MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) HUD Project No. 086-35394

Financial Statements

Years Ended September 30, 2020 and 2019

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Table of Contents Years Ended September 30, 2020 and 2019

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Independent Auditor's Report

To the Member of MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company)

Report on the Financial Statements

We have audited the accompanying financial statements of MDHA 10th & Jefferson, LLC (a Tennessee limited liability company), HUD Project No. 086-35394, which comprise the balance sheets as of September 30, 2020 and 2019, and the related statements of operations, changes in member's equity 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. 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 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.

MCM CPAs & Advisors LLP

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Independent Auditor's Report (Continued)

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of MDHA 10th & Jefferson, LLC (a Tennessee limited liability company) as of September 30, 2020 and 2019, 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.

Emphasis of Matter

As discussed in Note B3, MDHA 10th & Jefferson, LLC has adopted Financial Accounting Standards Board Accounting Standards Update 2016-18, *Statement of Cash Flows (Topic 230)*. Our opinion is not modified with respect to this matter.

Other Matters

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplementary information presented on pages 15 - 25 is presented for purposes of additional analysis as required by the *Consolidated Audit Guide for Audits of HUD Programs* issued by the U.S. Department of Housing and Urban Development ("HUD"), Office of the Inspector General, and is 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 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.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued a report dated December 30, 2020, on our consideration of MDHA 10th & Jefferson, LLC'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 and compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering MDHA 10th & Jefferson, LLC's internal control over financial reporting and compliance.

MCM CPAS & ADVISONS LIP

MCM CPAs & Advisors LLP 27-1235638 Rebekah S. Payne - Engagement Partner Indianapolis, Indiana December 30, 2020

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Balance Sheets September 30, 2020 and 2019

	2020	2019
Assets		
Property and equipment		
Land and land improvements	\$ 804,280	\$ 804,280
Buildings	7,992,662	8,816,344
Furniture and equipment	238,321	238,321
Total property and equipment	9,035,263	9,858,945
Accumulated depreciation	(706,234)	(459,871)
Property and equipment, net	8,329,029	9,399,074
Cash and receivables		
Cash - operations	112,065	81,657
Accounts receivable - tenant	4,254	4,028
Accounts receivable - insurance proceeds	823,682	
	940,001	85,685
Deposits held in trust - funded		
Restricted cash - tenant deposits held in trust	11,867	25,792
Restricted deposits and funded reserves		
Restricted cash - escrow deposits	39,385	33,590
Restricted cash - replacement reserve	63,057	49,530
Restricted cash - other reserve	248,707	248,707
	351,149	331,827
Other assets		
Prepaid expenses	25,080	25,080
Total assets	\$ 9,657,126	\$ 9,867,458

See accompanying notes.

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Balance Sheets (Continued) September 30, 2020 and 2019

	2020	2019
Liabilities and member's equity		
Liabilities applicable to investment in real estate		
Mortgage payable	\$ 7,600,007	\$ 7,684,843
Less unamortized debt issuance costs	114,078	117,060
Mortgage payable less unamortized debt issuance costs	7,485,929	7,567,783
Other liabilities		
Due to Member	-	213,023
Accounts payable - construction/development	-	3,211
Accrued interest payable	26,917	27,217
Prepaid revenue	3,909	10,332
Tenant deposits held in trust (contra)	11,867	25,792
	42,693	279,575
Total liabilities	7,528,622	7,847,358
Member's equity	2,128,504	2,020,100
Total liabilities and member's equity	\$ 9,657,126	\$ 9,867,458

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Statements of Operations Years Ended September 30, 2020 and 2019

	2020	2019	
Revenues			
Rent revenue, net	\$ 724,464	\$ 664,820	
Financial revenue	27	23	
Extension fees refunded	-	170,000	
Gain on disposal of property damaged by tornado	52,338	-	
Other revenue	12,387	18,192	
Total revenues	789,216	853,035	
Operating expenses before depreciation			
Administrative	136,061	142,756	
Utilities	47,752	41,032	
Operating and maintenance	164,456	123,255	
Taxes and insurance	8,472	8,197	
Total operating expenses before depreciation	356,741	315,240	
Income before financial and depreciation expenses	432,475	537,795	
Financial and depreciation expenses			
Financial	376,976	349,668	
Depreciation	298,701	298,414	
Total financial and depreciation expenses	675,677	648,082	
Net loss	\$ (243,202)	\$ (110,287)	

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Statements of Changes in Member's Equity Years Ended September 30, 2020 and 2019

Member's equity, October 1, 2018	\$ 2,130,387
Net loss for 2019	(110,287)
Member's equity, September 30, 2019	2 020 100
September 50, 2019	2,020,100
Contributions	351,606
Net loss for 2020	(243,202)
Member's equity, September 30, 2020	\$ 2,128,504
September 50, 2020	<u> </u>

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Statements of Cash Flows Years Ended September 30, 2020 and 2019

