



Texas State Affordable Housing Corporation

**Financial Statements
and Supplemental Information
as of and for the Year Ended
August 31, 2024 and
Independent Auditors' Report**

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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 Audit of the Financial Statements

Opinion

We have audited 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, 2024, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements as listed in the table of contents.

In our opinion, the accompanying financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities of the Corporation, as of August 31, 2024, and the respective changes in financial position, and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

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. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Corporation and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Corporation's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Corporation's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by the Governmental 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.

Supplementary 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 expenditures of federal awards, as required by Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, is presented for purposes of additional analysis 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 basic 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 schedule of expenditures of federal awards is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other Information

Management is responsible for the other information included in the annual report. The other information comprises the schedule of revenues and expenses by activity but does not include the basic financial statements and our auditors' report thereon. Our opinion on the basic financial statements does not cover the other information, and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the basic financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the basic financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated November 19, 2024 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 Corporation's internal control over financial reporting and compliance.

Maxwell Locke & Ritter LLP

Austin, Texas
November 19, 2024

**Management's
Discussion and Analysis**

Texas State Affordable Housing Corporation Management's Discussion and Analysis

Fiscal Year Ended August 31, 2024

This discussion and analysis provides an overview of the Texas State Affordable Housing Corporation's financial activities for the fiscal year ended August 31, 2024. Please read it in conjunction with the accompanying transmittal letter, the basic financial statements and the accompanying notes to those financial statements.

Financial Highlights

- At August 31, 2024 the Corporation's total assets equaled \$491 million; of this amount \$162.6 million represents assets associated with the single-family bond program; \$50.7 million represents unrestricted cash, cash equivalents and investments; \$242.5 million consists of loans and notes receivable; and \$25.7 million represents real estate held under the Affordable Communities of Texas ("ACT") Program, and the Rental Program. Total assets increased approximately \$50.3 million during 2024 primarily due to the increase in notes receivable associated with the Down Payment Assistance Program.
- The Corporation's liabilities totaled \$162.4 million of which \$159.3 million relates to the single-family bond program and \$1.3 million consists of notes payable. Total liabilities increased approximately \$77.3 million in 2024 resulting primarily from the issuance of a new single-family bond debt deal.
- At the close of the fiscal year ending August 31, 2024, the Corporation's assets exceeded its liabilities by \$328.3 million. Of this amount, \$317.1 million may be used to meet the Corporation's ongoing obligations to the public and creditors, \$5.6 million is restricted and \$5.6 million is invested in capital assets.
- The Corporation's operating revenues for 2024 totaled \$89.0 million and operating expenses exceeded operating revenues by approximately \$26.9 million. The major revenue sources were single family program income equaling \$73.9 million, interest and investment income totaling \$7.4 million, and rental program income of \$1.5 million. Revenue increased in 2024 by approximately \$2.5 million due to an increase in market value of investments. The Corporation follows the provisions of GASB Statements No. 31 and 72, which require that certain types of investments be reported at fair value on the balance sheet.
- Operating expenses for fiscal year 2024 consist primarily of salary expense of \$4.8 million, depreciation and amortization of \$99.2 million, interest expense on bonds and notes payable of \$5.5 million, and program and loan administration of \$3.1 million.
- The Corporation created two separate entities in January 2024 associated with a project that will start development during the fiscal year ended August 31, 2025 with the purpose of developing affordable housing. The names of these entities are TSAHC Boulevard 61, LLC and TSAHC Houston Boulevard 61, LLC.

- The Corporation created a new entity, TSAHC - Carolina Corner, LLC, in February 2024 associated with a project that started development during the fiscal year ended August 31, 2024 with the purpose of managing the Homeowners Association until completion of the project.
- The Corporation created two separate entities in August 2024 associated with a project that will start development during the fiscal year ended August 31, 2025 with the purpose of developing affordable housing. The names of these entities are Cairn Point Montopolis, LP and TSAHC Cairn Point GP, LLC.

Overview of the Financial Statements

The financial statements presented herein include all 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, 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.

Included in the financial reporting entity of the Corporation are entities for which the Corporation is considered to be financially accountable (component units). The component units are considered to be blended component units which, although legally separate entities, are in substance part of the Corporation's operations because of the nature and significance of their operational or financial relationships with the Corporation. The blended component units include Plano-DMA TSAHC Housing, LLC, TSAHC Park on 14th, LLC, TSAHC MF-GC, LLC, TSAHC Juniper Creek, LLC, TSAHC Boulevard 61, LLC, TSAHC Houston Boulevard 61, LLC, TSAHC - Carolina Corner, LLC, Cairn Point Montopolis, LP and TSAHC Cairn Point GP, LLC.

The Financial Statements

Statements of Net Position

	2024	2023	Increase (Decrease)	
			Amount	Percentage
Assets:				
Current assets	\$ 175,277,726	\$ 146,826,034	\$ 28,451,692	19.38%
Noncurrent assets	<u>315,677,940</u>	<u>293,852,412</u>	<u>21,825,528</u>	<u>7.43%</u>
Total assets	<u>490,955,666</u>	<u>440,678,446</u>	<u>50,277,220</u>	<u>11.41%</u>
Liabilities:				
Current liabilities	6,681,100	3,897,819	2,783,281	71.41%
Noncurrent liabilities	<u>155,757,545</u>	<u>81,221,178</u>	<u>74,536,367</u>	<u>91.77%</u>
Total liabilities	<u>\$ 162,438,645</u>	<u>\$ 85,118,997</u>	<u>\$ 77,319,648</u>	<u>90.84%</u>
Deferred Inflows of Resources-				
Deferred Revenue	<u>\$ 215,168</u>	<u>\$ 368,780</u>	<u>\$ (153,612)</u>	<u>(41.65%)</u>
Net Position:				
Invested in capital assets	5,587,317	5,674,542	(87,225)	(1.54%)
Restricted for debt service	3,161,123	375,953	2,785,170	740.83%
Restricted for other purposes	2,425,936	2,826,887	(400,951)	(14.18%)
Unrestricted	<u>317,127,477</u>	<u>346,313,287</u>	<u>(29,185,810)</u>	<u>(8.43%)</u>
Total net position	<u>\$ 328,301,853</u>	<u>\$ 355,190,669</u>	<u>\$ (26,888,816)</u>	<u>(7.57%)</u>

The Corporation's net position decreased from \$355.2 million to \$328.3 million in fiscal year 2024. Of this amount, restricted assets totaled \$5.6 million, capital assets equaled \$5.6 million and the remaining balance of \$317.1 million was unrestricted and available for corporate programs, payment of obligations, and fulfillment of the Corporation's public purpose.

The Corporation's total assets increased from \$440.7 million to \$491.0 million during fiscal year 2024. The largest single factor contributing to this increase was the issuance of notes receivable in the Corporation's Down Payment Assistance program.

As of August 31, 2024, the Corporation's current assets totaled \$175.3 million and current liabilities equaled \$6.7 million resulting in available net working capital of \$168.6 million.

Noncurrent assets consisted of restricted investments held by the bond trustee of \$147.7 million; owned real estate totaling \$25.7 million; noncurrent investments of \$16.9 million; notes and loans receivable of \$115.0 million; and capital assets net of accumulated depreciation of \$5.6 million.

