

NCHFA Project No. 9104505

Independent Auditor's Report, Financial Statements, and Supplementary Information

December 31, 2022 and 2021

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Independent Auditor's Report

Members Meadowcreek Commons, LLC NCHFA Project No. 9104505 Raleigh, NC

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Meadowcreek Commons, LLC, which comprise the balance sheets as of December 31, 2022 and 2021, and the related statements of operations, changes in members' equity (deficit), and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Meadowcreek Commons, LLC as of December 31, 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 (GAAS). 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 Meadowcreek Commons, 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 Meadowcreek Commons, 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 GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements 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 GAAS, 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 Meadowcreek Commons, 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 Meadowcreek Commons, 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.



Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The Schedules of Income and Expenses are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

FORVIS, LLP

High Point, NC February 28, 2023

	2022		 2021
ASSETS			
Current assets:			
Cash	\$	51,241	\$ 23,816
Accounts receivable, tenants		1,992	5,181
Prepaid insurance		3,014	 15,060
Total current assets		56,247	 44,057
Restricted deposits and funded reserves:			
Cash, replacement reserve		147,563	143,350
Cash, operating reserve		131,071	130,994
Cash, tax and insurance escrow		26,474	48,701
Cash, tenant security deposits		25,598	 23,086
		330,706	 346,131
Rental property, at cost:			
Land		622,435	622,435
Land improvements		505,211	505,211
Building		4,659,595	4,654,534
Furnishings and equipment		243,237	 243,237
		6,030,478	6,025,417
Accumulated depreciation		(1,904,713)	 (1,764,494)
		4,125,765	4,260,923
Other assets:			
Deferred tax credit fees (net of accumulated amortization of \$63,421 in 2022 and \$58,023 in 2021)		17,542	22,940
· ,			
	<u>\$</u>	4,530,260	\$ 4,674,051

	2022		 2021	
LIABILITIES AND MEMBERS' EQUITY				
Current liabilities:				
Current maturities of mortgages payable	\$	4,960	\$ 6,203	
Accounts payable		3,778	-	
Accrued management fees		2,071	1,545	
Accrued interest		3,145	3,124	
Other accrued liabilities		1,999	 1,539	
Total current liabilities		15,953	 12,411	
Deposits and prepayment liabilities:				
Tenant security deposits	\$	25,598	\$ 23,086	
Prepaid rent		1,787	 1,163	
		27,385	 24,249	
Long-term liabilities:				
Mortgages payable, net of unamortized debt issuance costs of \$16,609 in 2022 and \$18,363 in 2021, less				
current maturities		2,061,084	 2,060,557	
Members' equity		2,425,838	2,576,834	
	<u>\$</u>	4,530,260	\$ 4,674,051	

	2022	2021
Revenues:		
Gross tenant rent potential	\$ 248,257	\$ 234,393
Subsidized tenant rent	97,617	101,518
Less:		
Vacancies	(12,826)	(11,143)
Concessions	(2,400)	(2,400)
Loss to lease	(15,334)	(15,415)
Net rent revenue	315,314	306,953
Interest income	201	22
Other income	9,497	13,364
	9,698	13,386
Total revenues	325,012	320,339
Expenses:		
Administrative	67,322	54,389
Utilities	32,972	29,406
Management fees	24,042	22,638
Repairs and maintenance	106,092	84,224
Accounting and auditing	12,751	6,830
Taxes and insurance	13,389	14,935
Interest - mortgage loans	39,792	39,369
Incentive management fee	14,000	10,000
Depreciation	142,593	148,393
Amortization	5,398	5,397
Loss on disposal	5,883	2,193
Total expenses	464,234	417,774
Net loss	\$ (139,222)	\$ (97,435)

		2022		
	naging ember	Investor Members	Total	2021
Balance (deficit), beginning	\$ (168)	\$ 2,577,002	\$ 2,576,834	\$ 2,688,362
Net loss	(14)	(139,208)	(139,222)	(97,435)
Distributions		 (11,774)	 (11,774)	 (14,093)
Balance (deficit), ending	\$ (182)	\$ 2,426,020	\$ 2,425,838	\$ 2,576,834

