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Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
 Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.
 Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047
2013
Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 07-01-2013, 2013, and ending 06-30-2014

| | | | |
|---|---|--|---|
| B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | C Name of organization PHOENIX ART MUSEUM | | D Employer identification number 86-0072608 |
| | Doing Business As | | E Telephone number (602) 257-1880 |
| | Number and street (or P O box if mail is not delivered to street address) Room/suite 1625 N CENTRAL AVENUE | | |
| | City or town, state or province, country, and ZIP or foreign postal code PHOENIX, AZ 850041685 | | G Gross receipts \$ 11,926,360 |

| | |
|---|--|
| F Name and address of principal officer GARY EGAN 1625 N CENTRAL AVENUE PHOENIX, AZ 850041685 | H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number |
|---|--|

I Tax-exempt status: 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527

J Website: WWW PHXART ORG

K Form of organization: Corporation Trust Association Other **L** Year of formation: 1949 **M** State of legal domicile: AZ

Part I Summary

1 Briefly describe the organization's mission or most significant activities
 PHOENIX ART MUSEUM IS A VIBRANT DESTINATION CONNECTING PEOPLE TO GREAT ART FROM AROUND THE WORLD TO ENRICH THEIR LIVES AND COMMUNITIES THIS VISION IS SUPPORTED BY FOUR STRATEGIC PILLARS WHICH ARE
 1 EXCEPTIONAL ART - TO CELEBRATE THE HIGHEST QUALITY VISUAL ART THROUGH OUTSTANDING EXHIBITIONS, ACQUISITIONS AND COLLECTION STEWARDSHIP 2 ENRICHMENT AND LEARNING - TO CREATE A NATIONALLY RECOGNIZED MODEL FOR ENHANCING EXPERIENCE OF THE VISUAL ARTS THROUGH INTERPRETATION, ENGAGED LEARNING, AND ENRICHMENT 3 BROAD AUDIENCE - TO ATTRACT THE BROADEST POSSIBLE AUDIENCE TO THE MUSEUM AS CONSISTENT AND ENTHUSIASTIC PARTICIPANTS 4 FISCAL STABILITY AND ORGANIZATIONAL EXCELLENCE - TO ACHIEVE AND MAINTAIN A STRONG FINANCIAL FOUNDATION

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets

| | | |
|--|-----------|--------|
| 3 Number of voting members of the governing body (Part VI, line 1a) | 3 | 47 |
| 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 47 |
| 5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) | 5 | 162 |
| 6 Total number of volunteers (estimate if necessary) | 6 | 2,782 |
| 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 26,590 |
| b Net unrelated business taxable income from Form 990-T, line 34 | 7b | 5,749 |

| | | Prior Year | Current Year |
|-----------|--|------------|--------------|
| 8 | Contributions and grants (Part VIII, line 1h) | 5,491,850 | 6,348,004 |
| 9 | Program service revenue (Part VIII, line 2g) | 2,102,120 | 3,176,952 |
| 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 7,982 | 7,505 |
| 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 800,655 | 1,004,990 |
| 12 | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 8,402,607 | 10,537,451 |

| | | | |
|------------|---|-----------|------------|
| 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 0 | 0 |
| 14 | Benefits paid to or for members (Part IX, column (A), line 4) | 0 | 0 |
| 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 4,621,397 | 4,557,467 |
| 16a | Professional fundraising fees (Part IX, column (A), line 11e) | 10,523 | 0 |
| b | Total fundraising expenses (Part IX, column (D), line 25) <u>929,479</u> | | |
| 17 | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 4,420,417 | 6,663,939 |
| 18 | Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | 9,052,337 | 11,221,406 |
| 19 | Revenue less expenses Subtract line 18 from line 12 | -649,730 | -683,955 |

| | | Beginning of Current Year | End of Year |
|-----------|---|---------------------------|-------------|
| 20 | Total assets (Part X, line 16) | 10,575,318 | 9,557,942 |
| 21 | Total liabilities (Part X, line 26) | 6,163,272 | 6,317,321 |
| 22 | Net assets or fund balances Subtract line 21 from line 20 | 4,412,046 | 3,240,621 |

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

| | | |
|------------------|--|--------------------|
| Sign Here | ***** Signature of officer | 2015-05-12 Date |
| | GARY EGAN DEPUTY DIRECTOR OF FINANCE & ADMIN Type or print name and title | |

| | | | | | |
|-------------------------------|---|----------------------|------|---|-------------------|
| Paid Preparer Use Only | Print/Type preparer's name PHIL MCCOLLUM CPA | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN P00129716 |
| | Firm's name CLIFTONLARSONALLEN LLP | | | Firm's EIN 41-0746749 | |
| | Firm's address 20 E THOMAS RD STE 2300 PHOENIX, AZ 85012 | | | Phone no (602) 266-2248 | |

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission
SEE SCHEDULE O FOR THE MISSION STATEMENT

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?
If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 1,811,042 including grants of \$) (Revenue \$)
SEE SCHEDULE O

4b (Code) (Expenses \$ 297,373 including grants of \$) (Revenue \$)
SEE SCHEDULE O

4c (Code) (Expenses \$ 95,964 including grants of \$) (Revenue \$)
SEE SCHEDULE O

(Code) (Expenses \$ 875,792 including grants of \$) (Revenue \$ 381,320)
GIFT SHOP AND MUSEUM STORE - DESIGNED TO GIVE VISITORS A MORE IN DEPTH KNOWLEDGE OF THE VISUAL ARTS AND OF THE SUBJECTS DISCUSSED IN THE MUSEUM'S COLLECTIONS AND EXHIBITIONS THE EDUCATIONAL MERCHANDISE, UNIQUE MEMORABILIA AND EXHIBITION SPECIFIC ITEMS ALLOW FOR THE CONTINUATION OF THE MUSEUM EXPERIENCE AT HOME

(Code) (Expenses \$ 95,238 including grants of \$) (Revenue \$)
THE ART OF VIDEO GAMES, WHICH TRAVELS FROM THE SMITHSONIAN AMERICAN ART MUSEUM, IS ONE OF THE FIRST EXHIBITIONS TO EXPLORE THE FORTY-YEAR EVOLUTION OF VIDEO GAMES AS AN ARTISTIC MEDIUM, WITH A FOCUS ON STRIKING VISUAL EFFECTS AND THE CREATIVE USE OF NEW TECHNOLOGIES IT FEATURES SOME OF THE MOST INFLUENTIAL ARTISTS AND DESIGNERS DURING FIVE ERAS OF GAME TECHNOLOGY, FROM EARLY PIONEERS TO CONTEMPORARY DESIGNERS THE EXHIBITION FOCUSES ON THE INTERPLAY OF GRAPHICS, TECHNOLOGY AND STORYTELLING THROUGH SOME OF THE BEST GAMES FOR TWENTY GAMING SYSTEMS RANGING FROM THE ATARI VCS TO THE PLAYSTATION 3 EIGHTY GAMES, SELECTED WITH THE HELP OF THE PUBLIC, DEMONSTRATE THE EVOLUTION OF THE MEDIUM THE GAMES ARE PRESENTED THROUGH STILL IMAGES AND VIDEO FOOTAGE IN ADDITION, THE GALLERIES WILL INCLUDE VIDEO INTERVIEWS WITH TWENTY DEVELOPERS AND ARTISTS, LARGE PRINTS OF IN-GAME SCREEN SHOTS, AND HISTORIC GAME CONSOLES CHRIS MELISSINOS, FOUNDER OF PAST PIXELS AND COLLECTOR OF VIDEO GAMES AND GAMING SYSTEMS, IS THE CURATOR OF THE EXHIBITION

