



Gary McGee & Co. LLP
CERTIFIED PUBLIC ACCOUNTANTS

Oregon Historical Society

Consolidated Financial Statements and Other Information
as of and for the Year Ended December 31, 2014
and Report of Independent Accountants

OREGON HISTORICAL SOCIETY

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REPORT OF INDEPENDENT ACCOUNTANTS

*The Board of Trustees
Oregon Historical Society:*

We have audited the accompanying consolidated financial statements of the Oregon Historical Society and Subsidiary, which comprise the consolidated statement of financial position as of December 31, 2014, 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.

Management's Responsibility 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; this includes 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.

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Oregon Historical Society as of December 31, 2014, 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.

Summarized Comparative Information

We have previously audited the Oregon Historical Society's 2013 consolidated financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated March 18, 2014. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2013 is consistent, in all material respects, with the audited financial statements from which it has been derived.

Samir & Co. LLP

March 11, 2015

OREGON HISTORICAL SOCIETY

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

DECEMBER 31, 2014

(WITH COMPARATIVE AMOUNTS FOR 2013)

	2014	2013
Assets:		
Cash and cash equivalents	\$ 2,824,821	1,296,092
Accounts receivable	21,155	75,420
Contributions and grants receivable (note 4)	397,743	147,968
Inventories and prepayments	390,029	274,925
Other assets	93,146	98,118
Investments (note 5)	7,660,474	5,512,783
Beneficial interest in assets held by the Oregon Community Foundation (note 6)	7,753,806	7,840,860
Beneficial interest in charitable trusts (note 7)	457,379	469,034
Restricted deposits and funded reserves (note 8)	50,000	-
Land, buildings, and equipment (note 9)	8,976,900	9,432,916
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Collections (note 11)		
Total assets	\$ 28,625,453	25,148,116
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Liabilities:		
Accounts payable and accrued expenses	442,375	337,124
Income taxes payable (notes 14 and 19)	1,277,213	11,691
Deferred revenue	11,236	5,563
Long-term debt	-	27,977
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Total liabilities	1,730,824	382,355
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Net assets:		
Unrestricted:		
Available for operations	397,880	248,255
Board-designated reserves (note 13)	6,655,263	4,093,336
Cumulative endowment deficit (note 13)	(153,181)	(91,245)
Net investment in capital assets	8,976,900	8,799,557
Net investment in operating subsidiary (note 14)	-	718,771
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Total unrestricted	15,876,862	13,768,674
Temporarily restricted (note 13)	1,242,434	1,205,599
Permanently restricted (note 13)	9,775,333	9,791,488
<hr/>		
Total net assets	26,894,629	24,765,761
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Commitments and contingencies (notes 10, 12, 15, 16, and 20)		
Total liabilities and net assets	\$ 28,625,453	25,148,116

See accompanying notes to consolidated financial statements.

OREGON HISTORICAL SOCIETY

CONSOLIDATED STATEMENT OF ACTIVITIES

YEAR ENDED DECEMBER 31, 2014
(WITH COMPARATIVE TOTALS FOR 2013)

	2014			Total	2013
	Unrestricted	Temporarily restricted	Permanently restricted		
Public support:					
Contributions and grants	\$ 1,508,559	853,098	1,100	2,362,757	3,683,202
Memberships	227,589	–	–	227,589	236,608
Multnomah County levy (note 15)	1,570,006	–	–	1,570,006	1,575,203
Other governmental funding (note 16)	797,833	65,474	–	863,307	644,566
Total public support	4,103,987	918,572	1,100	5,023,659	6,139,579
Revenues and gains:					
Admissions	169,019	–	–	169,019	170,065
Product sales	215,704	–	–	215,704	256,342
Rental income	407,559	–	–	407,559	685,702
Investment earnings (note 5)	233,836	82,559	–	316,395	487,408
Net change in the beneficial interest in assets held by the Oregon Community Foundation (note 6)	199,696	80,178	–	279,874	891,467
Net change in the fair value of split-interest agreements	–	–	(11,655)	(11,655)	69,102
Net gain on the sale of collection items (note 11)	–	14,498	–	14,498	11,072
Gain (loss) on the sale of capital assets (note 14)	3,162,260	–	–	3,162,260	(5,346)
Other	231,250	–	–	231,250	149,163
Total revenues and gains	4,619,324	177,235	(11,655)	4,784,904	2,714,975
Net assets released from restrictions (note 17)	1,064,572	(1,058,972)	(5,600)	–	–
Total revenues, gains, and other support	9,787,883	36,835	(16,155)	9,808,563	8,854,554
Expenses (note 18):					
Program services	4,750,752	–	–	4,750,752	4,130,093
Supporting services	1,368,737	–	–	1,368,737	1,291,164
Jefferson-Madison Corporation	1,560,206	–	–	1,560,206	625,510
Total expenses	7,679,695	–	–	7,679,695	6,046,767
Increase (decrease) in net assets	2,108,188	36,835	(16,155)	2,128,868	2,807,787
Net assets at beginning of year	13,768,674	1,205,599	9,791,488	24,765,761	21,957,974
Net assets at end of year	\$ 15,876,862	1,242,434	9,775,333	26,894,629	24,765,761

See accompanying notes to consolidated financial statements.

