

SEATTLE ART MUSEUM

Financial Statements

For the Years Ended June 30, 2017 and 2016

Table of Contents

	Page
Independent Auditor's Report	1 - 2
Financial Statements:	
Balance Sheets	3
Statements of Activities	4 - 5
Statements of Cash Flows	6 - 7
Notes to Financial Statements	8 - 31

Independent Auditor's Report

**To the Audit Committee of the Board of Trustees
Seattle Art Museum
Seattle, Washington**

We have audited the accompanying financial statements of Seattle Art Museum (the Museum), which comprise the balance sheets as of June 30, 2017 and 2016, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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



T: 425-454-4919
T: 800-504-8747
F: 425-454-4620

10900 NE 4th St
Suite 1400
Bellevue WA
98004

clarknuber.com

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, 2017 and 2016, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Clark Nuber P.S.

Certified Public Accountants
December 12, 2017

SEATTLE ART MUSEUM

Balance Sheets
June 30, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Assets		
Cash and cash equivalents	\$ 14,858,711	\$ 16,003,353
Pledge receivables, current portion	5,626,695	4,428,525
Accounts receivable	346,521	960,985
Inventories	321,134	447,180
Prepaid expenses	<u>1,204,995</u>	<u>1,747,346</u>
Total Current Assets	22,358,056	23,587,389
Pledge receivables, net of current portion	23,991,196	29,750,866
Incentive to lessee	5,469,541	5,863,192
Deferred rental receivable	9,223,387	9,164,970
Prepaid lease	627,666	632,333
Property and equipment, net	109,820,379	113,581,695
Investments restricted for long-term purposes	121,990,894	105,794,980
Funds held in trust by others	<u>10,509,546</u>	<u>10,102,704</u>
Total Assets	<u>\$ 303,990,665</u>	<u>\$ 298,478,129</u>
Liabilities and Net Assets		
Accounts payable and accrued expenses	\$ 1,786,396	\$ 1,915,402
Line-of-credit	973,592	1,673,592
Notes payable, current portion	203,241	186,235
Deferred rental income and revenues	<u>1,228,591</u>	<u>1,658,423</u>
Total Current Liabilities	4,191,820	5,433,652
Notes payable, net of current portion	4,779,228	4,982,469
Minimum pension liability	<u>2,818,199</u>	<u>4,234,412</u>
Total Liabilities	11,789,247	14,650,533
Net Assets:		
Unrestricted	27,573,137	19,739,906
Temporarily restricted	117,186,065	119,097,054
Permanently restricted	<u>147,442,216</u>	<u>144,990,636</u>
Total Net Assets	<u>292,201,418</u>	<u>283,827,596</u>
Total Liabilities and Net Assets	<u>\$ 303,990,665</u>	<u>\$ 298,478,129</u>

See accompanying notes.

SEATTLE ART MUSEUM

Statements of Activities
For the Years Ended June 30, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Unrestricted Net Assets, Operating Activities:		
Support and Revenues-		
Contributions and grants	\$ 7,364,811	\$ 6,489,947
Store and café	2,995,097	2,643,138
Admissions	3,173,676	3,157,110
Other income	2,133,278	1,463,411
Investment return	19,451	113,435
Net assets released from restriction	11,091,605	11,102,746
Transfers from nonoperating activities	85,890	230,137
Total Support and Revenues	26,863,808	25,199,924
Expenses:		
Program-		
Exhibition and collection care	6,964,694	6,517,729
Facility and security	6,127,608	5,873,829
Marketing	1,927,506	1,570,459
Store and café	2,017,897	2,006,072
Education	1,559,312	1,491,079
Total program expenses	18,597,017	17,459,168
Support expenses-		
Administration	4,610,646	4,562,283
Fundraising	1,829,800	1,441,127
Membership	1,130,175	1,047,931
Depreciation	549,750	473,174
Total support expenses	8,120,371	7,524,515
Total Expenses	26,717,388	24,983,683
Net Operating Activities	146,420	216,241

See accompanying notes.

SEATTLE ART MUSEUM

Statements of Activities (Continued)
For the Years Ended June 30, 2017 and 2016

	2017	2016
Nonoperating Activities:		
Rental income	6,914,228	6,661,202
Rental expense	(5,926,251)	(6,242,962)
Contributions designated as nonoperating	2,059,080	
Uncollectible pledges	(266,862)	(125,641)
Capital projects expense	(4,935,430)	(526,477)
Capital projects depreciation	(6,395,184)	(6,312,321)
Accession of art objects	(298,803)	(794,199)
Financing expense	(157,916)	(26,921)
Other income		1,828,516
Minimum pension adjustment	1,660,414	(2,882,038)
Underwater endowment activity	3,342,799	(5,618,862)
Net assets released from restrictions	11,776,627	7,694,959
Transfers to operating activities	(85,890)	(230,137)
Total Nonoperating Activities	7,686,812	(6,574,881)
Change in Unrestricted Net Assets	7,833,232	(6,358,640)
Temporarily Restricted Net Assets:		
Contributions and grants	9,274,269	5,531,381
Art deaccessions	103,040	96,463
Investment return	13,436,427	(4,104,462)
Distribution received from funds held in trust by others	486,305	485,935
Underwater endowment activity	(3,342,799)	5,618,862
Change in donor restriction	1,000,000	
Net assets released from restrictions	(22,868,232)	(18,797,705)
Change in Temporarily Restricted Net Assets	(1,910,990)	(11,169,526)
Permanently Restricted Net Assets:		
Contributions and grants	3,044,738	18,223,699
Change in donor restriction	(1,000,000)	
Investment return from funds held in trust by others	406,842	(417,449)
Change in Permanently Restricted Net Assets	2,451,580	17,806,250
Change in Net Assets	8,373,822	278,084
Net assets, beginning of year	283,827,596	283,549,512
Net Assets, End of Year	\$ 292,201,418	\$ 283,827,596

See accompanying notes.

