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SOUTHERN VIRGINIA HIGHER EDUCATION FOUNDATION, INC.

FINANCIAL STATEMENTS

YEAR ENDED JUNE 30, 2016

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SOUTHERN VIRGINIA HIGHER EDUCATION FOUNDATION, INC.

FINANCIAL STATEMENTS

YEAR ENDED JUNE 30, 2016

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## OFFICERS

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Hon. W.W. (Ted) Bennett  
Chairman

Sterling Edmunds  
Vice Chairman

Darden W. Smith  
Secretary

Ed Owens  
Treasurer

## BOARD OF DIRECTORS

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Douglas V. Bowman  
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Dennis Witt  
Logan Young

Dr. Elizabeth H. Adams  
Ex Officio Non-voting Director

# ROBINSON, FARMER, COX ASSOCIATES

CERTIFIED PUBLIC ACCOUNTANTS

A PROFESSIONAL LIMITED LIABILITY COMPANY

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## Independent Auditors' Report

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To the Board of Directors  
Southern Virginia Higher Education Foundation, Inc.  
South Boston, Virginia

### Report on the Financial Statements

We have audited the accompanying financial statements of Southern Virginia Higher Education Foundation, Inc. (a nonprofit organization), which comprise the statement of financial position as of June 30, 2016, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

#### *Management's Responsibility for the Financial Statements*

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

#### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit 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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

## *Opinion*

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Southern Virginia Higher Education Foundation, Inc. as of June 30, 2016, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

## **Other Reporting Required by *Government Auditing Standards***

In accordance with *Government Auditing Standards*, we have also issued our report dated November 15, 2016, on our consideration of Southern Virginia Higher Education Foundation Inc.'s internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Southern Virginia Higher Education Foundation Inc.'s internal control over financial reporting and compliance.

*Robinson, Farmer, Cox Associates*

Charlottesville, Virginia

November 15, 2016

- Financial Statements -

Southern Virginia Higher Education Foundation, Inc.

Statement of Financial Position  
June 30, 2016

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<b>ASSETS</b>	
Cash and cash equivalents	\$ 1,794,083
Investments	174,359
Unconditional promises to give	105,730
Note receivable - current	73,400
Other current assets - noncash donations - Note 5	42,334
Property and equipment (net) - Note 3	<u>15,298,659</u>
Total assets	<u>\$ 17,488,565</u>
<b>LIABILITIES</b>	
Accounts payable and accrued expenses	\$ 28,511
Preferred fee and put option payable - Note 10	<u>336,577</u>
Total liabilities	<u>\$ 365,088</u>
<b>NET ASSETS</b>	
Unrestricted	\$ 16,491,196
Temporarily restricted - Note 4	<u>632,281</u>
Total net assets	<u>\$ 17,123,477</u>
Total liabilities and net assets	<u>\$ 17,488,565</u>

The accompanying notes are an integral part of these financial statements.

Southern Virginia Higher Education Foundation, Inc.

Statement of Activities  
Year Ended June 30, 2016

	Unrestricted	Temporarily Restricted	Total
<b>REVENUES, GAINS AND OTHER SUPPORT</b>			
Contributions	\$ 52,979	\$ 4,100	\$ 57,079
Investment return	(3,613)	-	(3,613)
Facility rental	668,394	-	668,394
Net assets released from restrictions:			
Restrictions satisfied by payments	11,250	(11,250)	-
Total revenues, gains and other support	\$ 729,010	\$ (7,150)	\$ 721,860
<b>EXPENSES</b>			
Program services:			
Maintenance of buildings and grounds	\$ 88,201	\$ -	\$ 88,201
Insurance	13,766	-	13,766
Office expense	4,038	-	4,038
Depreciation	501,306	-	501,306
Donations	201,750	-	201,750
Scholarship	17,980	-	17,980
Salaries and benefits	40,563	-	40,563
Fundraising:			
Professional services	28,964	-	28,964
Office supplies	5,255	-	5,255
Miscellaneous	1,541	-	1,541
Postage	3,781	-	3,781
Office expense	4,038	-	4,038
Salaries and benefits	30,797	-	30,797
Management and general:			
Professional services	50,066	-	50,066
Travel and meeting expense	5,225	-	5,225
Miscellaneous	40,325	-	40,325
Office supplies	4,982	-	4,982
Postage	363	-	363
Depreciation	2,656	-	2,656
Taxes and licenses	100	-	100
Office expense	4,039	-	4,039
Salaries and benefits	53,218	-	53,218
Total expenses	\$ 1,102,953	\$ -	\$ 1,102,953
CHANGE IN NET ASSETS	\$ (373,943)	\$ (7,150)	\$ (381,093)
NET ASSETS, BEGINNING OF YEAR	16,865,139	639,431	17,504,570
NET ASSETS, END OF YEAR	\$ 16,491,196	\$ 632,281	\$ 17,123,477

