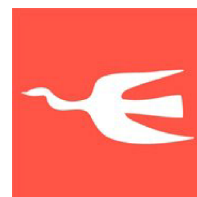


FINANCIAL STATEMENTS



THE PHILLIPS COLLECTION

**FOR THE YEARS ENDED
JULY 31, 2019 AND 2018**

THE PHILLIPS COLLECTION

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CPAs & ADVISORS

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, 2019 and 2018, 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.

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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, 2019 and 2018, and the changes in its net assets, functional expenses and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Gelman Rosenberg & Freedman

December 9, 2019

THE PHILLIPS COLLECTION
STATEMENTS OF FINANCIAL POSITION
AS OF JULY 31, 2019 AND 2018

ASSETS

	<u>2019</u>	<u>2018</u>
Cash and cash equivalents	\$ 492,777	\$ 1,197,839
Receivables:		
Trade	90,062	64,002
Gifts and grants	9,563,485	3,066,323
Pledges - CSMA campaign, net	18,721	720,309
Pledges - Endowment	<u>5,812,080</u>	<u>6,173,788</u>
Total receivables	<u>15,484,348</u>	<u>10,024,422</u>
Merchandise inventory	339,802	321,136
Prepaid expenses	330,280	386,905
Property and equipment, net of accumulated depreciation and amortization of \$17,568,334 and \$16,300,463 in 2019 and 2018, respectively	32,142,100	32,493,863
Investments	<u>68,197,658</u>	<u>67,806,502</u>
TOTAL ASSETS	<u>\$116,986,965</u>	<u>\$112,230,667</u>

LIABILITIES AND NET ASSETS

LIABILITIES

Line of credit	\$ -	\$ 140,000
Accounts payable and accrued expenses	647,073	637,513
Accrued compensation	555,634	582,028
Deferred revenue	130,088	471,183
Capital lease obligation	109,553	136,448
Gift annuity debt	104,387	95,373
HVAC loan payable	3,921,400	4,000,000
Note payable	466,334	606,234
Bonds payable	<u>8,307,458</u>	<u>8,952,930</u>
Total liabilities	<u>14,241,927</u>	<u>15,621,709</u>

NET ASSETS

Without donor restrictions:		
Undesignated	21,670,833	21,670,833
Board designated	<u>6,150,000</u>	<u>-</u>
Total net assets without donor restrictions	27,820,833	21,670,833
With donor restrictions	<u>74,924,205</u>	<u>74,938,125</u>
Total net assets	<u>102,745,038</u>	<u>96,608,958</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$116,986,965</u>	<u>\$112,230,667</u>

See accompanying notes to financial statements.

THE PHILLIPS COLLECTION

STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS
FOR THE YEARS ENDED JULY 31, 2019 AND 2018

	2019		
	Without Donor Restrictions	With Donor Restrictions	Total
REVENUE			
Gifts, grants and corporate support	\$ 10,244,585	\$ 6,477,706	\$ 16,722,291
Fees from exhibitions and loaned art	1,850,617	-	1,850,617
Admissions	510,623	-	510,623
Shop revenue	711,593	-	711,593
Other revenue	222,592	-	222,592
Contributed services and materials	241,580	-	241,580
Endowment earnings transfer, net	2,825,393	-	2,825,393
Net assets released from donor restrictions	<u>3,056,282</u>	<u>(3,056,282)</u>	<u>-</u>
Total revenue	<u>19,663,265</u>	<u>3,421,424</u>	<u>23,084,689</u>
EXPENSES			
Personnel	7,051,361	-	7,051,361
Traveling exhibitions	764,958	-	764,958
Contractual services	743,602	-	743,602
Insurance	271,687	-	271,687
Utilities	614,205	-	614,205
Other facility costs	778,738	-	778,738
Administrative expenses	1,181,396	-	1,181,396
Printing and publications	217,650	-	217,650
Information technology expenses	285,771	-	285,771
Fundraising activities and institutional events	554,148	-	554,148
Marketing and advertising	255,142	-	255,142
Contributed services and materials	241,580	-	241,580
Cost of goods sold	<u>359,619</u>	<u>-</u>	<u>359,619</u>
Total expenses	<u>13,319,857</u>	<u>-</u>	<u>13,319,857</u>
Changes in net assets from operations before other items	6,343,408	3,421,424	9,764,832
OTHER ITEMS			
Non-operating investment (loss) earnings, net	(13,277)	(1,105,801)	(1,119,078)
Non-operating net assets released from restriction	2,114,333	(2,114,333)	-
Gifts, grants, and corporate support for HVAC	-	-	-
Long-term financing expenses	(522,364)	-	(522,364)
Depreciation of non-operating assets	(1,109,372)	-	(1,109,372)
Art collection acquisitions	(288,045)	(215,210)	(503,255)
Campaign expenses	(374,683)	-	(374,683)
House renovation expenses	-	-	-
Loss on disposal of non-operating assets	<u>-</u>	<u>-</u>	<u>-</u>
Changes in net assets	6,150,000	(13,920)	6,136,080
Net assets at beginning of year	<u>21,670,833</u>	<u>74,938,125</u>	<u>96,608,958</u>
NET ASSETS AT END OF YEAR	<u>\$ 27,820,833</u>	<u>\$ 74,924,205</u>	<u>\$ 102,745,038</u>

