



Direct Lending · Affordable Communities
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Programs · Foreclosure Prevention ·
Texas Foundations Fund

TEXAS STATE AFFORDABLE HOUSING CORPORATION
2012 ANNUAL REPORT

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Dear Partners:

The Texas State Affordable Housing Corporation (TSAHC) continues its commitment to facilitate the development, financing and sustainability of affordable housing for the benefit of low and moderate-income families in Texas. The past several years have presented several challenges for those in the housing industry, including TSAHC. As a result we made thoughtful changes to some programs and implemented new strategies in an effort to continue to fulfill our mission. We are happy to report that those strategies allowed TSAHC to serve even more families and individuals in 2012.

Through our homeownership programs, TSAHC continued to provide families fixed-rate mortgage loans and grants for down payment assistance. As a result of changes in how we fund these programs, in 2012 TSAHC was able to assist both first-time homebuyers and current homeowners who meet our eligibility requirements. In addition, first-time homebuyers can now jointly use both the down payment assistance program and TSAHC's Mortgage Credit Certificate to purchase a home. TSAHC was able to help 1,757 families purchase a home in 2012, which is the most we have ever served in one year.

Since the creation of our homeownership programs over 10 years ago, TSAHC has contracted with industry partners to provide functions such as lender trainings, loan reservation services, and compliance reviews of mortgage loan files submitted by participating lenders. In 2012, TSAHC invested in an online compliance system which allows TSAHC to work directly with participating lenders in qualifying homebuyers for our programs. We anticipate this new system will help our participating lenders assist even more homebuyers this year and exceed 2012's record.

In 2012 TSAHC made significant strides in providing consumers with access to HUD-approved housing counseling organizations. With financial support from partners like Bank of America and Insperty, TSAHC launched the Texas Financial Toolbox, www.texasfinancialtoolbox.com, an online resource that gives consumers an easy way to find housing counseling organizations, nonprofits and government entities that provide financial education, foreclosure prevention and homebuyer education services.

TSAHC's Affordable Communities of Texas (ACT) land bank and land trust program continued to grow in 2012. Working with partner housing developers throughout the state, TSAHC continued to acquire foreclosed and vacant properties from financial institutions and local government entities. At the end of 2012 our land bank and land trust maintained nearly 500 properties. Our local partners have been diligently working to redevelop these properties into affordable housing for low and moderate-income families, thus stabilizing neighborhoods previously plagued with high foreclosure rates. And as the market changes, we foresee the redevelopment and sale of these properties continuing to increase.

In conclusion, if there's one thing TSAHC's staff and Board have learned from the last few years, it's that constant change in the housing industry may be our new reality. Moving forward we're excited about the opportunities to implement new ways to address Texas' biggest affordable housing challenges.

Sincerely,

A handwritten signature in black ink, appearing to read "David Long". The signature is fluid and cursive.

David Long
President

Thank You to Our Supporters

Private contributions continue to be critical to the success and expansion of our affordable housing programs. With support from our dedicated funding partners, in 2012 TSAHC launched our Texas Financial Toolbox, www.texasfinancialtoolbox.com, expanded our Texas Foundations Fund grant-making program, increased and enhanced the support we provide to housing organizations providing foreclosure prevention counseling, provided much-needed financing to housing developers to create affordable housing, and organized our first week-long training opportunity for Texas housing counselors, to be held in early 2013.

Furthermore, property donations from financial institutions continue to fuel our Affordable Communities of Texas land banking program. In 2012, TSAHC received 80 donated homes and vacant lots from financial institutions, valued at more than \$4.3 million. Working with our local partners, these properties are being rehabilitated and sold to low-income families, with several reserved specifically for U.S. Military veterans with a disability.

TSAHC would like to thank the following corporations and foundations for their support in 2012.

