

**University Corporation
for Advanced Internet
Development**

**Consolidated Financial Statements
December 31, 2019 and 2018**

University Corporation for Advanced Internet Development

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December 31, 2019 and 2018

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Report of Independent Auditors

To the Board of Trustees of University
Corporation for Advanced Internet Development

We have audited the accompanying consolidated financial statements of University Corporation for Advanced Internet Development (the "Corporation") and its subsidiaries, which comprise the consolidated statements of financial position as of December 31, 2019 and 2018, and the related consolidated statements of activities and of cash flows for the years then ended.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated 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 audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Corporation's preparation and fair presentation of the consolidated 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 Corporation'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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of University Corporation for Advanced Internet Development and its subsidiaries as of December 31, 2019 and 2018, and the changes in their net assets and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 2 to the consolidated financial statements, the Corporation changed the manner in which it accounts for revenue and the manner in which it accounts for leases in 2019. Our opinion is not modified with respect to this matter.

PricewaterhouseCoopers LLP

March 31, 2020

University Corporation for Advanced Internet Development
Consolidated Statements of Financial Position
December 31, 2019 and 2018

	2019	2018
Assets		
Current assets		
Cash and cash equivalents	\$ 27,536,525	\$ 14,128,800
Receivables		
Accounts receivable, less allowance for uncollectible accounts of \$564,943 in 2019 and \$331,709 in 2018	8,862,657	11,519,409
Grants	161,716	22,018
Other receivables	143,181	127,113
	<u>9,167,554</u>	<u>11,668,540</u>
Investments, current	9,759,132	4,727,881
Prepaid expenses and other assets	2,891,637	5,835,441
	<u>49,354,848</u>	<u>36,360,662</u>
Property and equipment, net	34,247,877	43,553,715
Right to Use Assets - Operating	1,879,746	4,574,888
Investments, long-term	10,321,311	15,096,524
Other assets, long-term	272,021	155,346
	<u>96,075,803</u>	<u>99,741,135</u>
Liabilities and Net Assets		
Current liabilities		
Accounts payable	\$ 1,435,459	\$ 1,627,452
Other accrued expenses	9,531,042	10,437,412
Accrued salaries, wages, and related amounts	1,775,751	1,695,558
Deferred revenue	29,950,574	31,508,547
Contract advances and agency transactions	-	208,295
Equipment term loan	2,000,000	1,500,000
Operating lease liability	844,339	1,172,151
Other liabilities	14,250	17,553
	<u>45,551,415</u>	<u>48,166,968</u>
Other liabilities		
Deferred revenue	15,625	131,912
Equipment term loan	6,500,000	8,500,000
Operating lease liability	1,536,832	4,087,117
Other liabilities, long term	223,502	237,156
	<u>53,827,374</u>	<u>61,123,153</u>
Net Assets without donor restrictions	42,248,429	38,617,982
	<u>\$ 96,075,803</u>	<u>\$ 99,741,135</u>

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

University Corporation for Advanced Internet Development
Consolidated Statements of Activities
Years Ended December 31, 2019 and 2018

	2019	2018
Revenue and other support		
Network Service fees	\$ 42,662,131	\$ 43,223,862
Community Engagement (incl. Member Dues)	12,316,720	12,370,646
Trust & Identity fees	7,918,922	7,171,327
Income from Sponsored Programs	1,102,392	152,751
Other revenue	10,209,669	10,382,942
Total revenue and other support	<u>74,209,834</u>	<u>73,301,528</u>
Direct costs of revenues	10,382,625	9,669,978
Expenses		
Program Services	54,987,344	56,770,347
Management and General	6,147,343	5,544,953
Total expenses and direct costs of revenues	<u>71,517,312</u>	<u>71,985,278</u>
Loss / Gain on disposal of property and equipment	<u>(42,912)</u>	<u>44,471</u>
Gain from operating activities	<u>2,649,610</u>	<u>1,360,721</u>
Nonoperating gains (losses)		
Contributions	39,340	-
Investment income	941,497	324,874
Nonoperating gains	<u>980,837</u>	<u>324,874</u>
Increase in net assets, without donor restriction	3,630,447	1,685,595
Net assets, without donor restriction		
Beginning of year, as previously reported		9,146,254
Cumulative effect of accounting change		<u>27,786,133</u>
Beginning net assets, adjusted	<u>38,617,982</u>	<u>36,932,387</u>
End of year	<u>\$ 42,248,429</u>	<u>\$ 38,617,982</u>

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

University Corporation for Advanced Internet Development
Consolidated Statements of Cash Flows
Years Ended December 31, 2019 and 2018

