THE WOMEN'S HOUSING COALITION, INC. AND RELATED ENTITIES

CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

THE WOMEN'S HOUSING COALITION, INC. AND RELATED ENTITIES

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For the Years Ended December 31, 2015 and 2014

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INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

To the Board of Directors
The Women's Housing Coalition, Inc.
Baltimore, Maryland

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of The Women's Housing Coalition, Inc. (a nonprofit organization) and related entities, which comprise the consolidated statement of financial position as of December 31, 2015, 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.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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The Women's Housing Coalition, Inc.

Opinion

In our opinion, the 2015 consolidated financial statements referred to above present fairly, in all material respects, the financial position of The Women's Housing Coalition, Inc. and related entities as of December 31, 2015, and the changes in their net assets and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying supplementary information shown on pages 21 through 22A 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.

Prior Period Consolidated Financial Statements

The consolidated financial statements of The Women's Housing Coalition, Inc. and related entities as of December 31, 2014, were audited by other auditors whose report dated June 16, 2015, expressed an unmodified opinion on those consolidated statements.

Grandizio, Wilkins, Little & Matthews, LLP

Grandys, Willis Little . Matthew UP

July 21, 2016

THE WOMEN'S HOUSING COALITION, INC. AND RELATED ENTITIES CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

December 31,	2015	2014
ASSETS		
ASSETS		
Cash and Cash Equivalents	\$ 306,539	\$ 223,649
Accounts Receivable	8,622	597
Other Receivables	122,899	153,075
Restricted Cash and Deposits	700,885	693,898
Investments, at Fair Value Due from Affiliate	701,445 15,643	882,300 23,337
Prepaid Expenses	60,766	56,203
Investment in Limited Partnership	74,859	74,865
Property and Equipment, Net	3,834,544	3,890,076
Financing Fees and Mortgage Costs, Net	48,459	50,615
TOTAL ASSETS	\$ 5,874,661	\$ 6,048,615
LIABILITIES AND NET A	SSETS	
LIABILITIES		
Accounts Payable and Accrued Expenses	\$ 126,234	\$ 117,049
Security Deposit Payable and Prepaid Rent	56,355	62,494
Accrued Interest Payable Deferred Grant Revenue	990,901	875,199
Mortgages and Notes Payable	24,033 3,541,618	48,246 3,541,618
Miscellaneous Liabilities	6,000	6,000
Grant Advance	<u> </u>	200,000
TOTAL LIABILITIES	4,745,141	4,850,606
NET ASSETS		
Unrestricted		
Controlling Interests	1,524,460	1,456,811
Non-Controlling Interests	(438,121)	,
Temporarily Restricted	43,181	21,855
TOTAL NET ASSETS	1,129,520	1,198,009
TOTAL LIABILITIES AND NET ASSETS	\$ 5,874,661	\$ 6,048,615

The independent auditors' report and the accompanying notes are an integral part of these consolidated financial statements.

THE WOMEN'S HOUSING COALITION, INC. AND RELATED ENTITIES CONSOLIDATED STATEMENTS OF ACTIVITIES

For the Years Ended December 31,	2015						2	2014		
	Unrestricted	Temporarily Unrestricted Restricted		Total		Unrestricted		Temporarily Restricted		 Total
REVENUES, GAINS AND OTHER SUPPORT										
Contributions	\$ 82,387	\$	-	\$	82,387	\$	147,909	\$	-	\$ 147,909
Foundations	239,941		47,081		287,022		189,880		21,855	211,735
Special Events, Net of Direct Costs of										
\$15,249 in 2015 and \$13,349 in 2014	63,900		-		63,900		43,843		-	43,843
Workplace Giving	16,935		-		16,935		13,516		-	13,516
Revenues and Grants from Governmental Agencies										
Grant for Supportive Services	303,231		-		303,231		305,421		-	305,421
Government Rent Subsidies	726,124		-		726,124		732,577		-	732,577
Other Revenues:										
Rent and Tenant Fees	124,309		-		124,309		152,789		-	152,789
Management Fees and Other Reimbursements	16,046		-		16,046		9,320		-	9,320
Investment and Other	30,117		-		30,117		56,438		-	56,438
Realized and Unrealized Gain (Loss) on Investments										
and Investment Fees	(30,459)	-		(30,459)		4,872		-	4,872
Forgiveness of Grant Advance	200,000		-		200,000		-		-	-
Net Assets Released from Restriction	25,755	- —	(25,755)	_	-		13,000		(13,000)	
TOTAL REVENUES, GAINS AND OTHER SUPPORT	1,798,286		21,326		1,819,612		1,669,565		8,855	 1,678,420
OPERATING EXPENSES										
Program Services	1,584,583		-		1,584,583		1,501,835		_	1,501,835
Supporting Services:							, ,			
Management and General	181,548		-		181,548		288,507		-	288,507
Fundraising	121,970				121,970		72,210			 72,210
TOTAL OPERATING EXPENSES	1,888,101				1,888,101		1,862,552			 1,862,552
Changes in Net Assets Before Noncontrolling Interest	(89,815)	21,326		(68,489)		(192,987)		8,855	(184,132)
Change in Net Assets Attributable to										
Noncontrolling Interest	(157,464)			(157,464)		(131,939)			 (131,939)
CHANGES IN NET ASSETS - CONTROLLING INTEREST	\$ 67,649	\$	21,326	\$	88,975	\$	(61,048)	\$	8,855	\$ (52,193)

The independent auditors' report and the accompanying notes are an integral part of these consolidated financial statements.

