

HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.  
(A NON-PROFIT ORGANIZATION)

FINANCIAL STATEMENTS WITH  
INDEPENDENT AUDITORS' REPORT

June 30, 2017 and 2016

HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

June 30, 2017 and 2016

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors  
Habitat for Humanity of Orange County, Inc.  
Santa Ana, California

We have audited the accompanying financial statements of Habitat for Humanity of Orange County, Inc. (the Organization), which comprise the statements of financial position as of June 30, 2017 and 2016, and the related statements of activities, functional expenses, 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.

***Auditors' 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 audit 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 auditors' 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 Organization'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 Organization'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 Habitat for Humanity of Orange County, Inc. as of June 30, 2017 and 2016, 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.

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Santa Ana, California  
October 18, 2017

HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

STATEMENTS OF FINANCIAL POSITION

June 30, 2017 and 2016

	2017	2016
<b>Assets</b>		
Cash and cash equivalents	\$ 2,265,549	\$ 2,473,213
Cash and cash equivalents - restricted	1,963,193	1,398,171
Promises to give	621,307	633,922
Other receivables	2,368	63,910
Inventory - Homes for sale	1,031,001	1,106,242
Inventory - ReStores	320,190	176,686
Prepaid expenses and deposits	118,190	71,980
Housing assets, at net realizable value	4,815,737	6,595,539
Investment in joint venture - HFHI-SA Leverage VI, LLC (Note 4)	5,627,589	5,687,998
Mortgages receivable, net of unamortized discount	6,058,943	6,171,144
Property and equipment, net	<u>64,516</u>	<u>87,620</u>
 Total assets	 <u><u>\$ 22,888,583</u></u>	 <u><u>\$ 24,466,425</u></u>
<b>Liabilities</b>		
Accounts payable and accrued expenses	\$ 887,810	\$ 753,049
Property tax and insurance impounds	139,980	147,991
Deferred mortgage receipts	176,162	142,094
Security deposits	487,557	246,023
Line of credit	500	130,000
Notes payable	4,022,751	4,518,649
Long-term debt - Clearinghouse NMTC (Sub 21), LLC, net (Note 9)	<u>7,844,846</u>	<u>7,822,318</u>
 Total liabilities	 <u><u>13,559,606</u></u>	 <u><u>13,760,124</u></u>
<b>Net assets</b>		
Unrestricted	8,120,435	9,401,905
Temporarily restricted	<u>1,208,542</u>	<u>1,304,396</u>
 Total net assets	 <u><u>9,328,977</u></u>	 <u><u>10,706,301</u></u>
 Total liabilities and net assets	 <u><u>\$ 22,888,583</u></u>	 <u><u>\$ 24,466,425</u></u>

See accompanying notes and independent auditors' report

HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

STATEMENTS OF ACTIVITIES  
For the Years Ended June 30, 2017 and 2016

	2017	2016
<b>Unrestricted net assets</b>		
Support and revenue		
Contributions	\$ 406,493	\$ 696,734
Donated materials and services	132,717	147,956
Interest income	145,936	359,251
Rehab income	37,687	60,197
Rental income	53,041	128,091
ReStore revenues	2,558,077	2,306,141
Sale of homes	2,904,900	7,217,346
Special events revenues	989,577	851,412
Other income	58,334	30,902
	<hr/>	<hr/>
Total unrestricted support and revenues	7,286,762	11,798,030
Net assets released from restrictions	1,286,078	2,179,343
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Total unrestricted support, revenues and reclassifications	8,572,840	13,977,373
	<hr/>	<hr/>
<b>Expenses</b>		
Program services:		
Construction costs	3,853,964	4,358,921
Construction costs - joint venture	227,933	251,288
ReStore expenses	2,064,669	1,928,494
Special events	311,420	576,627
Public relations	179,186	251,267
Faith relations	38,675	30,124
Family relations	244,539	194,318
Rental expenses	24,220	63,552
Contributions to Habitat for Humanity International	51,349	55,325
Cost of home sales and rehabs	4,566,791	7,480,625
Discount of home sales	183,673	929,906
Less costs capitalized as housing assets	(2,837,575)	(3,601,769)
	<hr/>	<hr/>
Total program services	8,908,844	12,518,678
	<hr/>	<hr/>

See accompanying notes and independent auditors' report

HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

STATEMENTS OF ACTIVITIES (continued)  
For the Years Ended June 30, 2017 and 2016

