(A Component Unit of The University of North Carolina at Greensboro)

FINANCIAL REPORT

YEARS ENDED JUNE 30, 2020 AND 2019



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Independent Auditor's Report

To the Board of Trustees Capital Facilities Foundation, Inc. Greensboro, North Carolina

We have audited the accompanying financial statements of the Capital Facilities Foundation, Inc., which comprise the statement of net position as of June 30, 2020 and 2019, and the related statements of revenues, expenses and changes in net position, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our 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 from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Capital Facilities Foundation, Inc. as of June 30, 2020 and 2019, and the changes in its financial position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

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 3 through 6 be presented to supplement the basic financial statements. Such information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the 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 financial statements, and other knowledge we obtained during our audits of the 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.

Bernard Robinson & Company, S.S.P.

Greensboro, North Carolina November 20, 2020

Management's Discussion and Analysis (Unaudited) Year Ended June 30, 2020

Introduction

The Capital Facilities Foundation, Inc. (the "Foundation") provides the following management discussion and analysis (MD&A) as an overview of the financial activities for the fiscal year ended June 30, 2020. This discussion, the following financial statements, and the related footnote disclosures have been prepared by management and comprise the Foundation's complete financial report. The financial statements, footnotes and this discussion are the responsibility of management.

The purpose of the MD&A is to identify significant transactions that have financial impact and to highlight favorable and unfavorable trends. However, this discussion and analysis should be read in conjunction with, and is qualified in its entirety by, the related financial statements and footnotes.

Purpose of The Capital Facilities Foundation, Inc.

The purpose of the Foundation is to enhance The University of North Carolina at Greensboro's (UNCG) educational mission, including, without limitation, assisting with the acquisition, development, financing, construction, management and operation of capital assets for UNCG.

In 2009, the Foundation Board and UNCG agreed to consider opportunities for the Foundation to facilitate further campus development both within and beyond its current borders by acquiring strategic land identified by UNCG. The ability of the Foundation to act quickly on an acquisition greatly facilitates UNCG's efforts in expanding the campus by capitalizing on opportunities. It is expected that land acquisitions made by the Foundation will follow one of two paths: 1) The Foundation will go through the process of selling the property to the State/UNCG, reimbursing the Foundation for the purchase and associated costs as authorized by the State Property Office; or 2) The Foundation will partner with developers or contract to develop the property for the benefit of and master-lease to UNCG.

Over the past ten years, the Foundation has completed many projects, including the addition of Spartan Village Phase I and Phase II. In September of 2016, the Foundation acquired three properties to renovate and, subsequently, to accommodate the programmatic needs of the Theatre Department. The total budget for the project is \$4.4 million. This project serves as academic space for the Theatre Department and house functions such as the scene shop, paint shop, prop storage, costume storage, lighting design and acting studio. In addition, the Foundation identified property owned by UNCG to renovate and, subsequently, to accommodate the programmatic needs of identified administrative units. The total budget for the project is \$4.9 million. The renovation of these facilities was required to support space needs related to moving university staff in the existing McIver Building to allow for its demolition and construction of the new Nursing and Instructional Building. These projects were completed in 2018. During the last fiscal year, a property was acquired and renovated on Gate City Boulevard for the Housing Department.

Management's Discussion and Analysis (Unaudited)

Year Ended June 30, 2020

The Foundation expects to facilitate further campus expansion by acquiring strategic land, capitalizing on opportunities in pursuit of the strategic plan and the Master Plan. As of this fiscal year, the Foundation has begun to assist in the activities of Millennial Campus. Millennial Campus is the states designation for geographic areas where anchor system institutions join with education, industry, government, military and other partners to discover, invent and produce new innovations. The Millennial Campus at The University of North Carolina at Greensboro was established to support innovative public-private partnerships, collaborative research projects, and enhanced University-community interaction in ways that are physically, economically, and culturally interwoven with the surrounding community. It was approved by the UNCG Board of Trustees and UNC System Board of Governors. The Foundation also endorsed a sub-ground lease of land from the UNCG Endowment Board.

The action to sub-ground lease the land identified as one property located at 842 W. Gate City Boulevard for the development of a new arts and culture focused building to be constructed by the Foundation. The scope of this project is to develop a new multi-purpose facility that will house a groundbreaking, collaborative, and experimental space focusing on the arts, culture, and community engagement. The proposed site sits at an important gateway to the campus and serves as a connection point to the Millennial District and surrounding municipality. As of June, the project has gone through a visioning and programming phase.

