# CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2016 and 2015

## TABLE OF CONTENTS

	<u>Page</u>
INDEPENDENT AUDITOR'S REPORT	1
CONSOLIDATED FINANCIAL STATEMENTS	
Consolidated Statements of Financial Position	3
Consolidated Statements of Activities	4
Consolidated Statements of Cash Flows	5
Notes to Consolidated Financial Statements	6
SUPPLEMENTARY INFORMATION	
Consolidating Statement of Financial Position - June 30, 2016	21
Consolidating Statement of Financial Position - June 30, 2015	22
Consolidating Statement of Activities and Parent Only Statement of Activities – Year Ended June 30, 2016	23
Consolidating Statement of Activities and Parent Only Statement of Activities – Year Ended June 30, 2015	24



tisdd.com

#### INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees Savannah State University Foundation, Inc. and Subsidiaries

#### **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Savannah State University Foundation, Inc. and Subsidiaries, which comprise the consolidated statements of financial position as of June 30, 2016 and 2015, and the related consolidated statements of activities and cash flows for the years then ended, and the related notes to the consolidated financial statements.

#### Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated 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 consolidated 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 consolidated 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 audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of Savannah State University Foundation, Inc. and Subsidiaries as of June 30, 2016 and 2015, and the changes in their net assets and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

#### **Supplementary Information**

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying supplementary information is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audits of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Savannah, Georgia September 6, 2016

TTS Deemer Dana LLP

# CONSOLIDATED STATEMENTS OF FINANCIAL POSITION June 30,

		2016		2015
ASSETS				
Cash and cash equivalents	\$	530,153	\$	412,593
Restricted bond proceeds		5,536,227		5,032,721
Investments		177,312		176,074
Lease receivables		87,150,075		88,871,812
Other receivables		282,629		295,862
Prepaid expenses		6,277		3,581
Intangible assets - net of accumulated				
amortization of \$739,266 and \$628,255				
for 2016 and 2015, respectively		2,130,050		2,241,061
	\$	95,812,723	\$	97,033,704
LIABILITIES AND NET ASSETS				
LIABILITIES Accounts payable	\$	160 141	¢	
Accounts payable Accrued liabilities	Ф	162,141 324,992	\$	366,459
Note payable		1,796,066		1,968,802
Interest rate swap liability		13,558,506		10,409,718
Revenue bonds payable		78,709,411		80,308,858
		94,551,116		93,053,837
NET ASSETS				
Unrestricted		1,035,023		3,754,723
Temporarily restricted		116,584		115,144
Permanently restricted		110,000		110,000
<b>,</b>		1,261,607		3,979,867
	\$	95,812,723	\$	97,033,704

# CONSOLIDATED STATEMENTS OF ACTIVITIES Years Ended June 30,

		20	016		
		Temporarily	Permanently		2015
	Unrestricted	Restricted	Restricted	Total	Total
OUDDODT AND DEVENUE					
SUPPORT AND REVENUE Contributions	\$ 83,744	\$ 5,250	\$ -	\$ 88,994	\$ 262,349
Fundraising	9,365	Ф 5,250	Φ -	ъ 66,994 9,365	\$ 262,349 6,675
Interest and dividend	9,365	-	-	9,300	0,075
income	4,323,336	3,491		4,326,827	4,405,738
Net realized and	4,323,330	3,491	-	4,320,021	4,403,730
unrealized gain (loss)					
on investments	_	(2,247)	_	(2,247)	2,319
Rental income	773,745	(2,241)	_	773,745	758,919
Net assets released from	110,140			110,140	750,515
program restrictions	5,054	(5,054)	_	_	_
Total support and	0,001	(0,001)			
revenue	5,195,244	1,440	_	5,196,684	5,436,000
.0.0	<u> </u>				
EXPENSES					
Program	45,991	-	-	45,991	60,005
Scholarships	155,283	-	-	155,283	95,534
Management and general	33,817	-	-	33,817	100,185
Amortization	111,011	-	-	111,011	111,011
Rental	197,840	-	-	197,840	76,744
Interest	4,139,803	-	-	4,139,803	4,320,254
Bank charges and fees	47,420	-	-	47,420	53,816
Professional fees	34,990			34,990	56,900
Total expenses	4,766,155			4,766,155	4,874,449
NET INCREASE	429,089	1,440	_	430,529	561,551
	,	,		•	•
CHANGE IN VALUE OF					
INTEREST RATE					
SWAP AGREEMENTS	(3,148,789)			(3,148,789)	(502,251)
INCREASE (DECREASE)					
IN NET ASSETS	(2,719,700)	1,440	_	(2,718,260)	59,300
IN INC. AGGETO	(2,713,700)	1,440		(2,7 10,200)	33,300
NET ASSETS -					
beginning of year	3,754,723	115,144	110,000	3,979,867	3,920,567
NET ASSETS -					
end of year	\$ 1,035,023	\$ 116,584	\$ 110,000	\$ 1,261,607	\$ 3,979,867

