

Financial Statements
December 31, 2017 and 2016
Washington Pavilion
Management, Inc.

Washington Pavilion Management, Inc. Table of Contents December 31, 2017 and 2016

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Independent Auditor's Report

The Board of Trustees Washington Pavilion Management, Inc. Sioux Falls, South Dakota

Report on the Financial Statements

We have audited the accompanying financial statements of Washington Pavilion Management, Inc., which comprise the statements of financial position as of December 31, 2017 and 2016, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Washington Pavilion Management, Inc. as of December 31, 2017 and 2016, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Sioux Falls, South Dakota

Gede Sailly LLP

May 15, 2018

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	2017	2016
Assets		
Current Assets Cash and cash equivalents	\$ 2,236,173	\$ 2,146,286
Contributions receivable, net of allowance and discount	411,161	241,138
Accounts receivable, net of allowance	185,205	148,261
Inventory Prepaid expenses	43,803 96,322	52,402 155,079
Deposits on exhibits and guest artists	5,475	33,600
Total current assets	2,978,139	2,776,766
Net Property and Equipment	252,107	242,266
Other Assets		
Contributions receivable, net of allowance and discount	786,030	96,886
Beneficial interest in assets held by Community Foundation	276,738	251,102
Permanent collection	1,075,764	1,067,165
Total other assets	2,138,532	1,415,153
	\$ 5,368,778	\$ 4,434,185
Liabilities and Net Assets		
Current Liabilities		
Accounts payable	\$ 229,759	\$ 251,372
Accrued expenses	331,048	366,466
Deferred revenue	1,650,158	2,096,714
Total current liabilities	2,210,965	2,714,552
Net Assets		
Unrestricted	1,679,585	1,189,238
Temporarily restricted	1,201,490	279,293
Permanently restricted	276,738	251,102
Total net assets	3,157,813	1,719,633
	\$ 5,368,778	\$ 4,434,185

Washington Pavilion Management, Inc. Statements of Activities

Years Ended December 31, 2017 and 2016

	 2017	2016
Unrestricted Net Assets		 _
Public support	. =	
City of Sioux Falls	\$ 1,706,895	\$ 1,645,950
Contributions	954,889	913,336
Donated goods and services	71,476	133,291
Special events (net of direct cost of \$45,554 and \$44,470)	115,120	120,269
Government grants	142,034	137,622
Private grants	43,916	108,652
Net assets released from restrictions	167,078	 78,479
Total public support	3,201,408	 3,137,599
Revenue and other		
Performance ticket income	3,741,428	2,405,265
Admissions	309,552	286,072
Sale of services	490,343	563,998
Facility rental	317,972	298,744
Membership dues	208,725	181,360
Retail services (net of direct cost of \$245,039 and \$241,003)	671,361	609,480
Educational	323,841	319,355
Miscellaneous revenue	 4,073	 4,523
Total revenue and other	6,067,295	4,668,797
Total public support, revenue and other	 9,268,703	 7,806,396
Expenses		
Program services		
Visual Arts Center	566,898	622,977
Husby Performing Arts Center	4,048,744	2,936,670
Kirby Science Discovery Center	908,438	954,195
Community Engagement & Learning	683,122	761,077
Membership	66,662	54,435
Box Office and events	683,553	716,094
Retail services	534,329	529,407
General and administrative	1,044,336	956,883
Fundraising	 242,274	 210,100
Total expenses	 8,778,356	 7,741,838
Increase in Unrestricted Net Assets	490,347	64,558

Washington Pavilion Management, Inc. Statements of Activities

Years Ended December 31, 2017 and 2016

	2017	2016
Temporarily Restricted Net Assets Public support		
Contributions Private grants Government grants Net assets released from restrictions	\$ 1,077,775 10,500 1,000 (167,078)	\$ 98,697 113,000 - (78,479)
Increase in Temporarily Restricted Net Assets	922,197	133,218
Permanently Restricted Net Assets Revenue and other Change in unrealized gains (losses) on investments	25,636	5,121
Increase in Permanently Restricted Net Assets	25,636	5,121
Increase in Total Net Assets	1,438,180	202,897
Net Assets, Beginning of Year	1,719,633	1,516,736
Net Assets, End of Year	\$ 3,157,813	\$ 1,719,633

Washington Pavilion Management, Inc. Statements of Cash Flows

Years Ended December 31, 2017 and 2016

	2017		2016	
Operating Activities				
Change in net assets	\$ 1,438,180	\$	202,897	
Adjustments to reconcile change in net assets				
to net cash from operating activities				
Depreciation and amortization	96,178		109,671	
Permanent collection donations received	(4,250)		(6,000)	
Net realized and unrealized (gains) losses on investments	(25,636)		(5,121)	
Change in discount on contributions receivable	(81,702)		388	
Provision for bad debts	903		3,066	
Changes in assets and liabilities				
Contributions receivable	(777,465)		(130,557)	
Accounts receivable	(37,847)		(23,657)	
Inventory	8,599		350	
Prepaid expenses	58,757		(36,293)	
Deposits on exhibits and guest artists	28,125		(26,600)	
Accounts payable	(21,613)		66,477	
Accrued expenses	(35,418)		127,370	
Deferred revenue	(446,556)		998,412	
Net Cash from Operating Activities	 200,255		1,280,403	
Investing Activities				
Purchase of permanent collections	(4,349)		(4,828)	
Purchase of property and equipment	(106,019)		(122,835)	
Net Cash used for Investing Activities	 (110,368)		(127,663)	
Financing Activities				
Payments made on capital lease obligations	 		(5,960)	
Net Change in Cash and Cash Equivalents	89,887		1,146,780	
Cash and Cash Equivalents at Beginning of Year	 2,146,286		999,506	
Cash and Cash Equivalents at End of Year	\$ 2,236,173	\$	2,146,286	

