                                   |                              |
| Interest and dividends  | 17,021                     | 103,561                           | 120,582                      |
| Net realized and unrealized (loss) gain   | (13,428)                   | 354,555                           | 341,127                      |
| Less: Investment fees   | <u>-</u>                   | <u>(25,454)</u>                   | <u>(25,454)</u>              |
|   | <u>3,593</u>               | <u>432,662</u>                    | <u>436,255</u>               |
| <b>TOTAL INVESTMENT INCOME</b>  | <b><u>\$ 3,593</u></b>     | <b><u>\$ 2,359,712</u></b>        | <b><u>\$ 2,363,305</u></b>   |
| <br>  |                            |                                   |                              |
|   | <u>Unrestricted</u>        | <u>Temporarily<br/>Restricted</u> | <u>Total</u>                 |
| <b>As Reported in the Statements of Activities<br/>and Changes in Net Assets:</b> |                            |                                   |                              |
| Non-operating investment earnings (loss):   |                            |                                   |                              |
| Endowment loss net of transfer for operations                                     | \$ -                       | \$ (231,898)                      | \$ (231,898)                 |
| Non-endowment loss  | <u>-</u>                   | <u>432,662</u>                    | <u>432,662</u>               |
|   | <u>-</u>                   | <u>200,764</u>                    | <u>200,764</u>               |
| Earnings included in other revenue  | 3,593                      | -                                 | 3,593                        |
| Endowment earnings transfer for operations  | <u>2,158,948</u>           | <u>-</u>                          | <u>2,158,948</u>             |
| <b>TOTAL NON-OPERATING INVESTMENT<br/>EARNINGS (LOSS)</b>                         | <b><u>\$ 2,162,541</u></b> | <b><u>\$ 200,764</u></b>          | <b><u>\$ 2,363,305</u></b>   |
| <b>UNREALIZED ONLY</b>  | <b><u>\$ (13,428)</u></b>  | <b><u>\$ (2,544,886)</u></b>      | <b><u>\$ (2,558,314)</u></b> |

**3. TRADE, GIFTS, GRANTS AND PLEDGES RECEIVABLE**

The Collection receives promises to contribute from donors. Promises to contribute primarily consist of pledges, bequests, grants, and charitable remainder trusts. Promises to contribute related to the CSMA campaign were recorded as temporarily restricted revenue. Promises to contribute related to the Collection's endowment campaign are recorded as permanently restricted revenue. Management periodically reviews the status of all pledge receivable balances for collectibility.

**THE PHILLIPS COLLECTION**

**NOTES TO FINANCIAL STATEMENTS  
JULY 31, 2016 AND 2015**

**3. TRADE, GIFTS, GRANTS AND PLEDGES RECEIVABLE (Continued)**

Each receivable balance is assessed based on management's knowledge of the donor, relationship with the donor, and the age of the receivable balance. The loss on uncollectible pledges recorded in gifts, grants and corporate support in the Statements of Activities and Changes in Net Assets totaled \$180,186 and \$87,576 for the years ended July 31, 2016 and 2015, respectively.

All pledges receivable due in more than one year have been discounted to their net present value at July 31, 2016 and 2015. The discount rates range from 0.19% to 6.00% and are determined using the U.S. Treasury Daily Treasury Yield Curve Rate for the term closest to time period of expected receipt on the day the Collection was notified of the pledge.

Trade, gifts, grants, and pledges receivables are due as follows at July 31, 2016 and 2015:

|  | <b>2016</b>          | <b>2015</b>         |
|--|----------------------|---------------------|
| Less than one year                                 | \$ 7,005,377         | \$ 2,189,090        |
| One to five years                                  | 8,329,124            | 1,624,939           |
| Beyond five years                                  | 4,616,388            | 5,261,186           |
| Total trade, gifts, grants and pledges receivables | 19,950,889           | 9,075,215           |
| Less: Present value discount                       | (1,182,322)          | (1,178,603)         |
| Less: Allowance for doubtful pledges               | (6,628)              | (6,628)             |
| <b>TOTAL RECEIVABLES</b>                           | <b>\$ 18,761,939</b> | <b>\$ 7,889,984</b> |