# CONSOLIDATED STATEMENTS OF CASH FLOWS Years Ended June 30,

	 2016	 2015	
CASH FLOWS FROM OPERATING ACTIVITIES			
Increase (decrease) in net assets	\$ (2,718,260)	\$ 59,300	
Adjustments to reconcile increase (decrease) in net assets	,		
to net cash provided by operating activities			
Loss on disposal of assets	-	7,590	
Amortization of intangible assets	111,011	111,011	
Net amortization of bond premiums and discount	10,553	10,554	
Net change of investments	(1,238)	(6,934)	
Changes in operating assets and liabilities			
(Increase) decrease in assets			
Other receivables	13,233	5,399	
Prepaid expenses	(2,696)	2,821	
Increase (decrease) in liabilities			
Accounts payable	162,141	(13,415)	
Accrued liabilities	(41,467)	58,841	
Interest rate swap liability	3,148,788	 502,251	
Net cash provided by operating activities	 682,065	737,418	
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from payment of lease receivables	 1,721,737	 1,513,037	
CASH FLOWS FROM FINANCING ACTIVITIES			
Payments of note payable	(172,736)	(148,046)	
Repayment of principal on revenue bonds	(1,610,000)	(1,440,000)	
Net cash used in financing activities	(1,782,736)	(1,588,046)	
NET INCREASE IN CASH AND CASH EQUIVALENTS	621,066	662,409	
BEGINNING CASH AND CASH EQUIVALENTS	5,445,314	 4,782,905	
ENDING CASH AND CASH EQUIVALENTS	\$ 6,066,380	\$ 5,445,314	

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS June 30, 2016 and 2015

#### NOTE 1. NATURE OF OPERATIONS

The Savannah State College Foundation, Inc. (the "Foundation" or "Parent") was incorporated in the State of Georgia on February 29, 1972, as a not-for-profit corporation. The purpose of the Foundation was the establishment of an endowment fund to be used for the advancement of Savannah State College and for the promotion of the education and welfare of faculty and students. The Foundation changed its name to the Savannah State University Foundation, Inc. effective February 22, 2008.

The SSU Foundation Real Estate Ventures, LLC ("REV"), a wholly-owned subsidiary of the Foundation, was organized as a single member limited liability company on March 31, 2006. The purpose of REV is to acquire, renovate, operate, and manage two apartment complexes as student housing on the campus of Savannah State University (the "University").

The SSU Community Development I, LLC ("CDI"), a wholly-owned subsidiary of the Foundation, was organized as a single member limited liability company on July 16, 2010. The purpose of CDI is to acquire and develop land for a sports and intramural complex and to construct and furnish three new buildings and renovate an existing building as student housing on the campus of the University.

#### NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

## Basis of Accounting and Consolidation

The consolidated financial statements of the Foundation have been prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America. The consolidated financial statements include the accounts of the Foundation and its wholly owned subsidiaries, REV and CDI. All significant intercompany balances and transactions have been eliminated in consolidation.

Net assets and changes in net assets are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Foundation are classified and reported as follows:

<u>Unrestricted net assets</u> – Net assets that are not subject to donor-imposed stipulations.

<u>Temporarily restricted net assets</u> – Net assets subject to donor-imposed stipulations that may or will be met either by actions of the Foundation and/or the passage of time.

<u>Permanently restricted net assets</u> – Net assets subject to donor-imposed stipulations that they be maintained permanently by the Foundation. Generally, the donors of these assets permit the Foundation to use all or part of the income earned on related investments for general or specific purposes.

#### Reclassification

Certain prior year balances have been reclassified to conform with current year presentation.

#### Cash and Cash Equivalents

The Foundation considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

#### Restricted Bond Proceeds

Proceeds from the issuance of the bonds payable are held by an independent trustee and are restricted for the purpose of funding construction costs, interest, debt service reserves, cost of issuance, and administrative fees. Investments made by the trustee are in accordance with the trust indenture and are carried at fair market value, and are included with cash and cash equivalents on the consolidated statements of cash flows.

#### Revenue Recognition

The Foundation accounts for contributions as revenue in the period received at their fair value. Revenue from investment and rental activities is recognized as earned.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS June 30, 2016 and 2015

## NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Contributions and Support

Contributions received are recorded as increases in unrestricted, temporarily restricted, or permanently restricted funds depending on the existence and nature of any donor restrictions. Temporarily restricted net assets are reclassified to unrestricted net assets upon satisfaction of time or purpose restrictions. Contributions that are restricted by the donor are reported as increases in unrestricted net assets if those specific restrictions expire in the same fiscal year in which the contributions are recognized. Contributions of assets other than cash are recorded at estimated fair value at the date of the gift.

#### Investments

Investments consist of money market funds, mutual funds, and marketable securities. Investments in equity securities with readily determinable fair values and all investments in debt securities are reported at fair value with realized and unrealized gains and losses included in the consolidated statements of activities.

#### Fair Value of Financial Instruments

Cash and cash equivalents, restricted bond proceeds, receivables, prepaid expenses, accounts payable, and accrued liabilities are carried at amounts which approximate their fair value due to the short-term nature of these instruments. Lease receivables are carried at an amount net of unearned interest income which approximates fair value. Bonds payable are carried at the amounts owed, which approximates fair value.

#### **Amortization**

Bond issuance costs and fees incurred to secure financing are amortized over the term of the bonds using the straight-line method and are presented net of accumulated amortization. Bond premiums and discount are amortized over the term of the bonds using the straight-line method and are included in interest. Loan origination fees are being amortized over the term of the loan.

#### **Use of Estimates**

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires the Foundation's 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### Income Tax Exemption

The Foundation is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code (the "IRC") whereby only unrelated business income, as defined by Section 512(a)(1) of the IRC, is subject to federal income tax

#### Subsequent Events

Subsequent events have been evaluated for potential recognition and/or disclosure through September 6, 2016. This represents the date the consolidated financial statements were available to be issued.

