

**UGAREF EAST CAMPUS HOUSING, LLC**

**Financial Statements  
for the Years Ended  
June 30, 2018 and 2017**

# UGAREF EAST CAMPUS HOUSING, LLC

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*Focus  
Vision  
Discipline*

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

Robert Bachman · Scott Saucier · Dustin David · Toby Smith

## **Report of Independent Auditors**

To Board of Trustees  
UGA Real Estate Foundation, Inc.:  
Athens, GA

### **Report on Financial Statements**

We have audited the accompanying statements of net position of UGAREF East Campus Housing, LLC (the "Housing Entity"), as of June 30, 2018 and 2017, 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 Housing Entity's basic financial statements as listed in the table of contents.

### **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. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

### **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Housing Entity as of June 30, 2018 and 2017, 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.

*Trinity Accounting Group, P.C.*

Athens, Georgia

September 14, 2018

# UGAREF EAST CAMPUS HOUSING, LLC

## Statements of Net Position

June 30, 2018 and 2017

	2018	2017
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and Cash Equivalents	\$ 2,865,412	\$ 2,697,898
Interest Receivable	22,820	22,820
Capital Leases Receivable, current portion	2,243,876	2,098,048
<b>Total Current Assets</b>	5,132,108	4,818,766
<b>Noncurrent Assets</b>		
Bond Proceeds Restricted for Debt Service	5,765,025	5,765,025
Operating Funds Held by Trustee	2,427,884	2,063,542
Capital Leases Receivable, noncurrent portion	60,077,167	62,321,042
<b>Total Noncurrent Assets</b>	68,270,076	70,149,609
<b>Total Assets</b>	73,402,184	74,968,375
<b>DEFERRED OUTFLOWS OF RESOURCES</b>		
Deferred Loss on Refundings	2,315,290	2,604,596
<b>LIABILITIES</b>		
<b>Current Liabilities</b>		
Accrued Interest Payable	233,787	244,570
Advance Rent Receipts	33,250	33,250
Advance Lease Payment Receipts	531,250	531,250
Bonds Payable, current portion	2,910,000	2,780,000
<b>Total Current Liabilities</b>	3,708,287	3,589,070
<b>Noncurrent Liabilities</b>		
Bonds Payable, noncurrent portion	62,400,000	65,310,000
Premium on Bonds Payable	1,050,004	1,238,737
<b>Total Noncurrent Liabilities</b>	63,450,004	66,548,737
<b>Total Liabilities</b>	67,158,291	70,137,807
<b>NET POSITION</b>		
Restricted for:		
Future Repairs and Replacement of Real Property	2,427,821	2,063,519
Unrestricted	6,131,362	5,371,645
<b>Total Net Position</b>	\$ 8,559,183	\$ 7,435,164

See independent auditors' report and notes to financial statements.

## UGAREF EAST CAMPUS HOUSING, LLC

### Statements of Revenues, Expenses, and Changes in Net Position

Years Ended June 30, 2018 and 2017

	2018	2017
<b>Operating Revenues</b>		
Rental Income	\$ 399,000	\$ 399,000
Capital Lease Interest Income	4,076,952	4,213,304
<b>Total Operating Revenues</b>	4,475,952	4,612,304
<b>Operating Expenses</b>		
<i>Project Expenses</i>		
Legal and Accounting	12,245	8,247
Management Fees	330,000	330,000
Repair and Replacement Expenditures	252,325	432,012
Other Expenses	15,847	170
<b>Total Operating Expenses</b>	610,417	770,429
<b>Operating Income</b>	3,865,535	3,841,875
<b>Nonoperating Revenues (Expenses)</b>		
Investment Income	35,511	11,921
Interest Expense, net	(2,777,027)	(2,879,207)
<b>Total Nonoperating Revenues (Expenses)</b>	(2,741,516)	(2,867,286)
<b>Change in Net Position</b>	<b>1,124,019</b>	<b>974,589</b>
<b>Net Position</b>		
Beginning of Year	7,435,164	6,460,575
End of Year	\$ 8,559,183	\$ 7,435,164

See independent auditors' report and notes to financial statements.

