

PUBLIC DISCLOSURE COPY

**Application for Extension of Time To File an Exempt Organization  
Return or Excise Taxes Related to Employee Benefit Plans**

Department of the Treasury  
Internal Revenue Service

File a separate application for each return.  
Go to [www.irs.gov/Form8868](http://www.irs.gov/Form8868) for the latest information.

**Electronic filing (e-file).** You can electronically file Form 8868 to request up to a 6-month extension of time to file any of the forms listed below except for Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts. An extension request for Form 8870 must be sent to the IRS in a paper format (see instructions). For more details on the electronic filing of Form 8868, visit [www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits](http://www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits).

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-TE and Form 8879-TE for payment instructions.

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

**Part I - Identification**

|  |   |   |
|--|---|---|
| <b>Type or Print</b>   | Name of exempt organization, employer, or other filer, see instructions.<br><b>GEORGIA O'KEEFFE MUSEUM</b>            | Taxpayer identification number (TIN)<br><b>85-0437114</b> |
| File by the due date for filing your return. See instructions. | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>217 JOHNSON STREET</b>                   |   |
|  | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>SANTA FE, NM 87501</b> |   |

Enter the Return Code for the return that this application is for (file a separate application for each return) 01

| Application Is For                       | Return Code | Application Is For                | Return Code |
|--|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ                  | 01          | Form 4720 (other than individual) | 09          |
| Form 4720 (individual)                   | 03          | Form 5227                         | 10          |
| Form 990-PF                              | 04          | Form 6069                         | 11          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 8870                         | 12          |
| Form 990-T (trust other than above)      | 06          | Form 5330 (individual)            | 13          |
| Form 990-T (corporation)                 | 07          | Form 5330 (other than individual) | 14          |
| Form 1041-A                              | 08          |                                   |             |

• After you enter your Return Code, complete either Part II or Part III. Part III, including signature, is applicable only for an extension of time to file Form 5330.

• If this application is for an extension of time to file Form 5330, you must enter the following information.

Plan Name \_\_\_\_\_  
 Plan Number \_\_\_\_\_  
 Plan Year Ending (MM/DD/YYYY) \_\_\_\_\_

**Part II - Automatic Extension of Time To File for Exempt Organizations (see instructions)**

The books are in the care of **JUDY SCHARMER**  
**217 JOHNSON STREET - SANTA FE, NM 87501**

Telephone No. **505-946-1034** Fax No. \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four-digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and TINs of all members the extension is for.

**1** I request an automatic 6-month extension of time until **NOVEMBER 15**, 20 **24**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 calendar year 20 **23** or  
 tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

|   |           |    |    |
|---|-----------|----|----|
| <b>3a</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.   | <b>3a</b> | \$ | 0. |
| <b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | <b>3b</b> | \$ | 0. |
| <b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.              | <b>3c</b> | \$ | 0. |

**For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

# Return of Organization Exempt From Income Tax

OMB No. 1545-0047

# Form 990

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

# 2023

Do not enter social security numbers on this form as it may be made public.

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

|  |  |   |
|--|--|---|
| <b>A</b> For the <b>2023</b> calendar year, or tax year beginning and ending   |  |   |
| <b>B</b> Check if applicable:<br><br>Address change<br>Name change<br>Initial return<br>Final return/terminated<br>Amended return<br>Application pending | <b>C</b> Name of organization<br><b>GEORGIA O'KEEFFE MUSEUM</b>  | <b>D</b> Employer identification number<br><b>85-0437114</b>  |
|  | Doing business as  | <b>E</b> Telephone number<br><b>(505)946-1000</b>   |
|  | Number and street (or P.O. box if mail is not delivered to street address) Room/suite<br><b>217 JOHNSON STREET</b> | <b>G</b> Gross receipts \$ <b>34,741,364.</b>   |
|  | City or town, state or province, country, and ZIP or foreign postal code<br><b>SANTA FE, NM 87501</b>              | <b>H(a)</b> Is this a group return for subordinates? ..... Yes <input checked="" type="checkbox"/> No |
|  | <b>F</b> Name and address of principal officer: <b>CODY HARTLEY</b><br><b>SAME AS C ABOVE</b>                      | <b>H(b)</b> Are all subordinates included? Yes No<br>If "No," attach a list. See instructions         |
| <b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) 501(c) ( ) (insert no.) 4947(a)(1) or 527                                      |  |   |
| <b>J</b> Website: <b>WWW.OKEEFFEMUSEUM.ORG</b>   |  |   |
| <b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation Trust Association Other   |  |   |
| <b>L</b> Year of formation: <b>1995</b>  | <b>M</b> State of legal domicile: <b>NM</b>  |   |

## Part I Summary

|  |  |
|--|--|
| <b>Activities &amp; Governance</b>   | <b>1</b> Briefly describe the organization's mission or most significant activities: <b>THE GEORGIA O'KEEFFE MUSEUM CELEBRATES THE ART, LIFE AND INDEPENDENT SPIRIT OF GEORGIA O'KEEFFE.</b> |
|  | <b>2</b> Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets.  |
|  | <b>3</b> Number of voting members of the governing body (Part VI, line 1a) <b>3</b> <b>31</b>  |
|  | <b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) <b>4</b> <b>31</b>  |
|  | <b>5</b> Total number of individuals employed in calendar year 2023 (Part V, line 2a) <b>5</b> <b>156</b>  |
|  | <b>6</b> Total number of volunteers (estimate if necessary) <b>6</b> <b>49</b>   |
|  | <b>7 a</b> Total unrelated business revenue from Part VIII, column (C), line 12 <b>7a</b> <b>84,211.</b>   |
| <b>b</b> Net unrelated business taxable income from Form 990-T, Part I, line 11 <b>7b</b> <b>0.</b>                      |  |
| <b>Revenue</b>   | <b>8</b> Contributions and grants (Part VIII, line 1h) <b>3,127,415.</b> <b>10,463,922.</b>  |
|  | <b>9</b> Program service revenue (Part VIII, line 2g) <b>2,821,707.</b> <b>3,589,962.</b>  |
|  | <b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) <b>3,113,848.</b> <b>2,070,625.</b>  |
|  | <b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) <b>1,044,300.</b> <b>1,251,737.</b>   |
|  | <b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) <b>10,107,270.</b> <b>17,376,246.</b>   |
| <b>Expenses</b>  | <b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3) <b>0.</b> <b>4,000,000.</b>   |
|  | <b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) <b>0.</b> <b>0.</b>  |
|  | <b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) <b>5,635,655.</b> <b>6,603,235.</b>  |
|  | <b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) <b>0.</b> <b>0.</b>   |
|  | <b>b</b> Total fundraising expenses (Part IX, column (D), line 25) <b>879,871.</b>   |
|  | <b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) <b>3,484,332.</b> <b>3,556,048.</b>   |
| <b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) <b>9,119,987.</b> <b>14,159,283.</b> |  |
| <b>19</b> Revenue less expenses. Subtract line 18 from line 12 <b>987,283.</b> <b>3,216,963.</b>                         |  |
| <b>Net Assets or Fund Balances</b>   | <b>20</b> Total assets (Part X, line 16) <b>127,693,958.</b> <b>133,452,021.</b>   |
|  | <b>21</b> Total liabilities (Part X, line 26) <b>960,329.</b> <b>1,769,533.</b>  |
|  | <b>22</b> Net assets or fund balances. Subtract line 21 from line 20 <b>126,733,629.</b> <b>131,682,488.</b>   |

## Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

|                               |  |  |   |  |                          |
|-------------------------------|--|--|---|--|--------------------------|
| <b>Sign Here</b>              | Signature of officer   | Date   |   |  |                          |
|                               | <b>CODY HARTLEY, MUSEUM DIRECTOR</b><br>Type or print name and title |  |   |  |                          |
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name<br><b>STEVEN TALBOT</b>                   | Preparer's signature<br><b>STEVEN TALBOT</b> | Date<br><b>10/28/24</b>   | Check if self-employed<br><input type="checkbox"/> | PTIN<br><b>P01695427</b> |
|                               | Firm's name<br><b>MOSS ADAMS LLP</b>                                 | Firm's EIN<br><b>91-0189318</b>              | Firm's address<br><b>6565 AMERICAS PARKWAY NE STE 600 ALBUQUERQUE, NM 87110</b> | Phone no.<br><b>505-878-7200</b>                   |                          |

May the IRS discuss this return with the preparer shown above? See instructions  Yes  No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: THE GEORGIA O'KEEFFE MUSEUM CELEBRATES THE ART, LIFE AND INDEPENDENT SPIRIT OF GEORGIA O'KEEFFE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code: ) (Expenses \$ 11,720,131. including grants of \$ 4,000,000. ) (Revenue \$ 4,350,859. ) TO INSPIRE ALL CURRENT AND FUTURE GENERATIONS, THE MUSEUM PRESERVES, PRESENTS AND ADVANCES THE ARTISTIC LEGACY OF GEORGIA O'KEEFFE AND MODERNISM THROUGH INNOVATIVE PUBLIC ENGAGEMENT, EDUCATION AND RESEARCH. THE MUSEUM ACCOMPLISHES THIS BY PRESENTING EXHIBITIONS NATIONALLY AND INTERNATIONALLY; CARING FOR THE PERMANENT COLLECTION; PROVIDING EXCELLENT PUBLIC PROGRAMS, CUTTING-EDGE CONSERVATION TECHNIQUES, ACCESS TO THE LIBRARY AND ARCHIVES, AND RESEARCH BY OUTSIDE SCHOLARS ABOUT MODERNISM; AND SERVING AS STEWARDS FOR TWO OF O'KEEFFE'S HISTORIC HOMES AND STUDIOS.

THE MUSEUM HOUSES THE WORLD'S LARGEST COLLECTION OF ARTWORK BY GEORGIA O'KEEFFE AND PROVIDES AN OVERVIEW OF HER ACHIEVEMENTS DURING THE EIGHT

4b (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d Other program services (Describe on Schedule O.) (Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 11,720,131.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Yes, No. Rows include questions 1 through 21 regarding organizational requirements and schedules A through I.

**Part IV Checklist of Required Schedules** (continued)

|   | Yes | No |
|---|-----|----|
| <b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....  |     | X  |
| <b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> .....  | X   |    |
| <b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> .....  |     | X  |
| <b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....  |     |    |
| <b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....   |     |    |
| <b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....  |     |    |
| <b>25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....  |     | X  |
| <b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> .....   |     | X  |
| <b>26</b> Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i> .....   |     | X  |
| <b>27</b> Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> ..... |     | X  |
| <b>28</b> Was the organization a party to a business transaction with one of the following parties? (See the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions):   |     |    |
| <b>a</b> A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i> .....  |     | X  |
| <b>b</b> A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i> .....   |     | X  |
| <b>c</b> A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i> .....  |     | X  |
| <b>29</b> Did the organization receive more than \$25,000 in noncash contributions? <i>If "Yes," complete Schedule M</i> .....  | X   |    |
| <b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....   | X   |    |
| <b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....   |     | X  |
| <b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....   |     | X  |
| <b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....   |     | X  |
| <b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> .....   | X   |    |
| <b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....  | X   |    |
| <b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....   | X   |    |
| <b>36 Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....   |     | X  |
| <b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....  |     | X  |
| <b>38</b> Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19? .....  | X   |    |

**Note:** All Form 990 filers are required to complete Schedule O

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response or note to any line in this Part V

|   | Yes | No |
|---|-----|----|
| <b>1a</b> Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable .....  |     |    |
| <b>b</b> Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable .....  |     |    |
| <b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? ..... | X   |    |

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Table with columns for question number, question text, and Yes/No columns. Includes questions 2a through 17 regarding employee counts, tax returns, unrelated business income, foreign accounts, prohibited transactions, and charitable contributions.

**Part VI Governance, Management, and Disclosure.** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

**Section A. Governing Body and Management**

|           |  | Yes | No |
|-----------|--|-----|----|
| <b>1a</b> | Enter the number of voting members of the governing body at the end of the tax year<br>If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O. |     |    |
|           | 1a 31  |     |    |
| <b>b</b>  | Enter the number of voting members included on line 1a, above, who are independent   |     |    |
|           | 1b 31  |     |    |
| <b>2</b>  | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?  |     | X  |
| <b>3</b>  | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?  |     | X  |
| <b>4</b>  | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?   |     | X  |
| <b>5</b>  | Did the organization become aware during the year of a significant diversion of the organization's assets?   |     | X  |
| <b>6</b>  | Did the organization have members or stockholders?   |     | X  |
| <b>7a</b> | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?   |     | X  |
| <b>b</b>  | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?  |     | X  |
| <b>8</b>  | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:  |     |    |
| <b>a</b>  | The governing body?  | X   |    |
| <b>b</b>  | Each committee with authority to act on behalf of the governing body?  | X   |    |
| <b>9</b>  | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O   |     | X  |

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

|            |  | Yes | No |
|------------|--|-----|----|
| <b>10a</b> | Did the organization have local chapters, branches, or affiliates?   |     | X  |
| <b>b</b>   | If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?   |     |    |
| <b>11a</b> | Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?  | X   |    |
| <b>b</b>   | Describe on Schedule O the process, if any, used by the organization to review this Form 990.  |     |    |
| <b>12a</b> | Did the organization have a written conflict of interest policy? If "No," go to line 13  | X   |    |
| <b>b</b>   | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?  | X   |    |
| <b>c</b>   | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done   | X   |    |
| <b>13</b>  | Did the organization have a written whistleblower policy?  | X   |    |
| <b>14</b>  | Did the organization have a written document retention and destruction policy?   | X   |    |
| <b>15</b>  | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?   |     |    |
| <b>a</b>   | The organization's CEO, Executive Director, or top management official   | X   |    |
| <b>b</b>   | Other officers or key employees of the organization  | X   |    |
|            | If "Yes" to line 15a or 15b, describe the process on Schedule O. See instructions.   |     |    |
| <b>16a</b> | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?  |     | X  |
| <b>b</b>   | If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? |     |    |

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed CA, FL, GA, IL, MD, MN, NM, NY, TN, VA, WI
- 18** Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website     Another's website     Upon request     Other (explain on Schedule O)
- 19** Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records  
JUDY SCHARMER - 505-946-1034  
217 JOHNSON STREET, SANTA FE, NM 87501



**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response or note to any line in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
  - List all of the organization's **current** key employees, if any. See the instructions for definition of "key employee."
  - List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (box 5 of Form W-2, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.
  - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
  - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- See the instructions for the order in which to list the persons above.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

| (A)<br>Name and title   | (B)<br>Average hours per week (list any hours for related organizations below line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC/1099-NEC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|---|---|---|-----------------------|---------|--------------|------------------------------|--------|---|--|---|
|   |   | Individual trustee or director  | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |   |  |   |
| (1) CODY HARTLEY<br>MUSEUM DIRECTOR                                   | 40.00<br>5.00   |   |                       | X       |              |                              |        | 364,359.  | 0.   | 23,251.   |
| (2) COLLEEN KELLY DELAY, SR. DIR<br>ADVANCEMENT & COMMUNICATIONS      | 40.00   |   |                       |         | X            |                              |        | 201,270.  | 0.   | 9,543.  |
| (3) JUDY SCHARMER<br>CHIEF FINANCIAL OFFICER                          | 40.00<br>5.00   |   |                       | X       |              |                              |        | 186,294.  | 0.   | 8,822.  |
| (4) JENNIFER FOLEY, DEPUTY DIR.<br>FOR COLLECTIONS & ENGAGEMENT       | 40.00   |   |                       | X       |              |                              |        | 162,684.  | 0.   | 26,890.   |
| (5) BENJAMIN FINBERG<br>SENIOR DIRECTOR OF OPERATIONS                 | 40.00   |   |                       |         | X            |                              |        | 165,647.  | 0.   | 17,219.   |
| (6) SYLVIA LAROCQUE<br>DIRECTOR OF HUMAN RESOURCES                    | 40.00   |   |                       |         | X            |                              |        | 128,032.  | 0.   | 15,744.   |
| (7) ELIZABETH NEELY<br>CURATOR OF DIGITAL EXPERIENCE                  | 40.00   |   |                       |         | X            |                              |        | 124,351.  | 0.   | 16,153.   |
| (8) AGAPITA JUDY LOPEZ, PROJECTS<br>DIR., ABIQUIU HISTORIC PROPERTIES | 40.00   |   |                       |         | X            |                              |        | 101,115.  | 0.   | 15,292.   |
| (9) DAVID WARNOCK<br>TRUSTEE/BOARD CHAIR                              | 2.30<br>1.00  | X   |                       | X       |              |                              |        | 0.  | 0.   | 0.  |
| (10) JANE BAGWELL<br>TRUSTEE/CO-CHAIR                                 | 2.30<br>1.00  | X   |                       | X       |              |                              |        | 0.  | 0.   | 0.  |
| (11) DONNA KINZER<br>TRUSTEE/TREASURER                                | 2.30  | X   |                       | X       |              |                              |        | 0.  | 0.   | 0.  |
| (12) VAL ALONZO<br>TRUSTEE/SECRETARY                                  | 2.30  | X   |                       | X       |              |                              |        | 0.  | 0.   | 0.  |
| (13) RIC ABEL<br>TRUSTEE  | 2.30  | X   |                       |         |              |                              |        | 0.  | 0.   | 0.  |
| (14) GABRIELLE BACON<br>TRUSTEE                                       | 2.30  | X   |                       |         |              |                              |        | 0.  | 0.   | 0.  |
| (15) RONALD D. BALSER<br>TRUSTEE                                      | 2.30<br>1.00  | X   |                       |         |              |                              |        | 0.  | 0.   | 0.  |
| (16) DIANE BUCHANAN<br>TRUSTEE  | 2.30  | X   |                       |         |              |                              |        | 0.  | 0.   | 0.  |
| (17) CIRA CROWELL<br>TRUSTEE  | 2.30  | X   |                       |         |              |                              |        | 0.  | 0.   | 0.  |

