

**Whitney Museum of  
American Art**  
Financial Statements  
June 30, 2019

# Whitney Museum of American Art

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## REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Board of Trustees of  
**Whitney Museum of American Art**

### Report on the financial statements

We have audited the accompanying financial statements of Whitney Museum of American Art (the “Museum”), which comprise the statement of financial position as of June 30, 2019 and the related statements of activities, functional expenses, and cash flows for the year 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 audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the 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 Museum’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 Museum’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.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Whitney Museum of American Art as of June 30, 2019, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

*Grant Thornton LLP*

New York, New York  
October 29, 2019

**Whitney Museum of American Art**  
**Statement of Financial Position**  
As of June 30, 2019

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**ASSETS**

|  |                                  |
|--|----------------------------------|
| Cash and cash equivalents                | \$ 17,629,000                    |
| Accounts and notes receivable, net       | 2,420,000                        |
| Contributions and grants receivable, net | 32,221,000                       |
| Publications and sales inventory         | 4,299,000                        |
| Prepaid expenses and other assets        | 5,493,000                        |
| Investments                              | 463,473,000                      |
| Property, plant and equipment, net       | <u>381,573,000</u>               |
| <br>Total assets                         | <br><u><u>\$ 907,108,000</u></u> |

**LIABILITIES AND NET ASSETS**

**LIABILITIES**

|   |                        |
|---|------------------------|
| Accounts payable and accrued expenses                     | \$ 7,508,000           |
| Deferred revenue  | 877,000                |
| Deferred traveling and accrued exhibition fees            | 4,625,000              |
| Bond interest payable                                     | 2,501,000              |
| Bonds payable, net of premium and deferred issuance costs | 100,928,000            |
| Accrued pension obligation                                | <u>5,285,000</u>       |
| <br>Total liabilities                                     | <br><u>121,724,000</u> |

**NET ASSETS**

|   |                                  |
|---|----------------------------------|
| Net assets without donor restrictions:          |                                  |
| Operating                                       | 134,093,000                      |
| Board-designated                                | 48,569,000                       |
| Plant and equipment funded by designated gifts  | <u>250,513,000</u>               |
| <br>Total net assets without donor restrictions | <br>433,175,000                  |
| <br>Net assets with donor restrictions          | <br><u>352,209,000</u>           |
| <br>Total net assets                            | <br><u>785,384,000</u>           |
| <br>Total liabilities and net assets            | <br><u><u>\$ 907,108,000</u></u> |

The accompanying notes are an integral part of this financial statement.

**Whitney Museum of American Art**  
**Statement of Activities**  
For the year ended June 30, 2019

|   | Net Assets without Donor Restrictions |                      |  |                       |                       | Net Assets<br>with Donor<br>Restrictions | Total |
|---|---------------------------------------|----------------------|--|-----------------------|-----------------------|--|-------|
|   | Operating                             | Board-<br>Designated | Plant and<br>Equipment<br>Funded by<br>Designated<br>Gifts | Total                 |                       |  |       |
| <b>OPERATING REVENUE AND SUPPORT</b>  |                                       |                      |  |                       |                       |  |       |
| Admissions  | \$ 13,567,000                         | \$ -                 | \$ -   | \$ 13,567,000         | \$ -                  | \$ 13,567,000                            |       |
| Memberships   | 11,068,000                            | -                    | -  | 11,068,000            | -                     | 11,068,000                               |       |
| Contributions for operations  | 8,793,000                             | -                    | -  | 8,793,000             | -                     | 8,793,000                                |       |
| Contributions for programs  | -                                     | -                    | -  | -                     | 19,892,000            | 19,892,000                               |       |
| Contributions for endowments  | -                                     | -                    | -  | -                     | 12,031,000            | 12,031,000                               |       |
| Benefit and special event income, net of \$1,688,000 of related expenses                    | 4,693,000                             | -                    | -  | 4,693,000             | -                     | 4,693,000                                |       |
| Investment return designated for current operations   | 15,020,000                            | -                    | -  | 15,020,000            | -                     | 15,020,000                               |       |
| Publications and sales income, net of \$2,943,000 of cost of goods sold                     | 1,783,000                             | -                    | -  | 1,783,000             | -                     | 1,783,000                                |       |
| Traveling exhibition fees, net of \$1,080,000 of related expenses                           | 579,000                               | -                    | -  | 579,000               | -                     | 579,000                                  |       |
| Fees, royalties and other   | 4,405,000                             | -                    | -  | 4,405,000             | -                     | 4,405,000                                |       |
| Net assets released from restrictions to fund operations                                    | 9,485,000                             | -                    | -  | 9,485,000             | (9,485,000)           | -  |       |
| Total operating revenue and support   | <u>69,393,000</u>                     | <u>-</u>             | <u>-</u>   | <u>69,393,000</u>     | <u>22,438,000</u>     | <u>91,831,000</u>                        |       |
| <b>OPERATING EXPENSES</b>   |                                       |                      |  |                       |                       |  |       |
| Program expenses  |                                       |                      |  |                       |                       |  |       |
| Exhibitions   | 26,760,000                            | -                    | 2,638,000  | 29,398,000            | -                     | 29,398,000                               |       |
| Conservation and curatorial   | 5,496,000                             | -                    | 3,189,000  | 8,685,000             | -                     | 8,685,000                                |       |
| Education programs  | 4,400,000                             | -                    | 787,000  | 5,187,000             | -                     | 5,187,000                                |       |
| Memberships   | 4,706,000                             | -                    | 354,000  | 5,060,000             | -                     | 5,060,000                                |       |
| Retail, special events and publications   | 2,551,000                             | -                    | 512,000  | 3,063,000             | -                     | 3,063,000                                |       |
| Total program expenses  | <u>43,913,000</u>                     | <u>-</u>             | <u>7,480,000</u>   | <u>51,393,000</u>     | <u>-</u>              | <u>51,393,000</u>                        |       |
| Supporting services expenses  |                                       |                      |  |                       |                       |  |       |
| Management and general  | 19,623,000                            | -                    | 1,142,000  | 20,765,000            | 31,000                | 20,796,000                               |       |
| Fundraising   | 2,096,000                             | -                    | 787,000  | 2,883,000             | -                     | 2,883,000                                |       |
| Reserve for doubtful accounts   | 5,175,000                             | -                    | -  | 5,175,000             | -                     | 5,175,000                                |       |
| Total supporting services expenses  | <u>26,894,000</u>                     | <u>-</u>             | <u>1,929,000</u>   | <u>28,823,000</u>     | <u>31,000</u>         | <u>28,854,000</u>                        |       |
| Total operating expenses  | <u>70,807,000</u>                     | <u>-</u>             | <u>9,409,000</u>   | <u>80,216,000</u>     | <u>31,000</u>         | <u>80,247,000</u>                        |       |
| Excess (deficiency) of operating revenues and support over operating expenses               | <u>(1,414,000)</u>                    | <u>-</u>             | <u>(9,409,000)</u>   | <u>(10,823,000)</u>   | <u>22,407,000</u>     | <u>11,584,000</u>                        |       |
| <b>NON-OPERATING ACTIVITIES</b>   |                                       |                      |  |                       |                       |  |       |
| Investment return utilized for non-operating expenses                                       | -                                     | 382,000              | -  | 382,000               | 2,228,000             | 2,610,000                                |       |
| Interest expense, net of bond premium and issuance costs amortization                       | -                                     | -                    | (4,549,000)  | (4,549,000)           | -                     | (4,549,000)                              |       |
| Net assets released for purchases of art  | -                                     | 9,071,000            | -  | 9,071,000             | (9,071,000)           | -  |       |
| Purchases of art  | -                                     | (9,071,000)          | -  | (9,071,000)           | -                     | (9,071,000)                              |       |
| Collection items sold   | -                                     | -                    | -  | -                     | 904,000               | 904,000                                  |       |
| Investment return on non-endowment assets   | 3,010,000                             | -                    | -  | 3,010,000             | 11,000                | 3,021,000                                |       |
| Net asset transfers   | 187,000                               | (2,262,000)          | 2,075,000  | -                     | -                     | -  |       |
| Change in post-retirement health and other benefits other than net periodic pension charges | (1,986,000)                           | -                    | -  | (1,986,000)           | -                     | (1,986,000)                              |       |
| Changes in net assets   | <u>(203,000)</u>                      | <u>(1,880,000)</u>   | <u>(11,883,000)</u>  | <u>(13,966,000)</u>   | <u>16,479,000</u>     | <u>2,513,000</u>                         |       |
| <b>NET ASSETS</b>   |                                       |                      |  |                       |                       |  |       |
| Beginning of year, as revised (Notes 3 and 11)  | 134,296,000                           | 50,449,000           | 262,396,000  | 447,141,000           | 335,730,000           | 782,871,000                              |       |
| End of year   | <u>\$ 134,093,000</u>                 | <u>\$ 48,569,000</u> | <u>\$ 250,513,000</u>                                      | <u>\$ 433,175,000</u> | <u>\$ 352,209,000</u> | <u>\$ 785,384,000</u>                    |       |

The accompanying notes are an integral part of this financial statement.