2018		
Without Donor Restrictions	With Donor Restrictions	Total
\$ 4,062,981	\$ 4,889,723	\$ 8,952,704
1,156,774	-	1,156,774
669,625	-	669,625
874,408	-	874,408
196,482	-	196,482
358,931	-	358,931
2,589,094	-	2,589,094
<u>3,116,942</u>	<u>(3,116,942)</u>	<u>-</u>
<u>13,025,237</u>	<u>1,772,781</u>	<u>14,798,018</u>
7,094,718	-	7,094,718
309,993	-	309,993
614,198	-	614,198
358,182	-	358,182
595,168	-	595,168
728,400	-	728,400
1,063,883	-	1,063,883
259,648	-	259,648
238,413	-	238,413
559,558	-	559,558
224,287	-	224,287
358,931	-	358,931
<u>429,737</u>	<u>-</u>	<u>429,737</u>
<u>12,835,116</u>	<u>-</u>	<u>12,835,116</u>
190,121	1,772,781	1,962,902
-	3,438,993	3,438,993
4,759,849	(4,759,849)	-
-	91,534	91,534
(507,216)	-	(507,216)
(1,019,008)	-	(1,019,008)
(72,275)	(9,591)	(81,866)
(286,768)	-	(286,768)
(46,074)	-	(46,074)
<u>(1,189,861)</u>	<u>-</u>	<u>(1,189,861)</u>
1,828,768	533,868	2,362,636
<u>19,842,065</u>	<u>74,404,257</u>	<u>94,246,322</u>
<u>\$ 21,670,833</u>	<u>\$ 74,938,125</u>	<u>\$ 96,608,958</u>

THE PHILLIPS COLLECTION
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED JULY 31, 2019

	Operational Expenses			Non-Operational Expenses			Total Expenses	
	Program Services	Management and General	Fundraising	Total Operational Expenses	Campaign Fundraising	Other		Total Non-Operational Expenses
Personnel	\$ 5,767,275	\$ 252,050	\$ 1,032,036	\$ 7,051,361	\$ 260,079	\$ -	\$ 260,079	\$ 7,311,440
Traveling exhibitions	764,958	-	-	764,958	-	-	-	764,958
Contractual services	680,472	28,955	34,175	743,602	79,466	-	79,466	823,068
Insurance	251,858	16,675	3,154	271,687	-	-	-	271,687
Utilities	478,736	113,901	21,568	614,205	-	-	-	614,205
Other facility costs*	448,214	323,340	7,184	778,738	-	1,631,736	1,631,736	2,410,474
Administrative expenses	1,013,665	96,538	71,193	1,181,396	7,632	-	7,632	1,189,028
Printing and publications	180,424	19,241	17,985	217,650	3,745	-	3,745	221,395
IT expenses	217,723	40,597	27,451	285,771	2,500	-	2,500	288,271
Fundraising activities and events	162,570	23,284	368,294	554,148	21,261	-	21,261	575,409
Art collection acquisitions	-	-	-	-	-	503,255	503,255	503,255
Marketing and advertising	244,034	11,106	2	255,142	-	-	-	255,142
Contributed goods and services	89,378	84,688	67,514	241,580	-	-	-	241,580
Cost of goods sold	359,619	-	-	359,619	-	-	-	359,619
TOTAL	\$ 10,658,926	\$ 1,010,375	\$ 1,650,556	\$ 13,319,857	\$ 374,683	\$ 2,134,991	\$ 2,509,674	\$ 15,829,531

*Included in other facility costs are long-term financing expenses and depreciation of non-operating assets.

THE PHILLIPS COLLECTION
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JULY 31, 2019 AND 2018

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Changes in net assets	\$ 6,136,080	\$ 2,362,636
Adjustments to reconcile changes in net assets to net cash (used) provided by operating activities:		
Depreciation and amortization	1,267,871	1,147,121
Amortization of bond issuance costs	8,461	8,461
Unrealized loss (gain) on investments	1,121,986	(3,421,965)
Realized gain on investments	(1,794,164)	(2,061,605)
Loss on disposal of property and equipment	-	1,189,861
Contributions to be invested in perpetuity	(1,762,186)	(1,830,264)
Amortization of discount on gift annuity agreements	21,883	6,567
Art acquisitions	288,045	81,866
Change in discount on gifts, and grants receivables	(5,287)	(22,450)
Change in discount on CSMA campaign and endowment pledges receivable	(185,719)	(127,260)
(Increase) decrease in:		
Trade, gifts and grants receivables	(6,517,935)	1,841,015
CSMA campaign and endowment pledges receivable	1,249,015	4,099,461
Merchandise inventory	(18,666)	(17,797)
Prepaid expenses	56,625	49,393
Increase (decrease) in:		
Accounts payable and accrued expenses	9,560	(880,420)
Accrued compensation	(26,394)	167,968
Deferred revenue	(341,095)	(47,214)
Net cash (used) provided by operating activities	<u>(491,920)</u>	<u>2,545,374</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Net sales (purchases) of investments	281,022	(734,102)
Purchase of property and equipment	(916,108)	(6,739,286)
Art acquisitions	(288,045)	(81,866)
Net cash used by investing activities	<u>(923,131)</u>	<u>(7,555,254)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds on line of credit	2,367,000	2,325,000
Payments on line of credit	(2,507,000)	(2,450,000)
Payments on HVAC loan	(78,600)	-
Payments on capital lease obligations	(26,895)	(25,640)
Payments under gift annuity agreements	(12,869)	(11,625)
Payments on long-term financing	(793,833)	(775,163)
Contributions to be invested in perpetuity	1,762,186	1,830,264
Net cash provided by financing activities	<u>709,989</u>	<u>892,836</u>
Net decrease in cash and cash equivalents	(705,062)	(4,117,044)
Cash and cash equivalents at beginning of year	<u>1,197,839</u>	<u>5,314,883</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ 492,777	\$ 1,197,839

THE PHILLIPS COLLECTION
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JULY 31, 2019 AND 2018

SUPPLEMENTAL INFORMATION	<u>2019</u>	<u>2018</u>
Interest Paid	\$ <u>323,967</u>	\$ <u>524,918</u>
Equipment Acquired Under Capital Lease	\$ <u>-</u>	\$ <u>141,199</u>

THE PHILLIPS COLLECTION

NOTES TO FINANCIAL STATEMENTS JULY 31, 2019 AND 2018

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 Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) 2016-14, *Presentation of Financial Statements for Not-for-Profit Entities*. The ASU was adopted during the year ended June 30, 2019 and applied retrospectively. The Collection elected to adopt the practical expedient not to include the Statement of Functional Expenses for the year ended July 31, 2018.