**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

| (A)<br>Name and title  | (B)<br>Average hours per week (list any hours for related organizations below line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC/1099-NEC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|--|---|---|-----------------------|---------|--------------|------------------------------|--------|---|--|---|
|  |   | Individual trustee or director  | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |   |  |   |
| (18) KRISTINA FORT<br>TRUSTEE                                  | 2.30  | X   |                       |         |              |                              |        | 0.  | 0.   | 0.  |
| (19) FELICITAS FUNKE<br>TRUSTEE                                | 2.30  | X   |                       |         |              |                              |        | 0.  | 0.   | 0.  |
| (20) WINDI GRIMES<br>TRUSTEE                                   | 2.30  | X   |                       |         |              |                              |        | 0.  | 0.   | 0.  |
| (21) SUSAN HIRSCH<br>TRUSTEE                                   | 2.30  | X   |                       |         |              |                              |        | 0.  | 0.   | 0.  |
| (22) ROBERT HOLLEYMAN<br>TRUSTEE                               | 2.30  | X   |                       |         |              |                              |        | 0.  | 0.   | 0.  |
| (23) PAUL HORVATH<br>TRUSTEE                                   | 2.30  | X   |                       |         |              |                              |        | 0.  | 0.   | 0.  |
| (24) DONALD D. HUMPHREYS<br>TRUSTEE                            | 2.30  | X   |                       |         |              |                              |        | 0.  | 0.   | 0.  |
| (25) KEVIN KIRBY<br>TRUSTEE                                    | 2.30  | X   |                       |         |              |                              |        | 0.  | 0.   | 0.  |
| (26) RAYMOND R. KRUEGER<br>TRUSTEE                             | 2.30  | X   |                       |         |              |                              |        | 0.  | 0.   | 0.  |
| <b>1b Subtotal</b>   |   |   |                       |         |              |                              |        | 1,433,752.  | 0.   | 132,914.  |
| <b>c Total from continuation sheets to Part VII, Section A</b> |   |   |                       |         |              |                              |        | 0.  | 0.   | 0.  |
| <b>d Total (add lines 1b and 1c)</b>                           |   |   |                       |         |              |                              |        | 1,433,752.  | 0.   | 132,914.  |

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 8

|  | Yes | No |
|--|-----|----|
| <b>3</b> Did the organization list any <b>former</b> officer, director, trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>  |     | X  |
| <b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> | X   |    |
| <b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>                       |     | X  |

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A)<br>Name and business address   | (B)<br>Description of services        | (C)<br>Compensation |
|--|---------------------------------------|---------------------|
| DNCA, LLC, 924 SHOOFLY STREET, SUITE A, SANTA FE, NM 87505                   | SCHEMATIC DESIGN CONSULTANT - ARCHITE | 1,320,293.          |
| GLUCKMAN TANG<br>250 HUDSON STREET, NEW YORK, NY 10013                       | SCHEMATIC DESIGN CONSULTANT - ARCHITE | 476,961.            |
| BRADBURY STAMM CONSTRUCTION<br>7110 2ND STREET NW, ALBUQUERQUE, NM 87107     | CONSTRUCTION                          | 300,016.            |
| ARCM COMMUNICATIONS LLC, 3005 S ST. FRANCES STE 1-D #538, SANTA FE, NM 87505 | SECURITY EQUIPMENT PROVIDER           | 250,979.            |
| DAIKIN APPLIED<br>24827 NETWORK PLACE, CHICAGO, IL 60673                     | HVAC CONTRACTOR                       | 199,900.            |

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 9

SEE PART VII, SECTION A CONTINUATION SHEETS

| (A)<br>Name and title                       | (B)<br>Average hours per week (list any hours for related organizations below line) | (C)<br>Position (check all that apply) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|---|---|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
|   |   | Individual trustee or director         | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |  |   |   |
| (27) NICOLE NAMINGHA<br>TRUSTEE             | 2.30  | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (28) KAREN NEARBURG<br>TRUSTEE              | 2.30  | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (29) JAY S. RALPH<br>TRUSTEE                | 2.30<br>1.00  | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (30) GLENN RAMSDELL<br>TRUSTEE              | 2.30  | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (31) CARLOS ROVELO<br>TRUSTEE               | 2.30  | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (32) RAMONA SAKIESTEWA<br>TRUSTEE           | 2.30  | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (33) CHRISTINE SCHUEPBACH<br>TRUSTEE        | 2.30  | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (34) ROBERT SCHUBBACH<br>TRUSTEE            | 2.30  | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (35) BARTON SHOWALTER<br>TRUSTEE            | 2.30<br>1.00  | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (36) ANITA SMITH<br>TRUSTEE                 | 2.30  | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (37) JOCK SOTO<br>TRUSTEE                   | 2.30  | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (38) MARGO THOMA<br>TRUSTEE                 | 2.30  | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (39) WENDAL WIRTH<br>TRUSTEE                | 2.30  | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| Total to Part VII, Section A, line 1c ..... |   |  |                       |         |              |                              |        |  |   |   |

**Part VIII Statement of Revenue**

Check if Schedule O contains a response or note to any line in this Part VIII

|   |   |                      | (A)            | (B)                                | (C)                        | (D)  |  |
|---|---|----------------------|----------------|------------------------------------|----------------------------|--|--|
|   |   |                      | Total revenue  | Related or exempt function revenue | Unrelated business revenue | Revenue excluded from tax under sections 512 - 514 |  |
| <b>Contributions, Gifts, Grants and Other Similar Amounts</b>   | <b>1 a</b> Federated campaigns .....  | <b>1a</b>            |                |                                    |                            |  |  |
|   | <b>b</b> Membership dues .....  | <b>1b</b>            | 312,907.       |                                    |                            |  |  |
|   | <b>c</b> Fundraising events .....   | <b>1c</b>            |                |                                    |                            |  |  |
|   | <b>d</b> Related organizations .....  | <b>1d</b>            |                |                                    |                            |  |  |
|   | <b>e</b> Government grants (contributions) .....  | <b>1e</b>            |                |                                    |                            |  |  |
|   | <b>f</b> All other contributions, gifts, grants, and similar amounts not included above ... | <b>1f</b>            | 10,151,015.    |                                    |                            |  |  |
|   | <b>g</b> Noncash contributions included in lines 1a-1f                                      | <b>1g</b>            | \$ 4,052,516.  |                                    |                            |  |  |
|   | <b>h Total.</b> Add lines 1a-1f .....   |                      | 10,463,922.    |                                    |                            |  |  |
| <b>Program Service Revenue</b>  | <b>2 a</b> ADMISSIONS   | <b>Business Code</b> |                |                                    |                            |  |  |
|   |   | 900099               | 2,643,527.     | 2,643,527.                         |                            |  |  |
|   | <b>b</b> TOURS  | 900099               | 734,380.       | 734,380.                           |                            |  |  |
|   | <b>c</b> RIGHTS AND REPRODUCTIONS   | 900099               | 144,203.       | 144,203.                           |                            |  |  |
|   | <b>d</b> PROGRAM FEES   | 900099               | 67,007.        | 67,007.                            |                            |  |  |
|   | <b>e</b> CURATORIAL REIMBURSEMENTS  | 900099               | 845.           | 845.                               |                            |  |  |
|   | <b>f</b> All other program service revenue .....  |                      |                |                                    |                            |  |  |
| <b>g Total.</b> Add lines 2a-2f .....   |   | 3,589,962.           |                |                                    |                            |  |  |
| <b>Other Revenue</b>  | <b>3</b> Investment income (including dividends, interest, and other similar amounts) ..... |                      | 2,611,270.     |                                    | -385,291.                  | 2996561.   |  |
|   | <b>4</b> Income from investment of tax-exempt bond proceeds                                 |                      |                |                                    |                            |  |  |
|   | <b>5</b> Royalties .....  |                      | 9,458.         |                                    |                            | 9,458.   |  |
|   | <b>6 a</b> Gross rents .....  | <b>6a</b>            | (i) Real       |                                    |                            |  |  |
|   |   |                      | (ii) Personal  |                                    |                            |  |  |
|   |   |                      |                |                                    |                            |  |  |
|   | <b>b</b> Less: rental expenses ...  | <b>6b</b>            |                |                                    |                            |  |  |
|   | <b>c</b> Rental income or (loss)  | <b>6c</b>            |                |                                    |                            |  |  |
|   | <b>d</b> Net rental income or (loss) .....  |                      |                |                                    |                            |  |  |
|   | <b>7 a</b> Gross amount from sales of assets other than inventory                           | <b>7a</b>            | (i) Securities | 15,830,607.                        | 11,000.                    |  |  |
|   |   |                      | (ii) Other     |                                    |                            |  |  |
|   |   |                      |                |                                    |                            |  |  |
|   | <b>b</b> Less: cost or other basis and sales expenses .....                                 | <b>7b</b>            | 16,341,626.    | 40,626.                            |                            |  |  |
|   | <b>c</b> Gain or (loss) .....   | <b>7c</b>            | -511,019.      | -29,626.                           |                            |  |  |
|   | <b>d</b> Net gain or (loss) .....   |                      | -540,645.      |                                    |                            | -540,645.  |  |
| <b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 ..... | <b>8a</b>   |                      |                |                                    |                            |  |  |
|   |   |                      |                |                                    |                            |  |  |
|   |   |                      |                |                                    |                            |  |  |
| <b>b</b> Less: direct expenses .....  | <b>8b</b>   |                      |                |                                    |                            |  |  |
| <b>c</b> Net income or (loss) from fundraising events .....   |   |                      |                |                                    |                            |  |  |
| <b>9 a</b> Gross income from gaming activities. See Part IV, line 19 .....  | <b>9a</b>   |                      |                |                                    |                            |  |  |
|   |   |                      |                |                                    |                            |  |  |
|   |   |                      |                |                                    |                            |  |  |
| <b>b</b> Less: direct expenses .....  | <b>9b</b>   |                      |                |                                    |                            |  |  |
| <b>c</b> Net income or (loss) from gaming activities .....  |   |                      |                |                                    |                            |  |  |
| <b>10 a</b> Gross sales of inventory, less returns and allowances .....   | <b>10a</b>  |                      | 2,213,265.     |                                    |                            |  |  |
|   |   |                      |                |                                    |                            |  |  |
|   |   |                      |                |                                    |                            |  |  |
| <b>b</b> Less: cost of goods sold .....   | <b>10b</b>  | 982,866.             |                |                                    |                            |  |  |
| <b>c</b> Net income or (loss) from sales of inventory .....   |   | 1,230,399.           | 760,897.       | 469,502.                           |                            |  |  |
| <b>Miscellaneous Revenue</b>  | <b>11 a</b> _____   | <b>Business Code</b> |                |                                    |                            |  |  |
|   | <b>b</b> _____  |                      |                |                                    |                            |  |  |
|   | <b>c</b> _____  |                      |                |                                    |                            |  |  |
|   | <b>d</b> All other revenue .....  | 900099               | 11,880.        |                                    |                            | 11,880.  |  |
|   | <b>e Total.</b> Add lines 11a-11d .....   |                      | 11,880.        |                                    |                            |  |  |
| <b>12 Total revenue.</b> See instructions .....   |   | 17,376,246.          | 4,350,859.     | 84,211.                            | 2477254.                   |  |  |

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.  | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|---|-----------------------|---------------------------------|--|-----------------------------|
| <b>1</b> Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...   | 4,000,000.            | 4,000,000.                      |  |                             |
| <b>2</b> Grants and other assistance to domestic individuals. See Part IV, line 22 .....  |                       |                                 |  |                             |
| <b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 .....   |                       |                                 |  |                             |
| <b>4</b> Benefits paid to or for members .....  |                       |                                 |  |                             |
| <b>5</b> Compensation of current officers, directors, trustees, and key employees .....   | 772,300.              | 115,714.                        | 492,209.                               | 164,377.                    |
| <b>6</b> Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) .....   |                       |                                 |  |                             |
| <b>7</b> Other salaries and wages .....   | 4,674,835.            | 3,759,871.                      | 487,973.                               | 426,991.                    |
| <b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) .....   | 89,699.               | 68,529.                         | 7,607.                                 | 13,563.                     |
| <b>9</b> Other employee benefits .....  | 670,856.              | 601,451.                        | 33,321.                                | 36,084.                     |
| <b>10</b> Payroll taxes .....   | 395,545.              | 301,558.                        | 58,512.                                | 35,475.                     |
| <b>11</b> Fees for services (nonemployees):   |                       |                                 |  |                             |
| <b>a</b> Management .....   |                       |                                 |  |                             |
| <b>b</b> Legal .....  | 46,426.               |                                 | 46,426.                                |                             |
| <b>c</b> Accounting .....   | 58,750.               |                                 | 58,750.                                |                             |
| <b>d</b> Lobbying .....   |                       |                                 |  |                             |
| <b>e</b> Professional fundraising services. See Part IV, line 17  |                       |                                 |  |                             |
| <b>f</b> Investment management fees .....   | 117,374.              |                                 | 117,374.                               |                             |
| <b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)   | 550,624.              | 521,320.                        |  | 29,304.                     |
| <b>12</b> Advertising and promotion .....   | 90,923.               | 63,646.                         | 27,277.                                |                             |
| <b>13</b> Office expenses .....   | 713,955.              | 593,961.                        | 56,450.                                | 63,544.                     |
| <b>14</b> Information technology .....  | 260,495.              | 218,640.                        | 25,828.                                | 16,027.                     |
| <b>15</b> Royalties .....   |                       |                                 |  |                             |
| <b>16</b> Occupancy .....   | 695,318.              | 607,768.                        | 65,688.                                | 21,862.                     |
| <b>17</b> Travel .....  | 143,611.              | 82,156.                         | 17,748.                                | 43,707.                     |
| <b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials ...  |                       |                                 |  |                             |
| <b>19</b> Conferences, conventions, and meetings .....  |                       |                                 |  |                             |
| <b>20</b> Interest .....  |                       |                                 |  |                             |
| <b>21</b> Payments to affiliates .....  |                       |                                 |  |                             |
| <b>22</b> Depreciation, depletion, and amortization .....   | 158,680.              | 156,332.                        | 2,348.                                 |                             |
| <b>23</b> Insurance .....   | 254,337.              | 226,740.                        | 21,288.                                | 6,309.                      |
| <b>24</b> Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)   |                       |                                 |  |                             |
| <b>a</b> <b>SUPPLIES</b> .....  | 313,289.              | 273,457.                        | 24,226.                                | 15,606.                     |
| <b>b</b> <b>MAINTENANCE AND REPAIRS</b> .....   | 103,718.              | 82,616.                         | 16,256.                                | 4,846.                      |
| <b>c</b> .....  |                       |                                 |  |                             |
| <b>d</b> .....  |                       |                                 |  |                             |
| <b>e</b> All other expenses .....   | 48,548.               | 46,372.                         |  | 2,176.                      |
| <b>25</b> <b>Total functional expenses.</b> Add lines 1 through 24e   | 14,159,283.           | 11,720,131.                     | 1,559,281.                             | 879,871.                    |
| <b>26</b> <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) |                       |                                 |  |                             |

**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X

|   |  | (A)<br>Beginning of year |              | (B)<br>End of year |
|---|--|--------------------------|--------------|--------------------|
| <b>Assets</b>   | <b>1</b> Cash - non-interest-bearing .....   | 6,453.                   | <b>1</b>     | 67,834.            |
|   | <b>2</b> Savings and temporary cash investments .....  | 8,792,505.               | <b>2</b>     | 6,479,010.         |
|   | <b>3</b> Pledges and grants receivable, net .....  | 1,195,863.               | <b>3</b>     | 898,589.           |
|   | <b>4</b> Accounts receivable, net .....  | 86,149.                  | <b>4</b>     | 88,667.            |
|   | <b>5</b> Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons ..... |                          | <b>5</b>     |                    |
|   | <b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B) .....   |                          | <b>6</b>     |                    |
|   | <b>7</b> Notes and loans receivable, net .....   |                          | <b>7</b>     |                    |
|   | <b>8</b> Inventories for sale or use .....   | 318,541.                 | <b>8</b>     | 356,670.           |
|   | <b>9</b> Prepaid expenses and deferred charges .....   | 273,778.                 | <b>9</b>     | 299,730.           |
|   | <b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....   | <b>10a</b> 10,861,967.   |              |                    |
|   | <b>b</b> Less: accumulated depreciation .....  | <b>10b</b> 6,310,203.    | <b>10c</b>   | 4,551,764.         |
|   | <b>11</b> Investments - publicly traded securities .....   | 62,893,603.              | <b>11</b>    | 67,718,341.        |
|   | <b>12</b> Investments - other securities. See Part IV, line 11 .....   | 46,514,677.              | <b>12</b>    | 47,647,122.        |
|   | <b>13</b> Investments - program-related. See Part IV, line 11 .....  |                          | <b>13</b>    |                    |
|   | <b>14</b> Intangible assets .....  | 0.                       | <b>14</b>    | 548,527.           |
|   | <b>15</b> Other assets. See Part IV, line 11 .....   | 2,816,008.               | <b>15</b>    | 4,795,767.         |
| <b>16 Total assets.</b> Add lines 1 through 15 (must equal line 33) ..... | 127,693,958.   | <b>16</b>                | 133,452,021. |                    |
| <b>Liabilities</b>  | <b>17</b> Accounts payable and accrued expenses .....  | 960,329.                 | <b>17</b>    | 807,798.           |
|   | <b>18</b> Grants payable .....   |                          | <b>18</b>    |                    |
|   | <b>19</b> Deferred revenue .....   |                          | <b>19</b>    |                    |
|   | <b>20</b> Tax-exempt bond liabilities .....  |                          | <b>20</b>    |                    |
|   | <b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....  |                          | <b>21</b>    |                    |
|   | <b>22</b> Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons .....     |                          | <b>22</b>    |                    |
|   | <b>23</b> Secured mortgages and notes payable to unrelated third parties .....   |                          | <b>23</b>    |                    |
|   | <b>24</b> Unsecured notes and loans payable to unrelated third parties .....   |                          | <b>24</b>    |                    |
|   | <b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....  | 0.                       | <b>25</b>    | 961,735.           |
|   | <b>26 Total liabilities.</b> Add lines 17 through 25 .....   | 960,329.                 | <b>26</b>    | 1,769,533.         |
| <b>Net Assets or Fund Balances</b>  | <b>Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.</b>   |                          |              |                    |
|   | <b>27</b> Net assets without donor restrictions .....  | 81,525,744.              | <b>27</b>    | 85,902,494.        |
|   | <b>28</b> Net assets with donor restrictions .....   | 45,207,885.              | <b>28</b>    | 45,779,994.        |
|   | <b>Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.</b>  |                          |              |                    |
|   | <b>29</b> Capital stock or trust principal, or current funds .....   |                          | <b>29</b>    |                    |
|   | <b>30</b> Paid-in or capital surplus, or land, building, or equipment fund .....   |                          | <b>30</b>    |                    |
|   | <b>31</b> Retained earnings, endowment, accumulated income, or other funds .....   |                          | <b>31</b>    |                    |
|   | <b>32</b> Total net assets or fund balances .....  | 126,733,629.             | <b>32</b>    | 131,682,488.       |
|   | <b>33</b> Total liabilities and net assets/fund balances .....   | 127,693,958.             | <b>33</b>    | 133,452,021.       |

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

|    |  |    |              |
|----|--|----|--------------|
| 1  | Total revenue (must equal Part VIII, column (A), line 12)  | 1  | 17,376,246.  |
| 2  | Total expenses (must equal Part IX, column (A), line 25)   | 2  | 14,159,283.  |
| 3  | Revenue less expenses. Subtract line 2 from line 1   | 3  | 3,216,963.   |
| 4  | Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))                      | 4  | 126,733,629. |
| 5  | Net unrealized gains (losses) on investments   | 5  | 7,354,719.   |
| 6  | Donated services and use of facilities   | 6  |              |
| 7  | Investment expenses  | 7  |              |
| 8  | Prior period adjustments   | 8  |              |
| 9  | Other changes in net assets or fund balances (explain on Schedule O)   | 9  | -5,622,823.  |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B)) | 10 | 131,682,488. |

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

- 1 Accounting method used to prepare the Form 990:  Cash  Accrual  Other \_\_\_\_\_  
If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant? \_\_\_\_\_  
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant? \_\_\_\_\_  
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? \_\_\_\_\_  
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F? \_\_\_\_\_
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits \_\_\_\_\_

|    | Yes | No |
|----|-----|----|
|    |     |    |
| 2a |     | X  |
|    |     |    |
| 2b | X   |    |
|    |     |    |
| 2c | X   |    |
|    |     |    |
| 3a |     | X  |
|    |     |    |
| 3b |     |    |

Form 990 (2023)

**SCHEDULE A  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**  
 Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.  
 Attach to Form 990 or Form 990-EZ.  
 Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2023**

Open to Public Inspection

Name of the organization **GEORGIA O'KEEFFE MUSEUM**  
 Employer identification number **85-0437114**

**Part I Reason for Public Charity Status.** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2  A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990).)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9  An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: \_\_\_\_\_
- 10  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions, subject to certain exceptions; and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 11  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 12  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box on lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
  - a  **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
  - b  **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
  - c  **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
  - d  **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
  - e  Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
  - f Enter the number of supported organizations .....
- g Provide the following information about the supported organization(s).