OREGON HISTORICAL SOCIETY

CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED DECEMBER 31, 2014
(WITH COMPARATIVE TOTALS FOR 2013)

	2014	2013
Cash flows from operating activities:		
Cash received from contributors, grantors, and members	\$ 4,492,373	4,019,203
Cash received from admissions and service recipients, and others	1,102,940	1,195,701
Distribution of investment return earned on assets held by the Oregon Community Foundation (<i>note 6</i>)	366,928	360,578
Investment income received	373,867	182,044
Cash paid to employees and suppliers	(5,536,014)	(5,287,816)
Cash paid for interest	(640)	(2,092)
Net cash provided by operating activities	799,454	467,618
Cash flows from investing activities:		
Purchase of capital assets	(516,539)	(741,298)
Proceeds received from the sale of capital assets	3,527,854	-
Purchase of investments	(1,914,899)	(2,038,585)
Proceeds from the sale of investments	40,159	133,285
Reinvestment of investment income	(330,423)	(147,265)
Deposits to restricted cash reserves	(50,000)	-
Net cash provided by (used in) investing activities	756,152	(2,793,863)
Cash flows from financing activities:		
Proceeds from contributions restricted for long-term investment and capital acquisition	1,100	1,976,380
Payments to trust beneficiaries	-	(3,085)
Retirement of long-term debt	(27,977)	(17,430)
Net cash provided by (used in) financing activities	(26,877)	1,955,865
Net increase (decrease) in cash and cash equivalents	1,528,729	(370,380)
Cash and cash equivalents at beginning of year	1,296,092	1,666,472
Cash and cash equivalents at end of year	\$ 2,824,821	1,296,092

See accompanying notes to consolidated financial statements.

OREGON HISTORICAL SOCIETY

CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES

YEAR ENDED DECEMBER 31, 2014
(WITH COMPARATIVE TOTALS FOR 2013)

	Program services			
	Research services	Exhibits	Education	Total
Salaries and related costs	\$ 874,968	1,034,547	323,824	2,233,339
Professional services	111,921	556,484	32,723	701,128
Supplies	26,770	84,891	5,125	116,786
Printing	13,937	21,860	36,749	72,546
Telephone	-	571	-	571
Computer and network	5,859	-	584	6,443
Postage and shipping	3,783	23,918	11,541	39,242
Rental of equipment	5,015	11,936	1,075	18,026
Repair, maintenance, and utilities	-	-	-	-
Rent	-	21,985	5,235	27,220
Travel and transportation	21,558	44,887	34,232	100,677
Training, subscriptions, and dues	569	488	2,731	3,788
Advertising and promotion	56,605	113,056	57,826	227,487
Production and purchase costs	-	83,570	959	84,529
Collection acquisition costs (note 11)	20,609	-	-	20,609
Insurance	-	7,720	-	7,720
Interest	-	-	-	-
Taxes (note 19)	-	-	-	-
Other	384	11,375	16,089	27,848
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Total expenses before depreciation and allocation of facility, security, communication, and other program support costs	1,141,978	2,017,288	528,693	3,687,959
Depreciation	205,662	329,838	19,690	555,190
Allocation of facility, security, communication, and other program support costs	191,281	288,967	27,355	507,603
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Total expenses	\$ 1,538,921	2,636,093	575,738	4,750,752

See accompanying notes to consolidated financial statements.

2014					
Supporting services			Jefferson-Madison Corporation		2013
Admini- stration	Fund- raising	Total	Corporation	Total	
570,740	343,460	914,200	–	3,147,539	2,821,485
142,201	6,158	148,359	142,214	991,701	995,247
42,500	9,879	52,379	291	169,456	191,783
4,542	23,977	28,519	–	101,065	126,784
27,348	–	27,348	2,901	30,820	31,784
92,308	–	92,308	–	98,751	95,414
1,362	15,421	16,783	175	56,200	48,395
20,990	–	20,990	–	39,016	36,584
261,655	–	261,655	89,233	350,888	378,434
45,637	–	45,637	–	72,857	–
6,071	58,042	64,113	–	164,790	144,212
24,470	659	25,129	–	28,917	11,060
15,615	1,830	17,445	616	245,548	233,326
–	–	–	–	84,529	104,426
–	–	–	–	20,609	15,023
55,281	–	55,281	4,275	67,276	59,460
–	–	–	640	640	2,092
12,223	–	12,223	1,301,071	1,313,294	84,367
50,618	9,092	59,710	1,280	88,838	71,694
1,373,561	468,518	1,842,079	1,542,696	7,072,734	5,451,570
18,908	15,353	34,261	17,510	606,961	595,197
(541,622)	34,019	(507,603)	–	–	–
850,847	517,890	1,368,737	1,560,206	7,679,695	6,046,767

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2014

1. Organization

The Oregon Historical Society has been collecting, preserving, exhibiting, and publishing Oregon’s history for over 100 years. The Society’s mission is to educate, inform and engage the public through collecting, preserving and interpreting the past. To achieve this mission, the organization fulfills a vast array of services for the state. One of the primary functions is protecting and archiving historical Oregon treasures. Oregonians can experience these artifacts through Web sites such as TimeWeb and The Oregon History Project, by visiting the Society’s Research Library, through educational programs that include classroom tours, and through the exhibitions at the Oregon History Museum.

Today, the Society’s complex is a landmark in the heart of Portland’s Cultural District, and offers Oregon’s rich multicultural history through museum exhibitions, research collections, publications, and public programs. The Park Blocks facility also serves as the Society’s headquarters, housing the history museum’s multiple galleries, the research library, and the Society’s administrative offices.

The Society also owns and operates a 100,000 square-foot collections support facility in east Multnomah County, where the bulk of its collections are processed and managed for exhibition and research use, one of the best such facilities in the United States.

The Society currently enjoys a membership of approximately 4,100 members.

2. Program Services

During the year ended December 31, 2014, the Society incurred program service expenses in the following major categories:

Research Services – The Research Library of the Oregon Historical Society offers an unparalleled collection concerning the history of Oregon and the region. It contains more than 35,000 books, 25,000 maps, 2.5 million photographs and negatives, 8 million feet of film, 8,000 oral history tapes, and 12,000 linear feet of manuscript.

