

UNIVERSITY SCHOOL OF NASHVILLE

Financial Statements

June 30, 2015 and 2014

(With Independent Auditors' Report Thereon)

LBMC

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UNIVERSITY SCHOOL OF NASHVILLE

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INDEPENDENT AUDITORS' REPORT

The Board of Trustees of
University School of Nashville:

We have audited the accompanying financial statements of University School of Nashville which are comprised of the statements of financial position as of June 30, 2015 and 2014, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits 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 auditors' 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 University School of Nashville as of June 30, 2015 and 2014, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.



Brentwood, Tennessee
November 5, 2015

UNIVERSITY SCHOOL OF NASHVILLE

Statement of Financial Position

June 30, 2015

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
<u>Assets</u>				
Cash and cash equivalents	\$ 3,417,304	\$ 2,297,448	\$ -	\$ 5,714,752
Investments	5,383,096	2,048,267	11,803,228	19,234,591
Tuition and pledges receivable, net	135,217	90,000	-	225,217
Prepaid expenses	39,729	-	-	39,729
Inventories	80,401	-	-	80,401
Property, buildings and equipment, net	26,363,904	-	-	26,363,904
Other assets	<u>480,297</u>	<u>-</u>	<u>-</u>	<u>480,297</u>
Total assets	<u>\$ 35,899,948</u>	<u>\$ 4,435,715</u>	<u>\$ 11,803,228</u>	<u>\$ 52,138,891</u>
<u>Liabilities and Net Assets</u>				
Accounts payable	\$ 303,162	\$ -	\$ -	\$ 303,162
Accrued salaries and related benefits	1,324,711	-	-	1,324,711
Other accrued liabilities	133,773	-	-	133,773
Enrollment deposits	119,240	-	-	119,240
Deferred tuition revenue	779,022	-	-	779,022
Capital leases payable	108,031	-	-	108,031
Long-term debt	6,845,842	-	-	6,845,842
Obligation under interest rate swap	<u>42,532</u>	<u>-</u>	<u>-</u>	<u>42,532</u>
Total liabilities	<u>9,656,313</u>	<u>-</u>	<u>-</u>	<u>9,656,313</u>
Net assets:				
Unrestricted:				
Undesignated	1,608,685	-	-	1,608,685
Designated - quasi endowment	1,928,916	-	-	1,928,916
Designated - capital resources	149,364	-	-	149,364
Designated - debt repayment	260,236	-	-	260,236
Designated - plant reserve	2,022,972	-	-	2,022,972
Designated - plant improvement	611,200	-	-	611,200
Designated - invested plant	19,408,058	-	-	19,408,058
Designated - employee benefits	150,000	-	-	150,000
Designated - USN association	104,204	-	-	104,204
Temporarily restricted - other	-	2,387,448	-	2,387,448
Temporarily restricted endowment	-	2,048,267	-	2,048,267
Permanently restricted	<u>-</u>	<u>-</u>	<u>11,803,228</u>	<u>11,803,228</u>
Total net assets	<u>26,243,635</u>	<u>4,435,715</u>	<u>11,803,228</u>	<u>42,482,578</u>
Total liabilities and net assets	<u>\$ 35,899,948</u>	<u>\$ 4,435,715</u>	<u>\$ 11,803,228</u>	<u>\$ 52,138,891</u>

See accompanying notes to the financial statements.

UNIVERSITY SCHOOL OF NASHVILLE

Statement of Financial Position

June 30, 2014

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
<u>Assets</u>				
Cash and cash equivalents	\$ 4,835,837	\$ 1,190,186	\$ -	\$ 6,026,023
Investments	5,551,678	2,438,422	9,937,303	17,927,403
Tuition and pledges receivable, net	171,828	183,021	-	354,849
Prepaid expenses	3,541	-	-	3,541
Inventories	77,698	-	-	77,698
Property, buildings and equipment, net	24,812,836	-	-	24,812,836
Other assets	<u>472,912</u>	<u>-</u>	<u>-</u>	<u>472,912</u>
Total assets	<u>\$ 35,926,330</u>	<u>\$ 3,811,629</u>	<u>\$ 9,937,303</u>	<u>\$ 49,675,262</u>
<u>Liabilities and Net Assets</u>				
Accounts payable	\$ 1,855,740	\$ 2,000	\$ -	\$ 1,857,740
Accrued salaries and related benefits	1,295,427	-	-	1,295,427
Other accrued liabilities	116,101	-	-	116,101
Enrollment deposits	122,870	-	-	122,870
Deferred tuition revenue	539,677	-	-	539,677
Capital leases payable	232,686	-	-	232,686
Long-term debt	5,792,476	-	-	5,792,476
Obligation under interest rate swap	<u>79,195</u>	<u>-</u>	<u>-</u>	<u>79,195</u>
Total liabilities	<u>10,034,172</u>	<u>2,000</u>	<u>-</u>	<u>10,036,172</u>
Net assets:				
Unrestricted:				
Undesignated	1,632,174	-	-	1,632,174
Designated - quasi endowment	1,841,426	-	-	1,841,426
Designated - capital resources	363,734	-	-	363,734
Designated - debt repayment	240,689	-	-	240,689
Designated - plant reserve	1,733,573	-	-	1,733,573
Designated - plant improvement	1,066,910	-	-	1,066,910
Designated - invested plant	18,754,763	-	-	18,754,763
Designated - employee benefits	150,000	-	-	150,000
Designated - USN association	108,889	-	-	108,889
Temporarily restricted - other	-	1,371,207	-	1,371,207
Temporarily restricted endowment	-	2,438,422	-	2,438,422
Permanently restricted	<u>-</u>	<u>-</u>	<u>9,937,303</u>	<u>9,937,303</u>
Total net assets	<u>25,892,158</u>	<u>3,809,629</u>	<u>9,937,303</u>	<u>39,639,090</u>
Total liabilities and net assets	<u>\$ 35,926,330</u>	<u>\$ 3,811,629</u>	<u>\$ 9,937,303</u>	<u>\$ 49,675,262</u>

See accompanying notes to the financial statements.