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-10 above (see instructions)) | (iv) Is the organization listed in your governing document? |    | (v) Amount of monetary support (see instructions) | (vi) Amount of other support (see instructions) |
|------------------------------------|----------|---|---|----|---|---|
|                                    |          |   | Yes   | No |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
| <b>Total</b>                       |          |   |   |    |   |   |



**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

| Calendar year (or fiscal year beginning in)  | (a) 2019 | (b) 2020 | (c) 2021 | (d) 2022 | (e) 2023 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| <b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....  | 2219928. | 4081608. | 2901288. | 2594082. | 6463922. | 18260828. |
| <b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....   |          |          |          |          |          |           |
| <b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....   |          |          |          |          |          |           |
| <b>4 Total.</b> Add lines 1 through 3 .....  | 2219928. | 4081608. | 2901288. | 2594082. | 6463922. | 18260828. |
| <b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) ..... |          |          |          |          |          | 6311319.  |
| <b>6 Public support.</b> Subtract line 5 from line 4.  |          |          |          |          |          | 11949509. |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in)   | (a) 2019 | (b) 2020 | (c) 2021 | (d) 2022 | (e) 2023 | (f) Total                |
|---|----------|----------|----------|----------|----------|--------------------------|
| <b>7</b> Amounts from line 4 .....  | 2219928. | 4081608. | 2901288. | 2594082. | 6463922. | 18260828.                |
| <b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources .....  | 2800738. | 2460805. | 1959071. | 2624746. | 2620728. | 12466088.                |
| <b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....   | 24,705.  |          | 217,789. |          |          | 242,494.                 |
| <b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....   |          |          | 40,429.  | 12,142.  | 11,880.  | 64,451.                  |
| <b>11 Total support.</b> Add lines 7 through 10   |          |          |          |          |          | 31033861.                |
| <b>12</b> Gross receipts from related activities, etc. (see instructions) .....   |          |          |          |          | 12       | 16,344,184.              |
| <b>13 First 5 years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> ..... |          |          |          |          |          | <input type="checkbox"/> |

**Section C. Computation of Public Support Percentage**

|   |           |       |                                     |
|---|-----------|-------|-------------------------------------|
| <b>14</b> Public support percentage for 2023 (line 6, column (f), divided by line 11, column (f)) .....   | <b>14</b> | 38.50 | %                                   |
| <b>15</b> Public support percentage from 2022 Schedule A, Part II, line 14 .....  | <b>15</b> | 47.06 | %                                   |
| <b>16a 33 1/3% support test - 2023.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....  |           |       | <input checked="" type="checkbox"/> |
| <b>b 33 1/3% support test - 2022.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....   |           |       | <input type="checkbox"/>            |
| <b>17a 10% -facts-and-circumstances test - 2023.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization .....    |           |       | <input type="checkbox"/>            |
| <b>b 10% -facts-and-circumstances test - 2022.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization ..... |           |       | <input type="checkbox"/>            |
| <b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....  |           |       | <input type="checkbox"/>            |

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2019, (b) 2020, (c) 2021, (d) 2022, (e) 2023, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 8 Public support.

Section B. Total Support

Table with 7 columns: (a) 2019, (b) 2020, (c) 2021, (d) 2022, (e) 2023, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources; 10b Unrelated business taxable income; 11 Net income from unrelated business activities not included on line 10b; 12 Other income; 13 Total support.

14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Row 15: Public support percentage for 2023; Row 16: Public support percentage from 2022 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 2 columns: Line number, Percentage. Row 17: Investment income percentage for 2023; Row 18: Investment income percentage from 2022 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2023. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here.

b 33 1/3% support tests - 2022. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here.

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

**Part IV Supporting Organizations**

(Complete only if you checked a box on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

|  | Yes | No |
|--|-----|----|
| <b>1</b> Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>  |     |    |
| <b>2</b> Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>   |     |    |
| <b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>   |     |    |
| <b>b</b> Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>   |     |    |
| <b>c</b> Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>  |     |    |
| <b>4a</b> Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>  |     |    |
| <b>b</b> Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>  |     |    |
| <b>c</b> Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>   |     |    |
| <b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i> |     |    |
| <b>b Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?   |     |    |
| <b>c Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?  |     |    |
| <b>6</b> Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>  |     |    |
| <b>7</b> Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>  |     |    |
| <b>8</b> Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>  |     |    |
| <b>9a</b> Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>   |     |    |
| <b>b</b> Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>  |     |    |
| <b>c</b> Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>   |     |    |
| <b>10a</b> Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>  |     |    |
| <b>b</b> Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>   |     |    |

Part IV Supporting Organizations (continued)

Table with 3 columns: Question, Yes, No. Row 11: Has the organization accepted a gift or contribution from any of the following persons? Sub-rows 11a, 11b, 11c.

Section B. Type I Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? Row 2: Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization?

Section C. Type II Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)?

Section D. All Type III Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? Row 2: Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? Row 3: By reason of the relationship described on line 2, above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year?

Section E. Type III Functionally Integrated Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions). Sub-rows a, b, c. Row 2: Activities Test. Answer lines 2a and 2b below. Sub-rows a, b. Row 3: Parent of Supported Organizations. Answer lines 3a and 3b below. Sub-rows a, b.

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

1  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 ( *explain in Part VI*). **See instructions.**  
 All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

| <b>Section A - Adjusted Net Income</b> |  | (A) Prior Year | (B) Current Year (optional) |
|--|--|----------------|-----------------------------|
| 1                                      | Net short-term capital gain  | 1              |                             |
| 2                                      | Recoveries of prior-year distributions   | 2              |                             |
| 3                                      | Other gross income (see instructions)  | 3              |                             |
| 4                                      | Add lines 1 through 3.   | 4              |                             |
| 5                                      | Depreciation and depletion   | 5              |                             |
| 6                                      | Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions) | 6              |                             |
| 7                                      | Other expenses (see instructions)  | 7              |                             |
| 8                                      | <b>Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4)  | 8              |                             |

| <b>Section B - Minimum Asset Amount</b> |   | (A) Prior Year | (B) Current Year (optional) |
|---|---|----------------|-----------------------------|
| 1                                       | Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year): |                |                             |
| a                                       | Average monthly value of securities   | 1a             |                             |
| b                                       | Average monthly cash balances   | 1b             |                             |
| c                                       | Fair market value of other non-exempt-use assets  | 1c             |                             |
| d                                       | <b>Total</b> (add lines 1a, 1b, and 1c)   | 1d             |                             |
| e                                       | <b>Discount</b> claimed for blockage or other factors ( <i>explain in detail in Part VI</i> ):                                  |                |                             |
| 2                                       | Acquisition indebtedness applicable to non-exempt-use assets  | 2              |                             |
| 3                                       | Subtract line 2 from line 1d.   | 3              |                             |
| 4                                       | Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).                                  | 4              |                             |
| 5                                       | Net value of non-exempt-use assets (subtract line 4 from line 3)  | 5              |                             |
| 6                                       | Multiply line 5 by 0.035.   | 6              |                             |
| 7                                       | Recoveries of prior-year distributions  | 7              |                             |
| 8                                       | <b>Minimum Asset Amount</b> (add line 7 to line 6)  | 8              |                             |

| <b>Section C - Distributable Amount</b> |   |   | Current Year |
|---|---|---|--------------|
| 1                                       | Adjusted net income for prior year (from Section A, line 8, column A)   | 1 |              |
| 2                                       | Enter 0.85 of line 1.   | 2 |              |
| 3                                       | Minimum asset amount for prior year (from Section B, line 8, column A)  | 3 |              |
| 4                                       | Enter greater of line 2 or line 3.  | 4 |              |
| 5                                       | Income tax imposed in prior year  | 5 |              |
| 6                                       | <b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).   | 6 |              |
| 7                                       | <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions). |   |              |

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations** (continued)

| <b>Section D - Distributions</b> |   | <b>Current Year</b> |
|----------------------------------|---|---------------------|
| <b>1</b>                         | Amounts paid to supported organizations to accomplish exempt purposes   | <b>1</b>            |
| <b>2</b>                         | Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity               | <b>2</b>            |
| <b>3</b>                         | Administrative expenses paid to accomplish exempt purposes of supported organizations   | <b>3</b>            |
| <b>4</b>                         | Amounts paid to acquire exempt-use assets   | <b>4</b>            |
| <b>5</b>                         | Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i> )  | <b>5</b>            |
| <b>6</b>                         | Other distributions ( <i>describe in Part VI</i> ). See instructions.   | <b>6</b>            |
| <b>7</b>                         | <b>Total annual distributions.</b> Add lines 1 through 6.   | <b>7</b>            |
| <b>8</b>                         | Distributions to attentive supported organizations to which the organization is responsive ( <i>provide details in Part VI</i> ). See instructions. | <b>8</b>            |
| <b>9</b>                         | Distributable amount for 2023 from Section C, line 6  | <b>9</b>            |
| <b>10</b>                        | Line 8 amount divided by line 9 amount  | <b>10</b>           |

| <b>Section E - Distribution Allocations</b> (see instructions)   | <b>(i)<br/>Excess Distributions</b> | <b>(ii)<br/>Underdistributions<br/>Pre-2023</b> | <b>(iii)<br/>Distributable<br/>Amount for 2023</b> |
|--|-------------------------------------|---|--|
| <b>1</b> Distributable amount for 2023 from Section C, line 6  |                                     |   |  |
| <b>2</b> Underdistributions, if any, for years prior to 2023 (reasonable cause required - <i>explain in Part VI</i> ). See instructions.   |                                     |   |  |
| <b>3</b> Excess distributions carryover, if any, to 2023   |                                     |   |  |
| <b>a</b> From 2018   |                                     |   |  |
| <b>b</b> From 2019   |                                     |   |  |
| <b>c</b> From 2020   |                                     |   |  |
| <b>d</b> From 2021   |                                     |   |  |
| <b>e</b> From 2022   |                                     |   |  |
| <b>f</b> <b>Total</b> of lines 3a through 3e   |                                     |   |  |
| <b>g</b> Applied to underdistributions of prior years  |                                     |   |  |
| <b>h</b> Applied to 2023 distributable amount  |                                     |   |  |
| <b>i</b> Carryover from 2018 not applied (see instructions)  |                                     |   |  |
| <b>j</b> Remainder. Subtract lines 3g, 3h, and 3i from line 3f.  |                                     |   |  |
| <b>4</b> Distributions for 2023 from Section D, line 7: \$   |                                     |   |  |
| <b>a</b> Applied to underdistributions of prior years  |                                     |   |  |
| <b>b</b> Applied to 2023 distributable amount  |                                     |   |  |
| <b>c</b> Remainder. Subtract lines 4a and 4b from line 4.  |                                     |   |  |
| <b>5</b> Remaining underdistributions for years prior to 2023, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions. |                                     |   |  |
| <b>6</b> Remaining underdistributions for 2023. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.                        |                                     |   |  |
| <b>7</b> <b>Excess distributions carryover to 2024.</b> Add lines 3j and 4c.   |                                     |   |  |
| <b>8</b> Breakdown of line 7:  |                                     |   |  |
| <b>a</b> Excess from 2019  |                                     |   |  |
| <b>b</b> Excess from 2020  |                                     |   |  |
| <b>c</b> Excess from 2021  |                                     |   |  |
| <b>d</b> Excess from 2022  |                                     |   |  |
| <b>e</b> Excess from 2023  |                                     |   |  |

**Part VI** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.  
(See instructions.)

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

MISCELLANEOUS

2021 AMOUNT: \$ 40,429.

2022 AMOUNT: \$ 12,142.

2023 AMOUNT: \$ 11,880.

**Schedule B**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

Attach to Form 990, 990-EZ, or 990-PF.  
Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2023**

Name of the organization

GEORGIA O'KEEFFE MUSEUM

Employer identification number

85-0437114

Organization type (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)( 3 ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ..... \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990).

For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990) (2023)



|  |   |
|--|---|
| Name of organization<br><br><b>GEORGIA O'KEEFFE MUSEUM</b> | Employer identification number<br><br><b>85-0437114</b> |
|--|---|

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4 | (c)<br>Total contributions | (d)<br>Type of contribution  |
|------------|-----------------------------------|----------------------------|--|
| 1          | <hr/> <hr/> <hr/>                 | \$ <u>4,948,387.</u>       | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 2          | <hr/> <hr/> <hr/>                 | \$ <u>4,000,000.</u>       | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
|            | <hr/> <hr/> <hr/>                 | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |
|            | <hr/> <hr/> <hr/>                 | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |
|            | <hr/> <hr/> <hr/>                 | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |
|            | <hr/> <hr/> <hr/>                 | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |
|            | <hr/> <hr/> <hr/>                 | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |

|  |   |
|--|---|
| Name of organization<br><br><b>GEORGIA O'KEEFFE MUSEUM</b> | Employer identification number<br><br><b>85-0437114</b> |
|--|---|

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given     | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|--|---|----------------------|
| <u>1</u>                     | PARTNERSHIP INTERESTS<br>_____<br>_____<br>_____ | \$ <u>3,989,536.</u>                            | <u>08/01/23</u>      |
| _____                        | _____<br>_____<br>_____                          | \$ _____  | _____                |
| _____                        | _____<br>_____<br>_____                          | \$ _____  | _____                |
| _____                        | _____<br>_____<br>_____                          | \$ _____  | _____                |
| _____                        | _____<br>_____<br>_____                          | \$ _____  | _____                |
| _____                        | _____<br>_____<br>_____                          | \$ _____  | _____                |
| _____                        | _____<br>_____<br>_____                          | \$ _____  | _____                |

|  |   |
|--|---|
| Name of organization<br><br><b>GEORGIA O'KEEFFE MUSEUM</b> | Employer identification number<br><br><b>85-0437114</b> |
|--|---|

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I                     | (b) Purpose of gift | (c) Use of gift                          | (d) Description of how gift is held |
|---|---------------------|--|-------------------------------------|
|   |                     |  |                                     |
| <b>(e) Transfer of gift</b>             |                     |  |                                     |
| Transferee's name, address, and ZIP + 4 |                     | Relationship of transferor to transferee |                                     |
|   |                     |  |                                     |
| (a) No. from Part I                     | (b) Purpose of gift | (c) Use of gift                          | (d) Description of how gift is held |
|   |                     |  |                                     |
| <b>(e) Transfer of gift</b>             |                     |  |                                     |
| Transferee's name, address, and ZIP + 4 |                     | Relationship of transferor to transferee |                                     |
|   |                     |  |                                     |
| (a) No. from Part I                     | (b) Purpose of gift | (c) Use of gift                          | (d) Description of how gift is held |
|   |                     |  |                                     |
| <b>(e) Transfer of gift</b>             |                     |  |                                     |
| Transferee's name, address, and ZIP + 4 |                     | Relationship of transferor to transferee |                                     |
|   |                     |  |                                     |
| (a) No. from Part I                     | (b) Purpose of gift | (c) Use of gift                          | (d) Description of how gift is held |
|   |                     |  |                                     |
| <b>(e) Transfer of gift</b>             |                     |  |                                     |
| Transferee's name, address, and ZIP + 4 |                     | Relationship of transferor to transferee |                                     |
|   |                     |  |                                     |

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023

Open to Public Inspection

Name of the organization: GEORGIA O'KEEFFE MUSEUM; Employer identification number: 85-0437114

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate value of contributions to (during year), 3 Aggregate value of grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year, 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, 6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2d above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?, 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

Table with 2 columns: \$. Rows include: 1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items. 1b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items. (i) Revenue included on Form 990, Part VIII, line 1. (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items: a Revenue included on Form 990, Part VIII, line 1. b Assets included in Form 990, Part X.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule D (Form 990) 2023

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply).
- a  Public exhibition
  - b  Scholarly research
  - c  Preservation for future generations
  - d  Loan or exchange program
  - e  Other \_\_\_\_\_
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements** Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- |                                 | Amount |
|---------------------------------|--------|
| c Beginning balance             | 1c     |
| d Additions during the year     | 1d     |
| e Distributions during the year | 1e     |
| f Ending balance                | 1f     |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