**Whitney Museum of American Art**  
**Statement of Functional Expenses**  
**For the year ended June 30, 2019**

|   | Exhibitions   | Conservation<br>and<br>Curatorial | Education<br>Programs | Memberships  | Retail,<br>Special Events<br>and<br>Publications | Total<br>Program<br>Expenses | Management<br>and<br>General | Fundraising  | Reserve for<br>Doubtful<br>Accounts | Total<br>Supporting<br>Services<br>Expenses | Total<br>Functional<br>Expenses |
|---|---------------|-----------------------------------|-----------------------|--------------|--|------------------------------|------------------------------|--------------|-------------------------------------|---|---------------------------------|
| Compensation                                | \$ 10,106,000 | \$ 3,776,000                      | \$ 2,059,000          | \$ 1,743,000 | \$ 1,820,000                                     | \$ 19,504,000                | \$ 8,846,000                 | \$ 1,394,000 | \$ -                                | \$ 10,240,000                               | \$ 29,744,000                   |
| Employee benefits                           | 1,150,000     | 578,000                           | 280,000               | 261,000      | 245,000  | 2,514,000                    | 1,744,000                    | 232,000      | -                                   | 1,976,000                                   | 4,490,000                       |
| Employee benefits-pension and 403(b)        | 482,000       | 246,000                           | 110,000               | 92,000       | 103,000  | 1,033,000                    | 556,000                      | 68,000       | -                                   | 624,000                                     | 1,657,000                       |
| Payroll taxes                               | 686,000       | 230,000                           | 140,000               | 118,000      | 125,000  | 1,299,000                    | 538,000                      | 84,000       | -                                   | 622,000                                     | 1,921,000                       |
| Rent  | -             | -                                 | 258,000               | -            | -  | 258,000                      | -                            | -            | -                                   | -   | 258,000                         |
| Storage                                     | 2,847,000     | -                                 | -                     | -            | -  | 2,847,000                    | 261,000                      | -            | -                                   | 261,000                                     | 3,108,000                       |
| Construction                                | 2,395,000     | -                                 | -                     | -            | -  | 2,395,000                    | 5,000                        | -            | -                                   | 5,000                                       | 2,400,000                       |
| Installation                                | 495,000       | -                                 | -                     | -            | -  | 495,000                      | -                            | -            | -                                   | -   | 495,000                         |
| Professional fees                           | 498,000       | 8,000                             | 343,000               | 319,000      | 2,000  | 1,170,000                    | 1,972,000                    | 14,000       | -                                   | 1,986,000                                   | 3,156,000                       |
| Insurance                                   | 671,000       | -                                 | -                     | -            | -  | 671,000                      | 787,000                      | -            | -                                   | 787,000                                     | 1,458,000                       |
| Fine art insurance                          | -             | -                                 | -                     | -            | -  | -                            | 439,000                      | -            | -                                   | 439,000                                     | 439,000                         |
| Printing and reproduction                   | 450,000       | 3,000                             | 20,000                | 913,000      | -  | 1,386,000                    | 13,000                       | 8,000        | -                                   | 21,000                                      | 1,407,000                       |
| Postage and couriers                        | 130,000       | 5,000                             | 7,000                 | 467,000      | 3,000  | 612,000                      | 23,000                       | 14,000       | -                                   | 37,000                                      | 649,000                         |
| Advertising and public relations            | 1,652,000     | -                                 | 1,000                 | 76,000       | 6,000  | 1,735,000                    | 32,000                       | -            | -                                   | 32,000                                      | 1,767,000                       |
| Other marketing costs                       | 448,000       | 5,000                             | 56,000                | 41,000       | 29,000   | 579,000                      | 13,000                       | 3,000        | -                                   | 16,000                                      | 595,000                         |
| Telephone                                   | 6,000         | -                                 | -                     | 1,000        | -  | 7,000                        | 173,000                      | 1,000        | -                                   | 174,000                                     | 181,000                         |
| Utilities                                   | 138,000       | -                                 | 5,000                 | -            | -  | 143,000                      | 1,073,000                    | -            | -                                   | 1,073,000                                   | 1,216,000                       |
| Packing and crating                         | 511,000       | -                                 | -                     | -            | 4,000  | 515,000                      | -                            | -            | -                                   | -   | 515,000                         |
| Shipping                                    | 973,000       | -                                 | 6,000                 | -            | -  | 979,000                      | -                            | 1,000        | -                                   | 1,000                                       | 980,000                         |
| Other exhibition costs                      | 407,000       | 175,000                           | 45,000                | -            | 1,000  | 628,000                      | 31,000                       | 1,000        | -                                   | 32,000                                      | 660,000                         |
| Building supplies, services and maintenance | 147,000       | -                                 | -                     | -            | -  | 147,000                      | 1,103,000                    | -            | -                                   | 1,103,000                                   | 1,250,000                       |
| Maintenance and repairs                     | 40,000        | -                                 | 1,000                 | -            | 2,000  | 43,000                       | 359,000                      | -            | -                                   | 359,000                                     | 402,000                         |
| Honorarium                                  | 113,000       | 14,000                            | 102,000               | 38,000       | -  | 267,000                      | 7,000                        | 8,000        | -                                   | 15,000                                      | 282,000                         |
| Lecturers                                   | 2,000         | -                                 | 380,000               | 12,000       | -  | 394,000                      | -                            | 1,000        | -                                   | 1,000                                       | 395,000                         |
| Fellowships                                 | -             | -                                 | 25,000                | -            | -  | 25,000                       | 87,000                       | -            | -                                   | 87,000                                      | 112,000                         |
| Consultants and other professional fees     | 16,000        | -                                 | 92,000                | 22,000       | 2,000  | 132,000                      | 418,000                      | 6,000        | -                                   | 424,000                                     | 556,000                         |
| Travel                                      | 91,000        | 120,000                           | 51,000                | 35,000       | 9,000  | 306,000                      | 143,000                      | 129,000      | -                                   | 272,000                                     | 578,000                         |
| Meals                                       | 67,000        | 23,000                            | 85,000                | 40,000       | 6,000  | 221,000                      | 83,000                       | 88,000       | -                                   | 171,000                                     | 392,000                         |
| Lodging                                     | 50,000        | 28,000                            | 34,000                | 6,000        | -  | 118,000                      | 30,000                       | 156,000      | -                                   | 186,000                                     | 304,000                         |
| Dues and subscriptions                      | 8,000         | 1,000                             | 66,000                | 1,000        | 1,000  | 77,000                       | 220,000                      | 13,000       | -                                   | 233,000                                     | 310,000                         |
| Other                                       | 1,984,000     | 45,000                            | 175,000               | 494,000      | 155,000  | 2,853,000                    | 613,000                      | (184,000)    | -                                   | 429,000                                     | 3,282,000                       |
| Depreciation                                | 2,835,000     | 3,428,000                         | 846,000               | 381,000      | 550,000  | 8,040,000                    | 1,227,000                    | 846,000      | -                                   | 2,073,000                                   | 10,113,000                      |
| Total before reserve for doubtful accounts  | 29,398,000    | 8,685,000                         | 5,187,000             | 5,060,000    | 3,063,000  | 51,393,000                   | 20,796,000                   | 2,883,000    | -                                   | 23,679,000                                  | 75,072,000                      |
| Add: Reserve for doubtful accounts          | -             | -                                 | -                     | -            | -  | -                            | -                            | -            | 5,175,000                           | 5,175,000                                   | 5,175,000                       |
| Total operating expenses                    | \$ 29,398,000 | \$ 8,685,000                      | \$ 5,187,000          | \$ 5,060,000 | \$ 3,063,000                                     | \$ 51,393,000                | \$ 20,796,000                | \$ 2,883,000 | \$ 5,175,000                        | \$ 28,854,000                               | \$ 80,247,000                   |

The accompanying notes are an integral part of this financial statement.

