

TEXAS STATE AFFORDABLE HOUSING CORPORATION

AUDIT COMMITTEE MEETING

TSAHC Offices
6701 Shirley Avenue
Austin, Texas 78752

Tuesday,
August 18, 2026
9:00 a.m.

COMMITTEE MEMBERS:

VALERIE V. CARDENAS, Chair
DAVID LONG, Member
MELINDA SMITH, Member
DAVID Rassin, Member

ON THE RECORD REPORTING
(512) 450-0342

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P R O C E E D I N G S

(9:34 a.m.)

MS. CARDENAS: Good morning. It is now 9:34 a.m. and I would like to call the Audit Committee meeting for Texas State Affordable Housing Corporation on August 18, 2026. And I apologize for the delay, as we just needed to delay to certify quorum. And now we have, and we will begin.

So with that in mind, Valerie Cardenas, I am present. David Lewis is absent.

David Long?

MR. LONG: Here.

MS. CARDENAS: Melinda Smith?

MS. SMITH: Present.

MS. CARDENAS: And we have David Rassin, who is a Board member who will be filling in, in order to certify quorum. Okay.

The next item, we will move into the -- I am sorry. Before we move into any of the action items, are there any public comments at this time?

(No response.)

MS. CARDENAS: Seeing none, we will go ahead and move into the action items, starting with Tab Item 1, which is the presentation, discussion, and possible

1 approval of the minutes of the Audit Committee meeting
2 that were held on November 18, 2025. If everyone has had
3 the opportunity to review the minutes of the meeting, and
4 if there are no changes or corrections, if I can have a
5 motion to approve.

6 MR. LONG: So moved.

7 MS. CARDENAS: I have a first. Do I have a
8 second?

9 MR. RASSIN: Second.

10 MS. CARDENAS: Before we move on the vote, is
11 there any public comment?

12 (No response.)

13 MS. CARDENAS: Seeing none. All those in
14 favor, signify by saying aye.

15 (A chorus of ayes.)

16 MS. CARDENAS: Any opposed.

17 (No response.)

18 MS. CARDENAS: Tab Item 1 is approved as
19 presented.

20 We'll now move on to Tab Item 2, which is the
21 presentation, discussion, and possible approval of the
22 fiscal year 2027 annual operating budget.

23 MR. LAWRENCE: Good morning. Nick Lawrence,
24 Controller.

1 We are presenting a \$42 million budget. And my
2 plan is to just kind of go through it, line by line.
3 We'll kind of go through all the schedules, and I will
4 entertain any questions as they come up.

5 So, we are budgeting \$42 million in revenue.
6 And so, let's just start with single family revenue. We
7 are budgeting about \$7.2 million in single family revenue.
8 And let me just go back real quick.

9 A big chunk of this budget is going to be TxDOT
10 grant funds. So, we are budgeting \$15 million to come
11 into our Corporation and also to go out during this year.
12 So, it is a huge chunk. So, okay.

13 Back to single family revenues, \$7.2 million.
14 And then --

15 MS. CARDENAS: I am sorry.

16 MR. LAWRENCE: Yes.

17 MS. CARDENAS: You were saying the revenues in
18 general are a large portion of the totality of the \$42
19 million, the \$15 million are of TxDOT?

20 MR. LAWRENCE: Yes. Yes, correct.

21 And then, move on to lending program revenue.
22 We are budgeting about \$6.1 million. A big chunk of that
23 is payoffs that we are budgeting to receive.

24 Go to Exhibit A3, multifamily revenue. These

1 are fees that we receive related to bond deals that we
2 have done in the past. We are budgeting about \$1.1
3 million in revenue.

4 Let's move on to A4; we have rental program
5 revenue. This is rent that we receive from properties
6 that we own. We're budgeting about \$1.6 million in
7 revenue. And the only reason it was higher this year is
8 because we ended up selling an extra house.

9 And then next, A5, we have federal and state
10 grants. Here is where you will see the TxDOT grant funds.
11 We are budgeting \$15 million in grant funds, and then
12 \$250,000 in admin, in addition to \$315,000 of grants
13 related to foundations and individuals.

14 MR. RASSIN: When you say grant funds, is that
15 different from our contract supported on the [inaudible]
16 section, or is that the grant?