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 net realizable value which approximates 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 donor or 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 consists of merchandise held for resale by the Collection's Museum Shop and is stated at the lower of cost or net realizable value using the average cost method under the accounting guidance ASU 2015-11, *Simplifying the Measurement of Inventory*.

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

THE PHILLIPS COLLECTION

NOTES TO FINANCIAL STATEMENTS JULY 31, 2019 AND 2018

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

Investments (continued) -

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 funds is considered unrelated business income and subject to taxation by the Internal Revenue Service and the District of Columbia. Beginning January 1, 2018, the Collection is subject to unrelated business income taxes on qualified transportation fringe benefits provided to its employees. For the years ended July 31, 2019 and 2018, management does not anticipate any material unrelated business income subject to tax.

Uncertain tax positions -

For the years ended July 31, 2019 and 2018, 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.

Net asset classification -

Net assets, revenues, gains, and losses are classified based on the existence or absence of donor imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows.

THE PHILLIPS COLLECTION

NOTES TO FINANCIAL STATEMENTS JULY 31, 2019 AND 2018

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

Net asset classification (continued) -

- **Net Assets Without Donor Restrictions** - Net assets available for use in general operations and not subject to donor restrictions are recorded as "net assets without donor restrictions". Assets restricted solely through the actions of the Board are referred to as Board designated and are also reported as net assets without donor restrictions. The Board has established an endowment fund for large bequests and gifts received by the Collection without donor restrictions. As of July 31, 2019, board designated funds totaled \$6,150,000. There were no board designated net assets at July 31, 2018.
- **Net Assets With Donor Restrictions** - Contributions restricted by donors are reported as increases in net assets without donor restrictions if the restrictions expire (that is, when a stipulated time restriction ends or purpose restriction is accomplished) in the reporting period in which the revenue is recognized. All other donor-restricted contributions are reported as increases in "net assets with donor restrictions", depending on the nature of the restrictions. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the Statements of Activities and Changes in Net Assets as net assets released from donor restrictions. Other donor imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Gifts of long-lived assets and gifts of cash restricted for the acquisition of long-lived assets are recognized as revenue without donor restrictions when the assets are placed in service.

Program services -

The Collection's programmatic activities include those associated with the preservation and exhibition of the collection, such as curatorial, conservation, registrar, and library functions; and those activities designed to inform the public about the collection and its history, such as education, communications, publications, and the music program. The University of Maryland Center for Art and Knowledge at The Phillips Collection (a research and academic arm of the Collection) and THEARC (a shared facility in Southeast Washington, D.C.), are integral to the Collection's programmatic activities. In addition, The Collection 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.

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.

THE PHILLIPS COLLECTION

NOTES TO FINANCIAL STATEMENTS JULY 31, 2019 AND 2018

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

Functional allocation of expenses -

The costs of providing the various programs and other activities have been summarized on a functional basis in the Statements of Activities and Changes in Net Assets. Accordingly, certain costs have been allocated among the programs and supporting services benefited. Expenses directly attributed to a specific functional area of the Collection are reported as direct expenses to the programmatic area and those expenses that benefit more than one function are allocated on a basis of estimated time and effort.

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.

The Collection also follows the provision ASU 2015-07, *Fair Value Measurement* which was adopted during the year ended July 31, 2018. The ASU removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value (NAV) per share practical expedient. It also removes the requirement to make certain disclosures for all investments valued using NAV as a practical expedient.

New accounting pronouncements not yet adopted -

In June 2018, the FASB issued ASU 2018-08, Not-for-Profit Entities (Topic 958): *Clarifying the Scope and Accounting Guidance for Contributions Received and Contributions Made*, which is intended to clarify and improve current guidance about whether a transfer of assets is an exchange transaction or a contribution. The amendments in this ASU provide a more robust framework to determine when a transaction should be accounted for as a contribution under Subtopic 958-605 or as an exchange transaction accounted for under other guidance (for example, Topic 606). The amendments also provide additional guidance about how to determine whether a contribution is conditional or unconditional. The amendments in this ASU could result in more grants and contracts being accounted for as contributions than under previous GAAP. The ASU recommends application on a modified prospective basis; however, retrospective application is permitted. The Collection has not yet decided on a transition method. The ASU is effective for years beginning after December 15, 2018.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers* (Topic 606). The ASU establishes a comprehensive revenue recognition standard for virtually all industries under generally accepted accounting principles in the United States (U.S. GAAP) including those that previously followed industry-specific guidance.

THE PHILLIPS COLLECTION

NOTES TO FINANCIAL STATEMENTS JULY 31, 2019 AND 2018

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

New accounting pronouncements not yet adopted (continued) -

The guidance states that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The FASB issued ASU 2015-14 in August 2015 that deferred the effective date of ASU 2014-09 by a year; thus, the effective date is years beginning after December 15, 2018. Early adoption is permitted. The Collection has not yet selected a transition method and is currently evaluating the effect that the updated standard will have on its financial statements.

In 2016, the FASB issued ASU 2016-02, *Leases* (Topic 842). The ASU changes the accounting treatment for operating leases by recognizing a lease asset and lease liability at the present value of the lease payments in the Statements of Financial Position and disclosing key information about leasing arrangements. The ASU is effective for private entities for years beginning after December 15, 2020. Early adoption is permitted. The ASU should be applied at the beginning of the earliest period presented using a modified retrospective approach. The Collection plans to adopt the new ASUs at the respective required implementation dates.

Reclassification -

Certain amounts in the prior year's financial statements have been reclassified to conform to the current year's presentation. The reclassifications are primarily due to the adoption of ASU 2016-14, as discussed above, which requires two classifications of net assets from the previously presented three classes. As a result of the adoption, vision campaign net assets included in temporarily restricted net assets for the fiscal year end July 31, 2018 in the amount of \$3,769,984 were reclassified to net assets without donor restrictions. Unrestricted net assets previously classified as of July 31, 2018 in the amount of \$21,670,833, adjusted for the reclassification of vision campaign net assets noted above, are now classified as "net assets without donor restrictions". Net assets previously classified as temporarily restricted net assets and permanently restricted net assets in the amount of \$20,721,018 and \$54,217,107, respectively, adjusted for the reclassification of vision campaign net assets noted above, are now classified as "net assets with donor restrictions".