**Whitney Museum of American Art**  
**Statement of Cash Flows**  
For the year ended June 30, 2019

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|   |                      |
|---|----------------------|
| <b>Cash flows from operating activities</b>   |                      |
| Changes in net assets   | \$ 2,513,000         |
| Adjustments to reconcile changes in net assets to net cash provided by operating activities |                      |
| Depreciation  | 10,113,000           |
| Amortization of bond premium  | (568,000)            |
| Amortization of deferred issuance costs   | 115,000              |
| Reserve for doubtful accounts   | 5,175,000            |
| In-kind gift contributions  | (165,000)            |
| Receipt of contributed securities   | (2,822,000)          |
| Proceeds from sale of contributed securities  | 2,822,000            |
| Purchases of art  | 9,071,000            |
| Net unrealized and realized gain on investments   | (16,223,000)         |
| Contributions restricted for endowment  | (13,780,000)         |
| Change in operating assets and liabilities  |                      |
| Increase in accounts receivable, prepaid expenses and other                                 | (3,864,000)          |
| Decrease in contributions receivable  | 13,191,000           |
| Increase in publications and sales inventories  | (602,000)            |
| Increase in accounts payable and accrued expenses   | 1,317,000            |
| Decrease in deferred revenue  | (420,000)            |
| Increase in accrued pension obligation  | 1,425,000            |
| Increase in deferred traveling and accrued exhibition fees                                  | 3,534,000            |
| Net cash provided by operating activities   | <u>10,832,000</u>    |
| <b>Cash flows from investing activities</b>   |                      |
| Purchase of equipment   | (1,666,000)          |
| Payment on notes receivable   | 789,000              |
| Proceeds from sale of investments   | 21,108,000           |
| Purchase of investments   | (47,216,000)         |
| Purchases of art  | (9,071,000)          |
| Net cash used in investing activities   | <u>(36,056,000)</u>  |
| <b>Cash flows from financing activities</b>   |                      |
| Contributions restricted for endowment  | <u>13,780,000</u>    |
| Net cash provided by financing activities   | <u>13,780,000</u>    |
| Net decrease in cash and cash equivalents   | (11,444,000)         |
| <b>Cash and cash equivalents</b>  |                      |
| Beginning of year   | <u>29,073,000</u>    |
| End of year   | <u>\$ 17,629,000</u> |
| <b>Supplemental data</b>  |                      |
| Cash paid for interest  | \$ 5,002,000         |
| Receipt of contributed securities   | \$ (2,822,000)       |

The accompanying notes are an integral part of this financial statement.

**Whitney Museum of American Art**  
**Notes to Financial Statements**  
June 30, 2019

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**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Whitney Museum of American Art (the "Museum") was founded in 1930 by Gertrude Vanderbilt Whitney and is dedicated to collecting, preserving, interpreting, and exhibiting American art. The Museum serves a wide variety of audiences from its New York City locations.

The accompanying financial statements of the Museum have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

**Net Asset Classifications**

The Museum reports information regarding its financial position and activities according to two classes of net assets: net assets without donor restrictions and net assets with donor restrictions.

**Net Assets without Donor Restrictions**

Represent net assets which are not restricted by donors. Net assets without donor restrictions are funds that are fully available, at the discretion of the Board of Trustees and management, for the Museum to utilize in any of its programs or supporting services. Net assets without donor restrictions may be designated for specific purposes by the Museum's Board of Trustees or may be limited by legal requirements or contractual agreements with outside parties.

**Net Assets with Donor Restrictions**

Represent net assets which are subject to donor-imposed restrictions whose use is restricted by time and/or purpose. A portion of the Museum's net assets with donor restrictions are subject to donor-imposed restrictions that require the Museum to use or expend the gifts as specified, based on purpose or passage of time. When donor restrictions expire, that is, when a purpose restriction is fulfilled or a time restriction ends, such net assets are reclassified to net assets without donor restrictions and reported on the statement of activities as net assets released from restrictions.

Another portion of net assets with donor restrictions stipulates that the corpus of the gifts be maintained in perpetuity, but allow for the expenditure of net investment income and gains earned on the corpus for either specified or unspecified purposes.

**Cash and Cash Equivalents**

Cash equivalents are short-term highly liquid investments with original maturities of three months or less when purchased. The Museum includes money market funds as cash equivalents, with the exception of those money market funds which are part of the long-term investment strategy of the Museum (Note 2).

**Publications and Sales Inventory**

Inventory consists of books, exhibition catalogues, posters, note cards and other merchandise valued at the lower of average cost or market. Inventory consists of \$3,474,000 of finished goods and \$825,000 of work in process at June 30, 2019.

**Investments**

Equity securities are carried at fair value based on the last reported sales price at the end of the fiscal year. Fixed-income securities are valued by external investment managers using quoted market prices.

**Whitney Museum of American Art**  
**Notes to Financial Statements**  
**June 30, 2019**

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Alternative investments include investments in limited partnerships, private equity and hedge funds. The Museum values these investments using the net asset value (“NAV”) provided by the investment managers of the underlying funds. As a general rule, investment managers of funds value investments based upon the best information available for given circumstances and may incorporate assumptions that are the investment manager’s best estimate after consideration of a variety of internal and external factors. The funds may make investments in securities that are publicly traded, which are generally valued based on observable market prices, unless a restriction exists. Investments for which observable market prices do not exist are reported at fair value as determined by the fund’s investment manager. The Museum’s management may consider other factors in assessing the fair value of these investments. Some of these funds may not have readily ascertainable market values and may be subject to withdrawal restrictions. The fair value of the funds represents the amount the Museum expects to receive at June 30, 2019, if it had liquidated its investments in the funds as of the reporting date. Because alternative investments may not be readily marketable, the estimated fair value is subject to uncertainty and, therefore, may differ from the value that would have been used had a ready market for the investment existed. Such differences could be material. Certain of the partnerships enter into contractual commitments including futures and option contracts and other derivative financial instruments. These contracts are valued by the partnerships at the last reported sales price and involve elements of market risk in excess of the amounts recognized on the partnership statement of financial condition. Risks arise from the potential changes in securities values and interest rates. The Museum records its share of the net income or loss for the accounting period in proportion to its participating percentage in each partnership.

Purchases and sales of securities are reflected on a trade-date basis. Realized gains and losses on sales of securities are determined on an average-cost basis. Dividend income is recorded on the ex-dividend date and interest income is recorded as earned on an accrual basis.

Unrealized gains and losses are determined by comparison of specific costs of acquisition to fair values at the last day of the fiscal year.

A portion of the Museum’s investments are pooled to facilitate their management. Investment income is allocated among the individual components of net assets without donor restrictions and net assets with donor restrictions based on donor restrictions or the absence thereof, using a percentage of participation based on their carrying value or fair value.

The Museum manages its investment portfolio on a total-return basis. To preserve the investments’ long-term value, the Museum makes available to be spent each year 5% of the investment portfolio’s average fair value for the preceding three years ending December 31, excluding investment and custodial fees (the “spending rate”).

**Art Collection**

The Museum has an extensive collection of art, including paintings, sculptures, photographs, drawings, prints, and films and videos. The collection is maintained under the care of the Registration department staff and is held for research, education and public exhibition in furtherance of public service, rather than for financial gain. As a matter of policy, proceeds from the sale of collection items are used to acquire other items for the collection. The Museum does not include either the cost or the value of its collection in its statement of financial position, nor does it recognize gifts of collection items as revenues in its statement of activities. Since items acquired for the collection by purchase are not capitalized, the cost of those acquisitions is reported as decreases in net assets in the statement of activities.

# Whitney Museum of American Art

## Notes to Financial Statements

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### Measure of Operations

The Museum includes in its measure of operations all revenues and expenses that are an integral part of its programs and supporting activities. The measure of operations includes investment income equal to a defined spending rate, and interest earned from short-term investments on cash held for working capital. It excludes purchases and sales of collection items, investment return in excess of (less than) the amounts designated for current operations, investment return on non-endowment assets, pension related charges other than net periodic benefit cost, and board-designated contributions and related activities.

### Revenue Recognition

In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 606, *Revenue from Contracts with Customers* ("ASC 606"), the Museum recognizes revenue when control of the promised goods or services is transferred to the Museum's outside parties in an amount that reflects the consideration the Museum expects to be entitled to in exchange for those goods or services. The standard outlines a five-step model whereby revenue is recognized as performance obligations within a contract are satisfied.

ASC 606 also requires new and expanded disclosures regarding revenue recognition to ensure an understanding as to the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The Museum recognizes contracts with customers as goods or services are transferred or provided in accordance with ASC 606.

The results of applying ASC 606 using the modified retrospective approach for the year ended June 30, 2019 did not have a material impact on the financial statements, business processes, controls or systems of the Museum.

The Museum has multiple revenue sources that are accounted for as exchange transactions, including admissions, membership dues, benefit and special event income, publications and sales income, traveling exhibition fees, and fees, royalties and other revenue.

### Contributions

The Museum recognizes revenue from contributions in accordance with Accounting Standards Update ("ASU") 2018-08, Not-For-Profit Entities (Topic 958): *Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made* ("ASU 2018-08"). In accordance with ASU 2018-08, the Museum evaluates whether a transfer of assets is (1) an exchange transaction in which a resource provider is receiving commensurate value in return for the resources transferred or (2) a contribution. If the transfer of assets is determined to be an exchange transaction, the Museum applies guidance under ASC 606. If the transfer of assets is determined to be a contribution, the Museum evaluates whether the contribution is conditional based upon whether the agreement includes both (1) one or more barriers that must be overcome before the Museum is entitled to the assets transferred and promised and (2) a right of return of assets transferred or a right of release of a promisor's obligation to transfer assets. The Museum records cash and unconditional promises to give as revenue in the period received. Unconditional contributions are recorded at the net present value of the amounts expected to be collected. Conditional contributions are recognized as revenue when the conditions on which they depend have been substantially met.