	2022		2021		
Cash flows from operating activities:					
Net loss	\$	(139,222)	\$	(97,435)	
Adjustments to reconcile net loss to net cash provided	*	(100,===)	*	(31,133)	
by operating activities:					
Depreciation		142,593		148,393	
Amortization of intangible assets		5,398		5,397	
Amortization of deferred financing costs		1,754		1,753	
Loss on disposal		5,883		2,193	
Change in assets and liabilities		-,		_,	
(Increase) decrease:					
Accounts receivable, tenants		3,189		(4,724)	
Accounts receivable, other		-		1,413	
Prepaid insurance		12,046		(4,813)	
Increase (decrease):		,		(1,010)	
Accounts payable		3,778		_	
Accrued management fees		526		(483)	
Accrued interest		21		(10)	
Other accrued liabilities		460		(8,842)	
Tenant security deposit liability		2,512		(1,464)	
Prepaid rent		624		938	
Net cash provided by operating activities		39,562		42,316	
Cash flows from investing activities:					
Purchases of rental property		(13,318)		(6,201)	
- and added on the many		(10,010)		(0,201)	
Net cash used by investing activities		(13,318)		(6,201)	
Cash flows from financing activities:					
Paid in kind interest accrued into principal		4,178		3,720	
Repayment of mortgages payable		(6,648)		(7,460)	
Distribution to investor member		(11,774)		(14,093)	
Net cash used by financing activities		(14,244)		(17,833)	
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Net increase in cash, restricted deposits and					
funded reserves		12,000		18,282	
Cash, restricted deposits and funded reserves, beginning of year		369,947		351,665	
Cash, restricted deposits and funded reserves,					
end of year	\$	381,947	\$	369,947	

		2022	2021		
Supplemental disclosure of cash flow information: Cash paid for interest	\$	38,017	\$	37,626	
Reconciliation of cash, restricted deposits and funded reserves to the balance sheet: Cash Cash, replacement reserve	\$	51,241 147,563	\$	23,816 143,350	
Cash, operating reserve Cash, tax and insurance escrow Cash, tenant security deposits		131,071 26,474 25,598		130,994 48,701 23,086	
	\$	381,947	\$	369,947	

Notes to Financial Statements

1. Nature of Operations and Significant Accounting Policies

Nature of operations

Meadowcreek Commons, LLC (the "Company") was organized for the purpose of developing, constructing, owning, maintaining, and operating a 48-unit apartment complex for rent to elderly persons of low income located in Raleigh, North Carolina. The major activities of the Company are governed by the operating agreement and the loan agreements. The property was placed into service in April 2011.

The Company has one managing member - Meadowcreek Seniors, Inc., and two investor members - North Carolina Equity Fund IV Limited Partnership ("NCEF IV") and CAHEC Holdings LLC.

The ownership of the Company is as follows:

Meadowcreek Seniors, Inc.	0.01%
NCEF IV	99.98%
CAHEC Holdings	0.01%
	_100.00%

Basis of accounting

The financial statements of the Company are prepared on the accrual basis of accounting and in accordance with generally accepted accounting principles.

The following is a summary of significant accounting policies consistently applied in the preparation of these financial statements.

Income taxes

Earnings of the Company are taxed directly to the members; accordingly, the accompanying financial statements do not reflect a provision or liability for federal and state income taxes.

Rental property

Rental property is stated at cost. Depreciation is computed primarily using the straight-line method over the estimated useful lives of the assets as follows:

Land improvements20 yearsBuilding40 yearsFurnishings and equipment5 to 10 years

Improvements are capitalized, while expenditures for maintenance and repairs are charged to expense as incurred.

Cash and cash equivalents

For purposes of the statement of cash flows, the Company considers all unrestricted, highly liquid investments with an initial maturity of three months or less to be cash equivalents.

Restricted cash

Restricted cash consists of tenant security deposits, escrow deposits held by lenders for property taxes and insurance, operating reserves and replacement reserves. The tenant security deposit account represents cash restricted for the purpose of refunding tenant's security deposits paid at the move-in date. Security deposits are refunded to the tenants at the time of move-out in accordance with the tenant lease agreement, subject to cleaning and repairs incidental to normal wear on the tenant unit.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Impairment of long-lived assets

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Recoverability is measured by a comparison of the carrying amount to the future net undiscounted cash flow expected to be generated and any estimated proceeds from the eventual disposition. If the long-lived asset is considered to be impaired, the impairment to be recognized is measured at the amount by which the carrying amount exceeds the fair value as determined from an appraisal, discounted cash flows analysis, or other valuation technique. No impairment losses were recognized during 2022 and 2021.

Accounts receivable and bad debts

Tenant receivables are charged to bad debt expense when they are determined to be uncollectible based upon a periodic review of the accounts by management. Accounting principles generally accepted in the United States of America require that the allowance method be used to recognize bad debts; however, the effect of using the direct write-off method is not materially different from the results that would have been obtained under the allowance method.

Other assets

Tax credit fees are being amortized over 15 years, the tax credit compliance period.

