



OKLAHOMA CITY MUSEUM OF ART, INC.

**CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION**

JUNE 30, 2014 and 2013

WITH

INDEPENDENT AUDITOR'S REPORT



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INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees
Oklahoma City Museum of Art, Inc.

Report on the Financial Statements

We have audited the accompanying consolidated statements of financial position of Oklahoma City Museum of Art, Inc. (the Museum) as of June 30, 2014 and 2013, and the related consolidated statements of activities, and cash flows for the years then ended and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 consolidated financial statements.

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

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Museum as of June 30, 2014 and 2013, and the consolidated results of its activities and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited the Museum's 2012 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated October 10, 2012. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2012, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Other Matter

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating information as of and for the year ended June 30, 2014, is presented for purposes of additional analysis rather than to present the financial position and results of activities of the individual companies and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The consolidating information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with the auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Hogan Taylor LLP

October 29, 2014

OKLAHOMA CITY MUSEUM OF ART, INC.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

June 30, 2014 and 2013

	2014	2013
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Assets		
Cash	\$ 1,998,793	\$ 1,875,144
Grants and accounts receivable	68,693	90,470
Inventory, net	206,385	288,513
Prepaid expenses and other assets	646,174	320,737
Restricted cash	510,827	510,827
Grants and accounts receivable with restrictions	145,010	118,875
Investments	4,784,965	4,051,476
Investments with restrictions	12,217,521	11,612,922
Beneficial interest in assets held by others	4,829,125	4,333,917
Property and equipment, net	15,921,536	16,453,132
Art and library collections (see Note 2)		
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Total assets	<u>\$ 41,329,029</u>	<u>\$ 39,656,013</u>
 Liabilities and Net Assets		
Liabilities:		
Accounts payable	\$ 153,138	\$ 93,341
Accrued liabilities	155,229	147,937
Long-term debt	773,673	817,219
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Total liabilities	<u>1,082,040</u>	<u>1,058,497</u>
 Net assets:		
Unrestricted	21,927,663	21,548,142
Temporarily restricted	8,980,738	7,729,159
Permanently restricted	9,338,588	9,320,215
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Total net assets	<u>40,246,989</u>	<u>38,597,516</u>
 Total liabilities and net assets	<u>\$ 41,329,029</u>	<u>\$ 39,656,013</u>

OKLAHOMA CITY MUSEUM OF ART, INC.

CONSOLIDATED STATEMENTS OF ACTIVITIES

Year ended June 30, 2014
(and Summarized Totals for 2013)

	Unrestricted	Temporarily Restricted	Permanently Restricted	2014 Total	Summarized Totals for 2013
Revenues, Gains and Other Support					
Contributed income:					
Individuals	\$ 170,508	\$ 19,804	\$ 8,373	\$ 198,685	\$ 313,915
Corporate and other	426,480	103,750	-	530,230	879,060
Allied Arts	416,107	-	-	416,107	401,918
Grants and foundations	969,742	379,000	10,000	1,358,742	804,833
	<u>1,982,837</u>	<u>502,554</u>	<u>18,373</u>	<u>2,503,764</u>	<u>2,399,726</u>
Fundraising events	316,198	308,230	-	624,428	786,795
Memberships	496,730	-	-	496,730	384,715
Admissions	458,955	-	-	458,955	398,037
Museum store sales	291,549	-	-	291,549	256,135
Museum of Art Café, Inc. sales	1,289,170	-	-	1,289,170	1,155,156
Museum of Art Café, Inc. catering sales	335,936	-	-	335,936	269,535
Museum Parking, LLC fees	154,652	-	-	154,652	149,250
In-kind donations	150,145	-	-	150,145	180,883
Miscellaneous	161,251	-	-	161,251	152,765
Investment income	521,434	127,730	-	649,164	645,834
Net gains on investments	1,497,524	640,118	-	2,137,642	1,546,065
Funds released from restrictions	327,053	(327,053)	-	-	-
Total revenues, gains and other support	<u>7,983,434</u>	<u>1,251,579</u>	<u>18,373</u>	<u>9,253,386</u>	<u>8,324,896</u>
Expenses					
Programming	2,005,847	-	-	2,005,847	1,733,620
Museum store	318,774	-	-	318,774	273,928
Museum of Art Café, Inc.	1,472,973	-	-	1,472,973	1,343,617
Museum Parking, LLC	41,810	-	-	41,810	38,264
Management and general	1,112,402	-	-	1,112,402	982,307
Fundraising and development	935,028	-	-	935,028	944,884
Security, building and grounds	1,033,984	-	-	1,033,984	914,589
Art accessioned	10,800	-	-	10,800	99,836
Depreciation	672,295	-	-	672,295	664,587
Total expenses	<u>7,603,913</u>	<u>-</u>	<u>-</u>	<u>7,603,913</u>	<u>6,995,632</u>
Changes in net assets	379,521	1,251,579	18,373	1,649,473	1,329,264
Net assets, beginning of year	21,548,142	7,729,159	9,320,215	38,597,516	37,268,252
Net assets, end of year	<u>\$ 21,927,663</u>	<u>\$ 8,980,738</u>	<u>\$ 9,338,588</u>	<u>\$ 40,246,989</u>	<u>\$ 38,597,516</u>

See notes to consolidated financial statements.