Note 1 - Principal Activity and Significant Accounting Policies

Organization and Nature of Activities

Washington Pavilion Management, Inc. (the "Organization") was organized in November 1994 in the State of South Dakota as a nonprofit corporation to provide management services for the organization and operation of the Washington Pavilion of Arts and Science ("Pavilion"), owned by the City of Sioux Falls, South Dakota (the "City"). The Pavilion opened for operation on June 1, 1999. The Organization's mission is to inspire, educate, entertain, and enrich the region by creating opportunities for all to explore and experience the arts and science. The Organization strives to accomplish this mission by providing services that include collecting and exhibiting works of art, providing opportunities for public understanding and appreciation of the visual and performing arts, displaying educational and scientific exhibits and operating educational programs related thereto. These services are provided in the context of the Organization's four program areas: the Husby Performing Arts Center, the Kirby Science Discovery Center (which includes the Wells Fargo CineDome), the Visual Arts Center, and Community Engagement & Learning.

Receivables and Credit Policies

Accounts receivables are uncollateralized customer obligations due under normal trade terms requiring payment upon notice of billing. Interest is charged at 18% annually for any delinquent receivables. Payments of trade receivables are allocated to the specific invoices identified on the customer's remittance advice or, if unspecified, are applied to the earliest unpaid invoices. The carrying amount of trade receivables is reduced by a valuation allowance that reflects management's best estimate of the amounts that will not be collected. Management reviews all trade receivable balances that exceed 30 days from the invoice date and based on an assessment of current creditworthiness, estimates the portion, if any, of the balance that will not be collected. At December 31, 2017 and 2016, there was no allowance.

Contributions Receivable

Contributions receivable expected to be collected within one year are recorded at net realizable value. Contributions receivable expected to be collected in future years are initially recorded at fair value using present value techniques incorporating risk-adjusted discount rates designed to reflect the assumptions market participants would use in pricing the asset. In subsequent years, amortization of the discounts is included in contribution revenue in the statements of activities. Management determines the allowance for uncollectable promises to give based on historical experience, an assessment of economic conditions, and a review of subsequent collections. Promises to give are written off when deemed uncollectable. Management recorded allowances of \$13,459 and \$2,316 on December 31, 2017 and 2016, respectively, to account for all contribution receivables that may be no longer materially collectable on that date.

Financial Instruments and Credit Risk

The Organization manages deposit concentration risk by placing cash and money market accounts with financial institutions believed by management to be creditworthy. At times, amounts on deposit may exceed insured limits or include uninsured investments in money market funds. To date, the Organization has not experienced losses in any of these accounts. Credit risk associated with accounts receivable and contributions receivable to give is considered to be limited due to high historical collection rates and because substantial portions of the outstanding amounts are due from Board members, organizations and other individuals supportive of the Organization's mission.

Estimates

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

Net Assets

Net assets, revenues, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, the Organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Fund Accounting

The accompanying financial statements and supplementary information are presented on the basis of the seven funds used by the Organization in accounting for its operations. Significant interfund transactions and balances have been eliminated in preparation of the financial statements. The seven funds are as follows:

Unrestricted – The unrestricted fund is the general operating fund of the Organization and reflects all activities not specified to another fund.

Permanent Collection – The permanent collection fund was established in 2000 and reflects the works of art maintained by the Visual Arts Center and objects maintained by the Kirby Science Discovery Center.

Special Projects – The special projects fund contains two subfunds. The first subfund reflects the net assets designated by the Board for maintenance or replacement of exhibits in the Kirby Science Discovery Center. The second subfund reflects the net assets designated by the Board for conservation of the Visual Arts Center Permanent Collection.

Board Designated – The board designated fund was established in 2013 and consists of funds designated by the board of trustees to provide an unrestricted source of capital that can be accessed at the board's discretion for operating shortfalls, capital projects, and acquisitions. Additionally, the fund serves as a cash reserve for future risk.

Temporarily Restricted – The temporarily restricted fund reflects the net assets of the Organization that have donor-imposed restrictions or time restrictions on their use.

Permanently Restricted – The permanently restricted fund reflects the net assets of the Organization that consists of endowment funds established with funds the Organization received from outside donors, which is held by the Sioux Falls Area Community Foundation.

Cash and Cash Equivalents

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

Contributions

Contributions received or pledged are recorded as unrestricted, temporarily restricted, or permanently restricted support depending on the existence or nature of any donor imposed restrictions. Contributions required to be reported as temporarily or permanently restricted net assets are reclassified to unrestricted net assets upon satisfaction of the time or purpose restrictions and are reported in the statements of activities as net assets released from restrictions. The Organization reports restricted contributions as unrestricted support if the restrictions are met in the same year.

Public Support and Revenue

Performance ticket income related to advance ticket sales is deferred and recognized as income on the date of the event. Ticket sales on the date of an event are recognized as income at the time of sale.

Annual membership dues, paid by individuals and local businesses, are generally available for unrestricted use. Membership dues are received throughout the year and renew on an annual basis from the date received. Membership dues are deferred when received and amortized as income over a 12-month period using the straight-line method.

Grants received from government, foundation, corporate and individual sponsors are generally recorded as unrestricted support in the year in which they are received, unless specific donor imposed restrictions on their use are indicated. Grants received from sponsors for future events are deferred and recognized as revenue at the time of the event. Grants received from corporate sponsors from 1999 to 2003 for permanent exhibits in the Kirby Science Discovery Center have been designated by the Board to be used for repairs and maintenance to the existing exhibits or replacement of exhibits. Part of a grant received from a bequest has been designated by the Board to be used for conservation of the Visual Arts Center Permanent Collection.

