UCF STADIUM CORPORATION
(A COMPONENT UNIT OF THE UNIVERSITY OF CENTRAL FLORIDA)

FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016

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JUNE 30, 2017 AND 2016

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of,
UCF Stadium Corporation:

Report on the Financial Statements

We have audited the accompanying financial statements of the UCF Stadium Corporation (the Corporation), a direct support organization and component unit of the University of Central Florida, as of and for the years ended June 30, 2017 and 2016, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

The Corporation's 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 audits. We conducted our audits 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 audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the 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.

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Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Corporation as of June 30, 2017 and 2016, and the changes in its financial position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

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

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 5, 2017, on our consideration of the Corporation'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 the Corporation's internal control over financial reporting and compliance.

James Moore & Co., P.L.

Gainesville, Florida
October 5, 2017

The management discussion and analysis (MD&A) provides an overview of the financial position and activities of the UCF Stadium Corporation, formerly known as the Golden Knights Corporation (the Corporation), for the years ended June 30, 2017 and 2016, and should be read in conjunction with the financial statements and notes thereto. The MD&A, and financial statements and notes thereto, are the responsibility of management. The MD&A contains financial activity of the Corporation for the fiscal years ended June 30, 2017, 2016, and 2015.

The Corporation is presented as a discrete component unit of the University of Central Florida (the University) and was certified as a direct support organization in December 2005. The purpose of the Corporation is to finance, construct and operate a stadium on behalf of the University and the UCF Athletics Association, Inc. (the Association).

Pursuant to GASB Statement No. 35, the Corporation's basic financial statements include: the statement of net position; the statement of revenues, expenses, and changes in net position; and the statement of cash flows.

THE STATEMENT OF NET POSITION

The statement of net position reflects the assets, deferred outflows of resources, and liabilities of the Corporation, and presents the financial position of the Corporation at a specified time. Assets, plus deferred outflows of resources, less liabilities equal net position, which is one indicator of the Corporation's current financial condition. The changes in net position that occurs over time indicate improvement or deterioration in the Corporation's financial condition. Restricted net position consists of assets that have constraints placed upon their use either by external donors or creditors or through laws, regulations or constraints imposed by law through constitutional provisions or enabling legislation, reduced by any liabilities to be paid from these assets. Unrestricted net position consists of net assets that do not meet the definition of either restricted or net investment in capital assets. The Corporation's liabilities exceeded assets creating a deficit net position of $46.6 million at June 30, 2017, primarily due to the transfer of fixed assets to the University from the Corporation's debt refunding in fiscal year 2016. The deficit net position will improve in future years as the Corporation continues to reduce its outstanding long term debt obligations with the pledged revenues from the Association.

The following summarizes the Corporation's total net position for fiscal years ended June 30:

Condensed Statement of Net Position
(For the Fiscal Years at June 30)

	2017	2016	2015
Assets			
Current assets	$ 3,316,874	$ 3,778,182	$ 9,846,897
Noncurrent assets	-	9,992	58,869,487
Total Assets	3,316,874	3,788,174	68,716,384
Deferred Outflows	66,032	69,570	-
Liabilities			
Current liabilities	3,926,266	3,863,281	16,654,897
Noncurrent liabilities	46,058,194	47,888,383	42,418,253
Total Liabilities	49,984,460	51,751,664	59,073,150
Net Position			
Net investment in capital assets	-	9,992	(3,005,436)
Restricted	208,358	289,859	12,233,249
Unrestricted	(46,809,912)	(48,193,771)	415,421
Total Net Position	$ (46,601,554)	$ (47,893,920)	$ 9,643,234

In December 2015, the Corporation refunded its Series 2006A tax-exempt, 2006B taxable and 2014 tax-exempt certificates of participation with 2015A, 2015B and 2015C revenue bonds, respectively. The extinguishment of the defeased certificates terminated the ground lease between the Corporation and the University. All building and building improvements on the leased land transferred in ownership to the University. A detailed description of these debt issuances can be found in Note 5, Long term Obligations, in the accompanying notes to the financial statements.

The Corporation's assets totaled $3.3 million as of June 30, 2017. This balance reflects a $0.5 million, or 12.4 percent decrease as compared to June 30, 2016, resulting primarily from decreases in the cash held by the University for the Corporation's construction projects and a decrease in the amounts due from the UCF Foundation for fiscal year 2018 deferred premium seating revenues.

