

UGAREF COVERDELL BUILDING, LLC

**Financial Statements
for the Years Ended
June 30, 2016 and 2015**

UGAREF COVERDELL BUILDING, LLC

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Focus
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The Terraces
1550 Timothy Road, Suite 203
Athens, GA 30606
(706) 546-1422 p
(706) 548-0032 f

Mailing
Post Office Box 1983
Athens, GA 30603
www.trinityaccountinggroup.com
info@trinityaccountinggroup.com

CERTIFIED PUBLIC ACCOUNTANTS & BUSINESS ADVISORS

Report of Independent Auditors

Board of Trustees of the UGA Real Estate Foundation, Inc.:

Report on Financial Statements

We have audited the accompanying statements of net position of UGAREF Coverdell Building, LLC (the "Coverdell Entity"), an affiliated organization of UGA Real Estate Foundation, Inc. as of June 30, 2016 and 2015 and the related statements of revenues, expenses and changes in net position, statements of cash flows, and the notes to the financial statements for the years then ended, which collectively comprise the Coverdell Entity's basic financial statements as listed in the table of contents.

The accompanying financial statements have been prepared from the separate records maintained by the Coverdell Entity and may not necessarily be indicative of the conditions that would have existed or the changes in its net position if the Coverdell Entity had been operated as an unaffiliated organization.

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 opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America 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 from material misstatement.

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

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Coverdell Entity as of June 30, 2016 and 2015, and the changes in its net position and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Other Matters – Required Supplemental Information

Management has omitted the management’s discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing 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 the financial reporting for the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated August 31, 2016 on our consideration of the Coverdell Entity’s internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, 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 Coverdell Entity’s control over financial reporting.

Trinity Accounting Group, P.C.

Athens, Georgia

August 31, 2016

UGAREF COVERDELL BUILDING, LLC

Statements of Net Position

June 30, 2016 and 2015

	2016	2015
ASSETS		
Current Assets		
Cash and Cash Equivalents	\$ 1,399,258	\$ 1,286,166
Capital Lease Receivable, current portion	530,330	498,933
Total Current Assets	1,929,588	1,785,099
Noncurrent Assets		
Capital Lease Receivable, noncurrent portion	17,912,508	18,442,838
Total Noncurrent Assets	17,912,508	18,442,838
Total Assets	19,842,096	20,227,937
DEFERRED OUTFLOWS OF RESOURCES		
Deferred Loss on Refundings	1,437,042	1,514,895
LIABILITIES		
Current Liabilities		
Accrued Interest Payable	33,076	33,913
Advance Rent Receipts	4,167	4,167
Advance Lease Payment Receipts	137,000	137,000
Bonds Payable, current portion	690,000	670,000
Total Current Liabilities	864,243	845,080
Noncurrent Liabilities		
Bonds Payable, noncurrent portion	18,780,000	19,470,000
Premium on Bonds Payable	1,346,630	1,478,095
Total Noncurrent Liabilities	20,126,630	20,948,095
Total Liabilities	20,990,873	21,793,175
NET POSITION		
Unrestricted	288,265	(50,343)
Total Net Position	\$ 288,265	\$ (50,343)

See independent auditors' report and notes to financial statements.

UGAREF COVERDELL BUILDING, LLC

Statements of Revenues, Expenses, and Changes in Net Position

Years Ended June 30, 2016 and 2015

	2016	2015
Operating Revenues		
Rental Income	\$ 50,000	\$ 50,000
Capital Lease Interest Income	1,145,067	1,174,604
Total Operating Revenues	1,195,067	1,224,604
Operating Expenses		
<i>Project Expenses</i>		
Legal and Accounting	5,750	8,750
Management Fees	89,196	89,196
Repair and Replacement Expenditures	-	4,708
Other Expenses	7,942	50
Total Operating Expenses	102,888	102,704
Operating Income	1,092,179	1,121,900
Nonoperating Revenues (Expenses)		
Investment Income	2,291	138
Interest Expense, net	(755,862)	(767,769)
Total Nonoperating Revenues (Expenses)	(753,571)	(767,631)
Change in Net Position	338,608	354,269
Net Position		
Beginning of Year	(50,343)	(404,612)
End of Year	\$ 288,265	\$ (50,343)

See independent auditors' report and notes to financial statements.