**Part V Endowment Funds** Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

|  | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance                     | 92,971,180.      | 99,959,356.    | 127,040,385.       | 114,429,639.         | 99,660,027.         |
| b Contributions                                  | 3,442,952.       | 3,128,979.     | 4,011,869.         | 5,337,586.           | 2,557,302.          |
| c Net investment earnings, gains, and losses     | 4,278,070.       | -6,808,787.    | 10,620,283.        | 9,546,378.           | 13,380,685.         |
| d Grants or scholarships                         |                  |                |                    |                      |                     |
| e Other expenditures for facilities and programs | 8,783,511.       | 3,308,368.     | 41,713,181.        | 2,273,218.           | 1,168,375.          |
| f Administrative expenses                        |                  |                |                    |                      |                     |
| g End of year balance                            | 91,908,691.      | 92,971,180.    | 99,959,356.        | 127,040,385.         | 114,429,639.        |

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment 38.9000 %
  - b Permanent endowment 61.1000 %
  - c Term endowment \_\_\_\_\_ %
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |   | Yes                      | No                                  |
|---|--------------------------|-------------------------------------|
| (i) Unrelated organizations?  | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (ii) Related organizations?   | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>            |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment** Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

| Description of property   | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land   |                                      | 1,104,800.                      |                              | 1,104,800.     |
| b Buildings   |                                      | 8,708,841.                      | 5,631,299.                   | 3,077,542.     |
| c Leasehold improvements  |                                      |                                 |                              |                |
| d Equipment   |                                      | 1,048,326.                      | 678,904.                     | 369,422.       |
| e Other   |                                      |                                 |                              |                |
| <b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, line 10c, column (B)) |                                      |                                 |                              | 4,551,764.     |

**Part VII Investments - Other Securities**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

| (a) Description of security or category (including name of security)    | (b) Book value     | (c) Method of valuation: Cost or end-of-year market value |
|---|--------------------|---|
| (1) Financial derivatives .....   |                    |   |
| (2) Closely held equity interests .....                                 |                    |   |
| (3) Other   |                    |   |
| (A) REAL ESTATE FUNDS   | 19,320,402.        | END-OF-YEAR MARKET VALUE                                  |
| (B) PRIVATE EQUITY  |                    |   |
| (C) INVESTMENTS   | 25,475,042.        | END-OF-YEAR MARKET VALUE                                  |
| (D) HEDGE FUNDS   | 2,851,678.         | END-OF-YEAR MARKET VALUE                                  |
| (E)   |                    |   |
| (F)   |                    |   |
| (G)   |                    |   |
| (H)   |                    |   |
| <b>Total.</b> (Col. (b) must equal Form 990, Part X, line 12, col. (B)) | <b>47,647,122.</b> |   |

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

| (a) Description of investment   | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|---|
| (1)   |                |   |
| (2)   |                |   |
| (3)   |                |   |
| (4)   |                |   |
| (5)   |                |   |
| (6)   |                |   |
| (7)   |                |   |
| (8)   |                |   |
| (9)   |                |   |
| <b>Total.</b> (Col. (b) must equal Form 990, Part X, line 13, col. (B)) |                |   |

**Part IX Other Assets**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

| (a) Description   | (b) Book value |
|---|----------------|
| (1)   |                |
| (2)   |                |
| (3)   |                |
| (4)   |                |
| (5)   |                |
| (6)   |                |
| (7)   |                |
| (8)   |                |
| (9)   |                |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, line 15, col. (B)) |                |

**Part X Other Liabilities**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

| 1. (a) Description of liability   | (b) Book value  |
|---|-----------------|
| (1) Federal income taxes  |                 |
| (2) LEASE LIABILITY   | 961,735.        |
| (3)   |                 |
| (4)   |                 |
| (5)   |                 |
| (6)   |                 |
| (7)   |                 |
| (8)   |                 |
| (9)   |                 |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, line 25, col. (B)) | <b>961,735.</b> |

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ...

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

|          |  |           |           |
|----------|--|-----------|-----------|
| <b>1</b> | Total revenue, gains, and other support per audited financial statements                       |           | <b>1</b>  |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part VIII, line 12:                            |           |           |
| <b>a</b> | Net unrealized gains (losses) on investments   | <b>2a</b> |           |
| <b>b</b> | Donated services and use of facilities   | <b>2b</b> |           |
| <b>c</b> | Recoveries of prior year grants  | <b>2c</b> |           |
| <b>d</b> | Other (Describe in Part XIII.)   | <b>2d</b> |           |
| <b>e</b> | Add lines <b>2a</b> through <b>2d</b>  |           | <b>2e</b> |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b>   |           | <b>3</b>  |
| <b>4</b> | Amounts included on Form 990, Part VIII, line 12, but not on line 1:                           |           |           |
| <b>a</b> | Investment expenses not included on Form 990, Part VIII, line 7b                               | <b>4a</b> |           |
| <b>b</b> | Other (Describe in Part XIII.)   | <b>4b</b> |           |
| <b>c</b> | Add lines <b>4a</b> and <b>4b</b>  |           | <b>4c</b> |
| <b>5</b> | Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.) |           | <b>5</b>  |

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

|          |   |           |           |
|----------|---|-----------|-----------|
| <b>1</b> | Total expenses and losses per audited financial statements                                      |           | <b>1</b>  |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part IX, line 25:                               |           |           |
| <b>a</b> | Donated services and use of facilities  | <b>2a</b> |           |
| <b>b</b> | Prior year adjustments  | <b>2b</b> |           |
| <b>c</b> | Other losses  | <b>2c</b> |           |
| <b>d</b> | Other (Describe in Part XIII.)  | <b>2d</b> |           |
| <b>e</b> | Add lines <b>2a</b> through <b>2d</b>   |           | <b>2e</b> |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b>  |           | <b>3</b>  |
| <b>4</b> | Amounts included on Form 990, Part IX, line 25, but not on line 1:                              |           |           |
| <b>a</b> | Investment expenses not included on Form 990, Part VIII, line 7b                                | <b>4a</b> |           |
| <b>b</b> | Other (Describe in Part XIII.)  | <b>4b</b> |           |
| <b>c</b> | Add lines <b>4a</b> and <b>4b</b>   |           | <b>4c</b> |
| <b>5</b> | Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.) |           | <b>5</b>  |

**Part XIII Supplemental Information**

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**PART III, LINE 1A:**

THE MUSEUM'S COLLECTIONS ARE MADE UP OF ARTWORK AND RESEARCH COLLECTIONS THAT ARE HELD FOR PUBLIC EXHIBITION, EDUCATIONAL, AND RESEARCH IN FURTHERANCE OF PUBLIC SERVICE RATHER THAN FINANCIAL GAIN. THE VALUE OF THE ART OBJECTS IN THE PERMANENT COLLECTION IS EXCLUDED FROM THE ACCOMPANYING CONSOLIDATED STATEMENTS OF FINANCIAL POSITION. ALL WORKS OF ART AND COLLECTIONS ARE PROTECTED, KEPT UNENCUMBERED, CARED FOR, AND PRESERVED, AND ARE SUBJECT TO STRICT ORGANIZATIONAL POLICIES GOVERNING THEIR USE. ALL COLLECTION OBJECTS WERE INSURED WITH BLANKET INSURANCE COVERAGE.

THE COLLECTION IS SUBJECT TO A MUSEUM POLICY ESTABLISHED BY THE MUSEUM'S BOARD OF TRUSTEES (BOARD). THE POLICY CURRENTLY REQUIRES ANY PROCEEDS FOR

**Part XIII** Supplemental Information (continued)

THE SALE OF DEACCESSIONED ITEMS FROM THE COLLECTION BE DESIGNATED TO ACQUIRE OTHER ITEMS FOR THE COLLECTION OR FOR THE DIRECT CARE OF WORKS IN THE COLLECTIONS. DIRECT CARE INCLUDES COSTS ASSOCIATED WITH THE CONSERVATION, PRESERVATION, REGISTRATION, MAINTENANCE, STORAGE, AND SAFEGUARDING OF COLLECTIONS, INCLUDING ANALYSIS, TREATMENT, INVENTORY, RESEARCH, FRAMING, DOCUMENTATION, THE RELATED INFORMATION TECHNOLOGY TO ASSURE FULL DOCUMENTATION, AND THE PROVISION OF SAFE AND SECURE, CLIMATE-CONTROLLED STORAGE AND MUSEUM SPACES. THE AMOUNT OF DIRECT CARE FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 WAS \$1,360,448 AND \$1,136,274, RESPECTIVELY. AN ADDITION OF A WORK OF ART TO THE PERMANENT COLLECTION IS MADE EITHER BY DONATION FROM A BENEFACTOR OR THROUGH A PURCHASE FUNDED BY THE MUSEUM'S ART ACQUISITION FUND. THE ART ACQUISITION FUND IS A BOARD-DESIGNATED FUND FOR ACQUISITIONS, WHERE BOTH THE PRINCIPAL AND EARNED INCOME MAY BE USED FOR ART ACQUISITIONS. PROCEEDS FROM DEACCESSIONS OF COLLECTION ITEMS ARE REFLECTED AS INCREASES TO THE BOARD-DESIGNATED ART ACQUISITIONS FUND. DURING 2023 AND 2022, THE MUSEUM DEACCESSIONED ARTWORK, WHICH WAS SUBSEQUENTLY SOLD FOR \$0 AND \$0, RESPECTIVELY. DURING 2023 AND 2022, THE MUSEUM PURCHASED ARTWORK FOR \$5,872,738 AND \$313,800, RESPECTIVELY.

## PART III, LINE 4:

THE GEORGIA O'KEEFFE MUSEUM IS DEDICATED TO PERPETUATING THE ARTISTIC LEGACY OF GEORGIA O'KEEFFE AND TO THE STUDY AND INTERPRETATION OF AMERICAN MODERNISM THROUGH THE INSTITUTION'S COLLECTIONS, EXHIBITIONS, RESEARCH CENTER, PUBLICATIONS, AND EDUCATIONAL PROGRAMS. IT CONTRIBUTES TO SCHOLARLY DISCOURSE AND SERVES DIVERSE AUDIENCES. THE MUSEUM HOUSES THE WORLD'S LARGEST COLLECTION OF ARTWORK BY GEORGIA O'KEEFFE AND PROVIDES AN OVERVIEW OF HER ACHIEVEMENTS DURING THE EIGHT DECADES (1901-1984) THAT SHE



**Part XIII** Supplemental Information (continued)

WAS ACTIVE AS AN ARTIST. THE COLLECTION INCLUDES WORKS IN CHARCOAL, OIL, PASTEL, PENCIL, WATERCOLOR, AND BRONZE, WHICH REPRESENT MOST OF THE MANY SUBJECTS O'KEEFFE ADDRESSED IN HER ART. THE MUSEUM IS COMMITTED TO MAKING ITS EXHIBITIONS AND PROGRAMS AVAILABLE TO THE BROADEST POSSIBLE AUDIENCE. ITS ACTIVE, CHANGING EXHIBITION SCHEDULE INCLUDES EXHIBITIONS DISPLAYING WORKS BY O'KEEFFE, OTHER AMERICAN MODERNISTS, AND SELECT LIVING AMERICAN ARTISTS.

PART V, LINE 4:

THE MUSEUM ENDOWMENTS AND OTHER DONOR-RESTRICTED FUNDS MUST BE SPENT ACCORDING TO THE DONOR-DESIGNATED PURPOSE. IN ADDITION, ENDOWMENT FUNDS REQUIRE THE PRESERVATION OF THE HISTORIC DOLLAR VALUE. THE BOARD OF THE MUSEUM HAS INTERPRETED THE UNIFORM PRUDENT MANAGEMENT OF INSTITUTIONAL FUNDS ACT (UPMIFA) AS REQUIRING THE MAINTENANCE OF THE LONG-TERM PURCHASING POWER OF THE DONOR-RESTRICTED ENDOWMENT FUNDS ABSENT EXPLICIT DONOR STIPULATIONS TO THE CONTRARY. DONOR-RESTRICTED FUNDS INCLUDE THE FOLLOWING:

THE GENERAL OPERATIONS ENDOWMENT'S PURPOSE IS TO SUPPORT THE GENERAL OPERATIONS OF THE MUSEUM.

THE HISTORIC PROPERTIES ENDOWMENT FUND IS A DONOR-RESTRICTED ENDOWMENT TO BE USED FOR THE OPERATION, PRESERVATION AND MAINTENANCE OF THE ABIQUIU AND GHOST RANCH PROPERTIES.

THE RESEARCH CENTER ENDOWMENT IS TO SUPPORT THE STUDY CENTER (NOW REFERRED TO AS THE RESEARCH CENTER) AND FOR FUNDING THE DIRECTOR OF THE RESEARCH CENTER POSITION.

**Part XIII** Supplemental Information (continued)

THE CARNEY EXHIBITION ENDOWMENT IS TO SUPPORT EXPENDITURES RELATED TO EXHIBITIONS INSTALLED AT OR CURATED BY THE MUSEUM.

THE THOMA EXHIBITION ENDOWMENT IS TO BE USED TO SUPPORT EXHIBITION RESEARCH, PLANNING, IMPLEMENTATION AND INSTALLATION.

THE CAPITAL CAMPAIGN FUND IS TO BE USED FOR THE CONSTRUCTION OF A NEW MUSEUM CAMPUS.

PART X, LINE 2:

THE MUSEUM IS A NOT-FOR-PROFIT ORGANIZATION AND QUALIFIES AS A TAX-EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

THE FASB ISSUED AUTHORITATIVE GUIDANCE RELATING TO THE ACCOUNTING FOR THE UNCERTAINTY IN INCOME TAXES. THE GUIDANCE CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES RECOGNIZED IN CONSOLIDATED FINANCIAL STATEMENTS IN ACCORDANCE WITH GAAP. THE GUIDANCE ALSO REQUIRES THE EVALUATION OF TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN THE COURSE OF PREPARING THE MUSEUM'S INFORMATION RETURNS TO DETERMINE WHETHER THE TAX POSITIONS ARE "MORE-LIKELY-THAN-NOT" OF BEING SUSTAINED BY THE APPLICABLE TAX AUTHORITY. TAX POSITIONS NOT DEEMED TO MEET THE MORE-LIKELY-THAN-NOT THRESHOLD WOULD BE RECORDED AS A TAX BENEFIT OR EXPENSE IN THE CURRENT YEAR. IN ADDITION, GUIDANCE ON DERECOGNITION, CLASSIFICATION, INTEREST AND PENALTIES, ACCOUNTING IN INTERIM PERIODS, DISCLOSURE AND TRANSITION WAS ALSO PROVIDED. AS OF DECEMBER 31, 2023 AND 2022, THE MUSEUM PERFORMED A COMPREHENSIVE REVIEW OF ITS MATERIAL TAX POSITIONS IN ACCORDANCE WITH RECOGNITION AND MEASUREMENT STANDARDS ESTABLISHED BY GAAP. AS A RESULT OF

**Part XIII** Supplemental Information *(continued)*

THIS REVIEW, THE MUSEUM HAD NO UNREPORTED INCOME DERIVED FROM UNRELATED BUSINESS ACTIVITIES AND DID NOT IDENTIFY ANY ENTITY LEVEL TAX POSITIONS THAT WOULD NOT MEET THE MORE LIKELY THAN-NOT THRESHOLD.

Multiple horizontal lines for supplemental information.

**SCHEDULE F  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Statement of Activities Outside the United States**

Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

Attach to Form 990.

Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2023**

Open to Public  
Inspection

Name of the organization: **GEORGIA O'KEEFFE MUSEUM**  
Employer identification number: **85-0437114**

**Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

- 1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? .....  Yes  No
- 2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.
- 3 Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

| (a) Region   | (b) Number of offices in the region | (c) Number of employees, agents, and independent contractors in the region | (d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region) | (e) If activity listed in (d) is a program service, describe specific type of service(s) in the region | (f) Total expenditures for and investments in the region |
|--|-------------------------------------|--|--|--|--|
| CENTRAL AMERICA AND THE CARIBBEAN - ANTIGUA & BARBUDA, ARUBA, BAHAMAS, | 0                                   | 0  | INVESTMENTS  |  | 21,757,523.  |
|  |                                     |  |  |  |  |
|  |                                     |  |  |  |  |
|  |                                     |  |  |  |  |
|  |                                     |  |  |  |  |
|  |                                     |  |  |  |  |
|  |                                     |  |  |  |  |
|  |                                     |  |  |  |  |
|  |                                     |  |  |  |  |
|  |                                     |  |  |  |  |
| <b>3 a</b> Subtotal .....  | 0                                   | 0  |  |  | 21,757,523.  |
| <b>b</b> Total from continuation sheets to Part I .....                | 0                                   | 0  |  |  | 0.   |
| <b>c Totals</b> (add lines 3a and 3b) .....                            | 0                                   | 0  |  |  | 21,757,523.  |

**Part II** Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

| 1<br>(a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of noncash assistance | (h) Description of noncash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|-------------------------------|--|------------|----------------------|--------------------------|---------------------------------|----------------------------------|---------------------------------------|---|
|                               |  |            |                      |                          |                                 |                                  |                                       |   |
|                               |  |            |                      |                          |                                 |                                  |                                       |   |
|                               |  |            |                      |                          |                                 |                                  |                                       |   |
|                               |  |            |                      |                          |                                 |                                  |                                       |   |
|                               |  |            |                      |                          |                                 |                                  |                                       |   |
|                               |  |            |                      |                          |                                 |                                  |                                       |   |
|                               |  |            |                      |                          |                                 |                                  |                                       |   |
|                               |  |            |                      |                          |                                 |                                  |                                       |   |
|                               |  |            |                      |                          |                                 |                                  |                                       |   |
|                               |  |            |                      |                          |                                 |                                  |                                       |   |

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as a tax exempt 501(c)(3) organization by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter .....

3 Enter total number of other organizations or entities .....

**Part III Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Region | (c) Number of recipients | (d) Amount of cash grant | (e) Manner of cash disbursement | (f) Amount of noncash assistance | (g) Description of noncash assistance | (h) Method of valuation (book, FMV, appraisal, other) |
|---------------------------------|------------|--------------------------|--------------------------|---------------------------------|----------------------------------|---------------------------------------|---|
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |

**Part IV Foreign Forms**

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see the Instructions for Form 926)* .....  Yes  No
  
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see the Instructions for Forms 3520 and 3520-A; don't file with Form 990)* .....  Yes  No
  
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect to Certain Foreign Corporations (see the Instructions for Form 5471)* .....  Yes  No
  
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see the Instructions for Form 8621)* .....  Yes  No
  
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see the Instructions for Form 8865)* .....  Yes  No
  
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see the Instructions for Form 5713; don't file with Form 990)* .....  Yes  No

**Part V** Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information. See instructions.

**PART I, LINE 3:**

**ACCRUAL**

Multiple horizontal lines for data entry.



