

**CLAYTON STATE UNIVERSITY
FOUNDATION, INC.**

FINANCIAL STATEMENTS

JUNE 30, 2016 AND 2015

With Accountant's Audit Report Thereon



INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Clayton State University Foundation, Inc.

We have audited the accompanying financial statements of Clayton State University Foundation, Inc. (a nonprofit organization), which comprise the statements of financial position as of June 30, 2016 and 2015, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

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 audit. We conducted our audit 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 Clayton State University Foundation, Inc. as of June 30, 2016 and 2015, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.


Morrow, Georgia
November 23, 2016

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
STATEMENTS OF FINANCIAL POSITION
JUNE 30, 2016 AND 2015

	2016	2015
ASSETS		
ASSETS		
Cash	\$ 5,392,522	\$ 2,825,212
Restricted cash	5,976,155	6,254,711
Short term investments	615,276	693,995
Bateman student loan	131,116	126,177
Pledges receivable	380,703	307,959
Prepaid conference expenses	38,917	34,929
Construction in progress	7,904,731	5,240,462
Debt issuance costs	2,131,636	2,117,569
Investment in direct financing lease	55,264,352	56,303,683
Long-term investments	<u>6,040,687</u>	<u>5,805,729</u>
 TOTAL ASSETS	 <u>\$ 83,876,095</u>	 <u>\$ 79,710,426</u>
LIABILITIES AND NET ASSETS		
LIABILITIES		
Accounts payable	\$ 29,173	2,808
Accrued expenses	13,025	23,000
Accrued interest	1,630,681	1,643,056
Notes payable	4,500,000	-
Bonds payable	<u>69,051,978</u>	<u>69,585,279</u>
 TOTAL LIABILITIES	 75,224,857	 71,254,143
NET ASSETS		
Unrestricted net assets	1,085,731	1,234,065
Temporarily restricted net assets	4,232,674	4,156,853
Permanently restricted net assets	<u>3,332,833</u>	<u>3,065,365</u>
 TOTAL NET ASSETS	 <u>8,651,238</u>	 <u>8,456,283</u>
 TOTAL LIABILITIES AND NET ASSETS	 <u>\$ 83,876,095</u>	 <u>\$ 79,710,426</u>

The accompanying notes are an integral part of these financial statements.

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
 STATEMENTS OF ACTIVITIES
 FOR THE YEARS ENDED JUNE 30, 2016 AND 2015

	2016	2015
CHANGES IN UNRESTRICTED NET ASSETS		
REVENUES, GAINS, AND OTHER SUPPORT		
Interest revenue	\$ 2,550,942	\$ 2,579,119
Rental revenue	1,236,845	1,097,009
Contributions	178,029	703,397
In-kind revenue	86,883	116,289
Other revenue	32,516	-
Net assets released from restriction	<u>946,877</u>	<u>56,031</u>
 TOTAL UNRESTRICTED REVENUES, GAINS, AND OTHER SUPPORTS	 5,032,092	 4,551,845
 EXPENSES		
Program service		
Interest expense	3,336,116	3,305,310
Scholarships	459,152	323,778
Travel and meetings	162,119	50,633
Grants and honorariums	162,067	101,879
Amortization	101,639	98,914
In-kind expenses	86,883	116,289
Insurance	47,288	41,149
Student honors and recognition	34,109	23,617
Advancement	24,017	1,027
Other	19,510	9,566
Eminent scholar	<u>19,000</u>	<u>19,000</u>
 Total program service	 <u>4,451,900</u>	 <u>4,091,162</u>
 Supporting services		
Supplies and services	345,105	326,152
Professional services	341,312	163,589
Events	<u>42,109</u>	<u>131,302</u>
 Total supporting services	 <u>728,526</u>	 <u>621,043</u>
 TOTAL EXPENSES	 <u>5,180,426</u>	 <u>4,712,205</u>
 CHANGE IN UNRESTRICTED NET ASSETS	 \$ <u>(148,334)</u>	 \$ <u>(160,360)</u>

The accompanying notes are an integral part of these financial statements.

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
STATEMENTS OF ACTIVITIES – Continued
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015

	2016	2015
CHANGE IN TEMPORARILY RESTRICTED NET ASSETS		
Contributions	\$ 915,854	\$ 294,143
Dividends and interest revenue	130,372	86,533
Net realized gain on investments	64,569	41,621
Net unrealized gain on investments	(88,097)	64,545
Net assets released from restriction	<u>(946,877)</u>	<u>(56,031)</u>
CHANGE IN TEMPORARILY RESTRICTED NET ASSETS	<u>75,821</u>	<u>430,811</u>
CHANGE IN PERMANENTLY RESTRICTED NET ASSETS		
Contributions	<u>267,468</u>	<u>144,768</u>
CHANGE IN PERMANENTLY RESTRICTED NET ASSETS	<u>267,468</u>	<u>144,768</u>
CHANGE IN NET ASSETS BEFORE EXTRAORDINARY ITEM	194,955	415,219
INSURANCE PROCEEDS FROM HAIL DAMAGE SETTLEMENT PROCEEDS	<u>-</u>	<u>805,810</u> <u>533,459</u>
TOTAL CHANGE IN NET ASSETS	194,955	1,754,488
NET ASSETS AT BEGINNING OF YEARS	<u>8,456,283</u>	<u>6,701,795</u>
NET ASSETS AT END OF YEARS	<u>\$ 8,651,238</u>	<u>\$ 8,456,283</u>

The accompanying notes are an integral part of these financial statements.