OKLAHOMA CITY MUSEUM OF ART, INC.

CONSOLIDATED STATEMENTS OF ACTIVITIES

Year ended June 30, 2013
(and Summarized Totals for 2012)

	Unrestricted	Temporarily Restricted	Permanently Restricted	2013 Total	Summarized Totals for 2012
Revenues, Gains and Other Support					
Contributed income:					
Individuals	\$ 217,230	\$ 84,705	\$ 11,980	\$ 313,915	\$ 528,325
Corporate and other	736,060	143,000	-	879,060	723,762
Allied Arts	401,918	-	-	401,918	378,882
Grants and foundations	509,333	285,500	10,000	804,833	943,548
	<u>1,864,541</u>	<u>513,205</u>	<u>21,980</u>	<u>2,399,726</u>	<u>2,574,517</u>
Fundraising events	786,795	-	-	786,795	446,113
Memberships	384,715	-	-	384,715	409,095
Admissions	398,037	-	-	398,037	727,395
Museum store sales	256,135	-	-	256,135	286,693
Museum of Art Café, Inc. sales	1,155,156	-	-	1,155,156	1,232,522
Museum of Art Café, Inc. catering sales	269,535	-	-	269,535	284,215
Museum Parking, LLC fees	149,250	-	-	149,250	113,445
In-kind donations	180,883	-	-	180,883	21,496
Miscellaneous	152,765	-	-	152,765	145,998
Investment income	520,335	125,249	250	645,834	628,452
Net gains on investments	1,057,689	488,376	-	1,546,065	124,228
Funds released from restrictions	274,947	(274,947)	-	-	-
	<u>7,450,783</u>	<u>851,883</u>	<u>22,230</u>	<u>8,324,896</u>	<u>6,994,169</u>
Expenses					
Programming	1,733,620	-	-	1,733,620	2,073,635
Museum store	273,928	-	-	273,928	283,067
Museum of Art Café, Inc.	1,343,617	-	-	1,343,617	1,381,192
Museum Parking, LLC	38,264	-	-	38,264	31,944
Management and general	982,307	-	-	982,307	1,036,184
Fundraising and development	944,884	-	-	944,884	855,457
Security, building and grounds	914,589	-	-	914,589	966,554
Art accessioned	99,836	-	-	99,836	45,164
Depreciation	664,587	-	-	664,587	697,753
	<u>6,995,632</u>	<u>-</u>	<u>-</u>	<u>6,995,632</u>	<u>7,370,950</u>
Changes in net assets	455,151	851,883	22,230	1,329,264	(376,781)
Net assets, beginning of year	21,092,991	6,877,276	9,297,985	37,268,252	37,645,033
Net assets, end of year	<u>\$ 21,548,142</u>	<u>\$ 7,729,159</u>	<u>\$ 9,320,215</u>	<u>\$ 38,597,516</u>	<u>\$ 37,268,252</u>

See notes to consolidated financial statements.

OKLAHOMA CITY MUSEUM OF ART, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended June 30, 2014 and 2013

	2014	2013
Cash Flows from Operating Activities		
Changes in net assets	\$ 1,649,473	\$ 1,329,264
Adjustments to reconcile changes in net assets to net cash provided by (used in) operating activities:		
Depreciation	672,295	664,587
Net gains on investments	(2,137,642)	(1,546,065)
Contributions restricted for long-term purposes	(18,373)	(21,980)
Changes in operating assets and liabilities:		
Grants and accounts receivable	21,777	(64,985)
Inventory	82,128	19,050
Prepaid expenses and other assets	(325,437)	17,315
Grants and accounts receivable with restrictions	(26,135)	22,957
Accounts payable	59,797	24,170
Accrued liabilities	7,292	(106,940)
Net cash provided by (used in) operating activities	<u>(14,825)</u>	<u>337,373</u>
Cash Flows from Investing Activities		
Purchases of property and equipment	(142,907)	(122,705)
Purchases of investments	(189,615)	(316,508)
Proceeds from sales of investments	442,280	419,021
Purchases of investments with restrictions	(174,360)	(213,684)
Proceeds from sale of investments with restrictions	228,249	225,782
Decrease in restricted cash	-	432,060
Net cash provided by investing activities	<u>163,647</u>	<u>423,966</u>
Cash Flows from Financing Activities		
Contributions restricted for long-term purposes	18,373	21,980
Debt principal payments	(43,546)	(17,781)
Net cash provided by (used in) financing activities	<u>(25,173)</u>	<u>4,199</u>
Net increase in cash	123,649	765,538
Cash, beginning of year	1,875,144	1,109,606
Cash, end of year	<u>\$ 1,998,793</u>	<u>\$ 1,875,144</u>
Supplemental Disclosure of Cash Flow Information		
Cash paid for interest	<u>\$ 28,379</u>	<u>\$ 29,761</u>

