



MIDDLEBURY

Consolidated Financial Statements

June 30, 2016 and 2015

(With Independent Auditors' Report Thereon)

MIDDLEBURY

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KPMG LLP
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Independent Auditors' Report

The President and
Fellows of Middlebury College:

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of the President and Fellows of Middlebury College (Middlebury), which comprise the consolidated statements of financial position as of June 30, 2016 and 2015, the related consolidated statements of activities and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the 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 these 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 audits 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 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 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 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 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 Middlebury at June 30, 2016 and 2015, and the changes in its net assets and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

KPMG LLP

November 23, 2016

MIDDLEBURY

Consolidated Statements of Financial Position

June 30, 2016 and 2015

(Amounts in thousands)

	<u>2016</u>	<u>2015</u>
Assets		
Cash and cash equivalents	\$ 8,680	2,393
Accounts receivable, net	7,128	6,208
Inventories, prepaid expenses, and other assets	3,153	2,927
Contributions receivable, net	32,980	39,695
Deposits with bond trustees	1,486	1,660
Student loans receivable, net	17,268	17,507
Investments	1,026,264	1,145,367
Contributions receivable from remainder trusts	2,925	3,022
Beneficial interest in perpetual trusts	26,097	28,040
Land, buildings, and equipment, net	388,921	398,224
Total assets	<u>\$ 1,514,902</u>	<u>1,645,043</u>
Liabilities and Net Assets		
Liabilities:		
Accounts payable and accrued expenses	\$ 48,666	47,314
Funds held for others	12,367	6,875
Deferred revenues	18,059	17,461
Annuities and other split-interest obligations	23,969	21,846
Refundable government loan funds	11,855	14,542
Long-term debt	281,644	283,076
Total liabilities	<u>396,560</u>	<u>391,114</u>
Commitments and contingencies		
Net assets:		
Unrestricted	248,984	326,737
Temporarily restricted	507,210	580,204
Permanently restricted	362,148	346,988
Total net assets	<u>1,118,342</u>	<u>1,253,929</u>
Total liabilities and net assets	<u>\$ 1,514,902</u>	<u>1,645,043</u>

See accompanying notes to consolidated financial statements.

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Consolidated Statement of Activities
Year ended June 30, 2016

	Unrestricted	Temporarily restricted	Permanently restricted	Total	
				2016	2015
Operating revenues and other support:					
Comprehensive and other student fees	\$ 208,039	—	—	208,039	199,630
Less financial aid	(61,955)	—	—	(61,955)	(55,580)
Net comprehensive and other student fees	146,084	—	—	146,084	144,050
Contributions	13,676	2,108	—	15,784	19,168
Sponsored activities	8,188	—	—	8,188	7,641
Investment return:					
Endowment distribution	64,688	7,205	—	71,893	70,949
Other investment income	1,255	(910)	—	345	2,224
Other sources	13,165	126	—	13,291	14,788
Net assets released from restrictions	14,054	(14,054)	—	—	—
Total operating revenues and other support	261,110	(5,525)	—	255,585	258,820
Operating expenses:					
Instruction	89,065	—	—	89,065	84,914
Academic support	39,595	—	—	39,595	40,304
Student services	41,792	—	—	41,792	39,296
Institutional support	58,223	—	—	58,223	54,367
Sponsored activities	8,188	—	—	8,188	7,641
Auxiliary enterprises	40,939	—	—	40,939	41,933
Total operating expenses	277,802	—	—	277,802	268,455
Change in net assets from operations	(16,692)	(5,525)	—	(22,217)	(9,635)
Nonoperating activities:					
Endowment return, net of distribution	(54,381)	(67,720)	—	(122,101)	(622)
Contributions, net	3,323	2,122	14,796	20,241	22,386
Other investment income	3	178	77	258	858
Change in value of deferred gifts	(514)	(842)	(2,549)	(3,905)	1,264
Campaign expenditures	(1,483)	—	—	(1,483)	(1,398)
Other	(8,009)	(1,207)	2,836	(6,380)	(2,795)
Total nonoperating activities	(61,061)	(67,469)	15,160	(113,370)	19,693
Change in total net assets	(77,753)	(72,994)	15,160	(135,587)	10,058
Net assets:					
Beginning of year	326,737	580,204	346,988	1,253,929	1,243,871
End of year	\$ 248,984	507,210	362,148	1,118,342	1,253,929

See accompanying notes to consolidated financial statements.

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Consolidated Statement of Activities

Year ended June 30, 2015

	<u>Unrestricted</u>	<u>Temporarily restricted</u>	<u>Permanently restricted</u>	<u>Total 2015</u>
Operating revenues and other support:				
Comprehensive and other student fees	\$ 199,630	—	—	199,630
Less financial aid	(55,580)	—	—	(55,580)
Net comprehensive and other student fees	144,050	—	—	144,050
Contributions	9,998	9,170	—	19,168
Sponsored activities	7,641	—	—	7,641
Investment return:				
Endowment distribution	65,047	5,902	—	70,949
Other investment income	1,226	998	—	2,224
Other sources	14,680	108	—	14,788
Net assets released from restrictions	14,515	(14,515)	—	—
Total operating revenues and other support	257,157	1,663	—	258,820
Operating expenses:				
Instruction	84,914	—	—	84,914
Academic support	40,304	—	—	40,304
Student services	39,296	—	—	39,296
Institutional support	54,367	—	—	54,367
Sponsored activities	7,641	—	—	7,641
Auxiliary enterprises	41,933	—	—	41,933
Total operating expenses	268,455	—	—	268,455
Change in net assets from operations	(11,298)	1,663	—	(9,635)
Nonoperating activities:				
Endowment return, net of distribution	(29,742)	28,901	219	(622)
Contributions, net	4,324	198	17,864	22,386
Other investment income	564	174	120	858
Change in value of deferred gifts	287	1,134	(157)	1,264
Campaign expenditures	(1,398)	—	—	(1,398)
Other	(4,335)	2,385	(845)	(2,795)
Net assets released from restrictions	26,595	(26,595)	—	—
Total nonoperating activities	(3,705)	6,197	17,201	19,693
Change in total net assets	(15,003)	7,860	17,201	10,058
Net assets:				
Beginning of year	341,740	572,344	329,787	1,243,871
End of year	\$ 326,737	580,204	346,988	1,253,929

See accompanying notes to consolidated financial statements.