	2020	2019
Cash flows from operating activities		
Receipts		
Rental	\$ 717,815	\$ 675,799
Interest	27	23
Other operating	12,387	188,192
Total receipts	730,229	864,014
Disbursements		
Administrative	53,326	62,400
Management fee	31,407	36,601
Utilities	50,963	41,032
Salaries and wages	88,628	67,040
Operating and maintenance	127,156	109,158
Property insurance	4,063	29,027
Miscellaneous taxes and insurance	4,409	4,250
Tenant security deposits	13,925	(11,167)
Interest on mortgage	324,966	295,411
Mortgage insurance premium	49,328	24,803
Total disbursements	748,171	658,555
Net cash (used in) provided by operating activities	(17,942)	205,459
Cash flows from investing activities		
Purchase of fixed assets	-	(12,500)
Payment of construction costs		(462,303)
Net cash used in investing activities	-	(474,803)
Cash flows from financing activities		
Principal payments on mortgage	(84,836)	(190,756)
Proceeds from mortgage	-	808,061
Contributions	351,606	-
Net repayment of advances from member	(213,023)	(433,410)
Net cash provided by financing activities	53,747	183,895
Net increase (decrease) in cash and restricted cash	35,805	(85,449)
Cash and restricted cash, beginning of year	439,276	524,725
Cash and restricted cash, end of year	\$ 475,081	\$ 439,276

See accompanying notes.

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Statements of Cash Flows (Continued) Years Ended September 30, 2020 and 2019

	,	2020	 2019
Reconciliation of net loss to			
net cash (used in) provided by operating activities			
Net loss	\$	(243,202)	\$ (110,287)
Adjustments to reconcile net loss to net cash			
(used in) provided by operating activities			
Depreciation		298,701	298,414
Amortization of debt issuance costs		2,982	2,237
Gain on disposal of property damaged by tornado		(52,338)	-
Changes in certain assets and liabilities			
(Increase) decrease in tenant accounts receivable		(226)	3,701
(Increase) decrease in accounts receivable - other		-	2,903
(Increase) decrease in prepaid expenses		-	(25,080)
Increase (decrease) in accounts payable - trade		(3,211)	(9,188)
Increase (decrease) in accrued interest payable		(300)	27,217
Increase (decrease) in tenant deposits held in trust (contra)		(13,925)	11,167
Increase (decrease) in prepaid revenue		(6,423)	 4,375
Net cash (used in) provided by operating activities	\$	(17,942)	\$ 205,459
Reconciliation of cash and restricted cash to the balance sheets			
Cash - operations	\$	112,065	\$ 81,657
Restricted cash - tenant deposits held in trust		11,867	25,792
Restricted cash - escrow deposits		39,385	33,590
Restricted cash - replacement reserve		63,057	49,530
Restricted cash - other reserve		248,707	 248,707
Total cash and restricted cash	\$	475,081	\$ 439,276

Note A - Nature of Organization and Operations

MDHA 10th & Jefferson, LLC (the "Company") was organized in October 2015 as a Tennessee limited liability company for the purpose of constructing and leasing a 54-unit apartment building in Nashville, Tennessee, known as 10th and Jefferson Apartments (the "Project"). The Company is 100% owned by Metropolitan Development Housing Agency (the "Member").

Construction of the Project was substantially completed in March 2018. The Company is financed with debt that carries a mortgage insured through the U.S. Department of Housing and Urban Development ("HUD") Section 221(d)(4) loan program. As part of this program, the Company has signed a Regulatory Agreement with HUD (Form HUD-92466M rev. 06/14). The Regulatory Agreement contains various restrictions regarding operating methods, distributions of surplus cash, and rental payments. This loan program is a major HUD program.

Note B - Summary of Significant Accounting Policies

- 1. <u>Personal Assets and Liabilities of the Member</u>: These financial statements reflect only those assets and liabilities pertaining to the operations of the Company and do not reflect personal assets and liabilities of the Member.
- 2. <u>Accrual Basis of Accounting</u>: The accompanying financial statements have been prepared using the accrual basis of accounting.
- 3. <u>Cash Equivalents</u>: All highly liquid investments with a maturity of three months or less when purchased are considered cash equivalents. The Company had no cash equivalents at September 30, 2020 and 2019.

In November 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-18, *Statement of Cash Flows (Topic 230)*. This standard requires that a statement of cash flows explain the change during the period in the total cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Consequently, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning of period and end of period total amounts shown on the statement of cash flows. This standard is effective for the year ending September 30, 2020 and the Company has adjusted the presentation of these financial statements accordingly. The ASU has been applied retrospectively to the September 30, 2019 year presented. The beginning of year balance in the accompanying statement of cash flows has thus been restated to include restricted cash with cash when reconciling the beginning and end of the year amounts reflected on the statement of cash flows. In accordance with guidance issued by HUD, the presentation of the statement of cash flows included in the supplementary information will not change for ASU 2016-18. Accordingly, the presentation of the Real Estate Assessment Center ("REAC") submission of financial data which differs from the presentation included in the basic financial statements.

