



2017
ANNUAL REPORT

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Daniel O. Omer Trust*

The Estate of Bella Packer*
CWO Wayne M. & Jean Perrins
The Estate of Edwina M. Rees*
Mr. Alfred F. Remillard*
Mr. Philip Saam*
CAPT & Mrs. James L. Scholl III
CSM Kent Snyder, USA-Ret.
LTC Donald H. Standiford, USA-Ret.*
COL Warren R. Stumpe, USAR-Ret.*
GEN Gordon R. Sullivan, USA-Ret.
LTC Jordan Tannenbaum, USAR-Ret.
Ms. Marian O. Thompson*
LTG John R. Thurman III, USA-Ret.*
Mrs. Marie Warus
COL Donald R. Werner, USA-Ret.*
Mr. Harry E. White*
Mrs. Betty J. 'BJ' Wilkins
COL David R. Wolf, USA-Ret.
COL Albert E. Wolfgang, USA-Ret.
Miss Hannah M. Zeidlik*

Independent Auditor's Report

To the Board of Directors
The Army Historical Foundation, Inc.

Report on the Financial Statements

We have audited the accompanying financial statements of The Army Historical Foundation, Inc. (the Foundation), which comprise the balance sheet as of December 31, 2017, the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

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

Report on Summarized Comparative Information

We have previously audited The Army Historical Foundation, Inc.'s 2016 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated May 1, 2017. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2016, is consistent, in all material respects, with the audited financial statements from which it has been derived.

RSM US LLP

McLean, Virginia
May 17, 2018

The Army Historical Foundation, Inc.

Balance Sheet
December 31, 2017
(With Comparative Totals for 2016)

| | 2017 | 2016 |
|--|----------------------|----------------------|
| Assets | | |
| Cash and cash equivalents | \$ 4,569,007 | \$ 3,960,262 |
| Accounts receivable | 12,257 | 117,867 |
| Pledges receivable | 10,900,560 | 10,383,609 |
| Bequest receivable | 219,151 | 256,910 |
| Investments | - | 22,116,963 |
| Prepaid expenses and deposits | 62,183 | 492,407 |
| Amount due from AUSA | - | 38,245 |
| Inventory | 92,326 | 95,852 |
| Property and equipment, net | 50,019 | 33,028 |
| National Army Museum development costs | 61,760,851 | 13,098,588 |
| | <u>\$ 77,666,354</u> | <u>\$ 50,593,731</u> |
| Liabilities and Net Assets | | |
| Liabilities: | | |
| Accounts payable | \$ 5,748,903 | \$ 1,018,207 |
| Accrued expenses and other liabilities | 3,330,517 | 1,122,296 |
| Note payable | 300,000 | 300,000 |
| Total liabilities | <u>9,379,420</u> | <u>2,440,503</u> |
| Commitments (Note 12) | | |
| Net assets: | | |
| Unrestricted | 1,419,642 | 1,213,607 |
| Temporarily restricted | 66,867,292 | 46,939,621 |
| | <u>68,286,934</u> | <u>48,153,228</u> |
| | <u>\$ 77,666,354</u> | <u>\$ 50,593,731</u> |

See notes to financial statements.

The Army Historical Foundation, Inc.

Statement of Activities
Year Ended December 31, 2017
(With Comparative Totals for 2016)