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Consolidated Statements of Cash Flows
Years ended June 30, 2016 and 2015
(Amounts in thousands)

	<u>2016</u>	<u>2015</u>
Cash flows from operating activities:		
Change in total net assets	\$ (135,587)	10,058
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Depreciation	22,542	25,804
Contributions restricted for long-term investment	(16,245)	(21,840)
Real property and other in-kind contributions	(1,073)	(5,250)
Amortization of debt issuance costs	115	124
Amortization of debt premium	(856)	(856)
Loss on disposal of buildings and equipment	82	550
Contributions receivable bad debt expense	1,230	10,044
Change in value of deferred gifts	2,123	(1,220)
Realized and unrealized net loss (gain) on investments	50,411	(73,690)
Unrealized loss on contributions receivable from remainder trusts	97	114
Unrealized loss on beneficial interest in perpetual trusts	1,943	503
Changes in operating assets and liabilities:		
Accounts receivable, net	(920)	(103)
Contributions receivable	5,485	(10,027)
Inventories, prepaid expenses, and other assets	(226)	140
Accounts payable and accrued expenses	314	(4,293)
Deferred revenues	598	500
Funds held for others	5,492	372
Other	(2,687)	115
Net cash used in operating activities	<u>(67,162)</u>	<u>(68,955)</u>
Cash flows from investing activities:		
Proceeds from sales of investments	250,448	207,305
Purchases of investments	(181,756)	(149,808)
Purchases of property and equipment	(11,211)	(33,350)
Student loans granted	(3,101)	(2,326)
Student loans repaid	3,340	3,358
Net cash provided by investing activities	<u>57,720</u>	<u>25,179</u>
Cash flows from financing activities:		
Contributions restricted for long-term investment	16,245	21,840
Change in deposits with bond trustees	174	(286)
Payments on long-term debt	(690)	(410)
Net cash provided by financing activities	<u>15,729</u>	<u>21,144</u>
Net increase (decrease) in cash and cash equivalents	6,287	(22,632)
Cash and cash equivalents:		
Beginning of year	2,393	25,025
End of year	\$ <u>8,680</u>	<u>2,393</u>
Supplemental data:		
Interest paid	\$ 13,496	13,506
Amounts accrued for purchase of property and equipment	1,037	2,136

See accompanying notes to consolidated financial statements.

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Notes to Consolidated Financial Statements

June 30, 2016 and 2015

(In thousands of dollars)

(1) Background

The President and Fellows of Middlebury College (Middlebury) was founded in 1800 as a liberal arts college. The undergraduate institution, Middlebury College (the College), is a leading liberal arts college with an emphasis on literature, languages, international studies and environmental studies. The College has approximately 2,450 undergraduate students from all 50 states and 70 countries. Approximately 70% of the students are from outside of New England. Over one-half of the students spend at least one semester off campus, primarily outside of the United States of America. In addition to the Middlebury campus, the College has schools located in Argentina, Brazil, Cameroon, Chile, China, France, Germany, India, Israel, Italy, Japan, Jordan, Morocco, Russia, Spain, the United Kingdom, and Uruguay.

The Middlebury Schools are comprised of Schools Abroad, Language Schools, School of the Environment, and Bread Loaf Programs. The Schools enroll more than 2,800 students and offer undergraduate and graduate programs in a variety of programs.

- The Schools Abroad Program provides undergraduate and graduate programs in 17 countries. Students take courses in most subjects, often with host country students, intern or engage in volunteer work, and live with a family or local students. The participants in the Middlebury Schools Abroad Program have a commitment to language and cultural immersion.
- The Language Schools focus on educating undergraduate and graduate students from many disciplines at two sites in the United States and two sites abroad. There are programs in Argentinian, Arabic, Chinese, French, German, Hebrew, Italian, Japanese, Korean, Portuguese, Russian, and Spanish with a goal to improve languages and intercultural skills. The Language Schools provide access to language education through an interactive, immersion environment by incorporating linguistics, literature, culture, and area studies.
- The School of the Environment is a six-week undergraduate program held in Vermont offering leadership training, lab and field work, and interdisciplinary courses.
- Middlebury offers two Bread Loaf Programs, the Bread Loaf School of English and the Bread Loaf Writers' Conference. Beginning in 1920, the Bread Loaf School of English has offered graduate courses in literature, the teaching of writing, creative writing, and theater arts to students from across the United States and the world. The Bread Loaf School of English offers summer sessions in Vermont, New Mexico, and at Oxford in the United Kingdom. The Bread Loaf Writers' Conference is the oldest writers' conference in America, held each summer at Middlebury's Bread Loaf Mountain campus amid the Green Mountain National Forest in Ripton, Vermont.

The Middlebury graduate school, the Middlebury Institute of International Studies at Monterey, (the Institute), is located in Monterey, California. The Institute provides higher education in translation, interpretation and language education and international policy management. In addition, there are two research centers on campus, the James Martin Center for Nonproliferation Studies and the Center for East Asian Studies. Also, the Institute has a research center located in Vienna, Austria, the Vienna Center for Disarmament and Nonproliferation.

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June 30, 2016 and 2015

(In thousands of dollars)

Middlebury has two affiliated entities, Delineation Corporation and President and Friends of Middlebury College. Delineation Corporation is a nonprofit organization founded for the purpose of holding certain property. Middlebury advances funds to Delineation Corporation for expenses incurred for maintenance of real property. The President and Friends of Middlebury College is a nonprofit organization formed for the purpose of providing catering and retail dining operations.

In July 2013, Middlebury and Hebrew at the Center partnered to launch the Institute for the Advancement of Hebrew, located at Middlebury with additional offices in Newton Centre, Massachusetts. In June 2016, Middlebury and the Hebrew at the Center decided to conclude their joint operation of the Institute for the Advancement of Hebrew.