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2016 AND 2015

	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ 194,955	\$ 415,219
Adjustments to reconcile increase in net assets to net cash provided by operating activities		
Unrealized gain on investments	88,097	(64,545)
Realized gain on sale of investments	(64,569)	(41,621)
Amortization	101,639	98,914
In-kind donations	(86,883)	(116,289)
Non-cash expense related to in-kind donations	86,883	116,289
Changes in operating assets and liabilities		
Increase in pledges receivable	(72,744)	(132,316)
Increase in Bateman student loan	(4,939)	(41,812)
Increase in prepaid expenses	(3,988)	(2,520)
Decrease in investment in direct financing lease	1,039,331	856,043
Increase (Decrease) in accounts payable	26,365	(7,042)
(Decrease) Increase in accrued expenses	(9,975)	5,746
Decrease in accrued interest	<u>(12,375)</u>	<u>(6,056)</u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	1,281,797	1,080,010
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from investments	1,285,369	397,918
Proceeds from insurance	-	1,339,269
Purchases of investments	(1,465,136)	(255,023)
Construction in progress	<u>(2,664,269)</u>	<u>-</u>
NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES	(2,844,036)	1,482,164
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from notes payable	4,500,000	-
Principal payments on bonds	<u>(649,007)</u>	<u>(355,000)</u>
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	<u>3,850,993</u>	<u>(355,000)</u>
NET CHANGE IN CASH	2,288,754	2,207,174
CASH BEGINNING OF YEARS	<u>9,079,923</u>	<u>6,872,749</u>
CASH AT END OF YEARS	<u>\$ 11,368,677</u>	<u>\$ 9,079,923</u>
SUPPLEMENTARY DISCLOSURE:		
Cash paid for interest	<u>\$ 3,348,491</u>	<u>\$ 3,311,366</u>

The accompanying notes are an integral part of these financial statements.

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2016 AND 2015

1. ORGANIZATION

Clayton State University Foundation, Inc. (the "Foundation") was incorporated under the laws of the State of Georgia on September 24, 1974, for the purpose of providing scholarships and other assistance for the advancement of students, staff and Clayton State University.

The Foundation is a non-profit organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Resources for the Foundation's activities are primarily provided by contributions and investment income.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements follows.

Basis of accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

The Foundation classifies its net assets and revenues and expenses, gains and losses based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Foundation and changes therein are classified and reported as follows:

Unrestricted net assets – net assets not subject to donor imposed restrictions

Temporarily restricted net assets – 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.

Revenues are reported as increases in unrestricted net assets unless the use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Expirations of temporary restrictions on net assets are reported as reclassifications between the applicable classes of net assets.

Contributions that are restricted by the donor are reported as increases in unrestricted net assets if the restrictions expire in the fiscal year in which the contributions are reported.

Cash and cash equivalents

For purposes of the statements of cash flows, the Foundation considers all unrestricted highly liquid investments with an initial maturity of three month or less to be cash equivalents. For the years ended June 30, 2016 and 2015, the Foundation had no cash equivalents.

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Use of estimates

Management of the Foundation makes estimates and assumptions related to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare the financial statements in conformity with GAAP. Actual results could differ from these estimates.

Income taxes

The Foundation is exempt from federal 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. The Foundation is also a nonprivate foundation under 509(a)(1) of the IRC. The Foundation had no income from unrelated activities and has no income taxes due as of June 30, 2016.

The Foundation's application of ASC 740 regarding uncertain tax positions had no effect on its financial position as management believes the Foundation has no material unrecognized income tax benefits, including any potential risk of loss of its not-for-profit tax status. The Foundation would account for any potential interest or penalties related to possible future liabilities for unrecognized income tax benefits as income tax expense. The Foundation is no longer subject to examination by federal, state or local tax authorities for periods before 2013.

Reclassifications

Certain reclassifications have been made to the prior year's financial statements to conform them to the current year's presentation.

3. PLEDGES RECEIVABLE

Unconditional promises to give at June 30, 2016 and 2015 are as follows:

Expected to be collected in:	2016	2015
Less than one year	\$ 220,028	\$ 236,959
More than one year	<u>160,675</u>	<u>71,000</u>
Total	<u>\$ 380,703</u>	<u>\$ 307,959</u>

Management believes that all receivables are collectible, therefore an allowance has not been calculated.

