



THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

Consolidated Financial Statements

June 30, 2018 and 2017

(With Independent Auditors' Report Thereon)

THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

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KPMG LLP
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Independent Auditors' Report

The Board of Trustees
The University of Georgia Foundation:

We have audited the accompanying consolidated financial statements of The University of Georgia Foundation and subsidiary, which comprise the consolidated statements of financial position as of June 30, 2018 and 2017, 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 Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with U.S. generally accepted accounting principles; 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.

Auditors' 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 audit 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 auditors' 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 The University of Georgia Foundation and its subsidiary as of June 30, 2018 and 2017, and the results of their operations and their cash flows for the years then ended, in accordance with U.S. generally accepted accounting principles.



Other Matter

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying consolidating supplementary information included in schedules 1 and 2 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.

KPMG LLP

Atlanta, Georgia
September 28, 2018

THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

Consolidated Statements of Financial Position

June 30, 2018 and 2017

| Assets | 2018 | 2017 |
|---|-------------------------|----------------------|
| Cash and cash equivalents | \$ 17,449,451 | 17,685,430 |
| Temporary investments (notes 5 and 6) | 121,578,419 | 113,570,412 |
| Accounts receivable | 1,617,429 | 1,291,740 |
| Contributions receivable, net (note 3) | 64,996,417 | 57,787,614 |
| Beneficial interest in perpetual trust (note 6) | 4,440,645 | 4,237,602 |
| Accrued interest receivable | 567,153 | 252,785 |
| Prepaid expenses and other assets | 372,179 | 381,599 |
| Investments (notes 5 and 6) | 1,081,125,077 | 979,254,471 |
| Property and equipment, net (note 12) | 36,100,860 | 39,804,262 |
| Works of art | 2,322,808 | 2,322,808 |
| Cash value of life insurance policies | 2,593,912 | 2,576,319 |
| | <hr/> | <hr/> |
| Total assets | \$ <u>1,333,164,350</u> | <u>1,219,165,042</u> |
| Liabilities and Net Assets | | |
| Liabilities: | | |
| Accounts payable and accrued expenses | \$ 4,253,262 | 4,147,635 |
| Derivative financial instruments (notes 6 and 8) | 1,269,901 | 2,507,231 |
| Funds held for others (notes 6 and 11(d)) | 65,674,951 | 63,033,214 |
| Deferred revenue | 1,753,250 | 641,469 |
| Obligations related to deferred gifts (notes 6 and 9) | 8,765,607 | 9,188,578 |
| Notes payable (note 7) | 15,508,917 | 16,791,136 |
| | <hr/> | <hr/> |
| Total liabilities | 97,225,888 | 96,309,263 |
| Net assets: | | |
| Unrestricted | 134,531,949 | 121,435,876 |
| Temporarily restricted (note 14) | 505,135,826 | 461,685,019 |
| Permanently restricted (note 14) | 596,270,687 | 539,734,884 |
| | <hr/> | <hr/> |
| Total net assets | 1,235,938,462 | 1,122,855,779 |
| Commitments and contingencies (notes 7, 8, 9, 10, and 11) | <hr/> | <hr/> |
| Total liabilities and net assets | \$ <u>1,333,164,350</u> | <u>1,219,165,042</u> |

See accompanying notes to consolidated financial statements.

THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

Consolidated Statement of Activities

Year ended June 30, 2018

(With summarized consolidated financial information for the year ended June 30, 2017)

| | 2018 | | | Total | 2017 Total |
|--|-----------------------|-----------------------------------|-----------------------------------|----------------------|-----------------------|
| | Unrestricted | Temporarily restricted | Permanently restricted | | |
| Revenue: | | | | | |
| Rental income (note 11(a)) | \$ 1,161,698 | — | — | 1,161,698 | 1,087,217 |
| Contributions | 2,291,612 | 71,702,465 | 57,258,612 | 131,252,689 | 110,652,088 |
| Provision for doubtful contributions | (54,876) | (2,102,521) | (1,343,399) | (3,500,796) | (1,831,642) |
| Net realized and unrealized gain on investments (note 5) | 7,743,516 | 62,055,985 | 402,173 | 70,201,674 | 96,027,312 |
| Interest and dividends | 1,955,283 | 12,045,692 | 289,161 | 14,290,136 | 10,226,280 |
| Change in value of annuities | — | 224,063 | (413,402) | (189,339) | 299,797 |
| Change in cash surrender value of life insurance | — | — | 89,108 | 89,108 | 93,464 |
| Change in fair value of derivative financial instruments (note 8) | 940,830 | — | — | 940,830 | 1,766,237 |
| Change in value of beneficial interest in perpetual trust | — | — | 203,043 | 203,043 | 197,812 |
| Loss on impairment of property | — | (2,373,000) | — | (2,373,000) | — |
| Other | 6,320,365 | 3,293,584 | 50,507 | 9,664,456 | 8,489,748 |
| Net assets released from restrictions (note 13) | <u>101,395,461</u> | <u>(101,395,461)</u> | <u>—</u> | <u>—</u> | <u>—</u> |
| Total revenue | <u>121,753,889</u> | <u>43,450,807</u> | <u>56,535,803</u> | <u>221,740,499</u> | <u>227,008,313</u> |
| Expenses: | | | | | |
| Program services (note 11(b)): | | | | | |
| General college support | 27,067,789 | — | — | 27,067,789 | 24,188,277 |
| Student financial aid | 17,888,226 | — | — | 17,888,226 | 15,494,105 |
| Faculty and staff support | 4,835,409 | — | — | 4,835,409 | 5,333,491 |
| Research | 950,682 | — | — | 950,682 | 898,178 |
| Facilities | 46,934,248 | — | — | 46,934,248 | 25,681,231 |
| Total program services | <u>97,676,354</u> | <u>—</u> | <u>—</u> | <u>97,676,354</u> | <u>71,595,282</u> |
| General and administrative | 5,042,882 | — | — | 5,042,882 | 4,541,018 |
| Fundraising | 5,938,580 | — | — | 5,938,580 | 4,209,440 |
| Total expenses | <u>108,657,816</u> | <u>—</u> | <u>—</u> | <u>108,657,816</u> | <u>80,345,740</u> |
| Change in net assets | <u>13,096,073</u> | <u>43,450,807</u> | <u>56,535,803</u> | <u>113,082,683</u> | <u>146,662,573</u> |
| Net assets: | | | | | |
| Beginning of year | <u>121,435,876</u> | <u>461,685,019</u> | <u>539,734,884</u> | <u>1,122,855,779</u> | <u>976,193,206</u> |
| End of year | <u>\$ 134,531,949</u> | <u>505,135,826</u> | <u>596,270,687</u> | <u>1,235,938,462</u> | <u>1,122,855,779</u> |

See accompanying notes to consolidated financial statements.

THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

Consolidated Statement of Activities

Year ended June 30, 2017

| | 2017 | | | |
|--|---------------------|-----------------------------------|-----------------------------------|--------------------|
| | Unrestricted | Temporarily restricted | Permanently restricted | Total |
| Revenue: | | | | |
| Rental income (note 11(a)) | \$ 1,087,217 | — | — | 1,087,217 |
| Contributions | 2,412,455 | 54,443,148 | 53,796,485 | 110,652,088 |
| Provision for doubtful contributions | (415,325) | (1,103,046) | (313,271) | (1,831,642) |
| Net realized and unrealized gain (loss) on investments (note 5) | 11,102,495 | 84,724,843 | 199,974 | 96,027,312 |
| Interest and dividends | 1,162,136 | 8,817,549 | 246,595 | 10,226,280 |
| Change in value of annuities | — | 144,495 | 155,302 | 299,797 |
| Change in cash surrender value of life insurance | — | — | 93,464 | 93,464 |
| Change in fair value of derivative financial instruments (note 8) | 1,766,237 | — | — | 1,766,237 |
| Change in value of beneficial interest in perpetual trust | — | — | 197,812 | 197,812 |
| Other | 4,786,981 | 3,646,304 | 56,463 | 8,489,748 |
| Net assets released from restrictions (note 13) | 76,027,036 | (76,027,036) | — | — |
| Total revenue | 97,929,232 | 74,646,257 | 54,432,824 | 227,008,313 |
| Expenses: | | | | |
| Program services (note 11(b)): | | | | |
| General college support | 24,188,277 | — | — | 24,188,277 |
| Student financial aid | 15,494,105 | — | — | 15,494,105 |
| Faculty and staff support | 5,333,491 | — | — | 5,333,491 |
| Research | 898,178 | — | — | 898,178 |
| Facilities | 25,681,231 | — | — | 25,681,231 |
| Total program services | 71,595,282 | — | — | 71,595,282 |
| General and administrative | 4,541,018 | — | — | 4,541,018 |
| Fundraising | 4,209,440 | — | — | 4,209,440 |
| Total expenses | 80,345,740 | — | — | 80,345,740 |
| Change in net assets | 17,583,492 | 74,646,257 | 54,432,824 | 146,662,573 |
| Net assets: | | | | |
| Beginning of year | 103,852,384 | 387,038,762 | 485,302,060 | 976,193,206 |
| End of year | \$ 121,435,876 | 461,685,019 | 539,734,884 | 1,122,855,779 |

See accompanying notes to consolidated financial statements.

THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

Consolidated Statements of Cash Flows

Years ended June 30, 2018 and 2017

| | <u>2018</u> | <u>2017</u> |
|---|----------------------|---------------------|
| Cash flows from operating activities: | | |
| Change in net assets | \$ 113,082,683 | 146,662,573 |
| Adjustments to reconcile change in net assets to net cash used in operating activities: | | |
| Depreciation | 1,334,099 | 1,320,150 |
| Provision for doubtful contributions | 3,500,796 | 1,831,642 |
| Loss on impairment of property | 2,373,000 | — |
| Contributions restricted for long-term investment | (50,158,928) | (50,816,728) |
| Interest and dividends restricted for long-term investment | (289,161) | (246,595) |
| Net realized and unrealized gain on investments | (70,201,674) | (96,027,312) |
| Net loss on sales of property and equipment and works of art | — | 139,740 |
| Actuarial loss on obligations related to deferred gifts | 740,711 | 230,742 |
| Changes in: | | |
| Accounts receivable and accrued interest receivable | (640,057) | (110,970) |
| Contributions receivable | (10,709,599) | (3,357,278) |
| Derivative financial instruments | (1,237,330) | (1,766,237) |
| Prepaid expenses and other assets | 9,420 | (46,304) |
| Accounts payable and accrued expenses | 105,627 | 1,347,555 |
| Beneficial interest in perpetual trust | (203,043) | (197,812) |
| Deferred revenue | 1,111,781 | 128,866 |
| Net cash used in operating activities | <u>(11,181,675)</u> | <u>(907,968)</u> |
| Cash flows from investing activities: | | |
| Capital expenditures | (3,697) | (864,540) |
| Proceeds from sales of property and equipment and works of art | — | 76,335 |
| Purchases of investments | (157,435,374) | (187,470,679) |
| Proceeds from sales and maturities of investments | 120,400,172 | 145,046,240 |
| Change in cash value of life insurance policies | (17,593) | (93,464) |
| Net cash used in investing activities | <u>(37,056,492)</u> | <u>(43,306,108)</u> |
| Cash flows from financing activities: | | |
| Proceeds from contributions restricted for long-term investment | 50,158,928 | 50,816,728 |
| Interest and dividends restricted for long-term investments | 289,161 | 246,595 |
| Payments of obligations related to deferred gifts | (1,163,682) | (1,205,629) |
| Repayment of notes payable | (1,282,219) | (478,541) |
| Net cash provided by financing activities | <u>48,002,188</u> | <u>49,379,153</u> |
| Net change in cash and cash equivalents | (235,979) | 5,165,077 |
| Cash and cash equivalents – beginning of year | <u>17,685,430</u> | <u>12,520,353</u> |
| Cash and cash equivalents – end of year | \$ <u>17,449,451</u> | <u>17,685,430</u> |
| Supplemental cash flow information: | | |
| Cash paid for interest | \$ 697,408 | 717,807 |

See accompanying notes to consolidated financial statements.

THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

Notes to Consolidated Financial Statements

June 30, 2018 and 2017

(1) Organization and Purpose

The University of Georgia Foundation (the Foundation) is a not-for-profit foundation that was chartered in 1937 to receive and administer contributions for the support of the academic programs of the University of Georgia (the University). The University is governed by the Board of Regents of the University System of Georgia (the Board of Regents). The Foundation performs the following primary functions:

- Receives and manages funds for the support and enhancement of the University
- Provides financial support to the University for scholarships, faculty salary supplements, awards and lectureships, travel, research, and other institutional programs
- Owns and operates a study-abroad facility in Costa Rica for the benefit of the University through a wholly owned foreign corporation, UGA Ecologue and Research Station S.A. (the Costa Rica Entity), established under Costa Rican law

The accompanying consolidated financial statements include the accounts of The University of Georgia Alumni Association (the Alumni Association), a separate, independent, nonprofit company established in 1930. The Alumni Association was reorganized effective July 1, 2014, as a limited liability company, with the Foundation as its sole member. The Alumni Association operates as a self-governing legal entity governed in accordance with a set of bylaws.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles and under the financial reporting framework of the Financial Accounting Standards Board (FASB). While the Foundation was established to support the mission of the University, the Foundation is considered to be a nongovernmental not-for-profit entity. The accompanying consolidated financial statements include the accounts of the Foundation, the Costa Rica Entity, and the Alumni Association. All intercompany balances and transactions have been eliminated in consolidation.

(b) Cash and Cash Equivalents

All highly liquid investments with maturity of three months or less when purchased are considered to be cash and cash equivalents. Cash and cash equivalents that are part of the Foundation's pooled investments are included in investments in the accompanying consolidated statements of financial position as these funds are generally not used for daily operating needs. Substantially all of the Foundation's cash and cash equivalents are invested through one financial institution.

(c) Investments and Temporary Investments

Investments consist predominantly of marketable securities, privately held limited partnerships, hedge funds, real assets, and real estate. Investments in equity and debt securities with readily determinable fair values are reported at fair value. The fair values are estimated based on quoted market prices for those or similar investments where a market price is available. Realized and unrealized gains (losses) are allocated to the appropriate net asset class.

THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

Notes to Consolidated Financial Statements

June 30, 2018 and 2017

The Foundation uses the net asset value (NAV) per share or its equivalent reported by the investment managers as a practical expedient to estimate fair value for certain investments, although NAV in many instances may not equal fair value. The NAV per share or its equivalent is applied to certain investments that do not have readily determinable fair values, including hedge funds, private equities, private limited partnership interests, real assets, and natural resources, unless it is probable that all or a portion of the investment will be sold for an amount different from NAV. As of June 30, 2018 or 2017, the Foundation had no plans or intentions to sell those investments at amounts different from NAV.

General partners of funds invested in marketable securities provide fair values based on quoted market prices and exchange rates for publicly held securities and valuation estimates of derivative instruments. Investment managers are authorized to employ derivative instruments, including swaps, futures, forwards, and options. These derivatives may generally be used for managing interest rate or foreign currency risk or to attain or hedge a specific financial market position. The Foundation does not hold direct investments in such instruments.

Real estate partnerships and funds are valued at NAV based on appraisals of properties held and conducted by third-party appraisers retained by the general partner or investment manager.

Valuation processes and methodologies utilized by the general partners and investment managers are reviewed and evaluated by the Foundation's management. Management believes such values are reasonable estimates of fair value.

Temporary investments, which are held in money market funds and treasury yield accounts, have an original maturity of greater than three months and represent operating funds in excess of immediate cash requirements.

(d) Investment Fees

Consultants, custodial managers, and investment managers receive payments for the services they provide in managing investment securities for the Foundation. Fees of \$9,583,189 and \$10,156,059 paid to investment managers during 2018 and 2017, respectively, are included in net realized and unrealized gain (loss) on investments in the accompanying consolidated statements of activities. Custodial and consultant expenses of \$702,157 and \$609,915 were paid directly to custodial managers and consultants during 2018 and 2017, respectively, and are netted with interest and dividends in the accompanying consolidated statements of activities.

(e) Investment Strategy for Cash Balances

The Foundation employs a three-tier investment strategy for short-term balances of restricted and unrestricted funds. All short-term funds are pooled for investment. The allocations to the three levels take into account cash flow requirements of funds held for construction and cash flow requirements for the current year and the next two years of operations. Tier 1 is invested in institutional money market funds, short-term U.S. Treasuries, fixed-income ultra-short funds, and/or enhanced cash, and includes cash flow requirements for the current year and construction funding. Tier 2 is invested in low duration fixed-income funds, A1-P1 commercial paper, treasuries, agencies, CDs, money market funds, and/or fixed-income broad-market funds, and is used to replenish Tier 1. Tier 3 is invested in the Foundation's long-term investment portfolio.

THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

Notes to Consolidated Financial Statements

June 30, 2018 and 2017

Tier 1 investment returns related to the short-term investment of nonendowed funds are returned to unrestricted net assets. Any investment returns recognized from Tier 2 and Tier 3 are returned to unrestricted net assets for annual operations. For the years ended June 30, 2018 and 2017, the accumulated net gain of Tier 2 and Tier 3 was \$2,076,921 and \$3,296,923, respectively, which is reflected as an increase of unrestricted net assets within the accompanying consolidated statements of activities.

(f) *Property and Equipment, Net*

Property and equipment are stated at cost, less accumulated depreciation. Donated real property is recorded at the estimated fair value at the date of the gift. Depreciation on buildings is computed using the straight-line method over the lesser of the estimated useful lives of approximately 30 years or the remaining term of the underlying leases. Depreciation for furniture, fixtures, and equipment is computed using the straight-line method over the estimated useful lives of the related assets, which range from three to seven years. Expenditures for maintenance and repairs are charged to operations as incurred, while renewals and betterments are capitalized.

(g) *Works of Art*

The Foundation capitalizes art collections or works of art when received and recognizes contribution revenue at the fair value of the gift on the date of receipt. Works of art are not depreciated.

(h) *Impairment of Long-Lived Assets*

The Foundation regularly evaluates whether events and circumstances have occurred that indicate the carrying amount of property and equipment may warrant revision or may not be recoverable. When factors indicate that these long-lived assets should be evaluated for possible impairment, the Foundation assesses the potential impairment by determining whether the carrying value of such long-lived assets will be recovered through the future undiscounted cash flows expected from use of the asset and its eventual disposition. If the carrying amount of the asset is determined not to be recoverable, a write-down to fair value is recorded, based on quoted market values, discounted cash flows, or external appraisals, as applicable. In addition, the Foundation regularly evaluates whether events and circumstances have occurred that indicate the useful lives of long-lived assets may warrant revision.

(i) *Derivative Financial Instruments*

The Foundation's derivative financial instruments manage interest rate risk associated with a portion of current and future borrowings. The derivative financial instruments are recorded at estimated fair value in the accompanying consolidated statements of financial position. Changes in the fair value of the derivative financial instruments are included as a component of revenue in the accompanying consolidated statements of activities and as a component of cash flows from operating activities in the accompanying consolidated statements of cash flows.

THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

Notes to Consolidated Financial Statements

June 30, 2018 and 2017

(j) Contributions, Contributions Receivable, Net, and Net Assets

Unconditional promises to give are recognized as revenue in the appropriate class of net assets when the underlying promises are received by the Foundation. Unconditional promises to give that are expected to be collected within one year are recorded at net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at fair value at initial recognition, which is measured as the present value of their future cash flows. The discounts on those amounts are computed using risk-adjusted interest rates applicable to the years in which the promises are received. Amortization of the discounts is included in contribution revenue. Conditional promises to give are not recognized as revenue until the donor-imposed conditions are substantially met. Gifts of cash and other assets are reported as either temporarily or permanently restricted revenue if they are received with donor stipulations that limit the use of the donated asset.

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

Unrestricted net assets – Net assets that are not subject to donor-imposed stipulations or time restrictions. Net assets included in this class include unrestricted gifts and board-designated endowment funds.

Temporarily restricted net assets – Net assets subject to donor-imposed stipulations or time restrictions that may or will be met either by actions of the Foundation in accordance with donor stipulations or by the passage of time. When donor restrictions on cash and other assets reported as temporarily restricted net assets expire (i.e., when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are transferred to unrestricted net assets and reported in the consolidated statements of activities as net assets released from restrictions. The Foundation's policy is to use such funds for the restricted purpose as soon as it is practical and prudent. Temporarily restricted net assets are used to provide facility support, including building construction and renovation, and program support of the University.

Permanently restricted net assets – Net assets subject to donor-imposed stipulations requiring that the net assets be maintained permanently by the Foundation. The permanently restricted classification is used if the donor stipulations are restricted for a specified purpose, whereby gifts of cash and other assets must be invested in perpetuity to provide a permanent source of income for the Foundation. A substantial portion of the income from permanently restricted net assets is used to provide scholarship and professorship support. The Foundation's endowment spending rate was 4% of the average market value of the long-term invested assets for both the years ended June 30, 2018 and 2017. The method used to calculate the annual endowment spending budget is described in note 4(d).

(k) Split-Interest Agreements and Beneficial Interest in Perpetual Trust

The Foundation is the remainder beneficiary under agreements for certain life income and life interest gifts. The underlying assets of these agreements are included in investments in the accompanying consolidated statements of financial position.

THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

Notes to Consolidated Financial Statements

June 30, 2018 and 2017

Life income gifts are invested in pooled income funds established pursuant to agreements between the Foundation and the trustees of the funds. At the time of receipt, a gift is recorded based upon the fair value of assets donated less the estimated annuity payment liability. The liability is recognized at the present value of projected future distributions to be paid to the donor or other designee. The principal amount of such gifts has been classified within net assets based on donor restrictions. Certain of these life income agreements include cash and cash equivalents that the Foundation includes in investments as the access to these amounts is governed by the related life income agreements and the cash and cash equivalents may not be for general use by the Foundation.

Life interest gifts consist of real estate in which the donor has retained certain life interests in the property. The fair value of the gift at the date of receipt has been discounted for the estimated value of the life interest retained by the donor and has been classified within net assets based on donor restrictions. The real estate value is being accreted to the fair value of the gift at the date of receipt over the estimated life expectancy of the donor.

The Foundation also holds a beneficial interest in a perpetual trust created by a donor, the assets of which are not in the possession of the Foundation. The Foundation has legally enforceable rights or claims to such assets, including the sole right to income therefrom. The change in value of the Foundation's beneficial interest in perpetual trust is reported as a change in permanently restricted net assets in the accompanying consolidated statements of activities.

(l) Life Insurance Gifts

Life insurance gifts consist of life insurance policies purchased by donors where the Foundation is the owner and beneficiary of the policy. The cash value of life insurance policies, net of policy loans, has been classified within net assets based on donor restrictions.

(m) Rental Income

Rental income is recognized monthly when earned and collectibility of the associated receivable is reasonably assured.

(n) Deferred Revenue

Royalties received in advance under University logo licensing agreements with terms in excess of one year are recorded as deferred revenue and are amortized to other revenue using the straight-line method over the life of the related agreements. In addition, rental payments received, but not yet earned, are recorded as deferred revenue.

(o) Administrative Fees

The Foundation charges an administrative fee to restricted endowed funds and transfers this amount to the unrestricted fund to cover operating expenses. For the years ended June 30, 2018 and 2017, the administrative fee charged was \$9,372,041 and \$8,122,798, respectively. This fee is charged quarterly based on a flat rate of 1% per annum for endowed accounts for both the years ended June 30, 2018 and 2017. The rate is applied to each restricted fund's average fund balance as of the end of each quarter. Such administrative fee is transferred to unrestricted net assets from temporarily restricted net assets through net assets released from restrictions.

THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

Notes to Consolidated Financial Statements

June 30, 2018 and 2017

(p) *Estimates in the Consolidated Financial Statements*

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include the assumptions used in the determination of the fair value of certain investments without readily determinable fair values, valuation of derivative financial instruments, allowance for uncollectible contributions receivable, and liabilities to life beneficiaries.

(q) *Commitments and Contingencies*

Liabilities for loss contingencies arising in the ordinary course of business are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred. Management believes that any pending litigation of the Foundation, when fully concluded and determined, will not have a material adverse effect upon the financial position of the Foundation.

(r) *Recently Issued Accounting Standards*

In May 2014, the FASB issued Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* (ASU 2014-09), which requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity also should disclose sufficient quantitative and qualitative information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The new standard is effective for the Foundation for fiscal years beginning after December 31, 2018 (as amended in August 2015 by ASU No. 2015-14, *Deferral of Effective Date*). The Foundation will implement the provisions of ASU 2014-09 during fiscal year 2020. The Foundation has not yet completed its assessment of the impact of the new guidance on its consolidated financial statements.

In January 2016, the FASB issued ASU No. 2016-01, *Recognition and Measurement of Financial Assets and Liabilities* (ASU 2016-01). ASU 2016-01 addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The ASU is effective for not-for-profit entities for fiscal years beginning after December 15, 2018, with early adoption restricted to certain provisions and within certain time periods. Under the ASU, not-for-profit and private entities are no longer required to disclose fair value information concerning financial instruments measured at amortized cost such as long-term debt. This provision of ASU 2016-01 may be early adopted for financial statements that have not yet been issued or made available for issuance. The Foundation early adopted this provision of ASU 2016-01 as of June 30, 2017. The Foundation will adopt the other provisions of ASU 2016-01 during fiscal year 2020.

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In February 2016, the FASB issued ASU No. 2016-02, *Leases* (Topic 842) (ASU 2016-02). The amendments in ASU 2016-02 create FASB Accounting Standards Codification (ASC) Topic 842, *Leases*, and supersede the requirements in ASC Topic 840, *Leases*. ASU 2016-02 requires the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases under ASC Topic 840. Under the guidance of ASU 2016-02, a lessee should recognize in the balance sheet a liability to make lease payments (lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. The accounting applied by a lessor under ASU 2016-02 is largely unchanged from that applied under ASC Topic 840. The ASU is effective for all business entities for fiscal years beginning after December 15, 2019. The Foundation will implement the provisions of ASU 2016-02 during fiscal year 2021. The Foundation has not yet determined the impact of the new standard on its current policies for lessee accounting.

In August 2016, the FASB issued ASU No. 2016-14, *Presentation of Financial Statements of Not-for-Profit Entities*. ASU No. 2016-14 (1) reduces the number of net asset classes presented from three to two; (2) requires the presentation of expenses by functional and natural classification in one location; and (3) requires quantitative and qualitative disclosures about liquidity and availability of financial assets. The ASU is effective for annual financial statements issued for fiscal years beginning after December 15, 2017. The Foundation will implement the provisions of ASU No. 2016-14 during fiscal year 2019. The Foundation has not yet determined the impact of the new standard on its current policies.

(3) Contributions Receivable, Net

Unconditional promises to give as of June 30, 2018 and 2017 are due as follows:

| | <u>2018</u> | <u>2017</u> |
|---|----------------------|--------------------|
| Within one year | \$ 5,334,001 | 6,126,891 |
| One to five years | 67,620,177 | 58,276,080 |
| More than five years | <u>1,627,633</u> | <u>1,618,653</u> |
| Gross contributions receivable | 74,581,811 | 66,021,624 |
| Less: | | |
| Allowance for uncollectible contributions | (3,206,181) | (3,148,148) |
| Present value component | <u>(6,379,213)</u> | <u>(5,085,862)</u> |
| Contributions receivable, net | <u>\$ 64,996,417</u> | <u>57,787,614</u> |

The discount rates used to calculate the present value component range from 2.46% to 6.98%.

An allowance for uncollectible contributions is necessary as, from time to time, the Foundation may be unable to collect an outstanding recorded pledge. The allowance is management's estimate of the potential future write-offs of uncollectible contributions and is based on historical write-offs, age of contributions, and other factors. Contributions receivable beyond one year are discounted to their present value using treasury rates consistent with the life of the pledge, commensurate with the risks involved.

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The 10 largest outstanding donor pledge balances represented 32% and 33% of contributions receivable, net as of June 30, 2018 and 2017, respectively.

Fund-raising expenses incurred by the Foundation totaled \$5,938,580 and \$4,209,440 during 2018 and 2017, respectively. Fund-raising expenses incurred by the University are not included in the accompanying consolidated statements of activities.

(4) Endowment Net Assets

The Foundation's endowment funds consist of individual donor-restricted endowment funds and funds designated by the Board of Trustees (the Board) to function as endowments. The net assets associated with such endowment funds, including those funds designated by the Board to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

The Foundation applies 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 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

Where the Board designates unrestricted funds to function as endowments, they are classified as unrestricted net assets. Donor-restricted funds designated by the Board to function as endowments are classified as temporarily restricted net assets.

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The following tables present the Foundation's endowment composition, changes, and net asset classifications as of and for the years ended June 30, 2018 and 2017:

| Endowment net asset composition by type of fund | As of June 30, 2018 | | | |
|--|---------------------------------|-----------------------------------|-----------------------------------|----------------------|
| | Unrestricted | Temporarily restricted | Permanently restricted | Total |
| Donor-restricted endowment funds | \$ (2,846,609) | 385,855,285 | 559,260,842 | 942,269,518 |
| Board-designated endowment funds | 121,586,305 | — | — | 121,586,305 |
| Total endowment net assets | <u>\$ 118,739,696</u> | <u>385,855,285</u> | <u>559,260,842</u> | <u>1,063,855,823</u> |
| Changes in endowment net assets | Year ended June 30, 2018 | | | |
| | Unrestricted | Temporarily restricted | Permanently restricted | Total |
| Endowment net assets, beginning of year | \$ 104,176,336 | 331,575,153 | 509,079,516 | 944,831,005 |
| Investment return: | | | | |
| Investment income | 1,377,304 | 10,532,613 | 1,178 | 11,911,095 |
| Market value adjustment | 7,770,953 | 61,515,662 | 2,674 | 69,289,289 |
| Total investment return | 9,148,257 | 72,048,275 | 3,852 | 81,200,384 |
| Contributions and other income | 6,072,765 | 14,121,798 | 50,177,474 | 70,372,037 |
| Appropriation of endowment assets for expenditure | (657,662) | (32,189,941) | — | (32,847,603) |
| Endowment net assets, end of year | <u>\$ 118,739,696</u> | <u>385,555,285</u> | <u>559,260,842</u> | <u>1,063,555,823</u> |

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| Endowment net asset composition by type of fund | As of June 30, 2017 | | | |
|--|---------------------------------|-----------------------------------|-----------------------------------|---------------------|
| | Unrestricted | Temporarily restricted | Permanently restricted | Total |
| Donor-restricted endowment funds | \$ (2,514,259) | 331,575,153 | 509,079,516 | 838,140,410 |
| Board-designated endowment funds | 106,690,595 | — | — | 106,690,595 |
| Total endowment net assets | <u>\$ 104,176,336</u> | <u>331,575,153</u> | <u>509,079,516</u> | <u>944,831,005</u> |
| Changes in endowment net assets | Year ended June 30, 2017 | | | |
| | Unrestricted | Temporarily restricted | Permanently restricted | Total |
| Endowment net assets, beginning of year | \$ 86,024,215 | 280,168,460 | 455,227,557 | 821,420,232 |
| Investment return: | | | | |
| Investment income | 969,572 | 7,402,891 | 4,104 | 8,376,567 |
| Market value adjustment | <u>11,067,749</u> | <u>82,155,734</u> | <u>(630,000)</u> | <u>92,593,483</u> |
| Total investment (loss) return | 12,037,321 | 89,558,625 | (625,896) | 100,970,050 |
| Contributions and other income | 9,057,005 | 3,952,934 | 54,477,855 | 67,487,794 |
| Appropriation of endowment assets for expenditure | (2,942,205) | (27,844,304) | — | (30,786,509) |
| Appropriation of quasi-endowed donor-restricted assets for expenditure | <u>—</u> | <u>(14,260,562)</u> | <u>—</u> | <u>(14,260,562)</u> |
| Endowment net assets, end of year | <u>\$ 104,176,336</u> | <u>331,575,153</u> | <u>509,079,516</u> | <u>944,831,005</u> |

(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. Deficits occurred during 2018 due to certain unfavorable market conditions that resulted in negative investment returns accumulated. Deficits of this nature reported in unrestricted net assets were \$40,959 as of June 30, 2018.