#### NOTE 3. INVESTMENTS

The fair values of investments at June 30, by type of investments are as follows:

	 2016	 2015
Money market funds Mutual funds	\$ 2,606 174,706	\$ 1,447 174,627
	\$ 177,312	\$ 176,074

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS June 30, 2016 and 2015

# NOTE 4. RESTRICTED BOND PROCEEDS

Cash held in The Bank of New York Trust Company, N.A. ("BONY") trust accounts at June 30, that are restricted for debt service and construction include the following:

	2016	2015		
SSU Foundation Real Estate Ventures, LLC				
Series 2008A Bonds				
Repair/Replacement Account	\$ 119,508	\$	119,495	
Surplus Account	2,272,037		2,456,694	
Surplus Account	439,892		23,228	
Pledged Revenue Account	93,236		175,228	
Restructuring Cost of Issuance Account	3,571		3,571	
Series 2008B Bonds				
Repair/Replacement Account	16,443		50,563	
Interest Account	-		3	
Surplus Account	410,320		42,622	
Pledged Revenue Account	120,108		251,967	
Restructuring Cost of Issuance Account	2,746		2,746	
SSU Community Development I, LLC				
Series 2010 Bonds				
Repair/Replacement Account	583,753		443,227	
Revenue Fund	127,130		73,785	
Debt Service Reserve Fund	1,271,644		1,271,644	
Cost of Issuance Account	70,000		70,000	
Surplus Fund	5,839		47,948	
	\$ 5,536,227	\$	5,032,721	

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS June 30, 2016 and 2015

#### NOTE 5. LEASE RECEIVABLES

#### Lease Receivable – University Village

On February 27, 2008, REV entered into a rental agreement with the Board of Regents of the University System of Georgia (the "Board of Regents") for the benefit of the University whereby the Board of Regents will lease the University Village facility from REV. The initial term of the lease commenced on February 27, 2008, until June 30, 2008, and is renewable on a year-to-year basis for 24 consecutive years, the last option period to end no later than June 1, 2032. With each annual renewal the Board of Regents will be obligated to pay an annual rent which will be sufficient for REV to pay debt service on the Series 2008A Bonds. Payments are due on the 15<sup>th</sup> day of February, May, August, and November.

## <u>Lease Receivable – University Commons</u>

On February 27, 2008, REV entered into a rental agreement with the Board of Regents for the benefit of the University whereby the Board of Regents will lease the Indigo Pointe facility (now known as University Commons) from REV. The initial term of the lease commenced on August 1, 2008, until June 30, 2009, and is renewable on a year-to-year basis for 24 consecutive years, the last option period to end no later than June 1, 2033. With each annual renewal the Board of Regents will be obligated to pay an annual rent which will be sufficient for REV to pay debt service on the Series 2008B Bonds. Payments are due on the 15<sup>th</sup> day of February, May, August, and November.

#### Lease Receivable - Tiger Point

On December 29, 2010, CDI entered into a rental agreement with the Board of Regents for the benefit of the University whereby the Board of Regents will lease the Tiger Point facility from CDI. The initial term of the lease commenced on August 1, 2011, until June 30, 2012, and is renewable on a year-to-year basis for 29 consecutive years, the last option period to end no later than June 30, 2041. With each annual renewal the Board of Regents will be obligated to pay an annual rent which will be sufficient for CDI to pay debt service on the Series 2010 Bonds. Payments are due on the 1<sup>st</sup> day of December and June.

#### Lease Receivable - Tiger Place

On December 29, 2010, CDI entered into a rental agreement with the Board of Regents for the benefit of the University whereby the Board of Regents will lease the Tiger Place facility from CDI. The initial term of the lease commenced on August 1, 2011, until June 30, 2012, and is renewable on a year-to-year basis for 29 consecutive years, the last option period to end no later than June 30, 2041. With each annual renewal the Board of Regents will be obligated to pay an annual rent which will be sufficient for CDI to pay debt service on the Series 2010 Bonds. Payments are due on the 1<sup>st</sup> day of December and June.

#### Lease Receivable - Camilla Hubert

On December 29, 2010, CDI entered into a rental agreement with the Board of Regents for the benefit of the University whereby the Board of Regents will lease the Camilla Hubert facility from CDI. The initial term of the lease commenced on August 1, 2011, until June 30, 2012, and is renewable on a year-to-year basis for 29 consecutive years, the last option period to end no later than June 30, 2041. With each annual renewal the Board of Regents will be obligated to pay an annual rent which will be sufficient for CDI to pay debt service on the Series 2010 Bonds. Payments are due on the 1<sup>st</sup> day of December and June.

#### Lease Receivable - Tiger Court and Sports Complex

On December 29, 2010, CDI entered into a rental agreement with the Board of Regents for the benefit of the University whereby the Board of Regents will lease the Tiger Court facility and the Sports Complex from CDI. The initial term of the leased commenced on August 1, 2012, until June 30, 2013, and is renewable on a year-to-year basis for 28 consecutive years, the last option period to end no later than June 30, 2041. With each annual renewal the Board of Regents will be obligated to pay an annual rent which will be sufficient for CDI to pay debt service on the Series 2010 Bonds. Payments are due on the 1<sup>st</sup> day of December and June.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS June 30, 2016 and 2015

NOTE 5. LEASE RECEIVABLES (continued)

Future minimum net amounts due under the lease receivables at June 30, 2016, are as follows:

Year Ended June 30,		University Village		University Commons		Tiger Point		Tiger Place
2017	\$	1,870,494	\$	1,617,952	\$	399,868	\$	530,855
2018	•	1,926,609	•	1,666,490	•	399,868	•	530,855
2019		1,984,407		1,716,485		400,511		530,855
2020		2,043,939		1,767,980		401,312		533,509
2021		2,105,258		1,821,019		401,474		533,509
2022-2026		11,512,412		9,958,079		2,015,614		2,672,641
2027-2031		13,346,040		11,544,143		2,026,312		2,690,263
2032-2036		2,914,169		5,976,584		2,037,195		2,705,694
2037-2041		-		-		2,054,468		2,722,546
	•	37,703,328		36,068,732		10,136,622		13,450,727
Less unearned income		11,640,578		12,613,180		4,235,412		5,619,375
	`							
Net lease receivables	\$	26,062,750	\$	23,455,552	\$	5,901,210	\$	7,831,352
		Camilla		Tiger		Sports		
Year Ended June 30,		Hubert		Court		Complex		Total
<u> </u>							-	
2017	\$	314,113	\$	1,127,940	\$	326,036	\$	6,187,258
2018		314,113		1,141,504		326,036		6,305,475
2019		314,113		1,145,203		326,523		6,418,097
2020		314,621		1,145,203		326,523		6,533,087
2021		314,621		1,145,203		326,523		6,647,607
2022-2026		1,575,470		5,750,013		1,635,284		35,119,513
2027-2031		1,586,388		5,787,718		1,649,666		38,630,530
2032-2036		1,599,035		5,832,275		1,658,125		22,723,077
2037-2041		1,604,904		6,739,676		1,931,592		15,053,186
		7,937,378		29,814,735		8,506,308		143,617,830
Less unearned income		3,315,154		14,684,919		4,359,137		56,467,755
Net lease see simble	Φ.	4 000 004	Φ.	45 400 040	Φ.	4 4 4 7 4 7 4	Φ.	07.450.075
Net lease receivables	\$	4,622,224	\$	15,129,816	\$	4,147,171	\$	87,150,075

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS June 30, 2016 and 2015

#### NOTE 6. BOND ISSUANCE COSTS AND FEES

Bond issuance costs and fees included in intangible assets are made up of the following as of June 30:

	2016		2015		
Bond issuance costs and fees - Series 2008A	\$	671,027	\$	671,027	
Bond issuance costs and fees - Series 2008B		546,361		546,361	
Bond issuance costs and fees - Series 2010		1,227,900		1,227,900	
		2,445,288		2,445,288	
Less accumulated amortization		632,095		542,512	
	\$	1,813,193	\$	1,902,776	

#### NOTE 7. SWAP RESTRUCTURING COSTS

In December 2010, the two interest rate swap agreements further described in Note 10, were amended and restated in order to reduce the fixed interest rates on the Series 2008A and Series 2008B Bonds. REV incurred swap restructuring costs totaling \$378,191 which will be amortized over the remaining terms of the Bonds. Amortization expense for the years ended June 30, 2016 and 2015, was \$17,292 for each year. These costs are included in intangible assets.

#### NOTE 8. LOAN ORIGINATION FEES

In July 2013, REV obtained a note payable with Wells Fargo Bank in the amount of \$2,240,000 and incurred loan origination fees in the amount of \$45,837. These fees are being amortized over the term of the loan. Amortization expense for the years ended June 30, 2016 and 2015, was \$4,136 for each year. These costs are included in intangible assets.

#### NOTE 9. NOTE PAYABLE

In July 2013, REV acquired a note payable with Wells Fargo Bank to fund the cost of a major renovation project at University Village. The loan was in the original amount of \$2,240,000 and requires quarterly payments of \$66,191 including interest at 4.75%. The loan matures in August 2024.

Current maturities for each of the next five years and in the aggregate are as follows:

Year Ended June 30,	
2017	\$ 182,673
2018	191,506
2019	200,766
2020	210,473
2021	220,650
Thereafter	 789,998
Total	\$ 1,796,066

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS June 30, 2016 and 2015

#### NOTE 10. INTEREST RATE SWAP AGREEMENTS

In order to mitigate interest rate risk associated with the Series 2008A Bonds and Series 2008B Bonds (See Note 11), REV entered into two interest rate swap agreements with Wells Fargo Bank, N.A. (formerly Wachovia Bank, N.A). Pursuant to the agreements, REV paid a fixed rate of 4.3862% on the Series 2008A Bonds and a fixed rate of 4.555% on the Series 2008B Bonds based on the outstanding principal of the respective bond issues.

In December 2010, the interest rate swap agreements were amended and restated in order to lower the fixed rate on the Bonds. The Series 2008A Bonds are now fixed at 3.830% and the Series 2008B Bonds are now fixed at 3.945%.

The fair value of the interest rate swap agreements is recognized in the accompanying consolidated statements of financial position as a liability in the amount of \$13,558,506 and \$10,409,718 for the years ended June 30, 2016 and 2015, respectively. REV recorded a loss of \$3,148,789 and \$502,251 for the years ended June 30, 2016 and 2015, respectively.