Concentration of Support

The Organization receives substantial funding from the City of Sioux Falls in the form of unrestricted support. The amount of funding to be received is determined annually through a formal budget process with the City. City entertainment sales tax revenues and general funds provide the source of funds for the City. A significant reduction in City support to the Organization, which could be caused by events such as reduction or reallocation of entertainment sales tax revenues, could have a significant adverse effect on the activities and financial position of the Organization, and make it difficult to find replacement funding in the near term.

Inventory

Inventory consists of gift shop items, beer, liquor, food, fuel oil and various supplies. Inventory is valued at the lower of cost (average cost method) or net realizable value.

Deposits on Exhibits and Guest Artists

Advance payments made on agreements for future exhibits, guest artists and performances are reported as deposits on the statements of financial position, and are charged to expense at the opening of the exhibit or date of the performance.

Investments and Beneficial Interest in Assets Held by Community Foundation

Investments consist of equity securities recorded at fair value. Interest in community foundations represents funds transferred to the Sioux Falls Area Community Foundation by the Organization in which the Organization named itself beneficiary. The Organization granted variance power to the Community Foundation which allows the Community Foundation to modify any condition or restriction on its distributions for any specified charitable purpose or to any specified organization if, in the sole judgment of the Community Foundations' Board of Directors, such restriction or condition becomes unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community. The Fund is held and invested by the Community Foundation for the benefit of the Organization, and is reported at fair value in the statements of financial position, with trust distributions and changes in fair value recognized in the statements of activities.

Fair Value Measurements

Certain assets and liabilities are reported at fair value in the financial statements. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal, or most advantageous, market at the measurement date under current market conditions regardless of whether that price is directly observable or estimated using another valuation technique. Inputs used to determine fair value refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability based on the best information available. A three-tier hierarchy categorizes the inputs as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities that the Organization can access at the measurement date.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, and market-corroborated inputs.

Level 3 – Unobservable inputs for the asset or liability. In these situations, the Organization develops inputs using the best information available in the circumstances.

Property and Equipment

Property and equipment additions over \$1,000 are recorded at cost, or if donated, at fair value on the date of donation. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets ranging from three to forty years, or in the case of capitalized leased assets or leasehold improvements, the lesser of the useful life of the asset or the lease term. When assets are sold or otherwise disposed of, the cost and related depreciation or amortization are removed from the accounts, and any remaining gain or loss is included in the statements of activities. Costs of maintenance and repairs that do not improve or extend the useful lives of the respective assets are expensed currently.

Income Taxes

Washington Pavilion Management, Inc. is a nonprofit organization other than a private foundation that is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. The Organization received its permanent 501(c)(3) status on July 23, 1999. Contributions to the Organization are eligible as deductible charitable contributions for federal income tax purposes. The Organization is annually required to file a Return of Organization Exempt from Income Tax (Form 990) with the IRS. In addition the Organization is subject to income tax on net income that is derived from business activities that are unrelated to its exempt purpose. The Organization files an Exempt Organization Business Income Tax Return (Form 990-T) with the IRS to report its unrelated business taxable income.

Washington Pavilion Management, Inc. believes that it has appropriate support for any tax positions taken affecting is annual filing requirements, and as such, does not have any uncertain tax positions that are material to the financial statements. The Organization would recognize future accrued interest and penalties related to unrecognized tax benefits and liabilities in income tax expense if such interest and penalties are incurred.

Permanent Collection

Permanent collection items mainly consist of works of art maintained by the Visual Arts Center. Purchased collection items are recorded at cost and donated collection items are generally recorded at estimated fair value at the time they are received. Collection items valued at approximately \$4,250 and \$6,000 were donated to the Organization during 2017 and 2016, respectively. Permanent collection items are not revalued based on estimated market value subsequent to the initial year.

Donated Services and In-Kind Contributions

Volunteers contribute significant amounts of time to Organization's program services, administration, and fundraising and development activities; however, the financial statements do not reflect the value of these contributed services because they do not meet recognition criteria prescribed by generally accepted accounting principles. Board members and approximately 260 other volunteers contributed approximately 17,200 hours of their time to the activities of the Organization without compensation during 2017.

Contributed goods are recorded at fair value at the date of donation. The Organization records donated professional services at the respective fair values of the services received. In-kind contributions valued at approximately \$67,200 and \$127,300 were donated to the Organization during 2017 and 2016, respectively. This amount has been recorded in the statements of activities as unrestricted public support.

Advertising Costs

Advertising costs incurred for marketing, printing and promotion costs are expensed in the period the related show or event occurs. The Organization incurred approximately \$616,500 and \$475,700 for marketing, printing and promotion costs in 2017 and 2016, respectively.

Functional Allocation of Expenses

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

Subsequent Events

The Organization has evaluated subsequent events through May 15, 2018, the date the financial statements were available to be issued.

Note 2 - Contributions Receivable

Contributions receivable consist of unconditional promises to give as follows:

	2017	2016
Within one year	\$ 411,161	\$ 241,138
One to five years	885,159	103,170
	1,296,320	344,308
Less: Discount to net present value of 4.75% and 8.00%	(0 .	(2.0.50)
at December 31, 2017 and 2016, respectively	(85,670)	(3,968)
Less: Allowance for uncollectable promises to give	(13,459)	(2,316)
	\$ 1,197,191	\$ 338,024

Note 3 - Property and Equipment

Property and equipment consists of the following:

	2017		2016	
Equipment	\$	210,912	\$	184,091
Visual Arts Center equipment		73,386		73,387
Kirby Science Discovery Center equipment		209,076		208,612
Computers and software		682,691		611,323
Visual Arts Center computers and software		3,720		3,720
Leasehold improvements		290,149		282,782
Performing Arts Center equipment		49,006		49,006
		1,518,940		1,412,921
Less: Accumulated depreciation and amortization		(1,266,833)		(1,170,655)
	\$	252,107	\$	242,266

Note 4 - Lease and Management Agreement

On April 14, 1997, the Organization entered into a Lease and Management Agreement (Agreement) with the City to manage and operate the Pavilion. Under the terms of this agreement, the City agreed to lease the Pavilion and all improvements to the Organization beginning on the opening date (June 1, 1999). All land, buildings, and improvements remain the property of the City. The City is also responsible for all capital improvements. The Organization agreed to provide management services such as negotiating leases, obtaining licenses and permits, hiring and supervising all personnel, maintaining accounting records, maintenance of the building, advertising and promotion, public relations, ticket sales for events, and collecting all revenues. All revenues collected from renting the Pavilion facilities are the property of the Organization, and the Organization is responsible for payment of all taxes and utilities. The Organization also has the exclusive right to operate a concession business. During 2017, a new agreement was signed to extend the lease and management services through December 31, 2022 with the option for an additional renewal by mutual agreements of the parties.

