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T E X A S
State Affordable Housing Corporation

December Audit Committee Meeting

To be held at the offices of
Texas State Affordable Housing Corporation
2200 East Martin Luther King Jr. Blvd.
Austin, TX 78702

Thursday, December 13, 2018
9:00 a.m.

**AUDIT COMMITTEE MEETING
TEXAS STATE AFFORDABLE HOUSING CORPORATION
To be held at the offices of
Texas State Affordable Housing Corporation
2200 East Martin Luther King Jr. Blvd
Austin, Texas 78702
December 13, 2018 at 9:00 am**

**CALL TO ORDER, ROLL CALL
CERTIFICATION OF QUORUM**

**Jerry Romero
Committee Chair**

The Audit Committee of the Texas State Affordable Housing Corporation will meet to consider and possibly act on the following:

PUBLIC COMMENT

ACTION ITEMS IN OPEN MEETING:

- | | |
|-------|--|
| Tab 1 | Presentation, Discussion and Possible Approval of Minutes of the Audit Committee Meeting held on August 16, 2018. |
| Tab 2 | Presentation, Discussion and Possible Approval of the Audit Committee Guidelines. |
| Tab 3 | Presentation, Discussion and Possible Approval of the Annual Independent Financial Audit for the Fiscal Year Ending August 31, 2018. |

CLOSED MEETING:

Consultation with legal counsel on legal matters – Texas Government Code § 551.071
Deliberation regarding purchase, exchange, lease, or value of real property – Texas Government Code § 551.072
Deliberation regarding prospective gift or donation to the state or Texas State Affordable Housing Corporation – Texas Government Code § 551.073
Personnel Matters – Texas Government Code § 551.074
Implementation of security personnel or devices – Texas Government Code § 551.076
Other matters authorized under the Texas Government Code

OPEN MEETING:

Action in Open Meeting on Items Discussed in Closed Meeting

ADJOURN:

Individuals who require auxiliary aids or services for this meeting should contact Lacy Brown, ADA Responsible Employee, at 512-220-1174 or Relay Texas at 1-800-735-2989 at least two days before the meeting so that the appropriate arrangements can be made.

Section 46.035 of the Texas Penal Code prohibits handgun licensees from carrying their handguns at government meetings such as this one. This prohibition applies to both concealed carry and open carry by handgun licensees. Handgun licensees are required by law to refrain from carrying their handguns at this meeting.

Texas State Affordable Housing Corporation reserves the right to recess this meeting (without adjourning) and convene at a later stated time, if and to the extent allowed by law. If Texas State Affordable Housing Corporation adjourns this meeting and reconvenes at a later time, the later meeting will be held in the same location as this meeting. Texas State Affordable Housing Corporation also reserves the right to proceed into a closed meeting during the meeting in accordance with the Open Meetings Act, Chapter 551 of the Texas Government Code. If permitted by the Open Meetings Act, Chapter 551 of the Texas Government Code, any item on this Agenda to be discussed in open meeting may also be discussed by the Board (and any other authorized persons) in closed meeting.

Tab One

**AUDIT COMMITTEE MEETING
TEXAS STATE AFFORDABLE HOUSING CORPORATION**

**To be held at the offices of
Texas State Affordable Housing Corporation
2200 East Martin Luther King Jr. Blvd
Austin, Texas 78702
August 16, 2018 at 9:00 am**

Summary of Minutes

**CALL TO ORDER ROLL CALL
CERTIFICATION OF QUORUM**

The Audit Committee of the Texas State Affordable Housing Corporation (the “Corporation”) was called to order by Jerry Romero, Audit Committee Chair, at 9:00 am on August 16, 2018, at the offices of Texas State Affordable Housing Corporation, 2200 E. Martin Luther King Jr. Blvd., Austin TX 78702. Roll Call was taken and four members were present.

Committee Members Present

Jerry Romero, (Board Vice Chair), Chair
Lori Cobos, (Board Member), Member
David Long, (President), Ad Hoc Member
Melinda Smith, (Chief Financial Officer), Ad Hoc Member

Staff Present

Betsy Aldrich, Senior Accounting Manager
Cynthia Gonzales, Senior Office & Loan Servicing Manager
Nick Lawrence, Controller
Janie Taylor, Executive Vice President
Lacy Brown, Corporate Secretary, Executive Assistant

Special Guests

Arron Gregg, Greenberg Traurig, LLP

Public Comment

None was given.

Tab 1 Presentation, Discussion and Possible Approval of Minutes of the Audit Committee Meeting held on December 14, 2017.

Ms. Cobos provided the Board a redline version of the December 14, 2017 minutes. Ms. Cobos explained that her changes to the minutes were primarily clarification, grammatical and additional explanation. After a discussion of the redlined version, Mr. Long made a motion to approve the minutes of the Audit Committee Meeting held on December 14, 2017 with the changes provided by Ms. Cobos. Mr. Romero seconded the motion. A vote was taken and the motion passed unanimously.

Tab 2 Presentation, Discussion and Possible Approval of the Fiscal Year 2019 Operating Budget.

Ms. Smith provided an overview of the Fiscal Year 2019 Operating Budget. Ms. Smith informed the Committee that TSAHC was budgeting \$15.8 million in revenue and \$15.6 million in expenditures, leaving \$271,000 in excess revenue over expenditures.

Ms. Smith then gave an overview of the revenue line items. She noted that “Servicing Revenue” represented income from the Corporation’s down payment assistance portfolio of second lien loans, as well as income related to the Corporation’s contract with the Texas Department of Housing and Community Affairs (TDHCA). She explained that the expected revenue for this line item was decreasing because the balances for both programs were declining over time.

Ms. Smith then spoke about the “Single Family Program Revenue” line item, which incorporated issuer fees from the single family bond programs, as well as income from the Mortgage Credit Certificate (MCC) program, TBA program, lender and homebuyer training fees, and lender contributions. Ms. Smith noted that income from the TBA program made up the majority of the funding for this line item. She explained that the Corporation had seen a significant increase in loan volume under the program in the past few years, which had resulted in an increase in revenue. While loan volume had increased, market conditions had led to the Corporation selling the pooled loans for a lower price than in recent years. Because of this, staff was budgeting \$6.5 million in TBA income this year which was less than what was received in 2018.

Ms. Smith also noted that the way the Corporation funded the down payment assistance (DPA) under the TBA program had changed. In the past, the Corporation received funding from the Federal Home Loan Bank that was used to fund the DPA on each loan under the program before the loan closed. In January, the process changed so that the DPA no longer needed to be funded by the Corporation in advance of each loan closing. Because of this change, funding from the Federal Home Loan Bank was not included in the revenue line item as it was in previous years.

Ms. Smith noted that overall, the Single Family Program Revenue line item had a budgeted revenue of \$9.6 million for fiscal year 2019.

Mr. Romero observed that if the Federal Home Loan Bank funding was taken out of the 2018 budget, the Single Family Program Revenue line item for 2018 would be around \$8 million. If that was case, the 2019 budget would show a slight increase to that line item which could be attributed

to activity under the TBA program. Ms. Smith and Mr. Long agreed with this observation. Ms. Cobos asked for more information regarding the Federal Home Loan Bank advances. Mr. Long explained that it was used to assist with the Corporation's cash flow. Prior to January, the Corporation would wire the down payment assistance for each loan to the mortgage companies before each loan would close. The Corporation would not be repaid until after the loans were pooled and then sold. Because of this delay and because of the increase in loan volume under the programs, TSAHC used funding from the Federal Home Loan Bank to keep up with the demand for the program.

Mr. Romero asked Mr. Long to provide Ms. Cobos with an overview as to why the program had expanded to such high volume. Mr. Long explained that when TSAHC changed master servicers to Lakeview Loan Servicing, Lakeview priced the loan pools and allowed us to set the interest rates daily. We were able to manage our rates and offer a better product, which lenders appreciated. Ms. Cobos asked for more information about the increase in volume and demand and Mr. Long noted that in 2016, before Lakeview became the master servicer, our annual volume was between \$200 and \$225 million. When starting with Lakeview from April 2017 to March 2018 TSAHC did \$1 billion in loan volume.

Ms. Smith then spoke about the "Multifamily Program Revenue" line item which included income related to compliance and asset oversight monitoring. Included in the line item was \$285,000 in revenue from five bond deals currently in the pipeline. Ms. Cobos asked for more information about the changes to the fees the Corporation expected to receive, specifically fees related to Woodside Village where we budgeted \$9,890 and the fees then dropped to \$4,228. Mr. Lawrence explained that for that particular property, there was a short term bond that paid off early so there were no fees issued. Overall, Mr. Lawrence explained that the number changes were driven by the collection of fees.

Ms. Smith then provided an overview of the "Lending Program Revenue" which was related to loans the Corporation issued to other nonprofits to build multifamily properties and single family homes. She noted that the line item included the \$2 million repayment of a loan that was made to build the Chicon property in East Austin. The loan was made under the Texas Housing Impact Fund. Referring to the 2018 budget, she noted that the program had seen less activity in 2018 than we budgeted for, so revenues for that line item were lower than had been budgeted.

Mr. Romero observed that if the \$2 million loan repayment was taken out of the line item, it would reflect a slightly lower amount than was budgeted last year. Mr. Romero asked that Mr. Long provide further information about the loan for the Chicon property. Mr. Long informed Ms. Cobos that TSAHC had provided a loan to construct the Chicon condominiums in East Austin. The property was a mix of commercial and residential space. As the different spaces were sold, the different funding providers would be paid back. TSAHC's loan was scheduled to be repaid this year. Ms. Cobos asked if the repayment of TSAHC's loan was contingent on the commercial property also being sold and Mr. Long stated that it was. Mr. Long noted that the \$2 million was net the interest being collected on the loan.

Ms. Smith gave the Committee a summary of the "ACT and THIF Program Income" revenue line item which had an income of \$234,000 in 2018 and was given the same budget in the 2019 budget.

Then Ms. Smith spoke about the “Grants, Donations and Other Awards” revenue line item. It consisted of funds from foundations, banks, and individuals and had a projected income of \$720,000 for 2019. She noted that while we didn’t receive the low interest rate loans we anticipated in 2018, the Corporation did receive grants in the amount of \$600,000. She noted that the Corporation had received a \$500,000 grant from Rebuild Texas and a \$100,000 grant from the Meadows Foundation, both for the HEART Program. It was noted that the grant from Rebuild Texas was given to the Corporation in two \$250,000 tranches. Ms. Cobos inquired as to why the budget had changed so significantly and Mr. Romero noted that the grants received from the Meadows Foundation and Rebuild Texas were not anticipated when the 2018 budget was compiled.

