

Oakland Museum of California

Consolidated Financial Statements
and Single Audit Reports and Schedules

June 30, 2022
(With Comparative Totals for 2021)

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INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees
Oakland Museum of California
Oakland, California

Opinion

We have audited the accompanying consolidated financial statements of Oakland Museum of California (the "Organization"), which comprise the consolidated statement of financial position as of June 30, 2022, and the related consolidated statements of activities, functional expenses, and cash flows for the year then ended and the related notes to the consolidated financial statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Oakland Museum of California as of June 30, 2022, and the changes in their net assets and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis of Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Oakland Museum of California and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Report on Summarized Comparative Information

We have previously audited Oakland Museum of California's 2021 consolidated financial statements, and we expressed an unmodified audit opinion on those audited consolidated financial statements in our report dated December 8, 2021. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2021, is consistent, in all material respects, with the audited consolidated financial statements from which it has been derived.

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with generally accepted auditing standards and *Government Auditing Standards*, we:

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

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

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 31, 2022, on our consideration of the Organization's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Organization's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Organization's internal control over financial reporting and compliance.

A handwritten signature in black ink that reads "Armanino LLP". The signature is written in a cursive, flowing style.

Armanino^{LLP}
San Ramon, California

October 27, 2022

Oakland Museum of California
Consolidated Statement of Financial Position
June 30, 2022
(With Comparative Totals for 2021)

	<u>2022</u>	<u>2021</u>
ASSETS		
Current assets		
Cash and cash equivalents	\$ 3,598,380	\$ 4,104,333
Restricted cash - New Market Tax Credits ("NMTC")	1,696,030	2,772,094
Accounts receivable and other assets	1,150,525	1,069,194
Contributions receivable, current portion, net	1,385,371	1,809,503
Operating investments	6,584,164	4,134,748
Employee retention tax credit receivable	1,577,771	1,577,771
Inventory	85,307	85,997
Total current assets	<u>16,077,548</u>	<u>15,553,640</u>
Noncurrent assets		
Contributions receivable, net	1,047,055	1,015,687
Charitable remainder trust	653,837	872,280
Pooled income fund	35,860	44,307
Life estate remainder agreement	1,542,974	1,625,615
Notes receivable - NMTC	9,577,400	9,577,400
Investments held for endowment	45,853,936	53,471,083
Property and equipment, net	<u>16,762,416</u>	<u>16,541,346</u>
Total noncurrent assets	<u>75,473,478</u>	<u>83,147,718</u>
Total assets	<u>\$ 91,551,026</u>	<u>\$ 98,701,358</u>
LIABILITIES AND NET ASSETS		
Current liabilities		
Accounts payable	\$ 449,773	\$ 673,067
Accrued liabilities	<u>1,357,672</u>	<u>2,129,971</u>
Total current liabilities	<u>1,807,445</u>	<u>2,803,038</u>
Long-term liabilities		
Notes payable - NMTC, net of debt issuance costs	<u>13,221,785</u>	<u>13,183,939</u>
Total long-term liabilities	<u>13,221,785</u>	<u>13,183,939</u>
Total liabilities	<u>15,029,230</u>	<u>15,986,977</u>
Net assets		
Without donor restrictions		
Undesignated	15,376,395	14,808,908
Board-designated funds	<u>25,500,678</u>	<u>29,225,526</u>
Total without donor restrictions	<u>40,877,073</u>	<u>44,034,434</u>
With donor restrictions	<u>35,644,723</u>	<u>38,679,947</u>
Total net assets	<u>76,521,796</u>	<u>82,714,381</u>
Total liabilities and net assets	<u>\$ 91,551,026</u>	<u>\$ 98,701,358</u>

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

Oakland Museum of California
Consolidated Statement of Activities
For the Year Ended June 30, 2022
(With Comparative Totals for 2021)

	Without Donor Restrictions	With Donor Restrictions	2022 Total	2021 Total
Revenues, gains (losses) and other support				
Gross profit (loss) on concession sales				
Concession sales	\$ 341,821	\$ -	\$ 341,821	\$ 77,547
Cost of concession sales	(416,731)	-	(416,731)	(259,848)
Total gross profit (loss) on concession sales	(74,910)	-	(74,910)	(182,301)
Contributions, grants and bequests	5,015,203	4,924,745	9,939,948	13,069,819
Employee retention tax credit	-	-	-	1,577,771
Contract revenue - City of Oakland	3,000,000	-	3,000,000	3,000,000
Membership dues	822,134	-	822,134	549,057
Interest and dividend income	932,637	669,483	1,602,120	1,334,516
Realized and unrealized investment gains (losses), net of investment fees	(4,236,890)	(3,382,715)	(7,619,605)	11,132,548
Exhibition rental, admission and education fees	748,686	-	748,686	25,563
Tax revenues	538,299	-	538,299	2,362,087
Miscellaneous	218,255	-	218,255	6,604
Net assets released from restriction	5,246,737	(5,246,737)	-	-
Total revenues, gains (losses) and other support	12,210,151	(3,035,224)	9,174,927	32,875,664
Functional expenses				
Program services				
Exhibitions and programs	9,497,244	-	9,497,244	8,695,790
Admission and facility rentals	760,282	-	760,282	588,560
Total program services	10,257,526	-	10,257,526	9,284,350
Support services				
General and administration	2,449,025	-	2,449,025	2,906,147
Marketing and communications	1,378,089	-	1,378,089	1,109,694
Fundraising	1,282,872	-	1,282,872	1,349,477
Total support services	5,109,986	-	5,109,986	5,365,318
Total functional expenses	15,367,512	-	15,367,512	14,649,668
Change in net assets	(3,157,361)	(3,035,224)	(6,192,585)	18,225,996
Net assets, beginning of year	44,034,434	38,679,947	82,714,381	64,488,385
Net assets, end of year	\$ 40,877,073	\$ 35,644,723	\$ 76,521,796	\$ 82,714,381

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

Oakland Museum of California
Consolidated Statement of Functional Expenses
For the Year Ended June 30, 2022