SEATTLE ART MUSEUM

Statements of Cash Flows
For the Years Ended June 30, 2017 and 2016

	2017	2016
Cash Flows From Operating Activities:		
Change in net assets	\$ 8,373,822	\$ 278,084
Adjustments to reconcile change in net assets to cash flows (used in) provided by operating activities-		
Depreciation and amortization	6,944,934	6,785,495
Contributions restricted for long-term investment	(3,044,738)	(18,223,699)
Unrealized (gain) loss on investments	(12,601,654)	5,000,719
Change in value of funds held in trust by others	(406,842)	417,449
Change in minimum pension liability	(1,416,213)	2,884,600
Accession of art objects, net	195,763	697,736
Changes in operating assets and liabilities:		
Accounts receivable	614,464	(729,196)
Pledge receivables	(1,396,334)	5,763,941
Inventories	126,046	235,439
Prepaid expenses and lease	547,018	(472,445)
Deferred rental receivable	(58,417)	(58,418)
Incentive to lessee, net	393,651	393,651
Accounts payable and accrued expenses	(129,006)	346,187
Deferred rental income and revenues	(429,832)	284,500
Net Cash (Used in) Provided by Operating Activities	(2,287,338)	3,604,043
Cash Flows From Investing Activities:		
Proceeds from sales of investments	27,123,054	13,032,432
Purchases of investments	(30,178,764)	(14,573,844)
Net change in cash equivalents included in investments	(538,550)	(1,371,458)
Purchases of property and equipment	(3,183,618)	(908,682)
Accession of art objects, net	(195,763)	(697,736)
Net Cash Used in Investing Activities	(6,973,641)	(4,519,288)

See accompanying notes.

SEATTLE ART MUSEUM

Statements of Cash Flows (Continued)
For the Years Ended June 30, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Cash Flows From Financing Activities:		
Proceeds from contributions restricted for long-term investment	9,002,572	8,009,032
Proceeds from notes payable		2,802,964
Principal payments on line of credit agreement, net	(700,000)	(87,038)
Principal payments on notes payable	<u>(186,235)</u>	<u>(2,200,065)</u>
Net Cash Provided by Financing Activities	<u>8,116,337</u>	<u>8,524,893</u>
Net Change in Cash and Cash Equivalents	(1,144,642)	7,609,648
Cash and cash equivalents, beginning of year	<u>16,003,353</u>	<u>8,393,705</u>
Cash and Cash Equivalents, End of Year	<u>\$ 14,858,711</u>	<u>\$ 16,003,353</u>
Supplementary Information:		
Cash paid for interest	\$ 254,119	\$ 220,243

See accompanying notes.

SEATTLE ART MUSEUM

Notes to Financial Statements For the Years Ended June 30, 2017 and 2016

Note 1 - Organization and Summary of Significant Accounting Policies

Nature of the Organization - The Seattle Art Museum (the Museum) is a not-for-profit organization formed for the purpose of promoting and cultivating the fine arts. The Museum's activities include acquiring and exhibiting paintings, sculptures and other works of art, providing lectures and art education, and generally fostering art in all of its locations.

The Museum's operations are primarily at three locations. The main location of the Museum opened in December 1991 and is located in downtown Seattle (City) at 1300 First Avenue. An expansion of the downtown facility opened in 2007, approximately doubling its square footage to provide more gallery space to exhibit the Museum's collections, a new café, and an expanded retail store.

The Museum's original home in the City's Volunteer Park was built in 1933 by the City with funds contributed by the Museum on the City property. The Volunteer Park facility underwent renovations and was reinstalled with displays of the Museum's Asian art collection, reopening in August 1994 as the Seattle Asian Art Museum (SAAM).

The 8.5 acre Olympic Sculpture Park (OSP or the Park) in downtown Seattle opened in 2007. In 1999, the Museum purchased the site, which was enhanced by the acquisition of adjacent property. The Museum Development Authority owns one parcel of the Park's property. As a free community gathering space, it includes permanent and temporary sculptures, pedestrian paths, amphitheater, and a pavilion with a café and a parking garage.

Museum Development Authority - The Museum Development Authority (the MDA) is a public corporation chartered by the City of Seattle (the City) pursuant to the Enabling Act. The public purpose of the MDA pursuant to its charter is to undertake, assist with and otherwise facilitate the development and operation of public art facilities in conjunction with the Museum, including, but not limited to, a downtown art museum and a public sculpture park on the Seattle waterfront. In accordance with the MDA charter, the Museum appoints three of the nine members of the MDA governing council. The MDA owns a portion of the existing downtown Museum facility, which is leased to the Museum. The activities, assets and liabilities of the MDA are not included in these financial statements.

Basis of Accounting - The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Basis of Presentation - The Museum reports its financial position and activities according to three classes of net assets, depending on the existence and nature of donor restrictions: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Unrestricted Net Assets - Contains support received and revenue earned that are not subject to donor-imposed restrictions and over which the Board of Trustees has discretionary control.

Temporarily Restricted Net Assets - Contains donor-imposed restrictions that require the Museum to use or expend the assets as specified. The restrictions are satisfied either by the passage of time and/or by action of the Museum.

Permanently Restricted Net Assets - Contains support in the form of endowment or sustaining funds. In accordance with purposes established by donors, the Museum is permitted to expend part or all of the investment return derived for either specified or unspecified purposes. Such income (loss) is recognized as a change in unrestricted or temporarily restricted net assets based on donor stipulations.

SEATTLE ART MUSEUM

Notes to Financial Statements For the Years Ended June 30, 2017 and 2016

Note 1 - Continued

Revenues are reported as increases in unrestricted net assets unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulation or by law. Expirations of temporary restrictions on net assets (i.e., the donor stipulated purpose has been fulfilled or the stipulated time period has lapsed) are reported as reclassifications between the applicable classes of net assets. Contributions received to acquire long-lived assets are reported as temporarily restricted contributions and released from restriction ratably over the life of the asset.

Cash and Cash Equivalents - The Museum considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. Cash balances include operating reserves maintained for the lease described at Note 11.

Receivables - Receivables primarily consist of unconditional promises to give (pledges receivable), which are recognized as revenues or gains in the period in which the promise is given, and trade receivables. Conditional promises to give are recognized only when the conditions on which they depend are substantially met and the promises become unconditional. Accounts are charged to a reserve as they are deemed uncollectible based on a periodic review of the accounts. Receivable balances are unsecured.

Inventories - Inventories are stated at the lower of cost or market on a first in first out basis. Inventories primarily represent gift shop articles, books and supplies held for sale.

Incentive to Lessee and Deferred Rental Receivable - Incentives paid to a lessee have been capitalized on the balance sheet as an asset and amortized over the term of the lease under the straight-line method. Deferred rental receivable represents the cumulative difference of recognizing lease revenue on a straight-line basis and the actual cash rental payments.