(Code) (Expenses \$ 87,229 including grants of \$) (Revenue \$)
THE 2013 WEST SELECT A WESTERN ART INVITATIONAL SALE AND EXHIBITION - EXPLORE THE DIVERSITY AND MAGNIFICENCE OF THE AMERICAN WEST IN THE WEST SELECT, AN EXHIBITION AND SET-PRICE FUNDRAISING SALE FEATURING CONTEMPORARY WESTERN ART ORGANIZED BY PHOENIX ART MUSEUM AND PRESENTED BY THE MEN'S ARTS COUNCIL, A MUSEUM SUPPORT ORGANIZATION

(Code) (Expenses \$ 78,740 including grants of \$) (Revenue \$)
XUL SOLAR AND JORGE LUIS BORGES, THE ART OF FRIENDSHIP - THE MYSTIC ARTIST XUL SOLAR (1887-1963) WAS BORN OSCAR AGUSTO ALEJANDRO SCHULZ SOLARI IN BUENOS AIRES FIRST EDUCATED AS A MUSICIAN AND LATER AS AN ARCHITECT BEFORE WORKING AS A SCHOOLTEACHER, HE TRAVELED THROUGHOUT EUROPE, WHERE HE ADOPTED THE PSEUDONYM XUL SOLAR, A PLAY ON SCHULZ SOLARI, WITH A NOD TO THE BRILLIANT LUMINOSITY OF THE SUN AS AN ARTIST, BOTH AS A PAINTER AND A SCULPTOR, SOLAR FIRST EXHIBITED HIS WORK IN MILAN IN 1920, AND THUS BEGAN AN EXPANSIVE, IMAGINATIVE CAREER AND BODY OF WORK OFTEN INCORPORATING ELEMENTS OF ASTROLOGY AND EASTERN RELIGIONS, HIS ART FEATURES AN ETHEREAL, MYSTICAL QUALITY SOLAR MET JORGE LUIS BORGES (1899-1986) IN 1924, AFTER BOTH RETURNED TO BUENOS AIRES FROM EUROPE BORGES, A SHORT STORY WRITER, ESSAYIST AND POET, ALSO BORN IN BUENOS AIRES, WAS KNOWN FOR HIS ENGAGEMENT WITH PHILOSOPHICAL LITERATURE AS WELL AS THE ELEMENTS OF MAGICAL REALISM THAT PERVADE HIS WORK THE TWO MEN MET THROUGH THE LITERARY AND ARTISTIC CIRCLES OF THE JOURNAL-MAGAZINE MARTIN FIERRO IN THE SEARCH OF A NEW ARGENTINE IDENTITY, BORGES AND SOLAR, ALONG WITH OTHER MARTINFIERRISTAS DEVELOPED A NEO-CREOLE IDENTITY THAT FUSED EUROPEAN MODERNISM WITH ARGENTINE NATIONALISM AND GAUCHO CULTURE INCLUDING WORKS RARELY SEEN OUTSIDE OF ARGENTINA, THIS EXHIBITION TELLS THE STORY OF THE CREATIVE SYMBIOSIS THAT RESULTED FROM A LIFELONG FRIENDSHIP AND INTELLECTUAL EXCHANGE BETWEEN ARGENTINES XUL SOLAR, ARTIST, AND JORGE LUIS BORGES, WRITER IT INCLUDES PAINTINGS, PUBLICATIONS, LETTERS, AND OTHER OBJECTS, WHICH ILLUSTRATE THE INFLUENCE EACH CREATOR HAD ON THE WORK OF HIS CONFIDANT BOTH MEN ARE CONSIDERED TWO OF THE MOST IMPORTANT CULTURAL FIGURES OF THE 20TH CENTURY IN BUENOS AIRES, WHOSE IMPACT ON ART, LITERATURE AND ARGENTINE CULTURE IS STILL FELT TODAY THE EXHIBITION IS ORGANIZED BY THE MUSEO XUL SOLAR, BUENOS AIRES, AND THE AMERICAS SOCIETY, NEW YORK, AND IS CURATED BY GABRIELA RANGEL, DIRECTOR OF VISUAL ARTS AND CHIEF CURATOR AT AMERICAS SOCIETY ITS PHOENIX PREMIERE IS ORGANIZED AND DIRECTED BY VANESSA DAVIDSON, PHD, CURATOR OF LATIN AMERICAN ART AT PHOENIX ART MUSEUM

(Code) (Expenses \$ 112,322 including grants of \$) (Revenue \$)
THE MUSEUM HAD A NUMBER OF OTHER SPECIAL EXHIBITS INCLUDING WILLIAM H JOHNSON, AN AMERICAN MODERN, \$29,505 SEE, HEAR, FEEL THE PHOTOGRAPHS OF DEBRA BLOOMFIELD AND CHRISTOPHER CHURCHILL, \$25,982 THE CAPE, \$20,677 RUFINO TAMAYO MASTER PRINTMAKER, \$10,504 QUIET RAGE, GENTLE WAIL PRINTS AND MASKS OF JAPANESE NOH THEATRE, \$10,307 GENE KLOSS, IN LIGHT AND SHADOW, \$8,148 THE PROCESS AND THE PAGE DEVELOPING PHOTOGRAPHIC BOOKS, \$7,199

(Code) (Expenses \$ 0 including grants of \$) (Revenue \$)
THE MUSEUM ALSO MADE A NUMBER OF NOTEWORTHY ART ACQUISITIONS THAT ARE NOT RECORDED TO PROGRAM EXPENSES AHMED ALSAUDANIBORN 1975UNTITLED2013ACRYLIC AND CHARCOAL ON CANVAS73 1/4 X 97 1/4 IN (186 1 X 247 CM)KEHINDE WILEYAMERICAN, BORN 1977MEMLING AFTER MEMLING'S PORTRAIT OF A MAN WITH A COIN OF THE EMPEROR NERO2013MEMLING AFTER MEMLING'S PORTRAIT OF MAARTEN VAN NIEUWENHOVE2013MEMLING AFTER MEMLING'S PORTRAIT OF A MAN IN A RED HAT2013OIL ON WOOD PANEL IN ARTIST DESIGNED HAND-FABRICATED FRAME WITH 22K GOLD LEAF GILDINGNATHAN MABRY, TWO VESSELSTWO VESSELS (UNPACKED) IS A NEW BRONZE SCULPTURE MADE FOR PRODUCTION MABRY'S RECENT EXHIBITION AT THE NASHER SCULPTURE CENTER IN DALLAS (APRIL 13 - JULY 7, 2013) BLUE AND WHITE LARGE VASE AND COVERUNKNOWN, DUTCHDELFT BLUE AND WHITE VASE COVER, C 1660FAIENCE STONWAREMUSEUM PURCHASE WITH FUNDS PROVIDED BY COLLECTOR'S STUDY CLUB AND FRIENDS OF EUROPEAN ARTOBJECT NUMBER 2014 37 A-B