UGAREF COVERDELL BUILDING, LLC

Statements of Cash Flows

Years Ended June 30, 2016 and 2015

	2016	2015
Cash Flows from Operating Activities		
Receipts from Rental Income	\$ 50,000	\$ 50,000
Receipts of Principal on Capital Lease	501,477	471,789
Receipts of Interest on Capital Lease	1,142,523	1,172,211
Receipts for Payments Reimbursable by the University	17,076	17,076
Payments of Management Fees	(89,196)	(89,196)
Payments to Suppliers of Goods and Services	(13,692)	(13,508)
Payments Reimbursable by the University	(17,076)	(17,076)
Net Cash Provided by Operating Activities	1,591,112	1,591,296
Cash Flows from Investing Activities		
Investment Income	2,291	138
Net Cash Provided by Investing Activities	2,291	138
Cash Flows from Capital and Related Financing Activities		
Interest Payments on Long-Term Debt	(810,311)	(826,863)
Principal Repayment on Bonds Payable	(670,000)	(655,000)
Net Cash Used in Capital and Related Financing Activities	(1,480,311)	(1,481,863)
Net Increase in Cash and Cash Equivalents	113,092	109,571
Cash and Cash Equivalents		
Beginning of Year	1,286,166	1,176,595
End of Year	\$ 1,399,258	\$ 1,286,166
Reconciliation of Operating Income to Net Cash Provided by Operating Activities		
Operating Income	\$ 1,092,179	\$ 1,121,900
Adjustments to Reconcile Operating Income to Net Cash		
Provided by Operating Activities		
Receipts of Principal on Capital Lease	501,477	471,789
Changes in Assets and Liabilities		
Advance Lease Payment Receipts Liabilities	(2,544)	(2,393)
Net Cash Provided by Operating Activities	\$ 1,591,112	\$ 1,591,296

See independent auditors' report and notes to financial statements.

UGAREF COVERDELL BUILDING, LLC

Notes to Financial Statements

June 30, 2016 and 2015

Note 1 – Organization

UGAREF Coverdell Building, LLC (the “Coverdell Entity”) is a single-member limited liability company created in 2002 by the UGA Real Estate Foundation, Inc. (the “Real Estate Foundation”). The purpose of the Coverdell Entity includes the construction, equipping, financing and leasing of a portion of a research facility in Athens, Georgia to benefit the University of Georgia (the “University”), which is governed by the Board of Regents of the University System of Georgia (the “Board of Regents”). Since December 2005, the facility has been complete and under lease with the Board of Regents.

The Real Estate Foundation was incorporated under the laws of the state of Georgia as a nonprofit corporation in 1999 and qualifies as a tax-exempt corporation under Section 501(c)(3) of the Internal Revenue Code for the purpose of managing and improving various real estate assets for the benefit of the University and may also provide support to the Board of Regents and colleges and universities of the University System of Georgia.

The Real Estate Foundation’s sole member is the University of Georgia Research Foundation, Inc. (the “Research Foundation”). The Real Estate Foundation operates under a cooperative organization agreement with the Board of Regents.

The Research Foundation was incorporated under the laws of the state of Georgia as a nonprofit corporation in 1978 and qualifies as a tax-exempt corporation under Section 501(c)(3) of the Internal Revenue Code. The Research Foundation is a cooperative organization serving the University and is organized to fulfill broad scientific, literary, educational and charitable purposes and operates to enhance the three-pronged mission of the University of teaching, research, and public service. The Research Foundation contributes heavily to the research function of the University by securing research contracts, grants, and awards from individuals, institutions, private organizations, and government agencies for the performance of sponsored research, development, education, or other programs in the various University colleges, schools, departments, and other units of the University.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The Coverdell Entity’s financial statements have been prepared in accordance with the accounting principles generally accepted in the United States of America as prescribed by the Governmental Accounting Standards Board (“GASB”). The Statements of Governmental Accounting Standards (“SGAS”) are issued by GASB. The information included within the accompanying financial statements may not necessarily be indicative of the conditions that would have existed or the changes in its net position if the Coverdell Entity had been operated as an organization not affiliated with the Real Estate Foundation.