# UGAREF EAST CAMPUS HOUSING, LLC

## Statements of Cash Flows

Years Ended June 30, 2018 and 2017

	<u>2018</u>	<u>2017</u>
<b>Cash Flows from Operating Activities</b>		
Receipts from Rental Income	\$ 399,000	\$ 399,000
Receipts of Principal on Capital Leases	2,109,829	1,972,712
Receipts of Interest on Capital Leases	4,065,170	4,202,288
Receipts for Payments Reimbursable by the University	290,402	277,278
Payments of Management Fees	(330,000)	(330,000)
Payments to Suppliers of Goods and Services	(280,417)	(440,696)
Payments Reimbursable by the University	(290,402)	(277,278)
<b>Net Cash from Operating Activities</b>	<u>5,963,582</u>	<u>5,803,304</u>
<b>Cash Flows from Investing Activities</b>		
Investment Income	<u>35,511</u>	<u>11,921</u>
<b>Net Cash from Investing Activities</b>	<u>35,511</u>	<u>11,921</u>
<b>Cash Flows from Capital and Related Financing Activities</b>		
Interest Payments on Long-Term Debt	(2,687,237)	(2,804,668)
Principal Repayment on Bonds Payable	(2,780,000)	(2,675,000)
<b>Net Cash from Capital and Related Financing Activities</b>	<u>(5,467,237)</u>	<u>(5,479,668)</u>
<b>Net Change in Cash and Cash Equivalents</b>	<b>531,856</b>	<b>335,557</b>
<b>Cash and Cash Equivalents</b>		
<b>Beginning of Year</b>	<u>10,526,465</u>	<u>10,190,908</u>
<b>End of Year</b>	<u>\$ 11,058,321</u>	<u>\$ 10,526,465</u>

See independent auditors' report and notes to financial statements.

# UGAREF EAST CAMPUS HOUSING, LLC

## Statements of Cash Flows

Years Ended June 30, 2018 and 2017

	<u>2018</u>	<u>2017</u>
<b>Reconciliation of Operating Income to Net Cash from Operating Activities</b>		
Operating Income	\$ 3,865,535	\$ 3,841,875
Adjustments to Reconcile Operating Income to Net Cash from Operating Activities		
Receipts of Principal on Capital Leases	2,109,829	1,972,712
Changes in Assets and Liabilities		
Accounts Payable	-	(267)
Advance Lease Payment Receipts Liabilities	<u>(11,782)</u>	<u>(11,016)</u>
<b>Net Cash from Operating Activities</b>	<u>\$ 5,963,582</u>	<u>\$ 5,803,304</u>
<b>Reconciliation of Cash and Cash Equivalents to the Statements of Net Position</b>		
Cash and Cash Equivalents, per Statements of Net Position	\$ 2,865,412	\$ 2,697,898
Cash and Cash Equivalents Included in Bond Proceeds Restricted for Construction, Debt Service, and Reserves	5,765,025	5,765,025
Cash and Cash Equivalents Included in Operating Funds Held by Trustee	<u>2,427,884</u>	<u>2,063,542</u>
<b>Total Cash and Cash Equivalents</b>	<u>\$ 11,058,321</u>	<u>\$ 10,526,465</u>

See independent auditors' report and notes to financial statements.



# UGAREF EAST CAMPUS HOUSING, LLC

## Notes to Financial Statements

June 30, 2018 and 2017

### Note 1 – Organization

UGAREF East Campus Housing, LLC (the "Housing Entity") is a single-member limited liability company created in 2001 by the UGA Real Estate Foundation, Inc. (the "Real Estate Foundation"). The purpose of the Housing Entity includes the construction, financing and leasing of a dining facility and four residence halls located 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"). The dining facility and residence halls have been completed and under lease with the Board of Regents since July 2004.

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 (the "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 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 Housing 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 Housing 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 Housing Entity's assets, liabilities, deferred inflows/outflows of resources, net position, revenues, expenses, changes in net position, and cash flows.

# UGAREF EAST CAMPUS HOUSING, LLC

## Notes to Financial Statements

June 30, 2018 and 2017

### 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 shown using a blended presentation in the Research Foundation's financial statements. The Real Estate Foundation is the sole member of a number of limited liability companies, including the Housing 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 Housing 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 Management's 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 Housing 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 Housing 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.

#### **Cash and Cash Equivalents**

The Housing 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.

