

Financial Statements
December 31, 2019 and 2018

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, 2019 and 2018, 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, 2019 and 2018, 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.

Change in Accounting Principle

As discussed in Note 10 to the financial statements, the Company has adopted the provisions of Financial Accounting Standards Board Accounting Standards Update No. 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash.* Accordingly, the December 31, 2018 statement of cash flows has been restated to adopt this standard. Our opinion is not modified with respect to this matter.

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 Expense 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.

Fargo, North Dakota March 26, 2020

Gede Saelly LLP

		2019		2018
Assets				
Cash	\$	649,401	\$	1,730,424
Accounts receivable		15,199		9,447
Prepaid expenses		7,370		37,523
Tenant security deposits		69,654		63,904
Restricted cash		1,126,963		914,515
Property and equipment, at cost, less accumulated depreciation	(65,906,036		69,092,929
Tax credit fees, net of accumulated amortization of \$33,439 in		, ,		, ,
2019 and \$16,319 in 2018		223,358		240,478
		•		
	\$	67,997,981	\$	72,089,220
Liabilities and Members' Equity			_	
,				
Liabilities				
Accounts payable	\$	29,988	\$	26,517
Due to related party		33,933		34,444
Prepaid rent		24,832		21,547
Accrued expenses		1,038,957		779,387
Tenant security deposits payable		55,824		56,663
Deferred revenue		13,667		15,667
Developer fee payable		1,447,913		4,766,936
Long-term debt, net of unamortized debt issuance costs		38,214,788		38,475,924
Total liabilities		40,859,902		44,177,085
Members' Equity		27,138,079		27,912,135
	\$	67,997,981	\$	72,089,220

		2019	2018
Operations			
Revenue Tenant rent Rental assistance payments Less vacancies Net rental income		\$ 2,110,473 850,145 (98,069) 2,862,549	\$ 2,061,762 803,066 (272,621) 2,592,207
Tenant charges Interest income Other income		92,089 22 15,684	22,755 - 96,054
Total revenue		2,970,344	2,711,016
Expenses Maintenance and operating Utilities Administrative Taxes and insurance Interest Depreciation and amortization		342,842 291,182 305,444 175,691 1,316,805 3,237,904	307,795 305,236 280,619 127,802 1,302,829 3,213,252
		5,669,868	5,537,533
Loss before Asset Management Fee		(2,699,524)	(2,826,517)
Asset Management Fee		7,648	7,010
Net Loss		\$ (2,707,172)	\$ (2,833,527)
Members' Equity	Managing Member	Investor and Special Members	Total
Balance (Deficit), December 31, 2017 Contributions Net loss	\$ (187) - (255)	\$ 25,555,841 5,190,008 (2,833,272)	\$ 25,555,654 5,190,008 (2,833,527)
Balance (Deficit), December 31, 2018 Contributions Net loss	(442) - (244)	27,912,577 1,933,116 (2,706,928)	27,912,135 1,933,116 (2,707,172)
Balance (Deficit), December 31, 2019	\$ (686)	\$ 27,138,765	\$ 27,138,079

	2019	2018
		(As Restated)
Operating Activities	t (a :)	
Net loss	\$ (2,707,172)	\$ (2,833,527)
Adjustments to reconcile net loss to net cash from		
operating activities	2 220 704	2 201 222
Depreciation Amortization	3,220,784 17,120	3,201,233 12,019
Interest expense attributable to amortization of debt	17,120	12,019
issuance costs	48,393	8,066
Changes in operating assets and liabilities		
Accounts receivable	(5,752)	(5,642)
Prepaid expenses	30,153	(18,019)
Accounts payable	3,471	9,526
Prepaid rent	3,285	15,737
Accrued expenses	259,570	343,301
Tenant security deposits payable	(839)	31,973
Deferred revenue	(2,000)	(2,000)
Net Cash from Operating Activities	867,013	762,667
Net Cash used for Investing Activity		
Purchase of property and equipment	(33,891)	(3,914,709)
Figure to A satisfation		
Financing Activities		F 160 201
Proceeds from construction note payable	-	5,169,281
Principal payment on construction note payable	-	(26,791,240) 812,723
Proceeds from long-term debt	(200 E20)	
Payments on long-term debt Payment for other assets	(309,529)	(50,409) (56,427)
Payment for tax credit fees	_	(102,006)
Payment on developer fee payable	(3,319,023)	(675,040)
Payment on due to related party	(5,515,625)	(517,319)
Equity contributions	1,933,116	5,190,008
Equity contributions	1,333,110	3,130,000
Net Cash used for Financing Activities	(1,695,947)	(17,020,429)
Net Change in Cash, Tenant Security Deposits, and Restricted Cash	(862,825)	(20,172,471)
Cash, Tenant Security Deposits, and Restricted Cash, Beginning of Year	2,708,843	22,881,314
Cash, Tenant Security Deposits, and Restricted Cash, End of Year	\$ 1,846,018	\$ 2,708,843
Cash	\$ 649,401	\$ 1,730,424
Tenant Security Deposits	69,654	63,904
Restricted Cash	1,126,963	914,515
Nestricted Cush	1,120,303	
	\$ 1,846,018	\$ 2,708,843

