Burr Oaks Senior Housing, LLC

Financial Report

December 31, 2021

CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS	
Balance sheets	4
Statements of operations	5
Statements of members' equity	6
Statements of cash flows	7
Notes to financial statements	8
SUPPLEMENTARY INFORMATION	
Schedules of other revenue and expenses	15

1221 John Q. Hammons Drive, Suite 100, Madison, WI 53717 • P: 608.831.8181 • F: 608.831.4243 • SVAaccountants.com

INDEPENDENT AUDITOR'S REPORT

To the Members Burr Oaks Senior Housing, LLC Madison , Wisconsin

Opinion

We have audited the accompanying financial statements of Burr Oaks Senior Housing, LLC, which comprise the balance sheets as of December 31, 2021 and 2020, and the related statements of operations, members' equity, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Burr Oaks Senior Housing, LLC as of December 31, 2021 and 2020, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Burr Oaks Senior Housing, LLC and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. 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 Burr Oaks Senior Housing, LLC's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's 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 auditor's 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 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, including omissions, 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, 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 Burr Oaks Senior Housing, LLC'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 Burr Oaks Senior Housing, LLC'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.

Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The schedules of other revenue and expenses are presented for purposes of additional analysis and are not a required part of the 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 financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

SVA Certified Public Occountants, S.C.

Madison, Wisconsin

January 31, 2022

BALANCE SHEETS December 31, 2021 and 2020

ASSETS Cash and cash equivalents	2021 \$ 217,185	<u>2020</u> \$ 303,721
Restricted cash	505,693	482,843
Accounts receivable	6,668	1,162
Prepaid expenses	12,688	8,568
Rental property, net	4,580,061	4,753,117
Tax credit fees, net	25,409	30,490
TOTAL ASSETS	\$ 5,347,704	\$ 5,579,901
LIABILITIES AND MEMBERS' EQUITY		
LIABILITIES		
Mortgage notes payable, net	\$ 1,365,842	\$ 1,384,445
Accounts payable	300	0
Accrued interest	5,162	5,279
Accrued real estate taxes	55,379	52,607
Other accrued expenses	33,903	37,114
Prepaid rents	22,603	20,803
Tenants' security deposits payable	21,982	21,093
Total liabilities	1,505,171	1,521,341
MEMBERS' EQUITY	3,842,533	4,058,560
TOTAL LIABILITIES AND MEMBERS' EQUITY	\$ 5,347,704	\$ 5,579,901

STATEMENTS OF OPERATIONS Years ended December 31, 2021 and 2020

	2021	2020
Revenues: Rental income Vacancies and concessions Other revenue	\$ 455,048 (1,370) 13,628	\$ 445,181 (6,149) 9,692
Total revenues	467,306	448,724
Rental expenses:		
Administrative	91,979	84,829
Utilities	39,226	37,686
Operating and maintenance	81,977	103,154
Taxes and insurance	72,678	64,856
Total rental expenses	285,860	290,525
Net rental income	181,446	158,199
Financial income (expense):		
Interest income	550	403
Interest expense	(66,816)	(68,273)
Total financial income (expense)	(66,266)	(67,870)
Income before other expenses	115,180	90,329
Other expenses:		
Depreciation	173,056	178,305
Amortization	5,081	5,082
Asset management fees	19,574	19,004
Total other expenses	197,711	202,391
Net loss	\$ (82,531)	\$ (112,062)

STATEMENTS OF MEMBERS' EQUITY Years ended December 31, 2021 and 2020

	naging ember	Investor member	Total
Balances, December 31, 2019	\$ (45)	\$ 4,195,765	\$ 4,195,720
Distributions	(3)	(25,095)	(25,098)
Net loss	(11)	(112,051)	(112,062)
Balances, December 31, 2020	(59)	4,058,619	4,058,560
Distributions	(13)	(133,483)	(133,496)
Net loss	(8)	(82,523)	(82,531)
Balances, December 31, 2021	\$ (80)	\$ 3,842,613	\$ 3,842,533
Percentage interest	0.01%	99.99%	100%