Noncurrent liabilities consisted of bonds payable totaling \$154.4 million; notes payable of \$0.8 million; and unearned revenue of \$0.6 million.

Statements of Revenues, Expenses and Changes in Net Position

	<u>2024</u>	<u>2023</u>	<u>Increase (Decrease)</u>	
			<u>Amount</u>	<u>Percentage</u>
Revenues:				
Interest and investment income	\$ 7,404,426	\$ 3,533,539	\$ 3,870,887	109.55%
Net increase (decrease) in fair value of investments	3,972,187	(1,524,729)	5,496,916	360.52%
Single family income	73,855,514	81,010,057	(7,154,543)	(8.83%)
Rental program income	1,509,462	980,996	528,466	53.87%
Multifamily income	635,821	645,588	(9,767)	(1.51%)
Public support	505,276	1,289,336	(784,060)	(60.81%)
Other	1,136,399	600,618	535,781	89.20%
Total income	\$ 89,019,085	\$ 86,535,405	\$ 2,483,680	2.87%
Expenses:				
Interest expense on bonds & notes payable	5,485,744	2,157,782	3,327,962	154.23%
Salaries, wages & payroll related costs	4,839,993	4,556,075	283,918	6.23%
Program and loan administration	3,107,796	1,767,070	1,340,726	75.87%
Depreciation and amortization	99,205,266	23,803,573	75,401,693	316.77%
Texas Foundations Fund & miscellaneous grants	1,480,973	1,052,000	428,973	40.78%
Other	1,788,129	1,582,119	206,010	13.02%
Total expenses	\$ 115,907,901	\$ 34,918,619	\$ 80,989,282	231.94%
Net income (loss)	(26,888,816)	51,616,786	(78,505,602)	(152.09%)
Beginning net position	355,190,669	303,573,883	51,616,786	17.00%
Ending net position	\$ 328,301,853	\$ 355,190,669	\$ (26,888,816)	(7.57%)

Interest and investment income increased \$3.9 million from the previous year. This resulted primarily from the increase in interest earned on general investments. 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.

The Corporation experienced an increase in overall revenue of \$2.5 million during fiscal year 2024 resulting primarily from a \$9.4 million increase in interest income and an increase in the fair market value of investments, offset some by a decrease in single family income of \$7.2 million.

Rental Program income increased approximately \$528,000 from the previous year resulting primarily from a rental income on the Flint subdivision purchased in August 2023. Multifamily income decreased approximately \$9,800 due to less volume in the multifamily lending program. Public support decreased approximately \$784,000 from the previous fiscal year. This was due to a decrease activity in the HHSC Money Follows the Person grant.

Interest expense on bonds and notes payable increased \$3.3 million from the previous year. This is a direct result of the issuance of the 2024AB single family bond program.

Other expenses are comprised of professional fees, amortization, office and equipment rental and maintenance, travel, depreciation and grant expenditures. Amortization of approximately \$99 million is due to the forgiveness of 2nd lien loans for the single family program.

Business Type Activities

For the purposes of financial reporting, the Corporation is a special purpose government operating as a single enterprise fund. All activities of the Corporation are categorized as business type activities and are accounted for in the financial statements.

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 2024, as well as the use of these funds, were as follows:

<u>FY 2024 Grant Applications Submitted</u>	<u>Status</u>	<u>Amount Requested</u>	<u>Amount Received</u>	<u>Program/Activity</u>
PNC	Received	\$ 20,000	\$ 20,000	Supportive Housing Academy
PNC	Received	\$ 10,000	\$ 10,000	Housing Connection Program
Texas Community Bank	Received	\$ 10,000	\$ 10,000	Housing Connection Program
Texas Community Bank	Received	\$ 10,000	\$ 10,000	Texas Supportive Housing Institute
Insperity	Received	\$ 10,000	\$ 5,000	Texas Supportive Housing Institute
Regions Bank	Received	\$ 10,000	\$ 5,000	Texas Supportive Housing Institute
Dominium	Received	\$ 10,000	\$ 10,000	Texas Supportive Housing Institute
JP Morgan Chase	Received	\$ 20,000	\$ 20,000	Texas Supportive Housing Institute
Lakeview Loan Servicing	Received	\$ -	\$ 12,500	PSH Symposium
Federal Home Loan Bank	Received	\$ 20,000	\$ 5,000	Texas Supportive Housing Institute
Capital Impact Partner	Received	\$ 2,500	\$ 2,500	Texas Supportive Housing Institute
Bank of America	Received	\$ 15,000	\$ 10,000	Texas Supportive Housing Academy
Frost Bank	Received	\$ 5,000	\$ 5,000	Texas Supportive Housing Institute
Frost Bank	Received	\$ 5,000	\$ 5,000	Supportive Housing Academy
Vecino Group	Received	\$ -	\$ 2,500	Texas Supportive Housing Institute
LISC - Harris County	Partially Received	\$ 195,148	\$ 49,722	Homeownership
Money Follows the Person	Partially Received	\$ 2,458,736	\$ 36,712	Texas Housing Impact Fund
Wells Fargo	Received	\$ 50,000	\$ 100,000	Texas Supportive Housing Institute

The number, amount, and purpose of loans provided to affordable housing developers during fiscal year 2024 were as follows:

- Loan in the amount of \$737,282 was provided to a non-profit developer for the purpose of financing interim construction on single family homes.
- Loan in the amount of \$225,000 was provided to a for profit developer for the purpose of financing construction costs on a multi-family project.
- Loan in the amount of \$2,034,115 was provided to a non-profit developer for the purpose of construction costs on a multi-family project.
- Loan in the amount of \$745,000 was provided to a non-profit developer for the purpose of construction costs on a multi-family project.
- Forgivable loan in the amount of \$300,000 was provided to a for profit developer for the purpose of construction costs on a multi-family project.

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 2024 were as follows:

- \$1,281,000 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, eighty-four (84) such grants were made in the aggregate amount of \$1,281,000.

The total amount of expenses incurred by the Corporation in excess of its revenue earned equaled \$26,888,816 for fiscal year 2024.

Continuance Subject to Review

Under the Texas Sunset Act, the Corporation will be abolished effective September 1, 2027 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 6701 Shirley Avenue, Austin, Texas 78752, phone 512-477-3555.