Ms. Smith then spoke about the “Federal and State Grant” revenue line item, which included revenue from the Neighborhood Stabilization Program, a federal grant that would be ending in 2019. She also noted that in the past the Corporation had contracted with the Texas Department of Housing and Community Affairs (TDHCA) to administer the state’s Homebuyer Education Program, but TSAHC was no longer doing that and was instead raising the money to fund our own Homebuyer Education Program called Housing Connection. Mr. Romero asked why funding from the Texas Financial Education Endowment (TFEE) was not included for 2019. Ms. Taylor explained that TSAHC had received a two-year grant from TFEE, but was not awarded for a third year. Mr. Romero asked if the process was similar to the two year grant period under the Texas Foundations Fund. Ms. Taylor responded that it had a similar grant cycle. She noted that the two year grant we received from TFEE was used for Homebuyer and Financial Education. Ms. Cobos asked about the reason that TSAHC wasn’t funded by TFEE for a third year and Ms. Taylor explained that the grants were on a two year cycle and they wanted to be able to refresh and bring in new organizations.

Ms. Smith briefly spoke about the “Tenant Rent Income” line item, which included rental income from the building located at 1910 E. MLK. It also included the Rollins Martin apartment complex that has 15 units and the Corporation’s single family rental homes.

Ms. Smith then gave an overview of the projected “Investment Revenue.” She noted that the Corporation made more in 2018 than we anticipated and staff felt that this would also be the case in 2019. This was due to better rates and having more funds to invest. This line item also included the mortgage-backed securities, which we were able to purchase as investments when we redeemed some past bond programs.

Ms. Smith then spoke about each expenditure line item, starting with “Salaries and Payroll Related Expenditures”. She noted that it was projected to be \$2.9 million in 2019. The increase represented the addition of three new staff positions and two interns for a period of time. It was noted that this line item was lower than what was budgeted in 2018 because of a fluctuation in employees. Ms. Cobos inquired about the overhead and Ms. Smith explained that it included what TSAHC pays for FICA tax, Medicare, and other insurance costs.

The next line item, “Program Expenditures”, included expenses related to the Corporation’s Single Family TBA and DPA Program. Expenditures in 2018 were lower than expected because we

stopped advancing the DPA for the TBA program. In 2019, TSAHC was budgeting \$2 million. Mr. Long explained that \$1 million would go towards down payment assistance under a future bond program. The issuance fees were high at \$300,000 to \$500,000 per bond issuance and staff was budgeting for 2-3 bond issuances in the new year. Ms. Smith noted that in 2018, the Corporation purchased mortgage backed securities for \$6.3 million after redeeming the 2007B and 2007D bond programs. Staff didn't anticipate any redemptions in 2019. Mr. Lawrence noted that the 2018 budget also included paying Federal Home Loan Bank back for the funds they advanced for DPA.

Ms. Smith then spoke of the "Single Family Rental Home Acquisition and Expenses". She noted that the Corporation sold a home in 2018 and funding had been included in the current budget to purchase two new homes. Mr. Romero then asked if the expenses were higher because of the fire that took place in the summer of 2018. Mr. Long explained that it was higher in anticipation of possible expenses. He also noted that the repairs to the damaged home had been completed and it now had a new tenant.

Ms. Smith then spoke about the "Office Building Acquisition and Related Expenses" line item. She noted that this was contingent on Board approval but staff felt it was appropriate to include it in the budget. Ms. Smith pointed out that "Rental Program Expenses" included program expenses for the ACT and THIF Programs.

Ms. Smith then discussed "Professional Services" which included all legal, accounting and auditing fees, as well as a small amount for the retirement plan, preparing the tax return and doing the annual compliance required by the IRS. This also includes expenses related to the compliance software, as well as transcription fees for the court reporting for the Board Meetings.

Mr. Romero inquired about the increase in fees related to consulting services. Mr. Lawrence explained that this included fees related to the CDFI application, and consultant fees related to the Capital Magnet Fund application. Ms. Cobos asked for more information about these applications. Mr. Long spoke about the Corporation's partnership with the Texas Association of Community Development Corporation (TACDC) on the creation of an organization named Texas Community Capital (TCC). He explained that TSAHC and TACDC had co-membership on the board of TCC. The hope is that TCC will become a CDFI, and TSAHC and TACDC together will be able to leverage access to additional funds for housing programs. A consultant was hired to establish parameters and guidelines on how to become a CDFI. Mr. Romero then explained that CDFI was a program of the Treasury, and if TSAHC was certified as a CDFI, then every time a grant was awarded the Treasury would match the terms.

Ms. Cobos turned the Committee's attention to fees associated with IT and inquired as to why fees had increased by \$10,000. Mr. Lawrence explained that the Corporation's servers were aging and required more maintenance, and we had to purchase an extended warranty that would last 3 years. The cost had been \$5000. Mr. Romero suggested that a replacement fund be established so that every year TSAHC staff could identify technology that needed to be replaced and create a schedule. Mr. Lawrence noted that staff met regularly with IT consultants in order to plan for the equipment that would need to be replaced.

Ms. Cobos inquired about legal fees. Mr. Long explained that they included additional work in terms of new programs and legal assistance with the creation of LLCs in relationship to ownership of our TSAHC's properties. Mr. Romero noted that there was potential to see more legal activity on the bond side with the potential single family bond deals in the new year.

Ms. Smith spoke briefly about "Principal & Interest on Notes Payable". TSAHC had notes with the Federal Home Loan Bank and Texas Community Bank, which were used to make a number of loans under the THIF program. TSAHC also had a line of credit briefly in 2018 with Frost Bank for down payment assistance. TSAHC did not anticipate the need for the line of credit in 2019. Ms. Smith pointed out that the \$1,071,000 note with Wells Fargo had been paid off in 2018.

The "Marketing" expenditures line item increased in 2019 and was projected to be \$152,000. Mr. Romero inquired about the increase. Mr. Lawrence explained that the increase of social media ads, increase of promo items purchased, and staff attending more trade shows had caused the increase of advertising overall. Ms. Smith moved on to the "Insurance" expense. She noted that overall, it hadn't increased tremendously. There was an increase in 2018 of \$11,600 which came from adding an umbrella policy. There was also an increase in the cost related to TSAHC's vacant properties, but it was anticipated that the cost would be lower in the future. Mr. Romero asked what the umbrella policy covered. Ms. Smith replied that it was for primarily liability insurance. Ms. Smith finished by mentioning the cyber security insurance added during the year to keep personal information from being compromised.

Ms. Smith explained that "Travel" was formulated based on requests of the program directors, as well as historical expenditures for each of the program areas. The budget for 2019 is \$125,000. Ms. Smith noted that "Furniture, Equipment and Software" was projected to be \$31,000 for 2019. This included all software and hardware, and office furniture and equipment needed throughout the year. She added that "Building Maintenance" covered utilities, lawn care, building upkeep, janitorial service etc.

Ms. Smith explained that "Professional dues, Conferences and Training" was projected to be \$43,000 and included additional requests for continuing education and conferences. Ms. Cobos inquired if attendance at conferences was an effort by TSAHC to promote the organization and programs. Mr. Long stated that staff have the opportunity to network and garner information from other mutual partners in the industry at the conferences they attend. Lastly, Ms. Smith noted that the "Communication" line item included expenses related to the internet, telephone system, and our backup internet system.

Ms. Smith reminded the Audit Committee that the overall budget for 2019 was \$15.8 million in revenue and \$15.6 million in expenditures. She asked the Committee's approval for the budget. After further discussion among the Audit Committee and staff on what information to present to the full Board in the Board meeting that was following the Audit Committee meeting, Ms. Cobos made a motion to approve the fiscal year 2019 operating budget. Mr. Long seconded the motion. Mr. Romero noted that this would be a vote to recommend the budget to the full Board for approval. A vote was taken and the motion passed unanimously.

Adjournment

Mr. Romero adjourned the meeting at 10:17 a.m.

Respectfully submitted by _____

Lacy Brown, Corporate Secretary

Tab Two

TEXAS STATE AFFORDABLE HOUSING CORPORATION AUDIT COMMITTEE GUIDELINES

These guidelines are intended to define the purposes, membership and responsibilities of the Audit Committee of the Texas State Affordable Housing Corporation (“the Corporation”).

I. PURPOSES

The Audit Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Audit Committee’s primary duties and responsibilities are to:

1. Monitor the integrity of the Corporation’s budgeting process, financial reporting process and systems of internal controls regarding finance, accounting, legal and ethics compliance.
2. Monitor the independence and performance of the Corporation’s independent financial auditors who shall report directly to the Audit Committee.
3. Facilitate communication among the independent auditors, management, the CFO and the Board of Directors.
4. Monitor compliance by the Corporation and its directors, officers and employees with applicable laws, regulations, contracts, agreements, and grants and the Corporation’s code of ethics and conflict of interest policies.
5. Establish procedures for the receipt, retention and treatment of financial matters complaints and the confidential anonymous submission by employees regarding questionable accounting, fraud or abuse.
6. Report on its activities to the Board of Directors.

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities and it has direct access to the independent auditors as well as anyone at the Corporation. The Audit Committee has the ability to retain, at the Corporation’s expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties. However, it is not the duty or responsibility of the Audit Committee or its members to conduct auditing or accounting review procedures, and each member of the Audit Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Corporation from which it receives information and (ii) the accuracy of the financial and other information provided to the Audit Committee by such persons or organizations.

II. COMPOSITON AND MEETINGS

The Audit Committee shall be comprised of four members, as determined by the Board of Directors, two of whom shall be directors of the Corporation. Any other board member will be eligible to serve as an alternate member of the Audit Committee and will serve if one of the other member Board directors is absent from the meeting. The Corporation's President and Chief Financial Officer will serve as Ad Hoc members of the Committee. The two member board directors shall be free from any relationship that would interfere with the exercise of his or her independent judgment. All members of the Audit Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, and at least one member of the Audit Committee shall have accounting or related financial management expertise.

Audit Committee members shall be appointed on recommendation by the full Board of Directors. If a Chair of the Audit Committee is not designated or present, the members of the Audit Committee may designate a Chair by majority vote of the Audit Committee.

A quorum for a meeting of the Audit Committee shall consist of at least three committee members, two of which must be Board members.

Audit Committee members will be reimbursed for travel and other actual and reasonable expenses incurred in the conduct of official Audit Committee business. No member of the Audit Committee may accept any additional consulting, advisory or other compensatory fee from the Corporation or other organization.

The Audit Committee shall meet a minimum of two times annually or more frequently if circumstances dictate.

III. RESPONSIBILITIES AND DUTIES

To carry out its purposes, the Audit Committee shall have the following duties and responsibilities:

Review Procedures

1. Review and assess the adequacy of these guidelines at least annually and submit any proposed changes to the Board of Directors for approval.
2. Review and approve the Corporation's proposed fiscal year operating budget and any amendments thereto for ~~the~~ submission to the Board of Directors for approval.
3. Review and approve the audited financial statements and any amendments thereto for submission to the Board of Directors for approval. The review

should include discussion with management and independent auditors of significant issues regarding accounting and auditing principles, practices and judgments.

4. In consultation with ~~the~~ management, the CFO and independent auditors, consider the integrity of the company's financial reporting processes and controls. Discuss significant financial and non-financial risk exposures and the steps management has taken to monitor, control, and report such exposures. Review significant findings prepared by the independent auditors together with management's responses.
5. Consider and approve, if appropriate, major changes to the Corporation's accounting principles as suggested by the independent auditors, management or CFO and any items required to be communicated by the independent auditors in accordance with Statement on Auditing Standards No. 115.