These collections, along with thousands of serials, journals, newsletters, government documents, posters, and microfilm materials, broaden and enrich the understanding and interpretation of the cultural, political, religious, social, economic, scientific, and technological life in Oregon. In 2014, the Research Library, operating 32 hours a week, served over 2,971 patrons in person and 2,966 remote reference inquiries via mail and electronic media from all over the world.

The Society’s library staff has cataloged thousands of books, ephemera, oral histories, manuscripts, and image collections, and made them available on the Society’s Web site for easy access by patrons. The Library has over 30,000 digitized photographs from its collection, and now has over 3,000 digital images available to order online via the Society’s Web site. The Research Library provides research support to all Society programs and departments.

The Society publishes the OREGON HISTORICAL QUARTERLY, which has been a benefit of membership since 1900. The QUARTERLY is a peer-reviewed, public history journal that brings documented history about Oregon and the Pacific Northwest to both scholars and the general audience. The QUARTERLY is supported by an advisory committee comprised of scholars, public historians, and educators from throughout the state.

Exhibits – The Society collects, preserves, documents, and exhibits the state’s material culture with more than 85,000 artifacts. Its major permanent exhibition, *Oregon My Oregon*, has won two national awards – an Award of Merit from the American Association for State and Local History, and a MUSE award from the American Association of Museums Media and Technology Committee.

In 2012, a new American Association of State and Local History award winning permanent exhibition, *Oregon Voices*, was completed, combining the technology of today with stories from the past. This interactive exhibit gives visitors a chance to explore the issues and events that shaped Oregon from 1950 forward.

The Society mounts eight to ten travelling and temporary exhibitions on varied themes each year. The on-site exhibits are shown in its seven galleries. The Society also loans objects to more than 30 historical institutions on a yearly basis. In 2014, 80,580 visitors came to the Oregon Historical Society to view its exhibits and participate in various programs.

Education – In 2001, the Society began a dynamic education program, the *Teaching Oregon History Project*. Using the rich resources of the Society’s research library and archives, the project identifies primary source materials that engage the imaginations and intellects of Oregon’s students. Narratives, documents, biographies, lesson plans, and curricula are made available through the Society’s Web site and in print. In addition, the Society distributes existing curriculum materials to public and private schools in Oregon, including artifact kits and slide shows; it arranges school tours of the museum galleries and library; and presents education workshops. The *Oregon History Project* received the CLIO Award from the American Library Association, and two national awards from the National Council of State Historic Preservation Officers. The Education program served 11,078 students in 2014, which includes 366 college tours and 1,675 adults in docent-led tours. The travelling trunk program also served 3,801 students throughout Oregon.

Affiliates – The Society works closely with more than 130 affiliate societies and historical museums located throughout the state to provide information and technical support in historical agency management activities, and works with and supports the Oregon Century Farm & Ranch Program, the Oregon Geographic Names Board, the Oregon Cultural Trust, and the Oregon Heritage Commission.

3. Summary of Significant Accounting Policies

The significant accounting policies followed by the Oregon Historical Society are described below to enhance the usefulness of the financial statements to the reader.

Basis of Accounting – The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles and the principles of fund accounting. Fund accounting is the procedure by which resources for various purposes are classified for accounting purposes in accordance with activities or objectives specified by donors.

Principles of Consolidation – The accompanying financial statements include the accounts of the Society and its wholly-owned, for-profit subsidiary, the Jefferson-Madison Corporation. All significant intercompany investments, accounts, and transactions have been eliminated. The Jefferson-Madison Corporation was dissolved on December 29, 2014. See note 14.

Basis of Presentation – The Society has adopted the provisions of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) No. 958-605, *Revenue Recognition*, and FASB ASC No. 958-205, *Presentation of Financial Statements*. Under these provisions, net assets and all balances and transactions are presented based on the existence or absence of donor-imposed restrictions. Accordingly, the net assets of the Society and changes therein are classified and reported as follows:

- *Unrestricted net assets* – Net assets not subject to donor-imposed stipulations.

- *Temporarily restricted net assets* – Net assets subject to donor-imposed stipulations that will be met either by actions of the Society and/or the passage of time. These balances represent the unexpended portion of externally restricted contributions and investment return to be used for specific programs and activities, such as exhibitions, education programs, or research, as directed by the donor.
- *Permanently restricted net assets* – Net assets subject to donor-imposed stipulations that they be maintained permanently by the Society. Generally, the donors of these assets permit the Society to use all or part of the income earned on related investments for general or specific purposes.

Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulation or by law. Expirations of temporary restrictions on net assets (i.e., the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as net assets released from restrictions.

Use of Estimates – The preparation of financial statements in conformity with generally accepted accounting principles requires that management make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. In the opinion of management, such differences, if any, would not be significant.

Contributions – Contributions, which include unconditional promises to give (i.e., pledges), are recognized as revenue in the period the promise was received by the Society. Conditional promises to give are not recognized until they become unconditional, that is when the conditions on which they depend are substantially met. Contributions of assets other than cash are recorded at their estimated fair value. Contributions to be received after one year are discounted at an appropriate rate commensurate with the risks involved.

Amortization of the discount is recorded as additional contribution revenue in accordance with donor-imposed restrictions, if any, on the contributions. Management estimates an allowance for uncollectible contributions receivable based on past collection history.

Contributions of capital assets without donor stipulations concerning the use of such long-lived assets are reported as revenues of the unrestricted net asset class. Contributions of cash or other assets to be used to acquire capital assets with such donor stipulations are reported as revenues of the temporarily restricted net asset class; the restrictions are considered to be released at the time of acquisition of such long-lived assets.

