

**FRIST CENTER FOR THE
VISUAL ARTS, INC.**

AUDITED FINANCIAL STATEMENTS

December 31, 2013

FRIST CENTER FOR THE VISUAL ARTS, INC.

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INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees
Frist Center for the Visual Arts, Inc.
Nashville, Tennessee

We have audited the accompanying financial statements of **Frist Center for the Visual Arts, Inc.** (a nonprofit organization), which are comprised of the statement of financial position as of December 31, 2013, and the related statements of activities, functional expenses, 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. Management is also responsible 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.

Auditor's 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 of material misstatement.

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

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

(Continued)

INDEPENDENT AUDITOR'S REPORT

Auditor's Opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Frist Center for the Visual Arts, Inc. as of December 31, 2013, 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.

Change in Accounting Principle

As described in Note A to the financial statements, Frist Center for the Visual Arts, Inc. has elected to change its method of accounting, effective January 1, 2013, in regard to allocating costs among its major program services and supporting services. Our opinion is not modified with respect to this matter.

Faulkner Mackie & Cochran, P.C.

April 7, 2014

FRIST CENTER FOR THE VISUAL ARTS, INC.

STATEMENT OF FINANCIAL POSITION

December 31, 2013

ASSETS

Cash and cash equivalents	\$	1,932,084
Accounts receivable		10,952
Contributions receivable (Note C)		263,477
Inventories		222,330
Funds deposited with Visual Arts Foundation for investment (Note D)		2,745,084
Exhibition loan fee deposits and other prepaid expenses		1,227,016
Property and Equipment, net (Notes E and F)		20,373,211
Donated collection item (Note A)		-
		<hr/>
TOTAL ASSETS	\$	<u>26,774,154</u>

LIABILITIES AND NET ASSETS

Accounts payable	\$	310,122
Accrued liabilities		541,845
Deferred revenue		501,635
		<hr/>
Total Liabilities		1,353,602
Net Assets		
Unrestricted		14,315,846
Temporarily restricted (Note G)		11,104,706
		<hr/>
Total Net Assets		25,420,552
		<hr/>
TOTAL LIABILITIES AND NET ASSETS	\$	<u>26,774,154</u>

FRIST CENTER FOR THE VISUAL ARTS, INC.

STATEMENT OF ACTIVITIES

For the Year Ended December 31, 2013

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Total</u>
SUPPORT AND REVENUES			
Contributions and grants	\$ 5,839,389	\$ 1,028,649	\$ 6,868,038
Support from Visual Arts Foundation (Note D)	894,599	0	894,599
Memberships	1,275,284	0	1,275,284
Admissions	831,103	0	831,103
Traveling exhibitions revenue	111,430	0	111,430
Education program fees	72,276	0	72,276
Special event revenue, net of \$68,441 of direct benefits to donors (Note I)	952,608	23,400	976,008
Gift shop revenue	744,876	0	744,876
Other operating revenue (Note J)	873,714	0	873,714
Investment income	262,566	0	262,566
Miscellaneous income	20,938	0	20,938
Net assets released from temporary restrictions (Note G)	<u>1,651,314</u>	<u>(1,651,314)</u>	<u>0</u>
TOTAL SUPPORT AND REVENUES	13,530,097	(599,265)	12,930,832
EXPENSES			
Program Services			
Exhibitions	6,447,410	0	6,447,410
Education and outreach	1,714,199	0	1,714,199
Member and visitor services	985,362	0	985,362
Gift shop	<u>710,577</u>	<u>0</u>	<u>710,577</u>
Total Program Services	9,857,548	0	9,857,548
Supporting Services			
General and administrative	960,272	0	960,272
Development and fundraising	796,312	0	796,312
Other operating expenses (Note J)	<u>952,275</u>	<u>0</u>	<u>952,275</u>
Total Supporting Services	<u>2,708,859</u>	<u>0</u>	<u>2,708,859</u>
TOTAL EXPENSES	<u>12,566,407</u>	<u>0</u>	<u>12,566,407</u>
NET INCREASE (DECREASE) IN NET ASSETS FROM OPERATIONS	963,690	(599,265)	364,425
Transfer to Visual Arts Foundation (Note D)	<u>(35,000)</u>	<u>0</u>	<u>(35,000)</u>
NET INCREASE (DECREASE) IN NET ASSETS	\$ 928,690	\$ (599,265)	\$ 329,425
Net Assets at Beginning of Year	<u>13,387,156</u>	<u>11,703,971</u>	<u>25,091,127</u>
NET ASSETS AT END OF YEAR	<u>\$ 14,315,846</u>	<u>\$ 11,104,706</u>	<u>\$ 25,420,552</u>

See notes to financial statements.

FRIST CENTER FOR THE VISUAL ARTS, INC.

