THE MANOR AT FAIR HILL FARM, LLC

FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2021 AND 2020
AND
INDEPENDENT AUDITOR'S REPORT

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STRENGTH IN NUMBERS

INDEPENDENT AUDITOR'S REPORT

To the Board of Commissioners Manor at Fair Hill Farm, LLC

Report on the Financial Statements

We have audited the accompanying financial statements of The Manor at Fair Hill Farm, LLC, which comprise the balance sheets as of June 30, 2021 and 2020, and the related statements of operations, member's equity (deficit), 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 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 The Manor at Fair Hill Farm, LLC as of June 30, 2021 and 2020, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the Unites States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on financial statements as a whole. The accompanying detailed schedules of revenues and expenses and schedules of surplus cash for the years ended June 30, 2021 and 2020 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 audits 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.

Olubius & Company

November 30, 2021 Bethesda, Maryland

THE MANOR AT FAIR HILL FARM, LLC BALANCE SHEETS JUNE 30, 2021 AND 2020

ASSETS

ASSELS		
	<u>2021</u>	<u>2020</u>
Current assets: Cash and cash equivalents Accounts receivable and other assets	\$ 115,302 22,540	\$ 239,855
		7,055
Total unrestricted current assets	137,842	246,910
Restricted cash and equivalents Customer deposits	635,013 53,947	604,004 51,517
Total restricted cash and cash equivalents	688,960	655,521
Noncurrent assets:		
Property and equipment, net of depreciation	17,393,540	17,675,154
Total noncurrent assets	17,393,540	17,675,154
Total assets	\$ 18,220,342	\$ 18,577,585
LIABILITIES		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 28,918	\$ 13,954
Deferred revenue	6,721	1,441
Accrued interest payable	584,453	423,390
Interfund payable	92,470	63,491
Mortgage notes and loans payable - current	11,336,354	238,773
Total unrestricted current liabilities	12,048,916	741,049
Current liabilities payable from restricted assets:		
Customer deposit payable	50,224	50,367
Total current liabilities payable from restricted assets	50,224	50,367
Noncurrent liabilities:		
Loans payable to Montgomery County	6,576,505	6,576,505
Mortgage payable - HOC	476,161	476,161
PNC loan payable - net of unamortized issuance costs	<u> </u>	11,323,472
Total noncurrent liabilities	7,052,666	18,376,138
Total liabilities	19,151,806	19,167,554
Member's equity (deficit)	(931,464)	(589,969)
Total liabilities and member's equity (deficit)	\$ 18,220,342	\$ 18,577,585

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

THE MANOR AT FAIR HILL FARM, LLC STATEMENTS OF OPERATIONS YEARS ENDED JUNE 30, 2021 AND 2020

	<u>2021</u>	2020
Operating Revenue		*
Dwelling rental	\$ 1,420,579	\$ 1,516,748
Other Income	8,897	42,428
Total operating revenues	1,429,476	1,559,176
Operating Expenses		
Administrative	241,997	220,508
Maintenance	223,961	229,792
Depreciation	385,199	380,551
Utilities	87,778	85,744
Fringe benefits	49,323	46,466
Interest expense	591,816	787,977
Other	159,561	148,909
Bad debt expense	3,263	553
Total operating expenses	1,742,898	1,900,500
Operating income (loss)	(313,422)	(341,324)
Nonoperating Revenue		
Investment income	167	3,097
Total nonoperating revenue	167	3,097
Net income (loss)	(313,255)	(338,227)

THE MANOR AT FAIR HILL FARM, LLC STATEMENTS OF MEMBER'S EQUITY (DEFICIT) YEARS ENDED JUNE 30, 2021 AND 2020

Balance, June 30, 2019	\$ (169,852)
Distributions Change in net deficit	(81,890) (338,227)
Balance, June 30, 2020	(589,969)
Distributions Change in net deficit	(28,240) (313,255)
Balance, June 30, 2021	<u>\$ (931,464)</u>

THE MANOR AT FAIR HILL FARM, LLC STATEMENTS OF CASH FLOWS YEARS ENDED JUNE 30, 2021 AND 2020

Cash flows from operating activities	<u>2021</u>			<u>2020</u>
Net income (loss)	\$	(313,255)	\$	(338,227)
Reconciling adjustments:				
Depreciation		385,199		380,551
Amortization of debt issuance cost		12,949		38,832
Changes in operating assets and liabilities				
Accounts receivable and other assets		(15,485)		18,154
Tenant security deposits		(143)		3,656
Accounts payable and accrued expense		14,964		(12,608)
Accrued interest payable		161,063		269,938
Interfund payable		28,979		6,024
Deferred revenue		5,280		(8,564)
Net cash provided by operating activities		279,551		357,756
Cash flows from investing activities				
Purchase of property and equipment		(103,585)		(147,500)
Net cash used by investing activities		(103,585)		(147,500)
Cash flows from financing activities				
Payments on mortgage payable		(238,840)		(212,858)
Distribution to members		(28,240)		(81,890.00)
Net cash (used) provided by financing activities		(267,080)		(294,748)
Net (decrease) increase in cash and cash equivalents		(91,114)		(84,492)
Cash and cash equivalents, beginning of year (as restated)		895,376		979,868.00
Cash and cash equivalents, end of year	\$	804,262	\$	895,376
Interest paid	\$	417,804	\$	479,207

