

#### NEW FORMAT FOR ANNUAL REPORT

Thank you for making the effort to view Mystic Seaport's *Annual Financial Report* for the fiscal year 2012 ending April 30, 2012. As you will see, this particular annual report represents a departure from prior years, as we are separating the fiscal year report from our program report. Here's why.

First of all, we are going completely digital with the *Annual Financial Report*. It will reside on our website, as you have already found. As our fiscal year ends in April, our audit is not complete until early fall, meaning that the earliest we can provide this report to you is mid or late fall. The timing means that the report on our fiscal year falls after the first quarter of the new fiscal year. From a programmatic point of view, this is confusing, since to report on the program for the high season of fiscal year 2012 would mean to report on the summer activity from 2011, some 15 months earlier. Clearly, this isn't conducive to timely communication.

To that end, you will find in this *Annual Financial Report* all the information regarding the Museum's audited financials through April 2012. You will see the tables and pie charts that you are familiar seeing following the close of the fiscal year. We are hopeful that our financial reports, plus commentary from the Chairman of the Board, Treasurer, and CFO will be enlightening regarding the Museum's financial position.

Furthermore, in the future, we will provide periodic updates on the Museum's programs. We will highlight new exhibits, educational programs, changes to interpretation, the *Charles W. Morgan* restoration, and other significant Museum undertakings or accomplishments.

With these changes we hope to enhance our communication with our most loyal and generous Museum members and friends. We hope that this will better describe who we serve and with what result, through our varied programs and services. What follows are a few comments from the Museum's leadership regarding our accomplishments in the past fiscal year.

Stephen C. White President





# A MESSAGE FROM DICK VIETOR CHAIRMAN OF THE BOARD OF TRUSTEES

As I enter my final year as your Chairman, I would like to express my thanks to every member of our staff, to our trustees, to our many volunteers, and to our many donors for all of their efforts and contributions over the past year.

Overall fiscal 2011-2012 financial results continued to demonstrate steady progress over prior years.

An encouraging indicator of the continuing appeal of our exhibits and programs was that we were able to achieve an increase in paid attendance despite the disruption of hurricane Irene at the peak of our season. Educational programs such as Williams-Mystic also enjoyed a year of strong enrollment and strong financial results.

Helped by a favorable stock market, our total endowment reached about \$42 million which was well above the level several years ago. Equally important, the percentage our endowment used to fund operations reached 4.8%, the lowest level in recent years. It is now in line with institutions having similarly sized endowments.

In addition, Mystic Seaport received over \$1 million in bequests, which not only enabled our overall operating income to exceed operating expenses in 2011-2012, but also allowed us, along with sales of certain non-strategic properties, to make a meaningful impact on the large backlog of deferred maintenance projects.

Looking ahead, we continue to focus on increasing the annual level of contributions as well as completing the capital campaigns for the *Charles W. Morgan*, a state-of-the art exhibitions gallery, and adding to the capabilities of our talented staff. These critical goals will require significant additional funding from our many loyal friends as well as from new friends and supporters.

Nevertheless, all of us in the present generation of members, staff, trustees, and other supporters are committed to ensure that there is a bright future for this uplifting and vitally important enterprise called Mystic Seaport—just as those who came before us did and those who will follow will surely do.

With your help and support, we will be able to advance our mission to educate the public to the continuing importance of the American maritime experience as an underpinning to the story of America and its people.

Richard R. Vietor

# A MESSAGE FROM STEPHEN C. WHITE PRESIDENT

#### Friends:

As active members and supportive friends, you know that there are few museums that can boast about the breadth, depth, and strength of a membership program like we can here at Mystic Seaport. You have made Mystic Seaport part of your lives; you embrace the breadth of experience here; and you subscribe to the multitude of offerings we provide that add richness and meaning to your lives. Furthermore, in doing so, you add meaning and value to each and every one of our staff members. You help us with our work, and you validate our commitment to the overall institution. In addition to being maritime lovers, researchers, volunteers, gardeners, boaters, and good friends, you are also donors and supporters who share your precious resources with us to enable the Museum to care for the resources that are so precious to our staff, each of you, and indeed America. We thank you for your loyalty and dedication, and we hope that you have felt over these past twelve months as well served by Mystic Seaport as we have felt supported by you.