Concentrations of credit risk

The Company maintains its cash in financial institutions insured by Federal Deposit Insurance Corporation (FDIC). Deposit accounts, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

Debt issuance costs

Loan costs are being amortized to interest expense over the lives of the related loans.

Advertising

The Company expenses advertising costs as they are incurred. Advertising expenses for the years ended December 31, 2022 and 2021 were \$60 and \$137, respectively.

Subsequent events evaluation

The Company evaluated the effect subsequent events would have on the financial statements through February 28, 2023, which is the date the financial statements were available to be issued.

2. Members' Capital Contributions

The managing member is required to make a capital contribution of \$471, all of which has been contributed as of December 31, 2022 and 2021. The investor members are required to make capital contributions of \$4,163,430, net of a downward tax credit adjuster of \$546,037, all of which has been contributed as of December 31, 2022 and 2021.

3. Mortgages Payable

Details of the mortgages payable at December 31, 2022 and 2021 are as follows:

	 2022	 2021
Note payable to City of Raleigh in the amount of \$720,000, bearing interest at 2%, with monthly payments of interest and principal beginning on April 1, 2012. All outstanding principal and interest is due February 3, 2032. Monthly payments of \$1,245 were made from January to March and \$1,178 from April to December during 2022. Accrued interest amounted to \$1,134 and \$1,140 at December 31, 2022 and 2021, respectively. Interest expense amounted to \$13,603 and \$13,635 for the years ended December 31, 2022 and 2021, respectively. Interest paid amounted to \$13,609 and \$13,632 during the years ended December 31, 2022 and 2021, respectively. Deferred loan costs amortized to interest expense amounted to \$1,443 and \$1,442 during the years ended December 31, 2022 and 2021, respectively. The loan is collateralized by a first lien on the		
property pursuant to a deed of trust.	\$ 679,987	\$ 680,713

Total

		2022		2021
Note payable to Wake County, in the amount of \$480,000, bearing interest at 1%, with monthly payments of interest and principal beginning on March 3, 2012. All outstanding principal and interest is due February 3, 2032. Monthly payments of \$830 were made from January to February and \$785 from March to December during 2022. Accrued interest amounted to \$340 and \$355 at December 31, 2022 and 2021, respectively. Interest expense amounted to \$4,359 and \$4,097 for the years ended December 31, 2022 and 2021, respectively. Interest paid amounted to \$4,374 and \$4,092 during the years ended December 31, 2022 and 2021, respectively. The loan is collateralized by a second lien on the property pursuant to a deed of trust.	\$	400,049	\$	405,971
Note payable to North Carolina Housing Finance Agency ("NCHFA") in the amount of \$977,278, bearing interest at 2%, with monthly payments of interest and principal beginning on February 1, 2014. All outstanding principal and interest is due January 1, 2034. Monthly payments of \$1,346 were made for January and of \$1,319 from February to December during 2022. The loan is negatively amortizing, as the payments are not sufficient to cover the interest paid. Accrued interest amounted to \$1,671 and \$1,629 at December 31, 2022 and 2021, respectively. Interest expense amounted to \$20,076 and \$19,884 for the years ended December 31, 2022 and 2021, respectively. Interest paid during the years ended December 31, 2022 and 2021 amounted to \$20,034, and \$19,902, respectively. Deferred loan costs amortized to interest expense amounted to \$311 during each of the years ended December 31, 2022 and 2021. The loan is collateralized by a third				
lien on the property pursuant to a deed of trust.		1,002,617		998,439
Less: unamortized debt issuance costs		(16,609)		(18,363)
		2,066,044		2,066,760
Less current maturities		(4,960)		(6,203)
	\$	2,061,084	\$	2,060,557
l estimated principal maturities of the mortgages payable subsequent to	Dec	ember 31, 202	2 are a	as follows:
2023 2024 2025 2026 2027 Future years	\$ 	4,960 4,390 3,801 3,156 2,465 2,063,881 2,082,653		

4. Related-Party Transactions

Development fee

The Company incurred a development fee of \$504,000 payable to DHIC, Inc. ("DHIC"), or an entity related to the managing member through common ownership, for services rendered to the Company for overseeing the construction of the complex. As of December 31, 2022 and 2021, the total fee has been earned, capitalized into the basis of the building and paid in full.

Incentive management fee

The Company has entered into an incentive management agreement with Meadowcreek Seniors, Inc. for its administration of the project. The fee is equal to 100% of available net cash flow up to \$24,000 per year, as defined in Note 8. The incentive management fee shall not accrue from year to year. Incentive management fees of \$14,000 were expensed in 2022 and paid from available net cash flow at December 31, 2021. In 2021, incentive management fees of \$10,000 were expensed and paid from available net cash flow at December 31, 2020.

