

Habitat for Humanity Saint Louis and Affiliates

**Consolidated Financial Statements
and Independent Auditor's Report**

December 31, 2020 and 2019

Habitat for Humanity Saint Louis and Affiliates

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Independent Auditor's Report

To the Board of Directors
Habitat for Humanity Saint Louis and Affiliates
St. Louis, MO

We have audited the accompanying consolidated financial statements of Habitat for Humanity Saint Louis and its affiliates, which comprise the consolidated statements of financial position as of December 31, 2020 and 2019, and the related consolidated statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Habitat for Humanity Saint Louis and its affiliates as of December 31, 2020 and 2019, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

CohnReznick LLP

Chicago, Illinois
July 1, 2021

Habitat for Humanity Saint Louis and Affiliates

Consolidated Statements of Financial Position
December 31, 2020 and 2019

| | <u>Assets</u> | |
|--|----------------------|---------------------|
| | <u>2020</u> | <u>2019</u> |
| Current assets | | |
| Cash and cash equivalents | \$ 51,916 | \$ 136,672 |
| Restricted cash | 86,474 | 47,066 |
| Pledges receivable | 17,600 | 56,425 |
| Grants receivable | 3,900 | 8,400 |
| Other receivables, net | 283,315 | 262,920 |
| Home construction and inventory | 1,494,120 | 1,005,955 |
| ReStore inventory | 320,162 | 312,551 |
| Prepaid expenses and other assets | 493,600 | 11,567 |
| Total current assets | <u>2,751,087</u> | <u>1,841,556</u> |
| Fixed assets | | |
| Property and equipment, net | <u>3,746,672</u> | <u>3,864,079</u> |
| Total fixed assets | <u>3,746,672</u> | <u>3,864,079</u> |
| Long-term assets | | |
| Mortgages receivable, net | 1,459,972 | 1,503,051 |
| Investments in new markets tax credit programs | 2,455,376 | 1,260,552 |
| Capitalized costs, net | 166,103 | 88,334 |
| Total long-term assets | <u>4,081,451</u> | <u>2,851,937</u> |
| Total assets | <u>\$ 10,579,210</u> | <u>\$ 8,557,572</u> |

Habitat for Humanity Saint Louis and Affiliates

Consolidated Statements of Financial Position
December 31, 2020 and 2019

Liabilities and Net Assets

| | <u>2020</u> | <u>2019</u> |
|---------------------------------------|----------------------|---------------------|
| Current liabilities | | |
| Lines of credit | \$ 882,624 | \$ 1,000,433 |
| Current portion of long-term debt | 29,767 | 68,200 |
| Accounts payable and accrued expenses | 834,494 | 1,412,698 |
| Deferred revenue | <u>834,959</u> | <u>382,155</u> |
| Total current liabilities | <u>2,581,844</u> | <u>2,863,486</u> |
| Deposits liability | | |
| Mortgage escrows | <u>365,390</u> | <u>360,302</u> |
| Long-term liabilities | | |
| Long-term debt | <u>6,486,715</u> | <u>4,091,206</u> |
| Total liabilities | <u>9,433,949</u> | <u>7,314,994</u> |
| Commitments and contingencies | | |
| Net assets | | |
| Without donor restrictions | 1,132,875 | 1,180,113 |
| With donor restrictions | <u>12,386</u> | <u>62,465</u> |
| Total net assets | <u>1,145,261</u> | <u>1,242,578</u> |
| Total liabilities and net assets | <u>\$ 10,579,210</u> | <u>\$ 8,557,572</u> |

See Notes to Consolidated Financial Statements.

Habitat for Humanity Saint Louis and Affiliates

**Consolidated Statements of Activities
Year Ended December 31, 2020**

| | Without donor restrictions | With donor restrictions | Total |
|--|-------------------------------|----------------------------|---------------------|
| Operating support and revenue | | | |
| Contributions and sponsorships | \$ 1,216,262 | \$ 320,925 | \$ 1,537,187 |
| Grants | 117,200 | - | 117,200 |
| Sales to homeowners | 270,000 | - | 270,000 |
| ReStore retail sales | 825,800 | - | 825,800 |
| Donated property, materials and services | 841,511 | 27,704 | 869,215 |
| Fundraising and special events revenue (net of expenses of \$0) | - | 18,297 | 18,297 |
| Investment income | | | |
| Other income | 805,189 | - | 805,189 |
| Net assets released from restrictions | 417,005 | (417,005) | - |
| Total operating support and revenue | 4,492,967 | (50,079) | 4,442,888 |
| Operating expenses | | | |
| Program services: | | | |
| Home construction and construction support | 1,719,778 | - | 1,719,778 |
| ReStore retail operations | 2,000,562 | - | 2,000,562 |
| Total program services | 3,720,340 | - | 3,720,340 |
| Supporting activities: | | | |
| Management and general | 589,707 | - | 589,707 |
| Fundraising | 251,588 | - | 251,588 |
| Total supporting activities | 841,295 | - | 841,295 |
| Total operating expenses | 4,561,635 | - | 4,561,635 |
| Other revenue | | | |
| Net investment return | 21,430 | - | 21,430 |
| Total other revenue | 21,430 | - | 21,430 |
| Change in net assets | (47,238) | (50,079) | (97,317) |
| Net assets - beginning of year | 1,180,113 | 62,465 | 1,242,578 |
| Net assets - end of year | <u>\$ 1,132,875</u> | <u>\$ 12,386</u> | <u>\$ 1,145,261</u> |

See Notes to Consolidated Financial Statements.

Habitat for Humanity Saint Louis and Affiliates

**Consolidated Statements of Activities
Year Ended December 31, 2019**

| | Without donor restrictions | With donor restrictions | Total |
|--|-------------------------------|----------------------------|---------------------|
| Operating support and revenue | | | |
| Contributions and sponsorships | \$ 1,844,353 | \$ 81,000 | \$ 1,925,353 |
| Grants | 399,495 | - | 399,495 |
| Sales to homeowners | 1,496,000 | - | 1,496,000 |
| ReStore retail sales | 1,214,822 | - | 1,214,822 |
| Donated property, materials and services | 1,192,847 | 119,437 | 1,312,284 |
| Fundraising and special events revenue (net of expenses of \$3,259) | 1,807 | 28,653 | 30,460 |
| Investment income | | | |
| Other income | 250,972 | - | 250,972 |
| Net assets released from restrictions | 229,090 | (229,090) | - |
| Total operating support and revenue | 6,629,386 | - | 6,629,386 |
| Operating expenses | | | |
| Program services: | | | |
| Home construction and construction support | 3,717,872 | - | 3,717,872 |
| ReStore retail operations | 2,451,406 | - | 2,451,406 |
| Total program services | 6,169,278 | - | 6,169,278 |
| Supporting activities: | | | |
| Management and general | 748,329 | - | 748,329 |
| Fundraising | 321,560 | - | 321,560 |
| Total supporting activities | 1,069,889 | - | 1,069,889 |
| Total operating expenses | 7,239,167 | - | 7,239,167 |
| Other revenue | | | |
| Debt forgiveness income | 431,133 | - | 431,133 |
| Net investment return | 21,156 | - | 21,156 |
| Total other revenue | 452,289 | - | 452,289 |
| Change in net assets | (157,492) | - | (157,492) |
| Net assets - beginning of year | 1,337,605 | 62,465 | 1,400,070 |
| Net assets - end of year | <u>\$ 1,180,113</u> | <u>\$ 62,465</u> | <u>\$ 1,242,578</u> |

See Notes to Consolidated Financial Statements.

