

The Mariners' Museum

Financial Statements

Years Ended September 30, 2018 and 2017

The Mariners' Museum

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Independent Auditors' Report

Board of Trustees
The Mariners' Museum
Newport News, Virginia

We have audited the accompanying financial statements of The Mariners' Museum, which comprise the statement of financial position as of September 30, 2018, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Mariners' Museum as of September 30, 2018, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on 2017 Financial Statements

The financial statements of The Mariners' Museum as of September 30, 2017, were audited by other auditors whose report dated May 23, 2018, expressed an unmodified opinion on those statements

Brown, Edwards & Company, L.L.P.

CERTIFIED PUBLIC ACCOUNTANTS

Newport News, Virginia
May 21, 2019

The Mariners' Museum

**Statements of Financial Position
September 30, 2018 and 2017**

	2018	2017
ASSETS		
Current assets:		
Cash and cash equivalents, operating accounts	\$ 129,079	\$ 69,702
Accounts receivable - other	52,396	23,183
Grants receivable	7,469	7,469
Current portion of pledges receivable (Note 3)	122,488	29,230
Inventories (Note 2)	152,465	110,646
Other current assets	99,485	146,673
Total current assets	563,382	386,903
Property and equipment, net (Note 5)	26,094,100	26,616,229
Other assets:		
Pledges receivable, less current portion (Note 3)	1,118,889	597,000
Investments		
Cash and cash equivalents, investment accounts (Note 4)	1,290,641	1,475,712
Investments (Note 4)	16,144,795	18,707,797
Beneficial interest in trusts (Note 6)	92,793,341	91,188,122
Total other assets	111,347,666	111,968,631
	\$ 138,005,148	\$ 138,971,763
LIABILITIES AND NET ASSETS		
Current liabilities:		
Accounts payable	\$ 186,011	\$ 134,733
Accrued expenses	423,992	432,321
Current portion of bond payable (Note 10)	960,000	960,000
Total current liabilities	1,570,003	1,527,054
Long-term liabilities:		
Charitable gift annuities (Note 8)	36,441	46,532
Deferred revenue (Note 9)	3,381,041	6,608,533
Bond payable, less current portion (Note 10)	7,680,000	8,640,000
Total liabilities	12,667,485	16,822,119
Net assets:		
Unrestricted	30,112,734	28,820,294
Temporarily restricted (Note 11)	2,007,337	1,830,079
Permanently restricted (Note 11)	93,217,592	91,499,271
Total net assets	125,337,663	122,149,644
	\$ 138,005,148	\$ 138,971,763

The notes to financial statements are an integral part of this statement.

The Mariners' Museum

Statement of Activities
Year Ended September 30, 2018

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenue, gains and support:				
Income from funds held in trust by others	\$ 4,310,776	\$ -	\$ -	\$ 4,310,776
Realized and unrealized gains on investments, net	599,643	-	1,605,219	2,204,862
Contributions	1,569,563	441,995	100	2,011,658
Admission fees	310,466	-	-	310,466
Dividend and interest income, net	457,773	62,526	6,207	526,506
Contracts	250,000			250,000
Miscellaneous	101,883	18,205	(9,384)	110,704
Museum shop	181,228	-	-	181,228
Lease	3,314,070	-	-	3,314,070
Grants	61,467	46,744	-	108,211
Facility rental	149,157	-	-	149,157
Education program fees	78,577	-	-	78,577
Photography	23,762	-	-	23,762
Deaccession	7,077	-	-	7,077
Publications	-	-	-	-
Net assets released from restrictions	276,033	(276,033)	-	-
Net assets transferred	-	(116,179)	116,179	-
	<u>11,691,475</u>	<u>177,258</u>	<u>1,718,321</u>	<u>13,587,054</u>
Total revenue, gains and support				
Program expenses:				
Exhibitions	2,416,793	-	-	2,416,793
Research	2,233,813	-	-	2,233,813
Conservation	2,276,189	-	-	2,276,189
Programs	1,980,574	-	-	1,980,574
	<u>8,907,369</u>	<u>-</u>	<u>-</u>	<u>8,907,369</u>
Total program expenses				
Supporting expenses:				
Fundraising expenses	682,665	-	-	682,665
Management and general	809,001	-	-	809,001
	<u>1,491,666</u>	<u>-</u>	<u>-</u>	<u>1,491,666</u>
Total supporting expenses				
Total expenses	<u>10,399,035</u>	<u>-</u>	<u>-</u>	<u>10,399,035</u>
Change in net assets	1,292,440	177,258	1,718,321	3,188,019
Net assets, beginning of year	<u>28,820,294</u>	<u>1,830,079</u>	<u>91,499,271</u>	<u>122,149,644</u>
Net assets, end of year	<u>\$ 30,112,734</u>	<u>\$ 2,007,337</u>	<u>\$ 93,217,592</u>	<u>\$ 125,337,663</u>

The notes to financial statements are an integral part of this statement.