(Code) (Expenses \$ 4,872,758 including grants of \$) (Revenue \$ 3,176,952)
REMAINING PROGRAM REVENUES AND EXPENSES OF THE MUSEUM THAT HAVE NOT BEEN ALLOCATED TO A SPECIFIC EXHIBIT

4d Other program services (Describe in Schedule O)
(Expenses \$ 6,122,079 including grants of \$) (Revenue \$ 3,558,272)

4e Total program service expenses 8,326,458

Part IV Checklist of Required Schedules

| | Yes | No |
|---|-----|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> <input checked="" type="checkbox"/> | Yes | |
| 2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/> | Yes | |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> | | No |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> | | No |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> | | No |
| 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> <input checked="" type="checkbox"/> | | No |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> <input checked="" type="checkbox"/> | | No |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> <input checked="" type="checkbox"/> | Yes | |
| 9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> <input checked="" type="checkbox"/> | | No |
| 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> <input checked="" type="checkbox"/> | Yes | |
| 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable | | |
| a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> <input checked="" type="checkbox"/> | Yes | |
| b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> <input checked="" type="checkbox"/> | | No |
| c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> <input checked="" type="checkbox"/> | | No |
| d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> <input checked="" type="checkbox"/> | Yes | |
| e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/> | Yes | |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/> | | No |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> <input checked="" type="checkbox"/> | | No |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> <input checked="" type="checkbox"/> | Yes | |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | | No |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? | | No |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> | | No |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> | | No |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i> | | No |
| 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i> <input checked="" type="checkbox"/> | | No |
| 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> <input checked="" type="checkbox"/> | Yes | |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> <input checked="" type="checkbox"/> | | No |
| 20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> | | No |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | | |

Part IV Checklist of Required Schedules (continued)

| | | | | |
|------------|--|------------|-----|----|
| 21 | Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> | 21 | | No |
| 22 | Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> | 22 | | No |
| 23 | Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> | 23 | Yes | |
| 24a | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> | 24a | | No |
| b | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | 24b | | |
| c | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | 24c | | |
| d | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | 24d | | |
| 25a | Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> | 25a | | No |
| b | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> | 25b | | No |
| 26 | Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i> | 26 | | No |
| 27 | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> | 27 | | No |
| 28 | Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) | | | |
| a | A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | 28a | | No |
| b | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | 28b | | No |
| c | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> | 28c | | No |
| 29 | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | 29 | Yes | |
| 30 | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> | 30 | Yes | |
| 31 | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | 31 | | No |
| 32 | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> | 32 | | No |
| 33 | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> | 33 | | No |
| 34 | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> | 34 | Yes | |
| 35a | Did the organization have a controlled entity within the meaning of section 512(b)(13)? | 35a | Yes | |
| b | If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> | 35b | | No |
| 36 | Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> | 36 | | No |
| 37 | Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> | 37 | | No |
| 38 | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O | 38 | Yes | |

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

| | | Yes | No |
|------------|--|-----|----|
| 1a | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 1a 88 | | |
| 1b | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 1b 0 | | |
| 1c | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | Yes | |
| 2a | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2a 162 | | |
| 2b | If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) | Yes | |
| 3a | Did the organization have unrelated business gross income of \$1,000 or more during the year? | Yes | |
| 3b | If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O. | Yes | |
| 4a | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | | No |
| b | If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts | | |
| 5a | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | | No |
| 5b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | No |
| 5c | If "Yes," to line 5a or 5b, did the organization file Form 8886-T? | | |
| 6a | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? | | No |
| 6b | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | | |
| 7 | Organizations that may receive deductible contributions under section 170(c). | | |
| a | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | Yes | |
| 7b | If "Yes," did the organization notify the donor of the value of the goods or services provided? | Yes | |
| 7c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | | No |
| 7d | If "Yes," indicate the number of Forms 8282 filed during the year. 7d | | |
| 7e | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | No |
| 7f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | No |
| 7g | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | | |
| 7h | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | | |
| 8 | Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | | |
| 9 | Sponsoring organizations maintaining donor advised funds. | | |
| 9a | Did the organization make any taxable distributions under section 4966? | | |
| 9b | Did the organization make a distribution to a donor, donor advisor, or related person? | | |
| 10 | Section 501(c)(7) organizations. Enter | | |
| 10a | Initiation fees and capital contributions included on Part VIII, line 12. 10a | | |
| 10b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b | | |
| 11 | Section 501(c)(12) organizations. Enter | | |
| 11a | Gross income from members or shareholders. 11a | | |
| 11b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them). 11b | | |
| 12a | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | | |
| 12b | If "Yes," enter the amount of tax-exempt interest received or accrued during the year. 12b | | |
| 13 | Section 501(c)(29) qualified nonprofit health insurance issuers. | | |
| 13a | Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. 13a | | |
| 13b | Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. 13b | | |
| 13c | Enter the amount of reserves on hand. 13c | | |
| 14a | Did the organization receive any payments for indoor tanning services during the tax year? | | No |
| 14b | If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O. | | |

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

| | | Yes | No |
|-----------|---|-----|----|
| 1a | Enter the number of voting members of the governing body at the end of the tax year | | |
| | If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O | | |
| 1b | Enter the number of voting members included in line 1a, above, who are independent | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | | No |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? | | No |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | No |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | | No |
| 6 | Did the organization have members or stockholders? | Yes | |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | Yes | |
| 7b | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | | No |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following | | |
| 8a | The governing body? | Yes | |
| 8b | Each committee with authority to act on behalf of the governing body? | Yes | |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | | No |

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

| | | Yes | No |
|------------|--|-----|----|
| 10a | Did the organization have local chapters, branches, or affiliates? | | No |
| 10b | If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? | | |
| 11a | Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? | Yes | |
| 11b | Describe in Schedule O the process, if any, used by the organization to review this Form 990 | | |
| 12a | Did the organization have a written conflict of interest policy? If "No," go to line 13 | Yes | |
| 12b | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | Yes | |
| 12c | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | Yes | |
| 13 | Did the organization have a written whistleblower policy? | Yes | |
| 14 | Did the organization have a written document retention and destruction policy? | Yes | |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| 15a | The organization's CEO, Executive Director, or top management official | Yes | |
| 15b | Other officers or key employees of the organization | Yes | |
| | If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions) | | |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | | No |
| 16b | If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? | | |

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed **AZ**
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization
**SCOTT MCDANIEL 1625 N CENTRAL AVENUE
 PHOENIX, AZ 850041685 (602) 257-2103**

