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HABITAT FOR HUMANITY TUCSON, INC.

**AUDITED CONSOLIDATED FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Habitat for Humanity Tucson, Inc.
Tucson, Arizona

Opinion

We have audited the consolidated financial statements of Habitat for Humanity Tucson, Inc. ("the Organization"), which comprise the consolidated statements of financial position as of June 30, 2022 and 2021, and the related consolidated statements of activities and changes in net assets, cash flows and expenses by function and nature for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Organization as of June 30, 2022 and 2021, 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.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of the Organization 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.

Emphasis of Matter

As discussed in Note 3 to the consolidated financial statements, in 2022, the Organization adopted ASU No. 2020-07, *Not-for-Profit Entities (Topic 958): Presentation and Disclosures by Not-for-Profit Entities for Contributed Nonfinancial Assets*. Our opinion is not modified with respect to this matter.

Responsibilities of Management 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, and for 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.

To the Board of Directors
Habitat for Humanity Tucson, Inc.
Tucson, Arizona
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In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization's ability to continue as a going concern within one year after the date that the consolidated financial statements are issued or available to be issued.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated 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 consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Organization'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 consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization'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.



Tucson, Arizona
November 10, 2022

AUDITED CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS OF JUNE 30,

	2022	2021
Assets		
Current assets		
Cash and cash equivalents (See Note 2)	\$ 8,988,701	\$ 4,383,524
Restricted cash (See Note 2)	2,173,718	2,137,393
Grants and contracts receivable	20,238	291,054
Pledges receivable	15,000	23,500
Notes receivable, current	4,102	53,863
Mortgages receivable net of discount, due within one year (See Note 7)	1,135,567	1,095,779
Inventories (See Note 5)	2,888,875	3,335,158
Prepaid expenses and other current assets	40,493	46,763
Total current assets	15,266,694	11,367,034
Property and equipment, net (See Note 6)	4,364,542	3,331,742
Notes receivable	108,812	65,613
Mortgages receivable net of discount, due after one year (See Note 7)	8,244,770	7,904,968
Land held for investment	321,506	26,879
New markets tax credits joint venture - investments (See Note 9)	2,363,610	2,363,610
New markets tax credits joint venture - intangible assets (See Note 10)	202,839	242,337
Investments - restricted	29,723	33,962
Total assets	\$ 30,902,496	\$ 25,336,145
Liabilities		
Current liabilities		
Accounts payable	\$ 564,179	\$ 173,347
Accrued expenses and other current liabilities	278,991	209,595
Agency payable (See Note 7)	24,199	613
Deferred revenue	123,931	177,023
Current maturities of long-term debt	444,045	325,043
Total current liabilities	1,435,345	885,621
New markets tax credits joint venture - deferred revenue (See Note 2)	39,662	47,729
Long-term debt, net (See Note 11)	5,442,636	3,032,796
New markets tax credits joint venture - notes payable (See Note 13)	3,272,229	3,267,062
Total long-term debt	8,754,527	6,347,587
Total liabilities	10,189,872	7,233,208
Net assets		
Without donor restrictions		
Undesignated	19,275,414	16,132,630
Designated by the Board for capital reserves	421,458	363,325
	19,696,872	16,495,955
With donor restrictions	1,015,752	1,606,982
Total net assets	20,712,624	18,102,937
Total liabilities and net assets	\$ 30,902,496	\$ 25,336,145

**CONSOLIDATED STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS
FOR THE YEAR ENDED JUNE 30, 2022**

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
Revenues and Other Support			
Contributions	\$ 1,744,991	\$ 636,369	\$ 2,381,360
Donated property, materials and services (See Note 16)	2,581,357	-	2,581,357
Net sales to homeowners (See Note 7)	1,021,068	-	1,021,068
Interest income - mortgages	792,699	-	792,699
Grant/contract revenues	638,225	-	638,225
HabiStore sales (See Note 18)	2,049,140	-	2,049,140
Interest and investment income	48,240	(3,790)	44,450
Other income	113,688	-	113,688
Net assets released from restrictions (See Note 2)	<u>1,223,809</u>	<u>(1,223,809)</u>	<u>-</u>
Total revenues and other support	<u>10,213,217</u>	<u>(591,230)</u>	<u>9,621,987</u>
Expenses			
Program services - homes	4,110,627	-	4,110,627
Program - HabiStore (See Note 18)	2,986,910	-	2,986,910
Supporting services			
Management and general	713,243	-	713,243
Fundraising	<u>362,157</u>	<u>-</u>	<u>362,157</u>
Total expenses	<u>8,172,937</u>	<u>-</u>	<u>8,172,937</u>
Change in net assets before non-recurring item	2,040,280	(591,230)	1,449,050
Non-recurring item			
Gain on securitization of debt (See Note 8)	<u>1,160,637</u>	<u>-</u>	<u>1,160,637</u>
Total change in net assets	3,200,917	(591,230)	2,609,687
Net assets, beginning of year	<u>16,495,955</u>	<u>1,606,982</u>	<u>18,102,937</u>
Net assets, end of year	<u>\$ 19,696,872</u>	<u>\$ 1,015,752</u>	<u>\$ 20,712,624</u>

**CONSOLIDATED STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS
FOR THE YEAR ENDED JUNE 30, 2021**

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
Revenues and Other Support			
Contributions	\$ 1,187,806	\$ 1,780,031	\$ 2,967,837
Donated property, materials and services (See Note 16)	1,981,653	-	1,981,653
Net sales to homeowners (See Note 7)	1,295,672	-	1,295,672
Interest income - mortgages	649,790	-	649,790
Grant/contract revenues	635,442	-	635,442
HabiStore sales (See Note 18)	1,672,435	-	1,672,435
Interest and investment income	47,495	6,101	53,596
Other income	21,213	-	21,213
Net assets released from restrictions (See Note 2)	682,858	(682,858)	-
	<u>8,174,364</u>	<u>1,103,274</u>	<u>9,277,638</u>
Expenses			
Program services - homes	4,724,885	-	4,724,885
Program - HabiStore (See Note 18)	2,484,084	-	2,484,084
Supporting services			
Management and general	730,998	-	730,998
Fundraising	341,751	-	341,751
	<u>8,281,718</u>	<u>-</u>	<u>8,281,718</u>
Change in net assets before non-recurring item	(107,354)	1,103,274	995,920
Non-recurring item			
Forgiveness of PPP promissory note (See Note 12)	472,587	-	472,587
Total change in net assets	365,233	1,103,274	1,468,507
Net assets, beginning of year	<u>16,130,722</u>	<u>503,708</u>	<u>16,634,430</u>
Net assets, end of year	<u>\$ 16,495,955</u>	<u>\$ 1,606,982</u>	<u>\$ 18,102,937</u>

**CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30,**

	2022	2021
Cash Flows From Operating Activities		
Total change in net assets	\$ 2,609,687	\$ 1,468,507
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Loss on disposal of land held for investment	4,245	8,417
Loss (gain) on disposal of fixed assets	7,742	(27,219)
Gain on mortgages receivable securitization	(1,160,637)	-
Forgiveness of Paycheck Protection Program Promissory Note	-	(472,587)
Donated land held for investment	(615,468)	(6,275)
Depreciation	179,405	173,197
New markets tax credits intangible assets amortization	39,498	39,496
Amortization of debt issuance costs included in interest expense	6,537	5,168
Interest expense amortizing discount on long-term debt	137,313	103,600
Unrealized loss (gain) on restricted investments, net of fees	4,239	(5,708)
Changes in operating assets and liabilities:		
Grants and contracts receivable	270,816	(191,833)
Pledges receivable	8,500	90,101
Mortgages receivable	(379,590)	(646,939)
Inventories	446,283	(78,884)
Prepaid expenses and other current assets	6,270	45,720
Accounts payable	390,832	(4,431)
Accrued expenses and other current liabilities	69,396	(120,484)
Agency payable	23,586	(4,599)
Deferred revenue	(53,092)	(47,373)
New markets tax credits joint venture - deferred revenue	(8,067)	(8,067)
Net cash provided by operating activities	1,987,495	319,807
Cash Flows From Investing Activities		
Collections on notes receivable	6,562	6,035
Acquisition of property and equipment	(1,219,947)	(142,270)
Insurance proceeds from water damage	-	69,855
Proceeds from sale of land held for investment	316,596	14,274
Net cash used in investing activities	(896,789)	(52,106)
Cash Flows From Financing Activities		
Payment of long-term debt issuance costs	(96,688)	-
Proceeds from long-term debt	4,557,600	-
Principal payments on long-term debt	(910,116)	(308,904)
Net cash provided by (used in) financing activities	3,550,796	(308,904)
Net change in cash, cash equivalents, and restricted cash	4,641,502	(41,203)
Cash, cash equivalents, and restricted cash, beginning of year	6,520,917	6,562,120
Cash, cash equivalents, and restricted cash, end of year	\$ 11,162,419	\$ 6,520,917
Supplemental Disclosure of Cash Flow Information		
Cash paid during the year for interest	\$ 43,108	\$ 52,273
Supplemental Disclosure of Non-cash Investing and Financing Activities		
Donated land held for investment	\$ 615,468	\$ 6,275
Discount on issuance of long-term debt	\$ 1,160,637	\$ -