OKLAHOMA CITY MUSEUM OF ART, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2014 and 2013

Note 1 – Organization

The Oklahoma City Museum of Art, Inc. (the Museum) is a privately funded museum located at the Donald W. Reynolds Visual Arts Center. The three-story, 110,000 square-foot Visual Arts Center features 15 galleries showcasing the Museum's collections, temporary exhibitions organized by the Museum, and world-class traveling exhibitions. It offers the only comprehensive film program in the region. The Museum is accredited by the American Association of Museums and is an Allied Arts Member Agency. The Museum's mission is to enrich lives through the visual arts. The Museum's purpose is to create a cultural legacy in art and education for current and future generations to experience at the Museum and carry with them throughout their lives. The Donald W. Reynolds Visual Arts Center, funded in part by a \$14.5 million capital grant from the Donald W. Reynolds Foundation, Las Vegas, Nevada, is part of the Museum's completed \$40 million project to fund the new Visual Arts Center expansion and endowment. The project was completed through private funding and was not a part of the Oklahoma City Metropolitan Area Projects sales tax program. The Museum received significant funds from the general public and from private foundations.

The Museum is the sole owner of the Museum of Art Café, Inc. (the Café), which is located in the Donald W. Reynolds Visual Arts Center and provides full-service lunch and dinner in a casually elegant dining atmosphere. The Museum is the sole owner of Museum Parking, LLC, which was formed to acquire a parcel of land functioning as a parking lot in the vicinity of the Museum. Museum Parking, LLC leases the parking lot to a third-party operator.

Note 2 – Summary of Significant Accounting Policies

Consolidated financial statements

The accompanying consolidated financial statements include the accounts of the Museum, the Café, and Museum Parking, LLC. All material intercompany transactions have been eliminated in the consolidated financial statements.

Basis of accounting and reporting

Separate funds are utilized to account for the Museum's various activities. The assets, liabilities and net assets are reported as follows:

- Unrestricted net assets represent the portion of expendable funds that are available for support of operations. At June 30, 2014 and 2013, unrestricted net assets of \$3,301,759 and \$3,054,676, respectively, were designated for specific purposes by the Museum's Board of Trustees (see Note 8).
- Temporarily restricted net assets represent funds with donor-designated restrictions for acquisitions, capital campaign funds, maintenance of art objects or specific programs.
- Permanently restricted net assets represent funds that are subject to donor-designated restrictions requiring the principal to be invested in perpetuity.

Cash and restrictions

Cash consists of cash on hand and deposits in banks. Cash balances are maintained in high credit quality financial institutions. At times, cash may exceed federally insured limits, but management believes any possible credit risk is minimal.

Investments

Investments are stated at fair value (based on quoted market prices) with unrealized gains and losses reported in the consolidated statement of activities. Donated investments are initially recorded at fair value at the date of donation.

Property and equipment

Property and equipment is recorded at historical cost or fair value at date of donation. Depreciation of these assets is provided on the straight-line basis over the estimated useful lives of the respective assets, which range from 2 to 40 years.

Art and library collections

The Museum's art and library collections are made up of historically significant art, contemporary art and other art objects that are held for educational, research, and curatorial purposes. Each item is cataloged, preserved, and cared for, and activities verifying their existence and assessing their condition are performed continuously. Art and library collections, which were acquired through purchases and contributions since the Museum's inception are insured under the Museum's fine art insurance policy, and are not capitalized and recognized as assets in the consolidated statement of financial position. Purchases of collection items are recorded as decreases in unrestricted net assets in the year in which the items are acquired or as temporarily or permanently restricted net assets if the assets used to purchase the items are restricted by donors. Contributions of collection items are not recognized in the statement of activities. Proceeds from deaccessions or insurance recoveries are reflected as increases in the appropriate net assets classification. The Museum's policy provides for deaccessioning works that do not fit into the collections plan or that are of poor quality or condition. Any funds made available by the sale of unrestricted deaccessioned works are used for acquisitions to strengthen the collection.

