TEXAS STATE AFFORDABLE HOUSING CORPORATION

AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

August 31, 2007

With
Independent Auditor's Report

TEXAS STATE AFFORDABLE HOUSING CORPORATION

ANNUAL FINANCIAL REPORT
August 31, 2007

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TEXAS STATE AFFORDABLE HOUSING CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

Fiscal Year Ended August 31, 2007

This discussion and analysis of Texas State Affordable Housing Corporation's (the "Corporation") financial performance provides an overview of the Corporation's financial activities for the fiscal year ended August 31, 2007. Please read it in conjunction with the accompanying transmittal letter, the basic financial statements and the accompanying notes to those financial statements.

FINANCIAL HIGHLIGHTS

- The assets of the Corporation exceeded its liabilities at the close of the fiscal year ending August 31, 2007 by approximately $2,188,000. Of this amount, $2,156,000 may be used to meet the Corporation's ongoing obligations to the public and the Corporation's creditors and $32,000 is invested in capital assets.

- Total assets and total liabilities increased largely due the issuance of approximately $159 million in Single Family Mortgage Revenue Bonds. These bonds were issued under the Professional Educators Home Loan Program and Fire Fighter and Law Enforcement or Security Officer Home Loan Program.

- The Corporation's total net assets decreased during fiscal year 2007 by approximately $4 million. Approximately $1.6 million of this decrease is attributable to the decrease in the fair value of investments. The Corporation follows the provisions of GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools* which requires that certain types of investments to be reported at fair value on the balance sheet. Additionally, the Corporation recognized approximately $4.7 million in expenditures related to the Down Payment Assistance Program. These expenditures are recorded as the loans are made while the bond premium, which is the source of funding for these grants, is amortized over the life of the bonds.

- Total operating revenues for fiscal year 2007 were approximately $12,425,000 and operating expenditures were approximately $16,548,000 resulting in a net loss of approximately $4,123,000.

OVERVIEW OF THE FINANCIAL STATEMENTS

The financial statements presented herein include all of the activities of the Corporation as prescribed by GASB Statement No. 34 which was implemented during fiscal year 2002. This annual report consists of the following:

1. Management's Discussion and Analysis
2. Financial Statements
3. Notes to the Financial Statements

The Corporation operates as a single enterprise fund; therefore the basic financial statements presented are the Statement of Net Assets, Statement of Revenues, Expenses and Changes in Net Assets, and the Statement of Cash Flows. As with all proprietary funds, the financials are presented using the economic resources measurement focus.

The Statement of Net Assets and the Statement of Revenues, Expenses and Changes in Net Assets report information about the Corporation as a whole. These statements include *all* assets and liabilities of the Corporation using the *accrual basis of accounting,* which is similar to the accounting used by most private-sector companies. All of the current year's revenues and expenses are taken into account regardless of when cash is received or paid.

The Statement of Net Assets and the Statement of Revenues, Expenses and Changes in Net Assets report the Corporation's *net assets* and changes in them. Net assets are the difference between assets and liabilities, which is one way to measure the Corporation's financial health, or *financial position.* Over time, *increases or decreases* in the Corporation's net assets are one indicator of whether its *financial health* is improving or deteriorating.

The Corporation's activities are accounted for as a special purpose government, or single enterprise fund.

The Notes to the Financial Statements provide additional information that is essential to a full understanding of the data provided in the basic financial statements.

THE FINANCIAL STATEMENTS

Statement of Net Assets

Net assets decreased from $6,311,108 to $2,187,928 in fiscal year 2007. The decrease is attributable primarily to the net decrease in the fair value of investments ($1.6 million) and recognition of down payment assistance ($4.7 million) related to the single family bond programs. Of the total net assets, $32,426 is invested in capital assets. The remaining balance of $2,155,502 is unrestricted and available for corporate programs, payment of obligations, and fulfillment of the Corporation's public purpose.

The Corporation's total assets increased from $153 million to $270 million during fiscal year 2007. The largest single factor contributing to this increase was the issuance of approximately $159 million in Single Family Mortgage Revenue Bonds. These bonds were issued for the purpose of making first lien single family mortgage loans to eligible borrowers under the Corporation's Professional Educators Home Loan Program and Fire Fighter and Law Enforcement or Security Officer Home Loan Program.

The Corporation's current assets totaled $90,695,796 while current liabilities totaled $4,216,520.

Noncurrent assets consist primarily of restricted investments held by the bond trustee of $170,305,097; capitalized bond issuance costs of $4,306,611; the Corporation's loan portfolio equaling $1,383,222; notes receivable of $1,850,709; custodial cash and cash equivalents of $170,966 and purchased mortgage servicing rights totaling $1,025,049. The Corporation's capital assets, consisting of furniture, equipment and leasehold improvements total only $32,426, net of accumulated depreciation.

Noncurrent liabilities consist of bonds payable totaling $259,332,933; deferred revenue of $1,807,530; notes payable of $2,053,999 and custodial reserve funds totaling $170,966. Bonds payable increased primarily due to the issuance of approximately $159 million in Single Family Mortgage Revenue Bonds.

Statement of Revenues, Expenses and Changes in Net Assets

The Corporation reported $12.4 million in operating revenues during fiscal year 2007. Interest and Investment Income totaling $11,139,794 less the Decrease in Fair Value of Investments of $1,646,768, constitutes the largest source of income contributing 76% to total operating revenue for fiscal year 2007.

Asset Oversight and Compliance Fees totaled $440,090 and represent 4% of operating revenue for fiscal year 2007. Asset Oversight and Compliance Fees are derived from contracts with properties financed with multifamily bonds issued by the Corporation or the Texas Department of Housing and Community Affairs.

Loan Servicing activities include performing duties as Master Servicer for the Texas Department of Housing and Community Affairs and servicing the Corporation's own portfolio of single-family and multifamily loans. Loan Servicing Fees contributed $428,789 in revenue, reported net of subservicer fees of $131,900.

Single Family Servicing Fees are paid to the Corporation by the Master Servicer for the right to service loans originated under the Professional Educators Home Loan Program and the Fire Fighter and Law Enforcement or Security Officer Home Loan Program. Single Family Servicing Fees totaled $1,837,004. Single Family Issuer Fees totaled $144,434 for fiscal year 2007. Together these fees totaled $1,981,438 and represent 16% of total operating revenues.

Multifamily Bond Fees contributed only $16,748 or .1% of total operating revenues for fiscal year 2007. Multifamily programs primarily consist of the multifamily bond program, direct lending activities, and projects performed for the purpose of increasing and preserving the availability of affordable housing units throughout the state of Texas.

Operating expenses for the year totaled $16.5 million. The four largest expenses for fiscal year 2007 were Interest Expense on Bonds and Notes Payable (60%); Down Payment Assistance Program Expense (28%); Salaries, Wages and Payroll Related Expenses (6%); and Professional Fees (1%). The Corporation recorded a net loss for fiscal year 2007 of $4,123,180. The largest factors contributing to the loss were the Net Decrease in the Fair Value of Investments and increases in Down Payment Assistance Program expense under the Single Family Bond Program.

BUSINESS TYPE ACTIVITIES

For the purposes of financial reporting, the Corporation is a special purpose government operating as a single enterprise fund. All activities of the Corporation are categorized as business type activities and are accounted for in the Financial Statements and Management's Discussion and Analysis.

BUDGETARY HIGHLIGHTS

The Corporation is not required to adopt a legal budget and has not done so, therefore, no budgetary highlights or comparison are required.

RELEVANT DECISIONS AND ECONOMIC FACTORS

Public Purpose – The Corporation is organized, operated and administered exclusively for the promotion of social welfare, and is a section 115 and 501(c)(3) nonprofit corporation under the Internal Revenue Code of 1986, as amended. The Corporation's mission is to serve the housing needs of moderate and lower income Texans who are not afforded housing finance options through conventional lending channels.