- 4. <u>Tenant Accounts Receivable</u>: Tenant accounts receivable are stated at the amount management expects to collect from balances outstanding at period end. As of September 30, 2020 and 2019, there is no allowance for doubtful accounts as management considers all amounts due from tenants to be fully collectible.
- 5. <u>Debt Issuance Costs</u>: Debt issuance costs are capitalized and amortized over the term of the corresponding mortgage loan. These amounts are reported as a reduction of the mortgage liability in the accompanying balance sheets. Amortization of these costs is included in financial expense.

Note B - Summary of Significant Accounting Policies (Continued)

6. <u>Depreciation</u>: Property and equipment are recorded at cost. Property and equipment placed in service from inception are depreciated using the straight-line method. Land improvements have been assigned economic lives ranging between 8 and 20 years. The buildings and building components have been assigned economic lives ranging between 3 and 40 years. Personal property is being depreciated over assigned economic lives between 5 and 12 years.

The Company reviews its investment in real estate for impairment whenever events or changes in circumstances indicate that the carrying value of such property may not be recoverable. Impairment is determined by a comparison of the carrying amount of the real estate to the future net undiscounted cash flow expected to be generated by the rental property including any estimated proceeds from the eventual disposition of the real estate. If the real estate is considered to be impaired, the impairment to be recognized is measured at the amount by which the carrying amount of the real estate exceeds the fair value of such property. Fair value may be determined by appraisal of the property, discounted cash flows, or other valuation methods. There was no impairment loss recognized in 2020 and 2019 (see also Note N).

- 7. <u>Federal and State Income Tax Liability</u>: The Company does not pay federal or state income taxes since the net profit or loss of the Company flows through to the individual member, and the income taxes, if any, are paid personally by it.
- 8. <u>Uncertain Tax Positions</u>: The Company has evaluated tax positions taken in the tax returns filed and has determined that there are no uncertain tax positions as defined by generally accepted accounting principles.
- 9. <u>Rental Income and Other Revenue</u>: Rental income is recognized monthly as earned. Rental payments received in advance are deferred until earned. All leases between the Company and the tenants of the Project are operating leases. Other revenues include income from sundry tenant charges. Such revenues are recorded monthly when services are provided.
- 10. <u>Advertising and Marketing Costs</u>: Advertising and marketing costs are expensed as incurred and totaled \$12,500 and \$19,562, respectively, for the years ended September 30, 2020 and 2019.
- 11. <u>Use of Estimates</u>: The presentation of financial statements in accordance 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 disclosures 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 these estimates.
- 12. <u>Subsequent Events</u>: Subsequent events for the Company have been considered through the date of the Independent Auditor's Report which represents the date the financial statements were available to be issued (see Note N).

Note B - Summary of Significant Accounting Policies (Continued)

- 13. <u>Change in Accounting Principle</u>: On October 1, 2019, the Company adopted ASU 2014-09 *Revenue from Contracts with Customers* and all subsequent amendments to the ASU (collectively, "Topic 606"). Topic 606 creates a single framework for recognizing revenue from contracts with customers that fall within its scope and supersedes nearly all existing GAAP for revenue recognition guidance. The standard's core principle is that an entity will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The majority of the Company's revenue streams under Topic 606 primarily consist of income from miscellaneous tenant charges. The Company evaluated the income from these revenue streams and determined that no adjustments were required upon adoption of this standard.
- 14. <u>Recent Accounting Pronouncements</u>: In February 2016, the FASB issued ASU 2016-02, *Leases*. The standard requires all leases with lease terms over 12 months to be capitalized as a right-of-use asset and lease liability on the balance sheet at the date of lease commencement. Leases will be classified as either finance or operating. This distinction will be relevant for the pattern of expense recognition in the statement of operations. This standard will be effective for the year ending September 30, 2023.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments-Credit Losses*. The standard requires a financial asset (including trade receivables) measured at amortized cost basis to be presented at the net amount expected to be collected. Thus, the statement of operations will reflect the measurement of credit losses for newly-recognized financial assets as well as the expected increases or decreases of expected credit losses that have taken place during the period. This standard will be effective for the year ending September 30, 2024.

The Company is currently in the process of evaluating the impact of adoption of ASU 2016-02 and ASU 2016-13 on the financial statements.

Note C - Mortgage Payable

On October 1, 2015, the Company entered into a construction loan agreement with Walker & Dunlop, LLC with maximum available borrowings of \$7,875,600 (the "Note"). The Note has an interest rate of 4.25% and upon final endorsement requires 480 monthly payments of principal and interest of \$34,150. The loan matures on April 1, 2057. The Note is secured by a security deed on the Company's property and land and is governed by the existing 221(d)(4) Regulatory Agreement with HUD. The final draw in the amount of \$808,061 occurred during the year ended September 30, 2019. The balance of the Note, net of unamortized debt issuance costs, is \$7,485,929 and \$7,567,783 at September 30, 2020 and 2019, respectively.