The financial statement presentation provides a comprehensive, entity-wide perspective of the Coverdell Entity’s assets, liabilities, deferred inflows/outflows of resources, net position, revenues, expenses, changes in net position, and cash flows.

UGAREF COVERDELL BUILDING, LLC

Notes to Financial Statements

June 30, 2016 and 2015

Note 2 – Summary of Significant Accounting Policies (Continued)

Reporting Entity

In accordance with the criteria in SGAS No. 61, *The Financial Reporting Entity*, the Research Foundation is a legally separate, tax exempt organization whose activities primarily support the University, a unit of the University System of Georgia (an organization unit of the state of Georgia). The Research Foundation is considered an affiliated organization of the University and due to its financial significance, the Research Foundation's financial activities are included in the University and University System of Georgia's reports. The State Accounting Office determined component units of the state of Georgia, as required by SGAS No. 61, should not be assessed in relation to their significance to the University. Accordingly, the Research Foundation qualifies for treatment as a component unit of the state of Georgia.

The Real Estate Foundation qualifies as a component unit of the Research Foundation. The statements of the Real Estate Foundation are reported discretely in the Research Foundation's financial statements. The Real Estate Foundation is the sole member of a number of limited liability companies, including the Coverdell Entity, which effectively carry out the operations of the Real Estate Foundation. Therefore, the Real Estate Foundation and all its limited liability companies are shown using a blended presentation; that is, the activity of the Coverdell Entity is shown in the same column with the activity of the Real Estate Foundation and all its other limited liability companies. SGAS No. 35, *Basic Financial Statements and Managements' Discussion and Analysis for Public Colleges and Universities*, requires a presentation of Management's Discussion and Analysis ("MD&A"). The MD&A is considered to be required supplemental information. MD&A related to the Coverdell Entity is presented with and precedes the financial statements of the Real Estate Foundation.

Complete financial statements of the Real Estate Foundation may be obtained at the Real Estate Foundation's administrative office. The address is as follows:

UGA Real Estate Foundation, Inc.
c/o Controller's Office
324 Business Services Building
456 E. Broad Street
Athens, GA 30602

Basis of Accounting

The Coverdell Entity's financial statements have been presented using the accrual basis of accounting. Under the accrual basis, revenues are recognized when earned, and expenses are recorded when an obligation has been incurred.

UGAREF COVERDELL BUILDING, LLC

Notes to Financial Statements

June 30, 2016 and 2015

Note 2 – Summary of Significant Accounting Policies (Continued)

Cash and Cash Equivalents

The Coverdell Entity considers all short-term investments with an original maturity of three months or less to be cash equivalents. Investments in the Board of Regents Short-term Fund are carried at fair value. All other short-term investments, which consist of money markets, certificates of deposit, and non-participating repurchase agreements, are carried at cost. Balances may at times exceed federally insured limits.

The Board of Trustees of the Real Estate Foundation has designated certain cash balances to fund future obligations. As of June 30, 2016 and 2015, the cash amounts include \$468,651 and \$458,659, respectively, reserved for debt service, and \$776,550 and \$726,550, respectively, reserved for future repairs and replacement of real property.

Investments

In accordance with SGAS No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*, the Coverdell Entity is required to present certain investments at their fair value if the investment has a readily determined market value. Investments are carried at market value. Realized gains and losses are computed using the specific identification method.