Investments - Investments consist primarily of marketable debt and equity securities as well as other nonmarketable securities. Investments in debt and equity securities are carried at fair value based on quoted market prices. Realized and unrealized gains and losses on investments are included in investment return in the statements of activities. Investments restricted for long-term purposes consist of contributions received that are restricted by the donor for long-term purposes such as for an endowment.

Investments in nonmarketable securities are carried at estimated fair value as provided by investment managers. The Museum reviews and evaluates the values provided by the investment managers and agrees with the valuation methods and assumptions used in determining the fair value of these investments. Those estimated fair values may differ significantly from the values that would have been used had a ready market for these investments existed.

Property and Equipment - All expenditures for repairs, maintenance, renewals and betterments that substantially prolong the useful lives of assets are capitalized. All acquisitions of property and equipment in excess of \$2,500 that have an estimated useful life exceeding one year are capitalized. Property and equipment are carried at cost or, if donated, at the approximate fair value at the date of donation.

SEATTLE ART MUSEUM

Notes to Financial Statements For the Years Ended June 30, 2017 and 2016

Note 1 - Continued

Depreciation is computed using the straight-line method over the following useful lives:

Buildings	40 years
Tenant improvements	Shorter of 40 years or life of lease
Park hardscaping	20 years
Furnishings and non-computer equipment	5 - 15 years
Computer equipment	3 years

From time to time, the Museum engages in large construction projects to remodel or expand existing locations. The Museum capitalizes certain administrative costs associated with these construction projects as the Museum believes this treatment more accurately reflects the costs incurred for these projects.

Deferred Rental Income and Revenues - Income from nonoperating rental activities and other revenues are deferred and recognized over the periods to which the activities relate.

Contributions - Donor-restricted contributions are recognized in the period the contribution is received. Unconditional promises to give are recorded in the period the promise is received. Contributions to be received after one year are discounted at an appropriate discount rate commensurate with the risk involved. An allowance for uncollectible contributions receivable is provided based upon management's judgment including such factors as prior collection history, type of contribution and nature of fundraising activity. Amortization of the discount is reported as contribution revenue. Donated marketable securities and other noncash donations are recorded as contributions at their estimated fair values at the date of donation.

Art Collections - Art objects are expensed when purchased and therefore, are not shown as assets on the balance sheets. Art objects pledged or donated to the Museum are not recorded for financial accounting purposes and, accordingly, are not included as contributed revenue in the statements of activities or as receivables on the balance sheets. Proceeds from deaccessions or insurance recoveries are reflected in the statements of activities based on the existence and nature of donor-imposed restrictions.

Donated Services and Use of Facilities - The Museum recognizes contributed services as revenue and expense if the services create or enhance nonfinancial assets or require specialized skills. A substantial number of unpaid volunteers have made significant contributions of their time in furtherance of the Museum's programs. The value of this contributed time is not included in the accompanying financial statements as it does not meet the criteria for recognition.

Costs incurred by the Museum to operate and maintain the Volunteer Park facility are partially funded by the City of Seattle. Such funding and the related costs are included as support and expenses in the accompanying financial statements.

SEATTLE ART MUSEUM

Notes to Financial Statements
For the Years Ended June 30, 2017 and 2016

Note 1 - Continued

Operating and Nonoperating Activity - Operating activities represent support and revenues and expenses solely related to the annual exhibition and education programs for the Museum. Nonoperating activities are the support and revenues and expenses related to leasing of the expanded downtown facility and land at the Olympic Sculpture Park, contributions for nonoperating activities, capital projects administration and other expenses, debt financing, adjustments for uncollectible pledges, minimum pension adjustments and the impacts of underwater endowments on unrestricted net assets. Nonoperating activities also include accession purchases related to the art collections. Art accession and deaccession are considered outside the scope of ongoing museum programs and operations due to the variable nature of this activity from one year to the next. Transfers reported on the statement of activities from nonoperating to operating activities represent prior nonoperating funding received utilized for operating activities in the current fiscal year.

Allocation of Functional Expenses - The costs of providing various programs and other operating activities have been summarized on a functional basis in the statements of activities, with the exception of depreciation and amortization expense, which has not been allocated. To evaluate the comparability of the Museum's management and general overhead with other nonprofit organizations, all expenses, including depreciation, amortization, and nonoperating expenses, must be allocated on a functional basis. Total expenses on a functional basis as defined by U.S. GAAP for the years ended June 30 are as follows:

	<u>2017</u>	<u>2016</u>
Operating Expenses:		
Program-		
Exhibition and collection care	\$ 7,050,293	\$ 6,614,530
Facility and security	6,215,268	5,934,154
Marketing	1,928,081	1,571,034
Store and café	2,017,935	2,006,111
Education	<u>1,564,094</u>	<u>1,495,861</u>
	18,775,671	17,621,690
Supporting-		
Administration	4,981,742	4,872,935
Fundraising	1,829,800	1,441,127
Membership	<u>1,130,175</u>	<u>1,047,931</u>
	<u>7,941,717</u>	<u>7,361,993</u>
Total Operating Expenses	26,717,388	24,983,683
Nonoperating Expenses:		
Program-		
Capital projects	11,330,614	6,838,798
Financing expense	<u>157,916</u>	<u>26,921</u>
	11,488,530	6,865,719
Supporting-		
Rental expense	<u>5,926,251</u>	<u>6,242,962</u>
Total Nonoperating Expenses	<u>17,414,781</u>	<u>13,108,681</u>
Total Expenses	<u>\$ 44,132,169</u>	<u>\$ 38,092,364</u>

SEATTLE ART MUSEUM

Notes to Financial Statements For the Years Ended June 30, 2017 and 2016

Note 1 - Continued

Income Taxes - The Museum has been notified by the Internal Revenue Service that it is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code (the Code) with the exception of income from any activities that are not related to the Museum's tax-exempt purpose. The Museum is further classified as an organization that is not a private foundation under Section 509(a)(1) of the Code.

Use of Estimates - The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reclassifications - Certain reclassifications are reflected in the 2016 financial statements to correspond to the 2017 year presentation. The reclassifications have no impact on previously reported total assets, liabilities, net assets or changes in net assets.