**4. PROPERTY AND EQUIPMENT**

Property and equipment consisted of the following at July 31, 2016 and 2015:

|   | <b>2016</b>          | <b>2015</b>          |
|---|----------------------|----------------------|
| Land  | \$ 833,240           | \$ 833,240           |
| Buildings                                       | 42,756,150           | 42,756,150           |
| Equipment                                       | 1,651,979            | 3,463,585            |
| Total property and equipment                    | 45,241,369           | 47,052,975           |
| Less: Accumulated depreciation and amortization | (17,312,725)         | (18,124,854)         |
| <b>PROPERTY AND EQUIPMENT, NET</b>              | <b>\$ 27,928,644</b> | <b>\$ 28,928,121</b> |

Included in the cost basis of the property and equipment at July 31, 2016 and 2015 is \$1,463,005 of permanently restricted fixed assets. These fixed assets may not be sold or disposed of by the Collection and are considered to be an historical asset as it represents the location of the first museum of modern art in America.

As such, in accordance with FASB ASC 360, *Fixed Assets*, the Collection does not depreciate these items because the economic benefit or service potential is used up so slowly that their estimated useful lives are extraordinarily long.

**THE PHILLIPS COLLECTION**

**NOTES TO FINANCIAL STATEMENTS  
JULY 31, 2016 AND 2015**

**4. PROPERTY AND EQUIPMENT (Continued)**

Depreciation and amortization expense for unrestricted fixed assets consisted of the following for the years ended July 31, 2016 and 2015:

|  | <b>2016</b>         | <b>2015</b>         |
|--|---------------------|---------------------|
| Depreciation of operating assets           | \$ 133,447          | \$ 137,894          |
| Depreciation of non-operating assets       | 1,027,469           | 1,027,469           |
| <b>TOTAL DEPRECIATION AND AMORTIZATION</b> | <b>\$ 1,160,916</b> | <b>\$ 1,165,363</b> |

**5. ART COLLECTION**

Works of art in the Museum's collection are not recognized as assets on the Statements of Financial Position. Purchases of art are recorded as decreases in unrestricted net assets if purchased with unrestricted assets and are recorded as decreases in temporarily restricted or permanently restricted net assets if purchased with donor-restricted assets.

Contributions of collection items are not recognized in the Statements of Activities and Changes in Net Assets; however, certain contributions are recorded as increases in temporarily restricted net assets if a donor makes a contribution intended to fund the subsequent purchase of art.

Proceeds from the sale of deaccessions or insurance recoveries are reflected on the Statements of Activities and Changes in Net Assets based on the absence or existence and nature of donor-imposed restrictions. There were no deaccessions during each of the years ended July 31, 2016 and 2015.

**6. LINE OF CREDIT**

The Collection has an unsecured line of credit payable to a bank with a \$3,000,000 limit. The line expires on December 31, 2016. The line bears an interest rate of LIBOR plus 1.5%. The interest rate at July 31, 2016 and 2015 was 2.0% and 1.7%, respectively.

Outstanding balances under the line of credit agreement for the years ended July 31, 2016 and 2015 were \$0 and \$1,413,529, respectively.

Interest expense on the line of credit of \$18,351 and \$26,301 is included under Administrative expenses in the accompanying Statements of Activities and Changes in Net Assets during the years ended July 31, 2016 and 2015, respectively.

**7. CAPITAL LEASE OBLIGATION**

The Collection leases certain office equipment that has been capitalized and included in property and equipment in the Statements of Financial Position. The equipment obtained under capital leases consisted of the following at July 31, 2016 and 2015:

|                                | <b>2016</b>      | <b>2015</b>       |
|--------------------------------|------------------|-------------------|
| Cost                           | \$ 121,922       | \$ 121,922        |
| Less: Accumulated amortization | (42,685)         | (18,301)          |
|                                | <b>\$ 79,237</b> | <b>\$ 103,621</b> |