	2017	2016
<b>Unrestricted net assets (continued)</b>		
Supporting services:		
General and administrative	426,252	471,592
Fundraising	519,214	383,018
	<u>945,466</u>	<u>854,610</u>
Total supporting services		
	<u>945,466</u>	<u>854,610</u>
Total expenses	9,854,310	13,373,288
	<u>9,854,310</u>	<u>13,373,288</u>
Change in unrestricted net assets	(1,281,470)	604,085
	<u>(1,281,470)</u>	<u>604,085</u>
<b>Temporarily restricted net assets</b>		
Contributions	1,040,590	2,589,056
Donated materials and services	149,634	100,691
Net assets released from restrictions	(1,286,078)	(2,179,343)
	<u>(95,854)</u>	<u>510,404</u>
Change in temporarily restricted net assets		
	<u>(95,854)</u>	<u>510,404</u>
Change in net assets	(1,377,324)	1,114,489
	<u>(1,377,324)</u>	<u>1,114,489</u>
<b>Net assets, beginning of year</b>	10,706,301	9,591,812
	<u>10,706,301</u>	<u>9,591,812</u>
<b>Net assets, end of year</b>	<u>\$ 9,328,977</u>	<u>\$ 10,706,301</u>

See accompanying notes and independent auditors' report

HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

STATEMENTS OF FUNCTIONAL EXPENSES

For the Year Ended June 30, 2017

(with summarized information for the year ended June 30, 2016)

Expenses	Program services				Supporting services		2017 Total	2016 Total
	Restore	Special events	Rental	Program	Management and general	Fund development		
Advertising	\$ 4,089	\$ 12,410	\$ -	\$ 23,619	\$ -	\$ -	\$ 40,118	\$ 49,762
Annual report	-	-	-	5,138	-	-	5,138	5,897
Association dues	-	-	10,131	-	-	-	10,131	17,226
Audio, visual, and photography	-	-	-	889	-	-	889	450
Bank charges	-	-	-	-	9,438	-	9,438	8,016
Bond expense	-	-	-	105	-	-	105	-
Community events	-	-	-	888	-	510	1,398	2,089
Computers and software	5,566	-	-	2,998	92,422	359	101,345	112,029
Contracted services	35,567	14,012	-	3,545	18,368	691	72,183	71,830
Cost of rehabs	-	-	-	320,577	-	-	320,577	296,869
Cost of sales	-	-	-	4,246,214	1,883	-	4,248,097	7,183,756
Credit card expenses	31,925	-	-	2,054	153	13,439	47,517	41,776
Depreciation expense	-	-	-	-	23,104	-	23,104	16,682
Direct mail expenses	-	-	-	128,319	-	-	128,319	98,896
Discounts on home sales	-	-	-	183,673	-	-	183,673	929,906
Donated overhead	4,992	-	-	103,695	19,039	4,992	132,718	147,956
Donor relations	-	-	-	-	668	9,706	10,374	9,050
Dues and Subscriptions	6,358	-	-	5,217	8,492	600	20,667	20,647
Equipment rental	378	568	-	5,287	15,303	-	21,536	11,472
Gifts	-	25	-	22	-	-	47	-
Grant writing	-	-	-	-	-	17,225	17,225	13,945
Insurance expense	27,126	-	2,616	2,959	9,864	-	42,565	31,151
Interest expense	-	-	-	55,381	49,621	325	105,327	115,643
Interest expense - loan fees	-	-	-	22,528	-	-	22,528	22,528
Job posting and uniforms	7,932	-	-	-	-	-	7,932	8,207
Land evaluation costs	-	-	-	1,200	-	-	1,200	1,125
Legal and accounting	-	-	-	-	41,004	-	41,004	32,932
Licenses and permits	2,667	-	-	1,051	398	-	4,116	3,412
Medical insurance	42,302	-	-	36,444	17,542	6,811	103,099	118,817
Meeting expense	578	821	-	1,711	2,797	1,294	7,201	10,984
Merchandise	-	2,367	-	1,116	298	126	3,907	2,488
Mileage	4,361	415	-	3,588	2,707	3,104	14,175	14,407
Miscellaneous expense	245	-	-	-	-	-	245	6,895
Musak	1,354	-	-	-	-	-	1,354	1,409
NMTC Fees	-	-	-	150,024	-	-	150,024	168,345
Office Expense	28	54	-	31,927	20,456	816	53,281	46,095
Offsite warehouse expense	28,532	-	-	-	-	-	28,532	27,912
Payroll tax expense	70,480	-	-	75,655	62,501	34,847	243,483	264,135
Postage	2,913	20	-	1,218	2,507	2,316	8,974	9,329
Printing	11,772	206	-	8,541	-	-	20,519	20,100
Property tax expense	-	-	4,741	-	(4,436)	-	305	15,247
Purchasing fees	5,243	-	-	-	-	-	5,243	1,491
Rent	452,393	-	-	43,272	66,126	-	561,791	560,490
Repairs and maintenance	11,445	-	6,537	-	13,337	-	31,319	68,078
Salaries	995,781	-	-	916,652	673,692	499,958	3,086,083	2,537,563
Security	1,110	-	-	-	225	-	1,335	2,746
Seminars and conferences	550	10,488	-	6,723	19,965	3,128	40,854	30,705
SOSI Fee to Habitat for Humanity Intl	-	-	-	25,000	-	-	25,000	25,000
Special events	-	36,923	-	-	-	-	36,923	33,285
Storage	-	4,203	-	-	-	-	4,203	-
Supplies	20,943	123,148	-	121	40	893	145,145	368,756
Telephone	13,026	-	-	7,613	15,543	1,350	37,532	29,783
Tithe to Habitat for Humanity Intl.	-	-	-	26,349	-	-	26,349	30,325
Tools and equipment	20,482	-	-	-	-	-	20,482	14,738
Training	-	-	-	739	8,930	777	10,446	6,272
Truck expense	66,111	62	-	9,196	-	-	75,369	69,136
Utilities	54,107	-	195	-	19,740	-	74,042	78,820
Video production	-	2,250	-	2,405	-	-	4,655	2,755
Vision plan	2,402	-	-	1,797	1,364	578	6,141	5,728
Vista and Americorp	-	-	-	37,878	-	-	37,878	54,194
Volunteer expense	5,002	3,333	-	7,217	-	54	15,606	14,950
Warranty work - repairs	-	-	-	18,298	-	-	18,298	9,360
Workers' comp insurance	62,247	-	-	60,484	17,843	-	140,574	112,961
Expense allocations	64,662	100,115	-	(80,792)	(804,682)	(84,685)	(805,382)	(643,263)
<b>Total expenses</b>	<b>\$ 2,064,669</b>	<b>\$ 311,420</b>	<b>\$ 24,220</b>	<b>\$ 6,508,535</b>	<b>\$ 426,252</b>	<b>\$ 519,214</b>	<b>\$ 9,854,310</b>	<b>\$ 13,373,288</b>