Note 2 - Pledges Receivables

Pledges receivable consisted of the following at June 30:

	2017			2016
	Endowment	Other	Total	Total
Pledges due in:				
Less than one year	\$ 5,315,000	\$ 5,900,617	\$ 11,215,617	\$ 10,790,696
Two to five years	12,960,000	4,484,088	17,444,088	24,027,450
More than five years		1,597,158	1,597,158	
Less discount to present value (1.00% to 1.70%)	(262,717)	(102,333)	(365,050)	(623,668)
Less allowance for doubtful accounts		(273,922)	(273,922)	(15,087)
Total Pledges Receivable, Net	\$ 18,012,283	\$ 11,605,608	\$ 29,617,891	\$ 34,179,391

Endowment pledges that are due in less than one year are reported as noncurrent pledges receivable on the balance sheet because the proceeds are restricted by donors for long-term investment.

Note 3 - Funds Held in Trust by Others

The Museum is a beneficiary of a trust held for the benefit of local nonprofit organizations. The trust, which is held in perpetuity, is administered by a financial institution and provides for quarterly earnings distributions to the Museum. The earnings are available for general operating purposes. The Museum's interest in the trust agreement, which is approximately 16%, is included in funds held in trust by others and permanently restricted net assets. The Museum received \$486,305 and \$485,935 in distributions from the trust during the years ended June 30, 2017 and 2016, respectively. The Museum's interest in gains and losses in the trust value are recognized in the statements of activities as permanently restricted. The balance related to the Museum's interest in this trust is reported at fair value and totaled \$10,509,546 and \$10,102,704 as of June 30, 2017 and 2016, respectively.

SEATTLE ART MUSEUM

Notes to Financial Statements For the Years Ended June 30, 2017 and 2016

Note 4 - Investments

Investments are held for the endowment funds described in Note 9 and consisted of the following categories at June 30:

	<u>2017</u>	<u>2016</u>
Cash and cash equivalents	\$ 4,076,189	\$ 3,253,014
Debt securities	17,560,392	13,121,138
Equity securities	40,471,706	31,870,133
Alternative investments	<u>59,882,607</u>	<u>57,550,695</u>
Total Investments	<u>\$ 121,990,894</u>	<u>\$ 105,794,980</u>

The following summarizes the return on investments by net asset classification at June 30:

	<u>2017</u>	<u>2016</u>
Unrestricted (operating and nonoperating)- Dividends and interest	\$ 19,451	\$ 113,435
Temporarily restricted-		
Dividends and interest	1,223,815	1,288,901
Realized and unrealized gain/(loss)	12,601,654	(5,000,719)
Investment fees	<u>(389,042)</u>	<u>(392,644)</u>
	<u>13,436,427</u>	<u>(4,104,462)</u>
Total Investment Return	<u>\$ 13,455,878</u>	<u>\$ (3,991,027)</u>

Note 5 - Fair Value Measurements

U.S. GAAP defines fair value, establishes a framework for measuring fair value, and requires disclosure about fair value measurements. To increase consistency and comparability in fair value measurements, U.S. GAAP uses a fair value hierarchy that prioritizes the inputs to valuation approaches into three broad levels. The hierarchy gives the highest priority to quoted prices in active markets (Level 1) and the lowest priority to unobservable inputs (Level 3).

Valuation Techniques - Financial assets and liabilities valued using Level 1 inputs are based on unadjusted quoted market prices within active markets. Financial assets and liabilities valued using Level 2 inputs are based primarily on quoted prices for similar assets or liabilities in active or inactive markets. Financial assets and liabilities using Level 3 inputs are primarily valued using management's assumptions about the assumptions market participants would utilize in pricing the asset or liability. Valuation techniques utilized to determine fair value are consistently applied.

SEATTLE ART MUSEUM

Notes to Financial Statements For the Years Ended June 30, 2017 and 2016

Note 5 - Continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2017 and 2016.

Mutual Funds - Valued at quoted market prices in active markets.

Equity Securities - Valued at the closing price reported on the active market on which the securities are traded.

Debt Securities - Valued using bid valuations from similar instruments in actively traded markets.

Alternative Investments - Value at net asset value (NAV) per share, or its equivalent, as a practical expedient, as reported by the investment manager unless specific evidence indicates the NAV should be adjusted.

Funds Held in Trust by Others - Valued based on the quoted market prices of underlying investments of the trust and the Museums' proportional beneficial interest in the trust.

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

SEATTLE ART MUSEUM

Notes to Financial Statements
For the Years Ended June 30, 2017 and 2016

Note 5 - Continued

Fair Values Measured on a Recurring Basis - Fair values of assets measured on a recurring basis at June 30, 2017 and 2016, were as follows:

	Fair Value Measurements at June 30, 2017			Total
	Level 1	Level 2	Level 3	
Funds Held in Trust by Others	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 10,509,546</u>	<u>\$ 10,509,546</u>
Investments:				
Marketable securities-				
Equity securities/mutual funds:				
Large blend	\$ 10,946,890	\$ -	\$ -	\$ 10,946,890
Foreign large growth	12,058,760			12,058,760
Natural resources	2,575,977			2,575,977
Foreign large blend	4,488,226			4,488,226
Global bond funds	2,477,555			2,477,555
Emerging markets fund	7,924,298			7,924,298
Debt securities/mutual funds:				
Intermediate-term bonds	4,253,336			4,253,336
Inflation protection	3,505,054			3,505,054
U.S. government		9,802,002		9,802,002
Total Investments in the Fair Value Hierarchy	<u>\$ 48,230,096</u>	<u>\$ 9,802,002</u>	<u>\$ -</u>	58,032,098
Investments measured at NAV ^(a)				59,882,607
Interest-bearing cash ^(b)				<u>4,076,189</u>
Total Investments				<u>\$ 121,990,894</u>

SEATTLE ART MUSEUM

Notes to Financial Statements
For the Years Ended June 30, 2017 and 2016

Note 5 - Continued

	Fair Value Measurements at June 30, 2016			
	Level 1	Level 2	Level 3	Total
Funds Held in Trust by Others	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 10,102,704</u>	<u>\$ 10,102,704</u>
Investments:				
Marketable securities-				
Equity securities/mutual funds:				
Large blend	\$ 9,454,348	\$ -	\$ -	\$ 9,454,348
Foreign large growth	10,118,589			10,118,589
Natural resources	2,756,400			2,756,400
Foreign large blend	2,626,809			2,626,809
Global bond funds	1,606,064			1,606,064
Emerging markets fund	5,307,923			5,307,923
Debt securities/mutual funds:				
Intermediate-term bonds	3,174,683			3,174,683
U.S. government		9,946,455		9,946,455
Total Investments in the Fair Value Hierarchy	<u>\$ 35,044,816</u>	<u>\$ 9,946,455</u>	<u>\$ -</u>	44,991,271
Investments measured at NAV ^(a)				57,550,695
Interest-bearing cash ^(b)				<u>3,253,014</u>
Total Investments				<u>\$ 105,794,980</u>

(a) In accordance with the Accounting Standards Codification (ASC) Subtopic 820-10, certain investments that were measured at fair value using the NAV per share (or its equivalent) practical expedient, which is industry standard, have not been classified in the fair value hierarchy. The fair value amounts presented in these tables are intended to permit reconciliation of the fair value hierarchy to the investment line item presented in the balance sheet.