Note C - Mortgage Payable (Continued)

The Note restricts prepayment in whole or in part prior to May 1, 2027. If prepayments are made prior to that date, the Company is subject to a prepayment premium applied to the outstanding principal balance as disclosed in the following table:

May 1, 2020 to April 30, 2021	7%
May 1, 2021 to April 30, 2022	6%
May 1, 2022 to April 30, 2023	5%
May 1, 2023 to April 30, 2024	4%
May 1, 2024 to April 30, 2025	3%
May 1, 2025 to April 30, 2026	2%
May 1, 2026 to April 30, 2027	1%
May 1, 2027 and thereafter	No prepayment premium

Any prepayment must also be approved by HUD. Subsequent to May 1, 2027, the Note can be repaid in full without prepayment premium.

Notwithstanding any prepayment prohibition imposed and/or penalty required by the note with respect to prepayments made prior to May 1, 2026, the indebtedness may be prepaid in part or in full without consent of the mortgagee and without prepayment penalty if HUD determines that prepayment will avoid a mortgage insurance claim and is therefore in the best interest of the Federal Government.

Interest expense on the mortgage loan for the years ended September 30, 2020 and 2019 was \$324,666 and \$322,628, respectively.

Note C - Mortgage Payable (Continued)

Debt issuance costs related to the mortgage loan of the Company, in the amount of \$119,297, have been capitalized and are being amortized over the term of the loan. At September 30, 2020 and 2019, \$114,078 and \$117,060, respectively, remains to be amortized. Amortization of these costs is included in financial expense and amounted to \$2,982 and \$2,237 for the years ended September 30, 2020 and 2019, respectively.

The following schedule lists the principal to be paid against the outstanding mortgage note during each of the next five years and thereafter.

Year	Amount due
2021	\$ 88,513
2022	92,349
2023	96,351
2024	100,527
2025	104,883
Thereafter	7,117,384
	\$ 7,600,007

Note D - Related Party Transactions

Through September 30, 2019, the Member has paid certain expenses on behalf of the Company which have been classified as advances due to the Member. The expenses paid by the Member are primarily for debt service and fees paid to the lender to extend the 221(d)(4) loan final endorsement date. During the year ended September 30, 2020, the net amount of repayments to the Member was \$213,023. During the year ended September 30, 2019, the net amount of repayments to the Member was \$433,410. The balance due to the Member was \$0 and \$213,023 at September 30, 2020 and 2019, respectively.

Note E - Construction Costs

Construction costs incurred during the Project's development totaling \$3,211 were paid during the year ended September 30, 2020. During the year ended September 30, 2019, construction costs totaling \$462,303 were paid. These costs are now considered paid in full.

Note F - Distributions Payable and Surplus Cash

Annual and semi-annual distributions payable from funds provided by rental operations are permitted by Section 13 of the Company's Regulatory Agreement with HUD, provided: (1) surplus cash, as defined by HUD, is available for such purposes; (2) the Project is in compliance with all outstanding notices of requirements for proper maintenance; and, (3) there is no default under the Regulatory Agreement or under the mortgage note. No amounts were distributed during the years ended September 30, 2020 and 2019. The maximum distributable amount for the year ended September 30, 2020 is \$68,347.

Note G - Member's Equity

Surplus Cash, as defined by HUD, shall be distributed to the sole member of the Company. There have been no changes in members during 2020 and 2019. The Member contributed a net amount of \$351,606 to the Project in the current year after a dispute was settled with a general contractor involved in the construction of the Project. (see Note L - Contingencies for additional detail). Attention is directed to the Operating Agreement for further detail on the capital structure of the Company.

Note H - Limited Liability

The liability of the Member for the debts, losses and obligations of the Company shall not exceed the amount of such Member's capital account. The Member shall be indemnified by the Company against losses paid in settlement of claims by it relating to the Company provided such losses were not the result of negligence or misconduct on the part of the Member.

Note I - Current Vulnerability Due to Certain Concentrations

The Company's sole asset is a government regulated apartment project. The operations of the Company are subject to the administrative directives, rules and regulations of federal, state and local regulatory agencies, including, but not limited to, HUD. Such administrative directives, rules and regulations are subject to change by an act of congress or an administrative change mandated by HUD. Such changes may occur with little notice or inadequate funding to pay for the related cost, including the additional administrative burden, to comply with a change.

Note J - Restricted Cash

Under the terms of the Regulatory Agreement with HUD, the Company is required to make monthly deposits to the Replacement Reserve account which is held by the mortgagee. Withdrawals from the Replacement Reserve account can only be made with written approval from HUD.