Operations of the Organization are funded in part through entertainment sales tax revenue from the City. The allocation of this revenue is determined annually during the City's budgeting process. The Organization received support totaling \$1,706,895 and \$1,645,950 from the City for 2017 and 2016, respectively.

Note 5 - Line of Credit

The Organization has a \$350,000 working line of credit secured by substantially all assets of the organization. The line of credit expires on July 31, 2018 and charges interest at a variable rate based on the bank's index rate plus 0.25%, with a floor of 3.75% (4.75% at December 31, 2017). The line of credit was unused at December 31, 2017 and 2016.

Note 6 - Commitments

The Organization has entered into various agreements for future performances, films, exhibits, and resident artists. Under these agreements, the Organization is generally required to pay certain costs, such as insurance, and may be required to pay contingent fees based on usage or patronage. As of December 31, 2017, the total minimum contractual amounts due in 2018 were \$571,000. Total minimum contractual amounts due under similar agreements at December 31, 2016 were \$1,114,000.

Note 7 - Beneficial Interest in Assets Held by Community Foundation

Agency Fund

Three endowment funds have been established by outside donors with the Sioux Falls Area Community Foundation ("Foundation") that name the Pavilion as the designated beneficiary of distributions from the endowment. The Foundation distributes up to 5% of the 12 quarter trailing average balance of the endowment to the Organization each year. The aggregate current market value of such transfers, plus income or losses and less distributions and fees was \$276,738 and \$251,102 at December 31, 2017 and 2016, respectively, and is reflected in the Organization's assets as beneficial interest in assets held by Community Foundation.

Designated Fund

Twelve permanent endowment funds have been established by outside donors with the Foundation for the benefit of the Pavilion; however, the Foundation has been given variance power by the donors. Distributions to the Organization will be in accordance with distribution policies for permanent funds adopted by the Foundation. The endowments represent restricted net assets of the Foundation, and the Organization will recognize unrestricted revenue from the endowments as it is received. At December 31, 2017 and 2016, the balance of the funds with the Foundation was \$3,756,552 and \$3,213,423, respectively.

Note 8 - Fair Value of Assets and Liabilities

Assets measured at fair value on a recurring basis at December 31, 2017 and 2016, respectively are as follows:

			2017	 2016
Beneficial interest in assets held by Community F	Foundation	1	\$ 276,738	\$ 251,102
The related fair values of these assets are determined	as follows	:		
	Active	Prices in Markets vel 1)	Other oservable Inputs Level 2)	observable Inputs Level 3)
December 31, 2017 Beneficial interest in assets held by Community Foundation	\$		\$ 	\$ 276,738
December 31, 2016 Beneficial interest in assets held by Community Foundation	\$		\$ 	\$ 251,102

The fair value of the Organization's beneficial interest in assets held by Community Foundation is based on the fair value of fund investments as reported by the Community Foundation (Level 3).

Following is a reconciliation of activity for assets required to be measured at fair value that are based upon significant unobservable (non-market) information for 2017:

	Community Foundation
Balance at December 31, 2015	\$ 245,981
Adjustments to fair market value Distributions received	18,052 (12,931)
Balance at December 31, 2016	251,102
Adjustments to fair market value Distributions received	38,507 (12,871)
Balance at December 31, 2017	\$ 276,738

Note 9 - Employee Benefit Plan

The Organization has a qualified SIMPLE IRA plan, which covers all employees who meet eligibility requirements. Eligible employees may elect to defer a certain percentage of compensation up to a maximum of \$12,500 in 2017 and 2016. The Organization makes a dollar-for-dollar match of the employee contribution each year up to 3% of the employee's eligible wages. The Organization's contributions for 2017 and 2016 were \$38,170 and \$47,653, respectively. The SIMPLE IRA plan was terminated on September 1, 2017.

On January 1, 2018, the Organization adopted a 401(k) plan covering substantially all full-time employees. The plan provides that employees who have attained the age of 21 and completed one month of service may voluntarily contribute a portion of their earnings to the Plan, up to the maximum contribution allowed by the IRS. The Organization will make a matching contribution in amount equal to the employee's contribution up to a maximum matching contribution of 4.5% each year. They will match 100% of the first 3% of employee contributions and 50% of the next 3% of employee contributions.

Note 10 - Temporarily Restricted Net Assets

Temporarily restricted net assets are available for the following purposes or periods at December 31, 2017 and 2016:

	2017		2016	
Subsequent periods - unrestricted use	\$	1,069,398	\$	109,504
Kirby Science Discovery Center programming		81,887		108,637
Visual Arts Center programming		30,324		30,831
Community Learning Center programming		19,881		13,594
Husby Performing Art Center programming		-		14,596
Hearing Loop system for the Mary W. Sommervold Hall				2,131
	\$	1,201,490	\$	279,293

Net assets were released from restrictions as follows during the years ended December 31, 2017 and 2016:

	2017		2016	
Expiration of time restrictions Satisfaction of purpose restrictions	\$	58,445	\$	14,425
Kirby Science Discovery Center programming		73,266		36,000
Visual Arts Center programming		11,784		6,359
Community Learning Center programming		11,452		14,965
Husby Performing Art Center programming		10,000		6,730
Hearing Loop system for the Mary W. Sommervold Hall		2,131		-
	\$	167,078	\$	78,479



Supplementary Information
December 31, 2017 and 2016
Washington Pavilion
Management, Inc.