Future projects for the Foundation may include mixed-use multi-tenant buildings to be developed and owned by the Foundation, which will lease such facilities, to UNCG and to partner users. The Foundation may also be responsible for securing commercial financing and for management or operations of private-use or mixed-use facilities. In addition, facilities may be developed and owned by other partners, via ground leases, at fair market value.

Using the Financial Report

The Foundation's financial report includes three financial statements: the Statements of Net Position; the Statements of Revenues, Expenses and Changes in Net Position; and the Statements of Cash Flows. The Foundation's financial statements are blended in the UNCG financial report, and therefore, are prepared in accordance with the Governmental Accounting Standards Board (GASB) principles.

Statements of Net Position

The Statement of Net Position is a point-of-time financial statement that presents the assets, liabilities, and net position of the Foundation. The purpose of this financial statement is to present to the readers of the Foundation's Financial Report a fiscal snapshot as of the end of the fiscal year (i.e., June 30th). The Statement of Net Position presents both the current and noncurrent portions of assets and liabilities.

From the data presented, readers of this statement are able to determine the assets available to continue the operations of the Foundation. The Statement of Net Position also provides a picture of the net position (assets minus liabilities) and their availability for expenditure by the Foundation.

Management's Discussion and Analysis (Unaudited)

Year Ended June 30, 2020

Net position includes unrestricted net assets and those invested in capital assets, net of related debt. These categories of net assets are discussed further in the footnotes to the financial statements.

Assets	2020	2019	2018
Current assets	\$ 3,808,056	\$ 3,433,306	\$ 4,702,228
Capital assets, net	10,190,875	10,406,139	9,776,914
Total assets	\$ 13,998,931	\$ 13,839,445	\$ 14,479,142
Liabilities and Net Position			
Current liabilities	\$ 286,253	\$ 282,858	\$ 589,462
Long-term debt, net of current maturities	8,869,266	8,989,747	9,104,616
Total liabilities	9,155,519	9,272,605	9,694,078
Net position	4,843,412	4,566,840	4,785,064
Total liabilities and net position	\$ 13,998,931	\$ 13,839,445	\$ 14,479,142

The total assets of the Foundation as of June 30, 2020, 2019, and 2018 were approximately \$14 million, \$14 million, and \$14.5 million, respectively, with most of the assets being cash, receivables, and capital assets. Additional information about the Foundation's capital assets can be found in Note 4 in the Notes to Financial Statements.

Statements of Revenues, Expenses and Changes in Net Position

Changes in total net assets as presented on the Statement of Net Position are based on the activity presented in the Statement of Revenues, Expenses, and Changes in Net Position. The purpose of the statement is to present the revenues earned by the Foundation, both operating and nonoperating, and the expenses incurred by the Foundation, operating and nonoperating, and any other revenues, expenses, gains and losses earned or incurred by the Foundation.

Nonoperating revenues are revenues earned for which goods and services are not provided.

	2020	2019	2018
Operating loss Nonoperating revenues	\$ (130,352) 406,924	\$ (609,294) 391,070	\$ (569,865) 3,752,383
Increase (decrease) in net assets	276,572	(218,224)	3,182,518
Beginning, net position	4,566,840	4,785,064	1,602,546
Ending, net position	\$ 4,843,412	\$ 4,566,840	\$ 4,785,064

The Statements of Revenues, Expenses, and Changes in Net Position reflect an increase in net position for the year ended 2020 and 2018 due to transfers from the University and a decrease in the net position at the years ended 2019, due primarily to operating expenses and interest expense.

CAPITAL FACILITIES FOUNDATION, INC. Management's Discussion and Analysis (Unaudited)

Year Ended June 30, 2020

Statements of Cash Flows

The final statement presented by the Foundation is the Statement of Cash Flows. This statement is divided into four parts and presents detailed information about the cash activity of the Foundation during the year. The first part deals with operating cash flows and reflects the net cash provided by (used in) the operating activities of the Foundation. The second section reflects cash flows from investing activities. This section reflects the interest income earned on invested cash. The third section reflects the cash flows from capital and related financing activities and reflects cash received from financing activities and amounts spent for capital expenditures. The fourth section reconciles the net cash provided by (used in) operating activities to the operating income or loss reflected on the Statement of Revenues, Expenses, and Changes in Net Position.