**THE PHILLIPS COLLECTION**  
**NOTES TO FINANCIAL STATEMENTS**  
**JULY 31, 2016 AND 2015**

**7. CAPITAL LEASE OBLIGATION (Continued)**

Future minimum lease payments under capital lease obligations at July 31, 2016 are as follows:

| <u>Year Ended July 31,</u>      |                         |
|---------------------------------|-------------------------|
| 2017                            | \$ 25,748               |
| 2018                            | 25,748                  |
| 2019                            | <u>25,748</u>           |
|                                 | 77,244                  |
| Less: Interest                  | <u>(1,932)</u>          |
| <b>CAPITAL LEASE OBLIGATION</b> | <b>\$ <u>75,312</u></b> |

Interest expense for the years ended July 31, 2016 and 2015 was \$1,461 and \$1,864, respectively.

**8. LONG-TERM FINANCING**

In July 2003, the District of Columbia (the District) issued \$27,000,000 in revenue bonds, the proceeds of which were loaned to the Collection for the acquisition, renovation and equipping of the property at 1618 21st Street, N.W., Washington, D.C. The bonds were issued in two tranches representing different repayment schedules. The term of the bonds was to end in 2030.

In order to facilitate the issuance and marketability of the bonds, the Collection obtained an irrevocable letter of credit which, with subsequent extensions, was set to expire in July 2016. Obligations of the bonds are paid first from the letter of credit and then reimbursed by the Collection from the Collection's reserves. The bonds bore interest at a weekly rate, to be determined by the Remarketing Agent. Interest and bank fees incurred on the bond were capitalized as a development cost until the property at 1618 21st Street was completed and available for use, which occurred during 2006.

On November 1, 2012, the Collection restructured this debt by converting these bonds to a direct purchase mode financing. The Collection, through the District, remarketed the remaining \$12,465,000 of variable-rate bonds to a single purchaser for a 10-year loan with a fixed interest rate of 2.9%. Fixed monthly payments are \$75,758 with a declining principal balance. On November 1, 2022, the remaining principal balance of \$6,181,875 on the loan will be due and payable. The Collection will either be required to pay off the balance or obtain additional financing.

With the restructuring, the Remarketing Agreement and the letter of credit were terminated. Existing swaps were also terminated and a variable rate term loan was obtained through the same purchaser to finance the termination costs.

This 10-year term loan with an original balance of \$1,399,000 is paid in monthly installments of \$11,658 plus interest at a variable rate of LIBOR plus 200 bps. The interest rate at July 31, 2016 and 2015 was 2.494% and 2.185%, respectively.

**THE PHILLIPS COLLECTION**

**NOTES TO FINANCIAL STATEMENTS  
JULY 31, 2016 AND 2015**

**8. LONG-TERM FINANCING (Continued)**

At July 31, 2016, the Collection's future maturities on the refinancing are as follows:

| <u>Year Ending July 31,</u> | <u>Bonds Payable</u>        | <u>Note Payable</u>      | <u>Total</u>                |
|-----------------------------|-----------------------------|--------------------------|-----------------------------|
| 2017                        | \$ 617,127                  | \$ 139,900               | \$ 757,027                  |
| 2018                        | 635,264                     | 139,900                  | 775,164                     |
| 2019                        | 653,933                     | 139,900                  | 793,833                     |
| 2020                        | 673,151                     | 139,900                  | 813,051                     |
| 2021                        | 692,934                     | 139,900                  | 832,834                     |
| 2022 and Thereafter         | <u>7,076,750</u>            | <u>186,533</u>           | <u>7,263,283</u>            |
| <b>TOTAL</b>                | <b><u>\$ 10,349,159</u></b> | <b><u>\$ 886,033</u></b> | <b><u>\$ 11,235,192</u></b> |

Long-term financing interest and fees for the years ending July 31, 2016 and 2015 are as follows:

|   | <u>2016</u>              | <u>2015</u>              |
|---|--------------------------|--------------------------|
| <b>Long-Term Financing Expenses:</b>      |                          |                          |
| Bondholder interest                       | \$ 308,136               | \$ 325,293               |
| Term loan interest                        | 22,571                   | 23,950                   |
| Other fees                                | <u>750</u>               | <u>-</u>                 |
| <b>TOTAL LONG-TERM FINANCING EXPENSES</b> | <b><u>\$ 331,457</u></b> | <b><u>\$ 349,243</u></b> |