| | 2017 | | | 2016 Total |
|---------------------------------------|------------------|---------------------------|-------------------|-------------------|
| | Unrestricted | Temporarily Restricted | Total | |
| Support and revenue: | | | | |
| Contributions and grants | \$ 5,199,187 | \$ 20,624,530 | \$ 25,823,717 | \$ 10,972,276 |
| Membership contributions | 109,527 | 54,000 | 163,527 | 191,741 |
| Commercial activities | 121,189 | - | 121,189 | 88,943 |
| Investment income | 95,844 | - | 95,844 | 17,876 |
| Program and event fees | 1,200 | - | 1,200 | 7,545 |
| Net assets released from restrictions | 750,859 | (750,859) | - | - |
| Total support and revenue | 6,277,806 | 19,927,671 | 26,205,477 | 11,278,381 |
| Expenses: | | | | |
| Program services: | | | | |
| National Army Museum programs | 1,554,769 | - | 1,554,769 | 1,536,820 |
| Historical and educational | 399,413 | - | 399,413 | 438,158 |
| Membership | 263,550 | - | 263,550 | 398,527 |
| Commercial | 111,950 | - | 111,950 | 56,545 |
| Total program services | 2,329,682 | - | 2,329,682 | 2,430,050 |
| Support services: | | | | |
| Fundraising – National Museum | 3,431,828 | - | 3,431,828 | 3,535,804 |
| General and administrative | 310,261 | - | 310,261 | 130,606 |
| Total expenses | 6,071,771 | - | 6,071,771 | 6,096,460 |
| Change in net assets | 206,035 | 19,927,671 | 20,133,706 | 5,181,921 |
| Net assets: | | | | |
| Beginning | 1,213,607 | 46,939,621 | 48,153,228 | 42,971,307 |
| Ending | \$ 1,419,642 | \$ 66,867,292 | \$ 68,286,934 | \$ 48,153,228 |

See notes to financial statements.

The Army Historical Foundation, Inc.

**Statement of Cash Flows
Year Ended December 31, 2017
(With Comparative Totals for 2016)**

| | 2017 | 2016 |
|---|---------------------|--------------------|
| Cash flows from operating activities: | | |
| Change in net assets | \$ 20,133,706 | \$ 5,181,921 |
| Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities: | | |
| Realized losses on investments | 207,232 | 242,641 |
| Depreciation | 13,506 | 12,534 |
| Donated National Army Museum development costs | - | (276,025) |
| Contributions received for long-term projects | (18,033,629) | (3,357,604) |
| Increase (decrease) in discounts on long-term pledges receivable | 211,961 | (247,413) |
| Deferred rent | - | (1,255) |
| Changes in assets and liabilities: | | |
| Decrease (increase) in: | | |
| Accounts receivable | 105,610 | (23,361) |
| Pledges receivable | (728,912) | (1,024,721) |
| Bequest receivable | 37,759 | 67,171 |
| Prepaid expenses and deposits | 430,224 | (453,392) |
| Inventory | 3,526 | (3,807) |
| (Decrease) increase in: | | |
| Accounts payable | 102,394 | (286,344) |
| Accrued expenses and other liabilities | (189,770) | 112,595 |
| Amount due from AUSA | 38,245 | (183,427) |
| Net cash provided by (used in) operating activities | 2,331,852 | (240,487) |
| Cash flows from investing activities: | | |
| Purchases of investments | (40,950,451) | (113,555,382) |
| Proceeds from sale of investments | 62,860,182 | 120,684,622 |
| Purchase of property and equipment | (30,497) | (25,698) |
| Payments on National Army Museum development costs | (41,635,970) | (9,960,116) |
| Net cash used in investing activities | (19,756,736) | (2,856,574) |
| Cash flows from financing activities: | | |
| Contributions received for long-term projects | 18,033,629 | 3,357,604 |
| Proceeds from note payable | - | 300,000 |
| Net cash provided by financing activities | 18,033,629 | 3,657,604 |
| Net increase in cash and cash equivalents | 608,745 | 560,543 |
| Cash and cash equivalents: | | |
| Beginning | 3,960,262 | 3,399,719 |
| Ending | \$ 4,569,007 | \$ 3,960,262 |
| Supplemental disclosure of cash flow information: | | |
| Cash paid for interest | \$ 18,000 | \$ 3,000 |
| Supplemental schedules of noncash investing and financing activities: | | |
| Donated National Army Museum development costs | \$ - | \$ 276,025 |
| Amounts in National Army Museum development costs included in accounts payable and accrued expenses and other liabilities | \$ 8,507,260 | \$ 1,480,967 |

See notes to financial statements.

The Army Historical Foundation, Inc.

