



**CONSOLIDATED FINANCIAL STATEMENTS**

**JUNE 30, 2013 and 2012**

**WITH**

**INDEPENDENT AUDITOR'S REPORT**



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## INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees  
The University of Oklahoma Foundation, Inc.

### Report on the Financial Statements

We have audited the accompanying consolidated financial statements of The University of Oklahoma Foundation, Inc. (the Foundation), which comprise the consolidated statements of financial position as of June 30, 2013 and 2012, and the related consolidated statements of activities and cash flows for the years then ended and the related notes to the consolidated financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated 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 consolidated financial statements based on our audits. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

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

### Opinion

In our opinion the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of The University of Oklahoma Foundation, Inc. as of June 30, 2013 and 2012, and the consolidated results of its activities and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

*HoganTaylor LLP*

November 27, 2013

**THE UNIVERSITY OF OKLAHOMA FOUNDATION, INC.**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

**June 30, 2013 and 2012**

	2013	2012
<b>Assets</b>		
Cash and cash equivalents	\$ 4,750,646	\$ 14,704,069
Receivable for investment securities sold	2,730,180	37,860,307
Pledges receivable, net	44,049,894	48,544,640
Other receivables	1,473,883	1,051,746
Investments	1,062,676,878	873,896,073
Art collections	38,820,017	38,820,017
Leasehold improvements and equipment, net	2,121,513	2,189,059
	<b>\$1,156,623,011</b>	<b>\$1,017,065,911</b>
<b>Liabilities and Net Assets</b>		
Liabilities:		
Accounts payable and accrued liabilities	\$ 8,661,675	\$ 8,138,737
Conditional gifts	13,580,334	16,580,334
Assets held for others	62,598,015	61,873,439
Charitable remainder trust obligations	2,713,246	3,445,441
	87,553,270	90,037,951
Net assets:		
Unrestricted	(16,268,665)	(21,489,967)
Temporarily restricted	302,434,862	237,915,538
Permanently restricted	782,903,544	710,602,389
	1,069,069,741	927,027,960
Total liabilities and net assets	<b>\$1,156,623,011</b>	<b>\$1,017,065,911</b>

**THE UNIVERSITY OF OKLAHOMA FOUNDATION, INC.**

**CONSOLIDATED STATEMENT OF ACTIVITIES**

**Year ended June 30, 2013**

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
<b>Revenues</b>				
Contributions	\$ 61,321	\$ 129,401,523	\$ 18,090,776	\$ 147,553,620
Investment income:				
Interest and dividends	4,531,037	(496,126)	6,457,812	10,492,723
Royalties	219,969	57,698	1,539,183	1,816,850
Net realized and unrealized gains on investments	2,936,684	3,270,653	79,494,611	85,701,948
Total investment income	7,687,690	2,832,225	87,491,606	98,011,521
Other revenues	26,212	3,851,170	183,641	4,061,023
Endowment distributions	9,089,213	30,513,475	(39,602,688)	-
Reinvestment of endowment distributions and donor redesignations	(1,390,672)	(4,166,031)	5,556,703	-
Net assets released from restrictions	97,331,921	(97,913,038)	581,117	-
Total revenues	112,805,685	64,519,324	72,301,155	249,626,164
<b>Expenses</b>				
The University of Oklahoma:				
General university educational assistance	31,850,446	-	-	31,850,446
Salary supplements	27,127,468	-	-	27,127,468
Facilities and equipment	28,714,287	-	-	28,714,287
Student scholarships	14,750,898	-	-	14,750,898
Faculty awards	537,978	-	-	537,978
Operating expenses	4,603,306	-	-	4,603,306
Total expenses	107,584,383	-	-	107,584,383
Increase in net assets	5,221,302	64,519,324	72,301,155	142,041,781
Net assets, beginning of year	(21,489,967)	237,915,538	710,602,389	927,027,960
Net assets, end of year	\$ (16,268,665)	\$ 302,434,862	\$ 782,903,544	\$ 1,069,069,741