Basic Financial Statements

Texas State Affordable Housing Corporation

Statement of Net Position

August 31, 2024

Assets

Current assets:

Cash and cash equivalents	\$	25,901,360
Restricted assets:		
Cash and cash equivalents		11,857,275
Accrued interest		240,886
Investments, at fair market value		7,895,213
Accounts receivable and accrued revenue		854,381
Accrued interest receivable		203,098
Loans receivable, current portion		39,856
Notes receivable, current portion		127,552,282
Lease receivable		115,682
Downpayment assistance, current portion		428,739
Prepaid expenses		188,954
		<hr/>
Total current assets		175,277,726

Noncurrent assets:

Loans receivable, net of uncollectible amounts of \$2,409		149,341
Notes receivable, net of allowance for loss \$484,983		114,801,750
Investments, at fair market value		16,855,973
Mortgage servicing rights, net of accumulated amortization of \$2,668,773		59,288
Capital assets, net of accumulated depreciation of \$1,293,107		5,587,317
Owned real estate, net of depreciation of \$2,726,396		25,687,116
Down payment assistance		4,816,024
Restricted investments held by bond trustee, at fair market value		147,721,131
		<hr/>
Total noncurrent assets		315,677,940

Total assets	\$	490,955,666
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(Continued)

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

Texas State Affordable Housing Corporation

Statement of Net Position (Continued)

August 31, 2024

Liabilities

Current liabilities:

Accounts payable and accrued expenses	\$ 738,285
Notes payable, current portion	500,000
Custodial reserve funds	135,293
Other current liabilities	347,210
Payable from restricted assets held by bond trustee:	
Revenue bonds payable, current portion	1,305,000
Accrued interest on revenue bonds	3,655,312
	<hr/>
Total current liabilities	6,681,100

Noncurrent liabilities:

Notes payable	750,000
Revenue bonds payable	154,380,747
Unearned revenue	626,798
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Total noncurrent liabilities	155,757,545

Total liabilities	<hr/> <u>162,438,645</u>
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Deferred Inflows of Resources

Deferred revenue	<hr/> 215,168
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Total deferred inflows of resources	<hr/> <u>215,168</u>
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Net Position

Invested in capital assets	5,587,317
Restricted for:	
Debt service	3,161,123
Other purposes	2,425,936
Unrestricted	317,127,477
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Total net position	<hr/> <u>328,301,853</u>
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Total liabilities and net position	<hr/> <u>\$ 490,955,666</u>
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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 Year Ended August 31, 2024

Operating Revenues:	
Interest and investment income	\$ 7,404,426
Net increase (decrease) in fair value of investments	3,972,187
Single family income	73,855,514
Asset oversight and compliance fees	362,626
Rental program income	1,509,462
Multifamily income	635,821
Land bank income	536,913
Public support:	
Federal and state grants	82,784
Contributions	422,492
Other operating revenue	236,860
Total operating revenues	<u>\$ 89,019,085</u>
Operating Expenses:	
Interest expense on bonds and notes payable	\$ 5,485,744
Program and loan administration	3,107,796
Texas Foundations Fund and miscellaneous grants	1,480,973
Salaries, wages and payroll related costs	4,839,993
Professional fees and services	556,250
Depreciation and amortization	99,205,266
Office expense and maintenance	199,248
Travel and meals	138,626
Other operating expenses	894,005
Total operating expenses	<u>115,907,901</u>
Net loss	(26,888,816)
Total net position, beginning	<u>355,190,669</u>
Total net position, ending	<u><u>\$ 328,301,853</u></u>

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

Texas State Affordable Housing Corporation

Statement of Cash Flows Year Ended August 31, 2024

Cash Flows from Operating Activities

Receipts from customers and users	\$ 56,783,870
Payments to employees	(3,672,353)
Payments of benefits and other payroll related costs	(1,167,639)
Payments to suppliers of goods and services	(48,873,633)

Net cash provided by operating activities 3,070,245

Cash Flows from Non-Capital Financing Activities

Proceeds from notes payable	500,000
Payments of principal and interest on notes payable	(1,358,350)
Proceeds from bonds payable	78,299,108
Payments of principal and interest related to bond maturities and calls	(5,674,843)

Net cash provided by non-capital financing activities 71,765,915

Cash Flows from Capital and Related Financing Activities

Payments for additions to capital assets	(142,121)
Rehabilitation of single family homes under Rental Program	(143,171)
Sale of single family homes under ACT and Rental Programs	834,419
Rehabilitation of single family homes under ACT Program	(1,187,902)
Development of multifamily apartments	(5,755,192)
Rehabilitation and redevelopment of office buildings	(318,618)

Net cash used in capital and related financing activities (6,712,585)

Cash Flows from Investing Activities

Proceeds from sale and maturities of restricted investments	3,504,942
Purchase of restricted investments	(72,273,425)
Proceeds from sale of unrestricted investments	20,808,698
Purchase of unrestricted investments	(4,051,680)
Interest earned on investments	1,457,152

Net cash used in investing activities (50,554,313)

Net increase in cash and cash equivalents 17,569,262

Cash and cash equivalents at beginning of year 20,189,373

Cash and cash equivalents at end of year \$ 37,758,635

(Continued)

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

Texas State Affordable Housing Corporation

Statement of Cash Flows (Continued)

Year Ended August 31, 2024

Reconciliation of Operating Loss to Net Cash

Provided By Operating Activities

Net loss	\$ (26,888,816)
Adjustments to reconcile net loss to net cash provided by operations:	
Depreciation and amortization expense	791,336
Unrealized gain on investments	(3,972,187)
Gain on sale of property	(191,130)
Provision for estimated losses and chargeoffs	14,060
In-kind grants	(42,197)
Amortization of down payment assistance	428,739
Amortization of bond premium	(67,734)
Changes in current assets and liabilities:	
Decrease in accounts receivable and accrued revenue	753,219
Increase in accrued interest receivable	(198,949)
Decrease in loans receivable	32,042
Decrease in notes receivable	32,873,219
Decrease in lease receivable	151,053
Increase in down payment assistance loans	(2,554,567)
Decrease in prepaid expenses	90,015
Increase in accounts payable and accrued expenses	105,505
Increase in accrued interest payable on bonds	1,909,797
Decrease in deferred revenue and other liabilities	(163,160)
Net cash provided by operating activities	<u>\$ 3,070,245</u>

Supplemental Disclosure of Noncash Transactions:

Debt forgiven - Single Family Program 2nd Liens	<u>\$ 98,213,508</u>
Debt forgiven - Affordable Communities of Texas Veterans' Program	<u>\$ 87,922</u>
Debt forgiven - Affordable Housing Partnership	<u>\$ 112,500</u>

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

Texas State Affordable Housing Corporation

Notes to Financial Statements Year Ended August 31, 2024

1. Nature of Activities and Significant 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.

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 a dual-purpose Section 115 governmental entity organized, operated and administered as a non-profit organization in accordance with Section 501(c)(3) of the Internal Revenue Code.

The Corporation also has component units, and these financial statements present the Corporation and its component units in accordance with generally accepted accounting principles. Component units are entities for which the Corporation is considered to be financially accountable. The component units discussed below are included in the Corporation’s reporting entity because of the nature and significance of their operational or financial relationships with the Corporation. The component units are considered to be blended component units which, although legally separate entities, are in substance part of the Corporation’s operations and thus the data from these component units is combined with data from the Corporation. Separate financial statements are not prepared for the blended component units.

The blended component units include Plano-DMA TSAHC Housing, LLC, TSAHC Park on 14th, LLC, TSAHC MF-GC, LLC, TSAHC Juniper Creek, LLC, TSAHC Boulevard 61, LLC, TSAHC Houston Boulevard 61, LLC, TSAHC - Carolina Corner, LLC, Cairn Point Montopolis, LP and TSAHC Cairn Point GP, LLC. Descriptions of the blended component units are as follows:

Plano-DMA TSAHC Housing, LLC -This entity was created with the purpose of developing affordable housing associated with a project that began development during the fiscal year ended August 31, 2024. TSAHC Park on 14th, LLC serves as the managing member (TSAHC Park on 14th, LLC is managed by the Corporation).