	2019	2018
Cash flows from operating activities		
Increase in net assets	\$ 3,630,447	\$ 1,685,594
Adjustments to reconcile increase in net assets to net cash provided by operating activities		
Depreciation and amortization	15,384,941	14,587,996
Provision for bad debts	433,098	413,236
Loss (gain) on disposal of property and equipment	42,912	(44,471)
Unrealized gain on investments	(214,174)	(28,062)
Unrealized loss (gain) on interest rate swap	153,587	(50,538)
Changes in operating assets and liabilities		
Accounts receivable	2,223,654	829,597
Grants and other receivables	(155,766)	(83,582)
Prepaid expenses and other assets	2,865,426	772,831
Accounts payable and accrued expenses	(1,490,978)	(1,995,342)
Accrued salaries, wages, and related amounts	80,193	(703,805)
Deferred revenue and contract advances	(1,882,554)	(3,999,775)
Operating leases	(2,878,097)	(330,522)
Other long-term liabilities	(170,226)	(742,753)
Net cash provided by operating activities	<u>18,022,463</u>	<u>10,310,404</u>
Cash flows from investing activities		
Purchases of property and equipment	(3,040,894)	(3,130,615)
Purchases of investments	(9,996,361)	(20,544,605)
Proceeds from sale of investments	9,954,496	748,262
Proceeds from sales of property and equipment	35,554	57,351
Net cash used in investing activities	<u>(3,047,205)</u>	<u>(22,869,607)</u>
Cash flows from financing activities		
Payments on equipment loan facility	(1,501,244)	(1,116,406)
Finance lease payments	(6,940)	(1,277)
Payments for loan origination fees	(52,560)	-
Payments on capital lease obligation	(6,789)	(1,719,818)
Net cash used in financing activities	<u>(1,567,533)</u>	<u>(2,837,501)</u>
Increase (decrease) in cash and cash equivalents	13,407,725	(15,396,704)
Cash and cash equivalents		
Beginning of year	<u>14,128,800</u>	<u>29,525,504</u>
End of year	<u>\$ 27,536,525</u>	<u>\$ 14,128,800</u>
Supplemental disclosures		
Cash paid for interest	\$ 677,537	\$ 531,087
Property additions included in accounts payable/accrued expenses	396,876	4,261
Noncash IRU Transfer	-	16,394,003

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

University Corporation for Advanced Internet Development

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

1. Description of Organization

University Corporation for Advanced Internet Development (the Corporation) is a membership organization incorporated for the primary purpose of promoting research and education through the cooperative and collaborative efforts of universities, agencies of federal and state governments, research and industrial companies, and other not-for-profit organizations. Members of the Corporation consist mainly of higher education institutions but also includes other for-profit and not-for-profit organizations.

The Corporation operates the nation's largest and fastest coast-to-coast research and education network. In addition to providing greater opportunities for advancing networking research, the network is connecting more hospitals, public libraries, and other "community anchors" in hopes of stimulating development of new applications.

The Corporation provides the community-built and community-driven trust and identity infrastructure that supports faculty and staff, researchers and scholars, with access to services across the U.S. and globally. The goal is to ensure that members of the community have access to the right services, at the right time, with the right protections and privacy considerations, while supporting easy collaboration globally.

Management and general activities include the functions necessary to provide support for the Corporation's program activities. They include activities that provide governance (Board of Trustees), business management, financial recordkeeping, budgeting, legal services, human resource management, and similar functions that ensure an adequate working environment and an equitable employment program.

The consolidated financial statements include the accounts of the Corporation and its supporting organizations, InCommon LLC (InCommon), National Research & Education Fiber Company, LLC (FiberCo), Advanced Infrastructure for Research and Education LLC (AIRE), and Digital Preservation Network, LLC (DPN). Significant intercompany accounts and transactions have been eliminated in the consolidation.

InCommon was established in December 2004 as a federation for sharing information and resources among participating higher education institutions and their sponsored partners in a standardized fashion, while protecting privacy, respecting copyrights, and fostering collaboration and innovation.

FiberCo was established in April 2003 as a holding company for fiber assets acquired by the Corporation to support non-profit national and regional optical networking initiatives through the resale of these assets to its members. Fiberco had minimal activity during the years ended December 31, 2019 and 2018.

AIRE was established in July 2005 to create and operate services, projects, and programs for the higher education, research, and education community, which encourage the intra- and inter-institutional use of advanced Internet technology infrastructure. AIRE had minimal activity during the years ended December 31, 2019 and 2018.

DPN was established in January 2017 as a membership organization that operates a digital preservation system comprised of geographically separated repositories that are built upon different system architectures, in order to meet the challenges of long-term preservation of academic and cultural heritage digital assets. The operations of DPN ceased in February 2019.

University Corporation for Advanced Internet Development

Notes to Consolidated Financial Statements

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2. Significant Accounting Policies

The Corporation prepares its financial statements in accordance with U.S. generally accepted accounting principles (GAAP) and with the provisions of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 958, *Not-for-Profit Entities*. The significant accounting and reporting policies used by the Corporation are described subsequently to enhance the usefulness and understandability of the financial statements.

Basis of Presentation

The Corporation prepares its financial statements using the accrual basis of accounting.

The Corporation maintains its accounts in accordance with the principles of fund accounting. This is the procedure by which resources are classified for accounting and reporting into funds established according to their nature and purposes. Separate accounts are maintained for each fund.

Net Assets

For financial reporting purposes, the Corporation follows the reporting requirements of GAAP, which requires that resources be classified for reporting purposes based on the existence or absence of donor-imposed restrictions. This is accomplished by classification of fund balances into two classes of net assets: without donor restrictions and with donor restrictions. Descriptions of the two net asset categories and the types of transactions affecting each category follow:

- Without Donor Restrictions – Net assets that are not subject to donor-imposed restrictions. Items that affect this net asset category principally consist of fees for service in excess of related expenses associated with the core activities of the Corporation: Community Engagement, Network Services and Trust & Identity. In addition to these exchange transactions, changes in this category of net assets include investment returns and proceeds from the sale of assets. The Board has designated an amount equivalent to approximately 180 days of operating expenses as a reserve to be maintained by Corporation management. At December 31, 2019, the Corporation's net assets were at approximately 320 days.
- With Donor Restrictions—Net assets subject to donor-imposed restrictions, that will be met either by actions of the Corporation or the passage of time. The Corporation currently has no net assets with donor restrictions.