#### NOTE 11. REVENUE BONDS PAYABLE

Revenue bonds payable consist of the following at June 30:

	2016		 2015
Series 2008A Bonds - par value of bonds outstanding Bond premium, net of accumulated amortization of \$52,877 and \$43,263	\$	23,795,000	\$ 24,325,000
in 2016 and 2015, respectively		125,732	162,636
		23,920,732	24,487,636
Series 2008B Bonds - par value of bonds outstanding Bond premium, net of accumulated amortization of \$43,832 and \$35,864		21,385,000	21,775,000
in 2016 and 2015, respectively		162,067	142,745
		21,547,067	21,917,745
Series 2010 Bonds - par value of bonds outstanding Bond discount, net of accumulated amortization of \$154,745 and \$126,609		33,945,000	34,635,000
in 2016 and 2015, respectively		(703,388)	(731,523)
, ,		33,241,612	33,903,477
	\$	78,709,411	\$ 80,308,858

#### Series 2008A Bonds

The Savannah Economic Development Authority (the "Issuer") offered the Series 2008A Savannah Economic Development Authority Revenue Refunding and Improvement Bonds (the "Series 2008A Bonds") in February 2008 in the amount of \$26,245,000. The proceeds were loaned to REV to advance refund all outstanding prior bonds, fund a portion of the cost to construct and equip a dining/recreational facility, fund capitalized interest on the bonds, and pay the cost of issuance of the bonds.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS June 30, 2016 and 2015

#### NOTE 11. REVENUE BONDS PAYABLE (continued)

#### Series 2008A Bonds (continued)

The Series 2008A Bonds were initially issued at the weekly rate determined each Wednesday and payable on the first business day of each calendar month as determined by Wachovia Bank, N.A. In conjunction with the issuance of the Series 2008A Bonds, REV entered into an interest rate swap agreement. Pursuant to the amended and restated agreement and for the period commencing December 17, 2010 and ending June 1, 2032, REV will pay a fixed rate of 3.830%. (See Note 10). In addition, effective December 17, 2010, all of the Series 2008A Bonds became bank bonds held by Wells Fargo Bank, N.A.

The following represents the mandatory principal redemptions on the Series 2008A Bonds until maturity on various dates through June 1, 2032, and in the aggregate:

June 1 of the Year Ended June 30,	Ended June 30, Principal Amount			Year Ended June 30, Principal Amount Interest R		
		_				
2017	\$	610,000	3.830%			
2018		695,000	3.830%			
2019		785,000	3.830%			
2020		880,000	3.830%			
2021		985,000	3.830%			
Thereafter		19,840,000	3.830%			
	\$	23,795,000				

#### Series 2008B Bonds

The Savannah Economic Development Authority (the "Issuer") offered the Series 2008B Savannah Economic Development Authority Revenue Refunding and Improvement Bonds (Indigo Point Project) (the "Series 2008B Bonds") in February 2008 in the amount of \$22,975,000. The proceeds were loaned to REV to finance the acquisition and enhancement of an existing apartment complex and convert it to a student housing facility, fund a portion of the cost to construct and equip a dining/recreational facility, fund capitalized interest on the bonds, and pay the cost of issuance of the bonds.

The Series 2008B Bonds were initially issued at the weekly rate determined each Wednesday and payable on the first business day of each calendar month as determined by Wachovia Bank, N.A. In conjunction with the issuance of the Series 2008B Bonds, REV entered into an interest rate swap agreement. Pursuant to the amended and restated agreement and for the period commencing December 17, 2010 and ending June 1, 2033, REV will pay a fixed rate of 3.945%. (See Note 10). In addition, effective December 17, 2010, all of the Series 2008B Bonds became bank bonds held by Wells Fargo Bank, N.A.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS June 30, 2016 and 2015

## NOTE 11. REVENUE BONDS PAYABLE (continued)

#### Series 2008B Bonds (continued)

The following represents the mandatory principal redemptions on the Series 2008B Bonds until maturity on various dates through June 1, 2033, and in the aggregate:

June 1 of the Year Ended June 30,	Prin	cipal Amount	Interest Rate
		_	
2017	\$	455,000	3.945%
2018		525,000	3.945%
2019		595,000	3.945%
2020		675,000	3.945%
2021		760,000	3.945%
Thereafter		18,375,000	3.945%
	\$	21,385,000	

### Series 2010 Bonds

The Savannah Economic Development Authority (the "Issuer") offered the Series 2010 Savannah Economic Development Authority Revenue Bonds (SSU Community Development I, LLC) (the "Series 2010 Bonds") in December 2010 in the amount of \$36,475,000. The proceeds were loaned to CDI to acquire and develop land for a sports and intramural complex, to construct and furnish three new buildings and renovate an existing building to be used as student housing, fund capitalized interest on the bonds, fund a debt service reserve for the bonds, and pay the cost of issuance of the bonds.

The following represents the mandatory principal redemptions of the Series 2010 Bonds until maturity on various dates through June 15, 2041, and in the aggregate.

June 15 of the Year Ended June 30,	Prin	cipal Amount	Interest Rate		
		_			
2017	\$	720,000	4.000%		
2018		745,000	4.000%		
2019		780,000	4.000%		
2020		810,000	4.000%		
2021		840,000	4.000%		
Thereafter		30,050,000	4.375 - 5.750%		
		_			
	\$	33,945,000			

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS June 30, 2016 and 2015

#### NOTE 12. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Foundation has the ability to access.
- Level 2 Inputs to the valuation methodology include:
  - Quoted prices for similar assets or liabilities in active markets;
  - Quoted prices for identical or similar assets or liabilities in inactive markets;
  - Inputs other than quoted prices that are observable for the asset or liability;
  - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value:

Money market funds: Valued at the net asset values of shares held by the Foundation at year end.