The accompanying notes are an integral part of these financial statements.



Southern Virginia Higher Education Foundation, Inc.

Statement of Cash Flows  
Year Ended June 30, 2016

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CASH FLOWS FROM OPERATING ACTIVITIES	
Change in net assets	\$ (381,093)
Adjustments to reconcile change in net assets to cash provided by (used for) operating activities:	
Depreciation	503,962
Changes in operating assets and liabilities:	
(Increase) decrease in assets:	
Note receivable - current	(73,400)
Unconditional promises to give	69,843
Increase (decrease) in liabilities:	
Accounts payable and accrued expenses	17,406
Net cash provided by (used for) operating activities	<u>\$ 136,718</u>
CASH FLOWS FROM INVESTING ACTIVITIES	
Net (purchase) proceeds from sale of investments	\$ (29,870)
Unrealized (gains) losses on investments	12,987
Reinvested investment income	(1,190)
Payments for property and equipment	<u>(39,741)</u>
Net cash provided by (used for) investing activities	<u>\$ (57,814)</u>
CASH FLOWS FROM FINANCING ACTIVITIES	
Increase (decrease) in preferred fee and put option payable	<u>\$ (40,110)</u>
Net cash provided by (used for) financing activities	<u>\$ (40,110)</u>
Increase (decrease) in cash and cash equivalents	\$ 38,794
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>1,755,289</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u><u>\$ 1,794,083</u></u>

The accompanying notes are an integral part of these financial statements.

SOUTHERN VIRGINIA HIGHER EDUCATION FOUNDATION, INC.

Notes to Financial Statements  
June 30, 2016

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NOTE 1 - NATURE OF REPORTING ENTITY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

A. Financial Reporting Entity

Southern Virginia Higher Education Foundation, Inc. is a nonprofit foundation organized under the laws of the Commonwealth of Virginia for the purpose of promoting and enhancing continuing educational opportunities for the citizens of Halifax County, Virginia and surrounding areas. The Foundation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code effective August 6, 1997, the date of incorporation.

The Foundation was a participant in a previous project called the "American Tobacco Warehouse" project, whereby the Foundation renovated a former warehouse qualifying for State and Federal historic tax credits. The structure and nature of the transaction required the formation of three separate entities to manage the project and execute the receipt and sale of the Federal and State tax credits. The entities are considered disregarded for financial reporting purposes. Inter-entity transactions have been eliminated in the preparation of the financial statements.

In 2015 the Halifax Educational Foundation (HEF) changed its name to the Southern Virginia Higher Education Foundation (SVHEF) to better correlate with its supporting role for the Southern Virginia Higher Education Center (SVHEC); the Foundation is the primary benefactor for the SVHEC.

B. Summary of Significant Accounting Policies

1. Financial Statement Presentation

The Foundation is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

*Unrestricted Net Assets* - Net assets not subject to donor-imposed restrictions. At June 30, 2016 the Foundation had unrestricted net assets of \$16,491,196.

*Temporarily Restricted Net Assets* - Net assets subject to donor-imposed stipulations that may or will be met either by actions of the Foundation and/or the passage of time. At June 30, 2016 the Foundation had temporarily restricted net assets of \$632,281.

*Permanently Restricted Net Assets* - Net assets subject to donor-imposed stipulations that they be maintained permanently by the Foundation. At June 30, 2016 the Foundation did not have any permanently restricted net assets.

