Financial Statements
(With Supplementary Information)
and Independent Auditor's Report

June 30, 2020 and 2019



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Independent Auditor's Report

To the Management Pooks Hill Development Corporation

Report on the Financial Statements

We have audited the accompanying financial statements of Pooks Hill Development Corporation, which comprise the balance sheets as of June 30, 2020 and 2019, and the related statements of operations, changes in net assets 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 audit. We conducted our audit 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 Pooks Hill Development Corporation as of June 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.



Report on Supplementary Information

CohnReynickLLF

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The June 30, 2020 and 2019 accompanying supplementary information on pages 17 and 18 is presented for purposes of additional analysis 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 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.

Baltimore, Maryland December 1, 2020

Balance Sheets June 30, 2020 and 2019

<u>Assets</u>

	2020		2019
Current assets Cash and cash equivalents Interfund receivable Accounts receivable and other assets	\$	523,564 10,276 58,571	\$ 458,210 31,576 53,707
Total current assets		592,411	543,493
Restricted cash and cash equivalents Customer deposits - funded security deposits Restricted cash and cash equivalents		66,582 1,201,516	65,182 1,037,902
Total restricted cash and cash equivalents		1,268,098	 1,103,084
Noncurrent assets Rental property, net of accumulated depreciation		15,076,891	 15,580,420
Total noncurrent assets		15,076,891	 15,580,420
Total assets	\$	16,937,400	\$ 17,226,997

Balance Sheets June 30, 2020 and 2019

Liabilities and Net Assets

	2020		2019	
Current liabilities Accounts payable and accrued liabilities Mortgage payable - current Accrued interest payable	\$	215,141 464,654 40,806	\$	108,971 449,927 42,015
Total current liabilities		720,601		600,913
Current liabilities payable from restricted cash and cash equivalents Customer deposits payable - tenant security deposits		65,432		61,189
Noncurrent liabilities Mortgage payable, net of unamortized debt issuance costs of \$41,403 and \$43,236 and net of current maturities,				
respectively		14,677,547		15,140,368
Total noncurrent liabilities		14,677,547		15,140,368
Total liabilities		15,463,580		15,802,470
Net assets		1,473,820		1,424,527
Total liabilities and net assets	\$	16,937,400	\$	17,226,997

Statements of Operations Years Ended June 30, 2020 and 2019

	 2020	2019
Operating revenue Dwelling rental Commercial rental Other income	\$ 2,919,336 33,760 945	\$ 2,858,286 30,203 16,505
Total operating revenue	 2,954,041	2,904,994
Operating expenses Administration Maintenance Bad debt Depreciation Utilities Fringe benefits Interest expense Other	325,609 341,075 16,874 527,058 165,697 68,280 498,194 963,167	316,540 395,212 39,988 527,893 153,703 61,568 512,492 900,079
Total operating expenses	 2,905,954	2,907,475
Operating income (loss)	48,087	(2,481)
Nonoperating revenues Investment income	 1,206	 1,696
Net income (loss)	\$ 49,293	\$ (785)

Statements of Changes in Net Assets Years Ended June 30, 2020 and 2019

Balance, July 1, 2018	\$ 1,425,312
Net loss	 (785)
Balance, June 30, 2019	1,424,527
Net income	 49,293
Balance, June 30, 2020	\$ 1,473,820

Statements of Cash Flows Years Ended June 30, 2020 and 2019

	 2020	 2019
Cash flows from operating activities Net income (loss) Adjustments to reconcile net income (loss) to net cash	\$ 49,293	\$ (785)
provided by operating activities Depreciation Amortization of debt issuance costs (Increase) decrease in assets	527,058 1,833	527,893 1,834
Accounts receivable and other assets Increase (decrease) in liabilities	(4,864)	26,596
Accounts payable and accrued liabilities Accrued interest payable Customer deposits payable	106,170 (1,209) 4,243	741 (1,171) 2,753
Net cash provided by operating activities	682,524	 557,861
Cash flows from investing activities Decrease in interfund receivable Purchase of fixed asset property	 21,300 (23,529)	424 -
Net cash (used in) provided by investing activities	(2,229)	424
Cash flows from financing activities Payments on mortgage payable	(449,927)	(435,667)
Net cash used in financing activities	 (449,927)	 (435,667)
Net increase in cash, cash equivalents and restricted cash	230,368	122,618
Cash, cash equivalents, and restricted cash, beginning	1,561,294	1,438,676
Cash, cash equivalents, and restricted cash, ending	\$ 1,791,662	\$ 1,561,294
Supplemental disclosure of cash flow information Cash paid during the year for interest	\$ 497,570	\$ 511,829

