

ALLIED ARTS FOUNDATION, INC.

FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED
JUNE 30, 2019 AND 2018

TOGETHER WITH
INDEPENDENT AUDITOR'S REPORT

ALLIED ARTS FOUNDATION, INC.

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June 30, 2019 and 2018

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Allied Arts Foundation, Inc.
Oklahoma City, Oklahoma

We have audited the accompanying financial statements of Allied Arts Foundation, Inc. (a nonprofit organization) (the "Organization"), which comprise the statements of financial position as of June 30, 2019 and 2018, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the 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 auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Organization'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 Organization'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 Allied Arts Foundation, Inc. as of June 30, 2019 and 2018, and the changes in its net assets and its cash flows for years then ended in accordance with accounting principles generally accepted in the United States of America.

HSPG & Associates, P.C.

November 13, 2019

HSPG & ASSOCIATES, PC

ALLIED ARTS FOUNDATION, INC.
STATEMENTS OF FINANCIAL POSITION
AS OF JUNE 30, 2019 and 2018

| | <u>2019</u> | <u>2018</u> |
|--|----------------------------|----------------------------|
| ASSETS | | |
| Cash and cash equivalents | \$ 1,768,378 | \$ 2,003,148 |
| Certificates of deposit | 261,202 | 257,232 |
| Investments, available for operations | 1,132,948 | 1,081,816 |
| Pledges receivable, net of allowance for doubtful accounts of \$89,249 and \$70,095, respectively | 783,586 | 397,684 |
| Investments, designated for endowment | 2,399,841 | 2,280,291 |
| Beneficial interest in assets held by others | 793,499 | 745,650 |
| Property and equipment, net of \$322,714 and \$318,222 accumulated depreciation, respectively | 30,055 | 17,745 |
| Other assets | 27,838 | 20,582 |
| TOTAL ASSETS | <u><u>\$ 7,197,347</u></u> | <u><u>\$ 6,804,148</u></u> |
| LIABILITIES AND NET ASSETS | | |
| LIABILITIES | | |
| Accounts payable | \$ 66,461 | \$ 29,957 |
| Accrued payroll and related withholding payable | 74,032 | 68,541 |
| Allocations payable (within one year) | 2,546,000 | 2,587,694 |
| TOTAL LIABILITIES | <u>2,686,493</u> | <u>2,686,192</u> |
| NET ASSETS | | |
| Without donor restrictions | | |
| Operations | 1,186,139 | 1,004,515 |
| Board designated: | | |
| Centennial Fund | 2,399,841 | 2,280,291 |
| Beneficial interest in assets held by others | 793,499 | 745,650 |
| Total without donor restrictions | <u>4,379,479</u> | <u>4,030,456</u> |
| With donor restrictions | <u>131,375</u> | <u>87,500</u> |
| TOTAL NET ASSETS | <u>4,510,854</u> | <u>4,117,956</u> |
| TOTAL LIABILITIES AND NET ASSETS | <u><u>\$ 7,197,347</u></u> | <u><u>\$ 6,804,148</u></u> |

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

ALLIED ARTS FOUNDATION, INC.
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2019 (with comparative totals for June 30, 2018)

