

UGAREF PAC PARKING DECK, LLC

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

UGAREF PAC PARKING DECK, LLC

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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 PAC Parking Deck, LLC (the “PAC 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 PAC 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.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the PAC 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 PAC PARKING DECK, LLC

Statements of Net Position

June 30, 2018 and 2017

	2018	2017
ASSETS		
Current Assets		
Cash and Cash Equivalents	\$ 969,173	\$ 919,616
Capital Leases Receivable, current portion	426,134	367,810
Total Current Assets	1,395,307	1,287,426
Noncurrent Assets		
Capital Leases Receivable, noncurrent portion	14,177,613	14,633,242
Total Noncurrent Assets	14,177,613	14,633,242
Total Assets	15,572,920	15,920,668
DEFERRED OUTFLOWS OF RESOURCES		
Deferred Loss on Refunding	802,514	-
LIABILITIES		
Current Liabilities		
Accrued Interest Payable	20,944	26,874
Advance Rent Receipts	6,667	6,667
Advance Lease Payment Receipts	89,958	96,800
Bonds Payable, current portion	485,000	425,000
Total Current Liabilities	602,569	555,341
Noncurrent Liabilities		
Bonds Payable, noncurrent portion	14,115,000	14,350,000
Premium (Discount) on Bonds Payable	757,273	(71,501)
Total Noncurrent Liabilities	14,872,273	14,278,499
Total Liabilities	15,474,842	14,833,840
NET POSITION		
Unrestricted	900,592	1,086,828
Total Net Position	\$ 900,592	\$ 1,086,828

See independent auditors' report and notes to financial statements.

UGAREF PAC PARKING DECK, LLC

Statements of Revenues, Expenses, and Changes in Net Position

Years Ended June 30, 2018 and 2017

	2018	2017
Operating Revenues		
Rental Income	\$ 80,004	\$ 80,004
Capital Lease Interest Income	702,718	812,907
Total Operating Revenues	782,722	892,911
Operating Expenses		
<i>Project Expenses</i>		
Legal and Accounting	5,750	6,191
Management Fees	57,000	57,000
Repair and Replacement Expenditures	69,550	6,500
Other Expenses	53	8,689
Total Operating Expenses	132,353	78,380
Operating Income	650,369	814,531
Nonoperating Revenues (Expenses)		
Investment Income	10,198	7,406
Interest Expense, net	(846,803)	(673,655)
Total Nonoperating Revenues (Expenses)	(836,605)	(666,249)
Change in Net Position	(186,236)	148,282
Net Position		
Beginning of Year	1,086,828	938,546
End of Year	\$ 900,592	\$ 1,086,828

See independent auditors' report and notes to financial statements.

UGAREF PAC PARKING DECK, LLC

Statements of Cash Flows

Years Ended June 30, 2018 and 2017

	2018	2017
Cash Flows from Operating Activities		
Receipts from Rental Income	\$ 80,004	\$ 80,004
Receipts of Principal on Capital Leases	402,178	350,247
Receipts of Interest on Capital Leases	691,003	811,353
Receipts for Payments Reimbursable by the University	26,726	26,415
Payments of Management Fees	(57,000)	(57,000)
Payments to Suppliers of Goods and Services	(75,353)	(21,380)
Payments Reimbursable by the University	(26,726)	(26,415)
Net Cash from Operating Activities	1,040,832	1,163,224
Cash Flows from Investing Activities		
Investment Income	10,198	7,406
Net Cash from Investing Activities	10,198	7,406
Cash Flows from Capital and Related Financing Activities		
Proceeds from Sale of Bonds	270,074	-
Payment of Bond Issuance Costs	(264,801)	-
Interest Payments on Long-Term Debt	(391,746)	(668,769)
Principal Repayment on Bonds Payable	(615,000)	(405,000)
Net Cash from Capital and Related Financing Activities	(1,001,473)	(1,073,769)
Net Change in Cash and Cash Equivalents	49,557	96,861
Cash and Cash Equivalents		
Beginning of Year	919,616	822,755
End of Year	\$ 969,173	\$ 919,616
Reconciliation of Operating Income to Net Cash from Operating Activities		
Operating Income	\$ 650,369	\$ 814,531
Adjustments to Reconcile Operating Income to Net Cash from Operating Activities		
Receipts of Principal on Capital Leases	402,178	350,247
Changes in Assets and Liabilities		
Advance Lease Payment Receipts Liabilities	(11,715)	(1,554)
Net Cash from Operating Activities	\$ 1,040,832	\$ 1,163,224
Schedule of Noncash Investing, Capital and Related Financing Activity		
Bonds Payable Refunded through New Bond Issue and Related Cost of Issuance	\$ 15,751,314	\$ -

See independent auditors' report and notes to financial statements.