The Mariners' Museum

**Statement of Activities
Year Ended September 30, 2017**

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Revenue, gains and support:				
Income from funds held in trust by others	\$ 4,340,519	\$ -	\$ -	\$ 4,340,519
Realized and unrealized gains on investments, net	1,293,843	-	6,880,971	8,174,814
Contributions	799,304	186,004	150	985,458
Admission fees	339,745	-	-	339,745
Dividend and interest income, net	506,460	26,887	4,424	537,771
Contracts	250,000			250,000
Miscellaneous	141,846	15,975	(9,384)	148,437
Museum shop	173,547	-	-	173,547
Lease	184,234	-	-	184,234
Grants	-	(35)	-	(35)
Facility rental	146,580	-	-	146,580
Education program fees	60,809	-	-	60,809
Photography	22,534	-	-	22,534
Deaccession	2,294	-	-	2,294
Publications	3,481	-	-	3,481
Net assets released from restrictions	587,665	(587,665)	-	-
Total revenue, gains and support	<u>8,852,861</u>	<u>(358,834)</u>	<u>6,876,161</u>	<u>15,370,188</u>
Program expenses:				
Exhibitions	2,652,958	-	-	2,652,958
Research	2,236,928	-	-	2,236,928
Conservation	2,194,327	-	-	2,194,327
Programs	2,039,416	-	-	2,039,416
Total program expenses	<u>9,123,629</u>	<u>-</u>	<u>-</u>	<u>9,123,629</u>
Supporting expenses:				
Fundraising expenses	799,006	-	-	799,006
Management and general	768,339	-	-	768,339
Total supporting expenses	<u>1,567,345</u>	<u>-</u>	<u>-</u>	<u>1,567,345</u>
Total expenses	<u>10,690,974</u>	<u>-</u>	<u>-</u>	<u>10,690,974</u>
Change in net assets	(1,838,113)	(358,834)	6,876,161	4,679,214
Net assets, beginning of year	30,658,407	2,188,913	84,623,110	117,470,430
Net assets, end of year	<u>\$28,820,294</u>	<u>\$ 1,830,079</u>	<u>\$91,499,271</u>	<u>\$122,149,644</u>

The notes to financial statements are an integral part of this statement.

The Mariners' Museum

Statements of Cash Flows
Years Ended September 30, 2018 and 2017

	2018	2017
Cash flows from operating activities:		
Change in net assets	\$ 3,188,019	\$ 4,679,214
Adjustments to reconcile change in net assets to net cash used by operating activities:		
Depreciation	1,721,906	1,721,904
Change in allowance for uncollectible pledges	-	(28,585)
Unrealized gains on investments:		
Funds held in trust by others	(1,605,219)	(6,880,971)
Investments	(599,643)	(1,293,843)
Change in valuation of charitable gift annuities	9,384	9,384
Loss on disposal of asset	57,079	-
Change in assets and liabilities:		
Accounts receivable - other	(29,213)	132,710
Grants receivable	-	120,254
Pledges receivable	(615,147)	112,759
Inventories	(41,819)	34,873
Other current assets	47,188	3,591
Accounts payable	51,278	(92,614)
Accrued expenses	(8,329)	(68,715)
Deferred revenue	(3,227,492)	430,164
Net cash used by operating activities	(1,052,008)	(1,119,875)
Cash flows from investing activities:		
Property and equipment acquisitions	(1,256,856)	(364,606)
Sales and maturities of investments	5,503,666	8,858,011
Purchases of investments	(2,341,021)	(7,244,103)
Net cash provided by investing activities	1,905,789	1,249,302
Cash flows from financing activities:		
Payments on long-term debt	(960,000)	-
Payments on charitable gift annuities	(19,475)	(19,475)
Net cash used by financing activities	(979,475)	(19,475)
Net increase (decrease) in cash and cash equivalents	(125,694)	109,952
Cash and cash equivalents, beginning of year	1,545,414	1,435,562
Cash and cash equivalents, end of year	\$ 1,419,720	\$ 1,545,514
Cash and cash equivalents, end of year:		
Held in operating accounts	\$ 129,079	\$ 69,702
Held in investment accounts	1,290,641	1,475,712
Cash and cash equivalents, end of year	\$ 1,419,720	\$ 1,545,414
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ 287,115	\$ 262,887

The notes to financial statements are an integral part of this statement.

