



Report of Independent Auditors and
Consolidated Financial Statements

Georgia O'Keeffe Museum and Subsidiaries

December 31, 2023 and 2022



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Table of Contents

	Page
Report of Independent Auditors	1
Consolidated Financial Statements	
Consolidated Statements of Financial Position	4
Consolidated Statements of Activities and Changes in Net Assets	5
Consolidated Statements of Functional Expenses	7
Consolidated Statements of Cash Flows	9
Notes to Consolidated Financial Statements	10

Report of Independent Auditors

The Board of Trustees
Georgia O'Keeffe Museum and Subsidiaries

Report on the Audit of the Financial Statements

Opinion

We have audited the consolidated financial statements of Georgia O'Keeffe Museum and Subsidiaries, a New Mexico nonprofit organization, which comprise the consolidated statements of financial position as of December 31, 2023 and 2022, and the related consolidated statements of activities and changes in net assets, functional expenses, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Georgia O'Keeffe Museum and Subsidiaries as of December 31, 2023 and 2022, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Georgia O'Keeffe Museum and Subsidiaries and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Georgia O'Keeffe Museum and Subsidiaries' ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Georgia O'Keeffe Museum and Subsidiaries' internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Georgia O'Keeffe Museum and Subsidiaries' ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.



Albuquerque, New Mexico
July 30, 2024

Consolidated Financial Statements

Georgia O’Keeffe Museum and Subsidiaries
Consolidated Statements of Financial Position
December 31, 2023 and 2022

	2023	2022
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 5,177,152	\$ 3,165,149
Investment securities		
Board designated funds	53,693,028	52,283,584
Other funds	110,014,666	102,592,888
Total investment securities	163,707,694	154,876,472
Inventory	356,670	318,541
Unconditional promises to give, net	1,990,975	1,234,055
Other assets	388,397	359,927
Total current assets	171,620,888	159,954,144
NON-CURRENT ASSETS		
Property and equipment, net	25,332,323	23,486,558
Right-of-use assets	1,439,659	-
Intangible assets, net	548,527	-
Unconditional promises to give, long term, net	5,356,149	5,295,374
Total non-current assets	32,676,658	28,781,932
TOTAL ASSETS	\$ 204,297,546	\$ 188,736,076
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Accounts payable and other liabilities	\$ 1,159,180	\$ 1,196,055
Current portion of operating lease liabilities	92,426	-
Total current liabilities	1,251,606	1,196,055
OPERATING LEASE LIABILITIES, LESS CURRENT PORTION	1,363,990	-
Total liabilities	2,615,596	1,196,055
NET ASSETS		
Without donor restriction		
Undesignated	63,655,050	55,016,606
Board designated for art acquisition	38,188,281	41,621,641
Board designated for operating	1,322,262	1,292,403
Board designated for campus project	14,182,485	9,369,540
Total without donor restriction	117,348,078	107,300,190
With donor restriction	84,333,872	80,239,831
Total net assets	201,681,950	187,540,021
TOTAL LIABILITIES AND NET ASSETS	\$ 204,297,546	\$ 188,736,076

See accompanying notes.

Georgia O’Keeffe Museum and Subsidiaries
Consolidated Statements of Activities and Changes in Net Assets
Year Ended December 31, 2023

	Year Ended December 31, 2023		
	Without Donor Restriction	With Donor Restriction	Total
REVENUES, GAINS, AND PUBLIC SUPPORT			
Contributions, donations, and grants, net	\$ 9,523,157	\$ 5,046,032	\$ 14,569,189
Admissions	2,643,527	-	2,643,527
Retail, net of cost of sales of \$982,866	1,230,399	-	1,230,399
Tours	726,380	-	726,380
Memberships	312,907	-	312,907
Program fees	67,007	-	67,007
Other	144,760	-	144,760
Total revenues, gains, and public support before investment income	14,648,137	5,046,032	19,694,169
INVESTMENT INCOME			
Net realized and unrealized income	5,467,719	1,507,638	6,975,357
Re-invested dividends and interest	3,108,203	1,504,452	4,612,655
Interest income	17,296	-	17,296
Total investment income	8,593,218	3,012,090	11,605,308
Total revenues and support, net	23,241,355	8,058,122	31,299,477
Net assets released from restrictions	3,964,081	(3,964,081)	-
Total revenues, support, and net assets released from restrictions	27,205,436	4,094,041	31,299,477
EXPENSES			
Program expense	8,395,757	-	8,395,757
Management and general	1,553,845	-	1,553,845
Fundraising	1,335,208	-	1,335,208
Total expenses	11,284,810	-	11,284,810
CHANGE IN NET ASSETS BEFORE CHANGES RELATED TO COLLECTION ITEMS NOT CAPITALIZED	15,920,626	4,094,041	20,014,667
CHANGE IN NET ASSETS RELATED TO COLLECTION ITEMS NOT CAPITALIZED			
Purchase of collection items	(5,872,738)	-	(5,872,738)
CHANGE IN NET ASSETS RELATED TO COLLECTION ITEMS NOT CAPITALIZED	(5,872,738)	-	(5,872,738)
NET ASSETS, beginning of year	107,300,190	80,239,831	187,540,021
NET ASSETS, end of year	\$ 117,348,078	\$ 84,333,872	\$ 201,681,950

See accompanying notes.

