

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidated Financial Statements

For the Years Ended December 31, 2023 and 2022

Transitional Housing Corporation DBA Housing Up And Affiliate

Table of Contents

For the Years Ended December 31, 2023 and 2022

Independent Auditor's Report	1-3
Consolidated Financial Statements	
Consolidated Statements of Financial Position	4-5
Consolidated Statements of Activities	6-7
Consolidated Statements of Changes in Net Assets	8
Consolidated Statements of Functional Expenses	9-10
Consolidated Statements of Cash Flows	11-12
Notes to Consolidated Financial Statements	13-29
Supplementary Information	
Consolidating Statements of Financial Position	30-33
Consolidating Statements of Activities	34-35
Consolidating Statements of Changes in Net Assets	36
Consolidating Statements of Cash Flows	37-40
Schedule of Expenditures of Federal Awards	41-42
Independent Auditor's Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i>	43-44
Independent Auditor's Report on Compliance for Each Major Program and on Internal Control Over Compliance Required by the <i>Uniform Guidance</i>	45-47
Schedule of Findings and Questioned Costs	48



Independent Auditor's Report

To the Board of Directors
Transitional Housing Corporation DBA Housing Up And Affiliate
1322 Main Drive NW Abrams Hall
Washington, DC 20012

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Transitional Housing Corporation DBA Housing Up And Affiliate, which comprise the consolidated statements of financial position as of December 31, 2023 and 2022, and the related consolidated statements of activities, changes in net assets, functional expenses, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Transitional Housing Corporation DBA Housing Up And Affiliate as of December 31, 2023 and 2022, and the changes in their net assets and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Transitional Housing Corporation DBA Housing Up And Affiliate and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Transitional Housing Corporation DBA Housing Up And Affiliate's ability to continue as a going concern within one year after the date that the consolidated financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with generally accepted auditing standards and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Transitional Housing Corporation DBA Housing Up And Affiliate's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Transitional Housing Corporation DBA Housing Up And Affiliate's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying schedule of expenditures of federal awards, as required by Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, is presented for purposes of additional analysis and is not a required part of the consolidated 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 consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated 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 consolidated financial statements as a whole.

Report on Consolidating Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating information shown on pages 30 to 40 is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position, results of operations, and cash flows of the individual companies, and it is not a required part of the consolidated 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 consolidated financial statements. The consolidating information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated 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 consolidated financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated September 27, 2024 on our consideration of Transitional Housing Corporation DBA Housing Up And Affiliate's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of Transitional Housing Corporation DBA Housing Up And Affiliate's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Transitional Housing Corporation DBA Housing Up And Affiliate's internal control over financial reporting and compliance.

SC+H attest services, P.C.

Sparks, Maryland
September 27, 2024

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidated Statements of Financial Position

As of December 31, 2023 and 2022

Assets	2023	2022
Current assets		
Cash	\$ 1,251,344	\$ 1,043,971
Rents receivable, net of allowance for doubtful accounts of \$90,234 - 2023 and \$49,690 - 2022	61,190	39,044
Grants receivable	1,277,987	2,153,137
Resident service fees receivable	61,740	45,334
Other receivables	110	110
Prepaid expenses	108,510	284,182
Due from affiliate	28,444	-
Tenants' security deposits	20,069	20,171
Total current assets	2,809,394	3,585,949
Property and equipment		
Land	1,085,000	1,085,000
Buildings and improvements	11,864,093	11,865,761
Land improvements	331,628	285,678
Leasehold improvements	1,887,485	1,976,281
Furniture, fixtures, and equipment	573,616	560,795
Total property and equipment	15,741,822	15,773,515
Less: accumulated depreciation	4,552,662	4,186,661
Net property and equipment	11,189,160	11,586,854
Other assets		
Security deposit receivable	7,400	8,464
Sponsor loans receivable, including accrued interest receivable of \$37,982 - 2023 and \$35,208 - 2022	1,441,307	1,438,533
Developer fees receivable	1,693,363	1,122,231
Reserves	313,778	292,511
Escrows	65,045	64,244
Tax credit fees, net of accumulated amortization of \$57,611 - 2023 and \$50,556 - 2022	12,937	19,992
Right-of-use asset - operating, net	70,569	77,671
Investment in limited liability companies	70,522	57,883
Investments	4,292,505	3,640,699
Total other assets	7,967,426	6,722,228
Total assets	\$ 21,965,980	\$ 21,895,031

See independent auditor's report and notes to consolidated financial statements.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidated Statements of Financial Position (Continued)

As of December 31, 2023 and 2022

	2023	2022
Liabilities and Net Assets		
Current liabilities		
Accounts payable and accrued expenses	\$ 593,492	\$ 402,773
Current maturities of long-term debt	164,428	145,982
Lease liability, current maturities	7,228	7,102
Asset management fee payable	32,403	28,322
Accrued interest - long-term debt	381,935	315,970
Prepaid rents	14,580	10,742
Tenant security deposits held in trust (contra)	16,591	16,744
Total current liabilities	<u>1,210,657</u>	<u>927,635</u>
Long-term liabilities		
Lease liability, net of current maturities	63,341	70,569
Long-term debt, net of current maturities and unamortized financing fees of \$126,880 - 2023 and \$136,217 - 2022	<u>4,159,828</u>	<u>4,306,115</u>
Total long-term liabilities	<u>4,223,169</u>	<u>4,376,684</u>
Total liabilities	<u>5,433,826</u>	<u>5,304,319</u>
Commitments and contingencies (Notes 9, 11, and 14)		
Net assets		
Net assets without donor restrictions		
Controlling	11,539,163	11,177,039
Non-controlling	<u>4,613,299</u>	<u>4,980,772</u>
Total net assets without donor restrictions	16,152,462	16,157,811
Net assets with donor restrictions	<u>379,692</u>	<u>432,901</u>
Total net assets	<u>16,532,154</u>	<u>16,590,712</u>
Total liabilities and net assets	<u>\$ 21,965,980</u>	<u>\$ 21,895,031</u>

See independent auditor's report and notes to consolidated financial statements.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidated Statements of Activities
For the Year Ended December 31, 2023

	Without donor restrictions	With donor restrictions	Total
Revenue			
Government contracts and grants	\$ 10,925,821	\$ -	\$ 10,925,821
Rental revenue, net	858,804	-	858,804
Investment and other income	737,190	-	737,190
Corporate/individual contributions	605,812	70,000	675,812
Developer fees	646,132	-	646,132
Resident service fees	70,932	-	70,932
In-kind donations	19,045	-	19,045
Net assets released from purpose related restrictions	123,209	(123,209)	-
Total revenue	<u>13,986,945</u>	<u>(53,209)</u>	<u>13,933,736</u>
Expenses			
Program services:			
Resident services	8,739,436	-	8,739,436
Building operations	1,369,851	-	1,369,851
Affordable housing	921,525	-	921,525
Total program services expenses	<u>11,030,812</u>	<u>-</u>	<u>11,030,812</u>
Supporting services:			
Management and general	2,522,074	-	2,522,074
Fundraising	439,408	-	439,408
Total supporting services expenses	<u>2,961,482</u>	<u>-</u>	<u>2,961,482</u>
Total expenses	<u>13,992,294</u>	<u>-</u>	<u>13,992,294</u>
Change in net assets before non-controlling interest	(5,349)	(53,209)	(58,558)
Change in net assets attributable to non-controlling interest	<u>367,473</u>	<u>-</u>	<u>367,473</u>
Change in net assets attributable to Housing Up	<u>\$ 362,124</u>	<u>\$ (53,209)</u>	<u>\$ 308,915</u>

See independent auditor's report and notes to consolidated financial statements.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidated Statements of Activities (Continued)

For the Year Ended December 31, 2022

	Without donor restrictions	With donor restrictions	Total
Revenue			
Government contracts and grants	\$ 10,012,716	\$ -	\$ 10,012,716
Rental revenue, net	971,234	-	971,234
Corporate/individual contributions	814,760	119,938	934,698
Investment loss and other income	(841,912)	-	(841,912)
Developer fees	262,764	-	262,764
Resident service fees	51,271	-	51,271
In-kind donations	45,825	-	45,825
Net assets released from purpose related restrictions	193,912	(193,912)	-
Total revenue	<u>11,510,570</u>	<u>(73,974)</u>	<u>11,436,596</u>
Expenses			
Program services:			
Resident services	7,851,760	-	7,851,760
Building operations	1,244,699	-	1,244,699
Affordable housing	968,311	-	968,311
Total program services expenses	<u>10,064,770</u>	<u>-</u>	<u>10,064,770</u>
Supporting services:			
Management and general	2,135,948	-	2,135,948
Fundraising	393,538	-	393,538
Total supporting services expenses	<u>2,529,486</u>	<u>-</u>	<u>2,529,486</u>
Total expenses	<u>12,594,256</u>	<u>-</u>	<u>12,594,256</u>
Change in net assets before non-controlling interest	<u>(1,083,686)</u>	<u>(73,974)</u>	<u>(1,157,660)</u>
Change in net assets attributable to non-controlling interest	<u>427,592</u>	<u>-</u>	<u>427,592</u>
Change in net assets attributable to Housing Up	<u>\$ (656,094)</u>	<u>\$ (73,974)</u>	<u>\$ (730,068)</u>

See independent auditor's report and notes to consolidated financial statements.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidated Statements of Changes in Net Assets
For the Years Ended December 31, 2023 and 2022

	Without donor restrictions			With donor restrictions	Total consolidated
	Controlling	Non-controlling	Total		
Net assets, January 1, 2022	\$ 11,833,133	\$ 5,408,364	\$ 17,241,497	\$ 506,875	\$ 17,748,372
Change in net assets	<u>(656,094)</u>	<u>(427,592)</u>	<u>(1,083,686)</u>	<u>(73,974)</u>	<u>(1,157,660)</u>
Net assets, December 31, 2022	11,177,039	4,980,772	16,157,811	432,901	16,590,712
Change in net assets	<u>362,124</u>	<u>(367,473)</u>	<u>(5,349)</u>	<u>(53,209)</u>	<u>(58,558)</u>
Net assets, December 31, 2023	<u>\$ 11,539,163</u>	<u>\$ 4,613,299</u>	<u>\$ 16,152,462</u>	<u>\$ 379,692</u>	<u>\$ 16,532,154</u>

See independent auditor's report and notes to consolidated financial statements.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidated Statement of Functional Expenses
For the Year Ended December 31, 2023

