



UNIVERSITY *of* WEST FLORIDA

HISTORIC TRUST

BRINGING HISTORY TO LIFE

Monday

September 27, 2021

**MEETING OF THE
BOARD OF DIRECTORS**



UNIVERSITY *of* WEST FLORIDA
HISTORIC TRUST

AGENDA

September 27, 2021 - Noon

1. Opening of Meeting/Introductions
 - a. Attendance Roll
2. Public Comments
3. Approval of Minutes
 - a. Board of Directors Meeting: July 26, 2021
4. Additions to the Agenda
5. Adoption of the Agenda
6. Advancement Report - Mr. Howard Reddy
7. Executive Director Report – Mr. Robert Overton
8. Treasurer’s Report – Mr. Charlie Switzer
 - a. Presentation of Audited Financial Statements - Saltmarsh, Cleveland, and Gund
9. Committee Reports and Recommendation
 - a. PMA Board Report - Mr. Nick Croghan
 - b. Property and Collections Committee – Mr. Dave Luttrell
 - a. ARB update - Gregg Harding/Ross Pristera
 - b. Hansen House - Rob
10. Old Business
 - a. Wentworth project update - Dr. Jamin Wells
 - b. Strategic Planning - Rob
11. New Business
 - a. Romana Street Warehouse - Informational
 - b. Bootlegger Ball - Informational
 - c. 2022 Meeting Schedule*
12. Chair’s Comments
13. Adjournment
 - a. Next meeting: November 22, 2021



UNIVERSITY of WEST FLORIDA
HISTORIC TRUST

**Minutes of the Meeting of
July 26, 2021**

DIRECTORS PRESENT: Mr. Scott Barrow, Mrs. Suzanne Lewis, Mr. Charlie Switzer, Dr. Lornetta Epps, Mrs. Pamela Schwartz, Dr. Amy Mitchell-Cook, Ms. Noemi Gaytan, Ms. Teri Levin, and Dr. Della Scott-Ireton.

DIRECTORS ABSENT: Mr. Collier Merrill, Mr. David C. Luttrell, Mr. Edward Tisdale, and Mr. John Peacock.

STAFF PRESENT: Dr. Martha Saunders, Robert Overton, Howard Reddy, Claire Stewart, Nicholas Croghan, Anna Wall, Sheyna Marcey, Adrienne Walker, Ross Pristera, Wendi Davis, Amy Eve, Dr. Ed Ranelli, and Dr. Jamin Wells.

INVITED GUESTS PRESENT: Logan DeVries and Jessica Scholl (via phone).

PUBLIC PRESENT:

1. Opening of Meeting: Mr. Barrow called the meeting to order at 12:02 p.m. The presence of a quorum was noted.
2. Public Comments / Questions: None
3. Approval of Minutes: Correct list of attendees to remove Pam and Suzanne. Following noted corrections, Dr. Epps motioned to approve the minutes and Mrs. Schwartz approved.
4. Additions to the Agenda: Mr. Barrow added that he will make an update on the Pop Mural committee under committee reports.
5. Adoption of the Agenda: The revised agenda was adopted with UNANIMOUS approval.
6. University Update: Dr. Saunders shared that staff on campus have wrapped up budget allocations and everyone is awaiting the beginning of the new semester. Summer enrollment was up. Regarding Covid-19 precautions, she is working with other presidents across the state along with the Surgeon General to follow and implement best practices to provide a safe environment for staff and students. We are making a large push across campus to urge people to get vaccinations and are working to be as prepared for fall semester and the return of students as we can be.
7. Advancement Update: Mr. Reddy reported that now that we are in a new fiscal year, we have an optimistic outlook on fundraising and many special projects in mind. We have increased our annual fund donor base and now have the highest participation by Alumni donors in our organization's history. He reported on 20-21 numbers and shared that we are focused on tactics that get results.

8. Executive Director Report: Mr. Overton shared that our annual audit started this morning. Ms. Eve has been working with our consultant to close out fiscal year 20/21 and prepare and provide data to Saltmarsh Cleaveland and Gund for review. We will share the completed audit with you all at the September meeting. We are applying for grants as well to help bolster funding and programming and we had a site visit by Impact 100 a few days ago. We are requesting funds to make interior updates to the Dorr House. The last time the interior had an update was in 2003. We were awarded \$45,428.00 in General Operating support from the State Department of Cultural Affairs for FY 2021-22. We are still working with the Shuttered Venue Operator's Grant. We submitted our application in May and have supplied additional documentation of our lost revenue as requested. We should receive the final word on our ask in August and are eligible for \$18,927.39. As of July 6th, we are open five days per week. We still haven't resumed Friday opening primarily due to shortages in staffing. We plan to begin opening on Fridays in early August as we continue to bring on additional part time staffing. The Escambia County Bicentennial Celebration was a success. We recorded 1,109 visitors at our service desk and I'm sure there were many more who didn't get counted. We brought in \$1,495.26 in merchandise and membership revenue. There was no admission revenue as we were open for free the day of the celebration. During the 200th celebration, I was able to meet with the Florida Secretary of State Laurel Lee. I toured her around our historic properties and was able to share with her some of our past preservation projects that the Division of Historical Resources partnered with us on by providing funding. Last week I presented at the first round of the County's budget hearings. We are asking for \$200,000 from the 4th cent TDC funds which is the same amount we have been awarded annually and we hope this continues. Mr. Overton shared prior year comparisons for admissions and merchandise sales and noted that we have seen an increase in recent months despite the losses attributed to Covid.
9. Treasurer's Report: Mr. Charlie Switzer presented the Income Statement and Balance Sheet for June. The UWFHT had a monthly income over expense of \$55,366.69 and year to date expense over income of \$46,125.16. This has been a challenging year but we are glad to see our activity and associated incomes begin to rise again. These financials reflect limited operations throughout the year therefore our income goals fell a bit short of our budgeted projections. We also worked to trim spending as well to keep expenses down. You will see a few particular areas exceeded budget projections and that is due to building maintenance costs and utilities as state funding was decreased. We are optimistic that as we reach our pre-Covid operations we will see our financial activity reflect that as well. Staff is currently meeting with our auditors and we will present our audited financial statements at the next board meeting. Mrs. Lewis moved to accept the Treasurer's report and Mrs. Levin seconded. The motion carried with unanimous support.
10. Committee Reports and Recommendations:
 - a. PMA Board Report: Mr. Croghan reported on the PMA and shared information on upcoming exhibits. He added that we will be launching our new website soon and we are very pleased with how it has turned out. He added a thank you to Claire Stewart for her assistance and noted that the Collections page nicely highlights our artwork. He also shared that we have been having great success with the museum free day sponsorships and are extremely thankful for the patronage we have received.

- b. Property and Collections Committee (PCC) Report: Mr. Overton discussed the exhibits report and shared the PCC report. He highlighted the Gender Portraits exhibit in Voices and was excited to share that we are working on a new exhibit for the Children's Museum that will open in September.
 - i. Gifts & Loans: Mr. Overton presented items from the Gifts and Loans for approval. Mrs. Lewis made a motion to accept the items and Dr. Scott-Ireton seconded. The report was accepted with unanimous approval.
 - ii. ARB: Mr. Pristera shared that the ARB has been working on implementing policy allowing an abbreviated review process for solar energy. He also shared that the alternative materials policy revisions has moved forward and has now been adopted. He added that staff has been meeting on the Hansen house donation and more information will be shared as we move forward.
 - iii. Pop Murals - Mr. Barrow provided an update on the POP murals projects and shared that they are continuing to work on the website and informational resources and will continue to work to grow this initiative.

11. Old Business:

- a. Wentworth project update - Dr. Jamin Wells shared his final report and discussed the process of researching the archives and the Wentworth materials. He has been getting constructive feedback and is hopeful of getting more stories shared by community members and working further through the research that is influenced by this search. He thanked Historic Trust staff and UWF students for being very helpful during the process. He plans to continue this research and provide educational opportunities for students to further the story of Pensacola during this time and our community's role as well as provide access to scholarly publications.
- b. Strategic Planning: At the last meeting of the board the need for an updated strategic plan was addressed. It was also recognized that there was an immediate need to provide an organizational strategic plan to the American Alliance of Museums, (AAM), as a part of the reaccreditation process being undertaken by the Pensacola Museum of Art. In order to meet the mid-August deadline for submitting a plan to the AAM, staff has worked on an interim plan that can meet the requirements of the reaccreditation and be used as a starting place for the strategic plan that the board will work on over the next fiscal year. Mr. Overton asked that the board approve the Interim Strategic Plan until a comprehensive board plan can be created in conjunction with the larger UWF Strategic Plan in the coming year or two. Mrs. Lewis added that this is a great step and that she is looking forward to seeing our museums incorporated into UWF's Strategic Plan as well. Mrs. Lewis made a motion to accept the Interim Strategic Plan and Dr. Epps seconded. The motion was carried with unanimous support.
- c. Update of Operating Agreement: Mrs. Jessica Scholl spoke regarding the reasons for the update of our Operating Agreement with UWF. As per the legislation that governs our operation the board has an operating agreement with the University to manage the historic resources under our charge on behalf of UWF. In response to a Florida Auditor General Finding related to DSO operations new language must be added to our operating agreement per staff analysis. This Second Amendment is intended to address State of Florida Auditor General Operational Audit recommendations and update the list of properties

managed by the WFHPI. She recommended approval of the proposed Second Amendment to the UWF/WFHPI Operating Agreement. Mr. Switzer made the motion to approve and Mrs. Lewis seconded. The amendment to the operating agreement was accepted with unanimous support.

12. New Business: None

13. Chair's Comments: Mr. Barrow thanked the participants and wished them a good summer.

14. Adjournment: The meeting was adjourned at 1:02 p.m.

Chairman / Officer

ATTEST: _____
Robert J. Overton, Jr. – Executive Director

Treasurer's Report

MEMORANDUM

TO: UWF Historic Trust Board of Directors

FROM: Charlie Switzer, Treasurer

SUBJ: Treasurer's Report

DATE: September 27, 2021

Following this Memo is the August Income Statement and Balance Sheet for the UWF Historic Trust.

Total Income August: \$ 55,824.48
Total Expense August: \$ 43,793.51

The UWFHT had a monthly income over expense of \$12,256.63 and year to date expense over income of \$45,246.15. Our admission income is up 88% compared to last year for the same period last year. We also have increased income in many categories compared to last year. Most notably are:

Special events rentals - 56% increase
Museum Store sales - 85% increase
Leased Properties 50% increase
Educational Programming - 50% increase

We have also worked hard to keep expenses down.