CONTACTING THE CORPORATION'S FINANCIAL MANAGEMENT

This financial report is designed to provide our customers, investors, and creditors with a general overview of the Corporation's finances and to show the Corporation's accountability for the money it receives. If you have questions about this report or need any additional financial information, contact the Texas State Affordable Housing Corporation at 1005 Congress Avenue, Suite 500, Austin, TX 78701, phone 512-477-3555.

AUDITED FINANCIAL STATEMENTS

MIKESKA • MONAHAN • PECKHAM • LLP
Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
Texas State Affordable Housing Corporation

We have audited the accompanying statement of net assets of Texas State Affordable Housing Corporation (the "Corporation"), a nonprofit corporation that is a component unit of the State of Texas, as of August 31, 2007, and the related statements of revenues, expenses and changes in net assets and cash flows for the year then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from the Corporation's 2006 financial statements and, in our report dated November 28, 2006, we expressed an unqualified opinion on those financial statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America, and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Texas State Affordable Housing Corporation as of August 31, 2007, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated December 14, 2007, on our consideration of the Corporation's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Governmental Auditing Standards,* and should be considered in assessing the results of our audit.

The Management's Discussion and Analysis on pages 1 through 4 is not a required part of the basic financial statements but is supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquires of management regarding the methods of measurement and presentation of supplementary information. However, we did not audit the information and express no opinion on it.

Mikeska Monahan & Peckham, LLP

Austin, Texas
December 14, 2007

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TEXAS STATE AFFORDABLE HOUSING CORPORATION
STATEMENT OF NET ASSETS
As of August 31, 2007

with comparative amounts as of August 31, 2006

ASSETS		**2007**		**2006**
Current Assets:				
Cash and Cash Equivalents	$	1,504,521	$	1,002,356
Restricted Assets Held by Bond Trustee:				
Cash and Cash Equivalents		2,580,538		892,345
Short-term Investments, at Fair Market Value		80,776,036		52,200,144
Accrued Interest		704,728		730,555
Investments, at Fair Market Value		4,627,046		4,940,483
Accounts Receivable & Accrued Revenue, Net of uncollectible amts. of $1,776,046		351,967		558,039
Accrued Interest Receivable		49,190		37,252
Loans Receivable, Current Portion		62,219		92,743
Notes Receivable, Current Portion		17,627		161,567
Prepaid Expenses		21,924		24,381
Total Current Assets:		90,695,796		60,639,865
Noncurrent Assets:				
Loans Receivable, net of uncollectible amounts of $121,726		1,383,222		1,507,179
Notes Receivable		1,850,709		1,868,256
Mortgage Servicing Rights, Net of Accumulated Amortization of $1,703,012		1,025,049		1,145,059
Fixed Assets, Net of Accumulated Depreciation of $196,078		32,426		36,371
Custodial Cash and Cash Equivalents		170,966		170,069
Bond Issuance Costs, Net of Amortization of $410,674		4,306,611		2,310,454
Restricted Investments Held by Bond Trustee, at Fair Market Value		170,305,097		85,564,417
Total Noncurrent Assets:		179,074,080		92,601,805
TOTAL ASSETS:		**269,769,876**		**153,241,670**
LIABILITIES & NET ASSETS				
Current Liabilities:				
Accounts Payable and Accrued Expenses		119,882		65,753
Notes Payable, Current Portion		15,616		14,072
Other Current Liabilities		57,884		24,745
Payable from Restricted Assets Held by Bond Trustee:				
Bonds Payable, Current Portion		1,824,055		601,216
Accrued Interest on Bonds		2,199,083		1,704,821
Total Current Liabilities:		4,216,520		2,410,607
Noncurrent Liabilities:				
Multifamily Custodial and Reserve Funds		170,966		170,069
Notes Payable		2,053,999		2,070,201
Revenue Bonds Payable		259,332,933		140,896,377
Deferred Revenue		1,807,530		1,383,308
Total Noncurrent Liabilities:		263,365,428		144,519,955
Total Liabilities:		267,581,948		146,930,562
Net Assets:				
Invested in Capital Assets		32,426		36,371
Unrestricted Net Assets		2,155,502		6,274,737
Total Net Assets:		2,187,928		6,311,108
TOTAL LIABILITIES & NET ASSETS	$	**269,769,876**	$	**153,241,670**

The accompanying Notes to the Financial Statements are an integral part of this financial statement.

TEXAS STATE AFFORDABLE HOUSING CORPORATION
STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
For the Year Ended August 31, 2007
with comparative amounts for the year ended August 31, 2006

	2007	2006
Operating Revenues		
Interest and Investment Income	$ 11,139,794	$ 5,589,332
Net Decrease in Fair Value of Investments	(1,646,768)	(1,731,139)
Single Family Program Issuer and Servicing Fees	1,981,438	1,097,714
Asset Oversight and Compliance Fees, Net of bad debt of $187,834	440,090	566,757
Loan Servicing Fees, Net of subservicer fees of $131,900	428,789	444,838
Multifamily Bond Fees	16,748	98,113
Other Operating Revenue	65,250	57,077
Total Operating Revenues	12,425,341	6,122,692
Operating Expenses		
Interest Expense on Bonds and Notes Payable	9,898,835	5,096,001
Down Payment Assistance Program	4,652,276	2,469,335
Salaries, Wages and Payroll Related Costs	1,002,780	851,465
Professional Fees and Services	236,734	174,446
Amortization	200,986	280,646
Office and Equipment Rental and Maintenance	129,780	122,680
Travel and Meals	66,015	75,746
Depreciation	15,794	13,386
Program and Loan Administration	203,432	97,390
Other Operating Expenses	141,889	100,543
Total Operating Expenses	16,548,521	9,281,638
Net Loss	(4,123,180)	(3,158,946)
Total Net Assets, Beginning	6,311,108	9,470,054
Total Net Assets, Ending	$ 2,187,928	$ 6,311,108

The accompanying Notes to the Financial Statements are an integral part of this financial statement.

TEXAS STATE AFFORDABLE HOUSING CORPORATION
STATEMENT OF CASH FLOWS
For the Year Ended August 31, 2007
with comparative amounts for the year ended August 31, 2006

	2007	2006
Increase/(Decrease) in Cash and Cash Equivalents		
Cash Flows from Operating Activities		
Receipts from Customers & Users	$ 1,012,111	$ 1,567,357
Payments to Employees	(769,813)	(644,039)
Payments of Benefits & Other Payroll Related Costs	(223,796)	(201,534)
Payments to Suppliers of Goods & Services	(5,633,958)	(3,157,027)
Net Cash Used By Operating Activities	(5,615,456)	(2,435,243)
Cash Flows from Non-Capital Financing Activities		
Proceeds from the Sale of Bonds	158,977,000	74,719,733
Proceeds from Bond Premiums	7,329,193	3,847,408
Proceeds from Deferred Servicing Fees on Single Family Bond Program	2,208,576	993,085
Proceeds from Notes Payable	-	1,050,000
Payments of Principal on Notes Payable	(14,658)	(512,628)
Payments of Interest on Notes Payable	(65,204)	(69,577)
Payments of Interest on Single Family Bond Program	(9,221,946)	(3,757,346)
Payments for Bond Issuance Costs	(2,077,134)	(1,276,915)
Payments of Principal related to Bond Maturities and Calls	(45,876,931)	(19,789,378)
Net Cash Provided By Non-Capital Financing Activities	111,258,896	55,204,382
Cash Flows from Capital and Related Financing Activities		
Payments for Additions to Fixed Assets	(11,849)	(17,503)
Net Cash Used for Capital and Related Financing Activities	(11,849)	(17,503)
Cash Flows from Investing Activities		
Proceeds from Interest and Investment Income	11,208,684	5,042,136
Proceeds from Sale of Investments by Bond Trustee	149,343,320	64,360,718
Proceeds from Sale of Unrestricted Investments	9,347,204	6,586,885
Purchase of Investments by Bond Trustee	(264,306,674)	(121,642,864)
Purchase of Unrestricted Investments	(9,033,767)	(8,580,043)
Restricted Cash & Cash Equivalents Held by Bond Trustee	(1,688,193)	74,037
Net Cash Used By Investing Activities	(105,129,426)	(54,159,131)
Net Increase (Decrease) in Cash and Cash Equivalents	502,165	(1,407,495)
Cash and Cash Equivalents at Beginning of Year	1,002,356	2,409,851
Cash and Cash Equivalents at End of Year	$ 1,504,521	$ 1,002,356