Liabilities totaled $50 million at June 30, 2017. This balance reflects a $1.8 million, or 3.4 percent decrease as compared to June 30, 2016, primarily due to current year debt service payments.

The Corporation has a deficit net position balance of $46.6 million as of June 30, 2017. This balance reflects a $1.3 million increase as compared to June 30, 2016, primarily due to current year debt service payments.

THE STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION

The statement of revenues, expenses, and changes in net position presents the Corporation's revenue and expense activity, categorized as operating and non-operating. Revenues and expenses are recognized when earned or incurred, regardless of when cash is received or paid. GASB Statement No. 35 categorizes revenues and expenses as either operating or non-operating. Operating revenues generally result from exchange transactions where each of the parties to the transaction either give up or receive something of equal or similar value. The majority of the Corporation's revenues and expenses are non-operating revenues and expenses as defined by GASB.

Operating revenue consists primarily of revenues related to the rights granted to donors in connection with luxury suites and club seats located within the stadium, as well as revenues related to the Corporation's sponsorship agreement with Spectrum, formerly known as Bright House Networks. For the 2017 and 2016 fiscal year, operating expenditures reported for the Corporation include repairs and improvements to the Stadium and other financing related costs. In previous years' operating expenses included all necessary costs associated with the continued maintenance and operations of the stadium. Beginning with the 2015 fiscal year, the Corporation and the Association agreed that the Association would be responsible for all utility and insurance costs related to the Stadium to lead to greater cash flow efficiencies for both entities. Non-operating activity consists primarily of interest payments on the Stadium's long term debt obligations and transfers between the Corporation and the Association.

The following summarizes the Corporation's changes in net position for the fiscal years ended June 30:

**Condensed Statement of Revenues, Expenses and Changes in Net Position
(For the Fiscal Years Ended June 30)**

	2017	2016	2015
Operating revenues	$ 3,483,291	$ 3,536,494	$ 2,953,792
Operating expenses	125,283	2,221,383	1,956,120
Operating income	3,358,008	1,315,111	997,672
Net non-operating revenues (expense)	(2,065,642)	(58,852,265)	3,860,222
Change in net position	1,292,366	(57,537,154)	4,857,894
Net position, beginning of year	(47,893,920)	9,643,234	4,785,340
Net position, end of year	$ (46,601,554)	$ (47,893,920)	$ 9,643,234

The Corporation's operating revenues for the year ended June 30, 2017 remained substantially unchanged from the prior year. Operating expenses for the year ended June 30, 2017 decreased by $2.1 million, or 94.4 percent as compared to June 30, 2016, due primarily to decreases in depreciation expenses as a result of the transfer of fixed assets to the University, a decrease in amortization expenses which included the write-off of bond insurance premiums and a reduction in cost of issuance expenses associated with the Corporation's debt refunding in the 2016 fiscal year.

Non-operating expenses totaled $2.1 million at June 30, 2017. This balance reflects a $56.8 million decrease from the prior year primarily due to the 2016 fiscal year total including the transfer of the Corporation's building and building improvement assets to the University as a result of the Corporation's debt refunding, as discussed above.

As described previously, the Corporation issued certificates of participation for the construction of the stadium and the Student Leadership Center which were refunded and replaced with revenue bonds in December 2015. The 2015A, 2015B, and 2015C refunding revenue bond debt issues are secured by a pledge from the Association of their gross ticket revenues for football, Association rent, away game guarantees, conference distributions, and sponsorship revenue. The Corporation utilizes these funds in meeting its annual debt service obligation and satisfying other debt covenant requirements as set forth related to the debt issuance. Once the covenants attached to the certificates are met, any unrestricted excess are transferred back to the Association. Pursuant to GASB No. 35, the Corporation records these receipts and payments with the Association as Transfers from the Association and transfers to the Association, and classifies them as non-operating revenues and non-operating expenses, respectively. The net activity from these transfers for the fiscal year ended June 30, 2017 was a $0.2 million transfer from the Corporation to the Association.

The following table details net activity with the Association for the years ended June 30:

Net Transfers with the Association, Inc.