STATEMENTS OF CASH FLOWS
Years ended December 31, 2021 and 2020

		2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	\$	(82,531)	\$ (112,062)
Adjustments to reconcile net loss to net cash			
provided by operating activities:			
Depreciation		173,056	178,305
Amortization		5,081	5,082
Amortization of debt issuance costs		4,218	4,310
Increase (decrease) in cash due to changes in:		(5.500)	4.004
Accounts receivable		(5,506)	1,604
Prepaid expenses		(4,120)	(33)
Accounts payable Accrued interest		300	(300)
Accrued interest Accrued real estate taxes		(117)	(110)
		2,772	2,363
Other accrued expenses		(3,211)	(17,749)
Prepaid rents		1,800 889	2,099
Tenants' security deposits payable	-	889	 1,582
Net cash provided by operating activities		92,631	65,091
CASH FLOWS FROM INVESTING ACTIVITIES Purchase of rental property		0	(26,629)
CASH FLOWS FROM FINANCING ACTIVITIES			
Principal payments on mortgage notes payable		(22,821)	(21,462)
Distributions		(133,496)	(25,098)
		<u> </u>	•
Net cash used in financing activities		(156,317)	 (46,560)
Change in cash, cash equivalents, and restricted cash		(63,686)	(8,098)
Cash, cash equivalents, and restricted cash:			
Beginning		786,564	 794,662
Ending	\$	722,878	\$ 786,564
RECONCILIATION OF CASH, CASH EQUIVALENTS AND RESTRICTED CASH TO BALANCE SHEET			
Cash and cash equivalents	\$	217,185	\$ 303,721
Restricted cash	<u> </u>	505,693	 482,843
Total cash, cash equivalents, and restricted cash	\$	722,878	\$ 786,564
SUPPLEMENTAL DISCLOSURE(S) OF			
CASH FLOW INFORMATION Cash payments for interest	\$	62,715	\$ 64,073
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NOTES TO FINANCIAL STATEMENTS December 31, 2021

NOTE A -- Nature of business and significant accounting policies

Nature of business

Burr Oaks Senior Housing, LLC (the company), a limited liability company, was organized on August 9, 2010, under the Wisconsin Limited Liability Company Act (the Act). It has constructed and is operating a 50-unit project called Burr Oaks Senior Housing (the project) located in Madison, Wisconsin. The project qualifies for low-income housing tax credits pursuant to Section 42 of the Internal Revenue Code (IRC). The project was placed in service July 27, 2011.

Under the operating agreement dated December 14, 2010, the company consists of two members with the following ownership:

Community Development Authority (CDA) of	
the City of Madison (managing member)	0.01%
Wells Fargo Affordable Housing Community	
Development Corporation (investor member)	99.99%
	<u>100.00%</u>

The company consists of one managing member and one investor member, and a to-be designated corporation as the special member, with rights, preferences, and privileges as described in the operating agreement. Each member's liability for the debts and obligations of the company shall be limited to the maximum extent permitted by the Act and other applicable laws.

The company shall be operated in a manner consistent with its treatment as a partnership for federal and state income tax purposes. Therefore, the accompanying financial statements do not include the personal or corporate assets and liabilities of the members, their obligation for income taxes on their distributive shares of the net income of the company or their rights to refunds on its net loss, nor any provision for income tax expense.

The operating agreement states that the company shall be dissolved on or before December 31, 2053.

A summary of significant accounting policies follows:

Use of estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure 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.

NOTES TO FINANCIAL STATEMENTS December 31, 2021

NOTE A -- Nature of business and significant accounting policies (Continued)

Cash and cash equivalents

For purposes of reporting cash flows, the company considers all investments purchased with a maturity of three months or less to be cash equivalents, with the exception of cash not available to the project due to restrictions placed on it.

The company maintains its cash in bank deposit accounts, which, at times, may exceed federally insured limits. The company has not experienced any losses in such accounts. Management believes it is not exposed to any significant credit risk on cash and cash equivalents.

Accounts receivable and revenue recognition

The company utilizes the direct write-off method of accounting for bad debts. The use of this method has no material effect on the financial statements. Accounts receivable are written off when management determines an account is uncollectible.