# UGAREF EAST CAMPUS HOUSING, LLC

## Notes to Financial Statements

June 30, 2018 and 2017

### Note 2 – Summary of Significant Accounting Policies (Continued)

#### ***Cash and Cash Equivalents (Continued)***

The Board of Trustees of the Real Estate Foundation has designated certain cash balances to fund future obligations. As of June 30, 2018 and 2017, the cash amounts include \$1,931,287 and \$1,866,237, respectively, reserved for debt service, and \$865,319 and \$758,644, 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 Housing 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.

#### ***Bond Proceeds Restricted for Debt Service***

Proceeds from bond issuances are held by an independent trustee and are restricted for the purpose of funding debt service reserves. For each of the years ended June 30, 2018 and 2017, the proceeds from bond issuances include \$5,765,025 reserved for debt service.

#### ***Operating Funds Held by Trustee***

Amounts transferred in from cash accounts are held by an independent trustee for the purpose of paying operating expenses and funding reserves for future obligations. As of June 30, 2018 and 2017, the operating funds held by trustee include \$2,427,821 and \$2,063,519, respectively, reserved for future repairs and replacement of real property, and are reported as restricted net position on the statements of net position as of June 30, 2018 and 2017, respectively. The operating funds held by trustee also include \$63 and \$23, respectively, as of June 30, 2018 and 2017, for general operations.

#### ***Capital Leases Receivable***

The Housing 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 Housing 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 leases receivable 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.

# UGAREF EAST CAMPUS HOUSING, LLC

## Notes to Financial Statements

June 30, 2018 and 2017

### Note 2 – Summary of Significant Accounting Policies (Continued)

#### **Capital Assets**

Expenditures for maintenance and repairs are charged to operations as incurred, while renewals and betterments are capitalized. As of June 30, 2018 and 2017, the Housing Entity had no capital assets.

#### **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 Housing Entity's deferred loss on refundings qualifies for reporting in this category. The deferred loss on refundings 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 Housing Entity does not have any item that qualifies for reporting in this category.

For each of the years ended June 30, 2018 and 2017, the Housing Entity recognized interest expense related to the deferred loss on refunding of \$289,306, resulting in deferred loss accumulated amortization of \$2,279,945 and \$1,990,639, respectively.

#### **Bonds Payable**

The Housing 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 related premiums paid. Bond premiums are amortized to interest expense using the effective interest method.

#### **Net Position**

The Housing Entity's net position as of June 30, 2018 and 2017, consists of \$6,131,362 and \$5,371,645, respectively, in unrestricted net position and \$2,427,821 and \$2,063,519, respectively, in restricted net position. Unrestricted net position is not subject to donor or other stipulations imposed by outside sources. Restricted net position represents amounts held by a third party trustee for repair and replacement reserves. The Housing Entity considers several factors in determining whether to use restricted or unrestricted resources when restrictions are met.

#### **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.

# UGAREF EAST CAMPUS HOUSING, LLC

## Notes to Financial Statements

June 30, 2018 and 2017

### Note 2 – Summary of Significant Accounting Policies (Continued)

#### ***Revenue Recognition (Continued)***

Capital lease interest income is recorded per the related capital lease amortization schedule simultaneously with the rental income described above. Amounts are offset by a rebate to the University related to savings realized by the Housing Entity due to advanced refunding of bonds payable. 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 Housing 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.

#### ***Income Taxes***

As a single-member limited liability company, the Housing Entity is disregarded for income tax purposes. The Housing 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 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.

### Note 3 – Deposits and Investments

#### **A. Deposits**

At June 30, 2018 and 2017, the bank value of the Housing Entity’s deposits, consisting of cash held in interest bearing checking accounts at financial institutions and cash equivalents held by trustees, was \$2,427,884 and \$2,063,542, respectively.

# UGAREF EAST CAMPUS HOUSING, LLC

## Notes to Financial Statements

June 30, 2018 and 2017

### Note 3 – Deposits and Investments (Continued)

#### A. Deposits (Continued)

##### ***Custodial Credit Risk***

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

The Housing 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 Housing Entity from time to time may have amounts on deposit in excess of the insured limits.

The Housing Entity's deposits as of June 30, 2018 and 2017, are presented below by category of risk.