	Program services				Supporting services			Total expenses
	Resident services	Building operations	Affordable housing	Total program services	Management and general	Fundraising	Total supporting services	
Salaries	\$ 4,836,515	\$ 34,943	\$ 167,433	\$ 5,038,891	\$ 993,058	\$ 294,290	\$ 1,287,348	\$ 6,326,239
Occupancy costs	2,676,332	-	-	2,676,332	-	-	-	2,676,332
Payroll taxes and fringe benefits	984,245	1,258	16,554	1,002,057	204,016	59,292	263,308	1,265,365
Other professional fees	15,853	528,677	48,248	592,778	199,253	9,302	208,555	801,333
Repairs and maintenance	45,002	286,112	80,035	411,149	160,869	-	160,869	572,018
Depreciation and amortization	-	228,116	276,123	504,239	11,931	-	11,931	516,170
Accounting and legal	-	-	-	-	370,611	-	370,611	370,611
Utilities	10,673	156,485	83,379	250,537	70,744	-	70,744	321,281
Office expense	20,316	19,699	12,374	52,389	182,341	-	182,341	234,730
Interest	-	101,405	124,689	226,094	-	-	-	226,094
Family services	143,327	-	-	143,327	-	15,855	15,855	159,182
Insurance	-	-	47,399	47,399	75,456	-	75,456	122,855
Travel	1,115	-	-	1,115	100,676	-	100,676	101,791
Information technology	3,123	-	-	3,123	78,908	5,586	84,494	87,617
Special events	2,935	-	-	2,935	23,002	55,083	78,085	81,020
Miscellaneous	-	4,756	30,391	35,147	33,525	-	33,525	68,672
Bad debts	-	-	32,134	32,134	-	-	-	32,134
Other taxes and licenses	-	-	2,766	2,766	11,899	-	11,899	14,665
Lease expense	-	8,400	-	8,400	-	-	-	8,400
Membership dues and fees	-	-	-	-	5,785	-	5,785	5,785
	<u>\$ 8,739,436</u>	<u>\$ 1,369,851</u>	<u>\$ 921,525</u>	<u>\$ 11,030,812</u>	<u>\$ 2,522,074</u>	<u>\$ 439,408</u>	<u>\$ 2,961,482</u>	<u>\$ 13,992,294</u>

See independent auditor's report and notes to consolidated financial statements.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidated Statement of Functional Expenses (Continued)
For the Year Ended December 31, 2022

	Program services				Supporting services		Total supporting services	Total expenses
	Resident services	Building operations	Affordable housing	Total program services	Management and general	Fundraising		
Salaries	\$ 4,236,630	\$ 34,873	\$ 204,738	\$ 4,476,241	\$ 809,584	\$ 230,522	\$ 1,040,106	\$ 5,516,347
Occupancy costs	2,274,919	-	-	2,274,919	-	-	-	2,274,919
Payroll taxes and fringe benefits	954,581	7,881	26,504	988,966	182,952	54,613	237,565	1,226,531
Other professional fees	145,549	492,938	35,645	674,132	161,824	15,213	177,037	851,169
Depreciation and amortization	-	228,343	272,606	500,949	10,747	-	10,747	511,696
Repairs and maintenance	47,705	183,464	116,670	347,839	134,333	-	134,333	482,172
Accounting and legal	-	-	-	-	339,179	-	339,179	339,179
Utilities	21,044	160,055	101,131	282,230	40,976	-	40,976	323,206
Interest	-	111,427	126,690	238,117	-	-	-	238,117
Office expense	23,171	16,518	13,975	53,664	156,158	-	156,158	209,822
Family services	132,808	-	-	132,808	-	21,437	21,437	154,245
Insurance	-	-	36,909	36,909	66,102	-	66,102	103,011
Travel	4,396	-	-	4,396	90,775	-	90,775	95,171
Miscellaneous	-	800	29,053	29,853	64,344	-	64,344	94,197
Special events	7,374	-	-	7,374	14,428	65,392	79,820	87,194
Information technology	3,583	-	-	3,583	48,459	6,361	54,820	58,403
Other taxes and licenses	-	-	1,767	1,767	11,496	-	11,496	13,263
Lease expense	-	8,400	-	8,400	-	-	-	8,400
Membership dues and fees	-	-	-	-	4,591	-	4,591	4,591
Bad debts	-	-	2,623	2,623	-	-	-	2,623
	<u>\$ 7,851,760</u>	<u>\$ 1,244,699</u>	<u>\$ 968,311</u>	<u>\$10,064,770</u>	<u>\$ 2,135,948</u>	<u>\$ 393,538</u>	<u>\$ 2,529,486</u>	<u>\$12,594,256</u>

See independent auditor's report and notes to consolidated financial statements.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidated Statements of Cash Flows
For the Years Ended December 31, 2023 and 2022

	2023	2022
Consolidated cash flows from operating activities		
Change in net assets	\$ (58,558)	\$ (1,157,660)
Adjustments to reconcile change in net assets to net cash and restricted cash provided by (used in) operating activities		
Depreciation and amortization	516,170	511,696
Amortization of financing fees	9,337	9,337
Amortization of right-of use asset	7,102	-
Unrealized (gain) loss on investments	(519,041)	923,245
Realized (gain) loss on investments	(8,593)	41,024
Dividends on investments	(124,213)	(124,288)
Bad debts	32,134	2,623
(Increase) decrease in operating assets:		
Rents receivable	(54,281)	7,583
Grants receivable	875,150	(1,068,015)
Resident service fees receivable	(16,406)	33,858
Other receivables	-	1,941
Prepaid expenses	175,672	(1,928)
Security deposit receivable	1,064	430
Developer fees receivable	(571,132)	(242,117)
Increase (decrease) in operating liabilities:		-
Accounts payable, accrued expenses, and accrued interest	260,765	45,644
Prepaid rents	3,838	(3,959)
Tenant security deposits held in trust	(153)	1,524
Lease liabilities	(7,102)	-
Net cash and restricted cash provided by (used in) operating activities	<u>521,753</u>	<u>(1,019,062)</u>
Consolidated cash flows from investing activities		
Purchase of fixed assets	(111,420)	(49,188)
(Purchase) sale of investments	41	(21,825)
Increase in sponsor loans receivable	(2,774)	-
Increase in investment in limited liability companies	(12,639)	(8,141)
Increase in due from affiliates	(28,444)	-
Net cash and restricted cash used in investing activities	<u>(155,236)</u>	<u>(79,154)</u>

See independent auditor's report and notes to consolidated financial statements.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidated Statements of Cash Flows (Continued)
For the Years Ended December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Consolidated cash flows from financing activities		
Principal payments on long-term debt	\$ (137,178)	\$ (141,027)
Net cash and restricted cash used in financing activities	<u>(137,178)</u>	<u>(141,027)</u>
Net increase (decrease) in cash and restricted cash	229,339	(1,239,243)
Cash and restricted cash, beginning of year	<u>1,420,897</u>	<u>2,660,140</u>
Cash and restricted cash, end of year	<u>\$ 1,650,236</u>	<u>\$ 1,420,897</u>
Supplemental disclosure of cash flow information		
Cash paid for interest	<u>\$ 150,744</u>	<u>\$ 172,959</u>
The following table provides a reconciliation of cash and restricted cash reported within the consolidated statements of financial position that sum to the total of the same such amounts presented in cash and restricted cash, end of year, above:		
Cash	\$ 1,251,344	\$ 1,043,971
Tenants' security deposits	20,069	20,171
Reserves	313,778	292,511
Escrows	<u>65,045</u>	<u>64,244</u>
Total cash and restricted cash, end of year	<u>\$ 1,650,236</u>	<u>\$ 1,420,897</u>
Supplemental disclosure of non-cash investing and financing activities:		
Recognition of right-of-use asset - operating	\$ -	\$ (84,650)
Recognition of right-of-use liabilities - operating	<u>-</u>	<u>84,650</u>
	<u>\$ -</u>	<u>\$ -</u>

See independent auditor's report and notes to consolidated financial statements.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements
For the Years Ended December 31, 2023 and 2022

1) Nature of Business and Summary of Significant Accounting Policies

Nature of Business

Housing Up is a 501(c)(3) not-for-profit organization incorporated in February 1990. The mission of Housing Up is to combat homelessness by providing affordable housing and supportive services to the poor and underprivileged families in the District of Columbia while assisting them in developing life skills that enable independent living. Housing Up operates three apartment buildings located in the District of Columbia. Partner Arms I is a 14-unit apartment building located on Kennedy Street in Washington, D.C. Partner Arms II is a 13-unit apartment building located on Georgia Avenue in Washington, D.C. Partner Arms III is a 13-unit apartment building in Ward 7. Housing Up's programs are funded by government and foundation grants, contributions from churches, corporations and individuals, and rental income from tenants. Housing Up was formerly known as Transitional Housing Corporation until June 2, 2016, when they changed their name to Transitional Housing Corporation DBA Housing Up.

On June 17, 2005, THC Affordable Housing (THCAH) was incorporated in the District of Columbia as a 501(c)(3) not-for-profit organization. THCAH was formed to develop affordable housing through renovation, new construction, or preservation to meet the housing needs of very low, low, and moderate income individuals and families in the Washington, D.C. metropolitan area. All of the current board of directors of THCAH are also members of the board of Housing Up.

Partner Arms 4 LLC (PA 4 - also known as Weinberg Commons), formerly a wholly owned subsidiary of THCAH, was formed on January 29, 2013. THCAH purchased 3 buildings in Washington, DC for \$2,275,000, which were transferred to PA4 to be developed as affordable housing. The project has been awarded \$6,890,110 of Low Income Housing Tax Credits. On September 16, 2014, NEF Assignment Corporation (NEF) was admitted as a 99.99% investor member and is responsible for capital contributions of \$7,340,037. As of December 31, 2016 contributions of \$7,233,859, decreased due to a downward adjuster, have been received. THCAH remained in the partnership as a 0.01% managing member. The project consists of 36 low income units. The costs of the project were funded by a \$6,000,000 construction loan from TD Bank, various Sponsor Loans, and capital contributions from NEF.

Principles of Consolidation

The financial statements of Housing Up and THCAH (collectively, the Corporation) have been presented on a consolidated basis due to the presence of common control between the two entities. THCAH is the controlling member of PA4, which is also included in the consolidation. All significant transactions and balances between the entities have been eliminated in consolidation.

Basis of Presentation

Net assets, revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Corporation are classified in the following two classes:

Net assets with donor restrictions consist of contributions that have been restricted by the donor for specific purposes or are time restricted, including contributions that have been restricted by the donor that stipulate the resources maintained in perpetuity, but permit the Corporation to use or expend part or all of the income derived from the donated assets for either specified or unspecified purposes.

Net assets without donor restrictions represents funds that are available for support of the operations of the Corporation, and that are not subject to donor stipulation.

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements (Continued)
For the Years Ended December 31, 2023 and 2022

1) Nature of Business and Summary of Significant Accounting Policies (Continued)

Basis of Presentation (Continued)

Revenues are reported as increases in net assets without donor restrictions unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in net assets without donor restrictions. Expirations of donor-imposed restrictions on net assets (i.e., the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as reclassifications between applicable classes of net assets.

Property and Equipment

Property and equipment are stated at cost. The cost of repairs and maintenance is charged to operations as incurred. Major renewals, betterments and additions are capitalized. When assets are sold or otherwise disposed, the cost of the asset and related accumulated depreciation are removed from the accounts and the resulting gain or loss is credited or charged to revenue. Depreciation is computed using the straight-line method over 30 years for buildings, 15 years for land improvements and 5 years for equipment. Leasehold improvements are depreciated over the lesser of the estimated useful life or the remaining life of the lease. Donated or contributed property and equipment is stated at fair market value and in-kind donations revenue is recognized.

