Financial Statements

For the Years Ended June 30, 2022 and 2021

Table of Contents For the Years Ended June 30, 2022 and 2021

Independent Auditor's Report	1-2
Financial Statements	
Balance Sheets	3-4
Statements of Operations	5
Statements of Changes in Net Deficit	6
Statements of Cash Flows	7-8
Notes to Financial Statements	9-14
Supplementary Information	
Independent Auditor's Report on Supplementary Information	15
Detail of Selected Balance Sheet Accounts	16
Detailed Statements of Operations	17-18



Independent Auditor's Report

To the Management of Timberlawn Pomander Properties LLC 10400 Detrick Avenue Kensington, MD 20895

Opinion

We have audited the accompanying financial statements of Timberlawn Pomander Properties LLC which comprise the balance sheets as of June 30, 2022 and 2021, and the related statements of operations, changes in net deficit, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Timberlawn Pomander Properties LLC as of June 30, 2022 and 2021, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Timberlawn Pomander Properties LLC and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Timberlawn Pomander Properties LLC's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than

Timberlawn Pomander Properties LLC Independent Auditor's Report Page Two

for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements, including omissions, are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Timberlawn Pomander Properties LLC's internal control. Accordingly, no such
 opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Timberlawn Pomander Properties LLC's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Sparks, Maryland

December 12, 2022

SC+H attest services, P.C.

Balance Sheets As of June 30, 2022 and 2021

	2022		2021
Assets			
Unrestricted current assets			
Cash	\$	1,521,387	\$ 2,124,348
Accounts receivable, net and other assets		183,362	 73,437
Total unrestricted current assets		1,704,749	 2,197,785
Restricted cash and cash equivalents for current liabilities			
Restricted cash and cash equivalents		883,651	862,305
Tenants' security deposits		92,402	 82,988
Total restricted cash and cash equivalents for current liabilities		976,053	945,293
Property and equipment			
Property and equipment, net of accumulated depreciation		17,132,818	 17,547,660
Total property and equipment		17,132,818	17,547,660
Total assets	\$	19,813,620	\$ 20,690,738

Balance Sheets (Continued) As of June 30, 2022 and 2021

	2022		2021	
Liabilities and Net Deficit				
Current liabilities				
Accounts payable and accrued expenses	\$	158,322	\$	95,366
Accrued interest payable		60,401		61,193
Interfund payable		1,271,265		1,915,469
Mortgage payable, current maturities		257,652		247,984
Total current liabilities		1,747,640		2,320,012
Current liabilities payable from restricted assets				
Tenants' security deposits		83,391		79,800
Total current liabilities payable from restricted assets		83,391		79,800
Long-term liabilities				
Mortgage payable, net of current maturities and unamortized				
financing fees of \$351,667 - 2022 and \$361,667 - 2021		18,310,427		18,558,080
Total long-term liabilities		18,310,427		18,558,080
Total liabilities		20,141,458		20,957,892
Net deficit				
Investment in capital assets, net of related debt		(1,786,928)		(1,620,071)
Restricted net assets		892,662		865,493
Unrestricted net assets		566,428		487,424
Total net deficit		(327,838)		(267,154)
Total liabilities and net deficit	\$	19,813,620		20,690,738

Statements of Operations For the Years Ended June 30, 2022 and 2021

	2022		 2021
Operating revenues			
Dwelling rental income	\$	2,826,454	\$ 2,710,807
Other income		8,627	 13,126
Total operating revenues		2,835,081	 2,723,933
Operating expenses			
Administrative		230,602	253,475
Operating and maintenance		460,395	335,160
Depreciation		414,842	414,078
Utilities		203,310	245,204
Fringe benefits		59,778	52,491
Interest expense		739,200	748,536
Other		216,289	217,582
Bad debt expense		24,818	 21,673
Total operating expenses		2,349,234	2,288,199
Operating income		485,847	 435,734
Nonoperating revenues			
Interest revenue		84	 13
Total nonoperating revenues		84	 13
Net income	\$	485,931	\$ 435,747

