

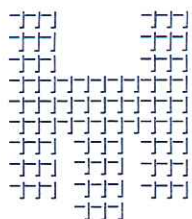
**THE SOCIETY OF THE FOUR ARTS, INC.**

**REPORT ON AUDIT OF  
FINANCIAL STATEMENTS**

**For The Year Ended June 30, 2017  
(with comparable totals for 2016)**

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# Holyfield & Thomas, LLC

Certified Public Accountants & Advisors

125 Butler Street • West Palm Beach, FL 33407

(561) 689-6000 • Fax (561) 689-6001 • [www.holyfieldandthomas.com](http://www.holyfieldandthomas.com)

## INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees of  
The Society of the Four Arts, Inc.  
Palm Beach, Florida

We have audited the accompanying financial statements of The Society of Four Arts, Inc. (a nonprofit organization), which comprise the statement of financial position as of June 30, 2017, and the related statements of activities, cash flows and functional expenses 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 entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

## Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Society of Four Arts, Inc. as of June 30, 2017, 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.

## Report on Summarized Comparative Information

We have previously audited the June 30, 2016 financial statements, and our report dated December 2, 2016, expressed an unmodified opinion on those audited financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2016, is consistent, in all material respects, with the audited financial statements from which it has been derived.

*Holyfield & Thomas, LLC*

West Palm Beach, Florida  
December 12, 2017

## THE SOCIETY OF THE FOUR ARTS, INC.

## STATEMENT OF FINANCIAL POSITION

*As of June 30, 2017**(with comparable totals for 2016)*

	Unrestricted	Temporarily Restricted	Permanently Restricted	2017 Totals	2016 Totals
<b>ASSETS</b>					
Cash and cash equivalents	\$ 3,948,447	\$ 2,305,465	\$ -	\$ 6,253,912	\$ 2,899,481
Contributions receivable, current portion	-	1,181,539	-	1,181,539	615,321
Grants receivable	110,244	-	-	110,244	111,776
Other current assets	501,728	-	-	501,728	378,858
Certificates of deposit	4,404,656	-	-	4,404,656	4,376,076
Total current assets	8,965,075	3,487,004	-	12,452,079	8,381,512
Contributions receivable	-	1,226,900	-	1,226,900	71,900
Accrued interest and dividends receivable	18,608	32,453	-	51,061	48,700
Investments in endowments	12,205,196	21,406,892	1,309,099	34,921,187	31,085,513
Investments in deferred compensation plans	1,360,535	-	-	1,360,535	1,093,264
Split interest agreements	-	858,585	-	858,585	817,379
Property and equipment, net	30,378,205	-	-	30,378,205	30,283,197
Collection	-	-	-	-	-
Total assets	<u>\$52,927,619</u>	<u>\$27,011,834</u>	<u>\$ 1,309,099</u>	<u>\$81,248,552</u>	<u>\$71,781,465</u>
<b>LIABILITIES AND NET ASSETS</b>					
Accounts payable and accruals	\$ 450,469	\$ -	\$ -	\$ 450,469	\$ 543,674
Deferred revenue	1,008,142	-	-	1,008,142	-
Total current liabilities	1,458,611	-	-	1,458,611	543,674
Obligations under deferred compensation plans	1,360,535	-	-	1,360,535	1,093,264
Total liabilities	2,819,146	-	-	2,819,146	1,636,938
Net assets:					
Unrestricted:					
Board designated	19,232,810	-	-	19,232,810	13,191,823
Undesignated	30,875,663	-	-	30,875,663	34,706,612
Total unrestricted	50,108,473	-	-	50,108,473	47,898,435
Restricted	-	27,011,834	1,309,099	28,320,933	22,246,092
Total net assets	50,108,473	27,011,834	1,309,099	78,429,406	70,144,527
Total liabilities and net assets	<u>\$52,927,619</u>	<u>\$27,011,834</u>	<u>\$ 1,309,099</u>	<u>\$81,248,552</u>	<u>\$71,781,465</u>

See accompanying notes to financial statements.

