

***Museum of
Contemporary Art
San Diego***

*Financial Statements as of and for the Year
Ended June 30, 2015 (With Comparative
Summarized Financial Information for the Year
Ended June 30, 2014), Independent Auditors'
Report, and Supplemental Schedules for the
Year Ended June 30, 2015*

MUSEUM OF CONTEMPORARY ART SAN DIEGO
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INDEPENDENT AUDITORS' REPORT

To the Audit Committee of
Museum of Contemporary Art San Diego
La Jolla, CA

We have audited the accompanying financial statements of the **Museum of Contemporary Art San Diego** (the "Museum"), which comprise the statement of financial position as of June 30, 2015, and the related statements of activities 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.

Auditors' 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 auditors' 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 Museum as of June 30, 2015 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 Museum's 2014 financial statements, and our report dated November 13, 2014 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, 2014, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Other Matters

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedule of functional expenses and schedule of budgeted and actual expenditures of City funds is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

Mayer Hoffman McCann P.C.

San Diego, California
November 16, 2015

MUSEUM OF CONTEMPORARY ART SAN DIEGO

STATEMENTS OF FINANCIAL POSITION

FOR THE YEAR ENDED JUNE 30, 2015

(With Comparative Summarized Financial Information for the Year Ended June 30, 2014)

ASSETS	2015	2014
Current Assets:		
Cash and cash equivalents	\$ 1,747,229	\$ 2,160,425
Unrestricted investments	2,636,720	3,010,128
Accounts receivable	52,705	34,227
Pledges and grants receivable - current portion	324,356	309,777
Inventory	406,780	387,789
Prepaid expenses and current other assets	233,395	153,979
Total current assets	5,401,185	6,056,325
Non-Current Assets:		
Pledges and grants receivable - long-term portion	1,557,769	1,535,983
Property and equipment - net	34,434,524	34,953,888
Restricted cash and investments	33,938,040	36,091,153
Deferred financing costs - net	297,351	312,731
Other assets	125,569	128,540
	<u>\$ 75,754,438</u>	<u>\$ 79,078,620</u>
LIABILITIES AND NET ASSETS		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 660,780	\$ 646,659
Deferred revenue - current portion	925,174	563,418
Capital leases - current portion	25,929	-
Total current liabilities	1,611,883	1,210,077
Non-Current Liabilities:		
Deferred compensation	679,026	560,517
Deferred revenue - long-term portion	750,951	771,269
Long-term debt	4,550,000	5,350,000
Capital leases - long term portion	72,020	25,596
Total liabilities	7,663,880	7,917,459
Net Assets:		
Unrestricted	20,303,840	23,346,047
Temporarily restricted	7,574,793	7,947,812
Permanently restricted	40,211,925	39,867,302
Total net assets	68,090,558	71,161,161
	<u>\$ 75,754,438</u>	<u>\$ 79,078,620</u>

The accompanying notes are an integral part of these financial statements.

MUSEUM OF CONTEMPORARY ART SAN DIEGO

STATEMENTS OF ACTIVITIES

FOR THE YEAR ENDED JUNE 30, 2015

(With Comparative Summarized Financial Information for the Year Ended June 30, 2014)

	Unrestricted	Temporarily Restricted	Permanently Restricted	2015	2014
SUPPORT AND REVENUES:					
SUPPORT:					
Contributions	\$ 1,362,015	\$ 1,369,048	\$ 344,623	\$ 3,075,686	\$ 3,216,282
City and County of San Diego grants	327,944	20,000	-	347,944	450,308
State and Federal grants	70,557	-	-	70,557	-
Net assets released from restrictions	1,783,831	(1,783,831)	-	-	-
Total support	3,544,347	(394,783)	344,623	3,494,187	3,666,590
REVENUES:					
Unrealized gain/(loss) on investments	(2,429,123)	(205,917)	-	(2,635,040)	3,742,345
Realized gain on investments	1,795,899	159,856	-	1,955,755	1,674,799
Special events	913,526	-	-	913,526	2,869,051
Dividend and interest income	795,798	67,825	-	863,623	836,942
Membership	592,917	-	-	592,917	654,732
Auditorium/Museum space rental	379,164	-	-	379,164	409,279
Other income	303,774	-	-	303,774	281,902
Museum store sales	187,654	-	-	187,654	187,323
Museum beverage service	178,649	-	-	178,649	173,518
Admission fees	137,256	-	-	137,256	133,073
Touring exhibit fees	123,000	-	-	123,000	29,322
Educational programs and lectures	25,716	-	-	25,716	48,934
Publication sales	579	-	-	579	4,984
Total revenues	3,004,809	21,764	-	3,026,573	11,046,204
Total support and revenues	6,549,156	(373,019)	344,623	6,520,760	14,712,794
EXPENSES:					
Program services:					
Exhibitions	2,565,666	-	-	2,565,666	2,422,750
Permanent collection, circulation and accession	1,573,911	-	-	1,573,911	1,588,301
Auditorium/Museum space rental	617,292	-	-	617,292	627,772
Membership support	540,987	-	-	540,987	445,140
Curatorial	454,015	-	-	454,015	497,382
Education, performances and library	380,976	-	-	380,976	361,136
Museum stores	233,103	-	-	233,103	224,719
Publications	69,237	-	-	69,237	16,857
Total program services	6,435,187	-	-	6,435,187	6,184,057
Supporting services:					
General and administrative	1,548,304	-	-	1,548,304	1,558,105
Advancement	461,753	-	-	461,753	535,323
Special events	447,736	-	-	447,736	1,588,515
Communications	322,937	-	-	322,937	305,792
Building expansion	246,631	-	-	246,631	232,478
Museum beverage service	128,815	-	-	128,815	144,824
Total supporting services	3,156,176	-	-	3,156,176	4,365,037
Total expenses	9,591,363	-	-	9,591,363	10,549,094
CHANGE IN NET ASSETS	(3,042,207)	(373,019)	344,623	(3,070,603)	4,163,700
NET ASSETS - Beginning of year	23,346,047	7,947,812	39,867,302	71,161,161	66,997,461
NET ASSETS - End of year	\$ 20,303,840	\$ 7,574,793	\$ 40,211,925	\$ 68,090,558	\$ 71,161,161