UNIVERSITY SCHOOL OF NASHVILLE

Statement of Activities

Year ended June 30, 2015

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Changes in net assets:				
Support and revenues:				
Tuition and fees, net of financial aid, scholarships, and tuition remission totaling \$2,627,274	\$ 18,720,677	\$ -	\$ -	\$ 18,720,677
Ancillary programs	1,843,546	-	-	1,843,546
Contributions	1,400,164	1,871,989	1,792,974	5,065,127
USN Association fundraising	403,503	81,174	70,952	555,629
Investment income (loss)	(23,209)	(17,384)	1,999	(38,594)
Other income	16,724	-	-	16,724
Net assets released from restrictions	<u>1,309,693</u>	<u>(1,309,693)</u>	<u>-</u>	<u>-</u>
Total support and revenues	<u>23,671,098</u>	<u>626,086</u>	<u>1,865,925</u>	<u>26,163,109</u>
Operating expenses:				
Program services:				
Instruction and student activities	12,461,667	-	-	12,461,667
Ancillary programs	1,734,461	-	-	1,734,461
Buildings, grounds and vehicle expense	3,059,420	-	-	3,059,420
Depreciation and amortization	1,851,051	-	-	1,851,051
Interest	<u>171,877</u>	<u>-</u>	<u>-</u>	<u>171,877</u>
Total program services	<u>19,278,476</u>	<u>-</u>	<u>-</u>	<u>19,278,476</u>
Supporting services:				
General administration	2,417,223	-	-	2,417,223
Development, alumni and communications	1,275,308	-	-	1,275,308
USN Association activities and fundraising expense	<u>385,277</u>	<u>-</u>	<u>-</u>	<u>385,277</u>
Total supporting services	<u>4,077,808</u>	<u>-</u>	<u>-</u>	<u>4,077,808</u>
Total expenses	<u>23,356,284</u>	<u>-</u>	<u>-</u>	<u>23,356,284</u>
Non-operating activity				
Gain on hedging activity, net	<u>36,663</u>	<u>-</u>	<u>-</u>	<u>36,663</u>
Change in net assets	351,477	626,086	1,865,925	2,843,488
Net assets at beginning of year	<u>25,892,158</u>	<u>3,809,629</u>	<u>9,937,303</u>	<u>39,639,090</u>
Net assets at end of year	<u>\$ 26,243,635</u>	<u>\$ 4,435,715</u>	<u>\$ 11,803,228</u>	<u>\$ 42,482,578</u>

See accompanying notes to the financial statements.

UNIVERSITY SCHOOL OF NASHVILLE

Statement of Activities

Year ended June 30, 2014

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Changes in net assets:				
Support and revenues:				
Tuition and fees, net of financial aid, scholarships, and tuition remission totaling \$2,430,875	\$ 18,131,005	\$ -	\$ -	\$ 18,131,005
Ancillary programs	1,646,140	-	-	1,646,140
Contributions	1,300,371	2,190,047	2,017,205	5,507,623
USN Association fundraising	345,369	69,080	114,965	529,414
Investment income	361,198	1,244,957	3,574	1,609,729
Other income (loss)	(22,348)	-	-	(22,348)
Net assets released from restrictions	<u>1,873,424</u>	<u>(1,873,424)</u>	<u>-</u>	<u>-</u>
Total support and revenues	<u>23,635,159</u>	<u>1,630,660</u>	<u>2,135,744</u>	<u>27,401,563</u>
Operating expenses:				
Program services:				
Instruction and student activities	11,868,870	-	-	11,868,870
Ancillary programs	1,598,435	-	-	1,598,435
Buildings, grounds and vehicle expense	2,828,763	-	-	2,828,763
Depreciation and amortization	1,717,534	-	-	1,717,534
Interest	<u>88,849</u>	<u>-</u>	<u>-</u>	<u>88,849</u>
Total program services	<u>18,102,451</u>	<u>-</u>	<u>-</u>	<u>18,102,451</u>
Supporting services:				
General administration	2,321,293	-	-	2,321,293
Development, alumni and communications	1,001,746	-	-	1,001,746
USN Association activities and fundraising expense	<u>341,458</u>	<u>-</u>	<u>-</u>	<u>341,458</u>
Total supporting services	<u>3,664,497</u>	<u>-</u>	<u>-</u>	<u>3,664,497</u>
Total expenses	<u>21,766,948</u>	<u>-</u>	<u>-</u>	<u>21,766,948</u>
Non-operating activity				
Gain on hedging activity, net	<u>43,751</u>	<u>-</u>	<u>-</u>	<u>43,751</u>
Change in net assets	1,911,962	1,630,660	2,135,744	5,678,366
Net assets at beginning of year	<u>23,980,196</u>	<u>2,178,969</u>	<u>7,801,559</u>	<u>33,960,724</u>
Net assets at end of year	<u>\$ 25,892,158</u>	<u>\$ 3,809,629</u>	<u>\$ 9,937,303</u>	<u>\$ 39,639,090</u>

See accompanying notes to the financial statements.