Habitat for Humanity Saint Louis and Affiliates

Consolidated Statement of Functional Expenses Year Ended December 31, 2020

| | Program services | | | Supporting activities | | | |
|--------------------------------------|---------------------|-----------------------|---------------------|---------------------------|-------------------|-------------------|---------------------|
| | Construction | ReStore operations | Total | Management and general | Fundraising | Total | Total |
| Salaries and wages | \$ 656,302 | \$ 349,505 | \$ 1,005,807 | \$ 214,342 | \$ 168,417 | \$ 382,759 | \$ 1,388,566 |
| Employee taxes and benefits | 167,895 | 116,688 | 284,583 | 33,030 | 37,517 | 70,547 | 355,130 |
| Home construction costs | 375,342 | 120 | 375,462 | - | - | - | 375,462 |
| Discount on mortgages | 144,810 | - | 144,810 | - | - | - | 144,810 |
| Impairment on inventory | 928 | - | 928 | - | - | - | 928 |
| Cost of merchandise sales | - | 833,900 | 833,900 | - | - | - | 833,900 |
| New Market Tax Credit expenses | 10,208 | - | 10,208 | - | - | - | 10,208 |
| Committee expenses | 390 | - | 390 | 1,103 | 154 | 1,257 | 1,647 |
| Computer expenses | 1,473 | 3,108 | 4,581 | 22,929 | 496 | 23,425 | 28,006 |
| Depreciation and amortization | 68,825 | 66,926 | 135,751 | 14,697 | - | 14,697 | 150,448 |
| Facilities cost | 7,238 | 571,632 | 578,870 | 95,793 | - | 95,793 | 674,663 |
| Insurance | 25,357 | 888 | 26,245 | 29,868 | - | 29,868 | 56,113 |
| Interest expense and service charges | 135,568 | 6,119 | 141,687 | 62,467 | 2,510 | 64,977 | 206,664 |
| Marketing and public relations | 8,583 | - | 8,583 | 248 | 18,903 | 19,151 | 27,734 |
| Miscellaneous | 9,010 | 5,950 | 14,960 | 7,328 | 269 | 7,597 | 22,557 |
| Office expenses | 20,961 | 12,402 | 33,363 | 21,260 | 16,590 | 37,850 | 71,213 |
| Postage | 749 | - | 749 | 1,211 | 2,797 | 4,008 | 4,757 |
| Professional fees | 63,928 | 32 | 63,960 | 84,545 | - | 84,545 | 148,505 |
| Telephone | 13,062 | 6,837 | 19,899 | - | 2,305 | 2,305 | 22,204 |
| Vehicle | 9,149 | 26,455 | 35,604 | 886 | 1,630 | 2,516 | 38,120 |
| | <u>\$ 1,719,778</u> | <u>\$ 2,000,562</u> | <u>\$ 3,720,340</u> | <u>\$ 589,707</u> | <u>\$ 251,588</u> | <u>\$ 841,295</u> | <u>\$ 4,561,635</u> |

See Notes to Consolidated Financial Statements.

Habitat for Humanity Saint Louis and Affiliates

Consolidated Statement of Functional Expenses Year Ended December 31, 2019

| | Program services | | | Supporting activities | | | Total |
|--------------------------------------|---------------------|---------------------|---------------------|------------------------|-------------------|---------------------|---------------------|
| | Construction | ReStore operations | Total | Management and general | Fundraising | Total | |
| Salaries and wages | \$ 809,877 | \$ 484,334 | \$ 1,294,211 | \$ 271,831 | \$ 215,867 | \$ 487,698 | \$ 1,781,909 |
| Employee taxes and benefits | 207,771 | 126,351 | 334,122 | 65,241 | 40,775 | 106,016 | 440,138 |
| Home construction costs | 1,924,786 | 272 | 1,925,058 | 6,586 | - | 6,586 | 1,931,644 |
| Discount on mortgages | 217,441 | - | 217,441 | - | - | - | 217,441 |
| Impairment on inventory | 37,145 | - | 37,145 | - | - | - | 37,145 |
| Cost of merchandise sales | - | 1,210,903 | 1,210,903 | - | - | - | 1,210,903 |
| New Market Tax Credit expenses | 14,210 | - | 14,210 | - | - | - | 14,210 |
| Bad debt | 409 | - | 409 | 53,000 | 8,500 | 61,500 | 61,909 |
| Committee expenses | 4,997 | - | 4,997 | 5,165 | 707 | 5,872 | 10,869 |
| Computer expenses | 2,324 | 3,135 | 5,459 | 14,367 | 429 | 14,796 | 20,255 |
| Depreciation and amortization | 100,253 | 64,479 | 164,732 | 14,697 | - | 14,697 | 179,429 |
| Facilities cost | 6,699 | 491,082 | 497,781 | 49,808 | - | 49,808 | 547,589 |
| Insurance | 18,421 | 820 | 19,241 | 31,306 | - | 31,306 | 50,547 |
| Interest expense and service charges | 205,802 | 17,744 | 223,546 | 44,072 | 17 | 44,089 | 267,635 |
| Marketing and public relations | 40,836 | 1,565 | 42,401 | 439 | 34,261 | 34,700 | 77,101 |
| Miscellaneous | 26,711 | 2,540 | 29,251 | 6,960 | 482 | 7,442 | 36,693 |
| Office expenses | 20,158 | 15,565 | 35,723 | 18,738 | 15,170 | 33,908 | 69,631 |
| Postage | 546 | 416 | 962 | 1,411 | 613 | 2,024 | 2,986 |
| Professional fees | 52,285 | - | 52,285 | 161,256 | - | 161,256 | 213,541 |
| Telephone | 12,470 | 6,788 | 19,258 | 2,635 | 2,005 | 4,640 | 23,898 |
| Travel and meals | 1,995 | - | 1,995 | - | - | - | 1,995 |
| Vehicle | 12,736 | 25,412 | 38,148 | 817 | 2,734 | 3,551 | 41,699 |
| | <u>\$ 3,717,872</u> | <u>\$ 2,451,406</u> | <u>\$ 6,169,278</u> | <u>\$ 748,329</u> | <u>\$ 321,560</u> | <u>\$ 1,069,889</u> | <u>\$ 7,239,167</u> |

See Notes to Consolidated Financial Statements.

Habitat for Humanity Saint Louis and Affiliates

**Consolidated Statements of Cash Flows
Years Ended December 31, 2020 and 2019**

| | 2020 | 2019 |
|---|--------------|--------------|
| Cash flows from operating activities | | |
| Contribution and sponsorship receipts | \$ 2,075,324 | \$ 1,770,333 |
| Grant receipts | 114,862 | 456,857 |
| Sales to homeowners receipts | 237,284 | 1,665,559 |
| ReStore retail receipts | 825,809 | 1,232,877 |
| Net fundraising and special events receipts | 18,297 | 30,460 |
| Investment receipts | 21,430 | 21,156 |
| Other operating receipts | 663,509 | 174,375 |
| Total receipts | 3,956,515 | 5,351,617 |
| Salaries and wages paid | (1,759,488) | (2,009,569) |
| Home construction costs paid | (1,149,633) | (1,287,491) |
| Cost of merchandise sales | (9) | (18,056) |
| New markets tax credit transaction costs paid | (10,208) | (14,210) |
| Committee expenses paid | (1,647) | (10,869) |
| Computer expenses paid | (28,006) | (20,255) |
| Facilities expenses paid | (1,368,180) | (376,139) |
| Insurance paid | (76,149) | (27,236) |
| Interest expense and service charges paid | (204,731) | (271,925) |
| Marketing and PR expenses paid | (27,734) | (77,101) |
| Administrative expenses paid | (161,206) | (192,085) |
| Professional fees paid | (148,505) | (213,541) |
| Total disbursements | (4,935,496) | (4,518,477) |
| Net cash (used in) provided by operating activities | (978,981) | 833,140 |