Tax-Exempt Status

Middlebury is a tax-exempt organization as described in Section 501(c) (3) of the Internal Revenue Code and recognizes the effect of income tax positions only if those positions are more likely than not of being sustained by a taxing authority. Middlebury believes it has taken no significant uncertain tax positions.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The consolidated financial statements include Middlebury and its affiliated entities. All inter-entity transactions have been eliminated in consolidation.

(b) Basis of Accounting

The financial statements are prepared in accordance with U.S. generally accepted accounting principles (GAAP), on the accrual basis of accounting and present net assets, revenues, gains and losses based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified as follows:

Unrestricted Net Assets: Net assets not subject to donor-imposed stipulations.

Temporarily Restricted Net Assets: Net assets subject to donor-imposed stipulations that will be met by actions of Middlebury and/or passage of time, as well as unappropriated total return on permanently restricted endowment funds.

Permanently Restricted Net Assets: Net assets subject to donor-imposed stipulations that they be maintained permanently by Middlebury. Generally, the donors of these assets permit Middlebury to use all or part of the income earned on related investments for general or specific purposes.

Revenues are reported as increases in unrestricted net assets unless use of the related asset is limited by donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in unrestricted net assets unless restricted by donor or by law. Expirations in subsequent years of temporary restrictions on net assets (i.e., the donor-stipulated purpose has been fulfilled and/or the stipulated time

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June 30, 2016 and 2015

(In thousands of dollars)

period has elapsed) are reported as releases from restrictions between the applicable classes of net assets.

The College charges undergraduate students attending the Vermont campus a comprehensive fee which includes the cost of tuition, room and board, and fees. The Institute charges its graduate students tuition and related fees.

Auxiliary enterprises include the operations of the dining services, residential halls, bookstores, Snow Bowl, Carroll and Jane Rikert Nordic Center, and the Ralph Myhre Golf Course. Revenues from auxiliary enterprises, except for the revenue from residential and dining halls, are included in other sources of operating revenues in the Statement of Activities. The revenues derived from residential and dining halls are included in the comprehensive fee.

Nonoperating activities include net realized and unrealized gains and losses on investments, less amounts distributed for operating purposes, permanently restricted contributions for long-term investment, temporarily restricted and unrestricted contributions for nonoperating activities such as capital gifts, adjustments for funds underwater, campaign expenditures, and the change in value of deferred gifts.

Effective in the year ended June 30, 2016 Middlebury retrospectively adopted the provisions of the FASB Accounting Standards Update (ASU) No. 2015-03, Interest – Imputation of Interest (ASU 2015-03). ASU 2015-03 required that debt issuance costs related to recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of the debt liability. As a result, Middlebury has reclassified approximately \$2,360 and \$2,475 in bond issuance costs from other assets to a reduction in bonds payable in the consolidated statements of financial position as of June 30, 2016 and 2015, respectively.

(c) *Use of Estimates*

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

(d) *Cash and Cash Equivalents*

Cash and cash equivalents include interest-bearing money market accounts not held for investment purposes. Cash equivalents have original maturities of three months or less.

(e) *Contributions*

Contributions, including interests in perpetual trusts held by others and noncash assets, are recognized as revenue in the period received at the fair value on the date of the contribution. Conditional promises to give are not recorded as revenue until they become unconditional or when the conditions on which they depend are substantially met. Contributions received with donor-imposed restrictions that are met

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June 30, 2016 and 2015

(In thousands of dollars)

in the same year as received are reported as unrestricted operating or nonoperating revenue depending on the use of the proceeds.

Contributions of land, buildings, and equipment without donor stipulations are reported as unrestricted nonoperating revenue. Contributions of cash or other assets which a donor has stipulated be used to acquire land, buildings, and equipment are reported as temporarily restricted nonoperating revenue. The temporary restrictions are considered to be released when assets are placed in service.

(f) Contributions Receivable

Contributions receivable include pledges that are recorded at their present value using discount rates at the date of the contribution that range from 1.0% to 5.5%. The present value is calculated using a risk-free rate of return adjusted for the credit risk. The assumed rate in 2016 for uncollectible pledges was 2.55%. An allowance is made for potentially uncollectible contributions based upon management's past collection experience and other relevant factors.

(g) Inventories

Inventories are stated at the lower of cost or market, utilizing the first-in, first-out method.

(h) Fair Value

The fair value accounting standard defines fair value and establishes a framework for measuring fair value. The framework provides a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy under this principle are as follows:

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

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June 30, 2016 and 2015

(In thousands of dollars)

Middlebury utilizes the net asset value (NAV) as a practical expedient to estimate the fair value of those funds whose values are determined by the appropriate manager or general partner. Such NAV-measured funds are not categorized in the fair value hierarchy.

Investments reported at NAV consist of shares or units in funds as opposed to direct interests in the funds' underlying securities, which may be readily marketable and not difficult to value. The majority of these fund managers are now registered as required by the Securities and Exchange Commission.

Certain investments in funds contain lock-up provisions. Under such provisions, share classes of the investment are available for redemption at various times in accordance with the management agreement with the fund.

The fair value measurement level of the asset or liability within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

These valuations may produce a fair value that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Middlebury 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 fair value measurement at the reporting date.

Because of the inherent uncertainty of valuations, the estimated values as determined by the appropriate manager or general partners may differ significantly from the values that would have been used had a ready market for the investments existed, and the differences could be material.

(i) Derivatives

Middlebury records all derivatives, except those qualifying for the normal purchase/normal sale exception, at fair value. Fair value is determined using a valuation model utilizing market observable inputs. Middlebury has entered into forward oil purchase contracts with certain suppliers for the purchase of oil for its heating and cooling plant to hedge the price exposure for a fuel source. These agreements meet the normal purchase/normal sale exception and, therefore, have not been recorded on the statements of financial position.

(j) Contributions Receivable from Remainder Trusts

Donors have established irrevocable trusts under which Middlebury is a beneficiary but not the trustee. The present value of the portion of the trust to be distributed to Middlebury upon the termination of the trust is recorded as contributions receivable from remainder trusts.

(k) Interest in Perpetual Trusts

Interest in perpetual trusts includes irrevocable trusts established for the benefit of Middlebury whereby the principal is held in perpetuity by others and the earnings are remitted to Middlebury. The interest in perpetual trusts is recorded at fair value, which is estimated to equal the fair value of the trust assets.