The accompanying notes are an integral part of these financial statements.

MUSEUM OF CONTEMPORARY ART SAN DIEGO

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2015

(With Comparative Summarized Financial Information for the Year Ended June 30, 2014)

	<u>2015</u>	<u>2014</u>
Cash Flows From Operating Activities:		
Change in net assets	\$ (3,070,603)	\$ 4,163,700
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Net realized and unrealized (gain)/loss on investments	679,285	(5,417,144)
Depreciation and amortization	1,177,524	1,172,314
Contributions of stock and securities	(951,407)	(830,207)
Contribution restricted for long-term investments	(344,623)	(125,000)
Changes in assets and liabilities:		
Accounts receivable	(18,478)	21,667
Pledges and grants receivable	(36,365)	933,043
Inventory	(18,991)	21,400
Prepaid expenses and other assets	(76,445)	(39,508)
Accounts payable and accrued expenses	86,474	61,743
Deferred revenue	341,438	(292,789)
Deferred compensation	118,509	107,269
Net cash used in operating activities	<u>(2,113,682)</u>	<u>(223,512)</u>
Cash Flows From Investing Activities:		
Proceeds from sales of investments	12,343,833	11,512,816
Purchases of investments	(9,545,190)	(8,562,145)
Purchases of property and equipment	(642,780)	(101,993)
Net cash provided by investing activities	<u>2,155,863</u>	<u>2,848,678</u>
Cash Flows From Financing Activities:		
Principal payments on long-term debt	(800,000)	(800,000)
Net borrowings/(payments) on line of credit	-	(500,000)
Contributions restricted for long-term use	344,623	125,000
Net cash used in financing activities	<u>(455,377)</u>	<u>(1,175,000)</u>
Net Change in Cash and Cash Equivalents	<u>(413,196)</u>	<u>1,450,166</u>
Cash and Cash Equivalents - Beginning of year	<u>2,160,425</u>	<u>710,259</u>
Cash and Cash Equivalents - End of year	<u>\$ 1,747,229</u>	<u>\$ 2,160,425</u>
Supplemental Disclosure of Cash Flow Information:		
Cash paid for interest	<u>\$ 4,725</u>	<u>\$ 7,922</u>

Non-cash Investing and Financing Activities:

During 2015, the Museum acquired approximately \$90,000 of fixed assets under capital leases.

The accompanying notes are an integral part of these financial statements.

MUSEUM OF CONTEMPORARY ART SAN DIEGO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities - The **Museum of Contemporary Art San Diego** (the “Museum”) - one museum with three distinct, complementary locations in San Diego and La Jolla, California - is a visual arts institution with an international constituency. The Museum aims to culturally enrich the lives of residents and visitors from around the world with collections, exhibitions and programs that focus on the art and artists of our time. The general purposes of the Museum are to acquire, exhibit and preserve works of art created since 1950 for the benefit of future generations, to foster the work of living artists and to promote an awareness and appreciation of the value of emerging artistic creativity through an active education program for adults and young people, to present and interpret significant developments in contemporary art, and to offer the public broad, balanced perspectives on contemporary art. The Museum’s programs are supported primarily by contributions and investment returns.

Basis of Presentation - The financial statements are presented in accordance with the authoritative guidance related to not-for-profit entities. The authoritative guidance requires that net assets, revenue, gains, expenses, and losses be classified as unrestricted, temporarily restricted, and permanently restricted. The Museum distinguishes between contributions that are unrestricted and those that contain donor-imposed restrictions. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. Donor-restricted contributions whose restrictions are met in the same reporting period are reported as unrestricted contributions.

Contributions of goods are recognized in the financial statements if the goods received (a) create or enhance non-financial 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. The Museum reports such contributions at their estimated fair value when received. Included in unrestricted contributions and related expenses for 2015, is approximately \$210,000 of contributed goods and services.

Contributions of long-lived assets with explicit restrictions that specify how the assets are to be used and other assets that must be used to acquire long-lived assets are reported as temporarily restricted contributions. Absent explicit donor stipulation about how long these long-lived assets must be maintained, the Museum reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

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

Unrestricted Net Assets – All net assets that are not subject to donor-imposed restrictions are reported as unrestricted net assets.

Temporarily Restricted Net Assets – Temporarily restricted net assets include gifts for which donor-imposed restrictions have not been met and funds for which the ultimate purpose of the proceeds is not permanently restricted. Temporarily restricted net assets are restricted primarily for exhibitions, the acquisition of art works, capital expansion, and time.