(b) Interest-bearing cash is reported at cost plus accrued interest. The balance presented in these tables are intended to permit reconciliation of the fair value hierarchy to the investment line item presented in the balance sheet.

SEATTLE ART MUSEUM

Notes to Financial Statements
For the Years Ended June 30, 2017 and 2016

Note 5 - Continued

A reconciliation of the beginning and ending balances, by each major category of assets and liabilities, for fair value measurements made using significant unobservable inputs (Level 3) follows:

	Funds Held in Trust by Others
Balance, June 30, 2015	\$ 10,520,153
Total unrealized loss	<u>(417,449)</u>
Balance, June 30, 2016	10,102,704
Total unrealized gain	<u>406,842</u>
Balance, June 30, 2017	<u><u>\$ 10,509,546</u></u>

SEATTLE ART MUSEUM

Notes to Financial Statements For the Years Ended June 30, 2017 and 2016

Note 5 - Continued

The table below summarizes significant terms of the agreements with investment companies that value investments at NAV. There are no significant redemption restrictions or unfunded commitments on other types of investments.

Asset Class	Fair Value	Remaining Life	Unfunded Commitments	Redemption Terms	Redemption Restrictions
Limited Partnerships:					
Global venture capital/ private equity	\$ 428,917	Through 2022	\$ 3,985,872	None	None
US private equity	748,122	Through 2022	433,566	None	None
US venture capital	1,346,037	Through 2022	421,750	None	None
Emerging markets	2,852,736	None	None	Quarterly with 60 days notice.	None
Multi-strategy	4,495,686	None	None	Quarterly with 90 days notice.	None
Real assets	1,132,780	None	None	Monthly with 15 days notice.	None
Other	2,442,163	Through 2027	175,173	None	None
Limited Liability Corporation:					
Real assets	3,126,226	Through 2020	1,626,444	None	None
Other	2,421,488	None	None	Monthly with 10 days notice.	None
Global equity	3,697,049	None	None	Weekly with 3 business days notice.	None
Direct Investment:					
Long/short equity	5,033,413	None	None	Varies from annual or 18 months with 45 days notice to annual or every two years with 60 days notice.	No redemption gate- 20% fund level gate; one third and one-quarter investor level gates.
Multi-strategy	1,342,603	None	None	Varies from annual to every two years with 90 days notice.	No redemption gate- 25% fund level gate.
Opportunistic	7,717,048	None	None	Varies from annual to every two years with 90 days notice.	No redemption gate- 10% fund level gate.
U.S. Private equity	11,102,843	None	None	Monthly with 31 days notice.	No redemption gate.
Inflation Protection:					
Long/short equity	212,104	None	None	Monthly liquidity with 10 days notice to quarterly with 62 days notice.	No redemption gate.
International Equity Fund:					
Emerging markets	2,523,337	None	None	Monthly with 60 days notice.	None
Global equity	9,260,055	None	None	Monthly with 10 business days notice.	None
	<u>\$ 59,882,607</u>		<u>\$ 6,642,805</u>		

SEATTLE ART MUSEUM

Notes to Financial Statements For the Years Ended June 30, 2017 and 2016

Note 6 - Property and Equipment

Property and equipment is summarized as follows at June 30:

	<u>2017</u>	<u>2016</u>
Furnishings and equipment	\$ 20,517,381	\$ 19,967,427
Buildings	70,801,502	68,161,665
Tenant improvements	22,849,230	22,849,230
Remediation and hardscaping	38,866,861	38,764,162
Land	17,797,741	17,797,741
Work in progress	<u>43,493</u>	<u>152,364</u>
	170,876,208	167,692,589
Less accumulated depreciation	<u>(61,055,829)</u>	<u>(54,110,894)</u>
	<u>\$ 109,820,379</u>	<u>\$ 113,581,695</u>

Note 7 - Benefit Plans

The Museum maintains a defined contribution retirement plan (the DC Plan) qualified under Section 403(b) of the Internal Revenue Code. The DC Plan covers all permanent employees who have completed at least 1,000 hours of service and have attained the age of 21 years. The Museum contributes 4% of eligible employee's gross income to the DC Plan each pay period. In addition, the Museum contributes an additional 50% match on up to 4% of employee contributions to the DC Plan. Employer contributions are vested over a six year period. For the years ended June 30, 2017 and 2016, the Museum contributed \$228,414 and \$365,055, respectively.

The Museum also maintains a defined benefit pension plan (the DB Plan) covering a portion of its employees. Participant benefits are primarily related to years of credited service and annual earnings. As of September 1, 2006, the DB Plan was frozen to new participants. During the year ended June 30, 2013, the DB Plan was amended to freeze the accrual of benefits for all participants as of June 30, 2013. Benefits accrued through June 30, 2013, will not be reduced and participants will continue to earn vesting credit if not fully vested. The Museum's funding policy is to contribute amounts to the DB Plan sufficient to comply with the minimum regulatory funding requirements. For the years ended June 30, 2017 and 2016, the Museum recognized \$244,201 and \$2,562, respectively, of net periodic pension cost.