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Notes to Consolidated Financial Statements

June 30, 2016 and 2015

(In thousands of dollars)

(l) Land, Buildings, and Equipment

Land, buildings, equipment, arts and antiques are recorded at cost at the date of acquisition or fair value at the date of gift. Depreciation is computed utilizing the straight-line method over the estimated lives of the depreciable assets, as follows (in years):

	<u>Estimated useful lives</u>
Category:	
Land improvements	20–30
Buildings	20–60
Equipment	4–10
Library books	10

Arts and antiques are maintained as collections and, accordingly, are not depreciated.

(m) Joint Venture

In May 2010, Middlebury entered into a joint venture arrangement with K12, Inc., an unrelated publicly held company. The new company, Middlebury Interactive Languages, LLC, (MIL), was created for the purpose of pursuing commercial opportunities associated with developing and delivering language learning software and residential language immersion education to pre-college students.

Middlebury agreed to fund the joint venture by contributing to MIL certain intangible assets with a fair value of \$14,000 and \$4,000 in cash. Middlebury has a 40% ownership interest in MIL. As Middlebury does not control the joint venture but does exercise influence, this investment is recorded using the equity method.

For the year ended June 30, 2016, Middlebury recorded equity in earnings on the investment in MIL of approximately \$1,377. For the year ended June 30, 2015, Middlebury incurred losses on its equity investment in MIL of approximately \$185. The changes are included in nonoperating activities in the Consolidated Statements of Activities.

In August 2015, Middlebury announced it would exercise the option to sell the 40% ownership interest in MIL to K12, Inc. The College is working with K12, Inc. on the specific terms of the sale and is expecting the transaction to be final in late 2016.

(n) Asset Retirement Obligation

An asset retirement obligation (ARO) is a legal obligation associated with the retirement of long-lived assets. These liabilities are initially recorded at fair value and the related asset retirement costs are capitalized by increasing the carrying amount of the related assets by the same amount as the liability. Asset retirement costs are subsequently depreciated over the useful lives of the related assets. Subsequent to initial recognition, Middlebury records period-to-period changes in the ARO liability

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(In thousands of dollars)

resulting from the passage of time and revisions to either the timing or the amount of the original estimate of undiscounted cash flows. Middlebury ARO liabilities are accreted when the related obligation is settled. Middlebury has recorded an ARO liability in accrued expenses of \$4,304 and \$4,152 at June 30, 2016 and 2015, respectively.

(o) *Deferred Revenues*

Deferred revenues consist primarily of student fees related to Middlebury and its language schools. This liability account also consists of the multi-year prepayment plan, summer school billing (net of financial aid), and sponsored activity.

(p) *Funds Held for Others*

Middlebury acts as a custodian or fiscal agent for student organizations, certain long-term faculty professional development funds, and certain endowment funds for various organizations. These endowment funds are not included the endowment assets.

(q) *Annuities and Other Split-Interest Obligations*

Donors have contributed assets to Middlebury in exchange for a promise that Middlebury will pay the donor or other beneficiaries a fixed amount or percentage of assets over their lifetimes. The present value of these promises is a liability and is recorded as annuities and other split interest obligations.

Donors have made contributions with the stipulation that their contributions be invested and all or a portion of the resulting income be paid to beneficiaries during their lifetimes. Upon the death of the named beneficiaries, the assets become the property of Middlebury. These contributions are recorded in revenue at fair value with corresponding estimated liabilities for future amounts payable to other beneficiaries recorded in annuities and other split interest obligations. The liabilities associated with these gifts are adjusted to fair value at each reporting period using the terms of the related gift instrument.

(r) *Refundable Government Loan Funds*

Refundable government loan funds represent Perkins loan funds provided to students by the federal government through Middlebury. Middlebury is required to collect the loans on behalf of the federal government. The amounts due from the students are reported in the financial statements as student loans receivable. The amount due to the federal government, if Middlebury should no longer participate, is reported as refundable government loan funds.

(s) *Functional Expenses*

Depreciation, operations and maintenance costs, and interest are allocated to the functional expense categories reported within the operating section of the Statements of Activities. Depreciation and operations and maintenance costs are allocated based upon the relative use of facilities and equipment. Interest is allocated based on specific identification of the use of debt proceeds.

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Notes to Consolidated Financial Statements

June 30, 2016 and 2015

(In thousands of dollars)

(t) *Sponsored Activities*

Sponsored activities include various research and instructional programs funded by external parties including the federal government, foreign and state governments, and private foundations.

(u) *Campaign Activities*

Campaign contributions less expenditures total to the net balance of the Middlebury Initiative, a \$500,000 fundraising campaign to fund four strategic priorities: (1) access and opportunity, (2) teaching and mentoring, (3) programs and infrastructure, and (4) increasing institutional flexibility. The cost of operating the Middlebury Initiative is reported as nonoperating activity on the statement of activities. The Middlebury Initiative was completed on June 30, 2015.

Middlebury is in the planning and preparation phase of the next campaign. The start of the next campaign will follow the completion of a new strategic plan for Middlebury, a process that started in fiscal year 2017. The cost of operating this phase of the campaign is reported as a nonoperating activity on the Statements of Activities.

(v) *Subsequent Events*

Middlebury considers events or transactions that occur after the Statement of Financial Position date but before the financial statements are issued to provide for additional evidence relative to certain estimate or to identify matters that require additional disclosure. These financial statements were issued on November 23, 2016, and subsequent events have been evaluated through that date.

(w) *Reclassifications*

Certain 2015 amounts have been reclassified to conform to the 2016 presentation.

(3) *Receivables*

(a) *Accounts Receivable*

Accounts receivable consists of receivables for annual comprehensive fees, graduate school tuition, schools abroad tuition, and summer school room, board, and tuition. The provision for uncollectible amounts was \$545 as of June 30, 2016 and 2015.