2. INVESTMENTS

Investments consisted of the following at July 31, 2019 and 2018:

	Fair Value	
	2019	2018
Money market funds	\$ 3,950,681	\$ 1,447,372
Fixed income and blended mutual funds	5,997,386	5,894,745
Domestic equity mutual funds	10,753,572	15,721,493
International equity mutual funds	6,948,381	6,796,665
Global equity mutual funds	2,142,831	2,291,803
Alternative funds	<u>38,404,807</u>	<u>35,654,424</u>
TOTAL INVESTMENTS	\$ <u>68,197,658</u>	\$ <u>67,806,502</u>

As of July 31, 2019 and 2018, investments held by the Collection for the purposes of the gift annuity agreements (see Note 15) totaled \$322,523 and \$309,689, respectively. Subsequent to July 31, 2019, the fair market value of the investment portfolio has decreased approximately \$300,000 as a result of economic conditions.

THE PHILLIPS COLLECTION

**NOTES TO FINANCIAL STATEMENTS
JULY 31, 2019 AND 2018**

2. INVESTMENTS (Continued)

The Collection has been admitted as a limited partner in several private funds. Under the terms of the partnership agreements, the Collection was required to contribute \$16,348,845 and \$17,726,234 of total capital to the partnerships as of July 31, 2019 and 2018, respectively.

Capital contributions are due and payable when requested by the partnerships. As of July 31, 2019 and 2018, the Collection had contributed a total of \$13,928,978 and \$11,988,007, respectively. The remaining capital commitment of \$2,419,867 and \$5,738,227 at July 31, 2019 and 2018, respectively, will be paid when requested by the partnerships. Alternative investments within the portfolio and are comprised of the following at July 31, 2019:

<u>Investment Type</u>	<u>Amount</u>	<u>Uncalled Commitments</u>	<u>Redemption Period</u>	<u>Liquidity</u>
Private funds	\$ 8,717,721	\$ 2,419,867	None	End of partnership
Private funds	1,668,729	-	Annual	June 30, 2020
Flexible capital	6,119,735	-	18 Months	June 30, 2020 - December 31, 2020
Flexible capital	2,629,972	-	Annual	December 31, 2019
Flexible capital	9,457,844	-	Quarterly	September 30, 2019- December 31, 2019
Flexible capital	<u>9,810,806</u>	<u>-</u>	Monthly	September 30, 2019
ALTERNATIVE INVESTMENTS	<u>\$ 38,404,807</u>	<u>\$ 2,419,867</u>		

Alternative investments within the portfolio are comprised of the following at July 31, 2018:

<u>Investment Type</u>	<u>Amount</u>	<u>Uncalled Commitments</u>	<u>Redemption Period</u>	<u>Liquidity</u>
Private funds	\$ 7,134,084	\$ 5,738,227	None	End of partnership
Private funds	1,672,929	-	Annual	June 30, 2019
Flexible capital	5,827,062	-	18 months	December 31, 2018 - June 30, 2019
Flexible capital	2,445,854	-	Annual	December 31, 2018 - June 30, 2019
Flexible capital	1,266,465	-	Biannual	December 31, 2019
Flexible capital	9,407,591	-	Quarterly	September 30, 2018- December 31, 2018
Flexible capital	<u>7,900,439</u>	<u>-</u>	Monthly	September 30, 2018
ALTERNATIVE INVESTMENTS	<u>\$ 35,654,424</u>	<u>\$ 5,738,227</u>		

Private Funds - This category includes investments in private funds, generally through limited partnerships. The funds may invest in private equity, credit, real estate, infrastructure projects, and natural resources. These investments are illiquid and long-term in nature. Distributions from each fund will be received as the underlying investments and fund are liquidated. It is estimated that the underlying assets of the funds will be liquidated over the next one to ten years.

THE PHILLIPS COLLECTION

**NOTES TO FINANCIAL STATEMENTS
JULY 31, 2019 AND 2018**

2. INVESTMENTS (Continued)

Flexible Capital - This category includes direct investments in hedge funds and long-only limited partnerships. These funds may invest in fixed income or equity investments. Some of the managers of these funds have the flexibility to adjust their allocations between fixed income, equity, and other investments (such as currency or interest rates) based on their view of the markets. These funds have various redemption and notice of redemption requirements, ranging from monthly to annually, that may limit the Collection's ability to liquidate them in a short period of time.

The Collection received proceeds of \$14,954,602 and \$17,847,931 on the sale of long-term investments during the years ended July 31, 2019 and 2018, respectively. 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 and shows how they are presented in the Statements of Activities and Changes in Net Assets for the year ended July 31, 2019:

	<u>Without Donor Restriction</u>	<u>With Donor Restriction</u>	<u>Total</u>
Endowment Investment:			
Interest and dividends	\$ -	\$ 1,232,275	\$ 1,232,275
Net realized and unrealized gain	-	647,649	647,649
Less: Investment expenses	<u>-</u>	<u>(216,698)</u>	<u>(216,698)</u>
	<u>-</u>	<u>1,663,226</u>	<u>1,663,226</u>
Other Investments:			
Interest and dividends	16,862	75,362	92,224
Net realized and unrealized gain	1,418	23,111	24,529
Less: Investment expenses	<u>(13,277)</u>	<u>(42,107)</u>	<u>(55,384)</u>
	<u>5,003</u>	<u>56,366</u>	<u>61,369</u>
TOTAL INVESTMENT INCOME, NET	<u>\$ 5,003</u>	<u>\$ 1,719,592</u>	<u>\$ 1,724,595</u>
As Reported in the Statements of Activities and Changes in Net Assets:	<u>Without Donor Restriction</u>	<u>With Donor Restriction</u>	<u>Total</u>
Non-operating investment earnings:			
Endowment loss net of transfer for operations	\$ -	\$ (1,162,167)	\$ (1,162,167)
Non-endowment (loss) gain	<u>(13,277)</u>	<u>56,366</u>	<u>43,089</u>
	<u>(13,277)</u>	<u>(1,105,801)</u>	<u>(1,119,078)</u>
Earnings included in other revenue	18,280	-	18,280
Endowment earnings transfer for operations	<u>2,825,393</u>	<u>-</u>	<u>2,825,393</u>
TOTAL NON-OPERATING INVESTMENT EARNINGS (LOSS), NET	<u>\$ 2,830,396</u>	<u>\$ (1,105,801)</u>	<u>\$ 1,724,595</u>
UNREALIZED GAIN (LOSS) ONLY	<u>\$ 1,418</u>	<u>\$ (1,123,404)</u>	<u>\$ (1,121,986)</u>

