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HIGHLANDS STABLE ISOTOPES CORPORATION (A COMPONENT UNIT OF NEW MEXICO HIGHLANDS UNIVERSITY)

FINANCIAL STATEMENTS
AND REPORT OF INDEPENDENT
CERTIFIED PUBLIC ACCOUNTANTS

June 30, 2016

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OFFICIAL ROSTER

June 30, 2016

Dr. Sam Minner President

Dr. Rudy Martinez Vice President

Dr. Linda LaGrange Secretary / Treasurer

Dr. William (Bill) Taylor Member

Dr. Merritt Helvenston Member

ATKINSON & CO. LTD

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

The Board of Directors
Highlands Stable Isotopes Corporation
and
Mr. Timothy Keller
New Mexico State Auditor

Report on the Financial Statements

We have audited the accompanying financial statements of the business-type activities of Highlands Stable Isotopes Corporation (the Corporation) (a component unit of New Mexico Highlands University), as of and for the year ended June 30, 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

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 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 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 Corporation's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Other Matters

Required Supplementary Information

The Corporation has omitted management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing 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 the financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Other Information

The vendor information for purchases exceeding \$60,000 required by 2.2.2 NMAC has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated September 30, 2016, 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.

Atkinson& Co., Ltd.

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Albuquerque, New Mexico September 30, 2016

STATEMENT OF NET POSITION

June 30, 2016

ASSETS	\$
LIABILITIES Noncurrent liabilities	
Due to New Mexico Highlands University	\$ 988,132
Total liabilities	 988,132
NET POSITION	
Unrestricted deficit	 (988,132)
Total liabilities and net position	\$ -

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION

Year Ended June 30, 2016

OPERATING REVENUES Sales	\$ 5,707
OPERATING EXPENSES Contractual services	27,231
General and administrative expenses	549
Total operating expenses	 27,780
Net operating loss	(22,073)
NONOPERATING REVENUE Unrealized gain on fair value adjustment (Note D2)	 500,000
Change in net position	477,927
Net position (deficit), beginning of year	 (1,466,059)
Net position (deficit), end of year	\$ (988,132)

STATEMENT OF CASH FLOWS

Year Ended June 30, 2016

Increase (Decrease) in Cash and Cash Equivalents

CASH FLOWS FROM OPERATING ACTIVITIES Cash received from customers Cash refunded for income taxes	\$ 4,507 1,200
Payments to vendors	 (27,780)
Total cash used by operating activities	(22,073)
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES Advances from New Mexico Highlands University	22,073
Total cash provided by noncapital financing activities	22,073
CASH FLOWS FROM INVESTMENT ACTIVITIES	
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES	
NET CHANGE IN CASH AND CASH EQUIVALENTS	-
Cash and cash equivalents, beginning of year	
Cash and cash equivalents, end of year	\$
RECONCILIATION OF OPERATING LOSS TO NET CASH USED BY OPERATING ACTIVITIES	
Change in net position - operations Adjustments to reconcile operating loss and net cash used by operating activities	\$ 477,927
Unrealized gain on fair value adjustment	(500,000)
Increase due to New Mexico Highlands University	22,073
Decrease in payments to vendors Increase in sales and other operating revenues	(27,780) 5,707
included in dated and other operating revended	 0,101
Net cash used by operating activities	\$ (22,073)

NOTES TO FINANCIAL STATEMENTS

June 30, 2016

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Reporting Entity

Highlands Stable Isotopes Corporation (HSI or the Corporation), a component unit of New Mexico Highlands University (the University), was formed August 21, 2009, and was granted all of the powers available to it pursuant to paragraph 21-28-6 NMSA 1978 of the University - Research Park and Economic Development Act. The new corporation was filed under the New Mexico Non-profit Corporation Act and will seek determination under Section 501(c)(3) of the Internal Revenue Code. The purpose of HSI is to conduct research and research commercialization in accordance with the needs of the University. HSI has no component units. HSI is included in the financial statements of the University as a discretely presented component unit.

2. Basis of Presentation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America for governmental entities. The significant accounting policies are summarized below.