Amortization

Tax credit fees are being amortized to operations over the tax credit compliance period using the straight-line method. The estimated amortization expense related to tax credit fees for each of the next two years is \$7,057 for 2024 and \$5,880 for 2025 at which point they will be fully amortized.

Interest

The Corporation has adopted Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Section 835, *Interest*, which states that debt issuance costs related to a note shall be reported on the consolidated statements of financial position as a direct deduction from the face amount of that note, and any amortization of debt issuance costs shall be reported as interest expense. Accordingly, the Corporation is reporting loan fees related to its mortgage payable as a direct deduction from the principal balance of the mortgage, and is reporting amortization of the loan fees as interest expense on the mortgage payable. See Note 6 for more information.

Method of Accounting

The Corporation's consolidated financial statements are prepared on the accrual method of accounting which recognizes income when it is earned and expenses when they are incurred.

Impairment of Long-Lived Assets

The Corporation reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the fair value is less than the carrying amount of the asset, an impairment loss is recognized for the difference. There have been no asset impairments as of December 31, 2023 and 2022.

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements (Continued)
For the Years Ended December 31, 2023 and 2022

1) Nature of Business and Summary of Significant Accounting Policies (Continued)

Income Taxes

Housing Up and THCAH are exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code, except for unrelated business income as defined in the Code. The corporations did not have any unrelated business income during the years ended December 31, 2023 and 2022. Taxable income or losses pass through to, and are reportable by its members for PA4. Accordingly, no provision for income taxes has been included in the accompanying consolidated financial statements.

Non-Controlling Interest

This amount represents the positive balance of the investor member's equity interest in PA4, which is included in the consolidated financial statements. The balance of the investor member's interest remains in the Corporation's net assets. Included in net assets at December 31, 2023 and 2022 is the equity in the capital balance of the investor member's interest of \$4,613,299 and \$4,980,772, respectively.

Cash and Cash Equivalents

The Corporation considers all highly liquid investments with a maturity of three months or less at the date of acquisition and money market funds to be cash equivalents. There were no cash equivalents as of December 31, 2023 and 2022.

Investments

Investments with readily determinable fair values are recorded at fair market value. Income is recognized from interest and dividends as earned. Marketable securities consist of equity, mutual funds, and exchange-traded products. The Corporation's marketable securities are trading securities carried at fair value based on quoted market prices (Level 1) at the date nearest the financial position date. Unrealized gains or losses are included in investment and other income in the accompanying consolidated statements of activities. See Note 4 for more information.

Investment in Limited Liability Companies (LLCs)

The Corporation is a member or partner in numerous limited partnerships, general partnerships, or corporations, which own, manage, operate or invest in projects and services for low and moderate income individuals and families. The partnership and corporations that are not controlled by the Corporation are accounted for using the equity method. Under the equity method, the investment is reflected at cost, adjusted for the Corporation's proportionate share of the investees' income or losses and distributions.

On investments where it has guaranteed obligations of the limited partnership, the Corporation continues to apply the equity method when its share of the limited partnerships' losses reduces the investment in and advances to the investee to zero.

On investments where the Corporation has not guaranteed obligations of the investee or otherwise committed to provide further financial support, once losses exceed the original investment, the Corporation no longer records the activity. Further, distributions are recognized as other income once the investment balance has been reduced to zero. Unrecognized losses are suspended and offset against future individual operating income. As of December 31, 2023 and 2022, cumulative unrecognized losses were \$406 and \$372, respectively.

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements (Continued)
For the Years Ended December 31, 2023 and 2022

1) Nature of Business and Summary of Significant Accounting Policies (Continued)

Functional Allocation of Expenses

The costs of providing the various programs and other activities have been summarized on a functional basis in the consolidated statements of functional expenses. Indirect costs have been allocated to program services, management and general, and fundraising based on the proportion of staff salaries and fringe benefits expenses directly charged to those cost centers. Direct expenses are allocated based on the percentage of time spent on various programs. Estimates may be used in developing allocations of expenses by function.

Estimates

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

Revenue Recognition

Contributions received are unconditional in nature and are recognized as revenue when an unconditional promise to give is received by the Corporation. All contributions and other types of revenue with restrictions imposed by the donor are reported as increases in net assets with donor restrictions depending on the nature of the restrictions. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions.

The Corporation earns resident service fees from contracts for providing services for the benefit of residents of affordable housing properties. Resident service fees are recognized as revenue on a straight-line basis over the term of the annual service period.

Development fees are recognized as earned by the Corporation when paid at initial closing and during the construction period based on percentage of completion of the construction contract, a cost-based input method. Developer fee receivable, developer fee income and deferred developer fee earned from affiliates and subsidiaries and payable from operational cash flow of the respective projects are eliminated in consolidation.

Rental income is recognized as rents become due. Rental payments received in advance are deferred until earned. All leases between the Corporation and tenants are operating leases.

The Corporation receives donated services, furniture, appliances, and other items from various donors in support of its programs and records these items at their estimated fair value at the date of donation. During 2023 and 2022, the Corporation received in-kind donations of professional services, construction materials, services related to the refurbishing of apartment units and other goods valued at \$19,045 and \$45,825, respectively, which are reported as in-kind donations in the accompanying consolidated statements of activities and changes in net assets. During 2023 and 2022, the Corporation also received approximately 301 and 1,096 hours of donated services, respectively, from volunteers in support of its programs that do not meet the criteria for recognition under accounting principles generally accepted in the United States of America.

Housing Up receives its grant and contract support primarily from corporations, foundations, and local/federal organizations. The grants received are unconditional in nature and are typically in the form of reimbursable grants to be used to provide support for the homeless. Net assets with donor restrictions are reclassified to net assets without donor restrictions upon satisfaction of the time or purpose restrictions.

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements (Continued)
For the Years Ended December 31, 2023 and 2022

1) Nature of Business and Summary of Significant Accounting Policies (Continued)

Rents Receivable

Rents receivable are presented on the consolidated statements of financial position net of estimated uncollectible amounts. The Corporation provides for doubtful accounts based on anticipated collection losses. The estimated losses are determined from historical collection experience and a review of existing rents receivable as to their collectability. The allowance for doubtful accounts balance was \$90,234 and \$49,690, respectively, as of December 31, 2023 and 2022.

Reclassifications

Reclassifications have been made to the prior year balances to conform to the current year presentation. These reclassifications had no impact on prior year net assets or change in net assets.

2) Concentration of Credit Risk

The Corporation maintains its cash balances in several accounts at various financial institutions. At times, these balances may exceed the federal insured limits; however, the Corporation has not experienced any losses with respect to its bank balances in excess of government provided insurance. Management believes that no significant concentration of credit risk exists with respect to these cash balances at December 31, 2023.

3) Liquidity Analysis

At December 31, 2023, the Corporation has \$2,652,371 of financial and other current assets available to meet needs for general expenditures consisting of cash of \$1,251,344 and \$1,401,027 of rents, grants, and resident service fees receivable. At December 31, 2022, the Corporation had \$3,281,596 of financial and other current assets available to meet the needs for general expenditures consisting of cash of \$1,043,971 and \$2,237,625 of accounts, grants, and service fees receivable. As of December 31, 2023 and 2022, financial assets subject to donor restrictions are \$379,692 and \$432,901, respectively. Accordingly, \$2,272,679 and \$2,848,695, respectively, are available to meet the cash needs of the Corporation in the next 12 months.

The Corporation manages its liquidity through the development of annual operating budgets and quarterly cash flow projections. These practices ensure that there are sufficient funds available for general expenditures as liabilities and obligations come due. Monthly cash needs are anticipated to be met through fees from government grants and contributions from corporate and individual donors.

As part of the Corporation's liquidity management plan, any excess annual cash is designated by the board into TD Bank investment accounts: one for Housing Up and another for THCAH. These funds are managed by a dedicated TD Bank investment advisor, following a board-approved balanced portfolio approach. The Corporation aims to maintain sufficient financial assets to cover at least two months' worth of operating expenses.

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements (Continued)
For the Years Ended December 31, 2023 and 2022

4) Investments and Fair Value Measurements

FASB ASC 820, *Fair Value Measurement*, establishes a framework for measuring fair value for assets and liabilities subject to fair value measurement. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Corporation has the ability to access.

Level 2 - Inputs to the valuation methodology include the following

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable substantially the full term of the asset or liability.

Level 3 - Inputs to valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The method described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Corporation believes its valuation method is appropriate and consistent with other market participants, the use of other methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements (Continued)
For the Years Ended December 31, 2023 and 2022

4) Investments and Fair Value Measurements (Continued)

As of December 31, 2023 and 2022, all investments are measured as Level 1 within the fair value hierarchy. The following table sets forth the Corporation's investments at fair value as of December 31:

	2023	2022
Equities	\$ 1,286,890	\$ 1,005,942
Mutual Funds	2,666,582	2,341,178
Exchange-Traded Products	339,033	293,579
Total	<u>\$ 4,292,505</u>	<u>\$ 3,640,699</u>

For the years ended December 31, 2023 and 2022, the Corporation's investment income/loss consists of an unrealized gain of \$519,041, a realized gain of \$8,593, and interest/dividends of \$124,213 for 2023, and an unrealized loss of \$923,245, a realized loss of \$41,024, and interest/dividends of \$124,288 for 2022. These amounts are included in investment and other income/loss on the accompanying consolidated statements of activities.

5) Investment in Limited Liability Companies

THCAH acquired a membership interest in MR THCAH 2 Patterson LLC (Patterson) in 2021. THCAH owns a 60% membership interest in Patterson, which owns a 0.01% general partner interest in MR Patterson, LP, which was formed to acquire, develop, own, and operate a low-income residential rental housing project. While THCAH has economic interest in Patterson, it does not have control. Therefore, its financial statements are not consolidated in the financial statements of the Corporation.

THCAH acquired a membership interest in Abrams Hall GP Member, LLC (Abrams Hall) in 2017. THCAH owns a 51% membership interest in Abrams Hall, which owns a 0.01% general partner interest in Abrams Hall Senior LP, which was formed to acquire, develop, own, and operate a low-income residential rental housing project. While THCAH has economic interest in Abrams Hall, it does not have control. Therefore, its financial statements are not consolidated in the financial statements of the Corporation.

THCAH acquired a membership interest in Hedin House Preservation, LLC (Hedin House) in 2017. THCAH owns a 51% membership interest in Hedin House, which owns a 0.01% general partner interest in Hedin House Preservation LP, which was formed to acquire, develop, own, and operate a low-income residential rental housing project. While THCAH has economic interest in Hedin House, it does not have control. Therefore, its financial statements are not consolidated in the financial statements of the Corporation.

THCAH acquired a membership interest in Glenn Arms Preservation, LLC (Glenn Arms) in 2017. THCAH owns a 51% membership interest in Glenn Arms, which owns a 0.01% general partner interest in Glenn Arms Preservation LP, which was formed to acquire, develop, own, and operate a low-income residential rental housing project. While THCAH has economic interest in Glenn Arms, it does not have control. Therefore, its financial statements are not consolidated in the financial statements of the Corporation.