UGAREF PAC PARKING DECK, LLC

Notes to Financial Statements

June 30, 2018 and 2017

Note 1 – Organization

UGAREF PAC Parking Deck, LLC (the “PAC Entity”) is a single-member limited liability company created in 2008 by the UGA Real Estate Foundation, Inc. (the “Real Estate Foundation”). The purpose of the PAC Entity includes the construction, financing and leasing of two parking decks 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 August and November 2009, the Intramural Field parking deck and Performing Arts Center parking deck, respectively, have been completed 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 (“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 PAC 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 PAC 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 PAC Entity’s assets, liabilities, deferred inflows/outflows of resources, net position, revenues, expenses, changes in net position, and cash flows.

UGAREF PAC PARKING DECK, 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 PAC 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 PAC 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 PAC 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 PAC 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 PAC 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, 2018 and 2017, the cash amounts include \$82,305 and \$89,166, respectively, reserved for debt service, and \$755,451 and \$744,997, respectively, reserved for future repairs and replacement of real property.

UGAREF PAC PARKING DECK, LLC

Notes to Financial Statements

June 30, 2018 and 2017

Note 2 – Summary of Significant Accounting Policies (Continued)

Investments

In accordance with SGAS No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*, the PAC 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 Leases Receivable

The PAC 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 PAC 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.

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 PAC 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 PAC 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 PAC Entity does not have any item that qualifies for reporting in this category.

For the year ended June 30, 2018, the PAC Entity recognized interest expense and deferred loss accumulated amortization related to the deferred loss on refunding of \$30,314.

UGAREF PAC PARKING DECK, LLC

Notes to Financial Statements

June 30, 2018 and 2017

Note 2 – Summary of Significant Accounting Policies (Continued)

Bonds Payable

The PAC 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 or minus related discounts. Bond premiums and discounts are amortized to interest expense using the effective interest method.

Net Position

As of June 30, 2018 and 2017, the PAC Entity's net position of \$900,592 and \$1,086,828, 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 PAC 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 PAC Entity is disregarded for income tax purposes. The PAC 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.

UGAREF PAC PARKING DECK, LLC

Notes to Financial Statements

June 30, 2018 and 2017

Note 3 – Deposits and Investments

A. Deposits

At June 30, 2018 and 2017, the bank value of the PAC 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 PAC Entity's deposits may not be recovered. The PAC Entity has no deposit policy for custodial credit risk.

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

B. Investments

The PAC 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 PAC Entity held investments of \$969,173 and \$919,616, respectively.

The PAC 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
Debt Securities		
Repurchase Agreements	\$ 246,344	\$ 246,344
Investment Pools		
Board of Regents Short-term Fund	722,829	
Total Investments	\$ 969,173	

June 30, 2017 Investment Type	Total	Investment Maturity
		Less Than 1 Year
Debt Securities		
Repurchase Agreements	\$ 234,433	\$ 234,433
Investment Pools		
Board of Regents Short-term Fund	685,183	
Total Investments	\$ 919,616	

UGAREF PAC PARKING DECK, LLC

Notes to Financial Statements

June 30, 2018 and 2017

Note 3 – Deposits and Investments (Continued)

B. Investments (Continued)

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

UGAREF PAC PARKING DECK, 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 PAC 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	\$ 722,829	\$ 722,829
Total Investments, Recurring Basis	<u>\$ 722,829</u>	<u>\$ 722,829</u>

June 30, 2017 Investments	Fair Value Measurement	
	Total	Level 2
Fixed Income Investment Pool		
Board of Regents Short-term Fund	\$ 685,183	\$ 685,183
Total Investments, Recurring Basis	<u>\$ 685,183</u>	<u>\$ 685,183</u>

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

UGAREF PAC PARKING DECK, LLC

Notes to Financial Statements

June 30, 2018 and 2017

Note 5 – Capital Leases Receivable

The PAC Entity entered into two 30-year capital lease agreements (1 year leases with 29 annual renewals) with the Board of Regents to occupy the PAC Entity's facilities effective in 2010. Reflecting the savings of the advanced bond refunding on September 14, 2017, a First Amendment to Rental Agreement was executed for each lease reducing the capital lease payments effective October 1, 2017. The final renewal periods end June 30, 2039. Lease payments are due monthly. At the end of the lease term, ownership of the leased facilities will be transferred to the Board of Regents.