Kestrel I, LLC Statements of Cash Flows Years Ended December 31, 2019 and 2018

	 2019	(A	2018 s Restated)
Supplemental Disclosure of Cash Flow Information Cash payments for interest, net of capitalized interest	\$ 1,009,064	\$	951,679
Supplemental Disclosure of Noncash Investing and Financing Activities Conversion of construction note payable to permanent financing	\$ 	\$	25,300,000

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 project 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.

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 improvements20 yearsBuildings and improvements5 - 40 yearsEquipment and furnishings10 yearsGeothermal equipment5 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, 2019 and 2018.

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, 2019 and 2018, 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.

Change in Accounting Policy

As of January 1, 2019, the Company adopted the provisions of Accounting Standards Update (ASU) 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash. This update requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents, by including amounts generally described as restricted cash and restricted cash equivalents with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. Retrospective application of the amendment is required. The Company has adopted this standard as management believes this presentation eliminates a diversity in practice in the presentation of restricted cash and restricted cash equivalents in the statement of cash flows.

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 26, 2020, the date which the financial statements were available to be issued.

Note 2 - Restricted Cash

	 2019		2018	
Replacement reserve Operating reserve Insurance escrow	\$ 71,816 783,304 271,843	\$	10,000 783,304 121,211	
	\$ 1,126,963	\$	914,515	

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, 2019 and 2018 is as follows:

	2019		2018	
Balance, January 1 Deposits Interest	\$	10,000 61,800 16	\$	10,000 -
Balance, December 31	\$	71,816	\$	10,000

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, 2019 and 2018 consists of the following:

	2019	2018
Land and improvements	\$ 9,152,606	\$ 9,152,606
Buildings and improvements	63,028,633	63,028,633
Equipment and furnishings	1,704,959	1,671,068
	73,886,198	73,852,307
Accumulated depreciation	(7,980,162)	(4,759,378)
	\$ 65,906,036	\$ 69,092,929

Note 4 - Accrued Expenses

Accrued expenses at December 31, 2019 and 2018 consists of the following:

		2019		2018
Interest First mortgage	¢	82,302	¢	83,324
Boulder County Housing Authority (BCHA) notes payable (Note 8)	Ţ	949,006	Ţ	688,636
Asset management fee (Note 8)		7,649		7,427
	\$	1,038,957	\$	779,387

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, 2019 and 2018, deferred revenue is \$13,667 and \$15,667, respectively.

Note 6 - Long-Term Debt

Long-term debt as of December 31, 2019 and 2018 consists of:

	2019		2018
Unrelated			
3.96% 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	\$ 24,940,062	\$	25,249,591
Unamortized debt issuance costs based upon effective interest rate of 4.30%	 (689,606)		(737,999)
	24,250,456	_	24,511,592
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

		2019		2018
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 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
	Ţ	1,430,000	Ţ	1,430,000
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	\$	38,214,788	\$	38,475,924

Future maturities of long-term debt are as follows:

Year Ended December 31,	Amount		
2020	\$	322,011	
2020	۲	334,997	
2022		348,506	
2023		362,560	
2024		377,181	
Thereafter	37,159,139		
Unamortized debt issuance costs		(689,606)	
		_	
	\$	38,214,788	

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 unpaid developer fees are to bear interest at a rate of 5%, compounding annually, commencing at the time of the fourth capital contribution. The fee is to be paid in full by the thirteenth year. During 2019 and 2018, the Company paid \$3,319,023 and \$675,040, respectively, for developer fees. As of December 31, 2019 and 2018, the Company owes BCHA \$1,447,913 and \$4,766,936, respectively, for developer fees.