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements (Continued)
For the Years Ended December 31, 2023 and 2022

5) Investment in Limited Liability Companies (Continued)

THCAH acquired a membership interest in the following LLCs during 2011, which were formed to invest in operating partnerships that acquire, develop, own, and operate low-income residential rental housing projects through an entity that is the general partner of the entity that directly owns the property:

THCAH acquired, in 2011, a 45.5% membership interest in WG Partners, LLC, which owns a 0.01% general partner interest in Webster Gardens, LP which was formed to acquire, develop, own, and operate a low-income residential rental housing project. While THCAH has economic interest in WG Partners, LLC, it does not have control. Therefore, its financial statements are not consolidated in the financial statements of the Corporation.

THCAH acquired, in 2011, a 49% membership interest in FV Partners, LLC, which owns a 0.01% general partner interest in Fort View, LP, which was formed to acquire, develop, own, and operate a low-income residential rental housing project. While THCAH has economic interest in FV Partners, LLC, it does not have control. Therefore, its financial statements are not consolidated in the financial statements of the Corporation.

The summarized combined balance sheets and combined statements of operations of the LLCs for which THCAH has an investment through the general partner entity as of December 31, 2023 and 2022 and for the years then ended are as follows:

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements (Continued)
For the Years Ended December 31, 2023 and 2022

5) Investment in Limited Liability Companies (Continued)

Combined Balance Sheets:

	2023	2022
Assets		
Investment in real estate:		
Land and land improvements	\$ 11,258,564	\$ 11,251,669
Building and improvements	72,535,338	72,291,883
Furniture and equipment	2,938,574	2,889,267
	86,732,476	86,432,819
Accumulated depreciation	(16,754,008)	(14,588,750)
	69,978,468	71,844,069
Other assets:		
Cash	314,749	423,219
Accounts receivable	363,716	400,778
Prepaid expenses	181,379	188,594
Intangibles	106,138	101,606
Escrows and reserves	2,765,294	2,722,045
	3,731,276	3,836,242
Total assets	\$ 73,709,744	\$ 75,680,311
Liabilities and Partners' Equity		
Liabilities applicable to real estate:		
Mortgage and bonds payable	\$ 30,581,541	\$ 30,445,648
Notes and loans payable	19,496,299	19,177,089
Total liabilities applicable to real estate	50,077,840	49,622,737
Other liabilities:		
Accounts payable and accrued expenses	578,825	591,065
Tenant security deposit and other liabilities	2,961,148	2,785,021
Due to related party	2,968,659	1,225,948
Total other liabilities	6,508,632	4,602,034
Total liabilities	56,586,472	54,224,771
Partners' equity	17,123,272	21,455,540
Total liabilities and partners' equity	\$ 73,709,744	\$ 75,680,311
THCAH portion of equity	\$ 70,522	\$ 57,883

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements (Continued)
For the Years Ended December 31, 2023 and 2022

5) Investment in Limited Liability Companies (Continued)

Combined Statements of Operations

	<u>2023</u>	<u>2022</u>
Revenue:		
Rents	\$ 5,199,208	\$ 5,197,006
Interest	1,643	961
Other	244,473	142,668
Total revenue	<u>5,445,324</u>	<u>5,340,635</u>
Expenses:		
Administrative	1,054,734	1,010,457
Operating and maintenance	1,096,753	1,300,722
Taxes and insurance	552,614	504,054
Utilities	1,110,257	971,280
Depreciation and amortization	2,178,603	2,164,161
Interest	1,678,511	2,002,971
Other expenses	457,161	331,337
Total expenses	<u>8,128,633</u>	<u>8,284,982</u>
Net loss	<u>\$ (2,683,309)</u>	<u>\$ (2,944,347)</u>
THCAH portion of net loss	<u>\$ (134)</u>	<u>\$ (147)</u>

6) Long-Term Debt

Notes and mortgages payable consisted of the following at December 31:

	<u>2023</u>	<u>2022</u>
Mortgage loan of \$715,297 with DC Department of Housing and Community Development (DHCD) collateralized by Partner Arms I. Interest accrues at 3% per annum; annual principal and interest payments are due from 50% of Available Cash Flow (see Footnote 13); any remaining principal and accrued interest is due March 31, 2055.	\$ 715,297	\$ 715,297

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements (Continued)
For the Years Ended December 31, 2023 and 2022

6) Long-Term Debt (Continued)

	2023	2022
Mortgage loan of \$1,120,000 with Local Initiatives Support Corporation (LISC) collateralized by Partner Arms I. Interest accrues at 6.25% per annum; monthly principal and interest payments are \$4,787; any remaining principal and accrued interest is due May 1, 2028.	\$ 222,473	\$ 261,145
Mortgage loan of \$2,070,000 with LISC. Interest accrues at a nominal rate of 6.25% per annum and an effective interest rate of 6.60% per annum; monthly principal and interest payments are \$12,752; any remaining principal and accrued interest is due by July 1, 2046. The loan is secured by a first mortgage deed of trust, security interest and assignment of rents.	1,848,533	1,882,034
Construction loan of up to \$1,291,728 through LISC. Interest accrues at 6% per annum. Monthly principal and interest payments are \$8,640. The loan is secured by a Deed of Trust on the property. Loan matures October 1, 2029.	509,464	574,469
Mortgage loan of \$1,155,369 with DHCD through Housing Production Trust Fund (HPTF). Interest accrues at 3% per annum, principal and interest payments began on December 18, 2019 due from 75% of Available Cash Flow of PA2. The loan is secured by a Second Deed of Trust on the property. Loan matures January 2058.	1,155,369	1,155,369
Total	4,451,136	4,588,314
Less: current portion	164,428	145,982
Less: unamortized financing fees	126,880	136,217
Long-term portion, net of unamortized financing fees	\$ 4,159,828	\$ 4,306,115

Future principal payments required under the loans are as follows for the years ending December 31:

2024	\$ 164,428
2025	169,023
2026	179,684
2027	191,016
2028	169,985
2029 and thereafter	3,577,000
Total	\$ 4,451,136

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements (Continued)
For the Years Ended December 31, 2023 and 2022

6) Long-Term Debt (Continued)

Interest incurred on the notes and mortgages payable for the years ended December 31, 2023 and 2022 was \$226,094 and \$238,117, respectively, including amortization of financing fees of \$9,337 annually.

Estimated financing fees being amortized to interest expense for each of the next five years are \$9,338.

7) Net Assets with Donor Restrictions

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

	<u>2023</u>	<u>2022</u>
Housing and services support	<u>\$ 379,692</u>	<u>\$ 432,901</u>

THCAH received grant income of \$250,000 from the Harry and Jeanette Weinberg Foundation, Inc. (the Foundation) for both 2015 and 2014 in connection with PA4. The funds were credited to net assets without donor restrictions; however, the contract states that the building cannot be sold for 40 years without consent of the Foundation. Therefore, if THCAH violates the contract, the funds would have to be repaid from the proceeds of sale.

8) Concentration of Funding Risk

During 2023, Housing Up received \$3,949,128, approximately 30 percent of its revenue, from the U.S. Department of Housing and Urban Development (HUD) either directly or as a sub-recipient of a pass-through award from the District of Columbia. Housing Up also received \$6,976,692, approximately 52 percent of its revenue, directly from the District of Columbia. During 2022, Housing Up received \$3,573,213, approximately 32 percent of its revenue, from HUD either directly or as a sub-recipient of a pass-through award from the District of Columbia. Housing Up also received \$6,439,503, approximately 58 percent of its revenue, directly from the District of Columbia. A significant reduction in the level of funding from these sources in the future could significantly affect Housing Up's ability to carry out its current program activities. Management does not consider this a significant risk in the near term.

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements (Continued)
For the Years Ended December 31, 2023 and 2022

9) Lease Obligations

Housing Up leases the Partner Arms I apartment building from the District of Columbia under a twenty year, non-cancellable operating lease that expires in January 2033. The terms of the lease require Housing Up to make annual lease payments of \$8,400 and pay for all required repairs and maintenance.

The lease is a noncancelable operating lease agreement. The Corporation assesses its contracts to determine if they contain a lease. This assessment is based on (i) the right to control the use of an identified asset; (ii) the right to obtain substantially all of the economic benefits from the use of the identified asset; and (iii) the right to use the identified asset. The lease contains varying terms and renewal options, which are at the sole discretion of the Corporation. Renewal options that the Corporation is reasonably certain to accept are recognized as part of the lease liability and right-of-use asset.

Right-of-use assets represent the Corporation's right to use an underlying asset for the lease term and lease liabilities represent the Corporation's obligation to make lease payments per the lease. Operating lease right-of-use assets and liabilities are recognized at lease commencement date based on the present value of lease payments over the lease term. As the rate implicit in the Corporation's lease was not readily determinable, the Corporation elected the practical expedient to use the risk-free interest rate to determine the present value of lease payments on the Corporation's lease.

The lease agreements may include variable payments, which are not determinable at the lease commencement and are not included in the measurement of the lease asset and liabilities. Variable lease costs are recognized in the period in which they are incurred. The Corporation's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The Corporation has elected the short-term lease recognition exemption for all applicable classes of underlying assets. Leases with an initial term of 12 months or less, that do not include an option to purchase the underlying asset that the Corporation is reasonably certain to exercise, are not recorded on the consolidated statement of financial position.

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements (Continued)
For the Years Ended December 31, 2023 and 2022

9) Lease Obligations (Continued)

Lease costs and other applicable disclosures for operating leases are as follows for the years ended December 31, 2023 and 2022:

	2023	2022
Lease cost		
Operating lease cost	\$ 8,400	\$ 8,400
Variable lease cost	106,710	76,470
Total lease cost	<u>\$ 115,110</u>	<u>\$ 84,870</u>
Other information		
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	\$ 8,400	\$ 8,400
Right-of-use assets - operating, net	\$ 84,650	\$ 84,650
Less: right-of use assets - operating, accumulated amortization	<u>(14,081)</u>	<u>(6,979)</u>
Right-of-use assets - operating, net	<u>\$ 70,569</u>	<u>\$ 77,671</u>
Weighted average remaining lease term	9.08 years	10.08 years
Weighted average discount rate	1.76%	1.76%

The following table presents future annual minimum lease payments required under non-cancellable leases and the present value discount to arrive at total lease liability as of December 31, 2023 and 2022:

For the years ending December 31:	Total	Lease liability	Present value discount
2024	\$ 8,400	\$ 7,228	\$ 1,172
2025	8,400	7,357	1,043
2026	8,400	7,487	913
2027	8,400	7,620	780
2028	8,400	7,755	645
Thereafter	34,300	33,122	1,178
Future minimum lease payments	<u>\$ 76,300</u>	<u>\$ 70,569</u>	<u>\$ 5,731</u>

Housing Up also leases a suite at the Parks at Walter Reed under a 40-year operating lease. The terms of the lease do not require the Corporation to pay any rent during the life of the lease however the Corporation is required to pay common area expenses. For the years ended December 31, 2023 and 2022, the Company incurred common area expenses of \$106,710 and \$76,470, respectively. The lease expires in June 2058.