See accompanying notes and independent auditors' report

HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

STATEMENTS OF CASH FLOWS  
For the Years Ended June 30, 2017 and 2016

	2017	2016
<b>Cash flows from operating activities</b>		
Change in net assets	\$ (1,377,324)	\$ 1,114,489
Adjustments to reconcile change in net assets to net cash flows from operating activities:		
Depreciation expense	23,104	16,682
Interest expense - loan costs	22,528	22,528
Changes in:		
Promises to give	12,615	(159,794)
Other receivables	61,542	112,626
Inventory - Homes for sale	75,241	3,568,617
Inventory - ReStores	(143,504)	(13,899)
Prepaid expenses and deposits	(46,210)	16,157
Housing assets	1,779,802	(247,041)
Acquisition of mortgages receivable	(338,980)	(3,463,808)
Payments on mortgages receivable	457,942	1,338,764
Discounts on mortgage receivable	41,749	601,100
Buybacks of mortgages	(48,510)	(178,829)
Accounts payable and accrued expenses	134,761	(51,325)
Property tax and insurance impounds	(8,011)	23,599
Deferred mortgage receipts	34,068	(59,278)
Security deposits	241,534	200,252
	<u>922,347</u>	<u>2,840,840</u>
Net cash from operating activities		
<b>Cash flows from investing activities</b>		
Distributions from joint venture	<u>60,409</u>	<u>60,409</u>
Net cash from investing activities	<u>60,409</u>	<u>60,409</u>

See accompanying notes and independent auditors' report



HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

STATEMENTS OF CASH FLOWS (continued)  
For the Years Ended June 30, 2017 and 2016

	2017	2016
<b>Cash flows from financing activities</b>		
Line of credit proceeds	-	130,000
Line of credit payments	(129,500)	-
Notes payable proceeds	-	2,490,285
Notes payable principal payments	<u>(495,898)</u>	<u>(3,608,889)</u>
Net cash from financing activities	<u>(625,398)</u>	<u>(988,604)</u>
Net change in cash and cash equivalents	357,358	1,912,645
<b>Total cash and cash equivalents, beginning of year</b>	<u>3,871,384</u>	<u>1,958,739</u>
<b>Total cash and cash equivalents, end of year</b>	<u>\$ 4,228,742</u>	<u>\$ 3,871,384</u>

See accompanying notes and independent auditors' report

## HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

### NOTES TO FINANCIAL STATEMENTS

June 30, 2017 and 2016

#### **Note 1 – Summary of significant accounting policies**

This summary of significant accounting policies is presented to assist in understanding the accompanying financial statements. The financial statements and notes are the representations of Habitat for Humanity of Orange County, Inc.'s management, which is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting policies and have been consistently applied in the preparation of the financial statements.

#### Nature of activities

Habitat for Humanity of Orange County, Inc. (the Organization) is a non-profit corporation under Section 501(c)(3) of the Internal Revenue Code and was incorporated on January 26, 1988, under the laws of the State of California. The Organization is an ecumenical grass-roots Christian ministry whose purpose is to transform lives and communities by helping families in need build and purchase or renovate their own homes. The Organization aims to accomplish its purpose through privately operated and financed programs to sell such housing to low- and moderate-income families at cost, utilizing non-interest bearing instruments.