Habitat for Humanity Saint Louis and Affiliates

**Consolidated Statements of Cash Flows
Years Ended December 31, 2020 and 2019**

| | 2020 | 2019 |
|---|-------------|-------------|
| Cash flows from investing activities | | |
| Investment in Harbor Habitat Leverage III, L.L.C. | (1,194,824) | - |
| Guarantee fees paid | (110,810) | - |
| Purchases of property and equipment | - | (65,590) |
| Net cash used in investing activities | (1,305,634) | (65,590) |
| Cash flows from financing activities | | |
| Payments on lines of credit, net | (117,809) | (748,004) |
| Proceeds from long-term debt | 2,771,250 | 37,505 |
| Principal payments on long-term debt | (414,174) | (24,824) |
| Net cash provided by (used in) financing activities | 2,239,267 | (735,323) |
| Net (decrease) increase in cash, cash equivalents and restricted cash | (45,348) | 32,227 |
| Cash, cash equivalents, and restricted cash, beginning | 183,738 | 151,511 |
| Cash, cash equivalents, and restricted cash, end | \$ 138,390 | \$ 183,738 |
| Significant noncash investing and financing activities | | |
| Purchases of property and equipment | \$ - | \$ (12,160) |
| Accounts payable and accrued expenses | - | 12,160 |
| Investment in NMTC | - | 1,448,867 |
| Loan payable (NMTC) | - | (1,880,000) |
| Debt forgiveness (NMTC) | - | 431,133 |
| | \$ - | \$ - |

Habitat for Humanity Saint Louis and Affiliates

**Consolidated Statements of Cash Flows
Years Ended December 31, 2020 and 2019**

| | 2020 | 2019 |
|---|---------------------|-------------------|
| Reconciliation of change in net assets to net cash (used in) provided by operating activities | | |
| Change in net assets | \$ (97,317) | \$ (157,492) |
| Adjustments to reconcile change in net assets to net cash (used in) provided by operating activities: | | |
| Discount on home construction and inventory | 928 | 37,145 |
| Discount on mortgages receivable | 144,810 | 217,441 |
| Donated property, materials and services | (7,620) | 17,985 |
| Bad debt | - | 61,909 |
| Depreciation and amortization | 150,448 | 179,429 |
| Debt forgiveness | - | (431,133) |
| Changes in assets and liabilities | | |
| Pledges receivable, net | 38,825 | (67,330) |
| Grants receivable, net | 4,500 | 29,419 |
| Other receivables, net | (20,395) | (94,188) |
| ReStore inventory | 9 | 70 |
| Home construction and inventory | (489,093) | 376,374 |
| Prepaid expenses | (482,033) | 201,076 |
| Mortgages receivable | (101,731) | 80,201 |
| Accounts payable and accrued expenses | (578,204) | 332,540 |
| Mortgage escrows | 5,088 | 21,751 |
| Deferred revenue | 452,804 | 27,943 |
| | <u>\$ (978,981)</u> | <u>\$ 833,140</u> |
| Net cash (used in) provided by operating activities | <u>\$ (978,981)</u> | <u>\$ 833,140</u> |

See Notes to Consolidated Financial Statements.

Habitat for Humanity Saint Louis and Affiliates

Notes to Consolidated Financial Statements December 31, 2020 and 2019

Note 1 - Organization

Habitat for Humanity Saint Louis ("Habitat") was organized as a nonprofit organization in the state of Missouri and is associated with Habitat for Humanity International, Inc. Habitat has received tax exempt status under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 to construct affordable, decent housing for sale to low-income families at cost and to build communities by encouraging existing homeowners to upgrade and improve their property.

On July 10, 2014, HFHSL Community Housing Development Organization ("HFHSL CHDO") and on January 27, 2015, HFHSL Community Housing Development Corporation II ("HFHSL CHDC II"), were formed in the State of Missouri.

HFHSL CHDO and HFHSL CHDC II are Community Housing Development Organizations ("CHDO's") sanctioned by the U.S. Department of Housing and Urban Development's ("HUD") HOME Program, whose purpose is to assist in developing community low-income housing. CHDO's receive certain priority and eligibility for HUD grants.

On August 12, 2020, HFHSL QALICB Real Estate Holding LLC ("QALICB") was organized as a nonprofit organization in the state of Missouri for the purpose of management of real estate for use in its homebuilding activity program. QALICB is owned entirely by Habitat.

These consolidated financial statements include the accounts of Habitat for Humanity Saint Louis, HFHSL Community Housing Development Organization, and HFHSL Community Housing Development Corporation II, and HFHSL QALICB Real Estate Holding LLC (collectively, the "Organization"). Inter-company activity is eliminated in consolidation.

The primary source of the Organization's revenues is contributions and sponsorships received from the general public, corporations, and religious organizations. Habitat also operates two retail hardware stores (the "ReStores") with sales to the general public. Inventory is primarily donated, with the sale proceeds used to carry out the Organization's mission.

The Organization's activities are primarily comprised of the following:

Program services

Home construction, financing and support - Includes all home construction costs such as materials, supplies, labor and overhead, as well as financing certain mortgages for the homeowners. This programming also includes construction supporting costs such as real estate development, volunteer mobilization and family selection services.

ReStore operations - Includes salaries, utilities, and overhead necessary to operate two discount and recycled materials hardware stores. This programming also includes the estimated value of donated merchandise sold in the stores.

Supporting activities

Management and general - Includes the functions necessary to maintain an equitable employment program; ensure an adequate working environment; provide coordination and articulation of the Organization's program strategy; secure proper administrative functioning of the Board of Directors; and manage the consolidated financial and budgetary responsibilities of the Organization.

Habitat for Humanity Saint Louis and Affiliates

Notes to Consolidated Financial Statements December 31, 2020 and 2019

Fundraising - Provides the structure necessary to encourage and secure consolidated financial support for the Organization through grants, contributions, and special events.

Note 2 - Summary of significant accounting policies

Basis of presentation

The Organization is required to report information regarding its consolidated financial position and activities according to two classes of net assets: without donor restrictions and with donor restrictions. Additionally, information is required to segregate program service expenses from support expenses. Support expenses include management and general and fundraising expenses.

Principles of consolidation

The accompanying consolidated financial statements include the accounts of Habitat, HFHSL CHDO, HFHSL CHDC and QALICB. All intercompany balances and transactions have been eliminated in consolidation.

Revenue recognition

The Organization recognizes revenue under Topic 606 when (or as) the promised services are transferred to customers in an amount that reflects the consideration to which it expects to be entitled in exchange for those services. To determine revenue recognition whether contracts are within the scope of ASC 606, the Organization performs the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligation(s) in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligation(s) in the contract; and (v) recognize revenue when (or as) the performance obligation(s) are satisfied. At contract inception, the Organization assesses the services promised within each contract, assesses whether each promised service is distinct and identifies those that are performance obligations. The Organization recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied.

Contributions and grants received are recorded as without donor restrictions or with donor restrictions support, depending on the existence and/or nature of any donor restrictions. Contributions of assets other than cash are recorded at their estimated fair market value.