	 2020	2019		2018
Net cash provided by (used in) operating activities	\$ 160,012	\$ (327,348)	\$	448,245
Net cash provided by investing activities	406,924	31,542		32,974
Net cash used in capital and				
related financing activities	(189,969)	(980,979)	((6,623,548)
Net increase (decrease) in cash	376,967	(1,276,785)	((6,142,329)
Beginning cash	 3,290,444	4,567,229	1	0,709,558
Ending cash	\$ 3,667,411	\$ 3,290,444	\$	4,567,229

The major source of funds included in operating activities is rental income from leases with UNCG. The major uses of funds included in operating activities are payments to vendors/suppliers and payments for interest expense to lenders. The major sources of funds included in capital and related financing activities are borrowings under long-term debt agreements. The major uses of funds included in capital and related financing activities are the acquisition and purchase of capital assets and payments on long-term debt.

Economic Outlook

The Foundation expects to facilitate further campus expansion by acquiring strategic land identified by the University, capitalizing on opportunities in pursuit of the UNCG Strategic Housing Plan and the UNCG Campus Master Plan. The Foundation will go through the process of being reimbursed for purchase amounts and associated costs or the Foundation will develop the property for the benefit of and master-lease to UNCG.

We believe that with the support and strong ties to UNCG, the Foundation's overall financial condition is able to weather most economic uncertainties.

CAPITAL FACILITIES FOUNDATION, INC. Statements of Net Position June 30, 2020 and 2019

	2020	2019
Assets		
Current Assets:		
Cash (Note 2)	\$ 3,667,411	\$ 3,290,444
Receivables	140,645	142,862
Total current assets	3,808,056	3,433,306
Capital assets, nondepreciable (Notes 3 and 4)	957,351	882,251
Capital assets, net of accumulated depreciation (Notes 3 and 4)	9,233,524	9,523,888
Capital assets, liet of accumulated depreciation (tvotes 5 and 4)	10,190,875	10,406,139
Total assets	\$ 13,998,931	\$ 13,839,445
Liabilities and Net Position		
Current Liabilities:		
Accrued expenses	\$ 54,355	\$ 56,572
Current maturities on long-term debt (Note 4)	231,898	226,286
Total current liabilities	286,253	282,858
Long-term debt, net of current maturities (Note 4)	8,535,015	8,766,913
Funds held for others	334,251	222,834
Total liabilities	9,155,519	9,272,605
Net Position:		
Investment in capital assets, net of related debt	1,423,962	1,412,940
Unrestricted	3,419,450	3,153,900
Total net position	4,843,412	4,566,840
Total liabilities and net position	\$ 13,998,931	\$ 13,839,445

CAPITAL FACILITIES FOUNDATION, INC. Statements of Revenues, Expenses, and Changes in Net Position Years Ended June 30, 2020 and 2019

	2020	2019
Revenue:		
Rental income	\$ 474,308	\$ 449,318
Operating income	474,308	449,318
Expenses:		
Operating expenses, general and administrative expenses	91,265	539,741
Depreciation expense	290,364	290,364
Interest expense	223,031	228,507
Operating expenses	604,660	1,058,612
Operating loss	(130,352)	(609,294)
Nonoperating revenues	406,924	31,542
Transfers from the University		359,528
Increase (decrease) in net assets	276,572	(218,224)
Net Position:		
Beginning	4,566,840	4,785,064
Ending	\$ 4,843,412	\$ 4,566,840

Statements of Cash Flows

Years Ended June 30, 2020 and 2019

	 2020		2019
Cash flows from operating activities:			
Other income	\$ 474,308	\$	449,318
Reimbursement of sales tax payments	-		77,873
Interest payments, net of amounts capitalized	(220,814)		(227,952)
Payments to vendors	 (93,482)		(626,587)
Net cash provided by (used in) operating activities	160,012	_	(327,348)
Cash flows from investing activities:			
Interest income	 406,924		31,542
Net cash provided by investing activities	406,924		31,542
Cash flows from capital and related financing activities:			
Acquisition and construction of capital assets	(75,100)		(1,231,114)
Payments on long-term debt	(226,286)		-
Transfers from the University	-		359,528
Increase (decrease) in funds held for others	111,417		(109,393)
Net cash used in capital and related financing activities	 (189,969)		(980,979)
Net increase (decrease) in cash	376,967		(1,276,785)
Cash, Beginning	3,290,444		4,567,229
Cash, Ending	\$ 3,667,411	\$	3,290,444
Reconciliation of operating loss to net cash provided by (used in) operating activities: Operating loss Adjustments to reconcile operating loss to net cash provided by (used in) operating activities:	\$ (130,352)	\$	(609,294)
Depreciation expense	290,364		290,364
(Increase) decrease in receivables	2,217		(7,863)
Decrease in accrued expenses	(2,217)		(555)
Net cash provided by (used in) operating activities	\$ 160,012	\$	(327,348)
Supplemental schedule of noncash capital and financing activities: Acquisition of capital assets financed through payables	\$ 	\$	