As of June 30, 2018 and 2017, capital leases receivable are \$14,603,747 and \$15,001,052, respectively. These amounts include future minimum lease payments to be received of \$22,669,437 and \$25,555,200 as of June 30, 2018 and 2017, respectively, of which \$8,065,690 and \$10,554,148, respectively, is unearned interest.

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

2019	\$ 1,079,497
2020	1,079,497
2021	1,079,497
2022	1,079,497
2023	1,079,497
2024 - 2028	5,397,485
2029 - 2033	5,397,485
2034 - 2038	5,397,485
2039	1,079,497
Total Payments to be Received	<u>22,669,437</u>
Less Amounts Representing Interest	<u>(8,065,690)</u>
Total Leases Receivable	14,603,747
Less Current Portion	<u>(426,134)</u>
Noncurrent Leases Receivable	<u>\$ 14,177,613</u>

Note 6 – Long-Term Debt

\$17,655,000 Bond Issue

In 2009, the Development Authority of the Unified Government of Athens-Clarke County, Georgia (the "Development Authority") issued Educational Facilities Revenue Bonds (UGAREF PAC Parking Deck, LLC Project), Series 2009 (the "2009 PAC Bonds") and entered into an agreement (the "2009 PAC Loan Agreement") to loan \$17,655,000 to the PAC Entity. Payment of principal and interest under the 2009 PAC Bonds was secured by certain real property constituting two parking decks, and by the PAC Entity's interest in certain rents and leases derived from these facilities. The PAC Entity used the proceeds of this loan to fund construction of the parking decks. The Intramural Field parking deck was placed in service August 2009 and the Performing Arts Center parking deck was placed in service November 2009.

UGAREF PAC PARKING DECK, LLC

Notes to Financial Statements

June 30, 2018 and 2017

Note 6 – Long-Term Debt (Continued)

\$17,655,000 Bond Issue (Continued)

Borrowings under the 2009 PAC Loan Agreement bore interest payable semiannually on December 15 and June 15 at fixed rates ranging from 3% to 5% depending on the schedule of bond maturities. During the years ended June 30, 2018 and 2017, the PAC Entity expensed all interest costs in connection with the 2009 PAC Loan Agreement. Principal payments were due annually on June 15. During the year ended June 30, 2017, the PAC Entity made a principal payment of \$405,000. The remaining 2009 PAC Bonds principal balance of \$14,775,000 was fully defeased on September 14, 2017 (see the *\$15,215,000 Bond Issue* below).

\$15,215,000 Bond Issue

On September 14, 2017, the Development Authority issued \$15,215,000 in Revenue Refunding Bonds (UGAREF PAC Parking Deck, LLC Project), Series 2017 (the "2017 PAC Bonds") with interest rates ranging from 2.0% to 5.0% and entered into an agreement (the "2017 PAC Loan Agreement") with the PAC Entity to advance refund \$14,775,000 of outstanding 2009 PAC Bonds with interest rates ranging from 3.625% to 5.0%. Payment of principal and interest under the 2017 PAC Bonds is secured by certain real property constituting two parking decks, and by the PAC Entity's interest in certain rents and leases derived from these facilities.

The net proceeds of \$15,698,257 were used to purchase U.S. government securities. Those securities were deposited in an irrevocable trust with an escrow agent and will fund all future debt service payments on the refunded 2009 PAC Bonds. As a result, \$14,775,000 of outstanding 2009 PAC Bonds are considered to be defeased and the liability for those bonds has been removed from the statement of net position for the year ended June 30, 2018.

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 \$832,828. This difference, reported in the accompanying statement of net position as a deferred outflow of resources, is being charged to operations as interest expense through June 15, 2039, using the straight-line method. The PAC Entity completed the advance refunding to reduce its total debt service payments through 2039 by \$1,785,765 and to obtain an economic gain (difference between the present values of the old and new debt service payments) of \$1,331,155 at an effective interest rate of 2.857%.

