



REPORT OF INDEPENDENT AUDITORS
AND FINANCIAL STATEMENTS
WITH SUPPLEMENTAL INFORMATION

WASHINGTON HIGHER EDUCATION FACILITIES AUTHORITY

June 30, 2019 and 2018



Table of Contents

	PAGE
Report of Independent Auditors	1–2
Management’s Discussion and Analysis	3–7
Financial Statements	
Statements of net position	8
Statements of revenues, expenses, and changes in net position	9
Statements of cash flows	10
Notes to financial statements	11–19
Supplemental Information	
Schedule of program net position	20
Schedule of program revenues, expenses, and changes in program net position	21
Schedule of program cash flows	22

Report of Independent Auditors

To the Board of Directors
Washington Higher Education Facilities Authority

Report on the Financial Statements

We have audited the accompanying financial statements of the Washington Higher Education Facilities Authority, which comprise the statements of net position as of June 30, 2019 and 2018, and the related statements of revenues, expenses and changes in net position and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Washington Higher Education Facilities Authority as of June 30, 2019 and 2018, and the changes in its net position and results of its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 through 7 be presented to supplement the financial statements. Such information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the financial statements, and other knowledge we obtained during our audit of the financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements. The supplemental schedules of program net position, program revenues, expenses, and changes in program net position, and program cash flows on pages 20 through 22 are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplemental schedules of program net position, program revenues, expenses, and changes in program net position, and program cash flows are fairly stated in all material respects in relation to the financial statements as a whole.

Moss Adams LLP

Seattle, Washington

October 28, 2019

Washington Higher Education Facilities Authority Management's Discussion and Analysis

As management of the Washington Higher Education Facilities Authority (the Authority), we offer readers of the Authority's financial statements this narrative overview and analysis of the financial activities of the Authority for the years ended June 30, 2019 and 2018. This overview and analysis is required by accounting principles generally accepted in the United States of America (GAAP) and the Governmental Accounting Standards Board.

Financial Highlights

During the fiscal year ended or as of June 30, 2019:

- Cash and investments totaled \$6.5 million, which decreased by \$3.7 million as proceeds from bond issues were used to fund project draws.
- Loans receivable, net of discounts, premiums, and unamortized bond insurance premiums decreased \$9.2 million due to the funding of two existing loans (\$14.1 million) partially offset by mortgage payments of \$23.3 million.
- At fiscal year-end, the Authority had total bonds and notes payable of \$620.5 million, net of premiums and discounts. This represents a net decrease of \$12.7 million, or 2%, resulting from principal payments totaling \$23.3 million, partially offset by the additional funding of two bonds (\$10.6 million, net of premiums and discounts).
- Bond interest expense decreased by \$1.5 million (7%) as bonds outstanding declined.

Overview of the Financial Statements

The financial statements consist of three parts: Management's Discussion and Analysis, the financial statements, and the notes to the financial statements. The financial statements are presented in a manner similar to that of a private business, using the economic resources measurement focus and the accrual basis of accounting. The financial statements report information for all Authority programs and operations. The statements of net position include all of the Authority's assets and liabilities. All revenues and expenses of the Authority are reflected in the statements of revenue, expense, and changes in net position.

Program financial statements are presented as supplemental schedules. The supplemental information separates the financial statements into the Restricted Bond Funds and General Operating Fund.

Washington Higher Education Facilities Authority

Management's Discussion and Analysis

Overview of the Financial Statements (continued)

Economic Outlook

Interest rates continue to be at historically low levels. Over the past several years, many of our borrowers' bond issues have been refunded to lock in a low rate for the long term. Also, some financings that might have been done through the Authority were done with taxable financing since the low-rate environment diminished the marginal value of tax-exemption. We do expect our borrowers to bring some new bond issues to the Authority over the next year as certain bond issues reach a mandatory tender date and new facilities are planned on their campuses. Private placement of tax-exempt debt with lending institutions and bonds issued supported by the borrower's credit rating continue to be favored by the borrowers.

Financial Analysis of the Authority

Statements of Net Position

The following table summarizes the changes in assets, liabilities, and net position between the years ended June 30, 2019 and 2018 (in millions):

	<u>2019</u>	<u>2018</u>	<u>Change</u>	
Assets				
Cash and cash equivalents	\$ 6.5	\$ 10.2	\$ (3.7)	(36.3%)
Accrued interest receivable	3.6	4.2	(0.6)	(14.3%)
Loans receivable, net	<u>616.0</u>	<u>625.2</u>	<u>(9.2)</u>	(1.5%)
Total assets	<u>\$ 626.1</u>	<u>\$ 639.6</u>	<u>\$ (13.5)</u>	(2.1%)
Liabilities				
Accrued interest payable	\$ 4.3	\$ 4.4	\$ (0.1)	(2.3%)
Amounts due to borrower and other payables	0.3	0.7	(0.4)	(57.1%)
Bonds payable, net	<u>620.5</u>	<u>633.2</u>	<u>(12.7)</u>	(2.0%)
Total liabilities	<u>\$ 625.1</u>	<u>\$ 638.3</u>	<u>\$ (13.2)</u>	(2.1%)
Net position				
Unrestricted	<u>\$ 1.0</u>	<u>\$ 1.3</u>	<u>\$ (0.3)</u>	(23.1%)