NOTE 1 - NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

The Capital Facilities Foundation, Inc. (the "Foundation") exists to enhance The University of North Carolina at Greensboro's (the "University" or "UNCG") educational mission, including assisting with the acquisition, development, financing, construction, management, and operation of capital assets for the University. Although legally separate from the University, the Foundation is reported as if it were part of the University because its sole purpose is to benefit the University. The Foundation's financial statements are blended with those of the University.

Significant accounting policies relative to the Foundation are:

Financial Statements

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

The full scope of the Foundation's activities is considered to be a single business-type activity and, accordingly, is reported within the financial statements of the University.

Basis of Accounting

The financial statements of the Foundation have been prepared using the economic resources measurement focus and the accrual basis of accounting. Under the accrual basis, revenues are recognized when earned, and expenses are recorded when an obligation has been incurred, regardless of when the related cash flows take place.

Capital Assets

Capital assets are stated at cost less accumulated depreciation. Buildings are depreciated over 50 years. Other structures are depreciated over 25 years. Equipment is depreciated over 10 years if the individual piece is valued over \$5,000.

Net Assets

The Foundation's net assets are classified as invested in capital assets, net of related debt and unrestricted.

NOTE 2 - CASH

The Foundation holds checking and money market accounts at commercial banks, the balances of which may, at times, be in excess of federally insured limits. The Foundation has not suffered any financial loss on these deposits.

Cash includes bank accounts totaling \$3,667,411 and \$3,290,444 at June 30, 2020 and 2019, respectively, for which the bank balances were \$3,670,111 and \$3,290,497, respectively.

NOTE 3 - CAPITAL ASSETS

Capital asset activity for the years ended June 30, 2020 and 2019, are as follows:

				20	20			
	В	eginning						Ending
		Balance	Ir	ncreases		ecreases		Balance
Capital assets, nondepreciable:		_		_				
Real estate	\$	882,251	\$	-	\$	-	\$	882,251
Construction in progress		-		75,100		-	_	75,100
		882,251		75,100		-	_	957,351
Capital assets, depreciable:								
Building		5,470,196		-		-		5,470,196
Other structures		4,524,003		-		-		4,524,003
		9,994,199		-		-		9,994,199
Accumulated depreciation:								
Building		(201,804)		(109,404)		-		(311,208)
Other structures		(268,507)		(180,960)		-		(449,467)
		(470,311)		(290,364)				(760,675)
Capital assets depreciated, net		9,523,888						9,233,524
Total capital assets, net	\$1	0,406,139					\$ 1	10,190,875
				20)19			
	B	eginning		20)19			Ending
		Beginning Balance	Ir	20 ncreases		Decreases		Ending Balance
Capital assets, nondepreciable:			Ir			Decreases		_
Capital assets, nondepreciable: Real estate						ecreases	\$	_
		Balance				Decreases - (563,649)		Balance
Real estate Construction in progress		Balance		ncreases		-		Balance
Real estate Construction in progress Capital assets, depreciable:	\$	882,251 - 882,251		563,649 563,649		- (563,649)		882,251 - 882,251
Real estate Construction in progress Capital assets, depreciable: Building	\$	882,251 - 882,251 4,543,090		- 563,649		- (563,649) (563,649)		882,251 - 882,251 5,470,196
Real estate Construction in progress Capital assets, depreciable:	\$	882,251 - 882,251 4,543,090 4,531,520		563,649 563,649 927,106		(563,649) (563,649) - (7,517)		882,251 - 882,251 5,470,196 4,524,003
Real estate Construction in progress Capital assets, depreciable: Building Other structures	\$	882,251 - 882,251 4,543,090		563,649 563,649		- (563,649) (563,649)		882,251 - 882,251 5,470,196
Real estate Construction in progress Capital assets, depreciable: Building Other structures Accumulated depreciation:	\$	882,251 		563,649 563,649 927,106 - 927,106		(563,649) (563,649) - (7,517)		882,251 - 882,251 5,470,196 4,524,003 9,994,199
Real estate Construction in progress Capital assets, depreciable: Building Other structures Accumulated depreciation: Building	\$	882,251 		563,649 563,649 927,106 - 927,106 (109,404)		(563,649) (563,649) - (7,517)		882,251
Real estate Construction in progress Capital assets, depreciable: Building Other structures Accumulated depreciation:	\$	882,251 - 882,251 4,543,090 4,531,520 9,074,610 (92,400) (87,547)		563,649 563,649 927,106 - 927,106 (109,404) (180,960)		(563,649) (563,649) - (7,517)		882,251
Real estate Construction in progress Capital assets, depreciable: Building Other structures Accumulated depreciation: Building	\$	882,251 		563,649 563,649 927,106 - 927,106 (109,404)		(563,649) (563,649) - (7,517)		882,251
Real estate Construction in progress Capital assets, depreciable: Building Other structures Accumulated depreciation: Building	\$	882,251 - 882,251 4,543,090 4,531,520 9,074,610 (92,400) (87,547)		563,649 563,649 927,106 - 927,106 (109,404) (180,960)		(563,649) (563,649) - (7,517)	\$	882,251