| | 2019 | | | 2018 |
|--|---------------------------------------|------------------------------------|---------------------|---------------------|
| | Without Donor Restrictions | With Donor Restrictions | Total | Total |
| OPERATING SUPPORT AND REVENUES | | | | |
| Annual campaign contributions | \$ 3,444,592 | \$ - | \$ 3,444,592 | \$ 3,350,047 |
| In-kind contributions | 91,889 | - | 91,889 | 120,820 |
| Other grants and contributions | 88,789 | 131,375 | 220,164 | 147,275 |
| Special event revenues | 541,970 | - | 541,970 | 210,195 |
| Other income | 9,007 | - | 9,007 | 9,065 |
| Restrictions released | 87,500 | (87,500) | - | - |
| Total operating support and revenues | <u>4,263,747</u> | <u>43,875</u> | <u>4,307,622</u> | <u>3,837,402</u> |
| OPERATING EXPENSES | | | | |
| Program services: | | | | |
| Grants and allocations | 2,559,625 | - | 2,559,625 | 2,600,000 |
| Grant support and other services | 409,057 | - | 409,057 | 396,040 |
| Total program services | <u>2,968,682</u> | <u>-</u> | <u>2,968,682</u> | <u>2,996,040</u> |
| Supporting services: | | | | |
| Management and general | 235,513 | - | 235,513 | 225,049 |
| Costs of direct benefits to donors | 238,726 | - | 238,726 | 103,201 |
| Fundraising: | | | | |
| In-kind | 91,889 | - | 91,889 | 117,587 |
| Other | 609,488 | - | 609,488 | 585,794 |
| Total supporting services | <u>1,175,616</u> | <u>-</u> | <u>1,175,616</u> | <u>1,031,631</u> |
| Total operating expenses | <u>4,144,298</u> | <u>-</u> | <u>4,144,298</u> | <u>4,027,671</u> |
| Changes in net assets from operations | <u>119,449</u> | <u>43,875</u> | <u>163,324</u> | <u>(190,269)</u> |
| NON-OPERATING CHANGES | | | | |
| Investment activity: | | | | |
| Interest earned on investments | 84,808 | - | 84,808 | 64,627 |
| Investment management fees | (19,566) | - | (19,566) | (17,169) |
| Net realized and unrealized investment gains (losses) | 109,856 | - | 109,856 | 94,318 |
| Change in beneficial interest in assets held by others | 54,476 | - | 54,476 | 49,358 |
| Total non-operating changes | <u>229,574</u> | <u>-</u> | <u>229,574</u> | <u>191,134</u> |
| CHANGE IN NET ASSETS | 349,023 | 43,875 | 392,898 | 865 |
| NET ASSETS, BEGINNING OF YEAR | <u>4,030,456</u> | <u>87,500</u> | <u>4,117,956</u> | <u>4,117,091</u> |
| NET ASSETS, END OF YEAR | <u>\$ 4,379,479</u> | <u>\$ 131,375</u> | <u>\$ 4,510,854</u> | <u>\$ 4,117,956</u> |

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

ALLIED ARTS FOUNDATION, INC.
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2018

| | <u>Without Donor Restrictions</u> | <u>With Donor Restrictions</u> | <u>Total</u> |
|---|---------------------------------------|------------------------------------|---------------------|
| OPERATING SUPPORT AND REVENUES | | | |
| Annual campaign contributions | \$ 3,350,047 | \$ - | \$ 3,350,047 |
| In-kind contributions | 120,820 | - | 120,820 |
| Other grants and contributions | 127,275 | 20,000 | 147,275 |
| Special event revenues | 142,695 | 67,500 | 210,195 |
| Other income | 9,065 | - | 9,065 |
| Restrictions released | - | - | - |
| Total operating support and revenues | <u>3,749,902</u> | <u>87,500</u> | <u>3,837,402</u> |
| OPERATING EXPENSES | | | |
| Program services: | | | |
| Grants and allocations | 2,600,000 | - | 2,600,000 |
| Grant support and other services | 396,040 | - | 396,040 |
| Total program services | <u>2,996,040</u> | <u>-</u> | <u>2,996,040</u> |
| Supporting services: | | | |
| Management and general | 225,049 | - | 225,049 |
| Costs of direct benefits to donors | 103,201 | - | 103,201 |
| Fundraising: | | | |
| In-kind | 117,587 | - | 117,587 |
| Other | 585,794 | - | 585,794 |
| Total supporting services | <u>1,031,631</u> | <u>-</u> | <u>1,031,631</u> |
| Total operating expenses | <u>4,027,671</u> | <u>-</u> | <u>4,027,671</u> |
| Changes in net assets from operations | <u>(277,769)</u> | <u>87,500</u> | <u>(190,269)</u> |
| NON-OPERATING CHANGES | | | |
| Investment activity: | | | |
| Interest earned on investments | 64,627 | - | 64,627 |
| Investment management fees | (17,169) | - | (17,169) |
| Net realized and unrealized investment gains (losses) | 94,318 | - | 94,318 |
| Change in beneficial interest in assets held by others | 49,358 | - | 49,358 |
| Total non-operating changes | <u>191,134</u> | <u>-</u> | <u>191,134</u> |
| CHANGE IN NET ASSETS | (86,635) | 87,500 | 865 |
| NET ASSETS, BEGINNING OF YEAR | <u>4,117,091</u> | <u>-</u> | <u>4,117,091</u> |
| NET ASSETS, END OF YEAR | <u>\$ 4,030,456</u> | <u>\$ 87,500</u> | <u>\$ 4,117,956</u> |