MUSEUM OF CONTEMPORARY ART SAN DIEGO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2015

Permanently Restricted Net Assets – Permanently restricted net assets include gifts which require by donor-imposed restrictions that the corpus is invested in perpetuity and only the investment income be made available for the Museum’s operations in accordance with donor restrictions, if any.

Grants - City and County of San Diego grants and other grants are recognized as permanently restricted, temporarily restricted, or unrestricted support, depending on the stipulations of the grant agreements. When a grant restriction expires, stipulated time restrictions end or purpose restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions. Grants whose restrictions are met in the same reporting period are reported as unrestricted support.

Pledges and Grants Receivable - Unconditional promises to give are recorded as pledges receivables, and revenues in the period received. Pledges receivable consist of unconditional promises to give. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of their estimated future cash flows. Discounts to present value are computed using risk adjusted rates applicable in the years in which those promises are received. Risk adjusted interest rates ranged from approximately 1.6% to 2.5% per annum.

Amortizations of the discounts are included in contributions. Conditional promises to give are not recorded as contributed income until the conditions are substantially met.

Cash Equivalents - For financial statement purposes, the Museum considers all highly liquid unrestricted investments with a maturity of three months or less when purchased to be cash equivalents.

Investments - Investments are accounted for in accordance with the authoritative guidance. Under the provisions of the authoritative guidance, investments in equity securities with readily determinable fair market values and all debt securities should be reported at fair market value with gains and losses included in the statement of activities. Realized gains or losses recognized on the sale of securities are based upon the original cost of the security, as determined by the specific identification method. Unrealized gains and losses represent the change in the fair market value of the individual investments for the year or since the acquisition date if acquired during the year and are recorded in the statement of activities as part of current year operations.

During 2015, investments consisted of U.S. government securities and other debt and equity securities and are recorded at fair market value. The fair value of investments in securities traded on national security exchanges is valued at the closing price on the last business day of the fiscal year. Securities are generally held in custodial investment accounts administered by certain financial institutions.

Investments are made according to the Investment Policy Statement adopted by the Museum’s Board of Trustees. These guidelines provide for investments in equities, fixed income, and other securities with performance measured against appropriate indices. Outside parties are contracted by the Museum for the purpose of providing investment management and consulting.

MUSEUM OF CONTEMPORARY ART SAN DIEGO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2015

Property and Equipment - Property and equipment is stated at cost or, in the case of donated property and equipment, at fair value at the date of gift, less accumulated depreciation. Depreciation is provided for using the straight-line method over the estimated useful lives of the assets, which is 25 to 50 years for buildings, the lesser of the useful life or the lease term for leasehold improvements, and 3 to 10 years for furniture and equipment. The Museum capitalizes acquisitions of property and equipment in excess of \$1,000.

Collections - The permanent collection of the Museum consists of paintings, sculpture, installations, works on paper (including photography), video, and other media.

The cornerstone of any museum is its collection. It is the responsibility of the Museum to acquire objects for its collection, to maintain them for use in exhibitions, education and research, and to preserve the collection in perpetuity. Acquisition and preservation of objects are the primary responsibilities of the Board of Trustees, the executive director and the curatorial staff.

The collections, which were acquired through purchases and contributions since the Museum's inception, are not recognized as assets on the statement of financial position. Purchases of collection items are recorded as decreases in unrestricted net assets in the year in which the items are acquired. Contributed collection items are not reflected in the financial statements. Proceeds from deaccessions or insurance recoveries are reflected as increases in the appropriate net asset classes.

Charitable Remainder Trusts - The Museum is a beneficiary of certain trust funds held by others and has recorded an asset for the net present value of the estimated future amount to be received from such trusts. Charitable remainder trusts are trusts established in connection with a split-interest agreement, in which the donor or a third-party beneficiary receives specified distributions during the agreement's term. Upon termination of the trust, the Museum receives the assets remaining in the trust. The present values are calculated by using recent life expectancy tables and risk adjusted discount rates of between 1.61% and 2.51% as of June 30, 2015.

Management determines the fair value measurement valuation policies and procedures, including those for Level 3 recurring and nonrecurring measurements. At least annually, Management: (1) determines if the current valuation techniques used in fair value measurements are still appropriate, and (2) evaluates and adjusts the unobservable inputs used in the fair value measurements based on current market conditions and third-party information. The Museum did not receive any new charitable trusts during fiscal year 2015. During 2015, the present value of the expected future benefit to the Museum of these assets increased by approximately \$80,000. At June 30, 2015, these assets were valued at approximately \$910,000 and are included in the long-term portion of pledges and grants receivable on the statement of financial position.

Inventory - Inventory, consisting primarily of merchandise held for sale in the Museum's stores, is carried at the lower of cost, determined principally on a first-in, first-out basis, or market.

Other Assets - In December 2008, the Museum purchased a Type 47 Liquor License and established a DBA called Museum Beverage Services. Total costs related to the purchase equaled approximately \$102,000 and consisted of legal, escrow fees, and miscellaneous other costs. These costs were capitalized in accordance with the authoritative guidance and are included in long-term other assets.

MUSEUM OF CONTEMPORARY ART SAN DIEGO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2015

The useful life of an intangible asset is the period over which the asset is expected to contribute directly or indirectly to the future cash flows of the owner. As management has determined that the license has an indefinite life, the Museum has not amortized the license. The Museum performs an impairment analysis, and evaluates the useful life on an annual basis to determine whether events and circumstances continue to support an indefinite useful life and the carrying amount. There was no impairment as of June 30, 2015.