2. Expendable Restricted Resources

Funds restricted by the donor, grantor, or other outside party for particular operating purposes or for plant acquisitions are deemed to be temporarily restricted and reported as such. When the Foundation has incurred expenditures in compliance with the specific restrictions, the temporarily restricted net assets are reclassified to unrestricted net assets.

3. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

NOTE 1 - NATURE OF REPORTING ENTITY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:  
(continued)

B. Summary of Significant Accounting Policies (continued)

4. Advertising Costs

The Foundation expenses advertising costs as incurred.

5. Fixed Assets and Depreciation

Contributions of fixed assets are recorded as support at their estimated fair value. Such contributions are reported as unrestricted support unless the donor has restricted the contributed asset to a specific purpose. Assets contributed with explicit restrictions regarding their use and contributions of cash that must be used to acquire fixed assets are reported as restricted support. Absent donor stipulations regarding how long those contributed assets must be maintained, the Foundation reports expirations of donor restrictions when the contributed or acquired assets are placed in service as instructed by the donor. The Foundation reclassifies temporarily restricted net assets to unrestricted net assets at that time. Property and equipment purchased are reported at cost.

Depreciation of buildings, furniture, and equipment is provided over the estimated useful lives of the respective assets on a straight-line basis.

Interest incurred during the construction phase of fixed assets is included as part of the capitalized value of the assets constructed. The Foundation recorded \$0 of capitalized interest for the year ended June 30, 2016.

6. Contributions

In accordance with professional standards, contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence or nature of any donor restrictions.

All donor-restricted support is reported as an increase in temporarily or permanently restricted net assets depending on the nature of the restriction. When a restriction expires (that is, when a 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. When the restriction expires in the same year the contribution is received, it is the policy of the Foundation to report the contribution as unrestricted support.

7. Cash and Cash Equivalents

For purposes of reporting cash flows, the Foundation includes all cash accounts that are not subject to withdrawal restrictions or penalties and all highly liquid debt instruments purchased with a maturity of three months or less as cash and cash equivalents on the accompanying statement of financial position.

NOTE 1 - NATURE OF REPORTING ENTITY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:  
(continued)

B. Summary of Significant Accounting Policies (continued)

8. Promises to Give

Unconditional promises to give are recognized as revenues in the period received and as assets, decreases of liabilities, or expenses depending on the form of the benefits received. Unconditional promises to give due in more than one year are reflected at the present value of estimated future cash flows. At June 30, 2016, the Foundation reported unconditional promises to give in the amount of \$105,730. For the year ended June 30, 2016, the difference between the estimated present value and the stated value is immaterial and therefore no discount has been included.

9. Receivables

Receivables are stated at the amount management expects to collect from outstanding balances. Management uses the direct write-off method for uncollectible accounts. Once management has determined that an account is uncollectible, receivables are charged to expenses. The Foundation recorded \$0 of bad debt expense for year ended June 30, 2016.

10. Investments

The Foundation's investments in marketable securities with readily determinable fair values and all investments in debt securities are valued at their fair values in the statement of financial position. Unrealized gains and losses are included in the change of net assets as reported in the Statement of Activities. Investment income and gains restricted by donor are reported as increases in unrestricted net assets if the restrictions are met (either by passage of time or by use) in the reporting period in which the income and gains are recognized.

11. Income Tax

The Foundation is an organization described in IRC Section 501(c)(3) and, accordingly, is exempt from federal and state income taxes under IRC Section 501(a). Therefore, no provision or liability for federal or state income taxes has been included in these financial statements.

12. Donated Investments

Donated marketable securities and other noncash donations are recorded as contributions at their estimated fair value at the date of donation.

13. Allocation of Expenses

The costs of providing the various programs and supporting activities have been summarized on a functional basis in the statements of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

SOUTHERN VIRGINIA HIGHER EDUCATION FOUNDATION, INC.