Statements of Changes in Net Deficit For the Years Ended June 30, 2022 and 2021

Balance, July 1, 2020	\$ (99,536)
Distributions to HOC general fund	(603,365)
Net income, June 30, 2021	435,747
Balance, June 30, 2021	(267,154)
Distributions to HOC general fund	(546,615)
Net income, June 30, 2022	 485,931
Balance, June 30, 2022	\$ (327,838)

Statements of Cash Flows For the Years Ended June 30, 2022 and 2021

	2022		2021	
Cash flows from operating activities				
Net income	\$	485,931	\$	435,747
Adjustments to reconcile net income to net cash and restricted				
cash and cash equivalents provided by operating activities:				
Depreciation		414,842		414,078
Amortization of financing fees		10,000		10,000
Bad debt expense		24,818		21,673
(Increase) decrease in operating assets:				
Accounts receivable, net and other assets		(134,743)		49,680
Increase (decrease) in operating liabilities:				
Accounts payable and accrued expenses		62,956		(13,973)
Accrued interest payable		(792)		(762)
Interfund payable		(644,204)		17,932
Tenants' security deposits		3,591		8,864
Net cash and restricted cash and cash equivalents				
provided by operating activities		222,399		943,239
Cash flows from investing activities				
Acquisition of property and equipment				(45,740)
Net cash and restricted cash and cash equivalents				
used in investing activities				(45,740)
Cash flows from financing activities				
Distributions to HOC general fund		(546,615)		(603,365)
Mortgage principal payments		(247,985)		(238,677)
Net cash and restricted cash and cash equivalents				
used in financing activities		(794,600)		(842,042)
Net increase (decrease) in cash and restricted cash and				
cash equivalents		(572,201)		55,457
Cash and restricted cash and cash equivalents, beginning of year		3,069,641		3,014,184
Cash and restricted cash and cash equivalents, end of year	\$	2,497,440	\$	3,069,641
Supple mental disclosure of cash flow information				
Cash paid during the year for interest	\$	729,992	\$	739,298

See independent auditor's report and notes to financial statements.

Statements of Cash Flows (Continued) For the Years Ended June 30, 2022 and 2021

The following table provides a reconciliation of cash and restricted cash and cash equivalents reported within the balance sheets that sum to the total of the same such amounts presented in cash and restricted cash and cash equivalents, end of year, above:

	2022		2021	
Cash	\$	1,521,387	\$	2,124,348
Restricted cash and cash equivalents		883,651		862,305
Tenants' security deposits		92,402		82,988
Total cash and restricted cash and cash equivalents, end of year	\$	2,497,440	\$	3,069,641

Notes to Financial Statements For the Years Ended June 30, 2022 and 2021

1) Nature of Business and Summary of Significant Accounting Policies

Nature of Business

Timberlawn Pomander Properties LLC (the Company) was formed by the Housing Opportunities Commission of Montgomery County, Maryland (HOC) under the laws of the state of Maryland on February 9, 2017. The Company is a nonprofit company and is not authorized to issue stock. The Company was formed for the purpose of acquiring, owning, constructing, operating and providing multifamily housing in Montgomery County. The Company acquired 131 apartment units and townhomes to provide rental housing (the Properties). The Properties known as Timberlawn Crescent and Pomander Court are located in Montgomery County, Maryland.

Housing projects undertaken, financed, or assisted by the Company and the projects' related expenditures must be approved by HOC, a component unit of Montgomery County, Maryland. 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.

Method of Accounting

The Company's financial statements are prepared on the accrual method of accounting which recognizes income when it is earned and expenses when they are incurred.

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less at the date of acquisition to be cash equivalents.

Rents 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. The allowances as of June 30, 2022 and 2021 were \$41,360 and \$20,232, respectively.

Property and Equipment

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

Impairment of Long-Lived Assets

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the fair value is less than the carrying amount of the asset, an impairment loss is recognized for the difference. There were no asset impairments during the years ended June 30, 2022 and 2021.

See independent auditor's report.