The Mariners' Museum

Notes to Financial Statements September 30, 2018 and 2017

1. Organization and Nature of Activities

The Mariners' Museum (Museum) is a Virginia nonprofit educational and cultural institution which was incorporated in May 1930, and is located in Newport News, Virginia.

The stated mission of the Museum is “to connect people to the world’s waters, because through the world’s waters – through our shared maritime heritage – we are connected to one another.” The Museum executes on its mission through four core functions: exhibits, programs, research, and conservation. The Museum designs its activities within the four core functions to serve audiences – both in-person and virtually – from all over the world. The Museum’s Batten Conservation Complex is home to the world’s largest marine archaeological metals conservation project. The collection on which the Museum’s exhibits, programs, and research support is based includes the largest maritime library and archival collection in the Western Hemisphere and several other collection types that are generally recognized as being internationally significant. The 550-acre Mariners’ Park, 167-acre Lake Maury, and 5-mile Noland Trail comprise the campus in which the Museum sits and hosts a variety of environmental conservation activities, educational programs, and recreation and wellness activities.

2. Summary of Significant Accounting Policies

Accounting method

The financial statements of the Museum have been prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America; revenue and gains are recognized when earned, and expenses and losses are recognized when incurred. The significant accounting policies are described below to enhance the usefulness of the financial statements to the reader.

Basis of presentation

The financial statements report amounts separately by classes of net assets.

Unrestricted amounts are those currently available at the discretion of the Museum’s Board of Trustees for use in operations and those resources invested in property and equipment.

Temporarily restricted amounts are those which are stipulated by donors for specific operating purposes or for the acquisition of property and equipment. When a donor restriction is satisfied, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions.

Permanently restricted amounts are those donated with a stipulation that they be invested to provide a permanent source of revenue. Such revenue is expendable in accordance with the conditions of each specific donation.

All contributions are considered available for unrestricted use unless specifically restricted by the donor or subject to other legal restrictions.

Cash and cash equivalents

The Museum considers all highly liquid investments with an initial maturity of three months or less to be cash equivalents.

The Mariners' Museum

**Notes to Financial Statements
September 30, 2018 and 2017**

Inventories

Inventories consist of gift shop items and publications and are stated at the lower of cost (determined using the first-in, first-out method) or net realizable value. Inventory related to the Museum Shop was \$152,465 and \$110,646 at September 30, 2018 and 2017, respectively.

Investments

Investments in equity securities with readily determinable fair values and all investments in debt securities are measured at fair value in the statement of financial position. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 12 for discussion of fair value measurements. Investment distribution or loss (including gains and losses on investments, interest and dividends) is included in the statements of activities as increases or decreases in unrestricted net assets unless the income or loss is restricted by donor or law. The Museum's investments are primarily in equity and fixed income securities and investment income is reported in the accompanying statements of activities, net of investment management fees. The Museum paid management fees, primarily to JP Morgan Chase Bank, of \$278,148 and \$266,733 in 2018 and 2017, respectively.

Beneficial interest in trusts represent resources neither in the possession nor under the control of the Museum, but held and administered by outside fiscal agents, with the Museum deriving income from such funds. The trusts are stated at fair value. The assets held in trust are classified as permanently restricted. The distribution received from the trusts is classified as increases in unrestricted net assets in the accompanying statements of activities. Unrealized gains or losses of the assets held by the trusts are reflected as a change in permanently restricted net assets on the accompanying statements of activities.

Property and equipment

Property and equipment are stated at cost on acquisition date or fair value on gift date. Property and equipment, except land and lakes, dams and improvements, are depreciated by the straight-line method over their estimated useful lives as follows:

Building and improvements	5 - 40 years
Furniture and equipment	2 - 20 years
Land improvements	10 - 20 years
The Noland Trail	20 years

Maintenance and ordinary repairs are expensed; improvements are capitalized. Gains and losses arising from disposal or retirement of property and equipment are recognized currently in the accompanying statements of activities and the cost and related accumulated depreciation, if applicable, are removed from the accounts. For donated capital assets, the Museum does not impose a restriction on the length of time the assets must be held. The Museum's policy is to capitalize all items with a useful life greater than three years.