STATEMENT OF FUNCTIONAL EXPENSES

For the Year Ended December 31, 2013

	PROGRAM SERVICES				TOTAL PROGRAM SERVICES	SUPPORTING SERVICES			TOTAL SUPPORTING SERVICES	TOTAL EXPENSES
	Exhibitions	Education and Outreach	Member and Visitor Services	Gift Shop		General and Administrative	Development and Fundraising	Other Operating Expenses		
Labor Costs:										
Employee costs:										
Salaries and wages	\$ 1,674,345	\$ 620,933	\$ 460,026	\$ 145,107	\$ 2,900,411	\$ 397,271	\$ 276,540	\$ 303,291	\$ 977,102	\$ 3,877,513
Payroll taxes	116,155	44,717	33,850	10,267	204,989	28,662	20,050	22,521	71,233	276,222
Employee benefits	144,510	82,219	43,694	25,000	295,423	22,666	24,679	33,975	81,320	376,743
Retirement plan benefits	78,774	20,602	13,336	4,393	117,105	19,119	11,404	5,547	36,070	153,175
Total Employee Costs	2,013,784	768,471	550,906	184,767	3,517,928	467,718	332,673	365,334	1,165,725	4,683,653
Temporary labor	822,877	109,187	69,663	20,812	1,022,539	13,617	84,662	152,586	250,865	1,273,404
Total Labor Costs	2,836,661	877,658	620,569	205,579	4,540,467	481,335	417,335	517,920	1,416,590	5,957,057
Exhibitions	1,318,710	7,764	0	0	1,326,474	0	0	0	0	1,326,474
Advertising	420,849	63,833	500	0	485,182	0	0	530	530	485,712
Rent expense - MDHA's building	388,498	150,402	28,896	35,062	602,858	60,446	5,874	42,026	108,346	711,204
Utilities	263,551	102,030	19,603	23,786	408,970	41,005	3,985	28,510	73,500	482,470
Insurance	186,029	0	0	0	186,029	87,887	0	0	87,887	273,916
Occupancy	161,348	31,905	6,186	6,542	205,981	10,764	4,662	17,119	32,545	238,526
Travel, catering, and meals	107,333	55,949	31,284	295	194,861	4,662	58,741	1,286	64,689	259,550
Supplies and equipment	90,344	139,229	25,152	11,832	266,557	15,241	184,911	22,484	222,636	489,193
Printing	89,135	38,075	102,494	753	230,457	1,362	57,197	1,238	59,797	290,254
Telephone, internet, and website	65,176	23,100	16,190	5,171	109,637	17,576	6,692	5,097	29,365	139,002
Consulting and professional fees	57,022	7,262	8,720	2,115	75,119	69,994	28,062	4,512	102,568	177,687
Cost of sales	0	0	0	362,746	362,746	0	0	227,363	227,363	590,109
Maintenance and repairs	50,530	22,721	32,435	8,730	114,416	22,556	3,163	19,156	44,875	159,291
Dues and licenses	39,943	9,428	8,084	6,848	64,303	99,676	5,941	3,390	109,007	173,310
Professional development and publications	14,307	4,395	918	112	19,732	2,095	1,381	1,349	4,825	24,557
Postage and shipping	11,796	3,495	27,007	352	42,650	1,409	10,176	581	12,166	54,816
Depreciation and amortization	337,192	171,757	55,091	40,142	604,182	42,129	5,107	58,375	105,611	709,793
Miscellaneous expense	8,986	5,196	2,233	512	16,927	2,135	3,085	1,339	6,559	23,486
TOTAL EXPENSES	\$ 6,447,410	\$ 1,714,199	\$ 985,362	\$ 710,577	\$ 9,857,548	\$ 960,272	\$ 796,312	\$ 952,275	\$ 2,708,859	\$ 12,566,407

See notes to financial statements.

FRIST CENTER FOR THE VISUAL ARTS, INC.

STATEMENT OF CASH FLOWS

For the Year Ended December 31, 2013

CASH FLOWS FROM OPERATING ACTIVITIES

Contributions and grants received	\$ 6,619,978
Support received from Visual Arts Foundation	894,599
Memberships received	1,372,504
Admissions received	821,394
Traveling exhibition revenue received	71,430
Education program fees received	72,201
Special event revenue received	1,044,449
Gift shop revenue received	744,876
Other operating revenue received	879,967
Investment income received	344
Miscellaneous income received	9,468
Labor costs paid	(5,934,122)
Cash paid to suppliers, consultants, and others	<u>(5,373,426)</u>
Net Cash Provided by Operating Activities	<u>1,223,662</u>

CASH FLOWS FROM INVESTING ACTIVITIES

Proceeds from sales of property and equipment	15,756
Purchases of property and equipment	<u>(460,345)</u>
Net Cash Used in Investing Activities	<u>(444,589)</u>

CASH FLOWS FROM FINANCING ACTIVITIES

NET INCREASE FROM CASH FLOWS BEFORE TRANSFER TO SUPPORTING ORGANIZATION	<u>0</u>
Transfer to Visual Arts Foundation	<u>(35,000)</u>
NET INCREASE FROM CASH FLOWS	\$ 744,073
Cash and Cash Equivalents at Beginning of Year	<u>1,188,011</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$ 1,932,084</u>

(CONTINUED)

FRIST CENTER FOR THE VISUAL ARTS, INC.

STATEMENT OF CASH FLOWS (Continued)

Year Ended December 31, 2013

RECONCILIATION OF CHANGE IN NET ASSETS TO CASH FLOWS FROM OPERATING ACTIVITIES

NET INCREASE IN NET ASSETS FROM OPERATIONS	\$	364,425
<u>Reconciling Adjustments</u>		
Depreciation and amortization expense		709,793
Imputed rent expense - MDHA's building (Note F)		711,204
Non-cash contributions		(226,379)
Non-cash expenses		188,805
Non-cash assets received		37,574
Other reconciling adjustments		(11,470)
 (Increase) Decrease in:		
Accounts receivable		(10,622)
Contributions receivable		(14,731)
Inventories		(75,150)
Accrued investment income on funds deposited with Visual Arts Foundation		(262,222)
Exhibition loan fee deposits and other prepaid expenses		9,191
 Increase (Decrease) in:		
Accounts payable		(273,642)
Accrued liabilities		26,684
Deferred revenue		50,202
Total Reconciling Adjustments		<u>859,237</u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	\$	<u>1,223,662</u>

SUPPLEMENTAL DISCLOSURES OF NON-CASH ACTIVITIES

Gift-in-Kind Contributions: The estimated fair value of "gift-in-kind" contributions recognized by the Frist Center during the year ended December 31, 2013, totaled \$226,379. These contributions consist of various goods, services, and insurance coverage that were utilized by the Frist Center and expensed in its operations during the year, except for \$37,574 of unexpired insurance coverage that is included as a component of unamortized exhibition loan fee deposits and other prepaid expenses at December 31, 2013.