Georgia O’Keeffe Museum and Subsidiaries
Consolidated Statements of Activities and Changes in Net Assets
Year Ended December 31, 2022

	Year Ended December 31, 2022		
	Without Donor Restriction	With Donor Restriction	Total
REVENUES, GAINS, AND PUBLIC SUPPORT			
Contributions, donations, and grants, net	\$ 4,581,074	\$ 25,396,673	\$ 29,977,747
Admissions	2,173,773	-	2,173,773
Retail, net of cost of sales of \$870,361	999,982	-	999,982
Tours	491,409	-	491,409
Memberships	302,196	-	302,196
Program fees	55,161	-	55,161
Other	259,038	-	259,038
Total revenues, gains, and public support before investment loss	8,862,633	25,396,673	34,259,306
INVESTMENT LOSS			
Net realized and unrealized loss	(15,260,020)	(2,757,193)	(18,017,213)
Re-invested dividends and interest	2,813,233	614,185	3,427,418
Interest income	3,243	-	3,243
Total investment loss	(12,443,544)	(2,143,008)	(14,586,552)
Total revenues and support, net	(3,580,911)	23,253,665	19,672,754
Net assets released from restrictions	1,089,959	(1,089,959)	-
Total revenues, support, and net assets released from restrictions	(2,490,952)	22,163,706	19,672,754
EXPENSES			
Program expense	7,627,080	-	7,627,080
Management and general	1,550,454	-	1,550,454
Fundraising	1,347,978	-	1,347,978
Total expenses	10,525,512	-	10,525,512
CHANGE IN NET ASSETS BEFORE CHANGES RELATED TO COLLECTION ITEMS NOT CAPITALIZED	(13,016,464)	22,163,706	9,147,242
CHANGE IN NET ASSETS RELATED TO COLLECTION ITEMS NOT CAPITALIZED			
Purchase of collection items	(313,880)	-	(313,880)
CHANGE IN NET ASSETS RELATED TO COLLECTION ITEMS NOT CAPITALIZED	(313,880)	-	(313,880)
NET ASSETS, beginning of year	120,630,534	58,076,125	178,706,659
NET ASSETS, end of year	\$ 107,300,190	\$ 80,239,831	\$ 187,540,021

See accompanying notes.

Georgia O’Keeffe Museum and Subsidiaries
Consolidated Statements of Functional Expenses
Year Ended December 31, 2023

	Year Ended December 31, 2023			
	Program Services	Management and General	Fundraising	Total
Payroll and related expenses	\$ 4,858,090	\$ 1,094,970	\$ 936,641	\$ 6,889,701
Occupancy	778,899	100,171	32,638	911,708
Depreciation and amortization	781,484	60,292	24,113	865,889
Professional services	596,839	98,022	133,050	827,911
Supplies	273,457	24,226	16,794	314,477
Insurance	234,744	22,909	6,816	264,469
Information technology	218,940	25,828	17,057	261,825
Bank charges	189,822	721	13,425	203,968
Travel and meals	82,276	17,748	71,296	171,320
Other expenses	104,722	23,768	17,514	146,004
Repairs and maintenance	82,616	16,257	4,846	103,719
Advertising and marketing	63,646	27,277	-	90,923
Printing	34,965	7,772	42,611	85,348
Other program related	46,372	-	-	46,372
Dues and subscriptions	14,725	15,553	9,054	39,332
Professional development	20,475	2,914	2,997	26,386
Postage and shipping	13,685	2,417	4,180	20,282
In-kind expenses	-	13,000	-	13,000
Other fundraising expenses	-	-	2,176	2,176
Total expenses	<u>\$ 8,395,757</u>	<u>\$ 1,553,845</u>	<u>\$ 1,335,208</u>	<u>\$ 11,284,810</u>

See accompanying notes.

