LOWER PIONEER VALLEY EDUCATIONAL CORPORATION

(A COMPONENT UNIT OF LOWER PIONEER VALLEY EDUCATIONAL COLLABORATIVE)

FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2013 and 2012

LOWER PIONEER VALLEY EDUCATIONAL CORPORATION
(A Component Unit of Lower Pioneer Valley Educational Collaborative)

FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2013 AND 2012

TABLE OF CONTENTS

This page left intentionally blank.

Powers & Sullivan, LLC
Certified Public Accountants

100 Quannapowitt Parkway
Suite 101
Wakefield, MA 01880
T. 781-914-1700
F. 781-914-1701
www.powersandsullivan.com

Independent Auditor's Report

To the Honorable Board of Directors
Lower Pioneer Valley Educational Corporation

Report on the Financial Statements

We have audited the accompanying statements of financial position of the Lower Pioneer Valley Educational Corporation (Corporation) (a nonprofit corporation) as of June 30, 2013 and 2012, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Corporation, as of June 30, 2013 and 2012, and the respective changes in net assets and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Powers & Sullivan LLC

November 20, 2013

Financial Statements

LOWER PIONEER VALLEY EDUCATIONAL CORPORATION

STATEMENTS OF FINANCIAL POSITION

JUNE 30, 2013 and 2012

	2013	2012
ASSETS		
CURRENT:		
Cash and cash equivalents	$ 1,292,023	$ 1,580,054
Receivables, net of allowance for uncollectibles:		
Due from Lower Pioneer Valley Educational Collaborative	9,726	618,862
Total current assets	1,301,749	2,198,916
NONCURRENT:		
Net investment in direct finance leases receivable	183,160	237,124
Capital assets, net of accumulated depreciation:		
Nondepreciable	1,871,588	1,871,588
Depreciable	14,471,074	15,068,504
Total noncurrent assets	16,525,822	17,177,216
TOTAL ASSETS	$ 17,827,571	$ 19,376,132
LIABILITIES		
CURRENT:		
Warrants payable	$ 4,529	$ 18,712
Due to Lower Pioneer Valley Educational Collaborative	-	1,054,926
Accrued interest	11,431	12,217
Bonds payable	702,376	654,333
Total current liabilities	718,336	1,740,188
NONCURRENT:		
Bonds payable	11,849,096	12,551,244
TOTAL LIABILITIES	12,567,432	14,291,432
NET POSITION		
Unrestricted	5,260,139	5,084,700
TOTAL NET POSITION	5,260,139	5,084,700
TOTAL LIABILITIES AND NET POSITION	$ 17,827,571	$ 19,376,132

See notes to financial statements.

LOWER PIONEER VALLEY EDUCATIONAL CORPORATION

STATEMENTS OF ACTIVITIES

FISCAL YEARS ENDED JUNE 30, 2013 AND JUNE 30, 2012

UNRESTRICTED NET POSITION	2013	2012
REVENUE		
Rental income	$ 1,171,000	$ 1,319,192
Reimbursements	12,905	749,337
Lease finance interest	14,939	18,137
Interest income	964	646
Other income	-	2,153
Total revenue	1,199,808	2,089,465
EXPENSES		
Depreciation	606,781	548,915
Interest	339,449	337,620
Reimbursable expenses and improvements	3,554	105,786
Rent	-	66,000
Public relations and marketing	62,700	52,468
Legal and accounting	11,885	11,046
Other expenses	-	2,154
Total expenses	1,024,369	1,123,989
NET CHANGE IN NET POSITION	175,439	965,476
NET POSITION AT BEGINNING OF YEAR	5,084,700	4,119,224
NET POSITION AT END OF YEAR	$ 5,260,139	$ 5,084,700

See notes to financial statements.