17 MR. LAWRENCE: No. Could you repeat that?

18 MR. RASSIN: When you say grant funds, are you
19 referring to something that is different from contract
20 revenue that we have supporting the Department of Transit
21 on the I-45 expansion?

22 MR. LAWRENCE: No. That is what I am talking
23 about.

24 MR. RASSIN: That is. A form of that is grant

1 funds?

2 MR. LAWRENCE: Correct. Yes.

3 I will move on to A6, budgeted land bank
4 revenue. This is our ACT program. We are budgeting about
5 \$1.5 million of revenue. This is related to selling
6 properties that we already own.

7 I'll move on to A7. This is our servicing
8 revenue. It is getting smaller and smaller each year, but
9 we are still at about \$30,000.

10 MR. LONG: Nick, you might explain to the Board
11 members what that portfolio consists of and where it came
12 from, and why it continues to dwindle rather than sustain.

13 MR. LAWRENCE: Sure. This was --

14 MR. LONG: Years ago.

15 MR. LAWRENCE: Yes. Over 30 years ago?

16 MR. LONG: A while back. Yes, sir.

17 MR. LAWRENCE: We were given --

18 MR. LONG: Master servicer capacity.

19 MR. LAWRENCE: Yes. We were given the rights
20 to be the master servicer on these bond programs.

21 MR. LONG: From TDHCA.

22 MR. LAWRENCE: From TDHCA. And then we hired
23 Countrywide to be the sub sub-servicer. And we have been
24 collecting revenue off it since, but it just dwindles each

1 year, from the run-off.

2 MS. CARDENAS: You said, how old is this
3 portfolio? More or less.

4 MR. LONG: Probably pushing 30 years.

5 MR. LAWRENCE: Yes. Like, around '98, I think.

6 MS. CARDENAS: Yes.

7 MR. LAWRENCE: Yes.

8 Moving on to Exhibit A8, investment revenue.
9 These are just -- this is interest that we receive either
10 through the pools or we have these funds invested in
11 securities. It is about \$2.8 million.

12 Now we are moving on to expenses. B1, first is
13 THIF, the Texas Housing Impact Fund. These are Dave's
14 loans. We are budgeting about \$6.85 million in loans.

15 MR. RASSIN: Before you go too far, can you
16 please remind me -- back on A8, note 1, interest from
17 investing the Corporation's reserve funds. We have
18 reviewed an investment policy at the Board level, at one
19 point, didn't we?

20 MR. LAWRENCE: Yes. Correct.

21 MR. RASSIN: Just refreshing my memory.

22 MR. LAWRENCE: Yes. I believe we did that in
23 November.

24 MR. RASSIN: Okay. Thank you.

1 MR. LAWRENCE: Moving on to B2. This is ACT,
2 our land banking program. We are budgeting about \$1.6
3 million.

4 I believe Dave has a Del Valle project for
5 about \$1 million, and then \$500,000 in potential land
6 banking purchases. And then, we are anticipating
7 potentially having to put in about \$75,000 into Park on
8 14th.

9 B3, we have got budgeted other program
10 expenditures. The big one here is \$5.8 million related to
11 the Single Family Program. We are budgeting \$5.5 million
12 in cost of issuance, and then \$300,000 in fees that we
13 have to spend at the Attorney General and the Bond Review
14 Board. And this is related to, hopefully, doing three
15 bond deals in our new open indenture.

16 Moving on to B4, salaries and related payroll
17 expenses. We are budgeted about \$5.66 million, which
18 includes a couple of open positions, just in case we need
19 to hire them.

20 Moving on to B5, budgeted grants. Once again,
21 you will see that \$15 million that we were budgeting to
22 grant out for TxDOT. And then this also includes the Kerr
23 County DPA grants. So, we have received the funds in this
24 year, but we will end up granting them out in the next

1 year.

2 MR. RASSIN: Sorry, Nick. I don't have page B4
3 in my book. It goes 2, 3, 5 --

4 MS. TAYLOR: (From audience.) We don't either,
5 in ours [inaudible], what was in the back of the room --

6 (Simultaneous discussion.)

7 MR. RASSIN: Thank you.

8 MR. LONG: I gave it to David. He has it now.
9 David has it now.

10 MR. LAWRENCE: Thank you.

11 MR. RASSIN: I am sharing it with the Chair.

12 MR. LAWRENCE: Yes. Okay.

13 B5, this is our grants. So, the \$15 million
14 for TxDOT is the big part of it. And then also, Kerr
15 grants that we have received in fiscal year '26. We are
16 going to actually grant out in fiscal year '27 about \$1.67
17 million.