Operations

Operating results in the consolidated statement of activities reflect all transactions increasing or decreasing net assets without donor restrictions other than contributions and investment returns or losses. Operating expenses are reported on the consolidated statement of activities on a functional basis and includes losses or gains on disposition of assets.

The Corporation's nonoperating activity within the consolidated statement of activities includes contributions, investment returns or losses.

Use of Estimates

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses during the reporting period and the reported amounts of assets and liabilities at the date of the financial statements. On an ongoing basis, the Corporation's management evaluates the estimates and assumptions based upon historical experience and various other factors and circumstances. The Corporation's management believes that the estimates and assumptions are reasonable in the circumstances; however, the actual results could differ from those estimates.

University Corporation for Advanced Internet Development

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Fair Value Measurements

The Corporation reports fair value measures of its assets and liabilities using a three-level hierarchy that prioritizes the inputs used to measure fair value. This hierarchy, established by GAAP, requires that entities maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The asset or liability's measurement within the fair value hierarchy is based on the lowest level of input that is significant to the measurement. The three levels of inputs used to measure fair value are as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Corporation has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The primary uses of fair value measures in the Corporation's financial statements is for recurring measurement of short-term and long-term investments.

While the Corporation believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Due to their short maturity and variable market-based interest rates, the carrying amounts of cash and cash equivalents, accounts receivable, accounts payable, and accrued liabilities approximate their fair values as of December 31, 2019.

The Corporation adopted certain private company provisions of ASU 2016-01, Recognition and Measurement of Certain Financial Instruments, and accordingly, measures the value of its debt instruments at amortized cost.

Cash and Cash Equivalents

The Corporation considers all liquid investments with an original maturity of three months or less to be cash equivalents. All cash is held at one financial institution and at times balances may exceed FDIC limits. All of the Corporation's cash is unrestricted.

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Accounts Receivable and Allowances

Accounts receivable are generally recorded at the invoiced amount. Accounts are considered past due when the contractual payment period lapses. Past due balances over 90 days are reviewed individually for collectability and are included in the allowance for uncollectible accounts as circumstances require. In addition, the Corporation maintains an allowance for the remaining receivables by applying a percentage based on historical experience and existing economic conditions. Amounts are written off against the allowance when they have been determined to be uncollectible. Included in accounts receivable are amounts that have been earned but have not been invoiced totaling approximately \$1,795,000 and \$1,174,000 as of December 31, 2019 and 2018, respectively.

Investments

Investments are recorded in the consolidated financial statements at estimated fair value and are considered available for sale. Net appreciation (depreciation) in the fair value of investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments, is shown in the statement of activities. Realized gains and losses upon the sale of investments are calculated using the specific identification method and trade date.

Property and Equipment

Property and equipment are recorded at cost when purchased. Donated property is recorded at estimated fair value at the date of donation. Acquisitions of long-term dark fiber Indefeasible Right to Use agreements (IRU's) are recorded as property and equipment at cost when purchased, provided the contracts convey substantially all rights and obligations commonly associated with ownership.

Depreciation is computed using the straight-line method over the estimated useful lives of property and equipment as follows:

Network equipment and fiber IRUs	2 to 20 years
Computer and video conference equipment	2 to 5 years
Furniture and fixtures	5 to 10 years

Leasehold improvements are depreciated over the shorter of the term of the lease or 10 years. In accordance with its policy, the Corporation reviews the estimated useful lives of its property and equipment on an ongoing basis. The cost and the related allowance for depreciation of property and equipment that is sold, retired, or otherwise disposed of are removed from the accounts and the resulting gain or loss is included in operating gains or losses.

Leases

During 2019 the Corporation adopted the FASB issued ASU 2016-02, *Leases (Topic 842)*. This guidance causes lessees to recognize a right of use asset and a lease liability for virtually all of their leases. Leases are categorized as either operating or finance. In accordance with the modified retrospective method, the prior period consolidated financial statements and all prior period amounts and disclosures are now presented under ASC 842. The adoption of ASU 2016-02 had a material impact on the Corporation's consolidated financial position. Refer to Note 5 for the details of the impact on the Corporation's consolidated financial position.

As a result of adopting this standard, certain prior year amounts were reclassified to conform to the presentation requirements. The adoption did not have a material impact on the results of operations.

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The Corporation leases certain office space and data center space. Under ASC 842, at contract inception the Corporation determines whether a contract is or contains a lease and whether the lease should be classified as an operating or finance lease. The Corporation recognizes operating lease right-of-use assets and operating lease liabilities based on the present value of the future minimum lease payments over the lease term at commencement date. The Corporation uses its incremental borrowing rate based on the information available at commencement date to determine the present value of future payments and the appropriate lease classification. The Corporation defines the initial lease term to include renewal options determined to be reasonably certain. In the Corporation's adoption of ASC 842, the Corporation elected not to recognize a right-of-use asset and a lease liability for leases with an initial term of 12 months or less; the Corporation recognizes lease expense for these leases on a straight-line basis over the lease term. Some of the Corporation's office space leases require it to make variable payments for the Corporation's proportionate share of the building's property taxes, insurance, and common area maintenance. These variable lease payments are not included in lease payments used to determine lease liability and are recognized as variable costs when incurred. The Corporation elected the practical expedient to not separate lease components from nonlease components and applied that practical expedient to all material classes of leased assets (for leases where these were not separately noted).