Disposal of Fully-Depreciated and Fully-Amortized Property and Equipment: During the year ended December 31, 2013, the Frist Center disposed of obsolete tangible and intangible assets that were no longer in service. These assets had an aggregate original cost basis of \$165,810. (Refer to Note F for additional information.)

See notes to financial statements.

FRIST CENTER FOR THE VISUAL ARTS, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

NOTE A -- NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities: On March 3, 1998, Frist Center for the Visual Arts, Inc. (the "Frist Center") was chartered as a public benefit corporation under the Tennessee Nonprofit Corporation Act. The Frist Center began its activities by developing a high quality museum and exhibition gallery for the visual arts in Nashville, Tennessee, which opened to the public on April 8, 2001.

The mission of the Frist Center is to present and originate high quality exhibitions with related educational programs and community outreach activities. Its vision is to inspire people through art to look at their world in new ways.

The sole member of the Frist Center is Frist Center for the Visual Arts Foundation (the "Visual Arts Foundation"), which has the authority to appoint the Frist Center's Board of Trustees. The primary purpose of the Visual Arts Foundation ("supporting" organization) is to hold and manage a portfolio of investments from which annual financial support is provided to the Frist Center ("supported" organization).

Program Services: The major program services conducted by the Frist Center are as follows:

- **Exhibitions:** The Frist Center hosts traveling exhibitions from the United States and abroad, as well as developing its own exhibitions on a diverse range of themes. Significant advance planning and coordination is required for each exhibition presented. Exhibitions may remain at the Frist Center for a few months or a few years, however, the Frist Center is dedicated to providing new opportunities for discovery with each visit.
- **Education and Outreach:** The Frist Center offers a wide variety of accessible and affordable programs designed to assist people of all ages and backgrounds to become more knowledgeable and appreciative of art. Educational opportunities are provided through films, lectures, concerts, gallery talks, student tours, educator workshops, and youth and family activities.
- **Member and Visitor Services:** The Frist Center provides an enriching member and visitor experience through gallery guidance. Exhibition content is made available to members and visitors through member publications, audio guides, and exhibition brochures.
- **Gift Shop:** The Frist Center's gift shop offers a wide selection of arts and crafts supplies, educational materials, publications, catalogues, gifts, and souvenir items that are related to its exhibitions and programs. The gift shop also features select exhibition-related items by local artisans.

Basis of Accounting: The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") using the accrual method of accounting.

FRIST CENTER FOR THE VISUAL ARTS, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

Financial Statement Presentation: The Frist Center reports information regarding its financial position and activities according to three classes of net assets (unrestricted, temporarily restricted, and permanently restricted), based on the existence or absence of donor-imposed restrictions.

As of December 31, 2013, management has elected to use an "unclassified" presentation format in the Statement of Financial Position, whereby the amounts of current and long-term assets and liabilities are not grouped into separate sub-classifications. In connection with this revision, certain assets and liabilities have been grouped into different line item captions compared to the line item groupings used in the prior year.

In addition, effective with the year ended December 31, 2013, management has elected to report the Frist Center's functional expenses in the format of a basic financial statement titled "Statement of Functional Expenses", instead of presenting such information in a supplementary schedule to the basic financial statements.

Change in Accounting Principle -- Adoption of Revised Method of Cost Allocations: The Frist Center elected to change its method of accounting, effective January 1, 2013, in regard to allocating costs among its major program services and supporting services. This change principally results from management's correlation and realignment of direct and indirect costs incurred with the major program services and supporting services to which they relate, based on its analysis and evaluation of current operations. Management considers the revised allocation methodology to be preferable to its former method of cost allocation.

This change in accounting principle had no net effect on the reported amounts of total assets, total liabilities, and net assets as of January 1, 2013 or December 31, 2013, or the net increase (decrease) in net assets for the year ended December 31, 2013, compared to the amounts that would have been reported using the former allocation method had the change not been adopted.

The effect of the change in accounting principle on the key financial captions reported in the 2013 Statement of Activities is summarized in the following table:

	<u>Revised</u> <u>Methodology</u>	<u>Former</u> <u>Methodology</u>	<u>Effect of</u> <u>Change</u>
TOTAL SUPPORT AND REVENUES	\$ 12,930,832	\$ 12,464,937	\$ 465,895
EXPENSES			
Total Program Services	9,857,548	7,932,927	1,924,621
Total Supporting Services	<u>2,708,859</u>	<u>4,167,585</u>	<u>(1,458,726)</u>
TOTAL EXPENSES	<u>12,566,407</u>	<u>12,100,512</u>	<u>465,895</u>
NET INCREASE (DECREASE) IN NET ASSETS FROM OPERATIONS	<u>\$ 364,425</u>	<u>\$ 364,425</u>	<u>\$ 0</u>

FRIST CENTER FOR THE VISUAL ARTS, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

In connection with the change in accounting principle, management has elected to report "gift shop revenue" and related "cost of sales" each on a gross basis vs. the net total formerly presented as a component of Total Support and Revenues. Accordingly, "cost of sales" related to the gift shop is now reported as a component of Total Program Services expense. Also, revenue from traveling exhibitions developed by the Frist Center was previously reported as an offset to Total Program Services expense. As a result of the change in accounting principle, this revenue is now reported as a component of Total Support and Revenues.

Use of Estimates: Preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, net assets, support and revenues, and expenses, and the disclosure of contingent assets and liabilities. Significant estimates used by management in preparing these financial statements principally include those assumed in establishing: (1) the collectibility of contributions receivable, (2) the estimated investment yield on funds deposited with the Visual Arts Foundation for investment, and (3) the estimated useful lives of the building lease contributed by MDHA and other property and equipment, for purposes of calculating depreciation and amortization expense. Actual results could differ from the significant estimates used by management and such differences could be material.