In connection with an estate gift made in 1996, the Foundation committed to pay a beneficiary \$300,000 annually, adjusted for a 4.0% annual inflation factor. The present value of this commitment is greater than the related endowment fund balances, resulting in deficits totaling \$2,805,650 and \$2,514,259 at June 30, 2018 and 2017, respectively, included in unrestricted net assets in the accompanying consolidated statements of financial position.

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(b) Return Objectives and Risk Parameters

The Foundation has adopted endowment investment and spending policies intended 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 of approximately 7.2% annually, while assuming a moderate level of investment risk. Actual returns in any given year may vary from this amount.

(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 (net 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's Investment Committee (the Committee) determines the method to be used to appropriate endowment funds for expenditure. The appropriation amount for the following fiscal year's spending rate is determined using investment values on a calendar-year basis. The Committee established a 4% spending rate for fiscal years 2018 and 2017 based on the endowment value at December 31, 2016 and 2015, respectively. The method used to calculate the spending budget was adopted by the Committee to reduce the spending volatility and include a predetermined inflation factor. The formula used for the fiscal year 2018 spending budget is $((80\% * (1 + \text{Consumer Price Index})) * \text{fiscal year 2017 spending budget}) + (20\% * (\text{fiscal year 2018 spending rate} * \text{endowment market value at December 31, 2016}))$. The formula used for the fiscal year 2017 spending budget is consistent with that for 2018. In establishing this method, the Committee considered the expected long-term rate of return on the investment of the Foundation's endowment funds. Accordingly, over the long term, the Foundation expects the current spending policy to allow its endowment to grow at an average of approximately 2.1% annually, consistent with its intention to maintain the purchasing power of the endowment assets. 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.

(5) Investment Securities and Temporary Investments

The fair value of investment securities and temporary investments as of June 30, 2018 and 2017 totaled \$1,202,703,496 and \$1,092,824,883, respectively. As of June 30, 2018 and 2017, the estimated fair values of investment securities and temporary investments based on quoted market prices or other observable market inputs totaled \$726,307,075 and \$639,477,554, respectively. As of June 30, 2018 and 2017, the estimated fair values of investment securities and temporary investments that do not have readily determinable fair values totaled \$476,396,421 and \$453,347,329, respectively. Recorded amounts are provided by external investment managers as estimates of fair value at June 30, 2018 and 2017, respectively.

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Net realized and unrealized gain on investments include \$39,716,038 and \$60,654,624 for investments with estimated fair values based on quoted market prices or other observable market inputs and \$30,485,636 and \$35,372,688 for investments that do not have readily determinable fair values with estimated fair values provided by external investment managers for the years ended June 30, 2018 and 2017, respectively.

The Foundation's investments are exposed to several risks, such as changes in interest rates, currency fluctuations, market fluctuations, and credit risks. Changes in financial markets occur daily and it is quite likely that changes in the carrying values of investments will occur. Such changes could materially affect the amounts reported in the Foundation's consolidated financial statements.

Investments in private equity funds provide growth equity or take full ownership of the companies in which they invest. Private equity funds that take significant ownership positions in start-up or early stage companies are largely invested in the technology or healthcare industries. There are currently no plans to sell any of these investments prior to their liquidation, and the investments are carried at NAV as estimated by the investment manager.

Investments in real estate equity funds take ownership of properties ranging from office, retail, multifamily, land, hotel, and various other commodities. There are currently no plans to sell any of these investments prior to their liquidation, and the investments are carried at NAV as estimated by the investment manager.

Investments in hedge funds take long and short positions largely in equity securities, credit securities, and event-driven situations. Managers vary in style, market cap focus, geographic focus, sectors of focus, and types of securities, with some having considerable flexibility in each of these areas. The funds also vary in net long/short positioning with most equity funds generally maintaining a low net short position and little or no leverage. Most credit funds generally maintain a moderate net long position and little or no leverage.

As of June 30, 2018 and 2017, the Foundation had outstanding commitments of \$119,332,907 and \$107,597,488, respectively, for the purchase of additional nonmarketable investments. The Foundation estimates that the additional capital amounts will be paid over the next eight years depending on timing of potential investment opportunities identified by investment managers in the following investment strategies:

| | <u>2018</u> | <u>2017</u> |
|----------------|-----------------------|--------------------|
| Private equity | \$ 70,266,940 | 63,011,785 |
| Real assets | <u>49,065,967</u> | <u>44,585,703</u> |
| | <u>\$ 119,332,907</u> | <u>107,597,488</u> |

(6) Fair Value Measurements

The Foundation utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. Market input observability is impacted by a number of factors, including the type of financial instrument, the characteristics specific to the financial instrument, and the state of the marketplace (including the existence and transparency of transactions between market participants). Financial instruments with readily available, actively quoted prices or for which fair value can

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be measured from actively quoted prices in an orderly market will generally have a higher degree of market input observability and a lesser degree of judgment used in measuring fair value.

When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

Level 1 – Significant unadjusted quoted prices in active markets are available for identical assets or liabilities accessible to the Foundation as of the measurement date. The types of investments that would generally be included in Level 1 include listed equity securities, mutual funds, and money market funds. The Foundation, to the extent that it holds such investments, does not adjust the quoted price for these investments, even in situations where the Foundation holds a large position and a sale could reasonably impact the quoted price.

Level 2 – Pricing inputs are observable for the assets or liabilities, either directly or indirectly, as of the measurement date, but are not the same as those used in Level 1. Fair value is determined through the use of models or other valuation methodologies. The types of investments that would generally be included in this category include publicly traded securities with restrictions on disposition, corporate obligations, U.S. government and agency treasury inflation protected securities, and interest rate derivatives primarily valued using pricing models that rely on market observable inputs, such as yield curves.

Level 3 – Pricing inputs are unobservable for the asset or liability and include situations where little, if any, market activity exists for the asset or liability. The inputs into the determination of fair value require significant judgment or estimation. Inputs used may include the original transaction price, recent transactions in the same or a similar market, completed or pending third-party transactions in the underlying investment or comparable issuers, and subsequent rounds of financing. When observable prices are not available, Level 3 assets or liabilities are valued using one or more valuation techniques described below:

- **Market Approach:** This approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.
- **Income Approach:** This approach determines a valuation by discounting future estimated cash flows.
- **Cost Approach:** This approach is based on the principle of substitution and the concept that a market participant would not pay more than the amount that would currently be required to replace the asset or liability.

Although a secondary market exists for Level 3 investments, it is not active and individual transactions are typically not observable. When transactions do occur in this limited secondary market, they may occur at discounts to the reported amounts. The types of investments that would generally be included in this category include debt and equity securities issued by private entities and partnerships.

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Relative to the income approach, the inputs used by the Foundation in estimating the fair value of Level 3 investments include the projected cash flows of the various underlying investments and appropriate discount rates. These fair value estimates may also be adjusted to reflect percentage of ownership and liquidity and/or nontransferability, with the amount of such discount estimated by the fund manager in the absence of specific market information. The assumptions used by the Foundation due to lack of observable inputs may significantly impact the resulting fair value measurement.

In certain cases, the inputs used to measure fair value may fall into multiple levels of the fair value hierarchy. In such cases, the determination of which category within the fair value hierarchy is appropriate for any given investment is based on the lowest level of input that is significant to the fair value measurement. The Foundation's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

The classification of assets and liabilities in the fair value hierarchy is not necessarily an indication of the risks or liquidity, but is based on the observability of the valuation inputs. In accordance with ASC Subtopic 820-10, *Fair Value Measurements and Disclosures – Overall*, certain investments that are measured at fair value using the NAV per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in the table below are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the accompanying consolidated statements of financial position.

The levels of the fair value hierarchy into which the Foundation's financial instruments are categorized as of June 30, 2018 and 2017 are as follows:

| | 2018 | | | | Total | Redemption or liquidation | Day(s) notice |
|---|---------------|---------|---------|-----------------------------------|------------|------------------------------|------------------|
| | Level 1 | Level 2 | Level 3 | Investments measured at NAV | | | |
| Assets: | | | | | | | |
| Recurring: | | | | | | | |
| Cash and cash equivalents | \$ 17,499,451 | — | — | — | 17,499,451 | Daily | None |
| Investments and temporary investments: | | | | | | | |
| Separately managed accounts: | | | | | | | |
| U.S. large-cap growth equity | 41,353,957 | — | — | — | 41,353,957 | Daily | 1 |
| Student Managed Investment Fund | 1,847,693 | — | — | — | 1,847,693 | Daily | 1 |
| U.S. SMD cap core equity | 23,732,556 | — | — | — | 23,732,556 | Daily | 1 |
| Global-equity | 26,454,996 | — | — | — | 26,454,996 | Daily | 1 |
| Exchange-traded funds: | | | | | | | |
| Commodities and natural resources | 47,838,079 | — | — | — | 47,838,079 | Daily | 1 |
| Global REIT Securities | 28,269,314 | — | — | — | 28,269,314 | Daily | 1 |
| Mutual funds: | | | | | | | |
| U.S. small-cap core equity | 29,512,050 | — | — | — | 29,512,050 | Daily | 1 |
| U.S. large-cap core equity | 49,075,482 | — | — | — | 49,075,482 | Daily | 1 |
| International core equity | 64,265,796 | — | — | — | 64,265,796 | Daily | 1 |
| International growth equity | 25,776,801 | — | — | — | 25,776,801 | Daily | 1 |
| Emerging market equity | 47,317,542 | — | — | — | 47,317,542 | Daily | 1 |
| Treasury inflation-indexed bonds | 21,885,198 | — | — | — | 21,885,198 | Daily | 1 |
| U.S. Treasury securities | 55,714,354 | — | — | — | 55,714,354 | Daily | 1 |
| Equity long/short | 29,845,109 | — | — | — | 29,845,109 | Daily | 1 |