Notes to Financial Statements  
June 30, 2016 (continued)

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**NOTE 2 - INVESTMENTS:**

Investments as of June 30, 2016 are summarized as follows:

	<u>Fair Value</u>
Asset and mortgage backed securities	\$ 12,789
Mutual funds	161,570
	<u>\$ 174,359</u>

All investment return is unrestricted and is summarized as follows for the year ended June 30, 2016:

Interest and dividend income	\$ 9,374
Unrealized gain (loss) on investments	(12,987)
	<u>\$ (3,613)</u>

**NOTE 3 - PROPERTY AND EQUIPMENT:**

A summary of property and equipment, less accumulated depreciation, at June 30, 2016 follows:

Land		\$ 575,000
Building and improvements:		
Building	\$ 5,636,584	
ATW building	10,884,464	
Advanced technology lab	15,365	
Building - west wing	854,509	
Center of Nursing Excellence Wing	616,056	
1950s project - Adv. machinery lab; building upfit	530,498	
Southern Virginia Higher Education Foundation suite	106,221	
Subtotal building and improvements		<u>18,643,697</u>
Parking lot improvements		480,433
		<u>\$ 19,699,130</u>
Less: accumulated depreciation		4,400,471
Total property and equipment, net		<u>\$ 15,298,659</u>

Depreciation expense amounted to \$501,306 for the year ended June 30, 2016.

SOUTHERN VIRGINIA HIGHER EDUCATION FOUNDATION, INC.

Notes to Financial Statements  
June 30, 2016 (continued)

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**NOTE 4 - RESTRICTIONS ON NET ASSETS:**

Temporarily restricted net assets are available for the following purposes:

Southern Virginia Higher Education Center Expansion Project	\$	572,952
Scholarships		<u>59,329</u>
Total temporarily restricted net assets	\$	<u><u>632,281</u></u>

**NOTE 5 - OTHER CURRENT ASSETS - NONCASH DONATIONS:**

During fiscal year 2015, the Foundation received a noncash donation valued at \$42,334. The donation, recorded at fair market value, consists of artwork, wine collection and other items intended to be sold by the Foundation. The Foundation has recorded the value of the donated items as a current asset.

**NOTE 6 - COMMITMENTS AND CONTINGENCIES:**

Halifax County is the official recipient of a \$649,130 Community Development Block Grant. The County has committed the grant proceeds to the Foundation. At June 30, 2002, \$572,952 had been received by the Foundation and recognized as revenue. As required by the Commonwealth of Virginia, the Foundation signed a Promissory Note to Halifax County on December 28, 2000 for \$649,130 and completed a lien agreement placing a lien on the building property for 20 years. Payment of the note and exercise of the lien will only become effective if the Foundation ceases to maintain the property for the purposes of providing educational programs for the citizens of the area or upon the transfer of the Foundation's real property to an entity that fails to provide educational programs as originally agreed in the grant documents. The promissory note and the lien become null and void after a period of 20 years subsequent to the date of the note.

**NOTE 7 - OPERATING LEASES:**

The Foundation is the lessor in an operating lease of its educational facility to the Southern Virginia Higher Education Center (SVHEC), an educational instrumentality of the Commonwealth of Virginia. The term of the lease was for ten years commencing July 1, 2006 and terminating on June 30, 2015. Starting July 1, 2015 the Foundation and SVHEC are operating under the previous lease terms on a month-to-month basis until an extended lease agreement is executed. Monthly rent during fiscal year 2016 was \$55,700.

**NOTE 8 - CONCENTRATION OF CREDIT RISK:**

The Foundation's deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. At June 30, 2016 the Foundation had deposits in excess of the FDIC insured limit in the amount of \$374,549.

SOUTHERN VIRGINIA HIGHER EDUCATION FOUNDATION, INC.

Notes to Financial Statements  
June 30, 2016 (continued)

**NOTE 9 - FAIR VALUE MEASUREMENT:**

Fair value for investments is determined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The three-level fair value hierarchy prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

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

*Level 2* - Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

*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. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

Those assets measured at fair value on a recurring basis in the Statement of Net Position and the types of inputs used to estimate fair value are as follows at June 30, 2016:

	Fair Value Measurements at June 30, 2016	Fair Value Measurement at Reporting Date Using		
		Level 1 Quoted Prices in Active Markets for Identical Assets	Level 2 Significant Other Observable Inputs	Level 3 Significant Unobservable Inputs
Asset and mortgage backed securities	\$ 12,789	\$ 12,789	\$ -	\$ -
Mutual funds	161,570	161,570	-	-
Total	\$ 174,359	\$ 174,359	\$ -	\$ -

The Foundation did not have any financial liabilities subject to fair value measurement at June 30, 2016.