**THE UNIVERSITY OF OKLAHOMA FOUNDATION, INC.**

**CONSOLIDATED STATEMENT OF ACTIVITIES**

**Year ended June 30, 2012**

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
<b>Revenues</b>				
Contributions	\$ 90,213	\$ 74,832,818	\$ 21,425,026	\$ 96,348,057
Investment income:				
Interest and dividends	5,180,766	262,491	6,194,516	11,637,773
Royalties	266,810	53,362	1,794,480	2,114,652
Net realized and unrealized losses on investments	(5,659,083)	(48,468)	(18,487,409)	(24,194,960)
Total investment income (loss)	(211,507)	267,385	(10,498,413)	(10,442,535)
Other revenues	44,898	752,859	751,469	1,549,226
Endowment distributions	8,424,901	26,928,503	(35,353,404)	-
Reinvestment of endowment distributions and donor redesignations	(1,801,937)	3,544,582	(1,742,645)	-
Net assets released from restrictions	95,644,014	(92,098,390)	(3,545,624)	-
Total revenues	102,190,582	14,227,757	(28,963,591)	87,454,748
<b>Expenses</b>				
The University of Oklahoma:				
General university educational assistance	21,933,502	-	-	21,933,502
Salary supplements	23,229,308	-	-	23,229,308
Facilities and equipment	32,941,735	-	-	32,941,735
Student scholarships	19,050,696	-	-	19,050,696
Faculty awards	493,026	-	-	493,026
Operating expenses	4,711,468	-	-	4,711,468
Total expenses	102,359,735	-	-	102,359,735
Increase (decrease) in net assets	(169,153)	14,227,757	(28,963,591)	(14,904,987)
Net assets, beginning of year	(21,320,814)	223,687,781	739,565,980	941,932,947
Net assets, end of year	\$ (21,489,967)	\$ 237,915,538	\$ 710,602,389	\$ 927,027,960

**THE UNIVERSITY OF OKLAHOMA FOUNDATION, INC.**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**Years ended June 30, 2013 and 2012**

	2013	2012
<b>Cash Flows from Operating Activities</b>		
Increase (decrease) in net assets	\$ 142,041,781	\$ (14,904,987)
Adjustments to reconcile increase (decrease) in net assets to net cash provided by operating activities:		
Contributions restricted for endowment	(23,652,479)	(19,682,381)
Endowment distributions	39,602,688	35,353,404
Endowment investment (income) loss	(87,491,606)	10,498,413
Provision for unfulfilled pledges	10,007,838	-
Net realized and unrealized (gains) losses on nonendowment investments	(6,207,337)	5,707,551
Depreciation expense	182,562	184,878
Change in operating assets and liabilities:		
Pledges receivable	(6,889,733)	5,919,402
Other receivables	(422,137)	1,038,294
Accounts payable and accrued liabilities	(43,077)	134,846
Assets held for others	724,576	(4,154,301)
Charitable remainder trust obligations	(732,195)	(749,002)
Net cash provided by operating activities	67,120,881	19,346,117
<b>Cash Flows from Investing Activities</b>		
Purchase of investments	(221,611,374)	(171,487,480)
Proceeds from sale of investments	162,225,655	179,948,282
Endowment distributions	(39,602,688)	(35,353,404)
Capital expenditures	(115,016)	(83,123)
Net cash used in investing activities	(99,103,423)	(26,975,725)
<b>Cash Flows from Financing Activities</b>		
Proceeds from contributions restricted for endowment	22,029,119	14,196,628
Net (decrease) increase in cash and cash equivalents	(9,953,423)	6,567,020
Cash and cash equivalents, beginning of year	14,704,069	8,137,049
Cash and cash equivalents, end of year	\$ 4,750,646	\$ 14,704,069

**THE UNIVERSITY OF OKLAHOMA FOUNDATION, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**June 30, 2013 and 2012**

**Note 1 – Nature of Operations and Consolidation**

The University of Oklahoma Foundation, Inc. (the Foundation) is a not-for-profit corporation organized and operated for the purpose of receiving and administering gifts for the benefit of The University of Oklahoma (the University). The consolidated financial statements include the accounts of the Foundation and its wholly owned subsidiaries: University North Park, LLC (North Park), a not-for-profit limited liability company that owns undeveloped real property; UNP Realty Investors, LLC (UNP Realty), a not-for-profit limited liability company that provides financing for activities related to North Park's investments in real property; Avilla Principis, LLC, a limited liability company that conducts certain real estate loan transactions; University Amphora, LLC (Amphora), a not-for-profit limited liability company that enters into real-estate agreements; and Santa Chiara SRL (Santa Chiara) a foreign, wholly owned subsidiary of Amphora that owns certain real estate. Also included in the accompanying consolidated financial statements are the accounts of Foundation for Engineering at the University of Oklahoma, Inc., a supporting organization of the Foundation. The by-laws of the supporting organization require that a majority of the members of the Board of Directors be appointed by the Foundation (See Note 14).

Although the University is the exclusive beneficiary of the Foundation, the Foundation is independent of the University in all respects. The Foundation is not a subsidiary or affiliate of the University and is not directly or indirectly controlled by the University. Moreover, the assets of the Foundation are the exclusive property of the Foundation and do not belong to the University. The University is not accountable for, and does not have ownership of, any of the financial and capital resources of the Foundation. The University does not have the power or authority to mortgage, pledge or encumber the assets of the Foundation. The Board of Trustees of the Foundation is entitled to make all decisions regarding the business and affairs of the Foundation, including, without limitation, distributions made to the University. Under state law, neither the principal nor income generated by the assets of the Foundation can be taken into consideration in determining the amount of the state-appropriated funds allocated to the University. Third parties dealing with the University, the Oklahoma State Regents for Higher Education and the State of Oklahoma (or any agency thereof) should not rely upon the consolidated financial statements of the Foundation for any purpose without consideration of all of the foregoing conditions and limitations.

