



**STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY**



**TENNESSEE BOARD OF REGENTS
ENDOWMENT FOR EDUCATIONAL EXCELLENCE
TENNESSEE STATE UNIVERSITY FOUNDATION**

Financial and Compliance Audit Report

For the Year Ended June 30, 2014

Justin P. Wilson, Comptroller



**Division of State Audit
Financial and Compliance Section**

Deborah V. Loveless, CPA, CGFM, CGMA
Director

Edward Burr, CPA, CGFM
Assistant Director

Donna L. Jewell, CPA, CFE
Audit Manager

Adrian Davis, CPA
In-Charge Auditor

Audra Layton
Diane Wheeler
Staff Auditors

Gerry Boaz, CPA, CGFM, CGMA
Technical Manager

Amy Brack
Editor

Amanda Adams
Assistant Editor

Comptroller of the Treasury, Division of State Audit
Suite 1500, James K. Polk Building
505 Deaderick Street
Nashville, TN 37243-1402
(615) 401-7897

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STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY
DEPARTMENT OF AUDIT
DIVISION OF STATE AUDIT
SUITE 1500, JAMES K. POLK STATE OFFICE BUILDING
505 DEADERICK STREET
NASHVILLE, TENNESSEE 37243-1402

PHONE (615) 401-7897
FAX (615) 532-2765

July 16, 2015

The Honorable Bill Haslam, Governor
Members of the General Assembly
The Honorable John G. Morgan, Chancellor
Dr. Glenda Baskin Glover, President

Ladies and Gentlemen:

Transmitted herewith is the report on the Endowment for Educational Excellence at Tennessee State University Foundation, for the year ended June 30, 2014. You will note from the independent auditor's report that an unmodified opinion was given on the fairness of the presentation of the financial statements.

Consideration of the internal control over financial reporting and tests of compliance resulted in no audit findings.

Sincerely,

Deborah V. Loveless, CPA
Director

15/061

Audit Report
Tennessee Board of Regents
ENDOWMENT FOR EDUCATIONAL EXCELLENCE
Tennessee State University Foundation
For the Year Ended June 30, 2014

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State of Tennessee

A u d i t H i g h l i g h t s

Comptroller of the Treasury

Division of State Audit

Financial and Compliance Audit

Endowment for Educational Excellence

Tennessee State University Foundation

For the Year Ended June 30, 2014

Opinion on the Financial Statements

The opinion on the financial statements is unmodified.

Audit Findings

The audit report contains no findings.



STATE OF TENNESSEE
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NASHVILLE, TENNESSEE 37243-1402

PHONE (615) 401-7897
FAX (615) 532-2765

Independent Auditor's Report

The Honorable Bill Haslam, Governor
Members of the General Assembly
The Honorable John G. Morgan, Chancellor
Dr. Glenda Baskin Glover, President

Report on the Financial Statements

We have audited the accompanying financial statements of the Endowment for Educational Excellence at the Tennessee State University Foundation as of and for the year ended June 30, 2014, and the related notes to the financial statements, which collectively comprise the basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements, based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Endowment for Educational Excellence of the Tennessee State University Foundation as of June 30, 2014, and the changes in financial position and cash flows thereof for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matters

As discussed in Note 1, the financial statements of the Endowment for Educational Excellence are intended to present the financial position, the changes in financial position, and the cash flows of only that portion of Tennessee State University's Foundation's activity that is attributable to the transactions of the Endowment for Educational Excellence. They do not purport to, and do not, present fairly the financial position of the Tennessee State University Foundation, as of June 30, 2014, and the changes in financial position and cash flows thereof for the year then ended, in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

As discussed in Note 3, the financial statements of the Endowment for Educational Excellence of the Tennessee State University Foundation include investments valued at \$1,985,681.46 (4.5% of net position of the foundation), whose fair values have been estimated by management in the absence of readily determinable fair values. Management's estimates are based on information provided by the fund managers or the general partners. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 5 through 9 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during the audit of the basic financial statements.

We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

A handwritten signature in black ink that reads "Deborah V. Loveless". The signature is written in a cursive style with a large initial 'D'.