	2017	2016	2015
Ticket sales	$ 3,020,592	$ 3,041,010	$ 3,355,629
Sponsorship	229,000	224,000	219,000
Association rent	1,671,000	1,624,000	1,629,000
Away game guarantees	-	-	2,600,000
Conference distributions	-	-	2,833,083
Other transfers	-	252,995	-
Transfers from the Association	4,920,592	5,142,005	10,636,712
Transfers to the Association	(5,147,888)	(9,756,374)	(9,762,491)
Net Transfers	$ (227,296)	$ (4,614,369)	$ 874,221

As a result of the Corporation's debt refunding, away game guarantees and conference distributions are no longer required to be transferred from the Association to the Corporation on an annual basis unless they are needed to meet the Corporation's annual debt service obligations. In the current fiscal year these revenues, totaling $4.9 million, were not needed by the Corporation for debt service, or to meet the coverage ratio requirements on the debt.

THE STATEMENT OF CASH FLOWS

The statement of cash flows provides information about the Corporation's financial results by reporting the major sources and uses of cash and cash equivalents. This statement will assist in evaluating the Corporation's ability to generate net cash flows, its ability to meet its financial obligations as they come due, and its need for external financing. Cash flows from operating activities show the net cash used by the operating activities of the Corporation. Cash flows from capital and related financing activities include changes associated with long-term debt activities. Cash flows from investing activities show the net source and use of cash related to purchasing or selling investments, and earning income on those investments.

The following summarizes cash flows for the fiscal years ended June 30:

Condensed Statements of Cash Flows
(For the Fiscal Years Ended June 30)

	2017	2016	2015
Cash flows provided by (used in)			
Operating activities	$ 3,419,723	$ 2,633,238	$ 2,931,015
Non-capital financing activities	73,908	(1,445,315)	2,769,937
Capital and related financing activities	(3,633,038)	(14,940,866)	(463,608)
Investing activities	42,797	162,159	168,810
Change in cash	(96,610)	(13,590,784)	5,406,154
Cash and cash equivalents			
Beginning of year	942,872	14,533,656	9,127,502
End of year	$ 846,262	$ 942,872	$ 14,533,656

ECONOMIC OUTLOOK

The Corporation's economic condition is closely tied to that of the Association. The Corporation has enhanced the University's footprint by aiding in the construction of an on-campus stadium, the stadium's east side club expansion, and the student leadership center, and with such, added great value to the University, the Association, and the community as a whole. Despite the impact to the Corporation's net position in fiscal year 2016 due to the transfer of capital assets to the University, the Corporation still maintains a strong ability to fulfill its annual debt service requirements since the debt is secured by pledge revenues from the Association.

REQUEST FOR INFORMATION

These financial statements are designed to provide detailed information on the Corporation's operations to the Corporation's Board, management, investors, creditors, and all others with an interest in the Corporation's financial affairs and to demonstrate the Corporation's accountability for the assets it controls and funds it receives and expends. Questions concerning any of the information provided in this report or any requests for additional financial information should be addressed to Bert Francis, Assistant Controller, University of Central Florida, 12424 Research Parkway, Suite 300, Orlando, FL 32826-3249.

UCF STADIUM CORPORATION
STATEMENTS OF NET POSITION
JUNE 30, 2017 AND 2016

	2017	2016
ASSETS		
Current assets		
Other receivables	$ 97,548	$ 117,057
Due from the University of Central Florida	1,938,406	2,197,814
Due from the UCF Foundation, Inc.	434,658	520,439
Restricted cash and cash equivalents	846,262	942,872
Total current assets	3,316,874	3,778,182
Noncurrent assets		
Depreciable capital assets, net of accumulated depreciation	-	9,992
Total Assets	3,316,874	3,788,174
DEFERRED OUTFLOW OF RESOURCES		
Deferred loss on refunding of debt, net	66,032	69,570
LIABILITIES		
Current liabilities		
Current portion of long-term debt	1,715,000	1,674,000
Accounts payable and accruals	210,489	50,000
Interest payable	637,904	653,013
Unearned revenue	1,362,873	1,486,268
Total current liabilities	3,926,266	3,863,281
Noncurrent liabilities		
Long-term debt, less current portion	46,058,194	47,888,383
Total Liabilities	49,984,460	51,751,664
NET POSITION		
Net investment in capital assets	-	9,992
Restricted for:		
Debt service	9,986	-
Construction	198,089	271,178
Other	283	18,681
Unrestricted	(46,809,912)	(48,193,771)
Total Net Position	$ (46,601,554)	$ (47,893,920)