THE WOMEN'S HOUSING COALITION, INC. AND RELATED ENTITIES CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS

For the Years Ended December 31, 2015 and 2014

	Controlling Interests	· ·		mporarily estricted	Total
BALANCE, JANUARY 1, 2014	\$ 1,517,859	\$	(148,718)	\$ 13,000	\$1,382,141
Changes in Net Assets	(61,048)		(131,939)	 8,855	(184,132)
BALANCE, DECEMBER 31, 2014	1,456,811		(280,657)	21,855	1,198,009
Changes in Net Assets	67,649		(157,464)	21,326	(68,489)
BALANCE, DECEMBER 31, 2015	\$ 1,524,460	\$	(438,121)	\$ 43,181	\$1,129,520

THE WOMEN'S HOUSING COALITION, INC. AND RELATED ENTITIES CONSOLIDATED STATEMENTS OF FUNCTIONAL EXPENSES

For the Years Ended December 31,			20	15				20	14		
		gram vices	nagement I General	Fu	ndraising	Total	Program Services	nagement d General	Fur	ndraising	 Total
OPERATING EXPENSES											
Payroll and Payroll Related Expenses	\$ 4	131,095	\$ 94,918	\$	85,550	\$ 611,563	\$ 349,296	\$ 169,666	\$	63,050	\$ 582,012
Professional Fees		13,848	55,136		8,078	77,062	29,051	92,254		-	121,305
Administrative Expense		19,931	18,003		11,316	49,250	-	17,993		-	17,993
Telephone		2,524	1,893		1,473	5,890	4,245	-		-	4,245
Occupancy	4	199,671	-		-	499,671	538,501	3,600		-	542,101
Travel, Conferences, Meetings		5,564	1,422		214	7,200	2,239	1,923		-	4,162
Postage		-	1,196		-	1,196	80	720		-	800
Client Assistance		88,555	-		-	88,555	61,344	-		-	61,344
Repairs and Maintenance	1	125,432	-		_	125,432	116,390	-		_	116,390
Utilities		97,582	-		-	97,582	103,713	-		_	103,713
Taxes and Insurance		43,134	1,335		1,038	45,507	51,012	1,210		_	52,222
Interest		92,328	-		· -	92,328	74,280	-		_	74,280
Marketing, Fundraising and Awareness		· -	992		14,301	15,293	1,141	606		9,160	10,907
Other		1,000	-		-	1,000	, -	-		,	-
Depreciation and Amortization		163,919	6,653			170,572	 170,543	535			 171,078
TOTAL OPERATING EXPENSES	\$ 1,5	584,583	\$ 181,548	\$	121,970	\$ 1,888,101	\$ 1,501,835	\$ 288,507	\$	72,210	\$ 1,862,552

The independent auditors' report and the accompanying notes are an integral part of these consolidated financial statements.

THE WOMEN'S HOUSING COALITION, INC. AND RELATED ENTITIES CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years Ended December 31,	per 31,				
CASH FLOWS FROM OPERATING ACTIVITIES					
Changes in Net Assets	\$	(68,489)	\$	(184,132)	
Adjustments to Reconcile Changes in Net Assets to					
Net Cash Provided By (Used In) Operating Activities:					
Depreciation and Amortization		170,572		171,078	
Realized and Unrealized Gain (Loss) on Investments		00.755		(44.400)	
and Investment Fees		33,755		(11,198)	
Loss in Limited Partnership		(200,000)		7	
Forgiveness of Grant Advance		(200,000)		-	
Changes in Operating Assets and Liabilities: Accounts Receivable		(7 290)		555	
Other Receivables		(7,380) 29,531		(120,443)	
Prepaid Expenses		(4,563)		5,489	
Accounts Payable		5,891		22,541	
Security Deposit Payable		(6,139)		(7,507)	
Accrued Interest		115,702		62,172	
Deferred Grant Revenue		(24,213)		(3,368)	
	-	(= :,= : = /	-	(0,000)	
NET CASH PROVIDED BY (USED IN)					
OPERATING ACTIVITIES		44,673		(64,806)	
CASH FLOWS FROM INVESTING ACTIVITIES					
Reinvested Dividends		(24,606)		(253,384)	
Property and Equipment Additions		(112,884)		-	
Sale of Investments		175,000		110,000	
Capital Expenditures		-		(1,645)	
Due from Affiliate		7,694		(23,337)	
Net Withdrawals from Restricted Cash		(6,987)		(57,535)	
NET CASH PROVIDED BY (USED IN)					
INVESTING ACTIVITIES		38,217		(225,901)	
NET INCREASE (DECREASE) IN CASH		82,890		(290,707)	
Cash - Beginning of Year		223,649		514,356	
CASH - END OF YEAR	\$	306,539	\$	223,649	
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:					
Cash Paid for Interest	\$	-	\$	12,108	

The independent auditors' report and the accompanying notes are an integral part of these consolidated financial statements.