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Notes to Consolidated Financial Statements

June 30, 2016 and 2015

(In thousands of dollars)

(b) Contributions Receivable

Contributions receivable consists of the following at June 30, 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Due less than one year	\$ 16,905	26,927
One to five years	17,397	25,206
	34,302	52,133
Less discount and allowance	(1,322)	(12,438)
	<u>\$ 32,980</u>	<u>39,695</u>

(4) Investments

Middlebury has developed a diversified endowment investment portfolio with a strong orientation to equity investments and to strategies designed to take advantage of market inefficiencies. The investment objectives guide the asset allocation policy and are achieved in partnership with external investment managers operating through a variety of vehicles, including separate accounts, limited partnerships, and commingled funds. Investments in real estate and mortgages include investment in real estate partnerships.

Alternative equity managers seek to generate high returns regardless of the direction of the overall stock market and may use derivatives to exploit inefficiencies in securities markets. Accordingly, derivatives in the investment portfolio may include currency forward contracts, interest rate and currency swaps, call and put options, debt and equity futures contracts, equity swaps, and other vehicles that may be appropriate in certain circumstances. The risk in alternative equity funds is limited to the amount it currently has invested in the funds. The risk in private equity partnerships is limited to the amount it currently has invested in the funds, legally obligated uncalled capital commitments to the funds, and certain distributions previously received.

As of June 30, 2016 and 2015, Middlebury had outstanding commitments of \$233,305 and \$165,389, respectively, to fund private partnerships (private equity, hedge and other) over a multi-year period. These capital calls are expected to be funded with cash on hand or using proceeds of liquidated securities.

Middlebury has \$254,273 and \$252,857 of the investment portfolio at June 30, 2016 and 2015, respectively, invested in funds which invest in international securities. These investments are subject to the additional risk of currency fluctuations. Also included in investments are \$45,718 and \$52,880 at June 30, 2016 and 2015, respectively, for split-interest agreements.

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The components of total investment return from all sources consist of the following for the years ended.

	2016	2015
Interest, dividends, and other income, net	\$ 806	(280)
Realized gains, net	101,468	104,152
Change in unrealized losses, net	(151,879)	(30,462)
	\$ (49,605)	73,410

Direct external investment management fees were \$3,525 and \$4,078 in 2016 and 2015, respectively, and are netted against interest, dividends, and other income in the Statements of Activities. Purchase and sale transactions are recorded on a trade date basis.

The following table represents financial assets and liabilities by fair value measurements as of June 30, 2016:

	Level 1	Level 2	Level 3	Other valuation methods and NAV	Total investments	Redemption or liquidation	Days' notice
Investments at fair value:							
Money market funds	\$ 28,326	—	—	—	28,326	Daily	1
Equity securities	59,500	—	—	—	59,500	Daily	1
Debt securities	40,765	—	—	—	40,765	Daily	1
Real estate and mortgages	4,972	—	8,109	—	13,081	Daily to illiquid	1–N/A
Private equity partnerships	—	—	3,584	—	3,584	Quarterly to illiquid	90–N/A
Other investments	9,745	—	3,330	—	13,075	Daily to illiquid	1–N/A
Total investments at fair value	143,308	—	15,023	—	158,331		
Investments measured at net asset value:							
Equity securities	—	—	—	263,020	263,020	Monthly to quarterly	100–120
Alternative equities	—	—	—	271,670	271,670	Quarterly to annually	90
Debt securities	—	—	—	29,108	29,108	Quarterly	90
Real estate and mortgages	—	—	—	3,438	3,438	Illiquid	N/A
Private equity partnerships	—	—	—	293,110	293,110	Illiquid	N/A
Other investments	—	—	—	1,510	1,510	Illiquid	N/A
Total investments at net asset value	—	—	—	861,856	861,856		
Equity method investments	—	—	—	4,603	4,603	Illiquid	N/A
Investments valued using other methods	—	—	—	1,474	1,474	Illiquid	N/A
Total investments	\$ 143,308	—	15,023	867,933	1,026,264		
Other assets:							
Remainder trusts	\$ —	—	2,925	—	2,925	Illiquid	N/A
Perpetual trusts	—	—	26,097	—	26,097	Illiquid	N/A
Total other assets	\$ —	—	29,022	—	29,022		

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The following table represents financial assets and liabilities by fair value measurements as of June 30, 2015:

	Level 1	Level 2	Level 3	Other valuation methods and NAV	Total investments	Redemption or liquidation	Days' notice
Investments at fair value:							
Money market funds	\$ 43,616	—	—	—	43,616	Daily	1
Equity securities	67,815	—	—	—	67,815	Daily	1
Debt securities	11,959	—	—	—	11,959	Daily	1
Real estate and mortgages	5,761	—	8,126	—	13,887	Daily to illiquid	1–N/A
Private equity partnerships	—	—	3,639	—	3,639	Quarterly to illiquid	90–N/A
Other investments	260	—	2,912	—	3,172	Daily to illiquid	1–N/A
Total investments at fair value	<u>129,411</u>	<u>—</u>	<u>14,677</u>	<u>—</u>	<u>144,088</u>		
Investments measured at net asset value:							
Equity securities	—	—	—	306,890	306,890	Monthly to quarterly	100–120
Alternative equities	—	—	—	303,656	303,656	Quarterly to annually	90
Debt securities	—	—	—	39,884	39,884	Quarterly	90
Real estate and mortgages	—	—	—	10,025	10,025	Illiquid	N/A
Private equity partnerships	—	—	—	334,133	334,133	Illiquid	N/A
Other investments	—	—	—	1,826	1,826	Illiquid	N/A
Total investments at net asset value	<u>—</u>	<u>—</u>	<u>—</u>	<u>996,414</u>	<u>996,414</u>		
Equity method investments	—	—	—	3,226	3,226	Illiquid	N/A
Investments valued using other methods	—	—	—	1,639	1,639	Illiquid	N/A
Total investments	<u>\$ 129,411</u>	<u>—</u>	<u>14,677</u>	<u>1,001,279</u>	<u>1,145,367</u>		
Other assets:							
Remainder trusts	\$ —	—	3,022	—	3,022	Illiquid	N/A
Perpetual trusts	—	—	28,040	—	28,040	Illiquid	N/A
Total other assets	<u>\$ —</u>	<u>—</u>	<u>31,062</u>	<u>—</u>	<u>31,062</u>		

The following is a description of the financial investment categories:

Equity Securities: This category includes global developed and emerging market equity investments.