The Organization builds new homes and rehabilitates properties repurchased by the Organization to ready them for resale; homes owned by qualifying families; and buildings owned by other non-profits to help them accomplish their mission in a more cost effective manner.

Prior to the dissolution of the Redevelopment Agencies in California in 2012, public land was donated to the Organization. Generally land is secured by debt payable to the purveyor of the land. In many cases, this debt is non-interest bearing and no principal payments are required. The debt is then reconveyed to the Organization upon the successful sale of the home to a qualified buyer as defined in the Disposition and Development Agreement with the purveyor. June 2014 was the first time the Organization had to purchase land.

Debt is also incurred to meet construction commitments, but only to the extent these can be repaid via mortgages from the sales of homes.

Nine (9) homes are under construction as of the year ended June 30, 2017. Eight (8) more were completed and being readied for sale. During the year ended June 30, 2017, the Organization sold ten (10) homes (eight new construction and two resales of homes purchased from the prior Habitat family), and has sold 208 newly constructed homes since inception. Additionally, two homes were repurchased and has been prepared for resale to another qualifying family. By serving families, the Organization has changed 3,758 lives since inception. Fifteen homes (15) were repaired in the year ended June 30, 2017. Eleven (11) of these were for Veterans as part of a Veteran Home Repair Program. The Organization has also funded the building of 440 homes worldwide as of June 30, 2017 and it currently tithes to the Habitat affiliates in Nicaragua and Macedonia.

# HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

## NOTES TO FINANCIAL STATEMENTS

June 30, 2017 and 2016

### Note 1 – Summary of significant accounting policies (continued)

The Organization also operates two ReStore retail outlets that sell predominantly donated materials to the public. ReStore revenue comprises approximately 30% and 34% of total revenue for the years ended June 30, 2017 and 2016, respectively. Purchased product represents approximately 12% and 9% of total retail sales for the years ended June 30, 2017 and 2016, respectively.

#### Basis of accounting

The financial statements of the Organization have been prepared on the accrual basis of accounting and, accordingly, reflect all significant receivables, payables and other liabilities.

#### Basis of presentation

The Organization reports information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets and permanently restricted net assets. At June 30, 2017 and 2016, there were no net assets or activities classified as permanently restricted net assets.

#### Use of estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from these estimates.

#### Cash and cash equivalents

For the purposes of the statements of cash flows, the Organization considers all temporary cash investments purchased with a maturity of three months or less to be cash equivalents.

#### Concentration of credit risk

The Organization maintains its cash deposit accounts at various commercial banks located in Southern California. Cash accounts at banks are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. The balances in these accounts may, at times, exceed federally insured limits. Management believes the Organization is not exposed to any significant risk in connection with cash accounts.

#### Promises to give

Unconditional promises to give are recognized as support and revenues or gains in the period promised and as assets, decreases of liabilities, or expenses depending on the form of the benefits to be received.

## HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

### NOTES TO FINANCIAL STATEMENTS

June 30, 2017 and 2016

#### Note 1 – Summary of significant accounting policies (continued)

##### Other receivables

Other receivables consists of miscellaneous items related to properties. As of June 30, 2017 and 2016, other receivables totaled \$2,368 and \$63,910, respectively.

##### Inventory – Homes for sale

The Organization constructs housing for sale to low- and moderate-income families. Homes for sale inventories are valued at net realizable value.

##### Inventory - ReStores

The Organization operates two ReStore retail outlets, which are located in Santa Ana and Anaheim, that sell predominantly donated materials to the public. Donated inventories on hand at year end are valued at estimated fair market value. Purchased inventories are valued at the lower of cost or market.

##### Mortgages receivable

Mortgages receivable are non-interest bearing and exchanged for homes to low- and moderate-income families, fulfilling the Organization's exempt purposes. The notes are recorded at their present value based on the prevailing market rate of interest at the time the mortgage was originated. Prevailing market rates are determined annually based on current mortgage interest rates offered by our banking partners. The difference between the face amount of the note and its present value is accounted for as a discount and recorded as a reduction in the receivable. The resulting discount is amortized over the life of the mortgage using the interest method. Amortization of the discount is recognized as interest income in the statements of activities. Also see Note 5.

##### Housing assets

Housing assets represent amounts expended for the construction of new or refurbished homes and include costs of construction, donated materials and donated land. Housing assets are recorded at cost if materials are purchased, and at estimated fair market value if donated.

The Organization constructs housing for sale to low- and moderate-income families. In furtherance of this purpose a substantial amount of the cost of housing assets is not passed on to the homeowners but absorbed by the Organization. Completed new construction homes are stated at the lower of cost or market using the specific identification method and reserving for a loss when appropriate. As of June 30, 2017 and 2016, the reserve for loss was \$527,797 and \$361,632, respectively.

## HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

### NOTES TO FINANCIAL STATEMENTS

June 30, 2017 and 2016

#### Note 1 – Summary of significant accounting policies (continued)

##### Property and equipment

All acquisitions of property and equipment in excess of \$2,000 and all expenditures in excess of \$2,000 for repairs, maintenance, and renewals that materially prolong the useful lives of assets are capitalized. Property and equipment is carried at cost, or, if donated, at the approximate market value at the date of donation. Depreciation is computed over the estimated useful lives of the assets on a straight-line basis, ranging from 5 to 39 years. Depreciation expense for the years ended June 30, 2017 and 2016, was \$23,104 and \$16,682, respectively.

##### Deferred mortgage receipts / rental income

At various times approved homeowners reside in homes which have not closed escrow. From the rental payments received from these homeowners, the Organization designates a portion of these rents to be applied to the homeowners' mortgages once escrow closes.

##### Revenue recognition

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted net assets depending on the existence or nature of any donor restrictions. All donor-restricted net assets are reported as an increase in temporarily restricted or permanently restricted net assets depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions. During the years ended June 30, 2017 and 2016, there were no contributions received that were classified as permanently restricted.

##### Donated services

Donated services are recognized as contributions if the services (a) create or enhance nonfinancial assets or (b) require specialized skills, are performed by people with those skills, and would otherwise be purchased by the Organization. Numerous volunteers provided many services throughout the year that are not recognized as contributions in the financial statements since the criteria for recognition are not met. Donated services are recognized as revenues in the period received and as assets or expenses depending on the services performed.

##### Donated materials

Donated materials and other non-monetary items are reflected as contributions in the accompanying statements at their estimated fair market values as of the date of receipt.

##### Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation.

HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 2017 and 2016

**Note 1 – Summary of significant accounting policies (continued)**

Functional allocation of expenses

The costs of providing various programs and other activities have been summarized on a functional basis in the statements of activities. Accordingly, certain costs have been allocated among the program and supporting services benefited.

An additional program service is costs in excess of estimated sales price. This includes the cost of offering a zero percent interest loan to families, actual costs incurred in excess of the sales price, donated land, and donated services.

Advertising expense

For the years ended June 30, 2017 and 2016, advertising expense totaled \$40,118 and \$49,762, respectively.

Income taxes

The Organization is exempt from Federal and California income tax under Internal Revenue Code Section 501(c)(3). The Organization is subject, however, to Federal and California income tax on unrelated business income as stipulated in Internal Revenue Code Section 511 and Regulation Section 1.511. During the years ended June 30, 2017 and 2016, the Organization had revenue from the sale of purchased goods in the ReStores, which constitutes unrelated business income. However, since purchased product represents approximately 12% and 9% of total retail sales for the years ended June 30, 2017 and 2016, respectively, and the applicable expenses of the activity exceeded the income from the activity, the Organization did not have unrelated business taxable income, and therefore incurred no tax liability due to unrelated business income. The Organization does not believe its financial statements include (or reflect) any uncertain tax positions.

**Note 2 – Cash and cash equivalents - restricted**

Restricted cash consists of amounts held for legal or contract compliance and amounts reserved for homeowner impounds and delinquencies.

HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 2017 and 2016

**Note 3 – Promises to give**

Promises to give may include restricted and unrestricted pledges. Restricted pledges are generally restricted to payment for the costs of construction for several projects.

Since March 2012, the Organization held an annual five year unrestricted pledge program. Based on five years of collection history, the unrestricted promises to give receivable has been discounted by 10%. The unrestricted promises to give as of June 30, 2017 and 2016 include current portions of \$216,897 and \$230,140, respectively and long-term portions of \$404,410 and \$403,782, respectively.

**Note 4 – Investment in joint venture - HFHI-SA Leverage VI, LLC**

In July 2010, the Organization participated in a New Markets Tax Credit (NMTC) program. This Federal program provides funds to eligible Organizations for investment in "qualified low-income community investment." Program compliance requirements included creation of a promissory note and investment in a qualified community development entity (sub-CDE). Tax credit recapture is required if compliance requirements are not met over a seven-year period.

This NMTC program included a consortium of California Habitat affiliates. In July 2010 the Organization recorded its 32.178% investment in HFHI-SA Leverage VI, LLC at the initial cost of \$6,040,887, of which all funds were ultimately invested in the sub-CDE. A promissory note is payable to Clearinghouse NMTC (Sub 21), LLC (the sub-CDE) for funds loaned back to the Organization. See Note 9.

The resulting benefit of the Organization's participation in the NMTC program was \$1,100,000 in cash proceeds used to build homes: \$750,000 to build 26 homes and \$350,000 to build 4 homes in San Juan Capistrano and Fullerton, respectively.

