

UNIVERSITY OF SOUTH CAROLINA - UPSTATE

REPORT ON FINANCIAL STATEMENTS

**FOR THE YEAR ENDED
JUNE 30, 2016**

UNIVERSITY OF SOUTH CAROLINA - UPSTATE

CONTENTS

	<u>PAGE</u>
INDEPENDENT AUDITOR'S REPORT	1
MANAGEMENT'S DISCUSSION AND ANALYSIS	3
BASIC FINANCIAL STATEMENTS	
Statement of Net Position	10
Statement of Revenues, Expenses and Changes in Net Position	11
Statement of Cash Flows	12
Non-Governmental Discretely Presented Component Units – Statements of Financial Position	14
Non-Governmental Discretely Presented Component Units – Statements of Activities	15
Notes to the Financial Statements	16
REQUIRED SUPPLEMENTARY INFORMATION	
Schedule of the Campus' Proportionate Share of the Net Pension Liability	43
Schedule of the Campus' Contributions	44
INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH <i>GOVERNMENT AUDITING STANDARDS</i>	45

Independent Auditor's Report

The Board of Trustees
University of South Carolina
Columbia, South Carolina

Report on Financial Statements

We have audited the accompanying financial statements of the business-type activities and the aggregate discretely presented component units of the University of South Carolina - Upstate (the Campus), a campus of the University of South Carolina, as of and for the year ended June 30, 2016, and the related notes to the financial statements, which collectively comprise the Campus' 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 opinions on these financial statements based on our audit. We did not audit the financial statements of the USC Upstate Foundation and the USC Upstate Capital Development Foundation which represent 100 percent of the assets, net assets, and revenues of the Campus' aggregate discretely presented component units. Those statements were audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for the Campus are based solely on the reports of the other auditors. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. The financial statements of the USC Upstate Foundation and the USC Upstate Capital Development Foundation were not audited in accordance with *Government Auditing Standards*, issued by the Comptroller General of the United States of America.

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 opinions.

Opinions

In our opinion, based on our audit and the report of other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities and the aggregate discretely presented component units of the Campus as of June 30, 2016, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that Management's Discussion and Analysis, the Schedule of the Campus' Proportionate Share of the Net Pension Liability, and the Schedule of the Campus' Contributions, as listed in the Table of Contents, 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 (GASB), who 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 and other auditors 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 our 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.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated November 17, 2016, on our consideration of the Campus' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Campus' internal control over financial reporting and compliance.

A handwritten signature in black ink that reads "Elliott Davis Decosimo, LLC". The signature is written in a cursive, flowing style.

Columbia, South Carolina
November 17, 2016

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Management's Discussion and Analysis
(Unaudited)

OVERVIEW OF THE FINANCIAL STATEMENTS AND FINANCIAL ANALYSIS

The University of South Carolina – Upstate (the Campus) is pleased to present its financial statements for the fiscal year 2016. Management's Discussion and Analysis provides an overview and analysis of the Campus' financial activities for the fiscal year ended June 30, 2016, with comparative information for the fiscal year ended June 30, 2015. This information should be read in conjunction with the financial statements and accompanying footnotes that follow this section. Condensed fiscal year 2016 and 2015 operations and financial position data will be presented in this section in order to illustrate certain increases and decreases. However, the emphasis of discussions about these statements will be on current year data. This discussion will not include the discretely presented component units, USC Upstate Foundation and USC Upstate Capital Development Foundation.

This report includes a series of financial statements, prepared in accordance with the Governmental Accounting Standards Board (GASB) Codification Sections 2100-2900, *Financial Reporting*, and Co5, *Colleges and Universities*. The financial statements presented focus on the financial condition of the Campus, the results of operations, and cash flows of the Campus as a whole.

There are three financial statements presented: the Statement of Net Position; the Statement of Revenues, Expenses and Changes in Net Position; and, the Statement of Cash Flows. These statements present financial information in a format similar to that used by private corporations. The Campus' net position is one indicator of the improvement or erosion of the Campus' financial health when considered with non-financial facts such as enrollment levels and the condition of the facilities.

STATEMENT OF NET POSITION

The Statement of Net Position presents the assets, liabilities, deferred outflows/inflows and net position of the Campus as of the end of the fiscal year. The purpose of the Statement of Net Position is to present to the readers of the financial statements a fiscal snapshot of the Campus. The Statement of Net Position presents end-of-year data concerning the following:

- Assets - Property that we own and what we are owed by others.
- Deferred Outflows of Resources - Consumption of net position that is applicable to a future reporting period.
- Liabilities - What we owe to others and have collected from others before we have provided the service.
- Deferred Inflows of Resources - Acquisition of net position by the government that is applicable to a future reporting period.
- Net Position - The difference between (a) assets and deferred outflows of resources and (b) liabilities and deferred inflows of resources.

The Statement of Net Position is prepared under the accrual basis of accounting, where revenues and assets are recognized when the service is provided and expenses and liabilities are recognized when others provide the service to us, regardless of when cash is exchanged.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Management's Discussion and Analysis
(Unaudited)

From the data presented, readers of the Statement of Net Position are able to determine the assets available to continue the operations of the institution. They are also able to determine how much the institution owes vendors, investors, and lending institutions. Finally, the Statement of Net Position provides a picture of the net position and its availability for expenditure by the institution. Net position is divided into the following three major categories:

- Net investment in capital assets - Provides the institution's equity in property, plant, and equipment owned by the institution.
- Restricted net position -
 - a. Nonexpendable restricted net position consists solely of the Campus' permanent endowment funds and is only available for investment purposes.
 - b. Expendable restricted net position is available for expenditure by the institution 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 assets.
- Unrestricted net position – Represents resources available to the institution for any lawful purpose of the institution.

Summary of Net Position

	2016	2015	Increase (Decrease)	Percent Change
ASSETS				
Current assets	\$ 36,541,724	\$ 31,257,525	\$ 5,284,199	16.91%
Capital assets, net	74,250,144	76,804,371	(2,554,227)	-3.33%
Other noncurrent assets	1,113,318	1,140,917	(27,599)	-2.42%
Total assets	<u>111,905,186</u>	<u>109,202,813</u>	<u>2,702,373</u>	2.47%
DEFERRED OUTFLOWS OF RESOURCES				
Deferred loss on debt refunding	373,222	404,352	(31,130)	-7.70%
Deferred outflows related to net pension liability	5,160,847	5,151,469	9,378	0.18%
Total deferred outflows of resources	<u>5,534,069</u>	<u>5,555,821</u>	<u>(21,752)</u>	-0.39%
LIABILITIES				
Current liabilities	7,371,006	6,151,538	1,219,468	19.82%
Noncurrent liabilities	116,193,553	113,627,157	2,566,396	2.26%
Total liabilities	<u>123,564,559</u>	<u>119,778,695</u>	<u>3,785,864</u>	3.16%
DEFERRED INFLOWS OF RESOURCES				
Deferred inflows related to net pension liability	<u>564,618</u>	<u>5,116,114</u>	<u>(4,551,496)</u>	-88.96%
NET POSITION				
Net investment in capital assets	23,847,935	24,082,642	(234,707)	-0.97%
Restricted - nonexpendable	171,451	171,451	-	0.00%
Restricted - expendable	7,634,722	6,677,626	957,096	14.33%
Unrestricted	<u>(38,344,030)</u>	<u>(41,067,894)</u>	<u>2,723,864</u>	-6.63%
TOTAL NET POSITION	<u>\$ (6,689,922)</u>	<u>\$ (10,136,175)</u>	<u>\$ 3,446,253</u>	-34.00%

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Management's Discussion and Analysis
(Unaudited)

- Current assets increased \$5.3 million primarily due to increased cash and cash equivalents as a result of increases in net tuition and fee revenue and capital appropriations.
- Capital assets decreased \$2.5 million primarily due to the annual depreciation.
- Current liabilities increased \$1.2 million due to the following:
 - \$374,000 increase in accounts payable as a result of timing in insurance and utility invoice payments.
 - \$452,000 increase in current portion of bonds payable due to scheduled changes in principal payments.
- Noncurrent liabilities increased due to the following:
 - \$2.6 million decrease in bonds payable as a result of annual debt service payments.
 - \$5.6 million increase in the Campus's proportionate share of the State's net pension liability. See Notes 1 and 5 for more information.

Assets, Deferred Outflows, Liabilities, Deferred Inflows and Net Position



UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Management's Discussion and Analysis
(Unaudited)

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION

The Statement of Revenues, Expenses and Changes in Net Position presents the revenues earned and expenses incurred during the year. Activities are reported as either operating or nonoperating. A public university's dependency on state aid and gifts will result in operating deficits. GASB requires state appropriations and gifts to be classified as nonoperating revenues. The utilization of long-lived assets, referred to as Capital Assets, is reflected in the financial statements as depreciation, which amortizes the cost of an asset over its expected useful life.

Changes in net position 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 received by the Campus, both operating and nonoperating, and the expenses paid by the Campus, operating and nonoperating, and any other revenues, expenses, gains and losses received or spent by the institution.

Operating revenues are received for providing goods and services to the various customers and constituencies of the Campus. Operating expenses are those expenses paid to acquire or produce the goods and services provided in return for the operating revenues, and to carry out the mission of the Campus. Nonoperating revenues are revenues received for which goods and services are not provided. State capital appropriations and capital grants and gifts are considered neither operating nor nonoperating revenues.

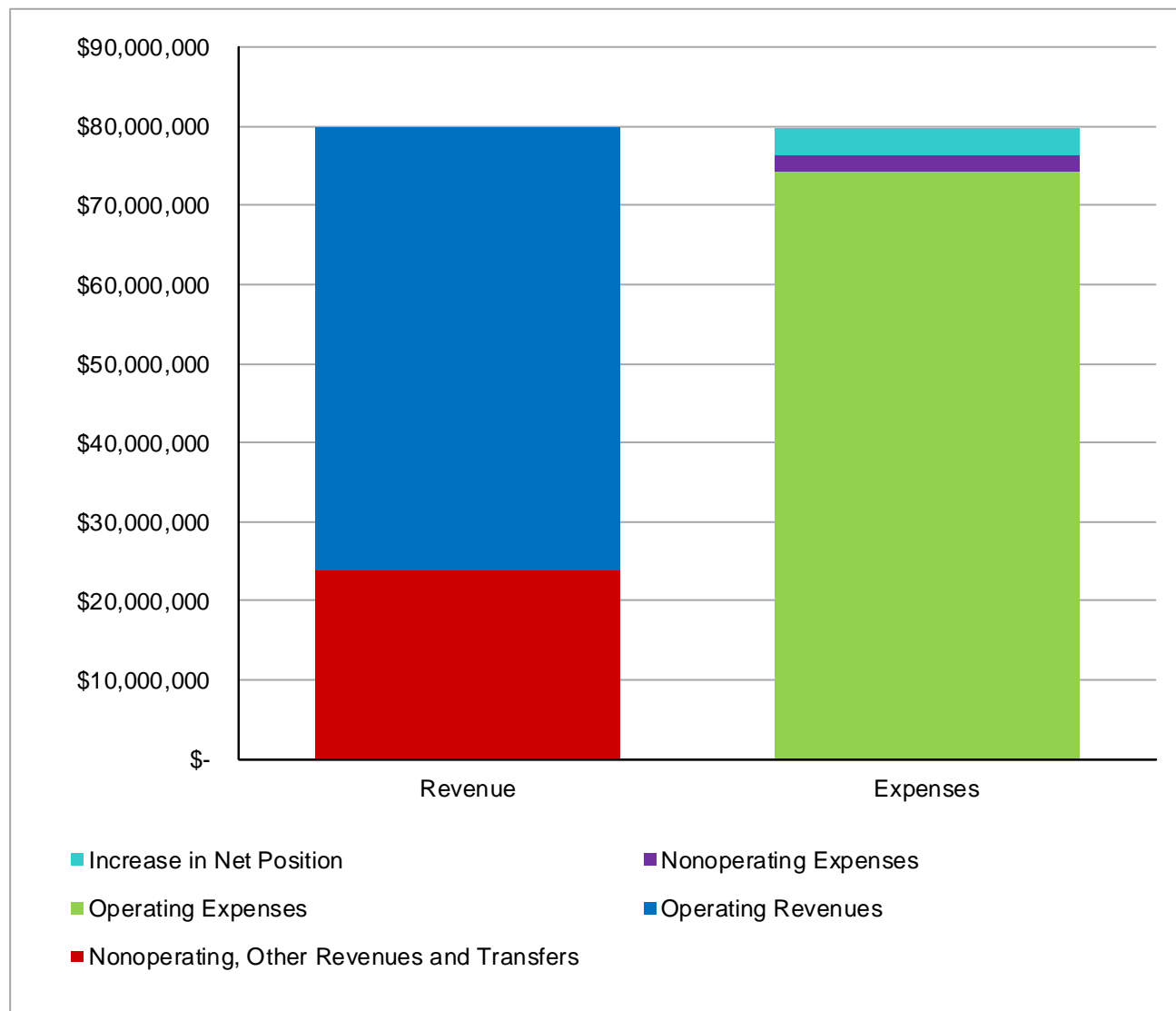
UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Management's Discussion and Analysis
(Unaudited)