The Museum records unconditional contributions as restricted revenue (i.e., net assets with donor restrictions) if they are received with donor stipulations that limit their use either through purpose or time. When donor restrictions expire, that is, when a purpose restriction is fulfilled or a time restriction ends, restricted net assets are reclassified to net assets without donor restrictions, and reported in the statement of activities as net assets released from restrictions.

# Whitney Museum of American Art

## Notes to Financial Statements

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The Museum has volunteers who provide administrative support to various Museum programs. Such contributed services do not meet the criteria for recognition of contributed services as defined by US GAAP and, accordingly, are not reflected in the accompanying financial statements.

### **Membership Dues**

The Museum apportions fees from memberships between contributions and exchange transactions and recognizes revenue for the contribution upon sale and for the exchange transaction according to the membership term. The exchange transactions for individual and corporate membership categories are recognized in the applicable year that the subscription commences. The exchange transactions for multi-year memberships are recognized over the term of the subscription.

### **Benefits and Special Events**

Benefits and special events income results from the Museum's efforts to produce a wide variety of events around large annual fundraisers and rentals of the Museum's facilities. The revenue is recognized in the period that the benefits and events are held, and is presented net of related expenses.

### **Admission Fees**

Admission fees are from daily attendance and group visits to the Museum. Revenue is recognized upon sale for access to the Museum's exhibition halls.

### **Fees, Royalties and Other**

Fees, royalties and other primarily relate to revenue sharing contracts associated with the Museum's 945 Madison Avenue building and its restaurants. Royalties are recognized as earned according to the terms of the aforementioned contracts.

### **Functional Allocation of Expenses**

The costs of providing Museum programs are presented in the statement of activities. Management and general expenses include executive and financial administration, human resources and information services. Fundraising expenses of the Museum include salaries and employee benefits of program staff that develop proposals for fundraising; solicit contributions for those needs and for endowment purposes from individuals, corporations, government agencies and foundations; and conduct special fundraising events. Utilities, building maintenance and other operating costs are allocated to program areas and supporting services based on head count.

Advertising and public relations costs are generally expensed when incurred, except when related to the Museum's exhibition program, for which the costs are recognized on a pro-rated basis over the scheduled exhibition period. During 2019, the Museum incurred advertising and public relations expenses of \$1,781,000, excluding Museum labor and overhead.

### **Property, Plant and Equipment**

Property, plant and equipment are stated at cost and expenditures in excess of \$2,500 are capitalized. The Museum's building and capital improvements, office furniture and equipment are depreciated on a straight-line basis over their estimated useful lives (building—fifty years; capital improvements, office furniture and equipment - three to fifteen years or the remaining useful life of the building). Leasehold improvements are amortized on a straight-line basis over the shorter of the lives of the assets or the terms of the leases.

### **Deferred Traveling and Accrued Exhibition Fees**

Deferred traveling and accrued exhibition fees of \$4,625,000 at June 30, 2019 relate to in-house and traveling exhibitions for which the cash is received but the exhibition has not yet begun.

# Whitney Museum of American Art

## Notes to Financial Statements

### June 30, 2019

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#### **Bond Premiums and Deferred Financing Costs**

Included in bonds payable at June 30, 2019, is \$1,493,000 of bond premiums related to the 2011 Revenue Bonds issuance. These premiums are amortized over a straight-line basis over the life of the bonds which approximates the effective interest method. Amortization totaled \$568,000 for the year ended June 30, 2019. Also included in bonds payable are deferred financing costs related to the 2011 Revenue Bonds issuance of \$564,000 at June 30, 2019. These costs are amortized over a straight-line basis over the life of the bonds. Amortization expense for the year totaled \$115,000.

#### **Estimates**

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The more significant estimates made relate to the valuation of contributions receivable, valuation of alternative investments, and actuarial assumptions used in the calculation of accrued pension obligation. Actual results could differ from those estimates.

#### **Concentrations of Credit Risk**

Financial instruments which potentially subject the Museum to concentrations of credit risk consist principally of cash and cash equivalents and investments in fixed income funds, equity funds and limited partnerships. The Museum maintains its cash and cash equivalents in various bank deposit accounts which, at times, may exceed federally insured limits. The Museum's cash investments are placed with high credit quality financial institutions. The Museum has not experienced, nor does it anticipate any losses with respect to such accounts.

Five donors represented 44% of contributions receivable at June 30, 2019. Three donors represented approximately 24% of contributions revenue for the year ended June 30, 2019.

#### **Tax Status**

The Museum follows guidance that clarifies the accounting for uncertainty in tax positions taken or expected to be taken in a tax return, including issues relating to financial statement recognition and measurement. This guidance provides that the tax effects from an uncertain tax position can only be recognized in the financial statements if the position is "more-likely-than-not" to be sustained if the position were to be challenged by a taxing authority. The assessment of the tax position is based solely on the technical merits of the position, without regard to the likelihood that the tax position may be challenged.

The Museum is exempt from federal income tax under IRC Section 501(c)(3), though it is subject to tax on income unrelated to its exempt purpose, unless that income is otherwise excluded by the Code. The Museum has processes presently in place to ensure the maintenance of its tax-exempt status; to identify and report unrelated business income; to determine its filing and tax obligations in jurisdictions for which it has nexus; and to identify and evaluate other matters that may be considered tax positions. The Museum has determined that there are no material uncertain tax positions that require recognition or disclosure in its financial statements. In addition, the Museum has not recorded a provision for income taxes as it has no material tax liability from unrelated business income activities.

#### **New Accounting Pronouncements**

In February 2016, the FASB issued ASU No. 2016-02, *Leases*, which will require lessees to reflect virtually all leases on their statement of financial position. Under the FASB's dual approach, determining whether a lease is finance or operating lease will be based on guidance similar to the classification model under current US GAAP, but without the bright lines. The FASB's standard is effective for public companies, certain not-for-profits, and benefit plans for interim and annual

# Whitney Museum of American Art

## Notes to Financial Statements

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reporting periods beginning after December 15, 2018 (private companies have an additional year). Entities are required to adopt the standard using a modified retrospective transition approach, which requires application of the new guidance at the beginning of the earliest comparative period presented in the year of adoption. Early adoption is permitted. The Museum is evaluating the impact this standard will have on its financial statements.

In August 2016, the FASB issued ASU No. 2016-14, Not-for-Profit Entities (Topic 958): *Presentation of Financial Statements of Not-for-Profit Entities* ("ASU 2016-14"), which amends the current reporting model for not-for-profit organizations and requires certain additional disclosures. The significant changes include:

- Requiring the presentation of two net asset classes classified as "net assets without donor restrictions" and "net assets with donor restrictions";
- Modifying the presentation of underwater endowment funds and related disclosures;
- Requiring the use of the placed in service approach to recognize the satisfaction of restrictions on gifts used to acquire or construct long-lived assets, absent explicit donor stipulations otherwise;
- Requiring that all not-for-profits present an analysis of expenses by function and nature in a separate statement or in the notes to the financial statements;
- Requiring disclosure of quantitative and qualitative information on liquidity;
- Presenting investment return net of external and direct internal investment expenses; and
- Modifying other financial statement reporting requirements and disclosures intended to increase the usefulness to the reader.

The Museum adopted ASU 2016-14 as of and for the year ended June 30, 2019.

In March 2019, the FASB issued ASU 2019-03: *Updating the Definition of Collections*. The amendments in this update modify a previous condition requiring entities to use the proceeds from sales of collection items to acquire other items for collections. This update modified that condition so that the proceeds can be used to support the "direct care" of existing collections in addition to the current requirement that proceeds from sales of collection items be used to acquire other items for collections.

Further, this update modified the definition of the term "collections" and requires that a collection-holding entity disclose its policy for the use of proceeds from when collection items are deaccessioned (that is, removed from a collection). If a collection-holding entity has a policy that allows proceeds from deaccessioned collection items to be used for direct care, it should disclose its definition of direct care.

The amendments in this Update are effective for annual financial statements issued for fiscal years beginning after December 15, 2019 (i.e., the Museum's fiscal year 2021). The amendments in this Update should be applied on a prospective basis. The Museum is evaluating the impact of this standard on its financial statements.

## **2. INVESTMENTS**

The Museum follows guidance with respect to accounting and reporting for the fair value of its financial assets and liabilities. This guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure and report fair value. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between participants on the measurement date. Fair value requires an organization to determine the unit of account, the mechanism of hypothetical transfer, and the appropriate markets for the asset or liability being measured.

The guidance establishes a hierarchy of valuation inputs based on the extent to which the inputs are observable in the marketplace. Observable inputs reflect market data obtained from sources independent of the reporting entity and unobservable inputs reflect the entities' own assumptions about how market participants would value an asset or liability based on the best information available. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure and report fair value.