Washington Higher Education Facilities Authority Management's Discussion and Analysis

Financial Analysis of the Authority (continued)

Statements of Revenues, Expenses, and Changes in Net Position

The following table summarizes the changes in revenues and expenses between the years ended June 30, 2019 and 2018 (in millions):

	2019	2018	Change	
Revenues				
Bond programs loan interest	\$ 22.3	\$ 21.7	\$ 0.6	2.8%
Program fees and General Operating Fund interest income	-	0.8	(0.8)	(100.0%)
Total revenues	<u>22.3</u>	<u>22.5</u>	<u>(0.2)</u>	(0.9%)
Expenses				
Bond programs interest expense	22.8	21.3	1.5	7.0%
Other bond programs expenses	(0.5)	1.1	(1.6)	(145.5%)
General Operating Fund expenses	0.3	0.3	-	- %
Total expenses	<u>22.6</u>	<u>22.7</u>	<u>(0.1)</u>	(0.4%)
Change in net position	<u>\$ (0.3)</u>	<u>\$ (0.2)</u>	<u>\$ (0.1)</u>	50.0%

Loan interest (\$22.3 million) and bond interest expense (\$22.8 million) are the primary components of total revenues and expenses, respectively, for the bond programs for the year ended June 30, 2019.

During the year ended June 30, 2019, the Authority's revenue in the General Operating Fund resulted from interest totaling \$26,739. During the year, the Authority waived its annual issuer fees on the bonds outstanding. General operating expenses of \$357,460 are comprised of personnel, communication, office expense, and other professional fees.

Debt Administration

The Authority has debt obligations of \$620.5 million, net of bond discounts and premiums at June 30, 2019. The Authority's bond funds are held by trustees, who ensure that payments of debt service, funding of necessary reserves and other bond resolution requirements are met. At June 30, 2019, amounts held by trustees represent full funding of these requirements.

Most of the debt issued by the Authority is tax-exempt and is issued under the Internal Revenue Code and Treasury Regulations governing mortgage revenue bonds. The tax-exempt bonds sold to provide loans to nonprofit higher education facilities are exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code.

Washington Higher Education Facilities Authority

Management's Discussion and Analysis

Debt Administration (continued)

The loans, which may be secured by real and/or personal property, are used by higher education institutions for capital costs and/or refunding of prior such financings. These bonds are not subject to the limitation on the amount of private-activity bonds that may be issued during any calendar year by, or on behalf of, states and their political subdivisions by the Federal Tax Reform Act of 1986.

The Authority has no general obligation bonds and does not currently have an issuer credit rating. The Authority's authorized debt limit is \$1 billion.

Additional information on the Authority's debt obligations can be found in Note 6 of this report.

Comparison of Fiscal Year 2018 with 2017

Statements of Net Position

The following table summarizes the changes in combined net position between June 30, 2018 and 2017 (in millions):

	<u>2018</u>	<u>2017</u>	<u>Change</u>	
Assets				
Cash and cash equivalents	\$ 10.2	\$ 24.1	\$ (13.9)	(57.7%)
Investments	-	1.4	(1.4)	(100.0%)
Accrued interest receivable	4.2	4.0	0.2	5.0%
Loans receivable, net	625.2	612.3	12.9	2.1%
Prepaid fees and other assets	<u>-</u>	<u>0.1</u>	<u>(0.1)</u>	<u>(100.0%)</u>
Total assets	<u>\$ 639.6</u>	<u>\$ 641.9</u>	<u>\$ (2.3)</u>	<u>(0.4%)</u>
Liabilities				
Accrued interest payable	\$ 4.4	\$ 4.2	\$ 0.2	4.8%
Amounts due to borrower and other payables	0.7	0.6	0.1	16.7%
Bonds payable, net	<u>633.2</u>	<u>635.6</u>	<u>(2.4)</u>	<u>(0.4%)</u>
Total liabilities	<u>\$ 638.3</u>	<u>\$ 640.4</u>	<u>\$ (2.1)</u>	<u>(0.3%)</u>
Net Position				
Unrestricted	<u>\$ 1.3</u>	<u>\$ 1.5</u>	<u>\$ (0.2)</u>	<u>(13.3%)</u>

Washington Higher Education Facilities Authority Management's Discussion and Analysis

Comparison of Fiscal Year 2017 with 2016 (continued)

Statements of Revenues, Expenses and Changes in Net Position

The following table summarizes the combined changes in net position activity between the years ended June 30, 2018 and 2017 (in millions):

	2018	2017	Change	
Revenues				
Bond programs loan interest	\$ 21.7	\$ 20.0	\$ 1.7	8.5%
Program fees and General Operating Fund interest income	0.8	1.5	(0.7)	(46.7%)
Total revenues	<u>22.5</u>	<u>21.5</u>	<u>1.0</u>	4.7%
Expenses				
Bond programs interest expense	21.3	21.8	(0.5)	(2.3%)
Other bond programs expenses	1.1	(0.4)	1.5	(375.0%)
General Operating Fund expenses	0.3	0.3	-	- %
Total expenses	<u>22.7</u>	<u>21.7</u>	<u>1.0</u>	4.6%
Change in net position	<u>\$ (0.2)</u>	<u>\$ (0.2)</u>	<u>\$ -</u>	- %

During the fiscal year ended June 30, 2018, the Authority's combined total assets decreased by \$2.3 million primarily due to the decrease in cash, cash equivalents, and investments (\$15.3 million) as existing loans were funded, offset by the increase in loans receivable (\$12.9 million) as loans were issued.