UNIVERSITY SCHOOL OF NASHVILLE

Statements of Cash Flows

Years ended June 30, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Cash flows from operating activities:		
Change in net assets	\$ <u>2,843,488</u>	\$ <u>5,678,366</u>
Adjustments to reconcile increase in net assets to cash flows provided by operating activities:		
Depreciation and amortization	1,851,051	1,717,534
Bad debt expense	53,000	50,500
Loss on disposal of equipment	29,904	67,499
Net (gain) loss on investments	390,219	(1,332,277)
Gain on hedging activity	(36,663)	(43,751)
Contributions permanently restricted for investment in endowment	(1,865,925)	(2,135,744)
Contributions restricted for building campaign	(539,351)	(1,093,742)
(Increase) decrease in operating assets:		
Tuition and pledges receivable	76,632	56,543
Prepaid expenses	(36,188)	8,589
Inventories	(2,703)	45,302
Other assets	(13,111)	(67,567)
Increase (decrease) in operating liabilities:		
Accounts payable	(1,554,578)	1,506,088
Accrued salaries and related benefits	29,284	101,276
Other accrued liabilities	17,672	(19,327)
Enrollment deposits	(3,630)	10,030
Deferred tuition revenue	<u>239,345</u>	<u>80,065</u>
Total adjustments	<u>(1,365,042)</u>	<u>(1,048,982)</u>
Net cash provided by operating activities	<u>1,478,446</u>	<u>4,629,384</u>
Cash flows from investing activities:		
Purchases of buildings and equipment	(3,426,297)	(6,158,132)
Proceeds from sale of investments	1,184,664	1,428,640
Purchases of investments	<u>(2,882,071)</u>	<u>(4,052,522)</u>
Net cash used by investing activities	<u>(5,123,704)</u>	<u>(8,782,014)</u>
Cash flows from financing activities:		
Contributions permanently restricted for investment in endowment	1,865,925	2,135,744
Contributions restricted for building campaign	539,351	1,093,742
Payments on capital lease obligations	(124,655)	(133,482)
Proceeds from long-term debt	1,393,366	4,297,476
Payments of long-term debt	<u>(340,000)</u>	<u>(470,000)</u>
Net cash provided by financing activities	<u>3,333,987</u>	<u>6,923,480</u>
Increase (decrease) in cash and cash equivalents	(311,271)	2,770,850
Cash and cash equivalents at beginning of year	<u>6,026,023</u>	<u>3,255,173</u>
Cash and cash equivalents at end of year	<u>\$ 5,714,752</u>	<u>\$ 6,026,023</u>

See accompanying notes to the financial statements.

UNIVERSITY SCHOOL OF NASHVILLE

Notes to the Financial Statements

June 30, 2015 and 2014

(1) Nature of activities

University School of Nashville (the "School"), a Tennessee not-for-profit corporation, is a private coeducational school for kindergarten through twelfth grade.

(2) Summary of significant accounting policies

The financial statements of the School are presented on the accrual basis. The significant accounting policies followed are described below.

(a) Basis of presentation

In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 958, *Not-For-Profit Entities*, the School reports information regarding its financial position and activities according to three classes of net assets: unrestricted, temporarily restricted, and permanently restricted, as follows:

Unrestricted:

Undesignated - includes unrestricted resources and represents expendable funds available for support of School operations.

Board Designations - includes resources designated by the Board of Directors for the following purposes (although such designations may be terminated at the discretion of the Board and do not represent donor restrictions):

Quasi-Endowment - unrestricted net assets designated for future purposes. This portion of unrestricted net assets may be expended as authorized by the Board of Trustees Investment and Spending Policy or by Board action.

Campaign resources - unrestricted net assets designated for future capital and endowment campaign expenses.

Debt repayment - unrestricted net assets in the form of capital campaign receivables and collections to be used to repay outstanding debt.

Plant reserve, plant improvement, and technology replacement - unrestricted net assets designated for future facility, technology improvements, and maintenance.

Invested plant - resources expended for plant, including land and equipment, less related debt.

Employee benefits - unrestricted net assets designated for future employee benefit expenses.

USN Association - unrestricted net assets resulting from USN Association activities.

UNIVERSITY SCHOOL OF NASHVILLE

Notes to the Financial Statements

June 30, 2015 and 2014

Temporarily restricted:

These contributions are restricted by the donor for a specific purpose. These restrictions include but are not limited to the Centennial Campaign, the Horizon program, the library fund and pledges restricted for the renovation of the cafeteria.

Temporarily restricted endowment - net market gains resulting from the investment of permanently restricted net assets. This portion of temporary restricted net assets may be expended as authorized by the Board of Trustees Investment and Spending Policy for the purpose stipulated by the donor.

Permanently restricted:

Endowment Fund - includes net assets subject to donor-imposed stipulations which state they must be maintained permanently by the School. Generally, the donors of these assets permit the School to use all or part of the income earned on related investments for general or specific purposes as noted in the donor agreements.

(b) Cash equivalents

The School considers all highly liquid investments with original maturities of less than three months to be cash equivalents.

(c) Investments and investment income

Investments are reported at fair value as discussed in Note 4. Investment income shown in the statements of activities includes interest, dividends, and realized and unrealized gains and losses, net of investment expenses. Investment income is reported in the period earned as an increase in unrestricted net assets unless the use of the assets received is limited by donor-imposed restrictions. Investment income restricted by the donor is reported as an increase in unrestricted net assets if the restrictions are met or expire in the year in which the income is recognized. Substantially all other donor-restricted investment income is reported as an increase in temporarily restricted net assets depending on the nature of the restrictions.