	Exhibitions and Programs	Admission and Facility Rentals	Total Program Services	General and Administration	Marketing and Communications	Fundraising	Total Support Services	2022 Total	2021 Total
Personnel expenses									
Salaries and wages	\$ 3,580,069	\$ 420,281	\$ 4,000,350	\$ 1,676,051	\$ 389,597	\$ 697,724	\$ 2,763,372	\$ 6,763,722	\$ 7,264,285
Benefits and payroll taxes	842,028	101,865	943,893	382,288	99,472	163,217	644,977	1,588,870	1,937,802
Total personnel expenses	4,422,097	522,146	4,944,243	2,058,339	489,069	860,941	3,408,349	8,352,592	9,202,087
Contract services	40,468	3,170	43,638	2,446,396	178,661	58,629	2,683,686	2,727,324	1,947,657
Acquisitions	-	-	-	-	-	-	-	-	(39,750)
Exhibitions	212,178	-	212,178	-	8,250	3,732	11,982	224,160	288,046
Professional services	326,577	-	326,577	485,346	155,250	1,300	641,896	968,473	937,834
Hospitality and catering	14,204	1,842	16,046	11,215	2,776	60,698	74,689	90,735	2,205
Occupancy and renovations	25,306	-	25,306	584,894	-	-	584,894	610,200	525,260
Advertising and promotion	10,928	8,169	19,097	34,734	431,650	59,990	526,374	545,471	174,111
Information technology	41,115	-	41,115	579,187	3,602	4,757	587,546	628,661	551,528
Office expenses	50,687	40,432	91,119	2,463	2,281	38,181	42,925	134,044	223,911
Equipment rental and maintenance	8,529	-	8,529	104,038	-	15,198	119,236	127,765	94,764
Dues, education, training and travel	27,917	1,278	29,195	44,937	29,022	12,615	86,574	115,769	62,057
Taxes	-	-	-	50,164	-	-	50,164	50,164	109,065
Depreciation	417,686	-	417,686	144,566	-	-	144,566	562,252	168,213
Contributed services	-	-	-	-	-	2,300	2,300	2,300	254,256
Other	194,778	-	194,778	5,281	-	27,543	32,824	227,602	148,424
Facilities and technology allocation	3,704,774	183,245	3,888,019	(4,102,535)	77,528	136,988	(3,888,019)	-	-
	\$ 9,497,244	\$ 760,282	\$ 10,257,526	\$ 2,449,025	\$ 1,378,089	\$ 1,282,872	\$ 5,109,986	\$ 15,367,512	\$ 14,649,668

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

Oakland Museum of California
Consolidated Statement of Cash Flows
For the Year Ended June 30, 2022
(With Comparative Totals for 2021)

	<u>2022</u>	<u>2021</u>
Cash flows from operating activities		
Change in net assets	\$ (6,192,585)	\$ 18,225,996
Adjustments to reconcile change in net assets to net cash provided by operating activities		
Depreciation expense	562,252	168,213
Realized and unrealized investment (gains) losses, net	7,619,605	(11,132,548)
Contributions restricted for long-term purposes	(8,164)	(623,040)
Change in life estate remainder agreement	82,641	(240,615)
Change in charitable remainder trust and pooled income fund	226,890	(162,999)
Amortization of debt issuance costs	37,846	92,889
Changes in operating assets and liabilities		
Accounts receivable and other assets	(81,331)	(708,191)
Contributions receivable, net	272,764	236,691
Employee retention tax credit receivable	-	(1,577,771)
Inventory	690	11,672
Accounts payable	(114,584)	(1,778,951)
Accrued liabilities	(772,299)	788,077
Net cash provided by operating activities	<u>1,633,725</u>	<u>3,299,423</u>
Cash flows from investing activities		
Purchases of property and equipment	(892,032)	(8,863,710)
Purchases of investments	(32,610,051)	(30,640,656)
Proceeds from sale of investments	30,158,177	25,680,346
Net cash used in investing activities	<u>(3,343,906)</u>	<u>(13,824,020)</u>
Cash flows from financing activities		
Principal payments on note payable	-	(4,900,000)
Payments received on contributions restricted for long-term purposes	128,164	5,993,040
Net cash provided by financing activities	<u>128,164</u>	<u>1,093,040</u>
Net decrease in cash, cash equivalents and restricted cash	(1,582,017)	(9,431,557)
Cash, cash equivalents and restricted cash, beginning of year	<u>6,876,427</u>	<u>16,307,984</u>
Cash, cash equivalents and restricted cash, end of year	<u><u>\$ 5,294,410</u></u>	<u><u>\$ 6,876,427</u></u>
Cash, cash equivalents and restricted cash consisted of the following:		
Cash and cash equivalents	\$ 3,598,380	\$ 4,104,333
Restricted cash - New Market Tax Credits ("NMTC")	<u>1,696,030</u>	<u>2,772,094</u>
	<u><u>\$ 5,294,410</u></u>	<u><u>\$ 6,876,427</u></u>

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

Oakland Museum of California
Consolidated Statement of Cash Flows
For the Year Ended June 30, 2022
(With Comparative Totals for 2021)

	<u>2022</u>	<u>2021</u>
Supplemental disclosures of cash flow information		
Cash paid during the year for		
Interest	\$ 156,933	\$ 267,908
Supplemental schedule of noncash investing and financing activities		
Construction-in-progress and property and equipment included in		
accounts payable and accrued expenses	\$ 451,481	\$ 1,018,450

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

Oakland Museum of California
Notes to Consolidated Financial Statements
June 30, 2022

1. NATURE OF OPERATIONS

Organization

Oakland Museum of California ("OMCA"), a nonprofit Corporation, was formed on May 19, 2011 to provide services and support to The Oakland Museum (the "Museum"). Its activities include raising funds to support the Museum's exhibitions and programs, sponsorship of groups dedicated to museum related cultural and educational activities and participation in the management of Museum operations.

The predecessor organization to OMCA, the Oakland Museum of California Foundation (the "Foundation"), was organized on May 4, 1989 to provide services and support to the Museum. On July 1, 2012, all assets, liabilities, contracts and operations of the Foundation were transferred and assumed by OMCA, with OMCA becoming the successor entity.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic and recommended containment and mitigation measures worldwide. The COVID-19 outbreak in the United States has caused business disruption through mandated and voluntary closings of businesses and shelter-in-place orders, including California, where the Organization is headquartered. The mandates enforced by public health and governmental authorities to contain and combat the outbreak and spread of COVID-19, adversely affected workforces, economies, and financial markets globally. In response, the U.S. Government enacted the CARES Act and other legislation, which include significant provisions to provide relief and assistance to affected organizations. As a result of the COVID-19 pandemic, OMCA had to close the Museum's exhibitions and programs to visitors effective with the shelter-in-place orders beginning in March 2020. The Museum remained closed to visitors until officially reopening on June 18, 2021. The reopening of the Museum caused an increase in the Organization's exhibition rental, admission and education fee revenue as well as concession sales, however revenues have not rebounded to pre COVID-19 figures.

Principles of consolidation

In May 2020, OMCA established OMCA Town Square, Inc. ("Town Square") as a not-for-profit organization for the purpose of obtaining funding through the New Market Tax Credit ("NMTC") program, a program of the Community Development Financial Institutions Fund, a division of the Department of Treasury, and maintains all operations of Town Square's new facility renovations. See Note 9.

The consolidated financial statements include the accounts of OMCA and Town Square, collectively the "Organization". All inter-entity transactions and balances have been eliminated.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting and financial statement presentation

The Organization reflects its activities into the following classes of net assets:

Oakland Museum of California
Notes to Consolidated Financial Statements
June 30, 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of accounting and financial statement presentation (continued)

- *Net assets without donor restrictions* - Net assets not subject to donor-imposed stipulations. This category includes net assets designated by the Board of Trustees that require board approval prior to expenditure; approved uses of board-designated funds may include normal operations, special projects and investments in property and equipment.
- *Net assets with donor restrictions* - Net assets subject to donor-imposed stipulations that will be met by actions of the Organization and/or the passage of time. Net assets with donor restrictions also include the portion of donor-restricted endowment funds and accumulated earnings that are restricted for the passage of time, until such funds are appropriated for expenditure by the Organization, in addition to donor-restricted endowment funds to be held in perpetuity.