Independent Auditors

1. The independent auditors are ultimately accountable to the Audit Committee and the Board of Directors. The Audit Committee shall approve the appointment of auditors, review their independence, qualifications and performance ~~and of the auditors and annually appoint the independent auditors or~~ approve any discharge of auditors when circumstances warrant.
2. On an annual basis, the Audit Committee should review and discuss with the independent auditors all significant relationships they have with the Corporation that could impair the auditors' independence.
3. Prior to releasing the audit report, discuss the results of the audit with the independent auditors. Discuss certain matters required to be communicated to the Audit Committee in accordance with Statement on Auditing Standards No. 114 and No. 115, OMB Uniform Guidance, and any other standards required by applicable federal or state law or regulation.
4. Review with the independent auditor any management letter provided by the auditor and the Corporation's response to that letter.

While the Audit Committee has the responsibilities and powers set forth in these guidelines, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor. Nor is it the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditor or to assure compliance with laws and regulations.

Tab Three

**TEXAS STATE
AFFORDABLE HOUSING
CORPORATION**

**Financial Statements
and Supplemental Information
as of and for the Year Ended
August 31, 2018 and
Independent Auditors' Report**

TEXAS STATE AFFORDABLE HOUSING CORPORATION

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**INDEPENDENT
AUDITORS' REPORT**

INDEPENDENT AUDITORS' REPORT

The Board of Directors of
Texas State Affordable Housing Corporation:

Report on the Financial Statements

We have audited the accompanying financial statements of the business-type activities of the Texas State Affordable Housing Corporation (the "Corporation"), as of and for the year ended August 31, 2018, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Corporation as of August 31, 2018, and the changes in its financial position and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 4 through 10 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Government Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Corporation's basic financial statements. The schedule of revenues and expenses by activity is presented for purposes of additional analysis and is not a required part of the basic financial statements. The schedule of revenues and expenses by activity has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated **December 13, 2018** on our consideration of the Corporation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely 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 effectiveness of the Corporation's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Corporation's internal control over financial reporting and compliance.

Austin, Texas
December 13, 2018

MANAGEMENT'S DISCUSSION AND ANALYSIS

TEXAS STATE AFFORDABLE HOUSING CORPORATION MANAGEMENT'S DISCUSSION AND ANALYSIS

Fiscal Year Ended August 31, 2018

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, 2018. 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 Corporation's total assets were \$76.1 million; of this amount \$33.9 million represent assets associated with the single family bond program, \$23 million represents unrestricted cash equivalents and investments and \$9.4 million represents real estate held under the Neighborhood Stabilization Program ("NSP"), the Affordable Communities of Texas ("ACT") Program, and the Rental Program. Total assets decreased approximately \$11.2 million during 2018 primarily due to the reduction in single family bond activity.
- The Corporation's liabilities totaled \$37.1 million of which \$31.6 million related to the single family bond program, \$2.5 million consisted of notes payable and \$2.1 million represented NSP funds owed to the Texas Department of Housing and Community Affairs. Total liabilities decreased approximately \$19.6 million in 2018 resulting primarily from the repayment of the Corporation's single family bond debt.
- At the close of the fiscal year ending August 31, 2018 the Corporation's assets exceeded its liabilities by \$38.8 million. Of this amount, \$34.9 million may be used to meet the Corporation's ongoing obligations to the public and creditors and \$1.3 million is invested in capital assets.
- The Corporation's operating revenues for 2018 totaled \$15.7 million and operating revenue exceeded operating expense by approximately \$8.4 million. The major revenue sources were interest and investment income of \$2.2 million, single family program income of \$11.3 million, and other operating revenue of \$0.8 million. Revenue increased in 2018 by approximately \$5.7 million due to an increase in income from Single Family programs. The Corporation follows the provisions of the Governmental Accounting Standards Board ("GASB") Statements No. 31 and 72, which require that certain types of investments be reported at fair value on the balance sheet.
- Operating expenditures for fiscal year 2018 consisted primarily of interest expense on bonds and notes payable of \$1.3 million, salary expense of \$2.6 million, and program & loan administration expense of \$0.9 million.

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.

The Corporation operates as a single enterprise fund; therefore the basic financial statements presented are the Statement of Net Position, Statement of Revenues, Expenses and Changes in Net Position, 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 Position and the Statement of Revenues, Expenses and Changes in Net Position 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 Position and the Statement of Revenues, Expenses and Changes in Net Position report the Corporation's *net position* and changes in it. Net position is the difference between assets and liabilities and deferred inflows of resources, which is one way to measure the Corporation's financial health, or *financial position*. Over time, *increases or decreases* in the Corporation's net position 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 Position

	2018	2017	Increase (Decrease)	
			Amount	Percentage
ASSETS:				
Current Assets	\$ 22,160,383	\$ 15,684,055	\$ 6,476,328	41.29%
Noncurrent Assets	53,938,017	71,647,354	(17,709,337)	(24.72%)
Total Assets	76,098,400	87,331,409	(11,233,009)	(12.86%)
LIABILITIES:				
Current Liabilities	4,213,987	10,864,618	(6,650,631)	(61.21%)
Noncurrent Liabilities	32,910,885	45,909,144	(12,998,259)	(28.31%)
Total Liabilities	\$ 37,124,872	\$ 56,773,762	\$ (19,648,890)	(34.61%)
DEFERRED INFLOWS OF RESOURCES-				
Deferred Revenue	\$ 190,570	\$ 202,623	\$ (12,053)	(5.95%)
NET POSITION:				
Invested in Capital Assets	1,250,602	1,281,180	(30,578)	(2.39%)
Restricted for Debt Service	2,267,518	2,879,883	(612,365)	(21.26%)
Restricted for Other Purposes	350,096	10,030	340,066	3,390.49%
Unrestricted	34,914,742	26,183,931	8,730,811	33.34%
Total Net Position	\$ 38,782,958	\$ 30,355,024	\$ 8,427,934	27.76%

Net position increased from \$30.4 million to \$38.8 million in fiscal year 2018. Of total net position, \$1,250,602 is invested in capital assets. Restricted assets totaled \$2,617,614, and the remaining balance of \$34,914,742 is unrestricted and available for corporate programs, payment of obligations, and fulfillment of the Corporation's public purpose.

The Corporation's total assets decreased from \$87.3 million to \$76.1 million during fiscal year 2018. The largest single factor contributing to this decrease was the reduction in the Corporation's bond activity.

As of August 31, 2018, the Corporation's current assets totaled \$22.2 million and current liabilities equaled \$4.2 million resulting in available net working capital of \$18 million.

Noncurrent assets consist of restricted investments held by the bond trustee of \$32,324,032; owned real estate totaling \$9,370,707; noncurrent investments of \$6,870,955; notes receivable of \$3,393,970; the Corporation's loan portfolio equaling \$495,437; and purchased mortgage servicing rights totaling \$232,314. The Corporation's capital assets consist of furniture and fixtures, land, and a building used in operations totaling \$1,250,602, net of accumulated depreciation.

Noncurrent liabilities consisted of bonds payable totaling \$30,342,627; notes payable of \$2,435,163; and unearned revenue of \$133,095.

Statement Revenues, Expenses and Changes in Net Position

	2018	2017	Increase (Decrease)	
			Amount	Percentage
REVENUES:				
Interest and Investment Income	\$ 2,208,291	\$ 3,140,885	\$ (932,594)	(29.69%)
Net Increase (Decrease) in Fair Value of Investment	(279,811)	325,112	(604,923)	(186.07%)
Single Family Income	11,335,028	4,919,971	6,415,057	130.39%
Land Bank Income	244,571	218,720	25,851	11.82%
Public Support	725,570	262,205	463,365	176.72%
Other	1,477,277	1,128,906	348,371	30.86%
Total Income	\$ 15,710,926	\$ 9,995,799	\$ 5,715,127	57.18%
EXPENSES:				
Interest Expense on Bonds & Notes Payable	1,265,746	2,415,809	(1,150,063)	(47.61%)
Salaries, Wages & Payroll Related Costs	2,612,993	2,479,801	133,192	5.37%
Program and Loan Administration	908,483	788,631	119,852	15.20%
Foundations Fund/ Rebuild Texas Grants	568,000	302,500	265,500	87.77%
Other	1,927,770	1,693,614	234,156	13.83%
Total Expenses	\$ 7,282,992	\$ 7,680,355	(397,363)	(5.17%)
Operating Gain	8,427,934	2,315,444	6,112,490	263.99%
Beginning Net Position	30,355,024	28,039,580	2,315,444	8.26%
Ending Net Position	\$ 38,782,958	\$ 30,355,024	\$ 8,427,934	27.76%

Interest and investment income decreased \$0.9 million from the previous year. This resulted primarily from the decrease in single family bond activity. No new single family bonds were issued during fiscal year 2018. All of the existing bond programs, however, continued to pay down resulting in decreased cash and mortgage-backed security balances and a corresponding decrease in interest income.

The Corporation experienced an increase in revenue during fiscal year 2018 compared to fiscal year 2017 resulting from an increase in single family income. Single family income increased approximately \$6.4 million from 2017 due to a change in the Corporation's downpayment assistance program. The Corporation's investments consist primarily of mortgage-backed securities. The increases and decreases associated with mortgage-backed securities represent unrealized gains and losses and are required to be recorded in compliance with the provisions of GASB Statements No. 31 and 72.

Land Bank income increased approximately \$26,000 from the previous year resulting primarily from an increase in activity related to the ACT Program. Public Support increased approximately \$463,000 from the previous fiscal year. This was due to donations received in relation to the Rebuild Texas grant program.

Interest expense on bonds and notes payable decreased \$1.2 million from the previous year. This is a direct result of the decrease in single family bond activity.

Other expenses are comprised of professional fees, amortization, office and equipment rental and maintenance, travel, depreciation and grant expenditures.

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.

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.

LEGISLATIVE REPORTING REQUIREMENTS

The number and amount of private grants, donations, or other funds applied for and received by the Corporation during fiscal year 2018, as well as the use of these funds, were as follows:

<u>FY 2018 Grant Applications Submitted</u>	<u>Status</u>	<u>Amount Requested</u>	<u>Amount Received</u>	<u>Program/Activity</u>
Insperty	Received	\$ 5,000	\$ 5,000	Housing Connection Program
Frost Bank	Received	\$ 5,000	\$ 5,000	Housing Connection Program
Bank of America	Received	\$ 30,000	\$ 3,200	Housing Connection Program
JP Morgan Chase	Received	\$ 10,000	\$ 10,000	Housing Connection Program
Rebuild Texas Fund	Received	\$ 500,000	\$ 500,000	HEART Disaster Recovery Grant Program
Meadows Foundation	Received	\$ 100,000	\$ 100,000	HEART Disaster Recovery Grant Program
Texas Capital Bank	Received	\$ 7,500	\$ 7,500	Texas Housing Impact Fund

The number, amount, and purpose of loans provided to affordable housing developers during fiscal year 2018 were as follows:

- Loan in the amount of \$374,325 was provided to a non-profit developer for the purpose of financing interim construction on single family homes.
- Loan in the amount of \$315,216 was provided to a non-profit developer for the purpose of financing interim construction on single family homes.