LOWER PIONEER VALLEY EDUCATIONAL CORPORATION
STATEMENTS OF CASH FLOWS

FISCAL YEARS ENDED JUNE 30, 2013 AND JUNE 30, 2012

	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net position	$ 175,439	$ 965,476
Adjustments to reconcile change in net position to net cash from operating activities:		
Depreciation	606,781	548,915
Decrease (Increase) in accounts receivable	-	60,570
Decrease (Increase) in due from Lower Pioneer Valley Educational Collaborative	609,136	(617,982)
Decrease (Increase) in prepaid expenses	-	6,000
(Decrease) Increase in accounts payable	(14,183)	9,829
(Decrease) Increase in due to Lower Pioneer Valley Educational Collaborative	(1,054,926)	1,054,926
(Decrease) Increase in accrued interest	(786)	(1,396)
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	321,461	2,026,338
CASH FLOWS FROM CAPITAL FINANCING ACTIVITIES		
Proceeds from direct financing leases	53,964	50,766
Principal payments on bonds and notes	(654,105)	(91,860)
NET CASH PROVIDED (USED) BY CAPITAL FINANCING ACTIVITIES	(600,141)	(41,094)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition and construction of capital assets	(9,351)	(1,169,487)
NET CHANGE IN CASH AND CASH EQUIVALENTS	(288,031)	815,757
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	1,580,054	764,297
CASH AND CASH EQUIVALENTS AT END OF YEAR	$ 1,292,023	$ 1,580,054
SUPPLEMENTAL CASH FLOW INFORMATION		
Cash paid for interest	$ 339,449	$ 337,620

See notes to financial statements.

NOTE 1 – NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities

Lower Pioneer Valley Educational Corporation (the Corporation) was organized in 1981 and is composed of representatives from the seven member school systems of the Lower Pioneer Valley Educational Collaborative (the "Collaborative"). The current purpose of the Corporation is to hold title to real estate and other assets to be used for educational purposes by the Collaborative and the member school districts. The Corporation is governed by a seven person Board of Directors who are independent from the Collaborative.

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

The Corporation's policy is to prepare its financial statements in accordance with the Financial Accounting Standards Board Statement of Financial Accounting Standards (SFAS) NO. 117, *Financial Statements for Not-for-Profit Organizations (FASB ASC 958-205),* on an accrual basis of accounting which recognizes revenue when earned rather than when received and records expenses when incurred rather than when paid. Under SFAS No. 117, the Corporation is required to report information regarding its financial position and activities based on three classes of net assets as follows:

Unrestricted net assets – Net assets that are not subject to donor-imposed restrictions or limits as to their use.

Temporarily restricted net assets – Net assets subject to donor-imposed stipulations or limitations as to their use that may or will be met either by actions of the Corporation and/or the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets satisfied from program restrictions.

Permanently restricted net assets – Net assets subject to donor-imposed stipulations in which only the earnings can be used to fund various programs.

Cash and Cash Equivalents

For purposes of reporting cash flows, the Corporation considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents.

Revenues

For the years ending June 30, 2013 and 2012, the Corporation received 100% of its revenues from the Lower Pioneer Valley Educational Collaborative.

Estimates

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

Accounts Receivable

The Corporation has receivable balances due from the Lower Pioneer Valley Educational Collaborative. The Corporation considers invoices older than 30 days to be delinquent. Interest is not charged on past due accounts.

Management reviews the receivable balance for collectability and records an allowance for doubtful accounts based on historical information and current economic trends. No allowance for doubtful accounts was recorded at June 30, 2013 or 2012 as management believes all accounts are fully collectible.

Property and Equipment

Property and equipment with a useful life greater than one year is stated at cost. The Corporation's policy is to capitalize property and equipment costing $5,000 or more. Depreciation is calculated on a straight line basis based on the following estimated useful lives:

Building and Improvements	20-40 years

Tax Status

The Corporation is a tax-exempt organization under the Internal Revenue Code Section 501(c) (3) and, therefore, has no provision for federal or state income taxes.