Independent Auditor's Report on Supplementary Information

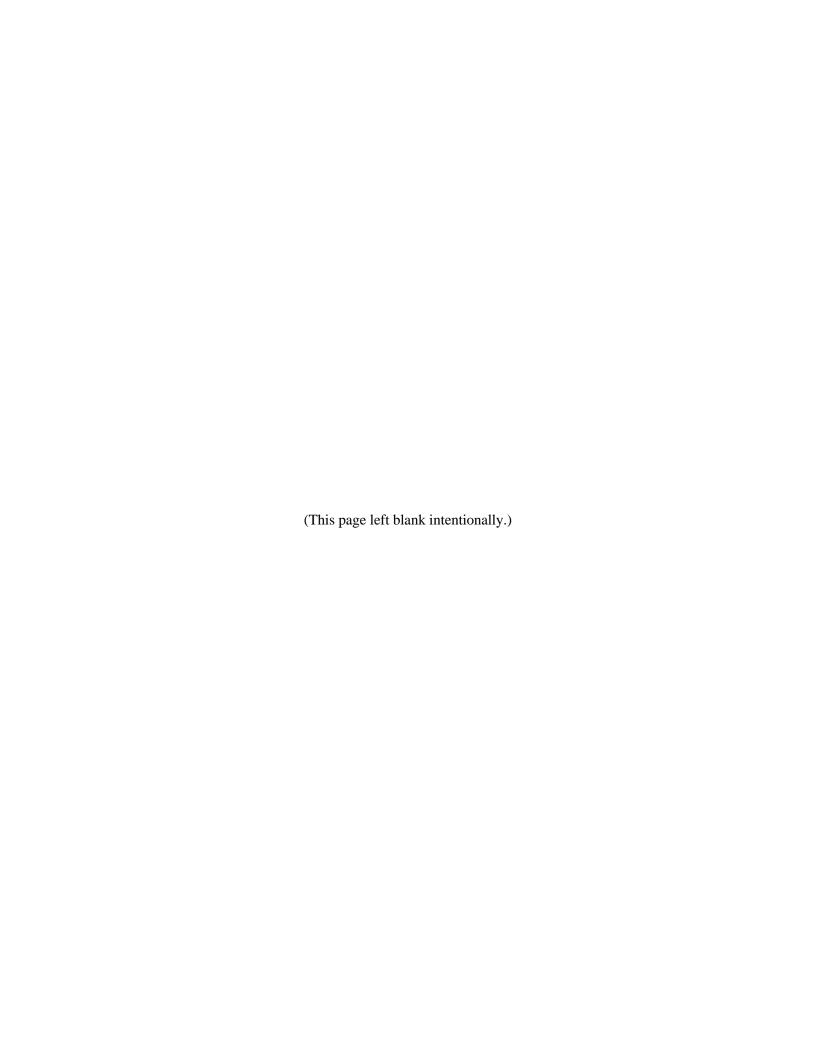
The Board of Trustees Washington Pavilion Management, Inc. Sioux Falls, South Dakota

We have audited the financial statements of Washington Pavilion Management, Inc. as of and for the years ended December 31, 2017 and 2016, and our report thereon dated May 15, 2018, which expressed an unmodified opinion on those financial statements appears on page 1. Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The Schedules of Financial Position by Fund, Activities by Fund, and Functional Expenses on pages 17 through 22 are presented for the purposes of additional analysis and are not a required part of the 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 financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Sioux Falls, South Dakota

Esde Saelly LLP

May 15, 2018



Assets	Unrestricted Fund	Permanent Collection Fund	Special Projects Fund
Current Accets			
Current Assets Cash and cash equivalents Contributions receivable, net of allowance	\$ 2,034,211	\$ -	\$ -
and discount Accounts receivable, net of allowance	50,376 183,705	1,500	
Due from other funds Inventory	43,803	(1,300)	44,686
Prepaid expenses	96,322	-	-
Deposits on exhibits and guest artists	5,475		
Total current assets	2,413,892	200	44,686
Net Property and Equipment	252,107		
Other Assets			
Contributions receivable, net of allowance and discount	-	-	-
Beneficial interest in assets held by Community Foundation			
Permanent collection		1,075,764	
Total other assets	_	1,075,764	
	\$ 2,665,999	\$ 1,075,964	\$ 44,686
Liabilities and Net Assets			
Current Liabilities			
Accounts payable	\$ 229,759	\$ -	\$ -
Accrued expenses	331,048	-	-
Due to other funds Deferred revenue	438,061 1,650,158	-	-
Total current liabilities	2,649,026		
	2,049,020		
Net Assets Unrestricted	16,973	1,075,964	44,686
Temporarily restricted	10,973	1,073,904	-
Permanently restricted			
Total net assets	16,973	1,075,964	44,686
	\$ 2,665,999	\$ 1,075,964	\$ 44,686