## THE SOCIETY OF THE FOUR ARTS, INC.

## STATEMENT OF ACTIVITIES

*For the Year Ended June 30, 2017**(with comparable totals for 2016)*

	Unrestricted	Temporarily Restricted	Permanently Restricted	2017 Totals	2016 Totals
Support and revenue:					
Operating support and revenue:					
Contributions	\$ 4,288,282	\$ -	\$ -	\$ 4,288,282	\$ 3,836,444
Government grants and contributions	545,739	-	-	545,739	539,329
Interest and dividends	219,583	384,679	-	604,262	530,596
Membership dues	1,503,695	-	-	1,503,695	1,477,044
Miscellaneous	18,620	-	-	18,620	17,755
Sponsored activities	929,086	-	-	929,086	1,345,441
Total operating support and revenue	7,505,005	384,679	-	7,889,684	7,746,609
Non-operating support:					
Contributions	102,000	5,223,783	-	5,325,783	981,732
Net realized and change in unrealized gain (loss) on investments	1,171,329	2,051,881	140,248	3,363,458	(1,051,517)
Change in present value of split interest agreements	-	41,206	-	41,206	71,329
Fundraising events	66,971	-	-	66,971	1,868,270
Interest and dividends	28,581	23,291	-	51,872	47,627
Total non-operating support	1,368,881	7,340,161	140,248	8,849,290	1,917,441
Total support and revenue	8,873,886	7,724,840	140,248	16,738,974	9,664,050
Net asset released from restrictions	1,790,247	(1,790,247)	-	-	-
Expenses:					
Program:					
Program events	2,317,926	-	-	2,317,926	2,297,357
Education	1,746,764	-	-	1,746,764	2,039,590
Library	878,674	-	-	878,674	841,140
Children's library	485,380	-	-	485,380	492,629
Gardens	666,863	-	-	666,863	699,801
Total program expenses	6,095,607	-	-	6,095,607	6,370,517
Supporting services:					
General and administrative	1,428,954	-	-	1,428,954	1,445,222
Fundraising	648,442	-	-	648,442	1,389,687
Total expenses	8,173,003	-	-	8,173,003	9,205,426
Loss on disposal of property and equipment	281,092	-	-	281,092	-
Total expenses and loss	8,454,095	-	-	8,454,095	9,205,426
Change in net assets	2,210,038	5,934,593	140,248	8,284,879	458,624
Net assets, beginning of year	47,898,435	21,077,241	1,168,851	70,144,527	69,685,903
Net assets, end of year	\$50,108,473	\$27,011,834	\$ 1,309,099	\$78,429,406	\$70,144,527

See accompanying notes to financial statements.

## THE SOCIETY OF THE FOUR ARTS, INC.

## STATEMENT OF CASH FLOWS

*For the Year Ended June 30, 2017**(with comparable totals for 2016)*

	2017 Totals	2016 Totals
Cash flows from operating activities:		
Cash received from contributors and grants	\$ 7,366,010	\$ 5,224,020
Cash received from sponsored activities and fundraising events	996,057	3,213,711
Cash paid to employees and suppliers	(7,221,622)	(8,140,371)
Net cash provided by operating activities	<u>1,140,445</u>	<u>297,360</u>
Cash flows from investing activities:		
Proceeds from the sale of investments	9,856,796	18,126,677
Purchase of investments in endowments	(10,329,012)	(19,820,612)
Purchase of certificates of deposits	(28,580)	(773,447)
Purchase of property and equipment	(1,543,556)	(393,023)
Net cash used in investing activities	<u>(2,044,352)</u>	<u>(2,860,405)</u>
Cash flows from financing activities:		
Proceeds from contributions restricted for capital campaign	3,604,565	1,528,119
Interest on contributions restricted for endowment	653,773	572,241
Net cash used in financing activities	<u>4,258,338</u>	<u>2,100,360</u>
Change in cash and cash equivalents	3,354,431	(462,685)
Cash and cash equivalents, beginning of year	<u>2,899,481</u>	<u>3,362,166</u>
Cash and cash equivalents, end of year	<u>\$ 6,253,912</u>	<u>\$ 2,899,481</u>

*See accompanying notes to financial statements.*

## THE SOCIETY OF THE FOUR ARTS, INC.

## STATEMENT OF CASH FLOWS

*For the Year Ended June 30, 2017**(with comparable totals for 2016)*

	2017 Totals	2016 Totals
Reconciliation of change in net assets to net cash provided by operating activities:		
Change in net assets	\$ 8,284,879	\$ 458,624
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	1,167,456	1,163,766
Net realized and change in unrealized (gain) loss on investments	(3,363,458)	1,051,517
Loss on disposal of property and equipment	281,092	-
Change in present value of split interest agreement	(41,206)	(71,329)
(Increase) decrease in certain assets:		
Grants receivable	1,532	(111,776)
Other current assets	(122,870)	(32,184)
Increase (decrease) in certain liabilities:		
Accounts payable and accruals	(93,205)	(66,527)
Deferred revenue	1,008,142	(534,776)
Contributions restricted:		
Capital campaign	(5,325,783)	(981,732)
Interest for capital campaign and endowment	(656,134)	(578,223)
Net cash provided by operating activities	<u>\$ 1,140,445</u>	<u>\$ 297,360</u>

*See accompanying notes to financial statements.*



# THE SOCIETY OF THE FOUR ARTS, INC.

*For the Year Ended June 30, 2017*

	Program Services			
	Program Events	Education	Library	Children's Library
Salaries	\$ 477,754	\$ 272,376	\$ 404,631	\$ 227,505
Employee benefits	40,288	25,896	34,236	29,740
Payroll taxes	36,074	20,844	31,104	17,276
Pension expense	57,429	35,067	48,859	32,557
	<u>611,545</u>	<u>354,183</u>	<u>518,830</u>	<u>307,078</u>
Advertising	158,883	32,948	6,414	4,299
Catering and events	77,702	74,667	7,158	4,582
Depreciation	117,530	566,578	52,917	19,389
Dues and subscriptions	4,910	2,278	3,742	791
Entertainment	2,263	1,800	711	164
Insurance	20,100	15,999	10,672	5,348
Library, books and media	-	-	48,839	42,760
Maintenance	61,721	85,179	56,170	11,043
Miscellaneous	830	763	1,158	355
Postage and shipping	14,851	6,845	6,353	5,249
Printing and publications	82,434	32,288	13,990	16,962
Professional fees	109,433	36,875	41,698	25,237
Sponsored activities	935,207	437,414	38,741	19,207
Supplies	25,782	18,235	25,030	11,017
Travel and study	13,874	851	4,444	582
Utilities	80,861	79,861	41,807	11,317
	<u>\$ 2,317,926</u>	<u>\$ 1,746,764</u>	<u>\$ 878,674</u>	<u>\$ 485,380</u>