Deferred Revenue - Deferred revenue represents amounts collected in advance for exhibitions, membership fees, special events, and rental income. Such amounts are recognized as revenue in the period in which they are earned.

Deferred Rent - Rent expense is recorded on a straight-line basis over the term of the lease.

Income Taxes - The Museum is a not-for-profit organization and is exempt from federal and California income taxes under Section 501(c)(3) of the Internal Revenue Code and applicable state statutes. The Museum, however, may be subject to tax on income which is not related to its exempt purpose. The Museum had no unrelated business income tax for the year ended June 30, 2015.

At June 30, 2015, the federal statute of limitation remains open for the 2011 through 2015 years. The statute of limitations for the state income tax returns remains open for the 2010 through 2015 years.

Use of Estimates - The preparation of financial statements in conformity with U.S. generally accepted accounting principles 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 statement of financial position and the reported amounts of revenues and expenses during years presented. Actual results could differ from those estimates. Significant estimates used in preparing these financial statements include those assumed in computing the estimated future cash flow of charitable remainder trusts, pledges and grants receivables, and deferred liability calculations.

Credit Risk - The Museum invests in various types of marketable securities and money market funds, and has established guidelines relative to diversification and maturities that target certain safety and liquidity risk levels. These guidelines are periodically reviewed and modified to take advantage of trends in yields and interest rates.

The Museum invests in various investment securities, including U.S. government securities, corporate debt instruments, and corporate stocks. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

The Museum maintains cash balances at banks located in San Diego. Accounts at these institutions are secured up to the Federal Deposit Insurance Corporation limits. At times, balances may exceed federally insured limits. The Museum has not experienced any losses in such accounts. Management believes that the Museum is not exposed to any significant credit risk with respect to its cash and cash equivalents.

MUSEUM OF CONTEMPORARY ART SAN DIEGO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2015

Fair Value Measurements - Authoritative guidance establishes a common definition for fair value to be applied to generally accepted accounting principles in the U.S. requiring use of fair value, establishes a framework of measuring fair value, and expands disclosures about such fair value measurements.

Fair value is defined as the hypothetical price (excluding transaction costs) that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is determined based on the assumptions that market participants would use in pricing the asset or liability.

Endowment Net Assets - Authoritative guidance provides direction 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”). The State of California approved a version of UPMIFA in September 2008 with an effective date of January 1, 2009.

Prior Year Information - The financial statements include certain prior-year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with U.S. generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Museum’s audited financial statements for the year ended June 30, 2014, from which the summarized information was derived.

2. INVESTMENTS

Investments are carried at fair value based on quoted market prices and at June 30, 2015, consisted of the following:

Equity securities	\$ 24,095,689
Fixed income securities	7,453,201
Commodities	1,738,624
Real estate	1,711,200
Cash	1,576,046
	<u>\$ 36,574,760</u>

The Museum’s investment activities for 2015 resulted in dividend and interest income of approximately \$864,000, net realized and unrealized loss on investments of approximately \$679,000 and total fees of approximately \$156,000.

MUSEUM OF CONTEMPORARY ART SAN DIEGO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2015

3. PLEDGES AND GRANTS RECEIVABLE

As of June 30, 2015, the Museum has unconditional pledges and grants receivable which are due as follows:

Within one year	\$ 324,356
One to five years	268,000
Greater than five years	2,636,444
	<u>3,228,800</u>
Less unamortized discount	<u>(1,346,675)</u>
	<u>\$ 1,882,125</u>

Based on its history of collections and an assessment of existing receivables, management of the Museum believes that no allowance for doubtful pledges, grants, and other receivables is necessary at June 30, 2015. Pledges receivable from related parties totaled approximately \$951,000 at June 30, 2015.

4. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at June 30, 2015:

Buildings and leasehold improvements	\$ 37,134,847
Furniture and equipment	5,105,760
	<u>42,240,607</u>
Less accumulated depreciation	<u>(16,390,609)</u>
	25,849,998
Land	8,072,638
Construction in Progress	511,888
	<u>511,888</u>
Property and equipment - net	<u>\$ 34,434,524</u>

Depreciation expense was approximately \$1,162,000 for 2015.

In July 2004, an unrelated party transferred title for land and a building for a third location to the Museum, the fair value of which was estimated to be \$6,771,000. In connection with the transfer, the Museum granted the City of San Diego an option to acquire the land and building on or after July 31, 2091, or prior to that date if the Museum commits a default under the related transfer agreement.

Default includes failure to perform any substantive covenant, condition, or obligation of the Museum under the transfer agreement, including continuous operation of the property as a contemporary art museum. The Museum was not aware of any defaults as of June 30, 2015.

MUSEUM OF CONTEMPORARY ART SAN DIEGO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2015

5. DEBT

Line of Credit - The Museum has a line of credit agreement with a bank expiring in January 2016 that provides for borrowings up to \$1,000,000 at any one time at a variable interest rate, which was 3.25% per annum at June 30, 2015. The line of credit is uncollateralized. At June 30, 2015, there was no outstanding balance under this agreement. There were no draws on the line during the fiscal year. The line of credit agreement contains both financial and nonfinancial covenants. At June 30, 2015 the Museum was in compliance with all covenants.