18 And then also, we have Foundations Fund for
19 \$1.25 million. And then, the disaster recovery for
20 \$350,000.

21 Moving on to B6, this is our principal and
22 interest on notes payable. In fiscal year '26, we had to
23 pay off a note payable from Texas Community Bank. In
24 fiscal year '27, we are just paying a small amount of

1 interest.

2 MS. CARDENAS: So, going back -- I am sorry.

3 MR. LAWRENCE: Yes.

4 MS. CARDENAS: Going back to B5 on those
5 grants, I guess, like, the Kerr grants were already
6 received prior to? So that is why it is not mirroring the
7 \$15 million in revenue versus expenditures?

8 MR. LAWRENCE: Correct.

9 MS. CARDENAS: Is that an example?

10 MR. LAWRENCE: Correct.

11 MS. CARDENAS: Okay.

12 MR. LAWRENCE: Yes. It is just a timing issue.

13 Moving on to B7, we are budgeting about
14 \$875,000 in professional fees. A new thing here is, we
15 are budgeting for an AI consultant. We aren't sure how
16 much it is going to cost. I basically just looked at all
17 the RFP responses and, you know, kind of picked an
18 average.

19 And then, the other consultant that is related
20 to TxDOT.

21 MR. RASSIN: I noticed that we have increased
22 our legal fees budget over the 2026 budget, even though we
23 were under budget. Does that suggest we were expecting
24 some kind of --

1 MR. LAWRENCE: We are expecting TxDOT fees.

2 Yes.

3 MR. RASSIN: Thought that might be your answer.

4 Thank you.

5 MR. LAWRENCE: Yes.

6 Moving on to B8, we have marketing expenses.

7 We are budgeting about \$216,000 in marketing, and then

8 about \$30,000 in sponsorships. A big chunk of this is

9 redoing websites.

10 I know our corporate site is getting redone,

11 and is almost done. That is why the '27 number is so much

12 lower. And then, we are also redoing the compliance

13 website for Celina's team.

14 MS. CARDENAS: I am sorry. You said it is

15 going down because of what?

16 MR. LAWRENCE: Because we have spent almost all

17 the funds for redoing the corporate website.

18 MR. LONG: In this fiscal year.

19 MR. LAWRENCE: In this fiscal year. So, that

20 is why it is lower.

21 MS. CARDENAS: So, this is kind of more of a

22 maintenance now, or --

23 MR. LAWRENCE: Well, so next year, we won't

24 have to spend any money on redoing the website.

1 MS. CARDENAS: Okay. Okay.

2 MR. LAWRENCE: Moving on to B9, insurance
3 expenses. We are budgeting about \$519,000, insurance.

4 Moving on to B10, travel and meals. You will
5 see a -- \$15,000 of this is related to TxDOT, but we are
6 budgeting \$165,000.

7 Moving to B11, budgeted furniture and equipment
8 expenditures. We are budgeting about \$64,670.

9 Moving on to B12, budgeted building
10 maintenance. We are budgeting about \$76,000. This
11 includes everything that is related to this building, for
12 the utilities, and all that.

13 Then, on to B13. This is budgeted professional
14 dues and training. So, conferences, and continuing
15 education, and all that good stuff. Budgeting about
16 \$67,000.

17 Moving on to B14, this is budgeted
18 communication expenses, which is our internet, our phone
19 system, our Zoom. And we are budgeting about \$19,000.

20 And we have got a couple of other little small
21 ones, but that is about it. So, I will throw it back to
22 you and see if you have any questions.

23 MS. CARDENAS: Well, while he is going to
24 prepare some questions -- you know, again, I always

1 appreciate the fact that you put all the exhibits behind
2 it. Because it kind of, you know, is a little more
3 granular for us. And we understand budgets, but I think
4 understanding how it all comes into play.

5 So, I know this takes a lot of time and effort,
6 but I really appreciate you putting in the notes. Because
7 it really allows us to understand, you know, and kind of
8 get ahead of maybe some of the questions that we are going
9 to answer, or the amount that we are going to ask. So,
10 thank you --

11 MR. LAWRENCE: Sure.

12 MS. CARDENAS: -- to you, and the team.

13 MR. RASSIN: Sorry for the delay. I wasn't
14 expecting to be up here today.

15 MR. LONG: I would add that not only thanking
16 Nick, Amanda, Betsy, everybody that put their time and
17 effort into and managed to get their budgets to the team,
18 so that they could put this together for you.