Contributions to the Museum

The Museum reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, (that is, when a stipulated time restriction ends or purpose restriction is accomplished) temporarily restricted net assets are reclassified to unrestricted net assets and are reported in the consolidated statement of activities as net assets released from restrictions. Net assets with restrictions, which are met in the same reporting period as their receipt, are presented as part of unrestricted net assets.

The Museum reports gifts of land, buildings, and equipment as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long-lived assets must be maintained, the Museum reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

The Museum reports bequests as temporarily restricted support in contributed income when notice has been received and becomes legally enforceable. Once funds are received, bequests are considered available for general use, unless restricted for a specific use or for an endowment fund by the donor.

Income tax status

The Museum is a nonprofit organization and is exempt from income taxes under Internal Revenue Code Section 501. However, the Museum is subject to federal income tax on any unrelated business taxable income. Generally, the Museum is no longer subject to income tax examinations by the federal, state or local tax authorities for fiscal years prior to 2011.

Allocation of expenses

Salaries and wages are allocated based on actual staff position. Administrative expenses are allocated to each area based on an estimate of usage. All remaining expenses are allocated based on actual expenditures for the function.

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 certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Concentration of credit risk

Financial instruments, which potentially subject the Museum to credit risk, consist of grants and accounts receivable and investments. Investment securities are exposed to various risks, such as interest rate, market, and credit risk. 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 change could materially affect the investment account balances and the amounts reported in the consolidated financial statements.

Subsequent events

Management has evaluated subsequent events through October 29, 2014, the date the financial statements were available to be issued.

Note 3 – Investments

To ensure observance of limitations and restrictions placed on the uses of the resources available to the Museum, investments are maintained in various funds which are segregated as follows at June 30:

	<u>2014</u>	<u>2013</u>
Investments:		
Young Endowment	\$ 2,035,436	\$ 1,881,684
Museum Legacy Endowment	1,483,206	996,799
Westheimer Family Endowment	1,266,323	1,172,993
	<u>4,784,965</u>	<u>4,051,476</u>
Investments with restrictions:		
Museum Acquisitions Trust	4,150	4,148
Beaux Arts Acquisitions Trust	322,108	271,647
Thatcher Hoffman Smith Film Endowment	900,010	816,296
Sarkeys Foundation Arts Education Endowment	633,447	585,453
Sonic America's Drive-In Arts Education Endowment	319,634	295,678
Museum Legacy Endowment	5,285,977	5,285,977

Donald W. Reynolds Visual Arts Center		
Building Maintenance Endowment	4,366,776	3,998,013
Records Family Endowment	385,419	355,710
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	12,217,521	11,612,922
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	\$ 17,002,486	\$ 15,664,398

Investments without restrictions are maintained in funds as shown for the following purposes:

- The Raymond A. and Verna N. Young Endowment represents the funds originally designated for the construction of the Museum building. Since the construction has been completed, the funds became unrestricted for use in general operations of the Museum.
- The interest and unrealized investment gains generated from the Museum Legacy Endowment are unrestricted and available for use in general Museum operations.
- The Westheimer Family Endowment and related interest and unrealized investment gains generated from the funds are available for use for the Museum's programs and operations with first priority for the proper maintenance, display, and preservation of the Westheimer Family Collection.

Investments with restrictions are maintained in funds as shown for the following purposes:

- The Museum Acquisitions Trust and Beaux Arts Acquisitions Trust are temporarily restricted funds maintained for the purchase and maintenance of art objects for the Museum.
- The Thatcher Hoffman Smith Film Endowment includes funds maintained for the purpose of supporting the Museum's comprehensive film program. This is a permanent endowment, with the principal required to be maintained in perpetuity and the interest being expendable for the stated purpose of the fund.
- The Sarkeys Foundation Arts Education Endowment is maintained for education programming. Like the Thatcher Hoffman Smith Film Endowment, this is also a permanent endowment, with the principal required to be maintained in perpetuity and the interest being expendable for the stated purpose of the endowment.
- The Sonic America's Drive-In Arts Education Endowment is permanently restricted for education programming.
- The Museum Legacy Endowment includes funds solicited from donors to provide for a permanent endowment for the Museum. The principal amount of these funds will not be expended. Interest and unrealized gains generated by the endowment principal may be used for general Museum operations.
- The Donald W. Reynolds Visual Arts Center Building Maintenance Endowment represents funds temporarily restricted for maintenance of the Museum in the Donald W. Reynolds Visual Arts Center facility. It is the Museum's intention to use only the income generated from the endowment principal for the maintenance and upkeep of the building as directed by the grant agreement.
- The Records Family Endowment was established as a permanent endowment to support Museum operations. The principal amount of these funds will not be expended. Distributions of interest and unrealized gains generated by the endowment principal may be used for general Museum operations.