Board esignated Fund	Total inrestricted Before liminations	emporarily Restricted Fund	rmanently estricted Fund	El	iminations_	Total
\$ 201,962	\$ 2,236,173	\$ -	\$ -	\$	-	\$ 2,236,173
340,000	50,376 185,205 383,386 43,803 96,322 5,475	360,785 54,675 - -	- - - -		(438,061) - -	411,161 185,205 43,803 96,322 5,475
541,962	3,000,740	415,460	_		(438,061)	2,978,139
 _	 252,107	 	 			 252,107
-	-	786,030	-		-	786,030
-	- 1,075,764	-	276,738		-	276,738 1,075,764
-	1,075,764	786,030	276,738		-	2,138,532
\$ 541,962	\$ 4,328,611	\$ 1,201,490	\$ 276,738	\$	(438,061)	\$ 5,368,778
\$ - - - -	\$ 229,759 331,048 438,061 1,650,158 2,649,026	\$ - - - -	\$ - - - -	\$	(438,061) - (438,061)	\$ 229,759 331,048 - 1,650,158 2,210,965
 	 2,047,020	 	 		(+30,001)	 2,210,703
541,962	1,679,585	1,201,490 -	 276,738		- - -	1,679,585 1,201,490 276,738
541,962	 1,679,585	 1,201,490	276,738			 3,157,813
\$ 541,962	\$ 4,328,611	\$ 1,201,490	\$ 276,738	\$	(438,061)	\$ 5,368,778

	Unrestricted Fund	Permanent Collection Fund	Special Projects Fund		
Assets					
Current Assets Cash and cash equivalents Contributions receivable, net of allowance and discount Accounts receivable, net of allowance Due from other funds Inventory Prepaid expenses	\$ 1,995,548 112,662 148,261 52,402 155,079	\$ - - - - -	\$ - - 44,686 - -		
Deposits on exhibits and guest artists	33,600				
Total current assets	2,497,552		44,686		
Net Property and Equipment	242,266				
Other Assets Contributions receivable, net of allowance and discount Beneficial interest in assets held by Community Foundation Permanent collection	- - -	1,067,165	- - -		
Total other assets		1,067,165			
Liabilities and Net Assets Current Liabilities	\$ 2,739,818	\$ 1,067,165	\$ 44,686		
Accounts payable Accrued expenses Due to other funds Deferred revenue	\$ 251,372 366,466 148,617 2,096,714	\$ - - - -	\$ - - - -		
Total current liabilities	2,863,169				
Net Assets Unrestricted Temporarily restricted Permanently restricted	(123,351)	1,067,165	44,686 - -		
Total net assets	(123,351)	1,067,165	44,686		
	\$ 2,739,818	\$ 1,067,165	\$ 44,686		

 Board esignated Fund	Total nrestricted Before liminations		mporarily estricted Fund		rmanently estricted Fund	El	iminations	Total
\$ 150,738	\$ 2,146,286	\$	-	\$	-	\$	-	\$ 2,146,286
50,000	112,662 148,261 94,686 52,402 155,079		128,476 53,931		- - - -		- (148,617) - -	241,138 148,261 52,402 155,079
 200.720	 33,600		102 407				(1.40, (1.7)	 33,600
 200,738	 2,742,976	-	182,407	•			(148,617)	 2,776,766
 	 242,266							 242,266
-	-		96,886		-		-	96,886
- -	1,067,165		<u>-</u>		251,102		- -	251,102 1,067,165
-	1,067,165		96,886		251,102		-	1,415,153
\$ 200,738	\$ 4,052,407	\$	279,293	\$	251,102	\$	(148,617)	\$ 4,434,185
\$ - - - -	\$ 251,372 366,466 148,617 2,096,714	\$	- - - -	\$	- - - -	\$	- (148,617) -	\$ 251,372 366,466 - 2,096,714
	 2,863,169						(148,617)	 2,714,552
200,738	1,189,238		279,293		251,102		- - -	1,189,238 279,293 251,102
 200,738	 1,189,238		279,293		251,102			 1,719,633
\$ 200,738	\$ 4,052,407	\$	279,293	\$	251,102	\$	(148,617)	\$ 4,434,185

	U	nrestricted Fund	Permanent Collection Fund	Special Projects Fund	
Public Support, Revenue and Other					
Public support					
City of Sioux Falls	\$	1,706,895	\$ -	\$	-
Contributions		953,189	1,700		-
Donated goods and services		67,226	4,250		-
Special events (net of direct cost of \$45,554)		115,120	-		-
Government grants		140,534	1,500		-
Private grants		43,916	-		-
Net assets released from restrictions		167,078	 		
Total public support		3,193,958	7,450		
Revenue and other					
Performance ticket income		3,741,428	_		_
Admissions		309,552	_		_
Sale of services		490,343	-		-
Facility rental		317,972	-		_
Membership dues		208,725	-		-
Retail services		,			
(net of direct costs of \$245,039)		671,361	-		-
Educational		323,841	_		_
Unrealized gain on investments		-	_		_
Miscellaneous revenue		2,849	_		_
Total revenue and other		6,066,071	-		-
Total public support, revenue and other		9,260,029	 7,450		
Expenses					
Program services					
Visual Arts Center		566,898	-		-
Husby Performing Arts Center		4,048,744	-		-
Kirby Science Discovery Center		908,438	-		_
Community Engagement & Learning		683,122	-		-
Membership		66,662	-		_
Box Office and events		683,553	-		_
Retail services		534,329	-		-
General and administrative		1,044,336	-		-
Fundraising		242,274	-		-
Total expenses		8,778,356			
Increase in Net Assets Before Transfers		481,673	7,450		-
Board Designated Fund Transfer		(341,349)	1,349		-
Net Assets, Beginning of Year		(123,351)	1,067,165		44,686
Net Assets, End of Year	\$	16,973	\$ 1,075,964	\$	44,686