The following describes the hierarchy of inputs used to measure and report fair value and the primary valuation methodologies used by the Museum for financial instruments measured at fair value on a recurring basis. The three levels of inputs are as follows:

- Level 1 - Quoted prices in active markets that the Museum has the ability to access for identical assets and liabilities for which significant observable inputs exist. Market price data is generally obtained from exchange or dealer markets. The Museum does not adjust the quoted price for such assets and liabilities. Investments included in Level 1 may include certain equity and fixed income securities, registered mutual funds and exchange-traded funds.
- Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, 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 same term of the respective asset or liability. This includes use of model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Inputs are obtained from various sources, including market participants, dealers and brokers.
- Level 3 - Unobservable inputs, as they trade infrequently or not at all, that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Museum believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions. Inputs may include price information, credit data, liquidity statistics and other

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factors. The Museum considers observable data to be that market data which is readily available and reliable and provided by independent sources. The categorization of a financial instrument within the hierarchy is therefore based upon the pricing transparency of the instrument and does not necessarily correspond to the Museum's perceived risk of that investment.

The Museum's investment portfolio consists of the following at June 30, 2019:

|  | <u>Fair Value</u>     | <u>Cost</u>           |
|--|-----------------------|-----------------------|
| Cash and cash equivalents                  | \$ 27,576,000         | \$ 27,576,000         |
| Fixed income investments                   |                       |                       |
| Registered mutual funds                    | 17,470,000            | 17,376,000            |
| Government securities                      | 93,564,000            | 93,185,000            |
| Equity investments                         |                       |                       |
| Equity securities                          | 38,099,000            | 22,626,000            |
| Registered mutual funds                    | 253,000               | 248,000               |
| Total assets included fair value hierarchy | <u>176,962,000</u>    | <u>161,011,000</u>    |
| Investments measured at NAV                | 283,966,000           | 169,285,000           |
| Investment redemption receivables          | <u>2,545,000</u>      | <u>2,545,000</u>      |
| Total investments                          | <u>\$ 463,473,000</u> | <u>\$ 332,841,000</u> |

For the year ended June 30, 2019, the Museum had the following investments which represented more than 5% of total net assets:

|                          | <u>Fair Value</u> | <u>% of<br/>Net Assets</u> |
|--------------------------|-------------------|----------------------------|
| U.S. Treasury Securities | \$ 93,564,000     | 11.91%                     |
| Adage Capital Partners   | 54,593,000        | 6.95%                      |

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**Notes to Financial Statements**  
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Investment return and its classification in the statement of activities for the year ended June 30, 2019 was as follows:

|  | <u>Net Assets<br/>without Donor<br/>Restrictions</u> | <u>Net Assets<br/>with Donor<br/>Restrictions</u> | <u>Total</u>        |
|--|--|---|---------------------|
| Dividends and interest   | \$ 302,000   | \$ 1,794,000                                      | \$ 2,096,000        |
| Realized gains   | 1,724,000  | 10,424,000  | 12,148,000          |
| Unrealized gains   | 521,000  | 3,554,000   | 4,075,000           |
| Spending rate allocation designated<br>for current operations                  | 12,943,000   | (12,943,000)                                      | -                   |
| Less: Advisory and custody fees  | (88,000)   | (601,000)   | (689,000)           |
| Total return on investments  | <u>15,402,000</u>                                    | <u>2,228,000</u>                                  | <u>17,630,000</u>   |
| Investment return designated for<br>current operations - spending rate         | <u>(15,020,000)</u>                                  | <u>-</u>  | <u>(15,020,000)</u> |
| Investment return in excess of<br>amounts designated for<br>current operations | 382,000  | 2,228,000   | 2,610,000           |
| Interest on short-term investments   | <u>3,010,000</u>                                     | <u>11,000</u>                                     | <u>3,021,000</u>    |
|  | <u>\$ 3,392,000</u>                                  | <u>\$ 2,239,000</u>                               | <u>\$ 5,631,000</u> |

Investment return designated for current operations of \$15,020,000 represents funds which have been made available for spending pursuant to the Museum's authorized spending rate. The \$382,000 increase in net assets without donor restrictions represents gains in excess of dividends and interest, realized gains, and amounts made available for spending. The \$2,239,000 increase in donor-restricted net assets represents investment gains on restricted assets.

The fair values of the Museum's financial assets that are measured on a recurring basis at June 30, 2019 are as follows:

|                                      | <u>Fair Value at<br/>June 30,<br/>2019</u> | <u>Based on</u>  |  |  |
|--------------------------------------|--|--|--|--|
|                                      |  | <u>Quoted Prices<br/>in Active<br/>Markets<br/>(Level 1)</u> | <u>Other<br/>Observable<br/>Inputs<br/>(Level 2)</u> | <u>Unobservable<br/>Inputs<br/>(Level 3)</u> |
| Cash and cash equivalents            | \$ 27,576,000                              | \$ 27,576,000  | \$ -   | \$ -   |
| Fixed income investments             |  |  |  |  |
| Registered mutual funds              | 17,470,000                                 | 17,470,000   | -  | -  |
| Government securities                | 93,564,000                                 | 93,564,000   | -  | -  |
| Equity investments                   |  |  |  |  |
| Equity securities                    | 38,099,000                                 | 38,099,000   | -  | -  |
| Registered mutual funds              | <u>253,000</u>                             | <u>253,000</u>   | <u>-</u>   | <u>-</u>                                     |
| Total assets in fair value hierarchy | 176,962,000                                | 176,962,000  | -  | -  |
| Investments measured at NAV          | 283,966,000                                | -  | -  | -  |
| Investment redemption receivables    | <u>2,545,000</u>                           | <u>-</u>   | <u>-</u>   | <u>-</u>                                     |
| Total investments                    | <u>\$ 463,473,000</u>                      | <u>\$ 176,962,000</u>  | <u>\$ -</u>  | <u>\$ -</u>                                  |

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Equity and fixed-income investments consist of investments in publicly traded equities, mutual funds, and funds that invest in equity and fixed income-based strategies. The fair values of publicly traded investments are based on quoted market prices as of the reporting date. Investments that are listed on an exchange are valued, in general, at the last reported sale price (or, if there is no sales price, at the last reported bid price, or, in the absence of reported bid prices, at the mean between the last reported bid and asked prices thereof).

The Museum uses NAV to determine the fair value of all underlying investments which (a) do not have a readily determinable fair value and (b) prepare their financial statements consistent with the measurement policies of an investment company or have the attributes of an investment company. The value represents the ownership interest in the hedge fund or respective partnership. The NAV of the investments held by limited partnerships and hedge funds that do not have readily determinable fair values are determined by the general partner or hedge fund manager and are based on appraisals, or other estimates that require varying degrees of judgment. The Museum performs due diligence around these investments to ensure NAV is an appropriate measure of fair value as of June 30. Because of the inherent uncertainty of valuing these investments and certain underlying investments held by them, the Museum's estimate of fair value may differ significantly from the values that would have been used had a ready market for such investments existed. These investments may be illiquid and thus there can be no assurance that the Museum will be able to realize the value of such investments in a timely manner. For partnership interests, gains and losses are dependent upon the general partners' distributions during the life of each partnership.

Per the applicable guidance, disclosures are presented by major category by the nature and risks of the Museum's investments. All percentages are based on NAV as of June 30, 2019.

| Category of Investment   | # of Funds | Fair Value Determined Using NAV at June 30, 2019 | Unfunded Commitments | Redemption Terms **  | Redemption Restrictions and Terms  |
|--------------------------|------------|--|----------------------|--|--|
| Equity investment funds  | 8          | \$ 130,162,000                                   | N/A                  | Monthly - 35.13%<br>Quarterly: 60.57%<br>Annually - 4.30%  | 95.70% have no lock-up<br>4.30% have 3 year lock-up<br>Two funds have gate triggers that range from 20-25% of fund level NAV   |
| Equity long/short        | 9          | 54,952,000                                       | N/A                  | Monthly - 15.62%<br>Quarterly - 77.69%<br>Every 2 years - 5.18%<br>N/A - 1.51%   | 79.30% have no lock-up<br>15.62% have 1 year lock-up<br>Two funds have gates triggers at 25% of fund level NAV.<br>Three funds have gate triggers that range from 25-33% of investor level NAV / quarter                               |
| Multi-strategy and other | 11         | 84,162,000                                       | \$ 1,700,000         | Weekly - 3.33%<br>Monthly - 11.75%<br>Quarterly - 42.35%<br>Semi-annually - 5.88%<br>Annually - 21.85%<br>Every 3 years - 9.87%<br>N/A - 4.87% | 83.19% have no lock-up<br>12.13% have 2 year lock-up<br>4.68% have 5 year lock-up<br>Three funds have gate triggers that range from 10-25% of fund level NAV. One fund has a gate that triggers at 25% of investor level NAV / quarter |
| Real assets              | 2          | 6,343,000  | N/A                  | Monthly - 67.98%<br>Quarterly - 32.02%   | 100% have no lock-up<br>One fund has a gate that triggers at 33% of investor level NAV / year  |
| Private equity           | 5          | 8,347,000  | 8,398,000            | N/A  | N/A  |
|                          | <u>35</u>  | <u>\$ 283,966,000</u>                            | <u>\$ 10,098,000</u> |  |  |

**Whitney Museum of American Art**  
**Notes to Financial Statements**  
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**3. CONTRIBUTIONS RECEIVABLE, NET**

Contributions receivable, discounted to present value at June 30, 2019 consist of unconditional promises to give and are due from the following:

|   |               |
|---|---------------|
| Individuals   | \$ 23,095,000 |
| Corporations  | 3,232,000     |
| Foundations   | 11,462,000    |
| Government and New York State and City                                | 23,000        |
| Gross contributions receivable  | 37,812,000    |
| Less: Allowance for doubtful accounts                                 | (5,235,000)   |
| Less: Discount to present value (at rates<br>between 1.91% and 3.23%) | (356,000)     |
|   | \$ 32,221,000 |

During the year ended June 30, 2019, the Museum identified certain contributions receivable totaling \$5,175,000 that may potentially be uncollectible and accordingly, has recorded a reserve against such amounts.