CONSOLIDATED STATEMENT OF EXPENSES BY FUNCTION AND NATURE
FOR THE YEAR ENDED JUNE 30, 2022

	Program Services - Homes	Program - HabiStore	Management and General	Fundraising	Total
Salaries, taxes & benefits	\$ 596,702	\$ 663,483	\$ 521,998	\$ 268,194	\$ 2,050,377
Construction costs	2,789,381	-	-	-	2,789,381
Land development costs	14,603	-	-	-	14,603
HabiStore cost of goods sold	-	1,978,105	-	-	1,978,105
Habitat International tithe	140,000	-	-	-	140,000
Professional fees	47,850	6,602	76,437	1,952	132,841
Advertising and marketing	23,842	20,096	1,958	25,878	71,774
Office expenses	82,913	63,244	18,150	24,415	188,722
Information technology	17,638	5,369	9,130	6,508	38,645
Occupancy	38,193	61,292	13,171	6,849	119,505
Travel, conferences, and meetings	5,721	1,766	11,467	3,923	22,877
Insurance	12,328	39,777	7,959	3,486	63,550
Donor and volunteer cultivation	11,665	3,823	16,047	6,371	37,906
Equipment rent, repair, and maintenance	15,580	4,687	1,225	637	22,129
Vehicle expenses	7,707	46,968	4,035	1,020	59,730
Miscellaneous expenses	12,554	23,912	-	466	36,932
Total expenses before interest, depreciation, and amortization	<u>3,816,677</u>	<u>2,919,124</u>	<u>681,577</u>	<u>349,699</u>	<u>7,767,077</u>
Interest	186,958	-	-	-	186,958
Depreciation and amortization	<u>106,992</u>	<u>67,786</u>	<u>31,666</u>	<u>12,458</u>	<u>218,902</u>
Total expenses	<u>\$ 4,110,627</u>	<u>\$ 2,986,910</u>	<u>\$ 713,243</u>	<u>\$ 362,157</u>	<u>\$ 8,172,937</u>

CONSOLIDATED STATEMENT OF EXPENSES BY FUNCTION AND NATURE
FOR THE YEAR ENDED JUNE 30, 2021

	Program Services - Homes	Program - HabiStore	Management and General	Fundraising	Total
Salaries, taxes & benefits	\$ 562,241	\$ 576,762	\$ 564,320	\$ 235,034	\$ 1,938,357
Construction costs	3,459,876	-	-	-	3,459,876
Land development costs	11,624	-	-	-	11,624
HabiStore cost of goods sold	-	1,607,377	-	-	1,607,377
Habitat International tithe	130,000	-	-	-	130,000
Professional fees	47,448	2,676	83,948	14,913	148,985
Advertising and marketing	26,664	13,661	1,785	31,603	73,713
Office expenses	81,495	53,035	20,995	21,566	177,091
Information technology	20,248	6,519	8,716	6,968	42,451
Occupancy	25,746	57,441	10,236	5,323	98,746
Travel, conferences, and meetings	6,097	1,063	3,596	56	10,812
Insurance	16,821	52,147	8,582	3,970	81,520
Donor and volunteer cultivation	7,806	1,621	1,091	8,580	19,098
Equipment rent, repair, and maintenance	13,717	6,273	1,225	637	21,852
Vehicle expenses	5,929	42,767	1,553	354	50,603
Miscellaneous expenses	36,595	161	-	-	36,756
Total expenses before interest, depreciation, and amortization	<u>4,452,307</u>	<u>2,421,503</u>	<u>706,047</u>	<u>329,004</u>	<u>7,908,861</u>
Interest	160,164	-	-	-	160,164
Depreciation and amortization	<u>112,414</u>	<u>62,581</u>	<u>24,951</u>	<u>12,747</u>	<u>212,693</u>
Total expenses	<u>\$ 4,724,885</u>	<u>\$ 2,484,084</u>	<u>\$ 730,998</u>	<u>\$ 341,751</u>	<u>\$ 8,281,718</u>

NOTES TO FINANCIAL STATEMENTS

1. Organization

Habitat for Humanity Tucson, Inc., (“Habitat”) is an independently and locally governed affiliate of Habitat for Humanity International and was incorporated as a tax-exempt not-for-profit corporation in the State of Arizona in 1980. Although Habitat International assists with information, guidelines and training; the Organization is primarily and directly responsible for its own operations. Creating a more compassionate and just world, Habitat for Humanity Tucson brings people together to build homes, communities and hope. Habitat builds market-quality homes utilizing volunteer labor and sells homes to qualified low-income families for minimal cash down with a non-interest bearing mortgage. Habitat requires each of its home buyers to provide 250 “sweat-equity” hours in its home construction program, and/or in some other form of service for the Organization. In addition, each buyer is provided pre-purchase and post-purchase homeowner education and counseling.

Habitat partners with the community and provides home renovation and rehabilitation services, homeowner educational services, community development, neighborhood partnership, volunteer engagement, and advocacy for affordable housing. Habitat’s home renovation and rehabilitation services include providing assistance with roof replacements, updates to mechanical systems, minor repairs, painting and landscaping to qualified families.

In addition to home building activities, Habitat also operates a retail thrift operation (d.b.a. the HabiStore). The HabiStore specializes in selling surplus new and used building and home improvement materials, appliances and furniture to the public. The HabiStore receives donated usable materials from retail businesses, contractors, individuals and other organizations. Costs associated with operation of the HabiStore are expensed in Program-HabiStore in the accompanying consolidated statements of activities and changes in net assets. All net proceeds from the operation of the HabiStore help support and enhance Habitat’s not-for-profit mission-related activities.

In February 2020, Habitat filed articles of organization with the State of Arizona to form its wholly owned subsidiary, HFHT Funding Company, LLC, whose purpose is to acquire and hold mortgage loans and related documents to comply with the terms of any note purchase agreement between Habitat and any financial institution. As a single member LLC, the Organization is disregarded for purposes of the Internal Revenue Code.

2. Summary of Significant Accounting Policies

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Habitat and its wholly owned subsidiary HFHT Funding Company, LLC (the “LLC”), collectively, the “Organization”. Except where the context otherwise indicates or requires, all references to “Habitat” or the “Organization” in these footnotes means the consolidated entity. All intercompany balances and transactions have been eliminated in consolidation.

Basis of Presentation

The Organization follows accounting standards set by the Financial Accounting Standards Board (“FASB”). The FASB sets accounting principles generally accepted in the United States of America (“U.S. GAAP”) that the Organization follows to ensure the consistent reporting of its financial condition, changes in net assets and cash flows. References to U.S. GAAP issued by the FASB in the accompanying footnotes are to the FASB Accounting Standards Codification (“ASC”).

NOTES TO FINANCIAL STATEMENTS

Summary of Significant Accounting Policies (continued)

Basis of Presentation (continued)

The Organization's consolidated financial statements have been prepared in accordance with standards of accounting and financial reporting under ASC 958, *Not-for-Profit Entities*. Under this authoritative guidance, the Organization is required to provide consolidated financial statements which are prepared to focus on the Organization as a whole and to present balances and transactions according to the existence or absence of donor-imposed restrictions.