Additional Information

Questions and inquiries may be directed to the Senior Director of Finance or the Senior Controller at Washington Higher Education Facilities Authority, 1000 2nd Avenue, Suite 2700, Seattle, Washington 98104 (206-464-7139).

Washington Higher Education Facilities Authority
Statements of Net Position

ASSETS

	June 30,	
	<u>2019</u>	<u>2018</u>
CASH AND CASH EQUIVALENTS	\$ 6,527,343	\$ 10,200,563
ACCRUED INTEREST RECEIVABLE	3,634,077	4,190,205
LOANS RECEIVABLE, net	616,006,561	625,214,784
PREPAID FEES AND OTHER ASSETS	<u>13,358</u>	<u>13,814</u>
TOTAL ASSETS	<u>\$ 626,181,339</u>	<u>\$ 639,619,366</u>

LIABILITIES AND NET POSITION

ACCRUED INTEREST PAYABLE	\$ 4,345,532	\$ 4,380,860
AMOUNTS DUE TO BORROWER	311,503	678,042
ACCOUNTS PAYABLE	66,175	64,741
BONDS PAYABLE		
Interest bonds	582,760,911	593,441,158
Taxable bonds	29,920,000	31,415,000
Unamortized bond premium	8,520,583	9,086,087
Unamortized bond discount	<u>(725,610)</u>	<u>(759,488)</u>
	<u>620,475,884</u>	<u>633,182,757</u>
TOTAL LIABILITIES	625,199,094	638,306,400
NET POSITION		
Unrestricted	<u>982,245</u>	<u>1,312,966</u>
TOTAL LIABILITIES AND NET POSITION	<u>\$ 626,181,339</u>	<u>\$ 639,619,366</u>

Washington Higher Education Facilities Authority
Statements of Revenues, Expenses, and Changes in Net Position

	Years Ended June 30,	
	2019	2018
REVENUES		
Interest earned on loans and investments	\$ 22,272,766	\$ 21,675,415
Fee income	-	829,994
	22,272,766	22,505,409
EXPENSES		
Interest on debt	22,777,652	21,295,888
Amortization of bond premium	(565,504)	(541,756)
Amortization of bond discount	33,879	900,192
Bond issuance costs	-	724,381
Amortization of bond insurance premium	-	1,831
Communication and office expense	312,057	251,561
Professional fees	45,403	47,192
	22,603,487	22,679,289
CHANGE IN NET POSITION	(330,721)	(173,880)
NET POSITION		
Beginning of year	1,312,966	1,486,846
End of year	\$ 982,245	\$ 1,312,966

Washington Higher Education Facilities Authority

Statements of Cash Flows

	Years Ended June 30,	
	2019	2018
OPERATING ACTIVITIES		
Interest received on loans	\$ 22,819,823	\$ 22,216,475
Cash received from fee income	-	3,059,416
Cash received from loan repayments	23,352,247	82,116,856
Cash payments for acquisition of loans	(14,144,025)	(95,023,490)
Cash payments for bond program expenses	(366,539)	(923,809)
Salaries, benefits, and vendor payments	(355,570)	(296,928)
Net cash provided by operating activities	<u>31,305,936</u>	<u>11,148,520</u>
INVESTING ACTIVITIES		
Sale of investments	-	1,440,000
Interest received on investments	9,071	2,740
Net cash provided by investing activities	<u>9,071</u>	<u>1,442,740</u>
NON-CAPITAL FINANCING ACTIVITIES		
Proceeds from issuance of bonds and notes	11,177,000	76,740,000
Interest paid on debt	(22,812,980)	(21,132,357)
Debt repayments	(23,352,247)	(82,116,856)
Net cash used for financing activities	<u>(34,988,227)</u>	<u>(26,509,213)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(3,673,220)	(13,917,953)
CASH AND CASH EQUIVALENTS		
Beginning of year	<u>10,200,563</u>	<u>24,118,516</u>
End of year	<u>\$ 6,527,343</u>	<u>\$ 10,200,563</u>
RECONCILIATION OF EXCESS OF EXPENSES OVER REVENUES TO NET CASH PROVIDED FROM OPERATING ACTIVITIES		
Change in net position	\$ (330,721)	\$ (173,880)
Adjustments to reconcile excess of expenses over revenues to net cash used by operating activities		
Amortization of loan discount	(33,879)	(900,192)
Amortization of loan premium	565,504	541,756
Amortization of prepaid bond insurance	-	(1,831)
Amortization of bond discount	33,879	900,192
Amortization of bond premium	(565,504)	(541,756)
Amortization of bond insurance premium	-	1,831
Cash from changes in operating assets and liabilities		
Acquisition of loans	(14,144,025)	(95,023,490)
Repayments of loans	23,352,247	82,116,856
Interest and other receivables	547,513	(182,648)
Interest and other payables	21,880,922	24,411,682
Net cash provided by operating activities	<u>\$ 31,305,936</u>	<u>\$ 11,148,520</u>