Mutual funds: Valued at the net asset value of shares held by the Foundation at year end.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Foundation believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS June 30, 2016 and 2015

# NOTE 12. FAIR VALUE MEASUREMENTS (continued)

The following table sets forth by level, within the fair value hierarchy, the Foundation's assets at fair value as of:

	Assets at Fair Value as of June 30, 2016							
		Level 1		Level 2		vel 3	Total	
Money market funds	\$	2,606	\$	-	\$	-	\$	2,606
Mutual funds		174,706						174,706
Total assets at fair value	\$	177,312	\$		\$		\$	177,312
	Assets at Fair Value as of June 30, 2015							
		Level 1	Level 2		Level 3		Total	
Money market funds	\$	1,447	\$	-	\$	-	\$	1,447
Mutual funds		174,627						174,627
Total assets at fair value	\$	176,074	\$		\$		\$	176,074

#### NOTE 13. NET ASSETS

Temporarily restricted net assets are available for the following purposes at June 30:

		2015		
Program services	\$	37,983	\$	37,795
Scholarships				
General		54,726		53,347
Endowed		23,875		24,002
	\$	116,584	\$	115,144

Permanently restricted net assets are restricted to investments held in perpetuity, the income from which is expendable to support endowed scholarships in the amount of \$110,000.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS June 30, 2016 and 2015

#### NOTE 14. NET ASSETS ENDOWMENTS

The Foundation's endowment funds consist of individual donor restricted endowment funds. The net assets associated with such endowment funds are classified and reported based on the existence or absence of donor imposed restrictions.

As of July 1, 2008, the Foundation adopted the State of Georgia's Uniform Prudent Management of Institutional Funds Act ("UPMIFA"), which requires the preservation of the fair value of the original gift as of the gift date of the donor restricted endowment funds absent explicit donor stipulations to the contrary. The Foundation classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Foundation in a manner consistent with the standard of prudence prescribed by UPMIFA. The Foundation allows spending from endowment funds based on the current spending policy. Fund spending is limited to the lesser of the established spending rate or available cash balance and investment return. In accordance with UPMIFA, the Foundation considered the following factors in making its determination to appropriate or accumulate endowment funds:

- The duration and preservation of the donor restricted endowment fund
- The purposes of the Foundation and the donor restricted endowment fund
- General economic conditions
- The possible effect of inflation and deflation
- The expected total return from income and appreciation of investments
- Other resources of the Foundation
- The investment policies of the Foundation

The following table presents the Foundation's endowment composition, changes, and net asset classification as of and for the year ended June 30:

			2016			
	Temporarily Restricted		rmanently estricted	Total		
Endowment net assets,						
beginning of the year	\$	24,002	\$ 110,000	\$	134,002	
Investment return						
Investment income		2,672	-		2,672	
Net depreciation (realized						
and unrealized)		(1,723)	_		(1,723)	
Total investment return		949	 		949	
Contributions		-	-		-	
Reclassification of assets		-	-		-	
Appropriation of endowment		(4.070)			(4.070)	
assets for expenditure		(1,076)	 		(1,076)	
Endowment net assets,						
end of the year	\$	23,875	\$ 110,000	\$	133,875	

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS June 30, 2016 and 2015

#### NOTE 14. NET ASSETS ENDOWMENTS (continued)

The following table presents the Foundation's endowment composition, changes, and net asset classification as of and for the year ended June 30:

				2015			
	Temporarily Restricted			rmanently estricted	Total		
Endowment net assets,							
beginning of the year	\$	19,600	\$	110,000	\$	129,600	
Investment return							
Investment income		3,693		-		3,693	
Net appreciation (realized and unrealized)		1,779				1,779	
Total investment return		5,472				5,472	
Contributions							
Reclassification of assets Appropriation of endowment							
assets for expenditure		(1,070)				(1,070)	
Endowment net assets,	<b>c</b>	04.000	ф	440.000	Φ	404.000	
end of the year	<b>D</b>	24,002	<b>D</b>	110,000	<u> </u>	134,002	

#### (a) Endowment Funds with Deficits

From time to time, the fair value of assets associated with individual donor endowment funds may fall below the value of the initial and subsequent donor gift amounts. Donor endowment deficits are classified as a reduction of unrestricted net assets.

- (b) Return Objectives and Risk Parameters
  - The Foundation has adopted endowment investment and spending policies that attempt to provide a predictable stream of funding to programs supported by its endowment, while seeking to maintain the purchasing power of endowment assets. Under this policy, endowment assets are invested in a manner that is intended to yield a long-term rate of return, while assuming a moderate level of investment risk. Actual returns in any given year may vary from over time.
- (c) Strategies Employed for Achieving Investment Objectives
  - To achieve its long-term rate of return objectives, the Foundation relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized gains) and current yield (interest and dividends). The Foundation targets a diversified asset allocation that places greater emphasis on equity-based investments to achieve its long-term objectives within prudent risk constraints.
- (d) Relationship of Spending Policy to Investment Objectives

  The Foundation appropriates endowment funds for expenditures. Depending upon market conditions and the needs and available resources of the Foundation, appropriations for expenditure from individual endowments may be temporarily suspended to facilitate preservation of the individual endowment.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS June 30, 2016 and 2015

#### NOTE 15. GROUND LEASE

In conjunction with the issuance of the Series 2008A Bonds, REV entered into a ground lease ("Lease") on February 27, 2008, with the Board of Regents (as "lessor") for the use of certain real property on the campus of the University, under an Assignment and Assumption of Ground Lease. The premises will be used by REV for the purpose of operating and maintaining a student housing facility, at the sum of \$10 per year payable in advance. The term of the Lease is from February 27, 2008 until June 1, 2032. The term of the Lease, upon request of REV, may be extended for one extension period of up to five years. REV agreed to surrender possession of the premises and improvements at the end of the Lease.