Capital Lease Receivable

The Coverdell Entity enters into lease contracts of real property as a lessor. The terms and conditions of these contracts are assessed and the leases are classified as operating leases or capital leases according to their economic substance. When making such an assessment, the Coverdell Entity focuses on the following aspects: a) transfer of ownership of the asset to the lessee at the end of the lease term; b) existence of a bargain purchase option held by the lessee; c) whether the lease term is for the major part of the economic life of the asset; and d) whether the present value of the minimum lease payments is substantially equal to the fair value of the leased asset at inception of the lease term. If one or more of the conditions are met, the lease is generally classified as a capital lease. The initial recording of the capital lease receivable is made on the day the real property is placed in service, with a corresponding entry to remove the capital asset using the lesser of the net present value of the lease payments or the fair value of the leased property. Capital leases are amortized over the term of the lease using the effective interest rate – the implicit rate that exactly discounts estimated future cash receipts through the expected life of the lease. Lease payments are allocated between the principal and interest components. Capital lease receivables consist of capital lease payments due for real property owned by the University. Collectability of these lease payments is reasonably assured and no allowance for uncollectible amounts has been established.

Capital Assets

Expenditures for maintenance and repairs are charged to operations as incurred, while renewals and betterments are capitalized. As of June 30, 2016 and 2015, the Coverdell Entity had no capital assets.

UGAREF COVERDELL BUILDING, LLC

Notes to Financial Statements

June 30, 2016 and 2015

Note 2 – Summary of Significant Accounting Policies (Continued)

Deferred Outflows/Inflows of Resources

In accordance with SGAS No. 65, *Items Previously Reported as Assets and Liabilities*, the statements of net position report a separate financial statement element, deferred outflows of resources, which represents a consumption of net position that applies to a future period and will not be recognized as an outflow of resources until that time. The Coverdell Entity's deferred loss on refunding qualifies for reporting in this category. The deferred loss on refunding results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt using the straight-line method. In addition to liabilities, the statements of net position will at times report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period and will not be recognized as revenue until that time. The Coverdell Entity does not have any item that qualifies for reporting in this category.

For each of the years ended June 30, 2016 and 2015, the Coverdell Entity recognized interest expense related to the deferred loss on refunding of \$77,853, resulting in deferred loss accumulated amortization of \$243,291 and \$165,438, respectively.

Bonds Payable

The Coverdell Entity records the net proceeds of tax-exempt bond financing as a liability upon issuance. Bond proceeds consist of the par value of the bonds issued plus premiums. The bond premium is amortized to interest expense using the effective interest method.

Net Position

As of June 30, 2016 and 2015, the Coverdell Entity's net position of \$288,265 and (\$50,343), respectively, is unrestricted. Unrestricted net position is not subject to donor or other stipulations imposed by outside sources.

Revenue Recognition

Rental income is recognized when earned and collectability of the associated receivable is reasonably assured. Rental income consists of the repair and replacement portion of the total capital lease payment and is recognized on a monthly basis in accordance with the related lease agreement. Advance rent receipts represent rental payments received but not yet earned.

Capital lease interest income is recorded per the related capital lease amortization schedule simultaneously with the rental income described above. Advance lease payment receipts represent both the interest and principal components of capital lease payments received but not yet earned.

Operating and Nonoperating Revenues and Expenses

The financial statements distinguish between operating and nonoperating revenues and expenses. Operating revenues result from exchange transactions associated with maintaining and leasing real property – the Coverdell Entity's principal activity. Nonexchange revenues, including investment income from sources other than capital leases, and net unrealized and realized gains and losses on investments are reported as nonoperating revenues. Interest and financing costs are reported as nonoperating expenses. Operating expenses are all expenses incurred to maintain and lease real property, other than financing costs.

UGAREF COVERDELL BUILDING, LLC

Notes to Financial Statements

June 30, 2016 and 2015

Note 2 – Summary of Significant Accounting Policies (Continued)

Income Taxes

As a single-member limited liability company, the Coverdell Entity is disregarded for income tax purposes. The Coverdell Entity's operations are included in the U.S. Federal tax return of the Real Estate Foundation which is a nonprofit organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code (the "Code"), whereby only unrelated business income, as defined by Section 512(a)(1) of the Code, is subject to federal income tax. The Internal Revenue Service has determined that the Real Estate Foundation is not a private foundation under Section 509(a) of the Code.

Use of Estimates

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

Implementation of New Accounting Pronouncements

During the year ended June 30, 2016, the Real Estate Foundation implemented SGAS No. 72, *Fair Value Measurement and Application*. SGAS No. 72 requires disclosures be made about fair value measurements, the level of fair value hierarchy, and valuation techniques. The implementation of SGAS No. 72 did not result in a change to the beginning net position of the Coverdell Entity.