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512-514 | |
|---|--|--|---|--|---|---|---------|
| Contributions, Gifts, Grants and Other Similar Amounts | 1a | Federated campaigns 1a | | | | | |
| | b | Membership dues 1b | 941,902 | | | | |
| | c | Fundraising events 1c | 485,553 | | | | |
| | d | Related organizations 1d | 1,324,623 | | | | |
| | e | Government grants (contributions) 1e | 95,196 | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above 1f | 3,500,730 | | | | |
| | g | Noncash contributions included in lines 1a-1f \$ | 129,974 | | | | |
| | h | Total. Add lines 1a-1f | | 6,348,004 | | | |
| Program Service Revenue | 2a | PROGRAM SERVICE REVENUE | 900099 | 2,038,794 | 2,038,794 | | |
| | b | MEMBERSHIP DUES | 900099 | 1,138,158 | 1,138,158 | | |
| | c | | | | | | |
| | d | | | | | | |
| | e | | | | | | |
| | f | All other program service revenue | | | | | |
| | g | Total. Add lines 2a-2f | | 3,176,952 | | | |
| Other Revenue | 3 | Investment income (including dividends, interest, and other similar amounts) | | 4,777 | | 4,777 | |
| | 4 | Income from investment of tax-exempt bond proceeds | | | | | |
| | 5 | Royalties | | | | | |
| | 6a | b | Gross rents Less rental expenses Rental income or (loss) Net rental income or (loss) | (i) Real | (ii) Personal | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | 7a | b | Gross amount from sales of assets other than inventory Less cost or other basis and sales expenses Gain or (loss) Net gain or (loss) | (i) Securities | (ii) Other | | |
| | | | | 2,728 | | | |
| | | | | 0 | | | |
| | | | | 2,728 | | 2,728 | 2,728 |
| | 8a | b | Gross income from fundraising events (not including \$ 485,553 of contributions reported on line 1c) See Part IV, line 18 Less direct expenses Net income or (loss) from fundraising events | 1,366,484 | 930,664 | 435,820 | 435,820 |
| | | | | | | | |
| | | | | | | | |
| | 9a | b | Gross income from gaming activities See Part IV, line 19 Less direct expenses Net income or (loss) from gaming activities | | | | |
| | | | | | | | |
| | | | | | | | |
| 10a | b | Gross sales of inventory, less returns and allowances Less cost of goods sold Net income or (loss) from sales of inventory | 839,565 | 458,245 | 381,320 | 381,320 | |
| | | | | | | | |
| | | | | | | | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11a | REIMBURSEMENTS | 900099 | 161,260 | | 161,260 | | |
| b | CATERING | 722320 | 26,590 | | 26,590 | | |
| c | | | | | | | |
| d | All other revenue | | | | | | |
| e | Total. Add lines 11a-11d | | 187,850 | | | | |
| 12 | Total revenue. See Instructions | | 10,537,451 | 3,558,272 | 26,590 | 604,585 | |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|--|--|-----------------------|---------------------------------|--|-----------------------------|
| 1 | Grants and other assistance to governments and organizations in the United States. See Part IV, line 21. | | | | |
| 2 | Grants and other assistance to individuals in the United States. See Part IV, line 22. | | | | |
| 3 | Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16. | | | | |
| 4 | Benefits paid to or for members. | | | | |
| 5 | Compensation of current officers, directors, trustees, and key employees. | 664,987 | 330,445 | 164,578 | 169,964 |
| 6 | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). | | | | |
| 7 | Other salaries and wages. | 3,405,102 | 2,333,590 | 712,519 | 358,993 |
| 8 | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions). | -284,080 | -192,035 | -53,071 | -38,974 |
| 9 | Other employee benefits. | 457,464 | 315,282 | 108,677 | 33,505 |
| 10 | Payroll taxes. | 313,994 | 202,972 | 73,986 | 37,036 |
| 11 | Fees for services (non-employees) | | | | |
| a | Management. | | | | |
| b | Legal. | 34,218 | | 34,218 | |
| c | Accounting. | 33,990 | | 33,990 | |
| d | Lobbying. | | | | |
| e | Professional fundraising services. See Part IV, line 17. | | | | |
| f | Investment management fees. | | | | |
| g | Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O). | 527,584 | 302,755 | 221,947 | 2,882 |
| 12 | Advertising and promotion. | 663,815 | 655,056 | 8,568 | 191 |
| 13 | Office expenses. | 1,601,237 | 1,173,153 | 250,014 | 178,070 |
| 14 | Information technology. | 68,954 | 50,992 | 17,962 | |
| 15 | Royalties. | | | | |
| 16 | Occupancy. | 765,475 | 613,833 | 111,127 | 40,515 |
| 17 | Travel. | 188,320 | 122,880 | 40,273 | 25,167 |
| 18 | Payments of travel or entertainment expenses for any federal, state, or local public officials. | | | | |
| 19 | Conferences, conventions, and meetings. | 13,930 | 10,444 | 2,597 | 889 |
| 20 | Interest. | 35,845 | | 35,845 | |
| 21 | Payments to affiliates. | | | | |
| 22 | Depreciation, depletion, and amortization. | 622,445 | 578,874 | 18,673 | 24,898 |
| 23 | Insurance. | 123,286 | 99,067 | 23,768 | 451 |
| 24 | Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) | | | | |
| a | OPERATING EXPENSES | 1,040,952 | 875,792 | 79,533 | 85,627 |
| b | CONTRACTED LABOR | 711,408 | 711,408 | | |
| c | DUES AND SUBSCRIPTIONS | 118,152 | 78,897 | 28,990 | 10,265 |
| d | REPAIRS AND MAINTENANCE | 114,328 | 63,053 | 51,275 | |
| e | All other expenses | | | | |
| 25 | Total functional expenses. Add lines 1 through 24e. | 11,221,406 | 8,326,458 | 1,965,469 | 929,479 |
| 26 | Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). | | | | |

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

| | | (A) | | (B) | |
|---|---|-------------------|-----------|-------------|-----------|
| | | Beginning of year | | End of year | |
| Assets | 1 Cash-non-interest-bearing | 703,571 | 1 | 799,440 | |
| | 2 Savings and temporary cash investments | 618,570 | 2 | 1,104,015 | |
| | 3 Pledges and grants receivable, net | 1,604,454 | 3 | 1,106,006 | |
| | 4 Accounts receivable, net | 70,211 | 4 | 111,661 | |
| | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L | | | 5 | |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L | | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | | |
| | 8 Inventories for sale or use | 371,242 | 8 | 425,843 | |
| | 9 Prepaid expenses and deferred charges | 205,467 | 9 | 103,579 | |
| | 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 15,026,362 | | | |
| | b Less accumulated depreciation | 9,641,705 | 5,680,733 | 10c | 5,384,657 |
| | 11 Investments—publicly traded securities | 62,018 | 11 | | |
| | 12 Investments—other securities See Part IV, line 11 | | 12 | | |
| | 13 Investments—program-related See Part IV, line 11 | | 13 | | |
| | 14 Intangible assets | | 14 | | |
| | 15 Other assets See Part IV, line 11 | 1,259,052 | 15 | 522,741 | |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 10,575,318 | 16 | 9,557,942 | | |
| Liabilities | 17 Accounts payable and accrued expenses | 1,257,655 | 17 | 1,568,114 | |
| | 18 Grants payable | | 18 | | |
| | 19 Deferred revenue | 376,520 | 19 | 377,300 | |
| | 20 Tax-exempt bond liabilities | | 20 | | |
| | 21 Escrow or custodial account liability Complete Part IV of Schedule D | | 21 | | |
| | 22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L | | 22 | | |
| | 23 Secured mortgages and notes payable to unrelated third parties | 2,100,010 | 23 | 3,465,010 | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | | |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D | 2,429,087 | 25 | 906,897 | |
| | 26 Total liabilities. Add lines 17 through 25 | 6,163,272 | 26 | 6,317,321 | |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | | |
| | 27 Unrestricted net assets | -820,615 | 27 | -1,768,230 | |
| | 28 Temporarily restricted net assets | 5,232,661 | 28 | 5,008,851 | |
| | 29 Permanently restricted net assets | | 29 | | |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. | | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | | |
| | 31 Paid-in or capital surplus, or land, building or equipment fund | | 31 | | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | | |
| 33 Total net assets or fund balances | 4,412,046 | 33 | 3,240,621 | | |
| 34 Total liabilities and net assets/fund balances | 10,575,318 | 34 | 9,557,942 | | |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