In-Kind Contributions – The Society receives contributed services from a large number of volunteers who participate in a range of activities. In accordance with FASB ASC No. 958-605, *Revenue Recognition*, the values of such services, which the organization considers not practicable to estimate, have not been recognized in the statement of activities. Significant services received which create or enhance a non-financial asset or require specialized skills that the organization would have purchased if not donated are recognized in the statement of activities. During the year ended December 31, 2014, the Society recorded \$127,594 in contributed advertising services, \$124,844 in free use of facilities, \$13,791 in other program related services, and \$8,270 in accounting services.

In-kind contributions of equipment and other capital assets and materials, as well as the free use of facilities, are recorded where there is an objective basis upon which to value these contributions and where the contributions are an integral part of the organization's activities. During the year ended December 31, 2014, the Society recorded \$5,912 in contributed materials.

Cash Equivalents – For purposes of the financial statements, the Society considers all liquid investments having initial maturities of three months or less to be cash.

Investments – All investments are carried at fair value. The net change in the fair value of investments, which consists of the realized gains or losses and the unrealized appreciation (decline) of those investments, is reported in the statement of activities. Investment income is accrued as earned, and reported net of investment advisory fees. Security transactions are recorded on a trade date basis.

The Society has some exposure to investment risks, including interest rate, market and credit risks, for marketable securities. Due to the level of risk exposure, it is possible that near-term valuation changes for investment securities may occur to an extent that could materially affect the amounts reported in the accompanying consolidated financial statements.

Beneficial Interest in Assets Held by the Oregon Community Foundation – In accordance with FASB ASC No. 958-605, *Revenue Recognition*, the Society accounts for its interest in these funds at fair value using the equity method of accounting, which approximates the present value of the expected future cash flows that will inure to the Society.

Inventories – Inventories, which consist primarily of inventories held for sale by the Society's gift shop, are carried at the lower of cost or market value. Cost is determined using the average cost method.

Capital Assets and Depreciation – Land, buildings, and equipment are carried at cost, and at fair value when acquired by gift. Depreciation is generally provided on a straight-line basis over the estimated useful lives of the respective assets, which is 31 years for buildings and related improvements and 3 to 7 years for furniture and equipment.

Revenue Recognition – All contributions and grants are considered available for unrestricted use unless specifically restricted by the donor. Service revenues are recognized at the time services are provided and the revenues are earned. Bequests are recorded as revenue at the time the Society has an established right to the bequest and the proceeds are measurable. Membership payments received from Society members are considered equivalent to unrestricted contributions and are recognized as revenue when received. Appropriations and other governmental funding is recognized as revenue when received.

Outstanding Legacies – The Society is the beneficiary under various wills and trust agreements, the total realizable amounts of which are not presently determinable. The Society's share of such bequests is recorded when the probate courts declare the testamentary instrument valid and the proceeds are measurable.

Beneficial Interest in Charitable Trusts – The Society receives contributions of property in which the donor or donor-designated beneficiary may retain a life interest. The assets are invested and administered by either a trustee or the Society, and distributions are made to the beneficiaries during the term of the agreement. These funds are generally invested in mutual funds, and the Society records its interest in these trusts at fair value based on estimated future cash receipts. Initial recognition and subsequent adjustments to the assets' carrying values are reported as a change in the value of split-interest agreements in the accompanying financial statements, and are classified as permanently restricted, temporarily restricted, or unrestricted depending on the existence of donor-imposed purpose or time restrictions, if any.

Advertising and Promotional Expenses – Advertising and promotional costs are charged to expense as they are incurred. Advertising expenses totaled \$245,548 for the year ended December 31, 2014.

Endowment Funds and Interpretation of

Relevant Law – Effective January 1, 2008, the State of Oregon adopted the Uniform Prudent Management of Institutional Funds Act (“UPMIFA”), which governs Oregon charitable institutions with respect to the management, investment, and expenditure of donor-restricted endowment funds.

The Board of Trustees has interpreted Oregon’s adoption of UPMIFA as requiring the Society to adopt investment and spending policies that preserve the fair value of the original gift as of the date of gift, absent explicit donor stipulations to the contrary. Although the Society has a long-term fiduciary duty to the donor (and to others) for a fund of perpetual duration, the preservation of the endowment’s purchasing power is only one of several factors that are considered in managing and investing these funds. Furthermore, in accordance with UPMIFA, a portion of the endowment’s original gift may be appropriated for expenditure in support of the restricted purposes of the endowment if this is consistent with a spending policy that otherwise satisfies the requisite standard of prudence under UPMIFA.

As a result of this interpretation, the Society classifies as permanently restricted net assets (1) the original value of gifts donated to the permanent endowment, (2) subsequent gifts to the endowment, and (3) accumulations made pursuant to the direction of the applicable donor gift instrument at the time the accumulation is added to the fund.

Net earnings (realized and unrealized) on the investment of endowment assets are classified as temporarily restricted until those amounts are appropriated for expenditure by the Society in a manner consistent with the standard of prudence prescribed by UPMIFA and until expended in a manner consistent with the purpose or time restrictions, if any, imposed by the donor. Any investment return classified as permanently restricted represents only those amounts required to be retained permanently as a result of explicit donor stipulations.