**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**  
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.  
**Attach to Form 990.**  
Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2023**

**Open to Public  
Inspection**

Name of the organization **GEORGIA O'KEEFFE MUSEUM** Employer identification number **85-0437114**

**Part I General Information on Grants and Assistance**

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  **Yes**  **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments.** Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

| <b>1 (a)</b> Name and address of organization or government                | <b>(b)</b> EIN | <b>(c)</b> IRC section (if applicable) | <b>(d)</b> Amount of cash grant | <b>(e)</b> Amount of noncash assistance | <b>(f)</b> Method of valuation (book, FMV, appraisal, other) | <b>(g)</b> Description of noncash assistance | <b>(h)</b> Purpose of grant or assistance  |
|--|----------------|--|---------------------------------|---|--|--|--|
| THE O'KEEFFE MUSEUM FOUNDATION<br>217 JOHNSON STREET<br>SANTA FE, NM 87501 | 81-1012846     | 501(C)(3)                              | 4,000,000.                      | 0.                                      |  |  | FUNDS DESIGNATED FOR NEW BUILDING CAMPAIGN |
|  |                |  |                                 |   |  |  |  |
|  |                |  |                                 |   |  |  |  |
|  |                |  |                                 |   |  |  |  |
|  |                |  |                                 |   |  |  |  |
|  |                |  |                                 |   |  |  |  |
|  |                |  |                                 |   |  |  |  |
|  |                |  |                                 |   |  |  |  |

**2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 1.

**3** Enter total number of other organizations listed in the line 1 table 0.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) 2023

**Part III** **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of noncash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|---------------------------------------|
|                                 |                          |                          |                                   |   |                                       |
|                                 |                          |                          |                                   |   |                                       |
|                                 |                          |                          |                                   |   |                                       |
|                                 |                          |                          |                                   |   |                                       |
|                                 |                          |                          |                                   |   |                                       |
|                                 |                          |                          |                                   |   |                                       |

**Part IV** **Supplemental Information.** Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

PART I, LINE 2:

THE GRANT WAS A TRANSFER OF FUNDS FROM THE GEORGIA O'KEEFFE MUSEUM TO THE  
O'KEEFFE MUSEUM FOUNDATION, THE MUSEUM'S SUPPORTING ORGANIZATION, TO  
PROVIDE FUNDS FOR THE NEW BUILDING CAMPAIGN.

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest  
Compensated Employees  
Complete if the organization answered "Yes" on Form 990, Part IV, line 23.  
Attach to Form 990.  
Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2023**

Open to Public  
Inspection

Name of the organization

**GEORGIA O'KEEFFE MUSEUM**

Employer identification number

**85-0437114**

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use   |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence   |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees     |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain .....

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a? .....

**3** Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee   | <input type="checkbox"/> Written employment contract                                |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? .....
- b** Participate in or receive payment from a supplemental nonqualified retirement plan? .....
- c** Participate in or receive payment from an equity-based compensation arrangement? .....
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**

**5** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? .....
- b** Any related organization? .....
- If "Yes" on line 5a or 5b, describe in Part III.

**6** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? .....
- b** Any related organization? .....
- If "Yes" on line 6a or 6b, describe in Part III.

**7** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III .....

**8** Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III .....

**9** If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....

|           | Yes      | No       |
|-----------|----------|----------|
| <b>1a</b> |          |          |
| <b>1b</b> |          |          |
| <b>2</b>  |          |          |
| <b>3</b>  |          |          |
| <b>4a</b> |          | <b>X</b> |
| <b>4b</b> |          | <b>X</b> |
| <b>4c</b> |          | <b>X</b> |
| <b>5a</b> |          | <b>X</b> |
| <b>5b</b> |          | <b>X</b> |
| <b>6a</b> |          | <b>X</b> |
| <b>6b</b> |          | <b>X</b> |
| <b>7</b>  | <b>X</b> |          |
| <b>8</b>  |          | <b>X</b> |
| <b>9</b>  |          |          |

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2023

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

**Note:** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

| (A) Name and Title   |      | (B) Breakdown of W-2 and/or 1099-MISC and/or 1099-NEC compensation |                                     |                                     | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation in column (B) reported as deferred on prior Form 990 |
|--|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
|  |      | (i) Base compensation  | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |  |                         |                                 |   |
| (1) CODY HARTLEY<br>MUSEUM DIRECTOR                              | (i)  | 331,059.   | 33,300.                             | 0.                                  | 13,200.  | 10,051.                 | 387,610.                        | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| (2) COLLEEN KELLY DELAY, SR. DIR<br>ADVANCEMENT & COMMUNICATIONS | (i)  | 201,270.   | 0.                                  | 0.                                  | 8,173.   | 1,370.                  | 210,813.                        | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| (3) JUDY SCHARMER<br>CHIEF FINANCIAL OFFICER                     | (i)  | 186,294.   | 0.                                  | 0.                                  | 7,452.   | 1,370.                  | 195,116.                        | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| (4) JENNIFER FOLEY, DEPUTY DIR.<br>FOR COLLECTIONS & ENGAGEMENT  | (i)  | 162,684.   | 0.                                  | 0.                                  | 6,798.   | 20,092.                 | 189,574.                        | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| (5) BENJAMIN FINBERG<br>SENIOR DIRECTOR OF OPERATIONS            | (i)  | 165,647.   | 0.                                  | 0.                                  | 6,829.   | 10,390.                 | 182,866.                        | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
|  | (i)  |  |                                     |                                     |  |                         |                                 |   |
|  | (ii) |  |                                     |                                     |  |                         |                                 |   |
|  | (i)  |  |                                     |                                     |  |                         |                                 |   |
|  | (ii) |  |                                     |                                     |  |                         |                                 |   |
|  | (i)  |  |                                     |                                     |  |                         |                                 |   |
|  | (ii) |  |                                     |                                     |  |                         |                                 |   |
|  | (i)  |  |                                     |                                     |  |                         |                                 |   |
|  | (ii) |  |                                     |                                     |  |                         |                                 |   |
|  | (i)  |  |                                     |                                     |  |                         |                                 |   |
|  | (ii) |  |                                     |                                     |  |                         |                                 |   |
|  | (i)  |  |                                     |                                     |  |                         |                                 |   |
|  | (ii) |  |                                     |                                     |  |                         |                                 |   |
|  | (i)  |  |                                     |                                     |  |                         |                                 |   |
|  | (ii) |  |                                     |                                     |  |                         |                                 |   |
|  | (i)  |  |                                     |                                     |  |                         |                                 |   |
|  | (ii) |  |                                     |                                     |  |                         |                                 |   |

**Part III Supplemental Information**

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

**PART I, LINE 7:**

**BONUS PAYMENTS WERE AWARDED AND APPROVED BY THE BOARD FOR THE DIRECTOR OF  
THE MUSEUM.**

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2023**

Open to Public Inspection

Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.  
Attach to Form 990.

Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

Department of the Treasury  
Internal Revenue Service

Name of the organization **GEORGIA O'KEEFFE MUSEUM** Employer identification number **85-0437114**

**Part I Types of Property**

|  | (a)<br>Check if applicable | (b)<br>Number of contributions or items contributed | (c)<br>Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d)<br>Method of determining noncash contribution amounts |
|--|----------------------------|---|--|---|
| 1 Art - Works of art .....   | X                          | 2   | 0.   |   |
| 2 Art - Historical treasures .....                                 |                            |   |  |   |
| 3 Art - Fractional interests .....                                 |                            |   |  |   |
| 4 Books and publications .....                                     |                            |   |  |   |
| 5 Clothing and household goods .....                               |                            |   |  |   |
| 6 Cars and other vehicles .....                                    |                            |   |  |   |
| 7 Boats and planes .....   |                            |   |  |   |
| 8 Intellectual property .....                                      |                            |   |  |   |
| 9 Securities - Publicly traded .....                               | X                          | 8   | 62,980.  | FMV   |
| 10 Securities - Closely held stock .....                           |                            |   |  |   |
| 11 Securities - Partnership, LLC, or trust interests .....         | X                          | 4   | 3,989,536.   | FMV   |
| 12 Securities - Miscellaneous .....                                |                            |   |  |   |
| 13 Qualified conservation contribution - Historic structures ..... |                            |   |  |   |
| 14 Qualified conservation contribution - Other .....               |                            |   |  |   |
| 15 Real estate - Residential .....                                 |                            |   |  |   |
| 16 Real estate - Commercial .....                                  |                            |   |  |   |
| 17 Real estate - Other .....                                       |                            |   |  |   |
| 18 Collectibles .....  | X                          | 6   | 0.   |   |
| 19 Food inventory .....  |                            |   |  |   |
| 20 Drugs and medical supplies .....                                |                            |   |  |   |
| 21 Taxidermy .....   |                            |   |  |   |
| 22 Historical artifacts .....                                      |                            |   |  |   |
| 23 Scientific specimens .....                                      |                            |   |  |   |
| 24 Archeological artifacts .....                                   |                            |   |  |   |
| 25 Other ( _____ )   |                            |   |  |   |
| 26 Other ( _____ )   |                            |   |  |   |
| 27 Other ( _____ )   |                            |   |  |   |
| 28 Other ( _____ )   |                            |   |  |   |

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part V, Donee Acknowledgement ..... **29** **0**

|   | Yes | No |
|---|-----|----|
| 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least 3 years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period? ..... |     | X  |
| b If "Yes," describe the arrangement in Part II.  |     |    |
| 31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions? .....   | X   |    |
| 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? .....  |     | X  |
| b If "Yes," describe in Part II.  |     |    |
| 33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.   |     |    |

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2023

**Part II** **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, PART I, COLUMN (B):

THE ORGANIZATION IS REPORTING THE NUMBER OF CONTRIBUTIONS.

SCHEDULE M, LINE 33:

THE WORKS OF ART RECEIVED WERE ADDED TO THE MUSEUM'S COLLECTION. THE MUSEUM DOES NOT INCLUDE THE VALUE OF THE COLLECTION ON ITS BALANCE SHEET OR THESE TYPES OF GIFTS IN REVENUE WHEN RECEIVED, AS MORE FULLY EXPLAINED IN SCHEDULE D.

**SCHEDULE O  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
Attach to Form 990 or Form 990-EZ.  
Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2023**

Open to Public  
Inspection

Name of the organization

GEORGIA O'KEEFFE MUSEUM

Employer identification number

85-0437114

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

DECADES (1901-1984) THAT SHE WAS ACTIVE AS AN ARTIST. THE COLLECTION

INCLUDES WORKS IN CHARCOAL, OIL, PASTEL, PENCIL, WATERCOLOR,

AND BRONZE, WHICH REPRESENT MOST OF THE MANY SUBJECTS O'KEEFFE

ADDRESSED IN HER ART. THE MUSEUM IS COMMITTED TO MAKING ITS EXHIBITIONS

AND PROGRAMS AVAILABLE TO THE BROADEST POSSIBLE AUDIENCE. ITS ACTIVE,

CHANGING EXHIBITION SCHEDULE INCLUDES EXHIBITIONS DISPLAYING WORKS BY

O'KEEFFE, OTHER AMERICAN MODERNISTS, AND SELECT LIVING AMERICAN

ARTISTS. THE MUSEUM HAS ORGANIZED TRAVELING EXHIBITIONS WITH OTHER

MUSEUMS AS WELL.

THE MUSEUM'S MULTI-DISCIPLINARY EDUCATION AND PUBLIC PROGRAMS TEACH

DIVERSE CONSTITUENCIES ABOUT GEORGIA O'KEEFFE AND AMERICAN MODERNISM

THROUGH ON-SITE PROGRAMS SUCH AS DOCENT TRAINING, PROFESSIONAL

DEVELOPMENT FOR EDUCATORS, ADULT EDUCATION, LECTURES, CONCERTS, WEEKEND

FAMILY PROGRAMS AND HANDS-ON ACTIVITIES RELATED TO CURRENT EXHIBITIONS.

OFFSITE PROGRAMS INCLUDE A FULL-SCHOLARSHIP PROGRAM FOR PRE-ADOLESCENT

GIRLS AND BOYS, ARTS PROGRAMMING TO REPLACE UNDERFUNDED OR ELIMINATED

DISTRICT-FUNDED PROGRAMS IN LOCAL PUBLIC SCHOOLS, AFTER-SCHOOL

PROGRAMMING AT COMMUNITY AND LOCAL SCHOOL SITES, ART-MAKING WORKSHOPS

FOR ADULTS, STATEWIDE EDUCATION OUTREACH, AND WORKSHOPS FOR TEACHERS.

THE MUSEUM'S RESEARCH CENTER FOCUSES ON INTERDISCIPLINARY RESEARCH ON

AMERICAN MODERNISM IN THE FIELDS OF ART HISTORY, ARCHITECTURAL HISTORY

AND DESIGN, LITERATURE, MUSIC AND PHOTOGRAPHY.

THE MUSEUM'S AUDIENCES INCLUDE NEW MEXICO RESIDENTS AND VISITORS FROM

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990) 2023

LHA 332211 11-14-23



|   |  |
|---|--|
| Name of the organization<br>GEORGIA O'KEEFFE MUSEUM | Employer identification number<br>85-0437114 |
|---|--|

ACROSS THE COUNTRY AND AROUND THE WORLD.

FORM 990, PART VI, SECTION B, LINE 11B:

THE MUSEUM DIRECTOR AND THE CFO REVIEW THE FORM 990 FIRST. THEN IT IS REVIEWED BY THE FINANCE AND AUDIT COMMITTEE PRIOR TO FILING WITH THE IRS. THE PUBLIC DISCLOSURE COPY OF THE FORM 990 WAS DISCUSSED AT A BOARD OF TRUSTEES MEETING WITH THE BOARD BEING ADVISED AS TO HOW THEY COULD REVIEW THE DOCUMENT IN DETAIL AT THEIR WILL PRIOR TO THE FILING DATE.

FORM 990, PART VI, SECTION B, LINE 12C:

ANNUALLY IN THE FIRST QUARTER OF THE YEAR, THE MUSEUM DISTRIBUTES ITS CODE OF ETHICS AND PROFESSIONAL CONDUCT POLICY TO ITS EMPLOYEES ALONG WITH A FORM THEY SIGN THAT STATES THAT THEY HAVE RECEIVED IT, HAVE READ IT AND ARE IN COMPLIANCE WITH IT. IN ADDITION, THERE ARE MEETINGS HELD WITH THE EMPLOYEES TO EXPLAIN THESE DOCUMENTS AND ANSWER ANY QUESTIONS THEY MIGHT HAVE. WITHIN THE CODE OF ETHICS POLICY IS A CONFLICT OF INTEREST POLICY STATEMENT AND A FRAUD AND DISHONESTY POLICY STATEMENT AS WELL AS OTHER POLICY STATEMENTS. THE MUSEUM ALSO HAS A SEPARATE CODE OF ETHICS AND PROFESSIONAL CONDUCT POLICY FOR BOARD MEMBERS THAT IS SIGNED BY ALL MEMBERS EACH YEAR AND THAT INCLUDES A CONFLICT OF INTEREST POLICY STATEMENT. THERE WERE NO INSTANCES OF CONFLICT DURING THE YEAR.

FORM 990, PART VI, SECTION B, LINE 15:

THE EXECUTIVE COMMITTEE REVIEWS MARKET COMPARABLES IN DETERMINING THE DIRECTOR'S SALARY. THE COMMITTEE THEN MAKES A RECOMMENDATION TO THE BOARD OF TRUSTEES, WHICH HAS FINAL APPROVAL AUTHORITY FOR THE DIRECTOR'S COMPENSATION. THE DIRECTOR REVIEWS MARKET COMPARABLES WHEN DETERMINING ALL OTHER EMPLOYEE SALARIES. ANY SPECIAL BONUS PLANS OR COMPENSATION PLANS MUST

|  |   |
|--|---|
| Name of the organization<br><b>GEORGIA O'KEEFFE MUSEUM</b> | Employer identification number<br><b>85-0437114</b> |
|--|---|

**BE APPROVED BY THE EXECUTIVE COMMITTEE. ALL DECISIONS ARE DOCUMENTED AND ARE KEPT BY HR AND FINANCE DEPARTMENTS.**

**FORM 990, PART VI, SECTION C, LINE 19:  
THE GOVERNING DOCUMENTS, FINANCIAL STATEMENTS, AND THE CONFLICT OF INTEREST POLICY ARE AVAILABLE TO THE PUBLIC UPON REQUEST. THE AUDITED FINANCIAL STATEMENTS ARE POSTED ON OUR WEBSITE.**

**FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:**

|   |                    |
|---|--------------------|
| COLLECTION ITEMS PURCHASED BUT NOT CAPITALIZED      | -5,872,738.        |
| CHANGE IN ALLOWANCE FOR IMPAIRED PLEDGES            | 15,155.            |
| EMPLOYEE RETENTION CREDIT REFUND (FOR PRIOR PERIOD) | 234,760.           |
| <b>TOTAL TO FORM 990, PART XI, LINE 9</b>           | <b>-5,622,823.</b> |

**SCHEDULE R  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Related Organizations and Unrelated Partnerships**  
Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
Attach to Form 990.

Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2023**

**Open to Public Inspection**

Name of the organization **GEORGIA O'KEEFFE MUSEUM** Employer identification number **85-0437114**

**Part I Identification of Disregarded Entities.** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

| (a)<br>Name, address, and EIN (if applicable)<br>of disregarded entity | (b)<br>Primary activity | (c)<br>Legal domicile (state or<br>foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>Direct controlling<br>entity |
|--|-------------------------|---|---------------------|---------------------------|-------------------------------------|
|  |                         |   |                     |                           |                                     |
|  |                         |   |                     |                           |                                     |
|  |                         |   |                     |                           |                                     |
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|  |                         |   |                     |                           |                                     |
|  |                         |   |                     |                           |                                     |
|  |                         |   |                     |                           |                                     |

**Part II Identification of Related Tax-Exempt Organizations.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

| (a)<br>Name, address, and EIN<br>of related organization                                | (b)<br>Primary activity                                      | (c)<br>Legal domicile (state or<br>foreign country) | (d)<br>Exempt Code<br>section | (e)<br>Public charity<br>status (if section<br>501(c)(3)) | (f)<br>Direct controlling<br>entity | (g)<br>Section 512(b)(13)<br>controlled<br>entity? |    |
|---|--|---|-------------------------------|---|-------------------------------------|--|----|
|   |  |   |                               |   |                                     | Yes  | No |
| THE O'KEEFFE MUSEUM FOUNDATION - 81-1012846<br>217 JOHNSON STREET<br>SANTA FE, NM 87501 | SUPPORTING ORGANIZATION TO<br>THE GEORGIA O'KEEFFE<br>MUSEUM | NEW MEXICO  | 501(C)(3)                     | LINE 12A, I   | GEORGIA O'KEEFFE<br>MUSEUM          | X  |    |
|   |  |   |                               |   |                                     |  |    |
|   |  |   |                               |   |                                     |  |    |
|   |  |   |                               |   |                                     |  |    |
|   |  |   |                               |   |                                     |  |    |
|   |  |   |                               |   |                                     |  |    |
|   |  |   |                               |   |                                     |  |    |
|   |  |   |                               |   |                                     |  |    |
|   |  |   |                               |   |                                     |  |    |
|   |  |   |                               |   |                                     |  |    |

**Part III Identification of Related Organizations Taxable as a Partnership.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

| (a)<br>Name, address, and EIN<br>of related organization | (b)<br>Primary activity | (c)<br>Legal domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Predominant income<br>(related, unrelated,<br>excluded from tax under<br>sections 512-514) | (f)<br>Share of total<br>income | (g)<br>Share of<br>end-of-year<br>assets | (h)<br>Disproportionate<br>allocations? |    | (i)<br>Code V-UBI<br>amount in box<br>20 of Schedule<br>K-1 (Form 1065) | (j)<br>General or<br>managing<br>partner? |    | (k)<br>Percentage<br>ownership |
|--|-------------------------|---|-------------------------------------|---|---------------------------------|--|---|----|---|---|----|--------------------------------|
|  |                         |   |                                     |   |                                 |  | Yes                                     | No |   | Yes                                       | No |                                |
|  |                         |   |                                     |   |                                 |  |   |    |   |   |    |                                |
|  |                         |   |                                     |   |                                 |  |   |    |   |   |    |                                |
|  |                         |   |                                     |   |                                 |  |   |    |   |   |    |                                |
|  |                         |   |                                     |   |                                 |  |   |    |   |   |    |                                |
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|  |                         |   |                                     |   |                                 |  |   |    |   |   |    |                                |
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|  |                         |   |                                     |   |                                 |  |   |    |   |   |    |                                |
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|  |                         |   |                                     |   |                                 |  |   |    |   |   |    |                                |
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|  |                         |   |                                     |   |                                 |  |   |    |   |   |    |                                |
|  |                         |   |                                     |   |                                 |  |   |    |   |   |    |                                |
|  |                         |   |                                     |   |                                 |  |   |    |   |   |    |                                |

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

| (a)<br>Name, address, and EIN<br>of related organization                       | (b)<br>Primary activity             | (c)<br>Legal domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct controlling<br>entity  | (e)<br>Type of entity<br>(C corp, S corp,<br>or trust) | (f)<br>Share of total<br>income | (g)<br>Share of<br>end-of-year<br>assets | (h)<br>Percentage<br>ownership | (i)<br>Section<br>512(b)(13)<br>controlled<br>entity? |    |
|--|-------------------------------------|---|--------------------------------------|--|---------------------------------|--|--------------------------------|---|----|
|  |                                     |   |                                      |  |                                 |  |                                | Yes   | No |
| GOKM INNOVATIONS INC. - 47-5622335<br>217 JOHNSON STREET<br>SANTA FE, NM 87501 | CONSERVATION PRODUCT<br>DEVELOPMENT | DE  | THE O'KEEFFE<br>MUSEUM<br>FOUNDATION | C CORP   | 0.                              | 0.                                       | .00%                           |   | X  |
|  |                                     |   |                                      |  |                                 |  |                                |   |    |
|  |                                     |   |                                      |  |                                 |  |                                |   |    |
|  |                                     |   |                                      |  |                                 |  |                                |   |    |
|  |                                     |   |                                      |  |                                 |  |                                |   |    |
|  |                                     |   |                                      |  |                                 |  |                                |   |    |
|  |                                     |   |                                      |  |                                 |  |                                |   |    |
|  |                                     |   |                                      |  |                                 |  |                                |   |    |
|  |                                     |   |                                      |  |                                 |  |                                |   |    |
|  |                                     |   |                                      |  |                                 |  |                                |   |    |
|  |                                     |   |                                      |  |                                 |  |                                |   |    |
|  |                                     |   |                                      |  |                                 |  |                                |   |    |
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|  |                                     |   |                                      |  |                                 |  |                                |   |    |
|  |                                     |   |                                      |  |                                 |  |                                |   |    |
|  |                                     |   |                                      |  |                                 |  |                                |   |    |
|  |                                     |   |                                      |  |                                 |  |                                |   |    |
|  |                                     |   |                                      |  |                                 |  |                                |   |    |
|  |                                     |   |                                      |  |                                 |  |                                |   |    |

**Part V Transactions With Related Organizations.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

**Note:** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

|  | Yes | No |
|--|-----|----|
| <b>a</b> Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity ..... |     | X  |
| <b>b</b> Gift, grant, or capital contribution to related organization(s) .....                                 | X   |    |
| <b>c</b> Gift, grant, or capital contribution from related organization(s) .....                               |     | X  |
| <b>d</b> Loans or loan guarantees to or for related organization(s) .....                                      | X   |    |
| <b>e</b> Loans or loan guarantees by related organization(s) .....   |     | X  |
| <b>f</b> Dividends from related organization(s) .....  |     | X  |
| <b>g</b> Sale of assets to related organization(s) .....   |     | X  |
| <b>h</b> Purchase of assets from related organization(s) .....   |     | X  |
| <b>i</b> Exchange of assets with related organization(s) .....   |     | X  |
| <b>j</b> Lease of facilities, equipment, or other assets to related organization(s) .....                      |     | X  |
| <b>k</b> Lease of facilities, equipment, or other assets from related organization(s) .....                    | X   |    |
| <b>l</b> Performance of services or membership or fundraising solicitations for related organization(s) .....  | X   |    |
| <b>m</b> Performance of services or membership or fundraising solicitations by related organization(s) .....   | X   |    |
| <b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) .....   | X   |    |
| <b>o</b> Sharing of paid employees with related organization(s) .....  | X   |    |
| <b>p</b> Reimbursement paid to related organization(s) for expenses .....                                      |     | X  |
| <b>q</b> Reimbursement paid by related organization(s) for expenses .....                                      | X   |    |
| <b>r</b> Other transfer of cash or property to related organization(s) .....                                   |     | X  |
| <b>s</b> Other transfer of cash or property from related organization(s) .....                                 |     | X  |

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

| (a)<br>Name of related organization | (b)<br>Transaction type (a-s) | (c)<br>Amount involved | (d)<br>Method of determining amount involved |
|-------------------------------------|-------------------------------|------------------------|--|
| (1) THE O'KEEFFE MUSEUM FOUNDATION  | B                             | 4,000,000.             | FMV  |
| (2) THE O'KEEFFE MUSEUM FOUNDATION  | D                             | 3,834,032.             | BALANCE SHEET RECEIVABLE                     |
| (3)                                 |                               |                        |  |
| (4)                                 |                               |                        |  |
| (5)                                 |                               |                        |  |
| (6)                                 |                               |                        |  |

**Part VI Unrelated Organizations Taxable as a Partnership.** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

| (a)<br>Name, address, and EIN<br>of entity | (b)<br>Primary activity | (c)<br>Legal domicile<br>(state or foreign<br>country) | (d)<br>Predominant income<br>(related, unrelated,<br>excluded from tax under<br>sections 512-514) | (e)<br><small>Are all<br/>partners sec.<br/>501(c)(3)<br/>orgs.?</small> |    | (f)<br>Share of<br>total<br>income | (g)<br>Share of<br>end-of-year<br>assets | (h)<br><small>Dispropor-<br/>tionate<br/>allocations?</small> |    | (i)<br>Code V-UBI<br>amount in box 20<br>of Schedule K-1<br>(Form 1065) | (j)<br><small>General or<br/>managing<br/>partner?</small> |    | (k)<br>Percentage<br>ownership |
|--|-------------------------|--|---|--|----|------------------------------------|--|---|----|---|--|----|--------------------------------|
|  |                         |  |   | Yes  | No |                                    |  | Yes   | No |   | Yes  | No |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |
|  |                         |  |   |  |    |                                    |  |   |    |   |  |    |                                |

**Part VII Supplemental Information**

Provide additional information for responses to questions on Schedule R. See instructions.

**PART II, IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS:**

**NAME, ADDRESS, AND EIN OF RELATED ORGANIZATION:**

THE O'KEEFFE MUSEUM FOUNDATION

EIN: 81-1012846

217 JOHNSON STREET

SANTA FE, NM 87501

PRIMARY ACTIVITY: SUPPORTING ORGANIZATION TO THE GEORGIA O'KEEFFE MUSEUM

DIRECT CONTROLLING ENTITY: GEORGIA O'KEEFFE MUSEUM

**PART IV, IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS CORP OR TRUST:**

**NAME, ADDRESS, AND EIN OF RELATED ORGANIZATION:**

GOKM INNOVATIONS INC.

EIN: 47-5622335

217 JOHNSON STREET

SANTA FE, NM 87501

PRIMARY ACTIVITY: CONSERVATION PRODUCT DEVELOPMENT

DIRECT CONTROLLING ENTITY: THE O'KEEFFE MUSEUM FOUNDATION

IRS E-file Signature Authorization for a Tax Exempt Entity

Form 8879-TE

For calendar year 2023, or fiscal year beginning \_\_\_\_\_, 2023, and ending \_\_\_\_\_, 20\_\_\_\_

2023

Department of the Treasury Internal Revenue Service

Do not send to the IRS. Keep for your records. Go to www.irs.gov/Form8879TE for the latest information.

Name of filer GEORGIA O'KEEFFE MUSEUM EIN or SSN 85-0437114

Name and title of officer or person subject to tax CODY HARTLEY MUSEUM DIRECTOR

Part I Type of Return and Return Information

Check the box for the return for which you are using this Form 8879-TE and enter the applicable amount, if any, from the return. Form 8038-CP and Form 5330 filers may enter dollars and cents. For all other forms, enter whole dollars only. If you check the box on line 1a, 2a, 3a, 4a, 5a, 6a, 7a, 8a, 9a, or 10a below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, 5b, 6b, 7b, 8b, 9b, or 10b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

Table with 2 columns: Line number and description, and Amount. Includes lines 1a-10a and 1b-10b.

Part II Declaration and Signature Authorization of Officer or Person Subject to Tax

Under penalties of perjury, I declare that [X] I am an officer of the above entity or [ ] I am a person subject to tax with respect to (name of entity) \_\_\_\_\_, (EIN) \_\_\_\_\_ and that I have examined a copy of the 2023 electronic return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete.

PIN: check one box only

[X] I authorize MOSS ADAMS LLP to enter my PIN 11111. Enter five numbers, but do not enter all zeros.

as my signature on the tax year 2023 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

[ ] As an officer or person subject to tax with respect to the entity, I will enter my PIN as my signature on the tax year 2023 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Signature of officer or person subject to tax \*\*\*\*\* THIS IS NOT A FILEABLE COPY \*\*\*\*\* Date

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

85334895427

Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2023 electronically filed return indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature \_\_\_\_\_ Date 10/11/24

ERO Must Retain This Form - See Instructions

Do Not Submit This Form to the IRS Unless Requested To Do So

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8879-TE (2023)



**Application for Extension of Time To File an Exempt Organization  
Return or Excise Taxes Related to Employee Benefit Plans**

OMB No. 1545-0047

Department of the Treasury  
Internal Revenue Service

File a separate application for each return.  
Go to [www.irs.gov/Form8868](http://www.irs.gov/Form8868) for the latest information.

**Electronic filing (e-file).** You can electronically file Form 8868 to request up to a 6-month extension of time to file any of the forms listed below except for Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts. An extension request for Form 8870 must be sent to the IRS in a paper format (see instructions). For more details on the electronic filing of Form 8868, visit [www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits](http://www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits).

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-TE and Form 8879-TE for payment instructions.

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

**Part I - Identification**

|  |   |   |
|--|---|---|
| <b>Type or Print</b>   | Name of exempt organization, employer, or other filer, see instructions.<br><b>GEORGIA O'KEEFFE MUSEUM</b>            | Taxpayer identification number (TIN)<br><b>85-0437114</b> |
| File by the due date for filing your return. See instructions. | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>217 JOHNSON STREET</b>                   |   |
|  | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>SANTA FE, NM 87501</b> |   |

Enter the Return Code for the return that this application is for (file a separate application for each return) 07

| Application Is For                       | Return Code | Application Is For                | Return Code |
|--|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ                  | 01          | Form 4720 (other than individual) | 09          |
| Form 4720 (individual)                   | 03          | Form 5227                         | 10          |
| Form 990-PF                              | 04          | Form 6069                         | 11          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 8870                         | 12          |
| Form 990-T (trust other than above)      | 06          | Form 5330 (individual)            | 13          |
| Form 990-T (corporation)                 | 07          | Form 5330 (other than individual) | 14          |
| Form 1041-A                              | 08          |                                   |             |

• After you enter your Return Code, complete either Part II or Part III. Part III, including signature, is applicable only for an extension of time to file Form 5330.

• If this application is for an extension of time to file Form 5330, you must enter the following information.

Plan Name \_\_\_\_\_  
 Plan Number \_\_\_\_\_  
 Plan Year Ending (MM/DD/YYYY) \_\_\_\_\_

**Part II - Automatic Extension of Time To File for Exempt Organizations (see instructions)**

The books are in the care of **JUDY SCHARMER**  
**217 JOHNSON STREET - SANTA FE, NM 87501**

Telephone No. **505-946-1034** Fax No. \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four-digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and TINs of all members the extension is for.

**1** I request an automatic 6-month extension of time until **NOVEMBER 15**, 20 **24**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 calendar year 20 **23** or  
 tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

|   |           |    |        |
|---|-----------|----|--------|
| <b>3a</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.   | <b>3a</b> | \$ | 0.     |
| <b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | <b>3b</b> | \$ | 9,041. |
| <b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.              | <b>3c</b> | \$ | 0.     |

**For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev. 1-2024)

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

2023

For calendar year 2023 or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Go to www.irs.gov/Form990T for instructions and the latest information.

Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury Internal Revenue Service

Form header section A-F containing organization name (GEORGIA O'KEEFFE MUSEUM), address (217 JOHNSON STREET, SANTA FE, NM 87501), EIN (85-0437114), and book value (135,925,526).

Form header section G-L containing organization type (501(c) corporation), filing status, and contact information (JUDY SCHARMER, 505-946-1034).

Table for Part I: Total Unrelated Business Taxable Income. Rows 1-11 showing calculations leading to a total of 0.

Table for Part II: Tax Computation. Rows 1-7 showing tax amounts leading to a total of 0.

Table for Part III: Tax and Payments. Rows 1a-5 showing foreign tax credit, other credits, and total tax liability (0).

| <b>Part III Tax and Payments</b> (continued) |  |           |        |
|--|--|-----------|--------|
| <b>6 a</b>                                   | Payments: Preceding year's overpayment credited to the current year .....                                | <b>6a</b> | 9,041. |
| <b>b</b>                                     | Current year's estimated tax payments. Check if section 643(g) election applies <input type="checkbox"/> | <b>6b</b> |        |
| <b>c</b>                                     | Tax deposited with Form 8868 .....   | <b>6c</b> |        |
| <b>d</b>                                     | Foreign organizations: Tax paid or withheld at source (see instructions) .....                           | <b>6d</b> |        |
| <b>e</b>                                     | Backup withholding (see instructions) .....  | <b>6e</b> |        |
| <b>f</b>                                     | Credit for small employer health insurance premiums (attach Form 8941) .....                             | <b>6f</b> |        |
| <b>g</b>                                     | Elective payment election amount from Form 3800 .....  | <b>6g</b> |        |
| <b>h</b>                                     | Payment from Form 2439 .....   | <b>6h</b> |        |
| <b>i</b>                                     | Credit from Form 4136 .....  | <b>6i</b> |        |
| <b>j</b>                                     | Other (see instructions) .....   | <b>6j</b> |        |
| <b>7</b>                                     | <b>Total payments.</b> Add lines 6a through 6j .....   | <b>7</b>  | 9,041. |
| <b>8</b>                                     | Estimated tax penalty (see instructions). Check if Form 2220 is attached .....                           | <b>8</b>  |        |
| <b>9</b>                                     | <b>Tax due.</b> If line 7 is smaller than the total of lines 4, 5, and 8, enter amount owed .....        | <b>9</b>  |        |
| <b>10</b>                                    | <b>Overpayment.</b> If line 7 is larger than the total of lines 4, 5, and 8, enter amount overpaid ..... | <b>10</b> | 9,041. |
| <b>11</b>                                    | Enter the amount of line 10 you want: <b>Credited to 2024 estimated tax</b> <b>Refunded</b> .....        | <b>11</b> | 9,041. |

| <b>Part IV Statements Regarding Certain Activities and Other Information</b> (see instructions) |  | Yes                               | No |
|---|--|-----------------------------------|----|
| <b>1</b>  | At any time during the 2023 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here _____ |                                   | X  |
| <b>2</b>  | During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? .....<br>If "Yes," see instructions for other forms the organization may have to file.   |                                   | X  |
| <b>3</b>  | Enter the amount of tax-exempt interest received or accrued during the tax year ..... \$ _____   |                                   |    |
| <b>4</b>  | Enter available pre-2018 NOL carryovers here \$ _____ Do not include any post-2017 NOL carryover shown on Schedule A (Form 990-T). Don't reduce the NOL carryover shown here by any deduction reported on Part I, line 6.  |                                   |    |
| <b>5</b>  | Post-2017 NOL carryovers. Enter the Business Activity Code and available post-2017 NOL carryovers. Don't reduce the amounts shown below by any NOL claimed on any Schedule A, Part II, line 17 for the tax year. See instructions.   |                                   |    |
|   | Business Activity Code   | Available post-2017 NOL carryover |    |
|   | 459420   | \$ 193,892.                       |    |
|   | 523000   | \$ 111,227.                       |    |
|   |  | \$                                |    |
|   |  | \$                                |    |
| <b>6 a</b>  | Reserved for future use .....  |                                   |    |
| <b>b</b>  | Reserved for future use .....  |                                   |    |

**Part V Supplemental Information**  
Provide any additional information. See instructions.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature of officer: \_\_\_\_\_ Date: \_\_\_\_\_ Title: **MUSEUM DIRECTOR**

May the IRS discuss this return with the preparer shown below (see instructions)?  Yes  No

**Paid Preparer Use Only**

Print/Type preparer's name: **STEVEN TALBOT** Preparer's signature: **STEVEN TALBOT** Date: **10/28/24** Check if self-employed:  PTIN: **P01695427**