The amount and source of funds deposited into a fund created by the Corporation for the purpose of providing grants and the number, amount and purpose of any grants provided during fiscal year 2018 were as follows:

- \$318,000 was set aside in the Texas Foundations Fund for the purpose of making grants to nonprofit organizations and rural government entities for the costs associated with the construction, rehabilitation, and/or critical repair of single family homes, as well as, the provision of supportive housing services within multifamily housing. During the year, twenty-nine (29) such grants were made in the aggregate amount of \$318,000.
- \$100,000 was set aside for the HEART (Housing and Economic Assistance to Rebuild Texas) Program for the purpose of providing funding to organizations that are helping with the Hurricane Harvey relief effort. During the fiscal year, these funds were not yet used.

The total amount of revenue earned by the Corporation in excess of its expenditures equaled \$8,427,934 for fiscal year 2018.

CONTINUANCE SUBJECT TO REVIEW

Under the Texas Sunset Act, the Corporation will be abolished effective September 1, 2023 unless continued in existence as provided by the Act.

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 2200 E. Martin Luther King Jr. Blvd., Austin, Texas 78702, phone 512-477-3555.

**BASIC
FINANCIAL STATEMENTS**

TEXAS STATE AFFORDABLE HOUSING CORPORATION

STATEMENT OF NET POSITION AS OF AUGUST 31, 2018

ASSETS

Current Assets

Cash and Cash Equivalents	\$ 6,116,500
Restricted Assets Held by Bond Trustee:	
Cash and Cash Equivalents	1,498,988
Accrued Interest	45,472
Custodial Cash and Cash Equivalents	126,751
Investments, at Fair Value	10,033,836
Accounts Receivable and Accrued Revenue	1,513,193
Accrued Interest Receivable	188,581
Loans Receivable, Current Portion	69,698
Notes Receivable, Current Portion	2,453,611
Prepaid Expenses	113,753
	<hr/>
Total Current Assets	22,160,383

Noncurrent Assets

Loans Receivable, Net of Uncollectible Amounts of \$4,834	495,437
Notes Receivable, Net of Allowance for Loan Loss of \$500,000	3,393,970
Investments, at Fair Value	6,870,955
Mortgage Servicing Rights, Net of Accumulated Amortization of \$2,495,747	232,314
Capital Assets, Net of Accumulated Depreciation of \$778,696	1,250,602
Owned Real Estate, Net of Accumulated Depreciation of \$535,127	9,370,707
Restricted Investments Held by Bond Trustee, at Fair Value	32,324,032
	<hr/>
Total Noncurrent Assets	53,938,017

TOTAL ASSETS **\$ 76,098,400**

(continued)

The notes to the financial statements are an integral part of this statement.

TEXAS STATE AFFORDABLE HOUSING CORPORATION

STATEMENT OF NET POSITION (Continued) AS OF AUGUST 31, 2018

LIABILITIES

Current Liabilities

Accounts Payable and Accrued Expenses	\$ 409,582
Notes Payable, Current Portion	52,862
Custodial Reserve Funds	126,751
Due to Federal Programs	2,137,491
Other Current Liabilities	228,954
Payable from Restricted Assets Held by Bond Trustee:	
Revenue Bonds Payable, Current Portion	750,000
Accrued Interest on Revenue Bonds	508,347
	<hr/>
Total Current Liabilities	4,213,987

Noncurrent Liabilities

Notes Payable	2,435,163
Revenue Bonds Payable	30,342,627
Unearned Revenue	133,095
	<hr/>
Total Noncurrent Liabilities	32,910,885
	<hr/>
Total Liabilities	37,124,872

DEFERRED INFLOWS OF RESOURCES

Deferred Revenue	<hr/> 190,570
Total Deferred Inflows of Resources	<hr/> 190,570

NET POSITION

Invested in Capital Assets	1,250,602
Restricted for:	
Debt Service	2,267,518
Other Purposes	350,096
Unrestricted	<hr/> 34,914,742
Total Net Position	<hr/> \$ 38,782,958

The notes to the financial statements are an integral part of this statement.

TEXAS STATE AFFORDABLE HOUSING CORPORATION

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION FOR THE YEAR ENDED AUGUST 31, 2018

Operating Revenues	
Interest and Investment Income	\$ 2,208,291
Net Increase (Decrease) in Fair Value of Investments	(279,811)
Single Family Income	11,335,028
Asset Oversight and Compliance Fees	236,431
Loan Servicing Fees	103,785
Multifamily Income	303,669
Land Bank Income	244,571
Public Support:	
Federal and State Grants	82,504
Contributions	643,066
Other Operating Revenue	833,392
	<hr/>
Total Operating Revenues	\$ 15,710,926
	<hr/>
Operating Expenses	
Interest Expense on Bonds and Notes Payable	\$ 1,265,746
Salaries, Wages and Payroll Related Costs	2,612,993
Professional Fees and Services	498,714
Amortization	227,001
Office and Equipment Rental and Maintenance	101,878
Travel and Meals	101,962
Depreciation	247,695
Program and Loan Administration	908,483
Grant Expenditures	127,879
Texas Foundation and Rebuild Texas Fund Grants	568,000
Other Operating Expenses	622,641
	<hr/>
Total Operating Expenses	\$ 7,282,992
	<hr/>
Net Income	8,427,934
Total Net Position, Beginning	30,355,024
	<hr/>
Total Net Position, Ending	\$ 38,782,958
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The notes to the financial statements are an integral part of this statement.

TEXAS STATE AFFORDABLE HOUSING CORPORATION

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED AUGUST 31, 2018

Cash Flows from Operating Activities	
Receipts from Customers and Users	\$ 22,808,005
Payments to Employees	(1,986,061)
Payments of Benefits and Other Payroll Related Costs	(626,933)
Payments to Suppliers of Goods and Services	<u>(4,039,344)</u>
Net Cash Provided By Operating Activities	<u>16,155,667</u>
Cash Flows from Non-Capital Financing Activities	
Payments of Principal on Notes Payable	2,500,000
Proceeds from Notes Payable	(5,600,308)
Payments of Principal related to Bond Maturities and Calls	<u>(14,390,000)</u>
Net Cash Used For Non-Capital Financing Activities	<u>(17,490,308)</u>
Cash Flows from Capital and Related Financing Activities	
Payments for Additions to Capital Assets	(46,487)
Purchase and Rehabilitation of Single Family Homes	(107,451)
Proceeds from Sale of Single Family Homes Under ACT Program	392,403
Rehabilitation of Multifamily Rental Property	(25,400)
Rehabilitation of Office Building	<u>(25,000)</u>
Net Cash Provided By Capital and Related Financing Activities	<u>188,065</u>
Cash Flows from Investing Activities	
Proceeds from Sale and Maturities of Investments Held by Bond Trustee	16,250,939
Proceeds from Sale of Unrestricted Investments	5,236,132
Purchase of Unrestricted Investments	<u>(16,067,723)</u>
Net Cash Provided By Investing Activities	<u>5,419,348</u>
Net Increase in Cash and Cash Equivalents	4,272,772
Cash and Cash Equivalents at Beginning of Year	<u>3,469,467</u>
Cash and Cash Equivalents at End of Year	<u>\$ 7,742,239</u>

(continued)

The notes to the financial statements are an integral part of this statement.

TEXAS STATE AFFORDABLE HOUSING CORPORATION

STATEMENT OF CASH FLOWS (Continued) FOR THE YEAR ENDED AUGUST 31, 2018

Reconciliation of Operating Income to Net Cash Provided By Operating Activities

Net Income from Operations	\$ 8,427,934
Adjustments To Reconcile to Net Cash Provided By Operations:	
Depreciation and Amortization Expense	474,696
Unrealized Loss on Investments	1,843,693
Loss on Redemption of Bonds	1,187,842
Recognition of Premium due to Bond Redemption	(1,938,213)
Securities Received from Bond Redemptions	(2,309,286)
Gain on Sale of Rental Program and ACT Property	(218,322)
Loss on Sale of Donated Property	58,229
Loss on Disposal of Assets	226,426
In-kind Grants	(2,584)
Amortization of Down Payment Assistance	6,494
Amortization of Bond Premium	(27,832)
Provision for Estimated Losses	(21,486)
Changes in Current Assets and Liabilities:	
Decrease in Accounts Receivable and Accrued Revenue	93,208
Decrease in Downpayment Assistance Receivable	7,908,071
Increase in Accrued Interest Receivable	(70,456)
Decrease in Loans Receivable	47,609
Decrease in Notes Receivable	464,710
Increase in Prepaid Expenses	(11,277)
Increase in Down Payment Assistance Loans	30,951
Increase in Accounts Payable and Accrued Expenses	(152,694)
Increase in Deferred and Unearned Revenue and Other Liabilities	137,954
Net Cash Provided By Operating Activities	<u>\$ 16,155,667</u>

SUPPLEMENTAL DISCLOSURE OF NONCASH TRANSACTIONS

Debt Forgiven - Affordable Communities of Texas Veterans' Program	<u>\$ 187,162</u>
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The notes to the financial statements are an integral part of this statement.

**NOTES TO THE
FINANCIAL STATEMENTS**

TEXAS STATE AFFORDABLE HOUSING CORPORATION

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED AUGUST 31, 2018

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, and is legally separate from the State of Texas and does not receive State appropriated funding. Under Government Accounting Standards Board ("GASB") Statement No. 14, *The Financial Reporting Entity*, as amended by GASB Statement No. 61, the Corporation is a special purpose government and a component unit of the State of Texas for financial reporting purposes. In addition, there are no component units included within the reporting entity of the Corporation.

The Governing Board consists of five directors, all of which are appointed by the Governor of the State of Texas. The public purpose of the Corporation is to perform such activities and services that the Corporation's Board of Directors determines will promote 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 - The Corporation is subject to Chapter 325 of the *Texas Government Code* (the "Texas Sunset Act"). Unless continued in existence as provided by the Texas Sunset Act, the Corporation will be abolished effective September 1, 2023.

Upon dissolution of the Corporation, title to or other interest in real or personal property or rights thereto owned by the Corporation shall be transferred pursuant to Chapter 2306, Subchapter Y of the Government Code.

Basis of Presentation - The accompanying financial statements of the Corporation have been prepared in conformity with generally accepted accounting principles as prescribed by GASB. The Corporation 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 Corporation's activities as Master Servicer for the Texas Department of Housing and Community Affairs' (the "Department" or "TDHCA") single-family mortgage revenue bond program issues 52, 53, and 54, and servicer of the Corporation's own portfolio of single and multifamily loans. The Corporation subcontracts the servicing related to the Department's single-family mortgage revenue bond programs.

Asset Oversight and Compliance

Asset Oversight and Compliance - These operations are used to account for asset oversight and compliance monitoring activities performed by the Corporation for multifamily bond properties for which the Corporation acted as conduit issuer.