THE PHILLIPS COLLECTION

**NOTES TO FINANCIAL STATEMENTS
JULY 31, 2019 AND 2018**

2. INVESTMENTS (Continued)

The following summarizes the components of investment income and shows how they are presented in the Statements of Activities and Changes in Net Assets for the year ended July 31, 2018:

	Without Donor Restriction	With Donor Restriction	Total
Endowment Investment:			
Interest and dividends	\$ -	\$ 742,751	\$ 742,751
Net realized and unrealized gain	-	4,995,798	4,995,798
Less: Investment expenses	-	(227,616)	(227,616)
	-	5,510,933	5,510,933
Other Investments:			
Interest and dividends	13,633	43,115	56,748
Net realized and unrealized (loss) gain	(5,462)	493,234	487,772
Less: Investment expenses	-	(19,195)	(19,195)
	8,171	517,154	525,325
TOTAL INVESTMENT INCOME, NET	\$ 8,171	\$ 6,028,087	\$ 6,036,258
As Reported in the Statements of Activities and Changes in Net Assets:	Without Donor Restriction	With Donor Restriction	Total
Non-operating investment earnings:			
Endowment gain net of transfer for operations	\$ -	\$ 2,921,839	\$ 2,921,839
Non-endowment gain	-	517,154	517,154
	-	3,438,993	3,438,993
Earnings included in other revenue	8,171	-	8,171
Endowment earnings transfer for operations	2,589,094	-	2,589,094
TOTAL NON-OPERATING INVESTMENT EARNINGS, NET	\$ 2,597,265	\$ 3,438,993	\$ 6,036,258
UNREALIZED (LOSS) GAIN ONLY	\$ (5,462)	\$ 3,427,427	\$ 3,421,965

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 revenue subject to donor-imposed purpose restrictions. Promises to contribute related to the Collection's endowment campaign are recorded as revenue with donor restrictions to be invested in perpetuity. Management periodically reviews the status of all pledge receivable balances for collectibility. 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 PHILLIPS COLLECTION

**NOTES TO FINANCIAL STATEMENTS
JULY 31, 2019 AND 2018**

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

The loss on uncollectible pledges recorded in gifts, grants and corporate support in the Statements of Activities and Changes in Net Assets totaled \$20,000 and \$41,226 for the years ended July 31, 2019 and 2018, respectively.

All pledges receivable due in more than one year have been discounted to their net present value at July 31, 2019 and 2018. 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, 2019 and 2018:

	2019	2018
Less than one year	\$ 9,161,092	\$ 2,886,235
One to five years	1,640,324	2,710,313
Beyond five years	5,350,775	5,286,722
Total trade, gifts, grants and pledges receivables	16,152,191	10,883,270
Less: Present value discount	(661,214)	(852,220)
Less: Allowance for doubtful pledges	(6,628)	(6,628)
TOTAL RECEIVABLES	\$ 15,484,349	\$ 10,024,422

4. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at July 31, 2019 and 2018:

	2019	2018
Land	\$ 833,240	\$ 833,240
Buildings	46,496,913	45,708,073
Equipment	2,380,281	2,253,013
Total property and equipment	49,710,434	48,794,326
Less: Accumulated depreciation and amortization	(17,568,334)	(16,300,463)
PROPERTY AND EQUIPMENT, NET	\$ 32,142,100	\$ 32,493,863

Included in the cost basis of the property and equipment at July 31, 2019 and 2018 is \$1,463,005 of restricted fixed assets in perpetuity. 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.

During the year ended July 31, 2018, the Museum wrote off fixed assets without donor restrictions with a net value of \$1,189,861 consisting of office space which was gutted and replaced as part of the HVAC project. This loss is reflected in the Statements of Activities and Changes in Net Assets as a loss on disposal of non-operating assets.

THE PHILLIPS COLLECTION

**NOTES TO FINANCIAL STATEMENTS
JULY 31, 2019 AND 2018**

4. PROPERTY AND EQUIPMENT (Continued)

Depreciation and amortization expense for fixed assets without donor restrictions consisted of the following for the years ended July 31, 2019 and 2018:

	2019	2018
Depreciation of operating assets	\$ 158,499	\$ 128,113
Depreciation of non-operating assets	1,109,372	1,019,008
TOTAL DEPRECIATION AND AMORTIZATION	\$ 1,267,871	\$ 1,147,121

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 net assets without donor restrictions if purchased with assets without donor restrictions and are recorded as decreases in net assets with donor restrictions 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 net assets with donor restrictions 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, 2019 and 2018.

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 March 31, 2021. The line bears an interest rate of LIBOR plus 1.5%. The interest rate at July 31, 2019 and 2018 was 3.9% and 3.592%, respectively. Outstanding balances under the line of credit agreement for the years ended July 31, 2019 and 2018 were \$0 and \$140,000, respectively.

Interest expense on the line of credit of \$12,320 and \$25,012 is included under Administrative expenses in the accompanying Statements of Activities and Changes in Net Assets during the years ended July 31, 2019 and 2018, 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, 2019 and 2018.