Long-Term Debt - In December 2004, the Museum borrowed \$13,000,000 through the issuance of tax-exempt variable rate demand certificates of participation (the "Bonds") issued by the County of San Diego. The Bonds bear interest at a weekly interest rate determined by Westhoff, Cone & Holmstedt (the "Remarketing Agent"), which was 0.08% per annum at June 30, 2015. The next scheduled payment is November 1, 2023.

The Bonds mature on November 1, 2034, subject to prior redemption, and are secured by a \$9,750,000 (the "Stated Amount") irrevocable, direct-pay letter of credit (the "LC") issued by Northern Trust Bank (the "Bank") for the Museum, in the favor of the bondholders, which expires on February 3, 2016, unless extended. The Museum is required to have a letter of credit related to the Bonds through the maturity date.

The Museum pays to the Bank a LC fee based on a leverage ratio calculation. At June 30, 2015, the LC fee was equal to 0.75% per annum of the stated amount of the LC. LC fees are paid quarterly in advance, which commenced on February 2, 2011.

Furthermore, according to the terms of the LC the Museum has provided the Bank with a perfected first priority lien and security interest in the gross revenues of the Museum and each account in which the gross revenues are deposited.

The Museum must satisfy certain contractual covenants related to the Bonds that include, among others, meeting an annual liquidity requirement, maintaining its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, limiting capital expenditures and additional debt, and meeting annual financial reporting and audit requirements. The Museum was in compliance with these requirements as of June 30, 2015.

The proceeds of the Bonds were applied to the financing of the acquisition, construction, installation, improvement, renovation, furnishing, and equipping of new Museum galleries and other related facilities associated with the expansion project (collectively, "the Project") in San Diego. The Project included renovating the historic Santa Fe Depot "baggage building" and constructing an adjacent three-story contemporary structure.

In connection with the issuance of the Bonds, the Museum incurred approximately \$460,000 of certain directly related issuance expenses, which have been capitalized as debt issuance costs. These deferred financing costs are being amortized to general and administrative expense over the life of the Bonds. Amortization expense of approximately \$15,000 was recognized in 2015.

MUSEUM OF CONTEMPORARY ART SAN DIEGO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2015

Future minimum principal payments related to the bank loan and to the bonds are as follows:

Years Ending June 30,	
2016	\$ -
2017	-
2018	-
2019	-
2020	-
Thereafter	4,550,000
	<u>4,550,000</u>
Less current portion	-
	<u><u>\$ 4,550,000</u></u>

6. FAIR VALUE MEASUREMENTS

Authoritative guidance establishes a hierarchy for ranking the quality and reliability of the input information used to determine fair values, requiring that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

Level 1: Unadjusted quoted market prices in active markets for identical assets or liabilities.

Level 2: Unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Significant unobservable inputs for the asset or liability.

MUSEUM OF CONTEMPORARY ART SAN DIEGO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2015

The following disclosures provide the fair value of financial instruments at June 30, 2015:

	<u>(Level 1)</u>	<u>(Level 2)</u>	<u>(Level 3)</u>	<u>Total</u>
Charitable Remainder Trusts	\$ -	\$ -	\$ 910,091	\$ 910,091
Common Stock Funds:				
Domestic:				
Large Cap	11,666,637	-	-	11,666,637
Mid Cap	936,114	-	-	936,114
Small Cap	1,910,724	-	-	1,910,724
Commodities - natural resources	1,738,624	-	-	1,738,624
International:				
International Developed	7,498,213	-	-	7,498,213
Emerging Markets	2,084,001	-	-	2,084,001
Fixed Income Funds:				
Government Agencies	465,035	4,241,204	-	4,706,239
Corporate Bond Funds	2,072,461	-	-	2,072,461
Exchange Traded Funds	674,501	-	-	674,501
Real Estate Investment Trust	1,711,200	-	-	1,711,200
	<u>\$ 30,757,510</u>	<u>\$ 4,241,204</u>	<u>\$ 910,091</u>	<u>\$ 35,908,805</u>

See Note 1 for a discussion of the fair value measurements of these assets.

For assets and liabilities measured at fair value on a recurring basis using Level 3 inputs during the year, authoritative guidance requires a reconciliation of the beginning and ending balances for each major category as follows:

	<u>Charitable Remainder Trusts</u>
Balance as of July 1, 2014	\$ 829,734
Unrealized gain	80,357
Balance as of June 30, 2015	<u>\$ 910,091</u>

MUSEUM OF CONTEMPORARY ART SAN DIEGO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2015

7. ENDOWMENT NET ASSETS

In August 2008, the Financial Accounting Standards Board (“FASB”) issued authoritative guidance for endowments which 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 UPMIFA. The State of California approved a version of UPMIFA in September 2008, effective January 1, 2009.

Authoritative guidance requires the Museum to classify a portion of a donor-restricted endowment fund of perpetual duration as permanently restricted net assets. Specifically, the portion classified as permanently restricted shall be (a) the amount of the fund that must be retained permanently per explicit donor stipulations or (b) in the absence of such stipulations, the amount which the Museum’s governing board determines must be retained (preserved) permanently consistent with UPMIFA.

Authoritative guidance requires affirmation that the amount that is classified as permanently restricted net assets is not reduced by losses on investments of the fund or by the Museum’s appropriations from the fund unless required by the donor. Furthermore, the portion of the fund that is not classified as permanently restricted net assets must be classified as temporarily restricted net assets until appropriated for expenditure by the Museum. Such appropriation is deemed to occur upon the Museum’s governing board’s approval of expenditures in the current period. Once the appropriation for expenditure has occurred, the appropriated amount is reclassified to unrestricted net assets.