We are happy to report we received a clean audit with no findings and our auditors from Saltmarsh, Cleaveland, and Gund are on site today to present the 2020-2021 audited financial statements, which you will find included with the materials.

**UWF Historic Trust
INCOME STATEMENT**

For Month ending August 31, 2021

	Year to Date		Budget	Year to Date		Budget
	Aug 2020	Aug 2020	2020/2021	Aug 2021	Aug 2021	2021/2022
INCOME						
3005 · ADMISSIONS	3,760.00	6,390.00	130,000.00	22,397.00	53,064.50	96,700.00
3006 · BIRTHDAY PARTIES	0.00	0.00	3,500.00	0.00	0.00	2,000.00
3200 · EDUCATION PROGRAMS	355.00	1,135.00	29,000.00	385.00	2,280.00	8,800.00
3300 · CITY/COUNTY FUNDING	0.00	0.00	202,400.00	0.00	0.00	202,400.00
3310 · ESC COUNTY SCHOOL FUNDING	0.00	10,000.00	21,000.00	0.00	0.00	13,000.00
3320 · SPECIAL PROGRAMS: Ghost tours, Camp, etc	-800.00	1,050.00	23,500.00	265.00	265.00	15,000.00
3350 · GRANT INCOME - Operating Support	3,748.00	3,748.00	25,000.00	4,500.00	19,500.00	25,000.00
3380 · PARKING	21,252.89	22,852.89	18,000.00	0.00	4,800.00	30,500.00
3400 · MUSEUM STORE	948.84	1,604.02	30,000.00	3,062.62	10,961.61	20,000.00
3500 · LEASE/BUILDINGS	14,061.48	24,790.07	130,000.00	13,085.00	28,404.56	131,000.00
3505 · RESIDENTIAL LIFE FACILITY	0.00	0.00	0.00	0.00	0.00	0.00
3510 · RENTALS/SHORT-TERM	14,454.45	19,366.21	127,000.00	11,900.43	32,785.93	139,000.00
3560 · DONATIONS	195.22	195.22	3,000.00	229.43	1,236.93	5,000.00
3570 · RESTRICTED GIFTS	0.00	0.00	11,000.00	0.00	0.00	11,500.00
3590 · RESTRICTED INTEREST-VEAL	0.00	0.00	220.00	0.00	0.00	225.00
3600 · EARNED INTEREST	0.00	0.00	100.00	0.00	0.00	100.00
3800 · SHORTAGE/OVERAGE	0.01	0.00	0.00	0.00	0.01	0.00
Total Income	57,975.89	91,131.41	753,720.00	55,824.48	153,298.54	700,225.00
EXPENDITURES						
4110 · CONSULTING SERVICE	1097.50	1672.50	14,500.00	1475.00	2960.00	13,000.00
4113 · PAYROLL	9000.00	9000.00	107,000.00	0.00	0.00	84,000.00
4115 · MUSEUM-STAFF	600.00	1280.00	24,500.00	1590.00	2177.00	21,200.00
4120 · AUTO EXPENSE ALLOWANCE	600.00	1200.00	7,200.00	500.00	1000.00	6,000.00
4130 · INSURANCE & SURETY BONDS	0.00	6365.00	19,300.00	7061.00	7061.00	19,300.00
4133 · PROPERTY MGMT	754.60	1508.20	12,000.00	750.00	2645.43	10,000.00
4135 · AUDITING	1000.00	1000.00	13,000.00	1000.00	1000.00	13,000.00
4136 · PROPERTY TAX	0.00	0.00	750.00	0.00	0.00	700.00
4155 · POSTAGE/FREIGHT/EXP.MAIL	0.00	0.00	4,500.00	0.00	0.00	3,500.00
4160 · PRINTING & DUPLICATING	246.00	352.00	19,100.00	376.00	532.00	14,000.00
4175 · DUES/SUBSCRIPTIONS	1090.00	1430.00	11,000.00	0.00	450.00	9,000.00
4176 · MEMORIALS	0.00	0.00	500.00	0.00	0.00	300.00
4180 · ADVERTISING	2215.67	5043.66	37,000.00	2675.78	6385.78	37,000.00
4200 · EDUCATION PROGRAMS/SUPPLIES	601.09	1443.00	32,150.00	682.78	2379.33	22,600.00
4210 · MUSEUM STORE PURCHASES	171.05	188.99	18,500.00	1001.68	2277.42	10,000.00
4215 · SPECIAL PROGRAMS: Ghost tours, camp, etc.	0.00	0.00	11,900.00	0.00	0.00	5,200.00
4225 · AWARDS/OTHER	0.00	0.00	5,500.00	0.00	0.00	3,500.00
4250 · TELEPHONE	225.59	448.87	2,000.00	173.74	388.59	2,000.00
4253 · WATER	21.50	443.99	3,000.00	34.82	68.57	3,000.00
4275 · UTILITIES	4297.56	8616.47	65,000.00	5001.99	31941.71	150,000.00
5000 · TRAVEL EXPENSE	425.00	425.00	15,000.00	135.00	135.00	7,500.00
5100 · OFFICE CHARGES/EXPENSES	250.93	511.19	17,000.00	1206.61	1588.20	15,000.00
5250 · SPECIAL EVENTS	0.00	0.00	23,300.00	171.39	1446.40	6,500.00
6000 · EXHIBITS/COLLECTIONS/CURATORIAL	9681.11	11802.58	100,000.00	4448.30	13667.73	50,000.00
6100 · BLDG/MAINTENANCE & SUPPLIES	6079.11	8901.41	33,500.00	7992.29	16246.08	33,500.00
6135 · CEMETERIES	7812.63	11978.09	70,000.00	5232.62	6932.62	70,000.00
6175 · INDEPENDENT CONTRACTOR	4591.83	5263.83	81,520.00	2284.51	6769.53	85,425.00
7800 · OCO/OTHER CAPITAL OUTLAY	0.00	0.00	5,000.00	0.00	0.00	5,000.00
7900 · GRANT EXPENSES - MATCH	0.00	0.00	0.00	0.00	0.00	0.00
Total Expense	50,761.17	78,874.78	753,720.00	43,793.51	108,052.39	700,225.00
NET INCOME	7,214.72	12,256.63		12,030.97	45,246.15	
7900 · GRANT EXPENSES *	892.24	5,292.24	50,000.00	0.00	0.00	21,500.00
8000 · CURRENT YEAR RESERVES	0.00	0.00	0.00	0.00	0.00	0.00

UWF Historic Trust
Balance Sheet
As of August 31, 2021

	Aug 31, 21
ASSETS	
Current Assets	
Checking/Savings	
102000 · CASH/MUSEUM CHANGE FUND	1,385.00
103000 · OPERATING ACCOUNT - REGIONS	42,370.09
103100 · SAVINGS/RESERVES - REGIONS	50,493.99
103300 · PMA TEMP RESTRICTED - REGIONS	33,996.61
103700 · ST. MICHAEL'S - REGIONS	12,322.54
106200 · HANCOCK BANK CD/OCC REPAIRS	140,732.28
106601 · PNC CD/VEAL AWARD	38,774.44
108000 · FOUNDATION INVSTMNT ACCNT-END...	949,823.65
108249 · PMA Collections Endowment - UWF	50,000.00
Total Checking/Savings	1,319,898.60
Accounts Receivable	
11000 · ACCOUNTS RECEIVABLE	-321.00
11001 · AR - Short Term Rentals	9,681.38
117000 · ACCOUNTS RECEIVABLE-INTEREST	131.25
Total Accounts Receivable	9,491.63
Other Current Assets	
111000 · GRANTS RECEIVABLE	199,003.74
113001 · DUE FROM UWF FDN DONOR/MEMBER	-375.00
113008 · Due from Arcadia Mill	-62.00
113009 · Due from UWF FDN - PMA Member	-100.00
116000 · OTHER RECEIVABLE-NAI HALFORD	15,227.08
118000 · PRE-PAID INSURANCE	11,306.64
122000 · INVENTORY - ARCADIA MILL	2,277.81
125000 · INVENTORY OF STORES (HPV)	97,982.63
129000 · INVENTORY - PMA	6,219.08
Total Other Current Assets	331,479.98
Total Current Assets	1,660,870.21
Fixed Assets	
130000 · LAND	1,010,660.00
131000 · BUILDINGS	5,222,917.59
132000 · FURNITURE AND EQUIPMENT	419,139.80
133000 · FURNITURE, FIXTURES & EQUIP-PHS	9,085.00
134000 · FURNITURE & EQUIPMENT/TTW	8,011.48
134500 · FURNITURE & EQUIPMENT-BARKLEY	17,488.92
134900 · FURNITURE, FIXTURES & EQUIP-PMA	63,983.79
135000 · ACCUMULATED DEPRECIATION	-2,614,033.42
Total Fixed Assets	4,137,253.16
Other Assets	
141000 · HISTORICAL PROP/ANTIQUES	125,247.59
149000 · PMA Collection	123,966.27
151000 · Utilities Deposits	834.47
Total Other Assets	250,048.33
TOTAL ASSETS	6,048,171.70
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
200000 · ACCOUNTS PAYABLE	11,108.13
Total Accounts Payable	11,108.13

UWF Historic Trust
Balance Sheet
As of August 31, 2021

	<u>Aug 31, 21</u>
Credit Cards	
110003 · Regions Credit Card	2,208.26
Total Credit Cards	<u>2,208.26</u>
Other Current Liabilities	
201500 · DEFERRED GRANT	10,000.00
201551 · Holding - AME Zion Mag Cem	4,196.19
201560 · Due to - Cemeteries Spc Prjcts	7,000.00
201700 · SALES TAX PAYABLE	
25500 · SALES TAX PAYABLE - WFHPI	5,336.57
201700 · SALES TAX PAYABLE - Other	<u>-173.60</u>
Total 201700 · SALES TAX PAYABLE	5,162.97
216100 · PPP Loan	278,690.00
221000 · RENTAL DEPOSITS	69,687.33
221500 · RENTAL DEPOSITS-LONG-TERM L...	<u>15,754.42</u>
Total Other Current Liabilities	<u>390,490.91</u>
Total Current Liabilities	<u>403,807.30</u>
Total Liabilities	403,807.30
Equity	
Opening Bal Equity	199,222.40
Retained Earnings	2,499,616.84
296000 · FUND BALANCE/UNRESTRICTED	2,671,237.35
297000 · FUND BALANCE/TEMP. RESTRICTED	144,788.00
298000 · Fund Balance/Perm Restricted	57,500.00
299550 · Fund Balance/Brd Des/PMA Collec	43,430.00
Net Income	<u>28,569.81</u>
Total Equity	<u>5,644,364.40</u>
TOTAL LIABILITIES & EQUITY	<u><u>6,048,171.70</u></u>