Notes to Financial Statements

Note 1. Nature of Activities and Significant Accounting Policies

Nature of activities: The Army Historical Foundation, Inc. (the Foundation) was incorporated on May 16, 1983, under the laws of the Commonwealth of Virginia. The purposes of the Foundation are to supplement existing educational and training programs that promote a deeper understanding of the historical contribution of the U.S. Army; to support the furnishing and refurbishing of Army Historic Buildings, to promote and support scholarly research into the Army's past, to assist in the preservation, perpetuation, publication or display of manuscripts, books, relics, pictures and all other things and information pertinent to the history and tradition of the U.S. Army, and to support the creation of a National Museum of the United States Army (National Army Museum).

On June 5, 2015, the Foundation entered into an amended affiliation agreement with the Association of the United States Army (AUSA), a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code. The agreement established parameters for structural changes between the two organizations. AUSA would designate two-thirds of the Board of Directors of the Foundation. AUSA would reserve \$34 million of funds for the National Army Museum's site preparation. The agreement also detailed responsibilities of each organization for operations needed to construct the National Army Museum. Effective February 1, 2018, both parties agreed to terminate the agreement.

On July 1, 2015, the Foundation entered into an agreement with the Department of the Army (Army) to build the National Army Museum on Fort Belvoir to honor the American Soldier's service, tell their stories and educate visitors as to the contributions of the Army to the nation in a manner that will engage and inspire the American people. The Foundation will provide the funds necessary to construct the museum. On July 21, 2016, the Foundation executed a 50-year lease agreement with the Army for the land at Fort Belvoir to be utilized for construction of the museum and related facilities. Rent is due annually of \$1 until January 1, 2022, whereby 10% of gross sales from the museum will be paid quarterly to the Army. Upon completion of construction, the museum and related facilities will be conveyed to the Army. The Foundation will provide for the annual operating costs and maintain an appropriate reserve account for facility restoration and modernization. Site preparation began in 2016.

A summary of the Foundation's significant accounting policies follows:

Basis of accounting: The Foundation's financial statements are prepared on the accrual basis of accounting, whereby unconditional support is recognized when received, revenue is recognized when earned and expenses are recognized when incurred.

Basis of presentation: The financial statement presentation follows the recommendations under the Not-for-Profit Entities Topic of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (the Codification). Under the Codification, the Foundation is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets and permanently restricted net assets. There were no permanently restricted net assets at December 31, 2017.

Cash and cash equivalents: For the purposes of reporting cash flows, the Foundation considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents. All cash and investments, regardless of maturity, held in brokerage accounts are considered investments.

Financial risk: The Foundation maintains its cash in bank accounts which, at times, may exceed federally-insured limits. The Foundation has not experienced any losses on such accounts. The Foundation believes it is not exposed to any significant credit risk on cash.

The Army Historical Foundation, Inc.

Notes to Financial Statements

Note 1. Nature of Activities and Significant Accounting Policies (Continued)

The Foundation's investments are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with such investments and the level of uncertainty related to changes in the value of such investments, it is at least reasonably possible that changes in risks in the near-term could materially affect the investment balance and the amounts reported in the financial statements.

Accounts receivable: Accounts receivable are carried at original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts on an annual basis. Management determines the allowance for doubtful accounts by identifying troubled accounts and by using the historical experience applied to an aging of accounts. Receivables are written off when deemed uncollectible. Recoveries of receivables previously written off are recorded when received. There is no provision for doubtful accounts receivable at December 31, 2017.

Pledges receivable: Unconditional contributions, including pledges, are recognized as support in the period acknowledged. Conditional pledges to give are only recognized when the conditions on which they depend are substantially met. Unconditional pledges that will not be collected within one year have been discounted at a rate commensurate with the risks involved less an estimate made for doubtful pledges based on a review of all outstanding pledges on an annual basis. Management determines the allowance for doubtful pledges by using the historical experience applied to an aging of pledges. Pledges receivable are written off when deemed uncollectible. The provision for doubtful pledges receivable at December 31, 2017, was \$900 attributable to life members.

Investments: Investments with readily determinable fair values are reflected as of December 31, 2016, at fair market value based upon quoted market prices. Changes in fair value are recognized in the statement of activities. Cash within investments are held at cost. During the year ended December 31, 2017, all investments were sold to fund the construction of the National Army Museum.

Inventory: Inventory is stated at the lower of cost or net realizable value with costs being valued using the average costs method of inventory valuation. Management believes all inventories to be readily marketable, and a provision for obsolescence was not required at December 31, 2017.