Summary of Revenues, Expenses and Changes in Net Position

	2016	2015	Increase/ (Decrease)	Percent Change
OPERATING REVENUES				
Student tuition and fees	\$ 58,235,740	\$ 55,210,808	\$ 3,024,932	5.48%
Less: scholarship allowance	(25,878,023)	(25,093,755)	(784,268)	3.13%
Federal grants and contracts	1,472,757	1,506,601	(33,844)	-2.25%
State grants and contracts	10,709,373	10,287,877	421,496	4.10%
Local grants and contracts	17,676	65,557	(47,881)	-73.04%
Nongovernmental grants and contracts	115,759	158,178	(42,419)	-26.82%
Sales and services of educational and other activities	3,824,786	2,347,760	1,477,026	62.91%
Sales and services of auxiliary enterprises	7,495,791	7,440,214	55,577	0.75%
Less: scholarship allowance	(455,547)	(471,643)	16,096	-3.41%
Interest collected on student loans	9,813	16,608	(6,795)	-40.91%
Other fees	300,935	315,729	(14,794)	-4.69%
Other operating revenues	137,954	1,414,028	(1,276,074)	-90.24%
Total operating revenues	55,987,014	53,197,962	2,789,052	5.24%
NONOPERATING REVENUES				
State appropriations	10,747,866	10,477,277	270,589	2.58%
Federal grants	11,685,512	11,319,565	365,947	3.23%
Gifts	276,813	262,483	14,330	5.46%
Investment income	121,698	70,378	51,320	72.92%
Endowment income	1,293	510	783	153.53%
Total nonoperating revenues	22,833,182	22,130,213	702,969	3.18%
Total revenues	78,820,196	75,328,175	3,492,021	4.64%
OPERATING EXPENSES				
Salaries and wages	36,491,678	35,947,097	544,581	1.51%
Fringe benefits	13,059,721	12,178,540	881,181	7.24%
Services and supplies	18,162,601	16,576,648	1,585,953	9.57%
Utilities	2,089,937	2,072,287	17,650	0.85%
Scholarships and fellowships	1,274,907	1,185,291	89,616	7.56%
Depreciation expense	3,234,919	3,432,576	(197,657)	-5.76%
Total operating expenses	74,313,763	71,392,439	2,921,324	4.09%
NONOPERATING EXPENSES				
Loss on disposal of capital assets	5,661	766	4,895	639.03%
Interest on capital asset related debt	2,053,674	2,199,269	(145,595)	-6.62%
Total nonoperating expenses	2,059,335	2,200,035	(140,700)	-6.40%
Total expenses	76,373,098	73,592,474	2,780,624	3.78%
Other revenues and transfers	999,155	(687,160)	1,686,315	-245.40%
Change in net position	3,446,253	1,048,541	2,397,712	228.67%
Net position, beginning of year, as originally stated	(10,136,175)	48,268,622	(58,404,797)	-121.00%
Restatement	-	(59,453,338)	59,453,338	-100.00%
Net position, beginning of year, as restated	(10,136,175)	(11,184,716)	1,048,541	-9.37%
NET POSITION, END OF YEAR	\$ (6,689,922)	\$ (10,136,175)	\$ 3,446,253	-34.00%

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Management's Discussion and Analysis
(Unaudited)

Revenues, Expenses and Changes in Net Position
For the year ended June 30, 2016



Some highlights of the changes in the Statement of Revenues, Expenses and Changes in Net Position are as follows:

- An increase of \$2.8 million in total operating revenues is due to the following:
 - An increase of \$2.2 million in student tuition and fees, net of scholarship allowance, is primarily due to a 2.90% tuition and required fees increase accompanied by a slight increase in enrollment and an increase in scholarship allowance.
 - The \$421,000 increase in state grants and contracts is attributed to an increase in scholarships due to an increase in eligible scholarship recipients.
 - \$1.5 million increase in sales and services of educational activities, offset by \$1.3 million decrease in other operating revenues due to revenue reclassification.
- Operating expenses increased \$2.9 million, or 4.09%, over the prior year due to:

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Management's Discussion and Analysis
(Unaudited)

- Salaries and fringe benefits increased \$1.4 million due to the addition of faculty and staff as well as increases in employer retirement contributions and health insurance. Additional increases in fringe benefits were due to changes in the related net pension liability.
- Services and supplies increased \$1.6 million due to increases in information technology equipment purchases.
- Other revenues increased \$1.7 million due to additional state capital appropriations.

STATEMENT OF CASH FLOWS

The final statement presented is the Statement of Cash Flows. The Statement of Cash Flows presents detailed information about the cash activity of the Campus during the year. The statement is divided into the following five parts.

- Operating Activities - the net cash provided by (used for) the operating activities of the institution.
- Noncapital Financing Activities - the cash received and spent for nonoperating, noninvesting, and noncapital financing purposes.
- Capital and Related Financing Activities - the cash used for the acquisition and construction of capital and related items.
- Investing Activities - the purchases, proceeds, and interest received from investing activities.
- Reconciliation - reconciles the net cash provided by (used for) to the operating income (loss) reflected on the Statement of Revenues, Expenses, and Changes in Net Position.

CAPITAL ASSET AND DEBT ADMINISTRATION

During the year, various minor projects were continued or completed on the Campus.

The Campus indebtedness consists of bonds payable of \$51.4 million. During the current year, \$570,000 in General Revenue Refunding bonds were issued to partially refund the Series 2005B General Revenue bonds.

For more detailed information on capital asset and debt activity please refer to Note 4 – Capital Assets and Note 9 – Bonds and Notes Payable in the Notes to the Financial Statements.

ECONOMIC OUTLOOK

The economic position of the Campus continues to be loosely tied to that of the State of South Carolina (the State) as evidenced by the Campus' sustained financial performance despite significant reductions in state appropriations from 2008 to 2012. The Campus received additional state funding to begin the 2017 fiscal year to support a portion of state employee health insurance increases and provide parity funding to address the base state funding per student inequities.

The State finished the 2016 fiscal year on a positive note with full funding of the State's Rainy Day Fund at 5% of the prior year's General Fund Revenues and also fully funded the Capital Reserve Account at 2% of the prior year's General Fund Revenues. The Campus is a beneficiary of the eighth straight year of state surpluses, as excess lottery proceeds totaling \$56,501 were made available for operations and critical equipment replacements in 2016.

UNIVERSITY OF SOUTH CAROLINA - Upstate
Statement of Net Position
As of June 30, 2016

ASSETS

Current assets:

Cash and cash equivalents	\$ 25,085,024
Restricted - cash and cash equivalents	8,192,484
Accounts receivable, net	1,516,410
Inventories	803,549
Funds due from others	944,257
Total current assets	<u>36,541,724</u>

Noncurrent assets:

Restricted - cash and cash equivalents	229,548
Investments	66,451
Restricted - federal student loans receivable	817,319
Capital assets, net of accumulated depreciation	74,250,144
Total noncurrent assets	<u>75,363,462</u>
Total assets	<u>111,905,186</u>

DEFERRED OUTFLOWS OF RESOURCES

Deferred loss on debt refunding	373,222
Deferred outflows related to net pension liability	5,160,847
Total deferred outflows of resources	<u>5,534,069</u>

LIABILITIES

Current liabilities:

Accounts payable	954,547
Retainage payable - current portion	10,002
Accrued interest payable	328,966
Accrued payroll and related liabilities	566,079
Accrued compensated absences - current portion	1,207,511
Capital lease obligations - current portion	68,853
Bonds payable - current portion	2,823,455
Unearned revenues	1,351,599
Deposits	50,251
Other liabilities	2,165
Funds held for others	7,578
Total current liabilities	<u>7,371,006</u>

Noncurrent liabilities:

Accrued compensated absences	740,087
Federal loan liability	815,779
Capital lease obligations	185,016
Bonds payable	48,572,422
Net pension liability	65,880,249
Total noncurrent liabilities	<u>116,193,553</u>
Total liabilities	<u>123,564,559</u>

DEFERRED INFLOWS OF RESOURCES

Deferred inflows related to net pension liability	<u>564,618</u>
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NET POSITION

Net investment in capital assets	23,847,935
Restricted for:	
Nonexpendable	171,451
Expendable	
Scholarships, research, instruction, and other	634,287
Loans	123,414
Capital projects	6,874,772
Debt service	2,249
Unrestricted	<u>(38,344,030)</u>
Total net position	<u>\$ (6,689,922)</u>

UNIVERSITY OF SOUTH CAROLINA - Upstate
Statement of Revenues, Expenses and Changes in Net Position
For the year ended June 30, 2016

OPERATING REVENUES

Student tuition and fees (\$2,727,400 pledged for bonds)	\$ 58,235,740
Less: scholarship allowance	(25,878,023)
Federal grants and contracts	1,472,757
State grants and contracts	10,709,373
Local grants and contracts	17,676
Nongovernmental grants and contracts	115,759
Sales and services of educational and other activities	3,824,786
Sales and services of auxiliary enterprises (\$2,664,400 pledged for bonds)	7,495,791
Less: scholarship allowance	(455,547)
Interest collected on student loans	9,813
Other fees	300,935
Other operating revenues	<u>137,954</u>
Total operating revenues	<u>55,987,014</u>

OPERATING EXPENSES

Salaries and wages	36,491,678
Fringe benefits	13,059,721
Services and supplies	18,162,601
Utilities	2,089,937
Scholarships and fellowships	1,274,907
Depreciation expense	<u>3,234,919</u>
Total operating expenses	<u>74,313,763</u>
Operating loss	<u>(18,326,749)</u>

NONOPERATING REVENUES (EXPENSES)

State appropriations	10,747,866
Federal grants	11,685,512
Gifts	276,813
Investment income	121,698
Endowment income	1,293
Loss on disposal of capital assets	(5,661)
Interest on capital asset related debt	<u>(2,053,674)</u>
Net nonoperating revenues	<u>20,773,847</u>
Income before other revenues	2,447,098

State capital appropriations	502,927
Transfers (to)/from other campuses, net	<u>496,228</u>