The accompanying Notes to the Financial Statements are an integral part of this financial statement

TEXAS STATE AFFORDABLE HOUSING CORPORATION
STATEMENT OF CASH FLOWS
For the Year Ended August 31, 2007
with comparative amounts for the year ended August 31, 2006

		2007		2006
Reconciliation of Operating Income to Net Cash Provided/(Used) by Operating Activities				
Net Loss from Operations	$	(4,123,180)	$	(3,158,946)
Adjustments To Reconcile to Net Cash from Operations				
Recognition of Deferred Revenue		(1,784,355)		(625,633)
Depreciation and Amortization Expense		216,780		294,031
Unrealized (Gain) Loss on Investments		1,646,768		1,731,139
Operating Income and Cash Flow Categories - Classification Differences		(589,468)		(817,359)
Changes in Current Assets and Liabilities:				
Decrease in Accounts Receivable		206,072		190,355
Increase in Accrued Interest Receivable		(11,938)		(22,057)
Decrease in Loans Receivable		154,481		33,246
Decrease in Notes Receivable		161,487		22,836
Increase in Bond Issue Costs		(2,077,133)		(1,276,915)
Increase in Accounts Payable & Accrued Expenses		54,129		4,341
Increase in Accrued Interest Payable		494,262		1,194,898
Increase/(Decrease) in Other Assets & Liabilities, net		36,639		(5,179)
Net Cash Used by Operating Activities	$	(5,615,456)	$	(2,435,243)

The accompanying Notes to the Financial Statements are an integral part of this financial statement.

TEXAS STATE AFFORDABLE HOUSING CORPORATION

ANNUAL FINANCIAL REPORT
AUGUST 31, 2007

INDEX FOR THE NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities

Reporting Entity - Texas State Affordable Housing Corporation (the "Corporation") was incorporated on May 6, 1994 under the Texas Non-Profit Corporation Act, Article 1396.1.01 et seq., Vernon's Annotated Texas Civil Statutes as amended, is legally separate from the State of Texas and does not receive State appropriated funding. Under Government Accounting Standards Board ("GASB") Statement 14, *The Financial Reporting Entity*, the Corporation is a special purpose government and component unit of the State of Texas for financial reporting purposes.

The Governing Board consists of five directors, all of which are appointed by the Governor of the State of Texas. The public purposes of the Corporation is to perform such activities and services that the Corporation's Board of Directors determines will promote the public health, safety, and welfare through the provision of adequate, safe and sanitary housing primarily for individuals and families of low, very low and extremely low income, and to perform activities and services related to this purpose and for other purposes as set forth in Chapter 2306, Subchapter Y, of the Government Code, as amended.

The Corporation is organized, operated and administered as a non-profit organization in accordance with Section 501(c)(3) of the Internal Revenue Code.

Dissolution of Entity - Upon dissolution of the Corporation, title to or other interest in real or personal property or rights thereto owned by the Corporation shall not be transferred to private ownership but shall be transferred and delivered to, and shall vest in, the Texas Department of Housing and Community Affairs (the "Department").

The Corporation is subject to Chapter 325 of the *Texas Government Code* (Texas Sunset Act). Unless continued in existence as provided by the Texas Sunset Act, the Corporation will be abolished effective September 1, 2009.

NOTE 1: NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES - Continued

Basis of Presentation - The accompanying financial statements of the Corporation have been prepared in conformity with generally accepted accounting principles as prescribed by the Governmental Accounting Standards Board (the "GASB"). The Corporation's presents its financial statements in accordance with GASB Statement No. 34, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments*; GASB Statement No. 37, *Basic Financial Statements – Management's Discussion and Analysis for State and Local Governments: Omnibus*; and GASB Statement No. 38, *Certain Financial Statement Note Disclosures*. For financial reporting purposes, the Corporation is considered a special purpose government.

Corporate Lines of Business

Servicing Operations

Servicing Operations account for the loan servicing activities of the Corporation. The operations during fiscal year 2007 reflect the Corporation's activities as Master Servicer for the Department's single-family mortgage revenue bond program issues 52, 53, and 54, and servicer of the Corporation's own portfolio of mortgage and multifamily loans, including some second lien mortgage loans originated under Housing Trust Fund grants.

The Corporation has subcontracted substantially all of the responsibilities of servicing related to the Department's single-family mortgage revenue bond program issues 52, 53 and 54 to Countrywide Home Loans, Inc. ("CHL"). To compensate CHL for their sub-servicing duties, CHL receives a sub-servicing fee and all ancillary fee income for the loans CHL sub-services. The Corporation retains the exclusive right to service the mortgage loans acquired under these bond programs.

Asset Oversight and Compliance

Asset Oversight – These operations are used to account for monitoring activities performed by the Corporation for multifamily bond properties for which the Department acted as issuer or the Corporation acted as conduit issuer. The Corporation receives an annual fee based on either the number of units serviced or a percentage of the outstanding bond balance. The Corporation serves as an agent

NOTE 1: NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES – Continued

for the Department under 105 asset oversight agreements. The Corporation's asset oversight portfolio includes 8 asset oversight agreements covering 36 properties.

Compliance – Multifamily mortgage revenue bonds for which the Corporation acts as a conduit issuer require monitoring in order to ensure that the borrower is in compliance with specific bond regulations overseeing tax-exempt bonds. Compliance monitoring is accomplished by performing in-house and on-site monitoring reviews.

Single Family Lending Operations

Single Family Bond Program – The Corporation provides below market 30-year fixed rate mortgage loans to eligible first-time homebuyers through the issuance of tax exempt single family mortgage revenue bonds. The Corporation administers three separate single family programs: the Professional Educators Home Loan Program; the Fire Fighter, Law Enforcement or Security Officer, and Emergency Medical Services Personnel Home Loan Program (Homes for Texas Heroes Program); and the Home Sweet Texas Loan Program. In addition to the low interest rate, these programs offer down payment and closing cost assistance, up to 5% of the loan amount, in the form of a grant. The programs are available through a network of participating lenders statewide.

Affordable Homeownership Program for Texas – The Corporation partnered with Ameriquest Mortgage Company ("Ameriquest") to develop an affordable mortgage financing option for eligible low-to-moderate income Texans with FICO scores between 525 and 610. Under the program, borrowers at or below 80% AMFI have access to an affordable mortgage loan product and down payment assistance in an amount up to seven percent (7%) of the mortgage loan amount.

Multifamily Programs and Operations

Multifamily 501(c)(3) Bond Program – The Corporation acts as a conduit issuer of mortgage revenue bonds for qualified 501(c)(3) owners of multifamily housing developments. Each multifamily property must agree to restrict a certain number of the units so that they are affordable in their market place. Additionally, each owner must provide significant resident and/or community services with its excess revenues. In exchange for these contributions, the owner will receive a

NOTE 1: NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES – Continued

below market mortgage rate provided through the issuance of tax-exempt mortgage revenue bonds. See Note 16.