<b>June 30, 2018 Deposits</b>	<b>FDIC Insured</b>	<b>Collateralized by U.S. Securities</b>	<b>Uninsured or Uncollateralized</b>	<b>Total</b>
Funds Held by Trustee	\$ -	\$ -	\$ 2,427,884	\$ 2,427,884
Total Deposits	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,427,884</u>	<u>\$ 2,427,884</u>

  

<b>June 30, 2017 Deposits</b>	<b>FDIC Insured</b>	<b>Collateralized by U.S. Securities</b>	<b>Uninsured or Uncollateralized</b>	<b>Total</b>
Funds Held by Trustee	\$ -	\$ -	\$ 2,063,542	\$ 2,063,542
Total Deposits	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,063,542</u>	<u>\$ 2,063,542</u>

The uninsured and uncollateralized deposits classified as "Funds Held by Trustee" are primarily invested in Fidelity Institutional Money Market Treasury Portfolio, a short-term money market fund.

#### B. Investments

The Housing 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, 2018 and 2017, the Housing Entity held investments of \$8,630,437 and \$8,462,923, respectively.

# UGAREF EAST CAMPUS HOUSING, LLC

## Notes to Financial Statements

**June 30, 2018 and 2017**

### Note 3 – Deposits and Investments (Continued)

#### B. Investments (Continued)

The Housing Entity's investments as of June 30, 2018 and 2017, are presented below. All investments are presented by investment type and debt securities are presented by maturity.

June 30, 2018 Investment Type	Total	Investment Maturity			
		Less Than 1 Year	1-5 Years	6-10 Years	More than 10 Years
Debt Securities					
Repurchase Agreements	\$ 2,263,088	\$ 2,263,088	\$ -	\$ -	\$ -
Repurchase Agreements Held by Trustee	5,765,025	-	-	-	5,765,025
	<u>8,028,113</u>	<u>\$ 2,263,088</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 5,765,025</u>
Investment Pools					
Board of Regents Short-term Fund	602,324				
Total Investments	<u>\$ 8,630,437</u>				

June 30, 2017 Investment Type	Total	Investment Maturity			
		Less Than 1 Year	1-5 Years	6-10 Years	More than 10 Years
Debt Securities					
Repurchase Agreements	\$ 2,194,378	\$ 2,194,378	\$ -	\$ -	\$ -
Repurchase Agreements Held by Trustee	5,765,025	-	-	-	5,765,025
	<u>7,959,403</u>	<u>\$ 2,194,378</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 5,765,025</u>
Investment Pools					
Board of Regents Short-term Fund	503,520				
Total Investments	<u>\$ 8,462,923</u>				

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

Repurchase agreements held by the trustee are included in bond proceeds restricted for debt service on the statements of net position.

# UGAREF EAST CAMPUS HOUSING, LLC

## Notes to Financial Statements

June 30, 2018 and 2017

### Note 3 – Deposits and Investments (Continued)

#### B. Investments (Continued)

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 website at <http://www.audits.ga.gov>.

#### **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 Housing 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 Housing Entity will not be able to recover the value of the investment. The Housing 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 Housing 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 Housing 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 Housing Entity, to the extent that it holds such investments, does not adjust the quoted price for these investments.



# UGAREF EAST CAMPUS HOUSING, LLC

## Notes to Financial Statements

June 30, 2018 and 2017

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

#### 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.

The tables below summarize the valuation of the Housing Entity's financial assets and liabilities measured at fair value on a recurring basis as of June 30, 2018 and 2017, based on the level of input utilized to measure fair value.

#### Measurement at fair value on a recurring basis:

June 30, 2018 Investments	Fair Value Measurement	
	Total	Level 2
Fixed Income Investment Pool		
Board of Regents Short-term Fund	\$ 602,324	\$ 602,324
Total Investments, Recurring Basis	<u>\$ 602,324</u>	<u>\$ 602,324</u>

June 30, 2017 Investments	Fair Value Measurement	
	Total	Level 2
Fixed Income Investment Pool		
Board of Regents Short-term Fund	\$ 503,520	\$ 503,520
Total Investments, Recurring Basis	<u>\$ 503,520</u>	<u>\$ 503,520</u>

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

# UGAREF EAST CAMPUS HOUSING, LLC

## Notes to Financial Statements

June 30, 2018 and 2017

### Note 5 – Capital Leases Receivable

The Housing Entity entered into two 30-year capital lease agreements (1 year lease with 29 annual renewals with the final renewal period ending on June 30, 2034) with the Board of Regents to occupy the Housing Entity's facilities effective July 2004. Lease payments are due monthly. At the end of the lease terms, ownership of the leased facilities will be transferred to the Board of Regents.