Uncertain Tax Positions

The Corporation accounts for the effect of any uncertain tax positions based on a “more likely than not” threshold to the recognition of the tax positions being sustained based on the technical merits of the position under scrutiny by the applicable taxing authority. If a tax position or positions are deemed to result in uncertainties of those positions, the unrecognized tax benefit is estimated based on a “cumulative probability assessment” that aggregates the estimated tax liability for all uncertain tax positions. The Corporation has identified its tax status as a tax exempt entity as a tax position; however, the Corporation has determined that such tax position does not result in an uncertainty requiring recognition. The Corporation is not currently under examination by any taxing jurisdiction. Its federal and state income tax returns are generally open for examination for the past 3 years.

Fair Value Measurement

The Corporation reports required types of financial instruments in accordance with the fair value standards. These standards require an entity to maximize the use of observable inputs (such as quoted prices in active markets) and minimize the use of unobservable inputs (such as appraisals or valuation techniques) to determine fair value. Fair value standards also require the organization to classify these financial instruments into a three-level hierarchy, based on the priority of inputs to the valuation technique or in accordance with net asset value practical expedient rules, which allow for either Level 2 or Level 3 depending on lock up and notice periods associated with the underlying funds.

Instruments measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1 – Quoted prices are available in active markets for identical instruments as of the reporting date. Instruments, which are generally included in this category, include listed equity and debt securities publicly traded on a stock exchange.

Level 2 – Pricing inputs are other than quoted in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies.

Level 3 – Pricing inputs are unobservable for the instrument and include situations where there is little, if any, market activity for the instrument. The inputs into the determination of fair value require significant management judgment or estimation.

In some instances the inputs used to measure fair value may fall into different levels of the fair value hierarchy and is based on the lowest level of input that is significant to the fair value measurement.

Market price is affected by a number of factors, including the type of instrument and the characteristics specific to the instrument. Instruments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value. It is reasonably possible that change in values of these instruments will occur in the near term and that such changes could materially affect amounts reported in these financial statements.

At June 30, 2013 and 2012 the Corporation had no financial instruments valued using fair value standards and no further financial statement disclosure is necessary.

NOTE 2 – CASH

The Corporation maintains its cash deposits in one checking account. At June 30, 2013 and 2012, the Corporation's carrying balance for deposits totaled $1,292,023 and $1,580,054, respectively, and the bank balance totaled $1,307,613, and $1,681,435, respectively. Of the bank balances, $250,000 was covered by Federal Depository Insurance for each year and the remaining balances of $1,057,613 and $1,431,435 were collateralized.

NOTE 3 – PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

	Balance 6/30/2012	Additions	Disposals	Balance 6/30/2013
Capital assets not being depreciated:				
Land……………………………………………….	$ 1,871,588	$ -	$ -	$ 1,871,588
Capital assets being depreciated:				
Buildings and improvements…………………….	19,217,009	9,351	-	19,226,360
Less accumulated depreciation for:				
Buildings and improvements…………………….	(4,148,505)	(606,781)	-	(4,755,286)
Total capital assets being depreciated, net……….	15,068,504	(597,430)	-	14,471,074
Total capital assets, net…………………………….	$ 16,940,092	$ (597,430)	$ -	$ 16,342,662

NOTE 4 – DIRECT FINANCE LEASE RECEIVABLE

The Corporation has financed the purchase of equipment on behalf of the Collaborative. Lease terms require the Collaborative to make annual payments of $68,903 through fiscal year 2016. Interest income from these leases is recorded when received. These leases are treated as direct financing leases.

Anticipated lease receipts under the terms of direct financing leases are as follows:

Fiscal Years Ending June 30		Governmental Activities
2014	$	68,903
2015		68,903
2016		68,903
Total minimum lease payments		206,709
Less: amounts representing Interest		(23,549)
June 30, 2013, total direct financing leases receivable	$	183,160

NOTE 5 – LONG-TERM DEBT

The Corporation has a $17,500,000 bond, through the Massachusetts Development Finance Agency, with a variable interest rate based on the adjusted LIBOR rate, ranging from 2.5% to 5.0%. Monthly principal and interest payments range from $42,055 to $72,335. The bond matures in July 2029 and is collateralized by all business assets of the Corporation. The outstanding loan balance totaled $11,813,179 and $12,366,175 at June 30, 2013 and 2012, respectively.