Multifamily Private Activity Bond Program – Under the Multifamily Private Activity Bond ("PAB") Program, the Corporation administers 10 percent of the State's volume cap allocation of private activity bonds for multifamily residential rental housing each year. For the 2007 program year the amount available for issuance was approximately $44.7 million. The Corporation's Multifamily PAB Program provides financing for new construction, or acquisition and rehabilitation of existing multifamily rental properties. The Corporation is required by statute to target areas, such as cities and counties, and to issue requests for proposals to developers to provide the type of housing requested by the target area. In exchange for receiving the lower tax-exempt revenue bond interest rate, multifamily complexes financed through this program must provide a minimum number of affordable units.

Multifamily Direct Lending – The Multifamily Direct Lending Program provides financing for the purpose of increasing and preserving the stock of affordable multifamily housing units provided in Texas. Lending efforts are targeted to all reputable entities engaged in affordable housing development that focus on rural Texas and small cities, as well as other underserved and difficult to develop areas. See Note 4.

Significant Accounting Policies

Basis of Accounting – The Corporation prepares its financial statements using the economic resources measurement focus and the accrual basis of accounting. Revenues are recognized when earned and expenses are recognized when the liability is incurred regardless of the timing of the related cash flow. The Corporation has elected not to apply Financial Accounting Standards Board pronouncements issued after November 30, 1989, as allowed by GASB Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting.*

Cash Equivalents - For the purpose of reporting cash flows, cash and cash equivalents consist of cash and short-term investments with a maturity at the date of purchase of three months or less, which are highly liquid, and can be readily exchanged for cash at amounts equal to their stated value.

NOTE 1: NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES – Continued

Marketing Costs – The Corporation expenses the cost of advertising and promotion as they are incurred.

Investments – The Corporation follows the provisions of GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools.* GASB Statement No. 31 requires certain types of investments to be reported at fair value on the balance sheet. The Corporation utilizes established quoted market prices for determining the fair value of its debt securities in reserve funds. The fair value of the Corporation's mortgage backed securities ("GNMA/FNMA") has been estimated by each bond issues' trustee using a pricing service.

In accordance with GASB Statement No. 31, changes in the fair value of investments are reported in the statement of revenues, expenses and changes in net assets as net increase/(decrease) in fair value of investments.

Loans Receivable - Mortgage loans originated by the Corporation are carried at the unpaid principal balance outstanding, net of allowances for possible loan loss. Mortgage loans purchased by the Corporation are carried at the amortized cost of loans acquired, net of allowance for possible loan loss.

The Corporation has 26 Demonstration Down Payment loans, which are zero percent interest loans with a 5-year waiting period before monthly payments begin. Due to the uncertainty of repayment, the Corporation recorded these loans at the amount of assistance provided and included in deferred revenue an amount equal to the outstanding balance of the loan in previous years. As payments are received from the borrower the principal is reduced. A corresponding amount of servicing revenue is recognized for the portion of principal reduced with each payment allowing for a 1:1 ratio to exist between the remaining loan receivable and the balance of deferred revenue. See Note 9.

Notes Receivable – Notes receivable is comprised of loans made under the Multifamily Direct Lending Program and the Multifamily Private Activity Bond Program. Notes are carried at the unpaid principal balance outstanding.

NOTE 1: NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES – Continued

Allowance for Possible Losses - Losses are charged to the Allowance for Possible Loan Losses when the loss actually occurs or when a determination is made that a loss is likely to occur. During the year, management estimates the level of future losses to determine whether the allowance for possible loan losses is adequate to absorb anticipated losses in the existing mortgage loans. Based on these estimates, a provision for possible losses on loans is credited to the allowance in order to adjust the allowance to levels estimated to be adequate to absorb reasonably foreseeable losses.

While management uses available information to recognize losses in the loan portfolio, future adjustments may be necessary due to changes in economic conditions. However, it is the judgment of management that the allowances are currently adequate to absorb reasonably foreseeable losses in the existing portfolios.

Amortization of Bond Issuance Costs –Capitalized bond issuance costs related to the Single Family Bond Programs totaled $4,717,285. Bond issuance costs are amortized over the life of the bonds (32 to 34 years). Prepayments on bonds result in the proportionate amortization during the current year of the remaining balance of capitalized bond issuance costs. Amortization expense for Fiscal Year 2007 totaled $80,977; accumulated amortization as of August 31, 2007 equaled $410,674.

Amortization of Bond Premium – The premiums related to the Single Family Bond Programs range from 104.00 to 109.54 and are amortized using the effective interest method. Prepayments on the bonds result in the proportionate amortization during the current year of the remaining balance of premiums on debt. Amortization of the bond premium for Fiscal Year 2007 totaled approximately $770,000; accumulated amortization as of August 31, 2007 equaled approximately $1,145,000.

Amortization of Purchase Mortgage Servicing Rights - Purchase Mortgage Servicing Rights are recorded at cost and are amortized in relation to the remaining value of the related mortgage balances at the end of each period so that the value of the servicing rights equals the same percentage of the outstanding mortgage balance as when originally purchased. Amortization expense for Fiscal Year 2007 was $120,009; accumulated amortization as of August 31, 2007 equaled approximately $1,703,000.

NOTE 1: NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES – Continued

Fixed Assets - All fixed assets are valued at historical cost or estimated historical cost if actual historical cost is not available. Donated fixed assets are valued at their estimated fair market value on the date donated. Expenses for betterments that materially extend the useful life of an asset are capitalized at cost. Depreciation is recorded using the straight-line method over the estimated useful lives of the assets, usually 3 to 5 years. The Corporation capitalizes fixed assets with a cost greater than $500 and a useful life of more than one year.

Compensated Absences - Employees of the Corporation earn annual leave on a monthly basis. Each employee is entitled to earned but unused annual leave pay up to a maximum 168 hours if employed less than two years, 232 hours if employed less than five years, and 256 if employed less than ten years, as compensation upon termination of employment. The total compensated absences accrued liability for the year ended August 31, 2007 was approximately $38,000.

Reserve and Custodial Accounts – The Corporation holds certain cash reserves totaling $170,966 for the benefit of two multifamily projects that are financed by the Corporation.

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 disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reclassifications – Certain amounts in the prior-year financial statements have been reclassified for comparative purposes to conform to the presentation in the current-year financial statements.

Comparative Financial Information – The financial statements include certain prior-year comparative information. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Corporation's financial statements for the year ended August 31, 2006, from which the comparative information was derived.

NOTE 2: CASH, CASH EQUIVALENTS AND INVESTMENTS

Cash and Cash Equivalents

Cash and cash equivalents at August 31, 2007 consist of bank deposits totaling $100,146, money market mutual funds totaling $76,375, deposits in the Federal Home Loan Bank totaling $42,950, and pooled investment funds totaling $1,285,050.

Restricted cash and cash equivalents at August 31, 2007 total $2,580,538 and are maintained in money market mutual funds by the bond trustee. The Corporation also maintains six custodial accounts with a combined total of $170,966 pledged as reserves on two multifamily projects. These funds are maintained in interest bearing demand accounts.