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

ALLIED ARTS FOUNDATION, INC.
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED JUNE 30, 2019 (with comparative totals for June 30, 2018)

| | Program Services | | Supporting Services | | | | Total | Total 2018 |
|-------------------------------|-------------------------|--------------------------------------|---------------------------|--|-------------------------|-----------------------|---------------------|---------------------|
| | Grants & Allocations | Grant Support & Other Services | Management and General | Costs of Direct Benefits to Donors | Fundraising: In-Kind | Fundraising: Other | | |
| Member agency allocations | \$ 2,297,525 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ 2,297,525 | \$ 2,300,000 |
| Education outreach | 202,100 | - | - | - | - | - | 202,100 | 240,000 |
| Small grant program | 60,000 | - | - | - | - | - | 60,000 | 60,000 |
| Personnel | - | 271,594 | 171,142 | - | - | 322,317 | 765,053 | 723,113 |
| Occupancy | - | 28,992 | 18,269 | - | - | 34,406 | 81,667 | 82,575 |
| Events | - | - | - | 238,726 | - | 71,740 | 310,466 | 178,297 |
| In-kind expenses | - | - | - | - | 91,889 | - | 91,889 | 117,587 |
| Office expense: | | | | | | | | |
| Printing | - | 2,805 | 300 | - | - | 10,391 | 13,496 | 18,542 |
| Postage | - | 4,362 | 1,166 | - | - | 5,606 | 11,134 | 11,446 |
| Telephone | - | 1,968 | 1,240 | - | - | 2,336 | 5,544 | 5,735 |
| Dues and subscriptions | - | 3,185 | 2,007 | - | - | 3,780 | 8,972 | 7,699 |
| Administrative fees & charges | - | - | 9,162 | - | - | 14,051 | 23,213 | 21,682 |
| Supplies | - | 4,028 | 2,680 | - | - | 160 | 6,868 | 4,399 |
| Other expenses | - | 18,137 | 11,429 | - | - | 21,521 | 51,087 | 58,709 |
| Donor relations | - | - | - | - | - | 46,796 | 46,796 | 28,049 |
| Bad debt expense | - | 33,590 | 3,585 | - | - | 5,499 | 42,674 | 41,876 |
| Depreciation and amortization | - | 1,807 | 1,139 | - | - | 2,144 | 5,090 | 1,439 |
| Professional services | - | 7,903 | 4,981 | - | - | 9,379 | 22,263 | 22,846 |
| Marketing | - | 17,040 | - | - | - | 43,205 | 60,245 | 68,345 |
| Technology | - | 8,516 | 5,367 | - | - | 10,107 | 23,990 | 16,828 |
| Meetings | - | 296 | - | - | - | 313 | 609 | 274 |
| Travel | - | 2,313 | 1,457 | - | - | 2,745 | 6,515 | 11,335 |
| Insurance | - | 2,521 | 1,589 | - | - | 2,992 | 7,102 | 6,895 |
| Total | \$ 2,559,625 | \$ 409,057 | \$ 235,513 | \$ 238,726 | \$ 91,889 | \$ 609,488 | \$ 4,144,298 | \$ 4,027,671 |

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

ALLIED ARTS FOUNDATION, INC.
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED JUNE 30, 2018

| | Program Services | | Supporting Services | | | | Total |
|-------------------------------|----------------------|--------------------------------|------------------------|------------------------------------|----------------------|--------------------|---------------------|
| | Grants & Allocations | Grant Support & Other Services | Management and General | Costs of Direct Benefits to Donors | Fundraising: In-Kind | Fundraising: Other | |
| Member agency allocations | \$ 2,300,000 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ 2,300,000 |
| Education outreach | 240,000 | - | - | - | - | - | 240,000 |
| Small grant program | 60,000 | - | - | - | - | - | 60,000 |
| Personnel | - | 256,705 | 161,760 | - | - | 304,648 | 723,113 |
| Occupancy | - | 29,314 | 18,472 | - | - | 34,789 | 82,575 |
| Events | - | - | - | 103,201 | - | 75,096 | 178,297 |
| In-kind expenses | - | - | - | - | 117,587 | - | 117,587 |
| Office expense: | | | | | | | |
| Printing | - | 3,853 | 412 | - | - | 14,277 | 18,542 |
| Postage | - | 4,484 | 1,199 | - | - | 5,763 | 11,446 |
| Telephone | - | 2,036 | 1,283 | - | - | 2,416 | 5,735 |
| Dues and subscriptions | - | 2,733 | 1,722 | - | - | 3,244 | 7,699 |
| Administrative fees & charges | - | - | 8,558 | - | - | 13,124 | 21,682 |
| Supplies | - | 2,580 | 1,717 | - | - | 102 | 4,399 |
| Other expenses | - | 20,842 | 13,133 | - | - | 24,734 | 58,709 |
| Donor relations | - | - | - | - | - | 28,049 | 28,049 |
| Bad debt expense | - | 32,962 | 3,518 | - | - | 5,396 | 41,876 |
| Depreciation and amortization | - | 511 | 322 | - | - | 606 | 1,439 |
| Professional services | - | 8,110 | 5,111 | - | - | 9,625 | 22,846 |
| Marketing | - | 19,331 | - | - | - | 49,014 | 68,345 |
| Technology | - | 5,974 | 3,764 | - | - | 7,090 | 16,828 |
| Meetings | - | 133 | - | - | - | 141 | 274 |
| Travel | - | 4,024 | 2,536 | - | - | 4,775 | 11,335 |
| Insurance | - | 2,448 | 1,542 | - | - | 2,905 | 6,895 |
| Total | <u>\$ 2,600,000</u> | <u>\$ 396,040</u> | <u>\$ 225,049</u> | <u>\$ 103,201</u> | <u>\$ 117,587</u> | <u>\$ 585,794</u> | <u>\$ 4,027,671</u> |

