



Financial Statements
December 31, 2020 and 2019
Kestrel I, LLC

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Independent Auditor's Report

To the Members
Kestrel I, LLC
Boulder, Colorado

Report on the Financial Statements

We have audited the accompanying financial statements of Kestrel I, LLC, which comprise the balance sheets as of December 31, 2020 and 2019, and the related statements of operations and members' equity, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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 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 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 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 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 financial statements referred to above present fairly, in all material respects, the financial position of Kestrel I, LLC as of December 31, 2020 and 2019, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The Schedules of Maintenance and Operating, Utilities, Administrative, Insurance, and Interest Expenses are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

The image shows a handwritten signature in cursive script that reads "Eide Bailly LLP". The signature is written in black ink and is positioned above the typed name and date.

Fargo, North Dakota
March 29, 2021

Kestrel I, LLC

Balance Sheets

December 31, 2020 and 2019

	<u>2020</u>	<u>2019</u>
Assets		
Cash	\$ 921,416	\$ 649,401
Accounts receivable	63,637	15,199
Prepaid expenses	167,052	7,370
Tenant security deposits	69,654	69,654
Restricted cash	1,119,064	1,126,963
Property and equipment, at cost, less accumulated depreciation	62,683,839	65,906,036
Tax credit fees, net of accumulated amortization of \$50,559 in 2020 and \$33,439 in 2019	206,238	223,358
	<u>\$ 65,230,900</u>	<u>\$ 67,997,981</u>
Liabilities and Members' Equity		
Liabilities		
Accounts payable	\$ 50,482	\$ 29,988
Due to related party	114,443	33,933
Prepaid rent	21,919	24,832
Accrued expenses	1,380,311	1,038,957
Tenant security deposits payable	57,024	55,824
Deferred revenue	11,667	13,667
Developer fee payable	1,447,913	1,447,913
Long-term debt, net of unamortized debt issuance costs	37,941,170	38,214,788
	<u>41,024,929</u>	<u>40,859,902</u>
Total liabilities	41,024,929	40,859,902
Members' Equity	24,205,971	27,138,079
	<u>\$ 65,230,900</u>	<u>\$ 67,997,981</u>

Kestrel I, LLC
Statements of Operations and Members' Equity
Years Ended December 31, 2020 and 2019

	2020	2019	
Operations			
Revenue			
Tenant rent	\$ 2,156,590	\$ 2,110,473	
Rental assistance payments	921,026	850,145	
Less vacancies	<u>(115,142)</u>	<u>(98,069)</u>	
Net rental income	2,962,474	2,862,549	
Tenant charges	22,194	92,089	
Interest income	43	22	
Other income	<u>9,995</u>	<u>15,684</u>	
Total revenue	<u>2,994,706</u>	<u>2,970,344</u>	
Expenses			
Maintenance and operating	515,832	342,842	
Utilities	302,239	291,182	
Administrative	307,145	305,444	
Taxes and insurance	168,304	175,691	
Interest	1,386,099	1,316,805	
Depreciation and amortization	<u>3,239,317</u>	<u>3,237,904</u>	
	<u>5,918,936</u>	<u>5,669,868</u>	
Loss before Asset Management Fee	(2,924,230)	(2,699,524)	
Asset Management Fee	<u>7,878</u>	<u>7,648</u>	
Net Loss	<u>\$ (2,932,108)</u>	<u>\$ (2,707,172)</u>	
Members' Equity			
	Managing Member	Investor and Special Members	Total
Balance (Deficit), December 31, 2018	\$ (442)	\$ 27,912,577	\$ 27,912,135
Contributions	-	1,933,116	1,933,116
Net loss	<u>(244)</u>	<u>(2,706,928)</u>	<u>(2,707,172)</u>
Balance (Deficit), December 31, 2019	(686)	27,138,765	27,138,079
Net loss	<u>(264)</u>	<u>(2,931,844)</u>	<u>(2,932,108)</u>
Balance (Deficit), December 31, 2020	<u>\$ (950)</u>	<u>\$ 24,206,921</u>	<u>\$ 24,205,971</u>

