MANOR AT COLESVILLE, LLC

FINANCIAL STATEMENTS
YEAR ENDED JUNE 30, 2020 AND EIGHT MONTHS ENDED JUNE 30, 2019
AND
INDEPENDENT AUDITOR'S REPORT

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Management The Manor at Colesville, LLC

Report on the Financial Statements

We have audited the accompanying financial statements of The Manor at Colesville, LLC (a Maryland Corporation), which comprise the statements of balance sheets as of June 30, 2020 and 2019, and the related statements of operations, changes in net deficit, and cash flows for the year ended June 30, 2020 and eight months ended June 30, 2019, 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 an opinion on these financial statements based on our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the 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 opinion.



Opinion

In our opinion the financial statements referred to above present fairly, in all material respects, the financial position of Manor at Colesville, LLC as of June 30, 2020 and 2019, and the statements of operations, changes in net deficit, and its cash flows for the year then ended June 30, 2020 and eight months ended June 30, 2019 in accordance with accounting principles generally accepted in the

Unites States of America.

Emphasis of Matter

As explained in Note 2 of the financial statements, in 2020 Manor at Colesville, LLC adopted ASU 2016-19 New accounting for Statement of Net Cash flow. Our opinion is not modified with respect to this matter.

Other Matter - Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the June 30, 2020 and 2019 financial statements as a whole. The accompanying detailed schedule of revenues and expenses and schedule of surplus cash for the year ended June 30, 2020 and 2019 are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

Julius & Company

December 17, 2020 Bethesda, Maryland

MANOR AT COLESVILLE, LLC BALANCE SHEETS JUNE 30, 2020 AND 2019

ASSETS

	<u>2020</u>	2019
	<u>2020</u>	<u>2019</u>
Current assets:		
Cash and cash equivalents	\$ 224,669	\$ 282,903
Accounts receivable and other assets	4,963	17,909
Total unrestricted current assets	229,632	300,812
Restricted cash and equivalents	519,260	531,779
Customer deposits	37,021	37,468
Total restricted cash and cash equivalents	556,281	569,247
Noncurrent assets:		
Property & equipment, net of depreciation	13,221,507	13,327,350
Total noncurrent assets	13,221,507	13,327,350
Total assets	\$ 14,007,420	\$ 14,197,409
LIABILITIES AND NE	CT ASSETS	
Unrestricted current liabilities:		
Accounts payable and accrued liabilities	\$ 23,925	\$ 29,379
Accrued interest payable	369,616	164,315
Interfund payable	120,368	38,736
Mortgage notes and loans payable - current	159,993	140,858
Total unrestricted current liabilities	673,902	373,288
Current Liabilities Payable from Restricted Assets:		
Customer deposit payable	36,021	36,468
Total current liabilities payable from restricted assets	36,021	36,468
Noncurrent liabilities:		
Loans payable to Montgomery County	5,879,550	5,879,550
Due to affiliate	319,057	319,057
PNC loan - net of unamortized issuance costs	7,584,980	7,713,354
Deferred revenue	7,046	6,898
Total non-current liabilities	13,790,633	13,918,859
Total liabilities	14,500,556	14,328,615
Partner's equity (deficit)	(493,136)	(131,206)
Total liabilities and partner's equity (deficit)	\$ 14,007,420	\$ 14,197,409

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

MANOR AT COLESVILLE, LLC STATEMENTS OF OPERATIONS YEARS ENDED JUNE 30, 2020 AND EIGHT MONTHS ENDED JUNE 30, 2019

	<u>2020</u>	<u>2</u>	019
Operating Revenue			
Dwelling rental	\$ 1,156,260	\$	769,768
Miscellaneous income	 10,670		4,348
Total operating revenues	 1,166,930		774,116
Operating Expenses			
Administrative	190,116		119,629
Maintenance	178,138		100,638
Depreciation and Amortization	316,267		201,497
Utilities	74,987		46,572
Fringe benefits	42,699		27,206
Interest expense	526,398		357,155
Bad debt expense	616		-
Other	 118,985		55,882
Total operating expenses	 1,448,206		908,579
Operating income (loss)	(281,276)		(134,463)
Nonoperating Revenue			
Investment income	 2,628		3,257
Total nonoperating revenue (expense)	 2,628		3,257
Net Income (Loss)	\$ (278,648)	\$	(131,206)

MANOR AT COLESVILLE, LLC STATEMENT OF CHANGES IN NET DEFICIT YEARS ENDED JUNE 30, 2020 AND EIGHT MONTHS ENDED JUNE 30, 2019