Note 4 – Contributions to the Oklahoma City Community Foundation

A separate fund, the Oklahoma City Museum of Art Affiliated Fund (the Affiliated Fund), is established at the Oklahoma City Community Foundation (OCCF). Contributions received subsequent to July 1, 1991, by OCCF, which are designated to be invested to benefit the Museum, are placed in the Affiliated

Fund. Investment decisions for the Affiliated Fund are made by a five-member panel that includes three representatives appointed by OCCF and two representatives appointed by the Museum's Board of Trustees. Income earned on the donated funds is paid to the Museum on a basis determined by the five-member panel. The principal amount of the Affiliated Fund cannot be distributed without the unanimous approval of the OCCF Board of Directors. As a result, OCCF has variance power and the Museum has not recorded these funds as an asset in its statement of position.

Funds held by OCCF on behalf of the Museum are as follows at June 30 at fair value:

	2014	2013
Recognized in the Museum's financial statements as beneficial interest in assets held by others:		
Oklahoma City Museum of Art Affiliated Fund	\$ 193,570	\$ 177,504
Fee-Milligan Operating Endowment	2,041,106	1,872,977
The James C. and Virginia W. Meade Collections Endowment	1,469,331	1,290,195
Carolyn A. Hill Collections Endowment	944,624	834,752
James C. Meade Friends Lecture Series Endowment Fund	180,494	158,489
	<u>4,829,125</u>	<u>4,333,917</u>
Funds held by OCCF with variance power retained by OCCF:		
Oklahoma City Museum of Art Affiliated Fund	4,531,598	4,150,241
Oklahoma City Museum of Art Acquisitions Fund	110,342	97,628
Pauline Morrison Ledbetter Fund	348,077	307,950
	<u>4,990,017</u>	<u>4,555,819</u>
Total funds held by OCCF	<u>\$ 9,819,142</u>	<u>\$ 8,889,736</u>
Investment income distributed to the Museum by OCCF	<u>\$ 290,537</u>	<u>\$ 271,997</u>

The Fee-Milligan Operating Endowment (the Endowment) within the Affiliated Fund includes funds transferred by the Museum to OCCF, with the Museum designating itself as beneficiary of the fund. The Museum's Board of Trustees has authorized OCCF to manage the Endowment in the same manner as the Affiliated Fund assets, which effectively grants variance power to OCCF. However, as the Museum designated itself as beneficiary for the Endowment, the Museum recognizes a beneficial interest in the Endowment assets held by OCCF in its statements of financial position.

The fair value of the entire Affiliated Fund, which includes the beneficial interest Endowment funds, was \$9,360,722 and \$8,484,157, at June 30, 2014 and 2013, respectively. As a result of OCCF's variance power over the funds contributed by unrelated donors, the Museum has not recorded the remaining value of the Affiliated Fund of \$4,990,017 and \$4,555,819, at June 30, 2014 and 2013, respectively, as an asset in the accompanying consolidated statements of financial position. Investment income distributed to the Museum from OCCF is classified as unrestricted support in the consolidated statements of activities.

In addition, OCCF maintains an account for funds designated for Museum acquisitions of art (the Designated Fund). Earnings are not distributed but, rather, are retained in the Designated Fund under the control of OCCF until requested by the Museum for an acquisition of art. The expendable balance in the Designated Fund was \$36,908 and \$32,205, at June 30, 2014 and 2013, respectively, and is recorded in grants and accounts receivable in the consolidated statements of financial position.

In 2006, the Museum entered into an endowment agreement with James C. and Virginia W. Meade (the Meades) to establish a permanent endowment named "*The James C. and Virginia W. Meade Collections Endowment*" for the purpose of supporting acquisitions for the Museum's collections and furtherance of the Museum's mission. Under the terms of this agreement (and a related agreement between the Meades,

the Museum and the OCCF), the Meades pledged \$1,000,000 to the Museum to be contributed over a three-year period and invested in the Affiliated Fund at OCCF. The annual distribution from the fund will generally be 5% of the average market value based upon certain restrictions intended to protect and preserve the original corpus of the endowment.