Alternative Equities: This category includes long/short and long-biased equity and credit hedge funds.

Debt Securities: This category includes high yield and long/short fixed and fixed income hedge funds.

Real Estate and Mortgages: This category includes commercial, residential, office, and industrial partnerships.

Private Equity Partnerships: This category includes U.S. and international venture capital and buyout funds.

Other Investments: This category includes natural resources partnerships and other illiquid properties/securities.

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Middlebury enters into derivative instruments such as futures for trading purposes. Middlebury may enter into equity or index option and futures contracts to enhance liquidity and maintain market exposure.

Contracts in a net asset position are included in investments on the balance sheets, and contracts in a net liability position are included in liabilities associated with investments on the balance sheets. At June 30, 2016 Middlebury held certain index future contracts in a net asset position of \$27. At June 30, 2015 Middlebury held certain index future contracts in a net liability position of \$5. Middlebury posted collateral on the index futures contracts of \$4,372 and \$0 at June 30, 2016 and June 30, 2015, respectively.

2016			
	Long notional	Short notional	Unrealized gain
Instrument type:			
Index futures contracts	\$ 8,835,260	—	27,332
Total	\$ 8,835,260	—	27,332
2015			
	Long notional	Short notional	Unrealized loss
Instrument type:			
Index futures contracts	\$ 10,689,230	—	(5,454)
Total	\$ 10,689,230	—	(5,454)

As of June 30, 2016, there were 121 futures contracts open. The volume of futures is based on the quarterly number of contracts held during the year. For the year ended June 30, 2016, the average number of contracts for futures was 151.

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Notes to Consolidated Financial Statements

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The following table summarizes the Level 3 activity for the year ended June 30, 2016:

	Beginning balance at June 30, 2015	Realized gains (losses)	Change in unrealized gains (losses)	Purchases	Sales	Net transfer in (out) of Level 3	Ending balance at June 30, 2016
Level 3 assets:							
Real estate and mortgages	\$ 8,126	—	(17)	—	—	—	8,109
Private equity partnerships	3,639	—	(55)	—	—	—	3,584
Other investments	2,912	17	418	—	(17)	—	3,330
Total investments	14,677	17	346	—	(17)	—	15,023
Remainder trusts	3,022	—	(97)	—	—	—	2,925
Perpetual trusts	28,040	—	(1,943)	—	—	—	26,097
Total investments and other assets	\$ 45,739	17	(1,694)	—	(17)	—	44,045

The following table summarizes the Level 3 activity for the year ended June 30, 2015:

	Beginning balance at June 30, 2014	Realized gains (losses)	Change in unrealized gains (losses)	Purchases	Sales	Net transfer in (out) of Level 3	Ending balance at June 30, 2015
Level 3 assets:							
Real estate and mortgages	\$ 8,596	—	—	—	(470)	—	8,126
Private equity partnerships	3,637	—	100	—	(98)	—	3,639
Other investments	2,777	398	135	—	(398)	—	2,912
Total investments	15,010	398	235	—	(966)	—	14,677
Remainder trusts	3,136	—	(114)	—	—	—	3,022
Perpetual trusts	28,543	—	(503)	—	—	—	28,040
Total investments and other assets	\$ 46,689	398	(382)	—	(966)	—	45,739

(5) Endowment

The endowment consists of donor-restricted endowment funds and board-designated funds to function as endowment for a variety of purposes. The net assets associated with endowment funds are classified and reported based on the existence or absence of donor – imposed restrictions. The Board of Trustees have interpreted Vermont’s and California’s Uniform Prudent Management of Institutional Funds Acts (UPMIFA) statutes as requiring the preservation of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, Middlebury classifies as permanently restricted net assets, (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as

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temporarily restricted net assets until those amounts are appropriated for expenditure by Middlebury in a manner consistent with the standard of prudence prescribed by the UPMIFA statutes.

In accordance with the UPMIFA statutes, Middlebury considers the following factors in making a determination to appropriate or accumulate endowment funds:

- (1) The duration and preservation of the fund
- (2) The purposes of Middlebury and the donor-restricted endowment fund
- (3) General economic conditions
- (4) The possible effect of inflation and deflation
- (5) The expected total return from income and the appreciation of investments
- (6) Other resources of Middlebury
- (7) The investment policies of Middlebury

The endowment for the years ended June 30, 2016 and 2015, delineated by net asset class and donor-restricted versus Board-designated funds were as follows:

	June 30, 2016			
	Unrestricted	Temporarily restricted	Permanently restricted	Total
Donor-restricted endowment funds	\$ (1,904)	433,448	340,438	771,982
Board-designated endowment funds	153,724	—	—	153,724
Sub-total	151,820	433,448	340,438	925,706
Working capital funds	74,892	—	—	74,892
Total endowment funds June 30, 2016	\$ 226,712	433,448	340,438	1,000,598

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June 30, 2016 and 2015

(In thousands of dollars)

	June 30, 2015			
	Unrestricted	Temporarily restricted	Permanently restricted	Total
Donor-restricted endowment funds	\$ (52)	499,436	323,709	823,093
Board-designated endowment funds	175,394	—	—	175,394
Sub-total	175,342	499,436	323,709	998,487
Working capital funds	102,567	—	—	102,567
Total endowment funds June 30, 2015	\$ 277,909	499,436	323,709	1,101,054

(a) Changes in Endowment

Changes to the endowment for the year ended June 30, 2016 were as follows:

	Unrestricted	Temporarily restricted	Permanently restricted	Total
Endowment net assets at beginning of year	\$ 277,909	499,436	323,709	1,101,054
Investment return:				
Endowment return	(10,779)	(35,552)	—	(46,331)
Other investment income	97	1,194	87	1,378
Change in value of deferred gifts	—	—	(1,952)	(1,952)
Total investment return	(10,682)	(34,358)	(1,865)	(46,905)
Contributions	1	1,774	14,403	16,178
Appropriation of endowment assets for spending distribution	(38,195)	(33,698)	—	(71,893)
Investment income spending	(97)	(1,194)	—	(1,291)
Other transfers and adjustments	(296)	(318)	—	(614)
Transfer to/from designated endowment funds	(76)	(46)	4,191	4,069
Adjustment for funds underwater – fair value less than historic dollar value	(1,852)	1,852	—	—
Endowment net assets at end of year	\$ 226,712	433,448	340,438	1,000,598