Change in net position 3,446,253

NET POSITION, BEGINNING OF YEAR (10,136,175)

NET POSITION, END OF YEAR \$ (6,689,922)

UNIVERSITY OF SOUTH CAROLINA - Upstate
Statement of Cash Flows
For the year ended June 30, 2016

OPERATING ACTIVITIES

Student tuition and fees	\$ 32,460,371
Research grants and contracts	12,187,712
Sales and services of educational and other activities	3,830,357
Sales and services of auxiliary enterprises	7,153,128
Student loans disbursed	(98,000)
Student loans collected	113,550
Interest collected on student loans	9,814
Inflows from federal direct student loans	33,160,889
Outflows from federal direct student loans	(34,093,986)
Payments to employees for services	(36,539,832)
Payments to employees for benefits	(12,021,596)
Payments to suppliers	(19,641,218)
Payments to students for scholarships and fellowships	(1,274,908)
Other receipts	438,889
Inflows from agency funds	811,324
Outflows from agency funds	(774,318)
	<hr/>
Net cash used by operating activities	(14,277,824)

NONCAPITAL FINANCING ACTIVITIES

State appropriations	10,747,866
Federal grants	11,685,512
Gifts	257,913
Transfers (to)/from other campuses, net	496,228
Federal loan liability	(25,328)
	<hr/>
Net cash provided by noncapital financing activities	23,162,191

CAPITAL AND RELATED FINANCING ACTIVITIES

Proceeds from capital debt	661,446
State capital appropriations	502,927
Purchase and construction of capital assets	(741,876)
Principal paid on capital asset related debt	(2,944,720)
Interest paid on capital asset related debt	(2,318,599)
	<hr/>
Net cash used by capital and related financing activities	(4,840,822)

INVESTING ACTIVITIES

Investment income	126,406
Endowment income	1,293
	<hr/>
Net cash provided by investing activities	127,699
	<hr/>
Net increase/(decrease) in cash and cash equivalents	4,171,244

Cash and cash equivalents, beginning of year	<hr/> 29,335,812
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Cash and cash equivalents, end of year	<hr/> \$ 33,507,056 <hr/>
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Reconciliation of cash and cash equivalents

Cash and cash equivalents	\$ 25,085,024
Restricted - cash and cash equivalents, current	8,192,484
Restricted - cash and cash equivalents, noncurrent	229,548
	<hr/> \$ 33,507,056 <hr/>

UNIVERSITY OF SOUTH CAROLINA - Upstate
Statement of Cash Flows
For the year ended June 30, 2016

**Reconciliation of net operating loss to net cash
used by operating activities**

Operating loss	\$ (18,326,749)
Adjustments to reconcile operating loss to net cash used by operating activities:	
Depreciation expense	3,234,919
Accrued benefits related to net pension liability	1,031,735
Student loans cancelled	11,013
Change in current assets and liabilities	
Accounts receivable, net	(324,154)
Student loans receivable	15,550
Inventories	(96,711)
Prepaid items	221,123
Accounts payable	475,896
Accrued payroll	171,981
Accrued benefits	6,390
Accrued compensated absences	(219,625)
Unearned revenues	365,211
Deposits	50,251
Other liabilities	1,439
Funds held for and due from others	(896,093)
Net cash used by operating activities	<u><u>\$ (14,277,824)</u></u>

NONCASH TRANSACTIONS

Loss on disposal of capital assets, net	<u><u>\$ (5,661)</u></u>
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UNIVERSITY OF SOUTH CAROLINA - Upstate
Non-Governmental Discretely Presented Component Units
Statements of Financial Position
June 30, 2016

	USC Upstate Foundation	USC Upstate Capital Development Foundation	Total
ASSETS			
Cash and cash equivalents	\$ 633,152	\$ 51,861	\$ 685,013
Investments	8,869,195	259,480	9,128,675
Assets held in trust	242,927	-	242,927
Contributions receivable, net	1,979,369	-	1,979,369
Fixed assets, net of depreciation	111,425	-	111,425
Total assets	\$ 11,836,068	\$ 311,341	\$ 12,147,409
LIABILITIES			
Bonds and notes payable	\$ 2,000,000	\$ 227,107	\$ 2,227,107
Other liabilities	104,723	-	104,723
Total liabilities	2,104,723	227,107	2,331,830
NET ASSETS			
Unrestricted	99,074	84,234	183,308
Temporarily restricted	3,269,345	-	3,269,345
Permanently restricted	6,362,926	-	6,362,926
Total net assets	9,731,345	84,234	9,815,579
Total liabilities and net assets	\$ 11,836,068	\$ 311,341	\$ 12,147,409

UNIVERSITY OF SOUTH CAROLINA - Upstate
Non-Governmental Discretely Presented Component Units
Statements of Activities
For the year ended June 30, 2016

	USC Upstate Foundation	USC Upstate Capital Development Foundation	Total
CHANGES IN UNRESTRICTED NET ASSETS			
Revenues, gains and other support			
Contributions	\$ 278,806	\$ 50,190	\$ 328,996
Investment returns (losses)	145,869	175,182	321,051
Net realized and unrealized gains (losses)	(449,600)	(363,842)	(813,442)
Earned income	900	494,715	495,615
Other	98,010	-	98,010
Gain (loss) on disposal of assets	-	(5,452,188)	(5,452,188)
Net assets released from restrictions:			
Satisfaction of program restrictions	1,047,900	-	1,047,900
Total revenues, gains and other support	1,121,885	(5,095,943)	(3,974,058)
Expenses			
Scholarships and student assistance	143,862	-	143,862
Program services	306,651	-	306,651
Supporting services	1,099,017	-	1,099,017
Other expenses	166,067	1,039,529	1,205,596
Total expenses	1,715,597	1,039,529	2,755,126
Excess revenues over (under) expenses	(593,712)	(6,135,472)	(6,729,184)
Interest rate swap fair value adjustment	-	(485,251)	(485,251)
Change in unrestricted net assets	\$ (593,712)	\$ (6,620,723)	\$ (7,214,435)
CHANGES IN TEMPORARILY RESTRICTED NET ASSETS			
Contributions	\$ 900,174	\$ -	\$ 900,174
Other	146,721	-	146,721
Net assets released from restrictions:			
Satisfaction of program restrictions	(1,047,900)	-	(1,047,900)
Change in temporarily restricted net assets	(1,005)	-	(1,005)
CHANGES IN PERMANENTLY RESTRICTED NET ASSETS			
Contributions	292,306	-	\$ 292,306
Change in permanently restricted net assets	292,306	-	292,306
Change in net assets	(302,411)	(6,620,723)	(6,923,134)
NET ASSETS, BEGINNING OF YEAR	10,033,756	6,704,957	16,738,713
NET ASSETS, END OF YEAR	\$ 9,731,345	\$ 84,234	\$ 9,815,579

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations - The University of South Carolina – Upstate (the Campus) is a State-supported, coeducational institution of higher education and is one of eight campuses of the University of South Carolina (the University). The Campus' primary purpose is to provide undergraduate education to students and conduct research and other activities that advance fundamental knowledge.

Reporting Entity - The financial reporting entity, as defined by Governmental Accounting Standards Board (GASB) Codification Section 2100, *Defining the Financial Reporting Entity*, consists of the primary government, organizations for which the primary government is financially accountable and other organizations for which the nature and significance of their relationship with the primary government are such that exclusion could cause the financial statements to be misleading or incomplete. GASB Codification Section 2600, *Reporting Entity and Component Unit Presentation and Disclosure* provides criteria for determining whether certain organizations should be reported as component units based on the nature and significance of their relationship with a primary government and classifies reporting requirements for those organizations. Based on these criteria, the financial statements include the Campus as the primary government and other related entities as discretely presented component units. The Campus' discretely presented component units are discussed in Note 11.

The Campus is part of the University system. The University is a component unit of the State of South Carolina (the State). As a discretely presented component unit of the State, the University is financially accountable to and fiscally dependent on the State. Its Board of Trustees is appointed by the Governor and/or the General Assembly of the State.

Financial Statements - The financial statement presentation for the Campus meets the requirements of GASB Codification Section 2100-2900, *Financial Reporting* and Co5, *Colleges and Universities*. The financial statement presentation provides a comprehensive, entity-wide perspective of the Campus' net position, revenues, expenses and changes in net position and cash flows.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and affect disclosure of contingent assets and liabilities at the date of the financial statements. Significant estimates used include separation of accrued compensated absences between current and non-current and depreciation expense. Actual results could differ from those estimates.

Basis of Accounting – For financial reporting purposes, the Campus is considered to be engaged only in business-type activities. Accordingly, the Campus' financial statements have been presented 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. Student tuition and auxiliary enterprise fees are presented net of scholarships and fellowships applied to student accounts, while stipends and other payments made directly are presented as scholarship and fellowship expenses. All significant intra-agency transactions have been eliminated.

Cash and Cash Equivalents - For purposes of the statement of cash flows, the Campus considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. The Campus participates in the State's internal cash management pool, administered by the State Treasurer. Because the cash management pool operates as a demand deposit account, amounts invested in the pool are classified as cash and cash equivalents. For credit risk information pertaining to the cash management pool, see the deposits disclosures in Note 2.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

The State's internal cash management pool consists of a general deposit account and several special deposit accounts. The State records each fund's equity interest in the general deposit account; however, all earnings on that account are credited to the General Fund of the State. The Campus reports deposits in the general deposit account at cost and the special deposit accounts at fair value. Interest earned, including interest income, realized gains (losses) and unrealized gains (losses), by the Campus' special deposit accounts is posted at the end of each month based on the percentage of the Campus' accumulated daily income receivable to the total income receivable of the pool. Realized gains and losses are allocated daily and are included in the accumulated income receivable. Unrealized gains and losses are allocated at year end based on the percentage of ownership in the pool.

Investments - The Campus accounts for its investments at fair value in accordance with GASB Codification Section 150, *Investments*. Changes in unrealized gain (loss) on the carrying value of investments are reported as a component of investment income in the statement of revenues, expenses and changes in net position.

Accounts Receivable - Accounts receivable consists of tuition and fee charges to students and auxiliary enterprise services provided to students, faculty and staff. Accounts receivable also include amounts due from the Federal, State, and local governments, or private sources, in connection with reimbursement of allowable expenditures made pursuant to the Campus' grants and contracts. Accounts receivable are recorded net of estimated uncollectible amounts.

Inventories - Inventories are carried at the lower of cost or market as determined by various methods.

Noncurrent Cash - Noncurrent cash primarily consists of permanently endowed funds, debt service reserve funds and federal student loan funds. These funds are externally restricted and are classified as noncurrent assets in the statement of net position.

Prepaid Items - Expenditures for services paid for in the current or prior fiscal years and benefiting more than one accounting period are allocated among accounting periods. Amounts reported in this asset account consist primarily of maintenance, license and service agreements, and travel reservations and deposits.

Capital Assets - Capital assets are recorded at cost at the date of acquisition or fair market value at the date of donation in the case of gifts. The Campus follows capitalization guidelines established by the State. All land is capitalized, regardless of cost. Qualifying improvements that rest in or on the land itself are recorded as depreciable land improvements. Major additions and renovations and other improvements that add to the usable space, prepare existing buildings for new uses, or extend the useful life of an existing building are capitalized. The Campus capitalizes movable personal property with a unit value in excess of \$5,000 and a useful life in excess of two years and depreciable land improvements, buildings and improvements, and intangible assets costing in excess of \$100,000. Routine repairs and maintenance and library materials, except individual items costing in excess of \$5,000, are charged to operating expenses in the year in which the expense was incurred.