Revenues are reported as increases in net assets without donor restrictions unless use of the related assets are limited by donor-imposed stipulations, either for a specific purpose, passage of time or assets to be held in perpetuity. Expenses are reported as decreases in net assets without donor restrictions. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in net assets without donor restrictions unless their use is restricted by explicit donor stipulation or by law. Expirations of purpose or time imposed restrictions on net assets with donor restrictions (i.e., the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as a reclassification to net assets without donor restrictions.

Cash and cash equivalents

For purposes of the statement of cash flows, the Organization considers cash in money market accounts and all highly-liquid instruments with original maturities of three months or less, to be cash equivalents. The Organization places its cash and temporary cash investments with high credit quality institutions. Periodically, such investments may be in excess of federally insured limits.

Restricted cash

Restricted cash includes cash and cash equivalents held with financial institutions for future construction and reimbursements to lenders for asset management fees and administrative expenses associated with the New Market Tax Credit program.

Inventory

Inventory of gift shop items is valued at the lower of cost or net realizable value, including an allowance for damaged and obsolete gift shop inventory in the amount of \$6,766 as of June 30, 2022. Cost is determined using the first-in-first-out ("FIFO") method.

Oakland Museum of California
Notes to Consolidated Financial Statements
June 30, 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments

Investments are recorded at fair value as determined primarily by quoted market prices in active markets. Investment income and realized and unrealized gains (losses) on investments are reported as follows:

- as increases (decreases) in net assets with donor restrictions if the terms of the gift require that they be added to the principal of the fund to be held in perpetuity or if the terms of the gift impose restrictions on the use of income; and
- as increases (decreases) in net assets without donor restrictions in all other cases.

The Organization invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect the Organization's account balances and the amounts reported in the consolidated statement of financial position.

Fair value measurements

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Organization determines the fair values of its assets and liabilities based on a fair value hierarchy that includes three levels of inputs that may be used to measure fair value (Level 1, Level 2 and Level 3). Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Organization has the ability to access at the measurement date. An active market is a market in which transactions occur with sufficient frequency and volume to provide pricing information on an ongoing basis. Level 2 inputs are inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability.

The following methods and assumptions were used to estimate the fair value of financial instruments recorded on a recurring basis:

- *Investments (Level 1)* - Securities traded on security exchanges are valued at closing market prices, or net asset value for mutual funds, on the date of business closest to June 30.
- *Split-interest agreements (Level 2)* - Charitable remainder trust and pooled income fund assets are valued at closing market prices, or net asset value for mutual funds, net of the present value of an estimated investment return and the expected payments to the beneficiaries.
- *Life estate remainder agreement (Level 3)* - The life estate remainder agreement is valued based on the most recent property appraisal, changes in real estate market values and sales of comparable properties.

Oakland Museum of California
Notes to Consolidated Financial Statements
June 30, 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurements (continued)

Investments in limited partnerships are reported at net asset value based on valuations provided by the general partner or fund managers.

Property and equipment

Property and equipment purchased by the Organization are recorded at cost. Depreciation is computed on the straight-line basis over the estimated useful lives of the respective assets, which range from 3 to 40 years. The Organization capitalizes all property and equipment that has a minimum cost of \$5,000 and an estimated useful life beyond one year. The permanent collection of works of art, the land, and buildings of the Organization belong to the City of Oakland, except for one building which belongs to the Organization. Accordingly, such assets were previously not capitalized or depreciated in these consolidated financial statements. During the year ended June 30, 2020, the Organization began to capitalize certain building improvements as well as construction costs as the costs are being funded from the Organization's donors, the assets are integral to operations and the Organization has free use of the facilities for its charitable purposes. As a result, capitalization was deemed to be a more accurate reflection of the substance of these transactions. In August 2019, the lease agreement between the City of Oakland and the Organization was amended, allowing the Organization to pursue the implementation of capital improvements (see Note 14). Beginning in 2020 and continuing in 2022, Town Square capitalized construction costs financed through the NMTC.

Long-lived assets

Whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recovered, the Organization, using its best estimates and projections, reviews for impairment the carrying value of long-lived identifiable assets to be held and used in the future. The Organization will record impairment losses when determined. There was no impairment loss recognized for the year ended June 30, 2022.

Oakland Museum of California
Notes to Consolidated Financial Statements
June 30, 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Contributions

Contributions, including unconditional promises to give, are recognized as revenue in the period received. Conditional promises to give are not recognized until conditions have been substantially met and they become unconditional; that is when the related barrier has been overcome and right of release/right of return no longer exists. Contributions of assets other than cash are recorded at their estimated fair value. Contributions that are not expected to be collected until after year-end are considered contributions receivable. Contributions receivable with due dates extending beyond one year are recorded at the present value of their estimated future cash flows. The discount on these amounts is computed using risk adjusted market interest rates applicable to the years in which the promises are received. Amortization of the discount is recorded as additional contribution revenue in accordance with donor-imposed restrictions, if any, on the contributions. An allowance for uncollectible contributions receivable is established based upon management's judgment including such factors as prior collection history, aging statistics of contributions and the nature of the receivable. At June 30, 2022, the allowance for uncollectible contributions was \$70,474.

Contributions received with donor-imposed restrictions that are met in the same year as received are reported as revenue within net assets with donor restrictions, and a reclassification to net assets without donor restrictions is made to reflect the expiration of such restrictions. Contributions of property and equipment without donor stipulations concerning the use of such long-lived assets are reported as revenue of the net assets without donor restrictions class. Contributions of cash or other assets to be used to acquire property and equipment with donor stipulations are reported as revenue within the net assets with donor restrictions class; the restrictions are considered to be released at the time of acquisition of such long-lived assets.

A portion of the Organization's revenue is derived from cost-reimbursable federal and state contracts and grants, which are conditioned upon certain performance requirements and/ or the incurrence of allowable qualifying expenses. Amounts received are recognized as revenue when the Organization has incurred expenditures in compliance with specific contract or grant provisions. The Organization has elected a simultaneous release option to account for these grants and thus are recorded as revenue without donor restriction upon satisfaction of the barriers. During the year ended June 30, 2021, the Organization received a Shuttered Venue Operators Grant from the U.S. Small Business Administration in the amount of \$1,865,205 which was funded in July 2021. In October 2021, the Organization received an additional Shuttered Venue Operators Grant from the U.S. Small Business Administration in the amount of \$932,603 which was funded in November 2021. During the years ended June 30, 2022 and 2021, the Organization recognized \$2,316,393 and \$481,415 in revenue, respectively, under the grant based on the incurrence of allowable qualifying expenses in each of those years.