Under the terms of the mortgage note, the Company is required to make monthly deposits to the Escrow account which is held by the mortgagee. The funds in this account are to be used for payment of property taxes, property insurance and mortgage insurance.

Under the terms of the Regulatory Agreement with HUD, any funds collected as security deposits are required to be kept separate from all other funds of the Company. The balance in the security deposit account shall at all times equal or exceed the aggregate of the tenant security deposit liability. The use of tenant security deposits for operations is prohibited unless a tenant has forfeited the deposit.

The Company was required to make monthly deposits into a mortgage escrow account in an amount determined by the lender until final endorsement of the 221(d)(4) loan. Deposits are no longer required to be made into this reserve account. During the year ended September 30, 2019, \$129,450 was withdrawn from this account upon final endorsement of the mortgage loan and applied to the mortgage principal balance. The remaining balance of this reserve will be held for at least 12 months from the final endorsement date of the mortgage loan. The balance in the reserve is \$248,707 at both September 30, 2020 and 2019.

The change order escrow was established to fund change orders during construction. The remaining funds were withdrawn from this escrow during the year ended September 30, 2019 upon final endorsement of the 221(d)(4) loan. The balance in the change order escrow is \$0 as of both September 30, 2020 and 2019.

Note K - Management Agreement

The Company has a management agreement with a third-party management company. The management company collects a fee of 5.5% of residential income collected, which is included in administrative expenses on the statements of operations. The Company recognized management fee expense of \$31,407 and \$36,601, respectively, for the years ended September 30, 2020 and 2019.

Note L - Contingencies

The Company is subject to claims and legal actions in the ordinary course of its business. The Company was engaged in a dispute with the general contractor used for the construction of the Project. As part of this dispute, the Member has estimated an amount of liquidated damages and reimbursement of financing fees charged to extend the final endorsement date of the 221(d)(4) loan. During the year ended September 30, 2020, the Member settled the dispute and contributed a net amount of \$351,606 to the Company. During the year ended September 30, 2019, the Company received a refund of \$170,000 which was related to the extension fees.

Note M - COVID-19 Contingency

In March 2020, the World Health Organization declared the global novel coronavirus disease 2019 ("COVID-19") outbreak a pandemic. Further, the United States Centers for Disease Control and Prevention confirmed the spread of the disease throughout the United States. As of the date the financial statements were available to be issued, the Company's operations have not been significantly impacted by the COVID-19 outbreak. The Company's operations could be adversely affected as a result of COVID-19, but the impact is not known at this point as the scale and severity of the outbreak, and resulting economic impact, is still largely unknown.

Note N - Casualty Loss

The Project sustained tornado damage during the year ended September 30, 2020. The Company received insurance proceeds in the amount of \$823,682 in December 2020 which will be held in escrow with the mortgage company until the repairs are completed. This amount is recognized as accounts receivable - insurance proceeds in the balance sheet at September 30, 2020. Due to the extent of damage incurred, the portion of the building damaged by the tornado has been disposed of and the replacement costs will be capitalized upon completion. The total gain recognized on the disposition of the building was \$52,338. No replacement costs were incurred during the year ended September 30, 2020. All replacement costs are expected to be completed during the year ended September 30, 2021.

Supplementary Information

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Supplementary Information Balance Sheet Data September 30, 2020

Assets

Current asset	S	
1120	Cash - operations	\$ 112,065
1130	Accounts receivable - tenant	4,254
1140	Accounts and notes receivable - insurance proceeds	823,682
1200	Prepaid expenses	25,080
1100T	Total current assets	965,081
Deposits held	l in trust - funded	
1191	Tenant deposits held in trust	11,867
Destricted de	nosite and funded accomics	
1310	posits and funded reserves	20.285
1310	Escrow deposits	39,385 63.057
1320	Replacement reserve Other escrows	63,057 248 707
1330	Other escrows	 248,707
1300T	Total restricted deposits and funded reserves	351,149
Fixed assets		
1410	Land and land improvements	804,280
1420	Buildings	7,992,662
1450	Furniture	 238,321
1400T	Total fixed assets	9,035,263
1495	Accumulated depreciation	 (706,234)
1400N	Net fixed assets	 8,329,029
1000T	Total assets	\$ 9,657,126

See independent auditor's report.

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Supplementary Information (Continued) Balance Sheet Data (Continued) September 30, 2020

Liabilities and member's equity

Current liabi	lities			
2131	Accrued interest payable	\$	26,917	
2170	Mortgage payable - current portion		88,513	
2210	Prepaid revenue		3,909	
2122T	Total current liabilities		119,339	
Deposit liabi	lities			
2191	Tenant deposits held in trust (contra)		11,867	
Long torm li	abilities			
Long-term liabilities2320Mortgage payable - less current portion				
2320 2340	Debt issuance costs		7,511,494	
2340	Debt issuance costs		(114,078)	
2300T	Total long-term liabilities		7,397,416	
2000T	Total liabilities		7,528,622	
Member's equity				
3130	Member's equity		2,128,504	
2033T	Total liabilities and member's equity	\$	9,657,126	

See independent auditor's report.