Property and equipment: Property and equipment are carried at cost, less accumulated depreciation. Depreciation is computed using the straight-line method based on the estimated useful lives of the related assets. The Foundation capitalizes all property and equipment with a cost of \$1,000 or more.

National Army Museum development costs: Direct costs and certain allocations of costs of designing a future museum and the related Founder's Hall on the leased federal land are capitalized as incurred.

Revenue recognition: All donor-restricted contributions and similar grants are reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. National Army Museum and related facilities restrictions will be released upon conveyance to the Army. Temporarily restricted net assets are reported as unrestricted net assets if the restrictions are met in the same period received. Program and event fees are recognized when services are performed. Income from the sale of inventory is recognized upon the completion of a sale and is reported in commercial activities in the statement of activities.

A portion of restricted contributions may be used for administrative operations in order to develop the museum, not to exceed 15%. The 15% fee has been approved by the Board of Directors and is calculated on cash collections of restricted contributions.

The Army Historical Foundation, Inc.

Notes to Financial Statements

Note 1. Nature of Activities and Significant Accounting Policies (Continued)

Functional allocation of expenses: The costs of providing for various programs and supporting services have been summarized on the functional basis in the statement of activities. Accordingly, certain costs have been allocated among the programs benefited.

Income taxes: The Foundation is exempt from income taxes on income derived from any source related to its tax-exempt purpose under Section 501(c)(3). Income which is not related to exempt purposes, less applicable deductions, is subject to federal and state corporate income taxes. The Foundation did not have any net unrelated business income for the year ended December 31, 2017.

The Foundation's management evaluated its tax positions and concluded there were no uncertain tax positions that would require adjustment to the financial statements.

Use of estimates: The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Prior year information: The financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the Foundation's financial statements for the year ended December 31, 2016, from which the summarized information was derived.

Upcoming accounting pronouncements: In February 2016, the FASB issued Accounting Standards Update (ASU) 2016-02, *Leases (Topic 842)*. The guidance in this ASU supersedes the leasing guidance in Topic 840, *Leases*. Under the new guidance, lessees are required to recognize lease assets and lease liabilities on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. The new standard is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Foundation is currently evaluating the impact of the pending adoption of the new standard on the financial statements.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, requiring an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The updated standard will replace most existing revenue recognition guidance in generally accepted accounting principles in the United States of America (U.S. GAAP) when it becomes effective and permits the use of either a full retrospective or retrospective with cumulative effect transition method. Early adoption is not permitted. This ASU is effective for fiscal years beginning after December 15, 2018. The Foundation has not yet selected a transition method and is currently evaluating the effect that the ASU will have on the financial statements.

In August 2016, the FASB issued ASU 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*. The amendments in this ASU make improvements to the information provided in financial statements and accompanying notes of nonprofit entities. The amendments set forth the FASB's improvements to net asset classification requirements and the information presented about a nonprofit entity's liquidity, financial performance and cash flows. The ASU will be effective for fiscal years beginning after December 15, 2017. Earlier applicable is permitted. The changes in this ASU should generally be applied on a retrospective basis in the year that the ASU is first applied. Management has not evaluated the impact of this ASU on the financial statements.

The Army Historical Foundation, Inc.

Notes to Financial Statements

Note 1. Nature of Activities and Significant Accounting Policies (Continued)

Subsequent events: Subsequent events have been evaluated through May 17, 2018, which is the date the financial statements were available to be issued.

Note 2. Pledges Receivable

Unconditional pledges receivable consist of the following at December 31, 2017:

| | |
|---------------------------------|-----------------------------|
| National Army Museum | \$ 11,611,590 |
| Life members | 11,550 |
| | <u>11,623,140</u> |
| Discount at 3% | (721,680) |
| Less allowance for life members | (900) |
| | <u><u>\$ 10,900,560</u></u> |
| Amounts due in: | |
| Less than one year | \$ 3,629,537 |
| One year to five years | 7,487,603 |
| Greater than five years | 506,000 |
| | <u><u>\$ 11,623,140</u></u> |

Note 3. Bequest Receivable

The Foundation was a beneficiary of a bequest in 2014. The funds will be collected over the next four years in the form of a note receivable in the amount of \$219,151 at December 31, 2017, with 3% interest payable on the principal balance. The note matures on August 15, 2020.