I'd like to echo the comments regarding fiscal year 2012 made by Chairman Richard Vietor and Treasurer Peter Gleysteen. On all accounts, it was an excellent year showing an uptick in attendance, a more prudent endowment draw in support of programs, a continuation of a business plan that requires no debt, and the creation of new and varied programs for our members and visiting public. Additionally, we made a sizeable dent in addressing the Museum's deferred maintenance needs. These successes are due to an all out commitment by staff and members alike to build and maintain the strongest maritime museum in America. We've long been the symbol of strength and excellence, and you are the engine of sustainability that will keep us strong for years to come. While others are fading, Mystic Seaport remains strong and is looked to as the leader in our genre as well as a source of strength and knowledge for helping others grow and prosper.

It's hard to believe that in six months the Charles W. Morgan will be launched and float on her new bottom (July 21, 2013). We all continue to be impressed by the great work of our shipwrights and their team as the restoration moves ever steadily from the keel up to the waterline. As of the first of November 2012, approximately 60% of her planking is complete, and the same is true for her new transom. What's more, the shipwrights continue to undertake this extraordinary work while making the Morgan remarkably accessible to the public even during this most demanding period. In the past year, the legislature and Governor have acknowledged our good work and declared the academic year 2013-2014 to be "Year of the Charles W. Morgan," integrating our work at the Museum with teachers and school children across the State. In support of that declaration, the State made a \$500,000 grant in support of the restoration project. 2013 promises to be a busy year for the Morgan and for the Museum, and there will be many events and programs as we get closer to the launch and thereafter.





In addition to the *Morgan* restoration we continue our planning work with respect to the ultimate construction of a new exhibition building to create what will be known as a Gallery Quad, surrounded by the Stillman, Mallory, Schaefer, and G.W. Blunt White buildings, and anchored by a new exhibition building that will extend west from the G.W. Blunt White Building. While the completion date is not yet known, we have begun the planning approval process with the Town of Stonington.

As I said at the Annual Meeting of the Members on September 21, 2012, there are three areas on which I'd like our members to focus:

- 1) we need to continue to grow our membership numbers, so please consider recommending a friend or two for membership or buy a membership for a family member or two,
- 2) We've set as a goal a 10% increase in the number of member visits to the Museum in the next calendar year. Increasing overall attendance is important as we strive to obtain more foundation and general support. Of course, increased attendance also has an incremental impact on other auxiliary businesses at the Museum,
- 3) Please support the Annual Fund. If you have never given, please consider a gift of any size. If you have given in the past but not recently, please come back to the annual fund fold. If you are a regular annual fund giver, please increase your gift by 10-20%. By successfully growing the annual fund, you will allow us to do more with our programs, more for our staff, and more for our collections.

Finally, I would like to thank our new Director of Membership and Volunteer Services, Alex Alpert, and her dedicated team for the wonderful job they have done this past year in adding great value to the membership program and to your collective experiences as members. We also thank Rhoda Hopkins Root for her dedicated service as Associate Director of Volunteers along with the support of her tremendous volunteer corp which now numbers some 1,100.

Fiscal year 2012 was indeed a most positive one for Mystic Seaport; with your help I am confident that 2013 can be equally successful and impressive. Thanks for all you do to help make Mystic Seaport America's leading maritime museum.

Stephen C. White



# A MESSAGE FROM MARCY WITHINGTON EXECUTIVE VICE PRESIDENT

I am pleased to provide the financial report for Fiscal Year 2011-2012, ending April 30, 2012.