Notes to Financial Statements (Continued) For the Years Ended June 30, 2022 and 2021

1) Nature of Business and Summary of Significant Accounting Policies (Continued)

Net Assets

HOC, the Company's sole member, is required to report on a fund basis that categorize net assets as the following:

Investment in capital assets represents the total of property and equipment, net less mortgage payable.

Restricted net assets represent the sum of total restricted cash and cash equivalents and tenant security deposits less the tenant security deposit liability.

Unrestricted net assets represent the balance remaining after investment in capital assets and restricted net assets.

Interest

The Company has adopted the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Section 835, *Interest*, which states that debt issuance costs related to a note shall be reported on the balance sheet as a direct deduction from the face amount of that note, and any amortization of debt issuance costs shall be reported as interest expense. Accordingly, the Company is reporting loan fees related to its mortgage payable as a direct deduction from the principal balance of the mortgage and is reporting amortization of the loan fees as interest expense on the mortgage payable. See Note 5 for more information.

Income Taxes

The Company is exempt from income taxes under Section 115 of the Internal Revenue Code, which excludes from gross income amounts earned by state and local governments.

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 liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Rental Revenue

Rental income is recognized as rents become due from residential tenants. Rental payments received in advance are deferred until earned. All leases between the Company and tenants of the properties are operating leases.

Advertising

The Company's policy is to expense advertising costs when incurred which totaled \$28,427 and \$29,513, respectively, for the years ended June 30, 2022 and 2021.

Notes to Financial Statements (Continued) For the Years Ended June 30, 2022 and 2021

2) Concentration of Risk

The Company maintains its cash balances in several accounts at various financial institutions. At times, these balances may exceed the federal insured limits of \$250,000; however, the Company has not experienced any losses with respect to its bank balances in excess of government provided insurance. Management believes that no significant concentration of credit risk exists with respect to these cash balances at June 30, 2022 and 2021. Cash deposits in excess of the FDIC limit of \$250,000 are collateralized with securities held by the pledging financial institution's trust department or agent.

3) Restricted Cash and Cash Equivalents

Restricted funds are comprised of the following at June 30:

	2022		 2021
Mortgage escrow deposits	\$	22,229	\$ 22,229
Reserve for replacements		691,649	670,382
Mortgage loan reserve		169,773	169,694
	\$	883,651	\$ 862,305

Mortgage Escrow Deposits

Pursuant to the terms of the mortgage note, the Company is required to make monthly deposits with the mortgagee for payment of mortgage insurance premium so that a sufficient amount is on deposit with the mortgagee when the actual payment of such expenses is due. The balance as June 30, 2022 and 2021 is \$22,229.

Reserve for Replacements

Pursuant to the regulatory agreement with HOC, the Company is required to maintain a replacement reserve escrow account with HOC as trustee. Disbursements for the purpose of maintenance, improvements or renovations of the Properties cannot be made without prior consent of HOC. The replacement reserve account funds are pooled with other properties that are controlled by HOC and deposited with Montgomery County, Maryland. The balances as of June 30, 2022 and 2021 are \$691,649 and \$670,382, respectively.

Mortgage Loan Reserve

During loan closing, the Company was required to fund a mortgage loan reserve. The purpose of the reserve is to fund any debt service shortfalls that the Company may experience. The balances as of June 30, 2022 and 2021 are \$169,773 and \$169,694, respectively.

Notes to Financial Statements (Continued) For the Years Ended June 30, 2022 and 2021

4) Property and Equipment

Property and equipment detail for the years ended June 30 was as follows:

	2022		 2021
Land	\$	4,921,100	\$ 4,921,100
Land improvements		486,732	486,732
Buildings		12,547,708	12,547,708
Building renovations		741,895	741,895
Miscellaneous fixed assets		188,687	 188,687
Total property and equipment		18,886,122	18,886,122
Less: accumulated depreciation		(1,753,304)	 (1,338,462)
Property and equipment, net	\$	17,132,818	\$ 17,547,660