December 31, 2015 and 2014

Note 1: Organization

The Women's Housing Coalition, Inc. (WHC) is a nonprofit organization that is dedicated to breaking the cycle of homelessness for women and children by providing affordable housing and supportive services to enable them to sustain social and financial independence. This is accomplished by developing and managing permanent housing and providing residents with intensive case management and other services such as transportation, child care, and referrals to educational and workforce development programs among many others.

Operations are defined as all of the income and expenses relating to The Women's Housing Coalition, Inc.

Women's Housing Development, Inc. (WHD) is a nonprofit holding company which owns one hundred percent (100%) of Women's Housing Investment, Inc. (WHI), and ninety-nine percent (99%) of Calverton Limited Partnership (CLP) and is the limited partner. WHD is owned one hundred percent (100%) by WHC.

WHI is a for-profit real estate holding organization. WHI is one percent (1%) general partner in CLP. CLP owns the real estate where up to fourteen (14) women can reside. WHI is also a seventy-nine percent (79%) owner of Women's Housing Investment II, LLC (WHI2).

WHI2 is a for-profit real estate holding organization. WHI2 is a .0051% general partner in the Bennett Limited Partnership (BLP). BLP owns the real estate where up to thirty (30) women can reside.

WHC Development, Inc. (WHCD) is a non-profit organization dedicated exclusively for Community Housing Development Organization projects.

BLP was formed February 4, 1998 for the purpose of acquiring an interest in real property located in Baltimore, Maryland to provide permanent, affordable housing to formerly homeless, low-income women with disabilities. This property was renovated to operate twenty-nine (29) SRO units and one (1) apartment. Such projects are regulated by the Maryland Department of Housing and Community Development (DHCD) as to maximum rental charges, operating methods and allowable distributions. BLP is .0051% owned by WHI2, .0049% owned by Homes Development Corporation and 99.99% owned by Housing Outreach Fund VII, LP.

CLP was formed November 1, 1989 for the purpose of acquiring an interest in real property located in Baltimore, Maryland to provide permanent, affordable housing to formerly homeless, low-income women with disabilities. This property was renovated to operate thirteen (13) SRO units and one (1) efficiency. Such projects are regulated by DHCD as to maximum rental charges, operating methods and allowable distributions. CLP is one percent (1%) owned by WHI and ninety-nine percent (99%) owned by WHD.

WHD developed a residential building for women under WHC Reservoir Hill, LLC (WHCRH) which is a for profit real estate entity. This project was completed and placed in service during 2013.

WHC records the Jenkins House Limited Partnership (JHLP) on the equity method of accounting, under this method income increases basis, loss decreases basis but never below cost, unless there are guarantees. Any unrecognized loss is carried forward against future gains.

December 31, 2015 and 2014

Note 2: Summary of Significant Accounting Policies

Basis of Presentation

Financial statement presentation follows the recommendations of the Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) No. 958. Under FASB ASC No. 958, a Group is required to report information regarding its financial position and activities according to three (3) classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Unrestricted net assets - Unrestricted net assets are the assets that are neither permanently restricted nor temporarily restricted by donor-imposed stipulations.

Temporarily restricted net assets - Temporarily restricted net assets result from contributions whose use is limited by donor-imposed stipulations that either expire by passage of time or can be fulfilled and removed by actions of the Group pursuant to these stipulations. Net assets may be temporarily restricted for various purposes, such as use in future periods, or use for specified purposes. Temporarily restricted net assets amounted to \$43,181 and \$21,855 as of December 31, 2015 and 2014, respectively.

Permanently restricted net assets - Permanently restricted net assets result from contributions whose use is limited by donor-imposed stipulations that neither expire by the passage of time nor can be fulfilled or otherwise removed by the Group's actions, and from state agency restrictions.

As of December 31, 2015 and 2014, the Group has no permanently restricted net assets.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of WHC, WHD, WHI, WHI2, WHCD, BLP, CLP and WHCRH (Group). Intercompany transactions and balances have been eliminated in consolidation.

The Group consolidates its wholly owned limited partnership. In addition, the Group consolidates limited partnerships in which it is the managing general partner and has substantial control over the operations of the entity.

The Group accounts for its non-controlling interest in limited partnerships by the equity method. The Group records its share of such earnings (loss) in the consolidated statements of activities as "Investment and Other" and the carrying value of the Group's investment in a limited partnership is recorded in the consolidated statements of financial position as "investment in limited partnership".

Basis of Accounting

The consolidated financial statements of the Group have been prepared on the accrual basis of accounting. Under this method, revenues are recognized when earned and expenses are recognized when incurred.

Cash and Cash Equivalents

The Group considers all highly liquid instruments purchased with a maturity of three (3) months or less to be cash equivalents.

December 31, 2015 and 2014

Note 2: Summary of Significant Accounting Policies (Continued)

Accounts Receivable

Receivables are reported at the amount management expects to collect on balances outstanding at year end. Management closely monitors outstanding balances and writes off all balances that are believed to be uncollectible. Accounting principles generally accepted in the United States of America (GAAP) require that the allowance method for accounting be used to recognize bad debts, however, the effect of using the direct method is not materially different from the results that would have been obtained under the allowance method. In the opinion of the management, the balance of accounts receivable at December 31, 2015 is fully collectible.

