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Independent Auditor's Report

Members Water Garden Village, LLC NCHFA Project No. 9107183 Raleigh, NC

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Water Garden Village, LLC, which comprise the balance sheets as of December 31, 2022 and 2021, and the related statements of operations, 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 Water Garden Village, 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 Water Garden Village, 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 Water Garden Village, 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 Water Garden Village, 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 Water Garden Village, 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 March 10, 2023

	2022	2021
ASSETS		
Current assets:		
Cash	\$ 346,480	\$ 343,861
Accounts receivable, tenants	13,385	3,747
Accounts receivable, other	6,723	1,551
Prepaid expenses	5,037	25,149
Total current assets	371,625	374,308
Restricted deposits and funded reserves:		
Cash, tax and insurance escrow	27,106	7,014
Cash, replacement reserve	165,665	144,007
Cash, operating reserve	171,983	171,631
Cash, tenant security deposits	20,483	19,988
	385,237	342,640
Rental property:		
Land	1,269,810	1,269,810
Land improvements	1,528,754	1,528,754
Buildings	6,416,396	6,414,646
Furnishings and equipment	143,466	143,466
	9,358,426	9,356,676
Accumulated depreciation	(2,546,407)	(2,297,748)
	6,812,019	7,058,928
Other assets:		
Deferred tax credit fees (net of accumulated amortization of		
\$71,659 in 2022 and \$64,494 in 2021)	35,825	42,990
	\$ 7,604,706	\$ 7,818,866

	2022		022 202°	
LIABILITIES AND MEMBERS' EQUITY				
Current liabilities:				
Current maturities of notes payable	\$	9,572	\$	9,446
Accounts payable and accrued expenses		6,598		1,865
Accounts payable - management company		2,482		2,300
Due to related party		-		44,103
Accrued interest, notes payable		10,492		11,564
Total current liabilities		29,144		69,278
Deposits and prepayments liabilities:				
Tenant security deposits		20,483		19,988
Prepaid rent		11,033		4,870
		31,516		24,858
Long-term liability:				
Notes payable, net of unamortized debt issuance costs of				
\$37,013 in 2022 and \$39,257 in 2021, less current maturities		2,496,424		2,491,288
Members' equity		5,047,622		5,233,442
	\$	7,604,706	\$	7,818,866

		2022		2022		2021
Revenues:						
Gross rental income	\$	477,485	\$	463,317		
Less:	•	111,100	•	.00,0		
Vacancies		(618)		(3,556)		
Concessions		(758)		(760)		
Gain to lease		5,967		5,948		
Net rental revenue		482,076		464,949		
		•		,		
Interest income		1,297		205		
Other income		4,275		16,315		
Total revenues		487,648		481,469		
Operating expenses:						
Administrative		104,634		98,885		
Utilities		32,239		32,761		
Management fees		30,371		28,876		
Repairs and maintenance		125,142		121,292		
Taxes and insurance		22,028		19,082		
Total operating expenses		314,414		300,896		
Income from operations		173,234		180,573		
Nonoperating expenses:						
Interest expense		64,657		68,585		
Depreciation and amortization		256,564		258,317		
Loss on disposal		2,510		-		
Asset management fee		6,524		6,334		
Incentive management fee		25,919		45,192		
Total nonoperating expenses		356,174		378,428		
Net loss	<u> \$ </u>	(182,940)	\$	(197,855)		

	naging ember	2022 Investor Members	Total	2021
Balance (deficit), beginning	\$ (84)	\$ 5,233,526	\$ 5,233,442	\$ 5,436,318
Distributions	-	(2,880)	(2,880)	(5,021)
Net loss	(16)	 (182,924)	 (182,940)	 (197,855)
Balance (deficit), ending	\$ (100)	\$ 5,047,722	\$ 5,047,622	\$ 5,233,442