Subsequent Events: In preparing the accompanying financial statements, management has evaluated subsequent events through April 7, 2014, which represents the date the financial statements were available to be issued.

Cash and Cash Equivalents: Cash consists of amounts on hand and on deposit in bank accounts. Generally, the Federal Deposit Insurance Corporation ("FDIC") insures the total amount deposited by each customer in a participating bank up to its basic limit of \$250,000. As of December 31, 2013, the Frist Center had cash balances on deposit at five commercial banks, which individually exceeded the basic FDIC insurance limit for each bank by an approximate aggregate total of \$693,500.

The cash balance reported at December 31, 2013, includes \$437,000 of cash proceeds from contributions that are temporarily restricted for use in connection with specific purposes designated by the donors.

Cash equivalents include all highly-liquid investments, such as money market funds, that have a scheduled maturity of three months or less as of the respective acquisition date. These investments earn interest at variable short-term market rates and are presented at fair value, based on readily available quoted market prices (i.e., categorized as a Level 1 security, in accordance with the U.S. GAAP fair value hierarchy). The Frist Center held no cash equivalents at December 31, 2013.

Accounts Receivable and Allowance for Uncollectible Amounts: Receivables and related accrued interest, if applicable, are recorded at each reporting date for amounts due from various parties in conjunction with financial transactions. An allowance is recognized for potentially uncollectible balances and amounts deemed worthless are written off. As of December 31, 2013, all accounts receivable are due within one year and deemed to be collectible. Accordingly, no allowance was recognized as of this date.

FRIST CENTER FOR THE VISUAL ARTS, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

Contributions Receivable: A contribution receivable, also known as a "donor's promise to give", is recognized as support if the donor communicates an unconditional promise to the Frist Center. Conditional promises to give are not recognized as support until the donor's conditions are substantially met. Contributions that are restricted by the donor (e.g., as to passage of time or specific purpose), are reported as increases in temporarily restricted net assets or permanently restricted net assets, depending on the nature of the restriction. Upon satisfaction or expiration of a temporary restriction, the applicable net assets are reclassified to unrestricted net assets.

Contributions are recorded at fair value on the date received. The fair value of a donor's unconditional promise to give financial support that is expected to be received after one year is deemed to be equal to its estimated present value. Future amounts of cash or non-cash assets to be received are discounted using a risk-free interest rate, such as the rate available on zero-coupon U.S. government issues with a similar maturity.

Contributions receivable may include unconditional promises from individuals, grants from public and private sources, and corporate and individual sponsorships. Contributions may be unrestricted or restricted as to use for certain exhibitions, programs, and other activities specified by the donor.

Inventories: Inventories are maintained for the café and catering operations, and for the gift shop, and are reported at the lower of cost (first-in, first-out method) or market. Café and catering inventory principally consists of food, beverage, and supplies. Gift shop inventory, which comprises 91% of total inventory value at December 31, 2013, consists of products acquired for resale in the gift shop. Catalogs on hand for current exhibitions are reported at the lower of production cost or net realizable sales value. An allowance is recognized after closing an exhibition for the potential non-recoupment of production costs related to unsold exhibition catalogs. This allowance is reversed upon the subsequent sale, donation, or other disposition of such catalogs. The allowance related to post-exhibition catalog costs totaled approximately \$105,000 at December 31, 2013.

Exhibition Loan Fee Deposits and Other Prepaid Expenses: The Frist Center procures collected works of art for exhibition by executing temporary loan agreements with domestic and foreign museums, and collectors. These agreements typically require the Frist Center to pay a loan fee, generally by making an initial deposit and one or more installment payments prior to the opening of an exhibition. Other significant, directly-allocable costs that are incurred prior to the opening of an exhibition (e.g., insurance, shipping, and curatorial fees) are recorded as prepayments.

The aggregate total of loan fee deposits and prepayments for each exhibition is amortized on a pro-rata basis over the respective exhibition period. Accordingly, this balance may include both current and non-current amounts. The amortization in each reporting period is included as a component of "Exhibitions" expense in the Statement of Activities. (Refer to Note L for additional information.)

Exhibition Loan Fee Revenue and Expense Recoupments: In addition to presenting traveling exhibitions developed by collectors and owners of works of art, the Frist Center periodically originates new art exhibitions for presentation in its galleries. These new exhibitions are then made available by the Frist Center to other art museums and institutions under temporary loan agreements under terms similar to those described in the previous section. This activity enables the Frist Center to earn loan fee revenue and to recoup certain directly-allocable costs from the borrowing institutions, thus reducing loan fees and exhibition costs initially incurred for its own gallery presentation.

FRIST CENTER FOR THE VISUAL ARTS, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

Loan fee revenue from traveling exhibitions totaled \$111,430 for the year ended December 31, 2013. The related amount of allocable costs recouped totaled \$56,352, which is reported as an offset to "Exhibitions" expense in the Statement of Activities. At December 31, 2013, the Frist Center had received \$20,000 of loan fees in advance of exhibition dates that are scheduled for 2014. This amount is reported as a component of "Deferred revenue" in the Statement of Financial Position until it is earned, which is deemed to occur as of the scheduled exhibition date.

Property and Equipment: Property and equipment assets are initially recorded at cost if purchased, or at estimated fair value if contributed. Depreciation and amortization expense are calculated using the straight-line method over the estimated service lives of the assets, which are principally as follows: 3 to 7 years for furniture and equipment, 15 years for land improvements, and 30 years for leasehold improvements. Significant additions and improvements are capitalized. Normal repairs and maintenance are charged to expense as incurred. Property and equipment is reported net of accumulated depreciation and amortization in the Statement of Financial Position. (Refer to Note F for additional information.)