Georgia O’Keeffe Museum and Subsidiaries
Consolidated Statements of Functional Expenses
Year Ended December 31, 2022

	Year Ended December 31, 2022			
	Program Services	Management and General	Fundraising	Total
Payroll and related expenses	\$ 4,316,230	\$ 1,031,044	\$ 883,641	\$ 6,230,915
Professional services	693,283	119,788	217,505	1,030,576
Depreciation and amortization	721,043	57,487	23,272	801,802
Occupancy	633,428	76,612	27,752	737,792
Insurance	237,641	27,252	8,112	273,005
Information technology	209,920	25,948	22,928	258,796
Supplies	193,082	24,463	15,756	233,301
Other expenses	92,303	73,911	22,792	189,006
Bank charges	152,106	357	15,344	167,807
Travel and meals	74,420	12,619	73,857	160,896
Repairs and maintenance	115,915	22,586	6,965	145,466
Advertising and marketing	56,498	24,214	-	80,712
Printing	33,875	6,262	14,275	54,412
Other program related	48,593	-	-	48,593
In-kind expenses	-	33,134	-	33,134
Dues and subscriptions	15,834	7,943	7,960	31,737
Postage and shipping	22,412	3,018	3,072	28,502
Professional development	10,497	3,816	1,557	15,870
Other fundraising expenses	-	-	3,190	3,190
Total expenses	<u>\$ 7,627,080</u>	<u>\$ 1,550,454</u>	<u>\$ 1,347,978</u>	<u>\$ 10,525,512</u>

See accompanying notes.

Georgia O’Keeffe Museum and Subsidiaries
Consolidated Statements of Cash Flows
Years Ended December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets before changes related to collection items not capitalized	\$ 20,014,667	\$ 9,147,242
Adjustments to reconcile change in net assets to net cash from operating activities		
Depreciation and amortization	865,889	801,802
Donated investments	(3,989,536)	-
Inventory reserve		
Net realized and unrealized (gain) loss	(6,975,357)	18,017,213
Re-invested dividends and interest	(4,612,655)	(3,427,418)
Changes in assets and liabilities		
Inventory	(38,129)	(32,193)
Unconditional promises to give, net	(817,695)	(1,947,265)
Other assets	(28,470)	165,780
Accounts payable and other liabilities	(36,875)	483,922
Net change in right-of-use assets and liabilities	16,757	-
Net cash from operating activities	<u>4,398,596</u>	<u>23,209,083</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	(2,731,887)	(1,221,509)
Purchases of investment securities	(8,785,771)	(25,605,088)
Proceeds from sales of property and equipment	40,625	-
Proceeds from sales of investment securities	15,532,097	5,331,691
Purchases of intangible assets	(568,919)	-
Purchase of collections items	(5,872,738)	(313,880)
Net cash from investing activities	<u>(2,386,593)</u>	<u>(21,808,786)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	2,012,003	1,400,297
CASH AND CASH EQUIVALENTS, beginning of year	<u>3,165,149</u>	<u>1,764,852</u>
CASH AND CASH EQUIVALENTS, end of year	<u>\$ 5,177,152</u>	<u>\$ 3,165,149</u>
SUPPLEMENTAL DISCLOSURE OF NONCASH FINANCING ACTIVITIES		
Right-of-use leases assets obtained in exchange for operating lease liabilities	<u>\$ 1,586,577</u>	

See accompanying notes.

Georgia O’Keeffe Museum and Subsidiaries

Notes to Consolidated Financial Statements

Note 1 – Nature of Activities and Significant Accounting Policies

Nature of activities – To inspire all current and future generations, the Georgia O’Keeffe Museum (the Museum), preserves, presents, and advances the artistic legacy of Georgia O’Keeffe (the 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, research by outside scholars about Modernism, and serving as stewards for two of O’Keeffe’s historic homes and studios.

The Museum is located in Santa Fe, New Mexico. It was incorporated on November 29, 1995, and opened to the public on December 17, 1997.

The accompanying consolidated financial statements include the accounts of the Museum’s controlled not-for-profit subsidiary, The O’Keeffe Museum Foundation (the Foundation), formerly the Supporting Organization for the Georgia O’Keeffe Museum. The Foundation, which was incorporated January 5, 2016, under the Nonprofit Corporations Act of the State of New Mexico, supports the Museum. The Foundation has a wholly owned for profit subsidiary, GOKM Innovations Inc. All intercompany activity between the Museum and its subsidiaries have been eliminated in these consolidated financial statements as of and for the years ending December 31, 2023 and 2022.

Use of estimates in preparing consolidated financial statements – The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Significant accounting policies – The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Net assets without donor restrictions are assets not subject to stipulations imposed by the donor and are currently available for expenditures. Revenues are reported as increases in net assets without donor restrictions unless use of the related assets is limited by explicit donor restrictions. Contributions are reported as without donor restriction where donor-imposed restrictions are met in the same reporting period as they are received. Expenses are reported as decreases in net assets without donor restrictions. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in net assets without donor restrictions unless their use is restricted by explicit donor stipulations or law.

These consolidated financial statements have been prepared to focus on the Museum as a whole and to present balances and transactions according to the existence or absence of donor-imposed restrictions. This has been accomplished by classification of account balances and transactions into two classes of net assets as follows:

Net Assets without donor restrictions and board-designated net assets – Net assets that are not subject to donor-imposed stipulations.