Notes to Financial Statements June 30, 2020 and 2019

Note 1 - Organization

Pooks Hill Development Corporation (the "Corporation") was formed as a nonstock corporation under the laws of the State of Maryland on October 4, 2012. The Corporation is a component unit of the Housing Opportunities Commission of Montgomery County, Maryland (the "Commission"). It was formed for the purpose of acquiring a 190-unit apartment complex to provide rental housing to persons of low and moderate income and is located in Bethesda, Maryland operating under the name Pooks Hill Apartment Tower (the "Project").

Note 2 - Summary of significant accounting policies

Use of 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.

Accounts receivable and bad debts

Tenant receivables are reported net of an allowance for doubtful accounts. Management's estimate of the allowance is based on historical collection experience and a review of the current status of tenant accounts receivable. It is reasonably possible that management's estimate of the allowance will change. As of June 30, 2020 and 2019, the allowance was \$1,902 and \$0, respectively.

Rental property

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 by use of the straight-line method for financial reporting purposes. For income tax purposes, accelerated lives and methods are used.

		Estimated
	Method	useful lives
Buildings and improvements	Straight-line	40 years
Site improvements	Straight-line	15 years
Furniture and equipment	Straight-line	10 years

Impairment of long-lived assets

The Corporation reviews its rental property for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. When recovery is reviewed, if the undiscounted cash flows estimated to be generated by the property are less than its carrying amount, management compares the carrying amount of the property to its fair value in order to determine whether an impairment loss has occurred. The amount of the impairment loss is equal to the excess of the asset's carrying value over its estimated fair value. No impairment loss has been recognized during the years ended June 30, 2020 and 2019.

Debt issuance costs

Debt issuance costs, net of accumulated amortization, are reported as a direct deduction from the face amount of the mortgage payable to which such costs relate. Amortization of debt issuance costs is reported as a component of interest expense and is computed using an imputed interest rate on the related mortgage.

Notes to Financial Statements June 30, 2020 and 2019

Income taxes

The Corporation is a component unit of the Commission and is therefore exempt from income taxation. Accordingly, the financial statements do not include a provision for income taxes.

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the Corporation to report information regarding its exposure to various tax positions taken by the Corporation. Management has determined whether any tax positions have met the recognition threshold and has measured the Corporation's exposure to those tax positions. Management believes that the Corporation has adequately addressed all relevant tax positions and that there are no unrecorded tax liabilities. As of June 30, 2020, returns for the tax years 2017 through 2019 generally remain subject to examination by taxing authorities.

Rental income

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

Commercial lease income is recognized as earned in accordance with the respective lease terms. GAAP requires commercial lease income to be recognized on a straight-line basis over the terms of the respective leases. Rental income recorded on the straight-line method in excess of the rents billed is recognized as deferred rent asset.

Advertising costs

The Corporation's policy is to expense advertising costs when incurred.

Cash equivalents

Short-term liquid investments with original maturities of less than three months are considered to be cash equivalents. As of June 30, 2020 and 2019, there were no cash equivalents.

Change in accounting principles

In November 2016, the Financial Accounting Standards Board issued Accounting Standards Update 2016-18, *Statement of Cash Flows (Topic 230) - Restricted Cash* ("ASU 2016-18") to address diversity in practice with respect to the cash flows presentation of changes in amounts described as restricted cash and cash equivalents. ASU 2016-18 requires a reporting entity to include amounts described as either restricted cash or restricted cash and cash equivalents (collectively referred to as "restricted cash" herein) when reconciling beginning and ending balances in its statement of cash flows. The update also amends Topic 230 to require disclosures about the nature of restricted cash and provide a reconciliation of cash and restricted cash between the balance sheet and the statement of cash flows. ASU 2016-18 was adopted retrospectively during the year ended June 30, 2020. Consequently, ending cash, cash equivalents and restricted cash as of June 30, 2019 and 2018 was increased from \$458,210 to \$1,561,294 and \$446,366 to \$1,438,676, respectively.