Note 3 – Deposits and Investments

A. Deposits

At June 30, 2016 and 2015, the bank value of the Coverdell Entity's deposits, consisting of cash held in interest bearing checking accounts at financial institutions and cash equivalents held by trustees, was \$0.

Custodial Credit Risk

The custodial credit risk for deposits is the risk that in the event of a bank failure, the Coverdell Entity's deposits may not be recovered. The Coverdell Entity has no deposit policy for custodial credit risk.

The Coverdell Entity places its cash and cash equivalents on deposit with financial institutions in the United States. The Federal Deposit Insurance Corporation (FDIC) covers \$250,000 for substantially all depository accounts. The Coverdell Entity from time to time may have amounts on deposit in excess of the insured limits.

B. Investments

The Coverdell Entity follows the Real Estate Foundation's investment policy which establishes objectives, specifies allowable investments, sets target investment mixes, and provides investment guidelines.

As of June 30, 2016 and 2015, the Coverdell Entity held investments of \$1,399,258 and \$1,286,166, respectively.

UGAREF COVERDELL BUILDING, LLC

Notes to Financial Statements

June 30, 2016 and 2015

Note 3 – Deposits and Investments (Continued)

B. Investments (Continued)

The Coverdell Entity’s investments as of June 30, 2016, are presented below. All investments are presented by investment type and debt securities are presented by maturity.

June 30, 2016 Investment Type	Total	<u>Investment Maturity</u> Less Than 1 Year
Debt Securities		
Repurchase Agreements	\$ 620,530	\$ 620,530
Investment Pools		
Board of Regents Short-term Fund	778,728	
Total Investments	\$ 1,399,258	

Repurchase agreements and the Board of Regents Short-term Fund are included in cash and cash equivalents on the statements of net position.

The Board of Regents Investment Pool is not registered with the Securities and Exchange Commission as an investment company. The fair value of investments is determined daily. The pool does not issue shares. Each participant is allocated a pro rata share of each investment at fair value along with a pro rata share of the interest that it earns. Participation in the Board of Regents Investment Pool is voluntary. The Board of Regents Investment Pool is not rated. Additional information on the Board of Regents Investment Pool is disclosed in the audited Financial Statements of the Board of Regents of the University System of Georgia - System Office (oversight unit). This audit can be obtained from the Georgia Department of Audits - Education Audit Division or on their web site at <http://www.audits.ga.gov>.

The Coverdell Entity’s investments as of June 30, 2015, are presented below. All investments are presented by investment type and debt securities are presented by maturity.

June 30, 2015 Investment Type	Total	<u>Investment Maturity</u> Less Than 1 Year
Debt Securities		
Repurchase Agreements	\$ 1,286,166	\$ 1,286,166
Total Investments	\$ 1,286,166	\$ 1,286,166

Repurchase agreements are included in cash and cash equivalents on the statements of net position.

UGAREF COVERDELL BUILDING, LLC

Notes to Financial Statements

June 30, 2016 and 2015

Note 3 – Deposits and Investments (Continued)

B. Investments (Continued)

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates of debt investments will adversely affect the fair value of an investment. The Coverdell Entity's policy for managing interest rate risk is to invest primarily in short-term investments.

Custodial Credit Risk

Custodial credit risk for investments is the risk that, in the event of a failure of the counterparty to a transaction, the Coverdell Entity will not be able to recover the value of the investment. The Coverdell Entity does not have a formal policy for managing custodial credit risk for investments.

Credit Quality Risk

Credit quality risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The Coverdell Entity's policy for managing credit quality risk is to invest primarily in U.S. treasury obligations or securities backed by the U.S. government.

Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of an entity's investment in a single issuer. The Coverdell Entity's policy for managing concentration of credit risk is to invest primarily in U.S. treasury obligations or securities backed by the U.S. government.