Contributions and Revenue

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions.

Support that is restricted by the donor is reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the support is recognized. All other donor-restricted support is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities and change in net assets as net assets released from restrictions. Grants received from governments, agencies and others which are conditioned upon the Group incurring certain qualifying costs or meeting other conditions, are recognized as revenue when the qualifying costs are incurred and not meeting the conditions are remote. Funds for qualifying costs incurred and recognized as revenue, but not yet received, are recorded as grant receivable.

Investments

Investments consist of publicly traded stocks and mutual funds with readily determinable fair values and are carried at those values based on quoted prices in active markets (Level 1) (See Note 8). Realized and unrealized gains or losses on investments are recorded in the period in which the gains or losses occur.

FASB ASC No. 360

Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) No. 360 requires that long-lived assets and certain identifiable intangibles held and used by an entity be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Application of FASB ASC No. 360 has not materially affected the Group's reported earnings, financial condition or cash flows. No impairment loss has been recognized for the years ended December 31, 2015 and 2014.

Property and Equipment

Building, furnishings and land improvements are recorded at cost. Depreciation is provided for in amounts sufficient to relate the cost of depreciable assets to operations over their estimated service lives using the straight-line method. Improvements are capitalized, while expenditures for maintenance and repairs are charged to expense as incurred. Upon disposal of depreciable property, the appropriate property accounts are reduced by the related costs and accumulated depreciation. Any resulting gains and losses are reflected in the consolidated statements of activities.

December 31, 2015 and 2014

Note 2: Summary of Significant Accounting Policies (Continued)

Financing Fees and Mortgage Costs

Financing fees are amortized over the term of the loan using the straight-line method. GAAP requires that the effective yield method be used to amortize financing costs; however, the effect of using the straight-line method is not materially different from the results that would have been obtained under the effective yield method. Accumulated amortization as of December 31, 2015 and 2014 was \$33,397 and \$31,241, respectively. Amortization expense was \$2,156 for the years ended December 31, 2015 and 2014. Estimated amortization for each of the ensuing years through December 31, 2020 is \$2,156.

Rental Income

Rental income is recognized as rentals become due. Rental payments received in advance are deferred until earned. All leases between the Partnerships and the tenants of the property are operating leases.

Functional Expense Allocation

The costs of providing the various programs and other activities have been summarized on a functional basis in the consolidated statements of activities. Directly identifiable expenses are charged to program and supporting services. Certain expenses such as salaries, office expense, and professional fees are allocated to program services and management and general expenses based on systematic methods.

Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the 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.

Date of Management's Review

The Group has evaluated events and transactions that occurred during the period from the date of the consolidated financial statements through July 21, 2016, the date the Group's consolidated financial statements were available to be issued. There were no events or transactions that occurred during the period that materially impacted the amounts or disclosures in the Group's consolidated financial statements.

Note 3: Grant Advance

WHI2 received a subsidy from the Federal Home Loan Bank to pay its original equity contribution for Bennett Limited Partnership. The amount of the subsidy was \$200,000. The grant advance was forgiven in October 2015, in accordance with the grant agreement, as Bennett Limited Partnership remained occupied with households with incomes at or below levels committed to in the agreement.

December 31, 2015 and 2014

Note 4: Property and Equipment

	 2015	2014		
Land Building and Improvements Furniture, Fixtures and Equipment Bennett Mental Health Room	\$ 167,188 5,475,109 383,521 28,925	\$	167,188 5,362,229 383,520 28,925	
Total Property and Equipment	6,054,743		5,941,862	
Less: Accumulated Depreciation	2,220,199		2,051,786	
PROPERTY AND EQUIPMENT, NET	\$ 3,834,544	\$	3,890,076	

Depreciation expense was \$168,413 and \$168,923 for the years ended December 31, 2015 and 2014, respectively.

Note 5: Mortgage and Notes Payable

Mortgages and notes payable are summarized as follows:

	2015	2014
WHC One percent (1%) promissory note. All outstanding principal and interest is due in 2048; however if CLP is maintained as low-income housing, all principal and interest will be forgiven in 2023. Due to uncertainty of repayment, interest is not being accrued. Accrued interest in the amount of \$10,322 as of December 31, 2015 has not been recorded due to uncertainty of repayment. Secured by a lien on the building.	\$ 145,341	\$ 145,341
BLP Four percent (4%) mortgage, principal and interest payments are due annually beginning April 2001, only out of surplus cash. Interest compounds annually on the anniversary date. The entire balance of unpaid principal and interest is due in April 2041. It is insured by DHCD and secured by the building. Accrued interest was \$645,592 and \$588,901, as of December 31, 2015 and 2014, respectively. Interest expense related to the loan amounted to \$56,691 and \$54,993, respectively.	828,365	828,365