Contributed Use of Property: The Frist Center recognizes contribution support upon entering into a lease if the lessor requires only nominal lease payments in relation to the estimated fair rental value of the leased property. The fair value of the contribution is equal to the lesser of: (a) the present value of the excess of the estimated fair rental rate over the stated lease payments (if any) during the lease term, or (b) the fair value of the leased asset at inception of the lease.

With respect to a long-term lease, the contributed lease asset is initially reported as an increase in temporarily restricted assets due to the "passage of time" restriction that governs the use of the leased property. This asset is amortized on a straight-line basis over the lease term and the expired portion in each reporting period is released from temporarily restricted net assets and reclassified to unrestricted net assets. The amortization is recognized as rent expense, as reported in the Statement of Functional Expenses, and the unexpired portion of the asset is reported as a component of property and equipment in the Statement of Financial Position. (Refer to Note E for additional information regarding the Frist Center's recognition in 1998 of a building lease contributed by MDHA.)

Donated Collection Item: Although the Frist Center is a non-collecting institution, management agreed to accept the private donation of a sculpture, which was installed for public viewing near the main entrance of the building. The donated collection item is deemed to be held in furtherance of public service rather than for financial gain and, accordingly, will be protected, kept encumbered, cared for, and preserved. In the event the Frist Center decides to deaccess the sculpture, it would be donated to another non-profit arts institution.

Management has adopted a "non-capitalization" accounting policy in regard to the valuation and reporting of "collected" art objects. In accordance with U.S. GAAP, a line item caption for the donated collection item has been included in the Statement of Financial Position, however, no value was assigned or reported for this item in either the Statement of Financial Position or in the Statement of Activities.

FRIST CENTER FOR THE VISUAL ARTS, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

Donated Services: In accordance with U.S. GAAP, donated services are recognized as support (along with a corresponding asset or expense) when such services create or enhance a non-financial asset (e.g., property or equipment), or such services require specialized skills that would typically need to be purchased by the organization had they not been donated. During the year ended December 31, 2013, the Frist Center recognized \$78,934 for donated services, which includes donated entertainment performances and other professional services.

Many individuals volunteer their time and perform a variety of beneficial tasks that assist the Frist Center to conduct its programs and services. During the year ended December 31, 2013, volunteer hours totaled approximately 20,000. However, in accordance with U.S. GAAP, the estimated fair value of these volunteer services has not been reflected in the accompanying financial statements.

Membership Dues: The Frist Center offers various levels of basic and contributing memberships to its patrons. The portion of each member's dues that represents the value of membership benefits provided by the Frist Center is recognized as earned revenue ratably over the membership term, generally a one-year period. At each reporting date, a liability for unearned membership dues (\$427,693 at December 31, 2013) is reported as a component of "Deferred revenue" in the Statement of Financial Position. The portion of a member's dues that represents a contribution is recognized as contribution support upon receipt. The support and revenue portions of membership dues in the reporting period are combined and presented, net of any portion representing unearned revenue, in the Statement of Activities.

Income Taxes: Based on an Internal Revenue Service determination letter dated November 11, 2002, the Frist Center is recognized as exempt from federal income taxes under Internal Revenue Code Section 501(c)(3) and is not deemed to be a "private foundation". However, continued compliance with the prescribed "public support test", and other rules and regulations, is required to maintain this exemption. Management is not aware of any event or activity that has occurred since the latest determination date that might adversely affect the Frist Center's tax exempt status.

The Frist Center may be subject to federal and state income taxes if it has net income from trade or business activities that are not substantially related to its exempt purpose. "Unrelated business income taxes" are computed in accordance with regular federal and state income tax brackets and rates that are applicable to for-profit corporations. Certain aspects of the Frist Center's venue rental and catering operations routinely generate unrelated business taxable income, although these activities have historically resulted in a net loss for unrelated business income tax purposes.

In accordance with U.S. GAAP, management evaluates the Frist Center's federal and state income tax and regulatory filing positions to identify uncertain tax positions for consideration of whether to record an estimated liability or disclose a potential liability, including applicable interest and penalties. Management has not identified any material uncertain tax positions that require financial statement recognition as of December 31, 2013. The Frist Center's federal and state income tax and regulatory filings are subject to examination by the applicable taxing or regulatory authority generally for a period of three years after a return is filed. As of December 31, 2013, management considers the Frist Center's open tax years to include the returns filed for 2010, 2011, and 2012, as well as the returns that will be filed for 2013.

FRIST CENTER FOR THE VISUAL ARTS, INC.

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Advertising Costs: The Frist Center expenses all advertising costs as incurred. During the year ended December 31, 2013, advertising costs totaled approximately \$486,000. Of the total amount incurred, approximately \$20,000 was recognized in conjunction with non-cash "gift-in-kind" contributions received by the Frist Center.

NOTE B -- FAIR VALUES OF FINANCIAL INSTRUMENTS

Fair values of the Frist Center's financial instruments (principally cash, cash equivalents, and contributions receivable) are summarized in the accompanying Statement of Financial Position. Significant fair value measurement principles and assumptions used by the Frist Center are described Note A and supplemented by information presented in Note C.

NOTE C -- CONTRIBUTIONS RECEIVABLE

The Frist Center routinely receives notification from donors of their unconditional promises to give financial support to the organization, which could be in the form of contributions, grants, or sponsorships. These promises are often comprised of a current payment and a commitment to make support payments over a specified future period. Because the long-term portion of the promise to give is subject to a "passage of time" restriction, it is discounted to net present value and recorded as an increase in temporarily restricted assets.