Applied Materials Foundation

Bank of America

Fannie Mae

F.B. Heron Foundation

Insperty

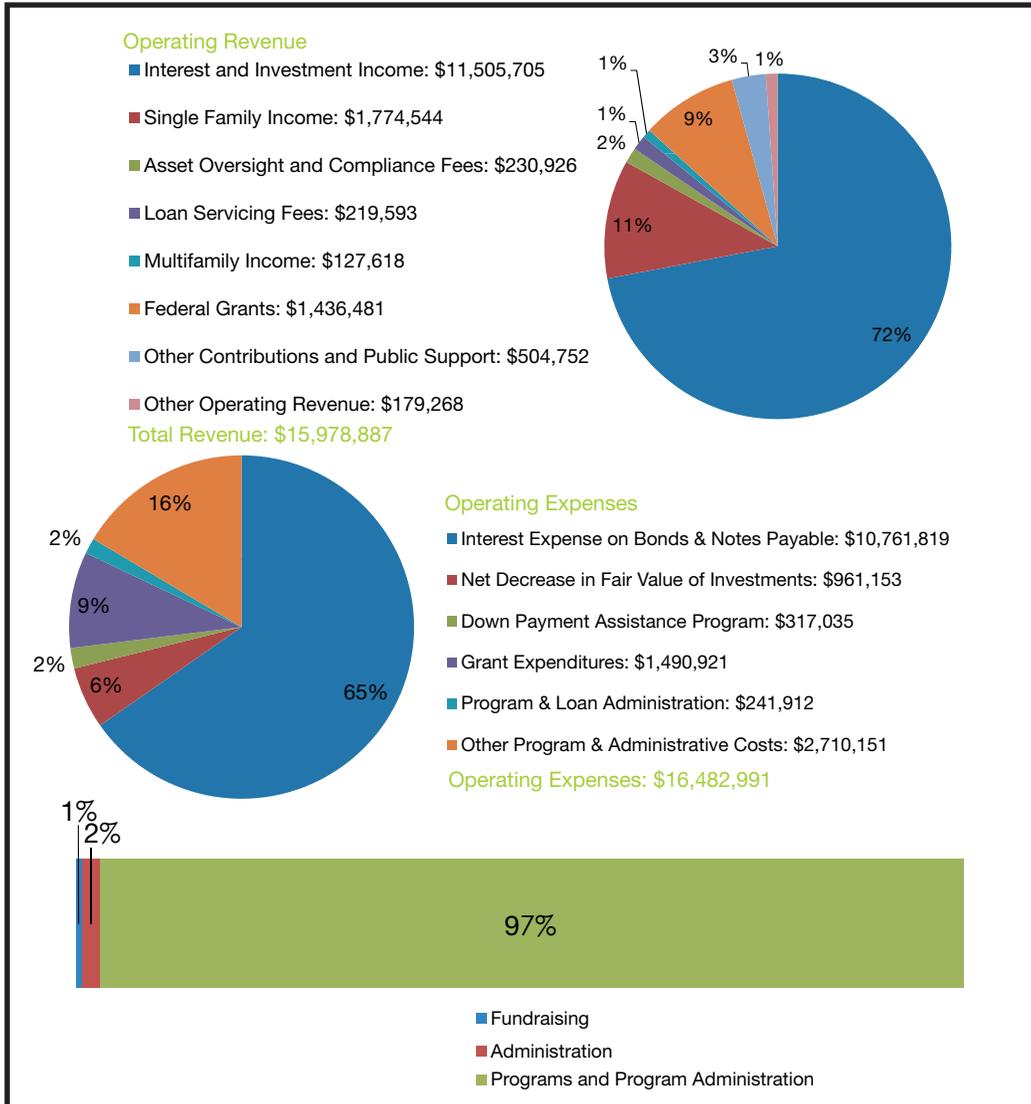
The Meadows Foundation

Velocity Commercial Capital

Wells Fargo

Financial Overview

TSAHC's financial statements for the fiscal year ending August 31, 2012, were audited by Mikeska, Monahan & Peckham, LLP, Certified Public Accountants. The audit was conducted in accordance with generally accepted and government auditing standards. The independent auditors issued an unqualified report, and there were no reportable conditions, audit findings or management letter comments.