As of June 30, 2018 and 2017, capital leases receivable are \$62,321,043 and \$64,419,090, respectively. These amounts include future minimum lease payments to be received of \$102,000,000 and \$108,375,000 as of June 30, 2018 and 2017, respectively, of which \$39,678,957 and \$43,955,910, respectively, is unearned interest.

#### As of June 30, 2018, lease payments are receivable as follows:

2019	\$ 6,375,000
2020	6,375,000
2021	6,375,000
2022	6,375,000
2023	6,375,000
2024 - 2028	31,875,000
2029 - 2033	31,875,000
2034	6,375,000
Total Payments to be Received	102,000,000
Less Amounts Representing Interest	(39,678,957)
Total Leases Receivable	62,321,043
Less Current Portion	(2,243,876)
Noncurrent Leases Receivable	<u>\$ 60,077,167</u>

### Note 6 – Long-Term Debt

The Housing Entity entered into a loan agreement with the Housing Authority of the City of Athens, Georgia (the "Housing Authority") to borrow bond proceeds to fund construction of a dining facility and four residence halls which were placed in service in July 2004.

#### **\$34,090,000 Bond Issue**

On March 1, 2010, the Housing Authority issued \$34,090,000 in Student Housing Lease Revenue Bonds (UGAREF East Campus Housing, LLC Project), Series 2010 (the "2010 Housing Bonds") with interest rates ranging from 2.5% to 5.0% and entered into an agreement (the "2010 Housing Loan Agreement") with the Housing Entity to advance refund \$32,140,000 of outstanding 2002 Student Housing Lease Revenue Bonds with interest rates ranging from 4.0% to 5.25%. Payment of principal and interest under the 2010 Housing Bonds is secured by certain real property constituting a dining facility and four residence halls, and by the Housing Entity's interest in certain rents and leases derived from these facilities.

# UGAREF EAST CAMPUS HOUSING, LLC

## Notes to Financial Statements

June 30, 2018 and 2017

### Note 6 – Long-Term Debt (Continued)

#### ***\$34,090,000 Bond Issue (Continued)***

Borrowings under the 2010 Housing Loan Agreement bear interest payable semiannually on December 1 and June 1. During the years ended June 30, 2018 and 2017, the Housing Entity expensed all interest costs in connection with the 2010 Housing Loan Agreement. Principal payments are due annually on December 1 and continue through December 1, 2023. During the years ended June 30, 2018 and 2017, the Housing Entity made principal payments of \$2,660,000 and \$2,575,000, respectively, on the outstanding 2010 Housing Bonds.

#### ***\$48,250,000 Bond Issue***

On December 1, 2011, the Housing Authority issued \$48,250,000 in Revenue Refunding Bonds (UGAREF East Campus Housing, LLC Project), Series 2011 (the "2011 Housing Bonds") with interest rates ranging from 2.0% to 5.0% and entered into an agreement (the "2011 Housing Loan Agreement") with the Housing Entity to advance refund \$46,720,000 of outstanding 2002 Student Housing Lease Revenue Bonds with interest rates ranging from 4.0% to 5.0%. Payment of principal and interest under the 2011 Housing Bonds is secured by certain real property constituting a dining facility and four residence halls, and by the Housing Entity's interest in certain rents and leases derived from these facilities.

Borrowings under the 2011 Housing Loan Agreement bear interest payable semiannually on December 1 and June 1. During the years ended June 30, 2018 and 2017, the Housing Entity expensed all interest costs in connection with the 2011 Housing Loan Agreement. Principal payments are due annually on December 1 and continue through December 1, 2033. During the years ended June 30, 2018 and 2017, the Housing Entity made principal payments of \$120,000 and \$100,000, respectively, on the outstanding 2011 Housing Bonds.

The bonds payable require the Housing Entity to meet certain covenants. At June 30, 2018 and 2017, the Housing Entity was not aware of any violations of the covenants.