Depreciation is computed using the straight-line method over the estimated useful lives of the assets, generally 15 to 55 years for buildings and improvements and land improvements; 2 to 25 years for machinery, equipment, and vehicles; and 3 to 10 years for intangibles. A full month of depreciation is taken the month the asset is placed in service and no depreciation is taken in the month of disposition.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

The Campus capitalizes, as a component of construction in progress, interest cost in excess of earnings on invested debt proceeds associated with the capital projects. Therefore, asset values in capital assets include such interest costs. Capitalized interest for fiscal year 2016 was \$127,838.

Unearned Revenues and Deposits - Unearned revenues include amounts billed for tuition and fees and certain auxiliary activities prior to the end of the fiscal year but related to the subsequent accounting period. Unearned revenues also include amounts received from grant and contract sponsors that have not yet been earned.

Deposits represent dormitory room deposits, security deposits for possible room damage and key loss, and other miscellaneous deposits. Student deposits are recognized as revenue during the semester for which the fee is applicable and earned when the deposit is nonrefundable to the student under the forfeit terms of the agreement.

Compensated Absences - Employee vacation pay expense is accrued at year-end for financial statement purposes. The liability and expense incurred are recorded at year-end as accrued compensated absences in the statement of net position, and as a component of compensation and benefit expense in the statement of revenues, expenses and changes in net position.

Noncurrent Liabilities - Noncurrent liabilities include (1) principal amounts of bonds payable, notes payable, and capital lease obligations with contractual maturities greater than one year; (2) estimated amounts for accrued compensated absences and other liabilities that will not be paid within the next fiscal year; (3) net pension liability; and (4) other liabilities that, although payable within one year, are to be paid from funds that are classified as noncurrent assets.

Deferred Outflows of Resources - the consumption of net position that is applicable to future reporting periods. The Campus' deferred outflows of resources consist of (1) deferred loss on debt refunding – the defeasance of previously outstanding bonds resulted in deferred refunding losses. These deferred losses are recognized as a component of interest expense over the remaining life of the old debt or the life of the new debt, whichever is shorter; (2) net pension liability - decreases in net pension liability that were not included in pension expense. Also, employer contributions subsequent to the measurement date of the net pension liability are reported as deferred outflows of resources.

Deferred Inflows of Resources - the acquisition of net position that is applicable to future reporting periods. The Campus' deferred inflows of resources consist of increases in the net pension liability that were not included in pension expense.

Net Position – Components of the Campus' net position are classified as follows:

Net investment in capital assets: This represents the Campus' total investment in capital assets, net of outstanding debt obligations related to those capital assets. To the extent debt has been incurred but not yet expended for capital assets, such amounts are not included as a component of net investment in capital assets.

Restricted - nonexpendable: The restricted nonexpendable component of 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 either be expended or added to principal.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

Restricted - expendable: The restricted expendable component of net position includes resources which the Campus is legally or contractually obligated to spend in accordance with restrictions imposed by external third parties.

Unrestricted: The unrestricted component of net position represents resources derived from student tuition and fees, and sales and services of educational departments and auxiliary enterprises. These resources are used for transactions relating to the educational and general operations of the Campus, and may be used at the discretion of the governing board to meet current expenses for any purpose.

The Campus' policy for applying expenses that can use both restricted and unrestricted resources is delegated to the departmental administrative level. General practice is to first apply the expense to restricted resources then to unrestricted resources.

Income Taxes - The University is a political subdivision of the State and, is therefore, generally exempt from federal and state income taxes under applicable federal and state statutes and regulations on related income. Certain activities of the Campus may be subject to taxation as unrelated business income.

Classification of Revenues - The Campus has classified its revenues as either operating or nonoperating revenues according to the following criteria:

Operating revenues: Operating revenues generally result from exchange transactions to provide goods or services related to the Campus' principal ongoing operations.

These revenues include:

- (1) student tuition and fees received in exchange for providing educational services, housing, and other related services to students;
- (2) receipts for scholarships including federal grants and contract revenue where the governmental agency has identified the qualified student recipients;
- (3) fees received from organizations and individuals in exchange for miscellaneous goods and services provided by the Campus; and
- (4) grants and contracts that are essentially the same as contracts for services that finance programs the Campus would not otherwise undertake.

Nonoperating revenues: Nonoperating revenues include activities that have the characteristics of nonexchange transactions. These revenues include gifts and contributions, appropriations, investment income, and any grants and contracts that are not classified as operating revenue or restricted by the grantor to be used exclusively for capital purposes.

Scholarship Allowance - Student tuition and fee revenues, and certain other revenues from students, are reported net of scholarship discounts and allowances in the statement of revenues, expenses and changes in net position. Scholarship discounts and allowances are the difference between the stated charge for goods and services provided by the Campus, and the amount that is paid by students and/or third parties making payments on the students' behalf.

Certain governmental grants, such as Pell grants, and other federal, state or nongovernmental programs, are recorded as either operating or nonoperating revenues in the Campus' financial statements.

To the extent that revenues from such programs are used to satisfy tuition and fees and other student charges, the Campus has recorded a scholarship discount and allowance.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

Rebatable Arbitrage - Arbitrage involves the investment of proceeds from the sale of tax-exempt securities in a taxable investment that yields a higher rate of return, resulting in income in excess of interest costs. Federal law requires entities to rebate to the government such income on tax-exempt debt if the yield from these earnings exceeds the effective yield on the related tax-exempt debt issued.

Governmental units that issue no more than \$5 million in total of all such debt in a calendar year are exempt from the rebate requirements. For this purpose, tax-exempt indebtedness includes bonds and certain capital leases and installment purchases. Rebates are payable every five years or at maturity of the debt, whichever is earlier. However, the potential liability is calculated annually for financial reporting purposes. The Campus had no rebatable arbitrage liability at June 30, 2016.

Donor-Restricted Endowments - Endowments are subject to restrictions requiring that the principal be invested and that only the income be used for specific purposes. If a donor has not provided specific timing instructions, state law permits the Board of Trustees to authorize for expenditure the endowment's net appreciation. Any net appreciation that is spent is required to be spent for the purpose for which the endowment was established. The Campus has a total return policy for authorizing and spending endowment income.

At June 30, 2016, \$69,792 of the amount reported as *net position, restricted expendable - scholarships, research, instruction and other*, represented net appreciation of donor-restricted endowments.

Adoption of new accounting standard - Effective for the fiscal year ending June 30, 2016, the Campus adopted GASB Statement No. 72, *Fair Value Measurement and Application*. As a result of this implementation, the Campus classifies its investments using a fair value hierarchy that prioritizes inputs to valuation techniques used to measure fair value. The effect of this implementation is discussed in Note 2.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 2 - CASH AND CASH EQUIVALENTS, OTHER DEPOSITS, AND INVESTMENTS

Most deposits and investments of the Campus are under the control of the State Treasurer who, by law, has sole authority for investing State funds. Certain deposits and investments are deposited with or managed by financial institutions and brokers as restricted by donors.

The following schedule reconciles deposits and investments within the notes to the statement of net position amounts:

Statement of Net Position	
Cash and cash equivalents (current)	\$ 25,085,024
Restricted cash and cash equivalents (current) for:	
Debt service	330,095
Scholarship, research, instruction, and other	619,114
Capital projects	7,243,275
	<u>8,192,484</u>
Restricted cash and cash equivalents (noncurrent) for:	
Endowments	105,000
Federal student loans	124,548
	<u>229,548</u>
Investments (noncurrent)	<u>66,451</u>
Total	<u><u>\$ 33,573,507</u></u>
 Notes	
Cash on hand	58,574
Deposits held by State Treasurer	33,442,770
Other deposits	5,712
Other investments	66,451
Total	<u><u>\$ 33,573,507</u></u>

Deposits Held by State Treasurer - State law requires full collateralization of all State Treasurer bank balances. The State Treasurer must correct any deficiencies in collateral within seven days. Information pertaining to the reported amounts, fair values, and credit risk of the State Treasurer's deposits is disclosed in the Comprehensive Annual Financial Report of the State of South Carolina.

With respect to the investments in the State's internal cash management pool, all of the State Treasurer's investments are insured or registered or are investments for which the securities are held by the State or its agents in the State's name. Information pertaining to the reported amounts, fair values, and the credit risk of the State Treasurer's investments is disclosed in the Comprehensive Annual Financial Report of the State of South Carolina. For the fiscal year ending June 30, 2016, \$104,495 of the \$33,442,770 identified above as "Deposits held by State Treasurer" is attributable to unrealized appreciation.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 2 - CASH AND CASH EQUIVALENTS, OTHER DEPOSITS, AND INVESTMENTS, Continued

The Campus has adopted applicable accounting standards for its financial assets and liabilities which clarify that fair value is an exit price, representing the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Campus utilizes market data or assumptions that market participants would use in pricing the asset or liability. The standards establish a three tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions. The Campus' investments consist of all Level 1 assets. The investment assets held in the State's cash management pool are all Level 2 assets.

Other Deposits - The Campus' other deposits at year-end were entirely covered by federal depository insurance or were fully collateralized by securities held by the pledging bank's trust department.

Other Investments - The Campus has other investments which are managed by its component unit as specified by the donors. Purchased investments are valued at fair value. Investments received from donors are valued at the lesser of their fair value on the date promised or received or fair value as of fiscal year-end.

Custodial credit risk is the risk that in the event of a failure of the counterparty to a transaction, the Campus will not be able to recover the value of the investments or collateral securities that are in possession of an outside party.

The Campus 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.

Other investments totaling \$66,451 were collateralized by securities held by the pledging bank's trust department but not in the Campus' name.

NOTE 3 - RECEIVABLES

Accounts Receivable - Accounts receivable consisted of the following:

Student	\$	955,007
Auxiliary enterprises		299,223
Federal grants and contracts		504,793
State grants and contracts		763
Local grants and contracts		573
Non-governmental grants and contracts		77,425
Accrued interest		12,982
		<hr/>
		1,850,766
Less allowance for doubtful accounts		(334,356)
		<hr/>
Accounts receivable, net	\$	<u><u>1,516,410</u></u>

Allowances for doubtful accounts are based upon actual losses experienced in prior years and evaluations of the current accounts.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 3 – RECEIVABLES, Continued

Student Loans Receivable and Federal Loan Liability - Student loans made through the Federal Perkins and the Federal Nursing and Health Professions loan programs comprise substantially all of the student loans receivable, and are restricted for such loans. The loan programs provide various repayment options: students have the right to repay the loans over periods up to 10 years depending on the amount of the loan and loan cancellation privileges the student may exercise.

The amount reported as a federal loan liability is the amount of federal contributions and net earnings on the loans that would have to be repaid to the federal government if the Campus ceased to participate in the programs.

As the Campus determines that loans are uncollectible, the loans can be assigned to the federal agency administering the loan programs.

Capital Improvement Bonds Proceeds Receivable – This amount represents outstanding state capital improvement and infrastructure bond fund proceeds, and capital reserve fund appropriations that have been expended but not yet drawn. There were no capital improvement bonds proceeds receivable as of June 30, 2016.