Distributions of amounts held in funds by the Foundation are subject to the approval of the Foundation's Board of Trustees. General university educational assistance includes expenditures made in accordance with the fund purpose ranging from general supplies to specific projects within a department or school of the University. Salary supplements are processed through the University's payroll system. Upon receiving adequate documentation, the Foundation will reimburse the University for such expenditures. Student and faculty awards are based on program guidelines established by the donors.

**Note 2 – Summary of Significant Accounting Policies**

Cash and cash equivalents

The Foundation considers all liquid investments with original maturities of three months or less to be cash equivalents.



### Pledges receivable

Unconditional promises to give are recorded as contributions in the period in which a written or oral agreement to contribute cash or other assets is received. Credit losses are provided for based on periodic assessments of outstanding pledges, particularly those pledges which are past due as well as historical trends related to the collection of pledges receivable. The Foundation's periodic evaluation of credit losses is based on known and inherent risks in the portfolio, adverse situations that may affect the donor's ability to pay and current economic conditions. The Foundation's periodic assessment of pledges receivable and credit loss provisions are based on the Foundation's best estimates of pledges which may not be recoverable. Pledges are written off when deemed uncollectible.

Unconditional promises to give expected to be collected within one year are reported at their net realizable value. Unconditional promises to give expected to be collected in future years are reported at the present value of estimated future cash flows. The resulting discounts are amortized and reported in contribution revenue.

### Investments

Investments in equity and debt securities are carried at fair value. Real estate is valued at the lower of cost or fair value at time of donation. Investment return includes dividend, interest and other investment income, realized and unrealized gains and losses on investments carried at fair value, net of investment fees, and realized gains and losses on other investments.

### Art collections

All collections of works of art, historical treasures and similar assets are carried at the lower of cost or fair value at the time of donation.

### Leasehold improvements and equipment

Equipment is depreciated on a straight-line basis over the estimated useful life of each asset. Assets under leasehold improvements are depreciated over the shorter of the lease term or their respective estimated useful lives.

### Conditional gifts

The Foundation receives contributions with terms that require return of the contribution to the donor on the occurrence of specified future and uncertain events. The Foundation reports such contributions as liabilities until the likelihood of not meeting the condition is remote. Conditional promises to give are not recorded as assets and revenue until the conditions are substantially met and the gift becomes unconditional.

### Assets held for others

The Foundation recognizes a liability for the fair value of investments it maintains and manages on behalf of other not-for-profit organizations.

### Charitable remainder trusts

The Foundation receives gifts of the future interests in charitable remainder trusts. Under the related agreements, the donors retain the rights to periodic distributions from the trusts for specified terms. At the end of the trusts' terms, the assets of the trusts become the property of the Foundation. Charitable remainder trust contributions are recorded as gifts in the year received. The contribution amounts recorded represent the

difference between the fair market value of the assets donated and the present value of future expected distributions to the donors. Related liabilities for the present value of the future expected distributions to the donors are recorded as liabilities under charitable remainder trusts.

#### Temporarily and permanently restricted net assets

Contributions received with a donor stipulation that limits their use are reported as temporarily or permanently restricted revenue and net assets. When a donor-stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. Contributions restricted by the donor in which the restriction is met in the same year are recorded as temporarily restricted and then released from restriction.

Investment return is reflected in the statement of activities as unrestricted, temporarily restricted or permanently restricted based upon the existence and nature of any donor-imposed restrictions.

#### Income taxes

The Foundation and supporting organization (Note 14) are nonprofit corporations and are exempt from income taxes under Internal Revenue Code Section 501(c)(3). However, the Foundation is subject to federal income tax on any unrelated business taxable income. No provision for income taxes is included in the accompanying financial statements. Generally, the Foundation is no longer subject to income tax examinations by the federal, state or local tax authorities for years prior to 2010.

#### Use of estimates

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

#### Reclassifications

Certain reclassifications have been made to prior year's consolidated financial statements to conform to the current year presentation. These reclassifications had no effect on the Foundation's change in net assets.

#### Subsequent events

Subsequent events have been evaluated through November 27, 2013, the date the consolidated financial statements were available to be issued.

### **Note 3 – Pledges Receivable**

Pledges receivable are recorded at present values based on the payment schedules indicated by the donors. Present value is calculated using a risk-free interest rate estimated based on the yield of U.S. Treasury securities with a five-year maturity. The total present value discount, which is reflected in the following schedules, was \$1,943,422 and \$1,133,170 as of June 30, 2013 and 2012, respectively.