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| | 2018 | | | | | | Redemption or liquidation | Day(s) notice |
|--|----------------|------------|------------|-----------------------------------|---------------|-----------------------|------------------------------|------------------|
| | Level 1 | Level 2 | Level 3 | Investments measured at NAV | Total | | | |
| Other commingled funds: | | | | | | | | |
| Global equity | \$ 15,798,515 | — | — | — | 15,798,515 | Monthly | 6 | |
| International core equity | 47,168,662 | — | — | — | 47,168,662 | Monthly | 10 | |
| International SMD cap equity | 24,649,977 | — | — | — | 24,649,977 | Monthly | 10 | |
| Emerging market equity | 27,522,180 | — | — | — | 27,522,180 | Monthly | 30 | |
| Global fixed income | 38,253,594 | — | — | — | 38,253,594 | Monthly | 10 | |
| Portable alpha strategies (note (a)): | | | | | | | | |
| Commodity Index | — | — | — | 790,743 | 790,743 | See note (a) | See note (a) | |
| Hedge fund limited partnerships: | | | | | | | | |
| Event-driven absolute return | — | — | — | 96,839,297 | 96,839,297 | See note (a) | See note (a) | |
| Fund of funds | — | — | — | 26,769,725 | 26,769,725 | See note (a) | See note (a) | |
| Equity long/short | — | — | — | 131,452,926 | 131,452,926 | See note (a) | See note (a) | |
| Private equity limited partnerships: | | | | | | | | |
| Direct private equity | — | — | — | 42,484,892 | 42,484,892 | Illiquid | N/A | |
| Coinvestments | — | — | — | 3,672,805 | 3,672,805 | Illiquid | N/A | |
| Private venture | — | — | 92,903 | 355,398 | 448,301 | Illiquid | N/A | |
| Secondary private equity | — | — | — | 2,904,039 | 2,904,039 | Illiquid | N/A | |
| Diversified private equity – distressed oriented | — | — | — | 996,210 | 996,210 | Illiquid | N/A | |
| Fund of funds | — | — | — | 10,520,964 | 10,520,964 | Illiquid | N/A | |
| Real asset limited partnerships – diversified private real estate | — | — | — | 21,345,163 | 21,345,163 | Illiquid | N/A | |
| Timber/oil/gas: | | | | | | | | |
| Commodities common trust fund | 27,462,793 | — | — | — | 27,462,793 | Monthly | 9 | |
| Fund of funds – timber/oil/gas | — | — | — | 287,567 | 287,567 | Illiquid | N/A | |
| Direct private equity limited partnership – oil/gas ⁽¹⁾ | — | — | 14,066,558 | 30,818,764 | 44,885,322 | Illiquid | N/A | |
| Certain split-interest investments: | | | | | | | | |
| Cash and cash equivalents | 164,884 | — | — | — | 164,884 | Illiquid | N/A | |
| Equities | 505,890 | — | — | — | 505,890 | Illiquid | N/A | |
| Fixed income | 106,385 | — | — | — | 106,385 | Illiquid | N/A | |
| Mutual funds | 9,186,163 | — | — | — | 9,186,163 | Illiquid | N/A | |
| Nonmarketable | — | — | 2,373,654 | — | 2,373,654 | Illiquid | N/A | |
| Cash – operating principal | 4,327,157 | — | — | — | 4,327,157 | Daily | 1 | |
| Preferred Stock | — | — | — | 84,295 | 84,295 | Illiquid | N/A | |
| Closely held investments | — | — | 38,311 | — | 38,311 | Illiquid | N/A | |
| Charitable limited family partnerships | — | — | 1,230,560 | — | 1,230,560 | Once every five years | 30 | |
| Other investments | — | 5,528,582 | 436,594 | — | 5,965,176 | Illiquid | N/A | |
| Temporary investments: | | | | | | | | |
| Mutual funds | 38,271,948 | — | — | — | 38,271,948 | Daily | 1 | |
| Treasury notes | — | 18,466,818 | — | — | 18,466,818 | Monthly | 30 | |
| Bonds | — | 64,839,653 | — | — | 64,839,653 | Monthly | 30 | |
| Total investments and temporary investments | 726,307,075 | 88,835,053 | 18,238,580 | 369,322,788 | 1,202,703,496 | | | |
| Beneficial interest in perpetual trust | — | — | 4,440,645 | — | 4,440,645 | N/A | N/A | |
| Total assets | \$ 743,806,526 | 88,835,053 | 22,679,225 | 369,322,788 | 1,224,643,592 | | | |

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| | 2018 | | | | | | |
|---------------------------------------|---------|-----------|-----------|-----------------------------------|------------|------------------------------|------------------|
| | Level 1 | Level 2 | Level 3 | Investments measured at NAV | Total | Redemption or liquidation | Day(s) notice |
| Liabilities: | | | | | | | |
| Recurring: | | | | | | | |
| Derivative financial instruments | \$ — | 1,269,901 | — | — | 1,269,901 | NA | NA |
| Total recurring | — | 1,269,901 | — | — | 1,269,901 | | |
| Nonrecurring: | | | | | | | |
| Obligations related to deferred gifts | — | — | 8,765,607 | — | 8,765,607 | NA | NA |
| Total nonrecurring | — | — | 8,765,607 | — | 8,765,607 | | |
| Total liabilities | \$ — | 1,269,901 | 8,765,607 | — | 10,035,508 | | |

(1) The Level 3 investments included in this category were valued using the discounted cash flow method as the valuation technique with a discount rate of 8%.

Note (a) – Hedge Fund Limited Partnerships and Portable Alpha Strategies (June 30, 2018):

Certain investments in hedge funds may be redeemed upon 30- to 60-days' notice to the fund manager and permit a quarterly exit from the fund. The fair values of these hedge funds total \$153,861,407 at June 30, 2018. Certain other hedge funds have annual exit dates, which occur more than 90 days after the Foundation's fiscal year-end. The fair value of these hedge funds with a notice of redemption period exceeding 90 days totals \$91,880,042 at June 30, 2018. Three hedge funds have side pockets totaling \$2,292,711 at June 30, 2018. One hedge fund currently has a lockup that expires more than 90 days following the fiscal year-end and totals \$7,644,992. Three hedge funds with an estimated total fair value of \$173,539 have been redeemed, but the timing of the cash flows is uncertain.

| | 2017 | | | | | | |
|--|---------------|---------|---------|-----------------------------------|------------|------------------------------|------------------|
| | Level 1 | Level 2 | Level 3 | Investments measured at NAV | Total | Redemption or liquidation | Day(s) notice |
| Assets: | | | | | | | |
| Recurring: | | | | | | | |
| Cash and cash equivalents | \$ 17,685,430 | — | — | — | 17,685,430 | Daily | None |
| Investments and temporary investments: | | | | | | | |
| Separately managed accounts: | | | | | | | |
| U.S. large-cap growth equity | 33,609,974 | — | — | — | 33,609,974 | Daily | 1 |
| Student Managed Investment Fund | 913,475 | — | — | — | 913,475 | Daily | 1 |
| U.S. SMD cap core equity | 21,957,043 | — | — | — | 21,957,043 | Daily | 1 |
| Global-equity | 25,531,115 | — | — | — | 25,531,115 | Daily | 1 |
| Exchange-traded funds: | | | | | | | |
| Commodities and natural resources | 33,755,334 | — | — | — | 33,755,334 | Daily | 1 |
| Global REIT Securities | 24,989,346 | — | — | — | 24,989,346 | Daily | 1 |

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| | 2017 | | | | | | |
|--|---------------|-----------|------------|-----------------------------------|-------------|------------------------------|------------------|
| | Level 1 | Level 2 | Level 3 | Investments measured at NAV | Total | Redemption or liquidation | Day(s) notice |
| Mutual funds: | | | | | | | |
| U.S. small-cap core equity | \$ 25,620,460 | — | — | — | 25,620,460 | Daily | 1 |
| U.S. large-cap core equity | 40,278,457 | — | — | — | 40,278,457 | Daily | 1 |
| International core equity | 58,575,407 | — | — | — | 58,575,407 | Daily | 1 |
| International growth equity | 23,805,334 | — | — | — | 23,805,334 | Daily | 1 |
| Emerging market equity | 68,375,537 | — | — | — | 68,375,537 | Daily | 1 |
| Treasury inflation-indexed bonds | 18,553,531 | — | — | — | 18,553,531 | Daily | 1 |
| U.S. Treasury securities | 56,569,281 | — | — | — | 56,569,281 | Daily | 1 |
| Equity long/short | 25,691,073 | — | — | — | 25,691,073 | Daily | 1 |
| Other commingled funds: | | | | | | | |
| Global equity | 15,469,876 | — | — | — | 15,469,876 | Monthly | 6 |
| International core equity | 44,843,293 | — | — | — | 44,843,293 | Monthly | 10 |
| International SMD cap equity | 23,003,566 | — | — | — | 23,003,566 | Monthly | 10 |
| Emerging market equity | 3,300,978 | — | — | — | 3,300,978 | Monthly | 30 |
| Global fixed income | 24,830,017 | — | — | — | 24,830,017 | Monthly | 10 |
| Portable alpha strategies (note (a)): | | | | | | | |
| U.S. government intermediate term | — | — | — | 5,797,835 | 5,797,835 | Quarterly | 60 |
| Commodity Index | — | — | — | 1,490,965 | 1,490,965 | Quarterly | 60 |
| Hedge fund limited partnerships: | | | | | | | |
| Event-driven absolute return | — | — | — | 84,949,325 | 84,949,325 | See note (a) | See note (a) |
| Fund of funds | — | — | — | 24,668,979 | 24,668,979 | See note (a) | See note (a) |
| Equity long/short | — | — | — | 142,933,395 | 142,933,395 | See note (a) | See note (a) |
| Private equity limited partnerships: | | | | | | | |
| Direct private equity | — | — | — | 29,683,100 | 29,683,100 | Illiquid | N/A |
| Coinvestments | — | — | — | 2,195,069 | 2,195,069 | Illiquid | N/A |
| Private venture | — | — | 156,963 | 907,127 | 1,064,090 | Illiquid | N/A |
| Secondary private equity | — | — | — | 3,989,583 | 3,989,583 | Illiquid | N/A |
| Diversified private equity – distressed oriented | — | — | — | 1,189,311 | 1,189,311 | Illiquid | N/A |
| Fund of funds | — | — | — | 9,868,620 | 9,868,620 | Illiquid | N/A |
| Real asset limited partnerships – diversified private real estate | | | | | | | |
| Timber/oil/gas: | — | — | — | 21,655,298 | 21,655,298 | Illiquid | N/A |
| Commodities common trust fund | 24,795,767 | — | — | — | 24,795,767 | Monthly | 9 |
| Fund of funds – timber/oil/gas | — | — | — | 290,687 | 290,687 | Illiquid | N/A |
| Direct private equity limited partnership – oil/gas ⁽¹⁾ | — | — | 12,184,191 | 21,834,014 | 34,018,205 | Illiquid | N/A |
| Certain split-interest investments: | | | | | | | |
| Cash and cash equivalents | 82,223 | — | — | — | 82,223 | Illiquid | N/A |
| Equities | 484,553 | — | — | — | 484,553 | Illiquid | N/A |
| Fixed income | 113,648 | — | — | — | 113,648 | Illiquid | N/A |
| Mutual funds | 9,328,303 | — | — | — | 9,328,303 | Illiquid | N/A |
| Nonmarketable | — | — | 2,373,654 | — | 2,373,654 | Illiquid | N/A |
| Cash – operating principal | 1,818,639 | — | — | — | 1,818,639 | Daily | 1 |
| Certificates of deposit | 10,000 | — | — | — | 10,000 | Daily | 1 |
| U.S. government and agency fixed-income securities | — | — | — | — | — | Daily | 1 |
| Closely held investments | — | — | 38,311 | — | 38,311 | Illiquid | N/A |
| Charitable limited family partnerships | — | — | 1,230,560 | — | 1,230,560 | Once every five years | 30 |
| Other investments | — | 5,053,185 | 402,121 | — | 5,455,306 | Illiquid | N/A |
| Other stocks | 55,948 | — | — | — | 55,948 | Daily | 1 |