NOTE 4 - CAPITAL ASSETS

	<u>June 30, 2015</u>	<u>Additions</u>	<u>Reductions</u>	<u>June 30, 2016</u>
Capital assets not being depreciated				
Land and improvements	\$ 270,000	\$ -	\$ -	\$ 270,000
Construction in progress	3,955,326	169,408	-	4,124,734
Total capital assets not being depreciated	<u>4,225,326</u>	<u>169,408</u>	<u>-</u>	<u>4,394,734</u>
Other capital assets				
Land improvements	2,651,840	-	-	2,651,840
Buildings and improvements	104,710,009	-	-	104,710,009
Machinery, equipment and other	6,713,539	404,302	114,516	7,003,325
Vehicles	1,207,127	112,643	-	1,319,770
Total capital assets at historical cost	<u>115,282,515</u>	<u>516,945</u>	<u>114,516</u>	<u>115,684,944</u>
Less accumulated depreciation for				
Land improvements	1,157,627	84,304	-	1,241,931
Buildings and improvements	35,980,644	2,625,969	-	38,606,613
Machinery, equipment and other	4,589,791	446,017	108,855	4,926,953
Vehicles	975,408	78,629	-	1,054,037
Total accumulated depreciation	<u>42,703,470</u>	<u>3,234,919</u>	<u>108,855</u>	<u>45,829,534</u>
Other capital assets, net	<u>72,579,045</u>	<u>(2,717,974)</u>	<u>5,661</u>	<u>69,855,410</u>
Capital assets, net	<u>\$ 76,804,371</u>	<u>\$ (2,548,566)</u>	<u>\$ 5,661</u>	<u>\$ 74,250,144</u>

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 5 - PENSION PLANS

The South Carolina Public Employee Benefit Authority (PEBA), which was created July 1, 2012, administers the various retirement systems and retirement programs managed by its Retirement Division. PEBA has an 11-member Board of Directors, appointed by the Governor and General Assembly leadership, which serves as co-trustee and co-fiduciary of the systems and the trust funds. By law, the Budget and Control Board, which consists of five elected officials, also reviews certain PEBA Board decisions regarding the funding of the Systems and serves as a co-trustee of the Systems in conducting that review.

For purposes of measuring the net pension liability, deferred outflows and inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the Systems and additions to/deductions from the Systems fiduciary net position have been determined on the accrual basis of accounting as they are reported by the Systems in accordance with generally accepted accounting principles (GAAP). For this purpose, revenues are recognized when earned and expenses are recognized when incurred. Benefit and refund expenses are recognized when due and payable in accordance with the terms of the plan. Investments are reported at fair value.

PEBA issues a Comprehensive Annual Financial Report (CAFR) containing financial statements and required supplementary information for the South Carolina Retirement Systems' Pension Trust Funds. The CAFR is publically available through the Retirement Benefits' link on PEBA's website at www.peba.gov, or a copy may be obtained by submitting a request to PEBA, PO Box 11960, Columbia, SC 29211-1960. PEBA is considered a division of the primary government of the state of South Carolina and therefore, retirement trust fund financial information is also included in the comprehensive annual financial report of the State.

Plan Description

The South Carolina Retirement System (SCRS), a cost sharing multiple-employer defined benefit pension plan, was established effective July 1, 1945, pursuant to the provisions of Section 9-1-20 of the South Carolina Code of Laws for the purpose of providing retirement allowances and other benefits for employees of the state, its public school districts, and political subdivisions.

The State Optional Retirement Program (ORP) is a defined contribution plan that is offered as an alternative to SCRS to certain newly hired state, public school, and higher education employees. State ORP participants direct the investment of their funds into a plan administered by one of four investment providers.

The South Carolina Police Officers Retirement System (PORS), a cost-sharing multiple-employer defined benefit pension plan, was established effective July 1, 1962, pursuant to the provisions of Section 9-11-20 of the South Carolina Code of Laws for the purpose of providing retirement allowances and other benefits for police officers and firemen of the state and its political subdivisions.

Membership - Membership requirements are prescribed in Title 9 of the South Carolina Code of Laws. A brief summary of the requirements under each system is presented below.

SCRS – Generally, all employees of covered employers, such as the University, are required to participate in and contribute to the system as a condition of employment. This plan covers general employees and teachers and individuals newly elected to the South Carolina General Assembly beginning with the November 2012 general election. An employee member of the system with an effective date of membership prior to July 1, 2012 is a Class II member. An employee member of the system with an effective date of membership on or after July 1, 2012 is a Class III member.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 5 - PENSION PLANS, Continued

ORP – As an alternative to membership in SCRS, newly hired state, public school, and higher education employees and individuals newly elected to the S.C. General Assembly beginning with the November 2012 general election have the option to participate in the State Optional Retirement Program (State ORP), which is a defined contribution plan. State ORP participants direct the investment of their funds into a plan administered by one of four investment providers. PEBA assumes no liability for State ORP benefits. Rather, the benefits are the liability of the investment providers. For this reason, State ORP programs are not part of the retirement systems' trust funds for financial statement purposes. Employee and Employer contributions to the State ORP are at the same rates as SCRS. A direct remittance is required from the employers to the member's account with investment providers for the employee contribution (8.16 percent) and a portion of the employer contribution (5.00 percent). A direct remittance is also required to SCRS for the remaining portion of the employer contribution (5.91 percent) and an incidental death benefit contribution (0.15 percent), if applicable, which is retained by SCRS.

PORS – To be eligible for PORS membership, an employee must be required by the terms of his employment, by election or appointment, to preserve public order, protect life and property, and detect crimes in the state; to prevent and control property destruction by fire; or to serve as a peace officer employed by the Department of Corrections, the Department of Juvenile Justice, or the Department of Mental Health. Probate judges and coroners may elect membership in PORS. Magistrates are required to participate in PORS for service as a magistrate. PORS members, other than magistrates and probate judges, must also earn at least \$2,000 per year and devote at least 1,600 hours per year to this work, unless exempted by statute. An employee member of the system with an effective date of membership prior to July 1, 2012 is a Class II member. An employee member of the system with an effective date of membership on or after July 1, 2012 is a Class III member.

Benefits- Benefit terms are prescribed in Title 9 of the South Carolina Code of Laws. PEBA does not have the authority to establish or amend benefit terms without a legislative change in the code of laws. Key elements of the benefit calculation include the benefit multiplier, years of services, and average final compensation. A brief summary of benefit terms for each system is presented below.

SCRS – A Class II member who has separated from service with at least five or more years of earned service is eligible for a monthly pension at age 65 or with 28 years of credited service regardless of age. A member may elect early retirement with reduced pension benefits payable at age 55 with 25 years of service credit. A Class III member who has separated from service with at least eight or more years of earned service is eligible for a monthly pension upon satisfying the Rule of 90 requirement that the total of the member's age and the member's creditable service equals at least 90 years. Both Class II and Class III members are eligible to receive a reduced deferred annuity at age 60 if they satisfy the five- or eight-year earned service requirement, respectively.

The benefit formula for full benefits effective since July 1, 1989 for the SCRS is 1.82 percent of an employee's average final compensation (AFC) multiplied by the number of years of credited service. For Class II members, AFC is the average annual earnable compensation during 12 consecutive quarters and includes an amount for up to 45 days termination pay at retirement for unused annual leave. For Class III members, AFC is the average annual earnable compensation during 20 consecutive quarters and termination pay for unused annual leave at retirement is not included. An incidental death benefit is also available to beneficiaries of active and retired members.

The annual retirement allowance of eligible retirees or their surviving annuitants is increased by the lesser of one percent or five hundred dollars every July 1. Only those annuitants in receipt of a benefit on July 1 the preceding year are eligible to receive the increase. Members who retire under the early retirement provisions at age 55 with 25 years of service are not eligible for the benefit adjustment until the second July 1 after reaching the age 60 or the second July 1 after the date they would have had 28 years of service credit had they not retired.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 5 - PENSION PLANS, Continued

PORS – A Class II member who has separated from service with at least five or more years of earned service is eligible for a monthly pension at age 55 or with 25 years of credited service regardless of age. A Class III member who has separated from service with at least eight or more years of earned service is eligible for a monthly pension at age 55 or with 27 years of credited service regardless of age. Both Class II and Class III members are eligible to receive a deferred annuity at age 55 with five or eight years of earned service, respectively. An incidental death benefit is also available to beneficiaries of active and retired members. Accidental death benefits are also provided upon the death of an active member working for a covered employer whose death was a natural and proximate result of an injury incurred while in the performance of duty.

The retirement allowance of eligible retirees or their surviving annuitants is increased by the lesser of one percent or five hundred dollars every July 1. Only those annuitants in receipt of a benefit on July 1 of the preceding year are eligible to receive the increase.

Disability annuity benefits are available to Class II members if they have permanent incapacity to perform regular duties of the member's job and they have at least 5 years of earned service (this requirement does not apply if the disability is a result of a job related injury). Class III members can apply for disability annuity benefits provided they have a permanent incapacity to perform the regular duties of the member's job and they have a minimum of eight years of credited service. For disability applications received after December 31, 2013, a member of SCRS will have to be approved for disability benefits from the Social Security Administration in order to be eligible for SCRS disability retirement benefits. An incidental death benefit equal to an employee's annual rate of compensation is payable upon the death of an active employee with a minimum of one year of credited service or to a working retired contributing member. There is no service requirement for death resulting from actual performance of duties for an active member. For eligible retired members, a lump-sum payment is made to the retiree's beneficiary of up to \$6,000 based on years of service at retirement.

Contributions - Contributions are prescribed in Title 9 of the South Carolina Code of Laws. Upon recommendation by the actuary in the annual actuarial valuation, the PEBA Board may adopt and present to the Budget and Control Board for approval an increase in the SCRS and PORS employer and employee contribution rates, but any such increase may not result in a differential between the employee and total employer contribution rate that exceeds 2.9 percent of earnable compensation for SCRS and 5 percent for PORS. An increase in the contribution rates adopted by the Board may not provide for an increase of more than one-half of one percent in any one year. If the scheduled employee and employer contributions provided in statute or the rates last adopted by the Board are insufficient to maintain a thirty year amortization schedule of the unfunded liabilities of the plans, the Board shall increase the contribution rates in equal percentage amounts for the employer and employee as necessary to maintain the thirty- year amortization period; and, this increase is not limited to one-half of one percent per year.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 5 - PENSION PLANS, Continued

Required **employee** contribution rates for fiscal year 2015-2016 are as follows:

SCRS

Employee Class II	8.16% of earnable compensation
Employee Class III	8.16% of earnable compensation

ORP

8.16% of earnable compensation

PORS

Employee Class II	8.74% of earnable compensation
Employee Class III	8.74% of earnable compensation

Required **employer** contribution rates¹ for fiscal year 2015-2016 are as follows:

SCRS

Employer Class II	10.91% of earnable compensation
Employer Class III	10.91% of earnable compensation
Employer Incidental Death Benefit	0.15% of earnable compensation

ORP

Employer Contribution ²	10.91% of earnable compensation
Employer Incidental Death Benefit	0.15% of earnable compensation

PORS

Employer Class II	13.34% of earnable compensation
Employer Class III	13.34% of earnable compensation
Employer Incidental Death Benefit	0.20% of earnable compensation
Employer Accidental Death Program	0.20% of earnable compensation

¹ Calculated on earnable compensation as defined in Title 9 of the South Carolina Code of Laws.

² Of this employer contribution, 5% of earnable compensation must be remitted by the employer directly to the ORP vendor to be allocated to the member's account with the remainder of the employer contribution remitted to the SCRS.

Of the ORP employer contribution of 10.91% of earnable compensation, 5% of earnable compensation must be remitted by the employer directly to the ORP vendor to be allocated to the member's account with the remainder of the employer contribution remitted to SCRS.