Many of the Corporation's real property lease agreements contain rent holidays or rent escalation clauses. The Corporation records rental expense on a straight-line basis over the term of the lease.

Finance leases are not material to the consolidated financial statements and the Corporation is not a lessor in any material arrangements, nor does the Corporation have any material restrictions or covenants in the lease agreements.

Revenue Recognition and Deferred Revenue

Network Service Fees

Network Service fees consist of connection fees, participation fees, and revenues earned for constructing and maintaining networks for member organizations (member contract revenue). Connection and participation fees are recognized as revenue over the annual service period, commencing with the date of the connection as the performance obligations are satisfied over time as control is transferred.

Member contract revenue may include revenue related to the acquisition of equipment for members, installation services, the transfer of rights to dedicated capacity in the Corporation's long-term dark fiber IRU's, and on-going operations and maintenance support. Equipment sales and installation services are recognized as revenue at a point in time upon acceptance. Transfers of dedicated capacity in IRU's are recorded as revenue ratably over the life of the applicable contract. Operations and maintenance support are recognized ratably over the service period as the performance obligation is satisfied over time as control is transferred.

Network fees paid in advance are initially recorded as deferred revenue.

The Corporation collects and remits universal service fees and other telecommunications taxes and fees imposed by governmental authorities. The Corporation reports its revenues net of these fees and taxes.

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Community Engagement

Community Engagement fees consist of membership dues, meeting fees and meeting sponsorship fees. Membership dues, invoiced annually, are initially recorded as deferred revenue and are recognized over the respective membership/service period as the performance obligation is satisfied over time as control is transferred. Meeting fees and meeting sponsorship fees are recognized at a point in time when the services have been transferred.

Trust & Identity Fees

Trust & Identity fees consist of federation participation and registration fees as well as fees for other services. Fees are recognized as revenue over the service period as the performance obligation is satisfied over time as control is transferred. In addition, a limited portion of member fees collected are designated for a program designed to accelerate the advancement of Trust & Identity services. These revenues are recognized as program expenditures are incurred. For the years ended December 31, 2019 and 2018, the remaining amount to be recognized was approximately \$0 and \$1,135,000, respectively.

Income From Sponsored Programs

The Corporation receives income from government grants which fund current operations and significant capital expenditures. Revenue from government grant agreements, which are generally considered non-exchange transactions, is recognized when qualifying expenditures are incurred and conditions under the agreements are met.

Other Revenue

Other revenue consists primarily of reimbursement revenue and agency fees for the sales of services provided by third party vendors. Reimbursement revenue consists of direct cost reimbursement for such items as travel, consulting service and shared circuit services and is recognized in conjunction with the corresponding direct cost.

The Corporation arranges for services from third parties under master contracts because it is able to meet various procurement requirements of members in the higher education community while significantly streamlining the overall procurement effort that would otherwise be expended. The Corporation analyzes these third-party service arrangements to determine if the Corporation is acting as a principal to the arrangement or as an agent. When acting as a principal, the Corporation records the revenues and related cost of sales at the point which the revenue is earned and related obligations are incurred. When acting as an agent on behalf of its members, the Corporation recognizes revenues, if any, net of related costs. The following table summarizes the amounts included in other revenue as a result of the Corporation's net activity when acting as agent on behalf of its members.

	2019	2018
Inflows received while acting as agent	\$ 43,896,000	\$ 49,209,000
Outflows disbursed while acting as agent	41,564,000	45,831,000
Net revenue earned while acting as agent	<u>\$ 2,332,000</u>	<u>\$ 3,378,000</u>

Deferred Revenue

The Organization routinely bills in advance of services being provided. Receipts on such advance billings are reported as deferred revenues until the services are earned. Unpaid outstanding invoices on advance billings are reported neither as accounts receivable nor deferred revenues. At December 31, 2019 and 2018, approximately \$9,958,000 and \$8,476,000 of advance billing accounts receivable and deferred revenue were excluded from the balance sheet, respectively.

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Multi-Element Contracts

For agreements with multiple performance obligations, judgment is required to determine whether performance obligations specified in these agreements are distinct and should be accounted for as separate revenue transactions for recognition purposes. In these types of agreements, the Corporation generally allocates sales price to each distinct obligation based on the price of each item sold in separate transactions. The resulting revenue allocated to each element is recognized as described above.

Direct Cost of Revenues

The Corporation, from time to time, commits to certain expenditures with the expectation of generating sufficient revenues, derived from these expenditures, to recover these specific costs. The Corporation identifies this type of expense commitment as a "Direct Cost of Revenue" to avoid comingling these expenditures with routine program costs.

Contributions

Contributions received are recorded in the appropriate category of net assets in the period received.