With regard to endowment losses or appropriations in excess of the fair value of the original gift, in accordance with FASB ASC No. 958-320, *Investments – Debt and Equity Securities*, the portion of a donor restricted endowment that is classified as permanently restricted is not reduced by losses on the investments of the fund, except to the extent required by the donor, including losses related to specific investments that the donor requires the Society to hold in perpetuity. Similarly, the amount of permanently restricted net assets is not reduced by the Society’s appropriations from the fund. In the absence of donor stipulations or law to the contrary, losses or appropriations of a donor-restricted endowment reduce temporarily restricted net assets to the extent that donor-imposed temporary restrictions on net appreciation of the fund have not been satisfied before the loss or appropriation occurs. Any remaining loss or appropriation reduces unrestricted net assets.

In accordance with UPMIFA, the Board of Trustees has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to the programs and operations supported by its endowment, while also seeking to maintain the long-term purchasing power of the endowment assets. Therefore the Board of Trustees considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- The duration and preservation of the fund;
- The purposes of the Society and the fund;
- General economic conditions;
- The possible effect of inflation and deflation;
- The expected total return from income and the appreciation of investments;
- Other resources of the Society; and
- The investment policies of the Society.

To meet that objective, the Society’s policies limit the spending of investment income and appreciation to a maximum of 5.0% of the average fair value of such investments measured over a thirteen-quarter trailing average.

During the year ended December 31, 2014, the Society’s Board appropriated \$407,087 for expenditure in accordance with this policy.

Concentrations of Credit Risk – The Society’s financial instruments consist primarily cash equivalents, mutual funds, other exchange traded products, and funds held at the Oregon Community Foundation (“OCF”). which may subject the organization to concentrations of credit risk as, from time to time, for example, cash balances may exceed amounts insured by the Federal Deposit Insurance Corporation. In addition, the market value of securities is dependent on the ability of the issuer to honor its contractual commitments, and the investments are subject to changes in market values. Management believes that risk with respect to these balances is minimal, due to the high credit quality of the institutions used.

Certain receivables may also subject the Society to concentrations of credit risk. To minimize its exposure to significant losses from customer or donor insolvencies, the Society’s management evaluates the financial condition of its customers and donors, and monitors concentrations of credit risk arising from similar geographic regions, activities, or economic characteristics. When necessary, receivables are reported net of an allowance for uncollectible accounts.

Finally, the Society’s beneficial interest in assets held by OCF is dependent upon changes in the market value of the underlying investments and the ability of OCF to honor its commitment.

Subsequent Events – As required by FASB ASC No. 855, *Subsequent Events*, subsequent events have been evaluated by management through March 11, 2015, which is the date the financial statements were available to be issued.

Conflict of Interest Policies – Included among the Society’s Board members, committee members, and executives are volunteers from the community who provide valuable assistance to the Society in the development of policies and programs, and in the evaluation and oversight of services. The Society has established a conflict of interest policy whereby Board and committee members, as well as all Society employees, must advise the Board of Trustees of any direct or indirect interest in any transaction or relationship with the Society, and do not participate in discussions and decisions regarding any action affecting their individual, professional, or business interests.

Income Taxes – The Society is exempt from federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code (“IRC”) and comparable state law. In addition, the Society has been recognized as a public charity under IRC Sections 170(b)(1)(A)(vi) and 509(a)(1). The Society’s wholly-owned subsidiary, the Jefferson-Madison Corporation, is a taxable corporation and, therefore, a provision for income taxes is generally provided in the statement of activities. Income taxes are determined on the liability method in accordance with FASB ASC No. 740, *Income Taxes*. For tax purposes, both the Society’s and the Jefferson-Madison Corporation’s open audit periods are for the years ended December 31, 2011 through December 31, 2013.

The Society has adopted the recognition requirements for uncertain income tax positions as required by FASB ASC No. 740-10, *Income Taxes*. Under this standard, income tax benefits are recognized for income tax positions taken or expected to be taken in a tax return only when it is determined that the income tax position will more-likely-than-not be sustained upon examination by taxing authorities.

The Society has analyzed tax positions taken for filing with the Internal Revenue Service and all state jurisdictions where it operates. The Society believes that income tax filing positions will be sustained upon examination and does not anticipate any adjustments that would result in a material adverse effect on the Society’s financial condition, results of operations, or cash flows. Accordingly, the Society has not recorded any reserves, or related accruals for interest and penalties, for uncertain tax positions at December 31, 2014.

Summarized Financial Information for 2013 – The accompanying financial information as of and for the year ended December 31, 2013 is presented for comparative purposes only and is not intended to represent a complete financial statement presentation.

Other Significant Accounting Policies – Other significant accounting policies are set forth in the financial statements and the following notes.

4. Contributions and Grants Receivable

Contributions and grants receivable represent unconditional promises totaling \$397,743 expected to be collected in less than one year.

5. Investments

The following is a summary of investments held at December 31, 2014:

Mutual funds:

Intermediate term bond	\$ 1,915,252
Mid-cap value	971,122
Large-cap blend	950,459
Emerging markets	582,201
Nontraditional bond	359,000
World allocation	358,972
Large-cap value	184,175
Foreign large-cap blend	162,544
Foreign large-cap growth	118,223

Exchange-traded products:

Large-cap value	741,240
Real estate	304,517
Equity energy	303,163
Foreign large-cap blend	198,947
Small-cap blend	265,076
Large-cap blend	147,137

Total Investments	7,562,028
Cash equivalents	98,446
	<hr/>
	\$ 7,660,474

Investments are held for the following purposes:

Donor-restricted endowment funds	\$ 1,511,579
Unappropriated endowment earnings	142,509
Board-designated reserves	6,006,386
	<hr/>
	\$ 7,660,474

Investment return for the year ended December 31, 2014 is summarized as follows:

Interest and dividends	\$ 373,867
Net decline in the fair value of investments	(57,472)
	<hr/>
	\$ 316,395

6. Beneficial Interest in Assets Held by the Oregon Community Foundation

The Society has established the Oregon Historical Society Endowment Fund at the Oregon Community Foundation, which holds and invests it as a component fund for the benefit of the Society. The Society has granted OCF variance power over these funds. In accordance with FASB ASC No. 958-605, the Society accounts for its interest in these funds using the equity method of accounting, and carries the beneficial interest in the accompanying financial statements based on an estimate of the present value of the expected future cash flows that will inure to the Society. The assets in the funds are permanently restricted for endowment.