Note 4 – Fair Value Measurements of Assets and Liabilities

The Real Estate Foundation has adopted SGAS No. 72, *Fair Value Measurement and Application*, which requires fair value measurement be classified and disclosed in one of the following three Fair Value Hierarchy categories.

Level 1

Quoted prices are available in active markets for identical investments as of the reporting date. The types of investments which would generally be included in Level 1 include listed equity securities, mutual funds, and money market funds. The Coverdell Entity, to the extent that it holds such investments, does not adjust the quoted price for these investments.

Level 2

Pricing inputs are observable for the investments, either directly or indirectly, as of the reporting date, but are not the same as those used in Level 1; inputs include comparable market transactions, pricing of similar instruments, values reported by the administrator, and pricing expectations based on internal modeling. Fair value is determined through the use of models or other valuation methodologies. The types of investments which would generally be included in this category include publicly traded securities with restrictions on disposition, corporate obligations, and U.S. Government and Agency Treasury Inflation Indices.

Level 3

Pricing inputs are unobservable for the investment and include situations where there is little, if any, market activity for the investments. The types of investments which would generally be included in this category include debt and equity securities issued by private entities and partnerships. The inputs into the determination of fair value require significant judgment or estimation. Inputs include recent transactions, earnings forecasts, market multiples, and future cash flows.

UGAREF COVERDELL BUILDING, LLC

Notes to Financial Statements

June 30, 2016 and 2015

Note 4 – Fair Value Measurements of Assets and Liabilities (Continued)

The table below summarizes the valuation of the Coverdell Entity's financial assets and liabilities measured at fair value on a recurring basis as of June 30, 2016, based on the level of input utilized to measure fair value.

Measurement at fair value on a recurring basis:

June 30, 2016	Fair Value Measurement	
Investments	Total	Level 2
Fixed Income		
Investment Pool		
Board of Regents Short-term Fund	\$ 778,728	\$ 778,728
Total Investments, Recurring Basis	<u>\$ 778,728</u>	<u>\$ 778,728</u>

All assets have been valued using a market approach. There have been no changes in valuation techniques and related inputs.

Note 5 – Capital Lease Receivable

The Coverdell Entity entered into a 30-year capital lease agreement (1 year lease with 29 annual renewals) with the Board of Regents to occupy the Coverdell Entity's facility effective in 2006. Reflecting the savings of the advanced bond refunding on May 16, 2013, a First Amendment to Rental Agreement was executed reducing the capital lease payments. The final annual renewal period ends June 30, 2035. Lease payments are due monthly. At the end of the lease term, ownership of the leased facility will be transferred to the Board of Regents.

As of June 30, 2016 and 2015, capital lease receivables are \$18,442,838 and \$18,941,771, respectively. These amounts include future minimum lease payments to be received of \$31,236,000 and \$32,880,000 as of June 30, 2016 and 2015, respectively, of which \$12,793,162 and \$13,938,229, respectively, is unearned interest.

As of June 30, 2016, lease payments are receivable as follows:

2017	\$ 1,644,000
2018	1,644,000
2019	1,644,000
2020	1,644,000
2021	1,644,000
2022 - 2026	8,220,000
2027 - 2031	8,220,000
2032 - 2035	6,576,000
Total Payments to be Received	<u>31,236,000</u>
Less Amounts Representing Interest	<u>(12,793,162)</u>
Total Lease Receivable	18,442,838
Less Current Portion	<u>(530,330)</u>
Noncurrent Lease Receivable	<u>\$ 17,912,508</u>

UGAREF COVERDELL BUILDING, LLC

Notes to Financial Statements

June 30, 2016 and 2015

Note 6 – Long-Term Debt

\$25,970,000 Bond Issue

In 2004, the Development Authority of the Unified Government of Athens-Clarke County, Georgia (the "Development Authority") issued \$25,545,000 of Educational Facilities Revenue Bonds (UGAREF Coverdell Building, LLC Project), Series 2004A, and \$425,000 of Educational Facilities Taxable Revenue Bonds (UGAREF Coverdell Building, LLC Project), Series 2004B (collectively, the "2004 Coverdell Bonds") and entered into an agreement (the "2004 Coverdell Loan Agreement") to loan \$25,970,000 to the Coverdell Entity. The Coverdell Entity used the proceeds of this loan to fund construction of a portion of a research facility, which was placed in service in December 2005. The 2004B Coverdell Bonds were paid in full in 2007. The 2004A Coverdell Bonds were redeemed in full on December 15, 2015.