Amounts to be received for the bequest receivable at December 31, 2017, are due in future years as follows:

| | |
|---------------------------|--------------------------|
| Years ending December 31: | |
| 2018 | \$ 99,599 |
| 2019 | 72,202 |
| 2020 | 47,350 |
| | <u><u>\$ 219,151</u></u> |

Note 4. Investments

During the year ended December 31, 2017, the Foundation sold all investments to fund the construction of the National Army Museum and closed the investment account. Investment income consists of the following for the year ended December 31, 2017:

| | |
|----------------------------|-------------------------|
| Dividends and interest | \$ 337,001 |
| Realized losses | (207,232) |
| Investment management fees | (33,925) |
| | <u><u>\$ 95,844</u></u> |

The Army Historical Foundation, Inc.

Notes to Financial Statements

Note 5. Property and Equipment

Property and equipment and accumulated depreciation at December 31, 2017, and depreciation expense for the year ended December 31, 2017, consist of the following:

| Asset Category | Cost | Accumulated Depreciation | Net | Depreciation Expense |
|--------------------|-------------------|-----------------------------|------------------|-------------------------|
| Computer equipment | \$ 73,855 | \$ 58,972 | \$ 14,883 | \$ 4,725 |
| Office equipment | 89,360 | 54,224 | 35,136 | 8,781 |
| | <u>\$ 163,215</u> | <u>\$ 113,196</u> | <u>\$ 50,019</u> | <u>\$ 13,506</u> |

Note 6. National Army Museum Development Costs

The National Army Museum development costs include the construction in progress for the following buildings as of December 31, 2017:

| Asset Category | Cost |
|----------------------|----------------------|
| National Army Museum | \$ 60,398,517 |
| Founder's Hall | 1,362,334 |
| | <u>\$ 61,760,851</u> |

Note 7. Note Payable

During the year ended December 31, 2016, the Foundation entered into a loan with a limited liability corporation with the borrowed funds to be used exclusively for the development of an online store for retail operations at the National Army Museum. The note bears 6% interest and is secured by the inventory and revenue from the online store. The principal balance is due on the maturity date of August 1, 2020. The balance of the loan at December 31, 2017, was \$300,000. Interest expense on this loan for the year ended December 31, 2017, was \$18,000.

Note 8. Temporarily Restricted Net Assets

Temporarily restricted net assets at December 31, 2017, and changes in temporarily restricted net assets during the year ended December 31, 2017, consist of donor-restricted funds to be used for general support for future years, as follows:

| | Balance December 31, 2016 | Additions | Releases | Balance December 31, 2017 |
|------------------------------|---------------------------------|----------------------|-------------------|---------------------------------|
| Life member dues | \$ 14,425 | \$ 54,000 | \$ 56,875 | \$ 11,550 |
| Library and archives program | 338 | - | - | 338 |
| National Army Museum | 46,924,858 | 20,624,530 | 693,984 | 66,855,404 |
| | <u>\$ 46,939,621</u> | <u>\$ 20,678,530</u> | <u>\$ 750,859</u> | <u>\$ 66,867,292</u> |

The Foundation is the official fundraiser for the National Army Museum. The capital campaign is to raise money for the National Army Museum.

The Army Historical Foundation, Inc.

Notes to Financial Statements

Note 9. AUSA Transactions

Office space and other costs: The Foundation occupies office space in a building owned by AUSA. The lease was month-to-month with a 4% increase, annually, for which rent was provided at a discounted rate through February 28, 2018. The discount on rent and donated postage are reflected in the statement of activities as part of contributions and grants. The amount of in-kind support was \$46,167 for the year ended December 31, 2017. Subsequent to year-end, an amendment to the office lease was signed with AUSA for a term beginning March 1, 2018 through August 31, 2019, for \$228,939 per year with an annual increase of 4%.

Rent expense for the year ended December 31, 2017, was \$293,533.