Kestrel I, LLC
Statements of Cash Flows
Years Ended December 31, 2020 and 2019

	2020	2019
Operating Activities		
Net loss	\$ (2,932,108)	\$ (2,707,172)
Adjustments to reconcile net loss to net cash from operating activities		
Depreciation	3,222,197	3,220,784
Amortization	17,120	17,120
Bad debt	-	83,444
Interest expense attributable to amortization of debt issuance costs	48,393	48,393
Changes in operating assets and liabilities		
Accounts receivable	(48,438)	(89,196)
Prepaid expenses	(159,682)	30,153
Accounts payable	20,494	3,471
Prepaid rent	(2,913)	3,285
Accrued expenses	341,354	259,570
Tenant security deposits payable	1,200	(839)
Deferred revenue	(2,000)	(2,000)
Net Cash from Operating Activities	505,617	867,013
Net Cash used for Investing Activity		
Purchase of property and equipment	-	(33,891)
Financing Activities		
Payments on long-term debt	(322,011)	(309,529)
Payment on developer fee payable	-	(3,319,023)
Advances from (payments to) related party	80,510	(511)
Equity contributions	-	1,933,116
Net Cash used for Financing Activities	(241,501)	(1,695,947)
Net Change in Cash, Tenant Security Deposits, and Restricted Cash	264,116	(862,825)
Cash, Tenant Security Deposits, and Restricted Cash, Beginning of Year	1,846,018	2,708,843
Cash, Tenant Security Deposits, and Restricted Cash, End of Year	\$ 2,110,134	\$ 1,846,018
Cash	\$ 921,416	\$ 649,401
Tenant Security Deposits	69,654	69,654
Restricted Cash	1,119,064	1,126,963
	\$ 2,110,134	\$ 1,846,018
Supplemental Disclosure of Cash Flow Information		
Cash payments for interest	\$ 1,068,977	\$ 1,009,064

Note 1 - Principal Business Activity and Significant Accounting Policies

Principal Business Activity, Risks, and Uncertainty

Kestrel I, LLC (Company) was formed March 5, 2014, as a limited liability company under the laws of the State of Colorado and shall continue in perpetual existence, unless dissolved or terminated at an earlier date. The Company was formed for the purpose to develop, construct, rehabilitate, own, maintain, and operate a 200-unit multi-family and senior housing complex. Substantially all of the Company's income is derived from the rental of its apartment units. Units were placed in service throughout 2017 as construction was completed in various phases.

The Company has qualified and been allocated low-income housing tax credits pursuant to the Internal Revenue Code Section 42, which regulates the use of the complex as to occupant eligibility and unit gross rent, among other requirements. The Company must meet the provisions of these regulations during each of 15 consecutive years in order to continue to qualify to receive the tax credits. Failure to comply with occupant eligibility and unit gross rent or to correct noncompliance within a specified time period could result in recapture of the previously taken low-income housing tax credits plus interest. Such potential noncompliance may require an adjustment to the contributed capital by the members. All units within this project are subject to rent restrictions and qualified tenant restrictions as required by the Low Income Housing Tax Credit Program.

Concentrations of Credit Risk

The Company maintains its cash accounts in various deposit accounts, the balances of which are periodically in excess of federally insured limits.

Receivables and Credit Policy

Accounts receivable are rents and charges currently due from residential tenants. Payments on accounts receivable are applied to specific months. Management reviews accounts receivable monthly and charges operations with those considered uncollectible. All remaining accounts receivable are considered collectible.

Prepaid Expenses

Prepaid expenses consist of prepaid insurance premiums paid in advance for future periods and are charged to expense over the policy period.

Property and Equipment

Property and equipment is recorded at cost. Expenditures for renewals and improvements that significantly add to the productive capacity or extend the useful life of an asset are capitalized. Expenditures for maintenance and repairs are charged to expense. When equipment is retired or sold, the cost and related accumulated depreciation are eliminated from the accounts and the resultant gain or loss is reflected in income.

Depreciation is computed principally by the straight-line method over the following estimated useful lives:

Land improvements	20 years
Buildings and improvements	5 - 40 years
Equipment and furnishings	10 years
Geothermal equipment	5 years

The Company reviews the carrying value of property and equipment for impairment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of assets. The factors considered by management in performing this assessment include current operating results, trends and prospects, the manner in which the property is used, and the effects of obsolescence, demand, competition, and other economic factors. Based on this assessment there was no impairment at December 31, 2020 and 2019.