Investor member equity distributions

The operating agreement requires the Company to pay the investor member the greater of 10% of available net cash flow, or \$4,000 per year, as defined in Note 8. Equity distributions of \$11,774 and \$14,093 were paid in 2022 and 2021, respectively, from available net cash flow at December 31, 2021 and 2020, respectively.

5. Reserves

Replacement reserve

The operating agreement and loan agreements require the Company to fund a replacement reserve using cash flow from operations, as defined in Note 8. Reserve additions of \$12,000 (\$250 per unit per year), increasing by 4% each year, are required to be made annually, commencing in the same month as the first payment on the highest priority permanent financing. Other than in an emergency situation (such as fire or natural disaster), the managing member may not utilize the reserve without the investor members' written consent, and any withdrawal requires the NCHFA's written approval. The replacement reserve is to be held in an interest-bearing, segregated account with any interest earned added to the amount of the replacement reserve. An analysis of the replacement reserve for the years ended December 31, 2022 and 2021 is as follows:

		2022	 2021
Balance, beginning	\$	143,350	\$ 124,892
Funding Authorized withdrawals		19,212 (15,098)	18,473
Interest, net of fees		99	 <u>(15</u>)
Balance, ending	<u>\$</u>	147,563	\$ 143,350

Operating reserve

The loan agreement with the NCHFA requires the Company to fund an operating reserve in an amount equal to \$130,932 (the "Required Minimum Amount") from the proceeds of the second installment of the investor member capital contributions. After the lease-up date, funds in the reserve may be used to pay operating costs and expenses of the Company to the extent the Company's collected gross receipts are insufficient for such purpose. The managing member may not utilize the reserve without the NCHFA's and the investor member's prior written consent. The operating reserve is to be held in an interest-bearing, segregated account with any interest earned added to the amount of the operating reserve. An analysis of the reserve for the years ended December 31, 2022 and 2021 is as follows:

		2022	 2021
Balance, beginning	\$	130,994	\$ 131,009
Service charges, net of interest		77	 <u>(15</u>)
Balance, ending	<u>\$</u>	131,071	\$ 130,994

6. Property Management

The Company has entered into an agreement with Community Management Corporation ("CMC") in connection with the management of the rental operations of the project. The property management fee is calculated as 7.35% of gross operating revenues. For the years ended December 31, 2022 and 2021, \$24,042 and \$22,638, respectively, was incurred. As of December 31, 2022 and 2021, \$2,071 and \$1,545, respectively, remained payable.

7. Current Vulnerability Due to Certain Concentrations

The Company's sole asset is its 48-unit low-income housing complex located in Raleigh, North Carolina. The Company's operations are concentrated in the affordable housing real estate market. In addition, the Company operates in a heavily regulated environment. The operations of the Company are subject to the administrative directives, rules and regulations of federal, state and local regulatory agencies, including, but not limited to, the State Housing Agency. Such administrative directives, rules and regulations are subject to change by an act of Congress or an administrative change mandated by the State Housing Agency. 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.

8. Distribution of Net Cash Flow

Net cash flow is to be distributed as follows, as per the operating agreement:

First, to replenish the operating reserve to the required amount;

Second, reimbursement to the investor members of any credit deficiency owed;

Third, to the investor member in amount equal to the greater of \$4,000, or 10% of net cash flow;