SEATTLE ART MUSEUM

Notes to Financial Statements
For the Years Ended June 30, 2017 and 2016

Note 7 - Continued

The following is the DB Plan's funded status and amounts recognized in the Museum's financial statements as of and for the years ended June 30:

	<u>2017</u>	<u>2016</u>
Change in projected benefit obligation (PBO)-		
Projected benefit obligation at beginning of year	\$ 12,870,103	\$ 10,359,772
Interest cost	420,612	422,332
Assumptions change	(214,199)	
Benefits paid	(424,815)	(349,800)
Actuarial (loss) gain	<u>(537,328)</u>	<u>2,437,799</u>
Projected benefit obligation at end of year	12,114,373	12,870,103
Change in plan assets-		
Fair value of plan assets at beginning of year	8,635,691	9,009,960
Actual gain (loss) return on plan assets	1,085,298	(24,469)
Benefits paid	<u>(424,815)</u>	<u>(349,800)</u>
Fair value of plan assets at end of year	<u>9,296,174</u>	<u>8,635,691</u>
Funded Status at Year End (Minimum Pension Liability)	<u>\$ (2,818,199)</u>	<u>\$ (4,234,412)</u>
Accumulated Benefit Obligation	<u>\$ 12,114,373</u>	<u>\$ 12,870,103</u>

Assumptions used to determine the benefit obligations for the DB Plan were as follows as of June 30:

	<u>2017</u>	<u>2016</u>
Weighted-average assumptions used to determine net periodic pension cost-		
Assumed discount rate	3.35%	4.18%
Expected long-term rate of return on DB Plan assets	6.00%	6.00%
Rate of compensation increase	N/A	N/A
Weighted-average assumptions used to determine benefit obligations-		
Assumed discount rate	3.67%	3.35%
Rate of compensation increase	N/A	N/A

SEATTLE ART MUSEUM

Notes to Financial Statements For the Years Ended June 30, 2017 and 2016

Note 7 - Continued

The expected long-term rate of return on assets reflects anticipated future experience. This basis is consistent with the prior period.

Investment goals and risk management practices:

- The total portfolio will be managed on a balanced basis with considerations for diversification, quality and marketability, in accordance with the investment policy statement.
- The portfolio strategy employed seeks total return over a long-term basis. Consistency of returns on an annual basis is emphasized over individual year results.

The inputs and valuation techniques used to measure the fair value of the assets are consistently applied and described in Note 5. All assets are valued using Level 1 inputs and consisted of the following at June 30:

	<u>2017</u>	<u>2016</u>
Money market funds	\$ 184,182	\$ 156,651
Debt mutual funds-		
Intermediate-term	2,798,756	2,586,097
International bond	651,200	612,780
Equity mutual funds-		
International	1,395,613	1,313,735
Large blend	1,019,436	950,656
Small blend	736,862	679,250
Large value	1,113,974	1,038,470
Large growth	1,118,371	1,026,664
Real estate mutual funds	<u>277,780</u>	<u>271,388</u>
	<u><u>\$ 9,296,174</u></u>	<u><u>\$ 8,635,691</u></u>

SEATTLE ART MUSEUM

Notes to Financial Statements
For the Years Ended June 30, 2017 and 2016

Note 7 - Continued

Pension benefit payments, which reflect expected future service, are expected to be paid in future years. Expected future benefit payments for each of the next five fiscal years and in the aggregate for the next five years are:

For the Fiscal Year Ending June 30,

2018	\$	654,814
2019		699,402
2020		703,392
2021		769,176
2022		812,651
2023 through 2027		<u>3,867,656</u>
	\$	<u>7,507,091</u>

As of the report date, the Museum is currently determining the optimal contribution amount to be made during the fiscal year ending June 30, 2018 for the plan year ended June 30, 2017.

SEATTLE ART MUSEUM

Notes to Financial Statements
For the Years Ended June 30, 2017 and 2016

Note 8 - Net Assets

Net assets consisted of the following at June 30:

	<u>2017</u>	<u>2016</u>
Unrestricted	\$ 27,573,137	\$ 19,739,906
Temporarily Restricted:		
Art acquisition	2,755,331	2,514,357
Capital projects	100,596,286	104,735,536
Education	806,848	75,575
Exhibition and collection care	2,370,223	2,208,684
General operations	3,857,992	2,468,809
Sculpture park operations	3,665,814	2,139,207
Library	21,965	12,231
Technology	13,326	
Time restricted pledges	<u>3,098,280</u>	<u>4,942,655</u>
Total Temporarily Restricted Net Assets	117,186,065	119,097,054
Permanently Restricted:		
Endowment funds for the following purposes-		
Art acquisition	5,778,775	5,778,375
Education	22,245,033	23,245,033
Exhibition and collection care	26,410,677	26,410,677
General operations	61,557,563	58,513,225
Sculpture park operations	20,614,268	20,614,268
Technology	164,354	164,354
Library	162,000	162,000
Funds held in trust by others	<u>10,509,546</u>	<u>10,102,704</u>
Total Permanently Restricted Net Assets	<u>147,442,216</u>	<u>144,990,636</u>
Total Net Assets	<u>\$ 292,201,418</u>	<u>\$ 283,827,596</u>

Temporarily Restricted-Capital Projects - Contributions received to acquire long-lived assets are reported as temporarily restricted contributions and released from restriction ratably over the life of the asset. There are some minor funds available to support art acquisitions, curatorial research, education programs or other specific purposes, as well as unreleased endowment earnings that carry donor purposed restrictions.

SEATTLE ART MUSEUM

Notes to Financial Statements For the Years Ended June 30, 2017 and 2016

Note 9 - Endowments

The Museum's endowments consist of over 100 funds established for a variety of purposes. As required by U.S. GAAP, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of Relevant Law - The Board of Trustees of the Museum has adopted the Washington State Prudent Management of Institutional Funds Act (PMIFA). The Board of Trustees has reviewed PMIFA and, having considered its rights and obligations thereunder, has determined that it is desirable to preserve, on a long-term basis, the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this determination, the Museum 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 Museum in a manner consistent with the standard of prudence prescribed by PMIFA. In accordance with PMIFA, the Museum considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- The duration and preservation of the fund;
- The purposes of the Museum and the donor-restricted endowment fund;
- General economic conditions;
- The possible effect of inflation and deflation;
- The expected total return from income and the appreciation of investments;
- Other resources of the Museum; or
- The investment policies of the Museum.