Borrowings under the 2017 PAC Loan Agreement bear interest payable semiannually on December 15 and June 15 at fixed rates ranging from 2.0% to 5.0% depending on the schedule of bond maturities. During the year ended June 30, 2018, the PAC Entity expensed all interest costs in connection with the 2017 PAC Loan Agreement. Principal payments are due annually on June 15 and continue through June 15, 2039. During the year ended June 30, 2018, the PAC Entity made a principal payment of \$615,000.

UGAREF PAC PARKING DECK, LLC

Notes to Financial Statements

June 30, 2018 and 2017

Note 6 – Long-Term Debt (Continued)

The bonds payable require the PAC Entity to meet certain covenants. At June 30, 2018 and 2017, the PAC 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:

	Principal	Interest
2019	\$ 485,000	\$ 502,656
2020	500,000	488,106
2021	515,000	473,107
2022	530,000	457,656
2023	555,000	436,456
2024 - 2028	3,010,000	1,923,032
2029 - 2033	3,695,000	1,225,806
2034 - 2038	4,355,000	580,981
2039	955,000	31,038
	\$ 14,600,000	\$ 6,118,838

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

	Balance at June 30, 2017	Additions	Disposals & Reductions	Balance at June 30, 2018	Current Portion
Bonds Payable	\$ 14,775,000	\$ 15,215,000	\$(15,390,000)	\$ 14,600,000	\$ 485,000
Net Premium (Discount)	(71,501)	806,388	22,386	757,273	-
Total Noncurrent Liabilities	\$ 14,703,499	\$ 16,021,388	\$(15,367,614)	\$ 15,357,273	\$ 485,000

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

	Balance at June 30, 2016	Additions	Disposals & Reductions	Balance at June 30, 2017	Current Portion
Bonds Payable	\$ 15,180,000	\$ -	\$ (405,000)	\$ 14,775,000	\$ 425,000
Net Discount	(77,062)	-	5,561	(71,501)	-
Total Noncurrent Liabilities	\$ 15,102,938	\$ -	\$ (399,439)	\$ 14,703,499	\$ 425,000

UGAREF PAC PARKING DECK, LLC

Notes to Financial Statements

June 30, 2018 and 2017

Note 6 – Long-Term Debt (Continued)

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	\$ 542,524	\$ 660,513
(Premium) Discount Amortization	(47,991)	5,561
Cost of Issuance	317,858	-
Deferred Loss Amortization	30,314	-
Fees	4,098	7,581
Total Interest Cost	<u>\$ 846,803</u>	<u>\$ 673,655</u>

Note 7 – Related Party Transactions

The PAC Entity has leased the PAC Entity's Intramural Field and Performing Arts Center parking decks to the Board of Regents. Through September 2017 the monthly lease payments were \$47,136 and \$56,331, respectively. Reflecting the savings of the advanced bond refunding on September 14, 2017, a First Amendment to Rental Agreement was executed for each lease reducing the capital lease payments to \$44,031 and \$52,594, respectively, effective October 1, 2017. Both the prior and current lease payments include a monthly repair and replacement component of \$2,917 and \$3,750, respectively. During the years ended June 30, 2018 and 2017, capital lease interest income of \$702,718 and \$812,907, respectively, capital lease principal of \$397,305 and \$348,693, respectively, and rental income of \$80,004 and \$80,004, respectively, were recorded under these lease agreements. The lease agreements with the Board of Regents are the sole source of revenue for the PAC 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.

The lease agreements provide that certain amounts paid by the PAC Entity be reimbursed by the Board of Regents. During the years ended June 30, 2018 and 2017, these amounts were \$26,726 and \$26,415, respectively.

The PAC Entity also leases the use of land from the Board of Regents where it has constructed property on Board of Regents' land. This ground lease is for a period of up to 3 years during construction and continues for 30 years after construction is complete for a base rental of \$10 per year. Under the ground lease, 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 PAC Entity signed an agreement with the Real Estate Foundation to pay for management services of \$4,750 per month, with periods to coincide with the lease. 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 PAC Entity paid \$57,000 to the Real Estate Foundation for services related to this agreement.

During years ended June 30, 2018 and 2017, the PAC Entity paid \$69,550 and \$6,500, respectively, to the University for repair projects on the parking decks.