The balance of the investment in HFHI-SA Leverage VI, LLC as of June 30, is as follows:

	2017	2016
Beginning balance	\$ 5,687,998	\$ 5,627,589
Distributions	<u>(60,409)</u>	<u>(60,409)</u>
Ending balance	<u>\$ 5,627,589</u>	<u>\$ 5,687,998</u>

HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 2017 and 2016

**Note 5 – Mortgages receivable**

In general, mortgages receivable carry imputed interest rates between 4.5% and 8.0% and are presented in the accompanying statements of financial position net of unamortized discount. The face amount and unamortized discount of mortgages receivable as of June 30, 2017 and 2016, were \$11,594,490 and \$11,713,448, respectively. Imputed interest rates for June 30, 2017 and 2016, ranged from 4.0% to 5.0%. Interest income resulting from the amortization of discounted notes for the years ended June 30, 2017 and 2016 totaled \$145,920 and \$359,209, respectively.

Certain mortgages have been pledged as collateral under financing agreements with Habitat for Humanity International and California Bank and Trust (See Note 7). As of June 30, 2017 and 2016, the amount of receivables pledged (at face value) in connection with specific loan agreements are shown in the table below. On the statements of financial position, these same non-interest bearing mortgages are included net of discounts. In the table below, the payment streams represent cash paid out by the Organization to the specified lenders and cash received by the Organization from mortgage payments from homeowners related to the collateralized Habitat mortgages.

<u>Lender</u>	<u>Loan name</u>	<u>Payment streams</u>		<u>Balance of mortgages receivable pledged</u>	
		<u>Paid out</u>	<u>Receipts</u>	<u>2017</u>	<u>2016</u>
Habitat for Humanity International	FlexCap 2009	\$ -	\$ -	\$ -	\$ 698,131
	Subtotal			-	698,131
California Bank & Trust	2011 - 15 yr	61,743	62,122	1,809,837	1,871,863
California Bank & Trust	2014 - 7 yr	42,010	43,313	365,458	408,771
California Bank & Trust	2014 - 15 yr	36,258	37,747	<u>608,794</u>	<u>587,099</u>
	Total mortgages receivable pledged			<u>\$ 2,784,089</u>	<u>\$ 3,565,864</u>

These agreements are also subject to certain guarantees and may contain substitution requirements or options. See Note 13.



HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 2017 and 2016

**Note 6 – Property and equipment**

A summary of property and equipment follows:	2017	2016
Equipment	\$ 308,099	308,099
Automobiles	145,224	145,224
Improvements	<u>80,743</u>	<u>80,743</u>
Total property and equipment	534,066	534,066
Less: accumulated depreciation	<u>(469,550)</u>	<u>(446,446)</u>
Property and equipment, net	<u>\$ 64,516</u>	<u>\$ 87,620</u>

**Note 7 – Notes payable**

Notes payable at June 30, 2017 and 2016, was comprised of the following:

	2017	2016
Loan payable dated December 1, 2011, to California Bank and Trust, collateralized by mortgages receivable, with principal and interest at an annual rate of 4.75% payable in monthly installments of \$5,145 through December 20, 2026.	\$ 472,887	\$ 510,855
Loan payable dated September 23, 2011, to Cypress Redevelopment Agency, collateralized by a deed of trust. The loan is reconveyed in full upon sale of the last condominium in the project to a qualified homebuyer. The note does not accrue interest, however, in the event of default, the note will begin to accrue interest at the lesser of 10% or the highest rate permitted by law.	1,455,000	1,437,389

HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 2017 and 2016

Note 7 – Notes payable (continued)

	2017	2016
Loan payable dated August 11, 2014 to California Bank & Trust, collateralized by mortgages receivable with principal and interest at an annual rate of 4.00% payable in monthly installments of \$3,501 through August 20, 2021.	162,507	197,159
Loan payable dated August 11, 2014 to California Bank & Trust, collateralized by mortgages receivable with principal and interest at an annual rate of 5.00% payable in monthly installments of \$3,021 through August 20, 2029.	332,950	351,806
Loan payable dated December 29, 2014 to Sunwest Bank, collateralized by the property under construction in Cypress, and donations. The loan term is extended to December 29, 2016, with principal and interest at an annual rate of 5.00%.	-	419,573
Loan payable dated May 19, 2016, to the City of Santa Ana. The loan is transferred to a new owner upon the sale of the identified property to an eligible purchaser. The note does not accrue interest.	1,015,285	1,015,285
Loan payable dated September 8, 2015, to the City of Fullerton. The loan is transferred to a new owner upon the sale of the identified property to an eligible purchaser. The note does not accrue interest.	315,000	315,000
Loan payable dated November 15, 2015 to Sunwest Bank, collateralized by the property under construction in Santa Ana, and donations. The loan term is for 18 months from the date of the loan with principal and interest at an annual rate of 5.00%.	-	271,582

HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 2017 and 2016

**Note 7 – Notes payable (continued)**

	2017	2016
Loan payable dated November 8, 2016 to California Bank & Trust, collateralized by the property under construction in Santa Ana, and donations. The loan term is for 24 months from the date of the loan with principal and interest at an annual variable rate of 0.50% over the index (Prime Rate) which was 4.25% at June 30, 2017.	<u>269,122</u>	<u>-</u>
Total notes payable	<u>\$ 4,022,751</u>	<u>\$ 4,518,649</u>

Maturities of notes payable for the years ended June 30, are as follows:

2018	\$ 2,993,408
2019	176,008
2020	176,008
2021	170,475
2022	133,998
2023 and thereafter	<u>372,854</u>
	<u>\$ 4,022,751</u>

Interest expense related to notes payable for the years ended June 30, 2017 and 2016, totaled \$49,946 and \$55,228, respectively.