As of June 30, endowment net assets, excluding endowment pledges receivable and beneficial interest held in trust, consisted of the following:

	<u>2017</u>	<u>2016</u>
Donor restricted endowment funds:		
Unrestricted	\$ (4,360,185)	\$ (7,702,984)
Temporarily restricted	7,430,692	3,354,054
Permanently restricted	<u>118,920,387</u>	<u>110,143,911</u>
	<u>\$ 121,990,894</u>	<u>\$ 105,794,981</u>

SEATTLE ART MUSEUM

Notes to Financial Statements
For the Years Ended June 30, 2017 and 2016

Note 9 - Continued

Reconciliation to permanently restricted net assets at June 30:

	<u>2017</u>	<u>2016</u>
Permanently restricted endowment net assets	\$ 118,920,387	\$ 110,143,911
Permanently restricted endowment pledges receivable	18,012,283	24,744,021
Funds held in trust by others	<u>10,509,546</u>	<u>10,102,704</u>
Total Permanently Restricted Net Assets	<u><u>\$ 147,442,216</u></u>	<u><u>\$ 144,990,636</u></u>

Changes to endowment net assets, excluding endowment pledges receivable and beneficial interest held in trust, for the years ended June 30, 2017 and 2016, were as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Balances, June 30, 2015	\$ (2,084,122)	\$ 7,827,722	\$ 102,139,228	\$ 107,882,828
Endowment investment return-				
Interest and dividends		1,288,901		1,288,901
Realized and unrealized losses		<u>(5,393,362)</u>		<u>(5,393,362)</u>
Total endowment investment return		(4,104,461)		(4,104,461)
Underwater endowment activity	(5,618,862)	5,618,862		
Contributions and pledge payments			8,004,683	8,004,683
Appropriation of endowment for expenditure		<u>(5,988,069)</u>		<u>(5,988,069)</u>
Balances, June 30, 2016	(7,702,984)	3,354,054	110,143,911	105,794,981
Endowment investment return-				
Interest and dividends		1,243,266		1,243,266
Realized and unrealized gains		<u>12,193,161</u>		<u>12,193,161</u>
Total endowment investment return		13,436,427		13,436,427
Underwater endowment activity	3,342,799	(3,342,799)		
Contributions and pledge payments			9,776,476	9,776,476
Appropriation of endowment for expenditure		(6,016,990)		(6,016,990)
Change in donor restriction			<u>(1,000,000)</u>	<u>(1,000,000)</u>
Balances, June 30, 2017	<u><u>\$ (4,360,185)</u></u>	<u><u>\$ 7,430,692</u></u>	<u><u>\$ 118,920,387</u></u>	<u><u>\$ 121,990,894</u></u>

SEATTLE ART MUSEUM

Notes to Financial Statements For the Years Ended June 30, 2017 and 2016

Note 9 - Continued

Funds With Deficiencies - From time to time, the fair value of assets associated with individual donor restricted endowment funds may fall below the level that the donor or PMIFA requires the Museum to retain as a fund of perpetual duration. In accordance with U.S. GAAP, deficiencies of this nature that are reported in unrestricted net assets were \$4,360,185 and \$7,702,984 as of June 30, 2017 and 2016, respectively. These deficiencies resulted from unfavorable market fluctuations that occurred shortly after the investment of new permanently restricted contributions and continued appropriation for certain programs that was deemed prudent by the Board of Trustees. Subsequent gains that restore the fair value of the assets of the endowment fund to the required level will be classified as an increase in unrestricted net assets. The deficiencies and subsequent gains associated with these endowment funds are referred to as underwater endowment activity in the statement of activities.

Return Objectives and Risk Parameters - The Museum has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowments while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that the Museum must hold in perpetuity or for donor-specified periods as well as board-designated funds. Under this policy, as approved by the Board of Trustees, the endowment assets are invested in a manner that is intended to produce results that match or exceed the rate of return of a custom benchmark designed to effectively and proportionately represent the mix of asset classes within the Museum's portfolio while assuming a moderate level of investment risk. The primary investment objective of the endowment fund is to earn an average annual inflation-adjusted (real) return of at least 5% net of all investment management fees over the long term.

Strategies Employed for Achieving Objectives - To satisfy its long-term rate-of-return objectives, the Museum relies on a total return strategy in which investment returns are achieved through both capital appreciation, realized and unrealized gains and losses, and current yield, such as interest and dividends. The Museum targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term return objectives within prudent risk constraints.

Spending Policy and How the Investment Objectives Relate to Spending Policy - For the year ended June 30, 2017, the Museum employed a blended distribution rate of 5.7% based on the endowment's average fair value over the three-year period ending December 31, 2015. For the year ended June 30, 2016, the Museum employed a blended distribution rate of 5.6% based on the endowment's average fair value over the three-year period ending December 31, 2014. Under the current investment policy the distribution rate is to be maintained within the 5.0% to 6.0% range. In establishing this policy, the Museum considered the long-term expected return on its endowment. The Museum's objective is 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.

Note 10 - Related Party Lease Agreements as Lessee

The Museum is leasing land from MDA for use of its parcel at the Olympic Sculpture Park. Total lease payments of \$700,000 for this land are included in prepaid leases on the balance sheets and amortized over the life of the lease. The initial lease period expires in January 2152. The advanced lease payments are being amortized over the 150-year life of the lease. Contribution for the in-kind donation has not been recorded as the leased land is not readily susceptible to objective measurement or valuation given the unique required use of the land.

SEATTLE ART MUSEUM

**Notes to Financial Statements
For the Years Ended June 30, 2017 and 2016**

Note 10 - Continued

The Museum also leases units owned by MDA for expanded exhibition space in the addition adjacent to the Museum's downtown Seattle facility. The lease expires in December 2103, with required minimum lease payments through 2031. In addition to the minimum lease payments, the Museum is also obligated to bear the operating expenses of the MDA, and comply with certain public benefit provisions.

Future minimum payments under the terms of the lease approximate the following:

For the Fiscal Year Ending June 30,

2018	\$ 3,940,000
2019	3,939,000
2020	3,937,000
2021	3,941,000
2022	3,941,000
Thereafter	<u>34,475,000</u>
	<u>\$ 54,173,000</u>

The Museum is obligated to pay additional amounts under certain conditions specified in its lease agreements. Lease expense for the years ended June 30, 2017 and 2016, approximated \$3,961,000 and \$3,991,000, respectively.

Note 11 - Lease Agreement as Lessor

The Museum has an agreement with Nordstrom, Inc. to lease a portion of a condominium (Nordstrom Lease). Approximately 70% of the leased space is owned by the Museum. The remaining approximately 30% of the leased space is owned by FSP-RIC, LLC, which the Museum leases solely in order to sublet the space to Nordstrom, Inc. as part of the Nordstrom lease. The Nordstrom Lease term is 21 years, ending on May 31, 2031, and provides an option to lease additional space. In addition to base rent, Nordstrom is also responsible for operating expenses, in accordance with the lease agreement. The FSP-RIC Lease obligation is performed by Nordstrom, and the lease has the same commencement and expiration dates as the Nordstrom Lease.