The scheduled discounted and undiscounted payment amounts as of June 30, are as follows:

Year	2013			
	Temporarily Restricted	Permanently Restricted	Total Discounted	Total Undiscounted
2014	\$21,908,962	\$ 9,314,889	\$31,223,851	\$31,598,538
2015	6,706,870	2,023,677	8,730,547	8,941,337
2016	5,838,750	1,772,731	7,611,481	7,888,796
2017	3,469,094	1,658,976	5,128,070	5,378,684
2018	1,997,703	1,409,668	3,407,371	3,616,779
Thereafter	3,971,984	1,574,884	5,546,868	6,167,476
	43,893,363	17,754,825	61,648,188	63,591,610
Less: allowance for doubtful accounts	9,443,601	8,154,693	17,598,294	17,598,294
Total pledges receivable, net	<u>\$34,449,762</u>	<u>\$ 9,600,132</u>	<u>\$44,049,894</u>	<u>\$45,993,316</u>

  

Year	2012			
	Temporarily Restricted	Permanently Restricted	Total Discounted	Total Undiscounted
2013	\$16,062,658	\$ 6,473,599	\$22,536,257	\$22,696,266
2014	5,395,338	2,790,175	8,185,513	8,302,160
2015	4,865,151	2,562,975	7,428,126	7,587,471
2016	4,158,239	2,333,313	6,491,552	6,677,884
2017	3,160,117	2,259,720	5,419,837	5,614,993
Thereafter	3,362,127	2,711,684	6,073,811	6,389,492
	37,003,630	19,131,466	56,135,096	57,268,266
Less: allowance for doubtful accounts	7,101,594	488,862	7,590,456	7,590,456
Total pledges receivable, net	<u>\$29,902,036</u>	<u>\$18,642,604</u>	<u>\$48,544,640</u>	<u>\$49,677,810</u>

#### Note 4 – Investments

Investments consisted of the following at June 30:

	2013	2012
Investments measured at fair value:		
Equity securities	\$ 223,947,242	\$ 148,270,652
Corporate bonds	101,895	144,355
U.S. government securities	89,069,850	91,723,963
Mutual funds	155,420,036	142,693,372
Master trusts	260,533,503	219,279,654
Money market funds	7,454,068	16,852,695
Alternative investments	298,431,131	234,383,918
	<u>1,034,957,725</u>	<u>853,348,609</u>

	2013	2012
Investments measured at carrying value:		
Real estate	25,050,062	17,557,699
Other investments	2,669,091	2,989,765
	<u>27,719,153</u>	<u>20,547,464</u>
	<u>\$1,062,676,878</u>	<u>\$ 873,896,073</u>

The Foundation paid approximately \$3.9 and \$4.4 million in custodial and investment advisory fees during the years ended June 30, 2013 and 2012, respectively. These fees are netted against realized and unrealized gains on investments in the consolidated statements of activities for the years ended June 30, 2013 and 2012, respectively.

### Pooled investments

The Foundation's investments are pooled for investment management purposes as follows:

*Consolidated Investment Fund* – Investments in this pool consist primarily of equity securities, U.S. government securities, corporate bonds and alternative holdings.

*Expendable Investment Pool* – Investments in this pool primarily include U.S. government securities and money market holdings.

Ownership interests in each pool are unitized. The Foundation calculates the net asset value per unit monthly based on the value of the underlying assets in each pool. New investments and withdrawals from these pools for the benefit of the various internal funds and investments held for others are transmitted at the net asset value per unit on the monthly valuation dates. With the exception of alternative investments, the pooled funds are held in the custody of the Bank of New York-Mellon.

Investments not included in the pooled investment funds consist of U.S. government securities, corporate and other bonds, equity securities, mutual funds, money market funds, real property, student loans, and cash surrender value of life insurance policies.

Investments are included in the following pools at June 30:

	2013	2012
Consolidated investment fund	\$ 780,148,601	\$ 669,368,351
Expendable investment pool	180,740,690	159,170,752
Nonpooled investments	<u>101,787,587</u>	<u>45,356,970</u>
	<u>\$1,062,676,878</u>	<u>\$ 873,896,073</u>

### Carrying values of investments

Investments are initially recorded at their acquisition cost (including brokerage and other transaction fees) if they were purchased or at fair value at the date of contribution if they were received as contributions. Securities contributed to the Foundation for which a value cannot be reasonably determined are recorded at a nominal amount of \$1. Investments in equity securities with readily determinable fair values and all investments in debt securities are subsequently remeasured at fair value. Fair value is determined by quoted market prices, if available, or by a reasonable estimate of fair value for certain debt securities.

Nonmarketable investments, consisting primarily of real property, are initially recorded at appraised value on the date donated or at cost. They are subsequently reported at the lower of cost or fair value.