Oakland Museum of California
Notes to Consolidated Financial Statements
June 30, 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

In-kind contributions and contributed services

In-kind contributions are reflected as contributions at their fair value at date of donation and are reported as support without donor restrictions unless explicit donor stipulations specify how donated assets must be used. Contributed services are reflected in the consolidated financial statements at the fair value of the services received. The contributions of services are recognized if the services received (a) create or enhance nonfinancial assets or (b) require specialized skills that are provided by individuals possessing those skills and would typically need to be purchased if not provided by donation. In-kind contributions and contributed services received during 2022, which were primarily comprised of valet parking services, totaled \$2,300 and are included as a component of contributions, grants and bequests on the consolidated statement of activities.

In prior years, a significant number of unpaid volunteers typically make significant contributions of their time to support the Organization's programs. However, as a result of COVID-19, there was not a significant number of unpaid volunteers during the year ended 2022. The value of this contributed time, while important to the Organization, is not reflected in the accompanying consolidated financial statements as these services do not meet the recognition criteria.

Revenue recognition

The Organization recognizes revenue from exhibition rentals, ticket sales and education fees at the time of rental or admission or when the education services are provided. Membership dues, which are nonrefundable, represent an exchange element based on the value of benefits provided, and are to be recognized over the membership period. Revenues from concession sales are recognized as the goods are delivered to the buyer.

Tax revenues

Tax revenues represent amounts allocated to the Organization from the City of Oakland's Transient Occupancy Tax. In 2021, tax revenues also included \$2,000,000 in tax revenues from the City of Oakland Bond Measure KK, which was utilized to help fund the Museum renovations.

Functional allocation of expenses

Costs of providing the Organization's programs and other activities have been accumulated into separate groupings as either direct or indirect costs. Indirect or shared costs are allocated to the programs and supporting services by a method that measures the relative degree of benefit, primarily by relative square footage of facilities in which the Organization's operations are conducted and by full-time equivalent that uses the Organization's technology infrastructure.

Oakland Museum of California
Notes to Consolidated Financial Statements
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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

The Organization has obtained determination letters from the Internal Revenue Service and the California Franchise Tax Board indicating qualification under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the California Tax Code. Accordingly, the primary operations of the Organization are currently considered exempt from federal income and state franchise taxes.

The Organization has evaluated its current tax positions and has concluded that as of June 30, 2022, it does not have any uncertain tax positions for which a reserve would be necessary. The Organization files U.S. federal, and U.S. state returns. For U.S. state returns, the Organization is generally no longer subject to tax examinations for years prior to 2018. For U.S. federal returns, the Organization is generally no longer subject to tax examination for years prior to 2019.

Use of estimates

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

Uses of estimates include, but are not limited to, depreciation and the estimated useful lives of property and equipment, investment fair values, the recorded value of beneficial interests, the determination of the allowance for uncollectible receivables, and the functional allocation of operating expenses.

Comparative totals

The consolidated financial statements include certain 2021 summarized information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with U.S. GAAP. Accordingly, such information should be read in conjunction with the Organization's consolidated financial statements as of, and for the year ended, June 30, 2021, from which it was derived.

3. CONTRIBUTIONS RECEIVABLE

Unconditional promises to give expected to be collected after one year are recorded using risk-adjusted market rates in the year of contribution, ranging from 0.6% to 3.6%.

Oakland Museum of California
Notes to Consolidated Financial Statements
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3. CONTRIBUTIONS RECEIVABLE (continued)

Contributions receivable consisted of the following:

Receivable in less than one year	\$ 1,455,845
Receivable in one to five years	<u>1,118,750</u>
	2,574,595
Less discounts to net present value	(71,695)
Less: allowance for doubtful accounts	<u>(70,474)</u>
	<u><u>\$ 2,432,426</u></u>

4. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

Building, building improvements and site improvements	\$ 18,158,433
Furniture, fixtures and equipment	1,551,407
Construction-in-progress	<u>81,115</u>
	19,790,955
Accumulated depreciation	<u>(3,028,539)</u>
	<u><u>\$ 16,762,416</u></u>

Depreciation expense for the year ended June 30, 2022, was \$562,252.

5. INVESTMENTS

Investments consisted of the following:

Money market funds	\$ 46,571
Equity funds	22,663,499
Bond mutual funds	17,436,410
Common stock	228,319
Exchange traded funds	10,925,211
Limited partnerships	<u>1,138,090</u>
	<u><u>\$ 52,438,100</u></u>

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Notes to Consolidated Financial Statements
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6. FAIR VALUE DISCLOSURES

The following table sets forth by level, within the fair value hierarchy, the Organization's assets at fair value as of June 30, 2022:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments				
Money market funds	\$ 46,571	\$ -	\$ -	\$ 46,571
Equity mutual funds	22,663,499	-	-	22,663,499
Bond mutual funds	17,436,410	-	-	17,436,410
Common stock	228,319	-	-	228,319
Exchange traded funds	<u>10,925,211</u>	<u>-</u>	<u>-</u>	<u>10,925,211</u>
Total investments	51,300,010	-	-	51,300,010
Charitable remainder trust	-	653,837	-	653,837
Pooled income fund	-	35,860	-	35,860
Life estate remainder agreement	<u>-</u>	<u>-</u>	<u>1,542,974</u>	<u>1,542,974</u>
	<u>\$ 51,300,010</u>	<u>\$ 689,697</u>	<u>\$ 1,542,974</u>	53,532,681
Investments in limited partnerships measured at net asset value				<u>1,138,090</u>
				<u>\$ 54,670,771</u>

The Organization uses the net asset value ("NAV") to determine the fair value of all the underlying investments that (a) do not have a readily determinable fair value and (b) prepare their financial statements consistent with the measurement principles of an investment company or have the attributes of an investment company.

The following table sets forth a summary of changes in the fair value of Level 3 assets for the year ended June 30, 2022:

Balance, beginning of year	\$ 1,625,615
Change in value	<u>(82,641)</u>
Balance, end of year	<u>\$ 1,542,974</u>

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Notes to Consolidated Financial Statements
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6. FAIR VALUE DISCLOSURES (continued)

The following table lists the Organization's investments in limited partnerships measured at NAV, by investment strategy, as of June 30, 2022:

Product	NAV in Funds	# of Funds	Remaining Life	Unfunded Commitments	Timing to Draw Down Commitments	Redemption Terms	Redemption Restrictions
Private Equity	\$ 591,809	3	N/A	\$901,034	N/A	Discretion of Fund Manager	Discretion of Fund Manager
Real Estate	\$ 546,281	1	N/A	\$137,500	N/A	Discretion of Fund Manager	Discretion of Fund Manager

As of June 30, 2022, capital commitments related to limited partnerships were \$1,850,000 of which \$811,466 was contributed. Remaining capital contributions to be called were \$1,038,534 as of June 30, 2022.