Collection

The Museum maintains significant collection assets, including models, small crafts, prints, paintings, books, photographs, and navigation instruments. In accordance with industry practice, the value of the collection has been excluded from the statements of financial position. Only current year purchases and proceeds from sale are reflected in the statements of activities. It is the policy of the Museum that proceeds from the sale of any collection items are to be used to support the direct care of existing collections in addition to the acquisition of new items for the collection. The Museum presently defines direct care as the conservation or maintenance of items currently owned by the Museum either by Museum staff or by external conservators.

The Mariners' Museum

Notes to Financial Statements September 30, 2018 and 2017

Pledges receivable

Pledges receivable are recognized as revenue in the period the promise is made by the donor. Contributions to be received after one year are discounted at an appropriate discount rate commensurate with the risks involved when deemed significant. An allowance for uncollectible pledges receivable is provided based upon management's judgment, including such factors as prior collection history and type of pledge.

In-kind contributions and donated services

The Museum received in-kind contributions of \$36,570 and \$0 in 2018 and 2017, respectively, which were not collection items. Additionally, the Museum received volunteer hours of 21,831 and 21,983 in 2018 and 2017, respectively. No amounts have been recognized in the statements of activities for donated services because the criteria for recognition under applicable accounting standards have not been satisfied.

Restricted contributions

Contributions received by the Museum with donor-imposed temporary restrictions, which are not met within the same reporting period, are reported as temporarily restricted revenues. The revenue is then shown as released from restrictions on the accompanying statements of activities when the restriction has been satisfied. Donor-restricted contributions whose restrictions are met in the same period are reported as unrestricted support.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and assumptions.

Functional expenses

The Museum allocates its expenses on a functional basis among its various programs and supporting services. Expenses that can be identified with a specific program or supporting service are allocated directly. Other expenses that are common to several functions are allocated by various statistical bases. During 2017, the Museum changed its functional expense groupings to align with the current focus areas of the Museum's operations. There was no change to total expenses as a result of these reclassifications.

Advertising costs

Advertising costs are expensed as incurred and were \$222,998 and \$230,154 for 2018 and 2017, respectively. Advertising costs are included in various program and fundraising expense groupings on the statements of activities.

Income taxes

The Museum is a nonstock corporation which has been determined by the Internal Revenue Service to be exempt from taxes on income derived from activities related to its exempt purpose under Section 501(c)(3) of the Internal Revenue Code. The Museum is subject to income taxes on profits, if any, generated from the sale of items in its gift shop which are unrelated to its exempt purpose. The Internal Revenue Service has also determined that the Museum is not a private foundation under Section 509(a)(1).

The Mariners' Museum

Notes to Financial Statements September 30, 2018 and 2017

Credit risk

Financial instruments that potentially expose the Museum to concentrations of credit risk consist primarily of cash and cash equivalents and investments. Cash and cash equivalents and investments are maintained at high quality financial institutions. At September 30, 2018 and 2017, the Museum had approximately \$1.04 million and \$1.08 million, respectively, of cash and cash equivalents on deposit with financial institutions in excess of the Federal Deposit Insurance Corporation (FDIC) limit, most of which was held in the investment accounts.

Reclassifications

Certain reclassifications have been made to the 2017 financial statements to conform to the 2018 financial statement presentation. Total net assets and change in net assets are unchanged due to these reclassifications.

Subsequent events

In preparing these financial statements, the Museum has evaluated events and transactions for potential recognition or disclosure through May 21, 2019, the date the financial statements were available to be issued.

3. Pledges Receivable

The Museum records pledges receivable as income in the year the promise is received. Pledges receivable include the following:

	2018	2017
The Monitor Center campaign	\$ 550,000	\$ 550,000
General operating and library support	691,377	76,230
	\$ 1,241,377	\$ 626,230

The anticipated cash flows from pledges receivable is as follows:

	2018	2017
Receivable in less than one year	\$ 122,488	\$ 29,230
Receivable in one to five years	1,268,889	747,000
Total pledges receivable	1,391,377	776,230
Allowance for uncollectible pledges	(150,000)	(150,000)
	1,241,377	626,230
Current portion	(122,488)	(29,230)
	\$ 1,118,889	\$ 597,000

The Mariners' Museum

Notes to Financial Statements September 30, 2018 and 2017

4. Investments

Investments are presented at fair value and consist of the following:

	2018	2017
Fixed income - US bond funds	\$ 6,367,645	\$ 8,041,498
Equity securities - US large cap	6,113,706	5,659,013
Equity securities - Non US	2,253,555	3,036,876
Equity securities - US mid cap / small cap	1,409,889	1,584,460
Equity securities - Preferred stock	-	385,950
	\$ 16,144,795	\$ 18,707,797

The investments are under the management of JP Morgan Chase Bank. At September 30, 2018 and 2017, \$1,290,641 and \$1,475,712 of cash and cash equivalents is held in the JP Morgan Chase Bank investment accounts.