SCRS - The Campus' actual retirement and incidental death program contributions to the SCRS for the years ended June 30, 2016, 2015, and 2014 were:

Fiscal Year <u>Ended</u>	<u>Retirement</u>		<u>Incidental Death</u>	
	<u>Rate</u>	<u>Contribution</u>	<u>Rate</u>	<u>Contribution</u>
2016	10.910%	\$2,310,000	0.150%	\$32,000
2015	10.750%	\$2,306,000	0.150%	\$32,000
2014	10.450%	\$2,224,000	0.150%	\$32,000

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 5 - PENSION PLANS, Continued

PORS - The Campus' actual retirement, incidental death program and accidental death program contributions to the PORS for the years ended June 30, 2016, 2015, and 2014 were:

Fiscal Year Ended	Retirement		Incidental Death		Accidental Death	
	Rate	Contribution	Rate	Contribution	Rate	Contribution
2016	13.340%	\$94,000	0.200%	\$1,400	0.200%	\$1,400
2015	13.010%	\$89,000	0.200%	\$1,400	0.200%	\$1,400
2014	12.440%	\$84,000	0.200%	\$1,300	0.200%	\$1,300

Teacher and Employee Retention Incentive - Effective January 1, 2001, Section 9-1-2210 of the South Carolina Code of Laws allows employees eligible for service retirement to participate in the Teacher and Employee Retention Incentive (TERI) Program. TERI participants may retire and begin accumulating retirement benefits on a deferred basis without terminating employment for up to five years.

Upon termination of employment or at the end of the TERI period, whichever is earlier, participants will begin receiving monthly service retirement benefits which will include any cost of living adjustments granted during the TERI period. Because participants are considered retired during the TERI period, they do not earn service credit, and are ineligible to receive group life insurance benefits or disability retirement benefits. The TERI program will end effective June 30, 2018 and a member's participation may not continue after this date. TERI participants and retired contributing members are eligible for the increased death benefit equal to their annual salary in lieu of the standard retired member benefit.

Net Pension Liability - At June 30, 2016, the Campus reported liabilities of \$64,670,755 and \$1,209,494 for its proportionate share of the SCRS and PORS net pension liability, respectively. The net pension liabilities were measured as of June 30, 2015, and the total pension liabilities used to calculate the net pension liabilities were determined by an actuarial valuation as of that date. The Campus' proportionate shares of the net pension liabilities were based on the Campus' long-term share of contributions to the pension plans relative to the projected contributions of all participating employers, actuarially determined. At June 30, 2015, the Campus' proportionate shares of the SCRS and PORS plans were 0.340992% and 0.05549%.

Pension Expense - For the year ended June 30, 2016, the Campus recognized pension expense of \$4,450,789 and \$105,068 for SCRS and PORS, respectively.

Deferred inflows of resources and deferred outflows of resources – At June 30, 2016, the Campus reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources for each of the respective plans:

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 5 - PENSION PLANS, Continued

Deferred inflows of resources and deferred outflows of resources – At June 30, 2016, the Campus reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources for each of the respective plans:

South Carolina Retirement System

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ 1,183,878	\$ 108,942
Net difference between projected and actual earnings on pension plan investments	415,997	-
Changes in proportion and differences between University contributions and proportionate share of contributions	-	447,821
University contributions subsequent to the measurement date	3,427,532	-
Total	<u>\$ 5,027,407</u>	<u>\$ 556,763</u>

Police Officers Retirement System

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ 23,742	\$ -
Net difference between projected and actual earnings on pension plan investments	13,107	-
Changes in proportion and differences between University contributions and proportionate share of contributions	-	7,855
University contributions subsequent to the measurement date	96,591	-
Total	<u>\$ 133,440</u>	<u>\$ 7,855</u>

The \$3,427,532 and \$96,591 reported as deferred outflows of resources related to pensions resulting from Campus contributions subsequent to the measurement date for the SCRS and PORS plans, respectively, during the year ended June 30, 2016 will be recognized as a reduction of the net pension liabilities in the year ending June 30, 2017.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 5 - PENSION PLANS, Continued

Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows for the SCRS and PORS plans, respectively:

	SCRS
Year ended June 30:	
2017	(218,895)
2018	(218,895)
2019	152,863
2020	(758,185)
	<u>\$ (1,043,112)</u>

	PORS
Year ended June 30:	
2017	(1,715)
2018	(1,715)
2019	(650)
2020	(24,914)
	<u>\$ (28,994)</u>

Actuarial Assumptions and Methods - Actuarial valuations involve estimates of the reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and future salary increases. Actuarial assumptions and methods used during the annual valuation process are subject to periodic revision, typically with an experience study, as actual results over an extended period of time are compared with past expectations and new estimates are made about the future. South Carolina state statute requires that an actuarial experience study be completed at least once in each five-year period. The last experience study was performed on data through June 30, 2010, and the next experience study, performed on data through June 30, 2015, is currently underway.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 5 - PENSION PLANS, Continued

The June 30, 2015, total pension liability, net pension liability, and sensitivity information were determined by PEBA's consulting actuary, Gabriel, Roeder, Smith and Company (GRS) and are based on the July 1, 2014, actuarial valuations, as adopted by the PEBA Board and Budget and Control Board which utilized membership data as of July 1, 2014. The total pension liability was rolled-forward from the valuation date to the plan's fiscal year ended June 30, 2015, using generally accepted actuarial principles. Information included in the following schedules is based on the certification provided by GRS.

The following provides a summary of the actuarial assumptions and methods used in the July 1, 2014, valuations for SCRS and PORS.

	SCRS	PORS
Actuarial cost method	Entry age normal	Entry age normal
Investment rate of return	7.5%	7.5%
Projected salary increases	3.5% to 12.5% (varies by service) ¹	4.0% to 10.0% (varies by service) ¹
Benefit adjustments	lesser of 1% or \$500 annually	lesser of 1% or \$500 annually

¹ Includes inflation at 2.75%

The post-retiree mortality assumption is dependent upon the member's job category and gender. This assumption includes base rates which are automatically adjusted for future improvement in mortality using published Scale AA projected from the year 2000. Assumptions used in the July 1, 2014 valuations for SCRS and PORS are as follows.

Former Job Class	Males	Females
Educators	RP-2000 Males (with White Collar adjustment) multiplied by 110%	RP-2000 Females (with White Collar adjustment) multiplied by 95%
General Employees and Members of the General Assembly	RP-2000 Males multiplied by 100%	RP-2000 Females multiplied by 90%
Public Safety and Firefighters	RP-2000 Males (with Blue Collar adjustment) multiplied by 115%	RP-2000 Females (with Blue Collar adjustment) multiplied by 115%

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 5 - PENSION PLANS, Continued

Net Pension Liability - The net pension liability is calculated separately for each system and represents that particular system's total pension liability determined in accordance with GASB No. 67 less that System's fiduciary net position. As of June 30, 2015, net pension liability amounts for SCRS and PORS are as follows (amounts expressed in thousands):

System	Total Pension Liability	Plan Fiduciary Net Position	Employers' Net Pension Liability (Asset)	Plan Fiduciary Net Position as a Percentage of the Total Pension
SCRS	\$44,097,310,230	\$25,131,828,101	\$18,965,482,129	57.0%
PORS	6,151,321,222	3,971,824,838	2,179,496,384	64.6%

The total pension liability is calculated by the System's actuary, and each plan's fiduciary net position is reported in the System's financial statements. The net pension liability is disclosed in accordance with the requirements of GASB 67 in the System's notes to the financial statements and required supplementary information. Liability calculations performed by the Systems' actuary for the purpose of satisfying the requirements of GASB Nos. 67 and 68 are not applicable for other purposes, such as determining the plans' funding requirements.

The most significant impact on a plan's fiduciary net position relates to the rate of return on its investments. Consequently, significant fluctuations in the market value of investment substantially affect the fiduciary net position component of the NPL calculation, and as a result, cause a direct change in the NPL. Investments earned 1.60% during the plan year ended June 30, 2015 and thus the market value of the SCRS and PORS investments increased slightly. However, this resulted in negative cash flows because net investment income plus other plan additions (contributions) were not substantial enough to offset plan deductions (benefit payments and administrative costs). Accordingly, SCRS and PORS experienced an overall decreased in plan fiduciary net position for the fiscal year ended June 30, 2015. This change, coupled with the annual increase in the total pension liability, led to a \$1.75 billion and \$265 million increase in the NPL for SCRS and PORS, respectively, for the measurement period ended June 30, 2015.

Long Term Expected Rate of Return - The long-term expected rate of return on pension plan investments, as used in the July 1, 2014, actuarial valuations, was based upon the 30 year capital market outlook at the end of the fourth quarter 2013, as developed by the Retirement Systems Investment Commission in collaboration with its investment consultant, Aon Hewitt. The long-term expected rate of returns represent assumptions developed using an arithmetic building block approach, reflecting observable inflation and interest rate information available in the fixed income markets as well as Consensus Economics forecasts. Long-term assumptions for other asset classes are based on historical results, current market characteristics, and professional judgment.

The expected returns, along with the expected inflation rate, form the basis for the target asset allocation as adopted by the Investment Commission for fiscal year 2015. The long-term expected rate of return is produced by weighting the expected future real rates of return by the target allocation percentage and by adding expected inflation and is summarized in the table on the following page. For actuarial purposes, the 7.50 percent assumed annual investment rate of return set in statute and used in the calculation of the total pension liability includes a 4.75 percent real rate of return and a 2.75 percent inflation component.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 5 - PENSION PLANS, Continued

Asset Class	Target Allocation	Expected Arithmetic Real Rate of Return	Long-Term Expected Portfolio Real Rate of Return
Short Term			
Cash	2.0%	1.9%	0.04%
Short Duration	3.0%	2.0%	0.06%
Domestic Fixed Income			
Core Fixed Income	7.0%	2.7%	0.19%
Mixed Credit	6.0%	3.8%	0.23%
Global Fixed Income			
Global Fixed Income	3.0%	2.8%	0.08%
Emerging Markets Debt	6.0%	5.1%	0.31%
Global Public Equity	31.0%	7.1%	2.20%
Global Tactical Asset Allocation	10.0%	4.9%	0.49%
Alternatives			
Hedge Funds (Low Beta)	8.0%	4.3%	0.34%
Private Debt	7.0%	9.9%	0.69%
Private Equity	9.0%	9.9%	0.89%
Real Estate (Broad Market)	5.0%	6.0%	0.30%
Commodities	3.0%	5.9%	0.18%
Total Expected Real Return	100.0%		6.00%
Inflation for Actuarial Purposes			2.75%
Total Expected Nominal Return			8.75%

Discount Rate - The discount rate used to measure the total pension liability was 7.50 percent. The projection of cash flows used to determine the discount rate assumed that the funding policy specified in the South Carolina State Code of Laws will remain unchanged in future years. Based on those assumptions, each System's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity Analysis - The following table presents the collective net pension liability of the Campus calculated using the discount rate of 7.50 percent, as well as what the Campus' net pension liability would be if it were calculated using a discount rate that is 1.00 percent lower (6.50 percent) or 1.00 percent higher (8.50 percent) than the current rate.

Sensitivity of the Net Pension Liability to Changes in the Discount Rate			
System	1.00% Decrease (6.5%)	Current Discount Rate (7.5%)	1.00% Increase (8.5%)
SCRS	\$81,531,370	\$64,670,755	\$50,539,456
PORS	1,647,489	1,209,494	817,777

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 5 - PENSION PLANS, Continued

Additional Financial and Actuarial Information - Detailed information regarding the fiduciary net position of the plans administered by PEBA is available in the Systems' audited financial statements for the fiscal year ended June 30, 2015 (including the unmodified audit opinion on the financial statements). Additional actuarial information is available in the accounting and financial reporting actuarial valuation as of June 30, 2015.