Deborah V. Loveless, CPA
Director
June 5, 2015

Tennessee Board of Regents
ENDOWMENT FOR EDUCATIONAL EXCELLENCE
Tennessee State University Foundation
Management's Discussion and Analysis

Introduction

This section of Tennessee State University Foundation Endowment for Educational Excellence trust's annual financial report presents a discussion and analysis of the financial performance of the trust during the fiscal year ended June 30, 2014, with comparative information presented for the fiscal year ended June 30, 2013. This discussion, along with the financial statements and related note disclosures, has been prepared by management and should be read in conjunction with the independent auditor's report, the audited financial statements, and the accompanying notes. The financial statements, notes, and this discussion are the responsibility of management.

Overview of the Financial Statements

The financial statements have been prepared in accordance with generally accepted accounting principles as prescribed by the Governmental Accounting Standards Board (GASB), which establishes standards for external financial reporting for public colleges and universities. The financial statements are presented on a consolidated basis to focus on the trust as a whole. The full scope of the trust's activities is considered to be a single business-type activity and, accordingly, is reported within a single column in the basic financial statements.

The trust's financial report includes the statement of net position; the statement of revenues, expenses, and changes in net position; and the statement of cash flows. Notes to the financial statements are also presented to provide additional information that is essential to a full understanding of the financial statements.

The Statement of Net Position

The statement of net position is a point-in-time financial statement. The statement of net position presents the financial position of the trust at the end of the fiscal year. To aid the reader in determining the trust's ability to meet immediate and future obligations, the statement includes all assets, liabilities, deferred outflows/inflows of resources, and net position of the trust and segregates the assets and liabilities into current and noncurrent components. Current assets are those that are available to satisfy current liabilities, inclusive of assets that will be converted to cash within one year. Current liabilities are those that will be paid within one year. The statement of net position is prepared under the accrual basis of accounting; assets and liabilities are recognized when goods or services are provided or received, despite when cash is actually exchanged.

From the data presented, readers of the statement are able to determine the assets available to continue the operations of the trust. They are also able to determine how much the trust owes vendors, lenders, and others. Net position represents the difference between the trust's assets and liabilities, along with the difference between deferred outflows and deferred inflows of resources, and is one indicator of the trust's current financial condition.

The statement of net position also indicates the availability of net position for expenditure by the trust. Net position is reported as restricted net position, which is sub-divided into two categories, nonexpendable and expendable. Nonexpendable restricted net position includes endowments and similar resources whose use is limited by donors or other outside sources and, as a condition of the gift, the principal is to be maintained in perpetuity. Expendable restricted net position is available for expenditure by the trust but must be spent for purposes as determined by donors and/or external entities that have placed time or purpose restrictions on the use of the resources.

The following table summarizes the trust's assets, liabilities, and net position at June 30, 2014, and June 30, 2013.

	<u>2014</u>	<u>2013</u>
Assets:		
Current assets	\$ 1,108	\$ 1,360
Noncurrent assets	43,049	37,771
Total Assets	44,157	39,131
Net Position:		
Restricted – nonexpendable	35,424	33,806
Restricted – expendable	8,733	5,325
Total Net Position	\$44,157	\$39,131

Comparison of FY 2014 to FY 2013

- Noncurrent assets increased due to market fluctuations, causing over \$5 million in investment income, almost \$4 million of which is unrealized gains.

The Statement of Revenues, Expenses, and Changes in Net Position

The statement of revenues, expenses, and changes in net position presents the results of operations for the fiscal year. Revenues and expenses are recognized when earned or incurred, regardless of when cash is received. The statement indicates whether the trust's financial condition has improved or deteriorated during the fiscal year. The statement presents the revenues received by the trust, both operating and nonoperating; the expenses paid by the trust, operating and nonoperating; and any other revenues, expenses, gains, or losses received or spent by the trust.

Generally speaking, operating expenses are those expenses paid to acquire or produce the goods and services to carry out the mission of the trust. Nonoperating revenues are revenues received for which goods and services are not provided directly to the payor. Although the trust is dependent upon gifts to fund educational and general operations, under GASB standards these funding sources are reported as nonoperating revenues, as is investment income. As a result, the trust has historically reported an excess of operating expenses over operating revenues, resulting in an operating loss. Therefore, the “increase in net position” is more indicative of overall financial results for the year.