(d) Tuition receivable and credit policies

The School reports tuition receivables, net of an allowance for doubtful accounts, at the amount which represents management's estimate of the net realizable collection amount. The School reviews the adequacy of its allowance for uncollectible accounts on an ongoing basis, using historical payment trends, as well as review of specific accounts, and makes adjustments in the allowance as necessary. Late fees and interest are recorded when earned. Delinquent accounts receivable are charged off to the allowance when, in management's opinion, all collection efforts have been exhausted. Provision for uncollectible accounts is classified as a general administration expense and amounted to \$53,000 and \$50,500 in 2015 and 2014, respectively.

UNIVERSITY SCHOOL OF NASHVILLE

Notes to the Financial Statements

June 30, 2015 and 2014

(e) Pledges receivable and intentions to give

Unconditional promises to give which are expected to be collected within one year are recorded at their pledged amount which approximates net realizable value. Unconditional promises to give which are expected to be collected in future years are recorded at the present value of estimated future cash flows. The discounts on those amounts are computed using a risk-adjusted discount rate. Amortization of the discount is included in contribution revenue. Conditional promises to give are not included as support until such time as the conditions are substantially met. Net pledge receivables amounted to \$90,000 and \$197,810 at June 30, 2015 and 2014, respectively.

The School also receives pledges that are considered intentions to give which do not meet the criteria of unconditional promises to give. Such intentions to give are recorded only when the related gifts are actually received. The School had outstanding intentions to give future gifts of approximately \$3,963,705 and \$4,625,429 at June 30, 2015 and 2014, respectively.

(f) Inventories

Bookstore and other inventories are reported at the lower of cost (first-in, first-out method) or market.

(g) Property, buildings and equipment

Property, buildings and equipment are reported at cost. Depreciation is provided under the straight-line method based on estimated service lives of 3 to 10 years for equipment and 10 to 30 years for buildings and improvements. Expenditures for maintenance and repairs are expensed when incurred. Expenditures for renewals or betterments are capitalized. When property is retired or sold, the cost and the related accumulated depreciation are removed from the accounts, and the resulting gain or loss is included in other unrestricted revenues. Depreciation expense and costs of maintenance and repairs are classified under program services, since the amounts applicable to supporting services are considered insignificant.

(h) Loan costs

Loan costs are amortized on a straight-line basis over the scheduled repayment period of the related debt and are included in other assets in the statements of financial position. Unamortized loan costs amounted to \$40,559 and \$46,285 at June 30, 2015 and 2014, respectively. Amortization expense amounted to \$5,726 in 2015 and 2014 and is scheduled to be approximately \$5,700 in each of the next 7 years or until the the loan costs are fully amortized.

UNIVERSITY SCHOOL OF NASHVILLE

Notes to the Financial Statements

June 30, 2015 and 2014

(i) Deferred tuition revenue

Deferred tuition revenue represents advance tuition payments for the upcoming or future academic years. Such amounts are recognized as revenues as earned ratably over the related academic fiscal year.

(j) Enrollment deposits

New incoming students are required to make an enrollment deposit which is applied to the student's last bill of the first year of enrollment. These amounts are held as deposits until the final month of the next fiscal year, at which point they are recognized as revenue. Deposits received for tuition for future school years are recorded as deferred revenue until earned.

(k) Realization of long-lived assets

Management evaluates the recoverability of the investment in long-lived assets on an ongoing basis and recognizes any impairment in the year of determination. It is reasonably possible that relevant conditions could change in the near term and necessitate a change in management's estimate of the recoverability of these assets.

(l) Accounting for derivatives

The School utilizes a derivative financial instrument to manage its interest rate exposure by reducing the impact of fluctuating interest rates on its debt service requirements. Derivatives are recognized as either assets or liabilities in the statements of financial position at fair value. Changes in the fair value of derivatives are recognized currently in the statement of activities as a non-operating gain or loss on hedging activities.

(m) Tuition and ancillary program revenue recognition

Student tuition and educational fees are recorded as revenues during the year the related academic services are rendered, which generally runs from August to June.

Ancillary program revenues represents revenue from after school programs, bookstore sales, camps and other related activities and are recognized as revenue when the materials are sold or as the services are rendered.

(n) Financial aid, scholarships and tuition remission

Tuition and fees reflect the School's normal tuition charges and additional fees for all students and are presented net of financial aid, scholarships and tuition remission. Scholarships, given on the basis of financial need and/or academic performance, are netted against tuition and fees. Employees with continuous service prior to the 1994 - 1995 school year receive a tuition remission benefit for dependents.

UNIVERSITY SCHOOL OF NASHVILLE

Notes to the Financial Statements

June 30, 2015 and 2014

(o) Contributions and support

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and nature of any donor restrictions.

Contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received which are restricted by the donor for future periods or for specific purposes are reported as temporarily restricted or permanently restricted support, thereby increasing those net asset classes. When a restriction is fulfilled (that is, when a stipulated time restriction ends or purpose restriction is accomplished), restricted net assets are reclassified to unrestricted and reported in the statement of activities as net assets released from restrictions. However, if a restriction is fulfilled in the same time period in which the contribution is received, the support is reported as unrestricted.

The School reports any gifts of equipment or materials as unrestricted support unless explicit donor restrictions specify how the assets must be used. Gifts of long-lived assets with explicit restrictions as to how the assets are to be used or funds restricted for the acquisition of long-lived assets are reported as restricted support. Expirations of donor restrictions are recognized when the donated or acquired long-lived assets are placed in service.

(p) Income taxes

The School is exempt from federal income taxes under the provisions of Internal Revenue Code Section 501(c)(3). Accordingly, no provision for income taxes is included in the financial statements.