Tax Credit Fees

Tax credit fees are being amortized over a 15-year life using the straight-line method of amortization. Amortization is expected to be approximately \$17,120 for each of the next five years.

Debt Issuance Costs

Debt issuance costs are amortized over the period the related obligation is outstanding using the straight-line method, which is a reasonable estimate of the effective interest method. Debt issuance costs are included within long-term debt on the balance sheet. Amortization of debt issuance costs is included in interest expense in the accompanying financial statements.

Income Taxes

As a limited liability company, the Company's taxable income or loss is allocated to members in accordance with the operating agreement. Therefore, no provision for income taxes has been included in the financial statements.

The Company evaluates its tax positions that have been taken or are expected to be taken on income tax returns to determine if an accrual is necessary for uncertain tax positions. As of December 31, 2020 and 2019, the unrecognized tax benefit accrual was zero. The Company will recognize future accrued interest and penalties related to unrecognized tax benefits in income tax expense if incurred.

Rental Income

Housing units are rented under operating lease agreements with terms of one year or less. Rent income from tenants and rental assistance payments are recognized in the month in which it is earned rather than received. Tenant rent represents gross rent for all units in the project. Vacancy loss is recorded for any unrented units to arrive at net rental income.

Prepaid Rent

Prepaid rent is recorded for rent or charges received in advance.

Advertising and Marketing

Advertising and marketing costs are expensed as incurred.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent Events

The Company has evaluated subsequent events through March 29, 2021, the date which the financial statements were available to be issued.

Note 2 - Restricted Cash

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

	2020	2019
Replacement reserve	\$ 131,849	\$ 71,816
Operating reserve	783,304	783,304
Insurance escrow	203,911	271,843
	\$ 1,119,064	\$ 1,126,963

Replacement Reserve

Pursuant to the operating agreement, the Company is to establish a replacement reserve to provide for working capital needs, improvements, and replacements relating to the project, commencing upon final closing. The Company is to deposit annually, \$300 per unit, increasing at a rate of three percent each year. Any disbursements from the replacement reserve are to be made with the consent of the special investor member.

Replacement reserve activity for the years ended December 31, 2020 and 2019 is as follows:

	2020	2019
Balance, January 1	\$ 71,816	\$ 10,000
Deposits	60,000	61,800
Interest	33	16
Balance, December 31	\$ 131,849	\$ 71,816

Operating Reserve

Pursuant to the operating agreement, the Company is to establish and maintain an operating reserve to meet operating expenses and debt service of the Company which exceed operating revenues. The reserve is to be funded in the amount of \$783,304 from capital contributions and proceeds of project loans, no later than the special investor member's third capital contribution. The managing member may make withdrawals subject to the special investor member's approval. If the balance falls below the required amount, the reserve is to be replenished from net cash flow of the project.

Insurance Escrow

Pursuant to the terms of the operating agreement, the Company is to maintain an insurance escrow to pay insurance premiums. This account is used to receive monthly deposits to pay the annual insurance premiums.

Note 3 - Property and Equipment

Property and equipment at December 31, 2020 and 2019 consists of the following:

	2020	2019
Land and improvements	\$ 9,152,606	\$ 9,152,606
Buildings and improvements	63,028,633	63,028,633
Equipment and furnishings	1,704,959	1,704,959
	73,886,198	73,886,198
Accumulated depreciation	(11,202,359)	(7,980,162)
	\$ 62,683,839	\$ 65,906,036

Note 4 - Accrued Expenses

Accrued expenses at December 31, 2020 and 2019 consists of the following:

	2020	2019
Interest		
First mortgage	\$ 82,302	\$ 82,302
Boulder County Housing Authority (BCHA) notes payable (Note 8)	1,217,735	949,006
Developer fee	72,396	-
Asset management fee (Note 8)	7,878	7,649
	\$ 1,380,311	\$ 1,038,957

Note 5 - Deferred Revenue

The Company assumed a service agreement with CenturyLink Sales Solutions, Inc. The agreement required a one-time payment from CenturyLink in the amount of \$20,000 for an easement on providing the project with cable services. The contract expires in 2026. As of December 31, 2020 and 2019, deferred revenue is \$11,667 and \$13,667, respectively.