Changes in the Society's beneficial interest in these funds for the year ended December 31, 2014 are summarized as follows:

Balance at beginning of year	\$ 7,840,860
Plus increase in the fair market value of the fund	279,874
Less the distribution of investment return to the Society ¹	(366,928)
	<hr/>
Balance at end of year	\$ 7,753,806

¹ Under the terms of its agreement with the Society, the funds are invested at the discretion of OCF's Board of Directors and are held in a mixture of asset classes designed to maximize return while minimizing risk. The Society generally receives periodic distributions of the net investment return earned on these assets (generally 5.0% of the average fair market value of the funds using a trailing 13-quarter average). Additional distributions can be made at any time by the affirmative vote of a majority of the Society's Board of Trustees and the approval of OCF. During the year ended December 31, 2014, the Society received \$366,928 in distributions.

7. Beneficial Interest in Charitable Trusts

At December 31, 2014, the Society is the beneficiary of two charitable trusts, as follows:

Contributions receivable from charitable remainder trust ¹	\$	261,687
Interest in perpetual trust ²		195,692
	\$	457,379

¹ The Society is the partial beneficiary of a charitable remainder trust established by the will of a donor. Upon the death of the income beneficiary, the Society will receive a portion of the remaining assets of the trust. Total trust assets at December 31, 2014 are valued at \$1,203,743. A contribution receivable of \$261,687 is recorded at December 31, 2014, representing the actuarially-determined present value of the estimated future cash flows that will inure to the Society, using discount rates ranging from 4.0 to 5.0%. The trust has been restricted by the donor to be added to the existing endowment fund.

² The Mason Charitable Trust is a perpetual trust established by David T. Mason and Loa H. Howard Mason. The Society will receive in perpetuity a percentage of the income generated annually by the trust, subject to the discretion of the trustee, but not less than 20% and not exceeding 40%. Trust assets at December 31, 2014 are valued at \$978,463. An interest in perpetual trust of \$195,692 is recorded at December 31, 2014, representing the present value of the estimated future cash flows that will inure to the Society, presuming a payout percentage of 20%. During the year ended December 31, 2014, the Society received a distribution of \$14,600 from this trust. This distribution has been included in investment income in the statement of activities.

8. Restricted Deposits and Funded Reserves

Under an agreement with the Sovereign Building owner, the Society is required to maintain a capital improvement reserve fund in an amount not less than the anticipated annual shared repair and maintenance costs of the integrated facilities of the Sovereign Building and the Society's building. At December 31, 2014, the Society held \$50,000 in a separate reserve account.

9. Land, Buildings, and Equipment

A summary of the Society's capital assets at December 31, 2014 is as follows:

Land	\$	1,242,203
Buildings and related improvements		15,956,564
Furniture and equipment		2,575,608
		19,774,375
Less accumulated depreciation		(10,797,475)
	\$	8,976,900

10. Line of Credit

At December 31, 2014, the Society maintained an unsecured line of credit in the amount of \$500,000, bearing interest at the prime rate (currently 3.25%), plus 1.25%, but not less than 4.5%. The line matures in June of 2015. No balance was outstanding at December 31, 2014.

11. Collections and Exhibition Costs

Each year, the Society receives the donation of a number of valuable research collections. As a result, the Society's collections contain thousands of rare books, pamphlets, manuscripts, maps, and photographs, which are held for public exhibition, education, or research in furtherance of public services and the Society's overall mission. Consistent with the policy followed by many museums and historical societies, and as permitted under FASB ASC No. 958-605, *Revenue Recognition*, contributions of historical treasures, artifacts, and similar assets held as part of the Society's collections are not recognized or capitalized in the financial statements. Such items that have been acquired through purchase have similarly not been capitalized. For the year ended December 31, 2014, costs associated with the acquisition of collection items totaled \$20,609.

Continued

In addition, pursuant to the Society's policy, proceeds from the sale of collection items and related insurance settlements are recorded as temporarily restricted net assets for the acquisition or care of the collection. During the year ended December 31, 2014, the Society recognized \$14,498 in gains associated with the sale of collection items.

Expenditures for exhibits and exhibition programs are not capitalized, nor are the costs associated with exhibitions and programs that will not open to the public until a future period.

12. Retirement Plan and Deferred Compensation Arrangements

The Society provides substantially all full-time, and certain part-time, employees with a retirement plan, as described under section 401(k) of the Internal Revenue Code. Under the plan, all employees may make voluntary contributions to the plan on a pre-tax basis up to the limits allowed by law. The Society matches 100% of each eligible employee's contribution up to 6.5% of their total annual compensation. Only employees who have completed at least six consecutive months of work at the Society are eligible to participate in the employer matching part of the plan. Contributions to the plan from both employees and the Society vest as accrued. During the year ended December 31, 2014, the Society contributed \$116,853 to this plan.

In addition, the Society has entered into a deferred compensation agreement with a retired executive. Under the agreement, the annual benefit has been determined by a formula that includes years of service, final average salary, and offsets for Society-funded portions of Social Security and employee contributions to the tax-sheltered annuity. The benefits are to be paid over the life of the executive or the person's surviving spouse. During the year ended December 31, 2014, the Society made payments under this agreement totaling \$5,216.