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

4. INVESTMENTS

Investments at June 30, 2016 are recorded at fair value and are comprised of the following:

	Cost	Fair Value
Short-term investments:		
Board of Regents pooled investment funds	\$ 597,652	\$ 615,276
Long-term investments:		
Board of Regents pooled investment funds	5,162,765	5,716,187
Long-term investments:		
Real estate	<u>324,500</u>	<u>324,500</u>
	<u>\$ 6,084,917</u>	<u>\$ 6,655,963</u>

Investments at June 30, 2015 are recorded at fair value and are comprised of the following:

	Cost	Fair Value
Short-term investments:		
Board of Regents pooled investment funds	\$ 673,237	\$ 693,995
Long-term investments:		
Board of Regents pooled investment funds	4,831,722	5,481,229
Long-term investments:		
Real estate	<u>324,500</u>	<u>324,500</u>
	<u>\$ 5,829,459</u>	<u>\$ 6,499,724</u>

Investment fees for the years ended June 30, 2016 and 2015 totaled \$11,036 and \$12,385, respectively, and are netted with the unrealized gains in the accompanying Statements of Activities.

5. FAIR VALUE MEASUREMENTS

The Foundation has adopted the provisions of Accounting Standards Codifications 820 (“ASC 820”), Fair Value Measurements, for financial assets and liabilities. Under ASC 820, fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, ASC 820 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels. These levels, in order of highest priority to lowest priority, are described as follows:

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

5. FAIR VALUE MEASUREMENTS – Continued

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Unobservable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3: Inputs are unobservable inputs for the asset that are supported by little or no market activity and that are significant to the fair value of the underlying asset.

The following table summarized the Foundation's financial instruments measured at fair value on a recurring basis in accordance with ASC 820 as of June 30, 2016:

	Total	Level 1	Level 2	Level 3
Board of Regents Pooled				
Investment Funds				
Diversified fund	\$ 4,968,663	\$ 4,968,663	\$ -	\$ -
Balanced income	747,524	747,524	-	-
Short term	615,276	615,276	-	-
Commercial real estate	<u>324,500</u>	<u>-</u>	<u>324,500</u>	<u>-</u>
	<u>\$ 6,655,963</u>	<u>\$ 6,331,463</u>	<u>\$ 324,500</u>	<u>\$ -</u>

The commercial real estate's value is based on the appraisal that was conducted as of June 30, 2012.

The following table summarized the Foundation's financial instruments measured at fair value on a recurring basis in accordance with ASC 820 as of June 30, 2015:

	Total	Level 1	Level 2	Level 3
Board of Regents Pooled				
Investment Funds				
Diversified fund	\$ 4,747,486	\$ 4,747,486	\$ -	\$ -
Balanced income	733,743	733,743	-	-
Short term	693,995	693,995	-	-
Commercial real estate	<u>324,500</u>	<u>-</u>	<u>324,500</u>	<u>-</u>
	<u>\$ 6,499,724</u>	<u>\$ 6,175,224</u>	<u>\$ 324,500</u>	<u>\$ -</u>

The commercial real estate's value was written down based on an appraisal that was conducted as of June 30, 2012.

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

6. RESTRICTED NET ASSETS

There are donor restrictions on the Foundation's net assets. At June 30, 2016, the Foundation's net assets were restricted temporarily and permanently for the following purposes:

Temporarily Restricted Net Assets:

Restricted for scholarships	\$ 2,266,323
Restricted for various other	1,551,271
Restricted for salary supplements	<u>415,080</u>

Total temporarily restricted net assets	<u>\$ 4,232,674</u>
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Permanently Restricted Net Assets:

Corpus restricted by donors	<u>\$ 3,332,833</u>
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Permanently restricted net assets include \$528,826 for the Charles S Conklin II trust.

At June 30, 2015, the Foundation's net assets were restricted temporarily and permanently for the following purposes:

Temporarily Restricted Net Assets:

Restricted for scholarships	\$ 2,109,579
Restricted for various other	1,632,194
Restricted for salary supplements	<u>415,080</u>

Total temporarily restricted net assets	<u>\$ 4,156,853</u>
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Permanently Restricted Net Assets:

Corpus restricted by donors	<u>\$ 3,065,365</u>
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Permanently restricted net assets include \$527,620 for the Charles S Conklin II trust.

7. RELATED PARTY TRANSACTIONS

The Foundation is the single member of CSU Foundation Real Estate I, LLC ("CSUFREI"). CSUFREI constructed a student housing and a student activity center at Clayton State University.

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

7. RELATED PARTY TRANSACTIONS – Continued

Clayton State University provides free of charge the personnel to administer the Foundation and the facility to house the Foundation's records. The value of these contributed services and goods are not readily determinable and therefore have not been recorded in the financial statements.

The Foundation is the single member of CSU Foundation Real Estate II, LLC ("CSUFRE2"). CSUFRE2 purchased student housing for use by Clayton State University.

The Foundation is the single member of CSU Foundation Real Estate III, LLC ("CSUFRE3"). CSUFRE3 is financing repairs to student housing in CSUFRE2.