December 31, 2015 and 2014

Note 5:	Mortgage	and Notes	Payable	(Continued)
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ote 5: Mortgage and Notes Payable (Continued)		
	2015	2014
BLP (Continued) Mortgage City of Baltimore, principal and accrued interest are due December 2040. Interest is accrued at a rate of 6.22% annually on amount advanced. It is secured by a second deed of trust on the building. For the years ended December 31, 2015 and 2014, interest expense related to the loan amounted to \$31,307 and \$14,957, respectively. The interest expense includes an additional \$15,471 to account for prior years' under accrued interest. Accrued interest was \$242,817 and \$211,510 as of December 31, 2015 and 2014, respectively.	\$ 254,596	\$ 254,596
CLP Zero percent (0%) note, City of Baltimore, principal will be forgiven if the project is used as housing for low-income persons through June 2028. It is secured by a second lien on the building.	250,000	250,000
One percent (1%) mortgage, principal and interest payments are due monthly beginning March 1992, only out of surplus cash, as defined. A balloon payment of unpaid principal and interest is due June 2028. It is secured by DHCD and secured by a first lien on the building. For the years ended December 31, 2015 and 2014, interest expense related to the loan amounted to \$4,330. Accrued interest was \$102,492 and \$98,162 as of December 31, 2015 and 2014, respectively.	433,000	433,000
WHCRH Zero percent (0%) mortgage from Healthy Neighborhoods, Inc. in the amount of \$1,630,316. The principal is due on May 16, 2037. The mortgage is secured by first deed of trust on the property.	1,630,316	1,630,316
TOTAL	\$ 3,541,618	\$ 3,541,618

Management of the Company believes they are presently in compliance with all debt covenants.

December 31, 2015 and 2014

Note 5: Mortgage and Notes Payable (Continued)

Maturities of long-term debt at December 31, 2015 are as follows:

For the Years Ending December 31,	
2016	\$ -
2017	-
2018	-
2019	-
2020 and Thereafter	3,541,618
TOTAL	\$ 3,541,618

Interest expense was \$92,328 and \$74,280 for the years ended December 31, 2015 and 2014, respectively.

Note 6: Income Taxes

WHC, WHD, and WHCD, are exempt from income tax under Section 501(c)(3) of the U.S. Internal Revenue Code (Code), and comparable State law, and contributions to them are tax deductible within the limitations prescribed by the Code. The Organizations have been classified as publicly supported organizations which are not private foundations under Section 509(a) of the Code. WHI and WHI2 are for-profit corporations subject to income tax. WHI and WHI2 had no taxes due for the years ended December 31, 2015 and 2014.

BLP and CLP are for-profit partnerships. No income tax provision has been included in the consolidated financial statements as the net income or net loss of the Partnership is required to be reported by the partners on their respective tax returns.

The Internal Revenue Service has not examined (audited) any of the Organization's or the Partnership's income tax returns; tax years since 2012 are subject to examination. Neither the Organization nor the Partnerships have taken any questionable tax positions with respect to unrelated business income tax or anything that would jeopardize their 501(c)(3) status.

Note 7: Contingencies and Commitments

According to the original agreement between DHCD and CLP, the mortgage accrues an additional seven percent (7%) interest that is deferred as long as the Project is maintained as housing for low-income persons. Total deferred interest at December 31, 2015 and 2014 was \$529,169 and is not recorded on the books because the Partnership has no intention of changing the use of the building. The seven percent (7%) deferred interest stopped accruing in June 2008 under a restructuring agreement.

December 31, 2015 and 2014

Note 8: Fair Value Measurements

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (Level 3). The three (3) levels of the fair value hierarchy 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 Group has the ability to access.

Level 2 inputs to the valuation methodology include:

- 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 for substantially the full term of the asset or liability.

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

The asset's 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2015 and 2014.

The fair values of mutual funds and exchange traded products are based on the quoted market prices.

December 31, 2015 and 2014

Note 8: Fair Value Measurements (Continued)

The following table sets forth, by level within the fair value hierarchy, the Group's investments at fair value as of December 31, 2015 and 2014.

	Fair Value Measurements Using:
	Quoted Prices in Active Markets for Identical Assets Fair Value (Level 1)
DECEMBER 31, 2015	
Money Market Exchange Traded Funds Mutual Funds	\$ 6,680 54,355 640,410
TOTAL	\$ 701,445
DECEMBER 31, 2014	
Money Market Exchange Traded Funds Mutual Funds	\$ 14,045 89,975 778,280
TOTAL	\$ 882,300

December 31, 2015 and 2014

Note 8: Fair Value Measurements (Continued)

The following schedule summarizes investment returns and their classification in the consolidated statements of activities for the years ended:

		2015		2014
	Un	restricted	<u>Un</u>	restricted
Interest and Dividend Income Net Realized and Unrealized Gains (Losses)	\$	24,606 (24,133)	\$	39,710 11,198
TOTAL INVESTMENT RETURN	\$	473	\$	50,908

Note 9: Concentration

The Group received approximately fifty-six percent (56%) and sixty-four percent (64%) of their revenue from HUD (U.S. Department of Housing and Urban Development) through the Mayor's office of Human Services - Homeless Services Division for the years ended December 31, 2015 and 2014, respectively.

The Group is required to maintain compliance with the terms of the grant agreements. Noncompliance could adversely affect the Group's ability to qualify for future grants.