TSAHC Park on 14th, LLC - This entity was created with the purpose of developing affordable housing associated with a project that began development during the fiscal year ended August 31, 2024. The Corporation serves as the managing member. During the fiscal year ended August 31, 2024 this entity transferred \$5.7 million to Plano-DMA TSAHC Housing, LLC to finance project construction.

TSAHC MF-GC, LLC - This entity was created with the purpose of developing affordable housing associated with the aforementioned project that began development during the fiscal year ended August 31, 2024. This entity was not involved in development during the year ended August 31, 2024. The Corporation serves as the managing member.

TSAHC Juniper Creek, LLC - This entity was created with the purpose of developing affordable housing associated with a project that will start development during the fiscal year ended August 31, 2025. The Corporation serves as the managing member. There was no activity for this entity during the year ended August 31, 2024.

TSAHC Boulevard 61, LLC - This entity was created with the purpose of developing affordable housing associated with a project that will start development during the fiscal year ended August 31, 2025. The Corporation serves as the managing member. There was no activity for this entity during the year ended August 31, 2024.

TSAHC Houston Boulevard 61, LLC - This entity was created with the purpose of developing affordable housing associated with a project that will start development during the fiscal year ended August 31, 2025. The Corporation serves as the managing member. There was no activity for this entity during the year ended August 31, 2024.

TSAHC - Carolina Corner, LLC - This entity was created with the purpose of managing the Homeowners Association until completion of a project that began development during the fiscal year ended August 31, 2024. The Corporation serves as the managing member.

Cairn Point Montopolis, LP - This entity was created with the purpose of developing affordable housing associated with a project that will start development during the fiscal year ended August 31, 2025. TSAHC Cairn Point GP, LLC serves as the managing member (TSAHC Cairn Point GP, LLC is managed by the Corporation). There was no activity for this entity during the year ended August 31, 2024.

TSAHC Cairn Point GP, LLC - This entity was created with the purpose of developing affordable housing associated with a project that will start development during the fiscal year ended August 31, 2025. The Corporation serves as the managing member. There was no activity for this entity during the year ended August 31, 2024.

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, 2027.

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 consists of 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 - 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 Bond Program - Through the Single-Family Bond Program (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.

Single Family Mortgage Credit Certificate Program - 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 trust 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.

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

Rental Program - The Corporation’s Rental Program provides affordable, below-market rental homes and apartments in high opportunity neighborhoods in various Metropolitan Statistical Areas (the “MSA”) to eligible low-income families. Additionally, the Corporation owns an office building, which it leases to other 501(c)(3) nonprofits.

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 units so that they are affordable in their marketplace. 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 2024 program year, the amount available for issuance was approximately \$100 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.

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 FASB and AICPA pronouncements issued before November 30, 1989 that do not conflict with GASB pronouncements. As a result, the Corporation no longer must 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 issue's 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 ACT, THIF, MPAB and Single Family Second Lien Programs. 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 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, 2024, the premium related to the SFB Programs totaled approximately \$6,586,000. Bond premium amortization during fiscal year 2024 totaled approximately \$54,000.

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 inputs 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 - Purchased 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 2024 was approximately \$21,000; accumulated amortization as of August 31, 2024 equaled approximately \$2.7 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 equipment 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 as compensation upon termination of employment. The total compensated absences accrued liability as of August 31, 2024 was approximately \$495,000.

Custodial Reserve Accounts - The Corporation holds certain cash reserves totaling approximately \$135,000 as of August 31, 2024 for the benefit of three multifamily projects that are financed by the Corporation.

Leases - The Corporation is a lessor for noncancellable leases of buildings. The Corporation recognizes a lease receivable and a deferred inflow of resources in the financial statements.

At the commencement of a lease, the Corporation initially measures the lease receivable at the present value of payments expected to be received during the lease term and the lease receivable is reduced by the principal portion of lease payments when received. The deferred inflow of resources is initially measured at the initial amount of the lease receivable and is recognized as revenue over the life of the lease term.

The key estimates and judgements related to leases include how the Corporation determines the discount rate used to discount the expected lease receipts to present value, lease term, and lease receipts. The Corporation uses its estimated incremental borrowing rate as the discount rate for leases. The lease term includes the noncancellable period of the lease and lease receipts included in the measurement of the lease receivable are comprised of fixed payments from the lessee.

The Corporation monitors changes in circumstances that would require a remeasurement of its leases and will remeasure the lease receivable and deferred inflows of resources if certain changes occur that are expected to significantly affect the amount of the lease receivable.

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 its revenues and expenses to be operating revenues and expenses.

2. Cash, Cash Equivalents, and Investments

Cash and Cash Equivalents - Cash and cash equivalents at August 31, 2024 consisted of bank deposits totaling \$25,901,360.

Restricted cash and cash equivalents at August 31, 2024 totaled \$11,857,275. The bond trustee maintained \$9,295,403 in restricted bond assets. The Corporation held \$2,426,579 in a checking account, which were restricted grant funds. The Corporation also maintained two custodial accounts with a combined total of \$135,293 pledged as reserves on two multifamily projects. These funds were maintained in interest bearing demand accounts.

The Corporation has funded two component units as of August 31, 2024. As of August 31, 2024, TSAHC Park on 14th, LLC held unrestricted cash and cash equivalents of \$471,520. TSAHC Juniper Creek, LLC held unrestricted cash and cash equivalents of \$10,000. These entities place their cash and cash equivalents with a limited number of high-quality financial institutions and at times may exceed the amount of insurance provided on such deposits.

Investments - GASB Statement No. 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 the 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, 2024, 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	\$ 12,211,362	\$ -	\$ -	\$ 12,211,362
US Treasury Obligations	6,497,257	-	-	6,497,257
US Agency MBS	-	6,042,567	-	6,042,567
Total Fair Value	\$ 18,708,619	\$ 6,042,567	\$ -	\$ 24,751,186
Investments not subject to GASB 72				<u>-</u>
Total Unrestricted Investments				<u>\$ 24,751,186</u>

The Corporation's unrestricted investments consisted of the following at August 31, 2024:

Description/Maturity	Interest Rate	Cost	Fair Market Value	Unrealized Gain/(Loss)
Treasury Note	2.625%	\$ 2,484,950	\$ 2,471,093	\$ (13,857)
FHLB Call Note	1.000%	3,000,000	2,962,920	(37,080)
FHLB Call Note	2.000%	2,500,000	2,461,200	(38,800)
Total Short-Term Investments		7,984,950	7,895,213	(89,737)
Pass through securities GNMA - 10/20/2034	5.990%	1,682	1,776	94
Pass through securities GNMA/FNMA/FHLMC - 2036-2042	3.50 - 6.10%	6,168,157	6,040,791	(127,366)
FHLMC Call Note	0.650%	2,225,451	2,393,300	167,849
FHLB Note	4.125%	1,018,148	998,500	(19,648)
FFCB Call Note	4.750%	2,023,004	2,041,540	18,536
FFCB Call Note	4.000%	1,355,054	1,353,902	(1,152)
Treasury Note	4.000%	1,356,200	1,354,008	(2,192)
Treasury Note	4.250%	1,385,311	1,363,816	(21,495)
Treasury Note	2.625%	1,312,586	1,308,340	(4,246)
Total Long-Term Investments		\$ 16,845,593	\$ 16,855,973	\$ 10,380
Total Investments		\$ 24,830,543	\$ 24,751,186	\$ (79,357)

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.