5) Long-Term Debt

Mortgage Payable

On August 30, 2017, the Company obtained a loan from HOC in the original amount of \$20,000,000. The mortgage is secured by a promissory note, deed of trust, security and assignment of rent agreements, and substantially all assets. Financing fees related to the mortgage were \$400,000 and are being amortized to interest expense on a straight-line basis, the results of which are not materially different than that of the effective interest method, over the term of the loan. The loan provides for interest at a nominal rate of 3.831% per annum and an effective interest rate of 3.910% per annum. Principal and interest of \$81,498 are due monthly with the final balance of principal and accrued interest due October 1, 2057. The outstanding principal and accrued interest balances as of June 30, 2022 and 2021 are \$18,919,746 and \$60,401, respectively, for 2022, and \$19,167,731 and \$61,193, respectively, for 2021. Unamortized financing fees as of June 30, 2022 and 2021 were \$351,667 and \$361,667, respectively. For the years ended June 30, 2022 and 2021, interest incurred on the mortgage was \$739,200 and \$748,536, respectively, including amortized financing fees of \$10,000 for each year.

Notes to Financial Statements (Continued) For the Years Ended June 30, 2022 and 2021

5) Long-Term Debt (Continued)

Mortgage Payable (Continued)

Maturities of the mortgage payable are as follows:

2023	\$	257 652
2023	Ф	257,652
2024		267,698
2025		278,136
2026		288,980
2027		300,248
2028-2032		1,686,237
2033-2037		2,041,622
2038-2042		2,471,906
2043-2047		2,992,875
2048-2052		3,623,641
2053-2057		4,387,344
2058		323,407
Total	\$	18,919,746

Estimated financing fees being amortized to interest expense for each of the next five years are \$10,000.

6) Related Party Transactions

Other Receivables

During the year ended June 30, 2022, the Company overpaid distributions to the sole member in the amount of \$63,171. This balance is included in accounts receivable net, and other assets on the accompanying balance sheets as of June 30, 2022.

Interfund Payable

The Company has numerous transactions with HOC to finance operations and provide services. To the extent that funds to finance certain transactions of the Company have not been paid or collected as of year-end, interfund payables and receivables are recorded. The balance of the interfund payable as of June 30, 2022 and 2021 was \$1,271,265 and \$1,915,469, respectively.

Asset Management Fee

The Company was charged an asset management fee of \$148,790 and \$149,465, respectively, for the years ended June 30, 2022 and 2021, by HOC.

Notes to Financial Statements (Continued) For the Years Ended June 30, 2022 and 2021

7) Contract Management Fee

Effective April 1, 2020, the Company is obligated under the terms of a Property Management Agreement with Vantage Management, Inc. for the management of Timberlawn Crescent. Under the terms of the agreement, the Company is required to pay management fees of \$42 per month per occupied unit. In addition, HOC reserves the right to pay Vantage Management, Inc. an annual fee. Payment of the fee is in HOC's sole discretion and there is no guarantee Vantage Management, Inc. will receive the annual fee in any given year. The annual fee will be based on target occupancy levels and rent actually received. The original term of the agreement expired on March 31, 2022, but it includes two renewal options of one year each at the discretion of the Company. The first one-year renewal option has been exercised and is currently in effect. During the years ended June 30, 2022 and 2021, management fees of \$53,824 and \$52,290, respectively, were incurred.

The Company was obligated under the terms of an Amended and Restated Property Assistance Agreement with Edgewood Management Corporation for the management of Pomander Court. The fee was calculated at a flat rate of \$28 per occupied unit per month. In addition, HOC reserved the right to pay Edgewood Management Corporation an annual fee. Payment of the fee was in HOC's sole discretion and there was no guarantee that Edgewood Management Corporation would receive the annual fee in any given year. The annual fee was based on target occupancy levels and rent actually received. The agreement expired on December 31, 2021. For the years ended June 30, 2022 and 2021, management fees of \$4,032 and \$8,036, respectively, were incurred.

8) Real Estate Taxes

HOC, on behalf of the Company, entered into a payment in lieu of taxes (PILOT) agreement on June 2, 2017 with Montgomery County, whereby the Montgomery County portion of the Properties' real estate tax is abated. The abatement will remain in effect unless terminated pursuant to Paragraph 5 of the PILOT agreement.