Rental revenue is recognized when earned. The company leases apartments to eligible applicants under operating leases which are substantially all on a yearly basis. Other revenue consists of various tenant charges and other services and is recognized when the service is complete. Other revenue also includes an unconditional grant from the management agent totaling \$4,904 during the year ended December 31, 2021. This grant was applied against payroll reimbursements due to the management agent which were included in accrued expenses as of December 31, 2020.

Rental property

Rental property is stated at cost. Depreciation of rental property is computed on the straight-line method based upon the following estimated useful lives of the assets:

	<u>Years</u>
Land improvements	15
Building and improvements	10 - 40
Furnishings and equipment	5 - 12

Maintenance and repairs of rental property are charged to operations, and major improvements are capitalized. Upon retirement, sale, or other disposition of rental property, the cost and accumulated depreciation are eliminated from the accounts, and any resulting gain or loss is included in operations.

Impairment of long-lived assets

The company reviews long-lived assets, including rental property and intangible assets, for impairment whenever events or changes in business circumstances indicate that the carrying amount of an asset may not be fully recoverable. An impairment loss would be recognized when the estimated future cash flows from the use of the asset are less than the carrying amount of that asset. To date, there have been no such losses.

NOTES TO FINANCIAL STATEMENTS December 31, 2021

NOTE A -- Nature of business and significant accounting policies (Continued)

Debt issuance costs

Debt issuance costs totaled \$67,276. The company is amortizing these costs into interest expense using the effective interest method over 16 years, the life of the permanent mortgage described in Note D.

Amortized costs included in interest expense amounted to \$4,218 and \$4,310 for the years ended December 31, 2021 and 2020, respectively.

Tax credit fees

In connection with obtaining an allocation of low-income housing tax credits, the company has paid fees totaling \$76,225 to the Wisconsin Housing and Economic Development Authority (WHEDA). The company is amortizing these fees on the straight-line method over the related tax credit compliance period of 15 years.

Subsequent events

These financial statements have not been updated for subsequent events occurring after January 31, 2022, which is the date these financial statements were available to be issued. The company has no responsibility to update these financial statements for events and circumstances occurring after this date.

NOTE B -- Restricted cash

Restricted cash is comprised of the following:

	2021	2020
Tenants' security deposits Real estate tax escrow	\$ 22,6 50,6	885 48,374
Insurance escrow Operating reserve	7,1 250,1	54 249,754
Replacement reserve	175,1 \$ 505,6	
	<u>v 202,0</u>	<u>930</u> <u>φ 402,043</u>

NOTES TO FINANCIAL STATEMENTS December 31, 2021

NOTE B -- Restricted cash (Continued)

Operating reserve

The operating agreement requires the company to establish an operating reserve of at least \$167,000. Funds from the operating reserve may be used to pay for operating or other expenses with the consent of the investor member.

		2021	2020		
Balance, beginning Deposits Interest earned Bank service charges	\$	249,754 0 400 0	\$	249,584 0 404 (234)	
Balance, ending	<u>\$</u>	250,154	\$	249,754	

Replacement reserve

The operating agreement requires the company to establish and maintain a replacement reserve account commencing the earlier of December 10, 2012 or closing on the permanent loan described in Note D. Monthly deposits are required in an amount equal to \$300 per unit per year for the first year, increasing by 3% each twelve-month period thereafter. Disbursements are restricted to fund capital improvements or any other use approved by the investor member.