13. Restrictions and Limitations on Net Asset Balances

The following provides information about restrictions and limitations ascribed to the Society's net assets at December 31, 2014:

Board-Designated Reserves

As of December 31, 2014, the Board of Trustees had designated \$6,655,263 as a reserve fund.

Temporarily Restricted Net Assets

Temporarily restricted net assets at December 31, 2014 represent \$1,242,434 in contributions, grants, and other unexpended revenues and gains available for the following:

Contributions and grants restricted for the benefit of:

Library	\$ 275,044
Museum/collections	183,915
Education	359,045
Lecture series	62,600
Technology initiative	49,193
Other programs	68,416
	998,213

Unappropriated endowment return restricted to:

Museum/collections	34,796
Library	36,566
Education	19,258
Other programs	11,092
Unrestricted as to purpose	142,509
	244,221
	\$ 1,242,434

Permanently Restricted Net Assets

At December 31, 2014, the Society held \$9,317,954 in donor-restricted endowment funds, and \$457,379 representing the Society's beneficial interest in charitable trusts. The investment return generated each year associated with these permanently restricted net assets is either unrestricted or restricted by donors for the following purposes:

Investment return restricted for:

Education and Folklife	\$ 1,074,371
Museum/collections	350,000
Library	527,646
Publications	111,700
Maritime history	55,600
Unrestricted	7,198,637
	<hr/>
	9,317,954
Beneficial interest in trusts (benefiting the Society's general operations) (note 7)	457,379
	<hr/>
	\$ 9,775,333

Cumulative Endowment Deficit

From time to time, the fair value of assets associated with individual endowment funds may fall below the level that the donor or UPMIFA requires the Society to retain as a fund of perpetual duration. As of December 31, 2014, the Society had incurred a cumulative endowment deficit totaling \$153,181 in excess of unappropriated accumulated endowment earnings. Accordingly, in order to report the cumulative endowment deficit as required by FASB ASC No. 958-320, *Investments*, the excess appropriations, in this case, have been classified as transactions of the unrestricted net asset class and will be reinstated out of future endowment earnings.

Endowment Summary

The following summarizes the Society's donor-restricted, endowment-related activities for the year ended December 31, 2014:

	Unrestricted	Temporarily restricted	Permanently restricted	Total
Endowment net assets at beginning of year	\$ (91,245)	226,939	9,322,454	9,458,148
Contributions	–	–	1,100	1,100
Net change in beneficial interest in assets held by the Oregon Community Foundation	199,696	80,178	–	279,874
Investment earnings	–	82,559	–	82,559
Appropriation of endowment Assets for expenditure	(261,632)	(145,455)	–	(407,087)
Release of endowment corpus for expenditure (note 17)	–	–	(5,600)	(5,600)
Endowment net assets at end of year	\$ (153,181)	244,221	9,317,954	9,408,994

14. Jefferson-Madison Corporation

The Jefferson-Madison Corporation was organized by the Society in 1982 as a wholly-owned, for-profit corporation to hold and manage the Sovereign Building. In May of 2014, the Sovereign Building was sold and the corporation was dissolved on December 29, 2014. The Society assumed all remaining liabilities of the corporation which consisted at December 31, 2014 of \$1,277,213 in taxes payable with the filing of the corporation's final tax return.

Condensed financial information for Jefferson-Madison Corporation as of and for the year ended December 31, 2014, is as follows:

<i>Revenues:</i>	
Rental income	\$ 270,972
Gain on sale of capital assets	3,162,260
Other	36,267
<hr/>	
Total revenues	3,469,499
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<i>Expenses:</i>	
Taxes	1,301,071
Other	259,135
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Total expenses	1,560,206
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Increase in net assets	1,909,293
Net assets at beginning of year	718,771
Dividend distribution to the Society	(2,628,064)
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Net assets at the end of the year	\$ -

15. Multnomah County Levy

With the passage of Measure 26-118 in November of 2010, Multnomah County voters agreed to a five-year levy, annually grossing between \$2.24 and \$2.59 million. Effective July of 2011, the levy's purpose is to revitalize certain Society services on behalf of County residents and others. As a result of compression, reduced property values, and the passage of the Multnomah County Library District, annual funding is now estimated to total between \$1.6 million and \$1.8 million. In return, the Society has agreed to increase its weekly library hours from 12 to 32, keep the museum open 40 hours a week, provide free admission to all school groups and to residents of Multnomah County, and provide other services and programs. During the year ended December 31, 2014, the Society received \$1,720,006 of levy funding, of which \$150,000 was passed through to four other east county historical societies.

16. Other Governmental Funding

The following table summarizes other governmental support received for operating purposes during the year ended December 31, 2014:

Proceeds from sales of Pacific Wonderland license plates ¹	\$ 312,274
Grants from:	
The Oregon Economic Development Department	431,965
The Oregon Cultural Trust	53,594
The Oregon Department of Education	44,000
Other	21,474
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	\$ 863,307

¹ According to the legislation adopted by the Oregon legislature, proceeds from the sales of Pacific Wonderland license plates are divided evenly between the Oregon Historical Society and the Oregon State Capitol Foundation. The Society uses the funds to support the research library, educational programs for students and the general public, production of THE OREGON HISTORICAL QUARTERLY, and support of permanent and rotating museum exhibits.

17. Net Assets Released from Restrictions

During the year ended December 31, 2014, \$1,064,572 in net assets were released from restrictions by incurring expenses satisfying the restricted purposes or by the occurrence of events specified by the donors, as follows:

Satisfaction of restrictions:

For operating purposes	\$	784,393
To fund capital acquisitions		274,579
Donor-authorized release of restrictions on endowment funds		5,600
	\$	1,064,572

18. Expenses

The costs of providing the various programs and other activities of the Society have been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Costs by their natural classification are presented in the statement of functional expenses.