Board Designated Fund		Total Unrestricted Before Eliminations		Temporarily Restricted Fund		rmanently estricted Fund	Total		
\$ - - -	\$	1,706,895 954,889 71,476 115,120	\$	1,077,775	\$	- - -	\$	1,706,895 2,032,664 71,476 115,120	
 - - <u>-</u>		142,034 43,916 167,078	1	1,000 10,500 (167,078)		- - -		143,034 54,416	
 		3,201,408		922,197				4,123,605	
<u>-</u>		3,741,428 309,552		-		-		3,741,428 309,552	
- -		490,343 317,972 208,725		-		-		490,343 317,972 208,725	
- -		671,361		- -		-		671,361	
- -		323,841		- -		25,636		323,841 25,636	
1,224 1,224		4,073 6,067,295		<u>-</u>		25,636		4,073 6,092,931	
 1,224		9,268,703		922,197		25,636		10,216,536	
-		566,898		-		_		566,898	
-		4,048,744		-		-		4,048,744	
-		908,438		-		-		908,438	
-		683,122		-		-		683,122 66,662	
-		66,662 683,553		-		- -		683,553	
-		534,329		_		_		534,329	
_		1,044,336		_		_		1,044,336	
_		242,274		-		_		242,274	
-		8,778,356		-		-		8,778,356	
1,224		490,347		922,197		25,636		1,438,180	
340,000		-		-		-		-	
200,738		1,189,238		279,293		251,102		1,719,633	
\$ 541,962	\$	1,679,585	\$	1,201,490	\$	276,738	\$	3,157,813	

	U:	nrestricted Fund	Permanent Collection Fund	Special Projects Fund		
Public Support, Revenue and Other						
Public support						
City of Sioux Falls	\$	1,645,950	\$ -	\$	-	
Contributions		909,838	3,498		-	
Donated goods and services		127,291	6,000		-	
Special events (net of direct cost of \$44,470)		120,269	-		-	
Government grants		136,292	1,330		-	
Private grants		108,652	-		-	
Net assets released from restrictions		78,479				
Total public support		3,126,771	10,828			
Revenue and other						
Performance ticket income		2,405,265	-		-	
Admissions		286,072	-		-	
Sale of services		563,998	_		_	
Facility rental		298,744	-		-	
Membership dues		181,360	_		_	
Retail services						
(net of direct costs of \$241,003)		609,480	_		_	
Educational		319,355	_		_	
Unrealized gain on investments		-	_		=	
Miscellaneous revenue		4,172	_		=	
Total revenue and other		4,668,446				
			10.020	-		
Total public support, revenue and other		7,795,217	 10,828			
Expenses						
Program services						
Visual Arts Center		622,977	-		-	
Husby Performing Arts Center		2,936,670	-		-	
Kirby Science Discovery Center		954,195	-		-	
Community Engagement & Learning		761,077	-		-	
Membership		54,435	-		-	
Box Office and events		716,094	-		-	
Retail services		529,407	-		-	
General and administrative		956,883	-		-	
Fundraising		210,100				
Total expenses		7,741,838	 			
Increase in Net Assets Before Transfers		53,379	10,828		-	
Board Designated Fund Transfer		(50,000)	-		-	
Net Assets, Beginning of Year		(126,730)	1,056,337		44,686	
Net Assets, End of Year	\$	(123,351)	\$ 1,067,165	\$	44,686	

Board Designated Fund	d 	Total Unrestricted Before Eliminations		Temporarily Restricted Fund		nanently stricted Fund	Total		
\$	-	\$ 1,645,950	\$	-	\$	-	\$	1,645,950	
	-	913,336		98,697		-		1,012,033	
	-	133,291		-		-		133,291	
	-	120,269 137,622		-		-		120,269 137,622	
	-	108,652		113,000		-		221,652	
	_	78,479		(78,479)		-		221,032	
	<u> </u>	3,137,599		133,218				3,270,817	
		3,137,377		133,210				3,270,017	
	-	2,405,265		-		-		2,405,265	
	-	286,072		-		-		286,072	
	-	563,998		-		-		563,998	
	-	298,744		-		-		298,744	
	-	181,360		-		-		181,360	
	-	609,480		-		-		609,480	
	-	319,355		-		-		319,355	
	-	-		-		5,121		5,121	
35		4,523						4,523	
35	51	4,668,797		=		5,121		4,673,918	
35	51	7,806,396		133,218		5,121	,	7,944,735	
	-	622,977		-		-		622,977	
	-	2,936,670		-		-		2,936,670	
	-	954,195		-		-		954,195	
	-	761,077		-		-		761,077	
	-	54,435		-		-		54,435	
	-	716,094		-		-		716,094	
	-	529,407		-		-		529,407	
	-	956,883		-		-		956,883	
		210,100		-		-		210,100	
		7,741,838				-		7,741,838	
35	51	64,558		133,218		5,121		202,897	
50,00	00	-		-		-		-	
150,38	<u> </u>	1,124,680		146,075		245,981		1,516,736	
\$ 200,73	38	\$ 1,189,238	\$	279,293	\$	251,102	\$	1,719,633	

		Program Services									
		Visual ts Center	Husby Performing Arts Center		D	by Science iscovery Center	En	ommunity gagement Learning	Me	mbership	
Salaries	\$	217,294	\$	760,465	\$	363,593	\$	444,430	\$	28,296	
Payroll taxes and insurance	Ψ	21,835	Ψ	76,265	Ψ	38,153	Ψ	42,049	Ψ	2,258	
Employee benefits		26,397		80,133		32,316		48,941		6,003	
Total salaries and benefits		265,526		916,863		434,062		535,420		36,557	
Program expense		75,498		2,159,186		126,278		84,459		_	
Marketing, printing and promotion		33,598		471,949		75,258		24,416		7,509	
Utilities		90,643		152,445		123,604		8,240		-	
Security		18,576		49,205		25,080		1,971		-	
Equipment repairs and purchases		30,205		56,787		40,407		3,788		-	
Bank fees		2,102		122,337		9,573		4,042		8,006	
Communications		5,314		11,235		8,021		1,643		-	
Supplies		6,938		12,794		10,441		631		-	
Office expense		4,310		6,042		5,214		4,254		4,092	
Insurance		7,192		10,655		16,469		2,204		-	
Postage and shipping		934		364		310		579		6,223	
Development		-		-		340		-		3,806	
Staff and volunteer development		312		10,312		1,709		931		-	
Depreciation and amortization		13,784		27,907		21,683		5,525		366	
Travel and entertainment		2,862		19,253		1,185		2,615		-	
Professional fees		-		-		-		-		-	
Consultant fees		479		-		-		-		-	
Other employee expenses		2,386		3,442		1,798		1,297		103	
Box office expense		-		-		-		-		-	
Bad debts, net of recoveries		(239)		402		-		240		-	
Other expense		6,478		17,566		7,006		867			
	\$	566,898	\$	4,048,744	\$	908,438	\$	683,122	\$	66,662	