		2022		2021
Cash flows from operating activities:				
Net loss	\$	(182,940)	\$	(197,855)
Adjustments to reconcile net loss to net cash provided	Ψ	(102,940)	Ψ	(197,000)
by operating activities:				
Depreciation		249,399		251,151
Amortization of intangible assets		7,165		7,166
Amortization of deferred financing costs		2,244		2,243
Paid in kind interest accrued into principal		11,933		10,996
Loss on disposal		2,510		10,990
Change in assets and liabilities:		2,310		-
<u> </u>		(0.639)		(2.154)
Accounts receivable, tenants Accounts receivable, other		(9,638) (5,472)		(3,154)
		(5,172)		(167)
Prepaid expenses		20,112		(14,095)
Accounts payable and accrued expenses		4,733		(13,578)
Accrued asset management fee		182		(673)
Due to related party		(44,103)		44,103
Accrued interest, notes payable		(1,072)		(28)
Tenant security deposits		495		3,455
Prepaid rent		6,163		(5,840)
Net cash provided by operating activities		62,011		83,724
Cash flows from investing activities:				
Purchase of fixed asset		(5,000)		
Net cash used by investing activities		(5,000)		
Cash flows from financing activities:				
Principal payments on notes payable		(8,915)		(6,354)
Distributions to investor members		(2,880)		(5,021)
Net cash used by financing activities		(11,795)		(11,375)
Net increase in cash and restricted deposits				
and funded reserves		45,216		72,349
Cash and restricted deposits and funded reserves,				
beginning of year		686,501		614,152
Cash and restricted deposits and funded reserves,				
end of year		731,717	\$	686,501
Supplemental disclosure of cash flow information:	¢	E4 EE2	ď	EE 274
Cash paid for interest	<u> </u>	51,552	3	55,374
Reconciliation of cash and restricted deposits and				
funded reserves to the balance sheet:				
Cash	\$	346,480	\$	343,861
Restricted deposits and funded reserves		385,237		342,640
	\$	731,717	\$	686,501
	Ψ	101,111	Ψ	000,001

Notes to Financial Statements

1. Nature of Operations and Significant Accounting Policies

Nature of operations

Water Garden Village, LLC (the "Company") was organized for the purpose of acquiring, developing, financing, constructing, owning, maintaining, and operating a 60-unit apartment complex for rental to individuals and families of low income in Raleigh, North Carolina commonly known as "Water Garden Village Apartments." The major activities of the Company are governed by the operating agreement and the loan agreements. The property was placed into service in November of 2012.

In January 2012, the operating agreement was amended to admit the new investor members and to permit the withdrawal of the original investor member, DHIC, Inc. ("DHIC"). Effective May 31, 2012, one of the investor members assigned its interest to a related entity. As a result, the Company has one managing member - Water Garden Affordable Housing, Inc.; and two investor members - Nationwide Affordable Housing Fund 48 - RBC Tax Credit Equity Fund-79, LLC (investor member) and RBC Tax Credit Manager II, Inc. (special member).

Effective August 10, 2015 the investor member transferred its interest in the company to Nationwide Affordable Housing Fund 54-RBC Tax Credit Equity Fund 91, L.P.

The ownership of the Company is as follows:

Water Garden Affordable Housing, Inc.	0.009%
Nationwide Affordable Housing Fund 54 - RBC Tax Credit Equity	
Fund-91, L.P.	99.990%
RBC Tax Credit Manager II, Inc.	0.001%
	<u>100.000%</u>

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

As a limited liability company, the Company's taxable income or loss is allocated to the members in accordance with the operating agreement and is reflected in their income taxes; 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 yearsFurniture and equipment10 years

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

Cash and cash equivalents

The Company considers all unrestricted, highly liquid investments with an initial maturity of three months or less to be cash equivalents. The Company's deposited funds are in institutions insured by the Federal Deposit Insurance Corporation and the U.S. Treasury.

Restricted cash

Restricted cash consists of tenant security deposits and escrow deposits held by lenders for property taxes, insurance, other fees, operating deficits, and replacement reserves. The tenant security deposit account represents cash restricted for the purpose of refunding tenants' 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 or 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

Deferred 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 the 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.

Advertising

The Company expenses advertising costs as they are incurred. Advertising expenses for the years ended December 31, 2022 and 2021 were \$116 and \$180, respectively.

Debt issuance costs

Loan costs are being amortized to interest expense over the life of the related loan.