Effective June 2006, the bond agreement through the Massachusetts Development Finance Agency was amended adding $348,418 to the amount borrowed. Monthly principal payments of $2,903 are required through May 2016. The bond amendment is collateralized by all business assets of the Corporation. The outstanding loan balance for the amendment totaled $104,566 and $139,402 at June 30, 2013 and 2012, respectively.

The Corporation has a $500,000 note payable bearing interest at 6.3%. Monthly principal payments of $50,000 plus interest are required through October 2015. The note is collateralized by all business assets of the Corporation. The outstanding loan balance totaled $150,000 and $200,000 at June 30, 2013 and 2012, respectively.

The Corporation has a $500,000 note payable bearing interest at 4.09%. Monthly principal payments range from $16,501 to $35,845. The bond matures in 2032 and is collateralized by all business assets of the Corporation. The outstanding loan balance totaled $483,727 and $500,000 at June 30, 2013 and 2012, respectively.

Project	Interest Rate (%)	Outstanding at June 30, 2012	Issued	Redeemed	Outstanding at June 30, 2013
Massachusetts Development Bond	variable	$ 12,366,175	$ -	$ 552,996	$ 11,813,179
Amendment to Massachusetts Development Bond	variable	139,402	-	34,836	104,566
Equipment Note	6.30%	200,000	-	50,000	150,000
Agawam Garage Note	4.09%	500,000	-	16,273	483,727
Total bonds payable		$ 13,205,577	$ -	$ 654,105	$ 12,551,472

Annual principal maturities are as follows for the years ending June 30:

Fiscal Year	Principal	Interest (a)	Total
2014	$ 702,376	$ 324,234	$ 1,026,610
2015	707,397	305,360	1,012,757
2016	708,201	286,347	994,548
Thereafter	10,433,498	1,832,174	12,265,672
Total	$ 12,551,472	$ 2,748,115	$ 15,299,587

(a) Estimated interest subject to change for the variable rate bonds.

NOTE 6 – RELATED PARTY TRANSACTIONS

The Corporation leases various facilities to the Collaborative for use in their programs. The Corporation recorded rental income of $1,171,000 and $1,319,192 for the years ended June 30, 2013 and 2012, respectively.

At June 30, 2013 and 2012, the cost of the assets being leased to the Collaborative totaled $21,097,948 and $21,088,598, respectively while the accumulated depreciation totaled $4,755,286, and $4,148,506, respectively.

During 2013 and 2012, The Collaborative also remitted reimbursements and lease finance payments to the Corporation totaling $12,905 and $749,337. The decrease from 2012 to 2013 is largely due to the purchase of the Agawam garage in fiscal year 2012.

Future minimum lease payments to be received by the Corporation are as follows for the years ended June 30:

Fiscal Years Ending June 30	Amount
2014	$ 1,130,000
2015	1,130,000
2016	1,130,000
2017	1,130,000
Total	$ 4,520,000

NOTE 7 – CONCENTRATION OF CREDIT RISK

The Corporation derives its revenue from the Lower Pioneer Valley Educational Collaborative through a series of operating leases in which the Corporation leases facilities to the Lower Pioneer Valley Educational Collaborative. The leases were extended as of July 1, 2012 and currently expire on June 30, 2017. The Corporation believes that it has no significant concentration of credit risk beyond its basis of origin as Lessor to the Lower Pioneer Valley Educational Collaborative.

NOTE 8 – SUBSEQUENT EVENTS

The Corporation has evaluated subsequent events through November 20, 2013 the date that the financial statements have been issued.