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

ALLIED ARTS FOUNDATION, INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2019 AND 2018

| | 2019 | 2018 |
|--|---------------------|---------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Change in net assets | \$ 392,898 | \$ 865 |
| Adjustments to reconcile change in net assets to net cash flows provided by (used in) operations: | | |
| Depreciation and amortization | 5,090 | 1,439 |
| Bad debt expense | 42,674 | 41,876 |
| Net realized and unrealized investment (gains) losses | (109,856) | (94,318) |
| Change in beneficial interest in assets held by others | (54,476) | (49,358) |
| Non-cash investment earnings | (64,749) | (42,569) |
| Changes in operating assets and liabilities: | | |
| Pledges receivable | (428,576) | 29,563 |
| Other assets | (7,256) | 17,536 |
| Accounts payable | 36,504 | (10,457) |
| Accrued payroll and related withholding payable | 5,491 | 7,834 |
| Allocations payable | (41,694) | 182,694 |
| Net cash provided by (used in) operating activities | <u>(223,950)</u> | <u>85,105</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Cash additions to beneficial interest | (26,662) | (33,280) |
| Distributions received from beneficial interest in assets held by others | 33,289 | 31,973 |
| Proceeds from maturity of certificates of deposit | - | 508,134 |
| Cash payments for the purchase of investments | (47) | (1,077,000) |
| Cash payments for the purchase of property and equipment | (17,400) | (1,840) |
| Net cash used in investing activities | <u>(10,820)</u> | <u>(572,013)</u> |
| CHANGE IN CASH | (234,770) | (486,908) |
| CASH AND CASH EQUIVALENTS: | | |
| BEGINNING OF YEAR | <u>2,003,148</u> | <u>2,490,056</u> |
| END OF YEAR | <u>\$ 1,768,378</u> | <u>\$ 2,003,148</u> |

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

ALLIED ARTS FOUNDATION, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2019 AND 2018

1. NATURE OF ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Organization – Allied Arts Foundation, Inc. (the “Organization”) is a not-for-profit organization formed to provide financial support for certain Oklahoma City cultural agencies. It also provides additional services in support of the cultural community in the Oklahoma City area including education outreach, community grants, financial oversight of member agencies, cultural community impact activities, input on related public policies, volunteer coordination and support, planning for cultural community needs, information and referral services, and participation with national affiliates. The Organization’s support comes primarily through donor contributions.

Basis of Accounting – The accompanying financial statements of the Organization have been prepared on the accrual basis of accounting and, accordingly, reflect all significant receivables, payables, and other assets and liabilities.

Basis of Presentation – Net assets, revenues, and gains and losses are classified based on the existence or absence of donor-imposed restrictions. The Organization reports information regarding its financial position and activities as follows:

Net assets without donor restrictions – Net assets available for use in general operations that are not subject to donor-imposed restrictions.

Net assets with donor restrictions – Net assets subject to donor-imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both.

Contribution revenue recognition – Contributions, including unconditional promises to give, are recognized as revenues in the period received by the Organization. Conditional promises to give are not recognized until the conditions on which they depend are substantially met. Contributions of assets other than cash are recorded at their estimated fair value at the date of gift.

Contributions are reported as increases in the appropriate net asset category. Expenses are reported as decreases in net assets without donor restrictions. Temporary restrictions on gifts to acquire long-lived assets are considered met in the period in which the assets are acquired or placed in service. Gifts of property and equipment are recorded as support without donor restrictions unless explicit donor stipulations specify how the assets must be used, in which case the gift is recorded as support with donor restrictions. Expirations of temporary restrictions (i.e., the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as net assets released from restrictions. Contributions which are received and whose restrictions are met in the same period are recognized as contributions without donor restrictions.