2012 Audited Financial Statements

Assets	
Current Assets	
Cash and Cash Equivalents	\$ 4,128,485
Restricted Assets Held by Bond Trustee*:	
Cash and Cash Equivalents	28,907,638
Accrued Interest	395,473
Custodial Cash and Cash Equivalents**	279,838
Investments, at Fair Market Value	2,005,198
Accounts Receivable & Accrued Revenue, Net of uncollectible amts. of \$801,230	265,092
Accrued Interest Receivable	30,557
Loans Receivable, Current Portion	65,000
Notes Receivable, Current Portion	66,025
Downpayment Assistance, Current Portion	881,000
Prepaid Expenses	<u>31,312</u>
Total Current Assets:	<u>37,055,618</u>
Noncurrent Assets	
Loans Receivable, Net of uncollectible amounts of \$91,726	845,990
Notes Receivable	3,288,937
Investments, at Fair Market Value	1,050,840
Mortgage Servicing Rights, Net of Accumulated Amortization of \$2,130,137	597,924
Fixed Assets, Net of Accumulated Depreciation of \$296,598	1,605,300
Owned Real Estate, Federal & Other Programs	5,314,361
Bond Issuance Costs, Net of Amortization of \$2,374,019	3,686,708
Downpayment Assistance	5,204,207
Restricted Investments Held by Bond Trustee, at Fair Market Value ***	<u>249,752,813</u>
Total Noncurrent Assets:	<u>271,347,080</u>
Total Assets	<u><u>\$ 308,402,698</u></u>

* Primarily represents initial proceeds of single family bonds issued by TSAHC

** Represents reserve accounts for TSAHC-financed multifamily properties

*** Represents mortgage-backed securities that collateralize single family bonds issued by TSAHC

2012 Audited Financial Statements

Liabilities and Net Assets

Current Liabilities

Accounts Payable and Accrued Expenses	\$	187,969
Notes Payable, Current Portion		72,030
Multifamily Custodial and Reserve Funds		279,838
Other Current Liabilities		52,188
Payable from Restricted Assets Held by Bond Trustee:		
Bonds Payable, Current Portion		25,052,971
Accrued Interest on Bonds		2,812,321
		<hr/>
Total Current Liabilities:		28,457,317

Noncurrent Liabilities

Notes Payable		4,542,401
Revenue Bonds Payable		233,866,351
Due to Federal Programs		4,335,201
Deferred Revenue		366,906
		<hr/>
Total Noncurrent Liabilities:		243,110,859

Total Liabilities:

271,568,176

Net Assets

Invested in Capital Assets, Net of Related Debt		863,804
Restricted Assets		27,641,564
Unrestricted Net Assets		8,329,154
		<hr/>

Total Net Assets:

36,834,522

Total Liabilities and Net Assets

\$

308,402,698

Direct Lending



Through our Direct Lending Program, TSAHC is committed to increasing the supply of affordable housing by providing developers with short-term and long-term financing options to construct or rehabilitate affordable housing developments in Texas. In addition to providing necessary capital (first lien loans and revolving lines of credit), TSAHC assists affordable housing developers by providing technical assistance in planning and financial structuring to support unique and smaller projects for underserved communities and populations.

By blending private investments from corporations and foundations with program revenue and funds from the Federal Home Loan Bank, to date TSAHC has provided more than \$10 million in financing to construct or rehabilitate both single family homes and multifamily apartment complexes.

2012 Direct Lending Highlights				
Local Developer	Type of Loan	Project Type	Number of Units	Financing Amount
Harris Development, LLC	Line of Credit	Construct Single Family Homes	15	\$200,000
Green Extreme Homes	Line of Credit	Rehabilitate Single Family Homes	16	\$250,000
Frameworks Community Development Corporation	Line of Credit	Rehabilitate Single Family Homes	20	\$500,000
Total			51	\$950,000



In 2011, TSAHC provided a \$250,000 line of credit to Frameworks Community Development Corporation to acquire and rehabilitate foreclosed, vacant single-family homes in central Texas. To date, Frameworks has acquired and rehabilitated 13 homes, seven of which have already been sold to low-income households. As each home is sold, Frameworks repays the funds they borrowed for that home. This financing model allows Frameworks to reuse their line of credit repeatedly to acquire and rehabilitate additional homes. This model has proven so successful that in 2012 TSAHC increased Frameworks' line of credit to \$500,000 to help Frameworks acquire and rehabilitate 20 additional homes for low-income families in Austin.