Georgia O'Keeffe Museum and Subsidiaries

Notes to Consolidated Financial Statements

Undesignated – Revenues and expenses associated with the principal mission of the Museum.

Board designated – The board-designated net assets have been established by the Museum's Board of Trustees for art acquisition and campus project costs. Accumulated funds are subject to conditions and policies established by the Museum's Board of Trustees.

Net assets with donor restrictions – Net assets subject to donor-imposed stipulations that either expire by passage of time or can be fulfilled and removed by actions of the Museum pursuant to those stipulations. Other donor restrictions are perpetual in nature whereby the donor has stipulated the funds be maintained in perpetuity.

Cash and cash equivalents – For purposes of the consolidated statements of cash flows, the Museum considers cash on hand and in banks and highly liquid instruments with original maturities of three months or less to be cash equivalents. The Museum maintains its cash and cash equivalents in accounts at various banks and institutions. The balances in these institutions may, at times, exceed federally insured limits. However, the Museum has an agreement with its primary financial institution which provides insurance coverage up to \$1,000,000.

Investment securities – Investment securities are carried by the Museum at fair value in accordance with GAAP. The fair value of investment securities is determined based on quoted market prices and estimates of value for non-traded securities (see Note 2). Investment securities are comprised of a diversified portfolio of equity, fixed income, and other securities, and include net assets with donor restrictions (see Note 8). Investment income, as well as unrealized gains and losses, is included in the statements of activities and changes in net assets in the accompanying consolidated financial statements based on restrictions on earnings.

Inventory – Inventory consists of retail store merchandise for resale and is stated at the lower of average cost or market on a first in, first out basis. Management believes that the cost of inventory held at December 31, 2023 and 2022, exceeded the estimated market value by \$23,747 and \$46,527, respectively, and this has been recorded by Management as an allowance for obsolescence.

Unconditional promises to give – Promises to give consist of unconditional promises to give over the expected term of the donor's pledges, which can vary from within one year to greater than five years. The present value of promises to give, using a discount rate equivalent to the five-year U.S. Treasury note rate at the date of the promise to give, for one to five years, is recognized as net assets with donor restrictions in the accompanying consolidated financial statements. Unconditional promises to give are stated at the outstanding unpaid balance, less an allowance for doubtful accounts. The Museum provides for losses on receivables using the allowance method. Such amounts are generally considered impaired if full principal payments are not received in accordance with the contractual terms. It is the Museum's policy to charge off uncollectible receivables when management determines the receivables will not be collected.

Unconditional promises to give are recognized as revenues or gains in the period received and as assets, decreases of liabilities, or expenses depending on the form of the benefits received. Conditional promises to give are recognized only when the conditions on which they depend are substantially met and the promises become unconditional.

Georgia O’Keeffe Museum and Subsidiaries

Notes to Consolidated Financial Statements

Allowance for credit losses – In June 2016, the Financial Accounting Standards Board (FASB) issued guidance (FASB Accounting Standards Codification (ASC) 326) which significantly changed how entities will measure credit losses for most financial assets and certain other instruments that aren’t measured at fair value through net income. The most significant change in this standard is a shift from the incurred loss model to the expected-loss model. Under the standard, disclosures are required to provide users of the financial statements with useful information in analyzing an entity’s exposure to credit risk and the measurement of credit losses. Financial assets held by the Museum that are subject to the guidance in FASB ASC 326 were unconditional promises to give. The Museum adopted the standard effective January 1, 2023. The impact of the adoption was not considered material to the consolidated financial statements and primarily resulted in new/enhanced disclosures only.

Property and equipment – Property and equipment are stated at cost, or if donated, at the estimated fair market value at the date of donation. Depreciation is recorded over the estimated useful lives of depreciable assets using the straight-line method. The estimated useful lives range from five to seven years for furniture, fixtures, and equipment, 15 years for leasehold improvements, and 39 years for buildings and building improvements. Maintenance and repair costs that do not extend the lives of the related assets are expensed as incurred. The Museum has a \$15,000 capitalization threshold.

Intangible assets – Intangible assets include licensing for an immersive experience, which are stated at cost, or if donated, at the estimated fair market value at the date of donation. Amortization is recorded over the estimated useful lives of depreciable assets using the straight-line method. The estimated useful lives is 15 years for intangible assets. Amortization expense related to the intangible assets was \$20,392 and \$0 for the years ended December 31, 2023 and 2022, respectively. Future amortization expense is as follows: 2024 – 2037 - \$37,928 and 2038 - \$17,538.

Impairment of long-lived assets and long-lived assets to be disposed of – The Museum reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. There was no impairment as of December 31, 2023 and 2022.

Artwork and research collection – Collection items, which have been acquired through purchases and contributions since the Museum’s inception, are not recognized as assets on the consolidated statements of financial position. Purchases of collection items are recorded as decreases in net assets without donor restrictions in the year in which the items are acquired, or as net assets with donor restrictions if the assets used to purchase the items are restricted by donors.