*See accompanying notes to financial statements.*

# STATEMENT OF FUNCTIONAL EXPENSES

(with comparable totals for 2016)

Program Services		Supporting Services		2017 Totals	2016 Totals
Gardens	Program Subtotal	General and Administrative	Fundraising		
\$ 74,890	\$ 1,457,156	\$ 557,932	\$ 239,754	\$ 2,254,842	\$ 2,378,836
5,989	136,149	44,129	17,113	197,391	204,671
5,337	110,635	39,422	16,848	166,905	177,385
8,892	182,804	64,491	26,649	273,944	175,589
95,108	1,886,744	705,974	300,364	2,893,082	2,936,481
13,941	216,485	19,991	8,996	245,472	300,640
6,871	170,980	35,990	44,304	251,274	1,012,471
252,367	1,008,781	117,018	41,657	1,167,456	1,163,766
791	12,512	6,328	2,847	21,687	20,590
164	5,102	1,292	573	6,967	9,054
5,348	57,467	42,559	18,991	119,017	115,992
-	91,599	-	-	91,599	107,359
177,987	392,100	66,748	24,663	483,511	636,664
231	3,337	1,847	831	6,015	5,973
3,498	36,796	27,981	12,589	77,366	73,166
10,810	156,484	72,561	47,739	276,784	253,597
25,223	238,466	199,098	87,647	525,211	475,240
13,516	1,444,085	11,105	11,637	1,466,827	1,577,687
4,904	84,968	37,105	15,157	137,230	145,584
455	20,206	3,308	2,030	25,544	32,486
55,649	269,495	80,049	28,417	377,961	338,676
<u>\$ 666,863</u>	<u>\$ 6,095,607</u>	<u>\$ 1,428,954</u>	<u>\$ 648,442</u>	<u>\$ 8,173,003</u>	<u>\$ 9,205,426</u>

See accompanying notes to financial statements.

*For the Year Ended June 30, 2017*

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1. Organization and Summary of Significant Accounting Policies

*Organization*

The Society of the Four Arts, Inc. (the "Society") is a private, not-for-profit corporation that was founded in 1936 to encourage the appreciation of the arts by presenting art exhibitions, lectures, concerts, films and educational programs. In addition, the Society has constructed and maintains a botanical garden, sculpture garden, library, education building, and children's library. The Society's facilities are located in Palm Beach, Florida and include an auditorium, exhibition hall, educational building, gardens, administrative office and libraries. The Society is supported primarily by income from its membership dues, investments, and contributions.

*Wholly Owned Corporation*

The accompanying financial statements include the accounts of the Society and Embassy Corporation, which is a wholly owned subsidiary corporation acquired in 1992. Inter-organization transactions and balances have been eliminated in combining the Embassy Corporation and the Society.

*Financial Statements Presentation*

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with the disclosure and display requirements of the Financial Accounting Standards Board (FASB) as set forth under FASB Accounting Standards Codification (FASB ASC) 958-205 "Presentation of Financial Statements." Accordingly, the net assets of the Society are reported in each of the following classes:

Unrestricted - are those currently available for use in the current operations of the Society under the direction of the Board of Trustees, and those resources invested in land, buildings and equipment. This classification includes Board Designated funds in the Unitized account.

Temporarily restricted - are those stipulated by donors for specific operating purposes or for the acquisition of property and equipment; or those not currently available for use until commitments regarding their use have been fulfilled.

Permanently restricted - are those designated by donors that cannot be removed and that are unavailable for expenditure. Rather, these funds are to be invested for the production of income to support specific purposes, including the maintenance of the Society's physical building.

Net assets of the restricted classes are created only by donor-imposed restrictions on their use. All other net assets, including board-designated or appropriated amounts, are legally unrestricted and are reported as part of the unrestricted class.

*Basis of Accounting*

The financial statements of the Society are prepared using the accrual basis of accounting whereas revenues are recognized when earned and expenses are recognized when incurred. This basis of accounting conforms to accounting principles generally accepted in the United States of America.

*For the Year Ended June 30, 2017*

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**1. Organization and Summary of Significant Accounting Policies, continued**

*Use of Estimates*

Management uses estimates and assumptions in preparing financial statements in conformity with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenue and expenses. Actual results could vary from the estimates that were used.

*Fair Value of Financial Instruments*

The Society follows FASB ASC 820-10 "*Fair Value Measurements and Disclosures*," which provides a common definition of fair value, establishes a framework to measure fair value within accounting principles generally accepted in the United States of America, and expands the disclosures about fair value measurements. The standard does not create any new fair value measurements. Instead, it applies under existing accounting pronouncements that require or permit fair value measurements.

For assets and liabilities measured at fair value on a recurring basis, entities should disclose information that allows financial statement users to assess (1) the inputs used to develop such measurements, such as Level 1 (i.e., quoted price in an active market for an identical asset or liability), Level 2 (i.e., quoted price for similar assets or liabilities in active markets), or Level 3 (i.e., unobservable inputs); and (2) the effect on changes in net assets of recurring measurements that use significant unobservable (Level 3) inputs.