As of August 31, 2024, the restricted *securities* to be priced in the portfolio were as follows:

	Level 1	Level 2	Level 3	Total
US Agency MBS	\$ -	\$147,721,131	\$ -	\$147,721,131
Federated Govt Obligations*	3,276,062	-	-	3,276,062
US Treasury Bill*	1,977,600	-	-	1,977,600
Total Fair Value	\$ 5,253,662	\$147,721,131	\$ -	\$152,974,793
Investments not subject to GASB 72				-
Total Restricted Investments and Cash Equivalents				\$152,974,793

* These amounts are included in restricted cash equivalents in the statement of net position due to the short-term nature of these securities at year end.

The Corporation's restricted investments held by bond trustee consisted of the following at August 31, 2024:

<u>Description/Maturity</u>	<u>Interest Rate</u>	<u>Cost</u>	<u>Fair Market Value</u>	<u>Unrealized Gain/(Loss)</u>
GNMA Investments - 2040/2041	4.00-4.75%	\$ 5,050,343	\$ 5,031,046	\$ (19,297)
GNMA Investments - 2049	4.30-4.80%	10,509,114	10,506,081	(3,033)
GNMA Investments - 2053	5.25%	57,724,756	57,944,032	219,276
GNMA Investments - 2053/2054	5.25-6.00%	<u>72,816,909</u>	<u>74,239,972</u>	<u>1,423,063</u>
Total Investments		<u>\$146,101,122</u>	<u>\$147,721,131</u>	<u>\$ 1,620,009</u>

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

Single Family Mortgage Revenue Bonds Series 2011A,2013A	\$ 254,633
Single Family Mortgage Revenue Bonds Series 2019A	533,592
Single Family Mortgage Revenue Bonds Series 2023A	3,261,496
Single Family Mortgage Revenue Bonds Series 2024AB	<u>1,789,083</u>
	<u>\$ 5,838,804</u>

Compared to the prior fiscal year, the fair value of investments held by the bond trustee as of August 31, 2024 has increased by approximately \$73.6 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 are 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 \$147.7 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 \$146.1 million and unrealized gain of approximately \$1.6 million as of August 31, 2024. 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 2015, 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 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 270 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 60 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, 2024, holdings in the General Portfolio and Surplus Portfolio had total fair market values of \$47,089,299 and \$6,040,791, respectively, and included:

- Investment in a FHLB money market mutual fund represented 2.80% of the total portfolio,
- holdings in US Treasury securities represented 12.23% of the total portfolio,
- holdings in state and local debt obligations represented 0.00% of the total portfolio,
- A1/P1 commercial paper represented 0.00% of the total portfolio,
- holdings in a AAA-rated local government pool represented 41.57% of the total portfolio,
- holdings in US mortgage-backed securities represented 11.37% of the General Portfolio + Surplus Portfolio,
- holdings in collateralized or insured bank accounts represented 9.04% of the total portfolio, and
- holdings in US Government agency securities represented 22.98% of the total portfolio.

Concentration of Credit Risk - The Corporation recognizes over-concentration of assets by market sector or maturity as a risk to the portfolio. The Corporation's adopted Investment Policy establishes diversification as a major objective of the General Funds investment program. For example, the Policy requires Obligations of U.S Agencies represent no more than 80% of the total portfolio. All diversification guidelines were met.

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 two (2) years.

In the total portfolio certificates of deposit are restricted to a maturity of one (1) year and commercial paper 270 days. On February 17, 2011, 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 October 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, 2024, the general portfolio, excluding the one GNMA, held no security with a stated maturity date beyond 1,070 days. With the inclusion of the one GNMA the dollar weighted average maturity of the total general portfolio was 216 days.

The Surplus Funds portfolio had a dollar weighted average maturity of 5,370 days and the longest security was 6,466 days.

As of August 31, 2024, the general portfolio contained six (6) US agency structured notes (callable) which might be affected by interest rate risk. Their total fair market value was \$12,211,362.

As of August 31, 2024, the Surplus Portfolio contained mortgage-backed securities 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 counterparty 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, 2024:

- 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, 2024 were as follows:

Loans Receivable at September 1, 2023	\$ 231,422
Additions	-
Paydowns	<u>(39,816)</u>
Loans Receivable at August 31, 2024	191,606
Allowance for possible loan losses	<u>(2,409)</u>
Net Balance at August 31, 2024	<u><u>\$ 189,197</u></u>

The current portion of loans receivable at August 31, 2024 was \$39,856; the remaining balance of \$149,341 is classified as noncurrent loans receivable.

The activity for allowance for possible loan losses for fiscal year 2024 was as follows:

Balance at September 1, 2023	\$ (10,183)
Current Year Decreases	7,774
Loss Applied to the Allowance	<u>-</u>
Balance at August 31, 2024	<u>\$ (2,409)</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 THIF Program, the ACT Program and the Single Family TBA Program. 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. Under the Single Family TBA Program, the second-liens are forgiven after three years if the homebuyers meet the criteria. Notes are carried at the unpaid principal balance outstanding.

A summary of activity for notes receivable for the year ended August 31, 2024 was as follows:

Balance at September 1, 2023	\$ 275,657,511
Additions	71,952,932
Collections	(6,416,085)
Accumulated Amortization	<u>(98,355,343)</u>
Balance at August 31, 2024	242,839,015
Allowance for possible losses	<u>(484,983)</u>
Net balance at August 31, 2024	<u>\$ 242,354,032</u>

The current portion of notes receivable at August 31, 2024 is \$127,552,282; the remaining balance of \$114,801,750 is classified as non-current notes receivable. Management has established an allowance for loss equal to 5% of the Texas Housing Impact Fund loan balance.

The activity for allowance for possible note losses for fiscal year 2024 is as follows:

Balance at September 1, 2023	\$ 430,260
Current year increase	54,723
Loss applied to the allowance	<u>-</u>
Balance at August 31, 2024	<u>\$ 484,983</u>

5. Capital Assets

Capital assets activity for the year ended August 31, 2024 consisted of the following:

	Cost or Basis In Property			Balance August 31, 2024
	Balance September 1, 2023	Additions	Deletions	
Land	\$ 1,248,000	\$ -	\$ -	\$ 1,248,000
Building	4,577,702	50,992	-	4,628,694
Vehicles	29,738	3,769	-	33,507
Furniture & Fixtures	882,863	87,360	-	970,223
Total	<u>\$ 6,738,303</u>	<u>\$ 142,121</u>	<u>\$ -</u>	<u>\$ 6,880,424</u>

	Accumulated Depreciation			Balance August 31, 2024
	Balance September 1, 2023	Additions	Deletions	
Building	\$ 398,971	\$ 150,602	\$ -	\$ 549,573
Vehicles	7,628	2,725	-	10,353
Furniture & Fixtures	657,162	76,019	-	733,181
Total	<u>\$ 1,063,761</u>	<u>\$ 229,346</u>	<u>\$ -</u>	<u>\$ 1,293,107</u>

Capital assets, less accumulated depreciation, at August 31, 2024 totaled \$5,587,317.