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Supplementary Information (Continued) Profit and Loss Data Year Ended September 30, 2020

Revenues 5120 5192	Rent revenue - gross potential Rent revenue/insurance	\$ 723,950 193,055
5100T	Total potential rent revenue	917,005
5220 5250	Vacancies - apartments Vacancies - rental concessions	 (149,707) (42,834)
5152N	Net rental revenue	724,464
5440	Revenue from investments - replacement reserve	 27
5400T	Total financial revenue	27
5920 5990	Tenant charges Miscellaneous revenue	 10,155 54,570
5900T	Total other revenue	 64,725
5000T	Total revenues	789,216
Expenses		
6210	Advertising and marketing	12,500
6250	Other renting expenses	4,705
6310	Office salaries	51,328
6311	Office expenses	19,539
6320	Management fee	31,407
6340	Legal expenses	1,084
6350	Auditing expense	623
6370	Bad debts	3,239
6390	Miscellaneous administrative expenses	 11,636
6263T	Total administrative expenses	136,061
6450	Electricity	30,854
6451	Water	 16,898
6400T	Total utilities expense	47,752

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Supplementary Information (Continued) Profit and Loss Data (Continued) Year Ended September 30, 2020

Expenses (Co	ontinued)	
6510	Payroll	\$ 37,300
6515	Supplies	10,459
6520	Contracts	107,122
6530	Security payroll contract	 9,575
6500T	Total operating and maintenance expenses	164,456
6720	Property and liability insurance	4,063
6722	Workmen's compensation insurance	1,654
6790	Miscellaneous taxes, licenses, permits and insurance	 2,755
6700T	Total taxes and insurance	8,472
6820	Interest on first mortgage payable	327,648
6850	Mortgage insurance premium	 49,328
6800T	Total financial expenses	 376,976
6000T	Total cost of operations before depreciation	 733,717
5060T	Net profit before depreciation	55,499
6600	Depreciation expense	 298,701
	Total depreciation and amortization	 298,701
3250	Net loss	(243,202)
S1100-010	Member's equity, beginning of year	2,020,100
S1200-420	Contributions	 351,606
3130	Member's equity, end of year	\$ 2,128,504

MDHA 10th & Jefferson, LLC		
(A Tennessee Limited Liability Company)		
Project No. 086-35394		
Supplementary Information (Continued)		
Profit and Loss Data (Continued)		
Year Ended September 30, 2020		

S1000-010	Total mortgage principal payments required during		
	the audit year (12 monthly payments).	\$	84,836
S1000-020	Total of 12 monthly deposits in the audit year into the replacement reserve account, as required by the Regulatory Agreement even		
	if payments may be temporarily suspended or reduced.	\$	13,500
S1000-030	Replacement reserves, or residual receipts releases which	¢	
	are included as expense items on this profit and loss statement.	\$	-

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Supplementary Information (Continued) Cash Flows Data Year Ended September 30, 2020

Cash flows from operating activities

Receipts Rental S1200-010 \$ 717,815 S1200-020 27 Interest S1200-030 Other operating 12,387 S1200-040 Total receipts 730,229 Disbursements S1200-050 Administrative 53,326 S1200-070 Management fee 31,407 Utilities S1200-090 50,963 S1200-100 Salaries and wages 88,628 S1200-110 Operating and maintenance 127,156 S1200-140 Property insurance 4,063 Miscellaneous taxes and insurance 4,409 S1200-150 S1200-180 Interest on mortgage 324,966 S1200-210 Mortgage insurance premium 49,328 S1200-230 Total disbursements 734,246 S1200-240 Net cash used in operating activities (4,017)Cash flows from investing activities S1200-245 Net deposits to the mortgage escrow account (5,795)Net deposits to the reserve for replacement account S1200-250 (13, 527)S1200-350 Net cash used in investing activities (19, 322)Cash flows from financing activities S1200-360 Principal payments - mortgage (84, 836)S1200-430 Contributions 351,606 S1200-450 Net repayment of advances from member (213,023)S1200-460 Net cash provided by financing activities 53,747 S1200-470 Net increase in cash 30,408 S1200-480 Cash, beginning of year 81,657 S1200T Cash, end of year \$ 112,065

See independent auditor's report.