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

UCF STADIUM CORPORATION
STATEMENTS OF REVENUES, EXPENSES
AND CHANGES IN NET POSITION
FOR THE YEARS ENDED JUNE 30, 2017 AND 2016

	2017	2016
Operating revenues		
Naming rights	$ 960,490	$ 1,010,490
Premium seating	2,083,667	2,141,965
Commissions	439,134	384,039
Total operating revenues	3,483,291	3,536,494
Operating expenses		
Depreciation	5,112	678,945
Services and supplies	120,171	824,888
Amortization	-	717,550
Total operating expenses	125,283	2,221,383
Operating income	3,358,008	1,315,111
Nonoperating revenues (expenses)		
Transfers from the UCF Athletics Association, Inc.	4,920,592	5,142,005
Transfers from the UCF Foundation, Inc.	460,000	932,718
Transfers from the University of Central Florida	-	722,724
Transfers to the UCF Athletics Association, Inc.	(5,147,888)	(9,756,374)
Transfers to the University of Central Florida	(503,985)	-
Interest income	42,797	112,874
Interest expense	(1,832,278)	(2,290,053)
Loss on disposal of capital assets	(4,880)	(53,716,159)
Total nonoperating revenues (expenses)	(2,065,642)	(58,852,265)
Change in net position	1,292,366	(57,537,154)
Net position, beginning of year	(47,893,920)	9,643,234
Net position, end of year	$ (46,601,554)	$ (47,893,920)

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

UCF STADIUM CORPORATION
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2017 AND 2016

	2017	2016
Cash flows from operating activities		
Receipts from premium seating	$ 1,960,272	$ 2,016,091
Receipts from naming rights	979,999	1,030,000
Receipts from commissions	439,134	384,039
Payments to suppliers and others	40,318	(796,892)
Net cash provided by operating activities	3,419,723	2,633,238
Cash flows from noncapital financing activities		
Net change in funds held by the University of Central Florida	259,408	1,002,027
Transfers from the University of Central Florida	-	722,724
Transfers from the UCF Athletics Association, Inc.	4,920,592	5,144,273
Transfers from the UCF Foundation, Inc.	545,781	1,442,034
Payments to the UCF Athletics Association, Inc.	(5,147,888)	(9,756,374)
Payments to the University of Central Florida	(503,985)	-
Net cash provided by (used in) noncapital financing activities	73,908	(1,445,316)
Cash flows from capital and related financing activities		
Purchases of capital assets	-	(6,796,898)
Proceeds from issuance of debt	-	50,387,577
Payments on long-term debt	(1,785,651)	(56,522,144)
Interest paid	(1,847,387)	(2,009,400)
Net cash used in capital and related financing activities	(3,633,038)	(14,940,865)
Cash flows from investing activities		
Interest income received	42,797	162,159
Net decrease in cash and cash equivalents	(96,610)	(13,590,784)
Cash and cash equivalents, beginning of year	942,872	14,533,656
Cash and cash equivalents, end of year	$ 846,262	$ 942,872
Reconciliation of operating income to net cash provided by operating activities:		
Operating income	$ 3,358,008	$ 1,315,111
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation and amortization	5,112	1,396,495
Changes in assets and liabilities:		
Other receivables	19,509	19,510
Unearned revenue	(123,395)	(125,874)
Accounts payable and accruals	160,489	27,996
Net cash provided by operating activities	$ 3,419,723	$ 2,633,238
Supplemental disclosure of noncash capital activities		
Losses from the disposal of capital assets were recognized on the statement of revenues, expenses, and changes in net position, but are not cash transactions for the statement of cash flows	$ 4,880	$ 53,716,159

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

UCF STADIUM CORPORATION
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2017 AND 2016

(1) Summary of Significant Accounting Policies:

The following is a summary of the more significant accounting policies and practices of the UCF Stadium Corporation (the Corporation), which affect significant elements of the accompanying financial statements:

(a) **Reporting entity**—The Corporation is a not-for-profit entity incorporated on October 26, 2005. The Corporation was created by the University of Central Florida (the University), as a direct support organization of the University whose purpose is to construct, operate and maintain the football stadium for and on behalf of the University and UCF Athletics Association, Inc. (the Association). As a direct support organization and component unit of the University, the Corporation operates for the service and convenience of the University. The Corporation is presented as a discrete component unit of the University on the University's financial statements. The name of the Corporation was changed to UCF Stadium Corporation from Golden Knights Corporation during the year ended June 30, 2015.