The gross contributions receivable are due to be collected as follows:

|                             |               |
|-----------------------------|---------------|
| <b>Fiscal Year June 30,</b> |               |
| 2020                        | \$ 25,582,000 |
| 2021–2025                   | 12,230,000    |
|                             | \$ 37,812,000 |

During the year ended June 30, 2019, the Museum concluded that certain contributions (pledges) receivable recognized in prior years received in connection with its capital campaign to provide funding for the construction of the museum building continued to be recorded as part of temporarily restricted net assets (now referred to as net assets with donor restrictions) even though the construction to which these pledges pertained was completed and the related building placed in service. In accordance with relevant accounting standards, upon placing the related constructed asset into service, such pledges should have been released from net assets with donor restrictions to net assets without donor restrictions. Accordingly, the Museum has recorded an immaterial revision of net assets in the amount of \$29,597,000 as of June 30, 2018, to properly classify such remaining receivables (See also footnote 11).

New York City's investment of capital funding of \$52,000,000 obligated the Museum to operate the Museum's building project ("Project") for the benefit of the people of the City of New York as a not-for-profit world-class art museum or for such other cultural, educational or artistic uses and/or related purposes approved by the City for a period of thirty (30) years from the completion of the Project. The Museum believes that it has complied with this and all provisions associated with the capital funding arrangement with the City.

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**4. PROPERTY, PLANT AND EQUIPMENT, NET**

Property, plant and equipment, net, is comprised of the following at June 30, 2019:

|                                   |                              |
|-----------------------------------|------------------------------|
| Land                              | \$ 34,662,000                |
| Building and capital improvements | 385,409,000                  |
| Furniture, fixtures and equipment | 22,481,000                   |
|                                   | <u>442,552,000</u>           |
| Less: Accumulated depreciation    | <u>(60,979,000)</u>          |
|                                   | <u><u>\$ 381,573,000</u></u> |

Depreciation totaled \$10,113,000 for the year ended June 30, 2019, of which \$9,409,000 is reflected in plant and equipment funded by designated gifts and \$704,000 is reflected in operating net assets without donor restrictions on the statement of activity.

**5. COMMITMENTS AND CONTINGENCIES**

The Museum leases office, storage and studio space under non-cancelable lease agreements, which expire on various dates through fiscal 2027 and which are subject to escalation for real estate tax increases and other building operating expenses. Minimum base rental payments are due as follows:

|                             |                      |
|-----------------------------|----------------------|
| <b>Fiscal Year June 30,</b> |                      |
| 2020                        | \$ 2,696,000         |
| 2021                        | 2,868,000            |
| 2022                        | 3,041,000            |
| 2023                        | 3,134,000            |
| 2024                        | 3,063,000            |
| Thereafter                  | 11,763,000           |
|                             | <u>\$ 26,565,000</u> |

Rent expense (including escalation costs) amounted to \$2,606,000 for the year ended June 30, 2019.

The Museum is a party to litigation and other claims in the ordinary course of its business. In the opinion of management, the resolution of these matters will not have a material effect on the Museum's financial statements.

**6. BONDS PAYABLE, NET OF PREMIUM AND COST OF ISSUANCE**

Bonds payable at June 30, 2019 are as follows:

|   |                       |
|---|-----------------------|
| Series 2011 Bonds   | \$ 100,000,000        |
| Bond premium, net of accumulated amortization of \$7,837,000        | 1,492,000             |
| Debt issuance costs, net of accumulated amortization of \$1,274,000 | (564,000)             |
|   | <u>\$ 100,928,000</u> |

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In August, 2011, The Trust for Cultural Resources of the City of New York (the "Trust") issued Whitney Museum of American Art Revenue Bonds, Series 2011 for the purpose of providing funds for construction of a new museum building. The bonds have varying interest rates ranging from 4.0% to 5.25% due in varying amounts with final maturity in 2031.

The Series 2011 bonds consist of the following amounts and maturities at June 30, 2019:

|                                 | <u>Principal</u>      | <u>Rate</u> | <u>Maturity</u>   |
|---------------------------------|-----------------------|-------------|-------------------|
| <b>Bonds, Series 2011</b>       |                       |             |                   |
| Serial bonds (callable in 2021) | \$ 50,000,000         | 5.0%        | July 1, 2021      |
| Serial bonds (callable in 2021) | 8,230,000             | 4-5.25%     | July 1, 2022-2026 |
| Term bonds (callable in 2021)   | <u>41,770,000</u>     | 5.0%        | July 1, 2027-2031 |
|                                 | <u>\$ 100,000,000</u> |             |                   |

Minimum principal bond payments due are as follows:

|                             |                       |
|-----------------------------|-----------------------|
| <b>Fiscal Year June 30,</b> |                       |
| 2020                        | \$ -                  |
| 2021                        | -                     |
| 2022                        | 50,000,000            |
| 2023                        | 1,485,000             |
| 2024                        | 1,555,000             |
| Thereafter                  | <u>46,960,000</u>     |
|                             | <u>\$ 100,000,000</u> |

**7. PENSION PLAN**

The Museum has a defined benefit pension plan (the "Plan") covering substantially all of its employees. The benefits are computed on the basis of years of credited service and the average compensation, as defined, in the Plan. The normal monthly retirement benefit is the greater of (1) 1% of average monthly earnings plus .65% of average monthly earnings in excess of "covered compensation" multiplied by years of credited service (up to a maximum of 30 years), and (2) the annuity value of the following account: the lump-sum value of a participant's accrued benefit as of June 30, 1991, plus 3% of yearly earnings for each year of credited service after June 30, 1991, and before July 1, 2008 plus monthly interest earned on a participant's account beginning July 31, 1991. The Museum's funding policy is to contribute annually the minimum amount based upon the related actuarial determinations. Contributions are intended to provide not only for benefits attributed to service to date but also for those expected to be earned in the future. Pension costs are accounted for on the basis of the projected unit credit method. The Plan was amended to freeze benefit accruals effective June 30, 2015.

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The following table provides information with respect to the defined benefit plan as of and for the year ended June 30, 2019:

|  |                       |
|--|-----------------------|
| <b>Change in benefit obligation</b>  |                       |
| Benefit obligation at beginning of year  | \$ 14,331,000         |
| Interest cost  | 566,000               |
| Settlements  | (480,000)             |
| Benefits paid  | (75,000)              |
| Actuarial loss   | 1,960,000             |
| Benefit obligation at end of year  | <u>16,302,000</u>     |
| <b>Change in fair value of plan assets</b>   |                       |
| Fair value of plan assets at beginning of year   | 10,471,000            |
| Actual return on plan assets   | 670,000               |
| Employer contributions   | 650,000               |
| Benefits paid  | (75,000)              |
| Settlements  | (480,000)             |
| Administrative expenses paid   | (219,000)             |
| Fair value of plan assets at end of year   | <u>11,017,000</u>     |
| Funded status at end of year   | <u>\$ (5,285,000)</u> |
| <b>Amounts recognized in the statement of financial position consist of</b>  |                       |
| Accrued pension obligation   | <u>\$ 5,285,000</u>   |
| Total liabilities  | <u>\$ 5,285,000</u>   |
| <b>Amounts recognized in net assets without donor restrictions consist of</b>  |                       |
| Net loss   | <u>\$ 4,722,000</u>   |
|  | <u>\$ 4,722,000</u>   |
| <b>Components of net periodic benefit cost and other amounts recognized in net assets without donor restrictions</b> |                       |
| Service cost   | \$ 225,000            |
| Interest cost  | 566,000               |
| Expected return on plan assets   | (736,000)             |
| Amortization of net loss   | 34,000                |
| Net periodic benefit cost  | <u>89,000</u>         |
| <b>Other changes in plan assets and benefit obligation recognized in net assets without donor restrictions</b>       |                       |
| Current year net gain and amortized loss for year  | <u>1,986,000</u>      |
| Total recognized in net assets without donor restrictions  | <u>1,986,000</u>      |
| Total recognized in net periodic benefit cost and net assets without donor restrictions                              | <u>\$ 2,075,000</u>   |

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**Weighted-average assumptions as of June 30  
used for obligations**

|                                |        |
|--------------------------------|--------|
| Discount rate                  | 3.40 % |
| Expected return on plan assets | 7.25 % |

**Weighted-average assumptions as of June 30 used for net  
periodic benefit cost for year ended June 30**

|                                |        |
|--------------------------------|--------|
| Discount rate                  | 4.10 % |
| Expected return on plan assets | 7.25 % |

The Museum determines its expected return on plan assets assumption by evaluating both historical returns of major asset classes and estimates of future returns over the next 20 years. Current market factors, such as inflation and interest rates, as well as asset diversification are evaluated when long-term capital market assumptions are determined. Historical returns are reviewed to verify reasonability and appropriateness.