Conditional promises to give are not recognized until they become unconditional, that is, when the conditions on which they depend are substantially met. Contributions received with donor-imposed restrictions that are met in the same year as received are reported as unrestricted revenues. The expiration of temporary restrictions on net assets (i.e., the donor imposed stipulated purpose has been fulfilled, or the stipulated time period has elapsed) are reported as reclassifications between the applicable classes of net assets.

Unconditional pledges receivable that are expected to be collected within a year are recorded at their net realizable value when the donor makes the promise. Unconditional pledges receivable that are expected to be collected in the future years are recorded at the present value of their estimated future cash flows.

Grants that are received prior to recognition of revenue are recorded as deferred revenue.

Sales to homeowners represent the sale of homes built or rehabilitated by the Organization. The resulting mortgages are noninterest-bearing and have been discounted based upon prevailing market rates for low-income housing at the inception of the mortgages. The Organization recognizes income from the sales to homeowners when home closings occur.

Habitat for Humanity Saint Louis and Affiliates

Notes to Consolidated Financial Statements December 31, 2020 and 2019

Donated property, materials and services

Donated materials are valued at the lower of estimated donor cost or fair value at the date of contribution. Certain professional services are donated to the Organization by various organizations. Since these donated services meet the criteria for recognition, as stated by generally accepted accounting principles, they are recorded at fair value at the date of donation. In addition, a substantial number of volunteers have donated a significant amount of time to the Organization. These donated services have not been recognized as contributions in the consolidated financial statements since the recognition criteria, as stated by generally accepted accounting principles, were not met. Some donated materials and services are designated by the donor for specific construction projects, and accordingly, are recorded as with donor restrictions.

Donated investments are recorded at the fair market value as of the date of the contribution. Gains and losses on investments and other assets or liabilities, are reported as increases or decreases in unrestricted net assets, unless their use is restricted by explicit donor stipulation or by law.

Net assets

The Organization classifies net assets as without donor restrictions and with donor restrictions.

Without donor restrictions net assets of the Organization are neither permanently restricted nor temporarily restricted by donor-imposed stipulations.

With donor restrictions net assets of the Organization result (a) from contributions and other inflows of assets whose use by the Organization is limited by donor-imposed stipulations that neither or either expire by passage of time or can be fulfilled and removed by actions of the Organization pursuant to those stipulations, (b) from other asset enhancements and diminishments subject to the same kinds of stipulations and (c) from reclassifications to (or from) other classes of net assets as a consequence of donor-imposed stipulations, their expiration by passage of time, or their fulfillment and removal by actions of the Organization pursuant to those stipulations.

Use of estimates

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

Investments

The Organization's long-term investments are investments in entities related to the New Markets Tax Credit ("NMTC") program. The NMTC investments are accounted for using the equity method. Under the equity method, the initial investment is recorded at cost and is subsequently increased or decreased by its share of income or loss and increased or decreased by the amount of any contributions made or distributions received. All investment activity is reflected in the accompanying consolidated statements of activities as net investment return.

The Organization assess other-than-temporary declines in values in its NMTC investments. Annually, the carrying value of each investment is compared to its respective fair value. If an other-than-temporary decline in its carrying value exists, an impairment loss is recorded on the Organization's consolidated statement of activities to reduce the investment to fair value.

Habitat for Humanity Saint Louis and Affiliates

Notes to Consolidated Financial Statements December 31, 2020 and 2019

Cash and cash equivalents

The Organization considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Inventory

Inventory primarily consists of ReStore merchandise, construction in progress, homes available for sale, and land and buildings occupied and subject to lease with the option to purchase.

ReStore inventory consists of materials and is stated at donated value. Any purchased inventory is stated at the lower of cost or market value.

All direct material and equipment costs and indirect costs related to home construction are recorded as construction in progress inventory. When revenue from the sale of a home is recognized, the corresponding costs are expensed in the consolidated statement of activities and changes in net assets as program services.

Homes are transferred from construction in progress to homes available for sale once completed, with the accrued impairment for the sale of the mortgage and the expected loss on the sale of the property. Homes available for sale also includes foreclosed homes mortgage balances which are recorded at the unpaid mortgage balance at the time of foreclosure.

Mortgages receivable

Mortgages receivable consist of noninterest-bearing notes received from homebuyers in connection with the sale of homes constructed by the Organization. The notes are discounted to their present values using various interest rates at the time of closing. The discount is amortized over the lives of the mortgages using the effective interest method. An allowance for estimated doubtful accounts has been setup based on past collection experience of homeowners.

Assets held for sale

Long-lived assets to be sold are classified as "held for sale" in the period in which certain criteria are met such as the estimated timeframe in which the assets are expected to be sold. As a result, depreciation is not recorded on an asset once deemed to be held for sale, and it is recorded in the financial statements at the lower of its carrying value or fair value less cost to sell.

Capitalization and depreciation

Property and equipment are recorded at cost. Improvements are capitalized, while expenditures for maintenance and repairs are charged to expense as incurred. Upon disposal of depreciable property, the appropriate property accounts are reduced by the related costs and accumulated depreciation. Assets are depreciated over their estimated service lives. The estimated service lives of the assets for depreciation purposes may be different than their actual economic useful lives.

Construction in progress

Costs incurred for construction in progress are capitalized when incurred. If at any time management determines that the costs incurred would no longer provide a future benefit to the Organization, the costs are expensed in the period in which the determination is made.

Capitalized costs

Guarantee fees paid in conjunction with the NMTC investments are capitalized and amortized over seven years, the NMTC guarantee period.

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Impairment of long-lived assets

The Organization reviews its property for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. If the fair value is less than the carrying amount of the asset, an impairment loss is recognized for the difference. No impairment losses have been recognized during 2020 and 2019, respectively.

Income taxes

Habitat has applied for and received a determination letter from the Internal Revenue Service ("IRS") to be treated as a tax exempt entity pursuant to Section 501(c)(3) of the Internal Revenue Code and did not have any unrelated business income for the years ended December 31, 2020 and 2019. Due to its tax-exempt status, Habitat is not subject to income taxes. They are required to file, and do file, tax returns with the IRS and other taxing authorities. The Forms 990, Return of Organization Exempt from Income Tax, are subject to examination by the IRS generally for three years after they were filed.

Advertising costs

Advertising costs are charged to operations when incurred.

Functional expenses

The costs of providing program and other activities have been summarized on a functional basis in the statements of functional expenses. Included in each functional category are the expenses directly attributable to that functional area plus certain indirect or shared costs that have been allocated to the area. Expenses are allocated based on program, management and general, and resource development, with ReStore expenses being separately netted. Program expenses are defined as all costs related to the construction of homes, including hard and soft costs of a development, as well as all construction overhead expenses (staff salaries and benefits, and operating expenses related to construction). Program expenses also include the costs of mobilizing the volunteers used in the construction of homes, as well as the cost to select and educate partner families.

Recently adopted accounting pronouncements

Accounting Standards Update 2014-09

The Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2014-09, *Revenue from Contracts with Customers (Topic 606)* ("ASU 2014-09") in May 2014, providing new revenue recognition guidance that superseded existing revenue recognition guidance. The update, as amended, requires the recognition of revenue related to the transfer of goods or services to customers reflects the consideration to which the entity expects to be entitled in exchange for those goods or services, as well as additional qualitative and quantitative disclosures about revenues. ASU 2014-09 is effective for fiscal years beginning after December 15, 2019 with early adoption permitted.

The Organization adopted the new revenue recognition guidance as of January 1, 2019 using the full retrospective method of transition for all contracts that were completed as of that date. The impact on the revenue recognition has been immaterial compared to the prior revenue recognition policy.