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements (Continued)
For the Years Ended December 31, 2023 and 2022

10) Retirement Plan

Housing Up maintains a tax deferred annuity retirement plan qualified under section 403(b) of the Internal Revenue Code. Eligible employees may contribute to the plan up to the limits established by law. Housing Up makes matching contributions equal to 20 percent of eligible employees' contributions to the plan. During the years ended December 31, 2023 and 2022, Housing Up incurred expenses of \$19,085 and \$18,017, respectively.

11) Affiliate Transactions

Sponsor Loans Receivable

On April 14, 2010, THCAH entered into a loan agreement with an affiliate, Fort View, LP. The principal amount of the note is \$713,500. Interest accrues at .25% per annum, compounding annually. All unpaid principal and accrued interest are due on April 14, 2045. The outstanding principal and accrued interest balances are \$741,325 and \$25,459, respectively, as of December 31, 2023, and \$741,325 and \$23,607, respectively, as of December 31, 2022.

On April 14, 2010, THCAH entered into a loan agreement with an affiliate, Webster Gardens, LP. The principal amount of the note is \$369,000. Interest accrues at .25% per annum, compounding annually. All unpaid principal and accrued interest are due on April 14, 2045. The outstanding principal and accrued interest balances are \$369,000 and \$12,523, respectively, as of December 31, 2023, and \$369,000 and \$11,601, respectively, as of December 31, 2022.

On September 16, 2014, THCAH entered into a loan agreement with Partner Arms 4 in the original amount of \$1,220,000. Interest begins accruing on the second anniversary of the date of the agreement at 6.5% per annum. All unpaid principal and accrued interest are due on September 16, 2049. The outstanding principal balance as of December 31, 2023 and 2022 was \$1,220,000, which is eliminated in the consolidation. Interest of \$578,094 and \$498,794 was accrued for the years ended December 31, 2023 and 2022, respectively, and is eliminated in the consolidation.

On June 15, 2018, THCAH entered into a loan agreement with an affiliate, Abrams Hall Senior LP. The principal amount of the note is \$293,000 and the loan does not bear interest. The outstanding principal balance as of December 31, 2023 and 2022 was \$293,000.

Developer Fees

THCAH earns developer fees from affiliated limited partnerships. The fees are to be paid from capital contributions and any unpaid amounts are payable from net cash flow, as defined in the affiliates' partnership agreements. As of December 31, 2023 and 2022, developer fees receivable totaled \$1,693,363 and \$1,122,231, respectively. Developer fees of \$646,132 and \$262,764 were earned for the years ended December 31, 2023 and 2022, respectively.

Guarantees

THCAH is party to a guaranty agreement with the District of Columbia Housing Finance Agency in connection with the bond issuances of Fort View, LP and Webster Gardens, LP. In addition, the co-general partner and other parties are a party to the guarantee agreement. As guarantors, they must 1) guarantee payment of agency fees and expenses, 2) guarantee Fort View, LP's performance of the bankruptcy undertaking in the event of default, 3) guarantee payment of replacement reserve deposits, 4) guarantee the nonrecourse exceptions and 5) guarantee all environmental obligations.

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements (Continued)
For the Years Ended December 31, 2023 and 2022

11) Affiliate Transactions (Continued)

Guarantees (Continued)

THCAH is party to a separate guaranty agreement with the District of Columbia Housing Finance Agency in connection with the bond issuances of Fort View, LP and Webster Gardens, LP. In addition, the co-general partner and other parties are a party to the guaranty agreement. As guarantors, they must guarantee that if the owner or the general partner of Fort View, LP or Webster Gardens, LP defaults in the payment or performance of the environmental obligations, the guarantor will pay for the environmental obligations.

Housing Up and THCAH are a party to a guaranty agreement with the limited partners of Fort View, LP and Webster Gardens, LP in connection with the partnership agreements. In addition, the co-general partner and other parties are a party to the guaranty agreement. As guarantors, they must guarantee to the limited partners the due and punctual performance by the general partners of all of its obligations under the partnership agreements. Such guarantees include, without limitation, operating deficit, development completion and tax credit guarantees. The tax credit guaranty requires the general partner to hold 100% the credit units as qualified low-income units during the extended use period. The operating deficit and development completion guarantees have expired.

Incentive Company Management Fee

PA4 is obligated to pay DC Partners LLC, a single member LLC 100% owned by THCAH, an Incentive Company Management Fee under the terms of the Operating Agreement as an additional fee for managing the affairs of the Company. The fee shall be paid on an annual, non-cumulative basis and is payable from 90% of Cash Flow after the Development Fee and subordinate loans pursuant to Section 5.1.1. As of December 31, 2023 and 2022, no fee has been accrued or paid.

Asset Management Fee

PA4 is obligated to pay NEF Community Investments, Inc., an affiliate of the Investor Member, an Asset Management Fee under the terms of the Operating Agreement for property management oversight, tax credit compliance monitoring, and related services. The annual fee shall be \$3,600, commencing the month following the month in which Stabilized Occupancy is achieved, but in no event later than January 2016, to be increased annually by three percent each year thereafter. The fee is payable from Cash Flow pursuant to Section 5.1.1. As of December 31, 2023 and 2022, \$32,403 and \$28,322, respectively, remains payable and is included in accounts payable and accrued expenses on the accompanying consolidated statements of financial position.

Cross Indemnity Agreement

Housing Up and THCAH are a party to a cross indemnity agreement with the co-general partner and other parties of Fort View, LP and Webster Gardens LP. The agreement states that the Housing Up entities and the co-general partner entities are each responsible for 50% of any payment required under a guaranty agreement. However, Housing Up is only obligated under the guaranty agreements to which it is a party.

Due from Affiliate

During the year ended December 31, 2023, the Corporation inadvertently paid a bill of a related entity in the amount of \$28,444. The amount is non-interest bearing, due on demand, and is expected to be repaid in 2024.

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Notes to Consolidated Financial Statements (Continued)
For the Years Ended December 31, 2023 and 2022

12) Property Management Fee

PA4 was obligated under the terms of a property management agreement through September 30, 2023 with Charles Tini & Associates, LLC, an unrelated party. The agreement provided for a fee of 6% of rent collections. The agreement was terminated effective October 1, 2023, and THCAH took over management. No fee is being charged by THCAH. Management fees of \$19,291 and \$28,556 respectively, were incurred during the years ended December 31, 2023 and 2022. As of December 31, 2023 and 2022, \$0 and \$1,886 respectively, remains payable and is included in accounts payable and accrued expenses on the accompanying consolidated statements of financial position.

13) Available Cash Flow

Pursuant to the DHCD loan agreement dated March 31, 2015, the Corporation is required to compute the annual Available Cash Flow relating to the Partner Arms 1 property. Available Cash Flow is defined as the sum of all cash received from ownership or operation of the property, less all cash expenditures, and all expenses unpaid but properly accrued.

The Calculation of Available Cash Flow for the year ended December 31, 2023 is as follows:

Cash received	\$	348,292
Cash expenditures		<u>424,731</u>
Available cash flow	\$	<u>(76,439)</u>

14) Commitments and Contingencies

Low-Income Housing Tax Credits

Partner Arms 4's low-income housing tax credits are contingent on its ability to maintain compliance with applicable sections of Section 42. Failure to maintain compliance with occupant eligibility and/or unit gross rent, among other requirements, or to correct noncompliance within a specified time period, could result in recapture of previously taken tax credits plus interest. In addition, such potential noncompliance may require an adjustment to the contributed capital by the limited partner.

15) Subsequent Events

Management has evaluated events and transactions subsequent to the consolidated statement of financial position date for potential recognition or disclosure through the independent auditor's report date, the date the consolidated financial statements were available to be issued. There were no material events that required recognition or disclosure in the consolidated financial statements.

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidating Statement of Financial Position
As of December 31, 2023

	THCAH	PA4	Eliminations	Consolidated THCAH	Housing Up	Eliminations	Total
Current assets							
Cash	\$ 133,479	\$ 112,126	\$ -	\$ 245,605	\$ 1,005,739	\$ -	\$ 1,251,344
Rent receivables, net of allowance for doubtful accounts of \$90,234	-	45,256	-	45,256	15,934	-	61,190
Grants receivable	-	-	-	-	1,277,987	-	1,277,987
Resident service fees receivable	-	-	-	-	61,740	-	61,740
Other receivables	-	110	-	110	-	-	110
Prepaid expenses	-	-	-	-	108,510	-	108,510
Due from affiliate	30,882	-	(30,882)	-	1,170,597	(1,142,153)	28,444
Tenants' security deposits	-	20,069	-	20,069	-	-	20,069
Total current assets	164,361	177,561	(30,882)	311,040	3,640,507	(1,142,153)	2,809,394
Property and equipment							
Land	-	1,000,000	-	1,000,000	85,000	-	1,085,000
Buildings and improvements	-	8,793,306	(11,827)	8,781,479	3,626,732	(544,118)	11,864,093
Land improvements	-	331,628	-	331,628	-	-	331,628
Leasehold improvements	-	-	-	-	1,887,485	-	1,887,485
Furniture, fixtures, and equipment	-	381,752	-	381,752	191,864	-	573,616
Total property and equipment	-	10,506,686	(11,827)	10,494,859	5,791,081	(544,118)	15,741,822
Less: accumulated depreciation	-	(2,189,038)	-	(2,189,038)	(2,531,170)	167,546	(4,552,662)
Net property and equipment	-	8,317,648	(11,827)	8,305,821	3,259,911	(376,572)	11,189,160
Other assets							
Security deposit receivable	-	-	-	-	7,400	-	7,400
Sponsor loans receivable, including accrued interest receivable of \$37,982	3,239,401	-	(1,798,094)	1,441,307	-	-	1,441,307
Developer fees receivable	1,705,190	-	(11,827)	1,693,363	-	-	1,693,363
Reserves	-	313,778	-	313,778	-	-	313,778
Escrows	-	65,045	-	65,045	-	-	65,045
Tax credit fees, net of accumulated amortization of \$57,611	-	12,937	-	12,937	-	-	12,937
Right-of-use asset, net	-	-	-	-	70,569	-	70,569
Investment in limited liability companies	70,522	-	-	70,522	-	-	70,522
Investments	1,002,146	-	-	1,002,146	3,290,359	-	4,292,505
Total other assets	6,017,259	391,760	(1,809,921)	4,599,098	3,368,328	-	7,967,426
Total assets	\$ 6,181,620	\$ 8,886,969	\$ (1,852,630)	\$ 13,215,959	\$ 10,268,746	\$ (1,518,725)	\$ 21,965,980

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidating Statement of Financial Position (Continued)