Deferred Compensation Plans – Several optional deferred compensation plans are available to State employees and employers of its political subdivisions. Certain employees of the University have elected to participate. The multiple-employer plans, created under Internal Revenue Code Sections 457, 401(k), and 403(b), are administered by third parties and are not included in the Comprehensive Annual Financial Report of the State of South Carolina. Compensation deferred under the plans is placed in trust for the contributing employee. The State has no liability for losses under the plans. Employees may withdraw the current value of their contributions when they terminate State employment. Employees may also withdraw contributions prior to termination if they meet requirements specified by the applicable plan.

NOTE 6 - POSTEMPLOYMENT AND OTHER EMPLOYEE BENEFIT

Plan Description - In accordance with the South Carolina Code of Laws and the annual Appropriations Act, the State provides post-employment health and dental and long-term disability benefits to retired State and school district employees and their covered dependents. The Campus contributes to the South Carolina Retiree Health Insurance Trust Fund (SCRHITF) and the South Carolina Long-Term Disability Insurance Trust Fund (SCLTDITF), cost-sharing multiple employer defined benefit postemployment healthcare, and long-term disability plans administered by the Insurance Benefits Division (IB), a part of the South Carolina Public Employee Benefit Authority (PEBA). Generally, retirees are eligible for the health and dental benefits if they have established at least ten years of retirement service credit. For new hires beginning employment May 2, 2008 and after, retirees are eligible for benefits if they have established 25 years of service for 100% employer funding and 15 through 24 years of service for 50% employer funding. Benefits become effective when the former employee retires under a State retirement system. Basic Long-Term Disability (BLTD) benefits are provided to active state, public school district, and participating local government employees approved for disability.

Funding Policies - Section 1-11-710 of the South Carolina Code of Laws of 1976, as amended, requires these postemployment and long-term disability benefits be funded through annual appropriations by the General Assembly for active employees to the IB and participating retirees to the PEBA, except for the portion funded through the pension surcharge and provided from the other applicable sources of the IB, for its active employees who are not funded by State General Fund appropriations. Employers participating in the Retiree Medical Plan are mandated by State statute to contribute at a rate assessed each year by the Office of the State Budget, 5.33% of annual covered payroll for 2016 and 5.00% of annual covered payroll for 2015. The IB sets the employer contribution rate based on a pay-as-you-go basis. The Campus paid approximately \$1,795,000 and \$1,628,000 applicable to the surcharge included with the employer contribution for retirement benefits for the fiscal years ended June 30, 2016 and 2015, respectively. BLTD benefits are funded through a person's premium charged to State agencies, public school districts, and other participating local governments. The monthly premium per active employee paid to IB was \$3.22 for the fiscal years ended June 30, 2016 and 2015. The Campus recorded employer contributions expenses applicable to these insurance benefits for active employees in the amount of approximately \$17,000 and \$16,000 for the years ended June 30, 2016 and 2015, respectively.

Effective May 1, 2008 the State established two trust funds through Act 195 for the purpose of funding and accounting for the employer costs of retiree health and dental insurance benefits and long-term disability insurance benefits. The SCRHITF is primarily funded through the payroll surcharge. Other sources of funding include additional State appropriated dollars, accumulated IB reserves, and income generated from investments. The SCLTDITF is primarily funded through investment income and employer contributions.

One may obtain a copy of the complete financial statements for the benefit plans and the trust funds from PEBA Retirement Benefits and Insurance Benefits, 202 Arbor Lake Drive, Suite 360, Columbia, SC 29223.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 7 - CONTINGENCIES, LITIGATION, AND PROJECT COMMITMENTS

The Campus is party to various lawsuits arising out of the normal conduct of its operations. In the opinion of Campus management, there are no material claims or lawsuits against the Campus that are not covered by insurance or whose settlement would materially affect the Campus' financial position.

The Campus participates in certain Federal grant programs. These programs are subject to financial and compliance audits by the grantor or its representative. Such audits could lead to requests for reimbursement to the grantor agency for expenditures disallowed under terms of the grant. Management believes disallowances, if any, would not be material.

The University had outstanding commitments under construction contracts of \$523,417 for capital and \$328,343 for noncapital projects. The Campus anticipates funding these projects out of current resources, current and future bond issues, private gifts, student fees, and state capital improvement bond proceeds.

NOTE 8 - LEASE OBLIGATIONS

The future minimum lease payments for noncancelable operating leases are as follows:

Real Property Operating Leases

2017	\$ 1,174,230
2018	994,587
2019	939,461
2020	911,898
2021	911,898
2022-2026	4,217,500
2027-2031	2,267,500
2032-2036	<u>822,375</u>
Total minimum lease payments	<u><u>\$ 12,239,449</u></u>

The preceding payment schedule relates to noncancelable operating leases having remaining terms of more than one year and expiring in various fiscal years from 2017-2036. Certain operating leases provide for renewal options at their fair rental value at the end of their lease term. Total real property operating lease payments were \$613,746 for fiscal year 2016.

Capital Leases - Buildings and land held by the Campus as of June 30, 2016:

	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net</u>
Buildings	\$ 776,892	\$ 454,768	\$ 322,124
Land	270,000	-	270,000

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 8 - LEASE OBLIGATIONS, Continued

The future minimum capital lease obligations and the net present value of the minimum capital lease payments are as follows:

2017	\$ 78,000
2018	78,000
2019	78,000
2020	39,000
Total minimum lease payments	273,000
Less amount representing interest	(19,131)
Present value of minimum lease payments by year	\$ 253,869

Capital lease obligations consist of:

Agreement with USC Upstate Foundation for land and building, dated February 2010, payable in monthly principal payments of \$6,500, with a fixed interest rate of 4.11%. This agreement expires in December 2019.

	\$ 253,869
Present value of minimum lease payments by lease	\$ 253,869

NOTE 9 - BONDS PAYABLE

Bonds Payable - Bonds payable consisted of the following:

	Original Debt	Interest Rates (Outstanding)	Maturity Dates	June 30, 2016 Balance	Debt Retired in Fiscal Year 2016
State Institution Bonds					
Series 2006B	\$ 10,850,000	5.25%	04/01/16	\$ -	\$ 500,000
Series 2009B	6,035,000	3% to 5%	04/01/29	4,300,000	260,000
Series 2011A Refunding	885,000	2.25% to 5%	03/01/22	520,000	75,000
Series 2014A	3,450,000	3% to 5%	04/01/34	3,205,000	110,000
Series 2015B Refunding	5,735,000	4% to 5%	04/01/26	5,735,000	-
Total State Institution Bonds				13,760,000	945,000
Revenue Bonds					
Series 2005A Refunding	2,830,000	5%	06/01/17	-	655,000
Series 2009A	28,920,000	3% to 5%	06/01/39	24,840,000	635,000
Series 2013	10,890,000	3% to 5%	05/01/33	9,825,000	375,000
Series 2015	570,000	4%	05/01/17	570,000	-
Total Revenue Bonds				35,235,000	1,665,000
Subtotal bonds payable				48,995,000	2,610,000
Plus unamortized bond premiums				2,765,312	126,574
Less unamortized bond discounts				(364,435)	(15,845)
Total Bonds Payable				\$ 51,395,877	\$ 2,720,729

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 9 - BONDS PAYABLE, Continued

State institution bonds are general obligation bonds of the State backed by the full faith, credit, and taxing power of the State. Tuition revenue is pledged up to the amount of the annual debt requirements for the payment of principal and interest on state institution bonds. Tuition revenue pledged in fiscal year 2016 was \$2,727,400 for state institution bonds.

General revenue bonds are payable from a pledge of net revenues derived by the Campus from the operation of the facilities constructed with the bond proceeds. General revenue bonds may also be payable from a pledge of additional funds. Additional funds are all available funds and academic fees of the Campus which are not (i) otherwise designated or restricted; (ii) funds derived from appropriations; and (iii) tuition funds pledged to the repayment of state institution bonds. Pledged net revenues for general revenue bonds in fiscal year 2016 were \$2,664,400 from sales and services of auxiliary enterprises.

The Campus believes it is in compliance with all related bond covenants of its issued debt.

On September 1, 2015 the Campus issued \$570,000 in Revenue Refunding bonds to fully refund the Series 2005A Revenue Refunding bonds with a final maturity of June 1, 2017 and to be called on December 1, 2015. The refunding transaction resulted in an aggregate debt payment reduction of \$96,500 over the next 2 years and an economic gain of \$87,287.

Subsequent to June 30, 2016, a bond issuance took place that resulted in significant savings to the Campus. On July 1, 2016, the Campus issued \$20,900,000 in Higher Education Revenue Refunding bonds. This transaction resulted in a present value savings of \$4,300,000 that will be realized in the form of annual cash flow savings ranging from \$15,000 to \$195,000 per year through 2039.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 9 - BONDS PAYABLE, Continued

The scheduled maturities of the Campus bonds payable by type are as follows:

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
State Institution Bonds			
2017	\$ 930,000	\$ 610,444	\$ 1,540,444
2018	960,000	569,444	1,529,444
2019	995,000	532,494	1,527,494
2020	1,035,000	486,944	1,521,944
2021	1,075,000	439,444	1,514,444
2022-2026	5,840,000	1,413,869	7,253,869
2027-2031	2,225,000	332,219	2,557,219
2032-2034	700,000	49,525	749,525
Total	<u>\$ 13,760,000</u>	<u>\$ 4,434,383</u>	<u>\$ 18,194,383</u>
	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Revenue Bonds			
2017	\$ 1,615,000	\$ 1,627,950	\$ 3,242,950
2018	1,080,000	1,568,263	2,648,263
2019	1,115,000	1,528,438	2,643,438
2020	1,170,000	1,479,638	2,649,638
2021	1,220,000	1,428,388	2,648,388
2022-2026	6,970,000	6,273,250	13,243,250
2027-2031	8,745,000	4,501,125	13,246,125
2032-2036	8,375,000	2,365,425	10,740,425
2037-2039	4,945,000	502,500	5,447,500
Total	<u>\$ 35,235,000</u>	<u>\$ 21,274,977</u>	<u>\$ 56,509,977</u>

NOTE 10 - LONG-TERM LIABILITIES

Long-term liability activity was as follows:

	<u>June 30, 2015</u>	<u>Additions</u>	<u>Reductions</u>	<u>June 30, 2016</u>	<u>Due Within One Year</u>	<u>Long-Term Portion</u>
Bonds Payable:						
State Institution Bonds	\$ 14,705,000	\$ -	\$ 945,000	\$ 13,760,000	\$ 930,000	\$ 12,830,000
Revenue Bonds	36,330,000	570,000	1,665,000	35,235,000	1,615,000	33,620,000
Subtotal Bonds Payable	51,035,000	570,000	2,610,000	48,995,000	2,545,000	46,450,000
Unamortized Bond Premiums	2,800,440	91,446	126,574	2,765,312	294,300	2,471,012
Unamortized Bond Discounts	(380,280)	-	(15,845)	(364,435)	(15,845)	(348,590)
Total Bonds Payable	<u>\$ 53,455,160</u>	<u>\$ 661,446</u>	<u>\$ 2,720,729</u>	<u>\$ 51,395,877</u>	<u>\$ 2,823,455</u>	<u>\$ 48,572,422</u>
Capital Lease Obligations	\$ 588,589	\$ -	\$ 334,720	\$ 253,869	\$ 68,853	\$ 185,016
Accrued Compensated Absences	\$ 2,167,223	\$ 1,341,696	\$ 1,561,321	\$ 1,947,598	\$ 1,207,511	\$ 740,087

Additional information regarding bonds payable is included in Note 9.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 11 - COMPONENT UNITS

Certain separately chartered legal entities whose activities are related to those of the Campus exist primarily to provide financial assistance and other support to the Campus and its educational programs. They include the USC Upstate Foundation and the USC Upstate Capital Development Foundation which are considered non-governmental component units because they do not meet the definition of a governmental entity. Because the activities and resources of these entities are significant, provide a direct benefit, and are accessible to the Campus, they are considered component units of the Campus and are discretely presented in the Campus' financial statements accordingly as non-governmental reporting entities.