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June 30, 2016 and 2015

(In thousands of dollars)

Changes to the endowment for the year ended June 30, 2015 were as follows:

	<u>Unrestricted</u>	<u>Temporarily restricted</u>	<u>Permanently restricted</u>	<u>Total</u>
Endowment net assets at beginning of year	\$ 307,219	467,062	307,612	1,081,893
Investment return:				
Endowment return	15,533	56,849	219	72,601
Other investment income	94	1,202	87	1,383
Change in value of deferred gifts	—	—	(469)	(469)
Total investment return	15,627	58,051	(163)	73,515
Contributions	6	2,783	16,767	19,556
Appropriation of endowment assets for spending distribution	(41,688)	(33,361)	—	(75,049)
Investment income spending	(94)	(1,202)	—	(1,296)
Other transfers and adjustments	(1,815)	2,343	—	528
Transfer to/from designated endowment funds	(1,376)	3,790	(507)	1,907
Adjustment for funds underwater – fair value less than historic dollar value	30	(30)	—	—
Endowment net assets at end of year	<u>\$ 277,909</u>	<u>499,436</u>	<u>323,709</u>	<u>1,101,054</u>

(b) Underwater Endowment Funds

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the value of the initial and subsequent donor gift amounts (underwater endowments). When underwater endowments exist, any decrease in fair value below the fund's historic dollar value is recorded as a transfer from unrestricted net assets to temporarily restricted net assets. Cumulative transfers from unrestricted net assets to temporarily restricted net assets were \$1,904 and \$52 as of June 30, 2016 and 2015, respectively. These resulted from unfavorable market fluctuations that occurred shortly after the investment of newly established endowments, and authorized appropriation that was deemed prudent.

(c) Distribution Policy

The Board of Trustees approves a distribution of investment return based on the average per share market value of the pooled investments over the 12 calendar quarters preceding the previous calendar year. Calculations are performed for individual endowment funds at a rate of 5.00%. The corresponding calculated spending allocations are distributed monthly from the current net total or accumulated net total investment returns for individual endowment funds. College reserves are

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classified as endowment and are included as an endowment distribution. The reserve distributions were \$24,186 and \$30,526 as of June 30, 2016 and 2015, respectively.

(d) Return Objectives and Risk Parameters

Middlebury has adopted endowment investment and spending policies that provide for a predictable stream of funding to programs supported by its endowment while seeking to maintain the permanent nature of endowment assets. Under this policy, the return objective for the endowment assets, measured over a full market cycle, shall be to maximize the return against a blended index, based on the overall investment portfolio's target allocation applied to the appropriate individual benchmarks. Middlebury expects its endowment funds, over time, to generate an average rate of return sufficient to provide for its spending needs plus the rate of growth in expenses, which reflects inflation pressures as well as real growth in Middlebury programs.

(e) Strategies Employed for Achieving Investment Objectives

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

(6) Land, Buildings, and Equipment

Land, buildings, and equipment at June 30, 2016 and 2015 consist of the following:

	<u>2016</u>	<u>2015</u>
Land and land improvements	\$ 56,573	56,573
Buildings	592,958	586,444
Equipment	98,324	93,163
Library books	500	—
Art and antiques	15,967	14,468
Construction in progress	6,276	7,659
	<u>770,598</u>	<u>758,307</u>
Less accumulated depreciation	<u>(381,677)</u>	<u>(360,083)</u>
	<u>\$ 388,921</u>	<u>398,224</u>

Depreciation expense in 2016 and 2015 was \$22,542 and \$25,804, respectively.

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(7) Long-Term Debt

Long-term debt is comprised of the following at June 30, 2016 and 2015:

	2016	2015
VEHBFA Series 2006A term bonds \$35,425 original principal, (uncollateralized) due on November 1, 2046, issued at a premium, interest at 5.00%	\$ 35,425	35,425
VEHBFA Series 2009 term bonds \$59,445 original principal, (uncollateralized) due on November 1, 2038, issued at a premium, interest at 5.00%	59,445	59,445
VEHBFA Series 2010 term bonds \$95,035 original principal, (uncollateralized) due on November 1, 2040 issued at a premium, interest at 5.00%	95,035	95,035
VEHBFA Series 2012A serial bonds \$46,150 original principal (uncollateralized) with annual principal payments increasing from \$2,485 in 2018 to \$5,130 in 2033, interest ranging from 2.50% to 5.0%	46,150	46,150
VEHBFA Series 2012B serial bonds \$11,885 original principal (uncollateralized) with annual principal payments ranging from \$1,560 in 2020 to \$1,435 in 2024, interest at 5.00%	11,885	11,885
Revenue bonds issued through the California Statewide Communities Development Agency, collateralized by the Monterey Institute campus with annual principal payments increasing from \$675 in 2017 to \$2,160 in 2032, interest at 5.50%	20,570	21,195
Other	140	205
	268,650	269,340
Less unamortized bond issuance costs	(2,360)	(2,475)
Plus unamortized premium	15,354	16,211
	\$ 281,644	283,076

In August of 2016, the College issued \$33,055 of the Vermont Educational and Health Buildings Financing Agency (VEHBFA) Revenue Refunding Bonds (Middlebury College Project) Series 2016 (the Series 2016 Bonds) in a tax-exempt financing. The proceeds from this issuance were used to refund the VEHBFA Revenue Bonds (Middlebury College Project) Series 2006A and to pay certain costs of issuance of the Bonds. The Series 2016 Bonds bear interest at the rate of 4.00% per annum and will mature on November 1, 2046.

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In September of 2016, Middlebury entered into a \$21,840 taxable term loan. The proceeds were used to refund the California Statewide Communities Development Authority Revenue Bonds (Monterey Institute of International Studies) Series 2001 bond and to pay certain costs of issuance. The note bears interest at the rate of 2.34% per annum and will mature on November 1, 2030.