*Cash and Cash Equivalents*

The Society considers cash and cash equivalents to include cash in bank, as well as in savings accounts that are not necessarily insured by the Federal Deposit Insurance Corporation. For purposes of the statement of cash flows, all highly liquid investments with original maturities of three months or less when purchased are considered to be cash and cash equivalents, except for such similar investments that are held and remain classified within the investment portfolio.

*Contributions Receivable*

Contributions receivable of the Society represent unconditional promises to provide funding for certain programs for subsequent years by individuals, and are recognized as revenue and as receivable in the period the promise is received. Pledges receivable more than one year beyond the financial statement date are discounted to net present value using a discount rate of approximately 1.18%, which is the Applicable Federal Rate ("AFR") associated with these short-term instruments. Management deems contributions receivable to be fully collectible, thus there is no allowance for doubtful accounts.

*Other Current Assets*

The Society's other current assets include advance payments for insurance, deposits, advances and related costs incurred for lectures, events and exhibits that are yet to be held.

For the Year Ended June 30, 2017

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**1. Organization and Summary of Significant Accounting Policies, continued***Investments*

Pursuant to FASB ASC 958-320, "Investments - Debt and Equity Securities," the Society's investments are stated at market value. Investment earnings, realized and unrealized gains and losses, and expenses are included in the change in net assets in the Statement of Activities. Investment management fees are reported in professional fees in the Statement of Functional Expenses, and amounted to \$184,354 for the year ended June 30, 2017.

*Split Interest Agreements*

Split interest agreements represent the present value of investments that pay beneficiaries income for life and the principal becomes available to the Society upon the beneficiaries' death. The present value of the estimated future amount was calculated using a discount rate of approximately 6.0%. Third party trustees hold the investments of the split interest agreements.

*Property and Equipment*

All property and equipment with a cost of \$5,000 or more is capitalized. Property and equipment is stated at cost, or, if donated, fair value at the date of the gift. Donations of property and equipment are reported as unrestricted support. The Society does not accept donations of property or equipment with donor imposed restrictions. Depreciation is computed using the straight-line method over the estimated useful lives of related assets. Buildings and improvements are being depreciated from 20 to 40 years and furniture and fixtures over a period of 8 years.

*Support and Revenues*

In accordance with FASB ASC 958-605, "Not-for-Profit Entities, Revenue Recognition," the Society recognizes contributions received as income in the period received. Contributions are reported as unrestricted or as restricted depending on the existence of donor stipulations that limit the use of the support. The Society reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statement of Activities as net assets released from restrictions. Similarly, the income generated on permanently restricted assets is classified as either unrestricted or temporarily restricted pending satisfaction of the original purpose restrictions. In accordance with allowable provisions of this accounting policy, donor restricted contributions whose restricted purpose is met within the same accounting period as received are reported as unrestricted contributions.

The Society's membership period is July 1 through June 30, and dues received in advance are reported as such in the Statement of Financial Position and are recognized as income over the ensuing period.

Sponsor activity fees are recognized as revenue in the period in which the related activity is performed. Fees collected prior to the commencement of the sponsor activity are recorded as deferred revenue.

*For the Year Ended June 30, 2017*

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**1. Organization and Summary of Significant Accounting Policies, continued**

*In-Kind Contributions*

The Society records various types of in-kind support including contributed professional services and materials. Contributed professional services are recognized if the services received (a) create or enhance long-lived assets or (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. Contributions of tangible assets are recognized at fair value when received. During the year ended June 30, 2017, the Society received donated assets, such as materials and supplies and other non-cash donations, which are recorded as contributions at their estimated fair value at the date of donation. The total amount of donated assets received during the year ended June 30, 2017 amounted to approximately \$27,600.

*Operating Versus Non-operating Income*

The Society records support and revenue as operating income if the funds are expected to be used in the current period of operations. Non-operating support and gains are increases in both unrestricted and restricted net asset classes that are not expected to be used in the current period of operations, but rather will be deferred for future needs.

Investment income that is budgeted for use in supporting various programs is recorded as operating income. Other investment income and net unrealized appreciation (depreciation) and realized gain (loss), on the other hand, are not budgeted for use in the current period and are considered non-operating income.

*Functional Allocation of Expenses*

The costs of providing the various services the Society offers have been summarized on a functional basis in the Statement of Activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

*Advertising Costs*

Advertising costs are principally related to promoting exhibits, lectures and programs, and are charged to expense as incurred. Total advertising cost for the fiscal year ended June 30, 2017 was approximately \$245,500.

*Income Taxes*

The Society is a not-for-profit organization other than a private foundation. The Society qualifies as a not-for-profit organization under Internal Revenue Code Section 501(c)(3) since it is organized and operates exclusively for educational purposes. Internal Revenue Code Section 501(a) exempts the Society from income taxes and Internal Revenue Code Section 170(b)(1)(A)(vi) allows donors a deduction for contributions to the Society.