Resources are reported for accounting purposes in separate classes of net assets based on the existence or absence of donor-imposed restrictions. In the accompanying consolidated financial statements, net assets having similar characteristics have been combined into similar categories as follows:

- **Without Donor Restrictions** - Net assets that are not subject to donor-imposed stipulations. Net assets without donor restrictions may be designated for specific purposes by action of the Board of Directors or may otherwise be limited by contractual agreements with outside parties. All contributions are considered available for use without restriction unless specifically restricted by the donor.
- **With Donor Restrictions** - Net assets whose use by the Organization is subject to donor-imposed stipulations that can be fulfilled by actions of the Organization pursuant to those stipulations or that expire through the passage of time. Net assets with donor restrictions also includes net assets that are subject to donor-imposed stipulations such that assets must be maintained permanently by the Organization. The donors of these assets permit the Organization to use all or part of the investment return of these assets on continuing operations which may be subject to certain restrictions.

Expenses are generally reported as decreases in net assets without donor restrictions. When a donor restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the consolidated statements of activities and changes in net assets as net assets released from restriction. Gains and losses on investments and other assets and liabilities are reported as increases and decreases in net assets without restrictions unless their use is restricted by explicit donor stipulation or law.

Revenue Recognition **Contributions**

Government Grants and Contracts – Habitat accounts for its government grants by first determining whether the transaction is an exchange transaction or a contribution. If the transaction is one in which each party to the transaction directly receives commensurate value, then the transaction is considered an exchange transaction and Habitat recognizes revenue in accordance with ASC 606. Government grants revenues from exchange transactions are recognized as performance obligations are satisfied, which in most cases are as related costs are incurred or services are provided. If the transaction is considered a contribution, then Habitat recognizes revenue in accordance with ASC 958-605. None of Habitat's governmental grants and contracts revenues were considered exchange transactions for the years ended June 30, 2022 and 2021.

NOTES TO FINANCIAL STATEMENTS

Summary of Significant Accounting Policies (continued)

Revenue Recognition (continued)

Contributions (continued)

Contributions – Contributions are classified based on the existence or absence of donor-imposed restrictions as either conditional or unconditional as follows:

- **Conditional** – Includes all contributions with donor-imposed conditions or stipulations representing a barrier that must be overcome before the recipient is entitled to the assets being transferred or promised. A failure to overcome the barrier gives the contributor a right of return of the assets it has transferred or the ability to rescind an obligation to transfer.
- **Unconditional** – Includes all contributions that do not contain a barrier to use and therefore are recorded as revenue once cash or a contribution is received. Donor imposed restrictions for time and/or purpose are not considered a significant barrier and thus these contributions are recorded as unconditional.

Contribution revenue is recorded when the unconditional promise to give is received. Under this method, the recognition of support for financial statement purposes bears no relation to the period in which the expenses are incurred. Revenue related to conditional contributions is recognized once the relevant barriers of each contribution are met. If the funds are received from the donor before the relevant barriers are met, deferred revenue is recorded on the consolidated statements of financial position for the amount of funds provided by the donor. Consequently, government funded grants revenue which are considered conditional contributions are recognized when the related barriers to provide services are delivered and/or expenditures are incurred.

Donated Property, Materials and Services – Contributions of donated property, materials and services are recognized in the consolidated financial statements at fair value at the date of donation. Absent explicit donor stipulations, contributions of long-lived assets or cash or other assets to be used to acquire or construct long-lived assets are reported as net assets without donor restrictions when placed in service. Donated services are recognized when the services received (a) Create or enhance non-financial assets, or (b) Require specialized skills, are performed by people with those skills, and would otherwise be purchased (See Note 16).

Habitat utilizes the services of outside volunteers to perform a variety of tasks that assist the Organization. The fair value of these services is not recognized in the accompanying consolidated financial statements since they do not meet the criteria for recognition under U.S. GAAP. None of these volunteer hours were recognized as donated services. In 2022 and 2021, Habitat received 44,566 and 36,639 hours, respectively, donated from volunteers assisting the Organization.

Interest Income – Mortgages – Quarterly, Habitat recognizes interest income from the discounted mortgages on a straight-line basis over the life of the mortgage note.

NOTES TO FINANCIAL STATEMENTS

Summary of Significant Accounting Policies (continued)

Revenue Recognition (continued)

Exchange Transactions

The Organization recognizes earned revenues in accordance with ASC 606, *Revenue from Contracts with Customers*, which provides a five-step model for recognizing revenue from contracts with customers as follows:

- Identify the contract with a customer
- Identify the performance obligations in the contract
- Determine the transaction price
- Allocate the transaction price to the performance obligations in the contract
- Recognize revenue when or as performance obligations are satisfied

HabiStore Sales – Habitat’s retail thrift store operation, the HabiStore, specializes in selling surplus new and used building and home improvement materials, appliances, and furniture to the public. These sales are recorded at a determined transaction price, which varies by item. The Organization records revenue from these sales upon delivery of the goods to the customer, which occurs at the point of sale. Performance obligations are determined to be the completed sale of each item.

Sales to Homeowners – Homes are sold to buyers that meet the Organization’s qualification guidelines. To determine the transaction price, the recorded sale amount to the homeowner is the appraised value of the home, net of the applicable discount, which reflects the consideration to which the Organization expects to be entitled in exchange for the home. Performance obligations are determined to be the contractual sale and closing of each home, which is considered to be a standalone performance obligation. The Organization recognizes revenue at a point in time since the buyer does not control the asset until construction is complete and closing has taken place.

Cash, Cash Equivalents, and Restricted Cash

Cash and cash equivalents consist of cash in bank accounts and money market accounts with original maturities of three months or less. Cash equivalents are stated at cost plus accrued interest, which approximates fair value. The Organization places its cash and cash equivalents with high credit quality institutions. At times, amounts may exceed Federal Deposit Insurance Corporation (“FDIC”) limits. As of June 30, 2022, and 2021, the Organization had \$9,631,120 and \$4,894,381 in excess of FDIC insured limits, respectively. The Organization has not experienced any losses and does not believe it is exposed to any significant credit risk on cash balances. All such cash accounts are monitored by management to mitigate risk.

NOTES TO FINANCIAL STATEMENTS

Summary of Significant Accounting Policies (continued)***Cash, Cash Equivalents, and Restricted Cash (continued)***

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the consolidated balance sheets to total cash, cash equivalents, and restricted cash reported in the consolidated statements of cash flows as of June 30, 2022 and 2021:

	2022	2021
Cash and cash equivalents	\$ 8,988,701	\$ 4,383,524
Restricted cash	2,173,718	2,137,393
Total cash, cash equivalents, and restricted cash	\$ 11,162,419	\$ 6,520,917

Restricted Cash

Restricted cash includes New Markets Tax Credits ("NMTC") cash in bank accounts as part of the NMTC transactions. Restricted cash also includes contractual and donor imposed restricted cash accounts.

Grants and Contracts Receivables

Grants and contracts receivables are stated at the amount the Organization expects to collect. Habitat maintains allowances for doubtful accounts for estimated losses resulting from the inability of its grantors and customers to make required payments. Management considers the following factors when determining the collectability of specific grantor accounts: grantor credit-worthiness, past transactions history with the grantor, current economic industry trends, and changes in grantor payment terms. If the financial condition of the Organization's grantors were to deteriorate, adversely affecting their ability to make payments, additional allowances would be required. Receivables are written off when deemed uncollectible. Recoveries of receivables previously written off are recorded when received. As of June 30, 2022 and 2021, grants and contracts receivables are considered fully collectible by management; therefore, no allowance for doubtful accounts has been provided.

Pledges Receivable

The Organization accounts for contributions to be made in future years as unconditional promises to give in the year the pledge is made. Contributions to be received after one year are presented at their discounted present value at a risk-adjusted rate. Amortization of the discount is recorded as additional contribution revenue in accordance with the donor-imposed restrictions, if any, on the contributions. As of June 30, 2022 and 2021, pledges receivable are considered fully collectible by management; therefore, no allowance for uncollectible amounts has been provided.

Mortgages Receivable

Mortgages receivable consist of non-interest bearing mortgages, which are secured by real estate and payable in monthly installments. The majority of the mortgages have an original maturity of 15-30 years. These mortgages have been discounted at various rates ranging from 7.23% to 8.48% based on the prevailing market rates for low-income housing at the inception of the mortgages. Interest income is recorded using the effective interest method over the lives of the mortgages. Receivables related to the mortgages are considered past-due or delinquent by the Organization when they are 30 days late.