Investments

The Corporation's unrestricted investments consist of the following:

Description/Maturity	Interest Rate	Cost	Fair Market Value	Unrealized Gain/(Loss)
Fannie Mae Discount Note - 09/26/07	5.348%	$ 1,093,449	$ 1,116,640	$ 23,191
Freddie Mac Discount Note - 10/01/07	5.324%	269,191	274,010	4,819
Fannie Mae Discount Note - 11/07/07	5.332%	774,840	778,327	3,487
Fannie Mae Discount Note - 11/28/07	5.374%	531,116	538,841	7,725
Freddie Mac Discount Note - 12/17/07	5.339%	548,370	552,272	3,902
Freddie Mac Discount Note - 01/07/08	5.380%	300,060	302,918	2,858
Freddie Mac Discount Note - 01/14/08	5.375%	560,271	564,938	4,667
Freddie Mac Discount Note - 09/17/07	5.342%	487,267	499,100	11,833
Total		$ 4,564,564	$ 4,627,046	$ 62,482

NOTE 2: CASH, CASH EQUIVALENTS AND INVESTMENTS - Continued

The Corporation's investments held by the bond trustee are summarized as follows:

Description/Maturity	Interest Rate		Cost		Fair Market Value		Unrealized Gain/(Loss)
Short-Term Investments							
Guaranteed Investment Contract - 10/01/07	4.33%	$	36,735	$	36,735	$	-
Guaranteed Investment Contract - 10/01/07	5.11%		4,037,362		4,037,362		-
Guaranteed Investment Contract - 12/01/07	4.74%		336,245		336,245		-
Guaranteed Investment Contract - 03/01/08	5.06%		4,627,208		4,627,208		
Guaranteed Investment Contract - 12/01/08	5.10%		16,437,639		16,437,639		
Guaranteed Investment Contract - 12/01/08	4.93%		19,972,770		19,972,770		
Guaranteed Investment Contract - 07/01/09	5.14%		35,328,077		35,328,077		
Total		$	80,776,036	$	80,776,036	$	-

Description/Maturity	Interest Rate		Cost		Fair Market Value		Unrealized Gain/(Loss)
Long-Term Investments							
Guaranteed Investment Contract - 03/01/34	4.80%	$	172,844	$	172,844	$	-
Guaranteed Investment Contract - 03/01/34	3.75%		140,101		140,101		-
Guaranteed Investment Contract - 03/01/34	3.41%		84,515		84,515		-
Guaranteed Investment Contract - 09/01/39	3.05%		730,307		730,307		-
Guaranteed Investment Contract - 09/01/39	3.83%		882,897		882,897		-
GNMA/FNMA Investments - 2032/2033	6.71%		893,539		922,528		28,989
GNMA/FNMA Investments - 2032/2033	6.02%		2,527,589		2,534,343		6,754
GNMA/FNMA Investments - 2032/2033	5.74%		2,338,482		2,327,440		(11,043)
GNMA/FNMA Investments - 2034	5.45%		2,789,190		2,731,760		(57,431)
GNMA/FNMA Investments - 2034	5.80%		1,849,474		1,842,837		(6,637)
GNMA/FNMA Investments - 2034	5.99%		6,518,336		6,550,295		31,959
GNMA/FNMA Investments - 2034	5.87%		3,319,110		3,317,369		(1,741)
GNMA/FNMA Investments - 2034	5.75%		3,597,326		3,573,514		(23,812)
GNMA/FNMA Investments - 2034/2035	5.49%		1,768,475		1,734,648		(33,827)
GNMA/FNMA Investments - 2035	5.60%		1,621,613		1,599,478		(22,135)
GNMA/FNMA Investments - 2035	5.45%		4,260,070		4,170,080		(89,990)
GNMA/FNMA Investments - 2035	5.40%		3,236,914		3,166,770		(70,145)
GNMA/FNMA Investments - 2035	5.39%		3,368,541		3,286,520		(82,020)
GNMA/FNMA Investments - 2035	5.34%		151,908		148,010		(3,898)

NOTE 2: CASH, CASH EQUIVALENTS AND INVESTMENTS - Continued

GNMA/FNMA Investments - 2035/2036	5.45%		23,027,107		22,537,609		(489,498)
GNMA/FNMA Investments - 2036	5.49%		19,255,783		18,877,787		(377,996)
GNMA/FNMA Investments - 2036	5.49%		23,120,057		22,664,078		(455,980)
GNMA/FNMA Investments - 2036/2037	5.49%		3,722,381		3,650,305		(72,075)
GNMA/FNMA Investments - 2036/2037	5.75%		15,857,904		15,697,997		(159,906)
GNMA/FNMA Investments - 2036/2037	5.75%		19,119,991		18,915,565		(204,426)
GNMA/FNMA Investments - 2037	5.65%		19,608,409		19,319,331		(289,078)
GNMA/FNMA Investments - 2037	5.75%		4,079,988		4,041,351		(38,637)
GNMA/FNMA Investments - 2037	5.65%		4,753,863		4,684,818		(69,045)
Total		$	172,796,714	$	170,305,097	$	(2,491,618)

Interest income on investments held by the bond trustee includes the following amounts:

Single Family Mortgage Revenue Bonds Series 2002	$	388,060
Single Family Mortgage Revenue Bonds Series 2004		1,968,038
Single Family Mortgage Revenue Bonds Series 2005A & B		2,329,701
Single Family Mortgage Revenue Bonds Series 2006A ,B & C		3,555,904
Single Family Mortgage Revenue Bonds Series 2007A-1, A-3 , & C		2,436,541
	$	10,678,244

The net decrease in the fair value of investments held by the bond trustee totaled $1,646,768. The Corporation uses Government Accounting Standards Board (GASB) Statement 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools.* GASB Statement 31 requires investments to be reported at fair value at the balance sheet date rather than at cost, except for money-market investments and participating interest-earning investment contracts and certain external investment pools, which may be reported at fair value or at amortized cost, provided that the fair value of these investments is not significantly affected by the impairment of the credit standing of the issuer or by other factors. In addition, GASB Statement 31 also affects the way in which unrealized gains and losses are recognized for financial reporting purposes.

Credit Risk

The primary stated objective of the Corporation's adopted Investment Policy is the safety of principal and avoidance of principal loss. Credit risk within the

NOTE 2: CASH, CASH EQUIVALENTS AND INVESTMENTS - Continued

Corporation's portfolio among the authorized investments approved by the Corporation's adopted Investment Policy is represented only in time and demand deposits, repurchase agreements, commercial paper, and non-rated SEC registered money market mutual funds. All other investments are rated AAA, or equivalent, by at least one nationally recognized rating agency. Investments are made primarily in obligations of the US Government, its agencies or instrumentalities.

State law and the Corporation's adopted Investment Policy restrict both time and demand deposits, including certificates of deposit, to those banks doing business in the State of Texas and further requires full insurance and/or collateral from these depositories (banks and savings banks). Certificates of deposit are limited to a stated maturity of one year. Collateral, with a 102% margin, is required and collateral is limited to obligations of the US Government, its agencies or instrumentalities. Independent safekeeping is required outside the pledging bank's holding company with monthly reporting. Securities are priced at market on a daily basis as a contractual responsibility of the bank.

By adopted Policy and state law, repurchase agreements are limited to those with defined termination dates executed with a Texas bank or a primary dealer (as defined by the Federal Reserve). The agreements require an industry standard, written master repurchase agreement and a minimum 102% margin on collateral as well as delivery versus payment settlement and independent safekeeping. Repurchase agreements may not exceed one year to stated maturity. Reverse repurchase agreements may not exceed 90 days after the term of the reverse and funds may be used only to acquire authorized investments matched to the reverse.

State law and the adopted Policy require that commercial paper have a maximum stated maturity of 90 days or less and be rated A1/P1 or its equivalent by at least two nationally recognized rating agencies.

The Corporation's adopted Investment Policy restricts investment in SEC registered mutual funds to money market mutual funds striving to maintain a $1 net asset value and with a weighted average maturity of 90 days as further defined by State law. Neither the state law nor the Policy requires a rating.

Local government investment pools in Texas are required to be rated AAA, or equivalent, by at least one nationally recognized rating agency. The adopted Policy further restricts investments to AAA-rated, "2a-7 like" (constant dollar) local government investment pools.

NOTE 2: CASH, CASH EQUIVALENTS AND INVESTMENTS – Continued

As of August 31, 2007,

- investment in an independent local government investment pool represented 20.26% of the total portfolio,
- holdings in a AAA-rated money market mutual fund represented .68 % of the total portfolio,
- funds invested in fully collateralized interest bearing accounts represented 6.10 % of the total portfolio, and
- holdings in US Government sponsored enterprise securities rated AAA and fully collateralized bank deposits represented 72.96% of the total portfolio.