8. BONDS PAYABLE

Series 2007 Revenue Bonds

On August 15, 2007, the Foundation through its subsidiary CSUFRE1 issued Series 2007 revenue bonds in the face value amount of \$42,450,000. The proceeds of the Series 2007 Bonds will be applied to (a) finance or refinance the costs of the acquisition, construction and equipping of student housing comprised of approximately 451 beds and related amenities and a student activity center (collectively, the "Project") located on the campus of Clayton State University ("CSU"); (b) fund capitalized interest on the Series 2007 Bonds, (c) pay the premium for a debt service reserve surety bond to be issued by XL Capital Assurance Inc. (the "Bond Insurer"); and (d) pay costs of issuance of the Series 2007 Bonds, including a municipal bond insurance policy to be issued by the Bond Insurer.

CSUFRE1 has entered into ground leases for the student activities center and the student housing with Clayton State University ("CSU"). CSUFRE1 shall cause CSU to pay Rents under the Rental Agreement as follows: CSU shall pay the amount needed for Debt Service (less any amounts available in the Capitalized Interest Account, the Bond Fund or the Debt Service Reserve Fund to pay Debt Service) directly to the Trustee for deposit in the Bond Fund. CSUFRE1 shall cause CSU to pay the amount needed for the Replacement Requirement directly to the Trustee for deposit in the Replacement Fund. CSUFRE1 shall cause CSU to pay the remainder of the Rents to CSUFRE1, and CSUFRE1 shall use such moneys to pay (i) the fees and expenses of the Foundation, (ii) the Board of Regents' fee, (iii) the Trustee's fee, (iv) fees of the Rating Agencies and (v) any other amounts owed by CSUFRE1 with respect to the Project.

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

8. BONDS PAYABLE – Continued

Annual maturities for the bonds are set forth below:

<u>Year ending</u>	<u>Future Debt Service Required</u>	
<u>June 30</u>	<u>Principal</u>	<u>Interest</u>
2017	\$ 410,000	\$ 1,922,118
2018	490,000	1,901,293
2019	565,000	1,877,986
2020	650,000	1,850,686
2021	745,000	1,819,024
thereafter	<u>37,750,000</u>	<u>19,914,838</u>
	40,610,000	29,285,945
Bond premium	<u>145,150</u>	<u>-</u>
Total	<u>\$ 40,755,150</u>	<u>\$ 29,285,945</u>

Interest is payable semi-annually on January 1st and July 1st of each year. The bonds have interest rates that vary with their principal maturity. All bonds are callable by *CSUFRE1* without penalty prior to their scheduled maturity date under certain conditions. Management believes that it has complied with all bond covenants as of June 30, 2016 and 2015.

Series 2011 Revenue Bonds

On June 29, 2011, the Foundation through its subsidiary *CSUFRE2* issued Series 2011 revenue bonds in the face value amount of \$28,925,000. The proceeds of the Series 2011 Bonds will be applied to (a) finance or reimburse in whole or in part the cost of the acquisition, improvement and installation of certain land, buildings, structures, equipment and related real and personal property to be used as student housing facilities known as “Clayton Station Apartments” containing 221 units with approximately 854 beds and related site amenities, including surface parking (the “Acquired Project”), located adjacent to the campus of Clayton State University (“CSU”), a unit of the University System of Georgia; (b) fund capitalized interest on the Series 2011 Bonds; (c) fund a debt service reserve fund; and (d) pay costs of issuance of the Series 2011 Bonds.

CSUFRE2 has entered into a ground lease for the student housing with the Board of Regents of the University System of Georgia (“Board of Regents”). *CSUFRE2* shall cause the Board of Regents to pay Rents under the Rental Agreement. *CSUFRE2* shall use the Rents as follows: (1) *CSUFRE2* shall pay the amount needed for the semiannual Debt Service Requirement in accordance with the rent schedule directly to the Trustee for deposit in the Bond Fund and (2) *CSUFRE2* shall pay the amount needed for the semiannual Replacement Requirement in accordance with the rent schedule directly to the Trustee for deposit in the

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

8. BONDS PAYABLE – Continued

Replacement Fund. The CSUFRE2 shall use the remainder of the Rents to pay (i) the fees of the Foundation, (ii) the Board of Regents' fee, (iii) the Trustee's fee, (iv) fees of the Rating Agencies and (v) any other amounts owed by CSUFRE2 with respect to the Project.

Annual maturities for the bonds are set forth below:

<u>Year ending</u>	<u>Future Debt Service Required</u>	
<u>June 30</u>	<u>Principal</u>	<u>Interest</u>
2017	\$ 460,000	\$ 1,318,744
2018	515,000	1,304,944
2019	560,000	1,289,494
2020	625,000	1,272,694
2021	690,000	1,252,381
thereafter	<u>25,800,000</u>	<u>16,926,831</u>
	28,650,000	23,365,088
Bond discount	<u>(353,172)</u>	<u>-</u>
Total	<u>\$ 28,296,828</u>	<u>\$ 23,365,088</u>

Interest is payable semi-annually on December 20th and June 20th of each year. The bonds have interest rates that vary with their principal maturity. All bonds are callable by the CSUFRE2 without penalty prior to their scheduled maturity date under certain conditions. Management believes that it has complied with all bond covenants as of June 30, 2016 and 2015.