NOTES TO FINANCIAL STATEMENTS

Summary of Significant Accounting Policies (continued)

Mortgages Receivable (continued)

Habitat's estimate for allowance for loan losses is based on historical collection experience and a review of the status of the mortgages receivable. Through its Homeowner Services program, Habitat performs extensive credit and work history evaluations prior to the sale of the home.

The Organization maintains a security interest in all the homes they sell and works with delinquent homeowners to identify opportunities for financial budgeting improvement. The Organization has historically experienced great success in educating delinquent homeowners and structuring payment plans to cure delinquencies within a minimal amount of time. For these reasons, management has determined that all mortgage loan receivables are fully collectible as of June 30, 2022 and 2021. Accordingly, no allowance for loan losses is reported as of June 30, 2022 and 2021 in the accompanying consolidated financial statements.

Periodically, Habitat sells receivable residential mortgage loans to financial institutions and obtains servicing assets as a result of the sale. Gain or loss on sale of the receivables depends in part on both the previous carrying amount of the financial assets involved in the transfer and the proceeds received. Habitat continues to service the sold mortgage loans and remits related payment collections to the purchasing financial institutions in accordance with sale agreements. Because payments are remitted in arrears in accordance with sales contracts, the Organization has reported an agency payable in the accompanying consolidated statements of financial position, reflective of the fact that certain collections related to the sold mortgages had not been remitted to the purchasing financial institutions as of June 30, 2022 and 2021.

Inventories

The Organization's inventories include land held for construction, construction-in-progress, and completed homes, and are stated at the lower of cost (specific identification) or net realizable value. The Organization reviews the carrying value of the land held for construction for possible impairment on an annual basis. Management has determined there was no impairment loss for the years ended June 30, 2022 and 2021.

All direct material and equipment costs, construction labor, and allocated overhead costs related to home construction are recorded as construction-in-progress inventory on the consolidated statements of financial position as they are incurred. Land costs included in construction-in-progress are stated at the lower of cost or net realizable value. When revenue from the sale of a home is recognized, the corresponding costs are then expensed in the consolidated statements of activities and changes in net assets as program services.

The HabiStore receives donations of building supplies, furniture, and appliances, and sells these items to the general public. The value of the donated items is not readily determinable until the merchandise is sold; therefore, donations and cost of sales are recorded after inventory is sold. Purchased inventories are stated at the lower of cost or net realizable value.

NOTES TO FINANCIAL STATEMENTS

Summary of Significant Accounting Policies (continued)

Property and Equipment

Property and equipment are stated at cost, if purchased, or fair value, if donated. Depreciation is calculated using the straight-line method over the following estimated useful lives of the assets:

Buildings	39 years
Building improvements	10-39 years
Vehicles	3-5 years
Equipment and furniture	3-15 years

The Organization's policy is to capitalize expenditures for property and equipment and donated property and equipment received that exceed \$5,000 and have a useful life greater than one year. When items are retired or disposed, the cost and accumulated depreciation are removed from the accounts. Repairs or betterments in excess of \$5,000 that materially prolong the useful life of assets are capitalized. Repairs and maintenance for normal upkeep are expensed as incurred.

In accordance with ASC 360-10, *Property, Plant and Equipment*, the Organization periodically reviews the carrying value of long-lived assets held and used, and assets to be disposed, for possible impairment when events and circumstances warrant such a review. Through June 30, 2022, the Organization had not experienced impairment losses on its long-lived assets.

Land Held for Investment

Land held for investment represents donated or purchased properties that are currently unavailable for the construction of homes. Land held for investment is reported at the lower of cost or fair value, and is initially measured at acquisition cost (including brokerage and other transaction fees) if purchased or at fair value if received as a contribution or through an agency transaction. The Organization reviews the carrying value of the land held for investment for possible impairment on an annual basis. Management has determined that there was no impairment for the years ended June 30, 2022 and 2021.

New Markets Tax Credits Joint Venture - Investments

The investment in the NMTC joint ventures are accounted for using the cost method and distributions received from the joint venture are recorded as investment income in the consolidated statements of activities and changes in net assets. Habitat received distributions of \$23,635 and \$23,542 for the years ended June 30, 2022 and 2021, respectively.

New Markets Tax Credits Joint Venture - Deferred Revenue

The Organization recognizes deferred revenue associated with the NMTC transactions as revenue over the 7-year NMTC term. The NMTC deferred revenue totaled \$39,662 and \$47,729 as of June 30, 2022 and 2021, respectively. Habitat recorded amortized fee revenue of \$8,067 for the years ended June 30, 2022 and 2021. The amortized fee revenue is included in interest and investment income in the consolidated statements of activities and changes in net assets.

NOTES TO FINANCIAL STATEMENTS

Summary of Significant Accounting Policies (continued)

Debt Issuance Costs

Debt issuance costs represent \$210,226 and \$113,538 as of June 30, 2022 and 2021, respectively, in direct costs associated with the Organization obtaining debt financing and are amortized to interest expense over the life of the respective debt agreement (See Note 11 and 13) using the straight-line method. The debt issuance costs are reported as a direct deduction from the face amount of the related debt net of accumulated amortization. Accumulated amortization totaled \$15,021 and \$8,484 as of June 30, 2022 and 2021, respectively, on the accompanying consolidated statements of financial position. When a NMTC deal closes out, or when debt is repaid or refinanced prior to maturity, all remaining unamortized debt issuance costs are written off in the year of the transaction.

Fair Value Measurements

The Organization utilizes the fair value hierarchy required by ASC 820 which prioritizes the inputs to valuation techniques used to measure fair value into three levels:

- Level 1: Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Organization has the ability to access at the measurement date.
- Level 2: Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, directly or indirectly.
- Level 3: Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The restricted investments held at the Community Foundation for Southern Arizona are classified within Level 3 of the fair value hierarchy due to the lack of a market in which the Organization's units of participation in the Foundation's endowment pool could be bought or sold. The Organization measures the fair value of its restricted investments using the fair value of the underlying assets (net asset value). A total realized/unrealized loss and gain of \$4,239 and \$5,528 were recognized related to the restricted investments during 2022 and 2021, respectively. The ending balance of the restricted investments was \$29,723 and \$33,962 as of June 30, 2022 and 2021, respectively.

Endowment Funds

The Organization's endowment was established to support, further and enhance the mission of Habitat. This agency advised endowment is held and managed at the Community Foundation for Southern Arizona (the "Foundation").

The Organization has interpreted the "Management of Charitable Funds Act" (Arizona's version of the Uniform Prudent Management of Institutional Funds Act or UPMIFA) as requiring the preservation of the fair value of the original gift. As a result of this interpretation, the Organization classifies as net assets with donor restrictions (1) the original value of gifts donated to the endowment, (2) the original value of subsequent

NOTES TO FINANCIAL STATEMENTS

Summary of Significant Accounting Policies (continued)

Endowment Funds (continued)

gifts to the endowment, and (3) if applicable, accumulations to the endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is classified net assets with donor restrictions unless those amounts are appropriated for expenditure by the Organization in a manner consistent with the standard of prudence prescribed by the law. The Organization has interpreted the Management of Charitable Funds Act to permit spending from underwater funds in accordance with the prudent measures required under the law.

The Organization is subject to the Foundation's investment and spending policies for endowment assets. These policies attempt to provide a predictable stream of funding to programs supported by the endowment funds while seeking to maintain the purchasing power of the endowment assets. The endowment assets are invested in a balanced portfolio comprised of fixed income securities and equities.

The Organization has a policy that permits spending from underwater endowment funds depending on the degree to which the fund is underwater, unless precluded by donor intent or relevant laws and regulations. The Organization did not spend from underwater endowment funds during the year.

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor or current law requires the Organization to retain for a fund of perpetual duration. In accordance with U.S. GAAP, deficiencies of this nature are reported in net assets with donor restrictions. There were no such deficiencies as of June 30, 2022 and 2021.

Income Taxes

Habitat for Humanity Tucson, Inc. is exempt from federal income tax under Section 501(c)(3), as confirmed by a determination letter issued by the Internal Revenue Service and is classified as other than a private foundation under IRC Section 509(a)(1). Management is not aware of any matters which would cause the Organization to lose its tax-exempt status.