There are no amounts in net assets without donor restrictions that are expected to be recognized in net periodic benefit cost in fiscal year 2020.

Estimated contributions expected to be paid by the Museum during the fiscal year ending June 30, 2020 total \$665,000.

The Museum's pension plan invests primarily in equity and debt securities that are within prudent levels of risk and provide for necessary liquidity requirements. The long-term objective is to limit the variability of its pension funding requirements while maintaining funding at levels that will ensure the payment of obligations as they come due. The Museum's plan assets are measured against benchmarks established by the Museum's advisors and the Investment Committee of the Museum's Board of Trustees, who has the authority to recommend changes as deemed appropriate.

At June 30, 2019, the Museum's target allocation percentages for plan assets was 75% equity securities and 25% fixed-income securities. The targets may be adjusted periodically to reflect current market conditions and trends as well as inflation levels, interest rates and the trend thereof.

The Museum's pension plan weighted average asset allocation at June 30, 2019 by asset category is as follows:

|                           |                |
|---------------------------|----------------|
| Equity securities         | 72.4 %         |
| Fixed income              | 22.4           |
| Cash and cash equivalents | 5.2            |
|                           | <u>100.0 %</u> |

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The Museum's pension plan assets are comprised of the following at June 30, 2019:

|                                 | Fair Value at<br>June 30,<br>2019 | Based on  |  |                                     |
|---------------------------------|-----------------------------------|---|--|-------------------------------------|
|                                 |                                   | Quoted<br>Prices<br>in Active<br>Markets<br>(Level 1) | Other<br>Observable<br>Inputs<br>(Level 2) | Unobservable<br>Inputs<br>(Level 3) |
| Equity                          | \$ 7,981,000                      | \$ 7,981,000  | \$ -                                       | \$ -                                |
| Fixed income                    | 2,468,000                         | 2,468,000   | -  | -                                   |
| Cash and cash equivalents       | 568,000                           | 568,000   | -  | -                                   |
| Total fair value of plan assets | <u>\$ 11,017,000</u>              | <u>\$ 11,017,000</u>                                  | <u>\$ -</u>                                | <u>\$ -</u>                         |

Future benefits are expected to be paid as follows:

|            |              |
|------------|--------------|
| 2020       | \$ 1,056,000 |
| 2021       | 922,000      |
| 2022       | 977,000      |
| 2023       | 1,072,000    |
| 2024       | 885,000      |
| Thereafter | 4,616,000    |

**8. LINE OF CREDIT**

At June 30, 2019, the Museum had available a \$10,000,000 unsecured line of credit ("facility"). The term of the facility is one year, which may be extended subject to Bank approval. The line of credit expires on January 31, 2020. The Museum intends to maintain the line of credit. At June 30, 2019, there were no funds borrowed under the facility. Under the terms of the line of credit agreement, the Museum may borrow funds as needed, with repayment due in full on the last day of the term of the facility, subject to a 30-day clean-up provision. The interest rate charged on any outstanding principal amount is LIBOR plus .50%.

**9. NET ASSETS**

The Museum's net assets without donor restrictions at June 30, 2019 are comprised of operating, Board-designated and designated for plant and equipment, as follows:

|  |                       |
|--|-----------------------|
| Operating                                      | \$ 134,093,000        |
| Board-designated                               | 48,569,000            |
| Plant and equipment funded by designated gifts | <u>250,513,000</u>    |
|  | <u>\$ 433,175,000</u> |

Operating Funds – All revenue and support received and all expenses for general operations are presented in this subgroup. These are the funds that are part of the budget approved by the Board of Trustees and managed by departments across the Museum. Unlike donor-restricted funds, these areas are directly influenced by institutional policy and management decisions and therefore can be budgeted closely.

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Board-Designated Funds – Designated funds include grants, contracts, gifts, quasi-endowment and spendable endowment income for specific purposes designated by the Museum’s Board of Trustees.

Plant Funds from Designated Gifts – These net assets include certain property, plant, and equipment and other capitalized assets acquired via bond funding and contributions specifically designated by donors to fund construction, expansion, renovation, and equipping of the Museum’s main facility, which was completed and placed into service in May 2015. The Museum’s bond interest expense and depreciation for related assets is charged to these funds as well.

In 2019, the Museum transferred \$2,262,000 of board-designated funds to its operating fund and \$2,075,000 of operating funds to its plant fund.

Restricted net assets as of June 30, 2019, which are subject to expenditure for specified purposes, are as follows:

|                                  |                       |
|----------------------------------|-----------------------|
| Exhibition programs              | \$ 7,767,000          |
| Purchase of works of art         | 350,000               |
| Support of other Museum programs | 92,996,000            |
|                                  | <u>\$ 101,113,000</u> |

Restricted net assets comprising the Museum’s permanent endowment as of June 30, 2019, the income from which is subject to the Museum’s spending policy and appropriation, consist of the following:

|  |                       |
|--|-----------------------|
| Endowment funds, earnings without restrictions               | \$ 141,851,000        |
| Endowment funds, the earnings from which are restricted for: |                       |
| Support of exhibition programs                               | 37,871,000            |
| Purchases of works of art                                    | 5,332,000             |
| Curatorial support   | 19,075,000            |
| Other programs   | 46,967,000            |
|  | <u>\$ 251,096,000</u> |

**10. ENDOWMENT**

The Museum’s endowment consists of 127 individual funds established for a variety of purposes. The Endowment includes both donor-restricted endowment funds and funds designated by the Museum’s Board of Trustees to function as endowments. As required by U.S. generally accepted accounting principles net assets associated with endowment funds, including 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.

On September 17, 2010, New York State enacted the New York Prudent Management of Institutional Funds Act (“NYPMIFA”). NYPMIFA contains provisions that govern charitable institutions’ appropriation and use, among other things, of donor-restricted endowment funds. NYPMIFA updated certain provisions of prior endowment management law that had become outdated. Most significantly, under prior law, charitable institutions were required to maintain the “historic dollar value” of endowment funds, meaning that institutions could appropriate only a prudent portion of a fund if the value of the fund was greater than the dollar value of the donor’s contribution(s) to the fund (i.e., the “historic dollar value”), and the appropriation would not take the fund below that amount; or a prudent portion only of the income from the fund, if the value of the fund was less than the historic dollar value.

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Under NYPMIFA, a detailed prudence standard governs appropriation from endowment funds, and there is no longer a requirement to maintain historic dollar value. Prudent appropriation from an endowment fund whose value is less than its historic dollar value is permitted. In particular, NYPMIFA provides that, unless a donor expresses a contrary intention in a gift instrument, a charitable institution may appropriate as much of an endowment fund as it “determines is prudent for the uses, benefits, purposes and duration for which the fund is established,” without regard for historic dollar value. As with prior law, NYPMIFA retains the requirement that in making any decision to appropriate, “the institution shall act in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances.” It further provides a new requirement that the institution “shall consider, if relevant” the following eight factors in deciding whether or not to appropriate from an endowment:

- The duration and preservation of the endowment fund;
- The purposes of the Museum and its endowment fund;
- General economic conditions;
- The possible effect of inflation or deflation;
- The expected total return from income and the appreciation of endowment investments;
- Other resources of the Museum;
- Alternatives to expenditure of the endowment fund; and
- The investment policy of the Museum.

The provisions of NYPMIFA allowing prudent appropriation without regard to historic dollar value apply to funds created after its effective date of September 17, 2010. Donors of funds created before that date were given the option of requiring institutions to continue to observe the historic dollar value restrictions contained in prior law. Some donors of Museum funds have elected this option. Moreover, as with prior law, a donor may incorporate in a gift instrument specific restrictions on appropriation that are different from either NYPMIFA or prior law. Certain of the Museum’s funds are governed by such instruments. Thus the Museum has funds that fall into three categories with respect to appropriation: those from which it may prudently appropriate without regard to historic dollar value; those from which it may prudently appropriate appreciation only above historic dollar value; and those whose appropriation is governed by specific instructions in the constitutive gift instrument.

The Museum’s spending policy rate is designed to stabilize annual spending levels and to preserve the real value of the investment portfolio over time. To preserve the portfolio’s long-term value, the Museum makes available to be spent each fiscal year 5% of each fund’s allocable portions of the portfolio’s average fair value, net of fees and taxes (if any), as of December 31st of each of the preceding three years. This spending policy is consistent with the Museum’s objectives to utilize earnings to support programs, while preserving capital and ensuring future endowment growth.