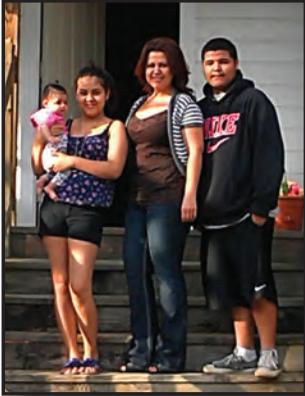
Affordable Communities of Texas



TSAHC's Affordable Communities of Texas (ACT) program is Texas' first statewide land bank and land trust program. TSAHC acquires foreclosed and vacant properties from financial institutions and local government entities, and then partners with local housing developers (Local Partners) to turn these properties into affordable housing. By focusing our acquisition efforts on foreclosed properties owned by financial institutions, TSAHC is helping stabilize neighborhoods heavily impacted by the foreclosure crisis while at the same time creating housing opportunities for low-income families.

TSAHC utilized federal funding and property donations from financial institutions to grow our land bank/land trust program and increase the supply of affordable housing in Texas. To date, TSAHC has acquired nearly 500 foreclosed and vacant properties, and we're working with 16 Local Partners to rehabilitate these properties as affordable housing for low-income families and individuals. In 2012, TSAHC received 16 donated homes from Bank of America, and we're working with our Local Partners statewide to rehabilitate these homes and sell them at a significant discount to low-income or disabled Veterans.

2012 ACT Program Highlights			
	Properties/Units Acquired in 2012	Total Properties/ Units Acquired	Asset Value
Land Bank Properties	115	402	\$6,088,848
Land Trust Properties	60	60	\$600,000
Veterans Initiative	16	16	\$1,829,582
Totals	191	478	\$8,518,430



Owning a home was very important to single mom Reyna Orozco. Ms. Orozco was seeking housing stability for her family, but she didn't know if the dream of owning a home was possible on her income. Through our ACT program, TSAHC was able to help Ms. Orozco's dream come true. Earlier this year, she and her two teenage children closed on their first home, a charming, red brick house in Nacogdoches, Texas.

In partnership with DM Ministries, a nonprofit developer based in east Texas, TSAHC had purchased Ms. Orozco's new home using federal Neighborhood Stabilization Program funding. Using additional funding from private investors, TSAHC then provided DM Ministries with a line of credit through our Direct Lending program to perform several much-needed repairs on the home. DM Ministries painted the home and made repairs to the driveway, windows, flooring and electrical wiring. They also replaced insulation and installed a new HVAC system to help the family save money on utility expenses.



Using this unique funding structure, TSAHC and DM Ministries were able to sell this home to the Orozco family at a price affordable for their income level. Ms. Orozco and her children love everything about their new house. Most importantly, Ms. Orozco knows that, no matter what, her children will always have a place to call home.

Private Activity Bonds



Through our Multifamily Private Activity Bond Program, TSAHC sells tax-exempt bonds to private investors to finance the creation or preservation of multifamily affordable housing projects. Since we established our program in 2001, TSAHC has provided more than \$169 million in private activity bond financing to help build or preserve affordable housing in Texas. TSAHC targets multifamily projects that meet one or more of the following housing needs: 1) the preservation and rehabilitation of at-risk multifamily housing, 2) multifamily housing serving rural and smaller urban housing markets, 3) senior and supportive housing developments, and 4) disaster relief housing.

In August 2012, TSAHC committed \$71,100,000 in bond financing to Dalcour Affordable Housing to purchase and rehabilitate six multifamily apartment complexes throughout Texas. Together these apartment communities offer 1,444 units that are affordable to low-income households. On the opposite page is a table with the names and locations of each of these properties.

2012 PAB Program Highlights		
Property Name	City	Units
Pine Club	Beaumont	232
Saddlewood Club	Bryan	232
Woodglen Park I & II	Dallas	232
Willow Green	Houston	336
Ridgewood West	Huntsville	232
Tealwood Club	Wichita Falls	180
Total		1,444



All six properties acquired by Dalcour in 2012 were originally constructed using the federal Low-Income Housing Tax Credit program, which required that the properties remain affordable for 15 years. These properties were at the end of their required affordability period, which gave the original property owners the option to increase rents to market rate prices. By committing bond financing with strict affordability requirements, TSAHC is ensuring that these properties will continue to remain affordable for the families who live there.



TSAHC’s bond financing will also fund necessary maintenance, repairs and improvements. To monitor these improvements, TSAHC is providing yearly Asset Oversight and Compliance inspections on all six properties purchased and rehabilitated by Dalcour.