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| | 2017 | | | | | | |
|--|----------------|------------|------------|-----------------------------------|---------------|------------------------------|------------------|
| | Level 1 | Level 2 | Level 3 | Investments measured at NAV | Total | Redemption or liquidation | Day(s) notice |
| Temporary investments: | | | | | | | |
| Mutual funds | \$ 33,115,376 | — | — | — | 33,115,376 | Daily | 1 |
| Treasury notes | — | 18,451,734 | — | — | 18,451,734 | Monthly | 30 |
| Bonds | — | 62,003,302 | — | — | 62,003,302 | Monthly | 30 |
| Total investments and temporary investments | 639,477,554 | 85,508,221 | 16,385,800 | 351,453,308 | 1,092,824,883 | | |
| Beneficial interest in perpetual trust | — | — | 4,237,602 | — | 4,237,602 | NA | NA |
| Total assets | \$ 657,162,984 | 85,508,221 | 20,623,402 | 351,453,308 | 1,114,747,915 | | |
| Liabilities: | | | | | | | |
| Recurring: | | | | | | | |
| Derivative financial instruments | \$ — | 2,507,231 | — | — | 2,507,231 | NA | NA |
| Total recurring | — | 2,507,231 | — | — | 2,507,231 | | |
| Nonrecurring: | | | | | | | |
| Obligations related to deferred gifts | — | — | 9,188,578 | — | 9,188,578 | NA | NA |
| Total nonrecurring | — | — | 9,188,578 | — | 9,188,578 | | |
| Total liabilities | \$ — | 2,507,231 | 9,188,578 | — | 11,695,809 | | |

(1) The Level 3 investments included in this category were valued using the discounted cash flow method as the valuation technique with a discount rate of 8%.

Note (a) – Hedge Fund Limited Partnerships and Portable Alpha Strategies (June 30, 2017):

Certain investments in hedge funds may be redeemed upon 30- to 60-days' notice to the fund manager and permit a quarterly exit from the fund. The fair values of these hedge funds total \$157,492,905 at June 30, 2017. Certain other hedge funds have annual exit dates, which occur more than 90 days after the Foundation's fiscal year-end. The fair value of these hedge funds with a notice of redemption period exceeding 90 days totals \$84,021,713 at June 30, 2017. Three hedge funds have side pockets totaling \$2,402,150 at June 30, 2017. Five hedge funds currently have lockups that expire more than 90 days following the fiscal year-end and total \$15,803,201. Two hedge funds with an estimated total fair value of \$120,530 have been redeemed, but the timing of the cash flows is uncertain.

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Notes to Consolidated Financial Statements

June 30, 2018 and 2017

For the years ended June 30, 2018 and 2017, the changes in investments classified as Level 3 are as follows:

| | 2018 | | | |
|---|-----------------------|--------------------------|--------------------------|-------------------|
| | <u>Private equity</u> | <u>Natural resources</u> | <u>Other investments</u> | <u>Total</u> |
| Balance, beginning of year | \$ 156,963 | 12,184,191 | 4,044,646 | 16,385,800 |
| Net realized and unrealized gains (losses) | (3,634) | 1,882,367 | 36,493 | 1,915,226 |
| Sales | <u>(60,426)</u> | <u>—</u> | <u>(2,020)</u> | <u>(62,446)</u> |
| Balance, end of year | <u>\$ 92,903</u> | <u>14,066,558</u> | <u>4,079,119</u> | <u>18,238,580</u> |
| Net unrealized gains (losses) relating to assets held as of June 30, 2018 | \$ (50,162) | 1,882,367 | 28,303 | 1,860,508 |

| | 2017 | | | |
|---|-----------------------|--------------------------|--------------------------|-------------------|
| | <u>Private equity</u> | <u>Natural resources</u> | <u>Other investments</u> | <u>Total</u> |
| Balance, beginning of year | \$ 148,585 | 12,134,130 | 4,871,561 | 17,154,276 |
| Net realized and unrealized gains (losses) | 8,378 | (99,939) | 38,736 | (52,825) |
| Purchases | — | 150,000 | — | 150,000 |
| Sales | — | — | (2,108) | (2,108) |
| Transfers (out) of Level 3 | <u>—</u> | <u>—</u> | <u>(863,543)</u> | <u>(863,543)</u> |
| Balance, end of year | <u>\$ 156,963</u> | <u>12,184,191</u> | <u>4,044,646</u> | <u>16,385,800</u> |
| Net unrealized gains (losses) relating to assets held as of June 30, 2017 | \$ 8,378 | (99,939) | 33,202 | (58,359) |

The Foundation's accounting policy is to recognize transfers among levels of the fair value hierarchy on the date of the event or change in circumstances that caused the transfer. During fiscal year 2017, one investment received a distribution and converted to cash from Level 3 to Level 1 totaling \$863,543.

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Notes to Consolidated Financial Statements

June 30, 2018 and 2017

For the years ended June 30, 2018 and 2017, the changes in beneficial interest in perpetual trust classified as Level 3 are as follows:

| | <u>2018</u> | <u>2017</u> |
|----------------------------|----------------------------|-------------------------|
| Balance, beginning of year | \$ 4,237,602 | 4,039,790 |
| Change in valuation | <u>203,043</u> | <u>197,812</u> |
| Balance, end of year | \$ <u><u>4,440,645</u></u> | <u><u>4,237,602</u></u> |

For the years ended June 30, 2018 and 2017, the changes in obligations related to deferred gifts classified as Level 3 are as follows:

| | <u>2018</u> | <u>2017</u> |
|----------------------------|----------------------------|-------------------------|
| Balance, beginning of year | \$ 9,188,578 | 10,163,465 |
| Actuarial loss | 740,711 | 230,742 |
| Annuity payments | <u>(1,163,682)</u> | <u>(1,205,629)</u> |
| Balance, end of year | \$ <u><u>8,765,607</u></u> | <u><u>9,188,578</u></u> |

The methods and assumptions used to estimate the fair value of financial instruments are summarized as follows:

(a) Cash and Cash Equivalents and Temporary Investments

Cash and cash equivalents and temporary investments include short-term financial instruments whose carrying values approximate fair value given the short-term maturity of these instruments.

(b) Contributions Receivable

Contributions receivable for current-year gifts are initially measured at fair value in the year the receivable is recorded based on the present value of future cash flows discounted at a rate commensurate with the risks involved, which is an application of the income approach, and classified as Level 3 within the fair value hierarchy. These financial instruments are considered to be measured at fair value on a non-recurring basis because amounts are not adjusted to fair value in subsequent periods.

(c) Funds Held for Others

Funds held for others are initially measured at fair value on the date that the related cash is received. The Foundation invests these funds in its overall investment portfolio and adjusts the balance of funds held for others based on actual return on the related investments. Funds held for others are classified as Level 3 within the fair value hierarchy and changes in the account are summarized in note 11(d).

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(d) Derivative Financial Instruments

The fair value of derivative financial instruments is determined using an income approach using the following significant inputs (note 8): the term of the swap, the notional amount of the swap, discount rates interpolated based on relevant swap curves, the rate on the fixed leg of the swap, and a credit value adjustment to consider the likelihood of the Foundation's nonperformance.

(e) Other Receivables and Payables

The carrying amounts of accounts receivable and accounts payable and accrued expenses including funds held for others approximate fair value given the short-term maturity of these instruments.

(f) Obligations Related to Deferred Gifts

The carrying amount of obligations related to deferred gifts approximates fair value as they are presented on a discounted basis. The discount rates are determined using daily U.S. Department of Treasury yield curve rates ranging from 2.69% to 3.02%.

(7) Notes Payable

During 2007, the Foundation signed a 10-year \$6,200,000 promissory loan agreement with a bank. During November 2017, the Foundation amended the agreement and made a one-time principal payment of \$800,000, extending the maturity date of the remaining outstanding balance to November 1, 2032. Interest is charged at the bank's 30-day London InterBank Offered Rate (LIBOR) plus 32.5 basis points; such rate was 2.31% and 1.38% at June 30, 2018 and 2017, respectively. Principal and interest are payable monthly. The outstanding balance at June 30, 2018 and 2017 was \$4,303,917 and \$5,226,136, respectively.

In October 2014, the Foundation entered into a series of transactions, as follows: (1) The Foundation entered into a tax-exempt financing project with the Washington DC District Council for \$12,500,000 involving tax-exempt bonds, which expire on November 1, 2039 and accrue interest at a per annum rate equal to 75% of the sum of one-month LIBOR plus 1.60% payable monthly; (2) The Foundation entered into a loan agreement with a bank in which the Foundation fully repaid its obligation under the newly acquired tax-exempt bonds in exchange for a promissory loan relating to the same principal. The promissory loan agreement expires on November 1, 2039 and includes certain debt covenants and restrictions. Interest on the promissory loan agreement is charged at 75.00% of the sum of one-month LIBOR plus 1.60%; such rate was 2.69% and 1.99% at June 30, 2018 and 2017, respectively. Principal and interest on the promissory loan agreement are payable quarterly. The outstanding balance at June 30, 2018 and 2017 was \$11,205,000 and \$11,565,000, respectively.

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June 30, 2018 and 2017

A summary as of June 30, 2018 of principal payments due under both notes payable during each of the next five years and thereafter is as follows:

| | | |
|----------------------|----|-------------------|
| Year ending June 30: | | |
| 2019 | \$ | 497,395 |
| 2020 | | 514,880 |
| 2021 | | 537,821 |
| 2022 | | 561,250 |
| 2023 | | 580,193 |
| Thereafter | | <u>12,817,378</u> |
| Total | \$ | <u>15,508,917</u> |

(8) Derivative Financial Instruments

The Foundation has an outstanding interest rate swap agreement effectively converting the interest rate exposure on the \$6,200,000 note payable from variable to a 5.95% fixed rate over the term of the note payable. During November 2017, the Foundation modified and extended the agreement which included a fixed rate fee payment of \$296,500. As of June 30, 2018 and 2017, the total notional amount of the swap was \$4,313,792 and \$5,237,145, respectively. As of June 30, 2018 and 2017, the fair value of this interest rate swap was a liability of \$1,183,639 and \$1,878,813, respectively, in the accompanying consolidated statements of financial position. The Foundation recorded an unrealized gain on such swap of \$398,674 and \$795,807 for the years ended June 30, 2018 and 2017, respectively.