7. CHARITABLE REMAINDER TRUST AND POOLED INCOME FUND

The Organization is a beneficiary of a charitable remainder trust and a pooled income fund. Irrevocable split-interest agreements for the benefit of the Organization are recognized as contributions when they are notified. As the Organization is not named as the trustee, the assets are recognized at their fair values, net of the present value of an estimated investment return and the expected payments to the beneficiaries. The net present value of investment returns and expected payments to beneficiaries are calculated annually using the applicable market rate (3.6% at June 30, 2022), and the Internal Revenue Code's mortality table. Changes in the estimated investment values during the term of the agreement are reported on the consolidated statement of activities. Upon the deaths of the donors, the Organization will receive all of the principal and income of the trusts or funds, to be used for the general charitable purposes of the Organization. The recorded balances for the charitable remainder trust and pooled income fund were \$653,837 and \$35,860, respectively, at June 30, 2022.

8. TRUST

The Organization is a 50% beneficiary under a trust agreement. The Organization's interest had a fair value of \$417,972 as of June 30, 2022, and is included in net assets with donor restrictions, to be held in perpetuity. The Organization's interest in 50% of the income of the trust is for the general operations and purposes of the Organization and is reflected as income without donor restrictions. The Organization has no control or influence over investment decisions of the trust. Therefore, losses of the trust decrease the corpus and are reflected through the net assets with donor restrictions. The Organization's portion of the assets of the trust is included in investments in the accompanying consolidated financial statements.

Oakland Museum of California
Notes to Consolidated Financial Statements
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9. NEW MARKET TAX CREDITS

In May 2020, the Organization arranged NMTC financing as funding for the renovation of its gardens, café, and entrances. NMTC is a program of the Community Development Financial Institutions Fund ("CDFI"), a division of the U.S. Department of the Treasury. Under the NMTC program, banks and other qualifying institutions make "qualified equity investments" in Community Development Entities ("CDEs") that have been certified and granted allocations by the CDFI of federal income tax credits. The funds provided by these investors are used as means of providing favorable debt or equity financing to qualified borrowers in connection with qualifying projects located in low-income communities.

The NMTC transaction was entered into between Town Square as the borrower and the following CDEs as the lenders: COCRF SubCDE 96, LLC, a Delaware limited liability company ("COCRF CDE") and ORNMTC Two LLC, a California limited liability company ("ORMNMT CDE"). Each of the lenders has received a suballocation of New Markets Tax Credits under Section 45D of the Internal Revenue Code of 1986 (the "Code") and each loan constitutes a Qualified Low-Income Community Investment eligible to receive the benefits of the New Markets Tax Credit Program. The loans are secured by the renovations to the property at 1000 Oak Street in Oakland, California. Town Square used the proceeds from the NMTC loans to finance certain costs related to the construction and development of the renovation project. The development, ownership and operation of Town Square is expected to constitute a "qualified active low-income community business" also known as a "QALICB", in accordance with Section 45D(d)(2)(A) of the Code and Treasury Regulations Section 1.45D-1(d)(4)(i). Town Square utilized a portion of the funds received from the NMTC financing to acquire the existing construction in progress of the renovation project from OMCA. The balance of the funds were used to continue the renovation project.

As part of the NMTC transaction, Town Square utilized the funds received from a First Republic Bank bridge loan in the amount of \$5,400,000 and from donor contributions to make a leveraged loan to COCRF Investor 174, LLC, a Delaware limited liability company (the "COCRF Investment Fund"), in the amount of \$9,577,400. The loan calls for interest only payments through May 2027 at an interest rate of 1.00%. Principal payments are scheduled to begin in June 2027. The loan matures in September 2041. The aggregate amount of the note receivable amounted to \$9,577,400 at June 30, 2022.

In connection with the NMTC financing, Capital One, N.A., a North Carolina corporation ("Investor") made a tax credit equity investment to the COCRF Investment Fund in the amount of \$14,000,000 (the "CONA NMTC Equity").

In turn, the COCRF Investment Fund made the following "qualified equity investments": (i) into the COCRF CDE in the aggregate amount of \$2,000,000, and (ii) into the ORNMTC CDE in the aggregate amount of \$12,000,000. The QEI will entitle the Investor to claim federal new markets tax credits in the aggregate amount of \$5,460,000.

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Notes to Consolidated Financial Statements
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9. NEW MARKET TAX CREDITS (continued)

Pursuant to the terms of the NMTC agreement, (a) COCRF CDE utilized the proceeds of the COCRF Investment Fund QEI to make the following two loans to the Town Square QALICB: (i) a loan in the principal amount of \$1,368,200 (the "COCRF QLICI A2"); and (ii) a loan in the principal amount of \$631,800 (the "COCRF QLICI B2"); and (b) ORNMTC CDE utilized the proceeds of the COCRF Investment Fund QEI to make the following two loans to the Town Square QALICB: (i) a loan in the principal amount of \$8,209,200 (the "ORMNMTA QLICI A1"); and (ii) a loan in the principal amount of \$3,550,800 (the "ORMNMTA QLICI B1"). The COCRF QLICI A2, COCRF QLICI B2, ORNMTC QLICI A1, and ORNMTC QLICI B1 are herein collectively referred to as the "NMTC Loans."

The NMTC Loans call for interest only payments through May 2027. Subsequent to the interest only period, interest and principal are due through the maturity date of May 2045. All of the NMTC Loans accrue interest at 1.1405%. The outstanding amount on the NMTC Loans amounted to \$13,760,000 at June 30, 2022. Total debt issuance costs recorded with the NMTC Loans amounted to \$620,214 and totaled \$538,215, net of accumulated amortization, as of June 30, 2022. Amortization of debt issuance costs for the year ended June 30, 2022 totaled \$37,846. Interest expense on the note payable totaled \$156,933 for the year ended June 30, 2022.

At June 30, 2022, Town Square was in compliance with certain financial covenants required by the NMTC Loans.

The future maturities for NMTC loans are as follows:

<u>Year ending June 30,</u>	
2027	\$ 37,591
Thereafter	<u>13,722,409</u>
	13,760,000
Less: debt discount	<u>(538,215)</u>
	<u>\$ 13,221,785</u>

Oakland Museum of California
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10. NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions consisted of the following:

Restricted for a specific purpose	
All In: Campaign for OMCA - facility improvements	\$ 4,337,604
Art acquisitions, school programs and other miscellaneous exhibitions	<u>7,667,743</u>
	<u>12,005,347</u>
Restricted for the passage of time	
All In: Campaign for OMCA - passage of time	1,657,714
Time restricted endowments	5,090,405
Accumulated endowment earnings subject to OMCA's spending policy	<u>2,781,261</u>
	<u>9,529,380</u>
To be held in perpetuity	
Art acquisition, education, collection management and exhibitions	9,221,479
All In: Campaign for OMCA - Endowment	3,345,543
Life estate remainder agreement	<u>1,542,974</u>
	<u>14,109,996</u>
	<u>\$ 35,644,723</u>

In 2016, the Organization started the first phase of a five-year comprehensive fundraising campaign, the All In: Campaign for OMCA, for support of the Organization's endowment funds, facility enhancements, capital reserves, programmatic investments and annual giving. The campaign met its fundraising goal in 2021.