Leases – Operating leases are included in non-current assets, current maturities of lease liabilities, and noncurrent long-term lease liabilities in the statement of financial position. The Museum has no finance leases as of December 31, 2023. ROU assets represent the Museum’s right-to-use leased assets over the term of the lease. Lease liabilities represent the Museum’s contractual obligation to make lease payments arising from the lease.

Georgia O’Keeffe Museum and Subsidiaries

Notes to Consolidated Financial Statements

For operating leases, ROU assets and lease liabilities are recognized at the commencement date. The lease liability is measured as the present value of the lease payments over the lease term. The Museum uses the rate implicit in the lease if it is determinable. When the rate implicit in the lease is not determinable, the Museum has elected to use the risk-free rate expedient and uses the U.S. Treasury rate as its discount rate for all asset classes. Operating ROU assets are calculated as the present value of the lease payments plus initial direct costs, plus any repayments less any lease incentives received. Lease terms may include renewal or extension options to the extent they are reasonably certain to be exercised. The assessment of whether renewal or extension options are reasonably certain to be exercised is made at lease commencement. Factors considered in determining whether an option is reasonably certain of exercise include, but are not limited to, the value of leasehold improvements, the value of renewal rates compared to market rates, and the presence of factors that would cause a significant economic penalty to the Museum if the option were not exercised. Lease expenses are recognized on a straight-line basis over the lease term. The Museum has elected not to recognize an ROU asset and obligation for leases with an initial term of 12 months or less. The expense associated with short-term leases is included in rent expense on the accompanying statement of activities.

Donated services and facilities – Contributions of services and facilities are recognized in the consolidated financial statements if the amounts received enhance or create non-financial assets, require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. In addition, other services are provided by volunteers who perform a variety of tasks that benefit the Museum’s programs.

Donated assets – Donated marketable securities and other noncash donations are recorded as contributions at the estimated fair values at the date of donation.

Donated Services – The Museum receives donated services from a variety of unpaid volunteers assisting the Museum. During 2023, no amounts were recognized in the accompanying consolidated statements of activities and changes in net assets because the criteria for recognition of such volunteer effort have not been satisfied.

Advertising – The Museum expenses advertising costs as they are incurred. The Museum incurred advertising costs of \$90,923 and \$80,712 during 2023 and 2022, respectively.

Expense allocation – The costs of providing various programs and other activities have been summarized on a functional basis in the consolidated statements of functional expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefited. The expenses that are allocated include depreciation, occupancy, and insurance, which are allocated on a square-footage and usage basis, as well as payroll and related expense, supplies, advertising and marketing, travel and meals, and other expenses which are allocated on the basis of estimates of time and effort.

Income taxes – 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.

Georgia O’Keeffe Museum and Subsidiaries

Notes to Consolidated Financial Statements

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, and 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 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.

Subsequent events evaluation – Subsequent events are events or transactions that occur after the consolidated statements of financial position date but before the consolidated financial statements are available to be issued. The Museum recognizes in the consolidated financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the consolidated statements of financial position, including the estimates inherent in the process of preparing consolidated financial statements. The Museum’s consolidated financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the consolidated statements of financial position but arose after the consolidated statements of financial position date and before consolidated financial statements are available to be issued.

The Museum has evaluated subsequent events through July 30, 2024, which is the date the consolidated financial statements were available to be issued.

Note 2 – Fair Value Measurements

In determining fair value, the Museum uses various valuation approaches within the fair value measurement framework of accounting standards. Fair value measurements are determined based on the assumptions that market participants would use in pricing an asset or liability.

Accounting standards establish a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. The standards define levels within the hierarchy based on the reliability of inputs as follows:

Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. This includes quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data.

Georgia O’Keeffe Museum and Subsidiaries

Notes to Consolidated Financial Statements

Level 3 – Inputs are unobservable for the asset or liability. Unobservable inputs reflect the reporting entity’s own assumptions about the assumptions that market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

A financial instrument’s categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds are classified as Level 1 as they are traded in an active market for which closing prices are readily available.

Money market funds are primarily invested in direct obligations of the U.S. Treasury, U.S. Government agencies, repurchase agreements, and money markets with maturities of 13 months or less which have observable Level 1 pricing inputs, including quoted prices for similar assets in active or non-active markets.

Real estate, private equity, and private partnership funds are valued based on the fund’s net asset value per share at the fund’s reporting date using pricing inputs, including audited consolidated financial statements of the funds and over-the-counter transactions near year end.

The estimated share of mutual funds, real estate funds, private equity, and private partnership funds where there are unfunded capital commitments are based on fund net asset value. The use of net asset value as fair value is deemed appropriate as the investments do not have finite lives, unfunded commitments, or significant restrictions on redemptions.