Firm's name: **MOSS ADAMS LLP** Firm's EIN: **91-0189318**

Firm's address: **6565 AMERICAS PARKWAY NE STE 600 ALBUQUERQUE, NM 87110** Phone no.: **505-878-7200**

**SCHEDULE A  
(Form 990-T)**

Department of the Treasury  
Internal Revenue Service

**Unrelated Business Taxable Income  
From an Unrelated Trade or Business**

Go to [www.irs.gov/Form990T](http://www.irs.gov/Form990T) for instructions and the latest information.  
Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

1  
OMB No. 1545-0047

**2023**

Open to Public Inspection for  
501(c)(3) Organizations Only

|  |  |
|--|--|
| <b>A</b> Name of the organization<br><b>GEORGIA O'KEEFFE MUSEUM</b>        | <b>B</b> Employer identification number<br><b>85-0437114</b> |
| <b>C</b> Unrelated business activity code (see instructions) <b>459420</b> | <b>D</b> Sequence: <b>1</b> of <b>2</b>                      |

**E Describe the unrelated trade or business** **GIFT SHOP SALES FOR ITEMS UNRELATED TO EXEMPT**

| <b>Part I</b> Unrelated Trade or Business Income  |           | (A) Income      | (B) Expenses | (C) Net         |
|---|-----------|-----------------|--------------|-----------------|
| <b>1 a</b> Gross receipts or sales <u>895,307.</u>  |           |                 |              |                 |
| <b>b</b> Less returns and allowances _____ <b>c</b> Balance   | <b>1c</b> | <b>895,307.</b> |              |                 |
| <b>2</b> Cost of goods sold (Part III, line 8) .....  | <b>2</b>  | <b>425,805.</b> |              |                 |
| <b>3</b> Gross profit. Subtract line 2 from line 1c .....   | <b>3</b>  | <b>469,502.</b> |              | <b>469,502.</b> |
| <b>4 a</b> Capital gain net income (attach Schedule D (Form 1041 or Form 1120)). See instructions ..... | <b>4a</b> |                 |              |                 |
| <b>b</b> Net gain (loss) (Form 4797) (attach Form 4797). See instructions)                              | <b>4b</b> |                 |              |                 |
| <b>c</b> Capital loss deduction for trusts .....  | <b>4c</b> |                 |              |                 |
| <b>5</b> Income (loss) from a partnership or an S corporation (attach statement) .....                  | <b>5</b>  |                 |              |                 |
| <b>6</b> Rent income (Part IV) .....  | <b>6</b>  |                 |              |                 |
| <b>7</b> Unrelated debt-financed income (Part V) .....  | <b>7</b>  |                 |              |                 |
| <b>8</b> Interest, annuities, royalties, and rents from a controlled organization (Part VI) .....       | <b>8</b>  |                 |              |                 |
| <b>9</b> Investment income of section 501(c)(7), (9), or (17) organizations (Part VII) .....            | <b>9</b>  |                 |              |                 |
| <b>10</b> Exploited exempt activity income (Part VIII) .....  | <b>10</b> |                 |              |                 |
| <b>11</b> Advertising income (Part IX) .....  | <b>11</b> |                 |              |                 |
| <b>12</b> Other income (see instructions; attach statement) .....                                       | <b>12</b> |                 |              |                 |
| <b>13 Total.</b> Combine lines 3 through 12 .....   | <b>13</b> | <b>469,502.</b> |              | <b>469,502.</b> |

**Part II Deductions Not Taken Elsewhere.** See instructions for limitations on deductions. Deductions must be directly connected with the unrelated business income

|  |           |  |  |                 |
|--|-----------|--|--|-----------------|
| <b>1</b> Compensation of officers, directors, and trustees (Part X) .....  |           |  |  |                 |
| <b>2</b> Salaries and wages .....  | <b>2</b>  |  |  | <b>101,333.</b> |
| <b>3</b> Repairs and maintenance .....   | <b>3</b>  |  |  |                 |
| <b>4</b> Bad debts .....   | <b>4</b>  |  |  |                 |
| <b>5</b> Interest (attach statement). See instructions .....   | <b>5</b>  |  |  |                 |
| <b>6</b> Taxes and licenses .....  | <b>6</b>  |  |  |                 |
| <b>7</b> Depreciation (attach Form 4562). See instructions .....   | <b>7</b>  |  |  |                 |
| <b>8</b> Less depreciation claimed in Part III and elsewhere on return .....   | <b>8a</b> |  |  |                 |
| <b>9</b> Depletion .....   | <b>9</b>  |  |  |                 |
| <b>10</b> Contributions to deferred compensation plans .....   | <b>10</b> |  |  |                 |
| <b>11</b> Employee benefit programs .....  | <b>11</b> |  |  |                 |
| <b>12</b> Excess exempt expenses (Part VIII) .....   | <b>12</b> |  |  |                 |
| <b>13</b> Excess readership costs (Part IX) .....  | <b>13</b> |  |  |                 |
| <b>14</b> Other deductions (attach statement) <b>SEE STATEMENT 1</b> .....   | <b>14</b> |  |  | <b>436,301.</b> |
| <b>15 Total deductions.</b> Add lines 1 through 14 .....   | <b>15</b> |  |  | <b>537,634.</b> |
| <b>16</b> Unrelated business income before net operating loss deduction. Subtract line 15 from Part I, line 13, column (C) ..... | <b>16</b> |  |  | <b>-68,132.</b> |
| <b>17</b> Deduction for net operating loss. See instructions .....   | <b>17</b> |  |  | <b>0.</b>       |
| <b>18 Unrelated business taxable income.</b> Subtract line 17 from line 16 .....   | <b>18</b> |  |  | <b>-68,132.</b> |

For Paperwork Reduction Act Notice, see instructions.

Schedule A (Form 990-T) 2023

| <b>Part III Cost of Goods Sold</b> | Enter method of inventory valuation  | COST |   |   |
|------------------------------------|--|------|---|---|
| 1                                  | Inventory at beginning of year .....   |      | 1 | 150,313.  |
| 2                                  | Purchases .....  |      | 2 | 460,344.  |
| 3                                  | Cost of labor .....  |      | 3 | 0.  |
| 4                                  | Additional section 263A costs (attach statement) .....   |      | 4 | 0.  |
| 5                                  | Other costs (attach statement) .....   |      | 5 | 0.  |
| 6                                  | <b>Total.</b> Add lines 1 through 5 .....  |      | 6 | 610,657.  |
| 7                                  | Inventory at end of year .....   |      | 7 | 184,852.  |
| 8                                  | <b>Cost of goods sold.</b> Subtract line 7 from line 6. Enter here and in Part I, line 2 .....                           |      | 8 | 425,805.  |
| 9                                  | Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? ..... |      |   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

| <b>Part IV Rent Income (From Real Property and Personal Property Leased With Real Property)</b>                    |   |   |   |   |    |
|--|---|---|---|---|----|
| 1 Description of property (property street address, city, state, ZIP code). Check if a dual-use. See instructions. |   |   |   |   |    |
| A  | <input type="checkbox"/>  |   |   |   |    |
| B  | <input type="checkbox"/>  |   |   |   |    |
| C  | <input type="checkbox"/>  |   |   |   |    |
| D  | <input type="checkbox"/>  |   |   |   |    |
|  |   | A | B | C | D  |
| 2  | Rent received or accrued  |   |   |   |    |
| a  | From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%) .....                           |   |   |   |    |
| b  | From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income) ..... |   |   |   |    |
| c  | Total rents received or accrued by property. Add lines 2a and 2b, columns A through D .....   |   |   |   |    |
| 3  | Total rents received or accrued. Add line 2c, columns A through D. Enter here and on Part I, line 6, column (A) .....                           |   |   |   | 0. |
| 4  | Deductions directly connected with the income in lines 2a and 2b (attach statement) .....   |   |   |   |    |
| 5  | <b>Total deductions.</b> Add line 4, columns A through D. Enter here and on Part I, line 6, column (B) .....                                    |   |   |   | 0. |

| <b>Part V Unrelated Debt-Financed Income</b> (see instructions)   |  |   |   |   |    |
|---|--|---|---|---|----|
| 1 Description of debt-financed property (street address, city, state, ZIP code). Check if a dual-use. See instructions. |  |   |   |   |    |
| A   | <input type="checkbox"/>   |   |   |   |    |
| B   | <input type="checkbox"/>   |   |   |   |    |
| C   | <input type="checkbox"/>   |   |   |   |    |
| D   | <input type="checkbox"/>   |   |   |   |    |
|   |  | A | B | C | D  |
| 2   | Gross income from or allocable to debt-financed property .....   |   |   |   |    |
| 3   | Deductions directly connected with or allocable to debt-financed property  |   |   |   |    |
| a   | Straight line depreciation (attach statement) .....  |   |   |   |    |
| b   | Other deductions (attach statement) .....  |   |   |   |    |
| c   | Total deductions (add lines 3a and 3b, columns A through D) .....  |   |   |   |    |
| 4   | Amount of average acquisition debt on or allocable to debt-financed property (attach statement) .....                  |   |   |   |    |
| 5   | Average adjusted basis of or allocable to debt-financed property (attach statement) .....                              |   |   |   |    |
| 6   | Divide line 4 by line 5 .....  | % | % | % | %  |
| 7   | Gross income reportable. Multiply line 2 by line 6 .....   |   |   |   |    |
| 8   | <b>Total gross income</b> (add line 7, columns A through D). Enter here and on Part I, line 7, column (A) .....        |   |   |   | 0. |
| 9   | Allocable deductions. Multiply line 3c by line 6 .....   |   |   |   |    |
| 10  | <b>Total allocable deductions.</b> Add line 9, columns A through D. Enter here and on Part I, line 7, column (B) ..... |   |   |   | 0. |
| 11  | <b>Total dividends-received deductions</b> included in line 10 .....   |   |   |   | 0. |

**Part VI Interest, Annuities, Royalties, and Rents From Controlled Organizations** (see instructions)

| 1. Name of controlled organization |   | 2. Employer identification number   |  | Exempt Controlled Organizations                                     |                                     |   |
|------------------------------------|---|-------------------------------------|--|---|-------------------------------------|---|
|                                    |   |                                     |  | 3. Net unrelated income (loss) (see instructions)                   | 4. Total of specified payments made | 5. Part of column 4 that is included in the controlling organization's gross income |
| (1)                                |   |                                     |  |   |                                     |   |
| (2)                                |   |                                     |  |   |                                     |   |
| (3)                                |   |                                     |  |   |                                     |   |
| (4)                                |   |                                     |  |   |                                     |   |
| Nonexempt Controlled Organizations |   |                                     |  |   |                                     |   |
| 7. Taxable Income                  | 8. Net unrelated income (loss) (see instructions) | 9. Total of specified payments made | 10. Part of column 9 that is included in the controlling organization's gross income | 11. Deductions directly connected with income in column 10          |                                     |   |
| (1)                                |   |                                     |  |   |                                     |   |
| (2)                                |   |                                     |  |   |                                     |   |
| (3)                                |   |                                     |  |   |                                     |   |
| (4)                                |   |                                     |  |   |                                     |   |
|                                    |   |                                     | Add columns 5 and 10. Enter here and on Part I, line 8, column (A).                  | Add columns 6 and 11. Enter here and on Part I, line 8, column (B). |                                     |   |
| <b>Totals</b>                      |   |                                     | 0.   | 0.  |                                     |   |

**Part VII Investment Income of a Section 501(c)(7), (9), or (17) Organization** (see instructions)

| 1. Description of income | 2. Amount of income | 3. Deductions directly connected (attach statement)                    | 4. Set-asides (attach statement) | 5. Total deductions and set-asides (add cols 3 and 4)                  |
|--------------------------|---------------------|--|----------------------------------|--|
| (1)                      |                     |  |                                  |  |
| (2)                      |                     |  |                                  |  |
| (3)                      |                     |  |                                  |  |
| (4)                      |                     |  |                                  |  |
|                          |                     | Add amounts in column 2. Enter here and on Part I, line 9, column (A). |                                  | Add amounts in column 5. Enter here and on Part I, line 9, column (B). |
| <b>Totals</b>            |                     | 0.   |                                  | 0.   |

**Part VIII Exploited Exempt Activity Income, Other Than Advertising Income** (see instructions)

|   |  |   |
|---|--|---|
| 1 | Description of exploited activity: _____   |   |
| 2 | Gross unrelated business income from trade or business. Enter here and on Part I, line 10, column (A) .....                                    | 2 |
| 3 | Expenses directly connected with production of unrelated business income. Enter here and on Part I, line 10, column (B) .....                  | 3 |
| 4 | Net income (loss) from unrelated trade or business. Subtract line 3 from line 2. If a gain, complete lines 5 through 7 .....                   | 4 |
| 5 | Gross income from activity that is not unrelated business income .....   | 5 |
| 6 | Expenses attributable to income entered on line 5 .....  | 6 |
| 7 | Excess exempt expenses. Subtract line 5 from line 6, but do not enter more than the amount on line 4. Enter here and on Part II, line 12 ..... | 7 |

Part IX Advertising Income

1 Name(s) of periodical(s). Check box if reporting two or more periodicals on a consolidated basis.

- A [ ]
B [ ]
C [ ]
D [ ]

Enter amounts for each periodical listed above in the corresponding column.

Table with 4 columns: A, B, C, D. Line 2: Gross advertising income. Total: 0.

Line 3: Direct advertising costs by periodical. Total: 0.

Table with 4 columns: A, B, C, D. Lines 4-8: Advertising gain/loss, Readership costs, Circulation income, Excess readership costs, Excess readership costs allowed as a deduction. Total: 0.

Part X Compensation of Officers, Directors, and Trustees (see instructions)

Table with 4 columns: 1. Name, 2. Title, 3. Percentage of time devoted to business, 4. Compensation attributable to unrelated business. Includes Total row.

Part XI Supplemental Information (see instructions)

Multiple horizontal lines provided for supplemental information.

| FORM 990-T (A)                        | OTHER DEDUCTIONS | STATEMENT 1 |
|---------------------------------------|------------------|-------------|
| DESCRIPTION                           |                  | AMOUNT      |
| ADMINISTRATIVE AND OVERHEAD COSTS     |                  | 374,045.    |
| RETAIL MISC EXPENSE                   |                  | 62,256.     |
| TOTAL TO SCHEDULE A, PART II, LINE 14 |                  | 436,301.    |

| FORM 990-T SCHEDULE A | DESCRIPTION OF ORGANIZATION'S UNRELATED BUSINESS ACTIVITY | STATEMENT 2 |
|-----------------------|---|-------------|
|                       | GIFT SHOP SALES FOR ITEMS UNRELATED TO EXEMPT ACTIVITY    |             |
|                       | TO FORM 990-T, SCHEDULE A, LINE E                         |             |

| 990-T SCH A                       | POST-2017 NET OPERATING LOSS DEDUCTION |                         |                | STATEMENT 3         |
|-----------------------------------|--|-------------------------|----------------|---------------------|
| TAX YEAR                          | LOSS SUSTAINED                         | LOSS PREVIOUSLY APPLIED | LOSS REMAINING | AVAILABLE THIS YEAR |
| 12/31/21                          | 94,734.                                | 0.                      | 94,734.        | 94,734.             |
| 12/31/22                          | 99,158.                                | 0.                      | 99,158.        | 99,158.             |
| NOL CARRYOVER AVAILABLE THIS YEAR |  |                         | 193,892.       | 193,892.            |



**SCHEDULE A  
(Form 990-T)**

Department of the Treasury  
Internal Revenue Service

**Unrelated Business Taxable Income  
From an Unrelated Trade or Business**

Go to [www.irs.gov/Form990T](http://www.irs.gov/Form990T) for instructions and the latest information.  
Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

2  
OMB No. 1545-0047

**2023**

Open to Public Inspection for  
501(c)(3) Organizations Only

|  |  |
|--|--|
| <b>A</b> Name of the organization<br><b>GEORGIA O'KEEFFE MUSEUM</b>        | <b>B</b> Employer identification number<br><b>85-0437114</b> |
| <b>C</b> Unrelated business activity code (see instructions) <b>523000</b> | <b>D</b> Sequence: <b>2</b> of <b>2</b>                      |

**E** Describe the unrelated trade or business **PASSTHROUGH INVESTMENT INCOME**

| <b>Part I</b> Unrelated Trade or Business Income  |           | (A) Income | (B) Expenses | (C) Net   |
|---|-----------|------------|--------------|-----------|
| <b>1 a</b> Gross receipts or sales _____  |           |            |              |           |
| <b>b</b> Less returns and allowances _____ <b>c</b> Balance   | <b>1c</b> |            |              |           |
| <b>2</b> Cost of goods sold (Part III, line 8) .....  | <b>2</b>  |            |              |           |
| <b>3</b> Gross profit. Subtract line 2 from line 1c .....   | <b>3</b>  |            |              |           |
| <b>4 a</b> Capital gain net income (attach Schedule D (Form 1041 or Form 1120)). See instructions .....   | <b>4a</b> | 83,183.    |              | 83,183.   |
| <b>b</b> Net gain (loss) (Form 4797) (attach Form 4797). See instructions)                                | <b>4b</b> |            |              |           |
| <b>c</b> Capital loss deduction for trusts .....  | <b>4c</b> |            |              |           |
| <b>5</b> Income (loss) from a partnership or an S corporation (attach statement) <b>STATEMENT 4</b> ..... | <b>5</b>  | -468,474.  |              | -468,474. |
| <b>6</b> Rent income (Part IV) .....  | <b>6</b>  |            |              |           |
| <b>7</b> Unrelated debt-financed income (Part V) .....  | <b>7</b>  |            |              |           |
| <b>8</b> Interest, annuities, royalties, and rents from a controlled organization (Part VI) .....         | <b>8</b>  |            |              |           |
| <b>9</b> Investment income of section 501(c)(7), (9), or (17) organizations (Part VII) .....              | <b>9</b>  |            |              |           |
| <b>10</b> Exploited exempt activity income (Part VIII) .....  | <b>10</b> |            |              |           |
| <b>11</b> Advertising income (Part IX) .....  | <b>11</b> |            |              |           |
| <b>12</b> Other income (see instructions; attach statement) .....   | <b>12</b> |            |              |           |
| <b>13 Total.</b> Combine lines 3 through 12 .....   | <b>13</b> | -385,291.  |              | -385,291. |

**Part II Deductions Not Taken Elsewhere.** See instructions for limitations on deductions. Deductions must be directly connected with the unrelated business income

|  |           |  |  |           |
|--|-----------|--|--|-----------|
| <b>1</b> Compensation of officers, directors, and trustees (Part X) .....  |           |  |  |           |
| <b>2</b> Salaries and wages .....  | <b>2</b>  |  |  | 1,000.    |
| <b>3</b> Repairs and maintenance .....   | <b>3</b>  |  |  |           |
| <b>4</b> Bad debts .....   | <b>4</b>  |  |  |           |
| <b>5</b> Interest (attach statement). See instructions .....   | <b>5</b>  |  |  |           |
| <b>6</b> Taxes and licenses .....  | <b>6</b>  |  |  | 949.      |
| <b>7</b> Depreciation (attach Form 4562). See instructions .....   | <b>7</b>  |  |  |           |
| <b>8</b> Less depreciation claimed in Part III and elsewhere on return .....   | <b>8a</b> |  |  |           |
| <b>9</b> Depletion .....   | <b>9</b>  |  |  |           |
| <b>10</b> Contributions to deferred compensation plans .....   | <b>10</b> |  |  |           |
| <b>11</b> Employee benefit programs .....  | <b>11</b> |  |  |           |
| <b>12</b> Excess exempt expenses (Part VIII) .....   | <b>12</b> |  |  |           |
| <b>13</b> Excess readership costs (Part IX) .....  | <b>13</b> |  |  |           |
| <b>14</b> Other deductions (attach statement) <b>SEE STATEMENT 5</b> .....   | <b>14</b> |  |  | 14,222.   |
| <b>15 Total deductions.</b> Add lines 1 through 14 .....   | <b>15</b> |  |  | 16,171.   |
| <b>16</b> Unrelated business income before net operating loss deduction. Subtract line 15 from Part I, line 13, column (C) ..... | <b>16</b> |  |  | -401,462. |
| <b>17</b> Deduction for net operating loss. See instructions .....   | <b>17</b> |  |  | 0.        |
| <b>18 Unrelated business taxable income.</b> Subtract line 17 from line 16 .....   | <b>18</b> |  |  | -401,462. |

For Paperwork Reduction Act Notice, see instructions.