The Corporation implemented Government Accounting Standards Board (GASB) Statement No. 62, "Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements" which codifies preexisting authoritative guidance from all sources into GASB standards and edits such standards for the government environment as appropriate. It further eliminates the election for proprietary fund and business type reporting entities to apply certain Financial Accounting Standards guidance after November 30, 1989.

The Corporation implemented Governmental Accounting Standards Board Statement No. 63 "Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position" (GASB 63). Deferred outflows of resources consumed and deferred inflows of resources received and available as they are now included in the elements that make up a statement of net financial position reporting the residual of all elements in a statement of financial position. The statement of financial position of the Corporation conforms to the presentation requirements of GASB 63.

The Corporation implemented Governmental Accounting Standards Board Statement No. 65 "Items Previously Reported as Assets and Liabilities" (GASB 65), which changes the classification of various financial statement balances including several more common type transactions to deferred outflows and inflows of resources. GASB 65 is applicable for years beginning after December 15, 2012 (FY14). There were no deferred outflows or inflows of resources to separately report at June 30, 2016.

NOTES TO FINANCIAL STATEMENTS – CONTINUED

June 30, 2016

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3. Cash and Cash Equivalents

For purposes of the Statement of Cash Flows, HSI considers cash and cash equivalents to be cash deposits and amounts held by its fiscal agent.

4. Revenue and Cost Recognition

As business-type activity, the HSI's financial statements are reported using the economic resources measurement focus and the full accrual basis of accounting. Accordingly, revenues are recognized when they are earned and expenses are recognized as soon as the liability is incurred.

Operating revenues and expenses are those incurred by HSI and events and activities that relate directly to HSI.

5. Net Position

Unrestricted net position (deficit) represents resources whose use is not limited or restricted by time or purpose. Unrestricted deficit has arisen from payments made by the University on behalf of HSI without an offsetting revenue stream. HSI expects to cover this deficit with future revenues.

Restricted net position is net position that has third-party (statutory or granting agency) limitations on its use. There is no restricted net position at June 30, 2016.

6. Income Taxes

The Corporation is taxed as a C-corporation under the Internal Revenue Code (IRC). Income taxes are accounted for under the asset and liability method and are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Corporation has adopted the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 740, *Income Taxes*. FASB ASC 740 provides detailed guidance for the financial statement recognition, measurement, and disclosure of uncertain tax positions in an enterprise's financial statements. Income tax positions must meet a more-likely-than-not recognition threshold at the effective date to be recognized upon the adoption of FASB ASC 740 and in subsequent periods. The provisions of FASB ASC 740 have been applied to all Corporation income tax positions commencing from that date. The

NOTES TO FINANCIAL STATEMENTS – CONTINUED

June 30, 2016

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

6. Income Taxes – Continued

Corporation's policy is to classify income tax penalties and associated interest according to their natural classification rather than as income tax expense. During the year ended June 30, 2016, the Corporation recognized no interest or penalties and no significant amounts are expected to be levied as a result of not filing (or late filing) tax returns for the fiscal years 2010 through 2016. As of June 30, 2016, management does not believe the Corporation has any uncertain tax positions that would require financial statement recognition or measurement under FASB ASC 740, due to losses sustained in each year of operation. Because HSI has not filed tax returns for any of the years it has been in existence, the Corporation is subject to examinations by tax authorities for all tax years.

HSI intends to become exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and be classified by the Internal Revenue Service (IRS) as a public charity; however, an application for exempt status has not yet been filed with the IRS.

HSI is a supporting organization of the University and not a private foundation.

7. 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 certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

8. Budgets

HSI does not have a legally adopted budget.