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update 2014-09, *Revenue from Contracts with Customers (Topic 606)* ("ASU 2014-09"). Effective July 2019, the Company adopted ASU 2014-09 on a retrospective basis. The modifications under ASU 2014-09 were applied to all of the Company's contracts with customers. No practical expedients were applied. The majority of the Company's revenue is derived from leases with tenants of the Project generally for terms of one year or less, which are accounted for in accordance with *Leases*

Notes to Financial Statements June 30, 2020 and 2019

(Topic 840). Therefore, adoption of ASU 2014-09 had no impact on the recognition of rental revenue of the Project during the periods presented or on the opening balances of net assets as of July 1, 2019 and 2018.

Note 3 - Restricted cash and cash equivalents

Replacement reserve

In accordance with the Regulatory Agreement with the Commission, disbursements from the reserve for replacement for the purpose of maintenance, improvements, or renovations of the Project cannot be made without prior consent of the Commission. The reserve for replacement is pooled with other properties that are controlled by the Commission and deposited with Montgomery County, Maryland. Monthly deposits of \$65 per unit commenced on the date of the first installment of principal and interest. This amount shall be adjusted annually by 3%. As of June 30, 2020 and 2019, the balance in the reserve was \$869,826 and \$708,293, respectively.

Renovation reserve

The Corporation has an additional renovation reserve to be used to fund capital improvements or major repairs. As of June 30, 2020 and 2019, the balance in the reserve was \$285,063 and \$285,063, respectively.

Mortgage escrow

Under the agreements with the affiliate of the Commission, the Corporation is required to make monthly escrow deposits for mortgage insurance. As of June 30, 2020 and 2019, the escrow was \$46,627 and \$44,546, respectively.

Note 4 - Statements of cash flows

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

	 2020	 2019
Cash and cash equivalents Customer deposits - funded security deposits Replacement reserve Renovation escrow Mortgage escrow	\$ 523,564 66,582 869,826 285,063 46,627	\$ 458,210 65,182 708,293 285,063 44,546
Total cash, cash equivalents and restricted cash shown in statements of cash flows	\$ 1,791,662	\$ 1,561,294

Amounts included in restricted cash are comprised of security deposits held in trust for the future benefit of tenants upon moving out of the property, the replacement reserve used for paying the cost of any major repair and replacement to the property, a renovation reserve used to fund capital improvements, and an escrow for mortgage insurance deposits.

Notes to Financial Statements June 30, 2020 and 2019

Note 5 - Rental property

Property held by the Corporation at June 30, 2020 and 2019 consists of the following:

		2020		2019
Land Buildings and improvements Site improvements Furniture and equipment Accumulated depreciation	\$ 3,726,40 19,405,18 426,73 337,10 (8,818,58		\$	3,726,400 19,405,185 403,203 337,162 (8,291,530)
	\$	15,076,891	\$	15,580,420

Note 6 - Mortgage payable

The Corporation obtained financing from the Commission through the issuance of multi-family housing development bonds, in an aggregate amount not to exceed \$18,200,000. The loan converted to permanent financing on December 18, 2012, at which time monthly payments of principal and interest in the amount of \$78,958 commenced. The loan bears interest at 3.225% and matures on January 1, 2043. The Project serves as collateral for the loan. As of June 30, 2020 and 2019, the outstanding principal and accrued interest payable was \$15,183,604 and \$15,633,531, and \$40,806 and \$42,015, respectively.

As discussed in Note 2, debt issuance costs, net of accumulated amortization, totaled \$41,403 and \$43,236 as of June 30, 2020 and 2019, respectively, and are related to the mortgage payable. Debt issuance costs on the above mortgage are being amortized using an imputed rate of 3.249%. For the years ended June 30, 2020 and 2019, amortization expense related to debt issuance costs was \$1,833 and \$1,834, respectively, and is included in interest expense in the statements of operations.