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Supplementary Information (Continued) Cash Flows Data (Continued) Year Ended September 30, 2020

Reconciliation of net loss to net cash used in operating activities			
3250	Net loss	\$	(243,202)
	Adjustments to reconcile net loss to net cash		
	used in operating activities		
6600	Depreciation expenses		298,701
S1200-486	Amortization of debt issuance costs		2,982
S1200-600	Gain on disposal of property damaged by tornado		(52,338)
	Changes in certain assets and liabilities		
S1200-490	(Increase) in tenant accounts receivable		(226)
S1200-530	Decrease in tenant deposits held in trust		13,925
S1200-540	(Decrease) in accounts payable - trade		(3,211)
S1200-570	(Decrease) in accrued interest payable		(300)
S1200-580	(Decrease) in tenant deposits held in trust (contra)		(13,925)
S1200-590	(Decrease) in prepaid revenue		(6,423)
S1200-610	Net cash used in operating activities	\$	(4,017)

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Supplementary Information (Continued) Schedule of Reserve for Replacement Year Ended September 30, 2020

1320P	Balance at beginning of year	\$	49,530
1320DT	Total monthly deposits		13,500
1320INT	Interest on replacement reserve account		27
1320	Balance at end of year, confirmed by mortgagee	\$	63,057
1320R	Deposits suspended or waived indicator	Ν	

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Supplementary Information (Continued) Computation of Surplus Cash Distributions - Annual Year Ended September 30, 2020

Cash		
S1300-010	Cash	\$ 123,932
~		
Current obliga	tions	
S1300-050	Accrued mortgage interest payable	26,917
2210	Prepaid revenue	3,909
2191	Tenant security deposit liability	11,867
S1300-110	Current mortgage principal payment, replacement reserve and escrow deposits	 12,892
S1300-140	Total current obligations	 55,585
S1300-150	Surplus cash	\$ 68,347

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Supplementary Information (Continued) Schedule of Changes in Fixed Asset Accounts Year Ended September 30, 2020

Fixed assets	Beginning balance	Additions	Deductions	Ending balance	
1410 Land and land improvements	\$ 804,280	\$ -	\$ -	\$ 804,280	
1420 Buildings	8,816,344	-	(823,682)	7,992,662	
1450 Furniture	238,321			238,321	
1400T Total fixed assets	\$ 9,858,945	\$ -	\$ (823,682)	\$ 9,035,263	
1495 Accumulated depreciation	\$ 459,871	\$ 298,701	\$ (52,338)	\$ 706,234	
1400N Net book value				\$ 8,329,029	
Schedule of fixed asset deductions	Description			Amount	

1420DT	Buildings Roofs damaged by tornado Buildings damaged by tornado		\$ 233,000 590,682
			\$ 823,682

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Supplementary Information (Continued) Miscellaneous Account Detail for the Profit and Loss Data Year Ended September 30, 2020

5990 Miscellaneous revenue

	Description	Amount	
	Gain on disposal of property damaged by tornado Grant revenue	\$	52,338 2,232
	Total	\$	54,570
6790	Miscellaneous taxes, licenses, permits and insurance		
	Description	A	mount
	Payments in lieu of taxes Miscellaneous titles and fees	\$	2,700 55
	Total	\$	2,755

See independent auditor's report.

Reports on Internal Control and Compliance



Independent Auditor's Report 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*

To the Member of MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company)

We have audited, 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, the financial statements of MDHA 10th & Jefferson, LLC (a Tennessee limited liability company), HUD Project No. 086-35394, which comprise the balance sheet as of September 30, 2020, and the related statements of operations, changes in member's equity and cash flows for the year then ended and the related notes to the financial statements, and have issued our report thereon dated December 30, 2020.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered MDHA 10th & Jefferson, LLC'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 opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of MDHA 10th & Jefferson, LLC's internal control. Accordingly, we do not express an opinion on the effectiveness of MDHA 10th & Jefferson, LLC'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.

MCM CPAs & Advisors LLP

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Independent Auditor's Report 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* (Continued)

Compliance and Other Matters

As part of obtaining reasonable assurance about whether MDHA 10th & Jefferson, LLC'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 no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

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.

MCM CPAS & ADVISONS UP

MCM CPAs & Advisors LLP 27-1235638 Rebekah S. Payne - Engagement Partner Indianapolis, Indiana December 30, 2020



Independent Auditor's Report on Compliance for the Major HUD Program and on Internal Control over Compliance Required by the *Consolidated Audit Guide for Audits of HUD Programs*

To the Member of MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company)

Report on Compliance for the Major HUD Program

We have audited MDHA 10th & Jefferson, LLC's (a Tennessee limited liability company), HUD Project No. 086-35394, compliance with the compliance requirements described in the *Consolidated Audit Guide for Audits of HUD Programs* (the Guide) that could have a direct and material effect on the major HUD program of MDHA 10th & Jefferson, LLC for the year ended September 30, 2020. MDHA 10th & Jefferson, LLC's major HUD program and the related direct and material compliance requirements are as follows:

Name of Major HUD Program	Direct and Material Compliance Requirement			
Section 221(d)(4) Multifamily Rental Housing for	Federal Financial Reporting, Mortgage Status,			
Moderate Income Families	Replacement Reserve, Distributions to Owners, Equity			
	Skimming, Cash Receipts, Cash Disbursements, Tenant			
	Security Deposits, Management Functions, Unauthorized			
	Change of Ownership/Acquisition of Liabilities, and			
	Unauthorized Loans of Project Funds			

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to its HUD program.