The Foundation has an outstanding interest rate swap agreement effectively converting the interest rate exposure on the \$12,500,000 note payable from variable to a 3.37% fixed rate over the term of the note payable. As of June 30, 2018 and 2017, the total notional amount of the swap was \$11,295,000 and \$11,655,000, respectively. As of June 30, 2018 and 2017, the fair value of this interest rate swap was a liability of \$86,262 and \$628,418, respectively, in the accompanying consolidated statements of financial position. The Foundation recorded an unrealized gain on such swap of \$542,156 and \$970,430 for the years ended June 30, 2018 and 2017, respectively.

(9) Obligations Related to Deferred Gifts

The Foundation has a deferred gift program that allows donors to make contributions that provide for certain payments from the contributed assets to specified beneficiaries during their lifetime. The amount payable to the donors is recorded at the present value of the future payments to be made under these agreements. The remainder interest estimated to be retained by the Foundation after payments to specified beneficiaries are satisfied is recorded as revenue in the appropriate net asset class as of the date of the agreement.

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Investments and various trusts held by the Foundation under these agreements were \$12,343,020 and \$12,903,879 at June 30, 2018 and 2017, respectively, and are included in investments in the accompanying consolidated statements of financial position. Estimated future payments on deferred gift obligations as of June 30, 2018 are as follows:

| | |
|-------------------------------------|----------------------------|
| Year ending June 30: | |
| 2019 | \$ 778,433 |
| 2020 | 807,441 |
| 2021 | 837,609 |
| 2022 | 868,984 |
| 2023 | 731,939 |
| Thereafter | <u>5,180,630</u> |
| | 9,205,036 |
| Less amount representing interest | |
| (rates ranging from 2.69% to 3.02%) | <u>(439,429)</u> |
| Total | \$ <u><u>8,765,607</u></u> |

In connection with an estate gift made in 1996, the Foundation committed to pay a beneficiary \$300,000 annually, adjusted for a 4.0% annual inflation factor. The present value of this commitment is greater than the related endowment fund balances, resulting in deficits totaling \$2,805,650 and \$2,514,259 at June 30, 2018 and 2017, respectively. This commitment has been included in obligations related to deferred gifts in the accompanying consolidated statements of financial position. The amount payable each year is reduced by distributions from the gift annuity (included in the Foundation's investments) established for the beneficiary's benefit.

(10) Operating Leases

The Foundation is a lessee under operating leases for property and equipment. Total rent expense for the years ended June 30, 2018 and 2017 was \$1,880,264 and \$1,806,215, respectively.

A schedule of future minimum rental payments under operating leases that have initial or remaining noncancelable lease terms in excess of one year as of June 30, 2018 is as follows:

| | |
|----------------------|--------------------------|
| Year ending June 30: | |
| 2019 | \$ 191,716 |
| 2020 | 196,511 |
| 2021 | <u>32,886</u> |
| Total | \$ <u><u>421,113</u></u> |

THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

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(11) Related-Party Transactions

(a) *Rental Income*

The Foundation leases certain property, which has a total carrying value of \$20,117,725 and \$20,804,275 as of June 30, 2018 and 2017, respectively, to the Board of Regents. Related rental income totaled \$1,161,698 and \$1,087,217 for the years ended June 30, 2018 and 2017, respectively, and relate to leases with the Board of Regents. These lease agreements expire annually on June 30, and provide for renewal terms. The Foundation anticipates these leases will be renewed upon the next lease expiration date.

(b) *University Support*

Administrative – On July 1, 2005, the Foundation entered into an agreement with the University to provide administrative services and facilities to the Foundation through June 30, 2015. On October 2, 2015, the then-existing agreement was amended and restated, extending the term of the agreement to June 30, 2020.

Programs and Scholarships – During fiscal years 2018 and 2017, the Foundation expensed \$97,676,354 and \$71,595,282, respectively, in support of the University's programs and scholarships. Of this amount, during fiscal years 2018 and 2017, \$53,669,407 and \$34,605,613, respectively, was paid directly to the University. As of June 30, 2018 and 2017, outstanding transfers of \$2,539,952 and \$3,112,597, respectively, were due to the University and are included in accounts payable and accrued expenses in the accompanying consolidated statements of financial position. During fiscal years 2018 and 2017, the Foundation transferred \$31,998,256 and \$24,856,538, respectively, to the Athletic Association for University facility renovation and program support. As of June 30, 2018 and 2017, there were no outstanding transfers due to the Athletic Association.

Rentals – During both 2018 and 2017, the Foundation made annual payments totaling \$660,000 and \$633,600, respectively, to the Athletic Association related to the use of skyboxes at Sanford Stadium.

(c) *Personnel Costs*

Personnel of the Foundation are employees of the University of Georgia. As such, the Foundation reimburses the University of Georgia for compensation and benefit expenses of University of Georgia employees who spend a significant amount of time providing services to the Foundation. The amount reimbursed for fiscal years 2018 and 2017 totaled \$3,714,301 and \$3,214,005, respectively, and is included in general and administrative expenses in the accompanying consolidated statements of activities.

(d) *Funds Held for Others*

Athletic Association – Since 2001, the Athletic Association has transferred funds to the Foundation for investment management. The Foundation records a liability for such funds as the Athletic Association has the power to claim such funds at any time. As of June 30, 2018 and 2017, the total value of the funds held for the Athletic Association, including investment earnings, was \$53,473,069 and \$50,910,910, respectively.

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The activity of the funds held on behalf of the Athletic Association is as follows:

| | <u>2018</u> | <u>2017</u> |
|--|----------------------|-------------------|
| Balance, beginning of year | \$ 50,910,910 | 45,515,888 |
| Distributions | (1,708,406) | — |
| Investment gains, net of fees, attributable to balances | <u>4,270,565</u> | <u>5,395,022</u> |
| Balance, end of year | \$ <u>53,473,069</u> | <u>50,910,910</u> |

Real Estate Foundation – Since December 2015, the Real Estate Foundation has transferred funds to the Foundation for investment management. The Foundation records a liability for such funds as the Real Estate Foundation has the ability to request that all funds be returned at any time. As of June 30, 2018 and 2017, the total value of funds held for the Real Estate Foundation, including investment earnings, was \$11,552,779 and \$11,501,003, respectively.

The activity of the funds held on behalf of the Real Estate Foundation is as follows:

| | <u>2018</u> | <u>2017</u> |
|---|----------------------|-------------------|
| Balance, beginning of year | \$ 11,501,003 | 11,259,680 |
| Investment gains, net of fees, attributable to balances | <u>51,776</u> | <u>241,323</u> |
| Balance, end of year | \$ <u>11,552,779</u> | <u>11,501,003</u> |

Revocable Gifts – As of June 30, 2018, the Foundation has received revocable gifts from a trustee totaling \$500,000. These gifts were recorded as deferred revenue on the date of the gift, and included in funds held for others in the accompanying consolidated statements of financial position. As of June 30, 2018 and 2017, the fair value of the total amounts of revocable gifts received to date and included in funds held for others totaled \$649,101 and \$621,301, respectively.

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(12) Property and Equipment, Net

Property and equipment at June 30, 2018 and 2017 consist of the following:

| | <u>2018</u> | <u>2017</u> |
|------------------------------------|----------------------|--------------------|
| Land | \$ 18,624,460 | 20,997,460 |
| Buildings and improvements | 21,002,534 | 20,980,165 |
| Furniture, fixtures, and equipment | <u>5,588,269</u> | <u>5,585,670</u> |
| | 45,215,263 | 47,563,295 |
| Less accumulated depreciation | <u>(9,114,403)</u> | <u>(7,780,304)</u> |
| | 36,100,860 | 39,782,991 |
| Construction in progress | <u>—</u> | <u>21,271</u> |
| Total | <u>\$ 36,100,860</u> | <u>39,804,262</u> |

Depreciation expense totaled \$1,334,099 and \$1,320,150 for the years ended June 30, 2018 and 2017, respectively. During 2018, the Foundation incurred a loss on impairment of property totaling \$2,373,000 in connection with a planned disposal. Management estimated the fair value of the property based on observable market transactions involving sales of comparable property. No impairment charges were recorded in 2017.

(13) Net Assets Released from Restrictions

Net assets are released from donor-imposed temporary restrictions by incurring expenses satisfying the restricted purposes or by occurrence of other events specified by donors. The composition of net assets released from restriction by type for the years ended June 30, 2018 and 2017 is as follows:

| | <u>2018</u> | <u>2017</u> |
|---------------------------|-----------------------|-------------------|
| General college support | \$ 33,336,385 | 32,034,682 |
| Student financial aid | 15,411,059 | 10,629,480 |
| Faculty and staff support | 4,763,087 | 6,830,576 |
| Research | 950,682 | 1,195,166 |
| Facilities | <u>46,934,248</u> | <u>25,337,132</u> |
| | <u>\$ 101,395,461</u> | <u>76,027,036</u> |

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(14) Net Assets

Temporarily restricted net assets as of June 30, 2018 and 2017 were available for the following purposes:

| | <u>2018</u> | <u>2017</u> |
|---------------------------|-----------------------|--------------------|
| General college support | \$ 211,181,798 | 196,317,378 |
| Student financial aid | 115,039,536 | 96,958,288 |
| Faculty and staff support | 106,811,022 | 92,445,511 |
| Research | 16,623,276 | 14,621,295 |
| Facilities | <u>55,480,194</u> | <u>61,342,547</u> |
| Total | <u>\$ 505,135,826</u> | <u>461,685,019</u> |

Permanently restricted net assets totaling \$596,270,687 and \$539,734,884 as of June 30, 2018 and 2017 consist of \$23,638,964 and \$17,658,627, respectively, for contributions receivable and \$572,631,723 and \$522,076,257, respectively, for endowment and certain split-interest investments whose income and net realized and unrealized gains are primarily used to provide scholarship, professorship, and academic support to the University.

(15) U.S. Income Tax Status

The Foundation is exempt from federal income taxes under Internal Revenue Code (IRC) Section 501(a) as a nonprofit organization described in IRC Section 501(c)(3). The Internal Revenue Service has determined that the Foundation is not a private foundation under Section 509(a) of the IRC. The Foundation is subject to federal income tax on unrelated business income. The Foundation does not have any material unrecognized tax positions that should be recognized in the consolidated financial statements for 2018 and 2017.