9. LEASING ARRANGEMENTS

Series 2007 Student Housing

In connection with the Series 2007 Bonds, the Foundation entered into the following leasing arrangements:

Ground Lease

The Foundation leases land on the CSU campus from the Board of Regents on which to construct new Student Housing under a lease dated August 15, 2007 for a nominal amount. The ground lease is for a construction term commencing upon execution of the lease and continuing until the first day of the month after issuance of a certificate of occupancy, followed by a primary term for a period of 29 years. The certificate of occupancy was issued in August 2008 and the primary term commenced on September 1, 2008. Use of the land and building reverts back to the Board of Regents at the end of the lease term.

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

9. LEASING ARRANGEMENTS – Continued

Facility Rental

The organization entered into a Rental Agreement with the Board of Regents on August 15, 2007, pursuant to which the Board of Regents agreed to lease the Student Housing from the Foundation. The initial term of the Rental Agreement commenced on the first day of the first month after the issuance of the certificate of occupancy and ended on June 30, 2009. The Board of Regents has the option to renew the Rental Agreement following the initial term on a year-to-year basis for twenty-nine (29) consecutive years. In the event of such annual renewals; the Board of Regents will pay a fixed annual rent. The certificate of Occupancy was issued in August 2008 and the initial terms commenced on September 1, 2008. At June 30, 2016, the Board of Regents has exercised its renewal option for the period from July 1, 2016 through June 30, 2017.

The lease is included in the Foundation's balance sheet as an Investment in Direct Financing Lease based on the costs to construct the building. The balance of the minimum lease payments and the unearned income decrease by the straight-line method over the life of the lease. The components of the net investment in the direct financing lease as of June 30 are as follows:

Minimum lease payment receivable	\$ 42,442,499
Less unearned income	<u>(22,833,391)</u>
Net investment in direct financing lease	<u>\$ 19,609,108</u>

Series 2007 Student Activities Center

In connection with the Series 2007 Bonds, the Foundation entered into the following leasing arrangements:

Ground Lease

The Foundation leases land on the CSU campus from the Board of Regents on which to construct new Student Activities Center under a lease dated August 15, 2007 for a nominal amount. The ground lease is for a construction term commencing upon execution of the lease and continuing until the first day of the month after issuance of a certificate of occupancy, followed by a primary term for a period of 29 years. The certificate of occupancy was issued in August 2008 and the primary term commenced on September 1, 2008. Use of the land and building reverts back to the Board of Regents at the end of the lease term.

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

9. LEASING ARRANGEMENTS – Continued

Facility Rental

The Foundation entered into a Rental Agreement with the Board of Regents on August 15, 2007, pursuant to which the Board of Regents agreed to lease the Student Activities Center from the Foundation. The initial term of the Rental Agreement commenced on the first day of the first month after the issuance of the certificate of occupancy and ended on June 30, 2009. The Board of Regents has the option to renew the Rental Agreement following the initial term on a year-to-year basis for twenty-nine (29) consecutive years. In the event of such annual renewals; the Board of Regents will pay a fixed annual rent. The certificate of Occupancy was issued in August 2008 and the initial terms commenced on September 1, 2008. At June 30, 2016, the Board of Regents has exercised its renewal option for the period from July 1, 2016 through June 30, 2017.

The lease is included in the Foundation's balance sheet as an Investment in Direct Financing Lease based on the costs to construct the building. The balance of the minimum lease payments and the unearned income decrease by the straight-line method over the life of the lease. The components of the net investment in the direct financing lease as of June 30 are as follows:

Minimum lease payment receivable	\$ 33,934,176
Less unearned income	<u>(18,367,849)</u>
Net investment in direct financing lease	<u>\$ 15,566,327</u>

Series 2011 Student Housing

In connection with the Series 2011 Bonds, the Foundation entered into the following leasing arrangements:

Ground Lease

The Foundation leases land on the CSU campus from the Board of Regents on which to operate and maintain student housing facilities containing approximately 854 beds and site amenities under a lease dated June 29, 2011 for a nominal amount. The ground lease is for a term commencing on June 29, 2011 and will end on June 30, 2042, a primary term for a period of 31 years. Use of the land and building reverts back to the Board of Regents at the end of the lease term.

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

9. LEASING ARRANGEMENTS – Continued

Facility Rental

The Foundation entered into a Rental Agreement with the Board of Regents on June 29, 2011 pursuant to which the Board of Regents agreed to lease student housing facilities containing approximately 854 beds and site amenities from the Foundation. The initial term of the Rental Agreement commenced at 12:00 o'clock A.M., on June 29, 2011 and ended on June 30, 2011. The Board of Regents has the option to renew the Rental Agreement following the initial term on a year-to-year basis for thirty one (31) consecutive years. In the event of such annual renewals; the Board of Regents will pay a fixed annual rent. At June 30, 2016, the Board of Regents has exercised its renewal option for the period from July 1, 2016 through June 30, 2017.