*For the Year Ended June 30, 2017*

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**1. Organization and Summary of Significant Accounting Policies, continued**

*Income Taxes, continued*

The Society follows FASB ASC 740-10, "Accounting for Uncertainty in Income Taxes." This pronouncement seeks to reduce the diversity in practice associated with certain aspects of measurement and recognition in accounting for income taxes. It prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position that an entity takes or expects to take in a tax return. An entity may only recognize or continue to recognize tax positions that meet a "more likely than not" threshold. The Society assesses its income tax positions based on management's evaluation of the facts, circumstances and information available at the reporting date. The Society uses the prescribed more likely than not threshold when making its assessment. There are currently no open Federal or State tax years under audit.

*Recent Accounting Pronouncements*

The Financial Accounting Standards Board recently issued several Accounting Standards Updates (ASUs) that affect the accounting and reporting of not-for-profit entities. The FASB issued ASU 2016-02, Leases (Topic 842), which does not take effect until the Society's fiscal year ending June 30, 2021, and provides new guidance for leases, such that virtually all leases will be capitalized and create "right of use" assets along with associated liabilities. This standard will impact the interpretation of certain Society's transactions, and management is evaluating the effect that the updated standard will have on the financial statements. ASU 2016-14, Not-for-Profit Entities (Topic 958), imposes new requirements for the presentation and disclosure of not-for-profit financial statements, including a reduction in the number of net asset categories from 3 classes to 2 classes, a requirement to present a statement of functional expenses, a requirement to disclose the quantitative and qualitative aspects of its liquidity, in addition to other provisions. This ASU will be effective for the Society's fiscal year ending June 30, 2019, with early implementation permitted. As with the new guidance on leasing, management is evaluating the effect that this updated standard will have on the financial statements.

*Prior Period Summarized Information*

The Society's financial statements include summarized comparative data as of and for the year ended June 30, 2016. With respect to the Statement of Financial Position and Statement of Activities, such prior year information is not necessarily presented by net asset class. Accordingly, such information should be read in conjunction with the Society's financial statements for the year ended June 30, 2016, from which the summarized information was derived.

*For the Year Ended June 30, 2017*

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## 2. Endowments

The Society's endowment consists of 24 individual funds established to support its programs. Its endowment includes both donor-restricted endowment funds and funds designated by the Board of Trustees to function as endowments. FASB ASC 958 provides guidance on the net asset classification of donor-restricted endowment funds for a not-for-profit organization that is subject to an enacted version of the Uniform Prudent Management of Institutional Funds Act of 2006 (UPMIFA) and improves disclosures about an organization's endowment funds (both donor-restricted endowment funds and Board-designated endowment funds), whether or not the organization is subject to UPMIFA.

The State of Florida adopted the Florida Uniform Prudent Management of Institutional Funds Act (FUPMIFA), which provides a) consistent investment and spending standards to all forms of charitable funds, b) strengthens the concept of prudent investing, c) abandons historic dollar value as a floor for expenditures and provides more flexibility to the organization in making decisions about whether to expend any portion of an endowment fund, and d) provides a process for the release or modification of restrictions on a gift instrument. The adoption by the Society of the provisions of the law did not have a significant change in its management and investment policies of endowments.

As a result of this interpretation, the Society classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Society in a manner consistent with the standard of prudence.

In accordance with FUPMIFA, the Society considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

1. The duration and preservation of the fund
2. The purposes of the organization and the donor-restricted endowment fund
3. General economic conditions
4. The possible effect of inflation and deflation
5. The expected total return from income and the appreciation of investments
6. Other resources of the Society
7. The investment policies of the Society

Endowment net assets by type of fund as of June 30, 2017, consist of the following:

	<u>Board Designated</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-restricted endowment funds	\$ -	\$ 21,439,345	\$ 1,309,099	\$ 22,748,444
Board-designated endowment funds	<u>12,223,804</u>	<u>-</u>	<u>-</u>	<u>12,223,804</u>
Total	<u>\$ 12,223,804</u>	<u>\$ 21,439,345</u>	<u>\$ 1,309,099</u>	<u>\$ 34,972,248</u>



For the Year Ended June 30, 20172. Endowments, continued

Changes in the endowment net assets for the year ended June 30, 2017, consist of the following:

	<u>Board Designated</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, beginning of year	\$ 10,887,331	\$ 19,078,031	\$ 1,168,851	\$ 31,134,213
Investment return:				
Investment income	219,583	407,970	-	627,553
Investment expenses	(65,217)	(117,253)	-	(182,470)
Net appreciation	<u>1,171,329</u>	<u>2,051,881</u>	<u>140,248</u>	<u>3,363,458</u>
Total investment return	1,325,695	2,342,598	140,248	3,808,541
Contributions	102,000	703,918	-	805,918
Board designations	300,000	-	-	300,000
Appropriation of endowment assets for expenditure	<u>(391,222)</u>	<u>(685,202)</u>	<u>-</u>	<u>(1,076,424)</u>
Total endowment net assets, end of year	<u>\$ 12,223,804</u>	<u>\$ 21,439,345</u>	<u>\$ 1,309,099</u>	<u>\$ 34,972,248</u>

In addition to endowment net assets, the Society also has other non-endowed assets that are either board-designated or donor-restricted. The following table summarizes all Society designated and restricted net assets as of June 30, 2017.