Subsequent events evaluation

The Company evaluated the effect subsequent events would have on the financial statements through March 10, 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 \$100, and the special member is required to make a capital contribution of \$10. The investor members are required to make capital contributions of \$7,286,118, including an upward credit adjuster of \$56,868, all of which has been contributed as of December 31, 2022 and 2021.

3. Notes Payable

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

Construction/permanent note payable to PNC Bank in the maximum amount of \$6,000,000, with interest-only payments at LIBOR plus 2.4% with a 3.7% floor during the construction phase. The construction loan was converted to a permanent loan in the amount of \$432,005 on December 27, 2013, and is payable in 239 monthly installments of \$2,860, including interest at 6.95% commencing on January 5, 2014. All outstanding interest is due in full on December 5, 2033. The loan is collateralized by a first deed of trust on the rental property. During the years ended December 31, 2022 and 2021, interest expense amounted to \$26,157 and \$30,302, respectively, and interest paid amounted to \$27,232 and \$30,326, respectively. Deferred financings costs amortized to interest expense amounted to \$2,244 and \$2,243 during the years ended December 31, 2022 and 2021, respectively. Accrued interest as of December 31, 2022 and 2021 amounted to \$1,180 and \$2,255. respectively.

\$ 382,080 \$ 389,263

2022

2021

		2022		2021
Note payable to the City of Raleigh (the "City") in the principal sum of \$1,395,000 with interest at 2%. Monthly payments of principal and interest in amounts ranging from \$1,775 to \$332 commence in January 2014 and continue until January 31, 2034 (maturity date); at which time a balloon payment for the balance of the loan and any accrued interest will be due. The note is secured by a second lien on the property. The loan is negatively amortizing, as the payments are not sufficient to cover the interest expense. During the years ended December 31, 2022 and 2021, interest expense amounted to \$29,403 and \$29,170, respectively, and interest paid amounted to \$17,450 and \$18,156, respectively. Accrued interest as of December 31, 2022 and 2021 amounted to \$2,459 and \$2,439, respectively.	\$	1,475,515	\$	1,463,582
Note payable to the County of Wake, North Carolina, in the amount of \$720,000 with interest accruing at 1%. Annual payments of principal and interest ranging from \$10,995 to \$2,946 are due beginning May 1, 2013 and continue until December 31, 2032 (the maturity date), at which time all outstanding principal and accrued interest shall be due and payable. The loan is secured by a third lien on the property. During 2022, an annual payment of \$8,602 was made. During the years ended December 31, 2022 and 2021, interest expense amounted to \$6,853 and \$6,870, respectively, and interest paid amounted to \$6,870 and \$6,892, respectively. Accrued interest as of December 31, 2022 and 2021 amounted to \$6,853 and \$6,870, respectively.		685,414		687,146
		·		
Less: unamortized debt issuance costs		(37,013)		(39,257)
		2,505,996		2,500,734
Less: current maturities		(9,572)		<u>(9,446</u>)
	<u>\$</u>	2,496,424	\$	2,491,288
otal estimated principal maturities of the notes payable subsequent to Dec	embe	er 31, 2022 are	as fol	lows:
2023 2024	\$	9,572 9,675		

2023	\$	9,572
2024		9,675
2025		9,810
2026		9,920
2027		10,026
Thereafter		2,494,006
	\$	2,543,009
	φ	Z,U43,008

4. Related-Party Transactions

Due to related party

As of December 31, 2022 and 2021, due to related party consisted of \$0 and \$44,103, respectively, in liabilities for payroll costs paid by a nearby community under common ownership on behalf of the Company.

Development fee

The Company incurred a development fee of \$630,000 payable to DHIC for services rendered to the Company for overseeing the construction of the complex. As of December 31, 2022 and 2021, all of the development fee has been earned and paid.

Asset management fee

The Company is required to pay a cumulative, annual asset management fee equal to \$5,000 to RBC Tax Credit Equity, LLC or its affiliate for an annual review of the operations of the Company. The asset management fee is to be paid quarterly and increases 3% annually thereafter. Any unpaid fees shall accumulate and shall be payable. During the years ended December 31, 2022 and 2021, asset management fees of \$6,524 and \$6,334, respectively, were incurred and paid.