Accounting Standards Update 2016-02

In February 2016, the FASB issued Accounting Standard Update No. 2016-02, *Leases (Topic 842)* ("ASU 2016-02"), which requires lessees to recognize on the balance sheet the assets and liabilities for the rights and obligations created by leases with lease terms of more than 12 months. The recognition, measurement, and presentation of expenses and cash flows arising from a lease by a

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lessee will continue to primarily depend on its classification as a finance or operating lease. However, unlike current U.S. GAAP, which requires only capital leases to be recognized on the balance sheet, ASU 2016-02 will require both types of leases to be recognized on the balance sheet. ASU 2016-02 also requires disclosures about the amount, timing, and uncertainty of cash flows arising from leases. These disclosures include qualitative and quantitative requirements, providing additional information about the amounts recorded in the financial statements. As part of the election to defer the standard, ASU 2016-02 is effective for fiscal years beginning after December 15, 2021 with early adoption permitted. The Organization is currently evaluating the effect the updated standard will have on its consolidated financial statements.

Note 3 - Availability and liquidity

The following represents the Organization's financial assets at December 31, 2020 and 2019:

| | <u>2020</u> | <u>2019</u> |
|---|-------------------|-------------------|
| Financial assets at year end | | |
| Cash and cash equivalents | \$ 51,916 | \$ 136,672 |
| Restricted cash | 86,474 | 47,066 |
| Contributions receivable | <u>21,500</u> | <u>64,825</u> |
| Total financial assets | 159,890 | 248,563 |
| Less amounts not available to be used within one year | | |
| Net assets with donor restrictions | <u>12,386</u> | <u>62,465</u> |
| Financial assets not available to be used within one year | <u>12,386</u> | <u>62,465</u> |
| Financial assets available to meet general expenditures within one year | <u>\$ 147,504</u> | <u>\$ 186,098</u> |

Liquidity management

The Organization maintains a policy of structuring its financial assets to be available as its general expenditures, construction expenditures, liabilities and other obligations become due. The Organization utilizes project specific construction lines of credit to manage hard and soft construction expenses, as well as certain organization expenses as related directly to the construction program. These lines exist solely during the specific construction period and are paid in full upon the origination of a repayable mortgage on the sale of each home.

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To help manage unanticipated liquidity needs, the Organization utilizes short-term (on a daily basis) cash flow analysis and projection report. The Organization also utilizes a long-term cash flow analysis that operates as a trended profit and loss report which uses the annual budget as a basis, but is updated in real time to reflect actual revenue and expenses. This allows for the projection of the availability of cash surplus and thus enhanced planning and budgeting for times of unexpected liquidity needs.

Additionally, the Organization has a proven track record of applying for and receiving grants and tax credit allocations that have been utilized to cover any gaps in revenue versus expense, as well as to actually fund ongoing operational expenses.

Note 4 - Cash and cash equivalents

The Organization maintains its cash reserve balances in several accounts. The cash reserve balances are insured by the Federal Deposit Insurance Corporation. At times, these balances may exceed the federal insurance limits; however, the Organization has not experienced any losses with respect to its bank balances in excess of government provided insurance. Management believes that no significant concentration of credit risk exists with respect to these cash reserve balances during the years ended December 31, 2020 and 2019.

Restricted cash consists of the following as of December 31, 2020 and 2019:

| | <u>2020</u> | <u>2019</u> |
|--|------------------|------------------|
| Homeowner repair escrow | \$ 1,471 | \$ 8,188 |
| Restricted for NMTC expenses (Note 11) | <u>85,003</u> | <u>38,878</u> |
| | <u>\$ 86,474</u> | <u>\$ 47,066</u> |

Note 5 - Project fund

In accordance with the Financing Agreement dated December 1, 2017 (the "Financing Agreement"), proceeds from the Series 2017 Revenue Bonds (see Note 15) are required to be deposited with Royal Bank of Missouri, the fiscal agent. The project fund is to be used to pay for the rehabilitation costs of the Organization's new administrative office building at 3830 South Grand Boulevard. During 2018, the funds were used towards the construction of the new office building.

Note 6 - Investments

Certain investments have been designated by the Board for specific purposes (see Note 16). Income on those investments includes the following for the years ended December 31, 2020 and 2019:

| | <u>2020</u> | <u>2019</u> |
|---|------------------|------------------|
| Investment income from NMTC investments | \$ 17,542 | \$ 20,487 |
| Interest and dividend income | 3,913 | 1,023 |
| Realized (loss)/gain on investments | <u>(25)</u> | <u>(354)</u> |
| | <u>\$ 21,430</u> | <u>\$ 21,156</u> |

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Note 7 - Pledges receivable

Pledges, or promises to give, consist of contributions restricted for the purpose of building a home. At December 31, 2020 and 2019, pledges receivable for house sponsorships totaled \$17,600 and \$56,425, respectively. The promises to give are unconditional and are expected to be collected within one year.

Note 8 - Grants receivable and grant revenue

Grants receivable as of December 31, 2020 and 2019 consists primarily of reimbursement type grants for home construction costs:

| | <u>2020</u> | <u>2019</u> |
|------------------------------|-----------------|-----------------|
| City of St. Louis HOME Funds | \$ 3,900 | \$ 3,900 |
| Jefferson Solid Waste | - | 4,500 |
| | <u>\$ 3,900</u> | <u>\$ 8,400</u> |

Grant revenue earned during 2020 and 2019 consists of the following:

| | <u>2020</u> | <u>2019</u> |
|--------------------------------|-------------------|-------------------|
| Affordable Housing Trust Fund | \$ - | \$ 126,000 |
| City of St. Louis CDBG Funds | - | 14,995 |
| City of St. Louis HOME Funds | - | 85,000 |
| St. Louis County HOME Funds | - | 78,000 |
| St. Louis Community Foundation | 25,000 | - |
| US Bank | - | 30,000 |
| Bank of America | 25,000 | - |
| Other | 67,200 | 65,500 |
| | <u>\$ 117,200</u> | <u>\$ 399,495</u> |

Note 9 - Mortgages receivable

Mortgages receivable consist of noninterest-bearing mortgages secured by real estate, receivable in monthly installments through years ranging to 2049. Mortgage receivables include those mortgages repurchased from CitiMortgage upon homeowner default and second promissory notes on homes under the zero-equivalent mortgage method. Each mortgage is discounted to the value it could be sold to a third-party lender.

The Organization utilizes an affordable mortgage analysis method for financing homes. Under this method, the lending bank charges the homebuyer a below-market rate of interest. The monthly payments the homebuyer makes to the lending bank are the same as if the Organization was providing a zero-percent loan directly to the homebuyer. The Organization sells homes at a reduced price in order for the mortgage with interest to be equivalent to the mortgage with no interest at a normal sale price. The Organization holds the second mortgage on each home which will be forgiven over the life of the mortgage.