UPMIFA states that, absent explicit donor instructions to the contrary, assets in an endowment fund are donor-restricted assets until appropriated by the Museum. The Museum interprets this to mean that all earnings on a donor-restricted endowment gift are restricted assets. As such, in accordance with the authoritative guidance, such earnings are classified as temporarily restricted net assets (time restricted) until appropriated by the Museum.

UPMIFA became effective in California for endowment funds existing on or established after January 1, 2009. The law defines an endowment fund to mean an institutional fund (excluding assets that an institution designates as an endowment fund for its own use) that, under the terms of a gift instrument, is not wholly expendable by the institution on a current basis. The law establishes various factors for the Museum to consider in the management and investment of endowment funds, as well as various factors for the Museum to consider in its determination as to whether to appropriate or accumulate the endowment funds.

Upon adoption of UPMIFA the Museum interpreted the corpus of invested permanently restricted funds to be approximately \$39,058,000. The Museum considers the value of an endowment gift to be considered for appropriation under UPMIFA to be equal to the sum of the original gift (and any subsequent donations) plus accumulated investment earnings, less accumulated investment losses and appropriations for expenditure by the Museum at any point in time.

MUSEUM OF CONTEMPORARY ART SAN DIEGO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2015

Previous California law restricted spending on donor-restricted endowment funds where the value of the fund fell below the “historic dollar value.” The historic dollar value represented the aggregate value of all contributions to an endowment fund at the time they were made. Absent explicit donor instructions to the contrary, the Museum interprets UPMIFA to have eliminated the historic dollar value limitation when considering endowment spending, instead providing guidelines for such spending (referred to as “appropriation” in UPMIFA). In accordance with UPMIFA, the Museum 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 Museum 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 Museum
- (7) The investment policy of the Museum

The Board adopted a spending policy for permanently restricted endowment funds based on a rolling average of historical market values. In fiscal year 2009 the Board approved the annual use of approximately 5% of the endowment funds’ calculated fair market value for the Museum’s operations. The Board appropriated approximately \$2,045,000 from permanently restricted endowment funds in 2015 for operations. An additional board approved draw of \$800,000 was drawn to pay down bond principal and interest in August 2014.

The Museum’s endowment investment policy and strategy is to emphasize total return, that is, the aggregate return from capital appreciation and dividend and interest income. Within this framework specific investment objectives for endowment investments include liquidity, preservation of capital, preservation of purchasing power, and long-term growth of capital.

Occasionally, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor requires the Museum to retain as a fund of perpetual duration. In accordance with the authoritative guidance, deficiencies of this nature are reported in unrestricted net assets in the year in which they occur. Deficiencies of this nature that are reported in unrestricted net assets were approximately \$5,259,000 as of June 30, 2015. Gains and income in subsequent years will be netted against this deficiency until the fair value is once again above the initial level. During 2015, approximately \$26,000 in gains and income on the endowments were netted against the loss classified in unrestricted net assets as of June 30, 2015.

MUSEUM OF CONTEMPORARY ART SAN DIEGO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2015

The following is a composition of the Museum's endowment (including board designated) by net asset class in total and by type of endowment fund as of June 30, 2015:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Board-designated Funds	\$ 2,378,624	\$ -	\$ -	\$ 2,378,624
Donor-restricted Funds	(7,638,095)	313,768	39,528,001	32,203,674
	<u>\$ (5,259,471)</u>	<u>\$ 313,768</u>	<u>\$ 39,528,001</u>	<u>\$ 34,582,298</u>

Changes in endowment net assets for the year ended June 30, 2015 are as follows:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment assets, June 30, 2014	\$ (2,567,469)	\$ 521,671	\$ 39,183,378	\$ 37,137,580
Interest and dividends, net	599,112	36,954	-	636,066
Net appreciation (realized gain)	1,746,448	107,212	-	1,853,660
Net depreciation (unrealized loss)	(2,320,690)	(142,757)	-	(2,463,447)
Funds in	-	-	344,623	344,623
Funds out	-	(157,188)	-	(157,188)
Appropriations	(1,945,872)	(23,124)	-	(1,968,996)
Bond pay down	(771,000)	(29,000)	-	(800,000)
Endowment assets, June 30, 2015	<u>\$ (5,259,471)</u>	<u>\$ 313,768</u>	<u>\$ 39,528,001</u>	<u>\$ 34,582,298</u>

Note that the difference between the permanently restricted net assets presented in the statement of activities and the amount included in the table above relates to outstanding pledge receivables and settlement of charitable remainder trusts not invested as an endowment.

8. TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets are available for the following purposes:

General operations and programs	\$ 3,554,045
Building campaign	2,056,184
Accessions and exhibitions	1,964,564
Total	<u>\$ 7,574,793</u>

MUSEUM OF CONTEMPORARY ART SAN DIEGO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2015

9. PERMANENTLY RESTRICTED NET ASSETS

Permanently restricted net assets are comprised of investments in perpetuity, the income from which is expendable for support of:

General operations and programs	\$ 35,798,750
Building campaign	1,836,227
Accessions and exhibitions	2,576,948
Total	<u>\$ 40,211,925</u>

10. NET ASSETS RELEASED FROM RESTRICTIONS

Net assets were released from donor restriction by board appropriation satisfying the restricted purposes specified by donors as follows:

General operations and programs	\$ 434,820
Accessions and exhibitions	784,633
Building campaign	564,378
Total	<u>\$ 1,783,831</u>

11. OPERATING LEASES

In July 1992, the Museum entered into a ground lease agreement for property the Museum occupies in downtown San Diego. The term of the lease is 99 years and the annual lease payment is \$1.00. The Museum has agreed to comply with certain use and operating restrictions as defined in the lease agreement. The estimated fair value of the lease for 2015 is approximately \$244,000 per year based on rent for similar property in the area and is reflected as unrestricted contributions support and expense in the accompanying statement of activities.