19 A lot of the variances that you see, like one
20 of the questions you had was, why not more, why are we
21 having a reduced amount in some of our fees associated
22 with the internet -- the website. And that is because we
23 have expended a lot of that contract and expect expenses
24 this year, going in next year, we will still have some.

1 But they won't be as much, because we have done the bulk
2 of the work.

3 Same thing that is going on with a lot of the
4 other ones where there is a discrepancy. In other areas,
5 we made the decision to either decide to increase the
6 program need, based on what we have seen, current year.
7 Or as Nick said, they have done some analysis to determine
8 kind of where that budget went over last year, and came in
9 under or vice versa, that we really didn't -- or we needed
10 to increase it being that it was much needed -- didn't
11 need to have an increase in that amount.

12 So, we made some fluctuations. The other thing
13 I was going to note is, we are not looking to have any
14 excess revenues this year. It is putting a number down;
15 that would be great if we could.

16 But it really -- if we, I don't even know what
17 the number was for last year that we gave with the budget.
18 But I promise you, it is not the same number that we told
19 you it was going to be. It is probably much larger.

20 So, putting a number down there to me really
21 doesn't do anything, other than showing that we are trying
22 to put all of our revenues into our expenses, and vice
23 versa. And making sure that we are putting them into
24 program areas that need to be used.

1 If we end up with a revenue, that would be
2 great. And we probably will. But we are just going to
3 show as break-even right now.

4 MS. CARDENAS: And right now, I guess, for
5 2026, we are showing 3.6 is the revenue.

6 MR. LAWRENCE: Correct.

7 MR. LONG: Yes. And I don't know what we had
8 at the beginning of the year last year, when we did this a
9 year ago, Ms. Cardenas. I don't know what the number
10 looked like. But I don't think it was 3.6.

11 But I think again, we just work through the
12 year. And as we do, we are very good -- staff are very
13 good at managing their budgets. And they're very good at
14 utilizing and identifying resources, and how best to use
15 those.

16 And if the programs that we have in play
17 continue to do as well as they are doing, then I think
18 this will change to be some form of excess revenue at the
19 end of the year, which we can then apply back to our other
20 programs.

21 Some other things that we did do, is we have
22 added funding to areas where we felt like it was
23 important. Like in the Foundations Fund, disaster
24 recovery fund, knowing what we are dealing with in that

1 area.

2 So, I think overall, it is a really, really
3 strong budget. I think it does a good job of utilizing
4 our resources to the program areas, and being very frugal,
5 if that is a word I can use, in areas where we know we
6 don't want to have excess expenses.

7 So, when we tell you we are going to have X in
8 travel, or X in overhead, it is what it is. And we'll try
9 and minimize that as best we can, but that is based on
10 numbers we have seen over the years. And Nick and team do
11 a really good job of kind of making sure that we are not
12 overestimating revenues or underestimating expenses.

13 MS. CARDENAS: So, we have always kind of -- I
14 mean, I don't -- I can't remember, you know, last year's
15 budget. But I know that we said, we have the anomaly of
16 the TxDOT, the \$15 million. So, minusing that out, it
17 would pretty much put us in line with the 2026. Right?

18 And so, have we been, you know, around for our
19 budget purposes, our operating budget, about \$23- to \$25
20 million for the last couple of years?

21 MR. LAWRENCE: Yes.

22 MR. RASSIN: So, the questions I have, they are
23 all answered in the notes. Thank you, Nick; it is very
24 clear. The only other one I had, Mr. Long just answered

1 in his remarks. So, I am satisfied.

2 MR. LAWRENCE: Thank you. So, I think we are
3 asking you to yes, approve this to the full Board.

4 MR. LONG: At this time, we would need a vote
5 to move it to the full Board for consideration.

6 MS. CARDENAS: Okay. If there are no other
7 questions or comments, if I can have a motion to approve
8 the presentation, discussion, and possible approval of the
9 fiscal year 2027 annual operating budget. If so approved,
10 then it will move up to the full Board.