Incentive management fee

The Company has entered into an incentive management fee agreement with the managing member for its services in managing the business. This management fee is based on net cash flow payable as defined in Note 7 and is not cumulative. During the years ended December 31, 2022 and 2021, incentive management fees of \$25,919 and \$45,192, respectively, were paid.

Remainder distribution

The Company is required to pay excess cash flow, as defined in Note 7, to the members in accordance with their percentage interest. A remainder distribution of \$2,880 was paid to the investor member in 2022 from 2021 excess cash flow, and \$5,021 was paid to the investor member in 2021 from 2020 and prior excess cash.

5. Reserves

Replacement reserve

The operating agreement requires the Company to fund a replacement reserve using cash flow from operations, as defined. Reserve additions of \$15,000, increasing at 4% each year, are required to be made annually commencing December, 2013. This reserve is utilized to fund major repairs, capital expenditures and replacements of capital items in the project. The managing member shall be entitled to withdraw funds from the reserve, subject to the special investor member's approval.

An analysis of the reserve for the years ended December 31, 2022 and 2021 is as follows:

		2022	 2021
Balance, beginning	\$	144,007	\$ 123,415
Funding Fees, net		21,351 307	 20,530 <u>62</u>
Balance, ending	<u>\$</u>	<u> 165,665</u>	\$ 144,007

Operating reserve

The operating agreement requires the Company to fund an operating reserve account in an aggregate amount of \$171,116 into a segregated reserve account to fund operating expenses and debt service in excess of operating revenues. Provided that the balance of the operating reserve does not go below \$171,116, the managing member may withdraw funds from the reserve for construction cost overruns, operating expenses, and debt service with the consent of the special investor member. An analysis of the reserve for the years ended December 31, 2022 and 2021 is as follows:

		2022	 2021
Balance, beginning	\$	171,631	\$ 171,546
Interest, net		352	 85
Balance, ending	<u>\$</u>	171,983	\$ 171,631

6. Property Management Agreement

On April 1, 2020, the Company entered into a Management Agreement with Community Management Company, an unaffiliated management company, to provide property management services to the Project. The management agent will be compensated a 6.32% of all income collected for the property. Such fee shall be paid by the owner on the first of each month beginning April 1, 2020.

Management fee expense for the years ended December 31, 2022 and 2021 was \$30,371 and \$28,876, respectively.