The Museum leases equipment under non-cancelable operating leases. Certain of these leases include renewal and purchase options. Rent expense during 2015 was approximately \$107,000.

Future minimum rental payments required under operating leases that have initial or remaining non-cancelable lease terms in excess of one year are as follows:

Year Ending June 30,	
2016	\$ 13,147
2017	5,763
2018	4,789
2019	2,566
2020	-
Thereafter	-
Total	<u>\$ 26,265</u>

MUSEUM OF CONTEMPORARY ART SAN DIEGO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2015

On February 1, 2006 (“Effective Date”), the Museum entered into an agreement with the National Rail Passenger Corporation (“Amtrak”) that allows Amtrak to occupy a portion of the David C. Copley Building (“Copley Building”). Although the agreement states that the \$850,000 payment received from Amtrak is a reimbursement for Amtrak’s agreed share of the costs of construction of the Copley Building, the Museum applied the applicable authoritative guidance to account for the payment as a lease. The term of the lease commenced on March 1, 2007 and expires on July 31, 2091. Rental income was approximately \$10,000 for 2015. Deferred rent revenue at June 30, 2015 is approximately \$761,000 and is included in deferred revenue on the statement of financial position.

12. CAPITAL LEASES

The Museum has entered into non-cancelable capital lease agreements for equipment. The assets and liabilities under capital leases are recorded at the lower of the present value of the minimum lease payments or the fair value of the assets. The assets are amortized over their estimated productive lives. Amortization of assets under capital leases is included in depreciation and amortization expense for 2015 and 2014.

Following is a summary of property held under capital leases:

Vehicles	\$ 92,569
Equipment	20,300
Less accumulated depreciation	<u>(18,891)</u>
	<u>\$ 93,977</u>

Future minimum principal and interest payments due under these leases are as follows:

Year Ending June 30,	
	2016
	2017
	2018
	2019
	2020
Thereafter	<u>-</u>
Total minimum lease payments	\$ 107,149
Amount representing interest	<u>(9,200)</u>
Present value of minimum lease payments	<u>\$ 97,949</u>
Total obligation	\$ 97,949
Less current portion	<u>(25,929)</u>
Long-term portion	<u>\$ 72,020</u>

MUSEUM OF CONTEMPORARY ART SAN DIEGO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2015

13. EMPLOYEE RETIREMENT PLAN

The Museum has an employee retirement plan that is a defined contribution plan under which the Museum matches a percentage of the participants' contributions after one year of employment. The contributions are made in accordance with Section 403(b) of the Internal Revenue Code. Total employer contributions were approximately \$94,000 for 2015.

In 2008 the Museum set up qualified 457(b) plans and a 457(f) plan for two top executives. Employer contributions to these plans totaled approximately \$70,000 in 2015. The plans require the Museum to deposit employer contributions in a separate bank account each year. Assets contributed to the plans remain the sole property of the Museum until a covered employee is eligible to receive distributions.

14. LITIGATION

In the normal course of business, the Museum is occasionally named in various claims and litigations. It is the opinion of management that the outcome of any pending items will not materially affect the operations or the financial position of the Museum. Management is not aware of any lawsuits where the Museum is currently named.

15. SUBSEQUENT EVENTS

The Museum has evaluated subsequent events through November 16, 2015, which is the date the financial statements were available to be issued.

**SUPPLEMENTAL SCHEDULES
FOR THE YEAR ENDED JUNE 30, 2015**

Museum of Contemporary Art San Diego
Statement of Functional Expenses
For the Year Ended June 30, 2015