6. Income Tax Status

The Corporation is a governmental entity and 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. Leases

The Corporation, as a lessor, has entered into four agreements with tenants for the lease of office space at two properties owned by the Corporation. For the year ended August 31, 2024, the Corporation reported lease revenue of \$143,365 and interest revenue of \$5,570 related to lease payments received. These leases are summarized as follows:

2200 E Martin Luther King Jr. Blvd. - On December 27, 2021, the Corporation entered into a three-year lease agreement ending December 31, 2024 with a tenant for office space. The Corporation receives monthly payments and there are no renewal options or termination clauses within the lease agreement. On July 1, 2022, the Corporation entered into a three-year lease agreement ending June 30, 2025 with a tenant for office space. The Corporation receives monthly payments and there are no renewal options or termination clauses within the lease agreement. On September 1, 2022, the Corporation entered into a three-year lease agreement ending August 31, 2025 with a tenant for office space. The Corporation receives monthly payments and there are no renewal options or termination clauses within the lease agreement. On September 16, 2024, the Corporation entered into a three-year lease agreement that will begin on January 1, 2025 and end on December 31, 2027 with a tenant for office space. The Corporation receives monthly payments and there are no renewal options or termination clauses within the lease agreement.

6978 Saga Drive - On August 22, 2023, the Corporation acquired this property and assumed a lease that was entered into with a tenant for a single family home ending January 16, 2025. The Corporation receives monthly payments and the lease will automatically renew on a month to month basis at the end of the initial lease term unless notice of termination is provided within thirty days of the end of the initial lease term or subsequent renewal period.

8. Custodial Reserve Funds

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

Reserve activity for the year ended August 31, 2024 was as follows:

Balance at September 1, 2023	\$ 161,449
Deposits	30,327
Disbursements	<u>(56,483)</u>
Balance at August 31, 2024	<u>\$ 135,293</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 2024 totaled \$10,247. The remaining deferred revenue for this portfolio was \$107,929 at August 31, 2024.

The Corporation recorded deferred inflows of resources related to the lease agreements discussed in Note 7. Revenue recognized during fiscal year 2024 totaled \$143,365. The remaining deferred inflows of resources related to these lease agreements was \$107,239 at August 31, 2024.

The prepaid issuer fees from thirty-two (32) multifamily bond portfolios are recognized as income throughout the year. As of August 31, 2024, unearned revenue related to these properties totaled \$352,400.

In the fiscal year ended August 31, 2019, the Corporation received \$3.75 million from the Capital Magnet Fund in the form of a grant. The revenue will be earned as it is expended, and approximately \$42,930 was earned in the fiscal year ended August 31, 2024.

In the fiscal year ended August 31, 2020, the Corporation received \$2.31 million from the Health & Human Services Commission in the form of a grant. The revenue will be earned as it is expended, and there was no revenue earned in the fiscal year ended August 31, 2024.

A summary of deferred inflows of resources and unearned revenue activity for fiscal year 2024 was as follows:

	Deferred Inflows of Resources	Unearned Revenue
Balance at September 1, 2023	\$ 368,780	\$ 751,183
Additions	-	892,464
Revenue Earned	(143,365)	(1,016,849)
Loan Payments Received	(10,247)	-
Balance at August 31, 2024	<u>\$ 215,168</u>	<u>\$ 626,798</u>

10. Notes Payable

As of August 31, 2024, notes payable consisted of:

Note Payable to Texas Community Bank, interest only at 2.00% payable quarterly, due in full May 2025, unsecured.	\$ 500,000
Note Payable to Texas Community Bank, interest only at 2.00% payable quarterly, due in full August 1, 2029, unsecured.	500,000
Note Payable to The Congregation of the Sisters of Charity, interest only at 1.00% payable annually, due in full January 13, 2026, unsecured.	<u>250,000</u>
Total Notes Payable	\$ 1,250,000
Current Portion of Notes Payable	<u>500,000</u>
Noncurrent Notes Payable	<u>\$ 750,000</u>

The summary of notes payable activity for the year ended August 31, 2024 was as follows:

Balance at September 1, 2023	\$ 2,070,132
Advances	500,000
Repayments	<u>(1,320,132)</u>
Balance at August 31, 2024	<u>\$ 1,250,000</u>

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

Year Ended August 31,	Principal	Interest	Total
2025	\$ 500,000	\$ 10,000	\$ 510,000
2026	250,000	10,924	260,924
2027	-	10,000	10,000
2028	-	10,000	10,000
2029	500,000	9,166	509,166
Total	<u>\$ 1,250,000</u>	<u>\$ 50,090</u>	<u>\$ 1,300,090</u>

11. Bonded Indebtedness

The Corporation issues tax exempt revenue 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 bond indentures and held in trust by a 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 bond indentures. The Corporation is in compliance with all significant limitations and restrictions at August 31, 2024.

On March 31, 2024, the Corporation issued \$75,000,000 in Single Family Mortgage Revenue bonds to make funds available to finance qualifying mortgage loans for single family residences located in the State of Texas. The net proceeds of \$78,615,000 (after the Corporation's financial contribution of \$2,149,912 and payment of \$791,676 in underwriting fees and other issuance costs) were invested by the Corporation to fund future qualifying mortgage loans.

Description	Interest Rate	Bonds Outstanding 9/1/23	Bonds Issued	Bonds Matured/ Retired	Bonds Refunded/ Extinguished	Bonds Outstanding 8/31/24	Amounts Due Within One Year
Single Family 2019							
Series 2019A	Var	\$ 11,580,000	\$ -	\$ (665,000)	-	\$ 10,915,000	\$ 210,000
Single Family 2023							
Series 2023A	Var	59,925,000	-	(815,000)	-	59,110,000	875,000
Single Family 2024							
Series 2024A	Var	-	56,930,000	-	-	56,930,000	-
Series 2024B	Var	-	18,070,000	-	-	18,070,000	-
Single Family 2009-2013							
Series 2011A	Var	900,000	-	(255,000)	-	645,000	220,000
Series 2013A	Var	3,765,000	-	(335,000)	-	3,430,000	-
Total Principal		<u>\$ 76,170,000</u>	<u>\$ 75,000,000</u>	<u>\$ (2,070,000)</u>	<u>\$ -</u>	<u>\$ 149,100,000</u>	<u>\$ 1,305,000</u>
Unamortized Premium		<u>3,355,565</u>				<u>6,585,747</u>	
Total		<u>\$ 79,525,565</u>				<u>\$ 155,685,747</u>	

The current portion of bonds payable at August 31, 2024 was \$1,305,000. The remaining balance of \$154,380,747 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
2025	\$ 1,305,000	\$ 6,944,595	\$ 8,249,595
2026	2,325,000	7,153,483	9,478,483
2027	2,400,000	7,105,326	9,505,326
2028	2,515,000	7,018,773	9,533,773
2029	2,565,000	6,925,105	9,490,105
2030 thru 2034	15,145,000	32,996,134	48,141,134
2035 thru 2039	20,870,000	29,231,382	50,101,382
2040 thru 2044	26,705,000	23,656,770	50,361,770
2045 thru 2049	34,650,000	16,119,652	50,769,652
2050 thru 2054	39,360,000	6,067,249	45,427,249
2055 thru 2059	1,260,000	37,800	1,297,800
Total	\$ 149,100,000	\$143,256,269	\$ 292,356,269

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 2024, the debt service requirement equaled \$2,070,000 in bond principal and \$3,604,843 in bond interest expense, totaling \$5,674,843. As of August 31, 2024, pledged revenue totaled \$16,010,135.