A tax position is recognized as a benefit only if it is "more likely than not" the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the amount of tax benefit greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

As of June 30, 2015 and 2014, the School has accrued no interest and no penalties related to uncertain tax positions. It is the School's policy to recognize interest and/or penalties related to income tax matters in income tax expense. The School files a U.S. Federal information tax return. The School is currently open to audit under the statute of limitations by the Internal Revenue Service for the fiscal years ended after June 30, 2011.

(q) Advertising and promotion costs

Advertising and promotion costs are expensed as incurred.

UNIVERSITY SCHOOL OF NASHVILLE

Notes to the Financial Statements

June 30, 2015 and 2014

(r) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(s) Events occurring after reporting date

The School has evaluated events and transactions that occurred between June 30, 2015 and November 5, 2015 which is the date the financial statements were available to be issued, for possible recognition or disclosure in the financial statements. No such events or transactions were noted requiring recognition or disclosure in the financial statements.

(3) Credit risk and other concentrations

The School generally maintains cash and cash equivalents on deposit at banks in excess of federally insured amounts. The School has not experienced any losses in such accounts and management believes the School is not exposed to any significant credit risk related to cash and cash equivalents.

The School also utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible for changes in the values of investment securities occurring in the near term and such changes could materially affect the amounts reported in the balance sheets.

(4) Fair value measurements, investments and investment income

FASB ASC 820, *Fair Value Measurement*, provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the School has the ability to access.

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Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

The following is a description of the valuation methodologies used for asset and liability measurement at fair value. There have been no changes in the methodologies used at June 30, 2015 and 2014.

- (i) *Common trust funds:* Common trust funds are invested in separate trust funds which hold investments in a variety of investment instruments, including domestic governmental and corporate debt and equity securities, mutual funds, limited partnerships and foreign equity securities. The funds are valued at the net asset value of shares held at the end of the year. The net asset value is determined by the funds' manager, Diversified Trust Company, Inc., at the end of each month. Units are issued and redeemed only at the month-end net asset value.
- (ii) *Mutual funds:* Valued at the net asset value of shares held by the School at year end based on a quoted price in an active market.
- (iii) *Hedge fund:* The School invests in a fund that uses derivative financial instruments to hedge against adverse changes in interest rates and foreign exchange rates. The underlying investments of the derivative fund are valued by the trustee/custodian based on the last prior sales price on the principal board of trade or other contracts market or by quotations from the contra party bank.
- (iv) *Private equity investment fund:* Valued at fair value based on the beginning of year value of the School's interest plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses.
- (v) *Life insurance policies:* Valued at the cash value of the underlying insurance policies.

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(vi) *Pledges receivable*: Valued at fair value by the School by discounting the related expected cash flows based on the risk-free rate at the time the pledges were received.

(vii) *Interest rate swap*: The fair value of the interest rate swap is determined using the market standard methodology of netting the discounted future fixed cash payments (or receipts) and the discounted expected variable cash receipts (or payments). The variable cash receipts (or payments) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves.

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

The following tables set forth, by level within the fair value hierarchy, the School's financial instruments at fair value as of June 30, 2015 and 2014:

Fair Value Measurements as of June 30, 2015 using the following inputs				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments:				
Cash and cash equivalents	\$ 2,424,907	\$ -	\$ -	\$ 2,424,907
Mutual funds	7,949,151	-	-	7,949,151
Common trust funds	-	8,628,603	-	8,628,603
Private equity funds	-	-	136,000	136,000
Hedge fund residual	-	-	13,861	13,861
Cash value of life insurance	-	82,069	-	82,069
	10,374,058	8,710,672	149,861	19,234,591
Mutual funds held for deferred compensation plans (Note 9)	439,738	-	-	439,738
Total investments	10,813,796	8,710,672	149,861	19,674,329
Pledges receivable	-	-	90,000	90,000
Total financial assets	\$ 10,813,796	\$ 8,710,672	\$ 239,861	\$ 19,764,329
Obligation under interest rate swap	\$ -	\$ (42,532)	\$ -	\$ (42,532)

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Fair Value Measurements as of
June 30, 2014 using the following inputs

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments:				
Cash and cash equivalents	\$ 2,592,352	\$ -	\$ -	\$ 2,592,352
Mutual funds	5,624,470	-	-	5,624,470
Common trust funds	-	9,463,657	-	9,463,657
Private equity funds	-	-	153,000	153,000
Hedge fund residual	-	-	13,853	13,853
Cash value of life insurance	<u>-</u>	<u>80,071</u>	<u>-</u>	<u>80,071</u>
	8,216,822	9,543,728	166,853	17,927,403
Mutual funds held for deferred compensation plans (Note 9)	<u>426,627</u>	<u>-</u>	<u>-</u>	<u>426,627</u>
Total investments	8,643,449	9,543,728	166,853	18,354,030
Pledges receivable	<u>-</u>	<u>-</u>	<u>197,810</u>	<u>197,810</u>
Total financial assets	\$ <u>8,643,449</u>	\$ <u>9,543,728</u>	\$ <u>364,663</u>	\$ <u>18,551,840</u>
Obligation under interest rate swap	\$ <u>-</u>	\$ <u>(79,195)</u>	\$ <u>-</u>	\$ <u>(79,195)</u>