At December 31, 2013, contributions receivable recognized by the Frist Center are scheduled to be received as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Total</u>
Current portion - Due in calendar year 2014:			
Contributions	\$ 19,555	\$ 68,700	\$ 88,255
Sponsorships	<u>7,250</u>	<u>78,500</u>	<u>85,750</u>
Total Current Portion	26,805	147,200	174,005
Long-term portion - Sponsorships			
Due in calendar year:			
2015	0	70,000	70,000
2016	<u>0</u>	<u>20,000</u>	<u>20,000</u>
Sub-total	0	90,000	90,000
Less: Unamortized discount to net present value, using discount rates ranging from 0.24% to 0.47%	<u>0</u>	<u>(528)</u>	<u>(528)</u>
Net Long-term portion	<u>0</u>	<u>89,472</u>	<u>89,472</u>
TOTAL CONTRIBUTIONS RECEIVABLE	<u>\$ 26,805</u>	<u>\$ 236,672</u>	<u>\$ 263,477</u>

During the year ended December 31, 2013, installment payments were generally received as scheduled. Accordingly, management deemed recognition of an allowance for possible uncollectible amounts receivable to be unnecessary at December 31, 2013.

FRIST CENTER FOR THE VISUAL ARTS, INC.

NOTES TO FINANCIAL STATEMENTS

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NOTE D -- TRANSACTIONS BETWEEN THE FRIST CENTER AND THE VISUAL ARTS FOUNDATION

Support from Visual Arts Foundation: In its role as "supporting organization", the Visual Arts Foundation provides operational funding to the Frist Center upon receipt and approval of grant requests periodically submitted by the Frist Center. For the year ended December 31, 2013, support provided by the Visual Arts Foundation totaled \$894,599, which represents an assumed annual return of 4% of the average monthly portfolio value for the prior 3-year period. There were no outstanding grant requests at December 31, 2013; however, it is expected that the Frist Center will continue to depend on operational funding provided by the Visual Arts Foundation for the foreseeable future.

Funds Deposited with Visual Arts Foundation for Investment: Since 2011, the Frist Center has deposited cash balances available for investment with the Visual Arts Foundation. The purpose of this arrangement is to allow the professional investment managers who oversee the Visual Arts Foundation's endowment funds to also invest and manage the Frist Center's investment funds. The objective of the Frist Center is to increase its investment yield and reduce its cash concentration in bank depository accounts. Funds of the Frist Center that are held under this arrangement are subject to increase or decrease for an allocable share of the appreciation or depreciation of specified investments held in the Visual Arts Foundation's endowment portfolio. For the year ended December 31, 2013, management recorded an estimated investment yield of \$262,222, which increased the cumulative amount on deposit to \$2,745,084 at December 31, 2013. Generally, Frist Center funds on deposit are repayable by the Visual Arts Foundation within 30 to 60 days after receiving the Frist Center's withdrawal request.

Transfer of Contributed Funds to Visual Arts Foundation: Periodically, management will transfer funds contributed by donors to the Visual Arts Foundation for inclusion in its endowment portfolio, principally in response to the donor's authorization or the donor's intended use of the funds as support for the endowment. Transferred funds are incorporated into the investment portfolio of the Visual Arts Foundation and managed according to its investment policy. During the year ended December 31, 2013, the Frist Center transferred \$35,000 to the Visual Arts Foundation for long-term investment in the endowment portfolio.

NOTE E -- BUILDING LEASE AND RENOVATIONS CONTRIBUTED BY MDHA

General: During 1998, the Metropolitan Government of Nashville and Davidson County ("METRO") contributed \$19.9 million to its agency, the Metropolitan Development and Housing Agency ("MDHA"). These funds were designated for use as follows: (1) \$4.4 million for MDHA's purchase of the downtown Post Office building (located at 901 Broadway, Nashville, Tennessee) from the U.S. Postal Service, and (2) \$15.5 million for the cost of MDHA's renovations to the building, in conjunction with the Frist Center development project. Although this property will be utilized by the Frist Center under terms of a long-term lease, MDHA retains full ownership of the building.

FRIST CENTER FOR THE VISUAL ARTS, INC.

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Building Lease: Effective June 30, 1998, MDHA entered into a long-term lease agreement with the Frist Center for the use of its newly-acquired building. The lease specifies a term of approximately 99 years (June 30, 1998 to September 1, 2097); however, the Frist Center may terminate the lease at its option after approximately 30 years (September 1, 2028). Based on architectural studies, the lease provides the Frist Center with approximately 109,000 square feet of usable space. Accordingly, the lease requires only nominal lease payments of \$1.00 per year, which the Frist Center elected to prepay in full and record as rent expense during 1998.

The lease is structured as a "net lease," which imposes responsibility on the Frist Center for all maintenance, repairs, insurance, taxes, and utilities. The Visual Arts Foundation has guaranteed the Frist Center's performance to MDHA under this lease, including its compliance with covenants and obligatory provisions, such as the sub-lease described below.

As a result of MDHA requiring only nominal lease payments over the term of the lease, the Frist Center recognized a non-cash contribution of \$4.4 million in 1998. This contribution was recorded as an increase in temporarily restricted net assets, due to the "passage of time" restriction that governs the use of the leased property. Rent expense is recognized on a monthly pro-rata basis as the "passage of time" restriction expires, and a corresponding amount is reclassified from temporarily restricted net assets to unrestricted net assets. Management has elected to use the initial lease term of 30 years as the appropriate period for recognizing the expiration of this contributed lease asset. (Refer to Note F for information regarding rent expense recognized during the year ended December 31, 2013.)

In conjunction with MDHA's purchase agreement with the U.S. Postal Service, the Post Office will continue to use the lower floor of the building (approximately 15,000 square feet) under a 30-year sub-lease agreement with the Frist Center (September 1, 1998 to August 31, 2028). Free use of this space was incorporated into the acquisition price negotiated by MDHA. Accordingly, no lease payments by the Post Office are required during the initial lease term. The Post Office is obligated to pay its separately-metered utilities and proportionate share of common area maintenance expenses. The sub-lease agreement grants two consecutive renewal options to the Post Office, with lease terms of 10 years each at the prevailing market rental rate.