	<u>Board Designated</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Total endowment net assets	\$ 12,223,804	\$ 21,439,345	\$ 1,309,099	\$ 34,972,248
Non-endowment assets:				
Cash and cash equivalents	1,243,815	2,305,465	-	3,549,280
Certificates of deposit	4,404,656	-	-	4,404,656
Investments in deferred compensation plans	1,360,535	-	-	1,360,535
Contributions receivable	-	2,408,439	-	2,408,439
Split interest agreements	<u>-</u>	<u>858,585</u>	<u>-</u>	<u>858,585</u>
Total designated and restricted net assets	<u>\$ 19,232,810</u>	<u>\$ 27,011,834</u>	<u>\$ 1,309,099</u>	<u>\$ 47,553,743</u>

*For the Year Ended June 30, 2017*

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**2. Endowments, continued**

*Return objectives and risk parameters*

The Society has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that the Society must hold in perpetuity or for a donor-specified period(s) as well as Board-designated funds. Under this policy, as approved by the Board, the endowment assets are invested in a manner that is intended to produce results that exceed the price and yield results of a weighted benchmark of equity and fixed income indexes while assuming a moderate level of investment risk. The Society expects its endowment funds, over time, to earn an average annual total return equal to the annual spending rate, net of all investment, management and administrative fees plus the rate of inflation.

*Strategies employed for achieving objectives*

To satisfy its long-term rate-of-return objectives, the Society relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Society targets a diversified asset allocation that places a balanced emphasis on equity, fixed income, and other investments to achieve its long-term return objectives within prudent risk constraints.

*Spending policy and how the investment objectives relate to spending policy.*

The Society has a policy of appropriating for distribution each year of somewhere between 4.00 to 4.50 percent of its endowment fund's balance based on a five-year rolling average calculation. In establishing this policy, the Society considered the long-term expected return on its endowment. Accordingly, over the long term, the Society expects the current spending policy to allow its unitized endowment to grow at an average of 3.00 – 3.50 percent annually, net of the spending appropriation. This is consistent with the Society's objective to maintain the purchasing power of the endowment assets held in perpetuity or for a specified term as well as to provide additional real growth through new gifts and investment return.

**3. Fair Value Measurements**

FASB ASC 820-10 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement).

The three levels of the fair value hierarchy under FASB ASC 820-10 are described below:

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

*For the Year Ended June 30, 2017*

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3. **Fair Value Measurements, continued**

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

*Level 3 –* Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

*Fair Value of Financial Instruments:* The following methods and assumptions were used by the Society in estimating fair value of financial instruments that are not disclosed under ASC 820.

- a) Cash equivalents and liabilities – The carrying amount reported approximates fair value due to the short term duration of the instrument.
- b) Certificate of deposits – The carrying amount reported net of accrued interest approximates fair value due to the short term of the instrument.

*Items Measured at Fair Value on a Recurring Basis:* The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of June 30, 2017.

- a) Contributions receivable – Valued at the present value of estimated future cash flows using an approximate risk free discount rate of 1.18%.
- b) Interest and dividends receivable – Valued at reported brokerage amounts.
- c) Investments:
  - i. *Money market accounts* – Valued at the reported bank or brokerage amounts.
  - ii. *Fixed income and equity mutual funds*– Valued at quoted market prices or net asset value ("NAV") by the custodians as of the close of business at year end June 30, 2017.
  - iii. *Common stocks* – Valued at quoted market prices by the custodians as of the close of business at year end June 30, 2017.
  - iv. *Hedge funds* – Value at quoted market prices by the custodians as of the close of business at year end June 30, 2017.
- d) Split interest agreements – Valued at the present value of estimated future cash flows, using the life expectancy of the income beneficiary and discounted at a rate approximating current market rates.

For the Year Ended June 30, 2017**3. Fair Value Measurements, continued**

FASB ASC 825-10 permits entities to choose to measure many financial assets and liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. The Society has adopted the fair value option for its contributions receivable and its split interest agreements.

The following table sets forth by level, within the fair value hierarchy, the Society's assets at fair value as of June 30, 2017.

<u>Assets at Fair Value as of June 30, 2017</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Contributions receivable	\$ -	\$ -	\$ 2,408,439	\$ 2,408,439
Interest and dividends receivable	-	-	51,061	51,061
Investments	36,281,722	-	-	36,281,722
Split interest agreements	-	-	858,585	858,585
Total assets at fair value	<u>\$ 36,281,722</u>	<u>\$ -</u>	<u>\$ 3,318,085</u>	<u>\$ 39,599,807</u>

The table below sets forth a summary of changes in the fair value of the Society's Level 3 assets for the year ended June 30, 2017.

<u>Level 3 Assets as of June 30, 2017</u>			
	<u>Contributions Receivable</u>	<u>Interest and Dividends</u>	<u>Split interest Agreements</u>
Balance, beginning of year	\$ 687,221	\$ 48,700	\$ 817,379
Realized and unrealized gain (loss)	(61,965)	2,361	41,206
Issuances	3,262,000	-	-
Settlements	(1,478,817)	-	-
Balance, end of year	<u>\$ 2,408,439</u>	<u>\$ 51,061</u>	<u>\$ 858,585</u>

FASB ASC 820-10 requires disclosure of quantitative information about the unobservable inputs used to measure Level 3 assets and liabilities. The following table provides such information about these Level 3 instruments:

	<u>Fair Value</u>	<u>Valuation Techniques</u>	<u>Unobservable Inputs</u>
Contributions receivable	\$ 2,408,439	Discounted cash flows	Discount rate
Interest and dividends	\$ 51,061	Reported brokerage amounts	Discount rate
Split interest agreements	\$ 858,585	Discounted cash flows	Discount rate, life expectancy of income beneficiary

For the Year Ended June 30, 2017**4. Investments**

As of June 30, 2017, major categories of investments were comprised of the following:

<u>Description</u>	<u>Market Value</u>	<u>Historical Cost</u>	<u>Unrealized Gain/(Loss)</u>
Endowment:			
Money market accounts	\$ 1,091,576	\$ 1,091,576	\$ -
Fixed income	8,834,646	8,862,077	(27,431)
Equity	21,797,394	18,169,704	3,627,690
Hedge funds	<u>3,197,571</u>	<u>3,121,023</u>	<u>76,548</u>
Total Endowment	34,921,187	31,244,380	3,676,807
Deferred Comp (457):			
Self-directed accounts	<u>1,360,535</u>	<u>1,360,535</u>	<u>-</u>
Total	<u>\$36,281,722</u>	<u>\$32,604,915</u>	<u>\$ 3,676,807</u>

Investments are reported in the Statement of Financial Position as investments in endowments, \$34,921,187, and investments in deferred compensation plan, \$1,360,535.

Net realized and change in unrealized gain on investments consisted of the following for the year ended June 30, 2017:

Balance of unrealized gain, end of year	\$ 3,676,807
Balance of unrealized gain, beginning of year	<u>774,014</u>
Total change in unrealized gain for the year	2,902,793
Net realized gain	<u>460,665</u>
Net realized and change in unrealized gain	<u>\$ 3,363,458</u>

Net realized and change in unrealized gain on investments are reported in the Statement of Activities as follows:

Unrestricted:	
Net unrealized gain	\$ 1,009,878
Net realized gain	<u>161,451</u>
	<u>1,171,329</u>
Temporarily restricted:	
Net unrealized gain	1,768,975
Net realized gain	<u>282,906</u>
	<u>2,051,881</u>
Permanently restricted:	
Net unrealized gain	123,940
Net realized gain	<u>16,308</u>
	<u>140,248</u>
Net realized and change in unrealized gain	<u>\$ 3,363,458</u>

*For the Year Ended June 30, 2017*

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**5. Contributions Receivable**

Contributions are recognized in the period an unconditional promise to give is received. Contributions receivable are recorded at face value if due in less than one year, or at net realizable value, discounted as appropriate to reflect the estimated timing of receipt for contributions, if due more than one year after the date of receipt. Contributions receivable as of June 30, 2017, relate to the Society's capital campaign and are collectible over the next five years. All of the capital campaign contributions receivable are recorded as temporarily restricted in the Statement of Financial Position. Contributions receivable consisted of the following amounts as of June 30, 2017:

Receivable in less than one year	\$ 1,181,539
Receivable in one to five years	<u>1,254,000</u>
Total contributions receivable	2,435,539
Discount to net present value of contributions receivable in more than one year	<u>(27,100)</u>
Contributions receivable, net	<u>\$ 2,408,439</u>

**6. Split Interest Agreements**

As of June 30, 2017 the Society was a named beneficiary of a split interest agreement. The purpose, amount and discount related to this agreement as of June 30, 2017, are as follows:

Temporarily restricted – time restriction	\$ 1,966,223
Discount to net present value of split interest agreement	<u>(1,107,638)</u>
Total split interest agreement	<u>\$ 858,585</u>

**7. Property and Equipment**

Property and equipment as of June 30, 2017, consisted of the following:

Land	\$ 3,040,668
Land improvements	616,582
Buildings and improvements	32,206,625
Furniture and fixtures	<u>4,306,814</u>
	40,170,689
Accumulated depreciation	(11,111,985)
Construction in progress	<u>1,319,501</u>
Total property and equipment, net	<u>\$30,378,205</u>

Property and equipment as of June 30, 2017, included construction in progress that consisted mainly of costs incurred in the Library Renovation project.

For the Year Ended June 30, 2017

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**8. Collection**

The Society's collection includes paintings, sculptures, graphics, ceramics, furniture and other items. In conformity with the practices followed by many museums, collection items that are (a) held for public exhibition and education; (b) protected, cared for and preserved; and (c) subject to a policy designating the proceeds from any sales of collection items to acquiring or preserving other collections, are not capitalized and are not reported in the Statement of Financial Position.

The Society has developed policies for the stewardship of the collection following the guidelines of the American Association of Museums. To be considered for the collection, the item should be related to the collection as it now exists, the item should be high quality, and the item must be appropriate to the existing body of work in the area it is to be placed. The Society also considers the special requirements for storage and exhibition. If the item is to be donated, the donor shall also be willing to make an unrestricted gift.

To be considered for sale, the Society must determine that it is unable to properly care for the object, or it is determined that there is a marked discrepancy between the cost of conservation and the aesthetic, historical, or financial value of the object. Objects of markedly inferior quality, either intrinsically or relatively, in comparison with other objects of the same type in the collection, may be considered for sale. Also, objects now determined to lack relevance to the collection may be considered for sale. In any sale or disposal of collections items, the appropriate level of approval must be obtained and the proceeds from the sale are reported as an increase in unrestricted net assets and are designated for acquisition or direct care of the collection. There were no sales during the fiscal year.