Gifts of long-lived assets or cash restricted for the acquisition of long-lived assets are recorded in accordance with conditions specified by the donor. Gifts received with conditions restricting the sale or disposition of the asset are recorded as with donor restrictions revenue. The restricted net assets resulting from these are released to without donor restrictions net assets when the donor-imposed restrictions are fulfilled or as the assets are placed in service. Gifts of long-lived assets received without stipulations about how long the donated asset must be used are recorded as without donor restrictions revenue in the year received.

Functional Expenses

The costs of providing various programs and activities have been summarized on a functional basis in the consolidated statement of activities and changes in net assets. Certain costs have been allocated between program services and management and general expenses.

Income Taxes

The Corporation is incorporated under the laws of the District of Columbia as a not-for-profit corporation and is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. The Corporation qualifies as a publicly supported organization under Section 509(a)(2).

FiberCo, InCommon, AIRE and DPN (until February 2019) are separately organized and operated Delaware limited liability companies and are considered disregarded entities for federal and state tax purposes. Therefore, FiberCo, InCommon, AIRE and DPN (until February 2019) are treated as divisions of the Corporation for federal tax purposes.

New Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers (Topic 606) and Other Assets and Deferred Costs - Contracts with Customers (Subtopic 340-40). The new standard requires entities to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This guidance is effective for interim and annual reporting periods beginning after December 15, 2018 and is to be applied using either a full retrospective approach or a modified retrospective approach. The Corporation evaluated all

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revenues based on the new standard and determined that with one exception there were no required changes. Meeting sponsorships, previously reported as contributions, qualify as exchange transactions and have therefore been included with operating revenues.

As noted earlier under Leases, the Corporation adopted the FASB issued ASU 2016-02, *Leases (Topic 842)*. This guidance causes lessees to recognize a right of use asset and a lease liability for virtually all of their leases. Leases are categorized as either operating or finance. The adoption of ASU 2016-02 had a material impact on the Corporation's consolidated financial position as noted in the Leases Policy note. There was no material impact on the results of operations.

In June 2018, the FASB issued ASU 2018-08, *Not-for-Profit Entities (Topic 958), Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made*. This ASU provides additional guidance for evaluating whether transactions should be accounted for as contributions (non-reciprocal transactions) or as exchange (reciprocal) transactions subject to other guidance, and for determining whether a contribution is conditional or unconditional. The Corporation adopted ASU 2018-08 in 2019 using a retrospective basis of application. The amendments in this ASU were applied only to the portion of revenue or expense that had not yet been recognized as of the effective date in accordance with prior guidance.

The adoption of ASU 2018-08 resulted in changes to the recognition of revenue from certain government grants. Incremental revenue in the amount of approximately \$27,800,000 (previously deferred) from grants that were determined to no longer be unconditional was immediately recognized as of January 1, 2018 as an adjustment to Net Assets without donor restrictions in the Statement of Financial Position.

3. Liquidity and Availability

The Corporation strives to maintain liquid financial assets sufficient to cover 90 days of general expenditures, in compliance with bank financing agreements. Financial assets in excess of daily cash requirements are invested in certificates of deposit, money market funds and other short-term investments.

The following table reflects the Corporation's financial assets as of December 31, 2019 and 2018, reduced by amounts that are not available to meet general expenditures within one year of the statement of financial position. Amounts not available include certain investments with redemption dates beyond one year. There were no net assets with donor restrictions at December 31, 2019 and 2018.

	2019	2018
Cash and cash equivalents	\$ 27,536,525	\$ 14,128,800
Accounts receivable, net	9,167,554	11,668,540
Investments, current	9,759,132	4,727,881
Investments, long-term	<u>10,321,311</u>	<u>15,096,524</u>
Financial assets available to meet cash needs for general expenditures within one year	<u>\$ 56,784,522</u>	<u>\$ 45,621,745</u>

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4. Cash Equivalents and Investments

Investments consist of the following at December 31, 2019 and 2018:

	Fair Value	
	2019	2018
Money market/mutual funds	\$ 25,837,439	\$ 10,383,658
Total cash equivalents	<u>25,837,439</u>	<u>10,383,658</u>
Investments, current		
Certificate of deposit	755,716	-
U.S. treasury obligations	1,501,018	2,238,464
U.S. federal agency bonds	2,486,954	1,494,695
Corporate bonds	<u>5,015,444</u>	<u>994,722</u>
Total current investments	<u>9,759,132</u>	<u>4,727,881</u>
Investments, long-term		
Certificate of deposit	-	996,995
U.S. treasury obligations	1,772,910	3,234,453
U.S. federal agency bonds	1,506,560	3,248,656
Corporate bonds	<u>7,041,841</u>	<u>7,616,420</u>
Total long-term investments	<u>10,321,311</u>	<u>15,096,524</u>
Total investments	<u>20,080,443</u>	<u>19,824,405</u>
Total cash equivalents & investments	<u>\$ 45,917,882</u>	<u>\$ 30,208,063</u>

The Corporation has a Money Market savings account as well as two investment portfolios held at separate banks. The Money Market savings account is included in Cash and Cash Equivalents in the Consolidated Statement of Financial Position. The portfolios have staggered maturity dates to ensure that cash becomes available as needed to meet planned obligations without jeopardizing the portfolio returns. The only risks to returns and maintenance of principal, other than selling the bonds before maturity, is that the entity offering the financial instrument would fail and default on the payment. The Corporation's Investment Policy Statement recommends U.S. Treasury grade investments and excludes the purchase of equities, so the failure of the instruments is highly unlikely.