Washington Higher Education Facilities Authority

Notes to Financial Statements

Note 1 – Description of Business

The Washington Higher Education Facilities Authority (the Authority) was created in 1983 in accordance with the Chapter 28B.07 of the Revised Code of Washington (RCW). The Authority was formally activated in 1984 with the appointment of five board members. The Authority's purpose is to reduce the financing costs of higher education facilities through the issuance of tax-exempt, nonrecourse revenue bonds, and to loan the proceeds to qualified, not-for-profit higher education institutions in Washington State. The institutions may use the bond proceeds for refinancing taxable or tax-exempt debt, remodeling, construction, purchase of equipment, or other approved purposes. The Authority's debt limit is \$1 billion.

Effective July 22, 2007, the Authority was granted the power to originate and purchase student loans, to participate in federal programs that provide guarantees for the repayment of educational loans and to issue revenue bonds payable from and secured by educational loans. Revenue bonds so secured are to be excluded from the debt limit of \$1 billion. As of the date of this report, no such revenue bonds have been issued.

The Authority is a legally separate entity from, and incurs no expense or liability to, the State of Washington. Although the governor and lieutenant governor sit on the board and the governor appoints the public members of the board, the State of Washington is not considered to be financially accountable due to the restricted ability of the Washington State legislature to impose its will on the Authority and a lack of any financial dependency of the Authority on any State appropriations. The Authority does not impose a financial burden on, nor is there a benefit to, the State; however, in the June 30, 2018, State of Washington Comprehensive Annual Financial Report (CAFR), the Authority is presented as a discrete component unit of the State of Washington.

Program Funds

The Authority summarizes its financial activities in two funds:

General Operating Fund – The General Operating Fund was established by the Authority to account for the fiscal activities related to the administration of its ongoing program responsibilities. Revenues of the General Operating Fund are derived primarily from fees earned on bond issues and interest income on operating investments. All funds received by the Authority are generated by its activities. Expenditures are not appropriations from the State.

Bond Fund – The financial activities of all Authority-issued bonds, including the proceeds from the sale of mortgage revenue bonds and the debt service requirements of these bonds, are recorded in the bond fund. Bonds issued by the Authority are conduit debt, i.e., limited-obligation bonds issued by the Authority for the express purpose of providing financing for a specific third party that is not a part of the Authority's financial reporting entity. Although the conduit debt securities bear the name of the Authority, it has no obligation for such debt beyond the resources provided by the loan with the third party on whose behalf they are issued.

Washington Higher Education Facilities Authority

Notes to Financial Statements

Note 1 – Description of Business (continued)

At the time of bond issuance, the Authority generally assigns its rights, title, and interest in the loan agreement (with certain exceptions and reservations), and in any collateral securing the loan, to a bond trustee pursuant to a trust indenture. The bond trustee administers the bond issue. The bonds, which constitute a special obligation of the Authority, are payable solely from the bond fund established pursuant to the indenture, and are funded primarily from payments made by the not-for-profit higher education institutions to satisfy the loan agreement and from any other money held by the bond trustee pursuant to the indenture. As such, the assets so pledged were \$625.1 million and \$638.2 million as of June 30, 2019 and 2018, respectively. The obligation of the not-for-profit colleges and universities to repay the loan is absolute and unconditional.

The bonds do not constitute a general, moral, or special obligation of the State of Washington, a pledge of the faith and credit of the State, or a general obligation of the Authority. The owners of the bonds have no right to require the State of Washington or the Authority, nor has the State of Washington or the Authority any obligation or legal authorization, to levy any taxes or appropriate or expend any of its funds for the payment of principal thereof, premium, if any, or interest thereon.

Note 2 – Summary of Significant Accounting Policies

The financial statements of the Authority have been prepared in conformity with accounting principles generally accepted in the United States (GAAP) as applied to governmental units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The Authority has applied all applicable GASB pronouncements. The most significant of the Authority's accounting policies are described below.

Measurement focus and basis of accounting – All program and general operating funds of the Authority are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and all liabilities associated with the operation of these funds are included on the statement of net position. The statements of revenues, expenses and changes in net position for all funds present increases (e.g., revenues) and decreases (e.g., expenses) in net position. These funds utilize the accrual basis of accounting. Under this method, revenues are recorded when earned and expenses are recorded at the time liabilities are incurred.

Unclassified statement of net position – The Authority's business cycle is greater than one year. As such, all assets and liabilities as shown on the statements of net position are unclassified.

Washington Higher Education Facilities Authority

Notes to Financial Statements

Note 2 – Summary of Significant Accounting Policies (continued)

Cash and cash equivalents – Cash deposits in the bond issues are held in the corporate trust departments of commercial banks in the bond issue's name. As of June 30, 2019 and 2018, there were no uncollateralized or uninsured cash equivalents held in the bond fund. Cash deposits held by the General Operating Fund are entirely covered by the Federal Deposit Insurance Corporation (FDIC) or by collateral held in a multiple financial institution collateral pool administered by the Washington Public Deposit Protection Commission (PDPC).