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June 30, 2015 and 2014

The following table provides a summary of changes in fair value of the Plan's Level 3 assets for the years ended June 30, 2015 and 2014:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)			
	Hedge Fund <u>Residual</u>	Private Equity <u>Investment</u>	Pledges <u>Receivable</u>	<u>Total</u>
Balance at June 30, 2013	\$ 13,853	\$ 185,300	\$ 334,776	\$ 533,929
Unrealized gains relating to instruments still held at the reporting date	-	-	-	-
Distributions	-	(32,300)	-	(32,300)
Income	-	-	-	-
Pledge payments received	-	-	(141,058)	(141,058)
Change in discount	<u>-</u>	<u>-</u>	<u>4,092</u>	<u>4,092</u>
Balance at June 30, 2014	13,853	153,000	197,810	364,663
Unrealized gains relating to instruments still held at the reporting date	-	28,000	-	28,000
Distributions	-	(45,000)	-	(45,000)
Income	8	-	-	8
Pledge payments received	-	-	(110,038)	(110,038)
Change in discount	<u>-</u>	<u>-</u>	<u>2,228</u>	<u>2,228</u>
Balance at June 30, 2015	\$ <u>13,861</u>	\$ <u>136,000</u>	\$ <u>90,000</u>	\$ <u>239,861</u>

The following schedule summarizes the investment income (loss) included in the statements of activities and changes in net assets for 2015 and 2014:

	<u>2015</u>	<u>2014</u>
Interest and dividend income	\$ 450,210	\$ 359,880
Net gain (loss) on investments	(390,219)	1,332,277
Fees paid	<u>(98,585)</u>	<u>(82,428)</u>
	\$ <u>(38,594)</u>	\$ <u>1,609,729</u>

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The majority of the investment holdings can be liquidated within 30 days or less. At June 30, 2015 and 2014, restrictions for 0.9% and 1.1% of the total investment holdings, respectively, represent the outstanding fair market value associated with capital committed to a private equity fund that cannot be liquidated at the School's discretion. The School invests in a private equity fund which requires periodic capital contributions based on the original capital commitment. At June 30, 2015, the School has a remaining capital obligation of \$17,500 related to this commitment. Currently the fund manager expects no additional capital calls will be made, but the School's obligation will remain until termination of the fund, expected to be December 31, 2017 unless otherwise extended or terminated as contemplated in the Partnership Agreement.

(5) Tuition and pledges receivable

A summary of tuition and pledges receivable at June 30, 2015 and 2014 is as follows:

	<u>2015</u>	<u>2014</u>
Tuition and other	\$ 271,826	\$ 273,895
Pledges receivable	90,000	200,038
Other receivables	<u>31,473</u>	<u>47,778</u>
	393,299	521,711
Less:		
Allowance for uncollectible accounts	(168,082)	(164,634)
Discount on pledge receivables	<u>-</u>	<u>(2,228)</u>
Net tuition and pledges receivable	\$ <u>225,217</u>	\$ <u>354,849</u>

The discount rate used to determine the present value of pledge contributions made for 2014 was 3.51%.

Gross pledge contributions scheduled to be received as of June 30, 2015 and 2014 are as follows:

	<u>2015</u>	<u>2014</u>
Receivable in less than one year	\$ 90,000	\$ 181,038
Receivable in one to five years	<u>-</u>	<u>19,000</u>
	\$ <u>90,000</u>	\$ <u>200,038</u>

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Notes to the Financial Statements

June 30, 2015 and 2014

(6) Properties, buildings and equipment

Properties, buildings and equipment at June 30, 2015 and 2014, consisted of the following:

	<u>2015</u>	<u>2014</u>
Land	\$ 2,814,767	\$ 2,814,767
Buildings and improvements	37,830,030	29,166,291
Equipment	5,118,497	4,571,327
Construction in progress	<u>-</u>	<u>5,960,196</u>
	45,763,294	42,512,581
Accumulated depreciation	<u>(19,399,390)</u>	<u>(17,699,745)</u>
Properties, buildings and equipment, net	<u>\$ 26,363,904</u>	<u>\$ 24,812,836</u>

(7) Long term debt

On August 19, 2002, the Industrial Development Board of the Metropolitan Government of Nashville and Davidson County (the "IDB") issued \$8,000,000 of twenty-year Educational Facilities Revenue Refunding and Improvement Bonds (the "Bonds"). Net proceeds of the bond issue were loaned to the School to refinance outstanding debt and to finance the acquisition, construction and equipping of improvements to the campus. The note is secured by an irrevocable direct-pay letter of credit which expires in August 2017. Payments of interest only are due monthly, with scheduled principal payments beginning in 2021 through August 2022. The Bonds may be prepaid without penalty. The School repaid \$340,000 and \$470,000 of the bonds during 2015 and 2014, respectively.

A summary of future maturities of the Bonds as of June 30, 2015 is as follows:

<u>Year</u>	<u>Amount</u>
2021	\$ 220,000
2022	<u>935,000</u>
	<u>\$ 1,155,000</u>

The refunding bonds are also subject to the provisions of a remarketing agreement. Should the School be unable to renew the letter of credit, comply with the terms of the remarketing agreement, or comply with other provisions of the bond indenture, the principal payments under the refunding bonds could be accelerated or penalties could be assessed to the School.

The School has entered into an interest rate swap agreement with a bank for the purpose of hedging its interest rate risk on its outstanding bond issue and fixing the interest rate at 3.51%. The fair value of the School's swap obligation amounted to \$42,532 and \$79,195 at June 30, 2015 and 2014, respectively. The swap agreement terminates in August 2017, has an original notional amount of \$3,950,000 and a current notional amount of \$1,153,000 at June 30, 2015.