The Group maintains cash and cash equivalents with financial institutions. The Group also maintains escrows and reserves. All escrows and reserves are held in trust accounts in the Group's name. At times, these balances may exceed the federal insurance limits; however, the Group has not experienced any losses with respect to such balances in excess of government provided insurance. Management believes that no significant concentration of credit risk exists with respect to these balances at December 31, 2015.

Note 10: Temporarily Restricted Net Assets

Temporarily restricted contributions consisted of the following at December 31:

	2015		 2014
Wellness Programs for Clients Nutrition/Life Skills Children's Enrichment	\$	22,081 21,100	\$ 10,000 - 11,855
TOTAL	\$	43,181	\$ 21,855

December 31, 2015 and 2014

Note 10: Temporarily Restricted Net Assets (Continued)

Net assets released from restrictions consisted of the following at December 31:

	 2015	2014		
Wellness Programs for Clients Children's Enrichment Life Skills	\$ 10,000 11,855 3,900	\$	13,000	
TOTAL	\$ 25,755	\$	13,000	

Note 11: Retirement Plan

WHC offers a 403(b) retirement plan in which all employees are eligible to participate on their date of hire. After one (1) year of service, WHC will match fifty percent (50%) of the employee's contribution up to six percent (6%) of their salary. Retirement expense was \$7,991 and \$3,035 for the years ended December 31, 2015 and 2014, respectively.

Note 12: Related Party Transaction

WHC earns a management fee of six and one-half percent (6.5%) of annual gross rents collected from Jenkins House Limited Partnership (JHLP), an equity investment of the Group. The fee was \$10,813 and \$9,320 for the years ended December 31, 2015 and 2014, respectively.

WHC provides administrative services to JHLP. The Partnership reimburses WHC for those services. The cost of administrative expenses amount to \$24,511 and \$28,605 for the years ended December 31, 2015 and 2014, respectively.

WHC advanced funds to JHLP for miscellaneous operating costs. The amount advanced amounted to \$13,488 and \$23,337 as of December 31, 2015 and 2014, respectively. The amounts are unsecured, do not bear interest and are due on demand.

December 31, 2015 and 2014

Note 13: Restricted Cash and Deposits

DHCD requires the establishment of an operating reserve to be funded in part from the capital contributions of the limited partner. The general partner may use the funds in the reserve for any purpose permitted by DHCD, only to the extent revenues of the Partnerships are insufficient to meet expenses, these funds are held by the Partnerships.

Under terms of the regulatory agreement, BLP and CLP are required to set aside specified amounts for replacement of property and other project expenditures as approved by DHCD.

Balances were as follows as of December 31:

	 2015		2014
Operating Reserve	\$ 505,822	\$	470,648
Reserve for Replacements	127,754		152,792
Tax and Insurance Escrow	12,341		11,832
Tenant Security Deposits	 54,968		58,626
TOTAL	\$ 700,885	\$	693,898

Note 14: Investment in Limited Partnership

Investment in limited partnership carried at equity consists of a 0.0049% general partner interest in Jenkins Housing Limited Partnership (JHLP) at December 31, 2015 and 2014. The initial investment is recorded at cost and adjusted for financial reporting purposes by the Group's share of income and losses.

December 31, 2015 and 2014

Note 14: Investment in Limited Partnership (Continued)

	-,		
		2015	 2014
Assets Property and Equipment, Net Other Assets	\$	2,331,240 354,452	\$ 2,431,697 359,108
TOTAL ASSETS	\$	2,685,692	\$ 2,790,805
Liabilities and Partners' Capital Mortgage Payable Other Payable	\$	1,581,504 81,879	\$ 1,560,889 86,675
TOTAL LIABILITIES		1,663,383	1,647,564
Partners' Capital		1,022,309	 1,143,241
TOTAL LIABILITIES AND PARTNERS' CAPITAL		2,685,692	 2,790,805
Group's Share of Partners' Capital	\$	74,859	\$ 74,865
Summary Statement of Ope	eration	S	
		2015	 2014
Total Revenue	\$	167,984	\$ 160,658
Operating Expenses Interest Expenses Depreciation and Amortization		162,779 20,615 105,522	162,701 29,038 107,371
TOTAL EXPENSES		288,916	299,110
NET INCOME (LOSS)		(120,932)	(138,452)
Group's Share of Net Income (Loss)	\$	(6)	\$ (7)

Note 15: Reclassification

Certain 2014 amounts have been reclassified to conform to the 2015 consolidated financial statement presentation. Net assets and changes in net assets are unchanged due to these reclassifications.