Multifamily Oversight



To ensure multifamily affordable rental properties financed through TSAHC's Multifamily Private Activity Bond or Direct Lending Programs are providing safe and decent affordable housing to their residents, TSAHC monitors the properties' financial and physical health through annual visits and monthly reporting requirements.

TSAHC's Multifamily Oversight Department conducts annual on-site inspections of each property, provides suggestions for improvement to property owners and managers and issues an annual report on each property. Reports are submitted to property owners, managers, and other stakeholders and are available online on TSAHC's website: www.tsahc.org.

TSAHC also performs compliance monitoring of each multifamily property financed by TSAHC to ensure that property owners and managers are providing the required number of affordable units to income-eligible households and that quality resident services are being provided to residents of the property.

TSAHC provides an online reporting system that allows each property manager to provide this information monthly. Annual on-site inspections and resident file reviews ensure that federal requirements relating to the tax-exempt status of the private activity bonds used to finance the properties are followed.



In 2012, TSAHC provided asset oversight and compliance reviews for 31 bond-financed properties and 1 direct lending property, which totaled 5,674 units.



	# of Properties	# of Units	Staff Site Visits in 2012
TSAHC Financed Properties	30	5,212	30
Third Party Financed Properties	2	462	2

Homeownership Programs



Buying a home would not be possible for many low to moderate income families in Texas without the homeownership programs offered by TSAHC. TSAHC helps these families purchase homes by giving them access to fixed-rate mortgage financing, a grant for down payment assistance and a federal income tax credit known as a mortgage credit certificate.

In 2012, 1,757 families purchased homes using one of TSAHC's three homeownership programs: the Professional Educator Home Loan Program, the Homes for Texas Heroes Home Loan Program and the Home Sweet Texas Home Loan Program. This is more than twice the number of families who utilized these programs in 2011.

In addition, TSAHC helped even more minority families achieve homeownership in 2012. In 2011, 49% of those who utilized our homeownership programs indicated they are an ethnic minority. In 2012, that number increased to 60%. This is noteworthy because, according

TSAHC 2012 Homeownership Programs	
Type of Assistance	
DPA	\$144,893,279
MCC	\$68,961,578
Grand Total	\$213,854,857
# of New Homeowners	
	1757
Average Loan Amount	
	\$121,716
Type of Loan	
FHA	86.33%
USDA-Rural Housing Services	10.54%
Conventional	1.62%
VA	2.27%
Average Interest Rate	
	3.865%
Average Income	
	\$43,655
Household Size	
1	41.95%
2	23.16%
3	16.68%
4	12.18%
5	4.67%
6	1.14%
7	0.11%
8	0.11%
Ethnicity	
Hispanic	41.61%
White	29.71%
Black	17.30%
Not indicated	5.92%
Other	3.59%
Asian or Pacific Islander	1.65%
American Indian or Alaska Native	0.22%
Program Breakdown	
Home Sweet Texas	74.78%
Professional Educator	18.16%
Texas Hero	7.06%

to a study published in March 2012 by the Bipartisan Policy Center, Black and Hispanic Americans suffered significant setbacks in homeownership rates during the housing crisis. The study, titled “Demographic Challenges and Opportunities for U.S. Housing Markets,” found that Black and Hispanic Americans’ homeownership rates now lag 28% and 25% (respectively) behind white, non-Hispanic Americans—a gap that existed but widened during the housing crisis.

TSAHC is also committed to ensuring those who utilize TSAHC’s programs become successful homeowners. We know that homeownership is a big responsibility, so we require every borrower to complete a HUD-approved homebuyer education course prior to closing on their home loan. This course provides comprehensive information to homebuyers on everything they need to know about responsible homeownership. TSAHC believes this type of pre-homeownership education is the best defense against foreclosure, and our data confirms it. Since 2005 only 0.57% of homebuyers who have utilized our homeownership programs have suffered foreclosure.