**9. TEMPORARILY RESTRICTED NET ASSETS**

Temporarily restricted net assets consisted of the following at July 31, 2016 and 2015:

|  | <u>2016</u>                 | <u>2015</u>                 |
|--|-----------------------------|-----------------------------|
| Program Services                               | \$ 21,464,901               | \$ 22,008,442               |
| Time Restricted                                | <u>2,745,000</u>            | <u>450,000</u>              |
| <b>TOTAL TEMPORARILY RESTRICTED NET ASSETS</b> | <b><u>\$ 24,209,901</u></b> | <b><u>\$ 22,458,442</u></b> |

The following temporarily restricted net assets were released from donor restrictions by incurring expenses (or through the passage of time) which satisfied the restricted purposes specified by the donors:

|  | <u>2016</u>                | <u>2015</u>                |
|--|----------------------------|----------------------------|
| Program Services   | \$ 1,944,542               | \$ 1,444,915               |
| Passage of Time  | <u>400,000</u>             | <u>841,965</u>             |
| <b>Total Operating Net Assets Released From Donor Restrictions</b>                 | <b><u>\$ 2,344,542</u></b> | <b><u>\$ 2,286,880</u></b> |
| <b>Total Non-Operating Net Assets (Program Services) Released From Restriction</b> | <b><u>\$ 1,548,782</u></b> | <b><u>\$ 1,486,738</u></b> |

**THE PHILLIPS COLLECTION**

**NOTES TO FINANCIAL STATEMENTS  
JULY 31, 2016 AND 2015**

**10. CONTRIBUTED SERVICES AND MATERIALS**

During the years ended July 31, 2016 and 2015, the Collection was the beneficiary of donated services and materials consisting primarily of legal and program administration services for membership, communications, visitor services and education. The fair value of these services and materials was estimated to be \$641,598 and \$756,311 for the years ended July 31, 2016 and 2015, respectively.

**11. LEASE COMMITMENTS**

The Collection is committed under a noncancelable operating lease for storage space. The lease was extended in August 2011 and expires September 30, 2016.

The following is a schedule of the future minimum lease payments:

|                                  |                        |
|----------------------------------|------------------------|
| <b>Year Ending July 31, 2017</b> | <b>\$ <u>8,280</u></b> |
|----------------------------------|------------------------|

Rent expense for the years ended July 31, 2016 and 2015 was \$47,784 and \$47,580, respectively.

On January 29, 2016, the Collection entered into a sublease agreement with Building Bridges Across the River to become a resident at THEARC (Town Hall Education Arts Recreation Campus), an Anacostia-based social service conglomerate serving that community. The Collection will provide programs for both K-12 and senior populations. The sublease commencement date is effective upon the completion of a third building within THEARC complex, which is anticipated to be on or around January 1, 2018. The sublease will expire ten years from the commencement date. After the initial payment of \$247,728 for the space construction, operational costs are anticipated to be approximately \$24,000 per year. Accordingly, the initial payment is included in prepaid expenses in the accompanying Statements of Financial Position.

**12. RETIREMENT PLAN**

The Collection sponsors a defined contribution 403(b) retirement plan available to any employee who meets certain age and length of service requirements. The plan allows for employer contributions of up to 8.4% of participant annual compensation. The Collection's contributions under the plan amounted to \$259,937 and \$244,741 for the years ended July 31, 2016 and 2015, respectively.

**13. COMMITMENTS**

The Collection has entered into a ten-year consulting contract with the former Director of the Museum who retired during 2008. The contract requires quarterly payments of \$7,500 for services to be performed by the former Director. The contract ends June 30, 2018.

In October 2015, the Collection entered into a six-year partnership agreement with the University of Maryland (UMD), to expand the arts curriculum at the University, provide additional faculty research opportunities, enhance the post-doctoral fellowship program at the Collection, enable the digitization of the museum's library and archives, and invigorate arts-related programming at both the Collection and UMD.