Aggregate maturities of the mortgage payable for the five years following June 30, 2020 and every five years thereafter are as follows:

2021	\$ 464,654
2022	479,862
2023	495,568
2024	511,789
2025	528,540
2026-2030	2,913,802
2031-2035	3,422,915
2036-2040	4,020,983
2041-2043	 2,345,491
	\$ 15,183,604

Notes to Financial Statements June 30, 2020 and 2019

Note 7 - Related party transactions

Development corporation fee payable

The Commission earns an annual noncumulative development corporation fee. The fee is based off of the property's annual budget and is payable from available cash flow. For the years ended June 30, 2020 and 2019, development corporation fees of \$573,168 and \$530,000, respectively, were incurred and are included in other expenses on the statements of operations. As of June 30, 2020 and 2019, development corporation fees of \$100,000 and \$0, respectively, remain payable and are included in accounts payable and other accrued liabilities on the balance sheets.

Intercompany receivable

The Corporation made advances to affiliates which do not bear interest and are due on demand. Management closely monitors outstanding balances and provides for probable uncollectible amounts through a charge to earnings and a credit to a valuation allowance based on its assessment of the current status of individual accounts. As of June 30, 2020 and 2019, \$10,276 and \$31,576, respectively, were due to the Corporation.

Asset management fee

Pursuant to Section 7 of the Asset Management Fee Agreement (the "Agreement"), the Corporation agreed to pay an annual asset management fee to the Commission equal to the proportionate share of the asset management agent's indirect overhead expense attributable to the Project for the preceding year as determined annually as part of the asset management agent's annual budget. The Agreement renews automatically without notice. For the years ended June 30, 2020 and 2019, asset management fees of \$202,340 and \$213,680, respectively, were incurred and paid and are included in other expenses on the statements of operations.

Loan management fees

In accordance with the Regulatory Agreement with the Commission, the Corporation is required to pay the Commission an annual monitoring fee of 0.25% of the original principal balance of the loan. For the years ended June 30, 2020 and 2019, loan management fees of \$45,500, respectively, were incurred and paid and are included in other expenses on the statements of operations.

Shared expenses

The Corporation shares certain operating costs with affiliated projects within its geographical region. As of June 30, 2020 and 2019, the Organization has no amounts due to or from related parties for shared costs with affiliated projects.

Note 8 - Property management fee

The Corporation has an agreement with Vantage Management Inc., an unrelated party, to provide property management services, effective September 1, 2013 through September 30, 2016. After that date the agreement automatically renews annually unless terminated by the parties. The agreement provides for a fee of \$42 per unit per month increasing annually for the change in CPI. Effective January 2020 through December 2020, the fee was increased to \$44.10 per month per occupied unit. Management fees charged to operations under this agreement for the years ended June 30, 2020 and 2019 were \$100,223 and \$101,604, respectively. As of June 30, 2019 and 2018, \$8,247 and \$8,495, respectively, remained payable and are included in accounts payable and other accrued liabilities on the balance sheets.

Notes to Financial Statements June 30, 2020 and 2019

Note 9 - Payment in lieu of taxes ("PILOT")

The Corporation entered into an agreement with Montgomery County, Maryland for a PILOT. Under the agreement, the Corporation received a 100% reduction of the county and special area real property taxes. The agreement may be terminated by the county as of June 30 of any tax year upon 30 days' written notice to the Corporation, as defined. During the years ended June 30, 2020 and 2019, the Corporation did not incur or pay property taxes to Montgomery County, Maryland under this agreement.

Note 10 - Net assets

The Commission, the Corporation's controlling entity, is required to report on a fund basis. The Corporation, therefore has reported net assets on a fund basis to conform to the Commission's presentation. This presentation does not conform with generally accepted accounting principles, but is not materially different. Below is a summary of the Corporation's net assets as of June 30, 2020 and 2019:

	 2020	2019
Investment in capital assets, net of related debt Restricted net assets Unrestricted net assets	\$ (106,713) 1,202,666 377,867	\$ (53,111) 1,041,895 435,743
	\$ 1,473,820	\$ 1,424,527

Note 11 - Rental income under operating lease

The Project has a commercial lease that commenced on August 1, 2017 with the Cellco Partnership for a term of five years. The Agreement shall automatically be extended for three additional five-year terms through August 1, 2037, unless terminated by the lessee, as defined. The following is a schedule of minimum future rental income on the commercial lease for each of the next five years and thereafter as of June 30, 2020:

2021 2022	\$ 34,604 29,435
	\$ 64,039

Note 12 - Concentration of credit risk

The Corporation, at times, will have cash in banking institutions in excess of the \$250,000 insured by the Federal Deposit Insurance Corporation ("FDIC"). Cash balances in excess of the FDIC insured amounts are collateralized with the Federal Reserve Bank and, therefore, are not at risk.