Concentration of Credit Risk

The Corporation recognizes over-concentration of assets by market sector or maturity as a risk to the portfolio. The Corporation's adopted Investment Policy establishes diversification as a major objective of the investment program. The Policy requires that no issuer or institution represent more than 50% of the total portfolio with the exception of US Treasuries. Further diversification requirements established by Policy are:

	Max % of Portfolio
US Obligations	80%
Obligations of US Agencies	70%
Certificates of Deposit	25%
By Institution	10%
Repurchase Agreements	30%
Money Market Mutual Funds	25%
Commercial Paper	30%
By Issuer	10%
Local Government Stable Net Asset Value Pools	75%

Interest Rate Risk

In order to limit interest and market rate risk from changes in interest rates, the Corporation's adopted Investment Policy sets a maximum stated maturity for US obligations of 3 years. Collaterlized mortgage obligations have a stated maturity limitation of 10 years as set by state law. Certificates of deposit are restricted to a maturity of one year and commercial paper 90 days. The Policy sets a maximum weighted average maturity of six months.

NOTE 2: CASH, CASH EQUIVALENTS AND INVESTMENTS – Continued

As of August 31, 2007, the portfolio contained:

- no holding with a stated maturity date beyond six months, and
- the weighted average of the combined portfolio was 50 days on the total portfolio.

As of August 31, 2007, the portfolio contained no securities or structured notes which might be affected by interest rate risk.

Custodial Credit Risk

To control custody and safekeeping risk, State law and the Corporation's adopted Investment Policy require collateral for all time and demand deposits, as well as collateral for repurchase agreements, be transferred delivery versus payment and held by an independent party approved by the Corporation and held in the Corporation's name. The custodian is required to provide original safekeeping receipts and monthly reporting of positions with position descriptions including market value. Repurchase agreements and deposits must be collateralized to 102% and be executed under written agreements. Depository agreements are executed under the terms of FIRREA. The counter-party of each type transaction is held contractually liable for monitoring and maintaining the required collateral margins on a daily basis.

As of August 31, 2007, the portfolio contained no certificates of deposit and no repurchase agreements. All pledged bank collateral for demand deposits was held by an independent institution outside the bank's holding company.

NOTE: 3 LOANS RECEIVABLE

Loans receivable represents loans made under the Housing Initiatives Program, Housing Trust Fund Program, and loans purchased by the Corporation through the Affordable Home Ownership Program. Loans are carried at the unpaid principal balance, net of loss allowances.

A summary of loans receivable at August 31, 2007 is as follows:

Loans Receivable at September 1, 2006	$	1,721,648
Additions		65,639
Paydowns		(62,219)
Reduction due to Foreclosure and Short Sale		(157,901)
Loans Receivable at August 31, 2007		1,567,167
Allowance for possible loan losses		(121,726)
Net Balance at August 31, 2007	$	1,445,441

The current portion of loans receivable at August 31, 2007 is $62,219; the remaining balance of $1,383,222 is classified as noncurrent loans receivable.

The activity for allowance for loan losses for fiscal year 2007 is as follows:

Balance at September 1, 2006	$	(121,726)
Current Year Reduction		-
Loss Applied to the Allowance		-
Balance at August 31, 2007	$	(121,726)

The Corporation considers loans receivable to be delinquent when they become more than 60 days past due.

NOTE 4: NOTES RECEIVABLE

Notes receivable is comprised of loans made under the Multifamily Direct Lending Program and the Multifamily Private Activity Bond Program. Notes are carried at the unpaid principal balance outstanding.

NOTE 4: NOTES RECEIVABLE - Continued

MF Direct Lending – By utilizing the Corporation's relationship with Federal Home Loan Bank (FHLB), the Corporation has provided permanent financing for the new construction of two multifamily affordable housing developments in Brady and Stephenville, Texas in the amounts of $875,000 and $550,000 respectively.

The $875,000 note receivable requires monthly payments of principal and interest at a rate of 7.75% with a 30 year amortization and 19 year term (balloon payment).

The $550,000 note receivable requires monthly payments of principal and interest at a rate of 7.00% with a 30 year amortization and 19 year term (balloon payment).

Marshall Meadows Apartments
The Corporation provided private activity bond financing for the construction of a 250-unit multifamily complex known as Marshall Meadows Apartments in San Antonio, Texas (See Note 16). The Corporation also loaned $500,000 of unrestricted cash reserves for the construction. The note, dated January 7, 2005 will be paid back at 3 percent (3%) interest out of cash flows from the development. Sixty percent of the units in the apartment complex will be set aside for residents at or below 60 percent of the area median income. Forty percent of the units will be set aside for market rate residents.

A summary of notes receivable at August 31, 2007 is as follows:

Balance at September 1, 2006	$ 2,029,823
Additions	-
Collections	(161,487)
Balance at August 31, 2007	$ 1,868,336

The current portion of notes receivable at August 31, 2007 is $17,627; the remaining balance of $1,850,709 is classified as non-current notes receivable. Management considers these loans fully collectible. Accordingly, no provision has been made for uncollectible amounts.

NOTE 5: FIXED ASSETS

Fixed Assets held by the Corporation for 2007 consists of the following:

	COST OR BASIS OF PROPERTY			
	Balance September 1, 2006	Additions	Deletions	Balance August 31, 2007
Office Furniture & Equipment	$ 216,655	11,849	-	$ 228,504

	ACCUMULATED DEPRECIATION			
	Balance September 1, 2006	Additions	Deletions	Balance August 31, 2007
Office Furniture & Equipment	$ 180,284	15,794	-	$ 196,078

Fixed Assets less accumulated depreciation at August 31, 2007 totaled $32,426.

NOTE 6: INCOME TAX STATUS

Texas State Affordable Housing Corporation, a nonprofit corporation operating under section 501(c)(3) of the Internal Revenue Code, is generally exempt from federal income taxes and, accordingly, no provision for income taxes is included in the financial statements. The Corporation is classified as a nonprofit organization other than a private foundation.

NOTE 7: OPERATING LEASES

The Corporation leases office space under a five year lease agreement which calls for monthly lease payments of approximately $8,800. In addition, the Corporation pays a pro-rata share of the increase in building operating expenses. The corporation incurred rent expense of approximately $112,500 during Fiscal Year 2007 under this lease. This lease agreement expires on August 31, 2008.

The Corporation also leased certain office equipment under a five-year lease agreement which calls for monthly lease payments of $915 beginning September 2006.

The future minimum lease payments under the agreements are as follows:

Year Ended August 31,	Amount
2008	$ 119,220
2009	10,980
2010	10,980
2011	10,980
2012	-
Total Minimum Future Rental Payments	**$ 152,160**

NOTE 8: MULTIFAMILY RESERVES & CUSTODIAL ACCOUNTS

The Corporation holds certain cash reserves for the benefit of two multifamily projects that were financed by the Corporation through the Multifamily Direct Lending Program (See Note 4).

Reserve activity for the year ended August 31, 2007 is as follows:

Balance at September 1, 2006	$ 170,069
Deposits	22,687
Disbursements	(21,790)
Balance at August 31, 2007	$ 170,966

NOTE 9: DEFERRED REVENUE

In a prior year, the Corporation received $679,800 from the Department's Housing Trust Fund for the origination of down payment and closing cost assistance loans for households who earn less than 60% of the area median family income. The Corporation established a loan receivable for each loan made with a corresponding offset to deferred revenue. Recognition of the deferred revenue occurs as loans are repaid. Revenue recognized during Fiscal Year 2007 totaled approximately $50,000. The remaining deferred revenue for this portfolio is $431,003.

Deferred revenue also includes amounts that resulted from the sale of master servicer rights associated with the bond programs. Revenue is recognized as mortgage loans are pooled and mortgage backed securities are purchased. The balance of deferred revenue related to the bond programs is $1,376,527.