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Independent Auditor's Report on Compliance for the Major HUD Program and on Internal Control over Compliance Required by the *Consolidated Audit Guide for Audits of HUD Programs* (Continued)

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for the major HUD program of MDHA 10th & Jefferson, LLC based on our audit of the compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the Guide. Those standards and the Guide require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the compliance requirements referred to above that could have a direct and material effect on the major HUD program occurred. An audit includes examining, on a test basis, evidence about MDHA 10th & Jefferson, LLC's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our audit opinion on compliance for the major HUD program. However, our audit does not provide a legal determination of MDHA 10th & Jefferson, LLC's compliance.

Opinion on the Major HUD Program

In our opinion, MDHA 10th & Jefferson, LLC complied, in all material respects, with the compliance requirements referred to above that could have a direct and material effect on its major HUD program for the year ended September 30, 2020.

Report on Internal Control over Compliance

Management of MDHA 10th & Jefferson, LLC is responsible for establishing and maintaining effective internal control over compliance with the compliance requirements referred to above. In planning and performing our audit of compliance, we considered MDHA 10th & Jefferson, LLC's internal control over compliance with the requirements that could have a direct and material effect on the major HUD program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for the major HUD program and to test and report on internal control over compliance in accordance with the Guide, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of MDHA 10th & Jefferson, LLC's internal control over compliance.

A *deficiency in internal control over compliance* exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a compliance requirement of a HUD program on a timely basis. A *material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance is a reasonable possibility that material noncompliance with a compliance requirement of a HUD program will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance requirement of a HUD program will not be prevented is a deficiency, or a combination of deficiencies, in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance requirement of a HUD program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified. Independent Auditor's Report on Compliance for the Major HUD Program and on Internal Control over Compliance Required by the *Consolidated Audit Guide for Audits of HUD Programs* (Continued)

Report on Internal Control over Compliance (Continued)

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Guide. Accordingly, this report is not suitable for any other purpose.

MCM CPAS & ADVISONS LIP

MCM CPAs & Advisors LLP 27-1235638 Rebekah S. Payne - Engagement Partner Indianapolis, Indiana December 30, 2020

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Schedule of Findings, Questioned Costs, and Recommendations Year Ended September 30, 2020

Our audit disclosed no findings that are required to be reported herein under the Consolidated Audit Guide for Audits of HUD Programs.

MDHA 10th & Jefferson, LLC (A Tennessee Limited Liability Company) Project No. 086-35394 Schedule of the Status of Prior Audit Findings, Questioned Costs, and Recommendations Year Ended September 30, 2020

Section 1 - Prior Audit Findings:

Independent Auditor's Reports, dated December 27, 2019, for the period ended September 30, 2019, issued by MCM CPAs & Advisors LLP.

There were no open findings from the prior auditor's reports.

<u>Section 2 - Findings from Audits, Attestation or Other Studies Performed by HUD, another Federal Agency, or a Contract Administrator Issued During the period from October 1, 2019 through December 30, 2020:</u>

There were no reports issued by HUD, other federal agencies, or contract administrators during the period covered by this audit.

<u>Section 3 - Deficiencies listed in letters or reports issued by HUD management as a result of reviews of the entity's activities that relate to the audit objectives during the period from October 1, 2019 through December 30, 2020:</u>

There were no letters or reports issued by HUD management during the period covered by this audit.

MORTGAGOR'S CERTIFICATION

WE HEREBY CERTIFY THAT WE HAVE EXAMINED THE ACCOMPANYING FINANCIAL STATEMENTS, SUPPLEMENTARY INFORMATION AND REPORTS ON INTERNAL CONTROL AND COMPLIANCE OF MDHA 10TH & JEFFERSON, LLC (A TENNESSEE LIMITED LIABILITY COMPANY), HUD PROJECT NO. 086-35394, AND, TO THE BEST OF OUR KNOWLEDGE AND BELIEF, THE SAME ARE ACCURATE AND COMPLETE.

Sole Member

615-252-8442 Telephone Number

December 30, 2020 Date

MANAGING AGENT'S CERTIFICATION

WE HEREBY CERTIFY THAT WE HAVE EXAMINED THE ACCOMPANYING FINANCIAL STATEMENTS, SUPPLEMENTARY INFORMATION AND REPORTS ON INTERNAL CONTROL AND COMPLIANCE OF MDHA 10TH & JEFFERSON, LLC (A TENNESSEE LIMITED LIABILITY COMPANY), HUD PROJECT NO. 086-35394, AND, TO THE BEST OF OUR KNOWLEDGE AND BELIEF, THE SAME ARE ACCURATE AND COMPLETE.

> Freeman Webb Company, Realtors Managing Agent

> > Officer

Employer Identification Number