Net assets with donor restrictions in the amount of \$5,246,737 were released from restriction during the year ended June 30, 2022, as the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed.

11. BOARD-DESIGNATED NET ASSETS

The Board of Trustees has designated funds as an endowment, intended for long-term investment and operating reserves, to help ensure the long-term financial stability of the Organization.

Board-designated endowment funds consisted of the following:

All In: Campaign for OMCA - discretionary funds	\$ 18,797,792
Accumulated board-designated endowment earnings	1,873,241
All other board-designated endowment funds	<u>4,829,645</u>
	<u>\$ 25,500,678</u>

Oakland Museum of California
Notes to Consolidated Financial Statements
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11. BOARD-DESIGNATED NET ASSETS (continued)

All discretionary funds received through the All In: Campaign for OMCA are designated by the Board of Trustees for endowment. During 2022, upon meeting the passage of time restriction on prior year net assets with donor restrictions, the Organization transferred \$665,410 of the net assets released from restriction to board-designated net assets. These funds are included in the All In: Campaign for OMCA - discretionary funds.

12. ENDOWMENT

The Organization's endowment consists of individual funds primarily established for exhibitions, programs and acquisitions. Its endowments include both board-designated and donor-restricted endowment funds. As required by generally accepted accounting principles, net assets associated with endowment funds, including funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of relevant law

The Organization has interpreted the California enacted version of the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as allowing the Organization to appropriate for expenditure or accumulate so much of an endowment fund as the Organization determines is prudent for the uses, benefits, purposes and duration for which the endowment fund is established, subject to the intent of the donor as expressed in the gift instrument. Unless stated otherwise in the gift instrument, the assets in an endowment fund shall be donor-restricted assets until appropriated for expenditure by the Board of Trustees. The remaining portion of the donor-restricted endowment fund that is not restricted in perpetuity is restricted for the passage of time, subject to the Organization's spending policy, until those amounts are appropriated for expenditure in a manner consistent with the standard of prudence prescribed by UPMIFA.

In accordance with UPMIFA, the Board of Trustees considers the following factors in making a determination to appropriate or accumulate endowment funds:

- (1) The duration and preservation of the fund
- (2) The purposes of the Organization and the donor-restricted endowment fund
- (3) General economic conditions
- (4) The possible effect of inflation and deflation
- (5) The expected total return from income or loss and the appreciation or depreciation of investments
- (6) Other resources of the Organization
- (7) The investment policies of the Organization

Oakland Museum of California
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12. ENDOWMENT (continued)

Return objectives and risk parameters

The Organization has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that the Organization must hold in perpetuity or for a donor-specified period. Under this policy, as approved by the Board of Trustees, the endowment assets are invested in a manner that is intended to preserve capital, maximize long-term total return and follow the donor's instructions.

Spending policy

The Organization has a policy of appropriating for distribution each year a percentage determined by the Board of Trustees' Finance Committee that is not to exceed 5% of the trailing 12-quarter average market value ending on March 31st of each year. For the fiscal year 2022, the Board of Trustees' Finance Committee determined a distribution percentage of 5% which was based on the prior twelve quarter's investment average. In addition to the amount appropriated for distribution, the Organization's Board of Trustees' allows for a principal draw from its board-designated endowment funds.

Strategies employed for achieving objectives

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

Endowment composition

Endowment net asset composition by type of fund as of June 30, 2022 is as follows:

		<u>With Donor Restrictions</u>			
	Without Donor Restrictions	Original Gift Amount	Accumulated Gains (Losses) and Other	Total With Donor Restrictions	Total
Donor-restricted endowment funds	\$ -	\$ 19,200,401	\$ 2,781,261	\$ 21,981,662	\$ 21,981,662
Board-designated endowment funds	<u>25,500,678</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>25,500,678</u>
	<u>\$ 25,500,678</u>	<u>\$ 19,200,401</u>	<u>\$ 2,781,261</u>	<u>\$ 21,981,662</u>	<u>\$ 47,482,340</u>

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12. ENDOWMENT (continued)

Endowment composition (continued)

Changes in endowment net assets for the fiscal year ended June 30, 2022 is as follows:

		With Donor Restrictions			
	Without Donor Restrictions	Original Gift Amount	Accumulated Gains (Losses) and Other	Total With Donor Restrictions	Total
Balance, June 30, 2021	<u>\$ 29,225,526</u>	<u>\$ 19,274,878</u>	<u>\$ 6,596,294</u>	<u>\$ 25,871,172</u>	<u>\$ 55,096,698</u>
Investment return					
Investment income	836,863	-	669,483	669,483	1,506,346
Net depreciation (realized and unrealized)	<u>(4,228,443)</u>	<u>-</u>	<u>(3,382,715)</u>	<u>(3,382,715)</u>	<u>(7,611,158)</u>
Total investment return	(3,391,580)	-	(2,713,232)	(2,713,232)	(6,104,812)
Contributions	512,000	8,164	-	8,164	520,164
Transfers	665,410	-	-	-	665,410
Change in value	-	(82,641)	-	(82,641)	(82,641)
Principal draw	(168,733)	-	-	-	(168,733)
Appropriation of endowment assets for expenditure	<u>(1,341,945)</u>	<u>-</u>	<u>(1,101,801)</u>	<u>(1,101,801)</u>	<u>(2,443,746)</u>
	<u>(3,724,848)</u>	<u>(74,477)</u>	<u>(3,815,033)</u>	<u>(3,889,510)</u>	<u>(7,614,358)</u>
Balance, June 30, 2022	<u>\$ 25,500,678</u>	<u>\$ 19,200,401</u>	<u>\$ 2,781,261</u>	<u>\$ 21,981,662</u>	<u>\$ 47,482,340</u>

Donor-restricted endowment funds include original gift amounts of \$5,090,405 restricted for the passage of time and \$14,109,996 to be held in perpetuity.

Funds with deficiencies

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor or UPMIFA requires the Organization to retain as a fund of perpetual duration. In accordance with GAAP, there were three funds with deficiencies as of June 30, 2022. As of June 30, 2022, funds with original gift value of \$310,720 were underwater by \$3,578.

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13. EMPLOYEE RETENTION TAX CREDIT

The Employee Retention Tax Credit ("ERC"), a refundable tax credit against certain employment taxes allowed to an eligible employer for qualifying wages, was established by the Coronavirus Aid, Relief, and Economic Security ("CARES") Act and was subsequently amended through additional legislation. The Organization determined it was eligible to apply for the ERC and calculated a total ERC of \$1,577,771 for the wages paid during the period January 1, 2021 through June 30, 2021. As the ERC refund relates to salaries and wages paid during 2021 and as collection of the refund was considered probable, the Organization recognized revenue and a corresponding receivable for the calculated ERC as of and for the year ended June 30, 2021. The Organization has not received the ERC refund as of June 30, 2022.