NOTE 4 - LONG-TERM DEBT

A summary of changes in the long-term debt for the years ended June 30, 2020 and 2019, are as follows:

	2020					
	Beginning					Ending
	Balance	Addi	itions	R	eductions	 Balance
Improvement advance	\$ 8,993,199	\$	-	\$	(226,286)	\$ 8,766,913
Total long-term debt	\$ 8,993,199	\$	-	\$	(226,286)	\$ 8,766,913
			2	019		
	Beginning					Ending
	Balance	Addi	itions	R	eductions	 Balance
Improvement advance	\$ 9,214,009	\$	-	\$	(220,810)	\$ 8,993,199
Total long-term debt	\$ 9,214,009	\$	-	\$	(220,810)	\$ 8,993,199

Construction advance

During March 2016, the Foundation entered into agreements with the University and a commercial bank that advanced construction funds for student housing on the Foundation's land adjacent to the University. Under the agreements, the University is to pay the Foundation rentals for 30 years at a cost not to exceed \$4,000,000 per year for the use of the facility. Under the lease, the University was authorized, at any time during the lease, to purchase the Project for the amount required to discharge the obligations of the Foundation with respect to the financing of the project. The assignment of rents and the constructed facility serve as security of the Construction Advance. The Advance was paid off during the year ended June 30, 2019.

Improvement advance

During May 2018, the Foundation entered into agreements with the University and a commercial bank that advanced construction funds. The Foundation is using the construction advance to renovate facilities for use by The University of North Carolina at Greensboro for the Theater Department and for administrative support. Under master lease agreements, the University is to pay the Foundation rentals for 30 years at a cost not to exceed \$740,000 per year for the use of the facilities. Under the lease, the University was authorized, at any time during the lease, to purchase the Project for the amount required to discharge the obligations of the Foundation with respect to the financing of the project. The assignment of rents and the constructed facility serve as security for the Construction Advance. The construction loan had \$8,993,199 outstanding at June 30, 2020. This advance requires bi-annual principal and interest payments due by the first of October and April. The interest payments will be paid at a fixed interest rate of 2.48% for the first 10 years.

NOTE 4 - LONG-TERM DEBT (Continued)

The annual requirements to pay principal and interest on long-term debt at June 30, 2020, are as follows:

Fiscal Year	Principal			Interest
2021	\$	\$ 231,898		217,419
2022		237,649		211,668
2023	243,543			205,775
2024		249,583		199,735
2025		255,772		193,545
2025-2027		7,548,468		367,904
	\$	8,766,913	\$	1,396,046

NOTE 5 - RISK MANAGEMENT

The Foundation is exposed to various risks of loss related to: torts; theft of, damage to, and the destruction of assets; errors and omissions; and natural disasters. These exposures to loss are handled through the purchase of commercial insurance and self retention of certain risks.

Additional details on the University's risk management programs are disclosed in the financial report of UNCG.

NOTE 6 - INCOME TAXES

The Foundation is exempt from federal income tax under the provisions of the Internal Revenue Code Section 501(c)(3). The Foundation is exempt from federal and state income taxes except for income generated from unrelated business activities. The Foundation has not identified any unrelated business income in current or past years.

Time and Costs for the Audit Years Ended June 30, 2020 and 2019

The Capital Facilities Foundation, Inc.'s audit was conducted in approximately 60 hours at a total cost of \$10,500 and \$10,500 for the years ended June 30, 2020 and 2019, respectively.