Single Family Programs

Single Family Bond Program - Through the Single Family Bond Program (the "SFB 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's SFB Programs provide down payment and closing cost assistance to the borrower in the form of a grant in an amount up to 5% of the loan amount.

The Corporation also offers a single family Mortgage Credit Certificate Program (the "MCC Program"). Under the MCC Program, qualified homebuyers are eligible to take a portion of the annual interest paid on their mortgage as a special tax credit, up to \$2,000, each year that they occupy the home as their principal residence.

Single Family TBA Program - Under the TBA Program, the Corporation finances first-lien mortgage loans to enable qualified borrowers to purchase single family residences in the State of Texas. The TBA program is a non-bond financing program which utilizes the conventional loan market through a third-party provider (the "TBA provider"). The TBA provider agrees to purchase mortgage loans (which have been pooled and securitized into mortgage-backed securities) from the Corporation for a period of approximately 90 to 120 days, at a specified price based on the interest rate of the mortgage loan. The TBA provider provides pricing each day based on market fluctuations in interest rates. The program is referred to as TBA (to be announced) because the specific mortgage-backed security to be delivered is not known at the time the trade is initially made but is "to be announced" at a later date before the trade is settled.

Affordable Communities of Texas - Using its statutory authority to own property tax-free, the Corporation has created the Affordable Communities of Texas Program (the "ACT Program") which is the first statewide land bank and land trust program in Texas. The land bank provides for the acquisition and temporary holding (up to ten years) of land or buildings for the purpose of redeveloping the properties for affordable housing. The land trust provides for the acquisition and long-term holding of land or buildings for the purpose of redevelopment for affordable housing. A property held by the land bank will be owned in perpetuity by the Corporation and leased for residential housing that benefits low-income households. The ACT Program is financed by the Corporation utilizing federal and private funding along with property donations from financial institutions.

Texas Housing Impact Fund - The Texas Housing Impact Fund (“THIF”) provides financing for the acquisition, construction and redevelopment of single family homes for low-income families in rural communities and high need areas. See Note 4.

Rental Program - The Corporation’s Single Family Rental Program (the “SFR Program”) provides affordable, below-market rental homes in high opportunity neighborhoods in the Austin Metropolitan Statistical Area (the “MSA”) to eligible low income families. The Corporation’s Multifamily Rental Program (“the “MFR Program”) consists of a 15 unit apartment complex, Rollins Martin Apartments in Austin, TX. Additionally, the Corporation owns an office building, which it leases to other 501(c)(3) nonprofits.

Multifamily Programs

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

Multifamily Private Activity Bond Program - Under the Multifamily Private Activity Bond Program (the “MPAB 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 2018 program year, the amount available for issuance was approximately \$65 million. The Corporation’s MPAB 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 the MPAB Program must provide a minimum number of affordable units.

Multifamily Direct Lending - The Multifamily Direct Lending Program (the “MDL 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 flows. GASB Statement No. 62, which was adopted in 2013, codifies all Financial Accounting Standards Board (“FASB”) and AICPA pronouncements issued before November 30, 1989 that do not conflict with GASB pronouncements. As a result, the Corporation no longer has to consider pre-1989 FASB or AICPA pronouncements nor will it be permitted to apply “new” FASB pronouncements issued after November 30, 1989.

Cash and 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.

Investments - The Corporation's investment policies and types of investments are governed by Section 2256 of the Texas Government Code (the "Public Funds Investment Act"). The Corporation's management believes that it complied with the requirements of the Public Funds Investment Act and the Corporation's investment policy. The Corporation follows the provisions of GASB Statement No. 31 and 72, which requires certain types of investments to be reported at fair value on the statement of net position. 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 has been estimated by each bond issues' trustee using a pricing service.

In accordance with GASB Statement No. 31 and 72, changes in the fair value of investments are reported in the statement of revenues, expenses and changes in net position as a net increase or decrease in the 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 losses.

Mortgage loans purchased by the Corporation are carried at the amortized cost of loans acquired, net of allowances for possible loan losses.

Notes Receivable - Notes receivable is comprised of loans made under the MDL Program, the MPAB Program and the Single Family Interim Construction and Acquisition Program. Notes are carried at the unpaid principal balance outstanding.

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 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 Premium - As of August 31, 2018 the premium related to the SFB Programs totaled approximately \$345,000 with accumulated amortization of \$182,000. Due to the redemption of outstanding bonds, approximately \$1,966,000 in bond premium was recognized throughout the year.

Deferred Outflows and Deferred Inflows of Resources - The Corporation complies with GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, which provides guidance for reporting the financial statement elements of deferred outflows of resources, which represent the consumption of the Corporation's net position that is applicable to a future reporting period, and deferred inflows of resources, which represent the Corporation's acquisition of net position applicable to a future reporting period.

GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*, establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. See Note 9 for additional information on deferred inflows of resources.

Fair Value Measurements - The Corporation complies with GASB Statement No. 72, *Fair Value Measurement and Application*, which defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction. Fair value accounting requires characterization of the inputs used to measure fair value into a three-level fair value hierarchy as follows:

- Level 1 inputs are based on unadjusted quoted market prices for identical assets or liabilities in an active market the entity has the ability to access.
- Level 2 inputs are observable inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent from the entity.
- Level 3 are unobservable inputs that reflect the entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available.

There are three general valuation techniques that may be used to measure fair value:

- Market approach - uses prices generated by market transactions involving identical or comparable assets or liabilities.
- Cost approach - uses the amount that currently would be required to replace the service capacity of an asset (replacement cost).
- Income approach - uses valuation techniques to convert future amounts to present amounts based on current market expectations.

Purchased 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 2018 was approximately \$40,000; accumulated amortization as of August 31, 2018 equaled approximately \$2.5 million.

Capital Assets - All capital assets are valued at historical cost or estimated historical cost if actual historical cost is not available. Donated capital assets are valued at their estimated acquisition value on the date donated. Expenses for betterments that materially extend the useful life of an asset are capitalized at cost. Land owned by the Corporation is not depreciated. Furniture and fixtures are depreciated using the straight-line method over the estimated useful lives of the assets, usually 3 to 5 years. The building is depreciated using the straight-line method over 30 years. The Corporation capitalizes assets with a cost greater than \$1,500 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 180 hours if employed less than two years, 243 hours if employed less than five years, 329 if employed less than ten years, 444 hours if employed less than 15 years, and 599 if employed more than 15 years as compensation upon termination of employment. The total compensated absences accrued liability as of August 31, 2018 was approximately \$206,000.

Reserve and Custodial Accounts - The Corporation holds certain cash reserves totaling approximately \$127,000 as of August 31, 2018 for the benefit of two multifamily projects that are financed by the Corporation.

Net Position - When both restricted and unrestricted resources are available for use, it is the Corporation's policy to use restricted resources first, then unrestricted resources as they are needed.

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.

Donated Property Valuation - When the Corporation receives donated property, a Broker's Price Opinion (the "BPO") is obtained, which estimates the acquisition value. The BPO typically offers a range of values. The property is booked at the lowest value in the range offered in the BPO.

Operating and Nonoperating Revenues and Expenses - Operating revenues and expenses generally result from providing services in connection with the bond programs, lending programs, and federal and other grants. Operating expenses are primarily related to interest expense on bonds and general administrative expenses. The Corporation considers all of its revenues and expenses to be operating revenues and expenses.

Recently Issued Accounting Pronouncements - In June 2017, the GASB issued GASB Statement No. 87, *Leases*, effective for fiscal years beginning after December 15, 2019. The objective of GASB Statement No. 87 is to improve accounting and financial reporting for leases by governments by requiring recognition of certain lease assets and liabilities that previously were classified as operating leases and recognized as inflows of resources or outflows of resources based on the payment provisions of the contract. GASB Statement No. 87 establishes a single model for lease accounting based on the foundational principle that leases are financings of the right to use an underlying asset. Under GASB Statement No. 87, a lessee is required to recognize a lease liability and an intangible right-to-use asset, and a lessor is required to recognize a lease receivable and deferred inflow of resources. Management is evaluating the effects that the full implementation of GASB Statement No. 87 will have on its financial statements for the year ended August 31, 2021.

2. CASH, CASH EQUIVALENTS, AND INVESTMENTS

Cash and Cash Equivalents

Cash and cash equivalents at August 31, 2018 consisted of bank deposits totaling \$2,078,542, deposits in the Federal Home Loan Bank totaling \$118,365, and money market accounts totaling \$3,919,593.

Restricted cash and cash equivalents at August 31, 2018 totaled \$1,498,988 and were maintained in money market mutual funds by the bond trustee. The Corporation also maintained two custodial accounts with a combined total of \$126,751 pledged as reserves on two multifamily projects. These funds were maintained in interest bearing demand accounts.

Investments

GASB Statement 72 regarding Fair Value Measurement and Application for financial reporting purposes categorizes financial instruments within three different levels of risk dependent upon the measure of their fair value and pricing.

Because the investments are restricted by Policy and state law to active secondary market, the market approach is being used for valuation. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets, liabilities, or a group of assets and liabilities.

The exit or fair market prices used for these fair market valuations of the portfolio are all Level 1 and Level 2 and represent unadjusted quoted prices in active markets for identical assets and liabilities that have been accessed at the measurement date.

As of August 31, 2018 the securities to be priced in the portfolio are:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
US Agency Obligations	\$ 11,918,672	\$ -	\$ -	\$ 11,918,672
US Agency MBS	-	4,885,655	-	4,885,655
Total Fair Value	\$ 11,918,672	\$ 4,885,655	\$ -	\$ 16,804,327
Investments not subject to GASB 72				<u>100,464</u>
Total Unrestricted Investments				<u>\$ 16,904,791</u>

The Corporation's unrestricted investments consisted of the following at August 31, 2018:

<u>Description/Maturity</u>	<u>Interest Rate</u>	<u>Cost</u>	<u>Fair Market Value</u>	<u>Unrealized Gain/(Loss)</u>
Certificate of Deposit - 5/4/19	0.250%	\$ 100,464	\$ 100,464	\$ -
Federal Agency Coupon Securities - 8/23/19*	1.300%	1,000,000	988,285	(11,715)
Federal Agency Coupon Securities - 3/21/19	2.125%	1,999,677	1,998,014	(1,663)
Federal Agency Coupon Securities - 6/28/19	1.100%	1,000,000	989,383	(10,617)
Federal Agency Coupon Securities - 8/28/19	1.300%	2,470,800	2,471,440	640
Treasury Coupon Securities - 1/31/19	1.250%	498,611	497,989	(622)
Treasury Coupon Securities - 2/28/19	1.500%	2,492,901	2,490,625	(2,276)
Treasury Coupon Securities - 4/30/19	1.625%	<u>497,938</u>	<u>497,636</u>	<u>(302)</u>
Total Short Term Investments		10,060,391	10,033,836	(26,555)
Pass through securities GNMA - 10/20/2034	5.990%	4,122	4,555	433
Pass through securities GNMA - 2036-2038*	5.49 - 6.10%	2,181,481	2,337,663	156,182
Pass through securities FNMA - 2035-2037*	5.49 - 5.75%	793,627	812,707	19,080
Pass through securities FHLMC - 2036-2038*	5.49 - 6.11%	1,610,199	1,730,730	120,531
Federal Agency Coupon Securities - 1/23/20	2.090%	<u>1,985,972</u>	<u>1,985,300</u>	<u>(672)</u>
Total Long Term Investments		<u>\$ 6,575,401</u>	<u>\$ 6,870,955</u>	<u>\$ 295,554</u>
Total Investments		<u>\$ 16,635,792</u>	<u>\$ 16,904,791</u>	<u>\$ 268,999</u>

*Pledged as collateral against cash advances from the Federal Home Loan Bank of Dallas.
See Note 10.