| | | | |
|-----------|---|-----------|------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 10,537,451 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 11,221,406 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | -683,955 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 4,412,046 |
| 5 | Net unrealized gains (losses) on investments | 5 | 994 |
| 6 | Donated services and use of facilities | 6 | |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | -488,464 |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 3,240,621 |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

| | Yes | No |
|--|-----|----|
| 1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O | | |
| 2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | | No |
| 2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | Yes | |
| 2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | Yes | |
| 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | | No |
| 3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | | |

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|-------------------------------------|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| JAY SCHLOTT TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| PETER BANKO TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| JOAN CREMIN TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| JUDY LINHART TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| JACQUIE DORRANCE TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| JIM PATTERSON TRUSTEE-CHAIRMAN | 1 00 | X | | | | | | 0 | 0 | 0 |
| ARMITY SIMON TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| GARY TOOKER TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| JOHN ZIDICH TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| DONALD BRANDT TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| RON BUTLER TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| JOSEPH D'AMICO TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| DENISE DELGADO TRUSTEE-SECRETARY | 1 00 | X | | | | | | 0 | 0 | 0 |
| ERIN GOGOLAK TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| ROSELLEN PAPP TRUSTEE-TREASURER | 1 00 | X | | | | | | 0 | 0 | 0 |
| DAVID ROUSSEAU TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| SUZANNE L SELIG TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| ADAM SINGER TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| RAYMOND SLOMSKI TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| MICHAEL GREENBAUM TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| LILA HARNETT TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| PATRICIA NOLAN TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| STEVE RIZLEY TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| ANN SINER TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| SHARRON LEWIS TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| K DAVID LINDNER TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| GARRETT MCKNIGHT TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| DR EDGARDO RIVERA TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| MARK TARBELL TRUSTEE | 1 00 | X | | | | | | 0 | 0 | 0 |
| JAMES BALLINGER SYBIL HARRINGTON DIRECTOR | 37 50 | | | X | | | | 296,425 | 0 | 29,969 |
| GARY EGAN DEPUTY DIR-FINANCE & ADMIN | 37 50 | | | X | | | | 150,120 | 0 | 17,340 |
| RONALD MILLER DIRECTOR OF DEVELOPMENT | 37 50 | | | X | | | | 150,324 | 0 | 17,778 |

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at**
www.irs.gov/form990.

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
PHOENIX ART MUSEUM

Employer identification number
86-0072608

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

| | Yes | No |
|-----------------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |

(ii) A family member of a person described in (i) above?
(iii) A 35% controlled entity of a person described in (i) or (ii) above?
h Provide the following information about the supported organization(s)

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? | | (v) Did you notify the organization in col (i) of your support? | | (vi) Is the organization in col (i) organized in the U S ? | | (vii) Amount of monetary support |
|------------------------------------|----------|--|--|----|---|----|--|----|----------------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| | | | | | | | | | |
| Total | | | | | | | | | |

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|--|-----------|------------|------------|------------|------------|------------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.") | 5,169,910 | 4,982,269 | 4,943,370 | 5,491,850 | 6,348,004 | 26,935,403 |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | 3,514,135 | 5,190,328 | 5,070,886 | 4,693,127 | 4,892,897 | 23,361,373 |
| 4 Total. Add lines 1 through 3 | 8,684,045 | 10,172,597 | 10,014,256 | 10,184,977 | 11,240,901 | 50,296,776 |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) | | | | | | 132,164 |
| 6 Public support. Subtract line 5 from line 4 | | | | | | 50,164,612 |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|---|-----------|------------|------------|------------|------------|------------|
| 7 Amounts from line 4 | 8,684,045 | 10,172,597 | 10,014,256 | 10,184,977 | 11,240,901 | 50,296,776 |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 12,883 | 8,985 | 6,704 | 7,982 | 4,777 | 41,331 |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | 24,119 | 30,190 | 31,882 | 28,053 | 5,749 | 119,993 |
| 10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | 108,495 | 112,981 | 131,082 | 143,872 | 161,260 | 657,690 |
| 11 Total support (Add lines 7 through 10) | | | | | | 51,115,790 |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 21,712,837 |

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|---------|
| 14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) | 14 | 98.140% |
| 15 Public support percentage for 2012 Schedule A, Part II, line 14 | 15 | 97.120% |

16a 33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support (Subtract line 7c from line 6) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | | | | | | |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|--|
| 15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) | 15 | |
| 16 Public support percentage from 2012 Schedule A, Part III, line 15 | 16 | |

Section D. Computation of Investment Income Percentage

| | | |
|--|-----------|--|
| 17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)) | 17 | |
| 18 Investment income percentage from 2012 Schedule A, Part III, line 17 | 18 | |

- 19a 33 1/3% support tests—2013.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests—2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

| Return Reference | Explanation |
|---|----------------|
| SCHEDULE A, PART II, LINE 10, EXPLANATION OF OTHER INCOME | REIMBURSEMENTS |

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions. Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization PHOENIX ART MUSEUM

Employer identification number 86-0072608

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Includes rows for total number at end of year, aggregate contributions, aggregate grants, aggregate value, and questions about donor advisement and grant fund usage.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Form for Part II Conservation Easements. Includes questions about purpose of easements, conservation contribution details, monitoring, and expenses. Includes a table for 'Held at the End of the Year' with rows 2a, 2b, 2c, 2d.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions about reporting works of art, historical treasures, and amounts for revenues and assets.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a Public exhibition, b Scholarly research, c Preservation for future generations, d Loan or exchange programs, e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table

Table with 2 columns: Description (1c-1f) and Amount

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows include 1a-1g.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment 100%
b Permanent endowment 38.000%
c Temporarily restricted endowment 61.000%
The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

Table for 3a(i) and 3a(ii) with Yes/No columns

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

Table for 3b with Yes/No columns

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Table with 5 columns: Description of property, (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include 1a-1e and Total.