Funding of Renovation Costs: The Frist Center also recognized a non-cash contribution of \$15.5 million in 1998 to reflect the fair value of funds committed by MDHA for renovations to the building. This contribution was recorded in a manner consistent with the approach previously described for the contributed lease asset. By agreement with MDHA, the Frist Center assumed responsibility for the payment of any renovation costs incurred by MDHA which exceeded the maximum amount of MDHA's commitment. Although the Frist Center recorded the excess amounts expended as leasehold improvements, MDHA retains full ownership of the building.

MDHA's contributed renovations and the leasehold improvements paid for by the Frist Center are deemed to have been placed in service as of April 2001. Both amounts are being amortized on a monthly pro-rata basis over the remaining portion of the initial 30-year lease term. Amortization of the contributed renovations asset is recognized as additional rent expense as the "passage of time" restriction expires. Also, a corresponding amount is reclassified from temporarily restricted net assets to unrestricted net assets, in a manner consistent with the contributed lease asset. Amortization of the Frist Center's leasehold improvements is included as a component of regular depreciation and amortization expense.

FRIST CENTER FOR THE VISUAL ARTS, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

NOTE F -- PROPERTY AND EQUIPMENT

The major components of property and equipment are summarized as follows at December 31, 2013:

Contributed Assets

Unrestricted	
Land -- redevelopment project	\$ 152,411
Temporarily Restricted (Note G)	
Building lease contributed by MDHA	4,400,000
Building renovations and improvements contributed by MDHA	<u>15,500,000</u>
	19,900,000
Less: Accumulated amortization	<u>(9,468,966)</u>
Total Temporarily Restricted	<u>10,431,034</u>
Total Contributed Assets	<u>10,583,445</u>

Purchased Assets – Unrestricted

Land -- redevelopment project	2,557,964
Land improvements -- redevelopment project	2,119,454
Furniture and equipment, including computers and software	3,458,697
Leasehold improvements	10,874,279
Deposits and work in progress	<u>37,592</u>
	19,047,986
Less: Accumulated depreciation and amortization	<u>(9,258,220)</u>
Total Purchased Assets	<u>9,789,766</u>

TOTAL PROPERTY AND EQUIPMENT, net \$ 20,373,211

Amortization of the building lease and renovations contributed by MDHA (i.e., "rent expense"), totaled \$711,204 during the year ended December 31, 2013. Depreciation and amortization expense for all other assets during the year totaled \$709,793.

During 2013, the Frist Center disposed of obsolete tangible and intangible assets with an original cost basis of \$165,810, which were no longer in service. These assets were fully depreciated or amortized, resulting in no gain or loss being recognized on the disposal. Tangible items were inventoried and disposed via a controlled process with a third-party disposal company. Original cost basis totals by major asset category are summarized as follows: technology equipment and software licenses -- \$100,943; security systems software and equipment -- \$8,726; customized website and educational gallery software -- \$4,783; and miscellaneous equipment -- \$51,358.

FRIST CENTER FOR THE VISUAL ARTS, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

NOTE G -- TEMPORARILY RESTRICTED NET ASSETS

Activity during the year ended December 31, 2013, is summarized as follows:

<u>Temporarily Restricted Due To:</u>	<u>December 31,</u> <u>2012</u>	<u>Release of</u> <u>Restrictions</u>	<u>Additions</u>	<u>December 31,</u> <u>2013</u>
<u>"Passage of Time"</u>				
Contributions receivable	\$ 197,733	\$ (422,518)	\$ 461,457	\$ 236,672
Building lease contributed by MDHA, including MDHA's renovations and improvements	11,142,238	(711,204)	0	10,431,034
<u>"Specific Purpose Use"</u>				
Cash proceeds from contributions designated for specific purposes	<u>364,000</u>	<u>(517,592)</u>	<u>590,592</u>	<u>437,000</u>
TOTAL TEMPORARILY RESTRICTED NET ASSETS	<u>\$11,703,971</u>	<u>\$ (1,651,314)</u>	<u>\$1,052,049</u>	<u>\$11,104,706</u>

NOTE H -- EMPLOYEE RETIREMENT PLAN

During the fiscal year ended June 30, 2001, the Frist Center established an employee retirement plan pursuant to Section 401(k) of the Internal Revenue Code. Substantially all employees who have attained the age of 21 are eligible to participate. Under the plan, employees may elect to defer and contribute a portion of their annual compensation, subject to the statutory limit, and the Frist Center matches employee contributions at the rate of 100% of the first 5% of eligible compensation.

Contributions to the plan totaled \$153,175 for the year ended December 31, 2013. Discretionary employer contributions are permitted under the plan; however, no such contributions were made during the year.

NOTE I -- SPECIAL EVENT REVENUE

Management has designated "The Frist Center Gala" as the organization's annual fundraising event. In addition to a dinner, the Gala event highlights the opening of a major exhibition. Special event revenue received in 2013, before expenses, is summarized as follows by event year:

<u>Special Event</u>	
2013 Gala (Total event revenue of \$1,046,964, including \$261,150 received in 2012)	\$ 785,814
2014 Gala (Event revenue to-date of \$258,635)	<u>258,635</u>
GROSS REVENUE (Before Expenses)	<u>\$ 1,044,449</u>

FRIST CENTER FOR THE VISUAL ARTS, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

NOTE J -- OTHER OPERATING REVENUE AND EXPENSES

The Frist Center offers various amenities and services that are designed to enhance the convenience of its members and patrons while they are visiting the visual arts center. Examples of amenities and services include an on-site café, catering services, venue rentals, and on-site parking. The venue rental activity provides private groups with meeting rooms, catering services, and admission to the exhibition galleries during and after regular business hours. Operating revenue from venue rentals for the year ended December 31, 2013, is net of approximately \$24,000 of admissions revenue generated during venue rental activities.