Special event revenues – The Organization conducts various special events throughout the year to raise contributions in support of its overall mission. Based on management’s communications with various donors and/or the giving history of various donors, management has allocated a portion of funds received during the special events as annual campaign contributions. During the years ended June 30, 2019 and 2018, the Organization has reported \$200,000 and \$20,000 as annual campaign contributions in the accompanying financial statements which were collected during various special events.

Cash and Cash Equivalents – For purposes of reporting cash flows, the Organization considers all cash on hand, demand deposit bank accounts and temporary investments with an original maturity of three months or less, when purchased, to be cash equivalents except those cash equivalents included in the Organization’s investment accounts.

Certificates of Deposit – Certificates of deposit are recorded at cost plus accrued interest.

Pledges Receivable – Pledges receivable consist of unconditional promises to give, net of estimated discounts. No discounts have been recorded as of June 30, 2019 or 2018, as all pledges are expected to be received within one year. The Organization determines the allowance for doubtful accounts based on historical experience, an assessment of economic conditions, and a review of subsequent collections.

Investments – Investments are recorded at fair value as determined by the investment manager. Realized investment gains and losses are computed on the average cost basis. These gains and losses and other investment income (i.e. interest and dividends) are reflected in the statements of activities.

Beneficial Interest in Assets Held by Others – The Organization accounts for assets that are contributed by the Organization to the Oklahoma City Community Foundation (the “Community Foundation”) as an asset of the Organization, if it has been specified as the beneficiary of those assets. All contributions of this type, and the activity associated with the asset held at the Community Foundation, are reported at fair value as beneficial interest in assets held by others in the statements of financial position, with the related changes in fair value reported in the statements of activities. Distributions to the Organization from these funds reduce the Organization’s beneficial interest in assets held by others.

Concentration of Credit Risk – The Organization maintains cash in bank deposit accounts which, at times, may exceed federally insured limits. As of June 30, 2019 and 2018, the Organization’s balances with financial institutions subject to FDIC coverage exceeded such coverage by \$1,273,859 and \$1,501,850, respectively. The Organization has not experienced any losses in such accounts, and does not believe that it is exposed to any significant credit risk on cash.

The Organization’s pledges receivable at June 30, 2019, include approximately \$470,000 from two donors representing 60% of total pledges receivable. The Organization’s pledges receivable at June 30, 2018, include approximately \$230,000 from six donors representing 58% of total pledges receivable.

In-kind Support – The Organization recognizes various types of in-kind support including professional services, advertising, materials, and property and equipment to support the Organizations fundraising efforts. Contributed services are recognized at fair value if the services received (a) create or enhance long-lived assets or (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. Contributions of tangible assets are recognized at fair value when received. The amounts reflected in the accompanying financial statements as in-kind support are offset by like amounts included in expenses or property and equipment. For the years ended June 30, 2019 and 2018, the Organization has reported in-kind contributions in the amount of \$91,889 and \$120,820, respectively, in the accompanying statements of activities.

The Organization receives donated services from unpaid volunteers assisting in the activities of the Organization which do not meet the two recognition criteria described above. Accordingly, the value of these contributed services has not been determined and is not reflected in the accompanying financial statements.

Functional Expenses – Costs of providing the various programs and other activities have been summarized on a functional basis in the statement of activities. Costs are allocated between program services, management and general, costs of direct benefits to donors, and fundraising based on evaluations of the related activities. Management and general expenses are those expenses which are not directly identifiable with any other specific function, but provide for the overall support and direction of the Organization.

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 certain reported amounts of assets and liabilities and disclosed contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Tax Status – The Organization is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code (the “Code”), and is classified as other than a private foundation under Section 509(a) of the Code. Generally, all revenue earned outside the purpose for which the Organization is created is taxable as earned income. With few exceptions, the Organization is not subject to examination by any tax jurisdiction for years prior to 2016.

Fair Value Measurements – The Organization follows Accounting Standards Codification (“ASC”) Topic 820, Fair Value Measurements, which provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives 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 inputs to the three levels of the fair value hierarchy under Topic 820 are described as follows:

- Level 1: Unadjusted quoted prices for identical assets or liabilities in active markets that the Organization has the ability to access.
- Level 2: 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; and inputs that are derived principally from, or corroborated by, observable market data by correlation to 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: Unobservable and significant to the fair value measurement.

Financial assets subject to fair value measurement disclosure requirements include investments and beneficial interest in assets held by others (see Note 4). The Organization has no liabilities carried at fair value on a recurring basis and no assets or liabilities carried at fair value on a non-recurring basis at June 30, 2019 and 2018.