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Mortgages receivable as of December 31, 2020 and 2019 are presented net of unamortized discount resulting from the imputation of interest as follows:

| | <u>2020</u> | <u>2019</u> |
|---|---------------------|---------------------|
| Mortgages receivable at face value | \$ 4,228,945 | \$ 4,296,935 |
| Less: Reserve | (2,083,320) | (2,164,935) |
| Less: Allowance for doubtful accounts | <u>(685,653)</u> | <u>(628,949)</u> |
| Long-term portion of mortgages receivable | <u>\$ 1,459,972</u> | <u>\$ 1,503,051</u> |

Note 10 - Home construction and inventory

Home construction and inventory for the years ended December 31, 2020 and 2019 consists of the following:

| | <u>2020</u> | <u>2019</u> |
|-------------------------------------|---------------------|---------------------|
| Land | \$ 231,264 | \$ 211,264 |
| Construction in progress | 1,230,640 | 762,475 |
| Leased and available-for-sale homes | <u>32,216</u> | <u>32,216</u> |
| | <u>\$ 1,494,120</u> | <u>\$ 1,005,955</u> |

Leases for homes contain purchase options, which allow the lessee to purchase the home with an affordable mortgage payable over 30 years. Leased and available-for-sale homes are valued in inventory at the lower of cost or net realizable proceeds after all expected selling costs. During 2020 and 2019, all leased homes have been sold to Habitat homebuyers.

Note 11 - Investments in New Markets Tax Credit programs

Habitat entered into three transactions involving New Markets Tax Credit ("NMTC") financing. Under the NMTC structure, Habitat makes investments in a leverage lender, whose sole purpose is to lend to an investment fund. The investment fund entity also receives capital contribution equity from private investors. The private investor receives tax credits in return for its contribution into the investment fund. The investment fund uses the loan from the leverage lender and the equity from the investors to make an investment in a community development entity ("CDE"). All of the proceeds received by the CDE are then loaned to Habitat.

Investment in CCML Leverage I, LLC

In 2012, Habitat made an investment in CCML Leverage I, LLC in the amount of \$1,448,866, plus transaction costs of \$42,977. Habitat is the 20% member of CCML Leverage I, LLC. Habitat recorded its investment at cost plus transaction costs. In return for its investment, Habitat received a loan from CCM Community XVII LLC in the amount of \$1,880,000.

As of December 31, 2020, and 2019, Habitat's investment in CCML Leverage I, LLC is \$0.

In December 2019, USBCDE Investment Fund XVII, LLC (the "2012 Fund") and the upstream effective owner of CCM Community XVII LLC (holder of a promissory note due from Habitat) exercised its put option. Under the terms of the put option agreement, CCML Leverage I, LLC purchased the ownership interest of the 2012 Fund. Exercise of the option effectively extinguished

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Habitat's outstanding debt owed to the 2012 Fund and resulted in \$431,133 in debt forgiveness income during 2019.

Investment in Harbor Habitat Leverage II, LLC

In 2017, Habitat made an investment in Harbor Habitat Leverage II, LLC in the amount of \$1,207,410, plus transaction costs of \$53,142. Habitat is the 16.67% member of Harbor Habitat Leverage II, LLC. Habitat recorded its investment at cost plus transaction costs. In return for its investment, Habitat received a loan from Harbor Community Fund XIII, LLC in the amount of \$1,715,000.

As of December 31, 2020 and 2019, Habitat's investment in Harbor Habitat Leverage II, LLC was \$1,260,552.

In December 2024, Twain Investment Fund 296, LLC (the "2017 Fund") and the upstream effective owner of Harbor Community Fund XIII, LLC (holder of the promissory note due from the Habitat) is expected to exercise its put option. Under the terms of the put option agreement, Harbor Habitat Leverage II, LLC is expected to purchase the ownership interest of the 2017 Fund. If the put option is not exercised, Harbor Habitat Leverage II, LLC has the option to purchase (call), at any time during the 12-month period following the expiration of the put option. Exercise of the option will effectively allow Habitat to extinguish its outstanding debt owed to the 2017 Fund.

Investment in Harbor Habitat Leverage III, LLC

In 2020, Habitat made an investment in Harbor Habitat Leverage III, LLC in the amount of \$1,111,838, plus transaction costs of \$82,986. Habitat is the 25% member of Harbor Habitat Leverage III, LLC. Habitat recorded its investment at cost plus transactions costs. In return for its investment, Habitat received a loan from Harbor Community Fund XXII, LLC in the amount of \$1,521,250.

As of December 31, 2020, Habitat's investment in Harbor Habitat Leverage III, LLC was \$1,194,824.

In June 2027, USBCDC Investment Fund 346, LLC (the "2020 Fund") and the upstream effective owner of Harbor Community Fund XXII, LLC (holder of the promissory note due from Habitat) is expected to exercise its put option. Under the terms of the put option agreement, Harbor Habitat Leverage III, LLC is expected to sell the ownership interest of the 2020 Fund. If the put option is not exercised, Harbor Habitat Leverage III, LLC has the option to purchase (call), at any time during the 12-month period following the expiration of the put option. Exercise of the option will effectively allow Habitat to extinguish its outstanding debt owed to the 2020 Fund.

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Management expects the put option for each of its NMTC transactions to be exercised at the end of each respective compliance period. If that does occur, management anticipates revenue from the forgiveness of debt as follows for the years ending December 31:

| | Revenue |
|-------|------------|
| 2021 | \$ - |
| 2022 | - |
| 2023 | - |
| 2024 | 454,448 |
| 2025 | - |
| 2026 | - |
| 2027 | 326,426 |
| Total | \$ 780,874 |

Interest income earned from the investments and interest expense incurred from the loans during the years ended December 31, 2020 and 2019 is as follows:

| | 2020 | 2019 |
|------------------|------------|-------------|
| Interest income | \$ 17,542 | \$ 20,487 |
| Interest expense | (26,110) | (51,725) |
| Net interest | \$ (8,568) | \$ (31,238) |

Note 12 - Fixed assets

Property and equipment are depreciated using the straight-line method over the estimated useful lives of the assets. Property and equipment as of December 31, 2020 and 2019 is comprised of the following:

| | Useful life | 2020 | 2019 |
|--------------------------------|---------------|--------------|--------------|
| Land | N/A | \$ 1,141,364 | \$ 1,141,364 |
| Building and improvements | 10 - 40 years | 2,788,450 | 2,788,450 |
| Equipment | 3 - 39 years | 548,905 | 548,905 |
| Vehicles | 5 years | 222,087 | 222,087 |
| Computer software | 3 years | 42,687 | 42,687 |
| Construction in progress | N/A | 12,160 | 12,160 |
| Total property and equipment | | 4,755,653 | 4,755,653 |
| Less: Accumulated depreciation | | (1,008,981) | (891,574) |
| Property and equipment, net | | \$ 3,746,672 | \$ 3,864,079 |

Depreciation expense for the years ended December 31, 2020 and 2019 was \$117,407 and \$113,484, respectively.

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Note 13 - Capitalized costs

The guarantee fees associated with the NMTC transactions have been capitalized and amortized over the seven-year guarantee period. As of December 31, 2020 and 2019, guarantee fees amounted to \$241,917 and \$195,030, respectively, and accumulated amortization amounted to \$75,814 and \$106,696, respectively. During the years ending December 31, 2020 and 2019, amortization expense totaled \$33,041 and \$65,945, respectively.