Because the investments are restricted by Policy and state law to active secondary market, the market approach is being used for valuation. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets, liabilities, or a group of assets and liabilities.

Mortgage-backed securities are valued using Level 2 inputs that are based on market data obtained from independent sources. The investments are reported by the Corporation at fair value in accordance with GASB Statement No. 72.

The Corporation's restricted investments held by bond trustee consisted of the following at August 31, 2018:

<u>Description/Maturity</u>	<u>Interest Rate</u>	<u>Cost</u>	<u>Fair Market Value</u>	<u>Unrealized Gain/(Loss)</u>
GNMA/FNMA Investments - 2040/2042	3.5-4.75%	<u>31,545,607</u>	<u>32,324,032</u>	<u>778,425</u>
Total Restricted Investments		<u>\$ 31,545,607</u>	<u>\$ 32,324,032</u>	<u>\$ 778,425</u>

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

Single Family Mortgage Revenue Bonds Series 2007B, D	\$ 63,545
Single Family Mortgage Revenue Bonds Series 2009A, B/2011A, B/2013A	<u>1,453,416</u>
	<u>\$ 1,516,961</u>

Compared to the prior fiscal year, the fair value of investments held by the bond trustee as of August 31, 2018 has decreased by approximately \$16.2 million. The Corporation follows GASB Statement No. 31 and 72, whereby investments are required to be reported at fair value at the statement of net position 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 No. 31 also affects the way in which unrealized gains and losses are recognized for financial reporting purposes.

The Corporation holds approximately \$32.3 million (valued under GASB Statement No. 72 at fair value) in mortgage backed securities issued by Ginnie Mae ("GNMA"), Fannie Mae ("FNMA") and Freddie Mac ("FMCC") through the Corporation's SFB Programs. These securities have a face value of approximately \$31.5 million and unrealized gain of approximately \$0.78 million as of August 31, 2018. The Corporation is susceptible to risk that the market for such mortgage backed securities could decline, which would eventually result in a loss of value for the investments held. Further, it is likely that the Corporation will only collect the face value of the mortgage backed securities as the mortgages are repaid in the future.

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 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, municipal obligations and non-rated SEC registered money market mutual funds. In 2017, the Corporation received surplus funds from a bond buy-back and established a separate portfolio ("Surplus Funds") with the same authorized investments but a longer maximum maturity of ten (10) years for CMO and thirty (30) years for mortgage-backed securities.

State law and the Corporation's adopted Investment Policy restricts both time and demand deposits, including certificates of deposit ("CD"), to those banks doing business in the State of Texas and further requires full insurance and/or collateralization from these depositories (banks and savings banks). Certificates of deposit are limited to a stated maturity of one year. Brokered CD's must be FDIC insured and delivered versus payment to the Corporation's depository with a further restriction on maximum maturity to one year. The FDIC insurance must be verified before purchase. On all time and demand deposits collateral at a 102% margin is required and collateral is limited to obligations of the US Government, its agencies or instrumentalities. Independent safekeeping for collateral 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.

In accordance with the adopted policy and state law, repurchase agreements are limited to those with defined termination dates and executed with 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 90 days 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 Investment Policy require that municipal obligations have a maximum stated maturity of 3 years or less and be rated at least A or its equivalent by at least two nationally recognized rating agencies.

State law and the adopted Investment 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 adopted Investment Policy restricts money market mutual fund investment to SEC registered money market mutual funds striving to maintain a \$1 net asset value and with a WAM of 90 days as further defined by state law. Neither the state law nor the Investment Policy requires a rating on money market funds.

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

As of August 31, 2018 holdings in the General Portfolio included:

- collateralized or insured certificates of deposit represented 0.55 % of the General Portfolio,
- investment in a FHLB money market mutual fund represented 0.65% of the General Portfolio,
- funds invested in fully insured or collateralized bank accounts represented 11.75% of the General Portfolio,
- holdings in a AAA-rated local government pool represented 21.32% of the General portfolio,
- holdings in US Government agency securities represented 65.70% of the General Portfolio, and
- one mortgage backed US GNMA security represented 0.03% of the General Portfolio

As of August 31, 2018 holdings in the Surplus Funds Portfolio included:

- GNMA pass-through mortgage securities represented 47.89% of the Surplus portfolio,
- FNMA pass-through mortgage securities represented 16.65% of the Surplus portfolio, and
- FHLMC pass-through mortgage securities represented 35.46% of the Surplus 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 Investment 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 the Investment Policy are:

	<u>Max % of Portfolio</u>
US Obligations	80%
Obligations of US Agencies	80%
Certificates of Deposit	60%
Certificates of Deposit By Institution	15%
Repurchase Agreements	30%
Money Market Mutual Funds	25%
Commercial Paper	30%
Commercial Paper By Issuer	10%
Local Government Stable Net Asset Value Pools	75%
Banking Accounts	80%

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 in the General Portfolio. The Investment Policy sets a maximum weighted average maturity of one (1) year.

Surplus bond funds have a maximum maturity limitation of ten (10) years for CMO and thirty (30) years for government obligations and mortgage-backed securities.

In the total portfolio certificates of deposit are restricted to a maturity of one (1) year and commercial paper 90 days. On 2/17/11, the Corporation received \$22,957 in a GNMA participation certificate # 586163 as payment of an obligation due from the Federal National Mortgage Association. The stated maturity is 10/20/2034. State law does not require securities obtained in this manner to be liquidated and keeping the security until maturity is permitted.

As of August 31, 2018, the general portfolio, excluding the one GNMA, held no security with a stated maturity date beyond 509 days. With the inclusion of the one GNMA the dollar weighted average maturity of the total general portfolio was 201 days.

The Surplus Funds portfolio had a dollar weighted average maturity of 6,943 days and the longest security was 7,354 days.

As of August 31, 2018, the General Portfolio contained four (4) US agency structured notes (quarterly callables) which might be affected by interest rate risk with a fair market value of \$6,434,408.

As of August 31, 2018, the Surplus Portfolio contained MBS 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 requires 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 Financial Institutions Reform, Recovery, and Enforcement Act. The counter-party of each type of transaction is held contractually liable for monitoring and maintaining the required collateral margins on a daily basis.

The Corporation's portfolio disclosure as of August 31, 2018:

- the general portfolio contained 0.55% in fully insured or collateralized certificates of deposit
- the portfolio contained no repurchase agreements
- all bank demand deposits were fully insured and collateralized
- all pledged bank collateral for demand deposits was held by an independent institution outside the bank's holding company

3. LOANS RECEIVABLE

Loans receivable are carried at the unpaid principal balance, net of loss allowances. A summary of loans receivable at August 31, 2018 is as follows:

Loans Receivable at September 1, 2017	\$ 639,667
Additions	-
Paydowns	<u>(69,698)</u>
Loans Receivable at August 31, 2018	569,969
Allowance for possible loan losses	<u>(4,834)</u>
Net Balance at August 31, 2018	<u><u>\$ 565,135</u></u>

The current portion of loans receivable at August 31, 2018 is \$69,698; the remaining balance of \$495,437 is classified as noncurrent loans receivable.

The activity for allowance for possible loan losses for fiscal year 2018 is as follows:

Balance at September 1, 2017	\$ (26,923)
Current Year Reduction	22,089
Loss Applied to the Allowance	<u>-</u>
Balance at August 31, 2018	<u><u>\$ (4,834)</u></u>

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

4. NOTES RECEIVABLE

Notes receivable were comprised of loans made under the MDL Program, the MPAB Program, the Single Family Direct Lending Program and ACT Veterans Housing Initiative (see Note 12). Under the ACT Veterans Housing Initiative, donated properties are sold to Veterans at 75% of the appraised value and the remaining 25% is carried as notes receivable which are forgiven over 10 years. Notes are carried at the unpaid principal balance outstanding. Included in notes receivable is one note totaling \$1,052,640 which collateralizes an advance from FHLB. See Note 10.

A summary of activity for notes receivable for the year ended August 31, 2018 is as follows:

Balance at September 1, 2017	\$ 6,312,291
Additions	694,605
Collections	(1,022,604)
Accumulated Amortization	<u>(136,711)</u>
Balance at August 31, 2018	<u><u>\$ 5,847,581</u></u>

The current portion of notes receivable at August 31, 2018 is \$2,453,611; the remaining balance of \$3,393,970 is classified as non-current notes receivable. Management considers these loans fully collectible. Accordingly, no provision has been made for uncollectible amounts.

5. CAPITAL ASSETS

Capital assets activity for the year ended August 31, 2018 consisted of the following:

	Cost or Basis In Property			Balance August 31, 2018
	Balance September 1, 2017	Additions	Deletions	
Land	\$ 232,241	\$ -	\$ -	\$ 232,241
Building	1,301,442	-	-	1,301,442
Furniture & Fixtures	462,042	46,487	12,914	495,615
Total	<u>\$ 1,995,725</u>	<u>\$ 46,487</u>	<u>\$ 12,914</u>	<u>\$ 2,029,298</u>

	Accumulated Depreciation			Balance August 31, 2018
	Balance September 1, 2017	Additions	Deletions	
Building	\$ 319,286	\$ 39,336	\$ -	\$ 358,622
Furniture & Fixtures	395,259	37,729	12,914	420,074
Total	<u>\$ 714,545</u>	<u>\$ 77,065</u>	<u>\$ 12,914</u>	<u>\$ 778,696</u>

Capital assets, less accumulated depreciation, at August 31, 2018 totaled \$1,250,602.

6. INCOME TAX STATUS

The Corporation, a non-profit 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 non-profit organization other than a private foundation. Tax returns for the past three years are open to examination by the Internal Revenue Service. There are no examinations currently in process. Management believes it has appropriate support for any tax position taken and as such does not have any uncertain tax positions that are required to be reported in these financial statements.

7. OPERATING LEASES

The Corporation leases certain office equipment under a three-year lease agreement which calls for monthly lease payments of \$595 and any applicable overages. Lease expense under this agreement was \$7,999.

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

<u>Year Ended August 31,</u>	<u>Amount</u>
2019	\$ 7,140
2020	7,140
2021	<u>2,380</u>
Total Minimum Future Rental Payments	<u>\$ 16,660</u>

The Corporation owns rental property consisting of single family homes, a multifamily apartment complex and an office building.