The Museum's operating and financial results were stable and similar to the prior year, with unrestricted revenues and attendance up slightly, despite an unexpected 3-day closure due to Hurricane Irene and a planned 6-week winter closure for visitors. Expenses were flat with prior year. The appeal, experience and use of the waterfront continue to be central to the visitor experience and are the heart of many of the Museum's operations and programs. These were all stable year over year which also reflects success in presenting the *Charles W. Morgan* as a "restoration in progress" in the shipyard to offset its former prominence in its berth at the center of the campus.

Thanks to a very generous bequest and the sale of several non-core real estate assets (2 residential houses and a commercial building), the Museum was able to undertake some significant maintenance projects and also purchased a residential house located next to the Shipyard. Major projects included repairs to the Collections Research Center roof, dock repairs, furnace upgrades, and painting and roofing across campus. Many of these projects were undertaken during the winter closure so that disruption to visitors was minimized.

The value of the externally-managed endowment increased slightly from \$42MM in FY11 to \$42.5MM in FY12 as market gains and gifts were offset by the planned endowment draw. Our \$2MM draw, which represents approximately 5% of the market value of the investments, was the lowest draw percentage in years. Unrestricted bequests increased significantly over the prior year, as the Museum was the recipient of a large planned gift.

The Museum paid off a line of credit in the summer of 2010 and continues to be debt-free today. As you know from the Chairman's and President's reports, and as discussed in reports of prior years, the *Charles W. Morgan* project is a multi-year endeavor of critical importance and vast scope. Spending on the vessel's restoration continued on schedule, was on budget, and undertaken in concert with fund raising. For FY12, \$1.5MM was raised for the *Morgan* project, bringing the cumulative total of funds raised to \$6.2MM. \$1.7MM was expended in FY12. As of 4/30/12, approximately \$6MM remains to be raised.

The Museum continues its efforts to reduce reliance on the Museum's endowment to fund operations. While endowment funding and other contributions are essential to all not-for-profit institutions, it remains a priority for MSM to achieve a better balance between key sources of financial support and its earned revenues, together with continued re-prioritization of resource utilization.

Marcy Withington

# A MESSAGE FROM PETER GLEYSTEEN TREASURER

On behalf of the Board of Trustees of Mystic Seaport Museum, Inc. (MSM), I am pleased to provide the financial report for Fiscal Year ("FY") 2011-2012 which ended April 30, 2012.

The Museum's earned revenue, including admissions, was similar to the prior year. Attendance was up slightly, despite Hurricane Irene occurring at the peak of the season, and the planned 6-week winter closure worked well. The waterfront and its vessels continued to engage new and recurring visitors plus program participants, including Williams-Mystic and other students.

In FY 2011, MSM received a very large bequest which did not occur in FY 2012. As a result, contributed revenues decreased from \$11.8 million in FY 2011 to \$7.5 million in FY 2012. This underscores how important giving is to MSM and all philanthropic institutions. There were significant realized and unrealized investment gains in the Endowment in FY 2011 which did not occur at a comparable level in FY 2012. The combination of the lower bequests and investment gains constituted the principal difference in year to year revenues, and it should be noted both are outside management's control.

Expenses in FY '12 were flat to prior year, which is a major accomplishment given continuously rising costs. Also, a big step was taken in addressing deferred maintenance. This is and will continue to be an important priority. Substantially more expenditure (\$600,000), including funds from a generous bequest and the sale of non-core real estate, were spent in FY '12. This work included replacing essential but typically "invisible" assets such as replacing roofs, furnaces, dock pilings, etc. This is critical for any institution, and especially for MSM with its truly unique, sanctuary like campus on one of the best traditional working waterfronts in the world.