A summary of deferred revenue activity for fiscal year 2007 is as follows:

Balance at September 1, 2006	$	1,383,308
Additions		2,208,576
Revenue Earned		(1,714,441)
Foreclosed Loans		(20,000)
Loan Payments Received		(49,913)
Balance at August 31, 2007	$	1,807,530

NOTE 10: NOTES PAYABLE

During Fiscal Year 2004 the Corporation provided permanent financing for: (1) the new construction of a 60-unit multifamily affordable housing development in Brady, Texas in the amount of $875,000; and, (2) the new construction of a 44-unit multifamily affordable housing development in Stephenville, Texas in the amount of $550,000. The Corporation used unrestricted assets to fund 25% of each loan. Federal Home Loan Bank ("FHLB") funded the remaining 75% resulting in two loans payable by the Corporation totaling $1,068,750 at 6.345% with a 30 year amortization and 20 year term (balloon payment). The unpaid balance of the FHLB advances at August 31, 2007 was $1,019,615.

In May 2006 the Corporation entered into an agreement with Wells Fargo Community Development Corporation and received a loan in the amount of $1,050,000. Loan funds are to be used to fund an Interim Construction Loan

NOTE 10: NOTES PAYABLE - Continued

Program, Multifamily Gap Financing Program and Down Payment Assistance Program. The loan is to be repaid in 10 years at 2% interest.

The summary of notes payable for the year ended August 31, 2007 is as follows:

Balance at September 1, 2006	$	2,084,273
Advances		-
Repayments		(14,658)
Balance at August 31, 2007	$	2,069,615

The current portion of notes payable at August 31, 2007 is $15,616; the remaining balance of $2,053,999 is classified as noncurrent notes payable.

The debt service requirements on long-term borrowings (i.e. notes payable) for the next five years and thereafter are as follows:

2008	$	101,063
2009		101,063
2010		101,063
2011		101,063
2012		101,063
Thereafter		2,834,570
Total		3,339,885
Less Interest		(1,270,270)
Outstanding Debt Obligations	$	2,069,615

NOTE 11: BONDED INDEBTEDNESS

The Corporation had twenty-four (24) bonds series outstanding as of August 31, 2007. All series are single family mortgage revenue bonds backed by the pledged revenue sources and restricted funds specified in the bond resolutions. Each series is designed to be self-supporting with no repayment or obligation from the State of Texas or any political subdivision thereof. The Corporation issues bonds to assist in financing the purchase of homes by, or the construction of rental housing for, families with low to moderate incomes. Loan payments provide the revenues for debt service payments. Interest on bonds is payable semiannually or monthly.

NOTE 11: BONDED INDEBTEDNESS - Continued

There are a number of limitations and restrictions contained in the various single family bond indentures. The Corporation is in compliance with all significant limitations and restrictions at August 31, 2007.

A summary of deferred bond issuance costs for fiscal year 2007 follows:

Bonds Costs of Issuance

	Balance 09/01/2006	Additions	Deletions	Balance 08/31/2007
2002	$ 346,253	$ -	$ -	346,252
2004	696,959	-	-	696,959
2005A	406,314	-	-	406,314
2005B	366,103	-	-	366,103
2006A	413,640	500	-	414,140
2006B	410,883	39	-	410,922
2006C	-	410,551	-	410,551
2007A-1	-	672,658	-	672,658
2007A-3	-	578,644	-	578,644
2007C	-	414,742	-	414,742
	$ 2,640,151	$ 2,077,134	$ -	$ 4,717,285

Amortization of Bond Costs of Issuance

	Balance 09/01/2006	Additions	Deletions	Balance 08/31/2007
2002	$ 206,225	$ 18,916	$ -	$ 225,141
2004	95,324	60,709	-	156,033
2005A	10,940	-	2,934	8,006
2005B	8,984	-	4,265	4,719
2006A	6,155	981	-	7,136
2006B	2,070	2,387	-	4,457
2006C	-	4,638	-	4,638
2007A-1	-	544	-	544
2007A-3	-	-	-	-
2007C	-	-	-	-
	$ 329,698	$ 88,175	$ 7,199	$ 410,674

NOTE 11: BONDED INDEBTEDNESS - Continued

CHANGES IN BONDS PAYABLE

Description	Interest Rate	Bonds Outstanding 9/1/06	Bonds Issued	Bonds Matured/ Retired	Bonds Refunded/ Extinguished	Bonds Outstanding 8/31/07	Amounts Due Within One Year
Single Family 2002							
Series 2002	Variable	-	-	-	-	-	-
Series 2002-1	6.01%-7.10%	$ 1,545,000	-	$ 335,000	-	$ 1,210,000	$ 135,000
Series 2002-2	5.64%-6.20%	2,715,000	-	310,000	-	2,405,000	85,000
Series 2002-3	5.65%-5.70%	2,710,000	-	290,000	-	2,420,000	45,000
Single Family 2004							
Series 2004A	1.62%	-	-	-	-	-	-
Series 2004-B1	5.40%	3,505,282	-	506,473	-	2,998,809	26,640
Series 2004-B2	5.75%	2,040,047	-	144,194	-	1,895,853	15,666
Series 2004-B3	5.95%	7,380,815	-	771,434	-	6,609,381	52,625
Series 2004-B4	5.80%	3,772,906	-	451,530	-	3,321,376	26,637
Series 2004-B5	5.65%	4,085,333	-	484,142	-	3,601,191	29,293
Series 2004-B6	5.45%	2,003,492	-	233,944	-	1,769,548	14,954
Series 2004-B7	5.55%	1,880,743	-	257,489	-	1,623,254	13,213
Series 2004-B8	5.30%	4,805,801	-	541,444	-	4,264,357	35,189
Series 2004-B9	5.30%	3,293,012	-	52,308	-	3,240,704	26,459
Series 2004-B10	5.25%	3,898,157	-	248,940	-	3,649,217	29,704
Single Family 2005							
Series 2005A	Variable	23,920,000	-	470,000	-	23,450,000	315,000
Series 2005B	Variable	20,000,000	-	255,000	-	19,745,000	165,000
Single Family 2006							
Series 2006A	Variable	23,808,978	-	410,186	-	23,398,792	173,986
Series 2006B	Variable	23,640,000	-	256,375	-	23,383,625	160,923
Series 2006C	5.30%	-	23,650,000	267,182	-	23,382,818	159,726
Single Family 2007							
Series 2007A-1	5.50%	-	35,000,000	28,290	-	34,971,710	240,464
Series 2007A-2	3.75%	-	39,563,000	39,563,000	-	-	-
Series 2007A-3	5.60%	-	37,235,000	-	-	37,235,000	25,371
Series 2007C	5.45%	-	23,529,000	-	-	23,529,000	48,205
Total Principal		$ 135,004,566	$158,977,000	$ 45,876,931	-	$ 248,104,635	$ 1,824,055
Unamortized Premium		6,493,027				13,052,353	
		$ 141,497,593				$ 261,156,988	

NOTE 11: BONDED INDEBTEDNESS - Continued

The current portion of bonds payable at August 31, 2007 is $1,824,055; the remaining balance of $259,332,933 is classified as noncurrent bonds payable.

The principal and interest expense requirements for the next five years and beyond are summarized below:

Year Ended August 31	Principal	Interest	Total
2008	1,824,055	7,579,007	9,403,062
2009	3,063,564	13,364,769	16,428,333
2010	3,373,530	13,196,726	16,570,256
2011	3,573,711	13,015,424	16,589,135
2012	3,804,690	12,822,392	16,627,082
2013 thru 2017	22,621,546	60,741,586	83,363,132
2018 thru 2022	30,105,823	53,712,714	83,818,537
2023 thru 2027	40,745,608	44,167,196	84,912,804
2028 thru 2032	56,417,179	31,074,271	87,491,450
2033 thru 2037	68,652,928	13,388,645	82,041,573
2038 thru 2042	13,922,001	834,580	14,756,581
Total	$ 248,104,635	$263,897,310	$512,001,945

NOTE 12: DOWN PAYMENT ASSISTANCE PROGRAM

Under the various Single Family Home Loan Programs provided by the Corporation first-time homebuyers are able to apply for a 30 year fixed rate mortgage loan which offers down payment assistance in the form of a grant. Grants are made in amounts equal to approximately 5% of the home purchase price. For fiscal year 2007, down payment assistance was $4,652,276.