Note 6 - Long-Term Debt

Long-term debt as of December 31, 2020 and 2019 consists of:

	2020	2019
Unrelated		
3.96%, \$25,300,000 note payable to a commercial bank, due in monthly payments of \$108,653, including interest, through maturity in March 2034, secured by a deed of trust on the property	\$ 24,618,051	\$ 24,940,062
Unamortized debt issuance costs based upon effective interest rate of 4.30%	(641,213)	(689,606)
	23,976,838	24,250,456
0.0%, \$3,712,431 note payable to the State of Colorado, payments are to be made from available cash flow beginning in June 2019 through maturity in March 2051, secured by a deed of trust on the property	3,712,431	3,712,431

	2020	2019
Related Party		
1.0%, \$1,450,000 note payable to BCHA, due in annual interest only payments of \$14,779 until June 2029 when annual principal and interest payments of \$304,511 are due through maturity April 2034, secured by a deed of trust on the property	\$ 1,450,000	\$ 1,450,000
2.0%, \$1,000,000 note payable to BCHA, payments are to be made from available cash flow, unpaid principal and interest due March 2066, secured by a deed of trust on the property	1,000,000	1,000,000
2.0%, \$350,000 note payable to BCHA, payments are to be made from available cash flow, unpaid principal and interest due March 2066, secured by a deed of trust on the property	350,000	350,000
2.0%, \$580,297 note payable to BCHA, payments are to be made from available cash flow, unpaid principal and interest due March 2066, secured by a deed of trust on the property	580,297	580,297
2.0%, \$2,600,000 note payable to BCHA, payments are to be made from available cash flow, unpaid principal and interest due March 2066, secured by a deed of trust on the property	2,600,000	2,600,000
2.0%, \$1,045,002 note payable to BCHA, payments are to be made from available cash flow, unpaid principal and interest due March 2066, secured by a deed of trust on the property	1,045,002	1,045,002
4.0%, \$4,200,000 note payable to BCHA, payments are to be made from available cash flow, unpaid principal and interest due March 2066, note may be drawn to a maximum of \$4,200,000, secured by a deed of trust on the property	3,226,602	3,226,602
	10,251,901	10,251,901
Long-term debt, net of unamortized debt issuance costs	\$ 37,941,170	\$ 38,214,788

Future maturities of long-term debt are as follows:

Year Ended December 31,	Amount
2021	\$ 334,997
2022	348,506
2023	362,560
2024	377,181
2025	392,392
Thereafter	36,766,747
Unamortized debt issuance costs	(641,213)
	\$ 37,941,170

Note 7 - Property Taxes

The Company is exempt from property taxes under C.R.S 29-4-507 through Kestrel Manager, LLC. Currently there is no expiration date on the property tax exemption for so long as Kestrel Manager, LLC owns interest in the Company.

Note 8 - Related Party Transactions

Developer Fees

The Company has entered into a development agreement with Boulder County Housing Authority (BCHA), the sole member of the managing member, for the services provided in connection with the development and construction of the project in the amount of \$6,091,976, which has been capitalized as part of the building. Developer fees are expected to be paid from net cash flow. The fee is to be paid in full by the thirteenth year. During 2020 and 2019, the Company paid \$0 and \$3,319,023, respectively, for developer fees. As of December 31, 2020 and 2019, the Company owes BCHA \$1,447,913 for developer fees.

The unpaid developer fees are to bear interest at a rate of 5%, compounding annually, commencing at the time of the fourth capital contribution. During 2020 and 2019, the Company incurred interest of \$72,396 and \$0, respectively, on the unpaid developer fees. As of December 31, 2020 and 2019, the Company owes BCHA \$72,396 and \$0, respectively, for accrued interest (Note 4).

Mortgage Notes and Accrued Interest

The Company has entered into multiple loan agreements with BCHA (Note 6). During 2020 and 2019, the Company incurred interest of \$283,486 and \$275,127, respectively, to BCHA on these mortgage notes payable. As of December 31, 2020 and 2019, the Company owes BCHA \$1,217,735 and \$949,006, respectively, for accrued interest (Note 4).