## THE PHILLIPS COLLECTION

### NOTES TO FINANCIAL STATEMENTS JULY 31, 2016 AND 2015

#### 13. COMMITMENTS (Continued)

As part of the partnership, UMD will make contributions totaling \$3 million to the Collection to support these enhanced activities. The agreement contemplates UMD's construction of a shared contemporary arts center in Prince George's County, Maryland in 2021, which will be used by the Collection for gallery and storage space as well as educational programs and outreach intended to increase public viewing of the Collection.

#### 14. SPLIT-INTEREST AGREEMENTS

The Collection has been named as a beneficiary in two charitable remainder trusts, one of which was contributed during the year ended July 31, 2015. Each trust pays its donor an annual amount up to 5% of the net fair market value of the trust assets. Upon the donor's death, the remaining assets in the trust are distributed to the named charitable organizations in the manner specified in the trust document.

The assets of these trusts are held by an outside trustee and consist of a mixture of fixed income securities, equity securities, and alternatives. The Collection records its interest in these charitable remainder trusts as a contribution receivable, equal to the estimated future cash receipts, discounted at 6% and 2.2% over the expected life of each donor.

At July 31, 2016 and 2015, the present value of the Collection's interest in these trusts was \$4,296,534 and \$4,716,057, respectively and is recorded in receivables. The change in value of the split interest agreements for the year ended July 31, 2016 is (\$419,523). The change in value of the pre-2015 split interest agreement for the year ended July 31, 2015 was \$35,792.

This change in value is included in gifts, grants, and corporate support on the Statements of Activities and Changes in Net Assets, and the net value of the new 2015 trust is included in the gifts, grants, and corporate support on the 2015 Statement.

The Collection administers various gift annuity agreements. A gift annuity agreement provides for the payment of distributions to the grantor or other designated beneficiaries over the annuity's term (usually the designated beneficiary's lifetime). At the end of the annuity's term, the remaining assets are available for the Collection's use.

The portion of the annuity attributable to the present value of the future benefits to be received by the Collection is recorded in the Statements of Activities and Changes in Net Assets as a permanently restricted contribution in the period the annuity is established. During the year ended July 31, 2016, there were no new annuity contributions. During the year ended July 31, 2015, there were two new annuity contributions. On an annual basis, the Collection revalues the liability to make distributions to the designated beneficiaries based on actuarial assumptions.

The total present value of the liability for future payments of principal at July 31, 2016 and 2015, was \$131,682 and \$152,628, respectively, using discount rates ranging from 1.8% to 6.0% and the applicable mortality tables.

#### 15. FAIR VALUE MEASUREMENT

In accordance with FASB ASC 820, *Fair Value Measurement*, the Collection has categorized its financial instruments, based on the priority of the inputs to the valuation technique, into a three-level fair value hierarchy.

**THE PHILLIPS COLLECTION**

**NOTES TO FINANCIAL STATEMENTS  
JULY 31, 2016 AND 2015**

**15. FAIR VALUE MEASUREMENT (Continued)**

The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the financial instruments fall within different levels of hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

Investments recorded in the Statements of Financial Position are categorized based on the inputs to valuation techniques as follows:

**Level 1.** These are investments where values are based on unadjusted quoted prices for identical assets in an active market the Collection has the ability to access.

**Level 2.** These are investments where values are based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, or model-based valuation techniques that utilize inputs that are observable either directly or indirectly for substantially the full-term of the investments.

**Level 3.** These are investments where inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Following is a description of the valuation methodology used for investments measured at fair value. There have been no changes in the methodologies used at July 31, 2016 and 2015.

- *Money market funds* - Fair value is equal to the reported net asset value of the fund.
- *Mutual funds* - The fair value is equal to the reported net asset value of the fund, which is the price at which additional shares can be obtained.
- *Interests in hedge funds, limited partnerships, private equity funds* - These instruments do not have a readily determinable fair value. The fair values used are generally determined by the general partner or management of the entity and are based on appraisals or other estimates that require varying degrees of judgment. Inputs used in determining fair value may include the cost and recent activity concerning the underlying investments in the funds or partnerships.