Operating results for the aforementioned activities are summarized below. The highlighted items represent captions and totals that are presented in the accompanying Statement of Activities.

	<u>Café and Catering</u>	<u>Venue Rentals</u>	<u>Parking</u>	<u>Total</u>
<u>Year Ended December 31, 2013</u>				
Other Operating Revenue	\$ 469,724	\$ 170,797	\$ 233,193	\$ 873,714
Direct Operating Expenses				
Labor costs	(271,059)	(48,945)	0	(320,004)
Cost of sales	(191,309)	(36,054)	0	(227,363)
Other direct expenses	<u>(141,170)</u>	<u>(7,442)</u>	<u>(32,546)</u>	<u>(181,158)</u>
Total Direct Operating Expenses	<u>(603,538)</u>	<u>(92,441)</u>	<u>(32,546)</u>	<u>(728,525)</u>
Operating Income (Loss) before Depreciation and Allocated Indirect Expenses	(133,814)	78,356	200,647	145,189
Depreciation expense	(921)	0	(28,912)	(29,833)
Allocated indirect expenses	<u>(137,253)</u>	<u>(51,373)</u>	<u>(5,291)</u>	<u>(193,917)</u>
Total Depreciation and Allocated Indirect Expenses	<u>(138,174)</u>	<u>(51,373)</u>	<u>(34,203)</u>	<u>(223,750)</u>
NET OPERATING INCOME (LOSS)	<u>\$ (271,988)</u>	<u>\$ 26,983</u>	<u>\$ 166,444</u>	<u>\$ (78,561)</u>

As presented in the Statement of Activities, "Other operating expenses" is comprised of the following totals shown above:

Total Direct Operating Expenses	\$ (728,525)
Total Depreciation and Allocated Indirect Expenses	<u>(223,750)</u>

Other Operating Expenses **\$ (952,275)**

FRIST CENTER FOR THE VISUAL ARTS, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

NOTE K -- RELATED PARTY TRANSACTIONS - LEGAL SERVICES

Since its inception, the Frist Center has obtained various legal services from an attorney and the law firm of which he is a member, while the attorney served as the Frist Center's corporate Secretary. These services and the related professional fees incurred (approximately \$30,400 during the year ended December 31, 2013) have been subjected to the Frist Center's approval control policies and payment procedures that are applicable to unrelated service providers.

NOTE L -- COMMITMENTS, CONTINGENCIES, AND CONCENTRATIONS

COMMITMENTS

Exhibition Participation Fees: In addition to loan fees, exhibition loan agreements typically require that a portion of incidental exhibition costs (i.e., "shared costs") be paid by the Frist Center as reimbursement to the lending museum or collector. Examples of such shared costs may include: conservation surveys, pre-travel packing and crating services, transportation and insurance, construction of exhibition cases and special mountings, environmental assessments and monitoring, registrar and curatorial services, and travel reimbursements. Shared costs specified in exhibition loan agreements may require fixed or variable payments for specific types of expenditures.

With respect to exhibition loan agreements executed through December 31, 2013, the Frist Center is obligated to make future payments of participation fees as follows:

<u>Calendar Year:</u>	<u>Exhibition Loan Fees</u>	<u>Estimated Shared Costs</u>	<u>Total</u>
2014	\$ 187,917	\$ 163,535	\$ 351,452
2015	250,598	106,247	356,845
2016	<u>37,500</u>	<u>0</u>	<u>37,500</u>
Total	<u>\$ 476,015</u>	<u>\$ 269,782</u>	<u>\$ 745,797</u>

Equipment Leases and Maintenance Agreements: The Frist Center obtains the use of certain office equipment via operating leases with commercial leasing companies. These leases require monthly payments over the stated lease terms, which are typically two to four years. In the aggregate, the lease payments are not considered material and are expensed as incurred.

In addition, the Frist Center has entered into various maintenance agreements related to equipment that it owns or leases. These agreements generally require annual payments and may offer a discount in exchange for agreeing to a multi-year service period. None of the commitment obligations required by these maintenance agreements are considered individually material.

FRIST CENTER FOR THE VISUAL ARTS, INC.

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CONTINGENCIES

Contractual Disputes: During 2006, certain contractual disputes arose between the Frist Center and the organizer and a vendor associated with the *Treasures of Ancient Egypt* exhibition held at the Frist Center. Due to the nature of the disputed items, the Frist Center suspended payment of certain contractual amounts it would have paid had the other parties to the contracts performed as agreed. The suspended amounts were accrued as a component of accounts payable and reported in the Statement of Financial Position through December 31, 2012.

During 2013, management determined that the likelihood of required payment by the Frist Center to discharge the accrued liability was remote. Accordingly, management reversed the accrued liability and recognized a corresponding reduction in current year exhibitions expense. In the event that any third-party claims against the Frist Center arise due to the application of Egyptian laws and customs, which may be different in some respects from applicable U.S. contract law, management intends to contest such claims and vigorously defend against any legal actions filed in either Egypt or the United States of America.

CONCENTRATIONS

Annual Operating Support from Private Foundation: Since its inception, the Frist Center has received annual operating support from a private foundation that is recognized as a "substantial contributor" under federal tax rules and regulations. Contributions received from this private foundation during the year ended December 31, 2013, totaled \$5,141,179, which represents 40% of the Frist Center's total support and revenues. Due to the relative significance of the annual contributions from this donor to the Frist Center's total support and revenue, a significant concentration of annual operating support is deemed to exist with respect to this private foundation donor.