#### **Note 5 – Leasehold Improvements and Equipment**

Leasehold improvements and equipment consist of the following at June 30:

	2013	2012
Computer equipment and software	\$ 715,871	\$ 692,762
Buildings and leasehold improvements	2,012,158	1,978,008
Other equipment	325,102	337,144
Furniture and fixtures	465,872	465,872
	<u>3,519,003</u>	<u>3,473,786</u>
Less accumulated depreciation and amortization	<u>(1,397,490)</u>	<u>(1,284,727)</u>
	<u>\$2,121,513</u>	<u>\$2,189,059</u>

#### **Note 6 – Conditional Gifts**

Certain endowed faculty position agreements with the Foundation include clawback provisions that are related to the occurrence of specified future and uncertain events. The total of such conditional gifts as of June 30, 2013 and 2012, is \$13,580,334 and \$16,580,334, respectively. No refunds have been requested by donors.

The Foundation has received \$13.5 million of conditional pledges for a planned medical school in Tulsa, Oklahoma. Of this \$13.5 million, \$7.5 million will be fully paid by December 31, 2016, if the appropriate accreditation for the medical school is received, while \$6 million will be paid after accreditation has been received and construction on the medical school has begun and as construction progresses. At June 30, 2013 the Foundation has received \$2 million of the \$7.5 million pledge for this project, which is included in conditional gifts on the accompanying statement of financial position.

#### **Note 7 – Assets Held for Others**

The Foundation holds and invests certain endowment funds in trust on behalf of the Presbyterian Health Foundation (PHF). Pursuant to an investment agreement dated October 15, 2010, certain PHF endowment assets have been placed with the Foundation and invested in the Foundation's Consolidated Investment Fund. The PHF investment funds are subject to the same investment management and distribution policies as the Foundation investments. The initial term of the agreement ended October 31, 2012, with a provision to automatically renew annually thereafter. PHF is independent of the Foundation in all respects. PHF is not a subsidiary or affiliate of the Foundation and is not directly or indirectly controlled by the Foundation. Moreover, the endowment assets are the exclusive property of PHF and do not belong to the Foundation. The Foundation does not have ownership of any of the financial and capital resources of PHF. The directors or trustees of PHF are entitled to make all decisions regarding the business and affairs of PHF. Neither the principal nor income generated by the net assets of PHF can be taken into consideration in determining the amount of net assets of the Foundation. PHF does not have an ownership interest, beneficial or outright, in, or any voting rights with respect to the Foundation.

## **Note 8 – Related Party Transactions**

The Foundation makes certain purchases through the University, and the University provides certain services to the Foundation. The Foundation's management believes that the purchases made and services received were at prices and terms comparable to those that would be obtained in similar transactions with unrelated parties. In addition, the Foundation reimburses the University for various individuals' time and expenses relating to fund-raising activities. Substantially all amounts due for such transactions were paid to the University prior to June 30, 2013 and 2012.

On September 10, 2010, the Foundation, via Amphora, acquired 100% of the shares of Santa Chiara, whose sole asset is a monastery in Arezzo, Italy. The purchase price was \$2,706,350. The acquisition cost was funded from private funds, and renovations to the property will be funded by the University. The University entered into a lease agreement with Santa Chiara and Amphora for the monastery. The monastery will be used for academic programs and unique educational experiences in Europe for University students.

In September 2003, North Park purchased from the University undeveloped real property (the Property) for \$13,324,475. The Foundation agreed that after North Park has recovered its investment (including the initial purchase price and all costs incurred in connection with the ownership, development and disposition of the Property) in the Property either through a sale of the Property, or through leasing the Property at a specified rate of return, all remaining revenues generated from the Property would be deposited by the Foundation in a permanent, unrestricted endowment fund for the benefit of the University.

Effective July 1, 2012, the University agreed to monetize and sell to the Foundation its future profit interest from the sale of the Property. The present value of this profit interest, calculated using the expected future rate of return on the consolidated investment fund, was \$6,500,000 as of July 1, 2012, with annual payments made to the University over four years. As of June 30, 2013, the Foundation had paid \$1,250,000 to the University.

In June 2009, UNP Realty entered into a Tax Increment Revenue Note with the Norman Tax Increment Finance Authority, a public trust created pursuant to the laws of the state of Oklahoma, to advance funds that will be used to pay certain project costs authorized by the Project Plan for the University North Park Project (the TIF Loan). The maximum amount to be advanced under the TIF Loan shall be \$14,560,000. As of June 30, 2013 and 2012, UNP Realty had advanced \$13,735,000 and \$6,175,153, respectively. Effective August 31, 2013, the TIF Loan was paid in full, and no further monies will be advanced on the note.

## **Note 9 – Endowment**

The Foundation's endowment consists of approximately 2,900 individual funds established for a variety of purposes. The endowment includes both donor-restricted endowment funds and funds designated by the Board of Trustees to function as endowments (board-designated endowment funds). The Foundation has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs and other items supported by its endowment while seeking to maintain the purchasing power of the endowment.