(a) Debt Maturities

According to the terms of the VEHBFA bonds, Middlebury is required to make sinking fund deposits to the bond trustee in amounts sufficient to satisfy future debt service obligations.

Annual principal requirements under all long-term debt obligations as of June 30, 2016 are as follows:

2017	\$	745
2018		3,285
2019		3,375
2020		3,530
2021		3,735
Thereafter		<u>253,980</u>
	\$	<u><u>268,650</u></u>

(b) Credit Lines

As of June 30, 2016 and 2015, Middlebury had a \$50,000 three-year-term line of credit with an interest rate of either the one-month LIBOR plus 2.5% or the Federal Funds rate + 3%, at Middlebury's option. As of and for the year ended June 30, 2016 and 2015, there were no borrowings or outstanding balances on this line. The proceeds of the borrowings are to be used for short-term working capital needs, pre-funding capital projects prior to a bond issuance, or providing temporary liquidity for investment transactions. The maturity date for the line of credit is March 31, 2019.

(8) Retirement Plans

Retirement benefits for benefits eligible employees of Middlebury, are individually funded and vested under a defined contribution program with the Teachers Insurance and Annuity Association and the College Retirement Equities Fund (TIAA-CREF). Under this plan, Middlebury makes contributions into the employee accounts based upon investment allocations exercised by the employee or defaulted into the Lifecycle mutual funds. Retirement contributions for the years ended June 30, 2016 and 2015 were \$12,993 and \$12,253, respectively.

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(9) Net Assets

Temporarily restricted net assets are comprised of the following:

	<u>2016</u>	<u>2015</u>
Unappropriated accumulated total return of donor-restricted endowment funds	\$ 433,448	499,436
Restricted gifts for scholarship and prizes	16,698	19,574
Restricted gifts for professorships	2,340	1,795
Restricted gifts for special purposes	21,917	18,830
Restricted gifts for capital projects	3	24
Restricted contribution receivable	20,461	26,884
Restricted annuity and life income gifts	12,343	13,661
	<u>\$ 507,210</u>	<u>580,204</u>

Permanently restricted net assets are comprised of the following:

	<u>2016</u>	<u>2015</u>
Restricted for loan funds	\$ 3,176	3,184
Restricted for annuity and life income funds	6,790	8,140
Restricted contribution receivable	11,744	11,944
Restricted funds	—	11
Donor-restricted endowment funds	340,438	323,709
	<u>\$ 362,148</u>	<u>346,988</u>

(10) Commitments and Contingencies

Middlebury has claims arising in the normal course of its operations. Middlebury believes that the outcome of these claims will not have a material adverse effect on the financial position, activities, or cash flows of Middlebury.

Middlebury has made a commitment to assist the Town of Middlebury (the Town) to finance the bridge construction project and has agreed to pay the Town the sum of \$300 twice per year starting in fiscal year 2011 and continuing until thirty years thereafter. Middlebury has recorded a commitment payable of \$8,322 and \$8,509 as of June 30, 2016 and 2015, respectively. The original commitment was for \$18,000 and was discounted at a rate of 5.00%.

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Middlebury has made a commitment to assist the Town to finance the construction of a new municipal office building a new gymnasium/recreation facility. This pertains to the agreement between Middlebury and the Town regarding the transfer of certain parcels of land and buildings. Middlebury will pay the Town the sum of \$325 twice per year starting in fiscal year 2017 and continuing until twenty years thereafter. The full commitment was for \$6,159 and was discounted at 3.25%. Also per the agreement, Middlebury has established a Project Fund of \$1,000 to fund building moves, environmental site assessments, and other costs associated with the transaction. Middlebury has recorded a payable of \$4,500 as of June 30, 2016.

(11) Operating Expenses

Operating expenses by natural classification for the years ended June 30, 2016 and 2015 were as follows:

	<u>2016</u>	<u>2015</u>
Salaries and wages	\$ 126,743	119,428
Employee benefits	46,110	41,501
Food	5,184	4,986
Utilities	7,419	8,014
Contracted services	14,600	15,093
Supplies	4,586	4,326
Library materials	1,726	2,429
Interest	13,469	13,506
Amortization and depreciation	21,962	25,004
Travel	8,716	7,999
Taxes and insurance	4,093	3,933
Other	23,194	22,236
	<u>\$ 277,802</u>	<u>268,455</u>

(12) Lease

In July 2015, Middlebury entered into a long-term ground lease agreement with Adirondack View I at Middlebury, LLC, for the construction of a 96-unit student housing facility on-campus. The financing and construction of the facilities is the exclusive responsibility of Adirondack View I at Middlebury, LLC, and is reflected by Middlebury as an operating lease.

Additionally, in July 2015, Middlebury entered into a long-term ground lease agreement with Ridgeline I at Middlebury, LLC, for the construction of a 62-unit student housing facility on-campus. The financing and construction of the facilities is the exclusive responsibility of Ridgeline I at Middlebury, LLC, and is reflected by Middlebury as an operating lease.

As a result, the assets, liabilities and associated results of operations for the housing units are excluded from Middlebury's financial statements.

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(13) Leaseback

In March 2011, Middlebury entered into a purchase and sale agreement with the Vermont Center for Emerging Technologies, Inc., a Vermont nonprofit corporation (the Buyer). Middlebury sold the real estate and improvements located at 5 Court Street in Middlebury, Vermont for the sum of \$2,000. The Buyer agreed to lease back to Middlebury a portion of the premises for an initial term of ten years. Middlebury will have the option to renew the lease for two additional terms of five years with the same terms and conditions as the original agreement. The agreement also contains an option to purchase. Middlebury can exercise this option any time after March 8, 2011 or immediately upon the cessation of the Buyer's economic development operations at the premises; the loss of the Buyer's Section 501(c) (3) nonprofit status or the termination or dissolution of the Buyer. The option price will be the lesser of fair market value, as determined by an appraisal or \$2,000. The intention is to exercise this option and Middlebury has recognized a liability of \$2,000 on the Statements of Financial Position.