MSM's financial condition is similar to last year, and the value of the Endowment at FY end was the same at approximately \$42 million. The annual "draw", or amount removed from the Endowment to contribute to funding operations, has come down to 5%, which is very positive. However, this level makes it very challenging to support the institution on an ongoing basis, as market gains and endowment income need to match "draw" levels for the Endowment to stay even. Increasing this capital base is a critical long-term priority. MSM will need a bigger Endowment to support 1) new programming, including for its vessels and premiere maritime collections; 2) enhanced experiences for visitors, 3) to expand educational and other programs, and 4) the overall cost to enable this all to happen on an ongoing and sustainable basis. A very positive fact to note is MSM continues to be debt free, which we believe is an enviable position for an institution of MSM's type and scope.





MSM's principal near-term priority is completion of the *Charles W. Morgan* project, including its restoration, voyage, and exhibiting plus programming for this centerpiece of the collection. This is the most important single thing the institution can and must do. The project continues to be on schedule and as of FY year end \$6.2 million in funding had been contributed with approximately \$6 million remaining to be raised. Gifts of any and all sizes are needed from all of MSM's supporters. Thank you for what you have done. If you can contribute more, or have not had the chance to yet, please help.

It continues to be important for MSM to achieve more contributed revenue (gift, grants and bequests) as a proportion of the total. A better balance is required between this and its earned revenues. Also essential is continuing re-prioritization of resource utilization. This will be challenging given all the wonderful things the institution has and does. Prioritizing these.... emphasizing certain parts of the collections and activities more, and others less, will be required for long term sustainability.

I join our Chairman and the rest of the trustees in thanking the Museum's staff and management for their dedication, hard work and flexibility. These have been and are challenging times but ones that we will surmount with the deep and broad support MSM has from its members and other supporters.

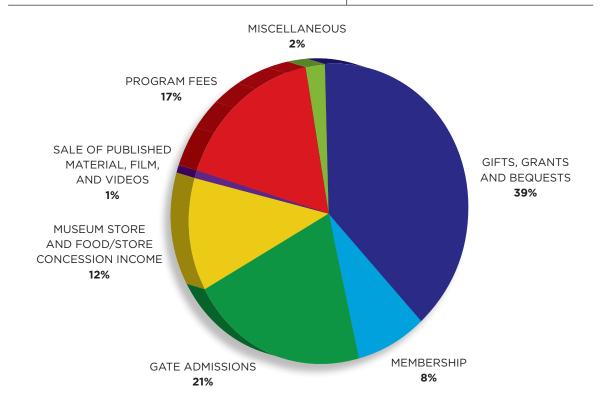
MSM has unique maritime collections, waterfront campus, and the ability to offer programs and experiences based on these unique tangible and intangible assets. There is much to celebrate and also much work ahead.

This is my last opportunity to report to you after four years as treasurer, and I am delighted to inform you that fellow trustee Steve Munger has assumed this responsibility. I would like to extend special thanks to Marcy Withington for her enormous financial and operational contributions and to emphasize her important role as MSM's Chief Financial Officer. You will be in good hands.