11 MR. RASSIN: So moved.

12 MS. CARDENAS: Okay. I have a motion. Do I
13 have a second?

14 MR. LONG: Second.

15 MS. CARDENAS: Okay. Is there any public
16 comment?

17 (No response.)

18 MS. CARDENAS: Seeing none. All those in
19 favor, signify by saying aye.

20 (A chorus of ayes.)

21 MS. CARDENAS: Any opposed.

22 (No response.)

23 MS. CARDENAS: Tab Item 2 is approved as
24 presented.

1 MR. LAWRENCE: Thank you.

2 MS. CARDENAS: Thank you.

3 We'll now move on to Tab Item 3, which is the
4 presentation, discussion, and possible approval of the
5 fiscal year 2027 Audit Committee guidelines.

6 MR. LONG: So every year, we have to have the
7 Audit Committee approve the Audit guidelines. And again,
8 this will be moved up from the Audit Committee to the full
9 Board for their consideration. I am going to have Melinda
10 go over, and kind of give you a review of what we have in
11 front of you.

12 Melinda, if you wouldn't mind just going over
13 the updates, or any changes that would be significant for
14 the Board or the Audit Committee members to consider, and
15 to make sure that we have a good consensus on what they
16 mean.

17 MS. SMITH: Not at all. My name is Melinda
18 Smith. I am the Chief Financial Officer.

19 The Audit Committee guidelines require that we
20 present it to the Audit Committee annually. And then it
21 is also presented to the Board annually. We had Maxwell,
22 Locke and Ritter, our CPA firm, review the Audit Committee
23 guidelines to see if there was anything that we should
24 change, of course, in addition to our review.

1 And we didn't have any changes this year. So,
2 they remain the same. So, we are asking the Audit
3 Committee to approve these and present them to the Board
4 for approval. And if you would like, we could go over the
5 contents.

6 MS. CARDENAS: When was the last time? I mean,
7 I know they are reviewed by our CPA firm.

8 MS. SMITH: Uh-huh.

9 MS. CARDENAS: When was the last time that
10 there were significant changes? Because I believe even
11 last year, too, there was none.

12 MS. SMITH: Yes. There were none last year.
13 It was a couple of years ago, we had some changes due to
14 some new rules that had been implemented by, I think it
15 was by auditing standards. But you are right. It
16 hasn't -- we haven't had a lot of changes.

17 MS. CARDENAS: Yes. I mean, and I understand
18 their -- obviously their responsibility is to cross-
19 reference any guidelines --

20 MS. SMITH: Right.

21 MS. CARDENAS: -- and such, so. Okay.

22 If there are no other questions, comments, or
23 revisions, if I can have a motion to approve Tab Item 3 as
24 presented.

1 MR. RASSIN: So moved.

2 MS. CARDENAS: I have a motion. Do I have a
3 second?

4 MS. SMITH: Second. I will second.

5 MS. CARDENAS: Okay. Is there any public
6 comment at this time?

7 (No response.)

8 MS. CARDENAS: Seeing none. All those in
9 favor, signify by saying aye.

10 (A chorus of ayes.)

11 MS. CARDENAS: Any opposed.

12 (No response.)

13 MS. CARDENAS: Tab Item 3 is approved as
14 presented. This will now go to the Board.

15 MS. SMITH: Thank you so much.

16 MS. CARDENAS: Thank you.

17 Okay. And now we have Tab Item 4, which is the
18 presentation, discussion, and possible approval of the
19 recommendation to retain the Corporation's current
20 independent financial auditors.

21 MS. SMITH: Thank you again.

22 Back in, I believe it was August, we issued an
23 RFP for auditors. We do that every three years, just
24 because it is a best practice with CPA firms. They

1 recommend that you do that. So, we have tried to follow
2 that.

3 And we received -- we didn't receive any
4 responses. We actually received some interest from
5 several firms. But in the end, they didn't submit a
6 proposal.

7 One of them felt like we were too large for
8 them to tackle. And I can't remember exactly what the
9 reason was for the other one. That is typically the case.
10 Or, they think we really like our current auditors.

11 So, it is hard to get someone to propose. And
12 so, we sent out multiple requests, trying to get some
13 responses. But in the end, we did not.

14 And we were very happy, have been very happy
15 with Maxwell, Locke and Ritter, and we would like to
16 continue with them. They have been a great firm, and have
17 really been helpful to us in providing guidance.
18 Especially with the new auditing and accounting standards,
19 because they change so rapidly all the time.