Mortgage Notes and Accrued Interest

The Company has entered into multiple loan agreements with BCHA (Note 6). During 2019 and 2018, the Company incurred interest of \$275,127 and \$259,760 to BCHA on these mortgage notes payable. As of December 31, 2019 and 2018, the Company owes BCHA \$949,006 and \$688,636, respectively, for accrued interest (Note 4).

Due to Related Party

As of December 31, 2019 and 2018, the Company owed BCHA \$33,933 and \$34,444, 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 2019 and 2018, the Company incurred management fees of \$129,286 and \$116,651, respectively, to BCHA.

Reimbursement of Expenses

During 2019 and 2018, the Company reimbursed BCHA approximately \$252,000 and \$343,000, 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 2019 and 2018, the Company incurred \$7,648 and \$7,010, respectively, for asset management fees. During 2017, the fee was comprised of amounts for 2016 and 2017. As of December 31, 2019 and 2018, the Company owed the special investor member \$7,649 and \$7,427, respectively, for this fee (Note 4).

Operating Deficit Guaranty

Pursuant to the operating agreement, the managing manager 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 2019 and 2018, the investor member made capital contributions of \$1,933,116 and \$5,190,008, respectively, to the Company. As of December 31, 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 2019 and 2018, the managing member made capital contributions of \$0 to the Company. As of December 31, 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.

Note 10 - Restatement Resulting from Change in Accounting Policy

As discussed in Note 1 to the financial statements, the Partnership has adopted the provisions of Financial Accounting Standards Board Accounting Standards Update No. 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash.* Accordingly, the December 31, 2018 statement of cash flows has been restated to adopt this standard. Following is a summary of the effects of the change in accounting policy in the Company's December 31, 2018 statement of cash flows.

	As Previously Reported		Adoption of ASU 2016-18			. A
					As Adjusted	
Tenant Security Deposits	\$	(39,214)	\$	39,214	\$	-
Net Cash from Operating Activities		723,453		39,214		762,667
Net Deposits to Restricted Cash		(914,515)		914,515		-
Net Cash (used for) from Investing Activities	((4,829,224)		914,515		(3,914,709)
Net Change in Cash, Tenant Security Deposits,						
and Restricted Cash	(2	21,126,200)		953,729	(20,172,471)
Cash, Tenant Security Deposits, and Restricted						
Cash, Beginning of Year	2	2,856,624		24,690		22,881,314
Cash, Tenant Security Deposits, and Restricted						
Cash, End of Year		1,730,424		978,419		2,708,843



Supplementary Information December 31, 2019 and 2018

Kestrel I, LLC

Kestrel I, LLC Schedules of Maintenance and Operating, Utilities, Administrative, Insurance, and Interest Expenses Years Ended December 31, 2019 and 2018

	2019	2018	
Maintenance and Operating Reimbursed salaries and benefits Snow removal Supplies Contracted services Other maintenance and operating Trash removal Exterminating Grounds maintenance	\$ 121,764 26,868 60,430 76,571 7,819 25,461 264 23,665	\$ 84,006 70,269 46,943 43,092 37,649 23,478 1,491 867	
	\$ 342,842	\$ 307,795	
Utilities Electricity Water and sewer Other utilities	\$ 200,295 58,817 32,070 \$ 291,182	\$ 189,949 81,104 34,183 \$ 305,236	
Administrative Reimbursed management salaries and benefits Management fees Other administrative Audit and accounting Legal Advertising and marketing Office supplies Bad debt	\$ 58,342 129,286 3,836 8,810 5,261 12,698 3,767 83,444 \$ 305,444	\$ 126,579 116,651 11,378 11,052 5,046 3,839 3,650 2,424 \$ 280,619	
Insurance Insurance Other taxes, licenses, permits, and financial	\$ 160,481 15,210	\$ 127,802	
Interest First mortgage BCHA notes Construction note	\$ 1,041,678 275,127	\$ 127,802 \$ 272,201 259,760 770,868	
Construction note	\$ 1,316,805	\$ 1,302,829	