The lease is included in the Foundation's balance sheet as an Investment in Direct Financing Lease based on the costs to purchase the building. The balance of the minimum lease payments and the unearned income decrease by the straight-line method over the life of the lease. The components of the net investment in the direct financing lease as of June 30 are as follows:

Minimum lease payment receivable	\$ 55,998,479
Less unearned income	<u>(35,909,562)</u>
Net investment in direct financing lease	<u>\$ 20,088,917</u>

During the current year there were no improvements made to this facility. The improvements were not completed during the current year, but will be amortized over the remaining life of the agreement once complete.

10. ENDOWMENT FUNDS

The Foundation has several endowment funds that have been setup with donor-imposed restriction and all are considered permanently restricted. These funds are invested into various asset classes to achieve the objectives of the funds. The funds are invested into the following asset types:

- A. The portfolio's equity allocation shall typically range between 40%-75%, with a target of 65%, and have the following characteristics:
 1. Broadly diversified among large, mid and small cap domestic, international, emerging market, and REIT equities;
 2. Exposure to both growth and value equity styles.

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

10. ENDOWMENT FUNDS – Continued

- B. The portfolio's fixed income allocation shall typically range between 10%-40%, with a target of 20%, and have the following characteristics:
1. Allowable investments include investment grade domestic, high yield, dollar and non-dollar denominated global debt instruments;
 2. The portfolio will be well diversified as to issuer and maturity;
 3. No more than 10% of the portfolio will be held explicitly in non-investment grade bonds rated BB or lower;
 4. Maturities should generally be intermediate to longer term but may periodically emphasize shorter or longer maturities depending on yield curve differentials;
 5. The maximum duration of any individual issue shall not exceed thirty years at the time of purchase;
 6. The average duration of the portfolio shall not exceed ten years.
- C. The portfolio's alternative allocation shall typically range between 0%-35%, with a target of 15%. The following alternative asset classes are permitted investments:
1. Hedge Funds – the Foundation's investment approach to this asset class is to use multi-strategy, multi-manager fund of hedge funds, which will provide the best access to a highly diversified pool of hedge fund strategies and managers.
 2. Commodities – the return characteristics of this asset class are largely uncorrelated with stock and bond returns. Therefore, adding broad commodity exposure can improve diversification, lower the portfolio's risk profile and potentially boost return. Achieving this diversification has been made easier with the development of registered mutual funds that passively track a broad range of commodities. No more than 25% of this allocation will come from any one commodity category.
- D. Reserves for contingencies and stock and bond purchases are expected to comprise the balance of the fund:

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

10. ENDOWMENT FUNDS – Continued

1. Cash reserves should be invested at all times in appropriate overnight investment vehicles;
2. Overnight investments shall be limited to high quality institutional money market mutual funds rated A1, P1, or other high quality short term debt instruments rated at least AA+.

The following is a reconciliation of the endowment funds for years ended June 30, 2016 and 2015:

Balance as of June 30, 2014		\$ 2,920,597
2015 Contributions		<u>144,768</u>
Balance as of June 30, 2015		3,065,365
2016 Contributions		<u>267,468</u>
Balance as of June 30, 2016		<u>\$ 3,332,833</u>

11. NOTES PAYABLE

In April, 2016, CSUFRE3 entered into a note payable with SunTrust Bank in the amount of \$4,500,000 for repairs to student housing in CSUFRE2. The interest rate on the loan is at a fixed rate of 5.63%. Quarterly payments will be made through March 31, 2026, at which time a balloon payment of the outstanding balance will be due.

Aggregate maturities of notes payable are as follows:

<u>June 30,</u>	<u>Principal</u>	<u>Interest</u>
2017	\$ 53,546	\$ 253,350
2018	221,072	245,767
2019	233,784	233,055
2020	246,621	220,218
2021	261,407	205,432
Thereafter	<u>3,483,570</u>	<u>755,753</u>
Total	<u>\$4,500,000</u>	<u>\$1,913,575</u>

CLAYTON STATE UNIVERSITY FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

12. FUNCTIONAL ALLOCATION OF EXPENSES

The cost of providing the various programs and activities has been summarized on a functional basis in the Statements of Activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

13. EXTRAORDINARY EVENTS

During the prior year, there were two events that took place that are considered both unusual in nature and occur infrequently. The first event was both CSUFRE1 and CSUFRE2 received insurance proceeds in the amount of \$410,151 and \$395,659, respectfully, for hail damage to their buildings. The second event was CSUFRE1 receiving a settlement from the contractor of the student housing building, which netted \$533,459 in proceeds.

14. SUBSEQUENT EVENTS

Subsequent events have been evaluated through November 23, 2016, which is the date the financial statements were available to be issued.



INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY INFORMATION

To the Board of Directors
Clayton State University Foundation, Inc.

Our report on our audit of the financial statements of Clayton State University Foundation, Inc. for the years ended June 30, 2016 and 2015 appears on page 1. We conducted our audit in accordance with auditing standards generally accepted in the United States of America for the purpose of forming an opinion on the financial statements taken as a whole. The Combining Schedules of Financial Position and the Combining Schedules of Activities are presented for the purposes of additional analysis and are not a required part of the 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 financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements as a whole.