9. Subsequent Events

Subsequent events have been evaluated through September 30, 2016, the date at which the financials were available for issuance, to determine whether such events should be recorded or disclosed in the financial statements for the year ended June 30, 2016. Management believes no material subsequent events have arisen that would require adjustment or disclosure.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2016

NOTE B - INCOME TAXES

The components of the provision for income tax benefit for the year ended June 30, 2016, are as follows:

Deferred tax asset resulting from federal and state net operating loss carryforwards Less: valuation allowance	\$ 414,300 (414,300)
Total deferred income tax benefit	\$ _
The components of deferred income taxes are as follows:	
Current deferred income tax asset at June 30, 2016:	
Deferred income tax benefit Federal (FY 2010 - FY 2016) State (FY 2012 - FY 2016) Less: valuation allowance	\$ 372,000 42,300 (414,300)
Current deferred tax asset	\$ -

The Corporation has federal and state net operating loss carryforwards of approximately \$988,132 and \$381,806, respectively, which may be used to offset future regular taxable income. The federal loss carryforwards will expire over the years 2030-2036. The state loss carryforwards will expire depending on when the cutoff period for the five- or twenty-year rule was effective. Therefore, a portion of state loss carryforwards will expire in the years 2016 and 2017 and the remainder in 2033-2036.

NOTE C - FAIR VALUE MEASUREMENTS

The Corporation categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs.

The Corporation has a nonrecurring fair value measurement as of June 30, 2016, for the payable to the University which may not be able to be repaid in full and therefore is considered to be impaired. The payable has been written down \$500,000 in FY16 from \$1.49 million to \$990,000 based on the University's valuation of the identical item held as an asset (Level 3 input).

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2016

NOTE D – RELATED PARTY TRANSACTIONS

- 1. Certain HSI's Board members are also officers of the University.
- 2. HSI has amounts due to the University totaling \$988,132 as of June 30, 2016, for amounts paid on behalf of HSI for startup costs, legal fees, salaries and benefits, and general and administrative expenses under a memorandum of understanding (MOU) with the University. The amount due to the University decreased by \$(477,927) during the fiscal year ended June 30, 2016, primarily due to a downward revaluation of \$500,000 on amounts due to the University by HSI as determined by University management. Highlands University has recorded an allowance for uncollectible accounts receivable for \$500,000 at June 30, 2016, and HSI has recorded a corresponding unrealized gain for the reduction in amounts owing. No payments were made on amounts owing to the University during the year. Management of HSI does not expect that HSI will have the ability to pay back the entire outstanding liability to the University during the fiscal year ending June 30, 2017. Accordingly, the remaining amount due to the University has been classified as a long-term liability.

The University has represented that it will support ongoing activities for HSI for next year.

NOTE E - COMMITMENTS AND CONTINGENCIES

HSI, under an MOU with the University, is required to make payments to the University of not less than 50% of revenues generated from any source to repay the University for support provided (see Note C). To date, no payments have been made or accrued by HSI. The estimated liability as of June 30, 2016, is approximately \$46,000.

HSI has entered into a licensing and royalty agreement with the University for the use of certain patents that are assets of the University. The license fee and royalty fee (which is based on net revenues) payable for the year ended June 30, 2016, is not determinable. HSI had \$4,507 of net revenue generated from the application of these patents during the year ended June 30, 2016.

NOTE F - RISK MANAGEMENT

HSI is exposed to various risks of loss from torts; theft of, damage to, and destruction of assets; business interruption; errors and omissions and natural disasters. HSI is insured under the University's Risk Management for liability and casualty insurance, and through a private carrier for director and officer liability insurance. There have been no significant reductions in coverage from the prior year and settlements have not exceeded coverage in the past three years.



SCHEDULE OF VENDOR INFORMATION FOR PURCHASES EXCEEDING \$60,000 (UNAUDITED)

For the Year Ended June 30, 2016

The Chart below identifies contracts listed by type of procurement, amount and brief description. The amount of awarded contract differs greatly from the amount of the amended contract given the multi-year nature of each contract listed.

						In-State/		
						Out-of-	Was the	
						State	vendor in-	
						Vendor	state and	
					Name and	(Y or N)	chose	
			\$ Amount of	\$ Amount of	Physical Address of	(Based on	Veteran's	
	Type of	Awarded	Awarded	Amended	ALL Vendor(s)	Statutory	preference (Y	Brief Description of the
RFB#/RFP#	Procurement	Vendor	Contract	Contract	that responded	Definition)	or N)	Scope of Work

NONE

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS 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

The Board of Directors
Highlands Stable Isotopes Corporation
and
Mr. Timothy Keller
New Mexico State Auditor

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the business-type activities of Highlands Stable Isotopes Corporation (Corporation) (a component unit of New Mexico Highlands University) as of and for the year ended June 30, 2016, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements, and have issued our report thereon dated September 30, 2016.