1. Organization

The Manor at Fair Hill Farm, LLC (the Company), is a limited liability company formed under the laws of the State of Maryland, whose principal asset is an apartment complex located at 18301 Georgia Ave, Olney, MD 20832. The Company's sole member is Housing Opportunities Commission of Montgomery County. The 101-unit property consists of 32 one-bedroom and 69 two-bedroom units. All units are restricted to households with incomes at or below 40% AMI or 60% AMI. The Company began operations on September 19, 2018.

Housing projects undertaken, financed, or assisted by the Company and the projects' related expenditures must be approved by the Housing Opportunities Commission of Montgomery County, Maryland, (a component unit of Montgomery County, Maryland) (HOC). The Company is legally separate from HOC, but the Company's financial statements are included in the Opportunity Housing Fund of HOC as a blended component unit. The Company's directors must be commissioners of HOC and, therefore, HOC can significantly influence the programs, projects, activities of, and the level of service performed by the Company.

2. Summary of Significant Accounting Policies

Method of Accounting

The Company 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.

2. Summary of Significant Accounting Policies (continued)

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.

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, 2021 and 2020 are \$12,949 and \$38,832, and accumulated amortization are \$77,669 and \$64,720, 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 Company's past receivables loss experience, known and inherent risks in the accounts receivable 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 accounts receivable balances. Accounts receivable 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, 2021 and 2020.

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.

2. Summary of Significant Accounting Policies (continued)

Property and equipment includes 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.

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell.

Revenue Recognition

Rental income is recognized as rentals become due. Rental payments received in advanced are deferred until earned in accordance with rental agreements. All leases between the Company and the tenants of the property are operating leases.

Advertising

Advertising costs are expensed as incurred. Total advertising costs for the years ended June 30, 2021 and 2020, amounted to \$19,737 and \$4,324, respectively.

Risks and Uncertainties

The Company's operations are concentrated in the multifamily real estate market. In addition, the Company operates in a heavily regulated environment. The operations of the Company are subject to the administrative directives, rules and regulations of Federal, state and local regulatory agencies. Such changes may occur with little or inadequate funding to pay for the related cost, including the additional administrative burden, if any, to comply with a change.

Subsequent Events

Management has evaluated subsequent events through November 30, 2021, 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 balance sheet 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

2. Summary of Significant Accounting Policies (continued)

balance sheet date, but disclosures of such events, if any, are included in the accompanying notes.

3. Cash and Cash Equivalents

The Company maintains its cash balances in several accounts in various banks. The cash balances are insured by the Federal Deposit Insurance Company up to \$250,000 at each bank. Additionally, the Company is included with the Housing Opportunities Commission of Montgomery County, Maryland (the Commission) as part of the agency funds and was entirely insured or collateralized with securities held by the Commission's agent in the Commission's name.

Cash and cash equivalents including restricted cash and cash equivalents, consists of the following at June 30, 2021 and 2020:

	<u>2021</u>	<u>2020</u>		
Operating cash and cash equivalents - unrestricted	\$ 115,302	\$ 239,855		
Tenant security deposits - restricted	53,947	51,517		
Replacement reserve - restricted	153,341	122,460		
Debt service reserve - restricted	 481,672	 481,544		
Total cash and cash equivalents	\$ 804,262	\$ 895,376		

4. Property and Equipment

Rental property is carried at cost. Depreciation is provided for in amounts sufficient to relate the cost of depreciable assets to operations over their estimated service lives, using the straight-line method.

Property and equipment is comprised of the following at June 30, 2021 and 2020:

	<u>2021</u>		<u>2020</u>
Land	\$ 3,230,000	\$	3,230,000
Buildings	15,104,088		15,074,488
Portable Building Equipment	25,964		-
Construction in Progress	 48,021	_	
Subtotal	18,408,073		18,304,488
Less: accumulated depreciation	 (1,014,533)	_	(629,334)
Total	\$ 17,393,540	\$	17,675,154

Depreciation expense for the years ended June 30, 2021 and 2020, totaled \$385,199 and \$380,551, respectively.