	Program Services								Support Services							Total
	Exhibitions	Publications	Curatorial	Permanent Collections, Circulation and Accessions	Events and Visitor Services	Education Performances Library	Museum Stores	Membership Support	Museum Beverage Service	PR and Marketing	Development	Special Events	General and Administrative	Expansion Campaign	Building	
Salaries and employee benefits	\$ 362,352	\$ 4,623	\$ 413,333	\$ 234,905	\$ 335,634	\$ 160,159	\$ 86,667	\$ 285,321	\$ 15,254	\$ 196,119	\$ 412,826	\$ 5,315	\$ 1,084,111	\$ 144	\$ 189,270	\$ 3,786,033
Accessions of art, net of deaccessions	-	-	-	398,475	-	-	-	-	-	-	-	-	-	-	-	398,475
Advertising and marketing	-	-	-	-	2,158	5,417	-	-	-	60,688	-	1,000	-	-	-	69,263
Bank service fees/Interest expense	-	-	30	316	8,396	942	6,168	27,298	4,607	-	-	6,848	52,240	-	1,347	108,192
Amortization of Bond issuance fees	-	-	-	-	-	-	-	-	-	-	-	-	15,380	-	-	15,380
Contract services	124,912	137	210	41,033	8,954	11,535	1,004	70,621	54,479	21,455	18,587	172,954	35,915	110,490	283,703	955,989
Consulting services	-	-	-	-	-	-	-	-	-	-	-	-	-	35,619	-	35,619
Computer materials/service	-	-	-	5	-	-	-	-	-	-	-	-	-	-	1,598	1,603
Cost of sales	-	45,045	-	-	-	-	100,384	-	36,370	-	-	-	-	-	-	181,799
Depreciation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,162,145	1,162,145
Food and entertainment	5,044	-	1,501	134	358	3,099	211	50,992	-	412	4,169	56,981	44,827	13,198	268	181,194
Graphic design and printing	20,718	-	-	-	-	3,623	-	17,163	-	4,684	-	18,330	1,370	17,353	-	83,241
Honoraria/artist fees	12,242	-	-	-	-	300	-	-	-	-	-	250	2,000	-	-	14,792
Insurance	6,196	-	-	87,556	22	-	-	440	1,634	-	-	448	19,856	-	63,768	179,920
Investment fee	1,973	-	-	10,386	-	10,120	-	-	-	-	-	-	130,773	-	-	153,252
In-kind contributions	-	-	-	-	-	20,238	-	31,005	-	-	-	142,686	-	-	16,364	210,293
Legal and accounting	-	-	-	1,289	870	1,989	-	211	-	-	-	-	51,691	44,814	-	100,864
Loss on disposal of assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	94	94
Membership, dues and subscriptions	-	-	739	1,162	30	283	-	591	-	2,188	2,470	-	20,343	-	636	28,442
Miscellaneous	3,462	11,186	62	297	-	24,330	449	3,664	-	(5)	336	758	6,943	211	290	51,983
Newsletter	-	-	-	-	-	-	-	-	-	26,479	-	-	-	-	-	26,479
New employee search/staff training	1,240	-	486	1,246	502	1,255	383	890	-	623	525	-	1,226	324	622	9,322
Participation fees	78,450	-	-	-	-	-	-	-	-	-	-	-	-	-	-	78,450
Photography	7,168	-	-	235	-	300	-	3,350	-	150	-	2,925	-	300	-	14,428
Postage	6	491	214	174	33	524	15	11,931	-	152	127	4,932	1,876	-	2	20,477
Rentals	217,557	7,450	-	14,721	-	894	-	9,360	12,311	-	-	29,223	4,692	-	55,246	351,454
Repairs and maintenance	-	-	-	3,515	398	-	23	-	-	-	-	-	2,027	-	128,707	134,670
Restoration	21,170	-	-	8,500	-	2,260	-	-	-	-	-	-	-	-	-	31,930
Shipping and crating	214,307	25	37	85,412	-	209	5,217	458	-	-	96	47	90	551	87	306,536
Supplies and equipment	45,495	280	853	26,230	4,277	6,555	1,417	5,476	4,160	1,964	388	4,696	5,886	388	47,046	155,111
Taxes	-	-	-	67	17,333	-	-	-	-	-	-	-	1,593	-	44,638	63,631
Telephone	-	-	-	-	-	47	-	50	-	-	-	-	1,876	-	66,576	68,549
Travel and accommodations	60,990	-	9,913	4,171	348	9,779	2,240	18,708	-	1,679	1,285	343	32,500	23,239	2,601	167,796
Utilities	-	-	-	27,363	-	-	-	-	-	-	-	-	-	-	416,594	443,957
	1,183,282	69,237	427,378	947,192	379,313	263,858	204,178	537,529	128,815	316,588	440,809	447,736	1,517,215	246,631	2,481,602	9,591,363
Allocation of building expenses	1,382,384	-	26,637	626,719	237,979	117,118	28,925	3,458	-	6,349	20,944	-	31,089	-	(2,481,602)	-
	<u>\$ 2,565,666</u>	<u>\$ 69,237</u>	<u>\$ 454,015</u>	<u>\$ 1,573,911</u>	<u>\$ 617,292</u>	<u>\$ 380,976</u>	<u>\$ 233,103</u>	<u>\$ 540,987</u>	<u>\$ 128,815</u>	<u>\$ 322,937</u>	<u>\$ 461,753</u>	<u>\$ 447,736</u>	<u>\$ 1,548,304</u>	<u>\$ 246,631</u>	<u>\$ -</u>	<u>\$ 9,591,363</u>

MUSEUM OF CONTEMPORARY ART SAN DIEGO

SCHEDULE OF BUDGETED AND ACTUAL EXPENDITURES OF CITY FUNDS SPECIAL PROMOTIONAL FUND AWARD FOR THE YEAR ENDED JUNE 30, 2015

COMMISSION FOR ARTS AND CULTURE, CITY OF SAN DIEGO BUDGET AND EXPENSES	Budgeted	Actual	Total Funds
Expense Classification			
All salaried personnel	\$ 3,829,016	\$ 3,666,929	\$ 70,000
Operating Expenses - nonpersonnel			
Artists and performers	10,000	28,056	5,000
Advertising and marketing	143,073	122,863	45,000
Production and exhibition	1,170,025	1,342,272	168,444
Other (administrative, fundraising, stores, MBS)	1,661,264	1,662,962	-
Total operating expenses	2,984,362	3,156,153	218,444
Total expenses	\$ 6,813,378	\$ 6,823,082	\$ 288,444

NOTE: Budget and actual amounts are only a component of the Museum's operations and are not intended to reflect all of the operations of the Museum.