A summary of the trust’s revenues, expenses, and changes in net position for the year ended June 30, 2014, and June 30, 2013, follows.

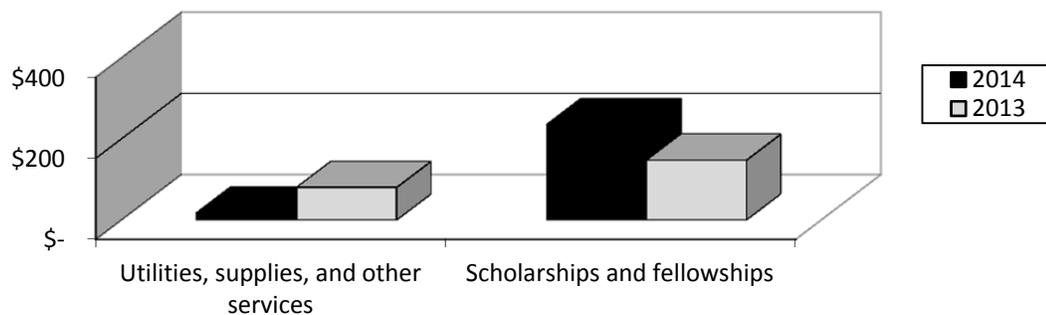
**Summary of Revenues, Expenses, and Changes in Net Position
(in thousands of dollars)**

	<u>2014</u>	<u>2013</u>
Operating expenses	\$ 252	\$ 227
Operating loss	(252)	(227)
Nonoperating revenues	5,277	4,235
Income before other revenues	5,025	4,008
Other revenues	1	1
Increase in net position	5,026	4,009
Net position at beginning of year	39,131	35,122
Net position at end of year	\$44,157	\$39,131

Operating Expenses

Operating expenses may be reported by nature or function. The trust has chosen to report the expenses in their natural classification on the statement of revenues, expenses, and changes in net position. The following summarizes the operating expenses by natural classifications for the last two fiscal years:

**Endowment Expenditures
(in thousands of dollars)**

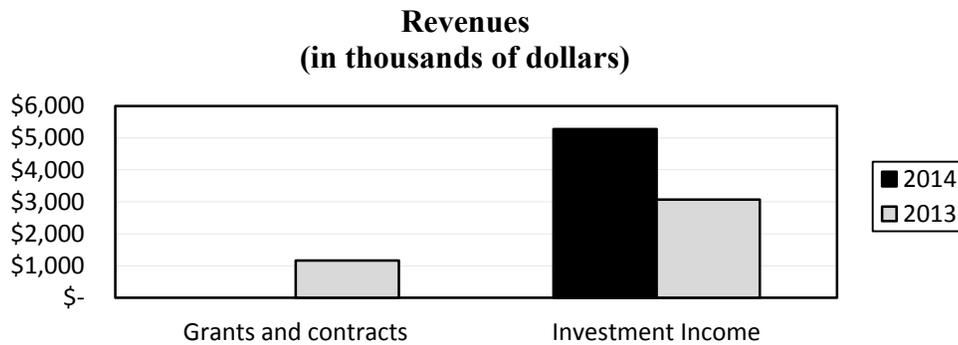


Comparison of FY 2014 to FY 2013

- Trust fund allocations were issued to areas for purposes of faculty development rather than scholarships in fiscal year 2013. These costs are allowed, but not regularly budgeted or scheduled.
- Scholarships and fellowships increased in fiscal year 2014 due to large investment market gains in prior years. Therefore, additional income was set aside for scholarships when needed.

Nonoperating Revenues and Expenses

Certain revenue sources that the trust relies on to provide funding for operations, including state noncapital appropriations, certain gifts and grants, and investment income, are defined by the GASB as nonoperating. Nonoperating expenses include capital financing costs and other costs related to capital assets. The trust had no nonoperating expenses in the last two fiscal years. The following summarizes the trust's nonoperating revenues and expenses for the last two fiscal years:

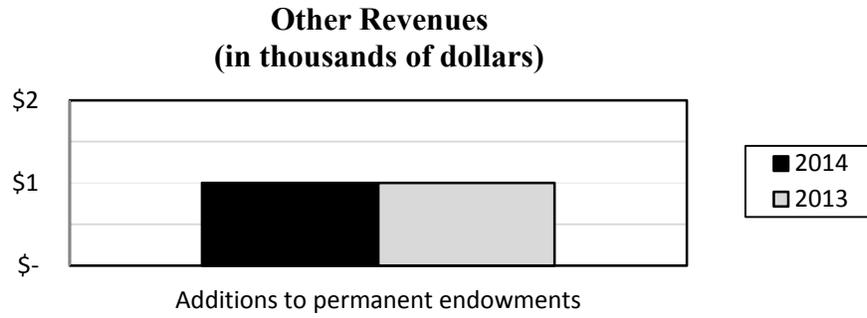


Comparison of FY 2014 to FY 2013

- Title III federal grant payments were not received in fiscal year 2014, causing the change in grants and contracts.
- Investment income increased due to market changes in fiscal year 2014, causing over \$3 million in unrealized gains.

Other Revenues

This category is composed of state appropriations for capital purposes; capital grants and gifts; and additions to permanent endowments. These amounts were as follows for the last two fiscal years:



Economic Factors That Will Affect the Future

The trust is not aware of any factors that will have a significant effect on the financial position or results of operations.

Requests for Information

This financial report is designed to provide a general overview of the endowment’s finances for all those with an interest in the endowment’s finances. Questions concerning any of the information provided in this report or requests for additional financial information should be directed to:

Ms. Cynthia B. Brooks
 Vice President for Business and Finance
 Tennessee State University
 3500 John Merritt Boulevard
 Nashville, TN 37209

Tennessee Board of Regents
ENDOWMENT FOR EDUCATIONAL EXCELLENCE
Tennessee State University Foundation
Statement of Net Position
June 30, 2014

Assets

Current assets:

Cash (Note 2)	\$ 1,107,915.62
Total current assets	1,107,915.62

Noncurrent assets:

Cash (Note 2)	1,800,761.63
Investments (Note 3)	41,248,382.53
Total noncurrent assets	43,049,144.16
Total assets	44,157,059.78

Net position

Restricted for	
Nonexpendable	35,424,423.53
Expendable	8,732,636.25
Total net position	\$44,157,059.78

The notes to the financial statements are an integral part of this statement.

Tennessee Board of Regents
ENDOWMENT FOR EDUCATIONAL EXCELLENCE
Tennessee State University Foundation
Statement of Revenues, Expenses, and Changes in Net Position
For the Year Ended June 30, 2014

Expenses	
Utilities, supplies, and other services	\$ 4,825.00
Scholarships and fellowships	247,372.54
Total operating expenses	252,197.54
Operating loss	(252,197.54)
Nonoperating revenues	
Investment income (net of investment expense of \$205,753.16)	5,277,019.47
Net nonoperating revenues	5,277,019.47
Income before other revenues, expenses, gains, or losses	5,024,821.93
Additions to permanent endowments	750.00
Total other revenues	750.00
Increase in net position	5,025,571.93
Net position - beginning of year	39,131,487.85
Net position - end of year	\$44,157,059.78

The notes to the financial statements are an integral part of this statement.

Tennessee Board of Regents
ENDOWMENT FOR EDUCATIONAL EXCELLENCE
Tennessee State University Foundation
Statement of Cash Flows
For the Year Ended June 30, 2014

Cash flows from operating activities	
Payments to suppliers and vendors	\$ (4,825.00)
Payments for scholarships and fellowships	(247,372.54)
Net cash used by operating activities	(252,197.54)
Cash flows from noncapital financing activities	
Private gifts for endowment purposes	750.00
Net cash provided by noncapital financing activities	750.00
Cash flows from investing activities	
Proceeds from sales and maturities of investments	7,400,390.39
Income on investments	1,012,909.62
Purchase of investments	(9,012,018.64)
Other investing receipts	434.17
Net cash used by investing activities	(598,284.46)
Net decrease in cash	(849,732.00)
Cash - beginning of year	3,758,409.25
Cash - end of year	\$2,908,677.25
Reconciliation of operating loss to net cash used by operating activities:	
Operating loss	\$ (252,197.54)
Net cash used by operating activities	\$ (252,197.54)
Noncash investing, capital, or financing transactions	
Unrealized gains on investments	\$3,853,472.30

The notes to the financial statements are an integral part of this statement.