Estimated amortization expense for the ensuing years is as follows:

| Year | Amount |
|------------|-------------------|
| 2021 | \$ 34,560 |
| 2022 | 34,560 |
| 2023 | 34,560 |
| 2024 | 34,559 |
| 2025 | 15,830 |
| Thereafter | <u>12,034</u> |
| | <u>\$ 166,103</u> |

Note 14 - Lines of credit

Lines of credit at December 31, 2020 and 2019 consist of the following:

| Lender | Face amount | Outstanding | Interest rate + prime rate | Maturity date | Function | Status, report date |
|---------------------------------|-------------|-------------------|-------------------------------|---------------|--------------|------------------------|
| People's National Bank, N.A. | \$ 592,500 | \$ 431,412 | 4.25% | 9/13/2021 | Construction | To be renewed |
| People's National Bank, N.A. | 12,500 | 12,500 | 4.25% | 12/19/2021 | Construction | To be renewed |
| People's National Bank, N.A. | 450,000 | 282,883 | 4.25% | 9/16/2021 | Construction | To be renewed |
| Royal Banks of Missouri | 800,000 | <u>155,829</u> | 4.25% | 11/4/2021 | Permanent | To be renewed |
| Total lines of credit, 12/31/20 | | <u>\$ 882,624</u> | | | | |

| Lender | Face amount | Outstanding | Interest rate + prime rate | Maturity date | Function |
|---------------------------------|-------------|---------------------|-------------------------------|---------------|--------------|
| People's National Bank, N.A. | \$ 725,000 | \$ 156,101 | 5.25% | 8/13/2020 | Construction |
| People's National Bank, N.A. | 12,500 | 12,500 | 5.75% | 12/19/2020 | Construction |
| People's National Bank, N.A. | 450,000 | 31,832 | 5.75% | 12/16/2020 | Construction |
| Royal Banks of Missouri | 800,000 | <u>800,000</u> | 5.75% | 11/4/2020 | Permanent |
| Total lines of credit, 12/31/19 | | <u>\$ 1,000,433</u> | | | |

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Note 15 - Long-term debt

Long-term debt at December 31, 2020 and 2019 consists of the following:

| | 2020 | 2019 |
|---|--------------|-----------|
| <p><u>IFF Note A</u> The loan in the amount of \$1,116,593, dated September 16, 2020, is held by St. Louis New Markets Tax Credit Fund 59, LLC. The loan bears interest at 5% per annum. Commencing on December 1, 2020, quarterly interest payments are due. The loan matures on June 27, 2026 when all principal and accrued interest is due. The loan is secured by real estate and an assignment of leases and rents.</p> | \$ 1,116,593 | \$ - |
| <p><u>IFF Note B</u> The loan in the amount of \$133,407, dated September 16, 2020, is held by St. Louis New Markets Tax Credit Fund 59, LLC. The loan bears interest at 5% per annum. Commencing on December 1, 2020, quarterly interest payments are due. The loan matures on June 27, 2026 when all principal and accrued interest is due. The loan is secured by real estate and an assignment of leases and rents.</p> | 133,407 | - |
| <p><u>Harbor Community Fund XIII LLC</u> The loan in the amount of \$1,715,000, dated December 20, 2017, is held by Harbor Community Fund XIII LLC. The loan bears interest at a fixed rate of 0.7041%. The loan matures on December 20, 2037. Commencing on June 5, 2018, semi-annual payments are due until December 5, 2024 when principal and interest payments commence. The loan is secured by the operating account, Joint expense Non-POB account and all other bank accounts held by U.S. Bank. The loan is also guaranteed by a related party if an event of NMTC recapture occurs. The loan has a put option feature that is exercisable in December 2024 (Note 11).</p> | 1,715,000 | 1,715,000 |

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| | 2020 | 2019 |
|--|-----------|-----------|
| <p><u>Harbor Community Fund XXII LLC</u> The loan in the amount of \$1,521,250, dated June 4, 2020, is held by Harbor Community Fund XIII LLC. The loan bears interest at fixed rate of 0.7309%. The loan matures on June 4, 2040. Commencing on December 5, 2020, semi-annual interest payments are due until December 5, 2027 when principal and interest payments commence. The loan is secured by the operating account, Joint expense Non-POB account and all other bank accounts held by U.S. Bank. The loan is also guaranteed by a related party if an event of NMTC recapture occurs. The loan has a put option feature that is exercisable in June 2027 (Note 11).</p> | 1,521,250 | - |
| <p><u>Series 2017 Revenue Bonds</u> On December 1, 2017, The Industrial Development Authority of the City of St. Louis, Missouri, issued Series 2017 revenue bonds in the amount of \$2,040,000 to finance the rehabilitation of 3830 South Grand Boulevard, St. Louis, MO. Royal Bank of Missouri is the fiscal agent. During 2020, the terms of the note were changed reducing the principal amount to \$2,030,232. The note initially carries interest at the rate of 3.3%. Commencing in February 2023, the note will bear interest at 2.52% plus the rate of the Federal Home Loan Bank of Des Moines 5 Year Long Term Fixed Rate Advance, but is not to be adjusted more often than each five years. Principal and interest payments in the amount of \$8,920 were due monthly beginning on January 1, 2020 but were deferred to commence on April 1, 2020. The loan matures on December 1, 2049.</p> | 2,030,232 | 2,040,000 |
| <p><u>Construction Loan</u> The loan in the amount of \$235,474, dated December 18, 2017, is held by the Royal Bank of Missouri. The loan bears interest at 5%. Principal and interest payments in the amount of \$2,525 are due monthly beginning January 18, 2019. On March 13, 2018, the original loan amount was increased from \$235,474 to \$380,229. The loan matures on December 18, 2022. During 2020, the loan was paid in full.</p> | - | 366,899 |

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| | 2020 | 2019 |
|--|--------------|--------------|
| <u>Truck Loan</u> | | |
| The loan in the amount of \$48,950, dated March 12, 2019, was held by the Royal Bank of Missouri. The loan bears interest at 5.75%. Principal and interest payments in the amount of \$1,486 are due monthly beginning April 12, 2019. The loan matures on March 12, 2022. The loan is secured by a 2019 Ford F-550 and certain rights, title and interest in proceeds from a grant agreement, as specified in the loan agreement. During 2020, the loan was paid in full. | - | 37,507 |
| Total | 6,516,482 | 4,159,406 |
| Less: current maturities | (29,767) | (68,200) |
| Net long-term debt | \$ 6,486,715 | \$ 4,091,206 |

Aggregate annual maturities of the mortgages and notes payable for each of the five following years and thereafter is as follows:

| Year | Amount |
|------------|--------------|
| 2021 | \$ 29,767 |
| 2022 | 40,610 |
| 2023 | 41,990 |
| 2024 | 43,237 |
| 2025 | 171,318 |
| Thereafter | 6,189,560 |
| | \$ 6,516,482 |

Note 16 - Net assets with donor restrictions

Net assets with donor restrictions are restricted for the following purposes or periods:

| | 2020 | 2019 |
|-----------------------|-----------|-----------|
| Construction projects | \$ - | \$ 48,000 |
| Other | 12,386 | 14,465 |
| | \$ 12,386 | \$ 62,465 |

Net assets of and \$417,005 and \$229,090 were released from donor restrictions by incurring expenses satisfying the purpose or time restrictions specified by donors for the years ended December 31, 2020 and 2019, respectively.

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Note 17 - Related party transactions

Habitat has a nonbinding covenant with Habitat for Humanity International, Inc. ("HFHI") to make an annual voluntary tithe payment to HFHI. In 2020 and 2019, Habitat paid \$1,000 in tithe per year.

In 2013, HFHI implemented its Stewardship and Organizational Sustainability Initiative ("SOSI"), which requires payment from affiliates of annual fees based upon the size of the individual affiliate, in addition to the annual tithe. The annual fee required of Habitat is \$25,000. In 2019, Habitat paid \$25,000 for the previous year's SOSI commitment. In 2020, HFHI has deferred the U.S. Stewardship and Organizational Sustainability Initiative ("US-SOSI") fee as follows: to be invoiced September 1, 2020. The first half of the invoiced amount will be due on November 1, 2020, and the balance will be due February 1, 2021. As of December 31, 2020 and 2019, the payable amounted to \$12,500 and \$0, and is included in accounts payable and accrued expenses on the accompanying consolidated statements of financial position.