Based on current agreements the future operating lease income is:

<u>Year Ended August 31,</u>	<u>Amount</u>
2019	\$ 366,249
2020	70,893
2021	66,860
2022	<u>13,660</u>
Total Future Rental Income	<u>\$ 517,662</u>

Total operating lease income for the year ended August 31, 2018 was \$488,870.

8. CUSTODIAL RESERVE FUNDS

The Corporation holds certain cash reserves for the benefit of two multifamily projects that were financed by the Corporation through the MDL Program. See Note 4.

Reserve activity for the year ended August 31, 2018 was as follows:

Balance at September 1, 2017	\$ 99,412
Deposits	27,339
Disbursements	<u>-</u>
Balance at August 31, 2018	<u>\$ 126,751</u>

9. DEFERRED INFLOWS OF RESOURCES AND UNEARNED 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 2018 totaled approximately \$12,053. The remaining deferred revenue for this portfolio was \$190,570 at August 31, 2018.

The prepaid issuer fees from ten multifamily bond portfolios are recognized as income throughout the year. As of August 31, 2018, unearned revenue related to these properties totaled \$133,095.

A summary of deferred inflows of resources and unearned revenue activity for fiscal year 2018 is as follows:

	Deferred Inflows of Resources	Unearned Revenue
Balance at September 1, 2017	\$ 202,623	\$ 121,815
Additions	-	363,185
Revenue Earned	-	(351,905)
Loan Payments Received	(12,053)	-
Balance at August 31, 2018	<u>\$ 190,570</u>	<u>\$ 133,095</u>

10. NOTES PAYABLE

As of August 31, 2018 notes payable consisted of:

Note Payable to Federal Home Loan Bank, installment note with equal payments of \$2,568.65 monthly, 6.345% interest, due November 2023, secured by mortgage backed securities.	\$ 300,724
Note Payable to Federal Home Loan Bank, installment note with equal payments of \$4,086.48 monthly, 6.345% interest, due November 2023, secured by mortgage backed securities.	478,436
Note Payable to Federal Home Loan Bank, installment note with equal payments of \$3,538.30 monthly, 2.993% interest, due October 2026, secured by note receivable.	708,865
Note Payable to Texas Community Bank, interest only at 2.00% payable quarterly, due in full May 2020, unsecured.	500,000
Note Payable to Texas Capital Community Development Corporation, interest only at 3.55% payable quarterly, due in full May 2022, unsecured.	<u>500,000</u>
Total Notes Payable	\$ 2,488,025
Current Portion of Notes Payable	<u>52,862</u>
Noncurrent Notes Payable	<u>\$ 2,435,163</u>

The summary of notes payable for the year ended August 31, 2018 is as follows:

Balance at September 1, 2017	\$ 5,588,333
Advances	2,500,000
Repayments	<u>(5,600,308)</u>
Balance at August 31, 2018	<u>\$ 2,488,025</u>

The debt service requirements on notes payable for the next five years and thereafter are as follows:

<u>Year Ended August 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2019	\$ 52,862	\$ 97,213	\$ 150,075
2020	55,562	94,513	150,075
2021	558,415	88,327	646,742
2022	561,431	65,329	626,760
2023	64,620	63,791	128,411
2024 thru 2028	<u>1,195,135</u>	<u>62,100</u>	<u>1,257,235</u>
Total	<u>\$ 2,488,025</u>	<u>\$ 471,273</u>	<u>\$ 2,959,298</u>

11. BONDED INDEBTEDNESS

The Corporation had three (3) bond series outstanding as of August 31, 2018. 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.

Single Family Mortgage Revenue Bonds do not constitute a general obligation of the Corporation or the State of Texas. Single-family bonds are collateralized and payable solely from revenues and other assets pledged under the trust indentures and held in trust by Wells Fargo Corporate Trust Services, the Bond Trustee. Assets pledged consist primarily of mortgage-backed securities and investments. Interest on bonds is payable semiannually or monthly. 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, 2018.

Description	Interest Rate	Bonds Outstanding 9/1/17	Bonds Issued	Bonds Matured/Retired	Bonds Refunded/Extinguished	Bonds Outstanding 8/31/18	Amounts Due Within One Year
Single Family 2007							
Series 2007B	6.10%	3,865,000	-	3,865,000	-	-	-
Series 2007D	6.00%	3,930,000	-	3,930,000	-	-	-
Single Family 2009-2013							
Series 2011A	Variable	6,635,000	-	1,475,000	-	5,160,000	385,000
Series 2009/2011B	Variable	17,555,000	-	2,960,000	-	14,595,000	365,000
Series 2013A	Variable	13,345,000	-	2,160,000	-	11,185,000	-
Total Principal		<u>\$45,330,000</u>	\$ -	<u>\$ 14,390,000</u>	\$ -	<u>\$ 30,940,000</u>	<u>\$ 750,000</u>
Unamortized Premium		<u>2,118,671</u>				<u>152,627</u>	
Total		<u>\$47,448,671</u>				<u>\$ 31,092,627</u>	

The current portion of bonds payable at August 31, 2018 was \$750,000. The remaining balance of \$30,342,627 is classified as noncurrent bonds payable.

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

Year Ended August 31,	Principal	Interest	Total
2019	\$ 750,000	\$ 1,007,106	\$ 1,757,106
2020	785,000	977,674	1,762,674
2021	795,000	945,631	1,740,631
2022	865,000	911,691	1,776,691
2023	870,000	872,840	1,742,840
2024 thru 2028	5,040,000	3,704,394	8,744,394
2029 thru 2033	6,545,000	2,589,081	9,134,081
2034 thru 2038	8,605,000	1,577,682	10,182,682
2039 thru 2043	6,685,000	356,389	7,041,389
Total	<u>\$ 30,940,000</u>	<u>\$ 12,942,488</u>	<u>\$ 43,882,488</u>

The sources of pledged revenue to pay the principal and interest on the bonds is derived from the principal and interest collected from the GNMA, FHLMC and FNMA mortgage-backed securities as well as reserves set up at the bond closing. For fiscal year 2018, the debt service requirement equaled \$14,390,000 in bond principal and \$1,300,965 in bond interest expense, totaling \$15,690,965. As of August 31, 2018, pledged revenues totaled \$16,920,854.

12. ACT VETERANS HOUSING INITIATIVE

The ACT Veterans Housing Initiative is a pilot initiative funded primarily through the donation of foreclosed homes from banks and other mortgage servicers. The intent of the initiative is to provide low and no-cost housing to U.S. military veterans who are disabled or low-income. The Corporation coordinates the initiative on a statewide basis within Texas using the Affordable Communities of Texas Land Banking program. The Corporation currently has a network of more than twenty locally based non-profit housing providers that manage rehabilitation of the properties and qualification of eligible homebuyers within their local communities.

Properties are made available to qualified veteran households either at a significant discount or as a fully donated home. If discounted, the property is sold for 75% of its post-rehab appraised value with the Corporation placing a deferred forgivable second lien for the remaining 25% of value. If donated, the property is provided at no cost with the Corporation placing a deferred forgivable lien for 100% of the post-rehab appraised value.

13. MORTGAGE CREDIT CERTIFICATE PROGRAM

The MCC Program was created to assist low and moderate income first time homebuyers. Under the MCC Program, the homebuyer is eligible to claim a portion of the annual interest paid on the mortgage as a special tax credit, not to exceed \$2,000, each year for the life of the home loan. The Corporation must convert single family bond cap each year to issue MCCs. During the fiscal year ended August 31, 2018, the MCC Program revenue totaled approximately \$1,175,000 and is included in single family income in the statement of revenues, expenses, and changes in net position.

14. NEIGHBORHOOD STABILIZATION PROGRAM

The Corporation was awarded approximately \$5 million in Neighborhood Stabilization Program (the "NSP") funds in November 2009 by the Department. The NSP's goal is to help stabilize communities hardest hit by foreclosures by working with locally based non-profit and government agencies to acquire and rehabilitate foreclosed homes, vacant land and tax foreclosed properties, which are then inhabited by low-income individuals and families. The funds used to acquire property must be returned to the Department when the property is sold along with any program income.

As of August 31, 2018, the Corporation, through the NSP, owed the Department \$2,137,491. This represents funds used to purchase real property for the purpose of establishing a land bank. As the properties are sold, the funds will be paid back to the Department. The effective due date of this obligation is August 31, 2019.

15. TEXAS FOUNDATIONS FUND

The Texas Foundation Fund program provides grants to non-profit organizations and rural government entities for the costs associated with the construction, rehabilitation, or repair of single family homes, or the provision of supportive housing services within multifamily housing. During the fiscal year ended August 31, 2018, the Corporation, through the Texas Foundation Fund, made grants totaling \$318,000.

16. 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 an interest-free forgivable loan that is to be paid back to the Corporation in the form of a higher interest rate. The 2009-2013 programs offer 3-5% in down payment assistance.

17. RELATED PARTY TRANSACTIONS

The Corporation received federal grant awards passed through the Department for the NSP Program during fiscal year 2018. Receivables and payables related to this grant as of August 31, 2018 totaled \$75,988 and \$2,137,491, respectively. See Note 14.

18. EMPLOYEE BENEFITS

The Corporation offers a defined contribution 403(b) retirement plan to its employees. Under the plan, 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 employer contributions for the fiscal year ended August 31, 2018 were \$63,002.

19. 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 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 MPAB Program, the Corporation administers 10 percent or approximately \$65 million of the State's volume cap allocation of private activity bonds for multifamily residential rental housing.

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, 2018, there were fifteen series of multifamily housing revenue bonds outstanding with an aggregate principal amount payable of approximately \$193 million.

20. RISK FINANCING AND RELATED ISSUANCE 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.

21. SUBSEQUENT EVENTS

The Corporation has evaluated subsequent events through **December 13, 2018** (the date the financial statements were available for issue), and has determined that the following subsequent event has occurred that require additional disclosure.

Purchase of Office Building

On October 2, 2018, the Corporation purchased an office building for approximately \$2.2 million.

22. NON-CASH CONTRIBUTIONS

During the year ended August 31, 2018, the Corporation did not receive any new donated properties to be utilized in the ACT Housing Initiative. See Note 12. Additionally, Google, Inc. made an in-kind donation of \$2,584 for advertising.

23. CONTINUANCE SUBJECT TO REVIEW

Under the Texas Sunset Act, the Corporation will be abolished effective September 1, 2023 unless continued in existence as provided by the Act.