For purposes of the statement of cash flows, the Authority considers all highly liquid, interest-bearing instruments purchased with an original maturity of three months or less that are readily convertible to cash to be cash and cash equivalents.

Investments – There were no investments outstanding at June 30, 2019 or 2018.

Loans receivable, net – Loans receivable are stated at their unpaid principal balance, increased by premiums or reduced by unearned discounts, and unamortized bond insurance premiums which are amortized over the life of the loan.

No loan loss provisions have been considered necessary as the Authority requires each bond issue to be rated in the investment grade category by Standard & Poor's, Moody's or Fitch or to be privately-placed with a sophisticated investor. In addition to those borrowers whose natural rating is below investment grade, most borrowers have the assets held by all the outstanding indentures secured by letters of credit or bond insurance, issued by either a third-party bank or insurance company, of which payment is guaranteed.

Prepaid fees – Prepaid fees in the Bond Fund represent prepaid mortgage insurance, which is an agreement by a third party to make payment of required debt service in accordance with the terms of the loan agreement on behalf of the borrower in the event they are unable to make the required payments.

Amounts due to borrower – Amounts due to borrower consist of funds that are to be requisitioned by borrower but have not yet been disbursed as well as reserve funds that are prescribed by bond indentures.

Bonds payable – Interest serial and term bonds are stated at their principal amounts outstanding, net of unamortized bond discount or premium, if any.

Unamortized bond discounts and premiums – Unamortized bond discounts or premiums and unamortized bond insurance premiums are amortized using the bonds outstanding method.

Bond issuance costs – Bond issuance costs, including underwriter's fees, are expensed at issuance.

Revenue recognition – The primary source of revenue for the Authority is interest earned on its loans outstanding and investments. This revenue is used to pay interest expense on the bonds outstanding. In addition, the Authority earns annual fees charged on the loan amounts outstanding. Interest and fees are recognized on an accrual basis.

Washington Higher Education Facilities Authority

Notes to Financial Statements

Note 2 – Summary of Significant Accounting Policies (continued)

Income taxes – The Authority is exempt from federal income taxes under Internal Revenue Code (IRC) Section 115(a) and, accordingly, no provision for income taxes was made for the years ended June 30, 2019 and 2018.

Extinguishment of debt – Any costs related to the extinguishment of debt are funded by the borrower, and as such do not create an expense to the Authority.

Use of estimates – The preparation of the financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements. Actual results may differ from those estimates.

Unrestricted net position – The unrestricted net position balances at June 30, 2019 and 2018, were \$982,245 and \$1,312,966, respectively, and consist of funds provided for general operations.

Arbitrage rebate – No arbitrage rebate is owed to the United States Treasury for the years ended June 30, 2019 and 2018.

New accounting pronouncements – In March 2018, the GASB issued Statement No. 88, *Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements*. The statement, effective for periods beginning after June 15, 2018, requires the Authority to separate and report directly (or privately) placed debt from all other debt in the notes to the financial statements, for all periods presented. It further requires additional disclosure about the debt, including terms specified in debt agreements related to significant events of default or termination events with finance-related consequences as well as significant subjective acceleration clauses. The Authority has adopted the standard and disclosures have been updated to reflect these requirements, see Note 6.

In May 2019, the GASB issued Statement No. 91, *Conduit Debt Obligations*, which amends the existing guidance related to accounting for issuance of conduit debt. This standard defines conduit debt obligations and eliminates the option for conduit debt issuers to report conduit debt obligations as their own liabilities. The statement will require the Authority to include information about the outstanding conduit debt issued within the notes to the financial statements. The standard is effective for reporting periods beginning after December 15, 2020, however, early application is encouraged.

The Authority intends to adopt this standard for the fiscal year ending June 30, 2020, using a full retrospective method to restate each prior period presented. The Authority has determined that the impact will be material and will result in the removal of conduit debt related liabilities and assets associated with the bond program from its financial statements except for the required disclosure in the notes. The Authority is continuing to assess the impact on its policies and disclosures.

Washington Higher Education Facilities Authority

Notes to Financial Statements

Note 3 – Investments

Bond program investment policy – The trust indenture for each bond issued establishes the permitted investments. Although all of the bond program funds must be used for program purposes, certain funds have been restricted for payment of debt service as required by the indentures. Since the Authority is a conduit issuer, the investment of bond program funds is directed by the borrower and the risk associated with the investments accrues directly to the borrower.

The Authority did not have investments in the bond program at June 30, 2019 and 2018.

Operating fund investment policy – The Authority can invest its operating funds in nongovernmental investments, including certificates of deposit, banker's acceptances, and repurchase agreements.

In addition, the following governmental investments are eligible:

1. Treasury bills, notes, and other obligations issued by the United States Department of the Treasury and backed by the full faith and credit of the US government.
2. Federal Home Loan Bank notes and bonds.
3. Federal Land Bank bonds.
4. Federal National Mortgage Association notes, debentures, and guaranteed certificates of participation.
5. The obligations of certain government-sponsored corporations whose obligations are eligible as collateral for advances to member banks, as determined by the Board of Governors of the Federal Reserve System.
6. Shares of mutual funds with portfolios consisting of only US government bonds or US government guaranteed bonds issued by federal agencies with average maturities less than four years.
7. Investments in state investment pool – the Authority is a voluntary participant in the Local Agency Investment Pool operated by the State Treasurer pursuant to RCW 43.250. Investments in the pool are reported at amortized cost.