Saltmarsh

Saltmarsh, Cleaveland & Gund

CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

**WEST FLORIDA HISTORIC PRESERVATION, INC.
D/B/A UNIVERSITY OF WEST FLORIDA HISTORIC TRUST**

**(A COMPONENT UNIT OF
THE UNIVERSITY OF WEST FLORIDA)**

PENSACOLA, FLORIDA

FINANCIAL STATEMENTS

JUNE 30, 2021 AND 2020

**WEST FLORIDA HISTORIC PRESERVATION, INC.
D/B/A UNIVERSITY OF WEST FLORIDA HISTORIC TRUST**

(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)

PENSACOLA, FLORIDA

FINANCIAL STATEMENTS

JUNE 30, 2021 AND 2020

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INDEPENDENT AUDITOR'S REPORT

Board of Directors
West Florida Historic Preservation, Inc.
d/b/a University of West Florida Historic Trust
Pensacola, Florida

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and the entity-wide activities of West Florida Historic Preservation, Inc. d/b/a University of West Florida Historic Trust (“the Trust”), (a component unit of the University of West Florida), which collectively comprise the statements of net position and governmental fund balance sheets as of June 30, 2021 and 2020, and the related statements of activities and governmental fund revenues, expenditures, and changes in fund balance/net position for the years then ended, and the related notes to the financial statements.

Management’s Responsibility for the Financial Statements

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

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of 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 risk 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 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.

-1-

Board of Directors
West Florida Historic Preservation, Inc.
d/b/a University of West Florida Historic Trust
Pensacola, Florida

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial positions of the governmental activities and the entity-wide activities of the Trust as of June 30, 2021 and 2020, and the changes in financial position for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3-5 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated August 26, 2021, on our consideration of the Trust's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Trust's internal control over financial reporting and compliance.



Pensacola, Florida
August 26, 2021

**WEST FLORIDA HISTORIC PRESERVATION, INC.
D/B/A UNIVERSITY OF WEST FLORIDA HISTORIC TRUST
(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2021 AND 2020**

The following is a narrative overview and analysis of the West Florida Historic Preservation, Inc. d/b/a University of West Florida Historic Trust's ("the Trust") significant financial activities for the fiscal year ended June 30, 2021.

Operational Highlights

- For fiscal year 2020/21 our overall site visitation was down 62% compared to the previous year. The decreased visitation has negatively impacted our earned income for the year. Overall, our lost revenue due to COVID-19 closures and restrictions amounted to approximately \$345,267, which is 62% of our total budget.
- Our inability to open our museums and offer public programming has also severely diminished the visibility of our organization within the community and region which will most likely affect future revenue.
- In response to the decrease in revenue due to COVID-19 shutdowns, we cut part-time staff hours in half to help decrease expenses.
- We have also laid off five fulltime staff positions due to cuts to our state funding in January 2021. This has added to the strain on the remaining staff.
- We received \$10,000 in CARES funding from the Florida Humanities Council to help cover the costs of our utilities.
- We also received \$1,898 in CARES funding through the Florida Division of Cultural Affairs which will cover some general operating expenses such as utilities.
- In September of 2020 Hurricane Sally did major damage to our historic properties. Initial estimates place the cost of repairs to be \$2,519,369. UWF filed a claim with the State's insurance and the state paid \$2,280,112 to the university to cover the repairs. Repairs are ongoing and it is anticipated UWF's FEMA claim will cover any remaining costs.
- Due to the damage from Hurricane Sally, the Trust had to completely close its museums until early 2021, further limiting our ability to earn revenue.
- After offering only limited opening hours at the Pensacola Museum of Art and the Pensacola Museum of History since March of 2020, due to COVID-19, on July 7, 2020 we opened more of the museum but only on Tuesdays, Thursdays and Saturdays.
- The Trust applied for grants to help ease the burden on its finances placed by the pandemic and Hurricane Sally.
- We received PPP loan funding in the amount of \$278,690 in April 2021.

**WEST FLORIDA HISTORIC PRESERVATION, INC.
D/B/A UNIVERSITY OF WEST FLORIDA HISTORIC TRUST
(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2021 AND 2020**

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the Trust's basic financial statements. They are: 1) entity-wide and governmental fund financial statements and 2) notes to the financial statements.

Entity-wide financial statements are designed to provide readers with a broad overview of the Trust's finances in a manner similar to a private-sector business. Governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financing requirements.

The notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the financial statements. The notes to the financial statements can be found starting on page 8 of this report.

Summary of Financial Condition

**West Florida Historic Preservation, Inc.
d/b/a University of West Florida Historic Trust
Net Position**

	<u>2021</u>	<u>2020</u>	<u>2019</u>
Total assets, excluding capital assets	\$ 2,265,352	\$ 1,940,255	\$ 2,032,262
Capital assets	<u>4,137,243</u>	<u>4,509,152</u>	<u>4,739,327</u>
Total assets	<u>\$ 6,402,595</u>	<u>\$ 6,449,407</u>	<u>\$ 6,771,589</u>
Current liabilities	<u>\$ 397,042</u>	<u>\$ 93,479</u>	<u>\$ 87,928</u>
Invested in capital assets	4,137,243	4,509,152	4,739,327
Reserved	209,429	201,288	202,651
Designated	38,774	38,697	38,620
PMA designated	33,966	68,302	117,575
Undesignated	<u>1,586,141</u>	<u>1,538,489</u>	<u>1,585,488</u>
Total fund balance/net position	<u>6,005,553</u>	<u>6,355,928</u>	<u>6,683,661</u>
Total liabilities and net position	<u>\$ 6,402,595</u>	<u>\$ 6,449,407</u>	<u>\$ 6,771,589</u>

**WEST FLORIDA HISTORIC PRESERVATION, INC.
D/B/A UNIVERSITY OF WEST FLORIDA HISTORIC TRUST
(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2021 AND 2020**

Summary of Financial Condition (Continued)

**West Florida Historic Preservation, Inc.
d/b/a University of West Florida Historic Trust
Revenues, Expenses, and Changes in Net Position**

	<u>2021</u>	<u>2020</u>	<u>2019</u>
Program revenues	\$ 731,858	\$ 858,293	\$ 1,020,176
General revenues	419,508	12,982	88,145
Total revenues	<u>1,151,366</u>	<u>871,275</u>	<u>1,108,321</u>
Historic Pensacola Village and museum activities	49,695	45,187	40,557
Historic preservation and education programs	220,220	170,964	349,237
Pensacola Museum of Art	197,775	244,515	265,969
Management and general	603,084	325,762	412,931
Depreciation	430,967	412,580	408,032
Total expenditures/expenses	<u>1,501,741</u>	<u>1,199,008</u>	<u>1,476,726</u>
Change in net position	<u>\$ (350,375)</u>	<u>\$ (327,733)</u>	<u>\$ (368,405)</u>

Capital Assets

The Trust's investment in capital assets totaled \$4,137,243 (net of accumulated depreciation of \$2,614,034). Capital assets include land, buildings and improvements, and furniture, fixtures and equipment.

Economic Factors

Budgetary constraints of state and local governments can affect the Trust's funding.

Requests for Information

Questions concerning any of the information provided in this report or requests for additional financial information should be directed to the following address:

West Florida Historic Preservation, Inc.
d/b/a University of West Florida Historic Trust
Attn: Executive Director
P.O. Box 12866
Pensacola, FL 32591-2866

**WEST FLORIDA HISTORIC PRESERVATION, INC.
DBA UNIVERSITY OF WEST FLORIDA HISTORIC TRUST
(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)
STATEMENTS OF NET POSITION AND GOVERNMENTAL FUND BALANCE SHEETS
JUNE 30, 2021 AND 2020**

	2021			2020		
	General Fund	Adjustments (Note 1)	Statement of Net Position	General Fund	Adjustments (Note 1)	Statement of Net Position
Assets:						
Cash	\$ 123,240	\$ -	\$ 123,240	\$ 173,724	\$ -	\$ 173,724
Certificates of deposit	179,506	-	179,506	179,288	-	179,288
Due from UWF Foundation	1,380,409	-	1,380,409	999,824	-	999,824
Grants and local support receivable	214,231	-	214,231	225,823	-	225,823
Accrued interest receivable	131	-	131	131	-	131
Inventory	106,480	-	106,480	109,824	-	109,824
Prepaid assets	11,307	-	11,307	11,057	-	11,057
Historical properties, antiques and collections	249,214	-	249,214	239,750	-	239,750
Deposits	834	-	834	834	-	834
Capital assets -						
Non-depreciable	-	1,010,660	1,010,660	-	1,010,660	1,010,660
Depreciable, net of accumulated depreciation	-	3,126,583	3,126,583	-	3,498,492	3,498,492
Total Assets	<u>\$ 2,265,352</u>	<u>\$ 4,137,243</u>	<u>\$ 6,402,595</u>	<u>\$ 1,940,255</u>	<u>\$ 4,509,152</u>	<u>\$ 6,449,407</u>
Liabilities:						
Note payable	\$ 278,690	\$ -	\$ 278,690	\$ -	\$ -	\$ -
Accounts payable	24,804	-	24,804	9,948	-	9,948
Deferred revenue	93,548	-	93,548	83,531	-	83,531
Total liabilities	<u>397,042</u>	<u>-</u>	<u>397,042</u>	<u>93,479</u>	<u>-</u>	<u>93,479</u>
Fund Balance/Net Position:						
Invested in capital assets	-	4,137,243	4,137,243	-	4,509,152	4,509,152
Nonspendable	367,835	(367,835)	-	361,465	(361,465)	-
Restricted/reserved	209,429	-	209,429	201,288	-	201,288
Assigned/designated	38,774	-	38,774	38,697	-	38,697
PMA assigned/designated	33,966	-	33,966	68,302	-	68,302
Unassigned/undesignated	1,218,306	367,835	1,586,141	1,177,024	361,465	1,538,489
Total fund balance/net position	<u>1,868,310</u>	<u>4,137,243</u>	<u>6,005,553</u>	<u>1,846,776</u>	<u>4,509,152</u>	<u>6,355,928</u>
Total Liabilities and Fund Balance/Net Position	<u>\$ 2,265,352</u>	<u>\$ 4,137,243</u>	<u>\$ 6,402,595</u>	<u>\$ 1,940,255</u>	<u>\$ 4,509,152</u>	<u>\$ 6,449,407</u>