Endowment funds are invested with Investment Managers charged with meeting or exceeding the representative index, universe or blended market index and universe that most closely corresponds to the Investment Manager’s style of investment management. The investment strategy emphasizes long-term appreciation of the assets and consistency of total portfolio returns to support general operations while ensuring endowment preservation of capital.

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Consistent with endowment accounting for not-for-profit organizations for funds subject to an enacted version of UPMIFA, the Museum classifies as net assets with donor restrictions (a) the original value of gifts donated to its permanent endowment, (b) the original value of subsequent gifts to its permanent endowment, (c) the net realizable value of future payments to permanent endowment net assets in accordance with the donor's gift instrument (outstanding endowment pledges net of applicable discount), and (d) accumulations, including appreciation, gains and income, to its permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund.

For financial reporting purposes, donor-restricted endowment fund appreciation, gains and income are classified as net assets with donor restrictions (accumulated gains) until those amounts are appropriated for expenditure by the Museum in a manner consistent with the standard of prudence prescribed by law. Upon appropriation, appreciation and earnings are reclassified to net assets without donor restrictions.

The Museum's endowment consists of the following at June 30, 2019:

|                                  | <b>Endowment Net Asset Composition by Type of Fund<br/>at June 30, 2019</b> |   |                       |                       |                       |
|----------------------------------|---|---|-----------------------|-----------------------|-----------------------|
|                                  | <b>Net Assets<br/>without Donor<br/>Restrictions</b>                        | <b>Net Assets with Donor Restrictions</b> |                       |                       | <b>Total</b>          |
|                                  |   | <b>Accumulated<br/>Gains</b>              | <b>Original Gift</b>  | <b>Total</b>          |                       |
| Donor-restricted endowment funds | \$ -  | \$ 72,649,000                             | \$ 251,096,000        | \$ 323,745,000        | \$ 323,745,000        |
| Board-designated endowment funds | 48,569,000  | -   | -                     | -                     | 48,569,000            |
| Total endowment funds            | <u>\$ 48,569,000</u>  | <u>\$ 72,649,000</u>                      | <u>\$ 251,096,000</u> | <u>\$ 323,745,000</u> | <u>\$ 372,314,000</u> |

The Museum's endowment had the following changes for the year ended June 30, 2019.

|  | <b>Changes in Endowment Net Assets<br/>for the year ended June 30, 2019</b> |   |                                       |                       |                       |
|--|---|---|---------------------------------------|-----------------------|-----------------------|
|  | <b>Net Assets<br/>without Donor<br/>Restrictions</b>                        | <b>Net Assets with Donor Restrictions</b> |                                       |                       | <b>Total</b>          |
|  |   | <b>Accumulated<br/>Gains</b>              | <b>Amounts Held<br/>in Perpetuity</b> | <b>Total</b>          |                       |
| <b>Endowment funds, June 30, 2018</b>                | <u>\$ 48,187,000</u>  | <u>\$ 70,421,000</u>                      | <u>\$ 239,065,000</u>                 | <u>\$ 309,486,000</u> | <u>\$ 357,673,000</u> |
| Investment return                                    |   |   |                                       |                       |                       |
| Investment income                                    | 302,000   | 1,794,000                                 | -                                     | 1,794,000             | 2,096,000             |
| Net appreciation<br>(realized and unrealized)        | 2,157,000   | 13,377,000                                | -                                     | 13,377,000            | 15,534,000            |
| Total investment return                              | <u>2,459,000</u>  | <u>15,171,000</u>                         | <u>-</u>                              | <u>15,171,000</u>     | <u>17,630,000</u>     |
| Contributions  | -   | -   | 12,031,000                            | 12,031,000            | 12,031,000            |
| Appropriation of endowment<br>assets for expenditure | (2,077,000)   | (12,943,000)                              | -                                     | (12,943,000)          | (15,020,000)          |
| <b>Endowment funds, June 30, 2019</b>                | <u>\$ 48,569,000</u>  | <u>\$ 72,649,000</u>                      | <u>\$ 251,096,000</u>                 | <u>\$ 323,745,000</u> | <u>\$ 372,314,000</u> |

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The endowment funds classified as net assets without donor restrictions and new assets with donor restrictions consist of the following at June 30, 2019:

|  |                           |
|--|---------------------------|
| <b>Net Assets without Donor Restrictions</b>           |                           |
| Board-designated endowment                             | \$ 48,569,000             |
| <b>Net Assets with Donor Restrictions</b>              |                           |
| General operating support awaiting Board appropriation | 190,575,000               |
| Acquisitions   | 7,703,000                 |
| Conservation   | 18,002,000                |
| Curatorial   | 22,947,000                |
| Director   | 3,380,000                 |
| Education  | 26,059,000                |
| Exhibitions  | 44,474,000                |
| Film & Video   | 1,182,000                 |
| Independent Study Program                              | 6,413,000                 |
| Library/publications                                   | 3,010,000                 |
|  | <u>323,745,000</u>        |
| <br>Total endowment funds                              | <br><u>\$ 372,314,000</u> |

**11. RECLASSIFICATION OF NET ASSETS**

As further discussed in footnote 3, during fiscal 2019, the Museum determined that certain transactions related to prior years had not been properly reflected in previously issued financial statements. Accordingly, an immaterial revision was recorded to net assets as of June 30, 2018 to properly account for these transactions. The effect of this adjustment on each individual net asset classification (as updated to reflect the adoption of ASU 2016-14 during 2019) is summarized below:

|  | <u>Net Assets<br/>without Donor<br/>Restrictions</u> | <u>Net Assets<br/>with Donor<br/>Restrictions</u> | <u>Total</u>              |
|--|--|---|---------------------------|
| Net assets, beginning of year, as previously reported  | \$ 417,544,000                                       | \$ 365,327,000                                    | \$ 782,871,000            |
| To release net assets for completed construction projects<br>which were placed into service in prior years | <u>29,597,000</u>                                    | <u>(29,597,000)</u>                               | <u>-</u>                  |
| <br>Net assets, beginning of year, revised   | <br><u>\$ 447,141,000</u>                            | <br><u>\$ 335,730,000</u>                         | <br><u>\$ 782,871,000</u> |

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**12. SUBSEQUENT EVENTS**

The Museum performed an evaluation of subsequent events through October 29, 2019, which is the date the financial statements were issued. The Museum has determined that all events or transactions, required to be recognized in accordance with U.S. generally accepted accounting principles, are included in the accompanying financial statements.

**13. REVENUE RECOGNITION FROM EXCHANGE TRANSACTIONS**

For the year ended June 30, 2019, the Museum recognized revenue of \$2,388,000 from amounts that were included in deferred revenue at the beginning of the fiscal year.

The performance obligations corresponding to the deferred revenue balance totaling \$5,502,000 as of June 30, 2019 are expected to be satisfied during fiscal 2020 as follows:

|                           |                            |
|---------------------------|----------------------------|
| Admissions                | \$ 202,000                 |
| Memberships               | 675,000                    |
| Traveling exhibition fees | <u>4,625,000</u>           |
|                           | <u><u>\$ 5,502,000</u></u> |

**14. AVAILABILITY OF FINANCIAL ASSETS**

The Museum regularly monitors liquidity to meet its operating needs and other contractual commitments, while also striving to maximize the investment of its available funds. The Museum has various sources of liquidity at its disposal, including cash and cash equivalents, receivables, and a line of credit.

The following table shows the total financial assets held by the Museum as of June 30, 2019 that could be readily made available within one year of the balance sheet date to meet general expenditures:

**Financial assets:**

|   |                             |
|---|-----------------------------|
| Cash and cash equivalents   | \$ 17,629,000               |
| Accounts and notes receivable   | 2,420,000                   |
| Contributions receivable due within one year  | <u>25,582,000</u>           |
|   | 45,631,000                  |
| Less: Contributions receivable due within one year subject to donor restrictions                                | (23,137,000)                |
| Add: Appropriation of endowment assets for expenditure in subsequent fiscal year                                | <u>15,839,000</u>           |
| Total financial assets available to management for general expenditures within one year                         | <u><u>38,333,000</u></u>    |
| <b>Liquidity resources:</b>   |                             |
| Line of credit available  | <u>10,000,000</u>           |
| Total financial assets and liquidity resources available to management for general expenditures within one year | <u><u>\$ 48,333,000</u></u> |

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Excluded from the detail provided above are all investments pertaining to the Museum's endowment fund. The Museum's endowment fund includes both donor-restricted investments (original gift amount and accumulated gains) and the Museum's board-designated endowment (quasi-endowment) (See footnote 10 for a detail of the Museum's endowment fund). The extent of available financial assets as of June 30, 2019 includes an approximation of the investment return that will be made available to fund current operations, pursuant to the Museum's Board approved endowment spending policy.

As part of the Museum's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations become due.