20 And we really appreciate them. They also do
21 our tax return, and then just give us advice throughout
22 the year.

23 So, we are asking that you will approve the
24 selection of Maxwell, Locke and Ritter.

1 MS. CARDENAS: So naturally, Maxwell, Locke and
2 Ritter, every time an RFP goes out, they re-engage to go
3 through the process as well.

4 MS. SMITH: Yes.

5 MS. CARDENAS: Okay.

6 MS. SMITH: Oh, yes. And they presented a
7 proposal. Exactly.

8 MS. CARDENAS: Okay.

9 MR. RASSIN: Please remind me. I know I should
10 remember. But do they come in to provide a report to the
11 Board, or the Audit Committee?

12 MS. SMITH: I am sorry. Say it again.

13 MR. RASSIN: Does Maxwell, Locke and Ritter
14 come in to provide our report to the Audit Committee? I
15 know I should remember, but I don't.

16 MS. SMITH: Do they provide a report on --

17 MS. CARDENAS: Do they ever do a presentation
18 to us?

19 MS. SMITH: Yes. Yes, they do. For the audit,
20 and the annual audit. Absolutely. On a single audit, for
21 our federal grant funds.

22 MR. RASSIN: My apologies. I don't remember
23 clearly. How long have we been using them?

24 MS. SMITH: Gosh. It has been quite a while.

1 Ten --

2 MR. LAWRENCE: Eight.

3 MS. SMITH: Eight years.

4 MR. RASSIN: And has the staff or relationship
5 partners rotated during that period?

6 MS. SMITH: Have they rotated during that time?
7 Yes, at the very beginning, they did. Jimmy Romell is the
8 current partner in charge of our audit, and he is -- we
9 have had Jimmy for several years now.

10 And I apologize. Did you mean, to make a
11 presentation for the RFP?

12 MR. RASSIN: No, I didn't. I meant, at the
13 time they present their opinion.

14 MS. CARDENAS: Okay.

15 MR. LONG: They have been an excellent firm to
16 work with. I would acknowledge the fact that some firms
17 don't want to apply just because they recognize that it
18 would be hard to compete against an existing relationship.
19 But we do go out with an RFP, and we can only accept what
20 we get.

21 And the relationship with Maxwell, Locke and
22 Ritter has not only been one of growth, where they
23 understand what we do. They understand what our programs
24 entail. But they are experts in non-profit accounting,

1 which is something -- we are unique. We're not a state,
2 we are a non-profit. And they have grown to be very good
3 at watching what we do and how we do it, and manage that
4 for us.

5 And as Melinda said, then they can take that
6 same information and put it into our tax returns. And so,
7 we really appreciate the fact that they have that
8 expertise that we rely on. So, I am very supportive of
9 Maxwell, Locke and Ritter continuing as our audit firm.

10 MS. SMITH: I would also like to add that a lot
11 of firms are afraid to propose, because of the bond
12 programs. That is very complicated accounting.

13 And a lot of people, that scares them off, all
14 the bond work. I personally don't see why, because I
15 don't think it is that complicated. But a lot of people
16 do.

17 MR. RASSIN: Mr. Long, I may have misheard you.
18 Did you just say that the audit firm then prepares our tax
19 returns as well?

20 MR. LONG: They do, do they not?

21 MS. SMITH: We prepare all of the data for it.
22 Essentially, we give them all the information. So
23 essentially, we are doing it. And then, they are just
24 dropping it into the form.

1 MR. LONG: But they submit our tax returns for
2 us?

3 MS. SMITH: Oh, yes. They do submit it
4 electronically. Is that what you mean?

5 MR. LONG: Is the question why we have an audit
6 firm that does that for us?

7 MR. RASSIN: No. My question is if there is an
8 independence issue if they are also our tax preparer as
9 well as our auditor. Does that come up?

10 MS. SMITH: I don't think that role, you know,
11 creates any kind of independence issue. It is the tax
12 side of the company does the tax return. We review it.

13 And audit team doesn't really have anything to
14 do with the tax preparation. It is an informational
15 return, as you know, I am sure.

16 MR. RASSIN: You might give me too much credit
17 for what I know. But thank you. A lot of my experience
18 is in a different realm. So, maybe it is different here.
19 I am surprised to hear that the audit firm is also
20 providing tax advice.