Washington Higher Education Facilities Authority

Notes to Financial Statements

Note 4 – Loans Receivable, Net

The loans receivable balances in the Restricted Bond Funds at June 30, 2019 and 2018, are comprised of the following:

	<u>2019</u>	<u>2018</u>
Loans receivable	\$ 608,208,154	\$ 616,884,752
Discount on loans	(725,610)	(759,488)
Mortgage premiums	<u>8,520,583</u>	<u>9,086,086</u>
	<u>\$ 616,003,127</u>	<u>\$ 625,211,350</u>

Note 5 – Contracted Staff Services

The Washington State Housing Finance Commission (the Commission) provides staff and other administrative services to the Authority. The Authority has no directly hired staff and as such has no pension obligations. Total charges for each fiscal year and amounts due as of the end of each fiscal year are summarized here:

<u>Contracted Services</u>	<u>June 30, 2019</u>	<u>June 30, 2018</u>
Total Charges of the Commission for the Fiscal Year	\$ 277,110	\$ 214,341
Amount Due to the Commission at June 30	64,793	64,121

Note 6 – Bonds Payable

The Authority's bonds are limited obligations payable solely from, and secured by, a pledge of the mortgage loans (including any insurance payments made with respect thereto), restricted investments, and undisbursed bond proceeds and the earnings thereon held under the indenture or financing agreement authorizing the bonds.

Uncured default of the debt requires mandatory bond redemption, paid by reassignment of the underlying pledge of the mortgage loan to the bond holder as full payment of our outstanding obligation and eliminating the tax-exempt benefits to the remaining parties.

Washington Higher Education Facilities Authority

Notes to Financial Statements

Note 6 – Bonds Payable (continued)

As of June 30, 2019, the Authority had outstanding bonds of \$612.7 million. The bonds bear interest ranging from 1.90% to 6.00% and mature in varying amounts through fiscal year 2047. Bonds outstanding at June 30, 2019 and 2018, are as follows:

Series	Balance Outstanding	
	2019	2018
University of Puget Sound 2001	\$ 9,020,000	\$ 9,475,000
Whitman College 2004	28,770,000	28,770,000
Walla Walla College 2005	380,405	513,128
Seattle University '08A	14,295,000	15,615,000
Whitman College 2008	24,105,000	24,960,000
Cornish College 2010	13,323,000	18,323,000
Seattle University 2011	10,985,000	11,575,000
Whitworth University 2012	17,855,000	18,155,000
Bastyr University 2012	19,279,392	20,069,621
University of Puget Sound Series 2012 A	34,395,000	34,805,000
University of Puget Sound Series 2012 B	25,015,000	25,730,000
Heritage University 2013	7,015,114	7,853,409
Seattle Pacific University 2013	62,300,000	66,635,000
Gonzaga 2013	53,000,000	53,000,000
Saint Martins University 2014	29,315,000	26,833,000
Pacific Lutheran University 2014	10,000,000	10,000,000
Seattle University 2015	49,405,000	51,687,000
Pacific Lutheran University 2016	46,328,000	47,652,000
Whitman College Series 2017	17,400,000	17,705,000
Whitworth University 2016	57,580,000	59,075,000
Seattle University Refunding 2017	41,860,000	41,860,000
Pacific Northwest University 2018	41,055,000	34,565,000
	<u>612,680,911</u>	<u>624,856,158</u>
Unamortized Bond Premium	8,520,583	9,086,087
Unamortized Bond Discount	<u>(725,610)</u>	<u>(759,488)</u>
	<u><u>\$ 620,475,884</u></u>	<u><u>\$ 633,182,757</u></u>

Washington Higher Education Facilities Authority

Notes to Financial Statements

Note 6 – Bonds Payable (continued)

Future principal and interest requirements are shown in the following table:

Years Ending June 30,	Total Principal Redemption	Total Interest Requirements	Total Debt Service	Direct Placements		All Other Bonds and Notes	
				Total Principal Redemption	Total Interest Requirements	Total Principal Redemption	Total Interest Requirements
2020	\$ 11,478,046	\$ 22,903,113	\$ 34,381,159	\$ 8,263,046	\$ 9,940,425	\$ 3,215,000	\$ 12,962,688
2021	11,577,133	22,541,599	34,118,732	8,222,133	9,692,119	3,355,000	12,849,480
2022	12,077,880	22,136,544	34,214,424	8,572,880	9,426,574	3,505,000	12,709,970
2023	12,411,826	21,716,122	34,127,948	8,751,826	9,154,235	3,660,000	12,561,887
2024	12,732,537	21,300,149	34,032,686	8,907,537	8,893,232	3,825,000	12,406,917
2024–2028	95,983,087	96,904,631	192,887,718	60,563,087	37,999,017	35,420,000	58,905,614
2029–2033	121,961,800	77,510,140	199,471,940	51,426,800	29,163,639	70,535,000	48,346,501
2033–2037	194,950,602	54,763,948	249,714,550	101,400,602	18,221,544	93,550,000	36,542,404
2039–2043	125,958,000	16,898,364	142,856,364	46,328,000	4,366,182	79,630,000	12,532,182
2044–2048	13,550,000	1,355,419	14,905,419			13,550,000	1,355,419
	<u>\$ 612,680,911</u>	<u>\$ 358,030,029</u>	<u>\$ 970,710,940</u>	<u>\$ 302,435,911</u>	<u>\$ 136,856,967</u>	<u>\$ 310,245,000</u>	<u>\$ 221,173,062</u>