HFHT Funding Company, LLC is a single-member limited liability company which is a disregarded entity for income tax purposes. Accordingly, no provision for federal or state income taxes has been reflected in the accompanying consolidated financial statements for this entity.

Management has considered its tax positions and believes that all positions taken in its federal and state tax exempt organization tax returns are more likely than not to be sustained upon examination. The Organization's returns are subject to examination by federal and state taxing authorities, generally for three years and four years respectively, after they are filed.

The Organization recognizes interest and penalties related to unrecognized tax benefits as accrued expenses in its accompanying consolidated financial statements. During the years ended June 30, 2022 and 2021, the Organization did not recognize any interest and penalties.

Advertising and Marketing Costs

Habitat expenses advertising and marketing costs as they are incurred.

NOTES TO FINANCIAL STATEMENTS

Summary of Significant Accounting Policies (continued)

Defined Contribution Plan

The Organization has a 401(k) defined contribution plan (the "Plan") to provide retirement and incidental benefits for its employees. Under the Plan, all full-time employees are permitted to make contributions to the Plan. The Organization makes discretionary matching contributions to the Plan that meet safe-harbor requirements as described by the Plan document. The Organization matches 3% of the employee's compensation for the Plan year, plus 50% of each eligible employee's contributions that exceed 3% of compensation for the Plan year, not to exceed 5% of the employee's compensation for the Plan year. Elective deferrals are vested upon entering the plan and employer contributions are 100% vested after three years of service. For the years ended June 30, 2022 and 2021, matching contributions totaled \$56,935 and \$47,170 respectively.

Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP 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. Significant estimates made by management include the allowance for loan losses, valuation of donated services and goods, and valuations of inventory and land held for investment.

3. Recent Accounting Pronouncements

Adopted as of June 30, 2022

In September 2020, the FASB issued ASU No. 2020-07, *Not-for-Profit Entities (Topic 958): Presentation and Disclosures by Not-for-Profit Entities for Contributed Nonfinancial Assets*, which is intended to improve transparency in the reporting of contributed nonfinancial assets, also known as gifts-in-kind, for not-for-profit organizations. Examples of contributed nonfinancial assets include fixed assets such as land, buildings, and equipment; the use of fixed assets or utilities; materials and supplies, such as food, clothing, or pharmaceuticals; intangible assets; and recognized contributed services. The ASU requires a not-for-profit organization to present contributed nonfinancial assets as a separate line item in the statement of activities, apart from contributions of cash or other financial assets. It also requires a not-for-profit to disclose: 1) contributed nonfinancial assets recognized within the statement of activities disaggregated by category that depicts the type of contributed nonfinancial assets; and 2) for each category of contributed nonfinancial assets recognized: i) qualitative information about whether the contributed nonfinancial assets were either monetized or utilized during the reporting period. If utilized, a description of the programs or other activities in which those assets were used; ii) the not-for-profit's policy (if any) about monetizing rather than utilizing contributed nonfinancial assets; iii) a description of any donor-imposed restrictions associated with the contributed nonfinancial assets; iv) the valuation techniques and inputs used to arrive at a fair value measure, in accordance with the requirements in Topic 820, *Fair Value Measurement*, at initial recognition; and v) the principal market (or most advantageous market) used to arrive at a fair value measure if it is a market in which the recipient not-for-profit organization is prohibited by a donor-imposed restriction from selling or using the contributed nonfinancial assets. The amendments in this ASU should be applied on a retrospective basis and are effective for annual reporting periods beginning after June 15, 2021, and interim periods with annual reporting periods beginning after June 15, 2022. Early adoption is permitted. The adoption of this ASU primarily affected the Organization's presentation of in-kind contributions in the accompanying consolidated statement of activities and changes in net assets, and related disclosures (See Note 16).

NOTES TO FINANCIAL STATEMENTS

Recent Accounting Pronouncements (continued)

Not Yet Required to be Adopted as of June 30, 2022

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. The guidance in this ASU supersedes the leasing guidance in Topic 840, *Leases*. Under the new guidance, lessees are required to recognize lease assets and lease liabilities on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. The new standard is effective for fiscal years beginning after December 15, 2021. A modified retrospective transition approach is required (see ASU No. 2018-11 below for optional transition method) for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the consolidated financial statements, with certain practical expedients available.

In July 2018, the FASB issued ASU No. 2018-11, *Leases (Topic 842): Targeted Improvements*. This ASU is intended to reduce costs and ease implementation of the leases standard for financial statement preparers. ASU 2018-11 provides a new transition method and a practical expedient for separating components of a contract. The amendments ASU 2018-11 provide entities with an additional (and optional) transition method to adopt the new leases standard. Under this new transition method, an entity initially applies the new leases standard at the adoption date and recognizes a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. Consequently, an entity's reporting for the comparative periods presented in the financial statements in which it adopts the new leases standard will continue to be in accordance with current U.S. GAAP in Topic 840, *Leases*. The amendments in ASU 2018-11 also provide lessors with a practical expedient, by class of underlying asset, to not separate nonlease components from the associated lease component and, instead, to account for those components as a single component if the nonlease components otherwise would be accounted for under the new revenue guidance (Topic 606). The effective date and transition requirements for the amendments in this update related to separating components of a contract are the same as the effective date and transition requirements in ASU 2016-02 (i.e., fiscal years beginning after December 15, 2021). All entities, including early adopters, that elect the practical expedient related to separating components of a contract in this ASU must apply the expedient, by class of underlying asset, to all existing lease transactions that qualify for the expedient at the date elected. The Organization is currently evaluating the effect these standards will have on the consolidated financial statements and disclosures.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which creates a new credit impairment standard for financial assets measured at amortized cost and available-for-sale debt securities. The ASU requires financial assets measured at amortized cost (including loans, trade receivables and held-to-maturity debt securities) to be presented at the net amount expected to be collected, through an allowance for credit losses that are expected to occur over the remaining life of the asset, rather than incurred losses. The ASU requires that credit losses on available-for-sale debt securities be presented as an allowance rather than as a direct write-down. The measurement of credit losses for newly recognized financial assets (other than certain purchased assets) and subsequent changes in the allowance for credit losses are recorded in the statement of income as the amounts expected to be collected change. The ASU is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Early adoption is permitted for fiscal

NOTES TO FINANCIAL STATEMENTS

Recent Accounting Pronouncements (continued)***Not Yet Required to be Adopted as of June 30, 2022 (continued)***

years beginning after December 15, 2018, and interim periods within those fiscal years. The Organization does not intend to early adopt. The Organization is currently evaluating the impact of adopting this new guidance on its consolidated financial statements and disclosures.

4. Notes Receivable

The Organization advanced funds to assist an Arizona non-profit entity, Growth Partners Arizona. Under this agreement, interest-only installments at 0.5% per annum are due semi-annually with all outstanding principal and any unpaid interest due March 2024. As of June 30, 2022, and 2021 the carrying amount of the note totaled \$50,000.

In March 2019, the Organization sold land held for investment in exchange for a promissory note valued at \$80,000. Under this agreement, monthly principal and interest payments of \$675 are due with interest at 6.00% per annum through May 2024. As of June 30, 2022 and 2021, the note receivable balance was \$62,914 and \$69,476 respectively.

5. Inventories

Inventories consist of the following as of June 30:

	2022	2021
Land held for construction	\$ 614,696	\$ 810,392
Construction-in-progress	2,265,333	2,295,116
Supplies and materials	1,357	14,588
Completed homes inventory	-	210,570
HabiStore inventory	7,489	4,492
	\$ 2,888,875	\$ 3,335,158

6. Property and Equipment

Property and equipment consist of the following as of June 30:

	2022	2021
Land	\$ 661,389	\$ 546,944
Buildings	1,405,635	1,405,635
Building improvements	2,517,483	2,447,146
Vehicles	221,652	235,690
Office and construction equipment and furniture	330,233	339,196
Construction-in-progress	997,401	-
	6,133,793	4,974,611
Less accumulated depreciation	(1,769,251)	(1,642,869)
	\$ 4,364,542	\$ 3,331,742

NOTES TO FINANCIAL STATEMENTS

7. Mortgages Receivable

Habitat directly finances all of the homes that it sells. Each mortgage is issued as a zero-interest mortgage to the buyer. During fiscal years 2022 and 2021, twelve (12) and fifteen (15) homes, respectively, were sold to qualifying applicants.