A handwritten signature in blue ink, appearing to read "Julie Kozak" or similar, written over a horizontal line.

Morrow, Georgia
November 23, 2016

Clayton State University Foundation, Inc.
Combining Schedule of Financial Position
June 30, 2016

	Foundation	Real Estate I	Real Estate II	Real Estate III	Total
ASSETS					
Cash and cash equivalents	\$ 894,204	\$ 265,397	\$ 4,168,441	\$ 64,480	\$ 5,392,522
Restricted cash	-	3,126,214	2,849,941	-	5,976,155
Short-term investments	615,276	-	-	-	615,276
Bateman student loan	131,116	-	-	-	131,116
Pledges receivable	380,703	-	-	-	380,703
Accounts receivable - related party	1,504	-	(1,504)	-	-
Prepaid conference expenses	6,959	25,955	-	6,003	38,917
Construction in progress	-	-	7,904,731	-	7,904,731
Debt issuance costs	-	1,596,104	429,250	106,282	2,131,636
Investment in direct financing lease	-	35,175,435	20,088,917	-	55,264,352
Long-term investments	6,040,687	-	-	-	6,040,687
TOTAL ASSETS	\$ 8,070,449	\$ 40,189,105	\$ 35,439,776	\$ 176,765	\$ 83,876,095
LIABILITIES AND NET ASSETS					
LIABILITIES					
Accounts payable	\$ 11,388	\$ 5,216	\$ 12,569	\$ -	\$ 29,173
Accrued expenses	13,025	-	-	-	13,025
Accrued interest	-	971,309	659,372	-	1,630,681
Notes payable	-	-	-	4,500,000	4,500,000
Bonds payable	-	40,755,150	28,296,828	-	69,051,978
TOTAL LIABILITIES	24,413	41,731,675	28,968,769	4,500,000	75,224,857
NET ASSETS					
Unrestricted net assets	480,529	(1,542,570)	6,471,007	(4,323,235)	1,085,731
Temporarily restricted net assets	4,232,674	-	-	-	4,232,674
Permanently restricted net assets	3,332,833	-	-	-	3,332,833
TOTAL NET ASSETS	8,046,036	(1,542,570)	6,471,007	(4,323,235)	8,651,238
TOTAL LIABILITIES AND NET ASSETS	\$ 8,070,449	\$ 40,189,105	\$ 35,439,776	\$ 176,765	\$ 83,876,095

See auditor's report on supplementary information

Clayton State University Foundation, Inc.
Combining Schedule of Financial Position
June 30, 2015

	Foundation	Real Estate I	Real Estate II	Total
ASSETS				
Cash and cash equivalents	\$ 1,019,344	\$ 1,230,604	\$ 575,264	\$ 2,825,212
Restricted cash	-	3,233,890	3,020,821	6,254,711
Short-term investments	693,995	-	-	693,995
Bateman student loan	126,177	-	-	126,177
Pledges receivable	307,959	-	-	307,959
Prepaid conference expenses	10,468	24,461	-	34,929
Fixed assets	-	-	5,240,462	5,240,462
Bond issuance costs	-	1,671,809	445,760	2,117,569
Investment in direct financing lease	-	35,911,942	20,391,741	56,303,683
Long-term investments	5,805,729	-	-	5,805,729
TOTAL ASSETS	\$ 7,963,672	\$ 42,072,706	\$ 29,674,048	\$ 79,710,426
LIABILITIES AND NET ASSETS				
LIABILITIES				
Accounts payable	\$ 2,808	\$ -	\$ -	\$ 2,808
Accrued expenses	23,000	-	-	23,000
Accrued interest	-	979,934	663,122	1,643,056
Bonds payable	-	41,102,035	28,483,244	69,585,279
TOTAL LIABILITIES	25,808	42,081,969	29,146,366	71,254,143
NET ASSETS				
Unrestricted net assets	715,646	(9,263)	527,682	1,234,065
Temporarily restricted net assets	4,156,853	-	-	4,156,853
Permanently restricted net assets	3,065,365	-	-	3,065,365
TOTAL NET ASSETS	7,937,864	(9,263)	527,682	8,456,283
TOTAL LIABILITIES AND NET ASSETS	\$ 7,963,672	\$ 42,072,706	\$ 29,674,048	\$ 79,710,426

See auditor's report on supplementary information

Clayton State University Foundation, Inc.
Combining Schedule of Activities
June 30, 2016