As of December 31, 2023

	THCAH	PA4	Eliminations	Consolidated THCAH	Housing Up	Eliminations	Total
Current liabilities							
Accounts payable and accrued expenses	\$ -	\$ 61,960	\$ -	\$ 61,960	531,532	\$ -	\$ 593,492
Current maturities of long-term debt	-	37,861	-	37,861	126,567	-	164,428
Lease liability, current maturities	-	-	-	-	7,228	-	7,228
Asset management fee payable	-	32,403	-	32,403	-	-	32,403
Accrued interest - long-term debt	-	9,845	-	9,845	372,090	-	381,935
Prepaid rents	-	14,574	-	14,574	6	-	14,580
Tenant security deposits held in trust	-	15,030	-	15,030	1,561	-	16,591
Total current liabilities	-	171,673	-	171,673	1,038,984	-	1,210,657
Long-term liabilities							
Due to affiliates	615,645	557,390	(30,882)	1,142,153	-	(1,142,153)	-
Developer fee payable	-	11,827	(11,827)	-	-	-	-
Sponsor loan	-	1,220,000	(1,220,000)	-	-	-	-
Accrued interest - sponsor loan	-	578,094	(578,094)	-	-	-	-
Lease liability, net of current maturities	-	-	-	-	63,341	-	63,341
Long-term debt, net of current maturities and unamortized financing fees of \$126,880	-	1,726,549	-	1,726,549	2,433,279	-	4,159,828
Total long-term liabilities	615,645	4,093,860	(1,840,803)	2,868,702	2,496,620	(1,142,153)	4,223,169
Total liabilities	615,645	4,265,533	(1,840,803)	3,040,375	3,535,604	(1,142,153)	5,433,826
Net assets							
Net assets without donor restrictions							
Controlling	5,265,975	8,137	(11,827)	5,262,285	6,653,450	(376,572)	11,539,163
Non-controlling	-	4,613,299	-	4,613,299	-	-	4,613,299
Total net assets without donor restrictions	5,265,975	4,621,436	(11,827)	9,875,584	6,653,450	(376,572)	16,152,462
Net assets with donor restrictions	300,000	-	-	300,000	79,692	-	379,692
Total net assets	5,565,975	4,621,436	(11,827)	10,175,584	6,733,142	(376,572)	16,532,154
Total liabilities and net assets	\$ 6,181,620	\$ 8,886,969	\$ (1,852,630)	\$ 13,215,959	\$ 10,268,746	\$ (1,518,725)	\$ 21,965,980

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidating Statement of Financial Position (Continued)

As of December 31, 2022

	THCAH	PA4	Eliminations	Consolidated THCAH	Housing Up	Eliminations	Total
Current assets							
Cash	\$ 576,278	\$ 198,717	\$ -	\$ 774,995	\$ 268,976	\$ -	\$ 1,043,971
Rent receivables, net of allowance for doubtful accounts of \$49,690	-	16,817	-	16,817	22,227	-	39,044
Grants receivable	-	-	-	-	2,153,137	-	2,153,137
Resident service fees receivable	-	-	-	-	45,334	-	45,334
Other receivables	-	110	-	110	-	-	110
Prepaid expenses	-	885	-	885	283,297	-	284,182
Tenants' security deposits	-	20,171	-	20,171	-	-	20,171
Total current assets	576,278	236,700	-	812,978	2,772,971	-	3,585,949
Property and equipment							
Land	-	1,000,000	-	1,000,000	85,000	-	1,085,000
Buildings and improvements	-	8,793,306	(11,827)	8,781,479	3,628,400	(544,118)	11,865,761
Land improvements	-	285,678	-	285,678	-	-	285,678
Leasehold improvements	-	-	-	-	1,976,281	-	1,976,281
Furniture, fixtures and equipment	-	316,282	-	316,282	244,513	-	560,795
Total property and equipment	-	10,395,266	(11,827)	10,383,439	5,934,194	(544,118)	15,773,515
Less: accumulated depreciation	-	(1,919,970)	-	(1,919,970)	(2,409,389)	142,698	(4,186,661)
Net property and equipment	-	8,475,296	(11,827)	8,463,469	3,524,805	(401,420)	11,586,854
Other assets							
Security deposits receivable	-	-	-	-	8,464	-	8,464
Sponsor loans receivable, including accrued interest receivable of \$35,208	3,157,327	-	(1,718,794)	1,438,533	-	-	1,438,533
Due from affiliate	30,882	-	(30,882)	-	1,413,680	(1,413,680)	-
Developer fees receivable, net of current maturities	1,134,058	-	(11,827)	1,122,231	-	-	1,122,231
Project development costs	-	-	-	-	-	-	-
Reserves	-	292,511	-	292,511	-	-	292,511
Escrows	-	64,244	-	64,244	-	-	64,244
Tax credit fees, net of accumulated amortization of \$50,556	-	19,992	-	19,992	-	-	19,992
Right-of-use asset - operating, net	-	-	-	-	77,671	-	77,671
Investment in limited liability companies	57,883	-	-	57,883	-	-	57,883
Investments	866,459	-	-	866,459	2,774,240	-	3,640,699
Total other assets	5,246,609	376,747	(1,761,503)	3,861,853	4,274,055	(1,413,680)	6,722,228
Total assets	\$ 5,822,887	\$ 9,088,743	\$ (1,773,330)	\$ 13,138,300	\$ 10,571,831	\$ (1,815,100)	\$ 21,895,031

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidating Statement of Financial Position (Continued)

As of December 31, 2022

	THCAH	PA4	Eliminations	Consolidated THCAH	Housing Up	Eliminations	Total
Current liabilities							
Accounts payable and accrued expenses	\$ -	\$ 16,053	\$ -	\$ 16,053	\$ 386,720	\$ -	\$ 402,773
Current maturities of long-term debt	-	36,071	-	36,071	109,911	-	145,982
Lease liability, current maturities	-	-	-	-	7,102	-	7,102
Asset management fee payable	-	28,322	-	28,322	-	-	28,322
Accrued interest - long-term debt	-	-	-	-	315,970	-	315,970
Prepaid rents	-	10,059	-	10,059	683	-	10,742
Tenant security deposits held in trust (contra)	-	15,359	-	15,359	1,385	-	16,744
Total current liabilities	-	105,864	-	105,864	821,771	-	927,635
Long-term liabilities							
Due to affiliates	935,015	509,547	(30,882)	1,413,680	-	(1,413,680)	-
Developer fee payable	-	11,827	(11,827)	-	-	-	-
Sponsor loan	-	1,220,000	(1,220,000)	-	-	-	-
Accrued interest - sponsor loan	-	498,794	(498,794)	-	-	-	-
Lease liability, net of current maturities	-	-	-	-	70,569	-	70,569
Long-term debt, net of current maturities and unamortized financing fees of \$136,217	-	1,753,765	-	1,753,765	2,552,350	-	4,306,115
Total long-term liabilities	935,015	3,993,933	(1,761,503)	3,167,445	2,622,919	(1,413,680)	4,376,684
Total liabilities	935,015	4,099,797	(1,761,503)	3,273,309	3,444,690	(1,413,680)	5,304,319
Net assets							
Net assets without donor restrictions							
Controlling	4,587,872	8,174	(11,827)	4,584,219	6,994,240	(401,420)	11,177,039
Non-controlling	-	4,980,772	-	4,980,772	-	-	4,980,772
Total net assets without donor restrictions	4,587,872	4,988,946	(11,827)	9,564,991	6,994,240	(401,420)	16,157,811
Net assets with donor restrictions	300,000	-	-	300,000	132,901	-	432,901
Total net assets	4,887,872	4,988,946	(11,827)	9,864,991	7,127,141	(401,420)	16,590,712
Total liabilities and net assets	\$ 5,822,887	\$ 9,088,743	\$ (1,773,330)	\$ 13,138,300	\$ 10,571,831	\$ (1,815,100)	\$ 21,895,031

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidating Statement of Activities
For the Year Ended December 31, 2023

	Without donor restrictions						With donor restrictions			Total consolidated
	Consolidated			Total			THCAH	Housing Up	Total	
	THCAH	PA4	Eliminations	THCAH	Housing Up	Eliminations				
Revenue										
Government contracts and grants	\$ -	\$ -	\$ -	\$ -	\$ 10,925,821	\$ -	\$ -	\$ -	\$ 10,925,821	
Rental revenue, net	-	458,631	-	458,631	400,173	-	858,804	-	858,804	
Investment and other income	219,790	77,445	(79,300)	217,935	519,255	-	737,190	-	737,190	
Corporate/individual contributions	-	-	-	-	605,812	-	605,812	70,000	675,812	
Developer fees	646,132	-	-	646,132	-	-	646,132	-	646,132	
Resident service fees	-	-	-	-	70,932	-	70,932	-	70,932	
In-kind donations	-	-	-	-	19,045	-	19,045	-	19,045	
Management fees	-	-	-	-	70,743	(70,743)	-	-	-	
Net assets released from purpose related restrictions	-	-	-	-	123,209	-	123,209	(123,209)	-	
Total revenue	865,922	536,076	(79,300)	1,322,698	12,734,990	(70,743)	13,986,945	(53,209)	(53,209)	13,933,736
Expenses										
Program services:										
Resident services	-	-	-	-	8,739,436	-	8,739,436	-	8,739,436	
Building operations	-	-	-	-	1,394,699	(24,848)	1,369,851	-	1,369,851	
Affordable housing	70,743	903,586	(79,300)	895,029	97,239	(70,743)	921,525	-	921,525	
Total program services expenses	70,743	903,586	(79,300)	895,029	10,231,374	(95,591)	11,030,812	-	-	11,030,812
Supporting services:										
Management and general	117,076	-	-	117,076	2,404,998	-	2,522,074	-	2,522,074	
Fundraising	-	-	-	-	439,408	-	439,408	-	439,408	
Total supporting services expenses	117,076	-	-	117,076	2,844,406	-	2,961,482	-	-	2,961,482
Total expenses	187,819	903,586	(79,300)	1,012,105	13,075,780	(95,591)	13,992,294	-	-	13,992,294
Change in net assets	\$ 678,103	\$ (367,510)	\$ -	\$ 310,593	\$ (340,790)	\$ 24,848	\$ (5,349)	\$ (53,209)	\$ (53,209)	\$ (58,558)

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidating Statement of Activities (Continued)
For the Year Ended December 31, 2022