Subsequent Events – The Organization has evaluated subsequent events through November 13, 2019, which is the date the financial statements were available to be issued. There were no subsequent events requiring recognition or disclosure in the accompanying financial statements except as discussed in Note 11.

Change in accounting guidance – In August 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-14, “Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities”. The new guidance

simplifies and improves how not-for-profit entities classify net assets as well as the information presented in financial statements and notes about liquidity, financial performance, and cash flows. The Organization has adopted this ASU for the year ended June 30, 2019.

Recent accounting pronouncements – In May 2014, the FASB issued ASU No. 2014-09 “Revenue from Contracts with Customers (Topic 606).” This authoritative guidance includes a comprehensive new revenue recognition model that requires revenue to be recognized in a manner to depict the transfer of goods or services to a customer at an amount that reflects the consideration expected to be received in exchange for those goods or services. The FASB has since issued several additional amendments to this guidance. In July 2015, the FASB approved a one-year deferral of the effective date of the new standard. The effective date of the amended standard will begin in periods beginning after December 15, 2018.

In February 2016, the FASB issued ASU No. 2016-02 “Leases (Topic 842).” The purpose of the guidance is to increase the transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet as well as providing additional disclosure requirements related to leasing arrangements. The new guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019, though early adoption is permitted.

In June 2018, the FASB issued ASU No. 2018-08 “Not-for-Profit Entities (Topic 958): Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made”. The new guidance clarifies and improves the scope and the accounting guidance for contributions received and contributions made. The amendments in this update should assist entities in (1) evaluating whether transactions should be accounted for as contributions (nonreciprocal transactions) or as exchange (reciprocal) transactions and (2) determining whether a contribution is conditional. The effective date of the amended standard will begin in periods beginning after December 15, 2018 when the entity is a resource recipient and in periods after December 15, 2019 when the entity is a resource provider.

Management is currently evaluating the impact that adopting the above recent accounting pronouncements will have on the Organization’s financial statements in future reporting periods.

2. LIQUIDITY AND AVAILABILITY

Financial assets available for general expenditures, that is, without donor or other restrictions limiting their use, within one year of the statement of financial position date, comprise the following:

| | 2019 | 2018 |
|---|---------------------|---------------------|
| Cash and cash equivalents | \$ 1,768,378 | \$ 2,003,148 |
| Certificates of deposit | 261,202 | 257,232 |
| Investments, available for operations | 1,132,948 | 1,081,816 |
| Investments, designated for endowment | 2,399,841 | 2,280,291 |
| Pledges receivable, net of allowance | 783,586 | 397,684 |
| Distributions from beneficial interests in assets held by others | 35,425 | 33,289 |
| | <u>6,381,380</u> | <u>6,053,460</u> |
| Less: | | |
| Donor-restricted balances for non-operating expenditures | (131,375) | - |
| Assets designated for endowment | <u>(2,399,841)</u> | <u>(2,280,291)</u> |
| Total | <u>\$ 3,850,164</u> | <u>\$ 3,773,169</u> |

In addition to financial assets available to meet general expenditures over the next 12 months, the Organization operates with a balanced budget and anticipates collecting sufficient revenue to cover general expenditures. The Organization receives contributions restricted by donors, and considers contributions restricted for programs which are ongoing, major, and central to its annual operations to be available to meet cash needs for general expenditures. The Organization manages its liquidity and reserves following three guiding principles: operating within a prudent range of financial soundness and stability, maintaining adequate liquid assets to fund near-term operating needs, and maintaining sufficient reserves to provide reasonable assurance that long-term obligations will be discharged. Assets designated for endowment are available for use at the discretion of the board of directors.

3. BENEFICIAL INTEREST IN ASSETS HELD BY OTHERS

In previous years, the Organization transferred funds to the Community Foundation and specified itself as the beneficiary of the funds. The statements of financial position as of June 30, 2019 and 2018 include the beneficial interest in assets held by others as unrestricted net assets of \$793,499 and \$745,650, respectively, related to these funds. The statements of activities include an increase of \$54,476 and \$49,358 for the years ended June 30, 2019 and 2018, respectively, related to the change in value of the Organization's beneficial interest in the assets held by others. The Organization received distributions of \$33,289 and \$31,973 related to these reciprocal transfers for the years ended June 30, 2019 and 2018, respectively.