**The following is a summary as of June 30, 2018, 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:**

	<u>Principal</u>	<u>Interest</u>
2019	\$ 2,910,000	\$ 2,734,269
2020	3,050,000	2,602,644
2021	3,175,000	2,490,744
2022	3,275,000	2,358,569
2023	3,435,000	2,217,869
2024 - 2028	19,480,000	8,667,165
2029 - 2033	24,455,000	3,782,669
2034	5,530,000	117,512
	<u>\$ 65,310,000</u>	<u>\$ 24,971,441</u>

## UGAREF EAST CAMPUS HOUSING, LLC

### Notes to Financial Statements

**June 30, 2018 and 2017**

#### Note 6 – Long-Term Debt (Continued)

Changes in long-term debt for the fiscal year ended June 30, 2018, are shown below:

	<u>Balance at June 30, 2017</u>	<u>Additions</u>	<u>Disposals &amp; Reductions</u>	<u>Balance at June 30, 2018</u>	<u>Current Portion</u>
Bonds Payable	\$ 68,090,000	\$ -	\$ (2,780,000)	\$ 65,310,000	\$ 2,910,000
Net Premium	1,238,737	-	(188,733)	1,050,004	-
Total Noncurrent Liabilities	<u>\$ 69,328,737</u>	<u>\$ -</u>	<u>\$ (2,968,733)</u>	<u>\$ 66,360,004</u>	<u>\$ 2,910,000</u>

Changes in long-term debt for the fiscal year ended June 30, 2017, are shown below:

	<u>Balance at June 30, 2016</u>	<u>Additions</u>	<u>Disposals &amp; Reductions</u>	<u>Balance at June 30, 2017</u>	<u>Current Portion</u>
Bonds Payable	\$ 70,765,000	\$ -	\$ (2,675,000)	\$ 68,090,000	\$ 2,780,000
Net Premium	1,444,754	-	(206,017)	1,238,737	-
Total Noncurrent Liabilities	<u>\$ 72,209,754</u>	<u>\$ -</u>	<u>\$ (2,881,017)</u>	<u>\$ 69,328,737</u>	<u>\$ 2,780,000</u>

A summary of total interest cost for the years ended June 30, 2018 and 2017, is as follows:

	<u>2018</u>	<u>2017</u>
Interest Expense	\$ 2,859,360	\$ 2,978,594
Premium Amortization	(188,733)	(206,017)
Deferred Loss Amortization	289,306	289,306
Fees	90,933	91,163
Interest Income	(273,839)	(273,839)
Total Interest Cost	<u>\$ 2,777,027</u>	<u>\$ 2,879,207</u>

#### Note 7 – Related Party Transactions

The Housing Entity has leased the residence halls and dining facility to the Board of Regents for monthly lease payments of \$453,333 and \$111,167, respectively, which includes a monthly repair and replacement component of \$28,333 and \$4,917, respectively. During the years ended June 30, 2018 and 2017, capital lease interest income of \$4,076,952 and \$4,213,304, respectively, capital lease principal of \$2,098,048 and \$1,961,696, respectively, and rental income of \$399,000 and \$399,000, respectively, were recorded under these lease agreements. The lease agreements with the Board of Regents are the sole source of revenue for the Housing Entity, which constitutes a concentration of credit risk, and are renewable on an annual basis after inception for a period of 29 years without rent increases.

# UGAREF EAST CAMPUS HOUSING, LLC

## Notes to Financial Statements

June 30, 2018 and 2017

### Note 7 – Related Party Transactions (Continued)

The lease agreements provide that certain amounts paid by the Housing Entity be reimbursed by the Board of Regents. During the years ended June 30, 2018 and 2017, these amounts were \$290,402 and \$277,278, respectively.

The Housing Entity also leases the use of land from the Board of Regents where it has constructed property on Board of Regents' land. These ground leases are for a period of up to 3 years during construction and continue for 30 years after construction is complete for a base rental of \$10 per year. Under the ground leases, the ownership of any building or structure constructed on the land passes to the Board of Regents at the end of the ground lease.

The Housing Entity signed agreements with the Real Estate Foundation to pay for management services of \$7,500 per month for the dining facility, and \$20,000 per month for the housing facilities, with periods to coincide with the lease terms of each facility. This agreement can be terminated by either party upon a 30 day written notice. During each of the years ended June 30, 2018 and 2017, the Housing Entity paid \$330,000 to the Real Estate Foundation for services related to these agreements.

During the years ended June 30, 2018 and 2017, the Housing Entity paid \$252,325 and \$432,012, respectively, to the University for repair projects on the dining facility and residence halls.