Changes in bonds outstanding during the fiscal year ended June 30, 2019, are summarized in the following table:

	June 30, 2018	Issued	Redeemed	June 30, 2019
Direct Placements	\$ 309,336,158	\$ 11,177,000	\$ 18,077,247	\$ 302,435,911
All other Bonds and Notes	315,520,000	-	5,275,000	310,245,000
	<u>\$ 624,856,158</u>	<u>\$ 11,177,000</u>	<u>\$ 23,352,247</u>	<u>\$ 612,680,911</u>

Bond defeasance

There were no bond defeasances during the fiscal year ended June 30, 2019.

During the fiscal year ended June 30, 2018:

On December 27, 2017, the Seattle University 2018 fixed rate bond transaction of \$41,860,000 was used to defease Series 2009 bonds of \$41,775,000.

On March 1, 2018, Pacific Northwest University of Health Science issued \$42,630,000 of variable rate bonds. Of the proceeds, \$22,199,990 was used to currently refund Series 2013 bonds and \$12,368,878 was used to refinance four other loans. The remainder was used to fund current projects.

Washington Higher Education Facilities Authority

Notes to Financial Statements

Note 6 – Bonds Payable (continued)

Bond issues defeased as advanced refundings in prior fiscal years with balances outstanding at June 30, 2019, are as follows:

<u>Bond Issue</u>	<u>Defeased</u>	<u>Outstanding Balance</u>	<u>Final Payoff</u>
Whitworth 2006	November 2009	\$ 8,520,000	October 2027
Whitworth 2009	December 2016	\$ 54,225,000	October 2019

These bonds were defeased by placing investments in separate irrevocable trusts to provide for all future debt service payments on the bonds. Accordingly, neither the assets of the respective trust accounts or the liabilities for the defeased bonds are reflected in the Authority's financial statements. Funds held in the respective trust accounts were deemed sufficient to service and redeem the defeased bonds by an independent defeasance calculation agent at bond closing and are assumed to remain so. The Authority is the issuer of both the refunding and refunded bonds, due to the conduit nature of the bond transactions, any cash flow and economic gain or loss is borne by the borrower.

Note 7 – Commitments

The Authority has committed to fund loans from related bond proceeds for projects currently in their construction phase or otherwise committed to repay the bond. Loan commitments were \$4,472,757 and \$7,971,406 as of June 30, 2019 and 2018, respectively.

Note 8 – Contingencies

The Authority is exposed to various risks of loss related to torts; theft of, damages to, and destruction of assets; errors and omissions; natural disasters; and acts of terrorism for which the Authority carries commercial insurance. As of June 30, 2019, there were no known asserted or unasserted claims or judgments against the Authority.

Members of the board of directors and persons acting on the Authority's behalf, while acting within the scope of their duties or employment, shall not be subject to any personal liability resulting from carrying out the powers and duties conferred on them, and shall have the indemnification rights under the provisions of the Authority's Public Officials and Employees Liability insurance policy.

Note 9 – Subsequent Events

Subsequent to June 30, 2019, the Authority issued \$24.3 million in additional bonds and the trustees, under the normal and early redemption provisions of the trust indenture, have redeemed \$30.6 million in bonds.

Supplemental Information

Washington Higher Education Facilities Authority Schedule of Program Net Position

ASSETS				
	Restricted Bond Funds	General Operating Fund	June 30,	
			2019	2018
CASH AND CASH EQUIVALENTS	\$ 5,495,735	\$ 1,031,608	\$ 6,527,343	\$ 10,200,563
ACCRUED INTEREST RECEIVABLE	3,634,057	20	3,634,077	4,190,205
LOANS RECEIVABLE, net	616,003,127	3,434	616,006,561	625,214,784
PREPAID FEES AND OTHER ASSETS	-	13,358	13,358	13,814
TOTAL ASSETS	\$ 625,132,919	\$ 1,048,420	\$ 626,181,339	\$ 639,619,366
LIABILITIES AND NET POSITION				
ACCRUED INTEREST PAYABLE	\$ 4,345,532	\$ -	\$ 4,345,532	\$ 4,380,860
AMOUNTS DUE TO BORROWER	311,503	-	311,503	678,042
ACCOUNTS PAYABLE	-	66,175	66,175	64,741
BONDS PAYABLE				
Interest bonds	582,760,911	-	582,760,911	593,441,158
Taxable bonds	29,920,000	-	29,920,000	31,415,000
Unamortized bond premium	8,520,583	-	8,520,583	9,086,087
Unamortized bond discount	(725,610)	-	(725,610)	(759,488)
	<u>620,475,884</u>	<u>-</u>	<u>620,475,884</u>	<u>633,182,757</u>
TOTAL LIABILITIES	625,132,919	66,175	625,199,094	638,306,400
NET POSITION				
Unrestricted	<u>-</u>	<u>982,245</u>	<u>982,245</u>	<u>1,312,966</u>
TOTAL LIABILITIES AND NET POSITION	\$ 625,132,919	\$ 1,048,420	\$ 626,181,339	\$ 639,619,366