		2021	 2020
Balance, beginning	\$	155,949	\$ 137,257
Monthly deposits		19,049	18,494
Interest earned		116	198
Withdrawals		0	 0
Balance, ending	<u>\$</u>	<u> 175,114</u>	\$ 155,949

NOTE C -- Rental property, net

Rental property, net is comprised of the following:

2	302,980 253,476	\$	302,980
	667,905 319,634		253,476 5,667,905 319,634
1,9	963,934		6,543,995 1,790,878 4,753,117
	1,9	6,543,995 1,963,934 6 4,580,061	1,963,934

NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE D -- Mortgage notes payable, net

Mortgage notes payable, net consists of the following:

		2021	 2020
Impact C.I.L., LLC (Impact); permanent mortgage note payable; original loan amount of \$1,170,000; monthly payments of \$7,128, including interest at 6.15% per annum; due December 1, 2028; non-recourse; subject to a prepayment premium; collateralized by a mortgage, security agreement and fixture financing statement on the rental property, including the assignment of rents and leases; unamortized debt issuance costs associated with this note totaled \$26,439 and \$30,657 as of December 31, 2021 and 2020, respectively.	\$	1,007,281	\$ 1,030,102
CDA; HOME loan; in an amount not to exceed \$385,000; subordinated second mortgage note payable; non-interest bearing loan; due the earliest of December 31, 2040 or the sale, transfer, or discontinuance of the permitted use of the property; non-recourse; collateralized by a mortgage on the rental property, including the assignment of rents		295 000	295 000
thereon.		385,000	 385,000
Total mortgage notes payable Less unamortized debt issuance costs	_	1,392,281 26,439	 1,415,102 30,657
	\$	1,365,842	\$ 1,384,445

Repayment of principal on the mortgage notes payable as of December 31, 2021, is as follows:

Year ending December 31,

2022	\$ 24,264
2023	25,799
2024	27,431
2025	29,167
2026	31,012
Thereafter	 1,254,608
	\$ 1,392,281

NOTES TO FINANCIAL STATEMENTS December 31, 2021

NOTE E -- Capital contributions

The company's managing member is required to make contributions totaling \$100. As of December 31, 2021 and 2020, the managing member has made the contribution. The investor member is required to make installment contributions totaling \$5,581,942. As of December 31, 2021 and 2020, the investor member has contributed the entire amount. The maximum increase in the investor member's required capital contribution allowed under the operating agreement is \$250,000. Additional equity totaling \$52,407 was contributed by the investor member in a previous year.

NOTE F -- Related-party transactions

Asset management fees

The company is obligated to pay an annual cumulative asset management fee in the initial amount of \$7,500 to the managing member. The annual fee is payable from cash flow as defined in the operating agreement. The fee shall increase by 3% per annum. Asset management fees incurred totaled \$9,787 and \$9,502 for the years ended December 31, 2021 and 2020, respectively. Accrued asset management fees included in other accrued expenses on the balance sheets were \$9,787 and \$9,502 as of December 31, 2021 and 2020, respectively.

The company is obligated to pay an annual cumulative asset management fee in the initial amount of \$7,500 to the investor member. The annual fee is payable from cash flow as defined in the operating agreement. The fee shall increase by 3% per annum. Asset management fees incurred totaled \$9,787 and \$9,502 for the years ended December 31, 2021 and 2020, respectively. Accrued asset management fees included in other accrued expenses on the balance sheets were \$9,787 and \$9,502 as of December 31, 2021 and 2020, respectively.

Purchase option agreement

For one year after the close of the 15-year compliance period (right of first refusal period), the company may not sell the property to any third party that has made a bona fide purchase offer, without first offering the managing member the right of first refusal to purchase the property. The company shall offer the property to the managing member at a price equal to the greater of \$100 or the sum of the company's outstanding debt plus an amount sufficient to enable the company to make liquidation distributions pursuant to the operating agreement.

The company has granted the managing member an option to purchase the investor member's membership interest in the company for a 24-month period after the end of the right of first refusal period. The option price to purchase will be the balance of all unpaid amounts due to the investor member plus the greater of \$100 plus the amount of the company's outstanding debt plus an amount sufficient to make termination distributions pursuant to the operating agreement or the fair market value of the investor member's interest in the company.

NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE G -- Commitments and contingencies

Property management fee

The company entered into a property management agreement with a third party. A management fee in the amount of 8% of the effective gross income (rental and other incidental income received on a cash basis) is payable on a monthly basis. A portion of the monthly management fee equal to 2% of effective gross income shall be deferred without interest and payable only out of available cash flow as defined in the operating agreement. The deferred management fee shall not exceed an annual amount of \$7,500. Management fees incurred under this agreement totaled \$35,244 and \$34,423 for the years ended December 31, 2021 and 2020, respectively. Of this amount, \$7,500 has been deferred as of December 31, 2021 and 2020, and is included in other accrued expenses on the balance sheets.