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

Compliance and Other Matters

As part of obtaining reasonable assurance about whether 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 an instance of noncompliance or other matters that is required to be reported under *Government Auditing Standards* and which is described in the accompanying schedule of findings and responses as item 2015-001.

Highlands Stable Isotopes Corporation's Response to the Finding

Highlands Stable Isotopes Corporation's response to the finding identified in our audit is described in the accompanying schedule of findings and responses. Highlands Stable Isotopes Corporation's response was not subjected to the auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on it.

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.

Atkinson & Co., Ltd.

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Albuquerque, New Mexico September 30, 2016

SCHEDULE OF FINDINGS AND RESPONSES

June 30, 2016

PRIOR YEAR FINDINGS

2015-001 Income Taxes and Tax Status – Modified and Repeated 2015-002 Timing of Annual Audit – Resolved

CURRENT AUDIT FINDINGS

Financial Statement Findings Required by Government Auditing Standards

2015-001 Tax Status (Material Noncompliance)

SCHEDULE OF FINDINGS AND RESPONSES - CONTINUED

June 30, 2016

Financial Statement Findings Required by Government Auditing Standards

2015-001 TAX STATUS (MATERIAL NONCOMPLIANCE) (REPEAT)

CONDITION

As a result of audit procedures, we determined that the following items, in combination, constitute material noncompliance with laws and regulations:

- Federal and New Mexico (NM) state corporate income tax returns have not been filed since HSI's inception.
- Though indicated in the financial statements, an application for exempt status under section 501(c)(3) of the IRC has not been filed with the IRS.

Management is working with the law firm who assisted the entity with tax status issues at inception and an outside accountant to determine the appropriate course of action in regard to the corporation's tax status and delinquent filings.

There has been no significant progress in relation to filing tax returns for the Corporation or an application for tax exempt status with the IRS.

CRITERIA

Because HSI has not filed an application with the IRS for exemption under section 501(c)(3) of the IRC, HSI is considered a taxable corporation. HSI is required to file federal and NM state corporate income tax returns even if no taxable income exists.

HSI is organized as a nonprofit corporation under the laws of the state of NM and should have applied for exempt status with the IRS as soon as possible after HSI's formation.

EFFECT

HSI is not in compliance with federal and state law and may be subject to penalties and interest from the state of NM.

CAUSE

Ineffective oversight by those charged with governance.

RECOMMENDATION

We recommend that management and the Board file all required tax returns and file the application for exempt status as soon as possible.

VIEWS OF RESPONSIBLE OFFICIALS AND PLANNED CORRECTIVE ACTION

The University agrees with this audit finding. The University has had difficulty determining the appropriate forms to file because of recent staff turn-over, and its legal team was also unable to determine the tax liabilities given the University's unknown 501(c)(3) application status. It was impossible for us to determine the appropriate path forward to resolve this matter.

SCHEDULE OF FINDINGS AND RESPONSES - CONTINUED

June 30, 2016

Financial Statement Findings Required by Government Auditing Standards - Continued

2015-001 TAX STATUS (MATERIAL NONCOMPLIANCE) (REPEAT) - CONTINUED

VIEWS OF RESPONSIBLE OFFICIALS AND PLANNED CORRECTIVE ACTION – CONTINUED

The proper process has since been determined, and the University will be filing the appropriate forms. The Vice President for Finance and Administration is working on the corrective action plan, and the Board of Regents and President Minner have dissolved the corporation's governing board and are in the process of liquidating its outstanding receivables.

FINANCIAL STATEMENT PREPARATION AND EXIT CONFERENCE

June 30, 2016

The basic financial statements have been prepared by Atkinson & Co., Ltd. with the assistance of the Corporation. The content in this report is the responsibility of the Corporation.

* * * * *

An exit conference was held on October 12, 2016, by telephone for the following participants.

For Highlands Stable Isotopes Corporation:

Dr. Sam Minner Max Baca President Vice President for Finance and Administration/Highlands University

For Atkinson & Co., Ltd.:

Martin Mathisen, CPA, CGFM

Shareholder/Audit Director

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