At September 30, 2018, fair values and unrealized gains are summarized as follows:

	Cost	Fair Value	Unrealized Gain
JP Morgan Chase Bank	\$ 14,580,806	\$ 16,144,795	\$ 1,563,989

At September 30, 2017, fair values and unrealized gains are summarized as follows:

	Cost	Fair Value	Unrealized Gain
JP Morgan Chase Bank	\$ 17,522,429	\$ 18,707,797	\$ 1,185,368

5. Property and Equipment

Property and equipment consist of the following:

	2018	2017
Building and improvements	\$ 52,535,110	\$ 51,444,053
Land improvements	4,656,952	4,656,952
Furniture and equipment	6,923,709	6,799,614
The Noland Trail	2,219,802	2,219,802
Lakes, dams and improvements	626,901	626,901
	66,962,474	65,747,322
Accumulated depreciation	(40,904,649)	(39,182,745)
	26,057,825	26,564,577
Construction in progress	36,275	51,652
	\$ 26,094,100	\$ 26,616,229

Depreciation expense for 2018 and 2017 was \$1,721,906 and \$1,721,904, respectively.

The Mariners' Museum

Notes to Financial Statements September 30, 2018 and 2017

6. Beneficial Interest in Trusts

The Museum is the beneficiary of various irrevocable trusts established by the Museum founder, Archer M. Huntington, which are classified as permanently restricted. The Museum receives distributions on the securities held by the trusts. These distributions are reported in the accompanying statements of activities, net of expenses and are included in income from funds held in trust by others.

At September 30, 2018 and 2017, the value recorded for the beneficial interest in trusts is comprised of the following:

	<u>2018</u>	<u>2017</u>
JP Morgan Chase Bank Trust #03152009	\$ 46,345,835	\$ 46,203,011
JP Morgan Chase Bank Trust #03583005	31,899,511	31,697,634
JP Morgan Chase Bank Trust #98940006	5,400,880	4,613,706
JP Morgan Chase Bank Trust #98843002	3,580,381	3,069,364
JP Morgan Chase Bank Trust #03152306	1,448,929	1,505,399
JP Morgan Chase Bank Trust #03583302	964,925	1,003,003
SunTrust Bank Trust #13214200	1,960,021	1,927,033
Bank of America (formerly U.S. Trust Co. of New York #239550)	889,309	849,696
Bank of New York #676580	150,530	158,915
Bank of New York #676730	86,361	90,398
Bank of New York #676760	66,659	69,963
	<u>\$ 92,793,341</u>	<u>\$ 91,188,122</u>

The Museum and JP Morgan, as trustees, have adopted a total return policy with respect to distributions from its Huntington Trust at JP Morgan. This total return policy uses as a benchmark the rolling average value of the trusts, using the quarter end values of the preceding twelve quarters, ending with September 30 of the current year. For 2018 and 2017, the Board of Trustees requested and received a distribution of five percent (5%).

The Museum is also a co-beneficiary with three other not-for-profit organizations under the trust agreement with Bank of America (formerly U.S. Trust Co., of New York). Therefore, the amount recorded in the accompanying statement of financial position is 25% of the trust's value, which represents the Museum's share under this split-interest agreement.

7. Retirement Plan

The Museum sponsors a 403(b) Tax Deferred Retirement Plan. The Plan is a defined contribution plan covering substantially all employees. Employees may contribute to the Plan subject to the limitations imposed by the Internal Revenue Service. Effective April 1, 2017, the Museum makes an elective matching contribution tiered up to 4% of eligible compensation. The Museum contributed \$136,060 and \$114,310 to the Plan during 2018 and 2017, respectively. This expense is allocated amongst the functional expense categories on the statements of activities based on the number of employees in each area.