	2019	2018
Cost	\$ 141,199	\$ 141,199
Less: Accumulated depreciation	(28,240)	-
	\$ 112,959	\$ 141,199

THE PHILLIPS COLLECTION
NOTES TO FINANCIAL STATEMENTS
JULY 31, 2019 AND 2018

7. CAPITAL LEASE OBLIGATION (Continued)

Future minimum lease payments under capital lease obligations at July 31, 2019 are as follows:

<u>Year Ending July 31,</u>			
2020	\$	30,000	
2021		30,000	
2022		30,000	
2023		<u>25,000</u>	
		115,000	
Less: Interest		<u>(5,447)</u>	
		<u>\$ 109,553</u>	

Interest expense for the years ended July 31, 2019 and 2018 was \$3,104 and \$1,151, respectively, and is included under Administrative expenses in the accompanying financial statements during the years ended July 31, 2019 and 2018, respectively.

8. LONG-TERM FINANCING

Bonds Payable:

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 were 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 ten year loan with a fixed interest rate of 2.9%. In April 2018, in response to the changes in corporate Federal income tax rates, the bondholder invoked an option in the contract that permitted the interest rate to be increased to 3.52%. 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.

Additionally, the agreements for the bond and note payable contain various covenants, which among other things, require the collection to maintain certain financial ratios and submit various financial reports throughout their fiscal year.

THE PHILLIPS COLLECTION
NOTES TO FINANCIAL STATEMENTS
JULY 31, 2019 AND 2018

8. LONG-TERM FINANCING (Continued)

Note Payable:

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 ten 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, 2019 and 2018 was 4.39% and 4.10%, respectively.

HVAC Loan Payable:

In March 2017, the Collection entered into a term loan agreement with a bank for \$4,000,000 in financing to assist with modernization of the HVAC system in the original house. The loan matures in 2022 and bears a fixed interest rate of 4.5%.

Until April 2019, the Collection was obligated for interest payments only. At maturity, any remaining debt obligation may be subject to refinancing. The full \$4,000,000 was drawn in March 2017 under the terms of the loan agreement.

At July 31, 2019, the Collection's future maturities on the long-term financing are as follows:

<u>Year Ending July 31,</u>	<u>Bonds Payable</u>	<u>Note Payable</u>	<u>HVAC Loan Payable</u>	<u>Total</u>
2020	\$ 673,151	\$ 139,900	\$ 178,200	\$ 991,251
2021	692,934	139,900	202,900	1,035,734
2022	713,299	139,900	212,300	1,065,499
2023	<u>6,363,451</u>	<u>46,634</u>	<u>3,328,000</u>	<u>9,738,085</u>
Total future maturities	8,442,835	466,334	3,921,400	12,830,569
Less: Bond issuance costs	<u>(135,377)</u>	<u>-</u>	<u>-</u>	<u>(135,377)</u>
TOTAL, NET	<u>\$ 8,307,458</u>	<u>\$ 466,334</u>	<u>\$ 3,921,400</u>	<u>\$ 12,695,192</u>

Long-term financing interest and fees for the years ending July 31, 2019 and 2018 are as follows:

	<u>2019</u>	<u>2018</u>
Long-Term Financing Expenses:		
Non-operating, long-term financing expenses:		
Bondholder interest and amortization	\$ 316,253	\$ 299,721
Term loan interest	23,456	24,245
Other fees	750	750
HVAC loan interest	<u>181,905</u>	<u>182,500</u>
TOTAL LONG-TERM FINANCING EXPENSES	<u>\$ 522,364</u>	<u>\$ 507,216</u>

THE PHILLIPS COLLECTION

**NOTES TO FINANCIAL STATEMENTS
JULY 31, 2019 AND 2018**

9. NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions consist of the following at July 31, 2019 and 2018:

	2019	2018
Subject to expenditure for specified purpose:		
Program Expenses	\$ 17,895,122	\$ 19,146,018
Subject to passage of time	1,265,000	1,575,000
Endowment contributions to be invested in perpetuity	55,764,083	54,217,107
TOTAL NET ASSETS WITH DONOR RESTRICTIONS	\$ 74,924,205	\$ 74,938,125

The following 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:

	2019	2018
Program Services	\$ 2,439,282	\$ 2,262,037
Passage of Time	617,000	854,905
TOTAL OPERATING NET ASSETS RELEASED FROM DONOR RESTRICTIONS	\$ 3,056,282	\$ 3,116,942
TOTAL NON-OPERATING NET ASSETS (PROGRAM SERVICES) RELEASED FROM RESTRICTION	\$ 2,114,333	\$ 4,759,849

10. LIQUIDITY AND AVAILABILITY

Financial assets available for use for general expenditures within one year of the Statements of Financial Position date comprise the following:

	2019	2018
Cash and cash equivalents	\$ 492,777	\$ 1,197,839
Trade receivables	90,062	64,002
Gifts and grants receivable	9,563,485	3,066,323
Pledges - CSMA campaign	18,721	720,309
Pledges - Endowment	5,812,080	6,173,788
Investments	68,197,658	67,806,502
Subtotal financial assets available within one year	84,174,783	79,028,763
Less: Board designated funds	(6,150,000)	-
Less: Donor restricted funds	(17,895,122)	(19,146,018)
Less: Endowment contributions to be invested in perpetuity	(54,301,078)	(52,754,102)
FINANCIAL ASSETS AVAILABLE TO MEET CASH NEEDS FOR GENERAL EXPENDITURES WITHIN ONE YEAR	\$ 5,828,583	\$ 7,128,643

The Collection has a policy to structure its financial assets to be available and liquid as its obligations become due. As of July 31, 2019 and 2018, the Collection has financial assets equal to approximately five months and seven months, respectively, of operating expenses.

THE PHILLIPS COLLECTION

**NOTES TO FINANCIAL STATEMENTS
JULY 31, 2019 AND 2018**

10. LIQUIDITY AND AVAILABILITY (Continued)

In addition, the Collection has a line of credit agreement (as previously discussed in Note 6) which allows for additional available borrowings up to \$3,000,000. Board designated funds can also be drawn upon if the Board of Trustees approves such action.

11. CONTRIBUTED SERVICES AND MATERIALS

During the years ended July 31, 2019 and 2018, 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 \$241,580 and \$358,931 for the years ended July 31, 2019 and 2018, respectively.