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During January 2014, the School entered into an \$8,000,000 unsecured line of credit and construction loan agreement with a bank, which is comprised of a \$4,000,000 promissory note bearing interest at the annual LIBOR, plus 1.25% with a maximum rate of 10% per year (1.44% at June 30, 2015) and a \$4,000,000 promissory note bearing interest at a fixed rate of 3.95% per annum (together, the "Construction Notes Payable"). The School may draw on the line of credit under the Construction Notes Payable through December 31, 2015, after which the principal balance of the Construction Notes Payable will be payable in monthly installments, based on a ten-year amortization schedule, with the remaining balance due on December 31, 2023. Interest on the Construction Notes Payable is payable monthly. The agreement requires the School to meet certain financial and non-financial covenants. As of June 30, 2015 and 2014, the School was in compliance with such covenants. The Construction Notes Payable are unsecured but are subject to a negative pledge agreement on certain real estate of the School. The balance of the Construction Notes Payable was \$5,690,842 and \$4,297,476 at June 30, 2015 and 2014, respectively.

(8) Capital lease obligations

The School has entered into capital lease agreements to finance the acquisition of certain computer equipment. The School's obligation under these capital leases is as follows:

	<u>2015</u>	<u>2014</u>
Minimum lease payments payable	\$ 114,073	\$ 252,342
Less: portion representing interest	<u>(6,042)</u>	<u>(19,656)</u>
Capital lease obligations	108,031	232,686
Less: current portion	<u>108,031</u>	<u>124,664</u>
Long-term portion	\$ <u>-</u>	\$ <u>108,022</u>

Future minimum annual lease payments payable under the capital leases as of June 30, 2015 total \$114,073 to be paid during the subsequent fiscal year.

Property and equipment utilized under capital leases at June 30, 2015 and 2014 and amortization expense for the years then ended is as follows:

	<u>2015</u>	<u>2014</u>
Machinery and equipment	\$ 390,375	\$ 390,375
Less: accumulated amortization	<u>(266,802)</u>	<u>(136,677)</u>
	\$ <u>123,573</u>	\$ <u>253,698</u>
Amortization expense	\$ <u>130,125</u>	\$ <u>130,125</u>

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(9) Retirement and deferred compensation plans

The School sponsors a defined contribution retirement plan covering all full-time employees. The School makes matching contributions to the plan based on the employees' participation election, up to 5% of each participant's salary. Total expense recognized by the School under the plan amounted to \$601,322 and \$551,009 for the years ended June 30, 2015 and 2014, respectively.

Effective June 30, 2004, the School entered into a deferred compensation arrangement with its Director. The arrangement consists of an eligible plan under Section 457(b) of the Code, and an ineligible plan under Section 457(f) of the Code. Eligible plan contributions vest when made; ineligible plan contributions and related earnings vest only if the director's employment term continues through age 62. The School has also entered into a similar arrangement with another key employee. This plan qualifies as an eligible plan under Section 457(b) of the Code. Contributions to this plan vest when funded, provided the employee remains a full-time employee of the School.

The assets in these deferred compensation plans are held by the School, subject to the claims of its general creditors. As of June 30, 2015 and 2014, assets of \$439,738 and \$426,627, respectively, are included in other assets on the statements of financial position and are reported based on the current fair value of the underlying investments. Related and offsetting liabilities are included in accrued salaries and related benefits with the corresponding expense recognized in general administration.

The School contributed \$36,000 and \$35,000, respectively, to the deferred compensation plan for the years ended June 30, 2015 and 2014.

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(10) USN Association

The USN Association is a service organization whose accounts and operations are included in the financial statements of the School. The Association's sole mission is to enhance the educational experience of the School's students by supporting the School with needed resources. A summary of the activity of the USN Association follows for the years ended June 30, 2015 and 2014:

	<u>2015</u>	<u>2014</u>
USN Association revenue	\$ <u>555,629</u>	\$ <u>529,414</u>
USN Association expenses:		
Fundraising expenses	362,000	316,704
Association activities	<u>23,277</u>	<u>24,754</u>
Total USN Association expenses	<u>385,277</u>	<u>341,458</u>
Transfers to the school:		
USNA payment on USNA office furniture	(7,912)	-
USNA payment on floor covering	(6,000)	-
USNA payment on concessions trailer	(9,000)	(1,000)
Proceeds from used book sale	(21,058)	(13,313)
Proceeds from Artclectic - to endowment	(35,362)	(78,119)
LS photo	-	(8,241)
Music night transfer	(26,420)	(10,451)
Bonus bucks	(13,714)	(14,866)
MS Photo	-	(4,657)
Tiger Club	(9,308)	(5,579)
TAP - Tiger Arts Patrons	(10,673)	(11,972)
Proceeds from evening classes - to endowment	<u>(35,590)</u>	<u>(36,846)</u>
Total transfers to the school	(175,037)	(185,044)
Change in USN Association assets	(4,685)	2,912
Designated USN Association - beginning of year	<u>108,889</u>	<u>105,977</u>
Designated USN Association - end of year	\$ <u>104,204</u>	\$ <u>108,889</u>

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(11) Temporarily restricted net assets

Temporarily restricted net assets were released from donor restrictions as follows for the years ended June 30:

	<u>2015</u>	<u>2014</u>
Purpose restriction accomplished:		
Property, plant and equipment purchases	\$ 651,115	\$ 1,230,955
Library	706	3,123
Horizons Project	92,301	62,787
Other	16,283	45,792
Scholarship award	23,873	46,065
Faculty professional development award	24,769	15,923
Financial aid	13,544	12,401
Endowment spending rate (portion from temporarily restricted)	372,771	334,405
Summer opportunities	94,394	105,362
Program Initiatives	19,547	16,200
Archives Project	<u>390</u>	<u>411</u>
	<u>\$ 1,309,693</u>	<u>\$ 1,873,424</u>