12. ACT Veterans Housing Initiative

The ACT Veterans Housing Initiative is an 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 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, 2024, the MCC Program revenue totaled approximately \$1,085,000 and is included in single family income in the statement of revenues, expenses, and changes in net position.

14. Texas Foundations Fund

The Texas Foundations 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, 2024, the Corporation made Foundations Fund grants totaling \$1,281,000.

15. Down Payment Assistance Program

Under various Single-Family Home Loan Programs, the Corporation provides 30-year fixed rate mortgage loans to eligible homebuyers. These programs provide down payment and closing cost assistance in the form of an interest-free loan that is paid back to the Corporation in the form of a higher interest rate. Down payment assistance is offered in amounts up to 5% of the home loan.

During the fiscal year ended August 31, 2024, the Corporation offered a second lien down payment assistance loan to borrowers participating in the Single Family TBA Program. The loan is forgiven after three years if the homebuyer does not sell or refinance the home. As of August 31, 2024, second lien notes receivable, net amortization, totaled \$230,349,996.

16. 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, 2024, totaled \$101,917.

17. 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 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 \$95 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, 2024, there were thirty-one series of multifamily housing revenue bonds outstanding with an aggregate principal amount payable of approximately \$517.8 million.

18. Risk Financing and Related Insurance Issues

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

19. Commitments and Contingencies

The Corporation participates in a number of federal financial assistance programs. Although the Corporation’s grant programs have been audited in accordance with the provisions of the Uniform Guidance through August 31, 2024, these programs are subject to financial and compliance audits by the grantor agencies. The amounts, if any, of expenditures which may be disallowed by the granting agencies cannot be determined at this time, although the Corporation expects such amounts, if any, to be immaterial.

20. Condensed Component Unit Information

Condensed component unit information for TSAHC Park on 14th, LLC and TSAHC Juniper Creek, LLC, the Corporation’s blended component units, for the year ended August 31, 2024, is as follows:

TSAHC Park on 14th, LLC:

Condensed Statement of Net Position

Assets:		
Current assets		\$ 471,520
Noncurrent assets		5,755,192
Total assets		<u>6,226,712</u>
Net position-		
Unrestricted		<u>\$ 6,226,712</u>

Condensed Statement of Revenues, Expenses, and Changes in Net Position

Operating revenues	\$ 470,565
Capital contributions	142,600
Operating expenses	<u>45</u>
Net income	613,120
Total net position, beginning	<u>5,613,592</u>
Total net position, ending	<u>\$ 6,226,712</u>

Condensed Statement of Cash Flows

Net cash provided by-	
Operating activities	\$ 470,520
Net cash used in-	
Capital and related financing activities	<u>(5,612,592)</u>
Net decrease in cash and cash equivalents	(5,142,072)
Cash and cash equivalents at beginning of year	<u>5,613,592</u>
Cash and cash equivalents at end of year	<u>\$ 471,520</u>

TSAHC Juniper Creek, LLC:

Condensed Statement of Net Position

Assets-	
Current assets	<u>\$ 10,000</u>
Net position-	
Unrestricted	<u>\$ 10,000</u>

21. Non-Cash Contributions

During the year ended August 31, 2024, Google, Inc. made an in-kind donation of \$42,197 for advertising.

22. Segment Information

See Note 1 for a description of the Corporation's operations. Segment financial information of the Corporation's only proprietary fund type at August 31, 2024 and for the year then ended is as follows:

Summary Financial Information	Amount
Operating revenue	\$ 89,019,085
Depreciation and amortization	99,205,266
Net loss	(26,888,816)
Net working capital*	168,596,626
Total assets	490,955,666
Total net position	328,801,853
Noncurrent notes payable	750,000
Noncurrent bonds payable	154,380,747
Deferred inflows of resources	215,168
Unearned revenue	626,798
Capital asset additions	142,121

* Net Working Capital Calculation	Amount
Unrestricted cash and cash equivalents/pooled investment	\$ 25,901,360
Restricted assets	12,098,161
Investments, short-term	7,895,213
Accounts receivable and accrued revenue	854,381
Accrued interest receivable	203,098
Loans receivable, current portion	39,856
Notes receivable, current portion	127,552,282
Lease receivable, current portion	115,682
Downpayment assistance, current portion	428,739
Prepaid expenses	188,954
Payables:	
Accounts payable and accrued expenses	(738,285)
Notes payable, current portion	(500,000)
Custodial reserve funds	(135,293)
Other current liabilities	(347,210)
Bonds payable and accrued interest on bonds, current portion	(4,960,312)
Total net working capital	<u>\$ 168,596,626</u>

**Other
Supplemental Information**

Texas State Affordable Housing Corporation

Schedule of Revenues and Expenses by Activity Year Ended August 31, 2024

	Single Family	Multi Family	ACT	Asset Management	Other	Total
Revenues						
Interest and Investment Income	\$ 5,867,105	\$ 402,862	\$ 20,565	\$ 5,570	\$ 1,108,324	\$ 7,404,426
Net Increase (Decrease) in Fair Value of Investments	3,972,187	-	-	-	-	3,972,187
Single Family Income	73,855,514	-	-	-	-	73,855,514
Federal and State Grants	2,049	80,735	-	-	-	82,784
Other Operating Revenue	311,245	631,511	537,168	2,029,844	194,406	3,704,174
Total Revenues	84,008,100	1,115,108	557,733	2,035,414	1,302,730	89,019,085
Expenses						
Interest Expense on Bonds and Notes Payable	5,449,405	25,506	10,833	-	-	5,485,744
Salaries, Wages and Payroll Related Costs	2,712,282	228,713	316,730	848,161	734,107	4,839,993
Grant Expenditures	888,584	592,389	-	-	-	1,480,973
Amortization	98,213,508	112,500	87,922	-	20,759	98,434,689
Other Expenditures	3,913,631	146,136	189,749	1,094,293	322,693	5,666,502
Total Expenses	111,177,410	1,105,244	605,234	1,942,454	1,077,559	115,907,901
Net Loss						\$ (26,888,816)

Federal Awards

**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, 2024, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements, and have issued our report thereon dated November 19, 2024.

Report on 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) as a basis for designing 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 or significant deficiencies may exist that have not been identified.

Report on 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 statements. 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 Corporation'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 Corporation's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Maxwell Locke & Ritter LLP

Austin, Texas
November 19, 2024

Independent Auditors' Report on Compliance for the Major Federal Program and Report on Internal Control Over Compliance Required by The Uniform Guidance

The Board of Directors of
Texas State Affordable Housing Corporation:

Report on Compliance for the Major Federal Program

Opinion on the Major Federal Program

We have audited Texas State Affordable Housing Corporation's (the "Corporation") compliance with the types of compliance requirements identified as subject to audit in the OMB *Compliance Supplement* that could have a direct and material effect on the Corporation's major federal program for the year ended August 31, 2024. The Corporation's major federal program is identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs.