NOTE 13: RELATED PARTY TRANSACTIONS

On April 1, 2006, the Corporation entered into an agreement to act as Asset Oversight Agent for each of the Department's multifamily bond properties. Per the agreement, the Corporation agreed to remit to the Department a \$3 administration fee per \$25 asset oversight fee collected, payable each January 15th for collections in the previous calendar year. Administrative fees totaling approximately \$18,500 are included in Accounts Payable on the Statement of Net Assets.

NOTE 14: EMPLOYEE BENEFITS

The Corporation is a co-employer with Administaff, a Professional Employer Organization (PEO) that serves as an off-site, payroll and human resources department. Administaff maintains the Corporation's employee benefits programs including a 401(k) retirement plan.

The 401(k) retirement plan is a defined contribution plan under which the Corporation matches dollar for dollar the first three percent (3%) and one half percent (.5%) of the fourth and fifth percent of the employee's annual gross salary contributed to the plan. The maximum employer contribution is 4%. Total contributions for the year ended August 31, 2007, were approximately \$72,000. Employee and employer contributions totaled approximately \$52,000 and \$20,000 respectively.

NOTE 15: COMMITMENTS & CONTINGENCIES

In October 2007 the Corporation submitted a loan commitment totaling \$542,500 to a Texas non-profit to provide financing for the development of 46 acres in Silsbee, Texas into 170 single family lots. The project will include single family detached homes for low to moderate income homeowners and renters.

NOTE 16: CONDUIT DEBT

The Corporation is authorized to issue statewide 501(c)(3) tax-exempt multifamily mortgage revenue bonds under the Texas Government Code §2306.555. The 501(c)(3) bond program provides long-term variable or fixed rate financing to non-profit borrowers/developers of new or existing multifamily rental properties in order to generate and/or preserve affordable rental housing. The Corporation may finance single developments or pools of properties located

NOTE 16: CONDUIT DEBT - Continued

throughout the State of Texas. Borrowers must agree to set aside a prescribed percentage of a property's units for rent to persons and families of low income.

Under the Multifamily Private Activity Bond ("PAB") Program, the Corporation administers 10 percent or approximately $44.7 million of the State's volume cap allocation of private activity bonds for multifamily residential rental housing each year.

The 501(c)(3) and private activity revenue bonds are secured by the property financed and are payable solely from payments received on the underlying mortgage loans. Neither the Corporation, the State, nor any political subdivision thereof is obligated in any manner for repayment of the bonds. Accordingly, the bonds are not reported as liabilities in the accompanying financial statements.

As of August 31, 2007, there were twenty-two series of multifamily housing revenue bonds outstanding with an aggregate principal amount payable of approximately $375 million.

NOTE 17: RISK FINANCING AND RELATED INSURANCE ISSUES

The Corporation is exposed to various risks of loss related to torts, theft of, damage to, and destruction of assets, errors and omissions, and natural disasters. For all such risks the Corporation has purchased commercial insurance in varying amounts to mitigate the risk of loss.

NOTE 18: SUBSEQUENT EVENTS

On October 30, 2007, the Corporation issued $23,535,000 in single family mortgage revenue bonds (Series 2007D). The bonds have an interest rate of 5.85%.

On September 24, 2007, the Corporation closed a transaction involving the acquisition and rehabilitation of 13 existing multifamily rental properties located in 9 Texas cities. The transaction was financed with the issuance of $34.9 million in private activity bonds and a $500,000 loan from the Corporation. The $500,000 loan is repayable at 4 percent (4%) interest out of cash flows from the development. One hundred percent of the units will be set aside for residents at or below 50 percent of the area median income.

NOTE 19: CONTINUANCE SUBJECT TO REVIEW

Under the Texas Sunset Act, the Corporation will be abolished effective September 1, 2009 unless continued in existence as provided by the Act. If abolished, the Corporation may continue until September 1, 2010 to close out its operations.

NOTE 20: SEGMENT INFORMATION

For a description of the Corporation's operations, please see Note 1.

Segment financial information of the Corporation's only proprietary fund type at August 31, 2007 and for the year then ended is as follows:

Summary Financial Information	Amount
Operating Revenue	$ 12,425,341
Depreciation and Amortization	216,780
Net Loss	(4,123,180)
Net Working Capital*	86,479,276
Total Assets	269,769,876
Total Net Assets	2,187,928
Noncurrent Notes Payable	2,053,999
Noncurrent Bonds Payable	259,332,933
Deferred Revenue	1,807,530
Multifamily Custodial & Reserve Accounts	170,966
Fixed Asset Additions	11,849

NOTE 20: SEGMENT INFORMATION - Continued

* Net Working Capital Calculation		Amount
Unrestricted Cash and Cash Equivalents	$	1,504,521
Restricted Assets Held by Bond Trustee		84,061,302
Investments		4,627,046
Accounts Receivable & Accrued Revenue		351,967
Accrued Interest Receivable		49,190
Loans Receivable, Current Portion		62,219
Notes Receivable, Current Portion		17,627
Prepaid Expenses		21,924
Payables:		
Accounts & Accrued Expenses		(119,882)
Current Portion of Notes		(15,616)
Other Current Liabilities		(57,884)
Current Portion of Bonds & Accrued Interest		(4,023,138)
	$	86,479,276

SUPPLEMENTAL INFORMATION

MIKESKA MONAHAN & PECKHAM LLP
CERTIFIED PUBLIC ACCOUNTANTS
100 Congress Avenue, Suite 990
Austin, Texas 78701

INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

To the Board of Directors
Texas State Affordable Housing Corporation

We have audited the financial statements of Texas State Affordable Housing Corporation as of and for the year ended August 31, 2007, and have issued our report thereon dated December 14, 2007. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards,* issued by the Comptroller General of the United States.

Internal Control over Financial Reporting
In planning and performing our audit, we considered Texas State Affordable Housing Corporation's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Texas State Affordable Housing Corporation's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control over financial reporting. A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the organization's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles, such that there is more than a remote likelihood that a misstatement of the organization's financial statements that is more than inconsequential will not be prevented or detected by the organization's internal control. A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the organization's internal control.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in internal control that might be significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters
As part of obtaining reasonable assurance about whether Texas State Affordable Housing Corporation's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, including the Public Funds Investment Act (Chapter 2256, *Texas Government Code*), regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards.*

This report is intended solely for the information and use of management, the audit committee, and the Board of Directors, and is not intended to be and should not be used by anyone other than these specified parties.

Mikeska Monahan & Peckham, LLP

Austin, Texas
December 14, 2007

TEXAS STATE AFFORDABLE HOUSING CORPORATION
SCHEDULE OF FINDINGS AND RESPONSES
YEAR ENDED AUGUST 31, 2007

A. SUMMARY OF AUDIT RESULTS

Financial Statements

Type of auditor's report issued:	Unqualified
Internal control over financial reporting:	
• Material weaknesses identified?	No
• Reportable conditions identified not considered to be a material weakness?	None reported
Noncompliance material to the financial statements noted?	No

B. FINANCIAL STATEMENT FINDINGS

None.

TEXAS STATE AFFORDABLE HOUSING CORPORATION
SCHEDULE OF PRIOR YEAR FINDINGS AND CORRECTIVE ACTION PLAN
YEAR ENDED AUGUST 31, 2007

A. PRIOR YEAR FINDINGS – FINANCIAL STATEMENTS AUDIT

None.

B. PRIOR YEAR FINDINGS AND QUESTIONED COSTS – MAJOR FEDERAL AWARD PROGRAMS AUDIT

None.