As discussed in the Fair Value Measurements note, the Corporation is required to disclose its fair value measurements in one of three levels, which are based on the ability to observe in the marketplace the inputs to the organization's valuation techniques. Cash equivalents are held in U.S. money market or mutual funds. Fixed Income Investments consist of directly held actively traded treasuries and corporate bonds.

The Corporation uses the following methods to determine the fair value of its investments:

Money market or mutual funds: Determined by published value at the end of the last trading day of the year.

U.S. government obligations, U.S government agency bonds, corporate bonds, certificates of deposit: Determined using contractual cash flows and the interest rate determined by the closing bid price on the last business day of the fiscal year if the same or an obligation with a similar maturity is actively traded.

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The following table summarizes the levels in the fair value hierarchy of the organization's investments at December 31, 2019.

	Level 1	Level 2	Level 3	Total
Money market/mutual funds	\$ 25,837,439	\$ -	\$ -	\$ 25,837,439
Total cash equivalents	25,837,439	-	-	25,837,439
Investments, current				
Certificate of deposit	-	755,716	-	755,716
U.S. treasury obligations	-	1,501,018	-	1,501,018
U.S. federal agency bonds	-	2,486,954	-	2,486,954
Corporate bonds	-	5,015,444	-	5,015,444
Total current investments	-	9,759,132	-	9,759,132
Investments, long-term				
U.S. treasury obligations	-	1,772,910	-	1,772,910
U.S. federal agency bonds	-	1,506,560	-	1,506,560
Corporate bonds	-	7,041,841	-	7,041,841
Total long-term investments	-	10,321,311	-	10,321,311
Total investments	-	20,080,443	-	20,080,443
Total cash equivalents and investments	\$ 25,837,439	\$ 20,080,443	\$ -	\$ 45,917,882

The following table summarizes the levels in the fair value hierarchy of the organization's investments at December 31, 2018.

	Level 1	Level 2	Level 3	Total
Money market/mutual funds	\$ 10,383,658	\$ -	\$ -	\$ 10,383,658
Total cash equivalents	10,383,658	-	-	10,383,658
Investments, current				
U.S. treasury obligations	-	2,238,464	-	2,238,464
U.S. federal agency bonds	-	1,494,695	-	1,494,695
Corporate bonds	-	994,722	-	994,722
Total current investments	-	4,727,881	-	4,727,881
Investments, long-term				
Certificate of deposit	-	996,995	-	996,995
U.S. treasury obligations	-	3,234,453	-	3,234,453
U.S. federal agency bonds	-	3,248,656	-	3,248,656
Corporate bonds	-	7,616,420	-	7,616,420
Total long-term investments	-	15,096,524	-	15,096,524
Total investments	-	19,824,405	-	19,824,405
Total cash equivalents and investments	\$ 10,383,658	\$ 19,824,405	\$ -	\$ 30,208,063

5. Leases

The Corporation leases an office facility in Washington D.C. under a noncancelable operating lease that expires in 2023. The Corporation leases an office facility in Ann Arbor, Michigan under a noncancelable operating lease that expires in 2022. The Corporation leases an office facility in Denver, Colorado under a noncancelable operating lease that expires in 2021. The Corporation leases an office facility in West Hartford, Connecticut under a noncancelable operating lease that expires in 2021. Office facilities in Newport, Rhode Island and State College, Pennsylvania are leased under cancelable leases. The leases have remaining lease terms of up to four years, some of which include options to extend the leases for up to five years. Finance leases are not material to the consolidated financial statements and are therefore not included in the following disclosures.

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The following table summarizes the amounts included on the Statement of Financial Position at December 31:

	2019	2018
Right of Use Asset - Operating Leases	\$ 1,879,746	\$ 4,574,888
Operating Lease Liability Current	\$ 844,339	\$ 1,172,151
Operating Lease Liability Long Term	1,536,832	4,087,117
Total Operating Lease Liability	<u>\$ 2,381,171</u>	<u>\$ 5,259,269</u>
Right of Use Asset - Financing Leases	\$ 15,847	\$ 8,436
Financing Lease Liability Current	\$ 7,901	\$ 3,172
Financing Lease Liability Long Term	8,334	5,348
Total Financing Lease Liability	<u>\$ 16,234</u>	<u>\$ 8,519</u>

Total Lease Cost

Total lease cost and sublease income are included in net expenses allocated across all programs and management and general in the consolidated statement of activities. The following table reflects total lease cost for the years ended December 31, 2019 and 2018:

	2019	2018
Lease Costs		
Operating lease cost	\$ 1,139,931	\$ 1,210,501
Variable lease cost	101,201	70,112
Short-term lease cost	52,809	75,724
Sublease income	(406,864)	(490,141)
Total lease cost	<u>\$ 887,078</u>	<u>\$ 866,196</u>
Other Supplemental Information		
Cash paid for amounts included in the measurement of operating lease liabilities	\$ 1,319,706	\$ 1,284,025
Right-of-use assets obtained in exchange for new lease liabilities	-	521,925
Weighted average remaining lease term	3.2 years	4.3 years
Weighted average discount rate	4.5 %	4.3 %

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The following table shows the maturities of lease liabilities at December 31, 2019:

Maturities of Lease Liabilities	
2020	\$ 932,460
2021	791,526
2022	500,088
2023	327,558
2024	-
Thereafter	-
Total lease payments	2,551,633
Less: Imputed interest	(170,461)
Present value of operating lease liabilities	\$ 2,381,171

In 2019 a subtenant leasing space in the Corporation's Washington DC office terminated its sublease. In exchange for terminating the sublease early, the Corporation accepted an \$800,000 cash payment. The amount is included in the Statement of Activities as Other revenue.