In our opinion, the Corporation complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on its major federal program for the year ended August 31, 2024.

Basis for Opinion on the Major Federal Program

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* ("Uniform Guidance"). Our responsibilities under those standards and the Uniform Guidance are further described in the Auditors' Responsibilities for the Audit of Compliance section of our report.

We are required to be independent of the Corporation and to meet our other ethical responsibilities, in accordance with relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on compliance for the major federal program. Our audit does not provide a legal determination of the Corporation's compliance with the compliance requirements referred to above.

Responsibilities of Management for Compliance

Management is responsible for compliance with the requirements referred to above and for the design, implementation, and maintenance of effective internal control over compliance with the requirements of laws, statutes, regulations, rules, and provisions of contracts or grant agreements applicable to the Corporation's federal programs.

Auditors' Responsibilities for the Audit of Compliance

Our objectives are to obtain reasonable assurance about whether material noncompliance with the compliance requirements referred to above occurred, whether due to fraud or error, and express an opinion on the Corporation's compliance based on our audit. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards, *Government Auditing Standards*, and the Uniform Guidance will always detect material noncompliance when it exists. The risk of not detecting material noncompliance resulting from fraud is higher than for that resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Noncompliance with the compliance requirements referred to above is considered material if there is a substantial likelihood that, individually or in the aggregate, it would influence the judgment made by a reasonable user of the report on compliance about the Corporation's compliance with the requirements of the major federal program as a whole.

In performing an audit in accordance with generally accepted auditing standards, *Government Auditing Standards*, and the Uniform Guidance, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material noncompliance, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the Corporation's compliance with the compliance requirements referred to above and performing such other procedures as we considered necessary in the circumstances.
- Obtain an understanding of the Corporation's internal control over compliance relevant to the audit in order to design audit procedures that are appropriate in the circumstances and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control over compliance. Accordingly, no such opinion is expressed.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and any significant deficiencies and material weaknesses in internal control over compliance that we identified during the audit.

Report on Internal Control over Compliance

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. *A material weakness in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the Auditors' Responsibilities for the Audit of Compliance section above and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies in internal control over compliance. Given these limitations, during our audit we did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above. However, material weaknesses or significant deficiencies in internal control over compliance may exist that were not identified.

Our audit was not designed for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, no such opinion is expressed.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Maxwell Locke & Ritter LLP

Austin, Texas
November 19, 2024

Texas State Affordable Housing Corporation

Schedule of Expenditures of Federal Awards Year Ended August 31, 2024

<u>Federal Grantor/ Pass-Through Grantor/ Program Title</u>	<u>Federal Assistance Listing Number</u>	<u>Pass-Through Entity Identifying Number</u>	<u>Total Expenditures</u>
<u>U.S. Department of Treasury</u>			
Passed through the Community Development Financial Institutions:			
Capital Magnet Fund	21.011	181CM050456	\$ 3,562,500
Capital Magnet Fund Administrative	21.011	181CM050456	<u>42,936</u>
Total 21.011			<u>3,605,436</u>
Total U.S. Department of Treasury			<u>3,605,436</u>
<u>U.S. Department of Health and Human Services</u>			
Passed through State of Texas Health and Human Services Commission:			
Money Follows the Person Rebalancing Demonstration	93.791	HHS000850100001	22,256
Money Follows the Person Rebalancing Demonstration	93.791	HHS001323400001	<u>15,523</u>
Total 93.791			<u>37,779</u>
Total U.S. Department of Health and Human Services			<u>37,779</u>
Total expenditures of federal awards			<u>\$ 3,643,215</u>

The accompanying notes are an integral part of this schedule.

Texas State Affordable Housing Corporation

Notes to the Schedule of Expenditures of Federal Awards Fiscal Year Ended August 31, 2024

1. Basis of Presentation

The accompanying schedule of expenditures of federal awards (the “Schedule”) includes the federal award activity of the Texas State Affordable Housing Corporation (the “Corporation”) under programs of the federal government for the year ended August 31, 2024. The information in this Schedule is presented in accordance with the requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (“Uniform Guidance”). Because the Schedule presents only a selected portion of the operations of the Corporation, it is not intended to and does not present the financial position, change in net assets, or cash flows of the Corporation.

2. Summary of Significant Accounting Policies

Basis of Accounting

The Schedule includes the federal activity of the Corporation and is presented on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, where certain types of expenditures are not allowed or are limited as to reimbursement. Therefore, some amounts presented in the Schedule may differ from amounts presented in or used in the preparation of the financial statements.

The Corporation has elected not to use the 10% de minimis indirect cost rate as allowed under the Uniform Guidance.

Included in the Schedule are balances at August 31, 2024 of loans from the Capital Magnet Fund for the construction and remodeling of affordable low income housing projects. Uniform Guidance requires that the Schedule include the total amount of federal awards expended for loan or loan guarantee programs which include the value of new loans made or received during the year plus the beginning of the period balance of loans from previous years for which the federal government imposes continuing compliance requirements. The Capital Magnet Fund had a total loan balance of \$3,562,500 as of August 31, 2024.

Texas State Affordable Housing Corporation

Schedule of Findings and Questioned Costs Fiscal Year Ended August 31, 2024

Section I - Summary of Auditors' Results

Financial Statements

Type of auditors' report issued on whether the financial statements were prepared in accordance with GAAP: Unmodified

Internal control over financial reporting:

- Material weakness(es) identified? yes no
- Significant deficiency(ies) identified? yes none reported
- Noncompliance material to financial statements noted? yes no

Federal Awards

Internal control over the major federal program:

- Material weakness(es) identified? yes no
- Significant deficiency(ies) identified? yes none reported

Type of auditors' report issued on compliance for the major federal program-

Capital Magnet Fund Unmodified

Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)? yes no

Identification of the major federal program-

Assistance Listing Number	Name of Federal Program
21.011	Capital Magnet Fund

Dollar threshold used to distinguish between Federal type A and type B programs: \$750,000

Auditee qualified as Federal low-risk auditee? yes no

Texas State Affordable Housing Corporation

Schedule of Findings and Questioned Costs Fiscal Year Ended August 31, 2024

Section II - Financial Statement Findings

No findings required to be reported in accordance with *Government Auditing Standards* for the years ended August 31, 2024 and 2023.

Section III - Federal Award Findings and Questioned Costs

There were no findings or questioned costs required to be reported in accordance with 2 CFR 200.516(a) for the year ended August 31, 2024. There was one finding required to be reported in accordance with 2 CFR 200.516(a) for the year ended August 31, 2023. Refer to the Summary Schedule of the Prior Audit Finding for the current status of the finding reported.



**Summary Schedule of the Prior Audit Finding
(Auditee Prepared)**

Year Ended August 31, 2024

Finding 2023-001

Condition: As of August 31, 2023, the Corporation had not fully committed the program income that was received within the prior fiscal year.

Status: The program income that was not fully committed as of August 31, 2023 was committed during March 2024.