Tennessee Board of Regents
ENDOWMENT FOR EDUCATIONAL EXCELLENCE
Tennessee State University Foundation
Notes to the Financial Statements
June 30, 2014

Note 1. Summary of Significant Accounting Policies

Reporting Entity

Pursuant to the consent decree entered into on January 5, 2001, in settlement of the *Geier v. Sundquist* lawsuit, the Tennessee State University Foundation Endowment for Educational Excellence trust was established. This trust was created by the Tennessee Board of Regents and is operated exclusively for the educational purposes of Tennessee State University. The Tennessee State University Foundation is the trustee of these funds and, in accordance with the trust agreement, delegates actual management of the endowment assets to professional investment managers.

The Tennessee State University Foundation is a legally separate, tax-exempt organization supporting Tennessee State University. The foundation acts primarily as a fund-raising organization to supplement the resources that are available to the university in support of its programs. The 22-member board of the foundation is self-perpetuating and consists of graduates and friends of the university. The size of the board shall be determined by the majority votes of its members; any vacancy in its membership shall be filled in the same way. The entire membership of the board of trustees shall not exceed 25 in number and shall have a minimum of 8. All trustees shall serve until the expiration of their respective terms and until their respective successors are selected and qualified. Although the university does not control the timing or amount of receipts from the foundation, the majority of resources or income thereon that the foundation holds and invests is restricted to the activities of the university by the donors. Because these restricted resources held by the foundation can only be used by, or for the benefit of, the university, the foundation is considered a component unit of the university and is discreetly presented in the university's financial statements.

These financial statements present only that portion of the Tennessee State University Foundation's activities that is attributable to the transactions of the Endowment for Educational Excellence.

Basis of Presentation

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America as prescribed by the Governmental Accounting Standards Board (GASB).

Basis of Accounting

The financial statements have been prepared using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned, and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Grants and similar items are recognized as revenue as soon as all of the provider's eligibility requirements have been met.

Notes to the Financial Statements (Continued)

The trust has classified its revenues and expenses as either operating or nonoperating according to the following criteria: Operating revenues and expenses are those that have the characteristics of exchange transactions. Operating expenses for the endowment include (1) utilities, supplies, and other services and (2) scholarships and fellowships.

All other activity is nonoperating in nature and includes (1) federal grant funds from the U.S. Department of Education, under the Title III Strengthening Historically Black Colleges and Universities Program; (2) investment income; and (3) gifts.

Net Position

The Endowment for Educational Excellence's net position is classified as follows:

Nonexpendable restricted net position – Nonexpendable restricted net position consists of endowment and similar type funds in which donors or other outside sources have stipulated, as a condition of the gift instrument, that the principal is to be maintained inviolate and in perpetuity, and invested for the purpose of producing present and future income, which may be expendable or added to principal.

Expendable restricted net position – Expendable restricted net position includes resources that the endowment is legally or contractually obligated to spend in accordance with restrictions imposed by external third parties. The trust agreement does provide for spending a portion of the income, as discussed in Note 4. Spending decisions are to be made by the budget committee established in the trust agreement through the preparation of an annual budget.

Note 2. Cash

At June 30, 2014, cash consists of \$1,352,253.67 in bank accounts and \$1,556,423.58 in money market accounts.

Note 3. Investments

The endowment is authorized to invest funds in accordance with its board of directors' policies. All investments permitted to be reported at fair value under GASB Statement 31, *Accounting and Financial Reporting for Certain Investments and External Investment Pools*, as amended, are reported at fair value, including those with a maturity date of one year or less at the time of purchase.