In conjunction with the issuance of the Series 2010 Bonds, CDI entered into four ground leases on December 29, 2010, with the Board of Regents (as "lessor") for the use of certain real property on the campus of the University, under an Assignment and Assumption of Ground Lease. The premises will be used by CDI for the purpose of operating and maintaining student housing facilities, at the sum of \$10 per year payable in advance. The term for three of the leases is from August 1, 2011 until June 30, 2041. The fourth lease is from August 1, 2012 until June 30, 2041. The terms of the four leases upon request of CDI, may be extended for one extension period of up to five years. CDI agreed to surrender possession of the premises and improvements at the end of the leases.

#### NOTE 16. INCOME TAXES

FASB ASC requires management to annually evaluate the Foundation's tax positions, including accounting and measurement of uncertain tax positions. For the years ending June 30, 2016 and 2015, management concluded that no uncertain tax positions had been taken that would require adjustment to or disclosure in the consolidated financial statements. With few exceptions, the Foundation is no longer subject to income tax examinations by federal, state, or local tax authorities for years before 2012.

#### NOTE 17. SUPPLEMENTAL CASH FLOW INFORMATION

REV paid cash in the amount of \$2,306,346 and \$2,365,364, for interest during the years ended June 30, 2016 and 2015, respectively.

CDI paid cash in the amount of \$1,874,923 and \$1,896,048, for interest for the years ended June 30, 2016 and 2015, respectively.

#### NOTE 18. CONCENTRATION OF CREDIT RISK

Financial instruments that potentially expose the Foundation and REV to concentrations of credit and market risk consist primarily of cash and cash equivalents. Cash equivalents are maintained at high-quality financial institutions. The Foundation and REV have not experienced any losses on their cash or cash equivalents. At June 30, 2016 and 2015, cash deposits exceeded the insurance limits of the Federal Deposit Insurance Corporation by \$77,071 and \$31,251, respectively.

## SUPPLEMENTARY INFORMATION

# CONSOLIDATING STATEMENT OF FINANCIAL POSITION See Independent Auditor's Report June 30, 2016

## **ASSETS**

	U	nnah State niversity ndation, Inc.	F	U Foundation Real Estate entures, LLC	J Community		Total
Cash and cash equivalents Restricted bond proceeds Investments Lease receivables Other receivables Prepaid expenses Intangible assets - net of accumulated amortization of \$739,266	\$	408,874 - 177,312 - - 2,748	\$	101,581 3,477,861 - 49,518,301 282,629 2,385	\$ 19,698 2,058,366 - 37,631,774 - 1,144	\$	530,153 5,536,227 177,312 87,150,075 282,629 6,277
	\$	588,934	\$	54,506,331	\$ 40,717,458	\$	95,812,723
LIABILITIES  Accounts payable  Accrued liabilities	\$	LIABILITIES  - 15,965	\$ AND	162,141 142,765	\$ - 166,262	\$	162,141 324,992
Note payable Interest rate swap liability Revenue bonds payable		15,965		1,796,066 13,558,506 45,467,799 61,127,277	 33,241,612 33,407,874	_	1,796,066 13,558,506 78,709,411 94,551,116
NET ASSETS Unrestricted Temporarily restricted Permanently restricted		346,385 116,584 110,000 572,969		(6,620,946) - - (6,620,946)	 7,309,584 - - - 7,309,584		1,035,023 116,584 110,000 1,261,607
	\$	588,934	\$	54,506,331	\$ 40,717,458	\$	95,812,723

# CONSOLIDATING STATEMENT OF FINANCIAL POSITION See Independent Auditor's Report June 30, 2015

## **ASSETS**

	U	nnah State niversity dation, Inc.	F	U Foundation Real Estate entures, LLC		U Community elopment I, LLC		Total
Cash and cash equivalents Restricted bond proceeds Investments Lease receivables Other receivables Prepaid expenses Intangible assets - net of accumulated amortization of \$628,255	\$	336,165 - 176,074 - 6,998 2,748	\$	38,398 3,126,117 - 50,612,757 288,864 833	\$	38,030 1,906,604 - 38,259,055 - - -	\$	412,593 5,032,721 176,074 88,871,812 295,862 3,581 2,241,061
	\$	521,985	\$	55,261,295	\$	41,250,424	\$	97,033,704
LIABILITIES Accounts payable	\$	LIABILITIES -	S AND \$	NET ASSETS	\$	-	\$	<u>-</u>
Accrued liabilities	·	15,965	•	194,968	·	155,526	•	366,459
Note payable		-		1,968,802		-		1,968,802
Interest rate swap liability		-		10,409,718		-		10,409,718
Revenue bonds payable		45.005		46,405,381		33,903,477		80,308,858
		15,965		58,978,869		34,059,003	_	93,053,837
NET ASSETS								
Unrestricted		280,876		(3,717,574)		7,191,421		3,754,723
Temporarily restricted		115,144		-		-		115,144
Permanently restricted		110,000		-				110,000
		506,020		(3,717,574)		7,191,421		3,979,867
	\$	521,985	\$	55,261,295	\$	41,250,424	\$	97,033,704