	Without donor restrictions						With donor restrictions			Total consolidated	
	THCAH	PA4	Eliminations	Consolidated THCAH	Housing Up	Eliminations	Total	THCAH	Housing Up		Total
Revenue											
Government contracts and grants	\$ -	\$ -	\$ -	\$ -	\$ 10,012,716	\$ -	\$ 10,012,716	\$ -	\$ -	\$ -	\$ 10,012,716
Rental revenue, net	-	477,658	-	477,658	493,576	-	971,234	-	-	-	971,234
Corporate/individual contributions	-	-	-	-	814,760	-	814,760	-	119,938	119,938	934,698
Investment loss and other income	(104,332)	(1,468)	(79,300)	(185,100)	(656,812)	-	(841,912)	-	-	-	(841,912)
Developer fees	262,764	-	-	262,764	-	-	262,764	-	-	-	262,764
Resident service fees	-	-	-	-	51,271	-	51,271	-	-	-	51,271
In-kind donations	-	-	-	-	45,825	-	45,825	-	-	-	45,825
Management fees	-	-	-	-	126,792	(126,792)	-	-	-	-	-
Net assets released from purpose related restrictions	-	-	-	-	193,912	-	193,912	-	(193,912)	(193,912)	-
Total revenue	158,432	476,190	(79,300)	555,322	11,082,040	(126,792)	11,510,570	-	(73,974)	(73,974)	11,436,596
Expenses											
Program services:											
Resident services	-	-	-	-	7,851,760	-	7,851,760	-	-	-	7,851,760
Building operations	-	-	-	-	1,269,548	(24,849)	1,244,699	-	-	-	1,244,699
Affordable housing	126,792	903,825	(79,300)	951,317	143,786	(126,792)	968,311	-	-	-	968,311
Total program services expenses	126,792	903,825	(79,300)	951,317	9,265,094	(151,641)	10,064,770	-	-	-	10,064,770
Supporting services:											
Management and general	108,225	-	-	108,225	2,027,723	-	2,135,948	-	-	-	2,135,948
Fundraising	-	-	-	-	393,538	-	393,538	-	-	-	393,538
Total supporting services expenses	108,225	-	-	108,225	2,421,261	-	2,529,486	-	-	-	2,529,486
Total expenses	235,017	903,825	(79,300)	1,059,542	11,686,355	(151,641)	12,594,256	-	-	-	12,594,256
Change in net assets	\$ (76,585)	\$ (427,635)	\$ -	\$ (504,220)	\$ (604,315)	\$ 24,849	\$ (1,083,686)	\$ -	\$ (73,974)	\$ (73,974)	\$ (1,157,660)

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidating Statement of Changes in Net Assets
For the Years Ended December 31, 2023 and 2022

	Without donor restrictions							With donor restrictions			Total Consolidated	
	PA4			Eliminations	Consolidated		Total	THCAH	Housing Up	Total		
	THCAH	Non-controlling	Controlling		THCAH	Housing Up						
Net assets, January 1, 2022	\$ 4,664,457	\$ 5,408,364	\$ 8,217	\$ (11,827)	\$ 10,069,211	\$ 7,598,555	\$ (426,269)	\$ 17,241,497	\$ 300,000	\$ 206,875	\$ 506,875	\$ 17,748,372
Change in net assets	(76,585)	(427,592)	(43)	-	(504,220)	(604,315)	24,849	(1,083,686)	-	(73,974)	(73,974)	(1,157,660)
Net assets, December 31, 2022	4,587,872	4,980,772	8,174	(11,827)	9,564,991	6,994,240	(401,420)	16,157,811	300,000	132,901	432,901	16,590,712
Change in net assets	678,103	(367,473)	(37)	-	310,593	(340,790)	24,848	(5,349)	-	(53,209)	(53,209)	(58,558)
Net assets, December 31, 2023	<u>\$ 5,265,975</u>	<u>\$ 4,613,299</u>	<u>\$ 8,137</u>	<u>\$ (11,827)</u>	<u>\$ 9,875,584</u>	<u>\$ 6,653,450</u>	<u>\$ (376,572)</u>	<u>\$ 16,152,462</u>	<u>\$ 300,000</u>	<u>\$ 79,692</u>	<u>\$ 379,692</u>	<u>\$ 16,532,154</u>

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidating Statement of Cash Flows
For the Year Ended December 31, 2023

	THCAH	PA4	Eliminations	Consolidated THCAH	Housing Up	Eliminations	Total
Consolidating cash flows from operating activities							
Change in net assets	\$ 678,103	\$ (367,510)	\$ -	\$ 310,593	\$ (393,999)	\$ 24,848	\$ (58,558)
Adjustments to reconcile change in net assets to net cash and restricted cash used in operating activities							
Depreciation and amortization	-	276,123	-	276,123	264,895	(24,848)	516,170
Amortization of financing fees	-	8,075	-	8,075	1,262	-	9,337
Amortization of right-of-use assets	-	-	-	-	7,102	-	7,102
Unrealized gain on investments	(101,762)	-	-	(101,762)	(417,279)	-	(519,041)
Realized gain on investments	(4,413)	-	-	(4,413)	(4,180)	-	(8,593)
Dividends on investments	(30,805)	-	-	(30,805)	(93,408)	-	(124,213)
Bad debts	-	32,134	-	32,134	-	-	32,134
(Increase) decrease in operating assets:							
Rents receivable	-	(60,573)	-	(60,573)	6,292	-	(54,281)
Grants receivable	-	-	-	-	875,150	-	875,150
Resident service fees receivable	-	-	-	-	(16,406)	-	(16,406)
Prepaid expenses	-	885	-	885	174,787	-	175,672
Security deposit receivable	-	-	-	-	1,064	-	1,064
Developer fees receivable	(571,132)	-	-	(571,132)	-	-	(571,132)
Increase (decrease) in operating liabilities:							
Accounts payable, accrued expenses, and accrued interest	-	139,133	(79,300)	59,833	200,932	-	260,765
Prepaid rents	-	4,515	-	4,515	(677)	-	3,838
Tenant security deposits held in trust	-	(329)	-	(329)	176	-	(153)
Lease liabilities	-	-	-	-	(7,102)	-	(7,102)
Net cash and restricted cash provided by (used in) operating activities	(30,009)	32,453	(79,300)	(76,856)	598,609	-	521,753

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidating Statement of Cash Flows (Continued)
For the Year Ended December 31, 2023

	THCAH	PA4	Eliminations	Consolidated THCAH	Housing Up	Eliminations	Total
Consolidating cash flows from investing activities							
Purchase of fixed assets	\$ -	\$ (111,420)	\$ -	\$ (111,420)	\$ -	\$ -	\$ (111,420)
(Purchase)/sale of investments	1,293	-	-	1,293	(1,252)	-	41
Increase in sponsor loans receivable	(82,074)	-	79,300	(2,774)	-	-	(2,774)
Increase in investment in limited liability companies	(12,639)	-	-	(12,639)	-	-	(12,639)
Increase in due from affiliates	-	-	-	-	243,083	(271,527)	(28,444)
Net cash and restricted cash used in investing activities	(93,420)	(111,420)	79,300	(125,540)	241,831	(271,527)	(155,236)
Consolidating cash flows from financing activities							
Principal payments on long-term debt	-	(33,501)	-	(33,501)	(103,677)	-	(137,178)
Increase (decrease) in due to affiliates	(319,370)	47,843	-	(271,527)	-	271,527	-
Net cash and restricted cash provided by (used in) financing activities	(319,370)	14,342	-	(305,028)	(103,677)	271,527	(137,178)
Net increase (decrease) in cash and restricted cash	(442,799)	(64,625)	-	(507,424)	736,763	-	229,339
Cash and restricted cash, beginning of year	576,278	575,643	-	1,151,921	268,976	-	1,420,897
Cash and restricted cash, end of year	\$ 133,479	\$ 511,018	\$ -	\$ 644,497	\$ 1,005,739	\$ -	\$ 1,650,236
Supplemental disclosure of cash flow information							
Cash paid during the year for:							
Interest	\$ -	\$ 106,769	\$ -	\$ 106,769	\$ 43,975	\$ -	\$ 150,744

The following table provides a reconciliation of cash and restricted cash reported within the consolidating statements of financial position that sum to the total of the same such amounts presented in cash and restricted cash, end of year, above:

Cash	\$ 133,479	\$ 112,126	\$ -	\$ 245,605	\$ 1,005,739	\$ -	\$ 1,251,344
Tenants' security deposits	-	20,069	-	20,069	-	-	20,069
Reserves	-	313,778	-	313,778	-	-	313,778
Escrows	-	65,045	-	65,045	-	-	65,045
Total cash and restricted cash, end of year	\$ 133,479	\$ 511,018	\$ -	\$ 644,497	\$ 1,005,739	\$ -	\$ 1,650,236

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidating Statement of Cash Flows (Continued)
For the Year Ended December 31, 2022

	THCAH	PA4	Eliminations	Consolidated THCAH	Housing Up	Eliminations	Total
Consolidating cash flows from operating activities							
Change in net assets	\$ (76,585)	\$ (427,635)	\$ -	\$ (504,220)	\$ (678,289)	\$ 24,849	\$ (1,157,660)
Adjustments to reconcile change in net assets to net cash and restricted cash used in operating activities							
Depreciation and amortization	-	272,606	-	272,606	263,939	(24,849)	511,696
Amortization of financing fees	-	8,075	-	8,075	1,262	-	9,337
Unrealized loss on investments	220,381	-	-	220,381	702,864	-	923,245
Realized (gain) loss on investments	(5,879)	-	-	(5,879)	46,903	-	41,024
Dividends on investments	(32,000)	-	-	(32,000)	(92,288)	-	(124,288)
Bad debts	-	2,623	-	2,623	-	-	2,623
(Increase) decrease in operating assets:							
Rents receivable	-	2,713	-	2,713	4,870	-	7,583
Grants receivable	-	-	-	-	(1,068,015)	-	(1,068,015)
Resident service fees receivable	-	-	-	-	33,858	-	33,858
Other receivables	-	1,941	-	1,941	-	-	1,941
Prepaid expenses	-	1,518	-	1,518	(3,446)	-	(1,928)
Security deposit receivable	-	-	-	-	430	-	430
Developer fees receivable	(242,117)	-	-	(242,117)	-	-	(242,117)
Increase (decrease) in operating liabilities:							
Accounts payable, accrued expenses, and accrued interest	-	94,981	(78,022)	16,959	28,685	-	45,644
Prepaid rents	-	(4,527)	-	(4,527)	568	-	(3,959)
Tenant security deposits held in trust	-	583	-	583	941	-	1,524
Net cash and restricted cash used in operating activities	(136,200)	(47,122)	(78,022)	(261,344)	(757,718)	-	(1,019,062)

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Consolidating Statement of Cash Flows (Continued)
For the Year Ended December 31, 2022

	THCAH	PA4	Eliminations	Consolidated THCAH	Housing Up	Eliminations	Total
Consolidating cash flows from investing activities							
Purchase of fixed assets	\$ -	\$ (27,580)	\$ -	\$ (27,580)	\$ (21,608)	\$ -	\$ (49,188)
(Purchase)/sale of investments	10,588	-	-	10,588	(32,413)	-	(21,825)
(Increase) decrease in sponsor loans receivable	(78,022)	-	78,022	-	-	-	-
Increase in project development costs	(8,141)	-	-	(8,141)	-	-	(8,141)
Increase in due from affiliates	-	-	-	-	(272,732)	272,732	-
Net cash and restricted cash used in investing activities	<u>(75,575)</u>	<u>(27,580)</u>	<u>78,022</u>	<u>(25,133)</u>	<u>(326,753)</u>	<u>272,732</u>	<u>(79,154)</u>
Consolidating cash flows from financing activities							
Principal payments on long-term debt	-	(34,245)	-	(34,245)	(106,782)	-	(141,027)
Increase in due to affiliates	<u>235,572</u>	<u>37,160</u>	<u>-</u>	<u>272,732</u>	<u>-</u>	<u>(272,732)</u>	<u>-</u>
Net cash and restricted cash provided by (used in) financing activities	<u>235,572</u>	<u>2,915</u>	<u>-</u>	<u>238,487</u>	<u>(106,782)</u>	<u>(272,732)</u>	<u>(141,027)</u>
Net increase (decrease) in cash and restricted cash	<u>23,797</u>	<u>(71,787)</u>	<u>-</u>	<u>(47,990)</u>	<u>(1,191,253)</u>	<u>-</u>	<u>(1,239,243)</u>
Cash and restricted cash, beginning of year	<u>552,481</u>	<u>647,430</u>	<u>-</u>	<u>1,199,911</u>	<u>1,460,229</u>	<u>-</u>	<u>2,660,140</u>
Cash and restricted cash, end of year	<u>\$ 576,278</u>	<u>\$ 575,643</u>	<u>\$ -</u>	<u>\$ 1,151,921</u>	<u>\$ 268,976</u>	<u>\$ -</u>	<u>\$ 1,420,897</u>
Supplemental disclosure of cash flow information							
Cash paid during the year for:							
Interest	<u>\$ -</u>	<u>\$ 118,614</u>	<u>\$ -</u>	<u>\$ 118,614</u>	<u>\$ 54,345</u>	<u>\$ -</u>	<u>\$ 172,959</u>