The fair value of the collection objects acquired by gift for which the Society can make a reasonable estimate or obtain appraisals are not reported as contribution revenue in the Statement of Activities because the collection is not capitalized. During 2017, the Society received donated collection objects valued at approximately \$4,100.

The Society does not re-appraise the entirety of its collection on an annual basis, but does exercise prudent stewardship and risk management by carrying fine art insurance coverage of \$6,000,000.

**9. Line of Credit**

The Society has a \$3,000,000 revolving line of credit agreement with Valley National Bank. The line requires interest to be paid monthly at LIBOR plus 1.25% (2.482% as of June 30, 2017), and has no maturity date. This line of credit is secured by all investment assets held in the Society's Unitized Account at Bank of America. The outstanding balance on the line of credit as of June 30, 2017 was \$0.

The Society has a second line of credit with Valley National Bank for \$13,500,000. This line was to be used for the purchase and renovation of the Education Building project. The line requires interest to be paid monthly at LIBOR plus 1.50% (2.732% as of June 30, 2017), and has no maturity date. This line of credit is collateralized by the same account that secures the \$3,000,000 revolving line of credit mentioned above. The outstanding balance on the line of credit as of June 30, 2017 was \$0.

Advances under both lines of credit are limited to 70% of market value of the account pledged as collateral. The balance of this pledged account as of June 30, 2017 was approximately \$33,500,000.

For the Year Ended June 30, 2017**10. Temporarily Restricted Net Assets**

Temporary restrictions on assets are imposed by the donor and include restrictions for specified programs or purposes, or for a specified time when the assets may be used. Temporarily restricted net assets as of June 30, 2017, were available for the following purposes or periods:

Program funding for subsequent periods	\$ 10,992,514
Building and improvement programs	<u>16,019,320</u>
	<u>\$27,011,834</u>

**11. Permanently Restricted Net Assets**

Permanent restrictions on assets prohibit the expenditure of the principal amount of the donation. Interest and dividend income from the investment of such assets, however, is available for use as specified by the donor and is classified as temporarily restricted pending satisfaction of the purpose restriction. Permanently restricted net assets as of June 30, 2017, are invested for the specific purpose of supporting the maintenance and preserving the Society's John E. Rovensky Building.

**12. Employee Benefit Plans***Deferred Compensation Plans*

The Society offers certain executive employees selected by the Board of Trustees a deferred compensation plan created in accordance with Internal Revenue Code Section 457(b). The plan permits the Board of Trustees to approve additional compensation for selected executives and to defer such amounts on their behalf under the plan. In addition, covered employees may defer additional amounts through salary reduction agreements. Both Society contributions and covered employee contributions are subject to statutory limits. All deferred compensation under the plan is not available to covered employees until: a) reach the age of 70.5; b) termination; c) death; or d) an unforeseeable emergency. All amounts of compensation deferred under the plan, all property, and rights purchased with those amounts, and all income attributable to those amounts, property or rights are (until paid or made available to the covered employee or other beneficiary) solely the property and rights of the Society, subject to the claims of the Society's creditors.

The total amount of contributions paid by the Society under this plan during the year ended June 30, 2017, was approximately \$58,700. Funds of the plan are invested in a variety of mutual funds and stocks as directed by the employees. These funds had a fair value of approximately \$1,360,500 as of June 30, 2017.

*Defined Contribution Plan*

The Society offers a retirement benefit plan under the Internal Revenue Code 401(k). All employees are eligible to contribute to this plan, however, only employees that meet the initial eligibility requirements are eligible to receive matching fully-vested contributions. Employees may make contributions to the plan up to the maximum amount allowed by the Internal Revenue Code. The Society may, at its discretion, make contributions to the plan. The total amount of contributions accrued and expensed by the Society during the year ended June 30, 2017, was approximately \$215,000.



***For the Year Ended June 30, 2017***

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**13. Lease Commitments**

The Society leases various equipment under non-cancellable operating leases that range from 48 to 60 months. Rent expense for these leases for the year ended June 30, 2017, totaled approximately \$11,900.

As of June 30, 2017, future minimum lease payments on the above leases are \$3,911 for the year ending June 30, 2018.

**14. Concentrations**

Cash and cash equivalents include checking accounts and money market mutual funds. Cash is deposited with high credit quality bank and investment institutions. Accounts at each bank institution are insured by the Federal Deposit Insurance Corporation up to an aggregate of \$250,000 per bank. As of June 30, 2017, there was approximately \$5,956,000 uninsured deposits held in banks. The Society has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk to cash and cash equivalents.

**15. Contingencies**

The June 30, 2017 insurance renewals represent the exercise of management's business judgment after weighing the potential risk of loss against the cost of insurance. Management has elected not to carry primary wind coverage and to be self-insured. Additionally, the Society carries \$2 million of primary flood insurance in conjunction with Federal flood program policies. In regards to fire insurance coverage, the Society is covered for up to \$46 million.

The Society has set aside funds to be used for catastrophic losses exceeding amounts not covered or provisions not granted from the Society's insurance policies. As of June 30, 2017, the Society had \$1,231,180 in designated funds.

**16. Subsequent Events**

Management has evaluated subsequent events through December \_\_, 2017, the date on which the financial statements were available to be issued, and determined there were no events to disclose in these financial statements.