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

**WEST FLORIDA HISTORIC PRESERVATION, INC.
DBA UNIVERSITY OF WEST FLORIDA HISTORIC TRUST
(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)
STATEMENTS OF ACTIVITIES AND GOVERNMENTAL FUND REVENUES,
EXPENDITURES, AND CHANGES IN FUND BALANCE/NET POSITION
YEARS ENDED JUNE 30, 2021 AND 2020**

	2021			2020		
	General Fund	Adjustments (Note 1)	Statement of Activities	General Fund	Adjustments (Note 1)	Statement of Activities
Program Revenues:						
Grants and local support	\$ 348,230	\$ -	\$ 348,230	\$ 350,605	\$ -	\$ 350,605
Admissions, including tours, Pensacola Museum of Art and school programs	104,376	-	104,376	228,873	-	228,873
Rents and leases	271,677	-	271,677	266,578	-	266,578
Museum store income, net	7,575	-	7,575	12,237	-	12,237
Total program revenues	<u>731,858</u>	<u>-</u>	<u>731,858</u>	<u>858,293</u>	<u>-</u>	<u>858,293</u>
General Revenues:						
Interest and dividends	12,163	-	12,163	20,959	-	20,959
Miscellaneous	68,539	-	68,539	17,599	-	17,599
Realized/unrealized gains (losses)	338,806	-	338,806	(25,576)	-	(25,576)
Total general revenues	<u>419,508</u>	<u>-</u>	<u>419,508</u>	<u>12,982</u>	<u>-</u>	<u>12,982</u>
Total revenues	<u>1,151,366</u>	<u>-</u>	<u>1,151,366</u>	<u>871,275</u>	<u>-</u>	<u>871,275</u>
Expenditures/Expenses:						
Historic Pensacola Village and museum activities	49,695	-	49,695	45,187	-	45,187
Historic preservation and education programs	220,220	-	220,220	170,964	-	170,964
Pensacola Museum of Art	197,775	-	197,775	244,515	-	244,515
Management and general	603,084	-	603,084	325,762	-	325,762
Depreciation	-	430,967	430,967	-	412,580	412,580
Capital outlay	59,058	(59,058)	-	182,405	(182,405)	-
Total expenditures/expenses	<u>1,129,832</u>	<u>371,909</u>	<u>1,501,741</u>	<u>968,833</u>	<u>230,175</u>	<u>1,199,008</u>
Change in fund balance/net position	21,534	(371,909)	(350,375)	(97,558)	(230,175)	(327,733)
Fund Balance/Net Position, Beginning of Year	<u>1,846,776</u>	<u>4,509,152</u>	<u>6,355,928</u>	<u>1,944,334</u>	<u>4,739,327</u>	<u>6,683,661</u>
Fund Balance/Net Position, End of Year	<u>\$ 1,868,310</u>	<u>\$ 4,137,243</u>	<u>\$ 6,005,553</u>	<u>\$ 1,846,776</u>	<u>\$ 4,509,152</u>	<u>\$ 6,355,928</u>

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

**WEST FLORIDA HISTORIC PRESERVATION, INC.
D/B/A UNIVERSITY OF WEST FLORIDA HISTORIC TRUST
(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021 AND 2020**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Purpose:

West Florida Historic Preservation, Inc. (“WFHPI”), formerly Historic Pensacola, Inc., was organized as a not-for-profit corporation under Section 266.0018, Florida Statutes, to engage in the restoration and exhibition of historical landmarks in the vicinity of Pensacola, Florida. In 2001, Section 266.0018, Florida Statutes was repealed, at which time the legislature transferred the historic preservation responsibilities to the University of West Florida (“UWF”). On July 1, 2001, WFHPI was designated as a direct support organization of UWF under Section 267.1732, Florida Statutes, in order to assist UWF in carrying out its dual historic preservation and historic preservation education purposes and responsibilities. In November 2013, West Florida Historic Preservation, Inc. changed its name to West Florida Historic Preservation, Inc., d/b/a University of West Florida Historic Trust (“the Trust”).

The general operating authority of the Trust is contained in Section 267.1732, Florida Statutes (Chapter 2001-199, Laws of Florida). The Trust operates under an operating agreement with UWF and is considered a component unit of UWF.

Expenses paid by the Trust to renovate or modify property controlled by UWF and leased by the Trust are capitalized and reflected in buildings and improvements in these financial statements. The Trust assists UWF in operating, preserving and maintaining various historical properties owned by the State of Florida and controlled by UWF. Certain expenses related to these activities are directly paid by UWF and are not included in these financial statements. Those expenses, which are not reflected in these financial statements, are as follows:

	2021	2020
Telephone	9,269	\$ 8,020
Operating supplies	232	1,837
Office equipment rental	6,034	10,391
Electricity	82,045	135,842
Natural gas	14,259	22,227
Other utilities	54,644	67,198
Repairs and maintenance	17,362	20,643
Equipment	814	2,172
Contractual services	25,571	29,104
Security	12,212	19,190
Insurance	13,139	14,931
Permits	-	3,330
Other	8,307	7,973
	<u> </u>	<u> </u>
Totals	<u>\$ 243,888</u>	<u>\$ 342,858</u>

**WEST FLORIDA HISTORIC PRESERVATION, INC.
D/B/A UNIVERSITY OF WEST FLORIDA HISTORIC TRUST
(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021 AND 2020**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Organization and Purpose (Continued):

Salaries of UWF employees who staff the Trust are paid directly by UWF. These in-kind salaries amounted to \$1,410,367 and \$1,372,696 for the years ended June 30, 2021 and 2020, respectively, and are not reflected in the books of the Trust. Additionally, UWF donates office space in the Bowden Building located at 120 Church Street in downtown Pensacola, Florida to the Trust. Management estimates the fair value of this donated office space to be \$216,512 and \$178,304 for the years ended June 30, 2021 and 2020, respectively.

In November 2013, the Trust entered into a Memorandum of Understanding (“MOU”) with the University of West Florida Foundation (“UWFF”), a direct service organization of UWF, where all membership income is handled and recorded by UWFF. Membership income held by UWFF amounted to \$51,808 and \$47,420 as of June 30, 2021 and 2020, respectively.

Each state university board of trustees is authorized to permit the use of property, facilities, and personal services at any state university by any university direct support organization per Section 1004.28, Florida Statutes. Administrative and fiscal services, office space, and other miscellaneous support services are provided to UWF direct support organizations by UWF at no cost. No value is assigned to administrative and fiscal services in the accompanying statements of activities and governmental fund revenues, expenditures, and changes in fund balance/net position.

Pensacola Museum of Art:

On July 1, 2016, the assets of the Pensacola Museum of Art (“PMA”), an independent not-for-profit corporation, became part of UWF. On that date, UWFF was gifted a historic building, land, a fine arts collection, furniture and equipment, cash and cash equivalents, a permanent endowment, and other current assets from the dissolving entity totaling approximately \$4.2 million. UWFF transferred the historic building and land to UWF and the fine arts collection, furniture and equipment, and all other assets were transferred to the Trust, with the exception of the permanent endowment. The Trust maintains a management agreement with UWF covering the preservation of historic properties for UWF. UWFF will continue to steward the endowment for purposes of the PMA, now a division of the Trust. The new PMA division has a non-governing advisory board that reports to the Trust’s board of directors. Under the agreement, UWFF will handle all and record all membership income for the PMA. PMA membership income held by UWFF amounted to \$21,825 and \$21,159 as of June 30, 2021 and 2020, respectively.

**WEST FLORIDA HISTORIC PRESERVATION, INC.
D/B/A UNIVERSITY OF WEST FLORIDA HISTORIC TRUST
(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021 AND 2020**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Measurement Focus, Basis of Accounting and Financial Statement Presentation:

These financial statements have been prepared in conformity with the accounting principles and reporting guidelines established by the Governmental Accounting Standards Board (“GASB”). The Trust utilizes the following fund type:

- General Fund, a governmental fund, is used to account for all revenues and expenditures applicable to the general operations of the Trust that are not required either legally or by accounting principles generally accepted in the United States of America (“GAAP”) to be accounted for in another fund.

Government-Wide Financial Statements:

The government-wide financial statements (i.e., the statements of net position and governmental fund balance sheets and the statements of activities and governmental fund revenues, expenditures, and changes in fund balance/net position) report information on all of the activities of the Trust. Governments typically report activities as either governmental activities, which are supported by grants and other intergovernmental revenues, or business-type activities, which rely to a significant extent on fees and charges for support. The Trust reports its activities as governmental activities.

Because the Trust reports only governmental activities and only one program, it is considered to be a special-purpose government for financial reporting purposes under GAAP. As such, the government-wide financial statements are presented together with the governmental fund financial statements with an adjustment column presented to reconcile the two sets of statements.

The Trust has one governmental fund type, which is the General Fund. The General Fund is used to account for all resources and operations. Governmental funds are accounted for on a “spending” or “financial flow” measurement focus. This means that only current assets and current liabilities are generally included on the balance sheet. Governmental fund operating statements present increases (revenues and other financing sources) and decreases (expenditures and other financing uses) in net current assets.

Basis of accounting refers to when revenues and expenditures are recognized in the accounts and reported in the financial statements. Basis of accounting relates to the timing of the measurements made, regardless of the measurement focus applied.

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded at the time liabilities are incurred, regardless of when the related cash flows take place.

**WEST FLORIDA HISTORIC PRESERVATION, INC.
D/B/A UNIVERSITY OF WEST FLORIDA HISTORIC TRUST
(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021 AND 2020**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Governmental Funds:

The General Fund is accounted for using the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recognized when susceptible to accrual; that is, when they are measurable and available. Measurable means the amount of the transaction can be determined and available means collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the Trust considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures are generally recorded when the related liability is incurred. Primary revenues consist of charges for services, licenses, and permits. All of these revenues are susceptible to accrual.

Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Inventory:

Inventory consists of merchandise held for resale in the museum gift shops. Inventory is stated at lower of cost or market and is accounted for under the first-in, first-out method.

Capital Assets:

Property and equipment are recorded at cost. Donated capital assets are recorded at their estimated fair market value on the date of contribution. Expenditures which equal or exceed \$5,000 that materially increase values, change capacities, or extend useful lives are capitalized. Repairs and maintenance costs are charged to operations when incurred.

Depreciation is computed using the straight-line method. Estimated useful lives of property and equipment range as follows:

Buildings and improvements	10 - 40 years
Furniture, fixtures and equipment	5 - 10 years

**WEST FLORIDA HISTORIC PRESERVATION, INC.
D/B/A UNIVERSITY OF WEST FLORIDA HISTORIC TRUST
(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021 AND 2020**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Historical Properties, Antiques, and Collections:

Purchased historical properties, antiques, and collections that are held for educational and curatorial purposes are recorded at cost. Donated items are not capitalized but are recorded both as revenue and expense in the government-wide statement of activities. Whether purchased or donated, each item is cataloged, preserved, and cared for, and activities verifying their existence and assessing their condition are performed continuously.

Historical properties, antiques, and collections are acquired for purposes of preservation and display. Management considers these items to be historically significant and should be preserved perpetually. Accordingly, depreciation is not recorded for these items.

Program Revenue:

Program revenue from local governments and government grants is recorded based upon the terms of the grantor allotment which generally provides that revenue is earned when the allowable costs of the specific grant provisions have been incurred or the performance of the services has been rendered. Such revenue is subject to audit by the grantor. If the examination results in a deficiency of allowable expenses, the Trust will be required to refund any deficiencies.

Income Taxes:

The Trust is exempt from federal income taxes under Internal Revenue Service Code Section 501(c)(3). As a result, there is no provision for taxes in the accompanying financial statements.

Donated Services, Materials, and Facilities:

The Trust receives donated services from a variety of unpaid volunteers assisting in the museum and education programs. No amounts have been recognized in the accompanying statements of activities for these donated services.

As discussed previously, UWF pays certain expenses and donates office space to the Trust.

**WEST FLORIDA HISTORIC PRESERVATION, INC.
D/B/A UNIVERSITY OF WEST FLORIDA HISTORIC TRUST
(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021 AND 2020**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Adjustments Between Governmental Fund Balance Sheets and Statements of Net Position:

Capital assets are not financial resources and therefore are not reported in the governmental fund. Adjustment is made to include capital assets in the entity-wide statements of net position.

Designations of net position are considered to be an internal constraint on resources and, therefore, are not reported in the entity-wide statements of net position. Adjustment is made to remove designations of net position from the entity-wide statements of net position.

Adjustments Between Governmental Fund Statements of Revenue, Expenditures, and Changes in Fund Balances and Statements of Activities:

Because capital assets are not reported in the governmental fund, no depreciation is recognized in the governmental fund statements of revenues, expenditures, and changes in fund balances. Instead, capital outlays are reported as expenditures. Adjustment is made to include depreciation expense and remove capital outlays in the entity-wide statements of activities.

Reclassifications:

Certain amounts in the 2020 financial statements have been reclassified to conform to the 2021 presentation.

NOTE 2 - DEPOSITS AND INVESTMENTS

The Trust's deposits and investments consist of demand deposits and certificates of deposit. The carrying amount of the Trust's deposits and investments at June 30, 2021 and 2020 was \$301,361 and \$351,427, respectively, and the bank balance was \$331,956 and \$375,977, respectively. The Trust's cash balances held by financial institutions are insured by the Federal Deposit Insurance Corporation up to certain limits.

**WEST FLORIDA HISTORIC PRESERVATION, INC.
D/B/A UNIVERSITY OF WEST FLORIDA HISTORIC TRUST
(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021 AND 2020**

NOTE 3 - DUE FROM UWFF

In March 2013, the Trust entered into a MOU with UWFF, where the Trust may transfer current cash assets to UWFF to invest on the Trust's behalf. These funds are invested as a Quasi-Endowment with UWFF and will be part of the overall investment pool subject to spending and investment policies of UWFF as agreed to in the MOU. The Trust's investment with UWFF amounted to \$1,330,023 and \$999,824 at June 30, 2021 and 2020, respectively. In addition, at June 30, 2021, \$50,386 is due from UWFF from unused Paycheck Protection Program ("PPP") loan proceeds as stated in Note 5.

NOTE 4 - CAPITAL ASSETS

Capital assets consist of the following:

June 30, 2021:	Beginning Balance	Increases	Decreases	Ending Balance
<u>Historic Pensacola Village</u>				
Land	\$ 1,010,660	\$ -	\$ -	\$ 1,010,660
Buildings and improvements	5,222,917	-	-	5,222,917
Furniture, fixtures and equipment	8,012	-	-	8,012
<u>Barkley House</u>				
Furniture, fixtures and equipment	17,489	-	-	17,489
<u>Pensacola Museum of Art</u>				
Furniture, fixtures and equipment	25,001	38,973	-	63,974
<u>General and Administrative</u>				
Furniture, fixtures and equipment	408,140	20,085	-	428,225
	<u>6,692,219</u>	<u>59,058</u>	<u>-</u>	<u>6,751,277</u>
Less accumulated depreciation	<u>2,183,067</u>	<u>430,967</u>	<u>-</u>	<u>2,614,034</u>
	<u>\$ 4,509,152</u>	<u>\$ (371,909)</u>	<u>\$ -</u>	<u>\$ 4,137,243</u>

**WEST FLORIDA HISTORIC PRESERVATION, INC.
D/B/A UNIVERSITY OF WEST FLORIDA HISTORIC TRUST
(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021 AND 2020**

NOTE 4 - CAPITAL ASSETS (Continued)

June 30, 2020:	Beginning Balance	Increases	Decreases	Ending Balance
<u>Historic Pensacola Village</u>				
Land	\$ 1,010,660	\$ -	\$ -	\$ 1,010,660
Buildings and improvements	5,040,512	182,405	-	5,222,917
Furniture, fixtures and equipment	8,012	-	-	8,012
<u>Barkley House</u>				
Furniture, fixtures and equipment	17,489	-	-	17,489
<u>Pensacola Museum of Art</u>				
Furniture, fixtures and equipment	25,001	-	-	25,001
<u>General and Administrative</u>				
Furniture, fixtures and equipment	436,645	-	(28,505)	408,140
	<u>6,538,319</u>	<u>182,405</u>	<u>(28,505)</u>	<u>6,692,219</u>
Less accumulated depreciation	<u>1,798,992</u>	<u>412,580</u>	<u>(28,505)</u>	<u>2,183,067</u>
	<u>\$ 4,739,327</u>	<u>\$ (230,175)</u>	<u>\$ -</u>	<u>\$ 4,509,152</u>

Depreciation expense was \$430,967 and \$412,580 for the years ended June 30, 2021 and 2020, respectively.

NOTE 5 - NOTE PAYABLE

On April 27, 2021, the Trust received loan proceeds in the amount of \$278,690 under the PPP, established as part of the Coronavirus Aid, Relief and Economic Security Act (“CARES Act”). The PPP loan’s principal and accrued interest are forgivable to the extent that the proceeds are used for eligible purposes, subject to certain limitations. The Trust transferred the loan proceeds to UWFF for tracking purposes. As of June 30, 2021, total expenditures related to the PPP proceeds amounted to \$228,304 and the remaining \$50,386 is recorded in the Due from UWF Foundation on the accompanying Statements of Net Position and Governmental Fund Balance Sheets.

NOTE 6 - DEFERRED REVENUE

Rental revenue is considered earned when the event has occurred or the performance of the services has been rendered. Amounts received by the Trust in advance of the date of the event or performance of services are recorded as deferred revenue until the event has occurred or services are rendered. Total deferred revenue amounted to \$93,548 and \$83,531 at June 30, 2021 and 2020, respectively.

**WEST FLORIDA HISTORIC PRESERVATION, INC.
D/B/A UNIVERSITY OF WEST FLORIDA HISTORIC TRUST
(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021 AND 2020**

NOTE 7 - FUND BALANCE/NET POSITION

In the financial statements, fund balances/net position are classified as follows:

Nonspendable Fund Balance:

Nonspendable fund balance represents amounts that cannot be spent either because they are in a nonspendable form or because they are legally or contractually required to be maintained intact. Nonspendable fund balances as of June 30, 2021 and 2020 are presented as follows:

	<u>2021</u>	<u>2020</u>
Nonspendable -		
Inventory	\$ 106,480	\$ 109,824
Prepaid assets and deposits	12,141	11,891
Historical properties, antiques and collections	<u>249,214</u>	<u>239,750</u>
	<u>\$ 367,835</u>	<u>\$ 361,465</u>

Restricted Fund Balance / Reserved Net Position:

Restricted fund balance or reserved net position represent amounts that can be spent only for specific purposes required by law or other externally imposed conditions by grantors or creditors. Restricted fund balances/reserved net position as of June 30, 2021 and 2020 are presented as follows:

	<u>2021</u>	<u>2020</u>
Restricted -		
Old Christ Church fund	\$ 140,733	\$ 140,592
Kranc Property	57,500	57,500
Florida Conference AME Holding	4,196	3,196
Cemetery Projects	<u>7,000</u>	<u>-</u>
	<u>\$ 209,429</u>	<u>\$ 201,288</u>

**WEST FLORIDA HISTORIC PRESERVATION, INC.
D/B/A UNIVERSITY OF WEST FLORIDA HISTORIC TRUST
(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021 AND 2020**

NOTE 7 - FUND BALANCE/NET POSITION (Continued)

Assigned Fund Balance / Designated Net Position:

Assigned fund balance or designated net position represent amounts that are designated by the Board of Directors, under authorization governed in the Trust's By-Laws, for a particular purpose but not spendable until a majority vote of approval by the Board of Directors. The assigned fund balance/designated net position of \$38,774 and \$38,697 as of June 30, 2021 and 2020, respectively, represents the remaining cash balance in the Veal Education Fund.

PMA assigned fund balance or designated net position represents amounts that are designated by the Board of Directors but are not spendable until a majority vote of approval. In 2017, the Pensacola Museum of Art received a BP claim and the Board of Directors approved to designate these funds for future purchases of art work and collections to be held at the museum. The assigned fund balance/designated net position of \$33,966 and \$68,302 as of June 30, 2021 and 2020, respectively, represents the remaining designated BP funds.