To satisfy its long-term rate of return objectives, the Foundation relies on a total return strategy in which investment returns are achieved through both current yield (investment income such as dividends and interest) and capital appreciation (both realized and unrealized). The Foundation targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term objectives within prudent risk constraints.

The Foundation has a policy (the spending policy) of distributing to beneficiaries each year a percentage of the endowment fund's average fair value over the prior 12 quarters through the year-end preceding the year in

which expenditure is planned. In establishing the percentage for distribution, the Foundation considers the long-term expected return on its endowment. The Foundation has established a distribution rate of 5% for beneficiaries and also distributes 1% annually into its operating fund for administrative expenses. Over the long term, the Foundation expects the current spending policy will allow its endowment to grow at an average of 3% annually. Actual returns in any given year will vary from the amount distributed. This spending policy supports the Foundation's objective to maintain the purchasing power of endowment assets, and is reviewed annually by the Foundation's Board of Trustees.

Due to the difference in the long-term rate of return objectives used in determining the spending policy and actual short term investment returns, as of June 30, 2013, the fair value of endowment investments for approximately 1,200 endowment funds were less than the value of the original gift by approximately \$30,000,000. At June 30, 2012, there were approximately 1,500 endowment funds less than the original gift value by approximately \$54,000,000. The Foundation monitors these conditions and, if necessary, will take appropriate steps including modifying distributions to the beneficiaries of the affected endowment funds in order to maintain their long-term fiscal health.

Some of the individual endowment funds were created under agreements that provide for the permanent retention of investment returns in excess of or less than endowments distributions made available to the endowments' beneficiaries. For all other endowments, the Foundation's Board of Trustees has interpreted the State of Oklahoma Prudent Management of Institutional Funds Act (SPMIFA) as requiring the preservation of the purchasing power of the original gift. Under the Foundation's investment return objectives and spending policy, over the long term, the Foundation expects that the real value of the endowment will be maintained in perpetuity. As a result of explicit endowment agreements and interpretation of donor intent, the Foundation classifies as permanently restricted net assets (a) the original value of all gifts donated to the endowment, (b) accumulation of investment returns in excess of or less than amounts distributed under the Foundation's spending policy, and (c) endowment distributions that are returned to the endowment fund.

Endowment fund distributions are placed in separate accounts maintained in short-term highly liquid investments and are distributed to beneficiaries as they are expended. Unexpended endowment fund distributions are reported as either unrestricted or temporarily restricted net assets depending on donor stipulations. The fair value of unexpended endowment distributions available for expenditure by endowment beneficiaries as of June 30, 2013 and 2012, are \$49,730,078 and \$46,421,581, respectively.

Changes in endowment net assets for the years ended June 30, were:

	Board Designated	Donor Restricted	Total
2013:			
Endowment net assets, beginning of year	\$ 14,849,846	\$ 710,602,389	\$ 725,452,235
Investment return:			
Investment income	208,904	7,996,995	8,205,899
Net appreciation	1,658,584	79,494,611	81,153,195
Total investment return	1,867,488	87,491,606	89,359,094
Contributions	5,000	18,274,417	18,279,417
Reinvestment of endowment distributions and donor redesignations	2,060	5,556,703	5,558,763
Distributions	(733,721)	(39,602,688)	(40,336,409)
Net assets released from restrictions	-	581,117	581,117
Endowment net assets, end of year	\$ 15,990,673	\$ 782,903,544	\$ 798,894,217

	Board Designated	Donor Restricted	Total
2012:			
Endowment net assets, beginning of year	\$ 15,751,084	\$ 739,565,980	\$ 755,317,064
Investment return:			
Investment income	299,026	7,988,996	8,288,022
Net depreciation	(584,687)	(18,487,409)	(19,072,096)
Total investment loss	(285,661)	(10,498,413)	(10,784,074)
Contributions	40,282	22,176,495	22,216,777
Reinvestment of endowment distributions and donor redesignations	22,545	(1,742,645)	(1,720,100)
Distributions	(678,404)	(35,353,404)	(36,031,808)
Net assets released from restrictions	-	(3,545,624)	(3,545,624)
Endowment net assets, end of year	\$ 14,849,846	\$ 710,602,389	\$ 725,452,235

Endowment funds were comprised of the following assets at June 30:

	2013	2012
Pledges receivable	\$ 9,600,132	\$ 18,642,604
Investments	750,474,068	667,989,614
Art collections	38,820,017	38,820,017
	<u>\$ 798,894,217</u>	<u>\$ 725,452,235</u>

#### **Note 10 – Operating Lease**

In the early 1980s, the Foundation raised funds through a special fund drive to construct a building currently occupied by the Foundation on land owned by the University. Upon completion, the building was given to the University. The Foundation leases the land and related improvements from the University for \$1 per year.