The resulting mortgages are non-interest bearing and the presentation of their book value has been discounted based upon the prevailing market rates for low-income housing at the inception of the mortgages (fiscal year 2022 and 2021 discount rates were 7.49% and 7.23%, respectively). Sales to homeowners for the years ended June 30 are as follows:

	<u>2022</u>	<u>2021</u>
Gross sales to homeowners	\$ 2,422,200	\$ 2,885,000
Less discount on sales to homeowners	<u>(1,401,132)</u>	<u>(1,589,328)</u>
Net sales to homeowners	<u>\$ 1,021,068</u>	<u>\$ 1,295,672</u>

Habitat discounts the mortgages using the prevailing market rates for low-income housing at the time the home is sold. The discount is amortized using the effective interest method. Mortgages receivable as of June 30 are as follows:

	<u>2022</u>	<u>2021</u>
Mortgages receivable at face value	\$ 16,801,980	\$ 15,813,954
Less unamortized discounts on mortgages	<u>(7,421,643)</u>	<u>(6,813,207)</u>
Total mortgages (both current and due after one year)	<u>\$ 9,380,337</u>	<u>\$ 9,000,747</u>

Future collections on these mortgages will be received over the next five years and thereafter as follows:

2023	\$ 1,135,567
2024	1,124,633
2025	1,118,521
2026	1,107,943
2027	1,096,400
Thereafter	<u>11,218,916</u>
Total	<u>\$ 16,801,980</u>

At times, Habitat will identify high performing mortgages receivable for sale to financial institutions. To date, Habitat has executed the sale of seventy-eight (78) mortgages receivable. Habitat continues to service the sold mortgages receivable by collecting payments from homeowners on behalf of the purchasing financial institutions. Homeowner payments are remitted by Habitat to the purchasing financial institutions in arrears.

Accordingly, the Organization has reported an agency payable liability in the amount of \$24,199 and \$613 in the accompanying consolidated financial statements reflective of the homeowner payments held by Habitat as of June 30, 2022 and 2021, respectively, which must be subsequently remitted to the purchasing financial institutions.

NOTES TO FINANCIAL STATEMENTS

Mortgages Receivable (continued)

In accordance with ASC 860, *Transfers and Servicing*, the transfers of mortgages receivable by Habitat to purchasing financial institutions are accounted for as sales and result in the related receivables being excluded from the mortgages receivable balance on the consolidated statement of financial position. The agreements underlying sales of receivables contain provisions that indicate that Habitat is responsible for homeowner payment defaults on sold receivables, and in the event a loan is delinquent by ninety (90) days or more, Habitat shall use its best efforts to replace the non-performing loan with a substitute loan of substantially equal principal balance and a maturity date not longer than the non-performing loan, or re-purchase the loan. There were no non-performing loans re-purchased during 2022.

Habitat management does not believe that the servicing asset resulting from the sale of mortgages has any significant value. Accordingly, no servicing assets have been recognized in the accompanying consolidated financial statements as of June 30, 2022 and 2021.

8. Mortgages Receivable Securitization

On February 13, 2020, the LLC acquired, through a loan purchase and sale agreement, 50 mortgages receivable with principal balances totaling \$4,001,438 from Habitat. On December 14, 2021, the LLC acquired, through a loan purchase and sale agreement, an additional 26 mortgages receivable with principal balances totaling \$4,557,599 from Habitat. To fund the purchases of these subject mortgages, the LLC authorized the issuance of promissory notes with Northern Trust Company, secured by the mortgages (see Note 11). Under the loan purchase and sale agreements, if one of the collateralized mortgage loans becomes nonperforming (delinquent by sixty (60) days or more), the LLC is obligated to purchase that loan out of the collateral pool or substitute a similar, performing mortgage loan. There were three and one substitution(s) of a mortgage loan during the years ended June 30, 2022 and 2021, respectively. These substitutions were not related to nonperformance. The balance of mortgages receivable held as collateral totaled \$7,840,873 and \$3,628,198 and is included in mortgages receivable in the consolidated statements of financial position as of June 30, 2022 and 2021, respectively.

9. New Markets Tax Credits Joint Venture - Investments

The Organization entered into NMTC transactions involving U.S. Bancorp Community Development Corporation ("USBCDC"), its related entities and agents. NMTCs are tax credits created by the federal government in 2000 and renewed each year thereafter to help encourage sustained investment in low-income communities. The purpose is to provide investors with a financial incentive (a tax credit) to invest in projects being built in, or businesses operating in, low-income communities. Investors receive a federal tax credit earned over a 7-year period. The NMTC transactions provide a mechanism for Habitat to receive funding to improve properties or to build homes, build infrastructure or acquire land in low-income communities. Habitat receives this funding through qualified low-income community investment ("QLICI") loans, as described below and in Note 13. The following is a summary of the NMTC investments.

Investment in Harbor Habitat Leverage III, LLC ("Harbor-III")

In June 2020, the Organization acquired a 25% membership interest in Harbor-III in exchange for a capital contribution of \$1,111,838. The remaining 75% of Harbor-III is owned by three other affiliates of Habitat for Humanity International, Inc. Harbor-III was formed to make a loan to the USBCDC Investment Fund 346, LLC ("Fund 346"), which is owned by USBCDC, the federal tax credit investor, to provide financing for USBCDC's equity investment in a community development entity – Harbor Community Fund XXII, LLC ("sub-CDE").

NOTES TO FINANCIAL STATEMENTS

New Markets Tax Credits Joint Venture – Investments (continued)

Investment in Harbor Habitat Leverage III, LLC (“Harbor-III”) (continued)

Accordingly, Harbor-III entered into a Loan Agreement to lend \$4.4 million to Fund 346. Once Harbor-III made the loan, USBCDC invested the tax credit price of \$1.9 million into Fund 346. The Fund used the combination of the Harbor-III loan proceeds and the USBCDC investment as its equity investment in the sub-CDE, which in turn used the proceeds to fund the QLICI loans to the same Habitat affiliates that are members of Harbor-III. The loan proceeds are to be used solely for the purpose of constructing and selling qualified housing properties to low-income residents (See Note 13).

Simultaneous with these transactions, Harbor-III entered into an Option Agreement with USBCDC, the sole member of Fund 346, to put the ownership interest in Fund 346 for \$1,000 commencing in June 2027 and continuing for 6 months or call the ownership interest for a 12-month period following expiration of the Put Option at fair value. Exercise of the option will effectively extinguish the Organization’s outstanding debt owed to the sub-CDE. The Organization will recognize income in an amount approximating the difference in the book value of the investment and the debt. The investment and debt will then come off the Organization’s books and all entities related to the joint venture including Harbor-III, will then be dissolved effectively ending the structured financing deal.

Investment in HFHI NMTC Leverage Lender 2016-01, LLC (“HFHI 2016-01”)

In July 2017, the Organization acquired a 10.18% membership interest in HFHI-2016-1 in exchange for a capital contribution of \$1,251,772. The remaining 89.82% of HFHI-2016-1 is owned by four other affiliates of Habitat for Humanity International, Inc. HFHI-2016-1 was formed to make a loan to the Twain Investment Fund 250, LLC (“Fund 250”), which is owned by USBCDC, the federal tax credit investor, to provide financing for USBCDC’s equity investment in a community development entity – HFHI NMTC Sub-CDE II, LLC (“sub-CDE1”). Accordingly, HFHI-2016-1 entered into a Loan Agreement to lend \$12.3 million to Fund 250. Once HFHI-2016-1 made the loan, USBCDC invested the tax credit price of \$6.2 million into Fund 250. The Fund used the combination of the HFHI-2016-1 loan proceeds and the USBCDC investment as its equity investment in the sub-CDE1, which in turn used the proceeds to fund the QLICI loans to the same Habitat affiliates that are members of HFHI-2016-1. The loan proceeds are to be used solely for the purpose of constructing and selling qualified housing properties to low-income residents (See Note 13).