In 2007, OCCF received a direct gift of \$250,000 to establish the Pauline Morrison Ledbetter Fund to benefit the Museum. At the direction of the donor, this gift established an acquisitions endowment fund whereby two-thirds of the earnings of the funds are available for the purchase of art and sculpture for the Museum and the remaining one-third of earnings reinvested in the endowment. Because OCCF retains variance power over these funds, the endowment is not recorded in the statement of financial position of the Museum. The expendable balance in the Pauline Morrison Ledbetter Fund was \$47,631 and \$32,799, at June 30, 2014 and 2013, respectively, and is recorded in grants and accounts receivable in the consolidated statements of financial position.

In 2008, the Museum established an endowment agreement with OCCF to establish a permanent endowment named "*Carolyn A. Hill Collections Endowment*" for the purpose of supporting acquisitions for the Museum's collections. Under the terms of this agreement, the annual distribution from the fund will generally be 5% of the average market value based upon certain restrictions intended to protect and preserve the original corpus of the endowment.

Note 5 – Fair Value Measurements

The Financial Accounting Standards Board Accounting Standards Codification established a consistent framework for measuring fair value and fair value hierarchy based on the observability of inputs used to measure fair value.

These inputs are summarized in the three broad levels listed below:

- Level 1 Quoted prices in active markets for identical assets or liabilities.
- Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following table sets forth by level, within the fair value hierarchy, the Museum's assets at fair value as of June 30, 2014:

	Level 1	Level 2	Level 3	Total
Cash and money market funds	\$ 1,749,061	\$ -	\$ -	\$ 1,749,061
Exchange traded funds	8,865,531	-	-	8,865,531
U.S. government and agency securities	-	6,387,894	-	6,387,894
Beneficial interest in assets held at OCCF ^(a)	-	4,829,125	-	4,829,125
Total assets at fair value	\$10,614,592	\$11,217,019	\$ -	\$21,831,611

^(a) See Note 4 for description of these assets measured at fair value.

The following table sets forth by level, within the fair value hierarchy, the Museum's assets at fair value as of June 30, 2013:

	Level 1	Level 2	Level 3	Total
Cash and money market funds	\$ 1,973,460	\$ -	\$ -	\$ 1,973,460
Exchange traded funds	7,791,559	-	-	7,791,559
U.S. government and agency securities	-	5,899,379	-	5,899,379
Beneficial interest in assets held at OCCF ^(a)	-	4,333,917	-	4,333,917
Total assets at fair value	\$ 9,765,019	\$ 10,233,296	\$ -	\$ 19,998,315

^(a) See Note 4 for description of these assets measured at fair value.

Beneficial interest in assets held by others (Beneficial Interest) is measured at fair value using Level 2 inputs. Since OCCF maintains variance power for the beneficial interests it holds, there is no potential market for the Beneficial Interest or similar assets. Consequently, the valuation is determined by aggregating the valuation of the underlying investments of the Beneficial Interest. The underlying investments include cash equivalents, corporate obligations, equity securities and other investments. The fair values of the underlying investments are based on quoted prices from active and inactive markets.

Market volatility

Investment securities are exposed to various risks, such as interest rate, 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 net assets.

Note 6 – Property and Equipment

Property and equipment consists of the following at June 30:

	2014	2013
Land	\$ 901,909	\$ 901,909
Building and improvements	20,681,607	20,662,218
Furniture and fixtures	1,493,765	1,493,765
Equipment	1,600,802	1,479,491
	24,678,083	24,537,383
Accumulated depreciation	(8,756,547)	(8,084,251)
	\$ 15,921,536	\$ 16,453,132

Note 7 – Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets are available for the following purposes at June 30:

	2014	2013
Art acquisition	\$ 1,195,379	\$ 839,746
Art education endowment	202,731	130,781
Building maintenance endowment	4,366,776	3,998,013
Film endowment	189,624	120,910
General Museum (OCCF)	2,234,676	2,050,481
Museum operations endowment	77,579	47,870
Programming	713,973	541,358
	<u>\$ 8,980,738</u>	<u>\$ 7,729,159</u>

Permanently restricted net assets are designated for the following purposes at June 30:

	2014	2013
Art acquisition (OCCF)	\$ 1,773,748	\$ 1,770,375
Art education endowment	750,350	750,350
Capital campaign - Museum endowment	5,796,264	5,796,264
Film endowment	710,386	695,386
Museum operations endowment	307,840	307,840
	<u>\$ 9,338,588</u>	<u>\$ 9,320,215</u>

As described in Note 3, the investment income on the Thatcher Hoffman Smith Film Endowment and the Sarkeys Foundation Arts Education Endowment can be expended for the stated purposes of each endowment. The investment income and unrealized gains on the Museum Legacy Endowment can be expended for general Museum operations.