Use of Restricted Resources:

When an expense is incurred that can be paid using either restricted or unrestricted resources (net position), the Trust's policy is to first apply the expense toward restricted resources and then toward unrestricted resources. In governmental funds, the Trust's policy is to first apply the expenditure toward restricted fund balance and then to other, less-restrictive classifications, committed and then assigned fund balances, if any, before using unassigned fund balances.

NOTE 8 - COMMITMENTS AND CONTINGENCIES

Dependency on Government Support:

The Trust receives a substantial amount of support from UWF, and state and local government agencies. A reduction in the level of future support from these entities could have a substantial effect on the Trust's programs and activities.

UWF Agreement:

As discussed in Note 1, the Trust is committed to assist UWF under an operating agreement which extends for an indefinite term.

**WEST FLORIDA HISTORIC PRESERVATION, INC.
D/B/A UNIVERSITY OF WEST FLORIDA HISTORIC TRUST
(A COMPONENT UNIT OF THE UNIVERSITY OF WEST FLORIDA)
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2021 AND 2020**

NOTE 8 - COMMITMENTS AND CONTINGENCIES (Continued)

Coronavirus Disease 2019:

During the year ended June 30, 2021, Coronavirus Disease 2019 (“COVID-19”) became a pandemic. The full impact of the COVID-19 outbreak continues to evolve as of the date of the report. As such, it is very uncertain as to the full magnitude that the pandemic will have on the Trust. Management is actively monitoring its financial condition, liquidity, operations, suppliers and industry, and workforce. Given the evolution of the COVID-19 outbreak, the Trust is not able to estimate the effects of the outbreak on its results of operations, financial condition, or liquidity.

NOTE 9 - RISK MANAGEMENT

The Trust is exposed to various levels of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; and natural disasters. The Trust is insured for these risks. There were no insurance losses related to these risks in excess of insurance coverage in any of the three prior fiscal years. The Trust is not aware of any liabilities related to these risks as of June 30, 2021.

OTHER REPORTS

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

Board of Directors
West Florida Historic Preservation, Inc.
d/b/a University of West Florida Historic Trust
Pensacola, Florida

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Governmental Auditing Standards* issued by the Comptroller General of the United States, the financial statements of West Florida Historic Preservation, Inc., d/b/a University of West Florida Historic Trust (“the Trust”), (a component unit of the University of West Florida), which comprise the statement of net position and governmental fund balance sheet as of June 30, 2021, and the related statement of activities and governmental fund revenues, expenditures, and changes in fund balance/net position for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated August 26, 2021.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Trust’s internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Trust’s internal control. Accordingly, we do not express an opinion on the effectiveness of the Trust’s internal control.

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

Board of Directors
West Florida Historic Preservation, Inc.
d/b/a University of West Florida Historic Trust
Pensacola, Florida

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Trust's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Governmental Auditing Standards*.

Purpose of this Report

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



Pensacola, Florida
August 26, 2021

Pensacola Museum of Art
Board of Directors Meeting
Zoom
August 19, 2021 Minutes

Board Members Present: Mr. Andrew Spencer, Mr. James Hosman, Dr. Patrick Rowe, Mr. John Markowitz, Mr. Chris Heaney, Mr. Scott Warren, and Mrs. Betty Roberts.

Board Members Absent: Mr. Edward Tisdale, Mrs. Teresa Dos Santos, Mrs. Sue Sherrill, Mr. Mike Bass, Mr. Brian Spencer, Mrs. Connie Crosby, Mrs. Kathi Gordon, Dr. David Earle, Mrs. Susan Ragan, Mrs. Teri Levin, Dr. Steve Brown, Mrs. Nancy Greenfield. and Mrs. Tracey Bryars.

Staff Members Present: Mr. Robert Overton, Mrs. Anna Wall, and Ms. Amy Eve.

Public Present: None

Opening of Meeting: Mr. Hosman called the meeting to order at 4:05 p.m. Staff confirmed there was no quorum present and that the minutes would be presented for approval at the next meeting.

Review of Minutes: Held

Historic Trust Report: Mr. Overton gave his Directors report, discussing grants and funding. He discussed lost revenue, the audit closing, and the Cares funds. He explained that the museums just reopened six days a week and are fully staffed. Mr. Overton discussed the working backup plans for Covid and shared that the 200th bicentennial event was a success.

Director Report: Mrs. Anna Wall reported in Mr. Croghan's absence, sharing the upcoming exhibition calendar and updates on the reaccreditation review. Mrs. Wall discussed the first exhibit opening event and the curator's tours of the End of Century exhibit next Thursday, Sept 9, with a 30-minute panel. She stated that the updated documents for the reaccreditation review was just resubmitted. They have also continued with strategic planning and implementing more security measures to align with AAM standards. She discussed the museum free days hosted this summer and commented on how nice the new website looked.

Treasurer's Report: Mr. Warren reported the financials and shared that we ended the month of July with an income of \$97,474.06 and an expense of \$64,258.88, resulting in income over expenses for \$33,215.18. We have seen our revenue grow due to expanding our opening hours. We hope to maintain this increase and grow our programs further while providing a safe environment despite the unknown limitations we may face. We have just completed fiscal year closeouts for the 20-21 fiscal years and finished with submissions and site visits with our auditors. We should receive a draft of the audited financial statements in late August to review and have them submitted to UWF by the September 1st deadline. Mr. Hosman noted that our budget items are exceeded already. For example, admissions are already at a third of projections. Mr. Overton responded that we submitted the budget early on and, depending on how things move forward, we plan to go to the board with an amended budget.

Committee Business:

Collections Committee Report: Ms. Anna Wall reported on the collections committee meeting held on July 14, 2021. No acquisitions to take a vote. As part of the reaccreditation follow-up, she has started a complete physical inventory of the collections with a student, resolving many data errors. They will clean up the collection records through the process with the collections committee. No new purchases were made, but we had local collectors approach us with planned donations, but we plan to work through that with Giving.

Executive Committee Report: No meeting was held.

Chair's comments: No new business. Mr. Robert Overton added an update that they attended the Zoom meeting with Holly Benson, who is working on an inventory of public art throughout the city with plans to create an app and map to share the information. Lots of organizations will be participating. It was an overall good meeting, and will update on progress. Mr. Hosman thanked the board for attending.

Adjournment: There being no further business, the meeting was adjourned at 4:40 p.m.

Meeting Minutes
08/23/2021
3:00-4:00pm
Zoom Meeting

Participants:

Rob Overton, Adrienne Walker, Carter Quina, Elizabeth Benchley, Lori McDuffie, Gregg Harding, Ross Pristera, William Lees, Jessie Cragg, Logan DeVries

Joining for South Market: Holly Hays & Nick Laing

Absent: Mark Robertson

1. Opening of Meeting

a. Public Comment

i. NONE

b. Review and Approval of Minutes from Previous Meeting: 06/28/2021

i. Approved

2. Reports

a. South Market - Holly & Nick

i. Drawings sent out to expand covered outdoor seating at South Market; plan is to lift section of the roof off, expand, and reattach to the building, will also divert rainwater to prevent flooding & provide rain cover over seating; footers will be planned to avoid brick - if not historic, they would like to bring it in by ~8' back towards the building

ii. Will need an archaeology assessment; some 18"x18" footers might not go into ground but fill will support on top of surface - check with SHPO on possibility?; Dr. Benchley proposes digging a trench to monitor or larger footings but less

iii. Permits need to be pulled, dates determined, paperwork filed, and cost incurred by process is part of the consideration

iv. Carter suggested exploring idea of raising existing roofline and using cantilever to support the roof, eliminating needing new footers

v. Next steps - interested parties meet down at site, discuss possibilities, and get solid plan

b. Collections Report

i. Gifts and Loans - Lori

a. 831 - racing programs; would be unique to collection

- b. 832 - portrait of John Appleyard; artist already in collection
 - c. 833 - hatpins & stairwindows
 - d. 836 - dairy cow tag
 - e. 837 - portrait of Brosnaham Sr.
 - f. 838 - badge for Humane Officer
 - g. 839 - 4 portraits commissioned for exhibit
 - 2. Motion to approve - EBenchley, everyone agreed
- ii. Exhibits Report - Jess
 - 1. *Suddenly American*, the 1821 exhibit wall, was installed and opened in time for the 200th celebration; positive feedback. QR codes around town getting use - will have numbers next meeting
 - 2. *9/11 Remembered* opened on the 2nd floor of PMH. There are ~20 memory cards hanging in the gallery; Lots of press for this exhibit
 - 3. Opening *Land & Sea* in PCM soon; members only event scheduled for Sept. 9th and open to public on Sept. 10th
 - 4. 3rd floor PMH - *Hank Locklin* is closed as of this week, items to be returned to lender on Thursday. In its place is *2000 Men*, an exhibit on African American politicians during Reconstruction. Opening end of Sept.
- c. Arcadia Report - Adrienne
 - i. Working on compliance to remove sediment from site
 - ii. Adopt-a-board was very successful; getting boards to install this fall
 - iii. Boardwalk repairs are finished; trees removed from homestead today
 - iv. New students have started - shared with downtown
 - v. More partnerships with FPAN coming in Fall; more events coming later (husharbor, spirit event, kayak tour); applying for grant to get speakers
- d. Archives Report - Adrienne
 - i. Appt only still two days a week
 - ii. New volunteers and student workers for larger projects
 - iii. Runyan transfer is in process
- e. Historic Preservation/Facilities Report
 - i. Facilities Report - Ross
 - 1. Maintenance

- a. Assessing number of upcoming repairs to make budget considerations; making list
 - 2. Hurricane Repairs
 - a. Getting final roof repairs; Dorr needs to be watertight & determining the timeline; PMH being worked on this week; tentative completion date is October/November
 - ii. ARB Report - Ross & Gregg
 - 1. New member Courtney from Old East Hill
 - 2. First review of development of West Garden
 - 3. First United Methodist Church on Wright - want metal roof; current roof was replaced after Ivan; providing more information; Carter suggests just repairing the broken slate
 - 4. Reynolds building demo approved- going to rebuild
- 3. Old Business
 - a. Hansen House Update - Rob
 - i. Attorney drafted donation agreement; proposed change from Mr. Hansen - wants Trust to maintain ownership for min. 100 years; still negotiating
 - b. Street Closure - Rob
 - i. Making Zaragoza through the village a pedestrian-only way during opening hours; working on making plans for how that would look; city is already working on their end to move it forward
- 4. New Business
 - a. None
- 5. Adjournment