(b) **Financial statement presentation**—The Corporation's financial statements are presented in accordance with the requirements of Governmental Accounting Standards Board (GASB) Statement No. 35, *Basic Financial Statements-and Management's Discussion and Analysis-for Public Colleges and Universities*, as amended, which requires the Corporation to present:

- Management's Discussion and Analysis
- Basic Financial Statements:
  - Statements of Net Position
  - Statements of Revenues, Expenses, and Changes in Net Position
  - Statements of Cash Flows
  - Notes to Financial Statements

(c) **Basis of accounting**—Basis of accounting refers to when revenues, expenses, and related assets, deferred outflows of resources, and liabilities are recognized in the accounts and reported in the financial statements. Specifically, it relates to the timing of the measurements made, regardless of the measurement focus applied. The Corporation's financial statements are presented using the economic resources measurement focus and the accrual basis of accounting. Revenues, expenses, gains, losses, assets, deferred outflows of resources, and liabilities resulting from exchange and exchange-like transactions are recognized when the exchange takes place. Revenues, expenses, gains, losses, assets, deferred outflows of resources, and liabilities resulting from nonexchange activities are generally recognized when all applicable eligibility requirements, including time requirements, are met. The Corporation follows GASB standards of accounting and financial reporting.

The statement of net position is presented in a classified format to distinguish between current and noncurrent assets and liabilities. The statement of revenues, expenses and changes in net position is presented in a format which distinguishes operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services in connection with the Corporation's ongoing operations. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses. The statement of cash flows is presented using the direct method in compliance with GASB standards of accounting and financial reporting.

(1) **Summary of Significant Accounting Policies:** (Continued)

(d) **Cash and cash equivalents**—Amounts reported as cash and cash equivalents consist of cash on hand, cash held by a trust institution and invested in money market funds, and investments with original maturities of three months or less. Cash and cash equivalents that are externally restricted to make debt service payments, maintain sinking or reserve funds, or to purchase or construct capital or other restricted assets, are classified as restricted.

(e) **Due From the University of Central Florida**—The amounts recorded as Due from the University of Central Florida includes funds held by the University on behalf of the Corporation.

(f) **Capital assets**—The Corporation has no remaining capital assets as of June 30, 2017. The Corporation's capital assets consisted of furniture and equipment; and works of art and historical treasures as of June 30, 2016. Those assets were capitalized and recorded at cost at the date of acquisition. Additions, improvements, and other outlays that significantly extend the useful life of an asset were capitalized. Other costs incurred for repairs and maintenance are expensed as incurred.

The Corporation has a capitalization threshold of $5,000 for furniture and equipment additions and a threshold of $100,000 for new buildings and improvements. Depreciation is computed on the straight-line basis over estimated useful lives ranging from 5 to 39 years.

(g) **Revenue recognition**—Revenues from sponsorship naming rights are recognized ratably over the term of the sponsorship agreement. Premium seating and commission revenues are recognized as revenue at the time the event takes place.

(h) **Unearned revenue**—Unearned revenue consists of advance payments related to luxury suites and club seats in the football stadium. Suite and premium seating revenue is recognized in the period the athletic event occurs.

(i) **Deferred outflows of resources**—The unrestricted net position includes the effect of recognizing a deferred outflow of resources from the loss on refunding of debt. The $66,032 balance of the deferred outflow of resources at June 30, 2017, was recognized as an expense beginning in 2016 when the debt was extinguished and will further reduce the unrestricted net position over a 20-year repayment period of the new debt.

(j) **Net position**—The Corporation's net position is classified as follows:

- Net investment in capital assets – This represents the total investment in capital assets, net of outstanding debt obligations related to those capital assets. To the extent debt has been incurred but not yet expended for capital assets, such amounts are not included in this component of net position.
- Restricted net position – This represents the Corporation's resources that have constraints placed upon their use either by external donors or creditors or through laws, regulations or constraints imposed by law through constitutional provisions or enabling legislation, reduced by any liabilities to be paid from these assets.
- Unrestricted net position – This represents Corporation resources which do not meet the definition of "restricted" or "net investment in capital assets."

When both restricted and unrestricted net position is available for use, it is the Corporation's policy to use restricted resources first, then unrestricted resources as they are needed.