Note 8 – Donor-Restricted and Board-Designated Endowments

Board interpretation

The Board of Trustees has interpreted state law as requiring the preservation of the fair value of the gifts of the donor-restricted endowment funds unless explicit donor stipulations specify otherwise. To meet that objective, the Museum's endowment investment, management and distribution policies require that the corpus, meaning the fair value of the original and subsequent gifts as of the gift date, be maintained in perpetuity, with the earnings available to support the Museum's ongoing operations and programs.

State law allows the Board to appropriate or accumulate so much of an endowment fund as the Museum determines is prudent for the uses, benefits, purposes, and duration for which the endowment is established. The law requires the Board to prudently consider, if relevant, the general economic conditions, possible effect of inflation or deflation, expected total return, other resources of the institution, and the institution's investment policy.

Return objectives, risk parameters, strategies and spending policy

The principal goal of the Museum's investment program is to administer and invest funds received from donors in a prudent manner. The financial objective for the Museum's endowment funds is governed by guidelines specific to each separate investment portfolio. The overall financial objective is to maximize

the risk-adjusted investment return while maintaining adequate levels of liquidity. The Museum relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). Risk of large losses is minimized by a diversified asset allocation. The current investment allocation of 58% equities and 42% fixed income, with quarterly performance reviews, is expected to achieve the long-term return objectives within prudent risk constraints.

Under the Investment Policy, the total return on investments is expected to exceed a benchmark consisting of the appropriate percent of the Standard & Poor's 500 Index and the Barclays Capital U.S. Government Bond Index that matches the equity and fixed income diversification of the portfolio over an average period of five consecutive years. The total return, after fees, from all unrestricted equity securities should equal or exceed the total return on the Standard & Poor's 500 Index over a period of five consecutive fiscal years.

Under the Museum's endowment distribution policy, the amount available for appropriation each year is 5% of the average market value of the endowment at the end of each of the last 12 calendar quarters, provided that the appropriation would not cause the remaining market value of the endowment fund to be less than the corpus. This policy is expected to allow for real growth in addition to building the endowments through new gifts and return on investment.

Endowment net asset composition by type of fund as of June 30, 2014:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Donor-restricted endowment funds	\$ -	\$ 4,836,710	\$ 7,564,840	\$ 12,401,550
Board-designated endowment funds	3,301,759	-	-	3,301,759
Total funds	\$ 3,301,759	\$ 4,836,710	\$ 7,564,840	\$ 15,703,309

Changes in endowment fund net assets for the year ended June 30, 2014, consist of the following:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment fund net assets, beginning of year	\$ 3,054,676	\$ 4,297,573	\$ 7,549,840	\$ 14,902,089
Adjusted endowment fund net assets investment return:				
Investment income	48,330	113,986	-	162,316
Net appreciation	330,753	640,118	-	970,871
	3,433,759	5,051,677	7,549,840	16,035,276
Contributions	-	-	15,000	15,000
Appropriation of endowment assets for expenditure	(132,000)	(214,967)	-	(346,967)
Endowment fund net assets, end of year	\$ 3,301,759	\$ 4,836,710	\$ 7,564,840	\$ 15,703,309

Endowment net asset composition by type of fund as of June 30, 2013:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Donor-restricted endowment funds	\$ -	\$ 4,297,573	\$ 7,549,840	\$ 11,847,413
Board-designated endowment funds	3,054,676	-	-	3,054,676
Total funds	\$ 3,054,676	\$ 4,297,573	\$ 7,549,840	\$ 14,902,089

Changes in endowment fund net assets for the year ended June 30, 2013, consist of the following:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment fund net assets, beginning of year	\$ 2,888,036	\$ 3,834,063	\$ 7,534,840	\$ 14,256,939
Adjusted endowment fund net assets investment return:				
Investment income	45,444	112,353	-	157,797
Net appreciation	242,377	488,376	-	730,753
	3,175,857	4,434,792	7,534,840	15,145,489
Contributions	19	-	15,000	15,019
Appropriation of endowment assets for expenditure	(121,200)	(137,219)	-	(258,419)
Endowment fund net assets, end of year	\$ 3,054,676	\$ 4,297,573	\$ 7,549,840	\$ 14,902,089

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 state law requires the Museum to retain as a fund of perpetual duration. There were no such deficiencies as of June 30, 2014 or 2013.

Note 9 – Long-Term Debt

Museum Parking, LLC has a note payable to a bank. Monthly payments on the note are \$5,994, which includes principle and interest at 3.51%. The final payment on this note is \$610,420. The note matures on January 25, 2018. Future annual debt payments as of June 30, 2014, are as follows: 2015-\$45,121; 2016-\$46,685; 2017-\$48,442; and 2018-\$633,425.