Due to Related Party

As of December 31, 2020 and 2019, the Company owed BCHA \$114,443 and \$33,933, respectively, for various costs paid on behalf of the project by BCHA during construction and payroll reimbursements.

Management Fees

The Company has entered into a management agreement with BCHA to provide management services for the project. Under the terms of the agreement, the Company is to pay management fees equal to 4.5% of gross collected rents. During 2020 and 2019, the Company incurred management fees of \$133,311 and \$129,286, respectively, to BCHA.

Reimbursement of Expenses

During 2020 and 2019, the Company reimbursed BCHA approximately \$446,700 and \$252,000, respectively, for payroll, reimbursements of construction costs, and other operating expenses.

Asset Management Fee

Pursuant to the operating agreement, the Company is to pay the special investor member a cumulative fee equal to \$7,000 annually, commencing on March 1, 2017, for services for the review of the operations of the Company. The fee is to increase by 3% annually. During 2020 and 2019, the Company incurred \$7,878 and \$7,648, respectively, for asset management fees. As of December 31, 2020 and 2019, the Company owed the special investor member \$7,878 and \$7,649, respectively, for this fee (Note 4).

Operating Deficit Guaranty

Pursuant to the operating agreement, the managing member is required to fund operating deficits during the period beginning upon the date that stabilized operations is achieved and for five years thereafter as defined in the agreement. The managing manager shall be obligated to provide funds in the form of a loan not to exceed \$1,200,000, shall bear no interest, and shall be repayable solely from net cash flow as allowed in the operating agreement.

Note 9 - Members' Equity

Members	Profit and Loss Percentages
Managing Kestrel Manager, LLC	0.009%
Investor Red Stone Kestrel, LLC	99.99%
Special Red Stone Equity Manager 2, LLC	0.001%
	100.00%

Pursuant to the operating agreement, the investor member is to make capital contributions in the amount of \$34,600,056. During 2020 and 2019, the investor member made capital contributions of \$0 and \$1,933,116, respectively, to the Company. As of December 31, 2020 and 2019, the investor member has contributed \$34,803,168 to the Company, which includes syndication costs of \$50,000.

Pursuant to the operating agreement, the managing member is to make capital contributions in the amount of \$100. During 2020 and 2019, the managing member made capital contributions of \$0 to the Company. As of December 31, 2020 and 2019, the managing member has contributed \$0 to the Company.

Profit or loss is allocated to the members in accordance with the operating agreement. The members have certain rights and obligations as outlined in the operating agreement.



Supplementary Information
December 31, 2020 and 2019
Kestrel I, LLC

Schedules of Maintenance and Operating, Utilities, Administrative, Insurance, and Interest Expenses
Years Ended December 31, 2020 and 2019

	<u>2020</u>	<u>2019</u>
Maintenance and Operating		
Reimbursed salaries and benefits	\$ 314,115	\$ 121,764
Snow removal	16,869	26,868
Supplies	48,796	60,430
Contracted services	93,173	76,571
Other maintenance and operating	4,296	7,819
Trash removal	27,081	25,461
Exterminating	-	264
Grounds maintenance	11,502	23,665
	<u>\$ 515,832</u>	<u>\$ 342,842</u>
Utilities		
Electricity	\$ 202,726	\$ 200,295
Water and sewer	55,514	58,817
Other utilities	43,999	32,070
	<u>\$ 302,239</u>	<u>\$ 291,182</u>
Administrative		
Reimbursed management salaries and benefits	\$ 154,546	\$ 58,342
Management fees	133,311	129,286
Other administrative	4,096	3,836
Audit and accounting	7,115	8,810
Legal	5,251	5,261
Advertising and marketing	-	12,698
Office supplies	2,826	3,767
Bad debt	-	83,444
	<u>\$ 307,145</u>	<u>\$ 305,444</u>
Insurance		
Insurance	\$ 161,834	\$ 160,481
Other taxes, licenses, permits, and financial	6,470	15,210
	<u>\$ 168,304</u>	<u>\$ 175,691</u>
Interest		
First mortgage	\$ 1,030,217	\$ 1,041,678
BCHA notes	283,486	275,127
Developer fee	72,396	-
	<u>\$ 1,386,099</u>	<u>\$ 1,316,805</u>