(1) **Summary of Significant Accounting Policies:** (Continued)

(k) **Income taxes**—The Corporation is generally exempt from federal income taxes under the provisions of Section 501(c)(3) of the Internal Revenue Code. Therefore, no provision for income taxes has been made in the accompanying financial statements.

When required, the Corporation files income tax returns in the U.S. federal jurisdiction and in the state of Florida. The Corporation's income tax returns for the past three years are subject to examination by the tax authorities, and may change upon examination.

The Corporation has reviewed and evaluated the relevant technical merits of each of its tax positions in accordance with accounting principles generally accepted in the United States of America for accounting for uncertainty in income taxes, and determined that there are no uncertain tax positions that would have a material impact on the financial statements of the Corporation.

(l) **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 along with disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(2) **Cash and Cash Equivalents:**

The Corporation's restricted cash shown on the statement of net position represents cash held by the Corporation's trustee in the Corporation's name. These funds consist of funds held for debt service payments and funds held for construction as required in the trust indenture. For the year ended June 30, 2017 the cash was invested in a government money market fund. For the year ended June 30, 2016 the cash was invested in a government money market fund and short-term guaranteed investment contracts through a national bank in accordance with the University's investment policy for managing credit risks, which was adopted by the Corporation. The value of cash and cash equivalents held at the institution at June 30, 2017 and 2016, was $846,262 and $942,872, respectively.

The Corporation has cash invested by the University of $1,914,334 and $2,184,417 at June 30, 2017 and 2016, respectively. The amounts are included in Due From the University of Central Florida on the accompanying statement of net position. Section 1011.42(5), Florida Statutes, authorizes universities and their component units to invest funds with the State Treasury and State Board of Administration, and requires that these entities comply with the statutory requirements governing investment of public funds by local governments. Accordingly, universities and their component units are subject to the requirements of Chapter 218, Part IV, Florida Statutes. The University's Board of Trustees has adopted a written investment policy establishing investment parameters within applicable Florida Statutes and the University investment manual. Pursuant to Section 218.415(16), Florida Statutes, the Corporation is authorized to invest in the Florida PRIME investment pool administered by the State Board of Administration (SBA); interest-bearing time deposits and savings accounts in qualified public depositories, as defined in Section 280.02, Florida Statutes; direct obligations of the United States Treasury; obligations of Federal agencies and instrumentalities; securities of, or interests in, certain open-end or closed-end management type investment companies; Securities and Exchange Commission registered money market funds with the highest credit quality rating from a nationally recognized rating agency; and other investments approved by the University's Board of Trustees as authorized by law. Investments set aside to make debt service payments, maintain sinking or reserve funds, or to purchase or construct capital assets are classified as restricted.

(2) **Cash and Cash Equivalents:** (Continued)

Money market funds are uninsured and collateralized by securities held by the institution, not in the Corporation's name. The money market funds invest in diversified portfolios of high-quality, dollar-denominated short-term debt securities.

Interest Rate Risk: Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. Pursuant to Section 218.415(16), Florida Statutes, the Corporation's investments in securities must provide sufficient liquidity to pay obligations as they come due.

Credit Risk: Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Money market funds are uninsured and collateralized by securities held by the institution, not in the Corporation's name. The University's investment policy limits fixed income exposure to investment grade assets and provides credit quality guidelines applicable to the investment objective. The University's investment policy and manual provides information on asset classes, target allocations, and ranges of acceptable investment categories.

Custodial Credit Risk: Custodial credit risk is the risk that, in the event of the failure of the counterparty, the Corporation will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. In order to manage the custodial credit risk, the University's investment policy specifies certain requirements to pre-qualify financial institutions and brokers/dealers. The Corporation's investments are held by a third party custodian, not in the name of the Corporation.