6. Property and Equipment, Net

Property and equipment and the related accumulated depreciation and amortization are as follows:

	2019	2018
Network equipment	\$ 122,912,587	\$ 133,119,610
Computer and video conference equipment	2,413,561	2,905,024
Furniture and fixtures	1,260,238	1,323,354
Leasehold improvements	834,431	871,705
	127,420,817	138,219,693
Less: Accumulated depreciation	93,172,940	94,665,978
	\$ 34,247,877	\$ 43,553,715

Network assets purchased through a government grant with a cost basis of approximately \$58,457,000 as of December 31, 2019 are restricted from sale or disposal during the life of the equipment estimated to be 13 remaining years.

7. Debt

Equipment Term Loan

On March 31, 2019, the outstanding line of credit draw balance of \$10,000,000 converted into a five-year term loan with a variable interest rate, calculated as 67% of the sum of 30-day LIBOR plus 2.5%. Throughout the term of the agreement, the Corporation is required to maintain debt service coverage ratio of 1.2 measured each quarter, a debt to equity ratio of less than .50% measured quarterly (excluding deferred revenue), and "Days Operations in Cash" of greater than 90 days, measured once a year at December 31st. All of the Corporation's assets, not already encumbered through government grant programs or previously placed debt instruments, serve as collateral.

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Required principal payments on the Equipment Term Loan are as follows:

Maturities of Debt	
2020	\$ 2,000,000
2021	2,000,000
2022	2,000,000
2023	2,000,000
2024	500,000
Thereafter	-
Total debt payments	\$ 8,500,000

On April 7, 2017, the Corporation entered into a \$10,000,000 interest rate swap that went into effect April 1, 2019 to help mitigate interest rate variability on the Equipment Term Loan. The swap was placed at a base LIBOR rate that is fixed at 2.62% plus the 2.75% factor for a fixed rate of 5.37% beginning April 1, 2019. This amount aligns with the underlying debt amortization. The interest rate swap is measured at fair value using Level 2 inputs. The fair value of the interest rate swap is estimated at the amount, inclusive of interest accrued, the Organization would receive or pay to terminate the swap. The change in the fair value of the swap of approximately (\$153,000) and \$50,000 for the years ended December 31, 2019 and 2018, respectively, is included in Interest expense. The fair value of the swap liability is approximately \$197,000 and \$44,000 at December 31, 2019 and 2018, respectively, and is included in Other liabilities, long-term in the consolidate statement of financial position.

The Corporation incurred interest expense of \$499,402 and \$538,932 on the aforementioned loans for the years ended December 31, 2019 and 2018, respectively. The interest expense is included in management and general expenses.

Draw Down Equipment Loan Facility

On March 21, 2019, the Corporation entered into a renewal of a draw down loan facility agreement with a maximum draw amount of \$20,000,000 which went into effect on April 1, 2019 upon the expiration and conversion of the equipment term loan. There is an advance period that expires three years from the agreement date on March 31, 2022. The facility is a syndicated agreement through the Bank of Ann Arbor (BOAA), serving as the banking agent supporting 60% of the facility, and The Huntington National Bank (HNB) supporting 40% of the facility. The outstanding principle will carry interest-only payments during the advance period, calculated on a variable rate basis, using the formula as defined in the agreement: then prevailing Eurodollar Rate plus 250 basis points. Also, the facility carries an Unused Commitment Fee equal to 0.10% per annum for the unused portion of the loan commitment. The Corporation may enter into additional swaps related to this new facility.

8. Revenue

The Corporation recognizes revenue ratably over the service period or at the point in time that the Corporation transfers control of services to customers. Revenue is measured as the amount of consideration the Corporation expects to receive in exchange for services. Taxes collected on behalf of governmental authorities are excluded from revenues. The Corporation's accounts receivable convert to cash on the average of 45 days and the Corporation applies the practical expedient within Topic 606 to conclude that no significant financing terms exist within the Corporation's contracts with customers.

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Costs to obtain contracts, such as sales incentives, are expensed as incurred. The Corporation applies the practical expedient within Topic 606 to conclude that no amortization of these costs is required.

Nature of Services

Approximately 80% of the Corporation's revenue is recognized over time. Revenue from these services is initially reported as deferred revenue and then is recognized ratably over the term as the performance obligations are satisfied over time as control is transferred.

Approximately 20% of the Corporation's revenue is recognized at a point in time. Revenue from these services is recognized at the point in time when the services have been transferred.

Impact of Adoption

The Corporation elected to adopt the standard using the retrospective method. There was one material change as a result of adoption: The Corporation is required to recognize all grant funds associated with capital projects because it is unlikely that the Corporation will not follow-through on the commitment. Upon adoption, the Corporation is required to recognize as revenue all of the deferred revenue associated with those grants at the beginning of the reporting period. As a result, the 2018 opening balance of Unrestricted Net Assets increased by \$27,786,133 from \$9,146,254 to \$36,932,387.