The lease has been prepaid through the expiration date in 2083.

#### **Note 11 – Retirement Plan**

The Foundation has a defined contribution 401(k) plan covering all eligible employees. Under this plan, the Foundation contributes 10% of an employee's annual salary plus 100% of the employee's elective deferrals up to 3%. Contribution expense was \$267,010 and \$251,363 for 2013 and 2012, respectively.

#### **Note 12 – Fair Value Measurement**

The Financial Accounting Standards Board Accounting Standards Codification established a consistent framework for measuring fair value and fair value hierarchy based on the observability of inputs used to measure fair value. These inputs are summarized in three broad levels:

Level 1      Quoted prices in active markets for identical assets or liabilities.



- Level 2      Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3      Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

### Investments

Investments measured at fair value on a recurring basis at June 30, are summarized as follows:

	Fair Value	Level 1	Level 2	Level 3
2013:				
Equity securities	\$ 223,947,242	\$ 153,078,948	\$ -	\$ 70,868,294
Debt securities	89,171,745	89,171,745	-	-
Mutual funds	155,420,036	155,420,036	-	-
Master trusts	260,533,503	-	260,533,503	-
Money market funds	7,454,068	7,454,068	-	-
Alternative investments	298,431,131	-	-	298,431,131
<b>Total</b>	<b>\$1,034,957,725</b>	<b>\$ 405,124,797</b>	<b>\$ 260,533,503</b>	<b>\$ 369,299,425</b>
2012:				
Equity securities	\$ 148,270,652	\$ 138,298,690	\$ -	\$ 9,971,962
Debt securities	91,868,318	91,868,318	-	-
Mutual funds	142,693,372	142,693,372	-	-
Master trusts	219,279,654	-	219,279,654	-
Money market funds	16,852,695	16,852,695	-	-
Alternative investments	234,383,918	-	-	234,383,918
<b>Total</b>	<b>\$ 853,348,609</b>	<b>\$ 389,713,075</b>	<b>\$ 219,279,654</b>	<b>\$ 244,355,880</b>

There were no transfers into or out of Levels 1, 2 or 3 measurements for the years ended June 30, 2013 and 2012, respectively.

Following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the accompanying consolidated statements of financial position at June 30, 2013 and 2012, using significant unobservable (Level 3) inputs:

	Closely Held Common Stock	Alternative Investments	Total
Balance at June 30, 2011	\$ -	\$ 230,590,862	\$ 230,590,862
Total realized and unrealized losses	-	(1,142,537)	(1,142,537)
Purchases	-	46,063,272	46,063,272
Contributions	10,472,000	-	10,472,000
Sales	(500,038)	(41,127,679)	(41,627,717)
<b>Balance at June 30, 2012</b>	<b>\$ 9,971,962</b>	<b>\$ 234,383,918</b>	<b>\$ 244,355,880</b>

	Closely Held Common Stock	Alternative Investments	Total
Balance at June 30, 2012	\$ 9,971,962	\$ 234,383,918	\$ 244,355,880
Total realized and unrealized gains	2,965,952	29,644,524	32,610,476
Purchases	-	79,647,921	79,647,921
Contributions	58,430,380	-	58,430,380
Sales	(500,000)	(45,245,232)	(45,745,232)
Balance at June 30, 2013	\$ 70,868,294	\$ 298,431,131	\$ 369,299,425

#### Master trusts

The fair value of master trusts has been estimated using the net asset value as reported by the fund managers. Master trust balances are redeemable on the valuation date at the net asset value. The fund managers estimate net asset value based on the fair value of the underlying investments of the master trusts, which are primarily valued with Level 1 inputs.

#### Closely held common stock

The closely held common stock consists of Class C non-voting shares of an Oklahoma-based company (see Note 14). The fair value of the stock has been estimated using a weighting of various valuation criteria, which were utilized based on the importance or reliability of the criteria used to determine fair value. The primary criteria and respective weighting of the valuation method included: market value of invested capital to EBITDA - 35%; capitalization of earnings - 30%; capitalization of cash flow - 30%; market value of invested capital to book value - 20%; and market value to invested capital with private transactions - 15%. These criteria are considered Level 3 inputs. The stock is adjusted to fair value annually based upon the impact that significant factors, events and assumptions have on fair value, including the company's improving or deteriorating operating performance, market outlook, financial condition and other relevant inputs. The company intends to purchase approximately \$500,000 of stock from the Foundation annually.

#### Alternative investments

The fair value of alternative investments has been estimated using the net asset value per share of the investments as reported by the fund managers.