12. LEASE COMMITMENTS

The Collection is committed under a noncancelable operating lease for storage space. The lease was initiated September 30, 2016 for five years.

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

Year Ending July 31,

2020	\$ 26,824
2021	27,459
2022	<u>2,293</u>
	<u>\$ 56,576</u>

Rent expense for the years ended July 31, 2019 and 2018 was \$24,675 and \$28,870, respectively, and is included in Other facility costs in the accompanying financial statements.

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 became effective upon the completion of a third building within THEARC complex which occurred November 10, 2017 and will expire November 2027. Rental expenses consist of the Collection's share of monthly operating costs and amortization of the initial payment of \$247,728 for the space construction over the lease period. Rental expenses of \$48,484 and \$34,795 are included with Other facility costs in the accompanying financial statements for the years ended July 31, 2019 and 2018, respectively. The remaining initial payment of \$196,531 is included in Prepaid expenses in the accompanying Statements of Financial Position for the year ended July 31, 2019.

13. 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 \$267,822 and \$300,596 for the years ended July 31, 2019 and 2018, respectively.

THE PHILLIPS COLLECTION

NOTES TO FINANCIAL STATEMENTS JULY 31, 2019 AND 2018

13. RETIREMENT PLAN (Continued)

The Board of Trustees established a 457(b) deferred compensation plan for key personnel. The annual contributions for the years ended July 31, 2019 and 2018 were \$19,000 and 18,000, respectively. These contributions were accrued and held in cash and cash equivalents at July 31, 2019 and 2018, respectively, and funded in the subsequent fiscal year.

14. COMMITMENTS

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.

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, which will be used by the Collection for gallery and storage space as well as educational programs and outreach.

15. SPLIT-INTEREST AGREEMENTS

The Collection has been named as a beneficiary in two charitable remainder trusts contributed in prior years. 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, 2019 and 2018, the present value of the Collection's interest in these trusts was \$4,708,768 and \$5,270,972, respectively, and is recorded in CSMA campaign and Endowment pledges receivable on the Statement of Financial Position. The change in value of the split interest agreements for the years ended July 31, 2019 and 2018 was \$137,623 and \$314,373, respectively. This change in value is included in gifts, grants, and corporate support on the Statements of Activities and Changes in Net Assets. Additionally, during the year ended July 31, 2019, the collection received in a payment in the amount \$699,827 from one of the trusts. A final payout will be received in FY20.

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 restricted contribution to be maintained in perpetuity in the period the annuity is established. During the year ended July 31, 2019, there was one new annuity contribution. There were no such contributions during the year ended July 31, 2018. On an annual basis, the Collection revalues the liability to make distributions to the designated beneficiaries based on actuarial assumptions.

THE PHILLIPS COLLECTION

NOTES TO FINANCIAL STATEMENTS JULY 31, 2019 AND 2018

15. SPLIT-INTEREST AGREEMENTS (Continued)

The total present value of the liability for future payments of principal at July 31, 2019 and 2018, was \$104,387 and \$95,373, respectively, using discount rates ranging from 1.8% to 6.0% and the applicable mortality tables.

16. 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 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, 2019 and 2018.

- *Money market funds* - Valued at the daily closing price as reported by the fund. The money market fund is an open-end funds that are registered with the Securities and Exchange Commission (SEC). This fund is required to publish its daily net asset value (NAV) and to transact at that price. The money market fund is deemed to be actively traded.
- *Mutual funds* - Valued at the daily closing price as reported by the fund. Mutual funds held by the Collection are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily value and to transact at that price. Mutual funds held by the Collection are deemed to be actively traded.
- *Private and other alternative funds* - These instruments do not have a readily determinable fair value and are measured using the NAV per share (or its equivalent) as a practical expedient. 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. In accordance with Subtopic 820-10, these instruments have not been categorized in the fair value hierarchy; however, the fair value amounts presented in the tables below are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statement of financial position.

THE PHILLIPS COLLECTION

**NOTES TO FINANCIAL STATEMENTS
JULY 31, 2019 AND 2018**

16. FAIR VALUE MEASUREMENT (Continued)

The table below summarizes, by level within the fair value hierarchy and those invested and measured at NAV for practical expedient as of July 31, 2019:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total July 31, 2019</u>
Financial Assets:				
Money market funds	\$ 3,950,681	\$ -	\$ -	\$ 3,950,681
Fixed income and blended mutual funds	5,997,386	-	-	5,997,386
Domestic equity mutual funds	10,753,572	-	-	10,753,572
International equity mutual funds	6,948,381	-	-	6,948,381
Global equity mutual funds	<u>2,142,831</u>	<u>-</u>	<u>-</u>	<u>2,142,831</u>
Sub-total investments at fair value	<u>\$ 29,792,851</u>	<u>\$ -</u>	<u>\$ -</u>	29,792,851
Alternative funds measure at net asset value				<u>38,404,805</u>
TOTAL INVESTMENTS				<u>\$ 68,197,656</u>
Financial Liabilities:				
Gift Annuity Debt	<u>\$ -</u>	<u>\$ 104,387</u>	<u>\$ -</u>	<u>\$ 104,387</u>

The table below summarizes, by level within the fair value hierarchy and those invested and measured at NAV for practical expedient as of July 31, 2018:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total July 31, 2018</u>
Financial Assets:				
Money market funds	\$ 1,447,372	\$ -	\$ -	\$ 1,447,372
Fixed income and blended mutual funds	5,894,745	-	-	5,894,745
Domestic equity mutual funds	15,721,493	-	-	15,721,493
International equity mutual funds	6,796,665	-	-	6,796,665
Global equity mutual funds	<u>2,291,803</u>	<u>-</u>	<u>-</u>	<u>2,291,803</u>
Sub total investments at fair value	<u>\$ 32,152,078</u>	<u>\$ -</u>	<u>\$ -</u>	32,152,078
Alternative funds measured at net asset value				<u>35,654,424</u>
TOTAL INVESTMENTS				<u>\$ 67,806,502</u>
Financial Liabilities:				
Gift Annuity Debt	<u>\$ -</u>	<u>\$ 95,373</u>	<u>\$ -</u>	<u>\$ 95,373</u>

There were no transfers between levels in the fair value hierarchy during the years ended July 31, 2019 and 2018. Transfers between levels are recorded at the end of the reporting period, if applicable.