21 MS. SMITH: Well, and we never have to pay any
22 taxes, because we are a non-profit org. And we don't even
23 have any unrelated business income. So, there is not a
24 lot of real tax advice that they can give us.

1 For the most part, it is just an informational
2 return that shows how, you know, our assets and
3 liabilities, and who we employ, our bond issues, and who
4 has done the rebate analysis on the bond issues. That
5 kind of informational.

6 MS. CARDENAS: Has it ever been maybe
7 questioned with our legal counsel, just to make sure that
8 there is no conflict? I mean, I know, like us as a
9 financial institution, we did have to now go out and get
10 another audit team, because they ended up -- they used to
11 be our auditors, but now they also want to be our CPA.

12 So, we had to engage a separate firm.
13 Obviously, I am not going to tell you that I understand
14 the non-profits.

15 MS. SMITH: We can certainly ask. Yes.

16 MS. CARDENAS: But, I mean, I know it has never
17 been an issue. But we also, maybe, just to David's point,
18 we don't want to wake up one day and be like, why don't we
19 ask.

20 MS. SMITH: Yes.

21 MS. CARDENAS: Maybe just, you know, ask for
22 peace of mind.

23 MR. LONG: We'll certainly ask. That is not a
24 problem. And I think Maxwell, Locke and Ritter will

1 happily either explain it to us, and if there is a need,
2 or an opportunity for that, we'll be happy to present that
3 to the Audit Committee at the November meeting when they
4 are here as well.

5 MR. RASSIN: I have no objection to moving
6 forward today.

7 MS. CARDENAS: Yes.

8 MR. RASSIN: Even though I am just a visiting
9 member of the Audit Committee, I would appreciate even an
10 informal follow-up addressing the independence issue --

11 MR. LONG: Certainly.

12 MR. RASSIN: Also whether their longstanding
13 close relationship has become too longstanding and close.
14 And whether it is time to change it up, just so that it is
15 somebody who doesn't know us as well, and we don't know as
16 well.

17 MS. SMITH: Right.

18 MR. RASSIN: I'm not recommending that. I am
19 just putting it as something that at some point --

20 MS. SMITH: Absolutely.

21 MR. LONG: We'll certainly do that.

22 MS. SMITH: Yes. Thank you.

23 MR. RASSIN: You are kind to say thank you. I
24 am sure nobody likes when I suggest, hey, we like these

1 guys. It is going so well; should we blow that up. I'm
2 not saying, blow it up.

3 MS. CARDENAS: Okay. If there are no other
4 questions, if I can have a motion to approve to Tab Item 4
5 as presented?

6 MR. RASSIN: So moved.

7 MR. LONG: Second.

8 MS. CARDENAS: Okay. Is there any public
9 comment?

10 (No response.)

11 MS. CARDENAS: Seeing none. All those in
12 favor, signify by saying aye.

13 (A chorus of ayes.)

14 MS. CARDENAS: Any opposed.

15 (No response.)

16 MS. CARDENAS: Tab Item 4 is approved as
17 presented.

18 MS. SMITH: Thank you very much.

19 MS. CARDENAS: Thank you. Next is closed
20 meeting. Is there a need to go into closed meeting?

21 MR. LONG: No, ma'am.

22 MS. CARDENAS: Okay. Seeing that there are no
23 items, if I can have a motion to adjourn.

24 MR. LONG: So moved.

1 MS. CARDENAS: Okay. Second.

2 MR. RASSIN: Seconded.

3 MS. CARDENAS: Okay. All those in favor,
4 signify by saying aye.

5 (A chorus of ayes.)

6 MS. CARDENAS: I don't think anyone is opposed.
7 We are now adjourned at 10:07 a.m.

8 (Whereupon, the meeting was concluded at 10:07
9 a.m.)

C E R T I F I C A T E

MEETING OF: Texas State Affordable Housing Corporation
Audit Committee

LOCATION: Austin, Texas

DATE: August 18, 2026

I do hereby certify that the foregoing pages,
numbers 1 through 31, inclusive, are the true, accurate,
and complete transcript prepared from the verbal recording
made by electronic recording by Elizabeth Stoddard before
the Texas State Affordable Housing Corporation Board of
Directors.

DATE: August 24, 2026

/s/ Carol Bourgeois
(Transcriber)

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