Balance, September 19, 2018	\$ -
Change in net deficit	(131,206)
Balance, June 30, 2019	(131,206)
Change in net deficit	(278,650)
Distribution	(83,280)
Balance, June 30, 2020	\$ (493,136)

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

MANOR AT COLESVILLE STATEMENT OF CASH FLOWS YEARS ENDED JUNE 30, 2020 AND EIGHT MONTHS ENDED JUNE 30, 2019

Cash flows from operating activities 2020 2019 Net income (loss) \$ (278,648)(131,206)Reconciling adjustments: Depreciation 282,879 179,239 Amortization of debt issuance cost 33,389 22,258 Changes in operating assets and liabilities Accounts receivable and other assets 12,946 (17,909)Customer deposits (449)36,468 Accounts payable and accrued expense (5,454)29,379 Accrued interest payable 205,301 164,315 Deferred revenue 6,898 148 Net cash provided by operating activities 250,112 289,442 Cash flows from investing activities Increase in due to affiliate 81,632 357,758 Purchases of property and equipment (177,036)(13,506,554)Net cash used by investing activities (95,404)(13,148,796)Cash flows from financing activities Payments on mortgage payable (142,628)(77,703)Payments on debt issuance cost (66,772)Proceeds from mortgage payable 13,855,979 Distribution to members (83,280)Net cash (used) provided by financing activities (225,908)13,711,504 Net (decrease) increase in cash and cash equivalents (71,200)852,150 Cash and cash equivalents, beginning of year 852,150

Cash and cash equivalents, end of year

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

780,950

852,150

1. Organization

Manor at Colesville, LLC, is a Limited Liability Corporation formed under the laws of the State of Maryland on September 19, 2018, whose principal asset is an apartment complex located at 601 E Randolph Rd, Silver Spring, MD 20904. The 83-unit property consists of 23 one-bedroom and 60 two-bedroom units. All units are restricted to households with incomes at or below 40% AMI or 60% AMI. Five units of the property are AHA accessible.

2. Summary of Significant Accounting Policies

Method of Accounting

The Corporation prepares its financial statements on the accrual basis of accounting. Under this basis, revenues are recognized when earned and expenses are recognized when incurred. The accounting policies conform to accounting principles generally accepted in the United States of America.

Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents

Short-term liquid investments (including securities purchased under agreements to resell) with original maturities of less than three months are considered to be cash equivalents. The Property considers the following as cash and cash equivalents: the reserve for replacement, debt service reserve, customer deposit, and operating fund.

Rental Income

Rental income is recognized as rental payments become due. Rental payments received in advance are deferred until earned. All leases between the corporation and tenants of the property are operating leases.

2. Summary of Significant Accounting Policies (continued)

Deferred Charges

Under ASC-835, Interest, as issued by the Financial Accounting Standards Board (FASB), the deferred charges are recorded as a reduction of the related debt balance and the amortization of the charges is included in interest expense.

Amortization included in interest expense for these loan and mortgage financing fees for the years ended June 30, 2020 and 2019 is \$33,389 and \$22,258, and accumulated amortization is \$55,647 and \$22,258, respectively.

Accounts Receivable and Bad Debts

Accounts receivable are reported at their outstanding balances, reduced by an allowance for doubtful accounts.

Management periodically evaluates the need for an allowance for doubtful accounts by considering the Corporation's past receivables loss experience, known and inherent risks in the account receivables population, adverse situations that may affect a debtor's ability to pay, and current economic conditions.

The allowance for doubtful accounts is increased by charges to bad debt expense and decreased by charge offs of the account receivables balances. Account receivables are considered past due after the tenth of the month in which they were due. Accounts receivable are considered uncollectible if they are outstanding over 90 days.

There was no allowance for doubtful accounts as of June 30, 2020 and 2019.

Property and Equipment

Land and building and improvements are recorded at cost. Building and improvements are depreciated over their estimated useful lives of 10 to 40 years using the straight-line method.

Property and equipment include property held for and under development, operating properties, and fixed assets used in operations that cost \$5,000 or more and have an estimated useful life of at least two years.