**Note 8 – Line of credit**

The Organization secured a line of credit of up to \$1,000,000 dated March 9, 2016 from First Bank. The line is unsecured and matures September 9, 2017 with a variable interest rate at 0.50% over the index (Wall Street Journal Prime Rate), which was 4.25% at June 30, 2017. At June 30, 2017 and 2016, the outstanding balance was \$500 and \$130,000, respectively.

HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 2017 and 2016

**Note 9 – Long-term debt – Clearinghouse NMTC (Sub 21), LLC**

Long-term debt consists of the following:	2017	2016
Clearinghouse NMTC (Sub 21), LLC	\$ 7,883,619	\$ 7,883,619
Less: loan costs	<u>(38,773)</u>	<u>(61,301)</u>
Clearinghouse NMTC (Sub 21), LLC, net	<u>\$ 7,844,846</u>	<u>\$ 7,822,318</u>

Debt requires interest only payments until December 5, 2017 at 0.76633%. The loan matures on July 28, 2025. The loan is secured by substantially all the assets acquired by the Organization from the project loan proceeds. Debt has a put option feature that is exercisable in July 2017. Management expects that the put option will be exercised. Exercise of the option will effectively allow the Organization to extinguish its outstanding debt owed to the Fund. See Notes 4 and 17.

Interest expense related to loan costs for the years ended June 30, 2017 and 2016 totaled \$22,528 and \$22,528, respectively.

**Note 10 – Temporarily restricted net assets**

Temporarily restricted net assets were comprised of the following at June 30:

	2017	2016
Land	\$ -	\$ 302,000
Cal Home Grant	461,687	428,867
Civilian repair	49,269	38,413
Tustin	57,921	-
Fullerton II	146,605	155,621
Lowe's Woodcrest	46,407	46,407
Neighborhood Revitalization Initiative	70,126	18,313
NR Veterans	346,657	277,189
Future projects	<u>29,870</u>	<u>37,586</u>
Total temporarily restricted net assets	<u>\$ 1,208,542</u>	<u>\$ 1,304,396</u>

## HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

### NOTES TO FINANCIAL STATEMENTS

June 30, 2017 and 2016

#### Note 11 – Operating leases

The Organization leases office space, ReStore warehouse/retail space, and various office equipment under operating leases totaling \$55,458 per month for terms through August 2021. Rental expenses related to these leases totaled \$647,547 and \$613,905 for the years ended June 30, 2017 and 2016, respectively.

Future minimum lease payments for operating leases for the years ended June 30, are as follows:

2018	\$	655,096
2019		642,271
2020		662,975
2021		546,941
2022		190,853

#### Note 12 – Retirement Plan

The Organization offers a retirement plan to eligible employees. The Organization does not provide any employer contributions.

#### Note 13 – Guarantees

The Organization uses cash leveraging programs to generate cash today from years of future monthly mortgage payments by Habitat homeowners.

#### Vertical US Recovery Fund, LLC / Statebridge Company, LLC

The Organization entered into agreements with unrelated investors, Vertical US Recovery Fund LLC, Vertical US Recovery Fund II LLC, and Vertical Capital Income Fund (collectively Vertical) which purchased certain of the Organization's mortgages. During the year ended June 30, 2017, Vertical sold all their interests to Statebridge Company, LLC. In conjunction with the agreements, the Organization will continue to service these mortgages, monitor payments, and be responsible for collections. Under the terms of the agreement the Organization will remit to Vertical / Statebridge on a monthly basis for a period up to 40 years, an amount equal to the monthly payments due from the homeowners. This amount will vary as homeowners pay off their mortgages.

Under the agreements, the Organization retains the right to substitute a mortgage of equal or greater value in the event of the homeowner requesting a buyback of their property or in the event that the Organization plans to renegotiate the terms of the mortgage with the family. The Organization has guaranteed the full and prompt payment of all obligations in conjunction with the mortgages. The Organization's obligation to Vertical /Statebridge will not change irrespective of the payments collected on the mortgages and has outstanding principal amount of \$2,487,995 and \$2,734,061 as of June 30, 2017 and 2016, respectively.

## HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

### NOTES TO FINANCIAL STATEMENTS

June 30, 2017 and 2016

#### **Note 13 – Guarantees (continued)**

##### Guarantees to various banks

Various banks have made loans direct to Habitat homeowners. The banks service the loans. The Organization retains the right to cure the loans for up to 180 days of consecutive late payments by the homeowner or up to 12 months of non-consecutive late payments by the homeowner. After the 180 days or 12 months passes, the loan balances outstanding would be purchased by the Organization. The Organization would then renegotiate a Habitat loan with the homeowner. The Organization has guaranteed mortgages made by various banks in the outstanding principal amount of \$3,057,065 and \$2,852,460 as of June 30, 2017 and 2016, respectively.