Contributions for the National Army Museum: On June 5, 2015, the Foundation entered into an affiliation agreement with AUSA. The agreement includes a pledge for AUSA to reserve \$34 million of funds for the National Army Museum's site preparation. The pledge is conditional on the execution of a 50-year long-term land lease between the Army and the Foundation with all entitlements of the 84 acres of land within Fort Belvoir. The lease was executed in 2016, however, without all required entitlements. Notwithstanding, AUSA provided additional funding to the museum project during the year ended December 31, 2017, in the amount of \$14,860,024 as continued partial fulfillment on the pledge consisting of development costs for the National Army Museum. Accumulated contributions made by AUSA towards the pledge total \$15,725,974 as of December 31, 2017. In addition to contributions made to the Foundation, AUSA has paid costs for the purposes of the National Army Museum in the amount of \$1,142,287 as of December 31, 2017. The Foundation has not capitalized these costs or recognized as revenue, but does consider these costs to be in fulfillment of any obligations created by the affiliation agreement. The remaining amount on the pledge to be recognized upon release of conditions is \$17,131,739 as of December 31, 2017.

Note 10. Retirement Plan

The Foundation has a Simple IRA retirement plan available to all its employees except for those under collective bargaining agreements. Employees are eligible to join at the start of their employment. The Foundation makes matching contributions up to 3% of annual compensation, and the contributions are fully vested when made. Total retirement plan expense for 2017 was \$50,993.

Note 11. Allocation of Joint Costs

For the year ended December 31, 2017, the Foundation incurred joint costs of \$1,316,223 for informational materials and activities that included fundraising appeals. Of those costs, \$849,437 was allocated to program expenses and \$466,786 was allocated to fundraising expenses.

The Army Historical Foundation, Inc.

Notes to Financial Statements

Note 12. Commitments

Construction Agreements

During the year ended December 31, 2015, the Foundation entered into various agreements with contractors for the planning, development and construction of the National Army Museum and related buildings. Total contracts executed are currently estimated to total approximately \$121 million, of which over \$54 million has been incurred through December 31, 2017.

Loan Agreement

Subsequent to year-end, the Foundation entered into a loan agreement on May 1, 2018, with a nonprofit organization for \$10,000,000 to provide funding for the project costs associated with the construction of the National Army Museum. The loan shall accrue interest from the date of the agreement through maturity at an annual rate of 7% of the outstanding principal balance. Interest-only payments are due monthly for the first 30 months, June 1, 2018 through October 31, 2020. Principal and interest payments begin on November 1, 2020, and continue fully amortized over 90 months until the final maturity date of June 30, 2028. The loan is collateralized by two cash accounts presented on the accompanying balance sheet, one of which is restricted as of May 1, 2018, and includes collections on pledges. The unrestricted account includes all gross sales generated from the operation of the National Army Museum.

Independent Auditor's Report on the Supplementary Information

To the Board of Directors
The Army Historical Foundation, Inc.

We have audited the financial statements of The Army Historical Foundation, Inc. as of and for the year ended December 31, 2017, and have issued our report thereon, dated May 17, 2018, which contained an unmodified opinion on those financial statements. See pages 1 and 2. Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole.

The supplementary information is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

RSM US LLP

McLean, Virginia
May 17, 2018

The Army Historical Foundation, Inc.

Summary of Revenue and Expenses by Program Year Ended December 31, 2017 (With Comparative Totals for 2016)