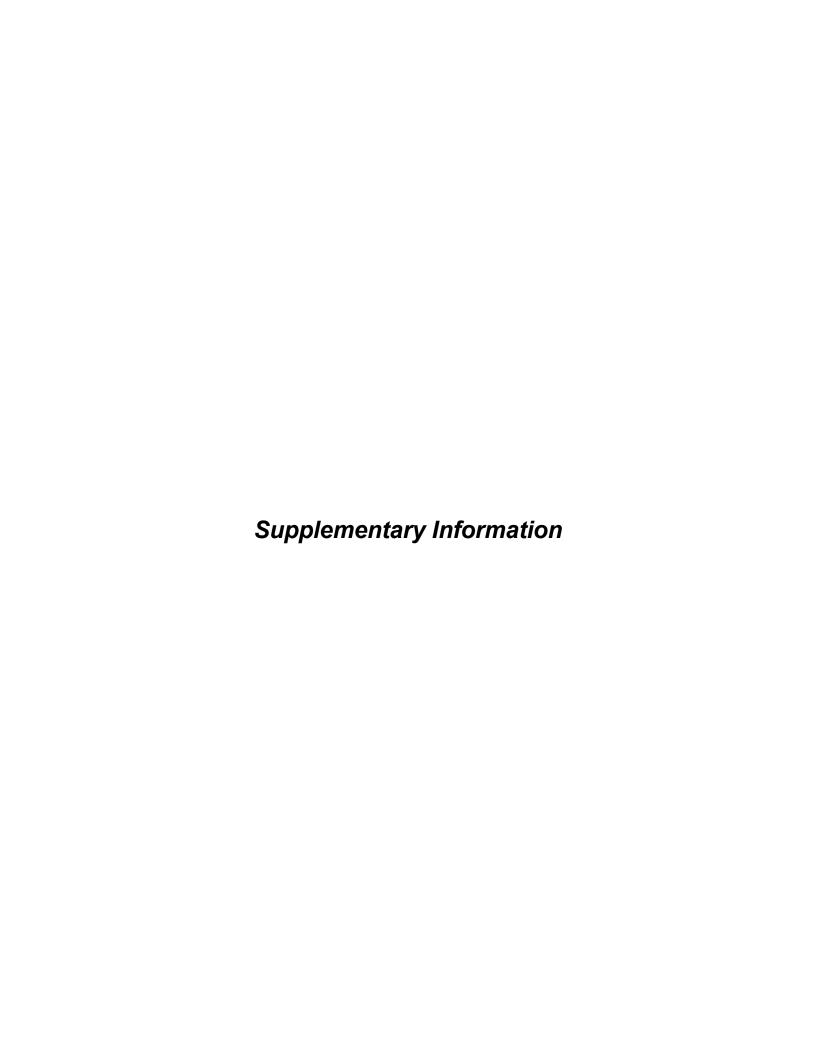
7. Distributable Cash Flow

Distributable cash flow is payable annually in the following order:

- To the investor member until the aggregate amount of distributions made to the investor member for the current and all prior years equals the assumed investor member's tax liability for the current and all prior years;
- 2. To the investor member for any unpaid federal tax credit shortfalls and any unpaid downward capital adjustments;
- 3. To the special investor member for any asset management fees that have not been paid in full;
- To the managing member until the aggregate amount of distributions made to the managing member for the current and all prior years equals the managing member's tax liability for the current and all prior years;
- 5. To replenish the operating reserve;
- 6. To the payment of any unpaid development fee until such fee has been paid in full;
- 7. To the pro rata payment of any outstanding operating deficit loans and managing member loans based upon the respective outstanding balances of each;
- 8. 90% of the balance to the payment of the incentive management fee; and,
- 9. Thereafter, the balance to the members in accordance with their percentage interests.

8. Contingencies, Risks and Uncertainties

The Company's sole asset is its 60-unit 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.



	2022			2021
Rental income: Residential income		482,076	<u>\$</u>	464,949
Interest income: Interest income	¢	1,297	\$	205
interest income	<u> \$ </u>	1,231	Ψ	200
Other income:				
Application fees	\$	240	\$	400
Laundry and vending		450		2,166
Late fees		2,164 297		730 91
Damages and cleaning fees Other income		1,124		12,928
		4,275	\$	16,315
Administrative:			_	
Advertising/marketing	\$	116	\$	180
Office payroll and related expenses Office supplies		40,633 8,728		41,831 7,401
Accounting fees		15,052		9,020
Telephone		4,047		3,823
Manager salaries		31,684		32,430
Bad debt expense		851		120
Professional fees		-		862
Miscellaneous		3,523		3,218
	<u>_</u> \$	104,634	\$	98,885
Utilities:	•	4= 040	Φ.	45.004
Electricity Water and sewer	\$	15,218 7,624	\$	15,084
Garbage and trash		9,397		7,053 10,624
J	<u> </u>		\$	
	<u> </u>	32,239	Φ	32,761
Management fees: Management fees	\$	30,371	\$	28,876

	2022		2021	
Repairs and maintenance: Maintenance payroll Repairs supplies Repairs contract Grounds maintenance Painting and decorating Janitor and cleaning contract Security equipment and maintenance Exterminating contract	\$	42,311 42,086 22,487 11,445 1,326 2,964 1,299 1,224	\$	45,930 33,233 22,032 12,535 2,016 533 813 4,200
		125,142	\$	121,292
Taxes and insurance: Insurance expense Other taxes and insurance	\$	21,143 885	\$	17,860 1,222
	<u> \$ </u>	22,028	\$	19,082
Interest expense: Interest expense - PNC Interest expense - City of Raleigh Interest expense - Wake County Amortization of deferred financing costs	\$	26,157 29,403 6,853 2,244 64,657	\$	30,302 29,170 6,870 2,243 68,585
Depreciation and amortization: Depreciation Amortization	\$	249,399 7,165 256,564	\$	251,151 7,166
Loss on disposal	\$ \$	2,510	\$	258,317
Asset management fee		6,524	\$	6,334
Incentive management fee	<u>\$</u>	25,919	\$	45,192