Notes to Financial Statements June 30, 2020 and 2019

Note 13 - Risks and uncertainties

In early 2020, an outbreak of a novel strain of coronavirus (COVID-19) emerged globally. As a result, events have occurred including mandates from federal, state and local authorities leading to an overall decline in economic activity which could result in a loss of lease revenue and other material adverse effects to the Company's financial position, results of operations, and cash flows. The Company is not able to reliably estimate the length or severity of this outbreak and therefore the related financial impact.

Note 14 - Subsequent events

Events that occur after the balance sheet date but before the financial statements were available to be issued must be evaluated for recognition or disclosure. The effects of subsequent events that provide evidence about conditions that existed at the balance sheet date are recognized in the accompanying financial statements. Subsequent events which provide evidence about conditions that existed after the balance sheet date require disclosure in the accompanying notes. Management evaluated the activity of the Corporation through December 1, 2020 (the date the financial statements were available to be issued) and concluded that no subsequent events have occurred that would require recognition in the financial statements or disclosure in the notes to the financial statements.



Selected Line Item Detail Years Ended June 30, 2020 and 2019

	2020		2019	
Administration				
Marketing and lease-up	\$	30,296	\$	28,707
Contract administration salary	Ψ	132,732	Ψ	128,162
Professional association dues		560		610
Contract management fee		100,223		101,604
Miscellaneous operating expenses		1,972		2,160
Postage		525		495
Printing/reproduction		2,203		2,083
Office supplies		2,941		4,664
Auditing services		12,845		12,750
Legal services		3,154		2,448
Food and beverages		180		· -
Credit check services		1,578		-
Telephone		11,918		10,932
Software		13,426		11,728
Rental license fees		8,986		8,413
Bank fees		281		379
Internet access charges		180		-
Security deposit interest		1,609		1,405
Total administration expenses	\$	325,609	\$	316,540
Maintenance				
Contract maintenance salary	\$	93,768	\$	99,711
Electrical supplies	Ψ	4,713	Ψ	7,768
Appliance supplies		5,502		2,122
Plumbing supplies		3,506		2,533
Employee uniforms		3,605		4,533
Cleaning and janitorial supplies		1,410		1,216
Grounds and landscaping supplies		-		126
Windows and glass		7		810
Doors		1,650		114
Hardware supplies		3,838		4,375
HVAC supplies		9,399		15,088
Flooring and carpeting		16,034		35,263
Miscellaneous equipment		-		3,800
Kitchen and bath supplies		8,695		-
Appliance equipment		1,427		1,059
Plumbing contracts		1,710		7,158
Cleaning and janitorial contracts		75,249		69,509
Grounds and landscaping contracts		12,465		16,747
HVAC contracts		352		-
Paint and wall coverings contracts		37,820		42,427
Elevator contracts		15,505		17,283
Exterminating contracts		5,926		5,682
Asphalt/concrete contracts		-		3,540
Snow removal contracts		2,810		3,795
Swimming pool contracts		11,016		20,586
Miscellaneous contracts Electrical contracts		15,541		12,132 713
Plumbing contracts capital		3,962 5,165		17,122
Total maintenance expenses	\$	341,075	\$	395,212
		- ,		,— - —

Selected Line Item Detail Years Ended June 30, 2020 and 2019

	2020		2019	
Utilities Water Electric Natural gas Trash collection	\$	62,159 57,642 26,689 19,207	\$	48,897 62,141 20,981 21,684
Total utility expenses	\$	165,697	\$	153,703
Fringe benefits Contract managed benefits Contract other training	\$	67,513 767	\$	60,147 1,421
Total fringe benefits	\$	68,280	\$	61,568
Other Mortgage insurance Other taxes Property insurance Water quality protection charge Security contracts Asset management fee Development corporation fee Coronavirus expense Loan management fee	\$	76,946 3,035 36,021 2,721 22,048 202,340 573,168 1,388 45,500	\$	79,163 4,780 23,327 - 3,629 213,680 530,000 - 45,500
Total other expenses	\$	963,167	\$	900,079



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