**NOTE 10 - TAX CREDITS AND PREFERRED FEE AND PUT OPTION PAYABLE:**

On December 27, 2007, the Foundation received a donation in the form of land and warehouse valued at \$410,000. The Foundation committed to renovate the donated warehouse, called the "American Tobacco Warehouse" project. During fiscal year 2009, the Foundation Board approved to finance approximately \$4 million of the renovation project through the transfer of state and Federal historic tax credits, the remaining cost of the project financed with a \$6 million grant from the Tobacco Indemnification and Community Revitalization Commission. The project was completed in December 2010 and the tax credits received in January 2011. From the transfer of Federal and State tax credits, the Foundation received \$4.160 million which netted approximately \$3.232 million after closing costs of \$300,000 and the \$650,483 preferred fee and put option payable.

SOUTHERN VIRGINIA HIGHER EDUCATION FOUNDATION, INC.

Notes to Financial Statements  
June 30, 2016 (continued)

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**NOTE 10 - TAX CREDITS AND PREFERRED FEE AND PUT OPTION PAYABLE: (continued)**

Related to the transfer of tax credits, the Foundation has provided an agreement to pay the investors a 3% annual preferred fee for a five year period calculated on the total transfer price of the Federal tax credits for a total of \$313,906. Additionally, the Foundation has agreed to provide a put option in the sixth year subsequent to the transfer of Federal tax credits. The put option is valued at \$336,577.

At the completion of the project Halifax Innovation, LP, a consolidated entity (reference Note 1), executed on behalf of the Foundation a deed of trust on the property dated November 30, 2010. The deed of trust was entered into with three organizations - Halifax Tenant, LP; Halifax SCP II, LP; and NGM Insurance Company. The deed of trust requires Halifax Innovation, LP (the Foundation) to maintain the property in proper working order, pay and perform all obligations of the property including taxes, provide for adequate insurance coverage of the property and contents and provide for general liability insurance and other covenants as stated in the deed of trust. The deed of trust will terminate upon the Foundation satisfying the put option as indicated above or no later than November 30, 2029. The Foundation intends to satisfy the put option in the sixth year subsequent to the transfer of the tax credits.

The following table provides repayment details and outstanding balance of the preferred fee and put option payable at June 30, 2016:

<u>Fiscal Year Ending</u> <u>June 30,</u>	<u>Payment</u> <u>Due</u>
2017	\$ <u><u>336,577</u></u>

**NOTE 11 - NOTE RECEIVABLE:**

By agreement dated February 9, 2016 the Foundation provided a line of credit/note to the Community Arts Center Foundation, Inc. ("CACF"). The note is for a period of 120 days in the amount of \$73,400 with no interest due. The Foundation has placed a lien on all tangible personal property and the note will be filed in the Clerk's Office of the Commonwealth of Virginia State Corporation Commission.

**NOTE 12 - SUBSEQUENT EVENTS:**

In preparing these financial statements, management of the Foundation has evaluated events and transactions for potential recognition or disclosure through November 15, 2016, the date the financial statements were available to be issued. The Foundation exercised the option Agreement with Bruce Street Properties, LLC to purchase the Prizery property on August 2, 2016. Terms of the Option Agreement are documented in the Memorandum of Understanding with the Community Arts Center Foundation, Inc.



- Compliance -

# ROBINSON, FARMER, COX ASSOCIATES

CERTIFIED PUBLIC ACCOUNTANTS

A PROFESSIONAL LIMITED LIABILITY COMPANY

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## Independent Auditors' Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

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To the Board of Directors  
Southern Virginia Higher Education Foundation, Inc.  
South Boston, Virginia

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Southern Virginia Higher Education Foundation, Inc. (a nonprofit organization), which comprise the statement of financial position as of June 30, 2016, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated November 15, 2016.

### Internal Control over Financial Reporting

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

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

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

## Compliance and Other Matters

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

## Purpose of this Report

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

*Robinson, Farmer, Cox Associates*

Charlottesville, Virginia

November 15, 2016