17. ENDOWMENT

The Collection's endowment consists of donor-restricted endowment funds and funds designated by the Board of Trustees to function as endowments. As required by GAAP, net assets associated with endowment funds, including any funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

THE PHILLIPS COLLECTION

**NOTES TO FINANCIAL STATEMENTS
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17. ENDOWMENT (Continued)

The Board of Trustees is subject to the Uniform Prudent Management of Institutional Funds Act (UPMIFA) and, thus classifies amounts in its donor-restricted endowment funds as net assets with donor restrictions because those assets are time restricted until the governing Board appropriates such amounts for expenditures. Most of those net asset also are subject to purpose restrictions that must be met before reclassifying those net assets to net assets without donor restrictions. The governing Board has interpreted UPMIFA as not requiring the maintenance of purchasing power of the original gift amount contributed to an endowment fund, unless a donor stipulates the contrary.

As a result of this interpretation, when reviewing its donor-restricted endowment funds, the Collection considers a fund to be underwater if the fair value of the fund is less than the sum of (a) the original value of initial and subsequent gift amounts donated to the fund and (b) any accumulations to the fund that are required to be maintained in perpetuity in accordance with the direction of the applicable donor gift instrument. The Collection has interpreted UPMIFA to permit spending from underwater funds in accordance with the prudent measures required under the law. Additionally, in accordance with UPMIFA, the Collection considers the following factors in making a determination to appropriated 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.

Endowment net asset composition by type of fund as of July 31, 2019:

	<u>Without Donor Restriction</u>	<u>With Donor Restrictions</u>	<u>Total</u>
Board Designated Endowment Funds	\$ 6,150,000	\$ -	\$ 6,150,000
Original donor-restricted gift amount and amounts required to be maintained in perpetuity by donor	-	55,764,083	55,764,083
Accumulated investment earnings	<u>-</u>	<u>2,071,093</u>	<u>2,071,093</u>
TOTAL ENDOWMENT FUNDS	<u>\$ 6,150,000</u>	<u>\$ 57,835,176</u>	<u>\$ 63,985,176</u>

Changes in endowment net assets for the year ended July 31, 2019:

	<u>Without Donor Restriction</u>	<u>With Donor Restriction</u>	<u>Total</u>
Endowment net assets, beginning of year	\$ -	\$ 57,732,238	\$ 57,732,238
Art acquisitions	-	(215,210)	(215,210)
Contributions	6,150,000	1,762,188	7,912,188
Appropriation of endowment assets for expenditure	<u>-</u>	<u>(3,107,266)</u>	<u>(3,107,266)</u>
ENDOWMENT NET ASSETS, END OF YEAR	<u>\$ 6,150,000</u>	<u>\$ 56,171,950</u>	<u>\$ 62,321,950</u>

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17. ENDOWMENT (Continued)

Endowment net asset composition by type of fund as of July 31, 2018:

	<u>Without Donor Restriction</u>	<u>With Donor Restrictions</u>	<u>Total</u>
Original donor-restricted gift amount and amounts required to be maintained in perpetuity by donor	\$ -	\$ 54,217,107	\$ 54,217,107
Accumulated investment earnings	<u>-</u>	<u>3,515,131</u>	<u>3,515,131</u>
TOTAL ENDOWMENT FUNDS	\$ <u>-</u>	\$ <u>57,732,238</u>	\$ <u>57,732,238</u>

Changes in endowment net assets for the year ended of July 31, 2018:

	<u>Without Donor Restriction</u>	<u>With Donor Restriction</u>	<u>Total</u>
Endowment net assets, beginning of year	\$ -	\$ 54,076,494	\$ 54,076,494
Art acquisitions	-	(9,591)	(9,591)
Investment return, net	-	5,510,933	5,510,933
Contributions	-	1,830,264	1,830,264
Appropriation of endowment assets for expenditure	<u>-</u>	<u>(3,675,862)</u>	<u>(3,675,862)</u>
ENDOWMENT NET ASSETS, END OF YEAR	\$ <u>-</u>	\$ <u>57,732,238</u>	\$ <u>57,732,238</u>

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. As of July 31, 2019 and 2018, there were no deficiencies of this nature that are reported in net assets without donor restrictions.

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.

Endowment assets include those assets of donor-restricted funds that the organization must hold in perpetuity or for a donor-specified period(s) as well as board-designated funds. 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.

THE PHILLIPS COLLECTION

NOTES TO FINANCIAL STATEMENTS
JULY 31, 2019 AND 2018

17. ENDOWMENT (Continued)

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 was previously 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, with a subsequent additional one year deferment, 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.

18. EXHIBITION EXPENSES

The Collection has a rich history of presenting world-class exhibitions in Washington, D.C. and beyond, ranging from single-artist retrospectives to historical surveys to explorations of specific topics. Exhibition expenses for the years ended July 31, 2019 and 2018 are reported in the Statement of Functional Expenses as follows:

	<u>2019</u>	<u>2018</u>
Personnel	\$ 8,714	\$ 7,278
Contractual services	159,144	111,005
Insurance	-	71,543
Other facility costs	192,077	117,156
Administrative expenses*	712,702	537,456
Printing and publications	100,574	110,717
IT expenses	4,631	792
Fundraising activities and events	61,651	84,370
Marketing and advertising	<u>133,077</u>	<u>127,822</u>
TOTAL EXHIBITION EXPENSES	<u>\$ 1,372,570</u>	<u>\$ 1,168,139</u>

* Administrative expenses primarily consist of shipping, couriers and crating expenses.

THE PHILLIPS COLLECTION
NOTES TO FINANCIAL STATEMENTS
JULY 31, 2019 AND 2018

19. SUBSEQUENT EVENTS

In preparing these financial statements, the Collection has evaluated events and transactions for potential recognition or disclosure through December 9, 2019, the date the financial statements were issued.