Deferred Revenue

Deferred revenue liabilities consist of the following at December 31, 2019 and 2018:

	2019	2018
Network Service fees	\$ 18,070,535	\$ 19,979,443
Community Engagement fees	6,078,781	6,140,449
Trust & Identity fees	5,284,805	4,514,735
Other	532,078	1,005,832
	<u>\$ 29,966,199</u>	<u>\$ 31,640,459</u>
Current portion	\$ 29,950,574	\$ 31,508,547
Long term portion	15,625	131,912
	<u>\$ 29,966,199</u>	<u>\$ 31,640,459</u>

Disaggregated Revenues

The following table shows disaggregated revenues from contracts with customers for the year ended December 31, 2019:

	Over Time	Point in Time	Total
Network Service fees	\$ 42,659,131	\$ 3,000	\$ 42,662,131
Community Engagement fees	11,004,824	1,311,896	12,316,720
Trust & Identity fees	6,480,180	1,438,742	7,918,922
Income from Sponsored Programs	-	1,102,392	1,102,392
Other	406,864	9,802,805	10,209,669
	<u>\$ 60,550,999</u>	<u>\$ 13,658,835</u>	<u>\$ 74,209,834</u>

See Note 2, "Revenue Recognition and Deferred Revenue", for additional information.

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9. Employee Benefit Plan

The Corporation has a defined contribution benefit plan that operates under Section 403(b) of the Internal Revenue Code. The plan provides retirement savings for participating employees. All permanent employees are eligible for the plan. The Corporation contributes 5% of the employees' compensation and matches the employees' contribution up to an additional 5% of the employees' compensation. Investment options are provided through the Teachers Insurance and Annuity Association and the College Retirement Equities Fund. Total expense for the plan was approximately \$1,358,000 and \$1,322,000 for the years ended December 31, 2019 and 2018, respectively.

10. Expenses

The Corporation reports its operating expenses by functional classification within the Statement of Activities. The following table displays all expenses related to the functional classification by natural classification.

For the year ended December 31, 2019, expenses consist of the following:

	Program Services	Management & General	2019 Total
Personnel	\$ 13,729,706	\$ 3,808,682	\$ 17,538,388
Meetings	1,477,151	30,844	1,507,995
Travel	928,045	149,994	1,078,039
Office Support	8,961,599	2,026,468	10,988,067
Network	27,673,435	29,042	27,702,477
Depreciation & Amortization	12,554,471	147,875	12,702,346
	<u>\$ 65,324,407</u>	<u>\$ 6,192,905</u>	<u>\$ 71,517,312</u>

For the year ended December 31, 2018, expenses consist of the following:

	Program Services	Management & General	2018 Total
Personnel	\$ 13,660,327	\$ 3,713,235	\$ 17,373,562
Meetings	1,353,424	8,746	1,362,170
Travel	1,055,719	182,984	1,238,703
Office Support	8,501,205	1,515,655	10,016,860
Network	28,397,301	24,948	28,422,249
Depreciation & amortization	13,438,072	133,662	13,571,734
	<u>\$ 66,406,048</u>	<u>\$ 5,579,230</u>	<u>\$ 71,985,278</u>

Costs common to multiple functions have been allocated among the various functions benefited using an allocation based on employee personnel expense for each program and supporting activity.

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Research and development costs, which related primarily to software development, are expensed as incurred. These expenditures, which are included in Program Expenses, funded ongoing efforts toward technological developments which are essential to the deployment and enhanced operation of the Corporation's national fiber optic network serving the higher education community. Research and development expenses were approximately \$1,244,000 and \$1,337,000 for the years ended December 31, 2019 and 2018, respectively.

11. Commitments and Contingencies

On January 13, 2011, the Corporation entered into an agreement to acquire a dark fiber network which was funded substantially by government grants. The Corporation currently has various rights to terminate the obligations at anniversary dates through 2031. Actual services purchased throughout the contract period may vary as modifications to the network occur. The Corporation estimates current obligations under this contract will be approximately \$2 million annually throughout the contract period, based on the network configuration.

12. Related-Party Transactions

The Corporation enters into various service contracts with its member universities that include key operating agreements and staffing components. Prepaid expenses related to these contracts were approximately \$3,000 and \$0 as of December 31, 2019 and 2018, respectively. Accrued expenses and accounts payable related to these contracts were approximately \$41,000 and \$616,000 as of December 31, 2019 and 2018, respectively. Total expense associated with these contracts approximated \$3,478,000 and \$3,626,000 for the years ended December 31, 2019 and 2018, respectively.

13. Subsequent Events

The Corporation has evaluated subsequent events through March 31, 2020, the date the financial statements were available for issuance, and has not identified any matters that would require additional disclosure or adjustment in the financial statements. The Corporation, however, notes that the events and operational measures of recent weeks surrounding the Covid-19 pandemic creates some uncertainty regarding operations for 2020. The Corporation is in a strong cash position coming into 2020 and expects to be in a position to manage the immediate repercussions including meeting staff payroll, paying other contractual obligations in a timely fashion, and paying any necessary cancellation costs associated with postponed or cancelled events. As for most organizations, the longer term implications are still unknown and are being closely monitored.