Alternative investments held at June 30, consist of the following:

	Cost	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
2013:					
Equity long/short hedge funds (a)	\$ 167,356,275	\$ 196,318,975	\$ -	Quarterly – 3 years	30 – 90 days
Real estate funds (b)	11,906,292	13,490,672	15,849,512	N/A	N/A
Private equity funds (c)	67,971,369	88,621,484	61,196,300	N/A	N/A
	<u>\$ 247,233,936</u>	<u>\$ 298,431,131</u>	<u>\$ 77,045,812</u>		

	Cost	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
2012:					
Equity long/short hedge funds (a)	\$ 173,872,312	\$ 163,413,908	\$ -	Quarterly – 3 years	30 – 90 days
Real estate funds (b)	7,024,618	7,964,656	13,985,458	N/A	N/A
Private equity funds (c)	54,736,109	63,005,354	83,436,506	N/A	N/A
	<u>\$ 235,633,039</u>	<u>\$ 234,383,918</u>	<u>\$ 97,421,964</u>		

- (a) This class, whose purpose in the overall portfolio is to provide diversification and reduce volatility of returns, includes investments in two broad types of hedge funds referred to as long/short equity funds and absolute return funds. Hedge funds take both long and short positions, primarily in common stocks, credit securities and arbitrage trades. Management of the funds has the ability to shift investments among differing strategies according to their specific mandate. Some of the funds in this class are subject to lock-up periods where funds cannot be redeemed (without being subjected to a penalty) for as long as three years after the anniversary date of the investment. As of June 30, 2013, 83% of the funds in the hedge fund category can be redeemed in less than 12 months and only 8% of the funds could not be redeemed within two years. Of that portion, approximately 3% are in illiquid side pockets with an indefinite redemption period. Side pockets can only be redeemed upon realization of the underlying investment which is entirely at the discretion of the hedge fund manager. Fund managers calculate net asset value based on the fair value of the underlying assets, which are primarily valued with Level 1 inputs.
- (b) This class includes real estate limited partnerships that invest in diversified portfolios of real property. These investments cannot be redeemed, and are subject to the terms of the individual funds. The funds typically have lives of up to ten years (with the potential for extensions if necessary), and distributions are at the discretion of the general partners and are usually only made after the liquidation of the properties within the fund. The general partners calculate net asset value based on the fair value of the underlying investments, which are primarily valued with Level 3 inputs.
- (c) This class includes private equity limited partnerships which may be more specifically referred to as private equity buyout funds, venture capital funds, distressed-for-control funds, mortgage-backed securities funds, natural resource funds or energy funds. The fund managers or general partners typically invest in the equity or debt of privately held companies with the anticipation of selling them to another party or taking them public in future years. These investments cannot be redeemed and are subject to the terms of the individual funds. The funds typically have lives of up to ten years (with the potential for extensions if necessary), and distributions are at the discretion of the general partners and are usually only made after the realization of investments within the fund. The fund managers or general partners calculate net asset value based on the fair value of the underlying investments, which are valued with Level 1, 2, and 3 inputs.

#### Assets held for others

The fair value of assets held for others is based on the net asset value of the consolidated investment fund, a Level 3 input. The underlying investments of the consolidated investment fund include significant amounts of Level 1, 2 and 3 inputs. The investment agreement related to the assets held for others includes restrictions and notice requirements for redemptions.

#### Other financial instruments

The carrying amounts of other financial instruments, including cash, cash equivalents, receivables, accounts payable and cash value of life insurance policies approximates fair value due to the short-term maturity of these instruments.

### **Note 13 – Significant Estimates and Concentrations**

Financial instruments that potentially subject the Foundation to concentrations of credit risk consist primarily of cash, pledges receivable and investments. Concentrations of credit risk with respect to pledges receivable are limited due to the large number of donors comprising the Foundation's donor base. The Foundation's three largest donors with pledges receivable, net of allowance, accounted for 37% and 49% of net pledges receivable, as of June 30, 2013 and 2012, respectively. At times, bank deposit balances may exceed FDIC insurance limits.

All investments are managed within established guidelines which limit the amounts which may be invested with one issuer. The Foundation invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of securities will occur in the near term and that such changes could materially affect the amounts reported in the consolidated financial statements.

### **Note 14 – Foundation for Engineering**

The Foundation for Engineering at the University of Oklahoma, Inc. (FEOU) is a supporting organization formed for charitable and educational purposes exclusively to support the University of Oklahoma Foundation benefitting the College of Engineering at the University of Oklahoma. This not-for-profit corporation was formed in 2011 based on a request from donors with the objective of providing resources to attract and retain faculty and students through scholarships and enhanced college resources. The FEOU has applied for and received tax-exempt status with the Internal Revenue Service. During 2012, FEOU received an initial contribution of \$10,472,000 of closely held stock and also sold \$500,038 worth of stock. FEOU received a final contribution of \$58,430,380 of closely held stock in December 2012, and also sold \$500,000 of the stock during the same month. The closely held stock is classified as a Level 3 investment as there is little or no market activity or other observable inputs for the stock.