(16) Subsequent Events

Subsequent to June 30, 2018 and through September 28, 2018, the date through which management evaluated subsequent events and on which the consolidated financial statements were available for issuance, management of the Foundation has concluded that there are no subsequent events to be disclosed.

THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

Consolidating Statement of Financial Position Information

June 30, 2018

| | <u>Total Foundation</u> | <u>Total Costa Rica Entity</u> | <u>Eliminations</u> | <u>Consolidated</u> |
|--|-----------------------------|--|---------------------|----------------------|
| Assets: | | | | |
| Cash and cash equivalents | \$ 17,017,660 | 431,791 | — | 17,449,451 |
| Temporary investments | 121,578,419 | — | — | 121,578,419 |
| Accounts receivable | 1,478,331 | 139,098 | — | 1,617,429 |
| Contributions receivable, net | 64,996,417 | — | — | 64,996,417 |
| Beneficial interest in perpetual trust | 4,440,645 | — | — | 4,440,645 |
| Accrued interest receivable | 567,153 | — | — | 567,153 |
| Prepaid expenses and other assets | 353,459 | 18,720 | — | 372,179 |
| Investments | 1,081,125,077 | — | — | 1,081,125,077 |
| Investment in subsidiary | 2,100,801 | — | (2,100,801) | — |
| Property and equipment, net | 33,825,345 | 2,275,515 | — | 36,100,860 |
| Works of art | 2,322,808 | — | — | 2,322,808 |
| Cash value of life insurance policies | 2,593,912 | — | — | 2,593,912 |
| Total assets | <u>\$ 1,332,400,027</u> | <u>2,865,124</u> | <u>(2,100,801)</u> | <u>1,333,164,350</u> |
| Liabilities: | | | | |
| Accounts payable and accrued expenses | \$ 3,488,939 | 764,323 | — | 4,253,262 |
| Derivative financial instruments | 1,269,901 | — | — | 1,269,901 |
| Funds held for others | 65,674,951 | — | — | 65,674,951 |
| Deferred revenue | 1,753,250 | — | — | 1,753,250 |
| Obligations related to deferred gifts | 8,765,607 | — | — | 8,765,607 |
| Notes payable | 15,508,917 | — | — | 15,508,917 |
| Total liabilities | <u>96,461,565</u> | <u>764,323</u> | <u>—</u> | <u>97,225,888</u> |
| Net assets: | | | | |
| Unrestricted | 134,531,949 | 2,100,801 | (2,100,801) | 134,531,949 |
| Temporarily restricted | 505,135,826 | — | — | 505,135,826 |
| Permanently restricted | 596,270,687 | — | — | 596,270,687 |
| Total net assets | <u>1,235,938,462</u> | <u>2,100,801</u> | <u>(2,100,801)</u> | <u>1,235,938,462</u> |
| Total liabilities and net assets | <u>\$ 1,332,400,027</u> | <u>2,865,124</u> | <u>(2,100,801)</u> | <u>1,333,164,350</u> |

THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

Consolidating Statement of Financial Position Information

June 30, 2017

| | <u>Total Foundation</u> | <u>Total Costa Rica Entity</u> | <u>Eliminations</u> | <u>Consolidated</u> |
|--|-----------------------------|--|---------------------|----------------------|
| Assets: | | | | |
| Cash and cash equivalents | \$ 17,492,529 | 192,901 | — | 17,685,430 |
| Temporary investments | 113,570,412 | — | — | 113,570,412 |
| Accounts receivable | 1,169,692 | 122,048 | — | 1,291,740 |
| Contributions receivable, net | 57,787,614 | — | — | 57,787,614 |
| Beneficial interest in perpetual trust | 4,237,602 | — | — | 4,237,602 |
| Accrued interest receivable | 252,785 | — | — | 252,785 |
| Prepaid expenses and other assets | 365,372 | 16,227 | — | 381,599 |
| Investments | 979,254,471 | — | — | 979,254,471 |
| Investment in subsidiary | 2,228,448 | — | (2,228,448) | — |
| Property and equipment, net | 37,442,349 | 2,361,913 | — | 39,804,262 |
| Works of art | 2,322,808 | — | — | 2,322,808 |
| Cash value of life insurance policies | 2,576,319 | — | — | 2,576,319 |
| Total assets | <u>\$ 1,218,700,401</u> | <u>2,693,089</u> | <u>(2,228,448)</u> | <u>1,219,165,042</u> |
| Liabilities: | | | | |
| Accounts payable and accrued expenses | \$ 3,682,994 | 464,641 | — | 4,147,635 |
| Derivative financial instruments | 2,507,231 | — | — | 2,507,231 |
| Funds held for others | 63,033,214 | — | — | 63,033,214 |
| Deferred revenue | 641,469 | — | — | 641,469 |
| Obligations related to deferred gifts | 9,188,578 | — | — | 9,188,578 |
| Notes payable | 16,791,136 | — | — | 16,791,136 |
| Total liabilities | <u>95,844,622</u> | <u>464,641</u> | <u>—</u> | <u>96,309,263</u> |
| Net assets: | | | | |
| Unrestricted | 121,435,876 | 2,228,448 | (2,228,448) | 121,435,876 |
| Temporarily restricted | 461,685,019 | — | — | 461,685,019 |
| Permanently restricted | 539,734,884 | — | — | 539,734,884 |
| Total net assets | <u>1,122,855,779</u> | <u>2,228,448</u> | <u>(2,228,448)</u> | <u>1,122,855,779</u> |
| Total liabilities and net assets | <u>\$ 1,218,700,401</u> | <u>2,693,089</u> | <u>(2,228,448)</u> | <u>1,219,165,042</u> |

See accompanying independent auditors' report.

THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

Consolidating Statement of Activities Information

Year ended June 30, 2018

| | Total Foundation | Total Costa Rica Entity | Eliminations | Consolidated |
|---|-----------------------------|--|---------------------|----------------------|
| Revenue: | | | | |
| Rental income | \$ 1,161,698 | — | — | 1,161,698 |
| Contributions | 131,252,689 | — | — | 131,252,689 |
| Provision for doubtful contributions | (3,500,796) | — | — | (3,500,796) |
| Net realized and unrealized gain on investments | 70,201,674 | — | — | 70,201,674 |
| Interest and dividends | 14,290,136 | — | — | 14,290,136 |
| Change in value of annuities | (189,339) | — | — | (189,339) |
| Change in cash surrender value of life insurance | 89,108 | — | — | 89,108 |
| Change in fair value of derivative financial instruments | 940,830 | — | — | 940,830 |
| Change in value of beneficial interest in perpetual trust | 203,043 | — | — | 203,043 |
| Investment loss from subsidiary | (127,647) | — | 127,647 | — |
| Loss on impairment of property | (2,373,000) | — | — | (2,373,000) |
| Other | 8,414,946 | 1,249,510 | — | 9,664,456 |
| Total revenue and gains | <u>220,363,342</u> | <u>1,249,510</u> | <u>127,647</u> | <u>221,740,499</u> |
| Expenses: | | | | |
| Program services: | | | | |
| General college support | 25,690,632 | 1,377,157 | — | 27,067,789 |
| Student financial aid | 17,888,226 | — | — | 17,888,226 |
| Faculty and staff support | 4,835,409 | — | — | 4,835,409 |
| Research | 950,682 | — | — | 950,682 |
| Facilities | 46,934,248 | — | — | 46,934,248 |
| Total program services | 96,299,197 | 1,377,157 | — | 97,676,354 |
| General and administrative | 5,042,882 | — | — | 5,042,882 |
| Fundraising | 5,938,580 | — | — | 5,938,580 |
| Total expenses | <u>107,280,659</u> | <u>1,377,157</u> | <u>—</u> | <u>108,657,816</u> |
| Change in net assets | 113,082,683 | (127,647) | 127,647 | 113,082,683 |
| Net assets: | | | | |
| Beginning of year | 1,122,855,779 | 2,228,448 | (2,228,448) | 1,122,855,779 |
| End of year | <u>\$ 1,235,938,462</u> | <u>2,100,801</u> | <u>(2,100,801)</u> | <u>1,235,938,462</u> |

THE UNIVERSITY OF GEORGIA FOUNDATION AND SUBSIDIARY

Consolidating Statement of Activities Information

Year ended June 30, 2017

| | Total Foundation | Total Costa Rica Entity | Eliminations | Consolidated |
|---|-----------------------------|--|---------------------|----------------------|
| Revenue: | | | | |
| Rental income | \$ 1,087,217 | — | — | 1,087,217 |
| Contributions | 110,652,088 | — | — | 110,652,088 |
| Provision for doubtful contributions | (1,831,642) | — | — | (1,831,642) |
| Net realized and unrealized gain on investments | 96,027,312 | — | — | 96,027,312 |
| Interest and dividends | 10,226,280 | — | — | 10,226,280 |
| Change in value of annuities | 299,797 | — | — | 299,797 |
| Change in cash surrender value of life insurance | 93,464 | — | — | 93,464 |
| Change in fair value of derivative financial instruments | 1,766,237 | — | — | 1,766,237 |
| Change in value of beneficial interest in perpetual trust | 197,812 | — | — | 197,812 |
| Investment loss from subsidiary | (99,710) | — | 99,710 | — |
| Other | 7,186,007 | 1,303,741 | — | 8,489,748 |
| Total revenue and gains | <u>225,604,862</u> | <u>1,303,741</u> | <u>99,710</u> | <u>227,008,313</u> |
| Expenses: | | | | |
| Program services: | | | | |
| General college support | 22,784,826 | 1,403,451 | — | 24,188,277 |
| Student financial aid | 15,494,105 | — | — | 15,494,105 |
| Faculty and staff support | 5,333,491 | — | — | 5,333,491 |
| Research | 898,178 | — | — | 898,178 |
| Facilities | 25,681,231 | — | — | 25,681,231 |
| Total program services | 70,191,831 | 1,403,451 | — | 71,595,282 |
| General and administrative | 4,541,018 | — | — | 4,541,018 |
| Fundraising | 4,209,440 | — | — | 4,209,440 |
| Total expenses | <u>78,942,289</u> | <u>1,403,451</u> | <u>—</u> | <u>80,345,740</u> |
| Change in net assets | 146,662,573 | (99,710) | 99,710 | 146,662,573 |
| Net assets: | | | | |
| Beginning of year | 976,193,206 | 2,328,158 | (2,328,158) | 976,193,206 |
| End of year | <u>\$ 1,122,855,779</u> | <u>2,228,448</u> | <u>(2,228,448)</u> | <u>1,122,855,779</u> |

See accompanying independent auditors' report.