SEATTLE ART MUSEUM

Notes to Financial Statements For the Years Ended June 30, 2017 and 2016

Note 11 - Continued

During the year ended June 30, 2017 and 2016, the Museum received approximately \$5,358,000 in lease payments. The following is a schedule of the approximate minimum future rent receivable:

For the Fiscal Year Ending June 30,

2018	\$ 5,299,188
2019	5,299,188
2020	5,299,188
2021	5,299,188
2022	5,299,188
Thereafter	<u>55,962,596</u>
	<u><u>\$ 82,458,536</u></u>

As a lease incentive, the Museum has assumed two real estate leases (the Existing Leases) on space from which Nordstrom has vacated to occupy the Museum's condominium. The cost of the lease assumption is \$849,756 and is amortized against leasing income over the term of the Museum's lease with Nordstrom. For both of the years ended June 30, 2017 and 2016, amortization of the lease assumption approximated \$62,000.

The Museum also provided a cash allowance for tenant improvements totaling approximately \$7,007,230. Cash allowance for tenant improvements is capitalized and amortized against leasing income over the term of the lease. Of the cash allowance, \$2,507,400 was financed by a note payable from FSP-RIC, LLC. Principal payments during the years ending June 30, 2017 and 2016 totaled \$93,330 and \$87,038, respectively. For the years ended June 30, 2017 and 2016, amortization of the cash allowance approximated \$318,000.

SEATTLE ART MUSEUM

Notes to Financial Statements
For the Years Ended June 30, 2017 and 2016

Note 12 - Notes Payable

Notes payable consisted of the following at June 30:

	<u>2017</u>	<u>2016</u>
Note payable to FSP-RIC, LLC in the original amount of \$2,507,400 plus \$200,831 in accrued interest; bears interest at 7% per annum; monthly payment of principal and interest beginning on February 2012; matures in May 2031.	\$ 2,272,410	\$ 2,365,740
Note payable to U.S. Bank in the original amount of \$2,802,964; bears interest at a subsidized rate of 1.27% per annum; monthly payment of principal and interest beginning on May 2017; matures in May 2031; secured with all equipment, property and improvements acquired with proceeds of the loan.	<u>2,710,059</u>	<u>2,802,964</u>
Gross notes payable	4,982,469	5,168,704
Less current portion	<u>(203,241)</u>	<u>(186,235)</u>
Long-Term Portion of Notes Payable	<u>\$ 4,779,228</u>	<u>\$ 4,982,469</u>

Interest expense for the years ended June 30, 2017 and 2016 was \$254,119 and \$220,243, respectively.

Aggregate principal maturities on the note payable are as follows:

For the Year Ending June 30,

2018	\$ 203,241
2019	221,357
2020	240,652
2021	261,197
2022	283,067
Thereafter	<u>3,772,955</u>
	<u>\$ 4,982,469</u>

SEATTLE ART MUSEUM

Notes to Financial Statements For the Years Ended June 30, 2017 and 2016

Note 13 - Line-of-Credit

At June 30, 2017, the Museum had a \$7,000,000 line-of-credit with U.S. Bank. The line-of-credit is due on demand and collateralized with general endowment assets. Amounts borrowed under this agreement bear interest at 0.9% per annum plus the one-month LIBOR rate quoted by U.S. Bank (1.96% at June 30, 2017). All outstanding principal is due April 30, 2018. There was an outstanding balance of \$973,592 and \$1,673,592 at June 30, 2017 and 2016, respectively. The Museum is subjected to certain loan covenants as stipulated in the debt agreements, which include a liquidity coverage ratio, fixed charge coverage ratio and collateral coverage ratio among others. As of June 30, 2017, the Museum was in compliance with loan covenants.

Note 14 - Concentration of Credit Risk

Financial instruments that potentially subject the Museum to concentrations of credit risk consist principally of cash and cash equivalents, investments and receivables. Investment managers engaged by the Museum make investment purchases, and the investments are monitored for the Museum by an investment advisor. Though the market value of investments is subject to fluctuations on a year-to-year basis, management believes the investment policy is prudent for the long-term welfare of the Museum and its beneficiaries. Balances in cash and cash equivalents and investments exceed federally insured limits.

Concentrations of credit risk with respect to pledge receivables are generally diversified due to the large number of individuals composing the Museum's programs and donor base. The Museum performs ongoing credit evaluations and writes off uncollectible amounts as they become known. The Museum has had no experience with significant losses due to concentrations of credit risk.

Note 15 - Related Party Transactions

The Museum receives contributions from members of the Board of Trustees and through foundations and corporations associated with members of the Board of Trustees. For the years ended June 30, 2017 and 2016, trustee contributions approximated \$13,326,000 and \$29,049,000, respectively. Outstanding amounts associated with the trustee pledges receivable approximated \$18,731,000 and \$28,682,000 as of June 30, 2017 and 2016, respectively.

Note 16 - Exhibit and Other Commitments

The Museum has entered into agreements to host several major exhibits. These exhibits will open in upcoming fiscal years. Under these agreements, the Museum is obligated to pay fees for use of the exhibits and exhibit related expenses. At June 30, 2017 and 2016, estimated fees for other exhibition commitments totaled approximately \$876,000 and \$683,000, respectively.

On occasion the Museum will enter into employment agreements with employees. When this occurs the agreements are generally for multiple years and include provisions for salary and other employee benefits.

SEATTLE ART MUSEUM

Notes to Financial Statements For the Years Ended June 30, 2017 and 2016

Note 17 - Subsequent Events

The Museum's management has evaluated subsequent events through December 12, 2017, the date on which the financial statements were issued.

In September 2017, the organization committed to a major renovation and modest expansion of SAAM. The City owns the SAAM building, and the building is listed on the National Register of Historic Places and landmarked by the City. The building has not been substantially renovated or restored since its original construction in 1933. The renovation includes new climate and humidity control for optimum art preservation, updated plumbing and electrical systems, seismic upgrades to safeguard visitors and collections, an updated loading dock and receiving area for safer art transport, as well as improvements to accessibility. The renovation also restores the existing building and its facades and finishes to National Historic Rehabilitation Standards.

The expansion is new construction on the southeast side of the building, extending the building footprint by approximately 3,200 square feet. The addition will add approximately 12,000 useable square feet on three floors. This additional space provides for a new art gallery, new space for expanded mechanical and electrical systems, a new dedicated education space for school and other groups, new art storage, conservation space, and offices.

The total project budget is approximately \$54,000,000, which includes construction, design and engineering, entitlements, and art moving, storage and reinstallation, funded through a combination of city and state funding, a capital campaign and historical rehabilitation tax credits.