Property and Collections August 2021

Potential Gifts and Loan Review

Potential Gifts

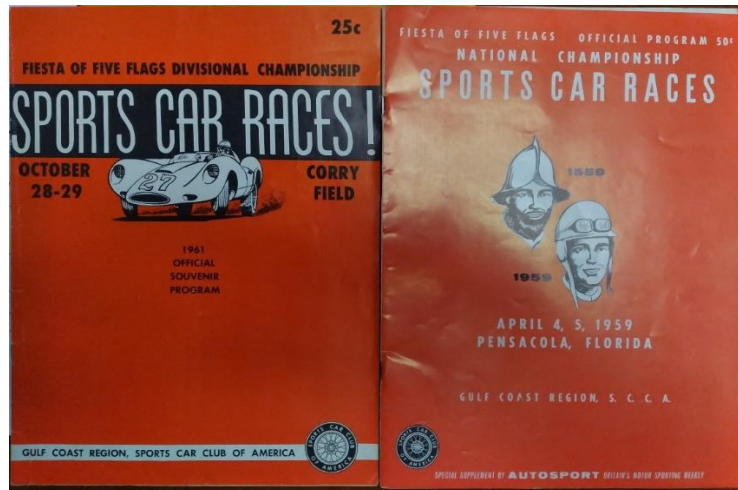
TC #: 831

Objects: Corry Field sport car racing programs from the 1959 and 1961

Offered by: Michael Durhan

Date Received or Offered: 06/24/2021

Notes:



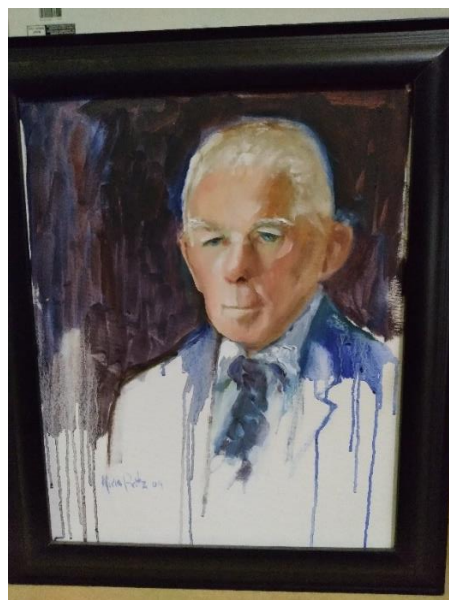
TC #: 832

Objects: John Appleyard by Nina Fritz '09 - oil on canvas - gifted to John Appleyard. Donated by John's son, Dick Appleyard (Appleyard Agency)

Offered by: Dick Appleyard / Appleyard Agency

Date Received or Offered: 7/13/2021

Notes: Nina Fritz is the artist that created the Galvez painting that is PHM First Floor Hallway



TC #: 833

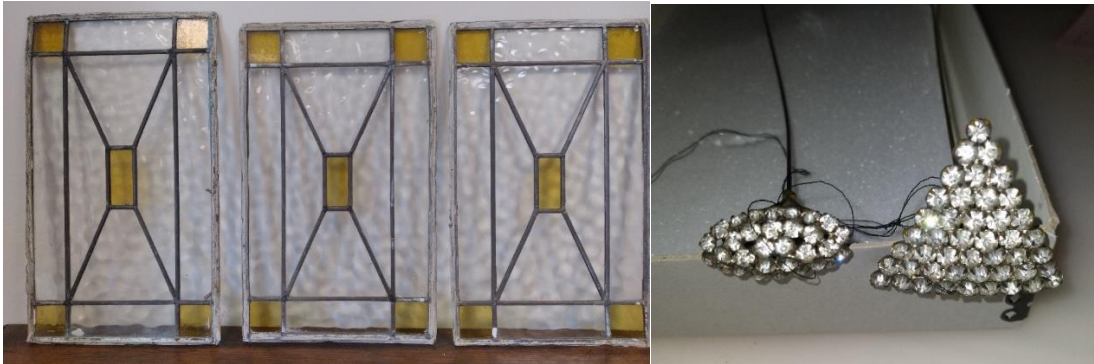
Objects: Two Victorian Era hatpins with clear rhinestone adornment (one 9" pin shank and one 11" pin shank)

Three Stair Windows - leaded stain glass windows used for lighting stairways. Set is from a house built in 1892

Offered by: Parr, Gregory

Date Received or Offered: 7/16/2021

Notes: While the windows are not from a local home, they are a well-preserved example of ones that would have been used here.



TC #834 – Waiting on signed form for Victorian Era Wash Set. It will be presented in October's meeting

TC # 835 – Returned to donor. Change of heart in donating. Decided to give the item to another family member instead.

TC #: 836

Objects: Animal license tag for a dairy cow - DAIRY 25 PENSACOLA 1912-1913, found between 1964 and 1965 by Mr. Hudson while walking around the property he had purchased at the corner of Community and Indiana in the Bellview Area. Land was originally a farm with several barns. It was fouls by one of the old barns. The old bards were fully removed after Hurricane Ivan.

Offered by: Clayton Hudson

Date Received or Offered: 7/29/2021

Notes:



TC #: 837

Objects: Portrait on hard canvas of Henry Brosnaham Sr.

Offered by: Patricia Nobles Donahoe

Date Received or Offered: 8/3/2021

Notes:



TC #: 838

Objects: Badge - silver post-WWII - "Humane Officer Deputy Sheriff Escambia County Florida"

Offered by: Kathy Pool

Date Received or Offered: 8/3/2021

Notes:



TC #: 839

Objects: A series of 4 portraits of Reconstruction-era African American politicians, commissioned for the upcoming 2000 Men exhibit highlighting the achievements of Black politicians after the Civil War.

The portraits are of John Sunday, Zebulon Elijah, Jonathan C. Gibbs, and John E. Proctor. Local artist Carter J. Gaston created the portraits from early images provided by the UWF Historic Trust Archives and Florida Memory archive. They will be on display in the exhibit upon its debut in late September.

Collected by Staff: Commissioned Works

Date Received or Offered: 8/18/2021

Notes:



Outgoing Loans

None at this time.

Incoming Loans

None at this time.

DONATION AGREEMENT

THIS DONATION AGREEMENT (“Agreement”) is entered into by and between **WEST FLORIDA HISTORIC PRESERVATION, INC.**, a Florida non-profit corporation, whose address is 120 Church Street, Pensacola, Florida, 32502 (“Donee”), and **EDWIN L. HANSEN, JR. AND SUSAN J. HANSEN, INDIVIDUALLY and as TRUSTEES or their successors in trust under the HANSEN LIVING TRUST DATED AUGUST 10, 2010**, husband and wife, whose address is 742 Tanglewood Dr., Pensacola, Florida 32503 (“Donor”). Donor agrees to donate and Donee agrees to accept the property described below pursuant to the terms and conditions of this Donation Agreement (“Agreement”).

1. PROPERTY DESCRIPTION

The legal description of the real property located at 1 W. Lloyd Street, Pensacola in Escambia County, Florida is set forth in Exhibit “A” and incorporated by reference (the “Property”).

2. TITLE MATTERS

Donor shall reference this Donation Agreement in all necessary wills, trusts, or other estate planning documents in order to ensure proper legal provision for this planned gift. Within 30 days of Edwin L. Hansen, Jr.’s death, Donor shall provide notice to Donee (the “Notice Date”). Pursuant to the time schedule below, Donor shall donate to Donee by Warranty Deed title to the Property. Donee agrees to accept title to the Property subject to the conditions within this Agreement.

Upon notice of Mr. Hansen’s death, Donee shall obtain an updated Title Commitment from a Florida licensed title insurance company. If the Title Commitment contains any exceptions that render title unmarketable or adversely affect the value of the Property or Donee’s intended use of the Property, as determined by the Donee at its sole discretion, Donee shall deliver written notice to Donor specifying the exceptions that render title unmarketable or objectionable to the Donee. Such notice must be given not later than five (5) days after delivery of the Title Commitment to the Donee. Upon receipt of the notice, Donor has thirty (30) days in which to remove the exceptions with reasonable effort and reasonable expenditures.

If Donor fails to remove any objections within thirty (30) days after notice to Donor, Donee may elect, by giving written notice to Donor, which notice must be provided to the Donor within five (5) business days after the end of the thirty-day period, either to:

- (i) reject title as it then exists and terminate the Agreement, or
- (ii) waive objections and accept the Property subject to such exceptions.

Upon rejection, pursuant to sub-paragraph (i) above, this Agreement will terminate and the parties will have no further rights, duties, or obligations under the Agreement, except for those rights, duties, and obligations that specifically survive termination of the Agreement. If

Donee fails to send any notice by the required date, Donee will be deemed to have waived the objections to such exceptions and shall proceed to the Closing as provided by the Agreement.

If any subsequent update to the Report reveals any additional exceptions not expressly permitted by the Agreement, Donor has thirty (30) days to remove the additional exceptions, subject to the limitations set forth above. If Donor is unable to remove such additional exceptions, Donee has the same rights and remedies as provided above.

During the term of the Agreement, Donor must not, without in each instance first obtaining Donee's written consent, which may be withheld in Donee's sole discretion, consent to or permit any new liens, mortgages, deeds of trust, or other encumbrances on the Property.

Donor and Donee each agree to provide reasonable affidavits and documentation to delete the "gap" exception, and the construction lien and parties in possession exceptions from the Report at Closing. Donor and Donee each shall be responsible for satisfying the requirements applicable to each of them.

3. SURVEY

If Donor has in Donor's possession any existing survey of the Property, Donor shall deliver it to Donee within five (5) days after the Notice Date. Donee may have the existing survey updated or a new survey of the Property prepared and sealed at Donee's expense, by a duly licensed land surveyor. The survey must meet the minimum technical standards of the Florida Board of Surveyors and Mappers, must be certified to the parties, and the Title Company, and must show and locate all of the Permitted Exceptions to the extent that they can be located. The survey must also contain a complete and accurate description of the Property, and show all encroachments, visible easements, and improvements on the Real Property.