(3) **Capital Assets:**

Capital assets at June 30, 2017, were as follows:

	Beginning Balance	Additions	Decreases	Ending Balance
Depreciable capital assets:				
Equipment	$ 262,922	$ -	$ (262,922)	$ -
Art and historical treasures	6,500	-	(6,500)	-
Total depreciable capital assets	269,422	-	(269,422)	-
Accumulated depreciation	(259,430)	(5,112)	264,542	-
Total depreciable capital assets, net	9,992	(5,112)	(4,880)	-
Capital assets, net	$ 9,992	$ (5,112)	$ (4,880)	$ -

(3) **Capital Assets:** (Continued)

Capital assets at June 30, 2016, were as follows:

	Beginning Balance	Additions	Decreases	Ending Balance
Non-depreciable capital assets:				
Construction in progress	$ 2,457,569	$ -	$ (2,457,569)	$ -
Depreciable capital assets:				
Building and building improvements	57,802,162	7,733,682	(65,535,844)	-
Equipment	2,327,104	81,522	(2,145,704)	262,922
Art and historical treasures	6,500	-	-	6,500
Total depreciable capital assets	60,135,766	7,815,204	(67,681,548)	269,422
Accumulated depreciation	(13,545,874)	(678,945)	13,965,389	(259,430)
Total depreciable capital assets, net	46,589,892	7,136,259	(53,716,159)	9,992
Capital assets, net	$ 49,047,461	$ 7,136,259	$ (56,173,728)	$ 9,992

(4) **Concentrations of Credit Risk:**

The Corporation has no policy requiring collateral or other security to support receivables from related parties, as described in Note 7.

Related party receivables are as follows at June 30:

	2017	2016
Due from the University of Central Florida	$ 1,938,406	$ 2,197,814
Due from the UCF Foundation, Inc.	434,658	520,439

(5) **Long-term Obligations:**

In December 2015, the Corporation issued Series 2015A tax-exempt refunding revenue bonds for $33,995,000 with a net premium of $2,332,576, Series 2015B taxable refunding revenue bonds for $10,250,000, and a Series 2015C non-taxable refunding revenue bond for $3,810,000 to a bank (the 2015 debt issue). These bonds were issued to refund and replace the Corporation's Series 2006A, 2006B, and 2014 Certificates of Participation. Proceeds of $46,577,576 from the refunding bonds plus an additional $4,879,667 from the Corporations debt service accounts were used to purchase $40,376,088 of U.S. Treasury State and Local Government Series Securities and to make a cash deposit with the Corporation's trust to prepay the balance on the 2006B taxable certificates. These securities were placed in an irrevocable trust with an escrow agent to provide for all future debt service payments on the Series 2006 A&B certificates, which defeased the certificates. The trust assets and the liability for the defeased certificates are not included in the statement of net position. The trust extinguished the defeased certificates on March 1, 2016.

(5) **Long-term Obligations:** (Continued)

The extinguishment of the defeased certificates terminated the ground lease between the Corporation and the University. All the related building and building improvements assets on the leased land transferred to the University.

The refunding bonds include both term and serial bonds and are secured by a pledge from the Association of gross ticket revenues, Association rent, away game guarantees, conference distributions, and sponsorship revenue. Principal and interest payments were made in accordance with the schedule set forth at the time of issuance and bear fixed interest rates that range from 1.95 percent to 5.15 percent, and maturity dates that range from March 2029 to March 2036.

The following is a schedule of future principal payments for the Series 2015A, Series 2015B and 2015C revenue bonds as of June 30, 2017:

Fiscal Year Ending June 30,	Bonds Payable Principal	Bonds Payable Interest	Total Principal and Interest
2018	$ 1,715,000	$ 1,913,712	$ 3,628,712
2019	1,786,000	1,843,637	3,629,637
2020	1,863,000	1,768,989	3,631,989
2021	1,940,000	1,689,706	3,629,706
2022	2,027,000	1,605,879	3,632,879
2023-2027	11,557,000	6,597,891	18,154,891
2028-2032	12,835,000	4,053,621	16,888,621
2033-2036	11,900,000	1,275,756	13,175,756
Subtotals	45,623,000	20,749,191	66,372,191
Plus: Unamortized bond premium	2,150,194	-	2,150,194
Total	$ 47,773,194	$ 20,749,191	$ 68,522,385

The University entered into a support agreement such that it will fund certain deficiencies that may arise in the event the Corporation is unable to make the minimum payments on the bonds. In addition, if the Corporation has deficiencies for debt service coverage requirements or reserve account shortfalls, the University agrees to transfer funds to cover any such deficiencies. The University is obligated only to the extent that it has legally available revenues to cover the unpaid amounts.