5. Deferred Charges

Deferred charges consist of the following as of June 30, 2021 and 2020:

	2020	<u>2020</u>
Financing and recording fees	\$ 11,904	\$ 11,904
Commitment fees	 65,765	65,765
	77,669	77,669
Accumulated amortization	 (77,669)	(64,720)
Total Deferred Charges	\$ 	\$ 12,949

Unamortized loan costs are deducted from the face amount of the related mortgage loan payable on the balance sheets. Amortization of loan costs are included in interest expense on the statements of operations. Amortization expense on commitment and loan fees for 2021 and 2020 are \$12,949 and \$38,832, and the accumulated amortization was \$77,669 and \$64,720, respectively.

6. Income Taxes

The Property is a component unit of the Housing Opportunities Commission of Montgomery County, Maryland (HOC) 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 therefor maintain a replacement reserve account with an aggregate balance of not less than \$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, 2021 and 2020, the Company has \$153,341 and \$122,460 of replacement reserve 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 years 2021 and 2020:

7. Replacement Reserve (continued)

		<u>2021</u>				
Beginning balance	\$	122,460	\$	152,038		
Deposit		95,800		35,581		
Interest		38		667		
Withdrawals	<u></u>	(64,957)		(65,826)		
Ending balance	\$	153,341	\$	122,460		

8. Debt Service Reserve Account

As of June 30, 2021 and 2020, the Company has \$481,672 and \$481,544 in its debt service reserve account. As per the note agreement with PNC, the Company has to maintain an aggregate balance in such an account of not less than \$476,161. HOC funded the debt service reserve deposit and is reflected as a mortgage payable as of June 30, 2021 and 2020. Additions to the account for the years ended June 30, 2021 and 2020 were \$128 and \$2,430, respectively, and was from interest income.

9. Mortgages Payable

Notes payable consist of the following as of June 30, 2021:

Loaned From	 Beginning Balance		Additions to Loan		Principal Paid		Ending Balance	Current Portion	 Long-term Portion
PNC Loan	\$ 11,575,194	\$	-	\$	238,840	\$	11,336,354	\$ 11,336,354	\$ -
Montgomery County, DHCA Loan	6,576,505		-		-		6,576,505	-	6,576,505
Mortgage Payable - HOC (Note 7)	 476,161				-		476,161		 476,161
Total long-term debt	\$ 18,627,860	\$		\$	238,840	\$	18,389,020	\$ 11,336,354	\$ 7,052,666

Mortgage loan payable to PNC bank consists of an original amount, \$11,904,016 that requires monthly principal and interest payments of \$57,672 with an interest rate of 4.122%, due November 2020. The note is secured by a mortgage on the buildings and improvements. As of June 30, 2021 the balance outstanding was \$11,366,354. The loan was subsequently extended to November 1, 2021 in October 2020 and the monthly payments modified to \$47,639 beginning in December 2020.

Aggregate maturities required on mortgage payable, assuming no change in the current terms, consist of the following for each of the years ending June 30:

10. Mortgage Payable (continued)

2022	\$ 11,336,354
2023	
Subtotal	11,336,354
Less: Current portion	(11,336,354)
Total long-term	\$ -

Montgomery County Loan relates to a Subordination agreement dated November 1, 2018 between Montgomery County, Maryland and PNC Bank, National Association and is acknowledged and agreed by The Manor at Fair Hill Farm, LLC in the amount \$6,576,505.

11. Commitments and Contingencies

In November 2018, the Company 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 paid during the period ended June 30, 2021 and 2020 were \$54,047 and \$58,197.

12. Building Acquisition

The Company financed the purchase of a 101-unit property in November 2018 for \$18,156,988. The purchase of the property consisted of land and building. This acquisition was financed through a Mortgage Payable with PNC and Montgomery County (Department of Housing and Community Affairs loan) as discussed in Note 9.

13. 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.

14. Subsequent Events

Subsequent to June 30, 2021, the due date of both the PNC loan and the Montgomery County DHCA loan were extended until January 1, 2022 in anticipation of resyndication and refinancing of the Project during December 2021.