	Foundation	Real Estate I	Real Estate II	Real Estate III	Total
Change in unrestricted net assets					
Revenues, gains, and other support					
Interest revenue	\$ -	\$ 1,550,392	\$ 1,000,212	\$ 338	\$ 2,550,942
Rental revenue	-	478,394	758,451	-	1,236,845
Contributions	178,029	-	-	-	178,029
In-kind revenue	86,883	-	-	-	86,883
Other revenue	-	32,516	-	-	32,516
Net assets released from restriction	946,877	-	-	-	946,877
Total unrestricted revenues, gains, and other supports	1,211,789	2,061,302	1,758,663	338	5,032,092
Expenses					
Program service					
Interest expense	-	1,962,593	1,317,994	55,529	3,336,116
Scholarships	459,152	-	-	-	459,152
Travel and meetings	162,119	-	-	-	162,119
Grants and honorariums	162,067	-	-	-	162,067
Amortization	-	68,820	30,094	2,725	101,639
In-kind expenses	86,883	-	-	-	86,883
Insurance	-	43,000	-	4,288	47,288
Student honors and recognition	34,109	-	-	-	34,109
Advancement	24,017	-	-	-	24,017
Other	19,510	-	-	-	19,510
Eminent scholar	19,000	-	-	-	19,000
Total program service	966,857	2,074,413	1,348,088	62,542	4,451,900
Supporting services					
Supplies and services	266,905	44,562	33,564	74	345,105
Professional services	335,035	6,134	-	143	341,312
Events	42,109	-	-	-	42,109
Total supporting services	644,049	50,696	33,564	217	728,526
Total expenses	1,610,906	2,125,109	1,381,652	62,759	5,180,426
Change in unrestricted net assets before transfers	(399,117)	(63,807)	377,011	(62,421)	(148,334)
Transfers	164,000	(1,469,500)	5,566,314	(4,260,814)	-
Total change in unrestricted net assets	(235,117)	(1,533,307)	5,943,325	(4,323,235)	(148,334)
Changes in temporarily restricted net assets					
Contributions	915,854	-	-	-	915,854
Dividends and interest income	130,372	-	-	-	130,372
Net realized gain on investments	64,569	-	-	-	64,569
Net unrealized gain on investments	(88,097)	-	-	-	(88,097)
Net assets released from restriction	(946,877)	-	-	-	(946,877)
Change in temporarily restricted net assets	75,821	-	-	-	75,821
Change in permanently restricted net assets					
Contributions	267,468	-	-	-	267,468
Change in permanently restricted net assets	267,468	-	-	-	267,468
Total change in net assets	108,172	(1,533,307)	5,943,325	(4,323,235)	194,955
Net assets at the beginning of the year	7,937,864	(9,263)	527,682	-	8,456,283
Net assets at the end of the year	\$ 8,046,036	\$ (1,542,570)	\$ 6,471,007	\$ (4,323,235)	\$ 8,651,238

See auditor's report on supplementary information

Clayton State University Foundation, Inc.
Combining Schedule of Activities
June 30, 2015

	Foundation	Real Estate I	Real Estate II	Total
Change in unrestricted net assets				
Revenues, gains, and other support				
Interest revenue	\$ 32,793	\$ 1,549,488	\$ 996,838	\$ 2,579,119
Rental revenue	-	473,899	623,110	1,097,009
Contributions	703,397	-	-	703,397
In-kind revenue	116,289	-	-	116,289
Net assets released from restriction	56,031	-	-	56,031
Total unrestricted revenues, gains, and other supports	908,510	2,023,387	1,619,948	4,551,845
Expenses				
Program service				
Interest expense	-	1,979,816	1,325,494	3,305,310
Scholarships	323,778	-	-	323,778
Travel and meetings	50,633	-	-	50,633
Grants and honorariums	101,879	-	-	101,879
Amortization	-	68,820	30,094	98,914
In-kind expenses	116,289	-	-	116,289
Insurance	-	41,149	-	41,149
Student honors and recognition	23,617	-	-	23,617
Advancement	1,027	-	-	1,027
Other	9,566	-	-	9,566
Eminent scholar	19,000	-	-	19,000
Total program service	645,789	2,089,785	1,355,588	4,091,162
Supporting services				
Supplies and services	251,307	47,954	26,891	326,152
Professional services	158,314	5,275	-	163,589
Events	131,302	-	-	131,302
Total supporting services	540,923	53,229	26,891	621,043
Total expenses	1,186,712	2,143,014	1,382,479	4,712,205
Change in unrestricted net assets before transfers	(278,202)	(119,627)	237,469	(160,360)
Transfers	150,000	(75,000)	(75,000)	-
Total change in unrestricted net assets	(128,202)	(194,627)	162,469	(160,360)
Changes in temporarily restricted net assets				
Contributions	294,143	-	-	294,143
Dividends and interest income	86,533	-	-	86,533
Net realized gain on investments	41,621	-	-	41,621
Net unrealized (loss) gain on investments	64,545	-	-	64,545
Net assets released from restriction	(56,031)	-	-	(56,031)
Change in temporarily restricted net assets	430,811	-	-	430,811
Change in pennantly restricted net assets				
Contributions	144,768	-	-	144,768
Change in permanently restricted net assets	144,768	-	-	144,768
Change in net assets before extraordinary items	447,377	(194,627)	162,469	415,219
Insurance proceeds from hail damage	-	410,151	395,659	805,810
Settlement proceeds	-	533,459	-	533,459
Total change in net assets	447,377	748,983	558,128	1,754,488
Net assets at the beginning of the year	7,490,487	(758,246)	(30,446)	6,701,795
Net assets at the end of the year	\$ 7,937,864	\$ (9,263)	\$ 527,682	\$ 8,456,283

See auditor's report on supplementary information