| | 2017 | | | | | | | | 2016 Total |
|--|--------------------------------|---|-------------------|------------------------|-------------------------------------|-------------------------------|------------------------|----------------------|----------------------|
| | National Museum Programs | Historical and Educational Programs | Membership | Commercial Programs | Fundraising – National Museum | General and Administrative | Fundraising – Other | Total | |
| Support and revenue: | | | | | | | | | |
| Contributions and grants | \$ - | \$ - | \$ - | \$ - | \$ 25,777,550 | \$ - | \$ 46,167 | \$ 25,823,717 | \$ 10,972,276 |
| Membership contributions | - | - | 163,527 | - | - | - | - | 163,527 | 191,741 |
| Commercial activities | - | 16,490 | - | 104,699 | - | - | - | 121,189 | 88,943 |
| Investment income | - | - | - | - | - | 95,844 | - | 95,844 | 17,876 |
| Program and event fees | - | - | 100 | - | 1,100 | - | - | 1,200 | 7,545 |
| Total support and revenue | \$ - | \$ 16,490 | \$ 163,627 | \$ 104,699 | \$ 25,778,650 | \$ 95,844 | \$ 46,167 | \$ 26,205,477 | \$ 11,278,381 |
| Expenses: | | | | | | | | | |
| Personnel | \$ 417,149 | \$ 257,395 | \$ 78,589 | \$ 22,357 | \$ 1,437,600 | \$ 236,516 | \$ - | \$ 2,449,606 | \$ 2,340,203 |
| Marketing, conventions and administration | 859,238 | 340 | 68,300 | 15,842 | 1,448,606 | 101 | - | 2,392,427 | 2,621,869 |
| Office expense | 3,883 | 109,871 | 40,110 | 2,080 | 257,292 | 41,498 | - | 454,734 | 436,031 |
| Website/newsletter | 71,199 | 2,935 | 70,734 | - | 77,343 | - | - | 222,211 | 238,026 |
| Professional services | 172,065 | 6,143 | 4,215 | 1,940 | 84,092 | 997 | - | 269,452 | 269,360 |
| Cost of goods sold | - | - | 271 | 51,731 | 60,744 | 10,836 | - | 123,582 | 67,326 |
| Financial fees and interest | - | - | - | 18,000 | 58,732 | 1,075 | - | 77,807 | 67,562 |
| Miscellaneous program support | 30,971 | 12,061 | - | - | - | - | - | 43,032 | 21,945 |
| Depreciation | - | - | - | - | - | 13,506 | - | 13,506 | 12,534 |
| Grants and awards | - | 9,437 | - | - | - | - | - | 9,437 | 8,484 |
| Corporate fees | - | 752 | 875 | - | 4,881 | 160 | - | 6,668 | 6,152 |
| Insurance | 33 | 103 | 54 | - | 571 | 5,572 | - | 6,333 | 4,638 |
| Taxes (other than payroll) | - | 376 | 402 | - | 1,207 | - | - | 1,985 | 1,245 |
| Officer and director support | 231 | - | - | - | 760 | - | - | 991 | 1,085 |
| Total expenses | \$ 1,554,769 | \$ 399,413 | \$ 263,550 | \$ 111,950 | \$ 3,431,828 | \$ 310,261 | \$ - | \$ 6,071,771 | \$ 6,096,460 |

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Book Awards

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Fatal Sunday: George Washington, the Monmouth Campaign, and the Politics of Battle,
by Mark Edward Lender and Garry Wheeler Stone
(University of Oklahoma Press)

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Elvis's Army: Cold War GIs and the Atomic Battlefield, by Brian McAllister Linn
(Harvard University Press)

Biography

General Fox Conner: Pershing's Chief of Operations and Eisenhower's Mentor,
by Steven Rabalais (Casemate Publishers)

Journals, Memoirs, and Letters

Through the Valley: My Captivity in Vietnam, by William Reeder Jr. (Naval Institute Press)

Unit History

Rough Riders: Theodore Roosevelt, His Cowboy Regiment, and the Immortal Charge Up San Juan Hill, by Mark Lee Gardner (William Morrow)

Reference

The West Point History of World War II, Volume 2, edited by Clifford J. Rogers, Ty Seidule, and Steve Waddell (Simon & Schuster)

Trefry Award

Chris Mackowski and Kristopher D. White for the Emerging Civil War Series
(El Dorado Hills, CA: Savas Beatie, LLC)

Article Awards

Army Professional Journals

"Armor Goes to War: The 11th Armored Cavalry Regiment and the Vietnam War, December 1965 to December 1966," by John M. Carland (*Army History*, Spring 2016)

Academic Journals

"'It Would Be Very Well If We Could Avoid It:' General Pershing and Chemical Warfare," by Thomas Faith (*The Historian*, Fall 2016)

Magazines

"Nathanael Greene's Game of Posts," by Noah Andre Trudeau (*MHQ*, Spring 2016)



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