Washington Higher Education Facilities Authority

Schedule of Program Revenues, Expenses, and Changes in Program Net Position

	Restricted Bond Funds	General Operating Fund	Years Ended June 30,	
			2019	2018
REVENUES				
Interest earned on loans and investments	\$ 22,246,027	\$ 26,739	\$ 22,272,766	\$ 21,675,415
Fee income	-	-	-	829,994
	<u>22,246,027</u>	<u>26,739</u>	<u>22,272,766</u>	<u>22,505,409</u>
EXPENSES				
Interest on debt	22,777,652	-	22,777,652	21,295,888
Amortization of bond premium	(565,504)	-	(565,504)	(541,756)
Amortization of bond discount	33,879	-	33,879	900,192
Bond issuance costs	-	-	-	724,381
Amortization of bond insurance premium	-	-	-	1,831
Communication and office expense	-	312,057	312,057	251,561
Professional fees	-	45,403	45,403	47,192
	<u>22,246,027</u>	<u>357,460</u>	<u>22,603,487</u>	<u>22,679,289</u>
CHANGE IN NET POSITION	-	(330,721)	(330,721)	(173,880)
NET POSITION				
Beginning of year	-	1,312,966	-	1,486,846
End of year	<u>\$ -</u>	<u>\$ 982,245</u>	<u>\$ (330,721)</u>	<u>\$ 1,312,966</u>

Washington Higher Education Facilities Authority Schedule of Program Cash Flows

	Restricted Bond Funds	General Operating Fund	Years Ended June 30,	
			2019	2018
OPERATING ACTIVITIES				
Interest received on loans	\$ 22,819,823	\$ -	\$ 22,819,823	\$ 22,216,475
Cash received from fee income	-	-	-	3,059,416
Cash received from loan repayments	23,352,247	-	23,352,247	82,116,856
Cash payments for acquisition of loans	(14,144,025)	-	(14,144,025)	(95,023,490)
Cash payments for bond program expenses	(366,539)	-	(366,539)	(923,809)
Salaries, benefits, and vendor payments	-	(355,570)	(355,570)	(296,928)
Net cash provided by (used for) operating activities	<u>31,661,506</u>	<u>(355,570)</u>	<u>31,305,936</u>	<u>11,148,520</u>
INVESTING ACTIVITIES				
Sale of investments	-	-	-	1,440,000
Interest received on investments	(17,668)	26,739	9,071	2,740
Net cash provided by (used for) investing activities	<u>(17,668)</u>	<u>26,739</u>	<u>9,071</u>	<u>1,442,740</u>
NONCAPITAL FINANCING ACTIVITIES				
Proceeds from issuance of bonds and notes	11,177,000	-	11,177,000	76,740,000
Interest paid on debt	(22,812,980)	-	(22,812,980)	(21,132,357)
Debt repayments	(23,352,247)	-	(23,352,247)	(82,116,856)
Net cash used for financing activities	<u>(34,988,227)</u>	<u>-</u>	<u>(34,988,227)</u>	<u>(26,509,213)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(3,344,389)	(328,831)	(3,673,220)	(13,917,953)
CASH AND CASH EQUIVALENTS				
Beginning of year	<u>8,840,124</u>	<u>1,360,439</u>	<u>10,200,563</u>	<u>24,118,516</u>
End of year	<u>\$ 5,495,735</u>	<u>\$ 1,031,608</u>	<u>\$ 6,527,343</u>	<u>\$ 10,200,563</u>
RECONCILIATION OF EXCESS OF REVENUES OVER EXPENSES TO NET CASH FROM OPERATING ACTIVITIES				
Change in net position	\$ -	\$ (330,721)	\$ (330,721)	\$ (173,880)
Adjustments to reconcile excess of revenues over expenses to net cash provided by (used for) operating activities				
Amortization of loan discount	(33,879)	-	(33,879)	(900,192)
Amortization of loan premium	565,504	-	565,504	541,756
Amortization of prepaid bond insurance	-	-	-	(1,831)
Amortization of bond discount	33,879	-	33,879	900,192
Amortization of bond premium	(565,504)	-	(565,504)	(541,756)
Amortization of bond insurance premium	-	-	-	1,831
Cash from changes in operating assets and liabilities				
Acquisition of loans	(14,144,025)	-	(14,144,025)	(95,023,490)
Repayments of loans	23,352,247	-	23,352,247	82,116,856
Interest and other receivables	573,796	(26,283)	547,513	(182,648)
Interest and other payables	21,879,488	1,434	21,880,922	24,411,682
Net cash provided by (used for) operating activities	<u>\$ 31,661,506</u>	<u>\$ (355,570)</u>	<u>\$ 31,305,936</u>	<u>\$ 11,148,520</u>