Provided that Donee delivers a sealed print of the updated survey to the Donor and the Title Company on or before twenty-five (25) days after the Notice Date, any of the following matters shown on the survey will be treated as a title defect as provided by Paragraph 5:

- (i) any encroachments onto the Property;
- (ii) no means of physical ingress to and egress from a publicly dedicated roadway;
- (iii) failure of the Property legal description to close;
- (iv) slivers, strips, or hiatuses contained in the Property; or
- (v) any other matters that reasonably cause a Title Company to refuse to delete the survey and unrecorded easement exceptions to the Commitment.

4. INSPECTION

Donee will have sixty (60) days from the Notice Date to inspect the physical condition of the Property (“Inspection”), including, without limitation, conducting an Environmental Site Assessment. During the Inspection Period, Donee may, at Donee’s expense, have inspections of the property made by appropriately licensed and insured professionals. If the physical condition of the property is not satisfactory to Donee, in Donee’s sole and exclusive judgment, Donee has the right to terminate the Agreement by giving Donor written notice of termination at any time before 5:00 p.m. of the last day of the Inspection Period. In the event of termination, this Agreement is void.

If Donor does not receive notice of termination by the end of the Inspection Period, Donee’s right to terminate will be deemed waived, and Donee will be deemed to have accepted the physical condition of the Property “as is” as of the expiration of the Inspection Period, subject to ordinary wear and tear, and Donor makes no warranties, express, implied, or otherwise, with respect to the Property, except as otherwise provided by the Agreement. If Donee terminates the Agreement pursuant to this Paragraph, Donee will pay in full the cost of all inspections, reports, and tests of any kind resulting from Donee’s inspection so that no person, firm, or entity has the right to file a lien on the Property.

Donee or Donee’s agents will not conduct any inspections so as to cause damage to the Real Property, but if any such damage occurs, Donee shall restore the Property to its pre-inspection condition not later than five (5) days after the damage occurs

5. DONOR’S REPRESENTATIONS AND WARRANTIES

To induce Donee to enter into the Agreement and to accept the donation of the Property, Donor covenants with and represents and warrants to the Donee as follows:

(i) to the best of Donor’s knowledge without investigation and in reliance solely existing Title Commitment, Donor owns the entire fee simple title to the Property legal and equitable, subject only to the Permitted Exceptions;

(ii) there are no (a) existing or pending improvement liens affecting the Property or; (b) existing, pending or threatened lawsuits or appeals of prior lawsuits affecting the Property or Donor; (c) existing, pending or threatened condemnation proceedings affecting the Property; (d) existing, pending or threatened zoning, building, or other moratoria, down-zoning petitions, proceedings, restrictive allocations, or similar matters that could affect Donee’s use of the Property or its the value; or I pending real estate tax appeals or protests with respect to the Property before any applicable governmental authority;

(iii) Donor has not received a written summons, citation, directive, notice, complaint, or letter from the United States Environmental Protection Agency, the State of Florida Department of Environmental Protection, or other federal, state, or local governmental agency or authority specifying any alleged violation of any environmental law, rule, regulation, or order at or on the Property and, to the best of Donor’s actual knowledge, information and belief, without any investigation or due diligence, the Property is not currently under investigation for any such violation;

(v) Donor is the owner of the Property free from all encumbrances, and Donor has good right and lawful authority to donate the Property. Donor warrants and will defend Donee against the lawful claims of all persons;

(vi) Donor is not a “foreign person” within the meaning of the Foreign Investment and Real Property Tax Act (“FIRPTA”), as amended;

(vii) Donor is solvent, and no receivership, bankruptcy, or re-organization proceedings are pending or to Donor’s knowledge contemplated against Donor in any court; and

(viii) To the best of Donor’s knowledge, no representations or warranties by Donor contained in the Agreement, and no statement delivered or information supplied to Donee pursuant to the Agreement contain any untrue statements of a material fact or omit to state a fact material to the Agreement.

6. DONOR’S CONDITIONS

Donee will create a small, educational exhibit at the Property. The exhibit may include information, objects, and/or photographs related to the Property, the Hansen Family, and Pensacola’s Norwegian community history. Details regarding the exhibit size, location, and contents will be determined by Donee in its sole discretion.

Donee agrees to maintain the Property in its possession for a period not less than _____ years from the date of Closing.

7. CLOSING DATE

Closing of the transaction (“Closing”) will occur at Moore, Hill & Westmoreland, P.A., 220 West Garden Street, 9th Floor, Pensacola, Florida 32502, at a time mutually convenient for the parties, or on such other date or at such other place as may mutually be agreed on in writing by the parties, but in no case later than 30 days after the expiration of the Inspection period.

8. CLOSING DOCUMENTS

At Closing, Donor shall deliver to Donee each of the following items duly and properly executed, acknowledged, and in proper form for recording, if required by the appropriate party, unless waived by Donee:

(i) a Warranty Deed from Donor conveying the Property to Donee, subject only to the Permitted Exceptions;

(ii) an affidavit from Donor in form satisfactory to permit the deletion of the construction lien exception, the parties in possession exception, and the “gap” exception;

(iii) a non-foreign certificate sufficient to comply with the requirements of Section 1445 of the Internal Revenue Code (“FIRPTA”);

(iv) any federal and state tax reporting forms required in connection with the transaction contemplated by the Agreement;

(v) corrective instruments or other instruments necessary to clear title; and

(vi) such additional documents as are customarily required of Donors in transactions of this type in Escambia County, Florida, which may be reasonably necessary to consummate the donation of the Property, together with any other documents, instruments, or agreements called for under the Agreement that have not been delivered previously.

At Closing, the Donee shall deliver to the Donor the following:

(i) an affidavit from Donee in a form that may be needed to remove any of the standard title exceptions from the title Report;

(ii) closing statement; and

(iii) such additional documents as are customarily required of Donees in transactions of this type in Escambia County, Florida, or as may be reasonably necessary to consummate the donation of the Property, together with any other documents, instruments, or agreements called for under this Agreement that have not been delivered previously.

9. CLOSING COSTS

The Donee shall pay all of the following Closing Costs and all engineers, accountants, and other professionals’ fees and expenses incurred in connection with the Donee’s investigation of the Property before the Closing. Closing costs include, but are not limited to title and search fees, title insurance costs, recording fees, documentary stamps, and Donee’s attorney’s fees. Donor shall pay their own attorney’s fees and the cost of appraisal, if any.

10. RISK OF LOSS

Donor bears the risk of all loss or damage to, or destruction of the Property or any portion of the Property from any and all causes whatsoever up to and including the date and time of Transfer.

11. ASSIGNABILITY

Donee may assign its rights under the Agreement with the Donor’s prior written consent, which consent will not be unreasonably withheld. No assignment, whether or not permitted under this paragraph, relieves the assigning party of its obligation under the Agreement.

12. RADON NOTICE

As required by Section 404.05(6) of the Florida Statutes, the following notification is made regarding Radon Gas: Radon Gas is a naturally occurring radioactive gas that, when it has accumulated in a building in sufficient quantities, may present health risks to persons who are exposed to it over time. Levels of Radon that exceed federal and state guidelines have been found in buildings in Florida. Additional information regarding Radon and Radon testing may be obtained from your county health department.

13. NOTICES

All notices required or permitted under the Agreement must be in writing to each party at their respective addresses as shown above.

14. TIME IS OF THE ESSENCE

Time is of the essence with respect to each material provision of the Agreement.

15. INTEGRATION

The Agreement constitutes the entire agreement between the parties and supersedes all prior negotiations, writings, agreements, or other understandings between the parties with respect to the subject matter of the Agreement.

16. COUNTERPARTS

The Agreement may be executed in one or more counterparts, each of which will be deemed to be an original, and all of which, taken together, will be deemed to constitute one agreement.

17. INTERPRETATION

The Agreement has been negotiated at arms length by Donor and Donee, and the parties mutually agree that, for the purpose of construing the terms of the Agreement, neither party shall be deemed responsible for the drafting of the Agreement.

18. SEVERABILITY

The unenforceability or invalidity of any one or more provisions of the Agreement will not affect the validity or enforceability of any other provisions of the Agreement.

19. BINDING EFFECT

The Agreement is binding on and inures to the benefit of the parties and their respective successors and permitted assigns.

20. ATTORNEY FEES

In connection with any dispute arising under, from, or as a result of the Agreement, the parties agree that each shall pay its own costs or expenses incurred, including those incurred in any appeals from any litigation and enforcement of judgments, including reasonable attorney fees and fees for the services of accountants, paralegals, legal assistants and similar persons. This provision will survive the Closing or any termination of the Agreement.

21. RECORDING

Neither Donee nor Donor shall record the Agreement or a memorandum of the Agreement, and any violation of this Paragraph is a default under the Agreement.

22. MODIFICATION

The Agreement may not be modified orally or in any other manner other than by an agreement in writing signed by both parties.

23. TYPEWRITTEN OR HANDWRITTEN PROVISIONS

Typewritten or handwritten provisions that are inserted in the Agreement or attached to the Agreement as addenda or riders control over all printed or pre-typed provisions with which they may conflict.

24. SURVIVAL

Unless otherwise expressly provided by the Agreement, all covenants, agreements, representations, and warranties of Donor in the Agreement, all remedies related to them, and the provisions of this paragraph survive the Closing or the termination of the Agreement.

25. GOVERNING LAW

The Agreement and all transactions contemplated by the Agreement will be governed by and construed and enforced in accordance with the laws of Florida without regard to principals of conflicts of laws.

DONEE:

**WEST FLORIDA HISTORIC
PRESERVATION, INC.**

By: _____
ROBERT OVERTON, JR.

Its: Executive Director

DONOR:

**EDWIN L. HANSEN AND SUSAN J. HANSEN,
INDIVIDUALLY AND AS TRUSTEES OF THE
HANSEN LIVING TRUST DATED AUGUST 10,
2010**

By: _____
EDWIN L. HANSEN, JR., individually
and as trustee

Date: _____, 2021

By: _____
SUSAN J. HANSEN, individually
and as trustee

Date: _____, 2021

Exhibit "A"
Legal Description

The East 85 feet of Lots 16 and 17 and the East 85 feet of the North Half of Lot 18, Block 63, BELMONT TRACT, in the City of Pensacola, Escambia County, Florida, according to Map of said City, copyrighted by Thomas C. Watson in the Year 1906.

New Business

2022 Meeting Schedule

Board Action Requested: Approval of 2022 Meeting Schedule



2022 Board of Director's Meeting Schedule:

January 24, 2022

March 28, 2022

May 23, 2022

July 25, 2022

September 26, 2022

November 28, 2022