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INDEPENDENT AUDITORS' REPORT ON CONSOLIDATING INFORMATION

To The Board of Directors The Women's Housing Coalition, Inc. Baltimore, Maryland

We have audited the consolidated financial statements of The Women's Housing Coalition, Inc. and related entities as of and for the year ended December 31, 2015, and our report thereon dated July 21, 2016, which expressed an unmodified opinion on those consolidated financial statements, appears on page 1. Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating information on pages 21 through 22A is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position, activities and changes in net assets, and cash flows of the individual entities, 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 consolidating information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Grandizio, Wilkins, Little & Matthews, LLP

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July 21, 2016

THE WOMEN'S HOUSING COALITION, INC. AND RELATED ENTITIES CONSOLIDATING STATEMENT OF FINANCIAL POSITION

December 31, 2015

	Women's Housing Coalition	Women's Housing Development	Women's Housing Investment	Women's WHC Housing Reservoir Investment II Hill, LLC F		Bennett Calverton Limited Limited Partnership Partnership		Eliminations	Total
ASSETS Cash and Cash Equivalents Accounts Receivable Other Receivables Restricted Cash and Deposits Investments, at Fair Value Due from Affiliate Prepaid Expenses Investment in Limited Partnership Property and Equipment, Net	\$ 194,040 5,810 112,036 64,221 701,445 82,172 44,590 109,880 49,243	\$	\$ - - - - - - 49,979	\$ -	\$ 37,314 1,851 9,886 6,023 - 4,717 5,578 -	\$ 42,553 17,291 - 546,617 - 8,475 - 1,720,419	\$ 32,632 6 977 84,024 - 2,123 - 527,115	\$ - (16,336) - - (71,246) - (314,654)	\$ 306,539 8,622 122,899 700,885 701,445 15,643 60,766 74,859 3,834,544
Financing Fees, Net	, -	-	-	-	6,426	42,033	-	- -	48,459
Notes and Mortgages Receivable	724,000		-					(724,000)	
TOTAL ASSETS	\$ 2,087,437	\$ 29,758	\$ 49,979	\$ 199,896	\$ 1,609,562	\$ 2,377,388	\$ 646,877	\$ (1,126,236)	\$ 5,874,661
LIABILITIES Accounts Payable and Accrued Expenses Security Deposit Payable and Prepaid Rent Due to Affiliate Accrued Interest Payable Deferred Grant Revenue Mortgages and Notes Payable Miscellaneous Liabilities Grant Advance TOTAL LIABILITIES	\$ 108,943 31,685 8,774 - 24,033 145,341 - 318,776	\$ - - - - - - -	\$ - - - - - - -	\$ - - - - - - -	\$ 3,497 6,004 - - 1,630,316 - - 1,639,817	\$ 32,011 17,151 30,941 1,120,350 - 1,399,221 6,000 - 2,605,674	\$ 29,650 1,515 - 102,492 - 858,799 - - 992,456	\$ (47,867) - (39,715) (231,941) - (492,059) (811,582)	\$ 126,234 56,355 990,901 24,033 3,541,618 6,000 4,745,141
NET ASSETS Unrestricted Controlling Interests Non-Controlling Interest Temporarily Restricted	1,725,480 - 43,181	29,758 - -	49,979 - -	199,896 - 	(30,255)	209,835 (438,121)	(345,579)	(314,654) - -	1,524,460 (438,121) 43,181
TOTAL NET ASSETS	1,768,661	29,758	49,979	199,896	(30,255)	(228,286)	(345,579)	(314,654)	1,129,520
TOTAL LIABILITIES AND NET ASSETS	\$ 2,087,437	\$ 29,758	\$ 49,979	\$ 199,896	\$ 1,609,562	\$ 2,377,388	\$ 646,877	\$ (1,126,236)	\$ 5,874,661

See independent auditors' report on consolidating financial information.

THE WOMEN'S HOUSING COALITION, INC. AND RELATED ENTITIES CONSOLIDATING STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS

For the Year Ended December 31, 2015

	H	omen's lousing Coalition	Но	men's using opment		Women's Housing nvestment	Women's Housing Investment I	<u>II.</u> _	WHC Reservoir Hill, LLC	Bennett Limited Partnership	Calverton Limited Partnership	Elimi	nations		Total
REVENUES, GAINS AND OTHER SUPPORT															
Support and Revenues	_		_		_		_		_	_		_			
Contributions	\$	82,387	\$	-	\$	-	\$	-	\$ -	\$ -	\$ -	\$	-	\$	82,387
Foundations		282,439		-		-		-	4,583	-	-		-		287,022
Special Events, Net of Direct Costs of \$15,249 in 2015		63,900		-		-		-	-	-	-		-		63,900
Workplace Giving		16,935		-		-		-	-	-	-		-		16,935
Revenues and Grants from Governmental Agencies															
Grant for Supportive Services		303,231		-		-		-	-	-	-		-		303,231
Government Rent Subsidies		577,684		-		-		-	58,239	236,646	78,801	(2	225,246)		726,124
Rent and Tenant Fees		39,525		-		-		-	16,240	47,385	39,159		(18,000)		124,309
Management Fees and Other Reimbursements		63,112		-		-		-	-	-	-		(47,066)		16,046
Investment and Other		53,853		-		(6)		-	1	393	107		(24,231)		30,117
Realized and Unrealized Gain (Loss) on Investments						, ,									
and Investment Fees		(30,459)		-		-		-	-	-	-		-		(30,459)
Forgiveness of Grant Advance					_	<u> </u>	200,000	0							200,000
TOTAL REVENUES, GAINS AND															
OTHER SUPPORT		1,452,607				(6)	200,000	0	79,063	284,424	118,067	(3	314,543)	_	1,819,612