Following is a more detailed discussion of each of these entities and a summary of significant transactions (if any) between these entities and the Campus.

The USC Upstate Foundation (the Foundation) was established to accept gifts for charitable, benevolent, cultural, and education purposes and to provide student housing and other real property for the exclusive use and benefit of the Campus. The Campus receives funds from the Foundation for scholarships and reimbursement for personnel and student housing services provided by the Campus. Complete financial statements for the Foundation can be obtained at USC Upstate Foundation, 800 University Way, Spartanburg, SC 29303.

The USC Upstate Capital Development Foundation, Inc. (the Foundation) was established to accept real property donated to the Campus, serve as the purchasing agent for property on behalf of the Campus that is integral to the growth of the Campus, and to manage property under leasing agreements to the Campus. Complete financial statements for the Foundation can be obtained at USC Upstate Capital Development Foundation, 800 University Way, Spartanburg, SC 29303.

Various transactions occur between the Campus and the component units. A summary of those transactions follows:

Funds Received from Component Units

USC Upstate Foundation	\$ 312,570
USC Upstate Capital Foundation	-
Total	<u><u>\$ 312,570</u></u>

Funds Paid to Component Units

USC Upstate Foundation	\$ 14,000
USC Upstate Capital Foundation	344,864
Total	<u><u>\$ 358,864</u></u>

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 12 – RELATED PARTY

The Spartanburg County Commission for Higher Education (the Commission) is a separately chartered legal entity which does not meet the criteria established by GASB Codification Section 2600, *Reporting Entity and Component Unit Presentation and Disclosure*, to be treated as a component unit of the Campus. While it is not financially accountable to the Campus, the Commission exists primarily to provide financial assistance and other support to the Campus and the educational programs. The activities of the Commission are not included in the Campus' financial statements.

The Commission was created under Act 36 of the 1967 Session of the General Assembly of South Carolina. The Commission is composed of seventeen members who are appointed by the Governor on the recommendation of a majority of the Spartanburg County Legislative Delegation. The Commission is responsible for the encouragement of higher education in Spartanburg County and adjacent areas and, more specifically, the establishment in Spartanburg County of facilities necessary to provide for an institution of higher education. The Commission is empowered to enter into contracts, make binding agreements, negotiate with educators and educational institutions and, generally, take such actions in its name as are necessary to secure for Spartanburg County and adjacent areas the necessary educational facilities to provide higher education. The Commission receives an annual appropriation of \$1,000 from Spartanburg County. During the year ended June 30, 2016, the Commission made grants to the Campus totaling \$15,000. The Commission paid expenditures on behalf of USC Upstate of \$15,222 for the fiscal year ended June 30, 2016. The Commission controls land owned by the County and provides the land to the Campus at no cost. The Campus provides accounting and record maintenance services to the Commission at no charge. The Commission owns five duplexes adjacent to campus and will purchase a sixth in the next fiscal year. These properties are managed by a rental company and are not considered student housing. The proceeds from these rentals are added to the \$300,000 endowment or operating funds of the Commission. At June 30, 2016, the Commission had a net position of \$878,000.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 13 – RISK MANAGEMENT

The Campus has a comprehensive risk management program which incorporates the fundamentals of risk identification, risk evaluation, risk control, and risk financing alternatives in reducing loss potential. The Campus mitigates the financial consequences of physical, human, and financial loss by purchasing insurance through the State Budget and Control Board Office of the Insurance Reserve Fund (IRF). As needed, the IRF policies are supplemented by the purchase of policies through the private insurance market. Several sections of the South Carolina Code of Laws authorize and require the State Budget and Control Board, through the IRF, to provide insurance to governmental entities. These statutes in turn require most state entities to purchase insurance through the IRF. These sections include:

Title 1 - Administration of Government, Section 1-11-140 - 141. Authority to provide tort liability insurance to governmental entities, their employees, and charitable medical facilities.

Title 1 - Administration of Government: Section 1-11-147. Automobile Liability Reinsurance.

Title 10 - Public Buildings and Property: Section 10-7-10 through 10-7-40. Authority to insure public buildings and contents.

Title 10 - Public Buildings and Property: Section 10-7-12. Authority to purchase reinsurance.

Title 10 - Public Buildings and Property: Section 10-7-130. Authority to hold monies paid as premiums for the purpose of paying Insured losses.

Title 11 - Public Finance: Section 11-9-75. Debt Collection Procedures.

Title 15 - Civil Remedies and Procedures: Section 15-78-10 through 15-78-150. S.C. Governmental Tort Claims Act. Authority to provide liability insurance.

Title 38 - Insurance: Section 38-13-190. Requires South Carolina Insurance Department Audits of Insurance Reserve Fund Finance.

Title 59 - Education: Section 59-67-710 & 59-67-790. Authority to insure school buses and pupils transported by school bus.

Title 59 - Education: Section 59-67-790. Pupil Injury Fund.

The IRF functions as a governmental insurance operation with the mission to provide insurance specifically designed to meet the needs of governmental entities at the lowest possible cost. The IRF operates like an insurance company, by issuing policies, collecting premiums (based on actuarially calculated rates), and by paying claims from the accumulated premiums in accordance with the terms and conditions of the insurance policies it has issued.

All premiums received by the IRF are deposited with the Office of the State Treasurer where the funds are maintained as the IRF Trust Account. By statutory requirement, these funds are to be used to pay claims and operating expenses of the fund. The Office of the State Treasurer is responsible for investing these funds. The costs of settled claims have not exceeded the Campus' insurance coverage in any of the past three years.

The IRF uses no agents, brokers, or advertising, and does not actively solicit accounts. The lack of a profit motive and the lack of acquisition expenses such as agents' commissions, along with the use of the investment income in rate determination allow the IRF to maintain the lowest possible rate structure. Not all governmental entities elect to purchase their insurance through the IRF. The South Carolina Tort Claims Act allows political subdivisions of the State access to other mechanisms to meet their insurance needs at their discretion. Some entities participate in other self-insurance pools, some purchase commercial insurance, and some elect to self-insure their insurance exposures.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

NOTE 13 – RISK MANAGEMENT, Continued

The various types of property insurance policies maintained by the Campus include: Building and Personal Property, Inland Marine, Data Processing Equipment, Business Interruption and Builders' Risk. Additionally, Risk Management maintains a variety of casualty insurance policies including Automobile and Aircraft Property Damage and Liability, Directors and Officers Liability, General Tort Liability, Medical Professional Liability, an Employee Fidelity Bond, and Student Workers' Compensation.

NOTE 14 - OPERATING EXPENSES BY FUNCTION

Operating expenses by functional classification are summarized as follows:

	Salaries and Wages	Fringe Benefits	Services and Supplies	Utilities	Scholarships and Fellowships	Depreciation	Total
Instruction	\$ 20,322,245	\$ 7,110,913	\$ 2,304,316	\$ -	\$ 415	\$ -	\$ 29,737,889
Research	135,265	37,065	40,471	-	4,933	-	217,734
Public service	666,271	218,056	295,230	-	833	-	1,180,390
Academic support	2,624,780	972,034	2,327,982	-	332	-	5,925,128
Student services	4,393,804	1,516,022	3,056,613	-	2,092	-	8,968,531
Institutional support	4,597,412	1,669,035	2,733,037	-	58	-	8,999,542
Operation & plant maintenance	2,951,206	1,188,813	4,946,697	1,606,173	-	-	10,692,889
Auxiliary enterprises	800,695	215,149	2,424,520	483,764	-	-	3,924,128
Scholarships and fellowships	-	132,634	33,735	-	1,266,244	-	1,432,613
Depreciation	-	-	-	-	-	3,234,919	3,234,919
Total operating expenses	\$ 36,491,678	\$ 13,059,721	\$ 18,162,601	\$ 2,089,937	\$ 1,274,907	\$ 3,234,919	\$ 74,313,763

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Schedule of the Campus' Proportionate Share of the Net Pension Liability
As of June 30

	SCRS		
	2016	2015	2014
Campus' proportion of the net pension liability	0.340992%	0.343940%	0.343940%
Campus' proportionate share of the net pension liability	<u>\$ 64,670,755</u>	<u>\$ 59,217,099</u>	<u>\$ 61,690,365</u>
Campus' covered-employee payroll during the measurement period	<u>\$ 21,450,964</u>	<u>\$ 21,271,140</u>	<u>\$ 20,651,807</u>
Campus' proportionate share of the net pension liability as a percentage of its covered-employee payroll	301.48%	278.39%	298.72%
Plan fiduciary net position as a percentage of the total pension liability	56.99%	59.90%	56.39%

	PORS		
	2016	2015	2014
Campus' proportion of the net pension liability	0.055494%	0.055920%	0.055920%
Campus' proportionate share of the net pension liability	<u>\$ 1,209,494</u>	<u>\$ 1,070,541</u>	<u>\$ 1,159,199</u>
Campus' covered-employee payroll during the measurement period	<u>\$ 686,692</u>	<u>\$ 674,433</u>	<u>\$ 680,580</u>
Campus' proportionate share of the net pension liability as a percentage of its covered-employee payroll	176.13%	158.73%	170.33%
Plan fiduciary net position as a percentage of the total pension liability	64.57%	67.50%	62.98%

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Schedule of the Campus' Contributions
For the Year Ended June 30

	SCRS		
	2016	2015	2014
Contractually required contribution	\$ 3,427,532	\$ 3,353,440	\$ 3,309,868
Contributions made to pension plan	3,427,532	3,353,440	3,309,868
Contribution deficiency (excess)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Campus' covered employee payroll	\$ 21,173,900	\$ 21,450,964	\$ 21,271,140
Contributions as a portion of covered employee payroll	16.19%	15.63%	15.56%

	PORS		
	2016	2015	2014
Contractually required contribution	\$ 96,591	\$ 91,561	\$ 86,358
Contributions made to pension plan	96,591	91,561	86,358
Contribution deficiency (excess)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Campus' covered employee payroll	\$ 708,899	\$ 686,692	\$ 674,433
Contributions as a portion of covered employee payroll	13.63%	13.33%	12.80%

**Independent Auditor's Report on Internal Control Over Financial Reporting
and on Compliance and Other Matters Based on an Audit of Financial Statements
Performed In Accordance With *Government Auditing Standards***

The Board of Trustees
University of South Carolina
Columbia, South Carolina

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States of America, the financial statements of the business-type activities and the aggregate discretely presented component units of the University of South Carolina - Upstate (the Campus), a campus of the University of South Carolina, as of and for the year ended June 30, 2016, and the related notes to the financial statements, which collectively comprise the Campus' basic financial statements, and have issued our report thereon dated November 17, 2016. Our report includes a reference to other auditors who audited the financial statements of the USC Upstate Foundation and the USC Upstate Capital Development Foundation, as described in our report on the Campus' financial statements. This report does not include the results of the other auditors' testing of internal control over financial reporting or compliance and other matters that are reported on separately by those auditors. The financial statements of the USC Upstate Foundation and the USC Upstate Capital Development Foundation were not audited in accordance with *Government Auditing Standards*.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Campus' internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Campus' internal control. Accordingly, we do not express an opinion on the effectiveness of the Campus' internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that were not identified. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Campus' financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the result of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in black ink that reads "Elliott Davis Decosimo, LLC". The signature is written in a cursive, flowing style.

Columbia, South Carolina
November 17, 2016