Maintenance, repairs, and minor renewals which do not significantly improve or extend the lives of the respective assets are charged against operations when incurred. Additions, improvements, and major renewals are capitalized

2. Summary of Significant Accounting Policies (continued)

New Accounting Pronouncements

ASU 2016-19 New Acct for Statement of Net cash flow- In November 2016, the Financial Accounting Standards Board issued ASU 2016-18, Statement of Cash Flows (Topic 230) – Restricted Cash. Although previously available for early adoption, this standard was implemented by the Corporation during the fiscal year ended June 30, 2020.

While this ASU does change an entity's consideration of restricted cash, it does require that the statement of cash flows explain the changes during the period of total cash, cash equivalents and amounts described as restricted cash. As a result, amounts previously described as restricted cash now are now included as cash equivalents on the Statement of cash flows.

Subsequent Events

Management has evaluated subsequent events through December 17, 2020, which is the date the financial statements were available to be issued. The accompanying financial statements recognize the effects of subsequent events that provide evidence about conditions that existed at the statement of position date, including the estimates inherent in the process of preparing financial statements. The accompanying financial statements do not recognize the effect of subsequent events with conditions that did not exist at the statement of position date, but disclosures of such events, if any, are included in the accompanying notes.

3. Cash and Cash Equivalents

Cash and cash equivalents, including restricted cash and cash equivalents, consisted of the following as of June 30:

	<u>2020</u>	2019
Operating cash and cah equivalents - unrestricted	\$ 224,669	\$ 282,903
Tenant security deposits - restricted	37,021	37,468
Replacement reserves - restricted	196,596	210,743
Debt service reserve - restricted	 322,664	 321,036
Total cash and cash equivalents	\$ 780,950	\$ 852,150

4. Property and Equipment

Property and equipment was comprised of the following at June 30:

	<u>2020</u>	<u>2019</u>
Land	\$ 2,750,000	\$ 2,750,000
Buildings and improvement	10,933,625	10,756,589
Subtotal	\$ 13,683,625	\$ 13,506,589
Less: accumulated depreciation	(462,118)	(179,239)
Total	\$ 13,221,507	\$ 13,327,350

Depreciation expense for the years ended June 30, 2020 and 2019, totaled \$282,878 and \$179,239, respectively.

5. Deferred Charges

Deferred charges consisted of the following as of June 30:

	<u>2020</u>	<u>2019</u>
Loan Origination fee	\$ 7,976	\$ 7,976
Commitment fees	 58,796	 58,796
	66,772	66,772
Accumulated amortization	 55,647	 22,258
Total Deferred Charges	\$ 11,125	\$ 44,514

With the implementation of FASB ASC 835-30 Interest – Imputation of Interest – Simplifying the Presentation of Debt Issuance Costs, the Property has set off these Deferred Charges from the Mortgage Note Payable (Refer Note 10). Amortization expense on commitment and loan fees for 2020 and 2019 are \$33,389 and \$22,258, and the accumulated amortization was \$55,647 and \$22,258, respectively.

6. Income Taxes

The Property is a component unit of the Housing Opportunities Commission of Montgomery County, Maryland (H.O.C.) and is therefore exempt from income taxation. Therefore, the accompanying financial statements do not include a provision for income taxes.

7. Replacement Reserve

In accordance with the Company's loan agreement, the Company shall fund and therefore maintain, a replacement reserve account with an aggregate balance of not less then \$150,000 for the purpose of paying the cost of any major repair and replacement of the Company due to a casualty or condemnation or as otherwise permitted in writing by PNC Bank, N.A ('PNC'). If the account is less than \$150,000, the Company shall deposit funds from the available cash to restore to an amount equal to \$150,000. As of June 30, 2020 and 2019, the Corporation has \$196,596 and \$210,743, respectively of replacement funds.

Restricted cash is held in escrow to be used for replacement of property with the approval of HOC. Below is the activity related to the replacement reserve accounts during fiscal year:

<u>2020</u>		<u>2019</u>
\$ 210,743	\$	-
30,216		224,256
999		1,279
 (45,362)		(14,792)
\$ 196,596	\$	210,743
	\$ 210,743 30,216 999 (45,362)	\$ 210,743 \$ 30,216 999 (45,362)

8. Debt Service Reserve Account

As of June 30, 2020 and 2019, the Corporation has \$322,664 and \$321,036, respectively in its debt service reserve account. As per the note agreement with PNC, the Corporation has to maintain an aggregate balance in such an account of not less than \$319,057. Current year additions amount to \$1,628 which relate to interest income for 2020.