Changes in long-term debt for the year ended June 30, 2017, were as follows:

	Beginning Balance	Additions	Reductions	Ending Balance	Amounts Due Within One Year
Revenue bonds	$ 47,297,000	$ -	$ (1,674,000)	$ 45,623,000	$ 1,715,000
Unamortized premiums	2,265,383	-	(115,189)	2,150,194	-
Total long-term debt	$ 49,562,383	$ -	$ (1,789,189)	$ 47,773,194	$ 1,715,000

(5) **Long-term Obligations:** (Continued)

Changes in long-term debt for the year ended June 30, 2016, were as follows:

	Beginning Balance	**Additions**	**Reductions**	**Ending Balance**	**Amounts Due Within One Year**
Certificates of participation	$ 43,470,000	$ -	$ (43,470,000)	$ -	$ -
Wells Fargo loan	11,430,000	-	(11,430,000)	-	-
Revenue bonds	-	48,055,000	(758,000)	47,297,000	1,674,000
Unamortized premiums	376,253	2,332,576	(443,446)	2,265,383	-
Total long-term debt	$ 55,276,253	$ 50,387,576	$ (56,101,446)	$49,562,383	$ 1,674,000

The Corporation amortized $115,189 and $67,194 of the bond premium to interest expense for the years ended June 30, 2017 and 2016, respectively.

(6) **Commitments:**

The Corporation has a Management and Use Agreement with the Association to operate, manage and maintain the football stadium as part of the University's football program which is administered by the Association. As discussed in Note 5, the Association pledged gross ticket revenues, rent, away game guarantees, conference distributions, and sponsorship revenues to the Corporation to meet the obligations of the revenue bonds. Once the covenants attached to the revenue bonds are met, any unrestricted excess funds are transferred back to the Association.

(7) **Related Party Transactions:**

As set forth in the trust indenture related to the 2015 debt issue (as more fully described in Note 5 above), the debt is secured by a pledge from the Association of their gross ticket revenues for football, Association rent, away game guarantees, conference distributions, and sponsorship revenue. The Corporation utilizes these funds in meeting its annual debt service obligation and satisfying other debt covenant requirements as set forth related to the debt issuance. With the revised trust indenture, away game guarantee's and conference distributions are no longer required to be transferred from the Association to the Corporation on an annual basis unless they are needed to meet the Corporation's annual debt service obligations. Funds remaining after all debt covenants are met are transferred from the Corporation to the Association. Pursuant to GASB No. 35, the Corporation records these receipts and payments with the Association as transfers from the Association and transfers to the Association, and classifies them as nonoperating revenues.

(7) **Related Party Transactions:** (Continued)

In September 2015, the Corporation entered into a Fundraising Agreement with the Foundation concurrent with the 2015 debt issue. In accordance with this agreement the Foundation works with the Association regarding the lease of luxury suites and club seats located at the stadium as well as managing the capital gift campaign designated for the stadium. Any funds collected by the Foundation are remitted to the Corporation. Receipts from the Foundation related to suites and club seats are recorded as premium seating in operating revenues and receipts related to capital gifts are recorded as transfers from the Foundation in nonoperating revenues.

As discussed in Note 5, *Long-Term Obligations*, the Corporation entered into a support agreement with the University, such that the University will fund certain deficiencies that may arise in the event the Corporation is unable to make minimum payments on the bonds. In addition, if the Corporation has deficiencies for debt service coverage requirements or reserve account shortfalls, the University agrees to transfer funds to cover any such deficiencies. The University is obligated only to the extent it has legally available revenue to cover the unpaid amounts.

(8) **Deficit Net Position:**

The Corporation has a deficit net position for the year ended June 30, 2017 and 2016 of $46,601,554 and $47,893,920, respectively. This deficit balance can be attributed to the transfer of all building and building improvement assets to the University as a result of the termination of the ground lease between the Corporation and the University with the December 2015 debt refunding. The Corporation's related debt was previously included as a component of the net investment in capital assets portion of net position but are now included as a component of unrestricted net position. The Corporation's debt balances reflected as a component of unrestricted net position for the year ended June 30, 2017 and 2016 was $47,707,162 and $49,492,814, respectively.

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*

To the Board of Directors of
UCF Stadium Corporation:

We have audited, 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, the financial statements of the UCF Stadium Corporation (the Corporation), a direct support organization and component unit of the University of Central Florida (the University), as of and for the year ended June 30, 2017, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements, and have issued our report thereon dated October 5, 2017.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Corporation'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 the Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Corporation'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 over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

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Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Corporation’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 entity’s internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity’s internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

James Moore & Co., P.L.

Gainesville, Florida
October 5, 2017