THE WOMEN'S HOUSING COALITION, INC. AND RELATED ENTITIES CONSOLIDATING STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS (CONTINUED)

For the Year Ended December 31, 2015

	Women's Housing Coalition	Women's Housing Development	Women's Housing Investment	Women's WHC Housing Reservoir Investment II Hill, LLC		Bennett Limited Partnership	Calverton Limited Partnership	Eliminations	Total
EXPENSES									
Payroll and Payroll Related Expenses	\$ 611,563	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 611,563
Professional Fees	77,062	-	-	-	-	-	-	-	77,062
Administrative Expense	49,250	-	-	-	-	-	-	-	49,250
Telephone	5,890	-	-	-	-	-	-	-	5,890
Occupancy - Program	611,021	-	-	-	36,616	85,453	50,488	(283,907)	499,671
Travel, Conferences, Meetings	7,200	-	-	-	-	-	-	-	7,200
Postage	1,196	-	-	-	-	-	-	-	1,196
Client Assistance	88,555	-	-	-	-	-	-	-	88,555
Repairs and Maintenance	-	-	-	-	12,992	101,556	27,289	(16,405)	125,432
Utilities	-	-	-	-	16,259	60,384	20,939	-	97,582
Taxes and Insurance	7,121	-	-	-	6,999	22,726	8,661	-	45,507
Interest	-	-	-	-	-	102,229	4,330	(14,231)	92,328
Marketing, Fundraising and Awareness	15,293	-	-	-	-	-	-	-	15,293
Other	-	-	-	-	-	1,000	-	-	1,000
Depreciation and Amortization	6,653				45,669	68,556	49,694		170,572
TOTAL EXPENSES	1,480,804				118,535	441,904	161,401	(314,543)	1,888,101
CHANGES IS NET ASSETS	(28,197)	-	(6)	200,000	(39,472)	(157,480)	(43,334)	-	(68,489)
Changes in Net Assets Attributable to Non-Controlling Interest						(157,464)			(157,464)
Change in Net Assets Controlling Interest	(28,197)	-	(6)	200,000	(39,472)	(16)	(43,334)	-	88,975
Net Assets, Beginning of Year	1,796,858	29,758	49,985	(104)	9,217	(80,806)	(377,245)	(229,654)	1,198,009
Contributions						10,000	75,000	(85,000)	
NET ASSETS, END OF YEAR	\$ 1,768,661	\$ 29,758	\$ 49,979	\$ 199,896	\$ (30,255)	\$ (228,286)	\$ (345,579)	\$ (314,654)	\$ 1,129,520

THE WOMEN'S HOUSING COALITION, INC. STATEMENT OF FINANCIAL POSITION

December 31, 2015

ASSETS

ASSETS						
Cash and Cash Equivalents	\$	194,040				
Accounts Receivable		5,810				
Other Receivables		112,036				
Restricted Cash and Deposits Investment, at Fair Value		64,221 701,445				
Due to Affiliate		82,172				
Prepaid Expenses		44,590				
Investment in Limited Partnership		109,880				
Property and Equipment, Net		49,243				
Notes and Mortgages Receivable		724,000				
TOTAL ASSETS	\$	2,087,437				
LIABILITIES AND NET ASSETS						
LIABILITIES						
Accounts Payable and Accrued Expenses	\$	108,943				
Security Deposit Payable and Prepaid Rent	·	31,685				
Due to Affiliate		8,774				
Deferred Grant Revenue		24,033				
Mortgages and Notes Payable		145,341				
TOTAL LIABILITIES		318,776				
NET ASSETS						
Unrestricted		1,725,480				
Temporarily Restricted		43,181				
TOTAL NET ASSETS		1,768,661				
TOTAL LIABILITIES AND NET ASSETS	\$	2,087,437				

THE WOMEN'S HOUSING COALITION, INC. STATEMENT OF ACTIVITIES

For the Year Ended December 31, 2015

REVENUES, GAINS AND OTHER SUPPORT		
Support and Revenues	c	00.007
Contributions	\$	82,387
Foundations Special Events Not of Direct Coats of \$45,340 in 2015		282,439
Special Events, Net of Direct Costs of \$15,249 in 2015		63,900 16,935
Workplace Giving		16,935
Revenues and Grants from Governmental Agencies Grant for Supportive Services		303,231
Government Rent Subsidies		577,684
Rent and Tenant Fees		39,525
Management Fees		63,112
Investment and Other		53,853
Realized and Unrealized Gain (Loss) on Investments		(30,459)
Trounzou and officialized Gain (2000) off invocationic		(60, 100)
TOTAL REVENUES, GAINS AND OTHER SUPPORT		1,452,607
EXPENSES		
Payroll and Payroll Related Expenses		611,563
Professional Fees		77,062
Administrative Expense		49,250
Telephone		5,890
Occupancy		611,021
Travel, Conferences, Meetings		7,200
Postage		1,196
Client Assistance		88,555
Taxes and Insurance		7,121
Other		15,293
Depreciation and Amortization		6,653
TOTAL EXPENSES		1,480,804
CHANGES IN NET ASSETS	\$	(28,197)