Note 18 - Operating leases

On March 27, 2013, Habitat entered into a lease agreement to open a second ReStore location. The lease commenced on June 1, 2013 and terminated on May 31, 2018, with two five-year options to renew. During 2018, Habitat exercised the renewal option through May 31, 2023. The lease provides for annual base rent, a portion of which is donated back to Habitat each year on June 1, and monthly base rent payable by Habitat.

On November 14, 2016, Habitat entered into an amended lease agreement effective January 1, 2015. The new lease agreement states the Landlord shall compensate Habitat for the work performed, amount of any rent collected, and the amount of any invoice for service paid on behalf of the Landlord. During 2020 and 2019, Habitat earned \$109,288 and \$49,223, respectively, of reimbursement expenses. In addition, the Landlord shall compensate Habitat with a management fee in the amount equal to 15% of the reimbursement expenses. During 2020 and 2019, Habitat earned a management fee of \$83,143 and \$72,316, respectively. The reimbursement and the management fee are included in other income on the accompanying consolidated statements of activities.

The future minimum rental commitments under all such operating leases for the next four years are as follows:

| Year | Total annual base rent |
|-------|---------------------------|
| 2021 | \$ 357,374 |
| 2022 | 369,454 |
| 2023 | 156,037 |
| Total | <u>\$ 882,865</u> |

On September 16, 2020, Habitat entered into a ground lease agreement with HFHSL QALICB Real Estate Holding LLC. The lease term is for 25 years terminating on September 16, 2045, with an option to renew for 5 more years. Commencing on October 1, 2020, Habitat shall pay the lessor annual base rent of \$225,095 in monthly installments. The base rent shall increase 2% each year during the term of the lease. The activity is eliminated in consolidation.

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The future minimum rental commitments under the ground lease for the next five years are as follows:

| | <u>Base Rent</u> |
|-------|---------------------|
| 2021 | \$ 226,221 |
| 2022 | 230,745 |
| 2023 | 235,360 |
| 2024 | 240,067 |
| 2025 | <u>244,868</u> |
| Total | <u>\$ 1,177,261</u> |

Note 19 - Lease agreements

The Organization leases some of its properties from time-to-time. Although the Organization is a for-sale housing program, certain situations may arise where a property may be temporarily leased before it is sold. Most situations involve a lease-to-own or option-to-purchase agreement, but others may be only a rental situation for a fixed or renewable term.

During 2020 and 2019, Habitat was receiving lease payments on one home.

Note 20 - Mortgages sold with recourse

Prior to 2002, Habitat sold mortgages receivable with recourse to the Missouri Housing Development Commission. Habitat has guaranteed payment of the mortgage loans and in the event of any loan default, Habitat will replace the nonperforming loan with a performing loan or will buy back the nonperforming loan at par. As of December 31, 2020 and 2019, the uncollected balances remaining on the mortgages totaled \$2,828 and \$4,927, respectively.

Note 21 - Commitments and contingencies

The purchase option agreement when a home is sold contains a provision that if the home is sold within 10 years of the initial date of the lease agreement, the Organization has the right to receive a certain percentage of the gain on the sale of the home. The percentage ranges from 100% if sold during the first year to 10% if sold in the 10th year.

The Organization provides a limited warranty to homeowners for all work done and materials provided in the construction of the home. This warranty is for one year from the date the buyer took occupancy, including the buyer's lease term. During this time, upon written notice from the purchaser, the Organization will repair or replace substantial defects free of charge. However, the Organization has the right to use the funds in the major repair fund (a portion of each mortgage payment is allocated to this escrow account). Based on past experience, management has determined no reserve is needed for warranties.

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COVID-19

The spread of a novel strain of coronavirus ("COVID-19") has caused significant business disruptions on the entire globe beginning in the first quarter of 2020. The economic impact of the business disruptions caused by COVID-19 is uncertain. The extent of any effects these disruptions may have on the operations and financial performance of the Organization will depend on future developments, including possible impacts on the operations of the business, which cannot be determined.

Note 22 - Employee benefit plan

Habitat implemented a SIMPLE-IRA plan in 1998. An employee is eligible for the plan if \$2,400 of wages have been earned in any prior year. The plan provides for a deferral of compensation and an employer matching contribution, subject to certain limitations. During the year ended December 31, 2019, Habitat's contribution to the plan amounted to \$32,845. On December 31, 2019, Habitat terminated the SIMPLE-IRA plan in favor of a new Defined Contribution 401(k) Profit Sharing retirement plan. An employee is eligible for the plan after 1 year of entry service, which amounts to 1,000 hours of service and 12 months after hire date. Participation in the plan is optional. 401(k) elective deferrals, up to a percentage of an employee's pay as decided by the Organization, are matched. Matching contributions are calculated based on the employee's pay and 401(k) elective deferrals for the payroll period. Matching contributions are made for all persons who were active participants at any time during that payroll period. Any percentage chosen will apply for the entire plan year. During the year ended December 31, 2020, Habitat's contribution to the plan amounted to \$11,848.

Note 23 - Paycheck Protection Program loan

On April 8, 2020, Habitat received loan proceeds in the amount of \$432,000 under the Paycheck Protection Program ("PPP"). Established as part of the Coronavirus Aid, Relief and Economic Security Act ("CARES Act"), the PPP provides for loans to qualifying businesses in amounts up to 2.5 times the business's average monthly payroll expenses. PPP loans and accrued interest rate are forgivable after a "covered period" (eight or 24 weeks) as long as the borrower maintains its payroll levels and uses the loan proceeds for eligible purposes, including payroll, benefits, rent, and utilities. The forgiveness amount will be reduced if the borrower terminates employees or reduces salaries during the covered period.

Habitat initially recorded a note payable and subsequently recorded forgiveness when the loan obligation was legally released. Habitat recognized \$435,148 of loan forgiveness income for the year ending December 31, 2020, which is included in other income on the accompanying consolidated statements of activities. As of December 31, 2020, no principal and interest payments will be required to be made.

Note 24 - Subsequent events

Events that occur after the consolidated balance sheet date but before the consolidated financial statements were available to be issued must be evaluated for recognition or disclosure. The effects of subsequent events that provide evidence about conditions that existed at the consolidated balance sheet date are recognized in the accompanying consolidated financial statements. Subsequent events which reflect significant matters but which provide evidence about conditions that existed after the consolidated balance sheet date require disclosure in the accompanying notes. Management evaluated the activity of the Organization through July 1, 2021 (the date the consolidated financial statements were available to be issued) and, other than the events discussed

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below, concluded that no additional subsequent events have occurred that would require recognition in the consolidated financial statements or disclosure in the notes to the consolidated financial statements.

On January 25, 2021, as part of the CARES Act, the Organization applied for and received a PPP loan in the amount of \$434,923 with an interest rate of 1%. No interest payment is required on the loan for the first 10 months following the date of the loan; however, interest shall continue to accrue during those first 10 months and shall be paid in equal monthly installments during the remaining 12 months of the loan. Payments of principal and interest on the unpaid principal balance shall be made monthly on the 11th month from the date of the loan through the 24th month from the date of the loan. The PPP was created to provide forgivable loans to eligible small businesses to assist in the payments of employee payroll during the COVID-19 pandemic. Under the PPP, the understanding is that the loan will be forgiven if certain conditions are met by the debtor. Management plans to apply for full forgiveness of the PPP loan since all proceeds were used for qualifying expenses.



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