THE MANOR AT FAIR HILL FARM, LLC DETAILED SCHEDULES OF REVENUES AND EXPENSES YEARS ENDED JUNE 30, 2021 AND 2020

REVENUE		<u>2021</u>	2020
Rent: Current Residents	\$	1,276,653	\$ 1,254,941
Rent: Subsidies	·	265,419	268,482
Concessions		(11,469)	(6,405)
Vacancy Loss		(144,708)	(37,590)
Other Rent Fees		10,781	10,351
Late Fees/NSF		318	1,214
Laundry Income		23,585	25,455
Forfeited Tenant Deposit		-	300
TOTAL DWELLING RENTAL INCOME	\$	1,420,579	\$ 1,516,748
OTHER INCOME	\$	8,897	\$ 42,428
ADMINISTRATIVE EXPENSES			
Contract Admin Salary	\$	94,935	\$ 92,698
Contract Bonus/Commissions		675	725
Contract Management Fee		54,047	58,197
Postage		849	717
Printing/Reproduction		1,276	885
Paper, Pads, Etc		789	1,273
Other Office Supplies		523	632
Mag. and Newspaper Subscription		664	1,017
Local Mileage and Travel		672	461
Gasoline		488	1,628
Vehicle Repairs and Maintenance		3,865	4,875
Legal Services-General		1,868	674
Advertising		19,737	4,324
Credit Check Services		735	688
Office Equipment Rent		514	-
Furniture and Misc Equipment Rental		14,951	14,875
Local Phone Bill		6,134	7,231
Computer Software		4,059	5,765
Internet Access Charges		1,074	1,065
Rental License Fees		4,700	4,700
Audit fees		8,670	8,770
Monitoring Fee		11,040	-
Bank Fees		166	86
Sec Dep Interest Expense		452	(224)
Misc Program Supplies		9,114	 9,446
TOTAL ADMINISTRATIVE EXPENSES	\$	241,997	\$ 220,508

THE MANOR AT FAIR HILL FARM, LLC DETAILED SCHEDULES OF REVENUES AND EXPENSES YEARS ENDED JUNE 30, 2021 AND 2020

_	_	_	_	_	_	_	_	

MAINTENANCE	<u>2021</u>	<u>2020</u>
Other Awards - Maintenance	\$ 575	\$ 400
Contract Maint/Jan Salary	62,369	56,295
Electrical Supplies	1,921	2,719
Appliance Supplies	1,053	913
Plumbing Supplies	2,791	2,301
Cleaning and Janitorial Supplies	427	1,176
Health and Safety Materials	217	2,790
Locks, Keys	695	480
Windows and Glass	464	596
HVAC Supplies	1,535	3,819
Paint and Wallcoverings	1,027	237
Miscellaneous Supplies	67	212
Maintenance Equipment	(7)	80
Electrical Contracts	3,761	2,056
Plumbing Contracts	8,005	2,569
Cleaning and Janitorial Contracts	20,130	21,439
Grounds and Landscaping Contracts	10,111	10,891
Windows and Glass Contracts	385	-
Roofing and Gutter Contracts	385	-
HVAC Contracts	504	440
Flooring and Carpeting Contracts	2,646	3,665
Paint/Wallcoverings Int. Contracts	9,608	15,331
Paint/Wallcoverings Ext. Contracts	275	675
Elevator Contracts	6,932	9,437
Exterminating Contracts	1,031	971
Snow Removal Contracts	7,175	330
Miscellaneous Contracts	9,866	23,703
Computer Equipment-Capital	1,229	-
Health and Safety Materials-Capital	-	750
Miscellaneous Equipment-Capital	223	984
Electrical Contracts-Capital	-	3,675
Appliance Contracts-Capital	2,767	1,795
Plumbing Contracts-Capital	22,507	2,536
Grounds/Landscaping Contracts-Capital	-	900
HVAC Contracts-Capital	247	22,058
Flooring/Carpet Contracts-Capital	24,310	14,420
Paint/Wallcovering Int. Cont-Capital	- -	2,207
Paint/Wallcovering Ext. Cont-Capital	850	- -
Miscellaneous Contracts-Capital	6,533	13,059
COVID- 19 expenses	11,347	3,883
TOTAL MAINTENANCE EXPENSE	\$ 223,961	\$ 229,792

THE MANOR AT FAIR HILL FARM, LLC DETAILED SCHEDULES OF REVENUES AND EXPENSES YEARS ENDED JUNE 30, 2021 AND 2020

UTILITIES	<u>2021</u>	<u>2020</u>
Water Bill	\$ 44,807	\$ 44,370
Electric Bill	28,783	26,867
Trash Collection	14,188	14,507
TOTAL UTILITIES EXPENSE	\$ 87,778	\$ 85,744
FRINGE BENEFITS		
Accrued Leave	\$ 436	\$ -
Contract Managed Benefits	48,404	45,803
Contract Other Training	 483	 663
TOTAL FRINGE BENEFITS	\$ 49,323	\$ 46,466
OTHER EXPENSES		
Vehicle Insurance	\$ 1,740	\$ 1,076
Fire AND Hazard Insurance	12,598	9,695
Liability Insurance	10,806	8,810
Bond Insurance	3,719	7,437
Environmental Insurance	236	-
Real Estate Tax	12,928	9,520
Other Taxes	300	504
Solid Waste Tax	1,641	1,622
Water Quality Protect Charge (RFSA)	2,183	2,115
Insurance Reserve	3,180	-
Security Contracts	2,170	-
Asset Management Fee Expense - Non-Federal	108,060	 108,130
TOTAL OTHER EXPENSES	\$ 159,561	\$ 148,909