Part VII Investments—Other Securities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|--|----------------|---|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| Other | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 12) | | |

Part VIII Investments—Program Related. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

| (a) Description of investment | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|--|----------------|---|
| | | |
| | | |
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| | | |
| | | |
| | | |
| | | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 13) | | |

Part IX Other Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d. See Form 990, Part X, line 15

| (a) Description | (b) Book value |
|--|----------------|
| (1) CHARITABLE GIFT ANNUITIES | 522,741 |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.) | 522,741 |

Part X Other Liabilities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

| 1 (a) Description of liability | (b) Book value |
|--|----------------|
| Federal income taxes | |
| CHARITABLE GIFT ANNUITIES | 377,664 |
| ACCRUED PENSION | 529,233 |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 25) | 906,897 |

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

| | | | | |
|----------|---|-----------|-----------|--|
| 1 | Total revenue, gains, and other support per audited financial statements | | 1 | |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | | |
| a | Net unrealized gains on investments | 2a | | |
| b | Donated services and use of facilities | 2b | | |
| c | Recoveries of prior year grants | 2c | | |
| d | Other (Describe in Part XIII) | 2d | | |
| e | Add lines 2a through 2d | | 2e | |
| 3 | Subtract line 2e from line 1 | | 3 | |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1 | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| b | Other (Describe in Part XIII) | 4b | | |
| c | Add lines 4a and 4b | | 4c | |
| 5 | Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12) | | 5 | |

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

| | | | | |
|----------|--|-----------|-----------|--|
| 1 | Total expenses and losses per audited financial statements | | 1 | |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25 | | | |
| a | Donated services and use of facilities | 2a | | |
| b | Prior year adjustments | 2b | | |
| c | Other losses | 2c | | |
| d | Other (Describe in Part XIII) | 2d | | |
| e | Add lines 2a through 2d | | 2e | |
| 3 | Subtract line 2e from line 1 | | 3 | |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1 : | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| b | Other (Describe in Part XIII) | 4b | | |
| c | Add lines 4a and 4b | | 4c | |
| 5 | Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18) | | 5 | |

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

| Return Reference | Explanation |
|-------------------|--|
| PART III, LINE 1A | FINANCIAL STATEMENT FOOTNOTE REGARDING THE FINE ARTS COLLECTION FINE ARTS COLLECTION CONSISTS OF PURCHASED AND DONATED WORKS OF ART THE COLLECTION IS ON DISPLAY TO THE GENERAL PUBLIC THE MUSEUM EMPLOYS PROFESSIONAL STAFF TO ENSURE THAT THE COLLECTION ITEMS ARE PRESERVED AND PROTECTED THE COLLECTION ITEMS ARE NOT CAPITALIZED BY THE MUSEUM COSTS OF PURCHASING COLLECTION ITEMS, DEACCESSIONS OF COLLECTION ITEMS AND PROCEEDS FROM INSURANCE RECOVERIES ARE INCLUDED AS A CHANGE IN THE APPROPRIATE CATEGORY OF NET ASSETS PROCEEDS FROM THE DEACCESSION OF COLLECTION ITEMS ARE RESTRICTED FOR PURCHASES OF ADDITIONAL COLLECTION ITEMS ACQUISITIONS OF FINE ART, INCLUDED AS A DECREASE IN UNRESTRICTED NET ASSETS, TOTALED \$492,702 AND \$533,960 FOR THE YEARS ENDED JUNE 30, 2014 AND 2013, RESPECTIVELY |
| PART V, LINE 4 | THE MUSEUM HAS VARIOUS FUNDS THAT ARE DESIGNATED FOR RESTRICTED PURPOSES SUCH AS EXHIBITION COSTS, EDUCATION PROGRAMS, ART CONSERVATION, AND EDUCATOR AND CURATOR SALARIES AND BENEFITS OTHER FUNDS ARE USED EACH YEAR AS PER THE WISHES OF THE MUSEUM DIRECTOR WE ALSO HAVE FUNDS THAT ARE CONTROLLED BY OUR SUPPORT ORGANIZATIONS, USUALLY FOR THE ACQUISITION OF NEW ART FOR THE MUSEUM |
| | |
| | |
| | |
| | |

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2013

Open to Public Inspection

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

Attach to Form 990 or Form 990-EZ. See separate instructions.

Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Department of the Treasury Internal Revenue Service

Name of the organization PHOENIX ART MUSEUM

Employer identification number

86-0072608

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations, b Internet and email solicitations, c Phone solicitations, d In-person solicitations, e Solicitation of non-government grants, f Solicitation of government grants, g Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions?, (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col (i), (vi) Amount paid to (or retained by) organization. Includes rows 1-10 and a Total row.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

| | | (a) Event #1 | (b) Event #2 | (c) Other events | (d) Total events |
|---|--|----------------------------------|--|----------------------------|-------------------------------|
| | | THE PARTY (event type) | INDEPENDENT WOMENS LUNCHEON (event type) | 8 (total number) | (add col (a) through col (c)) |
| Revenue | 1 Gross receipts | 899,350 | 315,694 | 636,993 | 1,852,037 |
| | 2 Less Contributions | 280,100 | 95,478 | 109,975 | 485,553 |
| | 3 Gross income (line 1 minus line 2) | 619,250 | 220,216 | 527,018 | 1,366,484 |
| Direct Expenses | 4 Cash prizes | | | | |
| | 5 Noncash prizes | | | | |
| | 6 Rent/facility costs | | | | |
| | 7 Food and beverages | 85,904 | 25,450 | 126,214 | 237,568 |
| | 8 Entertainment | 25,536 | 7,313 | | 32,849 |
| | 9 Other direct expenses | 330,676 | 21,967 | 307,604 | 660,247 |
| | 10 Direct expense summary Add lines 4 through 9 in column (d) ▶ | | | | |
| 11 Net income summary Subtract line 10 from line 3, column (d) ▶ | | | | | 435,820 |

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

| | | (a) Bingo | (b) Pull tabs/Instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming (add col (a) through col (c)) |
|--|--|---|---|---|--|
| | | 1 Gross revenue | | | |
| Direct Expenses | 2 Cash prizes | | | | |
| | 3 Non-cash prizes | | | | |
| | 4 Rent/facility costs | | | | |
| | 5 Other direct expenses | | | | |
| | 6 Volunteer labor | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No | |
| 7 Direct expense summary Add lines 2 through 5 in column (d) ▶ | | | | | |
| 8 Net gaming income summary Subtract line 7 from line 1, column (d) ▶ | | | | | |

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

| | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

| Return Reference | Explanation |
|------------------|-------------|
|------------------|-------------|

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2013

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 23.**

▶ **Attach to Form 990. ▶ See separate instructions.**

▶ **Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.**

Department of the Treasury
Internal Revenue Service

Name of the organization
PHOENIX ART MUSEUM

Employer identification number

86-0072608

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- | | |
|---|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

- a** The organization?
- b** Any related organization?
- If "Yes," to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

- a** The organization?
- b** Any related organization?
- If "Yes," to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

| | Yes | No |
|-----------|-----|----|
| 1b | Yes | |
| 2 | Yes | |
| 4a | | No |
| 4b | | No |
| 4c | | No |
| 5a | | No |
| 5b | | No |
| 6a | | No |
| 6b | | No |
| 7 | | No |
| 8 | | No |
| 9 | | |

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

| (A) Name and Title | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|---|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| (1) JAMES BALLINGER SYBIL HARRINGTON DIRECTOR | (i) | 289,494 | 0 | 6,931 | 4,752 | 25,217 | 326,394 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (2) GARY EGAN DEPUTY DIR- FINANCE & ADMIN | (i) | 150,120 | 0 | 0 | 2,295 | 15,045 | 167,460 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (3) RONALD MILLER DIRECTOR OF DEVELOPMENT | (i) | 150,324 | 0 | 0 | 2,295 | 15,483 | 168,102 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

| Return Reference | Explanation |
|------------------|-------------|
|------------------|-------------|

SCHEDULE M (Form 990)

Noncash Contributions

OMB No 1545-0047

2013

Open to Public Inspection

Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30. Attach to Form 990.

Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury Internal Revenue Service

Name of the organization PHOENIX ART MUSEUM

Employer identification number

86-0072608

Part I Types of Property

Table with 4 columns: (a) Check if applicable, (b) Number of contributions or items contributed, (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g, (d) Method of determining noncash contribution amounts. Rows include Art-Works of art, Books and publications, Securities-Publicly traded, etc.

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement 29 4

Table with 3 columns: Question, Yes, No. Rows include 30a (During the year, did the organization receive by contribution any property...), 31 (Does the organization have a gift acceptance policy...), 32a (Does the organization hire or use third parties...), 33 (If the organization did not report an amount in column (c) for a type of property...)

Part III Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

| Return Reference | Explanation |
|--------------------|--|
| PART I, COLUMN (B) | THE NUMBER OF CONTRIBUTIONS ARE LISTED |
| PART I, LINE 33 | THE MUSEUM HAS A LARGE COLLECTION OF FINE ART BUT DOES NOT CAPITALIZE OR VALUE ITS COLLECTION, SO GIFTS OF ART ARE NOT INCLUDED IN REVENUE |

Schedule M (Form 990) (2013)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

2013

Open to Public Inspection

Name of the organization
PHOENIX ART MUSEUM

Employer identification number

86-0072608

| Return Reference | Explanation |
|-------------------------------------|---|
| FORM 990, PAGE 2, PART III, LINE 4A | <p>HOLLYWOOD COSTUMES - HOLLYWOOD COSTUME, A GROUND BREAKING EXHIBITION THAT CELEBRATES AND EXPLORES COSTUME DESIGN AS A KEY COMPONENT OF CINEMA STORY TELLING IT'S A COMPLETE MULTI-MEDIA EXPERIENCE FROM RESEARCH BIBLES AND PROPS TO FILM CLIPS AND RECORDED INTERVIEWS, YOU WILL BE INTRIGUED TO LEARN WHAT IT TAKES TO DESIGN A COSTUME, AND FROM THE ACTOR'S PERSPECTIVE WHAT IT MEANS TO BECOME THE CHARACTER MAKING ITS WEST COAST PREMIERE AT PHOENIX ART MUSEUM, HOLLYWOOD COSTUME ON TOUR FROM THE VICTORIA AND ALBERT MUSEUM IN LONDON FROM MARILYN MONROE'S DRESS IN THE SEVEN YEAR ITCH TO MORTICIA'S DRESS IN THE ADAM'S FAMILY YOU WILL HAVE THE CHANCE TO SEE YOUR FAVORITES FIRST HAND BEFORE THEY ARE RETURNED TO STUDIO VAULTS OVER 100 COSTUMES ON DISPLAY THIS IS A RARE OPPORTUNITY TO SEE THE COSTUMES WORN BY UNFORGETTABLE CHARACTERS FROM FILMS SUCH AS THE WIZARD OF OZ, SUPERMAN, TITANIC, HARRY POTTER AND THE HALF BLOOD PRINCE, DARK KNIGHT RISES, AND SO MANY MORE</p> |

| Return Reference | Explanation |
|--|--|
| FORM 990, PAGE 2, PART III, LINE 4B | LIFELIKE - LIFELIKE EXPLORES A WIDE VARIETY OF ARTWORKS THROUGH A PLAYFUL LENS, FOCUSING ON EVERYDAY OBJECTS AND SITUATIONS THIS EXHIBITION TIES THE FAMILIAR TO THE PHENOMENAL THROUGH THE METICULOUS DETAIL, GRAND SCALE, AND UNUSUAL MATERIALS USED IN THE WORK OF AN INTERNATIONAL GROUP OF 55 ARTISTS FROM THE LATE 1960S TO NOW, ARTISTS LIKE VIJA CELMINS, KEITH EDMIER, FISCHLI AND WEISS, ROBERT GOBER, ALEX HAY, KAZ OSHIRO, CHARLES RAY, ANDY WARHOL, AND AI WEIWEI THE WORK ESCAPES THE BIND OF BRANDS THAT INFILTRATED THE 1960S POP AND SLICK URBAN MOVEMENTS FOR A SLEEKER, MORE EVERY DAY FEEL WITH ITEMS OFTEN TAKEN FOR GRANTED A KITCHEN, AN ELEVATOR, AN AFTERNOON NAP, A PAPER BAG, AN ERASER THROUGH CAREFULLY CONSTRUCTED SCULPTURES, PHOTOGRAPHY, DRAWINGS AND VIDEO, LIFELIKE PRESENTS A MANUFACTURED "AUTHENTICITY", TRANSFORMING THE ORDINARY INTO SOMETHING INTRIGUING, LOADED WITH NARRATIVE AND METAPHOR, AND IMBUED WITH AN ARRESTING SENSE OF HUMANITY |

| Return Reference | Explanation |
|-------------------------------------|--|
| FORM 990, PAGE 2, PART III, LINE 4C | MADELINE ALBRIGHT, "READ MY PINS" - WHEN FORMER SECRETARY OF STATE MADELEINE ALBRIGHT VOCALLY OPPOSED SADAAM HUSSEIN'S UNWILLINGNESS TO COMPLY WITH UN INSPECTIONS, GOVERNMENT-OWNED IRAQI NEWSPAPERS CALLED HER AN "UNPARALLELED SERPENT " WHEN SECRETARY ALBRIGHT WAS NEXT SCHEDULED TO MEET WITH IRAQI OFFICIALS, SHE REACHED INTO HER JEWELRY BOX AND SELECTED A GOLD PIN FEATURING A SERPENT COILED AROUND A BRANCH, AND THE LEGEND BEGAN THROUGHOUT HER CAREER AS UN AMBASSADOR AND SECRETARY OF STATE UNDER THE CLINTON ADMINISTRATION, SECRETARY ALBRIGHT USED THE COLORFUL, ATTENTION-GRABBING PINS SHE HAD AMASSED TO QUIETLY COMMUNICATE VOLUMES NOW, THAT INCREDIBLE COLLECTION OF PINS, INCLUDING ANTIQUES AND FINE JEWELRY PIECES ALONGSIDE COSTUME JEWELRY BY UNKNOWN DESIGNERS, WILL MAKE ITS WAY TO PHOENIX ART MUSEUM THE EXHIBITION, WHICH FIRST PREMIERED AT NEW YORK CITY'S MUSEUM OF ARTS AND DESIGN, FEATURES MORE THAN 200 PINS, EACH SELECTED BY SECRETARY ALBRIGHT TO COMMUNICATE A MESSAGE OR A MOOD DURING AND AFTER HER DIPLOMATIC TENURE FROM FISH TO FLAGS, JEWEL-ENCRUSTED HEARTS TO PINS HONORING SUFFRAGETTES, THIS COLLECTION REFLECTS THE UNIQUE STYLE AND BRILLIANT PERSONALITY OF A WOMAN WHO LEARNED TO LEVERAGE EVERY AVENUE OF COMMUNICATION IN THE FINE ART OF DIPLOMACY |