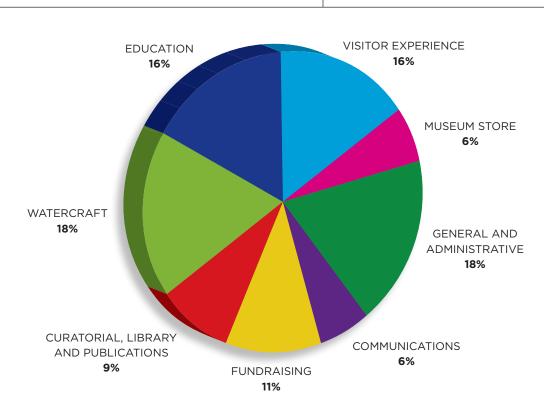
Peter Gleysteen

	2012	2011
ASSETS		
Current assets:		
Cash and cash equivalents	\$719	\$226
Short-term investments	1,899	1,492
Accounts, grants, and interest receivable	2,402	1,739
Promises to give, current	1,043	1,400
Merchandise and other inventories, net of reserves	410	547
Prepaid expenses	429	329
Total current assets	6,902	5,733
Promises to give, noncurrent	6,344	6,699
Investments	51,942	52,069
Perpetual trust held by others	3,525	1,979
Other inventories, net of reserves	481	77
Property, plant and equipment, net of accumulated depreciation	21,430	23,708
Total assets	\$90,624	\$90,265
LIABILITIES AND NET ASSETS		
Current liabilities:		
Accounts payable and accrued expenses	\$648	\$549
Deferred revenue	467	403
Other current liabilities	43	48
Total current liabilities	1,158	1,000
Deferred revenue	2,555	2,584
Other liabilities	112	117
Total liabilities	3,825	3,701
Commitments and contingencies		
NET ASSETS		
Unrestricted	23,512	25,068
Temporarily restricted	26,732	26,923
Permanently restricted	36,555	34,573
Total net assets	86,799	86,564
Total liabilities and net assets	\$90,624	\$90,265

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total 2012	Total 2011
REVENUE					
Gifts, grants, and bequests	\$2,376	\$3,059	\$2,053	\$7,488	\$11,802
Gate admissions	3,164	-	-	3164	3,171
Program fees	2,538	11	-	2,549	2,661
Membership	1,243	-	-	1,243	1,281
Museum store operations	840	-	-	840	990
Retail stores rental income	686	-	-	686	816
Food services rental income	260	-		260	119
Sales of published material, film, and videos	182	1	-	183	207
OTHER SUPPORT:					
Investment Income	89	1,096	3	1,188	1,075
Net realized and unrealized gains on investments	-	795	96	891	4,467
Miscellaneous	630	7	-	637	264
Change in split interest agreements	(23)	344	67	388	323
Other rental income and fees	31	-		31	67
Net assets released from restrictions	5,741	(5,737)	(4)	-	
Total revenue and other support	17,757	(424)	2,215	19,548	27,243
EXPENSES					
Program expenses:					
Watercraft	3,593	-	-	3,593	3,256
Visitor experience	3,025	-	-	3,025	2,997
Education Curatorial, library and publications	2,996 2,323	-	-	2,996 2,323	2,780 2,304
Museum stores	1,067	-	-	1,067	1,061
Support expenses:					
General and administrative	4,517	-	-	4,517	4,963
Fundraising 	1,792	-	-	1,792	1,956
Total operating expenses	19,313	-	-	19,313	19,317
Excess (deficiency) before transfers Transfers-clarification of	(1,556)	(424)	2,215	235	7,926
donor intent	-	233	(233)	-	-
Change in net assets	(1,556)	(191)	1,982	235	7,926
Net assets, beginning of year	25,068	26,923	34,573	86,564	7,926 78,638
Net assets, end of year	\$23,512	\$26,732	\$36,555	\$86,799	\$86,564



### MUSEUM OPERATING EXPENSE | FISCAL YEAR 11-12



#### **DONORS TO MYSTIC SEAPORT** 2011-2012

IN THESE LISTS, WE HAVE MADE EVERY EFFORT TO INCLUDE MENTION OF DONORS TO ALL FUNDS RECEIVED BETWEEN MAY 1, 2011 AND APRIL 30, 2012. IF YOUR NAME WAS OMITTED FROM THIS REPORT OR MISSPELLED, PLEASE ACCEPT OUR APOLOGIES AND CONTACT THE MYSTIC SEAPORT ADVANCEMENT DEPARTMENT AT 860.572.5365 OR ADVANCE-MENT@MYSTICSEAPORT.ORG

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THE AMERICA AND THE SEA SOCIETY RECOGNIZES DONORS WHO MAKE ANNUAL GIFTS OF \$1,000 OR MORE TO THE MUSEUM'S ANNUAL FUND.

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