Land Use Restriction Agreement (LURA)

The company has entered into a LURA with WHEDA as a condition to receiving an allocation of low-income housing tax credits. Under this agreement, the company must continuously comply with IRC Section 42 and other applicable sections of the IRC. The agreement places occupancy restrictions on rents and the minimum percent of units which shall be occupied by individuals or families whose income meets the requirements set under IRC Section 42. If the company fails to comply with this agreement or with the IRC, it may be ineligible for low-income housing tax credits, and the members may be required to recapture a portion of the tax credits previously claimed on their income tax returns. In addition, noncompliance may require an adjustment to the contributed capital of the investor member. The company is obligated to certify tenant eligibility.

HOME program agreement

The managing member received \$385,000 from the City of Madison through the HOME program. This amount was subsequently loaned to the company by the managing member (see Note D). The company is subject to a HOME loan agreement and LURA which specifies that there shall be 11 HOME-assisted units in the project. Occupancy of these units is restricted to tenants whose income does not exceed a certain percentage of the published County Median Income (CMI), adjusted for family size. Certain rent limits also apply to these units. The agreement is in force until 20 years after the date of project completion.

Project Based Housing Assistance Payments Contract

The company entered into a Project Based Housing Assistance Payments Contract (the Agreement) with the managing member. The managing member has entered into a Consolidated Annual Contributions Contract with the U.S. Department of Housing and Urban Development (HUD) allowing its participation in HUD's Section 8 Project Based Housing Assistance Payments Program (the Program). The Agreement, approved by HUD, authorizes the CDA to set aside certificates for future residents of the project. Under terms of the Program, each household that holds a certificate pays 30% of its annual income for rents and utilities, provided that the rent and utilities do not exceed the CDA's payment standards.



BURR OAKS SENIOR HOUSING, LLC SCHEDULES OF OTHER REVENUE AND EXPENSES Years ended December 31, 2021 and 2020

		2021		2020
Other revenue: Laundry	\$	1,979	\$	2,012
Tenant charges	Ψ	5,565	Ψ	5,755
Other		6,084		1,925
		<u> </u>		
Total other revenue	\$	13,628	\$	9,692
Administrative:				
Advertising/marketing	\$	4,917	\$	4,132
Credit bureau expense		26		130
Office expense		10,456		10,279
Manager salaries		28,271		26,863
Property management fees		35,244		34,423
Audit and accounting fees		6,900		200
Bad debt expense		2,107		4,457
Miscellaneous		1,808		2,095
State housing compliance fees		2,250		2,250
Total administrative	\$	91,979	\$	84,829
Utilities:				
Electricity	\$	16,823	\$	17,998
Water and sewer	·	13,694	•	13,478
Natural gas/oil		8,709		6,210
Total utilities	\$	39,226	\$	37,686
Operating and maintenance:				
Maintenance salaries	\$	18,408	\$	16,415
Security contract	Ψ	1,555	Ψ	1,537
Snow removal		5,480		4,410
Repairs and maintenance contracts		41,754		61,316
HVAC repairs and maintenance		1,996		3,811
Trash removal		7,811		7,114
Supplies		4,973		8,551
Total operating and maintenance	\$	81,977	\$	103,154

BURR OAKS SENIOR HOUSING, LLC SCHEDULES OF OTHER REVENUE AND EXPENSES (Continued) Years ended December 31, 2021 and 2020

	2021	2020
Taxes and insurance: Real estate taxes Property insurance Sales tax	\$ 55,379 16,292 1,007	\$ 52,607 11,432 817
Total taxes and insurance	\$ 72,678	\$ 64,856
Interest expense: Interest expense - Impact Debt issuance costs amortization	\$ 62,598 4,218	\$ 63,963 4,310
Total interest expense	\$ 66,816	\$ 68,273