Simultaneous with these transactions, HFHI-2016-1 entered into an Option Agreement with USBCDC, the sole member of Fund 250, to put the ownership interest in Fund 250 for \$1,000 commencing in July 2024 and continuing for 6 months or call the ownership interest for a 12-month period following expiration of the Put Option at fair value. Exercise of the option will effectively extinguish the Organization’s outstanding debt owed to the sub-CDE1. The Organization will recognize income in an amount approximating the difference in the book value of the investment and the debt. The investment and debt will then come off the Organization’s books and all entities related to the joint venture including HFHI-2016-1, will then be dissolved effectively ending the structured financing deal.

10. New Markets Tax Credits Joint Venture – Intangible Assets

The Organization incurred structuring, guarantor and guarantee fees related to the NMTC deals. The guaranty and guarantor fees are amortized over 7 years. The structuring fees are amortized over a period to which the fee applies, which is between 7 and 30 years depending on the deal.

NOTES TO FINANCIAL STATEMENTS

New Markets Tax Credits Joint Venture – Intangible Assets (continued)

As of June 30, 2022, the balances of the NMTC intangible assets and accumulated amortization are as follows:

	Harbor- III	HFHI 2016-1	Total
Affiliate guaranty fee	\$ 56,468	\$ 93,110	\$ 149,578
CDE structuring fee	-	68,935	68,935
SA recapture fee	13,971	-	13,971
Sub CDE audit fees	20,000	-	20,000
Asset management fee	53,554	-	53,554
Consulting fee	23,284	-	23,284
	<u>167,277</u>	<u>162,045</u>	<u>329,322</u>
Less accumulated amortization	(49,786)	(76,697)	(126,483)
	<u>\$ 117,491</u>	<u>\$ 85,348</u>	<u>\$ 202,839</u>

Estimated annual NMTC amortization as of June 30, 2022 are as follows:

2023	\$ 39,496
2024	33,955
2025	26,195
2026	26,195
2027	24,200
Thereafter	52,798
Total	<u>\$ 202,839</u>

As of June 30, 2021, the balances of the NMTC intangible assets and accumulated amortization are as follows:

	Harbor- III	HFHI 2016-1	Total
Affiliate guaranty fee	\$ 56,468	\$ 93,110	\$ 149,578
CDE structuring fee	-	68,935	68,935
SA recapture fee	13,971	-	13,971
Sub CDE audit fees	20,000	-	20,000
Asset management fee	53,554	-	53,554
Consulting fee	23,284	-	23,284
	<u>167,277</u>	<u>162,045</u>	<u>329,322</u>
Less accumulated amortization	(25,888)	(61,097)	(86,985)
	<u>\$ 141,389</u>	<u>\$ 100,948</u>	<u>\$ 242,337</u>

NOTES TO FINANCIAL STATEMENTS

11. Long-Term Debt

Long-term debt consists of the following as of June 30:

	<u>2022</u>	<u>2021</u>
In February 2020, the LLC established a secured promissory note due to Northern Trust Company in the amount of \$4,001,438. The note is non-interest bearing until maturity in April 2048. Monthly principal payments are currently \$21,624. The issuance of the non-interest bearing note resulted in a \$980,804 discount, which is being amortized to interest expense over the term of the note. The note is collateralized by mortgages as described in Note 8.	\$ 3,371,195	\$ 3,667,944
In December 2021, the LLC established a secured promissory note due to Northern Trust Company in the amount of \$4,557,599. The note is non-interest bearing until maturity in June 2051. Monthly principal payments are currently \$15,615. The issuance of the non-interest bearing note resulted in a \$1,160,637 discount, which is being amortized to interest expense over the term of the note. The note is collateralized by mortgages as described in Note 8.	<u>4,479,524</u>	<u>-</u>
Habitat for Humanity International (as part of the FlexCap program), note payable. Secured by pledged mortgage loans. Due in quarterly installments of \$22,775 with interest at 5.00% per annum through June 2028. This note payable was paid in full during fiscal year 2022.	<u>-</u>	<u>535,292</u>
	\$ 7,850,719	\$ 4,203,236
Less unamortized discount on non-interest bearing notes	(1,868,720)	(845,397)
Less current portion of long-term debt	(444,045)	(325,043)
Less unamortized debt issuance costs	<u>(95,318)</u>	<u>-</u>
	<u>\$ 5,442,636</u>	<u>\$ 3,032,796</u>

NOTES TO FINANCIAL STATEMENTS

Long-Term Debt (continued)

The scheduled maturities of debt principal payments are summarized as follows as of June 30, 2022:

2023	\$	444,045
2024		444,045
2025		444,045
2026		444,045
2027		444,045
Thereafter		<u>5,625,494</u>
Total	\$	<u>7,850,719</u>

12. Paycheck Protection Program Promissory Note

In April 2020, Habitat entered into a promissory note agreement with a financial institution in the amount of \$472,587. The loan was made pursuant to the Paycheck Protection Program under the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act"), which provided for loans to qualifying businesses for amounts up to 2.5 times of the average monthly payroll and employee benefit expenses of the qualifying business. The loans and accrued interest may be fully or partially forgivable as long as the borrower uses the loan proceeds for eligible purposes, including payroll, benefits, rent and utilities, and maintains its employment levels during the covered payroll period. Habitat received full forgiveness of the loan in February 2021.

13. New Markets Tax Credits Joint Venture – Notes Payable

As a component of the Harbor-III NMTC transaction, Habitat received a QLICI loan of \$1,521,250, and entered into a Loan and Security Agreement (the "Harbor Agreement"), dated June 4, 2020, from the CDE. The Organization is obligated under the Harbor Agreement and related Promissory Note to make semi-annual interest only payments until June 5, 2027 at 0.730945%. Beginning in year 8 through year 20, the Organization is required to make semi-annual payments of principal and interest (at 0.730945%) in an amount to fully amortize the loan by its maturity date. The loan matures in June 2040. The balance of the note payable totaled \$1,446,908 (net of unamortized debt issuance costs of \$74,342) as of June 30, 2022 and \$1,442,759 (net of unamortized debt issuance costs of \$78,491) as of June 30, 2021. Harbor Agreement requires a specific solvency and debt service coverage ratio be maintained as measured at fiscal year-end. The Organization was in compliance with these debt covenants as of June 30, 2022.

As a component of the HFHI-2016-1 NMTC transaction, Habitat received a QLICI loan of \$1,850,866, and entered into a Loan and Security Agreement (the "HFHI Agreement"), dated July 19, 2017, from the CDE1. The Organization is obligated under the HFHI Agreement and related Promissory Note to make semi-annual interest only payments until July 1, 2024 at 0.676452%. Beginning in year 8 through year 30, the Organization is required to make semi-annual payments of principal and interest (at 0.676452%) in an amount to fully amortize the loan by its maturity date. The loan matures in July 2047. The balance of the note payable totaled \$1,825,321 (net of unamortized debt issuance costs of \$25,545) as of June 30, 2022 and \$1,824,303 (net of unamortized debt issuance costs of \$26,563) of as of June 30, 2021. The HFHI Agreement requires a specific tangible net worth and debt service coverage ratio be maintained as measured at fiscal year-end. The Organization was in compliance with these debt covenants as of June 30, 2022.

NOTES TO FINANCIAL STATEMENTS

New Markets Tax Credits Joint Venture – Notes Payable (continued)

As set forth in the agreements, the Organization is required to comply with the NMTC requirements as generally set forth in the Internal Revenue Code (“IRC”) Section 45D, including that the Organization maintain a Separate Business (which is aggregated within the Organization’s financial statements) such that the Separate Business will qualify as a qualified active low-income community business as defined by IRC Section 45D. Only the Separate Business assets of the Organization were pledged as security under the agreements.