The table below summarizes, by level within the fair value hierarchy, the Collection's investments as of July 31, 2016:

|  | <u>Level 1</u>              | <u>Level 2</u>     | <u>Level 3</u>              | <u>Total<br/>July 31, 2016</u> |
|--|-----------------------------|--------------------|-----------------------------|--------------------------------|
| <b>Financial Assets:</b>                 |                             |                    |                             |                                |
| Cash and money market funds              | \$ 2,758,970                | \$ -               | \$ -                        | \$ 2,758,970                   |
| Fixed income and blended<br>mutual funds | 3,571,359                   | -                  | -                           | 3,571,359                      |
| Domestic equity mutual funds             | 6,255,959                   | -                  | -                           | 6,255,959                      |
| International equity mutual funds        | 5,200,518                   | -                  | -                           | 5,200,518                      |
| Global equity mutual funds               | 1,354,886                   | -                  | -                           | 1,354,886                      |
| Alternative funds                        | <u>-</u>                    | <u>-</u>           | <u>33,023,634</u>           | <u>33,023,634</u>              |
| <b>TOTAL</b>                             | <b><u>\$ 19,141,692</u></b> | <b><u>\$ -</u></b> | <b><u>\$ 33,023,634</u></b> | <b><u>\$ 52,165,326</u></b>    |

**THE PHILLIPS COLLECTION**

**NOTES TO FINANCIAL STATEMENTS  
JULY 31, 2016 AND 2015**

**15. FAIR VALUE MEASUREMENT (Continued)**

The table below summarizes, by level within the fair value hierarchy, the Collection's investments as of July 31, 2015:

|                                       | <u>Level 1</u>              | <u>Level 2</u>     | <u>Level 3</u>              | <u>Total<br/>July 31, 2015</u> |
|---------------------------------------|-----------------------------|--------------------|-----------------------------|--------------------------------|
| <b>Financial Assets:</b>              |                             |                    |                             |                                |
| Cash and money market funds           | \$ 2,464,290                | \$ -               | \$ -                        | \$ 2,464,290                   |
| Fixed income and blended mutual funds | 2,406,905                   | -                  | -                           | 2,406,905                      |
| Domestic equity mutual funds          | 4,118,778                   | -                  | -                           | 4,118,778                      |
| International equity mutual funds     | 5,231,212                   | -                  | -                           | 5,231,212                      |
| Global equity mutual funds            | 1,421,238                   | -                  | -                           | 1,421,238                      |
| TIFF multi-asset fund                 | 1,503,844                   | -                  | -                           | 1,503,844                      |
| Alternative funds                     | <u>-</u>                    | <u>-</u>           | <u>38,628,396</u>           | <u>38,628,396</u>              |
| <b>TOTAL</b>                          | <b><u>\$ 17,146,267</u></b> | <b><u>\$ -</u></b> | <b><u>\$ 38,628,396</u></b> | <b><u>\$ 55,774,663</u></b>    |

**Level 3 Financial Assets**

The following table provides a summary of changes in fair value of the Collection's Level 3 financial assets for the year ended July 31, 2016:

|                                       | <u>Private<br/>Equity</u>  | <u>Other<br/>Alternatives</u> | <u>Total</u>                |
|---------------------------------------|----------------------------|-------------------------------|-----------------------------|
| Beginning balance as of July 31, 2015 | \$ 6,470,368               | \$ 32,158,028                 | \$ 38,628,396               |
| Purchases and capital calls           | 1,491,630                  | 3,000,000                     | 4,491,630                   |
| Sales and distributions               | (1,088,831)                | (9,048,185)                   | (10,137,016)                |
| Gain on sales                         | 78,586                     | 1,593,391                     | 1,671,977                   |
| Unrealized gains                      | <u>112,857</u>             | <u>(1,744,210)</u>            | <u>(1,631,353)</u>          |
| <b>BALANCE AS OF JULY 31, 2016</b>    | <b><u>\$ 7,064,610</u></b> | <b><u>\$ 25,959,024</u></b>   | <b><u>\$ 33,023,634</u></b> |