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Notes to Financial Statements September 30, 2018 and 2017

8. Charitable Gift Annuities

The Museum holds charitable gift annuities, recognized at fair value. Upon the donor's death, the annuity becomes a part of the Museum's endowment fund, and any subsequent distribution earned is available to support Museum operations. The liability to beneficiaries was \$36,441 and \$46,532 at September 30, 2018 and 2017, respectively. The discount rates used to calculate the fair value ranged from 4.2% to 7.6% for 2018 and 2017.

9. Deferred Revenue

The Museum's deferred revenue consists primarily of four lease agreements for portions of the Museum's land. In connection with the first agreement, the Museum received an advance rental payment of \$5,000,000, and the lease term extends through 2061. The Museum has deferred the recognition of the amount received, and is amortizing the revenue on a straight-line basis over the lease term at an annual amount of \$69,204. The amount deferred is \$2,993,078 and \$3,062,282 at September 30, 2018 and 2017, respectively.

The second lease agreement provides for 20 annual installment payments of \$270,811. The lessee exercised the option to purchase the land during 2018. The payments included principal and interest at 6% and the Museum recognized lease income of \$3,152,150 and \$12,408 in 2018 and 2017, respectively. The Museum deferred the principal payments and recognized them during 2018 when ownership of the land was legally transferred.

The third lease agreement commenced on December 1, 2010, and was for an initial term of 20 years. The rent for the initial term was \$65,000, paid upon the commencement of the lease. The lessee had two options to renew the lease for 20 years and an additional 30 years by making payments upon exercise of those options in the amount of \$25,000 and \$20,000, respectively. The lessee has chosen to exercise both options by making the payments with respect to those options. The term of the lease now ends on November 30, 2080. The Museum has deferred recognition of the amount received, and is amortizing the revenue over the lease term at the following rates, \$3,250 annually over the first 20 years, through 2030, \$1,250 annually for the next 20 years, 2030 - 2050, and \$667 annually for the final 30 years, 2050 - 2080. The deferred amount is \$84,542 and \$87,792 at September 30, 2018 and 2017, respectively.

During 2012, the Museum entered into a fourth lease agreement, similar to the above. The lease commenced on May 1, 2012, and was for an initial term of 18.5 years. The rent for the initial term was \$143,780, paid upon the commencement of the lease. The lessee had two options to renew the lease for 20 years and an additional 30 years by making payments upon exercise of those options in the amount of \$65,492 and \$42,650, respectively. The lessee has chosen to exercise both options by making the payments with respect to those options. The term of the lease now ends on November 30, 2080. The Museum has deferred recognition of the amount received, and is amortizing the revenue over the lease term at the following rates, \$7,772 annually over the first 18.5 years, through 2030, \$3,275 annually for the next 20 years, 2030 - 2050, and \$1,422 annually for the final 30 years, 2050 - 2080. The deferred amount is \$202,052 and \$209,824 at September 30, 2018 and 2017, respectively.

Additionally, the Museum had various deferred amounts of \$101,369 and \$96,485 at September 30, 2018 and 2017, respectively, relating to other miscellaneous land leases.

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**Notes to Financial Statements
September 30, 2018 and 2017**

10. Bond Payable

On February 1, 2012, the Museum refinanced its bond arrangement. Under the new agreement with the Economic Development Authority of Lancaster County, Virginia, the Museum was issued a \$9,600,000 fixed rate bank qualified tax-exempt bond, which is unsecured. This new bond issue retired the previous debt. The bond had a fixed interest rate of 2.7% at September 30, 2017. In January 2018, the rate of the bond increased to 3.28%. In January 2019, subsequent to year-end, the agreement was modified to reduce the interest rate to 3.18%, effective January 1, 2018. The interest paid with the increased rate was refunded to the Museum. Accrued interest on the unpaid principal balance is due monthly through April 1, 2027. The bond contains a provision that allows the interest rate to be adjusted up to take into consideration the Maximum Federal Corporate Tax Rate affecting the Lender. The Museum has been notified that the rate may be adjusted upwards in order to maintain the same after tax yield for the Lender. The Museum was in compliance or had obtained waivers for all financial covenants at September 30, 2018 and 2017. On April 1, 2018, the Museum began annual principal payments of \$960,000 which extends through April 1, 2027, when the bond is due and payable in full. Interest expense related to these bonds was \$289,122 and \$262,800 for 2018 and 2017, respectively, and is included in program expenses on the statements of activities.

Future minimum principal payments are as follows:

<u>Year Ending September 30,</u>		
2019	\$	960,000
2020		960,000
2021		960,000
2022		960,000
2023		960,000
Thereafter		<u>3,840,000</u>
		<u>\$ 8,640,000</u>

The Board of Trustees has set aside investments with a value of \$7,171,052 and \$8,065,224 at 2018 and 2017, respectively, for the purpose of repaying the bond's principal as it comes due.