| Return Reference | Explanation |
|----------------------------------|---|
| FORM 990, PAGE 2, PART III | MISSION STATEMENT PHOENIX ART MUSEUM IS A VIBRANT DESTINATION CONNECTING PEOPLE TO GREAT ART FROM AROUND THE WORLD TO ENRICH THEIR LIVES AND COMMUNITIES THIS VISION IS SUPPORTED BY FOUR STRATEGIC PILLARS WHICH ARE 1 EXCEPTIONAL ART - TO CELEBRATE THE HIGHEST QUALITY VISUAL ART THROUGH OUTSTANDING EXHIBITIONS, ACQUISITIONS AND COLLECTION STEWARDSHIP 2 ENRICHMENT AND LEARNING - TO CREATE A NATIONALLY RECOGNIZED MODEL FOR ENHANCING EXPERIENCE OF THE VISUAL ARTS THROUGH INTERPRETATION, ENGAGED LEARNING, AND ENRICHMENT 3 BROAD AUDIENCE - TO ATTRACT THE BROADEST POSSIBLE AUDIENCE TO THE MUSEUM AS CONSISTENT AND ENTHUSIASTIC PARTICIPANTS 4 FISCAL STABILITY AND ORGANIZATIONAL EXCELLENCE - TO ACHIEVE AND MAINTAIN A STRONG FINANCIAL FOUNDATION |

| Return Reference | Explanation |
|--------------------------------------|--|
| FORM 990, PART VI, SECTION A, LINE 6 | THE MUSEUM HAS A MEMBERSHIP PROGRAM THAT CURRENTLY HAS 12,214 MEMBERS REGULAR MEMBERS AND CIRCLES MEMBERS, EACH GET ONE VOTE |

| Return Reference | Explanation |
|--|--|
| FORM 990, PART VI, SECTION A, LINE 7A | MEMBERS OF THE GOVERNING BODY (BOARD OF TRUSTEES) ARE NOMINATED BY THE MUSEUM'S NOMINATING COMMITTEE AND THEN ARE VOTED UPON BY THE THE MUSEUM MEMBERSHIP |

Return Reference**Explanation**

FORM 990, PART VI, SECTION B,
LINE 11

THE RETURN WILL BE PROVIDED TO EACH BOARD MEMBER TO READ AND EACH WILL BE GIVEN THE OPPORTUNITY TO ASK QUESTIONS

| Return Reference | Explanation |
|--|---|
| FORM 990, PART VI, SECTION B, LINE 12C | THE MUSEUM'S GUIDELINES FOR PROFESSIONAL PRACTICES QUESTIONNAIRE AND COMPLIANCE AGREEMENT IS REQUIRED TO BE COMPLETED AND SIGNED BY TRUSTEES, PRESIDENTS OF SUPPORT ORGANIZATIONS, MUSEUM DIRECTOR, DIVISION HEADS, DEPARTMENT HEADS, AND ALL ACCOUNTING STAFF ANNUALLY THIS PROCESS IS DONE EVERY YEAR IN SEPTEMBER THE COMPLETED AND SIGNED AGREEMENTS ARE REVIEWED BY HUMAN RESOURCES MANAGER FOR COMPLETENESS ANY QUESTION THAT ARISES IS DISCUSSED WITH THE INDIVIDUAL SIGNING THE AGREEMENT |

| Return Reference | Explanation |
|---------------------------------------|---|
| FORM 990, PART VI, SECTION B, LINE 15 | DATA FROM OTHER MUSEUMS IS USED TO EVALUATE COMPENSATION FOR THE CEO, INCLUDING FROM THE AMERICAN ASSOCIATION OF MUSEUM DIRECTORS. THE EXECUTIVE COMMITTEE MAKES THE DECISION FOR DETERMINING THE COMPENSATION OF OTHER OFFICERS OR KEY EMPLOYEES, COMPARISONS ARE MADE WITH OTHER MUSEUMS. DECISIONS MADE DURING THE BUDGET PROCESS. |

| Return Reference | Explanation |
|--|---|
| FORM 990, PART VI, SECTION C, LINE 19 | THE ORGANIZATION FINANCIAL STATEMENTS ARE AVAILABLE ON THE WEBSITE. THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY AVAILABLE UPON REQUEST |

| Return Reference | Explanation |
|---------------------------|--|
| FORM 990, PART XI, LINE 9 | ACQUISITION OF FINE ART -492,702 CHANGE IN CHARITABLE GIFT ANNUITIES 4,238 |

| Return Reference | Explanation |
|--------------------------------|--|
| FORM 990, PART XII, LINE 2C | THE ORGANIZATION HAS NOT CHANGED ITS OVERSIGHT PROCESS FOR THE AUDIT OR ITS SELECTION PROCESS FOR INDEPENDENT AUDITORS DURING THE YEAR |

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047
2013
Open to Public Inspection

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
- ▶ Attach to Form 990. ▶ See separate instructions.
- ▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization
PHOENIX ART MUSEUM

Employer identification number

86-0072608

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

| (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
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Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|---|---|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | Yes | No |
| (1) PHOENIX ART MUSEUM ENDOWMENT FUND INC 1625 N CENTRAL AVENUE PHOENIX, AZ 850041685 86-0765761 | FINANCIAL SUPPORT OF PHOENIX ART MUSEUM | AZ | 501(C)(3) | LINE 11A, I | PHOENIX ART MUSEUM | Yes | |
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Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512- 514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|--|-------------------------|--|--|---|---------------------------------|--|---|----|--|---|----|--------------------------------|
| | | | | | | | Yes | No | | Yes | No | |
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Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end- of-year assets | (h) Percentage ownership | (i) Section 512 (b)(13) controlled entity? | |
|--|-------------------------|---|-------------------------------------|---|---------------------------------|---|--------------------------------|--|----|
| | | | | | | | | Yes | No |
| | | | | | | | | | |
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Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

| | Yes | No |
|-----------|-----|----|
| | | |
| 1a | | No |
| 1b | | No |
| 1c | Yes | |
| 1d | | No |
| 1e | Yes | |
| | | |
| 1f | | No |
| 1g | | No |
| 1h | | No |
| 1i | | No |
| 1j | | No |
| | | |
| 1k | | No |
| 1l | Yes | |
| 1m | | No |
| 1n | Yes | |
| 1o | Yes | |
| | | |
| 1p | | No |
| 1q | Yes | |
| | | |
| 1r | Yes | |
| 1s | Yes | |

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

| (a) Name of related organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|--|--------------------------------------|-------------------------------|---|
| (1) PHOENIX ART MUSEUM ENDOWMENT FUND | C | 1,324,623 | CASH |
| | | | |
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| | | | |
| | | | |
| | | | |

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference**Explanation**