The following table provides a summary of changes in fair value of the Collection's Level 3 financial assets for the year ended July 31, 2015:

|                                       | <u>Private<br/>Equity</u>  | <u>Other<br/>Alternatives</u> | <u>Total</u>                |
|---------------------------------------|----------------------------|-------------------------------|-----------------------------|
| Beginning balance as of July 31, 2014 | \$ 6,334,728               | \$ 34,020,909                 | \$ 40,355,637               |
| Purchases and capital calls           | 913,478                    | 7,440,559                     | 8,354,037                   |
| Sales and distributions               | (884,119)                  | (11,863,474)                  | (12,747,593)                |
| Gain on sales                         | 330,275                    | 2,708,557                     | 3,038,832                   |
| Unrealized gains                      | <u>(223,994)</u>           | <u>(148,523)</u>              | <u>(372,517)</u>            |
| <b>BALANCE AS OF JULY 31, 2015</b>    | <b><u>\$ 6,470,368</u></b> | <b><u>\$ 32,158,028</u></b>   | <b><u>\$ 38,628,396</u></b> |

**THE PHILLIPS COLLECTION**

**NOTES TO FINANCIAL STATEMENTS  
JULY 31, 2016 AND 2015**

**15. FAIR VALUE MEASUREMENT (Continued)**

As of July 31, 2016, the Collection's individual investment funds which exceed 5% of net assets are:

| <u>Type of Investment</u>                  | <u>Fair Value</u> | <u>Fair Value as<br/>a % of Net<br/>Assets</u> |
|--|-------------------|--|
| Alternative investments - Flexible capital | \$ 4,724,852      | 5.4%   |

As of July 31, 2015, the Collection's individual investment funds which exceed 5% of net assets are:

| <u>Type of Investment</u>                  | <u>Fair Value</u> | <u>Fair Value as<br/>a % of Net<br/>Assets</u> |
|--|-------------------|--|
| Alternative investments - Flexible capital | \$ 5,478,499      | 7.0%   |
| Alternative investments - Flexible capital | \$ 4,723,614      | 6.0%   |

**16. ENDOWMENT**

The Collection's endowment (the Fund) consists of donor-restricted endowment funds. As required by GAAP, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

The Board of Trustees has interpreted the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Collection classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund.

The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Collection in a manner consistent with the standard of prudence prescribed by UPMIFA.

In accordance with UPMIFA, and at such time as the museum has accumulated earnings in the Fund which are in excess of the total of the original gifts, the Board of Trustees will consider the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- The duration and preservation of the fund;
- The purpose of the organization and the donor-restricted endowment fund;
- General economic conditions and the possible effect of inflation and deflation;
- The expected total return from income and the appreciation of investments; and
- Investment policies of the organization.

**THE PHILLIPS COLLECTION**

**NOTES TO FINANCIAL STATEMENTS  
JULY 31, 2016 AND 2015**

**16. ENDOWMENT (Continued)**

Changes in endowment net assets by type of fund for the year ended July 31, 2016 as follows:

|   | <u>Unrestricted</u>          | <u>Temporarily<br/>Restricted</u> | <u>Permanently<br/>Restricted</u> | <u>Total</u>                |
|---|------------------------------|-----------------------------------|-----------------------------------|-----------------------------|
| Endowment net assets, beginning of year             | \$ -                         | \$ 392,037                        | \$ 40,546,244                     | \$ 40,938,281               |
| Net investment earnings                             | -                            | (317,982)                         | -                                 | (317,982)                   |
| Net investment losses resulting in deficiency       | (2,467,575)                  | 2,467,575                         | -                                 | -                           |
| Contributions at present value                      | -                            | -                                 | 9,209,852                         | 9,209,852                   |
| Appropriations of endowment assets for expenditures | 4,487                        | (2,541,630)                       | -                                 | (2,537,143)                 |
| Art acquisitions                                    | -                            | -                                 | (136,433)                         | (136,433)                   |
|   | <u>-</u>                     | <u>-</u>                          | <u>(136,433)</u>                  | <u>(136,433)</u>            |
| <b>ENDOWMENT NET ASSETS,<br/>END OF YEAR</b>        | <b><u>\$ (2,463,088)</u></b> | <b><u>\$ -</u></b>                | <b><u>\$ 49,619,663</u></b>       | <b><u>\$ 47,156,575</u></b> |