Schedule A (Form 990-T) 2023

**Part III Cost of Goods Sold** Enter method of inventory valuation

|   |   |  |
|---|---|--|
| 1 Inventory at beginning of year .....  | 1 |  |
| 2 Purchases .....   | 2 |  |
| 3 Cost of labor .....   | 3 |  |
| 4 Additional section 263A costs (attach statement) .....  | 4 |  |
| 5 Other costs (attach statement) .....  | 5 |  |
| 6 <b>Total.</b> Add lines 1 through 5 .....   | 6 |  |
| 7 Inventory at end of year .....  | 7 |  |
| 8 <b>Cost of goods sold.</b> Subtract line 7 from line 6. Enter here and in Part I, line 2 .....  | 8 |  |
| 9 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? <input type="checkbox"/> Yes <input type="checkbox"/> No |   |  |

**Part IV Rent Income (From Real Property and Personal Property Leased With Real Property)**

1 Description of property (property street address, city, state, ZIP code). Check if a dual-use. See instructions.

A  \_\_\_\_\_

B  \_\_\_\_\_

C  \_\_\_\_\_

D  \_\_\_\_\_

|   | A | B | C | D  |
|---|---|---|---|----|
| 2 Rent received or accrued  |   |   |   |    |
| a From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%) .....                           |   |   |   |    |
| b From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income) ..... |   |   |   |    |
| c Total rents received or accrued by property. Add lines 2a and 2b, columns A through D .....   |   |   |   |    |
| 3 Total rents received or accrued. Add line 2c, columns A through D. Enter here and on Part I, line 6, column (A) .....                           |   |   |   | 0. |
| 4 Deductions directly connected with the income in lines 2a and 2b (attach statement) .....   |   |   |   |    |
| 5 <b>Total deductions.</b> Add line 4, columns A through D. Enter here and on Part I, line 6, column (B) .....                                    |   |   |   | 0. |

**Part V Unrelated Debt-Financed Income** (see instructions)

1 Description of debt-financed property (street address, city, state, ZIP code). Check if a dual-use. See instructions.

A  \_\_\_\_\_

B  \_\_\_\_\_

C  \_\_\_\_\_

D  \_\_\_\_\_

|   | A | B | C | D  |
|---|---|---|---|----|
| 2 Gross income from or allocable to debt-financed property .....  |   |   |   |    |
| 3 Deductions directly connected with or allocable to debt-financed property   |   |   |   |    |
| a Straight line depreciation (attach statement) .....   |   |   |   |    |
| b Other deductions (attach statement) .....   |   |   |   |    |
| c Total deductions (add lines 3a and 3b, columns A through D) .....   |   |   |   |    |
| 4 Amount of average acquisition debt on or allocable to debt-financed property (attach statement) .....                   |   |   |   |    |
| 5 Average adjusted basis of or allocable to debt-financed property (attach statement) .....                               |   |   |   |    |
| 6 Divide line 4 by line 5 .....   | % | % | % | %  |
| 7 Gross income reportable. Multiply line 2 by line 6 .....  |   |   |   |    |
| 8 <b>Total gross income</b> (add line 7, columns A through D). Enter here and on Part I, line 7, column (A) .....         |   |   |   | 0. |
| 9 Allocable deductions. Multiply line 3c by line 6 .....  |   |   |   |    |
| 10 <b>Total allocable deductions.</b> Add line 9, columns A through D. Enter here and on Part I, line 7, column (B) ..... |   |   |   | 0. |
| 11 <b>Total dividends-received deductions</b> included in line 10 .....   |   |   |   | 0. |

**Part VI Interest, Annuities, Royalties, and Rents From Controlled Organizations** (see instructions)

| 1. Name of controlled organization | 2. Employer identification number | Exempt Controlled Organizations                   |                                     |   |  |
|------------------------------------|-----------------------------------|---|-------------------------------------|---|--|
|                                    |                                   | 3. Net unrelated income (loss) (see instructions) | 4. Total of specified payments made | 5. Part of column 4 that is included in the controlling organization's gross income | 6. Deductions directly connected with income in column 5 |
| (1)                                |                                   |   |                                     |   |  |
| (2)                                |                                   |   |                                     |   |  |
| (3)                                |                                   |   |                                     |   |  |
| (4)                                |                                   |   |                                     |   |  |

Nonexempt Controlled Organizations

| 7. Taxable Income | 8. Net unrelated income (loss) (see instructions) | 9. Total of specified payments made | 10. Part of column 9 that is included in the controlling organization's gross income | 11. Deductions directly connected with income in column 10 |
|-------------------|---|-------------------------------------|--|--|
| (1)               |   |                                     |  |  |
| (2)               |   |                                     |  |  |
| (3)               |   |                                     |  |  |
| (4)               |   |                                     |  |  |

Add columns 5 and 10. Enter here and on Part I, line 8, column (A).

Add columns 6 and 11. Enter here and on Part I, line 8, column (B).

Totals ..... 0 . 0 .

**Part VII Investment Income of a Section 501(c)(7), (9), or (17) Organization** (see instructions)

| 1. Description of income | 2. Amount of income | 3. Deductions directly connected (attach statement) | 4. Set-asides (attach statement) | 5. Total deductions and set-asides (add cols 3 and 4) |
|--------------------------|---------------------|---|----------------------------------|---|
| (1)                      |                     |   |                                  |   |
| (2)                      |                     |   |                                  |   |
| (3)                      |                     |   |                                  |   |
| (4)                      |                     |   |                                  |   |

Add amounts in column 2. Enter here and on Part I, line 9, column (A). 0 .

Add amounts in column 5. Enter here and on Part I, line 9, column (B). 0 .

Totals ..... 0 . 0 .

**Part VIII Exploited Exempt Activity Income, Other Than Advertising Income** (see instructions)

|   |  |   |  |
|---|--|---|--|
| 1 | Description of exploited activity: _____   |   |  |
| 2 | Gross unrelated business income from trade or business. Enter here and on Part I, line 10, column (A) .....                                    | 2 |  |
| 3 | Expenses directly connected with production of unrelated business income. Enter here and on Part I, line 10, column (B) .....                  | 3 |  |
| 4 | Net income (loss) from unrelated trade or business. Subtract line 3 from line 2. If a gain, complete lines 5 through 7 .....                   | 4 |  |
| 5 | Gross income from activity that is not unrelated business income .....   | 5 |  |
| 6 | Expenses attributable to income entered on line 5 .....  | 6 |  |
| 7 | Excess exempt expenses. Subtract line 5 from line 6, but do not enter more than the amount on line 4. Enter here and on Part II, line 12 ..... | 7 |  |

**Part IX Advertising Income**

1 Name(s) of periodical(s). Check box if reporting two or more periodicals on a consolidated basis.

- A
- B
- C
- D

Enter amounts for each periodical listed above in the corresponding column.

|  | A | B | C | D  |
|--|---|---|---|----|
| 2 Gross advertising income .....   |   |   |   |    |
| Add columns A through D. Enter here and on Part I, line 11, column (A) ..... |   |   |   | 0. |

|  |  |  |  |    |
|--|--|--|--|----|
| a  |  |  |  |    |
| 3 Direct advertising costs by periodical .....                                 |  |  |  |    |
| a Add columns A through D. Enter here and on Part I, line 11, column (B) ..... |  |  |  | 0. |

4 Advertising gain (loss). Subtract line 3 from line 2. For any column in line 4 showing a gain, complete lines 5 through 8. For any column in line 4 showing a loss or zero, do not complete lines 5 through 7, and enter -0- on line 8 .....

|  |  |  |  |  |
|--|--|--|--|--|
| 5 Readership costs .....   |  |  |  |  |
| 6 Circulation income .....   |  |  |  |  |
| 7 Excess readership costs. If line 6 is less than line 5, subtract line 6 from line 5. If line 5 is less than line 6, enter -0- .....  |  |  |  |  |
| 8 Excess readership costs allowed as a deduction. For each column showing a gain on line 4, enter the lesser of line 4 or line 7 ..... |  |  |  |  |

a Add line 8, columns A through D. Enter the greater of the line 8a columns total or -0- here and on Part II, line 13 .....

**Part X Compensation of Officers, Directors, and Trustees** (see instructions)

| 1. Name | 2. Title | 3. Percentage of time devoted to business | 4. Compensation attributable to unrelated business |
|---------|----------|---|--|
| (1)     |          | %   |  |
| (2)     |          | %   |  |
| (3)     |          | %   |  |
| (4)     |          | %   |  |

Total. Enter here and on Part II, line 1 .....

**Part XI Supplemental Information** (see instructions)

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| FORM 990-T (A)  | INCOME (LOSS) FROM PARTNERSHIPS | STATEMENT 4          |
|---|---------------------------------|----------------------|
| DESCRIPTION   |                                 | NET INCOME OR (LOSS) |
| HARBOURVEST PARTNERS CO-INVESTMENT FUND IV LP - INTEREST INCOME               |                                 | 1,355.               |
| HARBOURVEST PARTNERS CO-INVESTMENT FUND IV LP - DIVIDEND INCOME               |                                 | 5,089.               |
| HARBOURVEST PARTNERS CO-INVESTMENT FUND IV LP - OTHER PORTFOLIO INCOME (LOSS) |                                 | 1,116.               |
| HARBOURVEST PARTNERS CO-INVESTMENT FUND IV LP - OTHER INCOME (LOSS)           |                                 | -5,291.              |
| HARBOURVEST PARTNERS CO-INVESTMENT FUND IV AIV LP - INTEREST INCOME           |                                 | 208.                 |
| HARBOURVEST PARTNERS CO-INVESTMENT FUND IV AIV LP - OTHER INCOME (LOSS)       |                                 | -31,489.             |
| HH-GEM LP - ORDINARY BUSINESS INCOME (LOSS)                                   |                                 | -254,335.            |
| HHEP-GP BRANDS LP - ORDINARY BUSINESS INCOME (LOSS)                           |                                 | -190,487.            |
| HHEP-OILFIELD EXPENDABLES LP - ORDINARY BUSINESS INCOME (LOSS)                |                                 | 6,311.               |
| MORGAN CREEK PARTNERS III LP - ORDINARY BUSINESS INCOME (LOSS)                |                                 | -996.                |
| MORGAN CREEK PARTNERS III LP - NET RENTAL REAL ESTATE INCOME                  |                                 | 45.                  |
| TOTAL INCLUDED ON SCHEDULE A, PART I, LINE 5                                  |                                 | -468,474.            |

| FORM 990-T (A)   | OTHER DEDUCTIONS | STATEMENT 5 |
|--|------------------|-------------|
| DESCRIPTION  |                  | AMOUNT      |
| TAX PREPARATION FEES   |                  | 1,500.      |
| INVESTMENT MANAGEMENT FEES   |                  | 12,704.     |
| OTHER DEDUCTIONS - PORTFOLIO FROM HARBOURVEST PARTNERS CO-INVESTMENT FUND IV |                  | 18.         |
| TOTAL TO SCHEDULE A, PART II, LINE 14  |                  | 14,222.     |

| 990-T SCH A                       | POST-2017 NET OPERATING LOSS DEDUCTION |                         |                | STATEMENT 6         |
|-----------------------------------|--|-------------------------|----------------|---------------------|
| TAX YEAR                          | LOSS SUSTAINED                         | LOSS PREVIOUSLY APPLIED | LOSS REMAINING | AVAILABLE THIS YEAR |
| 12/31/22                          | 111,227.                               | 0.                      | 111,227.       | 111,227.            |
| NOL CARRYOVER AVAILABLE THIS YEAR |  |                         | 111,227.       | 111,227.            |

**SCHEDULE D  
(Form 1120)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.  
Go to [www.irs.gov/Form1120](http://www.irs.gov/Form1120) for instructions and the latest information.

OMB No. 1545-0123

**2023**

Name **GEORGIA O'KEEFFE MUSEUM** Employer identification number **85-0437114**

Did the corporation dispose of any investment(s) in a qualified opportunity fund during the tax year?  Yes  No  
If "Yes," attach Form 8949 and see its instructions for additional requirements for reporting your gain or loss.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

| See instructions for how to figure the amounts to enter on the lines below.<br>This form may be easier to complete if you round off cents to whole dollars.  | (d)<br>Proceeds<br>(sales price) | (e)<br>Cost<br>(or other basis) | (g) Adjustments to gain<br>or loss from Form(s) 8949,<br>Part I, line 2, column (g) | (h) Gain or (loss)<br>Subtract column (e) from<br>column (d) and combine the<br>result with column (g) |
|--|----------------------------------|---------------------------------|---|--|
| <b>1a</b> Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b ..... |                                  |                                 |   |  |
| <b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked .....   |                                  |                                 |   |  |
| <b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked .....  |                                  |                                 |   |  |
| <b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked .....  |                                  |                                 |   | <b>- 354.</b>  |
| <b>4</b> Short-term capital gain from installment sales from Form 6252, line 26 or 37 .....  |                                  |                                 | <b>4</b>  |  |
| <b>5</b> Short-term capital gain or (loss) from like-kind exchanges from Form 8824 .....   |                                  |                                 | <b>5</b>  |  |
| <b>6</b> Unused capital loss carryover (attach computation) .....  |                                  |                                 | <b>6</b>  | ( )  |
| <b>7</b> Net short-term capital gain or (loss). Combine lines 1a through 6 in column h .....   |                                  |                                 | <b>7</b>  | <b>- 354.</b>  |

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| See instructions for how to figure the amounts to enter on the lines below.<br>This form may be easier to complete if you round off cents to whole dollars.   | (d)<br>Proceeds<br>(sales price) | (e)<br>Cost<br>(or other basis) | (g) Adjustments to gain<br>or loss from Form(s) 8949,<br>Part II, line 2, column (g) | (h) Gain or (loss)<br>Subtract column (e) from<br>column (d) and combine the<br>result with column (g) |
|---|----------------------------------|---------------------------------|--|--|
| <b>8a</b> Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b ..... |                                  |                                 |  |  |
| <b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked .....  |                                  |                                 |  |  |
| <b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked .....   |                                  |                                 |  |  |
| <b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked .....  |                                  |                                 |  | <b>83,537.</b>   |
| <b>11</b> Enter gain from Form 4797, line 7 or 9 .....  |                                  |                                 | <b>11</b>  |  |
| <b>12</b> Long-term capital gain from installment sales from Form 6252, line 26 or 37 .....   |                                  |                                 | <b>12</b>  |  |
| <b>13</b> Long-term capital gain or (loss) from like-kind exchanges from Form 8824 .....  |                                  |                                 | <b>13</b>  |  |
| <b>14</b> Capital gain distributions .....  |                                  |                                 | <b>14</b>  |  |
| <b>15</b> Net long-term capital gain or (loss). Combine lines 8a through 14 in column h .....   |                                  |                                 | <b>15</b>  | <b>83,537.</b>   |

**Part III Summary of Parts I and II**

|  |           |                |
|--|-----------|----------------|
| <b>16</b> Enter excess of net short-term capital gain (line 7) over net long-term capital loss (line 15) .....                   | <b>16</b> |                |
| <b>17</b> Net capital gain. Enter excess of net long-term capital gain (line 15) over net short-term capital loss (line 7) ..... | <b>17</b> | <b>83,183.</b> |
| <b>18</b> Add lines 16 and 17. Enter here and on Form 1120, page 1, line 8, or the applicable line on other returns .....        | <b>18</b> | <b>83,183.</b> |

Note: If losses exceed gains, see *Capital Losses* in the instructions.



Name(s) shown on return. Name and SSN or taxpayer identification no. not required if shown on page 1

Social security number or taxpayer identification no.

GEORGIA O'KEEFFE MUSEUM

85-0437114

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either will show whether your basis (usually your cost) was reported to the IRS by your broker and may even tell you which box to check.

Part II Long-Term. Transactions involving capital assets you held more than 1 year are generally long-term (see instructions). For short-term transactions, see page 1.

Note: You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the totals directly on Schedule D, line 8a; you aren't required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
(E) Long-term transactions reported on Form(s) 1099-B showing basis wasn't reported to the IRS
[X] (F) Long-term transactions not reported to you on Form 1099-B

Table with 8 columns: (a) Description of property, (b) Date acquired, (c) Date sold or disposed of, (d) Proceeds (sales price), (e) Cost or other basis, (f) Code(s), (g) Amount of adjustment, (h) Gain or (loss). Rows include HARBOURVEST PARTNERS CO-INVESTMENT FUND, MORGAN CREEK PARTNERS III LP, and a Totals row at the bottom with a total of 83,537.

Note: If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.