The following table provides a reconciliation of cash and restricted cash reported within the consolidating statements of financial position that sum to the total of the same such amounts presented in cash and restricted cash, end of year, above:

Cash	\$ 576,278	\$ 198,717	\$ -	\$ 774,995	\$ 268,976	\$ -	\$ 1,043,971
Tenants' security deposits	-	20,171	-	20,171	-	-	20,171
Reserves	-	292,511	-	292,511	-	-	292,511
Escrows	-	64,244	-	64,244	-	-	64,244
Total cash and restricted cash, end of year	<u>\$ 576,278</u>	<u>\$ 575,643</u>	<u>\$ -</u>	<u>\$ 1,151,921</u>	<u>\$ 268,976</u>	<u>\$ -</u>	<u>\$ 1,420,897</u>

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Schedule of Expenditures of Federal Awards
For the Year Ended December 31, 2023

<u>Federal Grantor/Program Title</u>	<u>Federal Assistance Listing Number</u>	<u>Federal Expenditures</u>
Direct Awards:		
U.S. Department of Housing and Urban Development Supportive Housing Programs ¹	14.235	
	Total Expenditures	<u>3,350,491</u>
Pass Through Awards from the District of Columbia, via HUD:		
U.S. Department of Health and Human Services Temporary Assistance for Needy Families ²	93.558	
	Total Expenditures	<u>598,638</u>
Pass Through Awards from the District of Columbia:		
U.S. Department of Health and Human Services Temporary Assistance for Needy Families ²	93.558	
	Total Expenditures	<u>4,775,360</u>
Total		<u>\$ 8,724,489</u>

Note 1 – Basis of Presentation

The accompanying schedule of expenditures of federal awards includes the federal grant activity of Transitional Housing Corporation DBA Housing Up And Affiliate under programs of the federal government for the year ended December 31, 2023. The information in this schedule is presented in accordance with the requirements of the Uniform Guidance. Because the Schedule presents only a selected portion of the operations of Transitional Housing Corporation DBA Housing Up And Affiliate, it is not intended to and does not present the financial position, changes in net assets, or cash flows of Transitional Housing Corporation DBA Housing Up And Affiliate.

Note 2 – Summary of Significant Accounting Policies

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement.

The Corporation has elected to use the ten percent (10%) de minimis indirect cost rate allowed under the Uniform Guidance.

See independent auditor's report.

Transitional Housing Corporation DBA Housing Up And Affiliate

Schedule of Expenditures of Federal Awards (Continued)

For the Year Ended December 31, 2023

1	Continuum of care homeless assistance program – PA I contract	\$ 175,892
	Community partnership for the prevention of homelessness – PA II contract	161,395
	Community partnership for the prevention of homelessness – Housing with care	544,802
	Community partnership for the prevention of homelessness – Veterans connection	1,097,018
	Community partnership for the prevention of homelessness – Youth families	780,859
	Community partnership for the prevention of homelessness – Family connections	<u>590,525</u>
		\$ 3,350,491
2	Community partnership for the prevention of homelessness – DHS PA III contract	\$ 598,638
	Community partnership for the prevention of homelessness – DHS FRSP	3,475,006
	Homeless youth transitional housing beds - DHS-YTH	<u>1,300,354</u>
		\$ 5,373,998

See independent auditor's report.



Independent Auditor's Report
on Internal Control Over Financial Reporting and on Compliance
and Other Matters Based on an Audit of Financial Statements Performed
in Accordance with *Government Auditing Standards*

To the Board of Directors
Transitional Housing Corporation DBA Housing Up And Affiliate
1322 Main Drive NW Abrams Hall
Washington, DC 20012

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the consolidated financial statements of Transitional Housing Corporation DBA Housing Up And Affiliate, which comprise the consolidated statement of financial position as of December 31, 2023, and the related consolidated statements of activities, changes in net assets, functional expenses, and cash flows for the year then ended, and the related notes to the consolidated financial statements, and have issued our report thereon dated September 27, 2024.

Report on Internal Control Over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered Transitional Housing Corporation DBA Housing Up And Affiliate's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of Transitional Housing Corporation DBA Housing Up And Affiliate's internal control. Accordingly, we do not express an opinion on the effectiveness of Transitional Housing Corporation DBA Housing Up And Affiliate's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. *A material weakness* is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's consolidated financial statements will not be prevented or detected and corrected on a timely basis. *A significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that have not been identified.

Transitional Housing Corporation DBA Housing Up And Affiliate
Independent Auditor's Report
on Internal Control Over Financial Reporting and on Compliance
and Other Matters Based on an Audit of Financial Statements
Performed in Accordance with *Government Auditing Standards*
Page Two

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether Transitional Housing Corporation DBA Housing Up And Affiliate's consolidated financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the consolidated financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

SC+H attest services, P.C.

Sparks, Maryland
September 27, 2024



Independent Auditor's Report
on Compliance for Each Major Program and on Internal Control
Over Compliance Required by the *Uniform Guidance*

To the Board of Directors
Transitional Housing Corporation DBA Housing Up And Affiliate
1322 Main Drive NW Abrams Hall
Washington, DC 20012

Report on Compliance for Each Major Federal Program

Opinion on Each Major Federal Program

We have audited Transitional Housing Corporation DBA Housing Up And Affiliate's compliance with the types of compliance requirements identified as subject to audit in the OMB *Compliance Supplement* that could have a direct and material effect on each of Transitional Housing Corporation DBA Housing Up And Affiliate's major federal programs for the year ended December 31, 2023. Transitional Housing Corporation DBA Housing Up And Affiliate's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

In our opinion, Transitional Housing Corporation DBA Housing Up And Affiliate complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended December 31, 2023.

Basis for Opinion on Each Major Federal Program

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Our responsibilities under those standards and the Uniform Guidance are further described in the Auditor's Responsibilities for the Audit of Compliance section of our report.

We are required to be independent of Transitional Housing Corporation DBA Housing Up And Affiliate and to meet our other ethical responsibilities, in accordance with relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on compliance for each major federal program. Our audit does not provide a legal determination of Transitional Housing Corporation DBA Housing Up And Affiliate's compliance with the compliance requirements referred to above.

Responsibilities of Management for Compliance

Management is responsible for compliance with the requirements referred to above and for the design, implementation, and maintenance of effective internal control over compliance with the requirements of laws, statutes, regulations, rules, and provisions of contracts or grant agreements applicable to Transitional Housing Corporation DBA Housing Up And Affiliate's federal programs.

Auditor's Responsibilities for the Audit of Compliance

Our objectives are to obtain reasonable assurance about whether material noncompliance with the compliance requirements referred to above occurred, whether due to fraud or error, and express an opinion on Transitional Housing Corporation DBA Housing Up And Affiliate's compliance based on our audit. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards, *Government Auditing Standards*, and the Uniform Guidance will always detect material noncompliance when it exists. The risk of not detecting material noncompliance resulting from fraud is higher than for that resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Noncompliance with the compliance requirements referred to above is considered material if there is a substantial likelihood that, individually or in the aggregate, it would influence the judgment made by a reasonable user of the report on compliance about Transitional Housing Corporation DBA Housing Up And Affiliate's compliance with the requirements of each major federal program as a whole.

In performing an audit in accordance with generally accepted auditing standards, *Government Auditing Standards*, and the Uniform Guidance, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material noncompliance, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding Transitional Housing Corporation DBA Housing Up And Affiliate's compliance with the compliance requirements referred to above and performing such other procedures as we considered necessary in the circumstances.
- Obtain an understanding of Transitional Housing Corporation DBA Housing Up And Affiliate's internal control over compliance relevant to the audit in order to design audit procedures that are appropriate in the circumstances and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of Transitional Housing Corporation DBA Housing Up And Affiliate's internal control over compliance. Accordingly, no such opinion is expressed.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and any significant deficiencies and material weaknesses in internal control over compliance that we identified during the audit.

Report on Internal Control over Compliance

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A *material weakness in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the Auditor's Responsibilities for the Audit of Compliance section above and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies in internal control over compliance. Given these limitations, during our audit we did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above. However, material weaknesses or significant deficiencies in internal control over compliance may exist that were not identified.

Our audit was not designed for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, no such opinion is expressed.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

SC+H attest services, P.C.

Sparks, Maryland
September 27, 2024

Transitional Housing Corporation DBA Housing Up And Affiliate

Schedule of Findings and Questioned Costs
For the Year Ended December 31, 2023

A. Summary of Auditor's Results

- 1) The independent auditor's report expresses an unmodified opinion on the consolidated financial statements of Transitional Housing Corporation DBA Housing Up And Affiliate.
- 2) No significant deficiencies in internal controls were reported and no material weaknesses in internal controls were identified during the audit of the consolidated financial statements.
- 3) No instances of noncompliance material to the consolidated financial statements of Transitional Housing Corporation DBA Housing Up And Affiliate which would be required to be reported in accordance with Government Auditing Standards were identified during the audit.
- 4) No significant deficiencies in internal controls over major federal award programs were reported and no material weaknesses in internal controls over major federal award programs were identified during the audit.
- 5) The auditor's report on compliance for the major federal award programs for Transitional Housing Corporation DBA Housing Up And Affiliate expresses an unmodified opinion on the major federal program.
- 6) There are no audit findings relative to the major federal award program for Transitional Housing Corporation DBA Housing Up And Affiliate.
- 7) The program tested as a major program was: Supportive Housing Program – Assistance Listing # 14.235.
- 8) The threshold for distinguishing Type A and B programs was \$750,000.
- 9) Transitional Housing Corporation DBA Housing Up And Affiliate was determined to be a low-risk auditee.

B. Current Year Findings – Consolidated Financial Statement Audit

None reported

C. Prior Year Findings – Consolidated Financial Statement Audit

None reported

D. Current Year Findings and Questioned Costs – Major Federal Award Program Audit

None reported

E. Prior Year Findings and Questioned Costs – Major Federal Award Program Audit

None reported