The following table sets forth by level, within the fair value hierarchy, the Museum’s investment securities at fair value as of December 31, 2023:

	Fair Value Measurements Using			Total
	Level 1	Level 2	Level 3	
Mutual funds				
Emerging markets	\$ 10,459,057	\$ -	\$ -	\$ 10,459,057
Domestic small-mid cap	2,957,375	-	-	2,957,375
Domestic mid cap	2,764,342	-	-	2,764,342
Domestic fixed income	35,564,946	-	-	35,564,946
International large cap	20,576,837	-	-	20,576,837
Domestic large cap	15,389,969	-	-	15,389,969
Money market funds	28,348,046	-	-	28,348,046
Total assets in the fair value hierarchy	<u>\$ 116,060,572</u>	<u>\$ -</u>	<u>\$ -</u>	116,060,572
Investments measured at NAV – practical expedient				<u>47,647,122</u>
Investments at fair value				<u>\$ 163,707,694</u>

Georgia O’Keeffe Museum and Subsidiaries

Notes to Consolidated Financial Statements

The following table sets forth by level, within the fair value hierarchy, the Museum’s investment securities at fair value as of December 31, 2022:

	Fair Value Measurements Using			Total
	Level 1	Level 2	Level 3	
Mutual funds				
Emerging markets	\$ 8,147,350	\$ -	\$ -	\$ 8,147,350
Domestic small-mid cap	2,513,843	-	-	2,513,843
Domestic mid cap	2,371,533	-	-	2,371,533
Domestic fixed income	33,419,044	-	-	33,419,044
International large cap	16,798,821	-	-	16,798,821
Domestic large cap	18,461,394	-	-	18,461,394
Money market funds	26,640,966	-	-	26,640,966
Domestic Equities	8,844	-	-	8,844
Total assets in the fair value hierarchy	<u>\$ 108,361,795</u>	<u>\$ -</u>	<u>\$ -</u>	108,361,795
Investments measured at NAV – practical expedient				<u>46,514,677</u>
Investments at fair value				<u>\$ 154,876,472</u>

Investments measured at NAV – Assets measured at net asset value per share consist of an alternative investment various partnerships.

The following are the commitment and redemption provisions for investments held at NAV:

	Fair Value at December 31, 2023	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Hedge Funds				
Private Equity	\$ 25,475,042	\$ 3,200,000	None	N/A
Private Real Estate	19,320,402	-	None	N/A
Private partnership	2,851,678	-	None	N/A
Ending balance, December 31, 2023	<u>\$ 47,647,122</u>	<u>\$ 3,200,000</u>		

Investments held by the limited partnership generally are carried at fair value as determined by the respective general partners and may be based on various pricing models.

Georgia O’Keeffe Museum and Subsidiaries

Notes to Consolidated Financial Statements

Note 3 – Unconditional Promises to Give

Unconditional promises to give at December 31 consisted of the following:

	2023	2022
With donor restriction for endowment	\$ 1,000,000	\$ 1,100,000
With donor restriction for purpose	7,080,424	5,888,769
Reserve for change in value	<u>(171,814)</u>	<u>(236,969)</u>
	7,908,610	6,751,800
Less estimated discount to present value	<u>(561,486)</u>	<u>(222,371)</u>
Unconditional promises to give	<u><u>\$ 7,347,124</u></u>	<u><u>\$ 6,529,429</u></u>
Amounts due in		
Less than one year	\$ 1,990,975	\$ 1,234,055
One to five years	<u>5,356,149</u>	<u>5,295,374</u>
Total	<u><u>\$ 7,347,124</u></u>	<u><u>\$ 6,529,429</u></u>

Management reviews all pledges for collectability or other changes in valuation annually and provides, if necessary, a reserve to reflect the fair value of the asset. As of December 31, 2023 and 2022, the reserve was \$171,814 and \$236,969, respectively.

Note 4 – Property and Equipment

Property and equipment consisted of the following at December 31:

	2023	2022
Building and building improvements	\$ 27,139,484	\$ 26,481,524
Construction in process	5,278,305	3,352,601
Furniture, fixtures and equipment	<u>1,092,892</u>	<u>1,017,880</u>
	33,510,681	30,852,005
Less accumulated depreciation and amortization	<u>(9,933,158)</u>	<u>(9,120,247)</u>
Total depreciable assets, net	23,577,523	21,731,758
Land	<u>1,754,800</u>	<u>1,754,800</u>
Property and equipment, net	<u><u>\$ 25,332,323</u></u>	<u><u>\$ 23,486,558</u></u>

Depreciation expense for the years ended December 31, 2023 and 2022 was \$845,497 and \$801,803, respectively.

Georgia O’Keeffe Museum and Subsidiaries

Notes to Consolidated Financial Statements

The Museum announced in 2021 the bold and inclusive vision to create a reimagined world-class museum facility and community green space. The new planned Museum building is 54,000 square feet on the one-acre lot. The site is located on the 100 block of Grant Avenue which is currently occupied by the Museum’s Education Annex and related properties. The construction in process expense is related to the capitalizable soft costs associated with new campus plan.