Annually, distributions from the funds are paid to the Organization according to the Community Foundation's spending policy. The Community Foundation maintains variance power over these funds. Variance power assures donors that if the charitable purpose of their contribution becomes impractical or impossible, the distributions will be directed to similar purposes in the community. In addition to the funds discussed above, the Community Foundation maintains other funds that have been contributed by various donors to the Community Foundation for the benefit of the Organization. These funds are not included as assets of the Organization. The earnings from these funds are paid to the Organization each year in accordance with the Community Foundation's spending policy. For the years ended June 30, 2019 and 2018, the Organization received \$32,627 and \$31,705, respectively, from the funds which are reported in other grants and contributions in the statements of activities. At June 30, 2019 and 2018, the fair value of the funds was \$744,918 and \$707,455, respectively. The Organization has no remainder interest in the corpus of these funds.

4. FAIR VALUE MEASUREMENTS

Assets measured at fair value consist of the following:

| | As of June 30, 2019 | | | | |
|--|---------------------|---------------------|-------------------------|-------------|-------------------|
| | Carrying Value | Total Fair Value | Fair Value Measurements | | |
| | | | Level 1 | Level 2 | Level 3 |
| ASSETS | | | | | |
| Investments: | | | | | |
| Cash Equivalents | \$ 37,840 | \$ 37,840 | \$ 37,840 | \$ - | \$ - |
| Mutual Funds: | | | | | |
| Equity | 1,696,186 | 1,696,186 | 1,696,186 | - | - |
| Fixed Income | <u>1,798,763</u> | <u>1,798,763</u> | <u>1,798,763</u> | <u>-</u> | <u>-</u> |
| Total Investments | 3,532,789 | 3,532,789 | 3,532,789 | - | - |
| Beneficial interest in assets held by others | <u>793,499</u> | <u>793,499</u> | <u>-</u> | <u>-</u> | <u>793,499</u> |
| | <u>\$ 4,326,288</u> | <u>\$ 4,326,288</u> | <u>\$ 3,532,789</u> | <u>\$ -</u> | <u>\$ 793,499</u> |

| | As of June 30, 2018 | | | | |
|--|---------------------|---------------------|-------------------------|-------------|-------------------|
| | Carrying Value | Total Fair Value | Fair Value Measurements | | |
| | | | Level 1 | Level 2 | Level 3 |
| ASSETS | | | | | |
| Investments: | | | | | |
| Cash Equivalents | \$ 26,914 | \$ 26,914 | \$ 26,914 | \$ - | \$ - |
| Mutual Funds: | | | | | |
| Equity | 1,620,851 | 1,620,851 | 1,620,851 | - | - |
| Fixed Income | <u>1,714,342</u> | <u>1,714,342</u> | <u>1,714,342</u> | <u>-</u> | <u>-</u> |
| Total Investments | 3,362,107 | 3,362,107 | 3,362,107 | - | - |
| Beneficial interest in assets held by others | <u>745,650</u> | <u>745,650</u> | <u>-</u> | <u>-</u> | <u>745,650</u> |
| | <u>\$ 4,107,757</u> | <u>\$ 4,107,757</u> | <u>\$ 3,362,107</u> | <u>\$ -</u> | <u>\$ 745,650</u> |

Following is a description of methodologies used for assets valued at fair value.

Investments: When quoted prices are available in an active market, securities are classified within Level 1 of the hierarchy. Investments classified as Level 1 include cash equivalents and mutual funds.

Beneficial interest in assets held by others: The fair value of the Organization's beneficial interest in assets held by others is based on the fair value of fund investments as reported by the Community Foundation. These are considered to be level 3 investments.

The following is a reconciliation of the beginning and ending balance of assets measured at fair value on a recurring basis using significant unobservable inputs (level 3) for the years ended June 30, 2019 and 2018.

| | 2019 | 2018 |
|------------------------------|-------------------|-------------------|
| Balance at beginning of year | \$ 745,650 | \$ 694,985 |
| Purchases / contributions | 26,662 | 33,280 |
| Investment return, net | 54,476 | 49,358 |
| Distributions | <u>(33,289)</u> | <u>(31,973)</u> |
| Balance at end of year | <u>\$ 793,499</u> | <u>\$ 745,650</u> |

The summary of changes in fair value of level 3 assets has been prepared to reflect the activity in the same categories as those provided by the Community Foundation. Net investment performance includes realized and unrealized gains (losses) on investments, investment income, and administrative fees and is included in change in value of beneficial interest in assets held by others in the accompanying statements of activities. Typically, distributions decrease the Organization's respective financial asset and increase cash at the time of distribution.

5. BOARD DESIGNATED ENDOWMENT FUNDS

The Organization has two board designated endowment funds including the Centennial Endowment Fund and funds held at the Community Foundation. The Organization initiated the Centennial Endowment Fund in conjunction with the State of Oklahoma's centennial celebration. While founding donors to the Centennial Endowment Fund have not placed any restriction on their gifts, it is the Organization's intention to treat these funds as an endowment with the principal of the gifts being retained and the income used for purposes designated by the board of directors.