11. Net Asset Restrictions

Temporarily restricted net assets are available for the following purposes:

	2018	2017
Program restrictions, including gallery and exhibit funds, artifacts and collection	<u>\$ 2,007,337</u>	<u>\$ 1,830,079</u>

Permanently restricted net assets are invested to

	2018	2017
Beneficial interest in trusts, a portion of the spending rate which is available to support operations	\$ 92,793,341	\$ 91,188,122
Endowment funds	<u>424,251</u>	<u>311,149</u>
	<u>\$ 93,217,592</u>	<u>\$ 91,499,271</u>

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During 2018 and 2017, \$276,033 and \$587,665, respectively, of temporarily restricted net assets were released from restrictions and used to fund various museum programs that satisfied donor restrictions.

At September 30, 2018 and 2017, approximately \$13.3 million and \$15.8 million, respectively, of unrestricted net assets are Board-designated unrestricted net assets, most of which are designated for bond repayment, gallery upgrades, and plant and equipment costs.

12. Fair Value Measurements

Accounting standards established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2: Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at September 30, 2018 and 2017.

Equity securities: Valued at the closing price reported on the active market on which the equity securities are traded.

Fixed income securities: Valued by a computerized pricing service or, for less actively traded issues, by utilizing a yield-based matrix system to arrive at an estimated fair value at year end.

Pledges receivable: Pledges receivable are reported at net realizable value if at the time the promise is made payment is expected to be received in one year or less. Pledges receivable that are expected to be collected in more than one year are reported at fair value initially and, in subsequent periods, fair value is calculated as the present value of the expected future pledges to be received using a discount rate.

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Beneficial interest in trusts: Valued using the fair value of the underlying assets of the trust as an estimate for the present value of the expected future cash flows.

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

The following sets forth by level, within the fair value hierarchy, the Museum's assets at fair value at September 30, 2018:

	Assets at Fair Value as of September 30, 2018			
	Level 1	Level 2	Level 3	Total
Trading securities:				
Cash and cash equivalents held in investment accounts	\$ 1,290,641	\$ -	\$ -	\$ 1,290,641
Equity securities - US large cap	6,113,706	-	-	6,113,706
Equity securities - US mid / small cap	1,409,889	-	-	1,409,889
Equity securities - Non US	2,253,555	-	-	2,253,555
Fixed income securities - US bond	-	6,367,645	-	6,367,645
	11,067,791	6,367,645	-	17,435,436
Pledges receivable	-	-	1,241,377	1,241,377
Beneficial interest in trusts	-	-	92,793,341	92,793,341
Total assets at fair value	\$ 11,067,791	\$ 6,367,645	\$ 94,034,718	\$111,470,154

The following sets forth by level, within the fair value hierarchy, the Museum's assets at fair value at September 30, 2017:

	Assets at Fair Value as of September 30, 2017			
	Level 1	Level 2	Level 3	Total
Trading securities:				
Cash and cash equivalents held in investment accounts	\$ 1,475,712	\$ -	\$ -	\$ 1,475,712
Equity securities - US large cap	5,659,013	-	-	5,659,013
Equity securities - US mid / small cap	1,584,460	-	-	1,584,460
Equity securities - Non US	3,036,876	-	-	3,036,876
Equity securities – Preferred stock	385,950	-	-	385,950
Fixed income securities - US bond	-	8,041,498	-	8,041,498
	12,142,011	8,041,498	-	20,183,509
Pledges receivable	-	-	626,230	626,230
Beneficial interest in trusts	-	-	91,188,122	91,188,122
Total assets at fair value	\$ 12,142,011	\$ 8,041,498	\$ 91,814,352	\$111,997,861

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The table below sets forth a summary of changes in the fair value of the Museum's level 3 investment assets:

	<u>Pledges Receivable</u>	<u>Beneficial Interest in Trusts</u>
Balance - September 30, 2016	\$ 710,404	\$ 84,307,151
New pledges	355,800	-
Pledge collections	(442,617)	-
Pledges written off	(30,942)	-
Changes in discount and allowance	33,585	-
Adjustment to fair value	<u>-</u>	<u>6,880,971</u>
Balance - September 30, 2017	626,230	91,188,122
New pledges	1,547,758	-
Pledge collections	(922,576)	-
Pledges written off	(10,035)	-
Distributions from Trusts	-	(4,175,575)
Adjustment to fair value	<u>-</u>	<u>5,780,794</u>
Balance - September 30, 2018	<u>\$ 1,241,377</u>	<u>\$ 92,793,341</u>

13. Donor-Designated Endowments

The Mariners' Museum Endowment (Endowment) was established to support its mission. The Endowment substantially contributes to the growth, financial security and the long-term stability of the Museum.