14. RELATED PARTY TRANSACTIONS

During 2022, the Organization received contributions of \$500 from the Oakland Museum Women's Board, a separate 501(c)(3) organization, which supports the activities of the Museum. At June 30, 2022, there were no amounts included in contributions receivable from the Oakland Museum Women's Board. During 2022, the Organization received contributions of \$2,499,028 from members of the Organization's Board of Trustees and had \$534,066 of outstanding contributions receivable at June 30, 2022. During 2022, the Organization incurred legal expenses in the amount of \$7,538, on copyright and possessor tax issues from members of the Organization's Board of Trustees.

Effective July 1, 2011, the Foundation entered into a major reorganization with the City of Oakland. As part of the reorganization the parties entered into an agreement ("Agreement") whereby the City provides funding to the Foundation for a period of ten years to support its continued care, conservation and display of the City's collection of art and artifacts housed at the Museum, as well as providing continued operational and program support for the Museum. In conjunction with the transfer of assets and liabilities from the Foundation to the Organization on July 1, 2012, the Organization assumed all of the rights and obligations under the Agreement with the City of Oakland.

The Organization's responsibility is to care for, conserve, display, steward, research and provide scholarly and interpretative expertise in support of the Museum's collections as well as carry out program activities, set charges and fees, oversee administrative services, undertake all marketing and fundraising activities, oversee operations, retain all revenues of the Museum store and garage and retain a percentage of revenues of the restaurant concession. Under the Agreement, the City paid the Organization \$3,000,000 for all services performed during the year ended June 30, 2022. On July 20, 2021 the Organization exercised its option to renew the Agreement for a ten-year term, effective July 1, 2021, and providing for annual payments of \$3,000,000.

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Notes to Consolidated Financial Statements
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14. RELATED PARTY TRANSACTIONS (continued)

Effective July 1, 2012, the Organization also assumed the thirty-year lease agreement with the City for use of the Museum premises. The lease agreement calls for minimal rent per annum for use of the building in carrying out the terms of the Organization's obligations under the Agreement. The Organization is responsible for, among other items: janitorial and custodial services, security guard services, landscaping, security alarm and camera alarm systems, telephone system, internet, information technology and funding minor repairs costing less than \$5,000 per occurrence. Repairs in excess of \$5,000 but less than \$50,000 per occurrence for City-owned facilities are the responsibility of the City. In addition, the Organization is responsible for mechanical, electrical and plumbing, doors, locks and key system, elevator, fire and life safety system, building lighting and reimbursing the City for gas and electric utility services. Effective August 16, 2019, OMCA amended its lease agreement with the City of Oakland, extending the lease term for an additional twenty years through June 30, 2061. In addition to extending the lease term, the amendment allowed OMCA to pursue fundraising to implement a \$17 million capital improvement project.

15. CONCENTRATIONS OF CREDIT RISK

Approximately 56% of the net contributions receivable is comprised of amounts from two donors as of June 30, 2022. Approximately 45% of the total contributions, grants and bequest revenue is comprised of amounts from three donors for the year ended June 30, 2022.

16. PENSION PLANS

The Organization employees are eligible immediately to participate in the Teachers Insurance and Annuity Association ("TIAA") or the College Retirement Equity Fund ("CREF"). TIAA is a non-profit, legal reserve life insurance and annuity company and CREF is a non-profit corporation companion to TIAA. These plans are defined contribution plans and benefits are funded by contributions from both the Organization and the participating employees. The Organization contributions are discretionary as determined by the Board of Trustees. All contributions are fully-vested when paid. The Organization's contributions for the year ended June 30, 2022, totaled \$193,879.

17. COMMITMENTS AND CONTINGENCIES

The Organization receives grants and has contracts with various governmental agencies. Certain costs billed to these agencies are subject to audit by the applicable governmental agency. In the opinion of management any adjustments that may result from such audits are not expected to be material to the Organization's consolidated financial statements.

Litigation

The Organization is a party to routine litigation arising in the ordinary course of business of which management believes they will ultimately prevail. It is not possible at this time to predict the probable outcomes or the extent of the Organization's liability, if any. It is the opinion of the Organization's management that any potential liability would be immaterial.

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18. LIQUIDITY AND FUNDS AVAILABLE

The Organization has a liquidity policy to structure its financial assets to be available as its general expenditures, liabilities and other obligations come due. Short-term operating funds are invested in mutual funds that can be readily liquidated to pay for operating needs.

Short-term contributions receivable consists of unconditional promises to give expected to be received within one year from June 30, 2022. Unrestricted short-term contributions receivable will be available to support general operations of the Organization. The Organization recently completed a comprehensive campaign to raise operating funds which will be available to fund general operations, to fund the Organization's endowment which is not available for general operations, and to fund the campus renovations plan which is not available for general operations until spent on the project.

Long-term investments include endowment funds consisting of donor-restricted endowments, funds for facilities renovations and board-designated funds. Income from donor-restricted endowments is restricted for specific purposes and, therefore, is not available for general expenditure. Board-designated funds are considered appropriated when approved by the Board of Trustees as part of a fiscal year budget. Accordingly, approximately \$2,600,000 of appropriations from the endowment will be available within the next 12 months. In the event the need arises to utilize the unappropriated board-designated funds for liquidity purposes, the reserves could be drawn upon through board resolution.

The Organization had met the donor-restrictions on \$698,635 of campus renovation-restricted campaign funds at June 30, 2022. No further appropriations from donor-restricted endowments were made available for operations as of June 30, 2022.

The Organization anticipates net assets with time and purpose restrictions of \$2,084,888 (Note 10) at June 30, 2022 will be released within one year given the Organization's budgeted expenditures for these program-related contributions.

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18. LIQUIDITY AND FUNDS AVAILABLE (continued)

The table below presents financial assets that are available within one year of June 30, 2022 to fund general expenditures and other obligations as they become due:

Financial assets	
Cash and cash equivalents	\$ 3,598,380
Accounts receivable and other assets	1,150,525
Employee retention tax credit receivable	1,577,771
Contributions receivable, net	2,432,426
Investments	<u>52,438,100</u>
	<u>61,197,202</u>
Less: amounts unavailable for general expenditure within one year:	
Donor-imposed restrictions for a specified purpose	(12,005,347)
Donor-imposed restrictions for a specified time, greater than one year, less amounts appropriated and available for expenditure	(6,617,191)
Donor-imposed restrictions to be held in perpetuity	(12,567,021)
Board-designated net assets, less amounts appropriated for expenditures within one year	<u>(23,974,157)</u>
	<u>(55,163,716)</u>
	<u>\$ 6,033,486</u>

19. SUBSEQUENT EVENTS

On September 30, 2022, the Organization settled claims to the museum's benefit related to certain design and construction deficiencies in their construction project's exterior landscaping improvements, the claims of which are now settled.

The Organization has evaluated subsequent events through October 27, 2022, the date the financial statements were available to be issued. No additional subsequent events have occurred that would have a material impact on the presentation of the Organization's financial statements.