On May 16, 2013, the Development Authority issued \$21,100,000 in Revenue Refunding Bonds to advance refund \$22,295,000 of outstanding 2004A Coverdell Bonds (see *\$21,100,000 Bond Issue* below).

\$21,100,000 Bond Issue

On May 16, 2013, the Development Authority issued \$21,100,000 in Revenue Refunding Bonds (UGAREF Coverdell Building, LLC Project), Series 2013 (the "2013 Coverdell Bonds") with interest rates ranging from 2.0% to 5.0% and entered into an agreement (the "2013 Coverdell Loan Agreement") with the Coverdell Entity to advance refund \$22,295,000 of outstanding 2004A Educational Facilities Revenue Bonds with interest rates ranging from 4.0% to 5.0%. Payment of principal and interest under the 2013 Coverdell Bonds is secured by certain real property constituting a portion of a research facility and by the Coverdell Entity's interest in certain rents and leases derived from a portion of this facility.

The net proceeds of \$22,666,446 plus an additional \$823,253 of 2004 Coverdell Bonds debt service reserve funds and \$828,730 debt service funds were used to purchase U.S. government securities. Those securities were deposited in an irrevocable trust with an escrow agent to fund all future debt service payments on the refunded 2004 Coverdell Bonds. As a result, \$22,295,000 of outstanding 2004 Coverdell Bonds were considered to be defeased and the liability for those bonds was removed from the statement of net position during Fiscal 2013. The 2004A Coverdell Bonds were redeemed in full on December 15, 2014.

The advance refunding resulted in a loss which consisted of the difference between the reacquisition price and the net carrying amount of the old debt of \$1,680,333. This difference, reported in the accompanying statements of net position as a deferred outflow of resources, is being charged to operations as interest expense through December 15, 2034, using the straight-line method. The Coverdell Entity completed the advance refunding to reduce its total debt service payments through 2034 by \$3,073,367 and to obtain an economic gain (difference between the present values of the old and new debt service payments) of \$1,706,994 at an effective interest rate of 3.039%.

Borrowings under the 2013 Coverdell Loan Agreement bear interest payable semiannually on December 15 and June 15. During the years ended June 30, 2016 and 2015, the Coverdell Entity expensed all interest costs in connection with the 2013 Coverdell Loan Agreement. Principal payments are due annually on December 15 and continue through December 15, 2034. During the years ended June 30, 2016 and 2015, the Coverdell Entity made principal payments of \$670,000 and \$655,000, respectively.

UGAREF COVERDELL BUILDING, LLC

Notes to Financial Statements

June 30, 2016 and 2015

Note 6 – Long-Term Debt (Continued)

The bonds payable require the Coverdell Entity to meet certain covenants. At June 30, 2016 and 2015, the Coverdell Entity was not aware of any violations of the covenants.

The following is a summary as of June 30, 2016, of principal and interest payments for the face value of the bonds payable due during each of the next five years ending June 30 and every five years thereafter:

	Principal	Interest
2017	\$ 690,000	\$ 783,462
2018	710,000	758,913
2019	740,000	729,912
2020	770,000	695,863
2021	805,000	656,488
2022 - 2026	4,660,000	2,633,063
2027 - 2031	5,725,000	1,596,138
2032 - 2034	5,370,000	449,144
	\$ 19,470,000	\$ 8,302,981

Changes in long-term debt for the fiscal year ended June 30, 2016, are shown below:

	Balance at June 30, 2015	Additions	Disposals & Reductions	Balance at June 30, 2016	Current Portion
Bonds Payable	\$ 20,140,000	\$ -	\$ (670,000)	\$ 19,470,000	\$ 690,000
Net Premium	1,478,095	-	(131,465)	1,346,630	-
Total Noncurrent Liabilities	\$ 21,618,095	\$ -	\$ (801,465)	\$ 20,816,630	\$ 690,000