# CONSOLIDATING STATEMENT OF ACTIVITIES AND PARENT ONLY STATEMENT OF ACTIVITIES

See Independent Auditor's Report Year Ended June 30, 2016

	Unrestricted								
	U	Savannah State University Foundation, Inc.		SSU Foundation Real Estate Ventures, LLC		SSU Community  Development I, LLC		Total	
SUPPORT AND REVENUE									
Contributions	\$	283,744	\$	(95,000)	\$	(105,000)	\$	83,744	
Fundraising		9,365		-		-		9,365	
Interest and dividend income		291		2,286,409		2,036,636		4,323,336	
Net realized and unrealized									
loss on investments		-		-		-		-	
Rental income		-		639,219		134,526		773,745	
Net assets released from									
program restrictions		5,054		-		-		5,054	
Total support and									
revenue		298,454		2,830,628		2,066,162		5,195,244	
EXPENSES									
Program		45,991		-		-		45,991	
Scholarships		155,283		-		-		155,283	
Management and general		31,367		2,025		425		33,817	
Amortization		-		70,752		40,259		111,011	
Rental		-		197,840		-		197,840	
Interest		-		2,254,144		1,885,659		4,139,803	
Bank charges and fees		304		43,241		3,875		47,420	
Professional fees		-		17,209		17,781		34,990	
Total expenses		232,945		2,585,211		1,947,999		4,766,155	
NET INCREASE		65,509		245,417		118,163		429,089	
CHANGE IN VALUE OF									
INTEREST RATE									
SWAP AGREEMENTS				(3,148,789)				(3,148,789)	
INCREASE (DECREASE)									
IN NET ASSETS		65,509		(2,903,372)		118,163		(2,719,700)	
NET ASSETS - beginning of year		280,876		(3,717,574)		7,191,421		3,754,723	
NET ASSETS - end of year	\$	346,385	\$	(6,620,946)	\$	7,309,584	\$	1,035,023	

Ter	mporarily	Permanently		Total Savannah S Universit Foundation,	ty , Inc.
Re	estricted	Restricted	 Total	(Parent Or	าly)
\$	5,250	\$ -	\$ 88,994	\$ 288	,994
	-	-	9,365	9	,365
	3,491	-	4,326,827	3	3,782
	(2,247)	-	(2,247)	(2	2,247)
	-	-	773,745		-
	(5,054)		 <u>-</u>		-
	1,440		 5,196,684	299	,894
	-	-	45,991	45	,991
	-	-	155,283	155	,283
	-	-	33,817	31	,367
	-	-	111,011		-
	-	-	197,840		-
	-	-	4,139,803		-
	-	-	47,420		304
	<u>-</u>		 34,990		
	-		 4,766,155	232	2,945
	1,440	-	430,529	66	5,949
			(2.440.700)		
	<u> </u>		(3,148,789)		
	1,440	-	(2,718,260)	66	,949
	115,144	110,000	3,979,867	506	5,020
\$	116,584	\$ 110,000	\$ 1,261,607	\$ 572	2,969

# CONSOLIDATING STATEMENT OF ACTIVITIES AND PARENT ONLY STATEMENT OF ACTIVITIES

See Independent Auditor's Report Year Ended June 30, 2015

	Unrestricted							
	U	nnah State niversity ndation, Inc.	F	U Foundation Real Estate entures, LLC		J Community lopment I, LLC		Total
SUPPORT AND REVENUE								
Contributions	\$	430,965	\$	(90,000)	\$	(100,000)	\$	240,965
Fundraising		6,675		-		-		6,675
Interest and dividend income		254		2,332,994		2,067,671		4,400,919
Net realized and unrealized								
gain on investments		-		-		-		-
Rental income		-		628,312		130,607		758,919
Net assets released from								
program restrictions		5,675						5,675
Total support and						_	<u> </u>	
revenue		443,569		2,871,306		2,098,278		5,413,153
EXPENSES								
Program		60,005		-		-		60,005
Scholarships		95,534		-		-		95,534
Management and general		99,775		-		410		100,185
Amortization		-		70,752		40,259		111,011
Rental		-		77,625		(881)		76,744
Interest		-		2,346,443		1,973,811		4,320,254
Bank charges and fees		175		23,536		30,105		53,816
Professional fees		_		29,278		27,622		56,900
Total expenses		255,489		2,547,634		2,071,326		4,874,449
NET INCREASE		188,080		323,672		26,952		538,704
CHANGE IN VALUE OF								
INTEREST RATE								
SWAP AGREEMENTS				(502,251)		<u>-</u>		(502,251)
INCREASE (DECREASE)								
IN NET ASSETS		188,080		(178,579)		26,952		36,453
NET ASSETS - beginning of year		92,796		(3,538,995)		7,164,469		3,718,270
NET ASSETS - end of year	\$	280,876	\$	(3,717,574)	\$	7,191,421	\$	3,754,723

Te	Temporarily Permanently Restricted Restricted		Total	Total Savannah State University Foundation, Inc. (Parent Only)		
\$	21,384	\$	_	\$	262,349	\$ 452,349
Ψ	21,504	Ψ	-	Ψ	6,675	φ 452,549 6,675
	4,819		_		4,405,738	5,073
	4,013				4,400,700	3,073
	2,319		-		2,319	2,319
	-		-		758,919	-
	(5,675)		-		<u>-</u>	<u> </u>
	22.047				F 420 000	400 440
	22,847		<u>-</u>		5,436,000	466,416
	-		-		60,005	60,005
	-		-		95,534	95,534
	-		-		100,185	99,775
	-		-		111,011	-
	-		-		76,744	-
	-		-		4,320,254	-
	-		-		53,816	175
	<u>-</u>				56,900	
	-				4,874,449	255,489
	22,847		-		561,551	210,927
			-		(502,251)	
	22,847		-		59,300	210,927
	92,297		110,000		3,920,567	295,093
-	02,201		1.0,000		0,020,001	
\$	115,144	\$	110,000	\$	3,979,867	\$ 506,020