9. Mortgage Payable

Note payable consist of the following as of June 30:

	F	Beginning	P	rincipal	Ending	Current	L	ong-term
Loaned From	_	Balance		Paid	 Balance	Portion		Portion
PNC Loan	\$	7,898,726	\$	142,628	\$ 7,756,098	\$ 159,993	\$	7,596,105
Montgomery County Loan		5,879,550		-	5,879,550	-		5,879,550
Due to affiliate (Note 7)		319,057			 319,057			319,057
Total long-term debt	\$	14,097,333	\$	142,628	\$ 13,954,705	\$ 159,993	\$	13,794,712

9. Mortgage Payable (continued)

Mortgage loan payable to PNC bank consists of an original amount, \$7,976,429: requiring monthly principal and interest payments of \$38,644 with an interest rate of 4.122%, due November 2020. The note is secured by a mortgage on the buildings and improvements.

During October 2020, a one-year extension with the PNC loan was obtained. Under this extension the monthly payments were amended to \$31,921 beginning in December 2020 with a final maturity date of November 1, 2021.

Aggregate maturities required on mortgage payable, consist of the following for each of the years ending June 30:

2020	\$ 159,993
2021	7,596,105
Less: Current portion	(159,993)
Less: Deferred charges	(11,125)
Total	\$ 7,584,980

Montgomery County Loan relates to a Subordination agreement dated September 24, 2018 between Montgomery County, Maryland and PNC Bank, National Association and is acknowledged and agreed by The Manor at Colesville, LLC in the amount \$5,879,550.

10. Commitments and Contingencies

In October 2018, the Corporation entered into a management agreement with Habitat America. The term of the agreement shall commence in November 2018 and shall be in effect for a period of one year. Subsequent to the one-year term, the agreement will continue on a month-to-month basis unless terminated in accordance with the agreement terms. Management fees during the year ended June 30, 2020 and 2019 were \$46,061 and \$30,867, respectively.

11. Building Acquisition

The Corporation financed the purchase of an 83-unit property in November 2018 for \$13,503,281. The purchase of the property consisted of Land and Building with certain improvements performed during the year amounting to \$3,307. This acquisition was financed through a Mortgage Payable with PNC and Montgomery County (DHCA loan) as discussed in Note 8.

12. Reclassification

Certain reclassifications have been made to prior year summarized balances in order to conform to current year presentation. The reclassifications did not affect net position or changes therein.



MANOR AT COLESVILLE, LLC DETAILED SCHEDULES OF REVENUE AND EXPENSES YEARS ENDED JUNE 30, 2020 AND EIGHT MONTHS ENDED JUNE 30, 2019

		2020		2019
REVENUE				
Rent: Current Residents	\$	1,007,438	\$	646,581
Rent: Subsidies		218,555		151,963
Concessions		(6,552)		(3,394)
Vacancy Loss		(81,659)		(36,136)
Other Rent Fees		5,493		2,471
Late Fees/NSF		1,698		1,221
Laundry Income		11,212		7,062
Forfeited Tenant Deposit		75		-
TOTAL DWELLING RENTAL INCOME	\$	1,156,260	\$	769,768
ADMINISTRATIVE EXPENSES				
Contract Admin Salary	\$	76,205	\$	52,833
Contract Bonus/Commissions	Ψ	70,205	Ψ	400
Contract Management Fee		46,061		30,867
Misc Operating Expenses				2,900
Postage		953		542
Printing/Reproduction		1,232		772
Paper, Pads, Etc		1,235		987
Other Office Supplies		915		410
Mag. and Newspaper Subscription		536		374
Local Mileage and Travel		1,148		864
Gasoline		1,411		647
Vehicle Repairs and Maintenance		3,522		1,520
Legal Services-General		5,663		619
Other Operating Professional Services		-		113
Advertising		13,749		3.816
Credit Check Services		672		159
Office Equipment Rent		164		1,585
Furniture and Misc Equipment Rental		5,022		3,435
Local Phone Bill		5,475		3,797
Computer Software		4,999		2,335
Internet Access Charges		1,954		1,520
Other Licenses, Fees and Permits		2,827		425
Monitoring Fee		2,827		2,905
Bank Fees		73		2,903
Sec Dep Interest Expense		595		286
Rental License Fees		3,901		280
		· · · · · · · · · · · · · · · · · · ·		-
Auditing Services		8,490 2,580		5,298
Misc Program Supplies	<u></u>	2,589	Φ.	
TOTAL ADMINISTRATIVE EXPENSES	<u>\$</u>	190,116	\$	119,629