Note 10 – Commitments

During the years ended June 30, 2014 and 2013, the Museum entered into contractual agreements with certain art exhibit leasing organizations for future exhibits. Exhibit lease commitments for the year ending June 30, 2015, are \$434,000. The Museum is soliciting contributions and other sources of support to fund these commitments.

All costs and expenses of the Café's operations are the responsibility of the Café. However, if the Café incurs operating costs in excess of revenues from its operations (measured on a cash basis), the Museum may advance funds to the Café. No such funds were advanced to the Café in fiscal years 2014 or 2013.

SUPPLEMENTAL INFORMATION

**OKLAHOMA CITY MUSEUM OF ART, INC.
AND SUBSIDIARIES**

CONSOLIDATING STATEMENT OF FINANCIAL POSITION

June 30, 2014

	Museum *	Café	Eliminating Entries	Total
Assets				
Cash	\$ 1,874,434	\$ 124,359	\$ -	\$ 1,998,793
Grants and accounts receivable	42,373	64,748	(38,428)	68,693
Inventory	142,123	64,262	-	206,385
Prepaid expenses and other assets	629,726	16,448	-	646,174
Other restricted cash	510,827	-	-	510,827
Grants and accounts receivable with restrictions	145,010	-	-	145,010
Investments	5,033,569	-	(248,604)	4,784,965
Investments with restrictions	12,217,521	-	-	12,217,521
Beneficial interest in assets held by others	4,829,125	-	-	4,829,125
Property and equipment, net Art and library collections	15,846,133	75,403	-	15,921,536
Total assets	\$ 41,270,841	\$ 345,220	\$ (287,032)	\$ 41,329,029
Liabilities and Net Assets				
Liabilities:				
Accounts payable	\$ 141,071	\$ 50,495	\$ (38,428)	\$ 153,138
Accrued liabilities	109,108	46,121	-	155,229
Long-term debt	773,673	-	-	773,673
Total liabilities	1,023,852	96,616	(38,428)	1,082,040
Net assets:				
Unrestricted	21,927,663	248,604	(248,604)	21,927,663
Temporarily restricted	8,980,738	-	-	8,980,738
Permanently restricted	9,338,588	-	-	9,338,588
Total net assets	40,246,989	248,604	(248,604)	40,246,989
Total liabilities and net assets	\$ 41,270,841	\$ 345,220	\$ (287,032)	\$ 41,329,029

* Includes Museum Parking, LLC

**OKLAHOMA CITY MUSEUM OF ART, INC.
AND SUBSIDIARIES**

CONSOLIDATING STATEMENT OF ACTIVITIES

Year ended June 30, 2014

	Museum *	Café	Eliminating Entries	Total
Revenues, Gains and Other Support				
Contributed income:				
Individuals	\$ 198,685	\$ -	\$ -	\$ 198,685
Corporate and other	530,230	-	-	530,230
Allied Arts	416,107	-	-	416,107
Grants and foundations	1,358,742	-	-	1,358,742
	2,503,764	-	-	2,503,764
Fundraising events	624,428	-	-	624,428
Memberships	496,730	-	-	496,730
Admissions	458,955	-	-	458,955
Museum store sales	291,549	-	-	291,549
Museum of Art Café, Inc. sales	-	1,289,170	-	1,289,170
Museum of Art Café, Inc. catering sales	-	335,936	-	335,936
Museum Parking, LLC income	154,652	-	-	154,652
In-kind donations	150,145	-	-	150,145
Miscellaneous	270,769	477	(109,995)	161,251
Investment income	649,164	-	-	649,164
Net earnings on investment in Café	11,626	-	(11,626)	-
Net realized gains on investments	2,137,642	-	-	2,137,642
Total revenues, gains and other support	7,749,424	1,625,583	(121,621)	9,253,386
Expenses				
Programming	2,005,847	-	-	2,005,847
Museum store	318,774	-	-	318,774
Museum of Art Café, Inc.	-	1,582,968	(109,995)	1,472,973
Museum Parking, LLC	41,810	-	-	41,810
Management and general	1,112,402	-	-	1,112,402
Fundraising and development	935,028	-	-	935,028
Security, building and grounds	1,033,984	-	-	1,033,984
Art accessioned	10,800	-	-	10,800
Depreciation	641,306	30,989	-	672,295
Total expenses	6,099,951	1,613,957	(109,995)	7,603,913
Change in net assets	1,649,473	11,626	(11,626)	1,649,473
Net assets, beginning of year	38,597,516	236,978	(236,978)	38,597,516
Net assets, end of year	\$ 40,246,989	\$ 248,604	\$ (248,604)	\$ 40,246,989

* Includes Museum Parking, LLC