(12) Endowment funds

Permanently restricted net assets includes the School's endowment funds established for the purpose of financial aid and scholarships. As required by generally accepted accounting principles, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

As prescribed by the Tennessee Uniform Prudent Management of Institutional Funds Act ("TUPMIFA"), the School intends to preserve 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. As a result of this interpretation, the School 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 School in a manner consistent with the standard of prudence prescribed by TUPMIFA. In accordance with TUPMIFA, the School considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

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- (a) The duration and preservation of the fund
- (b) The purposes of the School and the donor-restricted endowment fund
- (c) General economic conditions
- (d) The possible effect of inflation and deflation
- (e) The expected total return from income and the appreciation of investments
- (f) Other resources of the School
- (g) The investment policies of the School

From time to time, the fair value of assets associated with individual donor restricted endowment funds may fall below the level the donor requires the School to retain as a fund of perpetual duration. These deficiencies generally result from unfavorable market fluctuations that occur shortly after the investment of new permanently restricted contributions and continued appropriation for certain programs that were deemed prudent by the Board of Directors. There were no such deficiencies as of June 30, 2015 or 2014.

Spending policy

The School has a policy of appropriating for distribution each year 3.5% of the most recent September 30 balance of the endowment as of the time of the annual budget approval, except as otherwise stipulated by donors for specific restricted funds. This amount should not exceed 5% nor be less than 2% of the trailing three-year average of the fiscal year end market value for the three fiscal years immediately preceding the respective budget approval.

The Malone Foundation scholarship fund stipulates an annual spending of 5% of the fair market value of the fund.

Investment return objective, risk parameters and strategies

The School's primary objectives for the investment of its endowments are to:

- Preserve the real purchasing power of the principal, and
- Provide a reasonably stable source of perpetual financial support.

To arrive at a specific asset allocation, the Board endorses the following principles:

- Diversification is critical at both the asset and security level;
- As a perpetual fund, cash reserves should be minimal;
- The timing of initial investments will be made over an appropriate period as determined by the finance committee;
- Liquidity is important to consider for investment in securities; and
- An allocation to real estate, private equity, and other non-marketable investments may be appropriate given the possibility of both added diversification and enhanced return.

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Endowments should have as their objective an asset allocation sufficient to meet the spending policy herein. This allocation should include:

- Total publicly traded equity exposure not to exceed 65%.
- Up to 40% investment in fixed income securities with a portion in cash equivalents as determined appropriate by the investment subcommittee and/or finance committee.
- Up to 35% investment in real estate, private equity and hedge funds.

A summary of endowment asset composition by type of fund as of June 30, 2015 is as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Board-designated	\$ 1,928,916	\$ 2,048,267	\$ -	\$ 3,977,183
Donor-restricted	<u>-</u>	<u>-</u>	<u>11,803,228</u>	<u>11,803,228</u>
Total	<u>\$ 1,928,916</u>	<u>\$ 2,048,267</u>	<u>\$ 11,803,228</u>	<u>\$ 15,780,411</u>

A summary of endowment asset composition by type of fund as of June 30, 2014 is as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Board-designated	\$ 1,841,426	\$ 2,438,422	\$ -	\$ 4,279,848
Donor-restricted	<u>-</u>	<u>-</u>	<u>9,937,303</u>	<u>9,937,303</u>
Total	<u>\$ 1,841,426</u>	<u>\$ 2,438,422</u>	<u>\$ 9,937,303</u>	<u>\$ 14,217,151</u>

Changes in endowment net assets for the fiscal years ended June 30, 2015 and 2014 are as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, June 30, 2013	\$ 1,558,220	\$ 1,527,869	\$ 7,801,559	\$ 10,887,648
Contributions	283,206	-	2,132,170	2,415,376
Realized and unrealized gain	-	1,244,958	3,574	1,248,532
Amounts appropriated for expenditures	<u>-</u>	<u>(334,405)</u>	<u>-</u>	<u>(334,405)</u>
Endowment net assets, June 30, 2014	1,841,426	2,438,422	9,937,303	14,217,151
Contributions	87,490	-	1,863,926	1,951,416
Realized and unrealized gain	-	(17,384)	1,999	(15,385)
Amounts appropriated for expenditures	<u>-</u>	<u>(372,771)</u>	<u>-</u>	<u>(372,771)</u>
Endowment net assets, June 30, 2015	<u>\$ 1,928,916</u>	<u>\$ 2,048,267</u>	<u>\$ 11,803,228</u>	<u>\$ 15,780,411</u>

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(13) Lease commitments

The School leases various office and maintenance equipment under operating leases. Rent expense under these leases amounted to approximately \$209,000 and \$135,000 in 2015 and 2014, respectively.

A summary of approximate future minimum payments under these equipment leases as of June 30, 2015 is as follows:

<u>Year ending June 30</u>	<u>Amount</u>
2016	\$ 158,400
2017	112,600
2018	<u>24,900</u>
	<u>\$ 295,900</u>

It is expected that in the normal course of business, leases that expire will be renewed or replaced by other leases; thus, it is anticipated that future lease payments will not be less than the expense for 2015.

(14) Related party transactions

The School may receive pledges and, on occasion, purchase goods or services from individuals, companies or organizations that are affiliated with or owned, directly or indirectly, by members of the Board of Trustees.

(15) Supplemental disclosures of cash flow statement information

	<u>2015</u>	<u>2014</u>
Interest paid	\$ <u>171,877</u>	\$ <u>88,849</u>

During 2014, the School incurred capital lease obligations totaling \$325,096 for certain equipment.