##### California Bank and Trust

The Organization has also guaranteed payment streams in connection with three California Bank and Trust notes payable. The Organization continues to service these mortgages, monitors payments, and is responsible for collections, and will remit to California Bank and Trust on a monthly basis per the term of each agreement as follows: \$5,145 for 15 years through December 2026; \$3,501 for 7 years through August 2021, \$3,021 for 15 years through August 2029.

The Organization retains the right to substitute a mortgage of equal or greater value in the event of the homeowner requesting a buyback of their property or in the event that the Organization plans to renegotiate the terms of the mortgage with the family. The Organization has encumbered eleven loans, of which their total present value equates to approximately forty percent of the notes payable to California Bank and Trust, as possible substitution loans. See Notes 5 and 7.

#### **Note 14 – Related party transactions**

##### Habitat for Humanity International

The Organization is affiliated, by agreement, with Habitat for Humanity International, a tax-exempt organization incorporated under the laws of the state of Georgia. The Organization has been added to the roster of exempt subordinates by the Internal Revenue Service within a group exemption granted to Habitat for Humanity International under Section 501(c)(3) of the Internal Revenue Code.

Under its affiliate agreement the Organization is expected to contribute a certain portion of its unrestricted cash donations to Habitat for Humanity International to continue its international programs. These contributions are accounted for as program services and are recorded when due. The total amount contributed to Habitat for Humanity International for the years ended June 30, 2017 and 2016 were \$50,900 and \$55,325, respectively.

HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 2017 and 2016

**Note 15 – Agreement with Humanity Housing, Inc.**

The Organization has an Agreement of Purchase and Sale and Joint Escrow Instructions (the "Purchase Agreement") with an unrelated entity, Humanity Housing, Inc., a California non-profit corporation. Humanity Housing, Inc. is working in cooperation with the Organization pursuant to the HOME program regulations requiring Humanity Housing, Inc. to convey the properties and assign all rights and obligations to the Organization which has qualified to rehabilitate the properties, complete the housing construction, and offer for sale and sell the completed units to eligible homebuyers. During the year ended June 30, 2015, one property was transferred from the Organization to Humanity Housing, Inc. through a Quit Claim Deed transfer for \$1.00. The property was returned to the Organization through a Quit Claim Deed for \$1.00 in the fiscal year ended June 30, 2016. No other properties were transferred between the entities in the fiscal years ended June 30, 2017 or 2016.

The Organization has an accommodation agreement with Humanity Housing, Inc. whereby the Organization pays Humanity Housing, Inc. a sum of \$400 upon the close of escrow for each Affordable Housing Agreement (AHA) in which Humanity Housing, Inc. serves as the counterparty in the role of beneficiary of the AHA.

**Note 16 – Supplemental disclosures of cash flow information**

	2017	2016
Cash paid during the year for:		
Interest	<u>\$ 105,327</u>	<u>\$ 115,643</u>
Noncash investing activities:		
Costs capitalized as housing assets	<u>\$ 2,837,575</u>	<u>\$ 3,601,769</u>

Interest expense for the years ended June 30, 2017 and 2016 was \$127,855 and \$138,171, of which \$22,528 and \$22,528 was related to loan fees, respectively.

Contributed housing assets represents program costs which have been capitalized until the homes are sold. These costs include land, construction in progress, donated materials and services, and incurred losses prior to sale of the homes.

HABITAT FOR HUMANITY OF ORANGE COUNTY, INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 2017 and 2016

**Note 17 – Subsequent events**

Investment in joint venture - HFHI-SA Leverage VI, LLC

On August 3, 2017, Habitat California Investment Fund, LLC (the Fund), the effective upstream owner of Clearinghouse NMTC (Sub 21), LLC (the sub-CDE), holder of the promissory note due from the Organization, exercised its put option. Under the terms of the option agreement, HFHI-SA Leverage VI, LLC purchased the ownership interest of the Fund. Exercise of the option effectively allowed the Organization to extinguish its outstanding debt owed to the Fund. Therefore, as of August 2017, the Investment in joint venture - HFHI-SA Leverage VI, LLC (\$5,627,589 at June 30, 2017) was retired, and the Long-term debt – Clearinghouse NMTC (Sub 21), LLC (\$7,844,846 at June 30, 2017) was extinguished. After closing costs, interest and amortization expense of roughly \$55,000, the transaction resulted in \$2,266,601 in cancellation of debt income, which was recorded as other income. This cancellation of debt was a non-cash transaction.

Management's review

Management has evaluated subsequent events through October 18, 2017, the date on which the financial statements were available to be issued.