MANOR AT COLESVILLE, LLC DETAILED SCHEDULES OF REVENUE AND EXPENSES YEARS ENDED JUNE 30, 2020 AND EIGHT MONTHS ENDED JUNE 30, 2019

	2020	2019
MAINTENANCE	2020	2019
Other Awards - Maintenance	\$ 400	\$ 400
Cntrct Maint/Jan Salary	60,631	33,930
Electrical Supplies	2,564	1,499
Appliance Supplies	946	137
Plumbing Supplies	2,274	876
Cleaning and Janitorial Supplies	1,165	669
Grounds and Landscaping Supplies	546	-
Health and Safety Materials	953	279
Locks, Keys	1,067	1,023
Windows and Glass	314	147
HVAC Supplies	2,201	638
Flooring and Carpeting	136	20
Paint and Wallcoverings	374	483
Miscellaneous Supplies	708	547
Maintenance Equipment	486	694
Electrical Contracts	2,139	2,211
Cleaning and Janitorial Contracts	19,433	10,574
Grounds and Landscaping Contracts	6,225	4,434
Roofing and Gutter Contracts	-	1,700
HVAC Contracts	1,919	951
Flooring and Carpeting Contracts	2,270	665
Paint/Wallcoverings Int. Contracts	9,727	4,639
Paint/Wallcoverings Ext. Contracts	800	-
Elevator Contracts	6,532	1,371
Exterminating Contracts	1,990	1,149
Snow Removal Contracts	359	2,404
Miscellaneous Contracts	11,308	4,122
Health and Safety Materials-Capital	1,714	3,035
Miscellaneous Equipment-Capital	2,085	1,805
Electrical Contracts-Capital	1,199	-
Appliance Contracts-Capital	3,401	1,643
Plumbing Contracts-Capital	547	424
Roofing/Gutter Contracts-Capital	1,400	-
HVAC Contracts-Capital	-	5,642
Flooring/Carpet Contracts-Capital	11,132	7,675
Paint/Wallcovering Int. ContCapital	1,678	-
Asphalt/Concrete Contracts-Capital	2,800	-
Miscellaneous Contracts-Capital	7,882	4,852
COVID-19 - Coronavirus Expense	6,833	

178,138

100,638

MANOR AT COLESVILLE, LLC DETAILED SCHEDULES OF REVENUE AND EXPENSES YEARS ENDED JUNE 30, 2020 AND EIGHT MONTHS ENDED JUNE 30, 2019

		2020		2019	
UTILITIES					
Water Bill	\$	36,721	\$	18,933	
Electric Bill		30,185		23,262	
Trash Collection		8,081		4,377	
TOTAL UTILITIES EXPENSE	<u>\$</u>	74,987	\$	46,572	
FRINGE BENEFITS					
Contract Managed Benefits	\$	42,102	\$	26,795	
Contract Other Training		597		411	
TOTAL FRINGE BENEFITS	\$	42,699	\$	27,206	
BAD DEBT EXPENSES					
Bad Debt Expenses - Tenants	\$	616	\$	_	
TOTAL BAD DEBT EXPENSES	\$	616	\$	-	
OTHER EXPENSES					
Vehicle Insurance	\$	597	\$	565	
Bond Insurance		3,397		2,265	
Real Estate Tax		6,425		2,525	
Other Taxes		573		1,894	
Solid Waste Tax		1,333		2,525	
Security Contracts		656		1,418	
Fire & Hazard Insurance		7,970		-	
Liability Insurance		7,257		-	
Water Quality Protect Charge (RFSA)		1,917		-	
Asset Management Fee Expense - Non-Federal		88,860		44,690	
TOTAL OTHER EXPENSES	<u>\$</u>	118,985	\$	55,882	

MANOR AT COLESVILLE, LLC SCHEDULE OF SURPLUS CASH JUNE 30, 2020 and 2019

	2020		2019	
Net Income (Loss)	\$	(278,650)	\$	(131,206)
Depreciation and amortization		316,268		201,497
Changes in (current assets)/current liabilities		(7,492)		11,470
Interest income - non-operating		(2,628)		(3,257)
Interest accrued on general partner loan		205,301		164,315
Net income before debt service and reserves		232,799		242,819
Debt service and replacement reserve				
Scheduled debt service		(159,993)		(140,858)
Deposits into reserve for replacement		(30,216)		(16,600)
Total		(190,209)		(157,458)
NET CASH FLOW (SURPLUS)	<u>\$</u>	42,590	\$	85,361