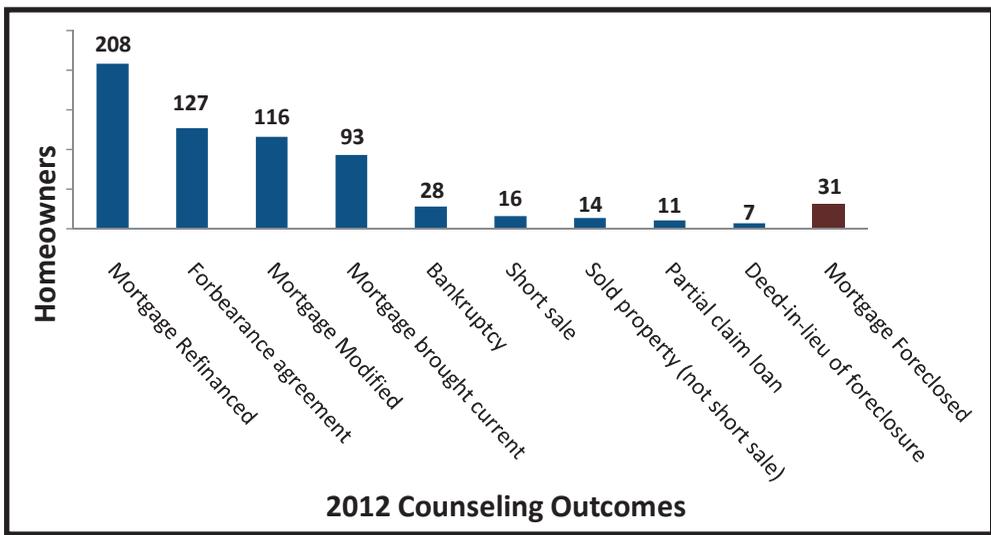
Foreclosure Prevention



Access to free foreclosure prevention and loss mitigation counseling for homeowners facing foreclosure continues to be the cornerstone of TSAHC's efforts to reduce home foreclosures in Texas. In partnership with HUD-approved housing counseling agencies TSAHC supported counseling for 2,315 homeowners in Texas in 2012, utilizing both private and federal funding to assist the homeowners.

The data confirms that foreclosure prevention counseling is keeping homeowners in their homes. Of the 2,315 homeowners counseled in 2012, to date only 31 homeowners lost their home to foreclosure. And here's why: Federal mortgage rescue programs and lender requirements change frequently, and communicating with lenders can be overwhelming for some homeowners. Foreclosure prevention counselors are impartial, expert advisors that help homeowners navigate the complicated mortgage industry.

Foreclosure prevention counselors also help homeowners create a workable budget to maximize income and minimize expenses. Counselors also help homeowners identify and access other resources that help them get back on their feet and ensure they don't relapse once their mortgage payments are back on track.



Of the 2,315 homeowners counseled in 2012, to date 620 have avoided foreclosure as a direct result of the counseling they received. The graph above shows the counseling outcomes of these homeowners. The majority of homeowners are still negotiating workout solutions with their lenders, and our counseling network will continue to work with these clients and their lenders until a solution is secured.



In October 2012, Juan Lopez (not his real name to protect his privacy) was five months behind on his mortgage. He had suffered an injury that had left him unable to continue working in his field. He collected workers' compensation, but the significant loss of income had left him unable to make his mortgage payment each month.

Afraid of losing his home, Mr. Lopez reached out to Frameworks Community Development Corporation, a HUD-approved housing counseling agency in Austin. Frameworks has participated in our counseling network since 2008. Frameworks helped Mr. Lopez fill out and submit a loan modification package to his lender to reduce his mortgage payment and save his home.

Mr. Lopez received a trial loan modification in December that reduced his monthly payment by \$210.91, making it more affordable given his reduction in income. Mr. Lopez has also obtained a new position at his workplace, which will enable him to continue working despite his injury. As a direct result of the counseling he received, Mr. Lopez was able to save his home from foreclosure and get back on track with his mortgage payments.



Texas Financial Toolbox

TSAHC often hears that consumers are unaware of what resources are available to help them prepare for homeownership, avoid home foreclosure or get out of debt. In an effort to

make this type of information more readily available for consumers, in 2012 TSAHC launched the Texas Financial Toolbox, www.texasfinancialtoolbox.com, an online resource that gives consumers an easy way to find HUD-approved housing counseling organizations, nonprofits and government entities that provide financial education, foreclosure prevention and homebuyer education services.

With initial financial assistance from Bank of America and Insperty, TSAHC developed www.texasfinancialtoolbox.com not only to be a valuable resource for consumers but also as a way for HUD-approved housing counseling organizations, nonprofits and government entities to market their programs. TSAHC's goal is to ensure consumers find reputable organizations that can help them achieve their home buying and financial goals.