19. Income Taxes

During the year ended December 31, 2014, the Society recorded \$1,299,729 in income tax expense. In addition, the Society reported \$13,565 in property tax payments. At December 31, 2014, the Society reported \$1,277,213 in income tax payable. No deferred tax assets or liabilities are reported at December 31, 2014.

20. Operating Lease

The Society leases certain administrative and museum space under noncancelable operating leases that expires in May of 2024. Future minimum payments under this agreement for the years subsequent to December 31, 2014 are summarized as follows:

<i>Years ending May 31,</i>	
2015	\$ 72,827
2016	124,844
2017	124,844
2018	124,844
2019	124,844
Thereafter	551,593
	\$ 1,123,796

Rent expense for the year ended December 31, 2014 totaled \$72,857, and represent the current year value of free use of facilities.

21. Fair Value Measurements

Included in the accompanying financial statements are certain financial instruments carried at fair value. The fair value of an asset is the amount at which that asset could be bought or sold in a current transaction between willing parties, that is, other than in a forced or liquidation sale. Fair values are based on quoted market prices when available. When market prices are not available, fair value is generally estimated using discounted cash flow analyses, incorporating current market inputs for similar financial instruments with comparable terms and credit quality.

Continued

The Society's financial assets and liabilities carried at fair value have been classified, for disclosure purposes, based on a hierarchy defined by FASB ASC No. 820, *Fair Value Measurements and Disclosures*. The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets and liabilities and the lowest ranking to fair values determined using methodologies and models with unobservable inputs as follows:

- *Level 1* – Values are unadjusted quoted prices for identical assets and liabilities in active markets accessible at the measurement date.
- *Level 2* – Inputs include quoted prices for similar assets or liabilities in active markets, quoted prices from those willing to trade in markets that are not active, or other inputs that are observable or can be corroborated by market data for the term of the instrument.

- *Level 3* – Certain inputs are unobservable (supported by little or no market activity) and significant to the fair value measurement. Unobservable inputs reflect the Society's best estimate of what hypothetical market participants would use to determine a transaction price for the asset or liability at the reporting date.

At December 31, 2014, the following financial assets are measured at fair value on a recurring basis:

	Level 1	Level 3	Total
Investments (note 5)	\$ 7,562,028	–	7,562,028
Contributions receivable from charitable remainder trusts	–	261,687	261,687
Interest in perpetual trust	–	195,692	195,692
Beneficial interest in assets held by the Oregon Community Foundation	–	7,753,806	7,753,806
	\$ 7,562,028	8,211,185	15,773,213

The changes in valuation of Level 3 assets using significant unobservable inputs are as follows:

	Contributions receivable from charitable remainder trusts	Interest in perpetual trust	Beneficial interest in assets held by the Oregon Community Foundation	Total
Fair value at beginning of year	\$267,560	201,473	7,840,860	8,309,893
Decrease in the carrying value of contributions receivable from charitable remainder trusts	(5,873)	–	–	(5,873)
Net change in the value of a perpetual trust	–	(5,781)	–	(5,781)
Distribution of investment earnings	–	–	(366,928)	(366,928)
Net change in the beneficial interest in assets held by the Oregon Community Foundation	–	–	279,874	279,874
Fair value at end of year	\$261,687	195,692	7,753,806	8,211,185
	[A]	[B]	[C]	

[A] Measured at fair value based upon a discounted cash flow analysis of the expected income, taking the fair value of the assets held in trust and the life expectancy of the current beneficiaries into consideration (see note 7).

[B] Measured at fair value based upon a discounted cash flow analysis of the expected income, taking the fair value of the assets held in trust into consideration (see note 7).

[C] Measured at fair value based upon a discounted cash flow analysis of the expected income, which is equivalent to the fair value of the underlying assets held by the Oregon Community Foundation. Management's estimate of fair value is based solely upon information provided by the Oregon Community Foundation (see note 6).

22. Statement of Cash Flows Reconciliation

The following presents a reconciliation of the increase in net assets (as reported on the statement of activities) to net cash provided by operating activities (as reported on the statement of cash flows):

Increase in net assets	\$ 2,128,868
<hr/>	
<i>Adjustments to reconcile increase in net assets to net cash provided by operating activities:</i>	
Depreciation	606,961
Proceeds from contributions restricted for long-term investment	(1,100)
Net decline in the fair value of investments	57,472
Cash distribution received from the Oregon Community Foundation for operational purposes	366,928
Net change in beneficial interest in assets held by the Oregon Community Foundation	(279,874)
Net change in the value of split-interest agreements	11,655
Gain on sale of capital assets	(3,162,260)
<i>Net changes in:</i>	
Accounts receivable	54,265
Contributions and grants receivable	(249,775)
Inventories and prepayments	(115,104)
Other assets	4,972
Accounts payable and accrued expenses	105,251
Income taxes payable	1,265,522
Deferred revenue	5,673
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Total adjustments	(1,329,414)
<hr/>	
Net cash provided by operating activities	\$ 799,454
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OREGON HISTORICAL SOCIETY

**GOVERNING BOARD, EX OFFICIO MEMBERS OF THE BOARD,
AND SENIOR MANAGEMENT**

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Director of Information Technology & Security

Geoff Wexler
Library Director

Nicole Yasuhara
Interim Director of Museum Services

OREGON HISTORICAL SOCIETY

INQUIRIES AND OTHER INFORMATION

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