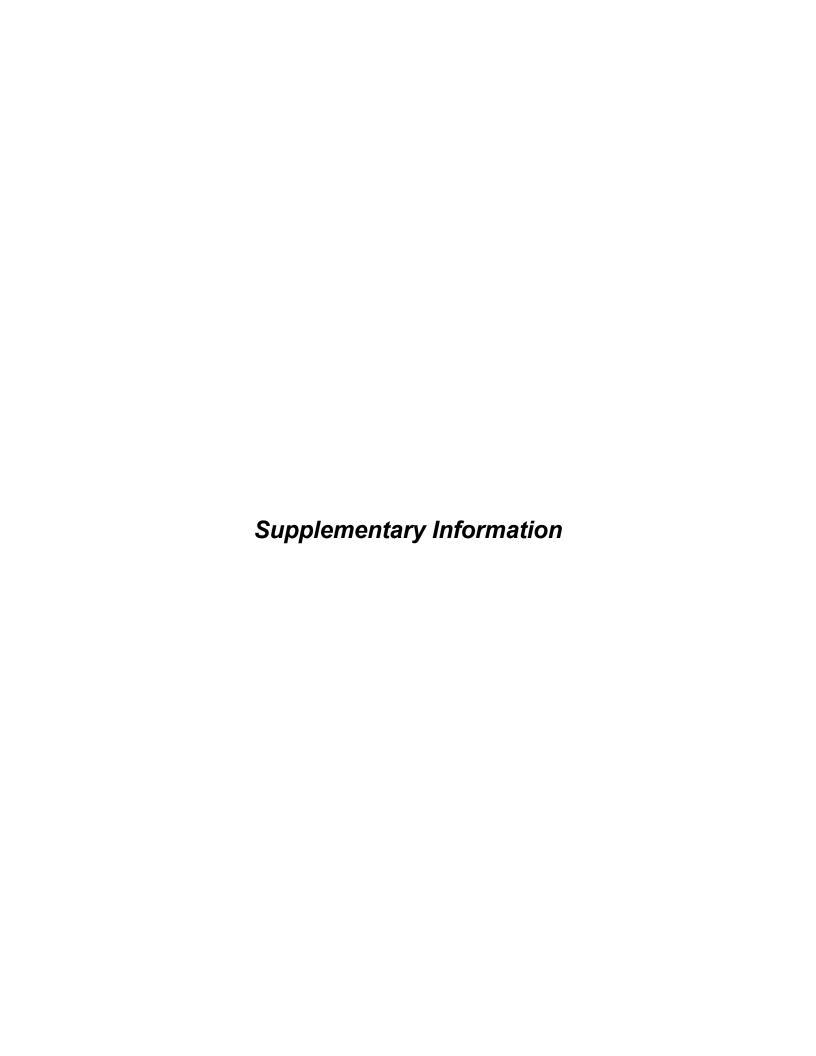
Fourth, payment of the deferred developer fee;

Fifth, repayment of any operating deficit loans, fee guaranty advances and development advances or other loans made to the Company by the managing member;

Sixth, payment of the incentive management fee; and

Seventh, the remainder to the members according to their percentage interests.

At December 31, 2022, there was no net cash flow available for distribution.



Meadowcreek Commons, LLC NCHFA Project No. 9104505 Schedules of Income and Expenses Years Ended December 31, 2022 and 2021

(2 pages)

	2022		2021	
Rental income: Residential income	\$	315,314	\$	306,953
Interest income: Interest income	\$	201	\$	22
Other income: Application fees Laundry and vending Late fees Damages and cleaning fees, net Grant revenue Other revenue	\$	700 5,217 1,041 2,537 -	\$	500 2,218 261 977 9,233 175
	\$	9,497	\$	13,364
Administrative expenses: Administrative payroll Health insurance and other benefits Payroll taxes Workers compensation Other payroll related Advertising Telephone, internet and cable Administrative supplies and expenses Administrative training expenses Criminal background, credit check expenses Other administrative expense Bad debt expenses (recovery), net Bank fees Legal fees Resident services	\$ \$	18,976 4,664 2,618 511 7,998 60 6,535 4,328 1,142 996 964 1,521 512 (96) 16,593	\$	12,715 3,917 2,460 766 8,429 137 5,088 3,211 174 269 1,415 (866) 125 280 16,269
Property management fees	\$	24,042	\$	22,638
Accounting and auditing	\$	12,751	\$	6,830

	2022			2021	
Repairs and maintenance: Maintenance payroll Repairs expense Painting and decorating Elevator maintenance Grounds maintenance Garbage and trash removal Cleaning expense (janitorial) Exterminating Fire alarm expense	\$	16,431 38,321 2,164 5,017 18,799 8,034 9,653 432 7,241	\$	21,940 14,861 2,892 4,603 16,690 7,468 6,267 713 8,790	
	\$	106,092	\$	84,224	
Utilities: Electricity Water Sewer	\$	12,495 10,121 10,356	\$	12,659 7,111 9,636	
	\$	32,972	\$	29,406	
Taxes and insurance: Property and liability insurance Other insurance Other taxes, licenses and fees (state charges)	\$	12,791 100 498	\$	14,271 99 565	
	\$	13,389	\$	14,935	
Interest expense - mortgage loans: 1st mortgage interest - City of Raleigh 2nd mortgage interest - Wake County 3rd mortgage interest - NCHFA Amortization of deferred financing costs	\$	13,603 4,359 20,076 1,754	\$	13,635 4,097 19,884 1,753	
	\$	39,792	\$	39,369	
Incentive management fees	\$	14,000	\$	10,000	
Depreciation	\$	142,593	\$	148,393	
Amortization	\$	5,398	\$	5,397	
Loss on disposal	\$	5,883	\$	2,193	