Return Objectives and Risk Parameters

The Organization has adopted an investment policy for their board-designated endowment assets designed to, in the future, provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Under this policy, as approved by the board of directors, the endowment assets are invested in a manner that is intended, over the long-term to enhance the total value of the endowment through appreciation, contributions, and/or the reinvestment of excess current earnings; preserve capital and avoid the risk of large loss; and maintain sufficient liquidity to provide for all anticipated withdrawals. To satisfy its long-term objectives, the Organization seeks investment returns through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Organization targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term objectives within prudent risk constraints.

Spending Policy and How the Investment Objectives Relate to Spending Policy

With regards to the Centennial Endowment Fund, the Organization may appropriate earnings for current use with board approval as influenced by the recent investment returns. With regards to the endowment fund held by the Community Foundation, the Organization's distribution policy is subject to the Community Foundation's spending policy. Distributions received from the Community Foundation are available to support the operations of the Organization.

Since the endowments resulted from an internal designation and are not donor-restricted, they are classified as unrestricted net assets. Composition of and changes in unrestricted endowment net assets for the year ended June 30, 2019 and 2018, is as follows:

| | <u>2019</u> | <u>2018</u> |
|---|---------------------|---------------------|
| Endowment net assets, beginning of year | \$ 3,025,941 | \$ 2,843,205 |
| Investment return, net | 173,979 | 181,429 |
| Contributions | 26,709 | 33,280 |
| Appropriation of endowment assets for expenditure | (33,289) | (31,973) |
| Endowment net assets, end of year | <u>\$ 3,193,340</u> | <u>\$ 3,025,941</u> |

6. NET ASSET WITH DONOR RESTRICTIONS

Net assets with donor restrictions are restricted for the following purposes or periods:

| | <u>2019</u> | <u>2018</u> |
|--|-------------------|------------------|
| Subject to expenditure for specified purposes: | | |
| OPUS event | \$ - | \$ 67,500 |
| Audit of development and personnel | - | 20,000 |
| Online cultural calendar | 131,375 | - |
| | <u>\$ 131,375</u> | <u>\$ 87,500</u> |

Net assets were released from donor restrictions by incurring expenses satisfying the restricted purpose or by occurrence of the passage of time or other events specified by the donors as follows:

| | <u>2019</u> | <u>2018</u> |
|---------------------------------------|------------------|-------------|
| Satisfaction of purpose restrictions: | | |
| OPUS event | \$ 67,500 | \$ - |
| Audit of development and personnel | 20,000 | - |
| | <u>\$ 87,500</u> | <u>\$ -</u> |

7. LEASES

The Organization has a lease agreement for office facilities and equipment under which rent expense was \$74,640 each year for the years ended June 30, 2019 and 2018. Approximate future minimum annual rental payments for leases with remaining noncancelable lease terms in excess of one year as of June 30, 2019 are as follows:

| <u>Year Ended</u> | |
|-------------------|-------------------|
| 2020 | \$ 76,440 |
| 2021 | 79,360 |
| 2022 | 82,542 |
| 2023 | 85,846 |
| 2024 | 14,400 |
| | <u>\$ 338,588</u> |

8. RELATED PARTY TRANSACTIONS

During the years ended June 30, 2019 and 2018, the Organization paid \$74,420 and \$72,000, respectively for the Organization’s office lease to an entity whose ownership includes a member of the Organization’s board of directors.

9. RETIREMENT PLAN

The Organization has established a simple IRA Plan for the benefit of all employees with no provision for earning or term of service requirements. The plan provides for the Organization to make contributions to the plan based on matching 100% of up to 3% of salary deferrals elected by each employee, with such matching percentage determined annually by the board of directors. The Organization’s matching contributions for the years ended June 30, 2019 and 2018 totaled \$9,605 and \$14,598, respectively.

10. FUNCTIONALIZED EXPENSES

The financial statements report certain categories of expenses that are attributed to more than one program or supporting function. Therefore, expenses require allocation on a reasonable basis that is consistently applied. The expenses that are allocated include personnel, occupancy, printing, postage, telephone, dues and subscriptions, supplies, bad debt, depreciation, professional services, marketing, technology, meetings, travel, insurance, and other miscellaneous expenses which are allocated on the basis of estimates of time and effort.

11. SUBSEQUENT EVENT

Effective August 20, 2019, the Organization changed its name to Allied Arts of Oklahoma, Inc.

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