9) Subsequent Events

Management has evaluated events and transactions for potential recognition or disclosure through the independent auditor's report date, the date the financial statements were available to be issued. There were no events that required recognition or disclosure in the financial statements.



Independent Auditor's Report on Supplementary Information

We have audited the financial statements of Timberlawn Pomander Properties LLC as of and for the years ended June 30, 2022 and 2021, and our report thereon dated December 12, 2022, which expressed an unmodified opinion on those financial statements, appears on pages one and two. Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules 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.

SC+H attest services, P.C.

Sparks, Maryland December 12, 2022

Detail of Selected Balance Sheet Accounts As of June 30, 2022 and 2021

	2022		2021	
Accounts receivable, net and other assets				
Accounts receivable - subsidy	\$	23,101	\$	24,125
Allowance for doubtful accounts		(41,360)		(20,232)
Insurance claims receivable		43,678		-
Other receivables		63,333		4,336
Other resident fees receivable		75		550
Rents receivable		94,535		64,658
Total accounts receivable, net and other assets	\$	183,362	\$	73,437
Accounts payable and accrued expenses				
Accounts payable	\$	11,421	\$	5,888
Accrued annual leave		1,770		2,642
Accrued salaries		10,117		7,566
Accrued utility payments		35,600		39,120
Clearing resident refunds		2,250		961
Other accrued liabilities		65,194		13,244
Resident prepaid rents		29,252		25,945
Subsidy prepaid rents		2,718		
Total accounts payable and accrued expenses	\$	158,322	\$	95,366

Detailed Statements of Operations For the Years Ended June 30, 2022 and 2021

	2022		2021	
Dwelling rental income				
Rent	\$	2,831,319	\$	2,777,698
Tenant charges		34,898		28,061
Vacancies and concessions		(39,763)		(94,952)
Total dwelling rental income	\$	2,826,454	\$	2,710,807
Other income				
Miscellaneous income	\$	2,430	\$	3,013
Rental license		6,157		1,128
Transfers between funds		40		8,985
Total other income	\$	8,627	\$	13,126
Administrative expenses				
Advertising and marketing	\$	28,427	\$	29,513
Contract management fees		57,856		60,326
Licenses and fees		6,159		1,493
Miscellaneous		6,593		14,863
Office supplies and expense		19,360		17,621
Professional fees		13,778		8,975
Resident services		209		430
Salaries		92,128		107,863
Security deposit interest expense		1,173		1,300
Telephone		3,038		6,669
Vehicle		1,881		4,422
Total administrative expenses	\$	230,602	\$	253,475
Operating and maintenance expenses				
Contracts	\$	92,705	\$	57,465
Exterminating		5,669		5,143
Grounds maintenance		57,998		40,147
HVAC repairs and maintenance		12,596		5,121
Janitorial		49,875		25,608
Salaries		145,273		140,093
Snow removal		13,958		8,200
Supplies and repairs		82,321		53,383
Total operating and maintenance expenses	\$	460,395	\$	335,160

See independent auditor's report on supplementary information.

Detailed Statements of Operations (Continued) For the Years Ended June 30, 2022 and 2021

	2022		2021	
Utilities expense				
Electricity	\$ 18,874	\$	12,851	
Gas	1,977		-	
Trash removal	25,901		27,444	
Water	156,558		204,909	
Total utilities expense	\$ 203,310	\$	245,204	
Fringe benefits				
Accrued leave	\$ (872)	\$	210	
Contract managed benefits	56,448		44,321	
Deferred contribution plan	792		1,514	
FICA	943		1,854	
Health insurance	1,452		3,744	
Other fringe benefits	249		244	
Other post employment benefits	170		-	
Unemployment	156		84	
Workers' compensation	440		520	
Total fringe benefits	\$ 59,778	\$	52,491	
Other expenses				
Asset management fees	\$ 148,790	\$	149,465	
Insurance	39,831		39,164	
Security contracts	11,599		13,908	
Taxes	8,619		7,982	
Water quality protect charge (RFSA)	 7,450		7,063	
Total other expenses	\$ 216,289	\$	217,582	