ox Office nd Events	Retail Services		Total		General and Administrative		Fundraising		Total						
\$ 478,957 45,272 56,032	\$	369,769 37,988 20,328	\$ 2,662,804 263,820 270,150	\$	\$ 661,783 49,841 75,570		49,841		49,841		49,841		172,228 11,618 25,755	\$	3,496,815 325,279 371,475
580,261		428,085	3,196,774		787,194		209,601		4,193,569						
3,255 1,818 8,240		1,953 20,601	2,448,676 616,501 403,773		1,252 - 8,240		- - -		2,449,928 616,501 412,013						
1,660 5,618 8,967		4,320 5,564 6,958	100,812 142,369 161,985		1,660 15,214 15,148		-		102,472 157,583 177,133						
7,434 7,859		2,386 25,315	36,033 63,978		5,767 631		864		42,664 64,609						
7,871 719		1,365 2,337	33,148 39,576		27,953 7,566		1,023		62,124 47,142						
2,876 - 1,436		34 - 365	11,320 4,146 15,065		3,131 - 15,314		4,957 20,968 1,150		19,408 25,114 31,529						
10,192 1,747		9,147 282	88,604 27,944		7,574 12,896		1,993		96,178 42,833						
13,948 1,604		1,590	14,427 12,220		23,883 89,561 13,528		702 729		23,883 104,690 26,477						
3,169 500		-	3,169 903		- -		-		3,169 903						
\$ 14,379 683,553	\$	24,027 534,329	\$ 70,323 7,491,746	\$	7,824 1,044,336	\$	287 242,274	\$	78,434 8,778,356						

				Prog	ram Services				
	Visual Arts Center		Husby Performing Arts Center		by Science viscovery Center	Community Engagement & Learning		Membership	
Salaries	\$	283,616	\$ 687,520	\$	402,843	\$	425,496	\$	20,351
Payroll taxes and insurance		27,734	67,714		38,807		39,135		2,262
Employee benefits		32,694	 67,560		34,338		50,445		5,850
Total salaries and benefits		344,044	822,794		475,988		515,076		28,463
Program expense		31,248	1,275,402		105,879		75,940		-
Marketing, printing and promotion		21,790	267,697		50,032		120,729		8,041
Utilities		95,397	160,440		130,086		8,672		-
Security		41,806	81,893		56,592		4,228		-
Equipment repairs and purchases		34,559	67,083		46,603		6,793		3,127
Bank fees		2,653	145,073		9,807		4,270		6,111
Communications		7,076	12,729		9,387		1,532		-
Supplies		6,632	12,359		10,107		612		-
Office expense		4,763	5,572		4,859		4,615		4,186
Insurance		7,327	10,894		17,012		2,104		-
Postage and shipping		1,185	557		341		2,000		3,873
Development		-	-		-		-		542
Staff and volunteer development		882	9,218		3,577		1,518		-
Depreciation and amortization		16,810	32,807		22,833		6,024		92
Travel and entertainment		1,128	13,367		3,088		3,557		-
Professional fees		-	-		-		-		-
Consultant fees		192	323		262		17		-
Other employee expenses		350	6,464		1,614		2,690		-
Box office expense		-	-		756		_		-
Bad debts, net of recoveries		(7)	(7)		(7)		-		-
Other expense		5,142	 12,005		5,379		700		
	\$	622,977	\$ 2,936,670	\$	954,195	\$	761,077	\$	54,435

ox Office nd Events	Retail Services		Total		General and Administrative		Fundraising		Total	
\$ 453,445	\$	355,955	\$ 2,629,226	\$	606,641	\$	151,230	\$	3,387,097	
41,739 59,724		35,014 28,129	252,405 278,740		46,013 63,588		12,130 13,301		310,548 355,629	
62,72.		20,122			00,000		10,001			
554,908		419,098	3,160,371	716,242			176,661		4,053,274	
3,888		-	1,492,357		2,982		-		1,495,339	
6,928		445	475,662		-		-		475,662	
8,672		21,681	424,948		8,672		-		433,620	
3,810		9,459	197,788		3,864		33		201,685	
40,669		16,638	215,472		23,364		3,000		241,836	
6,636		5,861	180,411		13,752		-		194,163	
7,127		2,164	40,015		5,759		720		46,494	
4,553		19,937	54,200		612		-		54,812	
5,743		1,872	31,610		18,387		1,798		51,795	
742		2,267	40,346		7,598		_		47,944	
3,822		154	11,932		4,112		5,090		21,134	
-		-	542		-		15,014		15,556	
2,319		136	17,650		16,005		1,733		35,388	
10,988		13,416	102,970		6,701		_		109,671	
2,102		78	23,320		13,520		1,210		38,050	
_		-	-		32,223		_		32,223	
37,241		44	38,079		75,057		3,674		116,810	
2,472		2,409	15,999		3,469		_		19,468	
5,536		-	6,292		-		-		6,292	
2,087		-	2,066		-		1,000		3,066	
5,851		13,748	 42,825		4,564		167		47,556	
\$ 716,094	\$	529,407	\$ 6,574,855	\$	956,883	\$	210,100	\$	7,741,838	