Note 5 – Collections

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 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 purchased artwork for \$5,872,738 and \$313,880, respectively.

Note 6 – Leases

The Museum leases buildings under non-cancelable operating leases agreements, which expire at various dates through 2030.

As of December 31, 2023, the weighted average remaining lease term is 6.58 years. The weighted average discount rate for the leases is 3.03%.

Operating cash flows from operating leases were \$108,384 for the year ended December 31, 2023. The Museum recognized the following rent expense associated with its leases for the year ended December 31, 2023:

Lease expense	
Operating lease expense	\$ 125,141
Short-term lease expense	93,400
Total	\$ 218,541

Georgia O’Keeffe Museum and Subsidiaries

Notes to Consolidated Financial Statements

Future minimum lease payments required during the years ending December 31 are as follows:

2024	\$ 92,615
2025	119,046
2026	146,802
2027	151,407
2028	156,160
Thereafter	<u>1,095,026</u>
Total	<u>1,761,056</u>
Less present value discount	<u>(304,640)</u>
Total lease liabilities	<u><u>\$ 1,456,416</u></u>

Note 7 – Accounts Payable and Other Liabilities

Accounts payable and other liabilities consisted of the following at December 31:

	<u>2023</u>	<u>2022</u>
Accounts payable	\$ 641,826	\$ 801,352
Payroll liabilities	<u>517,354</u>	<u>394,703</u>
Total	<u><u>\$ 1,159,180</u></u>	<u><u>\$ 1,196,055</u></u>

Note 8 – Endowments and Designated Funds

The Board of the Museum’s objective is to provide income to support mission critical programs while preserving capital and to maintain the long-term purchasing power of the donor-restricted endowment funds, absent explicit donor stipulations to the contrary. The Museum classifies net assets with donor restrictions as:

- The original value of gifts donated to the endowment, and
- The original value of subsequent gifts to the endowment.

The Museum’s investment objective is to diversify investments to maximize long-term growth of assets within prudent risk constraints. In accordance with Uniform Prudent Management of Institutional Funds Act (UPMIFA), the Museum considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

1. The duration and preservation of the fund
2. The purpose of the Museum and the donor-restricted endowment fund

Georgia O’Keeffe Museum and Subsidiaries

Notes to Consolidated Financial Statements

3. General economic conditions
4. The possible effect of inflation and deflation
5. The expected total return from income and the appreciation of investments
6. Other resources of the Museum
7. The investment policies of the Museum

The Museum’s endowment consists of several funds established for a variety of purposes. Donor-designated endowment funds consist of those with donor-imposed restrictions. Board-designated funds include an art acquisition fund and the campus project, among others.

Investment return objectives and risk parameters – The Museum has adopted investment and spending policies for endowment assets including those assets of donor-restricted funds that the Museum must hold in perpetuity, or the donor-specified period(s) as well as Board-designated funds.

To satisfy its long-term rate-of-return objectives, the Museum relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends).

Spending appropriations – The Museum’s appropriations policies are consistent with its objectives to utilize income to support mission-critical programs, while preserving capital and ensuring future growth of the endowment through new gifts and the investment portfolio. In 2022, the endowment appropriation was based on an amount up to 4.5% of the prior three year average of the fair value of the endowment fund assets. For 2023, the formula for determining the appropriation changed. The new formula provides for a spending allocation up to the greater of the 2022 actual appropriation or 4.5% of the prior twelve quarter-end fair values of endowment fund assets. To ensure the preservation of capital, the appropriate cannot exceed 5.75% of the ending fair value of the endowment fund assets prior to the beginning of the fiscal year.

Endowments and Board-designated fund’s net assets composition by type of fund consists of the following as of December 31:

	2023	2022
Donor-designated endowment funds	\$ 84,333,872	\$ 80,239,831
Board-designated funds		
Art acquisition	38,188,281	41,621,641
Campus project	14,182,485	9,369,540
Operating	1,322,262	1,292,403
Total	<u>\$ 138,026,900</u>	<u>\$ 132,523,415</u>

Georgia O’Keeffe Museum and Subsidiaries

Notes to Consolidated Financial Statements

Changes in endowment and designated fund net assets for the year ended December 31, 2023, are as follows:

	Board Designated	Donor Designated
Endowment and designated fund		
net assets at December 31, 2022	\$ 52,283,584	\$ 80,239,831
Contributions designated by Board for the building fund	4,050,000	-
Contributions designated by Board for the operating fund	3,986,944	
Contributions	-	5,046,032
Transfer of operating non-liquid funds to General Endowment	(2,851,678)	
Investment gain	3,517,259	3,012,089
Purchase of Art	(5,872,738)	-
Appropriation of endowment assets for		
expenditure/release from restriction per spending policy	(1,420,343)	(771,472)
Release from restriction for construction		(2,473,500)
Release from restriction from other program support	-	(719,108)
	<u> </u>	<u> </u>
Endowment and designated fund		
net assets at December 31, 2023	<u>\$ 53,693,028</u>	<u>\$ 84,333,872</u>