Texas Foundations Fund



Through our Texas Foundations Fund, TSAHC partners with local non-profits and rural government entities that provide critical housing services to very low-income families and individuals in their communities. TSAHC defines ‘critical housing services’ as: 1) home repairs that fix unsafe living conditions, including accessibility modifications for people with disabilities, and 2) supportive housing services, such as case management, mental health counseling and adult education, for individuals and families at risk of homelessness. These services provide stability to very low-income households, helping them weather a financial hardship or health crisis without being forced to leave their homes.

Each year TSAHC selects partners through a competitive application process, giving priority to applicants that serve people with disabilities or rural communities. Selected partners receive up to \$50,000 in funding to support their housing programs. Since the creation of our Texas Foundations Fund in 2008, TSAHC has provided \$1.25 million in grant funding to support critical housing services for 4,671 very low-income families and individuals in communities throughout Texas.

In 2012, TSAHC awarded a total of \$300,000 to eight non-profit partners to support critical housing services provided to very low-income families and individuals in their communities.

2012 Foundations Fund Highlights

Non-Profit Partner	Services Provided	Households
Austin Habitat for Humanity	Critical Repairs/Accessibility Modifications	3
Brazos Valley Affordable Housing Corporation	Critical Repairs/Accessibility Modifications	7
Easter Seals Central Texas	Critical Repairs/Accessibility Modifications	4
Foundation Communities	Supportive Housing Services	711
Green Doors	Supportive Housing Services	75
Interfaith Action of Central Texas	Critical Repairs/Accessibility Modifications	6
Motivation, Education and Training, Inc.	Critical Repairs/Accessibility Modifications	10
New Hope Housing	Supportive Housing Services	940
Total Households Assisted in 2012		1,756



Jose and Juanita Rodriguez live in Lyford, a small community in South Texas. Jose and Juanita were migrant farmers and migrated to Michigan and North Carolina for more than 30 years. While there, they harvested cherries, strawberries, carrots, squash, broccoli and cucumbers.



Juanita was injured in a roll over car accident during one of her trips to Michigan. Her right hip and leg were broken and required extensive surgery to repair. Despite her injuries, she continued to migrate north each year for work. She was finally forced to quit working when she developed diabetes a few years later. No longer

able to walk, she began using a wheelchair for mobility. Jose and Juanita could not afford the repairs that were needed to make their home accessible, and Juanita soon began having difficulty showering and navigating the stairs on the front porch.

Motivation, Education and Training, Inc. (MET), a non-profit partner serving South Texas, recognized the Rodriguez family's need and accepted them into their free home repair program. Using funding from our Texas Foundations Fund, MET built a ramp on the Rodriguez' front porch, installed a roll-in shower, and enlarged the bathroom to make room for Juanita's wheelchair. MET also performed critical repairs to make the home safer. They installed new floors and cabinets, replaced faulty plumbing fixtures, and repaired the leaky roof.

The Rodriguez family is thrilled with their "new" home. The repairs they received through the Texas Foundations Fund have helped them address Juanita's mobility challenges and preserve the value of their home, which is their most important asset.



Board of Directors



Bob Jones, Chair

Corpus Christi

Bill Dietz, Vice Chair

Waco

Jerry Romero

El Paso

Gerry Evenwel

Mt. Pleasant

Alejandro (Alex) Meade

Mission

Advisory Council

The Advisory Council was created to oversee the development and implementation of TSAHC's fundraising efforts by identifying and soliciting private donations to support TSAHC's affordable housing programs. Advisory Council members serve as ambassadors for TSAHC by promoting the need for innovative affordable housing solutions to philanthropists, community leaders and the general public.

The Advisory Council also lends its expertise by reviewing grant applications on behalf of TSAHC's Texas Foundations Fund program and making recommendations for awards to the Board of Directors.

Edwina Carrington, CCIM, Chair

Central Texas Region (Austin)

Bill Albers

North Texas Region (Dallas)

Don Bethel

Panhandle Region (Lamesa)

Steve Carriker

At-Large (Austin)

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Jo Ropiak
ACT Program Coordinator

Laura Ross
Corporate Secretary

Melinda Smith
Chief Financial Officer

Janie Taylor
*Manager of
Development and
Strategic Communications*



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