Notes to the Financial Statements (Continued)

As of June 30, 2014, the trust had the following investments and maturities:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Investment Maturities (in Years)</u>				<u>No Maturity Date</u>
		<u>Less than 1</u>	<u>1 to 5</u>	<u>6 to 10</u>	<u>More than 10</u>	
U.S. Treasury	\$ 2,925,130.92	\$ 50,707.16	\$ 56,108.16	\$ 2,818,315.60	\$ -	\$ -
U.S. agencies	942,557.51	59,018.88	883,538.63	-	-	-
Corporate stocks	18,297,675.89	-	-	-	-	18,297,675.89
Corporate bonds	6,611,085.88	1,200,047.42	4,580,306.77	830,731.69	-	-
Mutual equity funds	2,529,368.24	-	-	-	-	2,529,368.24
Foreign stock	2,526,315.81	-	-	-	-	2,526,315.81
Foreign mutual funds	3,446,321.92	-	-	-	-	3,446,321.92
Government mortgage-backed securities	949,583.70	-	14,495.50	42,772.76	892,315.44	-
Collateralized mortgage obligations	1,034,661.20	-	71,634.81	933,991.61	29,034.78	-
Real estate investment trusts	1,985,681.46	-	-	-	-	1,985,681.46
Total investments	\$41,248,382.53	\$1,309,773.46	\$5,606,083.87	\$4,625,811.66	\$921,350.22	\$28,785,363.32

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of a debt investment. The trust does not have a formal investment policy that limits investment maturities as a means of managing its exposure to fair-value losses arising from increasing interest rates.

Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The foundation is authorized to invest funds in accordance with the trust agreement. Under the trust agreement, the foundation is authorized to invest and reinvest the property of the trust in any kind of investment specifically including, but not limited to, domestic or foreign government obligations of any kind; domestic or foreign securities, bonds, mortgage participants and shares of investment trusts, investment companies, money market funds, and mutual funds (including market or index funds); options to purchase or sell domestic or foreign securities or domestic or foreign government obligations of any kind; and interest in partnerships, so long as such investments are made with the care of a fiduciary. Securities are rated using Standard and Poor's, Moody's, and/or Fitch's and are presented below using the Standard and Poor's rating scale. The endowment investment policy states that fixed income securities must be rated BBB or higher at the time of purchase, with an average portfolio rating of an A. Asset-backed securities, mortgage-backed securities, and collateralized mortgage obligations should have an AA rating or higher at the time of purchase. Unrated bonds may be purchased, but shall not exceed 20% of the portfolio.

Notes to the Financial Statements (Continued)

At June 30, 2014, the university's debt investments were rated as follows:

Investment Type	Fair Value	AAA	Credit Quality Rating		
			AA	A	BBB
U.S. agencies	\$ 942,557.51	\$ -	\$ 942,557.51	\$ -	\$ -
Corporate bonds	6,611,085.88	225,845.55	690,009.37	4,514,204.01	1,181,026.95
Government mortgage-backed securities	949,583.70	-	949,583.70	-	-
Collateralized mortgage obligations	1,034,661.20	628,250.77	377,375.65	29,034.78	-
Total	\$9,537,888.29	\$854,096.32	\$2,959,526.23	\$4,543,238.79	\$1,181,026.95

Alternative Investments

The trust has investments in Real Estate Investment Trusts (REITs). The estimated fair value of these assets is \$1,985,681.46 at June 30, 2014.

The trust believes that the carrying amount of its alternative investments is a reasonable estimate of fair value as of June 30, 2014. Because these investments are not readily marketable, the estimated value is subject to uncertainty and, therefore, may differ from the value that would have been used had a ready market for the investments existed, and such differences could be material. These investments are made in accordance with the trust's investment policy. These investments are designed to enhance diversification and provide reductions in overall portfolio volatility. These fair values are estimated using various valuation techniques.

The value of shares for Inland America is estimated to be the offering of \$6.94 per share (ignoring purchase price discounts for certain categories of purchasers). The estimated value may not reflect the actual market value for these shares on any given date.

The value of shares for Behringer Harvard is estimated to be the offering of \$4.20 per share (ignoring purchase price discounts for certain categories of purchasers). The estimated value may not reflect the actual market value for these shares on any given date.

Note 4. Endowments

Under the established spending plans, the budget committee may appropriate for distribution each year from Consent Decree Endowment funds, an amount up to 75% of the interest and dividend income. The budget committee may also appropriate an amount up to 50% of the interest and dividend income of Title III funds. The remaining funds are to be reinvested in the

Notes to the Financial Statements (Continued)

corpus of the fund. At June 30, 2014, net appreciation of \$1,107,915.62 is available to be spent, all of which is included in restricted net position expendable for other. Of this amount, \$415,547.75 is available from Consent Decree funds, and \$692,367.87 is available from Title III funds.