Changes in endowment and designated fund net assets for the year ended December 31, 2022, are as follows:

	Board Designated	Donor Designated
Endowment and designated fund		
net assets at December 31, 2021	\$ 55,702,582	\$ 58,076,125
Contributions designated by Board for the building fund	2,461,928	-
Contributions designated by Board for the operating fund	1,673,256	-
Contributions	-	25,396,673
Investment loss	(5,335,748)	(2,143,008)
Purchase of Art	(313,880)	-
Appropriation of endowment assets for		
expenditure/release from restriction per spending policy	(1,904,554)	(410,186)
Release from restriction from other program support	-	(679,773)
	<u> </u>	<u> </u>
Endowment and designated fund		
net assets at December 31, 2022	<u>\$ 52,283,584</u>	<u>\$ 80,239,831</u>

Note 9 – Underwater Endowments

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor, or the UPMIFA, requires the Museum to retain as a fund of perpetual duration. There were no deficiencies of this nature as of December 31.

Georgia O’Keeffe Museum and Subsidiaries

Notes to Consolidated Financial Statements

The Museum has a policy that permits spending from underwater endowment funds depending on the degree to which the fund is underwater, unless otherwise precluded by donor intent or relevant laws and regulations.

Note 10 – Net Assets

Net assets with donor restrictions consisted of the following components as of December 31:

	2023	2022
Subject to expenditure for specific purpose or passage of time		
Capital campaign building	\$ 38,942,823	\$ 35,031,946
Other programs	7,671,049	7,487,885
	<u>46,613,872</u>	<u>42,519,831</u>
Subject to restriction in perpetuity		
Operations	28,494,500	28,494,500
Historic properties	6,000,000	6,000,000
Exhibitions	1,625,000	1,625,000
Research center	1,600,500	1,600,500
	<u>37,720,000</u>	<u>37,720,000</u>
Total net assets with donor restrictions	<u><u>\$ 84,333,872</u></u>	<u><u>\$ 80,239,831</u></u>

Note 11 – Retirement Plan

The Museum has established a 403(b) retirement plan, covering full-time employees who have completed one full year of service. Employees may elect to defer a portion of their wages, and the Museum contributes up to 4% of the employee’s salary to the plan. Employer matching accounts are 100% vested upon participation in the plan. During 2023 and 2022, the Museum made \$109,836 and \$101,210, respectively, in contributions to the 403(b) retirement plan.

Note 12 – Related Party Transactions

Members of the Board of Trustees (the Trustees) make contributions to the Museum. Two Trustees of the Museum are trustees of private foundations that contributed approximately 20% and 55% of the Museum’s total revenue and public support before investment income or loss during 2023 and 2022, respectively. The 2022 contribution amount includes contributions for the construction of a new museum.

Note 13 – Liquidity and Availability of Financial Assets

As part of the Museum’s liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. This policy includes investment of cash in excess of daily requirements in short-term instruments.

Georgia O’Keeffe Museum and Subsidiaries

Notes to Consolidated Financial Statements

The following reflects the Museum financial assets as of the consolidated statements of financial position date, reduced by amounts not available for general use because of contractual or donor-imposed restrictions within one year of the consolidated balance sheets date. Amounts not available include amounts set aside for long-term investing of the Board-designated endowments that could be drawn upon if the governing board approves that action. Amounts already appropriated from either the donor-restricted endowment or quasi-endowment for general expenditure within one year of the consolidated statements of financial position date have not been subtracted as unavailable at December 31.

	2023	2022
Financial assets		
Cash and cash equivalents	\$ 5,177,152	\$ 3,165,149
Investment securities	<u>163,707,694</u>	<u>154,876,472</u>
Total financial assets	168,884,846	158,041,621
Less assets unavailable for general expenditures within one year due to		
Restricted by donor with time or purpose restrictions	39,852,756	37,347,443
Subject to appropriation and satisfaction of donor restrictions	37,720,000	37,720,000
Board-designated endowments	<u>53,693,028</u>	<u>52,283,583</u>
Financial assets available to meet cash needs for general expenditures within one year	<u>\$ 37,619,062</u>	<u>\$ 30,690,595</u>

The Museum is supported, in part, by restricted contributions. Because a donor’s restriction requires resources to be used in a particular manner or in a future period, the Museum must maintain sufficient resources to meet those responsibilities to its donors. Thus, financial assets may not be available for general expenditure within one year and, accordingly, are reflected in the above as a reduction of available amounts available for general use.