Changes in long-term debt for the fiscal year ended June 30, 2015, are shown below:

	Balance at June 30, 2014	Additions	Disposals & Reductions	Balance at June 30, 2015	Current Portion
Bonds Payable	\$ 20,795,000	\$ -	\$ (655,000)	\$ 20,140,000	\$ 670,000
Net Premium	1,614,496	-	(136,401)	1,478,095	-
Total Noncurrent Liabilities	\$ 22,409,496	\$ -	\$ (791,401)	\$ 21,618,095	\$ 670,000

UGAREF COVERDELL BUILDING, LLC

Notes to Financial Statements

June 30, 2016 and 2015

Note 6 – Long-Term Debt (Continued)

A summary of total interest cost for the years ended June 30, 2016 and 2015, is as follows:

	<u>2016</u>	<u>2015</u>
Interest Expense	\$ 803,024	\$ 819,917
Premium Amortization	(131,465)	(136,401)
Deferred Loss Amortization	77,853	77,853
Fees	6,450	6,400
Total Interest Cost	<u>\$ 755,862</u>	<u>\$ 767,769</u>

Note 7 – Related Party Transactions

The Coverdell Entity has leased the Coverdell Entity's facility to the Board of Regents for a monthly lease payment of \$141,167, which includes a monthly repair and replacement component of \$4,167. During the years ended June 30, 2016 and 2015, capital lease interest income of \$1,145,067 and \$1,174,604, respectively, capital lease principal of \$498,933 and \$469,396, respectively, and rental income of \$50,000 and \$50,000, respectively, were recorded under this lease agreement. The lease agreement with the Board of Regents is the sole source of revenue for the Coverdell Entity, which constitutes a concentration of credit risk, and is renewable on an annual basis until 2035 without rent increases.

The lease agreement provides that certain amounts paid by the Coverdell Entity be reimbursed by the Board of Regents. During the years ended June 30, 2016 and 2015, these amounts were \$17,076 and \$17,076, respectively.

The Coverdell Entity also leases air rights from the Board of Regents where it has constructed property above the lower floors on Board of Regents' land. The air rights lease is for a period of up to three years during construction and continues for 30 years after construction is complete for a base rental of \$10 per year. Under the air rights lease, the ownership of any building or structure constructed above the lower floors of the building passes to the Board of Regents at the end of the air rights lease.

The Coverdell Entity signed an agreement with the Real Estate Foundation to pay for management services of \$7,433 per month, with periods to coincide with the lease term. This agreement can be terminated by either party upon a 30 day written notice. During each of the years ended June 30, 2016 and 2015, the Coverdell Entity paid \$89,196 to the Real Estate Foundation for services related to this agreement.

During the year ended June 30, 2015, the Coverdell Entity paid \$4,708 to the University for repair projects on the research facility.



Focus
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The Terraces
1550 Timothy Road, Suite 203
Athens, GA 30606
(706) 546-1422 p
(706) 548-0032 f

Mailing
Post Office Box 1983
Athens, GA 30603
www.trinityaccountinggroup.com
info@trinityaccountinggroup.com

CERTIFIED PUBLIC ACCOUNTANTS & BUSINESS ADVISORS

INDEPENDENT AUDITOR'S 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*

The Board of Trustees
UGA Real Estate Foundation, Inc.
Athens, Georgia

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 *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of UGAREF Coverdell Building, LLC (the "Coverdell Entity"), an affiliated organization of UGA Real Estate Foundation, Inc. as of and for the years ended June 30, 2016 and 2015 and have issued our report thereon dated August 31, 2016.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Coverdell Entity'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 opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Coverdell Entity's internal control. Accordingly, we do not express an opinion on the effectiveness of Coverdell Entity'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 a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity'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.

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 Coverdell Entity's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and 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 *Government Auditing Standards*.

Purpose of this Report

This report is intended solely for the information and use of the Board of Trustees, management, and federal awarding agencies and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

Trinity Accounting Group, P.C.

Athens, Georgia
August 31, 2016