14. Net Assets with Donor Restrictions

Net assets with donor restrictions were restricted for the following purposes as of June 30:

	<u>2022</u>	<u>2021</u>
Subject to expenditure for a specified purpose		
Construction and rehabilitation projects	\$ 916,540	\$ 1,502,331
Homeowner services	39,774	45,579
Community development and other	<u>25,526</u>	<u>21,370</u>
	981,840	1,569,280
Subject to the Organization’s spending policy and appropriation		
Original donor-restricted endowment gift required to be maintained by donor	20,000	20,000
Accumulated investment earnings, which, once appropriated, are expendable	<u>13,912</u>	<u>17,702</u>
	33,912	37,702
Total	<u>\$ 1,015,752</u>	<u>\$ 1,606,982</u>

NOTES TO FINANCIAL STATEMENTS

15. Liquidity and Availability of Resources

The following table shows a determination of Habitat's financial assets that are available to meet needs for general expenditure within one year, as of June 30:

	<u>2022</u>	<u>2021</u>
Cash and cash equivalents	\$ 8,988,701	\$ 4,383,524
Restricted cash	2,173,718	2,137,393
Grants and contracts receivable	20,238	291,054
Pledges receivable	15,000	23,500
Notes receivable, current	4,102	53,863
Mortgages receivable net of discount, due within one year	1,135,567	1,095,779
Investments, restricted	<u>29,723</u>	<u>33,962</u>
Total financial assets	12,367,049	8,019,075
Less amounts unavailable for general expenditure within one year, due to:		
Contractual or donor-imposed restrictions		
Contractual	572,946	440,251
Subject to expenditure for specified purpose	981,840	1,569,280
Subject to spending policy and appropriation	33,912	37,702
Board designations		
Capital reserve	<u>421,458</u>	<u>363,325</u>
Financial assets available to meet cash needs for general expenditures within one year	<u>\$ 10,356,893</u>	<u>\$ 5,608,517</u>

As part of Habitat's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. Additionally, amounts set aside in investment accounts are either restricted by donors in endowment funds or designated by the governing board as a capital reserve. With approval from the governing board, Habitat can use the amounts set aside in the investment accounts for unanticipated liquidity needs if needed.

16. Donated Property, Materials and Services

Donated property, materials and services consisted of the following for the years ended June 30:

	<u>2022</u>	<u>2021</u>
Construction materials and equipment	\$ 121,569	\$ 225,895
Land and property	534,518	205,275
Other program supplies and services	46,827	31,067
HabiStore items for resale	<u>1,878,443</u>	<u>1,519,416</u>
	<u>\$ 2,581,357</u>	<u>\$ 1,981,653</u>

NOTES TO FINANCIAL STATEMENTS

Donated Property, Materials and Services (continued)

For the years ended June 30, 2022, and 2021, the Organization recognized contributed nonfinancial assets within donated property, materials and services. Among these nonfinancial assets, there are no donor-imposed restrictions.

Construction materials and equipment - The Organization receives home building materials and equipment, such as HVAC, electrical panels, paint, appliances, countertops and finishings that are utilized in its home building program. These items are valued based on the quantity of items received and the market price of the items had they been purchased.

Land and property - The Organization receives land and other real property that is either utilized in Habitat's home building program, or sold if it is determined the donation cannot be utilized for the construction of homes. Donated land and property are recorded at fair market value using a third party appraisal of the asset.

Program supplies and services - Program supplies and services consist primarily of donated professional IT services that Habitat would otherwise purchase if not provided. The professional IT services are valued using a standard hourly rate for an IT professional providing similar services.

HabiStore items for resale - The Organization receives donated building materials, appliances and furniture from individual donors, retail businesses and contractors. The Organization sells these items to the general public (See Note 18). The fair market value of these items is not readily determinable until the items are sold; therefore, the value is determined by the selling price of the item.

17. Advertising and Marketing Costs

The following costs are included in advertising and marketing costs for the years ended June 30:

	2022	2021
Direct advertising and marketing	\$ 40,175	\$ 37,437
Direct mail campaigns	25,320	26,817
Donated in-kind advertising	4,399	7,674
Newsletters and annual report	1,880	1,785
	\$ 71,774	\$ 73,713

NOTES TO FINANCIAL STATEMENTS

18. HabiStore Summarized Financial Information

HabiStore operating revenues and expenses consisted of the following for the years ended June 30:

	2022	2021
HabiStore sales	\$ 2,049,140	\$ 1,672,435
HabiStore donated items sold	1,878,443	1,519,416
Total HabiStore revenues	3,927,583	3,191,851
HabiStore operating expenses	(2,986,910)	(2,484,084)
HabiStore revenues in excess of expenses	\$ 940,673	\$ 707,767

19. Methods Used for Allocation of Expenses Among Program and Supporting Services

The consolidated financial statements report certain categories of expenses that are attributable to one or more program or supporting services of the Organization. Expenses that can be identified with a specific program are allocated directly according to their natural classification. Other expenses that are common to several functions are allocated primarily based on labor costs or other applicable cost drivers.

20. Commitments and Contingencies***Collection of Second Mortgages***

In addition to the non-interest bearing mortgage received from the sale of each home, Habitat may issue a contingent second mortgage. The second mortgages issued by Habitat represent the excess of the market value of the home over the original loan at the date the second mortgage is executed. Should the homeowner pay off the primary mortgage early or default on the mortgage, the second mortgage would become due. During the year ended June 30, 2022, two second mortgages were paid off early. During the year ended June 30, 2021, no second mortgages were paid off early.

Contract with the Pascua Yaqui Tribe

In May 2003, Habitat entered into a contract with the Pascua Yaqui tribe to build twenty-two homes for tribal members. Five homes were to be located on the reservation and sold directly to the tribe. Seventeen homes were to be located off of the reservation and sold directly to Pascua Yaqui homeowners. In 2009, Habitat and the Pascua Yaqui tribe agreed to reduce the target number of homes in the agreement to twenty homes. Half of the principal payments from the mortgages receivable received by Habitat from the Pascua Yaqui homeowners covered under this contract were deposited into an interest-bearing account, held by both Habitat and the Pascua Yaqui tribe. Monies in the account were designated for future home building projects with the Pascua Yaqui tribe.

In December 2020, Habitat and the Pascua Yaqui tribe mutually agreed to terminate the contract. In the disposition of the contract, seven (7) of the eleven (11) remaining mortgages were assigned to the Pascua Yaqui tribe and the remaining funds in the account were to be distributed to Habitat.

NOTES TO FINANCIAL STATEMENTS

Commitments and Contingencies (continued)

Neighborhood Stabilization Program 2 (“NSP2”) Agreement

On April 1, 2010, Habitat entered into a \$1,225,000 NSP2 Consortium Funding Agreement with Pima County for the construction of thirty-five (35) homes in the Corazon del Pueblo subdivision, targeted to low, moderate, or middle household income homebuyers in Tucson, Arizona. The funds originate with the U.S. Department of Housing and Urban Development (“HUD”) and are passed through Pima County. On September 1, 2012, an amendment to the Consortium Funding Agreement was executed for the construction of an additional four (4) homes in the Corazon del Pueblo subdivision, and six (6) homes in the Copper Vista I or II subdivisions. On November 1, 2012, an amendment to the Consortium Funding Agreement was executed for the construction of one (1) additional home in the Copper Vista I or II subdivisions. As of June 30, 2014, construction of all forty-six (46) homes was completed and all homes had been sold to qualified low, moderate, or middle household income homebuyers. Under the agreement, revenue directly generated by activities carried out with NSP2 funds is referred to as Program Income. Habitat, under an agreement with Pima County, applies and reports the program income earned under NSP2 to current new home construction. Under terms of the agreement with Pima County, Habitat may be required to repurchase the NSP2 homes unless the home is resold to a qualified buyer.

Credit and Operational Risk

Due to the fact that Habitat’s programs are concentrated in Pima County, Arizona, the level of contributions, home sales and collections of mortgages receivable may be affected by changes in economic or other conditions which affect this locale.

In addition to geographic concentration risk, management also notes the following risk factors that may affect the Organization’s future ability to carry out its mission, including: the Organization’s ongoing dependency on contributions as a significant portion of total operating revenue; the rate at which the Organization collects its long-term mortgages receivable versus the obligations presented by the Organization’s short-term liabilities; risk of loss due to loan defaults, the limited marketability of the mortgages receivable for resale; and the risk that an investor may mandate the Organization repurchase or replace a loan sold if the loan becomes delinquent.

Litigation

The Organization is involved in legal proceedings in the normal course of its business operations. The Organization does not believe that any pending or threatened proceeding would have a material adverse effect on its financial position or results of operations.

21. Subsequent Events

The Organization evaluated subsequent events through November 10, 2022, which represents the date the consolidated financial statements were available to be issued and concluded that no additional disclosures are required.