SINGLE AUDIT REPORTS AND SCHEDULES

INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN
ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

To the Board of Trustees
Oakland Museum of California
Oakland, California

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the consolidated financial statements of Oakland Museum of California (the "Organization"), which comprise the consolidated statement of financial position as of June 30, 2022, and the related consolidated statements of activities, functional expenses, and cash flows for the year then ended and the related notes to the consolidated financial statements, and have issued our report thereon dated October 27, 2022.

Report on Internal Control over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered the Organization's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies.

Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Organization's consolidated financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the consolidated financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion.

The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Organization's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Organization's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in black ink that reads "Armanino LLP". The signature is written in a cursive, flowing style.

Armanino^{LLP}
San Ramon, California

October 27, 2022

INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE FOR EACH MAJOR
PROGRAM, INTERNAL CONTROL OVER COMPLIANCE, AND ON SCHEDULE
OF EXPENDITURES OF FEDERAL AWARDS REQUIRED BY THE UNIFORM
GUIDANCE

To the Board of Trustees
Oakland Museum of California
Oakland, California

Report on Compliance for Each Major Federal Program

Opinion on Each Major Federal Program

We have audited Oakland Museum of California (the "Organization")'s compliance with the types of compliance requirements identified as subject to audit in the OMB *Compliance Supplement* that could have a direct and material effect on each of the Organization's major federal programs for the year ended June 30, 2022. The Organization's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

In our opinion, the Organization complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2022.

Basis for Opinion on Each Major Federal Program

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. *Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Our responsibilities under those standards and the Uniform Guidance are further described in the Auditor's Responsibilities for the Audit of Compliance section of our report.

We are required to be independent of the Organization and to meet our other ethical responsibilities, in accordance with relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on compliance for each major federal program. Our audit does not provide a legal determination of the Organization's compliance with the compliance requirements referred to above.

Responsibilities of Management for Compliance

Management is responsible for compliance with the requirements referred to above and for the design, implementation, and maintenance of effective internal control over compliance with the requirements of laws, statutes, regulations, rules, and provisions of contracts or grant agreements applicable to the Organization's federal programs.

Auditor's Responsibilities for the Audit of Compliance

Our objectives are to obtain reasonable assurance about whether material noncompliance with the compliance requirements referred to above occurred, whether due to fraud or error, and express an opinion on the Organization's compliance based on our audit. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards, *Government Auditing Standards*, and the Uniform Guidance will always detect material noncompliance when it exists. The risk of not detecting material noncompliance resulting from fraud is higher than for that resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Noncompliance with the compliance requirements referred to above is considered material if there is a substantial likelihood that, individually or in the aggregate, it would influence the judgment made by a reasonable user of the report on compliance about the Organization's compliance with the requirements of each major federal program as a whole.

In performing an audit in accordance with generally accepted auditing standards, *Government Auditing Standards*, and the Uniform Guidance, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material noncompliance, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the Organization's compliance with the compliance requirements referred to above and performing such other procedures as we considered necessary in the circumstances.
- Obtain an understanding of the Organization's internal control over compliance relevant to the audit in order to design audit procedures that are appropriate in the circumstances and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control over compliance. Accordingly, no such opinion is expressed.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and any significant deficiencies and material weaknesses in internal control over compliance that we identified during the audit.

Report on Internal Control Over Compliance

A *deficiency in internal control over compliance* exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A *material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the Auditor's Responsibilities for the Audit of Compliance section above and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies in internal control over compliance. Given these limitations, during our audit we did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above. However, material weaknesses or significant deficiencies in internal control over compliance may exist that were not identified.

Our audit was not designed for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, no such opinion is expressed.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Report on Schedule of Expenditures of Federal Awards Required by the Uniform Guidance

We have audited the consolidated financial statements of the Organization as of and for the year ended June 30, 2022, and have issued our report thereon dated October 27, 2022, which contained an unmodified opinion on those consolidated financial statements. Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by the Uniform Guidance and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedule of expenditures of federal awards is fairly stated in all material respects in relation to the consolidated financial statements as a whole.



Armanino^{LLP}
San Ramon, California

October 27, 2022

Oakland Museum of California
Schedule of Expenditures of Federal Awards
For the Year Ended June 30, 2022

Federal Grantor/Pass-Through Grantor/ Program or Cluster Title	Assistance Listing Number	Pass-Through Entity Identifying Number	Total Federal Expenditures
<u>Expenditures of Federal Awards</u>			
Small Business Administration			
Direct awards			
Shuttered Venue Operators Grant	59.075	N/A	\$ <u>2,316,393</u>
Total Expenditures of Federal Awards			\$ <u><u>2,316,393</u></u>

The accompanying notes to the Schedule of Expenditures of Federal Awards
are an integral part of this schedule.

Oakland Museum of California
Notes to Schedule of Expenditures of Federal Awards
June 30, 2022

1. BASIS OF PRESENTATION

The accompanying schedule of expenditures of federal awards (the "Schedule") includes the federal award activity of Oakland Museum of California (the "Organization") under programs of the federal government for the year ended June 30, 2022. The information in this Schedule is presented in accordance with the requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Because the Schedule presents only a selected portion of the operations of the Organization, it is not intended to and does not present the financial position, changes in net assets, or cash flows of the Organization.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or limited as to reimbursement. Pass-through entity identifying numbers are presented where available and applicable.

3. INDIRECT COST RATE

The Organization has elected not to use the 10 percent de minimus indirect cost rate allowed under the Uniform Guidance.

Oakland Museum of California
Schedule of Findings and Questioned Costs
For the Year Ended June 30, 2022

SECTION I - SUMMARY OF AUDITOR'S RESULTS

Financial Statements

Type of auditor's report issued:	Unmodified
Internal control over financial reporting:	
Material weakness(es) identified?	No
Significant deficiency(ies) identified that are not considered to be material weaknesses?	None reported
Noncompliance material to financial statements noted?	No

Federal Awards

Internal control over major programs:	
Material weakness(es) identified?	No
Significant deficiency(ies) identified that are not considered to be material weaknesses?	None reported
Type of auditor's report issued on compliance for major programs:	Unmodified
Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)?	No

Identification of major programs:

<u>Name of Federal Program or Cluster</u>	<u>Assistance Listing Number</u>
Shuttered Venue Operators Grant	59.075
Dollar threshold used to distinguish between Type A and Type B programs	\$750,000
Auditee qualified as low-risk auditee?	No

Oakland Museum of California
Schedule of Findings and Questioned Costs
For the Year Ended June 30, 2022

SECTION II - SUMMARY OF FINANCIAL STATEMENT FINDINGS

There are no financial statement findings to be reported.

SECTION III - SUMMARY OF FEDERAL AWARD FINDINGS AND QUESTIONED COSTS

There are no federal award findings to be reported.

Oakland Museum of California
Summary Schedule of Prior Audit Findings
For the Year Ended June 30, 2022

There were no prior year findings.