The Endowment consists of donor-restricted funds that are restricted for a particular purpose. With respect to these donor-restricted funds, the net assets associated with these endowment funds are classified and reported based on the existence of donor-imposed restrictions. The Board of Trustees of the Museum has interpreted the State Prudent Management of Institutional Funds Act (SPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Museum classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. In accordance with SPMIFA, 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 various funds, (2) the purposes of the donor-restricted endowment funds, (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, and (7) the Museum's investment policies.

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Investment Return Objectives, Risk Parameters and Strategies. The Museum has adopted investment and spending policies, approved by the Board of Trustees, for endowment assets that attempt to provide a predictable stream of distributions to programs supported by its endowment funds while also maintaining the purchasing power of those endowment assets over the long-term. Accordingly, the investment process seeks to maximize the total return of the Endowment to ensure conservation of the principal while providing appreciable yield, to the extent financially prudent and practicable. Endowment assets are invested in a well-diversified asset mix that is intended to result in a consistent inflation-protected rate of return. Generally, total return shall mean for this purpose that (1) assets are invested to achieve the highest overall return (interest, dividends, and realized as well as unrealized appreciation), consistent with the safety and preservation of the assets and (2) the Board of Trustees, or its designee, may annually determine the amount of the total return that will be treated as distributions available for current use. Investment risk is measured in terms of the total endowment fund; investment assets and allocation between asset classes and strategies are managed to not expose the fund to unacceptable levels of risk.

Spending Policy. The Museum Board of Trustees governs the use of the Endowment and identifies the mission related programs and services for which the funds will be used.

Composition of and changes in donor restricted endowment net assets at September 30, 2018 and 2017, are presented below.

Donor-designated endowment net asset composition at September 30, 2018 is as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total Net Endowment Assets</u>
Donor restricted endowment funds	\$ -	\$ -	\$ 424,251	\$ 424,251

Changes in endowment net assets were as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total Net Endowment Assets</u>
Endowment net assets, beginning of year	\$ -	\$ -	\$ 311,149	\$ 311,149
Contributions	-	-	116,279	116,279
Interest	-	-	6,207	6,207
Net depreciation	-	-	(9,384)	(9,384)
Endowment net assets, end of year	\$ -	\$ -	\$ 424,251	\$ 424,251

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Donor-designated endowment net asset composition at September 30, 2017 is as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total Net Endowment Assets</u>
Donor restricted endowment funds	\$ -	\$ -	\$ 311,149	\$ 311,149

Changes in endowment net assets were as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total Net Endowment Assets</u>
Endowment net assets, beginning of year	\$ -	\$ -	\$ 315,959	\$ 315,959
Contributions	-	-	150	150
Interest	-	-	4,424	4,424
Net depreciation	-	-	(9,384)	(9,384)
Endowment net assets, end of year	\$ -	\$ -	\$ 311,149	\$ 311,149

14. Leasing Arrangements

The Museum leases a 5,400 square foot building to National Oceanic and Atmospheric Administration (NOAA) under a noncancelable lease that expires in February 2025. The building is included in property and equipment on the statements of financial position at a total cost of \$649,493 offset by accumulated depreciation of \$226,150 and \$209,579 at September 30, 2018 and 2017, respectively. The lease agreement provides for annual rental payments of \$2,500 per year plus reimbursement of operating expenses incurred by the Museum for the upkeep and maintenance of the building as a shared expense. The operating expenses are estimated by the Museum at the beginning of each year and split into twelve equal installments to be paid by NOAA. Within 120 days after the end of each year the Museum adjusts the rent charged for the actual operating expenses incurred to NOAA and either credits their future rent or requires additional payment, as necessary. The following is a summary of future minimum rental income under the noncancelable operating lease.

Future minimum payments on the above long-term lease are as follows:

<u>Year Ending September 30,</u>		
2019	\$	2,500
2020		2,500
2021		2,500
2022		2,500
2023		2,500
Thereafter		2,500
	\$	15,000

The Museum also has other lease agreements for portions of the Museum's land. The significant agreements are described in Note 9.