24. 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, 2018 and for the year then ended is as follows:

Summary Financial Information	Amount
Operating Revenue	\$ 15,710,926
Depreciation and Amortization	474,696
Net Income	8,427,934
Net Working Capital*	17,946,396
Total Assets	76,098,400
Total Net Position	38,782,958
Noncurrent Notes Payable	2,435,163
Noncurrent Bonds Payable	30,342,627
Deferred Inflows of Resources	190,570
Unearned Revenue	133,095
Capital Asset Additions	46,487

* Net Working Capital Calculation	Amount
Unrestricted Cash and Cash Equivalents	\$ 6,116,500
Restricted Assets Held by Bond Trustee	1,544,460
Custodial Cash and Cash Equivalents	126,751
Investments, Short-Term	10,033,836
Accounts Receivable and Accrued Revenue, net	1,513,193
Accrued Interest Receivable	188,581
Loans Receivable, Current Portion	69,698
Notes Receivable, Current Portion	2,453,611
Prepaid Expenses	113,753
Payables:	
Accounts Payable and Accrued Expenses	(409,582)
Notes Payable, Current Portion	(52,862)
Custodial Reserve Funds	(126,751)
Due to Federal Programs	(2,137,491)
Other Current Liabilities	(228,954)
Bonds Payable and Accrued Interest on Bonds, Current Portion	(1,258,347)
Total Net Working Capital	<u>\$ 17,946,396</u>

**GOVERNMENT
AUDITING STANDARDS**

**INDEPENDENT AUDITORS’ 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***

The Board of Directors of
Texas State Affordable Housing Corporation:

We have audited, 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, the financial statements of the business-type activities of the Texas State Affordable Housing Corporation (the “Corporation”), as of and for the year ended August 31, 2018, and the related notes to the financial statements, which collectively comprise the Corporation’s basic financial statements, and have issued our report thereon dated **December 13, 2018**.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Corporation’s internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances 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 Corporation’s internal control. Accordingly, we do not express an opinion on the effectiveness of the Corporation’s internal control.

A deficiency in internal control 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 and correct, misstatements on a timely basis. *A material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity’s financial statements will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Corporation's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, 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*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Austin, Texas
December 13, 2018

**OTHER SUPPLEMENTAL
INFORMATION**

TEXAS STATE AFFORDABLE HOUSING CORPORATION

SCHEDULE OF REVENUES AND EXPENSES BY ACTIVITY FOR THE YEAR ENDED AUGUST 31, 2018

	NSP & NFMC	Single Family	Multi Family	ACT	Asset Management	Other	Total
Income							
Interest and Investment Income	\$ -	\$ 1,923,713	\$ 88,023	\$ -	\$ -	\$ 196,555	\$ 2,208,291
Net Increase (Decrease) in Fair Value of Investments	-	(279,811)	-	-	-	-	(279,811)
Single Family Income	-	11,335,028	-	-	-	-	11,335,028
Federal and State Grants	82,504	-	-	-	-	-	82,504
Other Operating Revenue	50,667	223,805	303,669	244,902	830,544	711,327	2,364,914
Total Income	133,171	13,202,735	391,692	244,902	830,544	907,882	15,710,926
Expenses							
Interest Expense on Bonds and Notes Payable	-	1,176,827	78,919	10,000	-	-	1,265,746
Salaries, Wages and Payroll Related Costs	50,667	994,263	88,491	134,807	423,660	921,105	2,612,993
Grant Expenditures	82,504	45,375	-	-	-	-	127,879
Other Expenditures	-	638,856	58,168	928,084	580,678	1,070,588	3,276,374
Total Expense	133,171	2,855,321	225,578	1,072,891	1,004,338	1,991,693	7,282,992
Net Income							\$ 8,427,934

This document is a draft for internal review and discussion and is not intended for external distribution.

TEXAS STATE AFFORDABLE HOUSING CORPORATION
Ginnie Mae Issuer Identification Number: 3747

HUD AUDIT

August 31, 2018

WITH INDEPENDENT AUDITORS' REPORT

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Attachment J**Annual Submission of Financial Documents**

The following information is being sent to maintain eligibility in the HUD Mortgage-Backed Securities (MBS) program.

- A. Issuer name: Texas State Affordable Housing Corporation
- B. Ginnie Mae issuer number: 3747
- C. Auditor's contact person & telephone number: Jimmy Romell 512-370-3245
- D. All Ginnie Mae waivers: Yes _____ No _____ Effective date or
N/A
- (if available please provide a copy)
- E. Please list all affiliates' names, addresses, and Ginnie Mae issuer numbers

Place a checkmark by item(s) submitted

1. Annual audited financial statement for period ended
Date 08/31/2018
Auditor's report on
2. ___ Consolidating balance sheet-statement of income
(expense & income reported separately)
3. ___ Internal controls
4. ___ Compliance with specific requirements
Auditor's presentation on
5. Insurance coverage schedule
6. Adjusted net worth schedule for issuer
7. ___ Adjusted net worth schedule for parent (if applicable)
8. Capital requirement schedule
9. ___ Parent's capital requirement schedule (if applicable)
10. Liquid asset requirement schedule
11. ___ Parent's liquid asset requirement schedule (if applicable)
12. ___ Other reports submitted (please list)

Issuer's point(s) of contact regarding the items being sent:

Name: Melinda Smith
Telephone: 512-904-1399
Email: msmith@tsahc.org
Item(s) #: 1, 5, 6, 8, 10

Name: _____
Telephone: _____
Email: _____
Item(s) #: _____

13. ___ Current insurance certificate and endorsement of Ginnie Mae as loss payee
_____ Fidelity bond _____ Lender's errors & omissions
_____ Attestation of insurance compliance
14. ___ Corrective action plan
15. ___ Schedule of "other assets"
16. ___ Schedule of "breakdown of depreciation and amortization expenses by asset class"

For requirements, report, and supplementary schedule templates, reference HUD Audit Guide chapters 2 and 6: <http://www.hudoig.gov/reports-publications/audit-guides/consolidated-audit-guides>

Signature: _____ Date: 12/13/2018

Type or print name: David Long

Title: President

INDEPENDENT AUDITORS' REPORT

The Board of Directors
Texas State Affordable Housing Corporation:

Report on Supplemental Data Required by the U.S. Department of Housing and Urban Development

We have audited the financial statements of the Texas State Affordable Housing Corporation (the "Corporation") as of and for the year ended August 31, 2018, and have issued our report thereon dated **December 13, 2018**. 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 of America.

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Corporation's basic financial statements. The accompanying supplemental data required by the U.S. Department of Housing and Urban Development ("HUD"), which includes the computation of adjusted HUD net worth, computation of HUD capital requirement, computation of HUD liquid assets, and schedule of HUD insurance requirements, is presented for purposes of additional analysis as required by the *Consolidated Audit Guide for Audits of HUD Programs*, issued by the U.S. Department of Housing and Urban Development, Office of the Inspector General, and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the accompanying supplemental data required by HUD is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Austin, Texas
December 13, 2018

TEXAS STATE AFFORDABLE HOUSING CORPORATION
Ginnie Mae Issuer Identification Number: 3747
Computation of Adjusted HUD Net Worth
As of August 31, 2018

A. Adjusted Net Worth Calculations:

Total Net Position at End of Reporting Period		\$ 38,782,958
Less Itemized Unacceptable Assets:		
Purchased Mortgage Servicing Rights	\$ (232,314)	
Prepaid Insurance, Maintenance Contracts & Subscriptions	<u>(113,753)</u>	
Total Unacceptable Assets		<u>\$ (346,067)</u>
Adjusted Net Worth		<u><u>\$ 38,436,891</u></u>

B. Required Net Worth Calculation:

Unpaid Principal Balance of Securities Outstanding		\$ -
Plus Outstanding Balance of Available Commitment Authority and Pools Funded		<u>-</u>
Total Outstanding Portfolio, Commitment Authority, and Pools Funded		<u><u>\$ -</u></u>
Required Net Worth		<u><u>\$ 2,500,000</u></u>
C. Excess (Deficit) Net Worth		<u><u>\$ 35,936,891</u></u>

See Accompanying Independent Auditors' Report.

TEXAS STATE AFFORDABLE HOUSING CORPORATION
Ginnie Mae Issuer Identification Number: 3747
Computation of HUD Capital Requirement
As of August 31, 2018

A. Capital Requirement for Depository Institutions:
(does not apply)

n/a

B. Capital Requirement for Nondepository Institutions:

Total Adjusted Net Worth	<u>\$ 38,436,891</u>
Total Assets	<u>\$ 76,098,400</u>
Total Adjusted Net Worth/Total Assets	<u>50.51%</u>
Required Adjusted Net Worth/Total Assets	<u>6.00%</u>
	Meets
	Requirement?
	<u>Yes</u>

See Accompanying Independent Auditors' Report.

TEXAS STATE AFFORDABLE HOUSING CORPORATION
Ginnie Mae Issuer Identification Number: 3747
Computation of HUD Liquid Assets
As of August 31, 2018

A. Liquid Asset Calculation:

Required Net Worth Calculation	<u>\$ 2,500,000</u>
Acceptable Liquid Assets -	
Cash and Cash Equivalents	\$ 6,116,500
Certificate of Deposit - 5/4/19	<u>100,464</u>
Total Liquid Assets	<u><u>\$ 6,216,964</u></u>

B. Required Liquid Asset:

Single-Family Issuer Liquidity Requirement	<u>\$ 1,000,000</u>
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**Meets
Requirement?**

Yes

All Other Issuer Types Liquidity Requirement <i>(does not apply)</i>	n/a
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Multiple Program Participation <i>(does not apply)</i>	n/a
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See Accompanying Independent Auditors' Report.

TEXAS STATE AFFORDABLE HOUSING CORPORATION
Ginnie Mae Issuer Identification Number: 3747
Schedule of HUD Insurance Requirements
As of August 31, 2018

A. Identification of Affiliated Ginnie Mae Issuers:	<u>None</u>
B. Required Insurance Calculation:	
Servicing portfolio:	
Ginnie Mae	\$ -
Fannie Mae	-
Freddie Mac	-
Conventional (Other)	<u>6,917,551</u>
Remaining Principal Balance of Total Servicing Portfolio	<u>\$ 6,917,551</u>
Required Fidelity Bond Coverage	<u>\$ 300,000</u>
Required Mortgage Servicing Errors and Omissions Coverage	<u>\$ 300,000</u>
C. Verification of Insurance Coverage:	
Fidelity Bond at End of Reporting Period	<u>\$ 1,000,000</u>
Mortgage Servicing Errors and Omissions Coverage at End of Reporting Period	<u>\$ 1,000,000</u>
D. Excess (Deficit) Insurance Coverage:	
Fidelity Bond Coverage	<u>\$ 700,000</u>
Required Mortgage Servicing Errors and Omissions Coverage	<u>\$ 700,000</u>
E. Policies Contain the Required Elements	
Fidelity Bond Coverage	<u>Yes</u>
Mortgage Servicing Errors and Omissions Coverage	<u>Yes</u>

See Accompanying Independent Auditors' Report.

TEXAS STATE AFFORDABLE HOUSING CORPORATION
Ginnie Mae Issuer Identification Number: 3747
Schedule of Findings, Questioned Costs, and Recommendations
As of August 31, 2018

Our audit disclosed no findings that are required to be reported herein under the HUD Consolidated Audit Guide.

TEXAS STATE AFFORDABLE HOUSING CORPORATION
Ginnie Mae Issuer Identification Number: 3747
Schedule of the Status of Prior Year Audit Findings, Questioned Costs,
and Recommendations
As of August 31, 2018

There were no findings from the prior year audit.