Changes in endowment net assets by fund type for the year ended July 31, 2015:

|   | <u>Unrestricted</u> | <u>Temporarily<br/>Restricted</u> | <u>Permanently<br/>Restricted</u> | <u>Total</u>                |
|---|---------------------|-----------------------------------|-----------------------------------|-----------------------------|
| Endowment net assets, beginning of year           | \$ -                | \$ 837,218                        | \$ 36,365,951                     | \$ 37,203,169               |
| Net investment earnings                           | -                   | 1,927,050                         | -                                 | 1,927,050                   |
| Contributions at present value                    | -                   | -                                 | 4,219,549                         | 4,219,549                   |
| Appropriation of endowment assets for expenditure | -                   | (2,372,231)                       | -                                 | (2,372,231)                 |
| Art acquisitions                                  | -                   | -                                 | (39,256)                          | (39,256)                    |
|   | <u>-</u>            | <u>-</u>                          | <u>(39,256)</u>                   | <u>(39,256)</u>             |
| <b>ENDOWMENT NET ASSETS,<br/>END OF YEAR</b>      | <b><u>\$ -</u></b>  | <b><u>\$ 392,037</u></b>          | <b><u>\$ 40,546,244</u></b>       | <b><u>\$ 40,938,281</u></b> |

Funds with Deficiencies -

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor or UPMIFA requires the Collection to retain.

In accordance with GAAP, deficiencies of this nature that are reported in unrestricted net assets were \$2,467,575 and \$0 as of July 31, 2016 and 2015, respectively.

Return Objectives and Risk Parameters -

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

## THE PHILLIPS COLLECTION

### NOTES TO FINANCIAL STATEMENTS JULY 31, 2016 AND 2015

#### 16. ENDOWMENT (Continued)

Return Objectives and Risk Parameters (continued) -

Endowment assets include those assets of donor-restricted funds that the organization must hold in perpetuity or for a donor-specified period(s). Under this policy, as approved by the Board of Trustees, the endowment assets are invested in a manner to generate a total return that will exceed not only the museum's operating requirements, but also all expenses associated with managing the Fund and the eroding effects of inflation. It is the intention that all total return (interest income, dividends, realized gains, and unrealized gains), above and beyond the amount approved for expenditure or distribution, will be reinvested. The assets will be managed on a total return basis, consistent with the applicable standard of conduct set forth in the Uniform Prudent Management of Institutional Funds Act.

Strategies Employed for Achieving Objectives -

To achieve its investment objective, the endowment assets will be allocated among several asset classes with a bias toward equity and equity-like investments due to their higher long-term return expectations. Other asset classes have and may be added to the portfolio to enhance returns, reduce volatility through diversification, and/or offer a broader investment opportunity set.

The portfolio will be diversified both by and within asset classes. The purpose of diversification is to provide reasonable assurance that no single security or class of securities will have a disproportionate impact on the performance of the total portfolio. As a result, the risk level associated with the portfolio investment is reduced.

Spending Policy and How the Investment Objectives Relate to Spending Policy -

The Collection's annual endowment draw for operations is currently calculated as 5% of the average market value of the prior 11 quarters of the invested assets. Beginning in FY17, the Board of Trustees voted to reduce this draw percentage from 5% to 4.5% over three years in anticipation of more modest investment returns going forward.

Actual cash withdrawals are based on this budgeted amount and may be made at staff's discretion subject to a) the operating requirements of the museum, b) the market conditions affecting investment holdings, and c) anticipated cash flow from other sources. The Board has currently authorized an exception to the policy permitting budgeted capital campaign expenses to be funded by an endowment distribution on an annual approved basis, with the assumption that any such expenditures will be recouped by raising the campaign endowment fundraising goal. The Board may also authorize other exceptions from time to time.

#### 17. SUBSEQUENT EVENTS

In preparing these financial statements, the Collection has evaluated events and transactions for potential recognition or disclosure through November 21, 2016, the date the financial statements were issued.