

**ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP**

AUDITED FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP

AUDITED FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED
DECEMBER 31, 2018 AND 2017

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INDEPENDENT AUDITORS' REPORT

To the Partners and Management
of Ashley Place Development II Limited Partnership
Denham Springs, Louisiana

We have audited the accompanying financial statements of Ashley Place Development II Limited Partnership (a Louisiana Limited Partnership), which comprise the balance sheets as of December 31, 2018 and 2017 and the related statements of operations, partners' equity (deficit), and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Governmental Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Ashley Place Development II Limited Partnership as of December 31, 2018 and 2017, and the results of its operations, changes in partners' equity (deficit), and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Supplementary Information

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

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated February 25, 2019, on our consideration of Ashley Place Development II Limited Partnership'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 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 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 Ashley Place Development II Limited Partnership's internal control over financial reporting and compliance.

Little's Associates, LLC

Monroe, LA
February 25, 2019

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP
BALANCE SHEETS
DECEMBER 31, 2018 AND 2017

ASSETS

	2018	2017
CURRENT ASSETS		
Cash and Cash Equivalents	\$ 12,565	\$ 12,652
Accounts Receivable - Tenants	5,450	369
Prepaid Expenses	19,045	17,220
Total Current Assets	37,060	30,241
 RESTRICTED DEPOSITS AND FUNDED RESERVES		
Insurance Escrow	12,524	10,032
Operating Reserve	2,142	2,125
Replacement Reserve	22,314	31,343
Tenants' Security Deposits	13,100	159
Total Restricted Deposits and Funded Reserves	50,080	43,659
 PROPERTY AND EQUIPMENT		
Buildings	2,747,309	2,745,517
Site Improvements	829,543	829,543
Furniture and Fixtures	452,612	451,222
Total Buildings and Improvements	4,029,464	4,026,282
Less: Accumulated Depreciation	(1,427,059)	(1,280,649)
Net Depreciable Assets	2,602,405	2,745,633
Land	245,212	245,212
Total Property and Equipment	2,847,617	2,990,845
 OTHER ASSETS		
Tax Credit Costs	14,476	14,476
Less: Accumulated Amortization	(14,476)	(13,150)
Net Amortizable Assets	-	1,326
Syndication Costs	42,000	42,000
Utility Deposits	103	103
Total Other Assets	42,103	43,429
Total Assets	\$ 2,976,860	\$ 3,108,174

The accompanying notes are an integral part of these financial statements.

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP
BALANCE SHEETS
DECEMBER 31, 2018 AND 2017

LIABILITIES AND PARTNERS' EQUITY

	2018	2017
CURRENT LIABILITIES		
Accounts Payable	\$ -	\$ 8,094
Deferred Rent Revenue	1,490	233
Due to Related Parties	8,252	8,938
Accrued Interest Payable	6,373	6,494
Current Portion of Long-Term Debt	22,104	20,612
Total Current Liabilities	38,219	44,371
DEPOSITS		
Tenant Security Deposits	13,400	11,914
Total Deposits	13,400	11,914
LONG-TERM LIABILITIES		
Asset Management Fee Payable	41,405	36,701
Partnership Management Fees Payable	120,000	108,000
Special Services Fee Payable	78,182	69,649
Note Payable - Bank of America, Net of Unamortized Debt Issuance Costs	1,002,148	1,021,136
Note Payable - NEF	63,408	63,408
Accrued Interest - NEF	14,918	13,124
Deferred Developer Fee Payable	449,718	449,718
Total Long-Term Liabilities	1,769,779	1,761,736
Total Liabilities	1,821,398	1,818,021
PARTNERS' EQUITY		
Partners' Equity	1,155,462	1,290,153
Total Partners' Equity	1,155,462	1,290,153
Total Liabilities and Partners' Equity	\$ 2,976,860	\$ 3,108,174

The accompanying notes are an integral part of these financial statements.

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP
STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
REVENUE		
Rents	\$ 326,220	\$ 283,886
Vacancy	(16,967)	(87,145)
Late Fees, Forfeited Deposits, etc.	8,466	5,054
Interest Income	60	32
Total Revenue	<u>317,779</u>	<u>201,827</u>
EXPENSES		
Administrative	50,210	41,032
Utilities	29,792	27,657
Maintenance	41,488	32,427
Insurance	39,821	33,101
Management Fees	19,074	13,729
Interest	82,538	83,354
Depreciation and Amortization	156,655	152,187
Total Expenses	<u>419,578</u>	<u>383,487</u>
Net Operating Income (Loss)	<u>(101,799)</u>	<u>(181,660)</u>
OTHER INCOME (EXPENSES)		
Gain (Loss) on Disposal of Fixed Assets	(7,655)	-
Asset Management Fees	(4,704)	(4,567)
Partnership Management Fees	(12,000)	(12,000)
Special Services Fee	(8,533)	(8,366)
Total Other Income (Expenses)	<u>(32,892)</u>	<u>(24,933)</u>
Net Income (Loss)	<u>\$ (134,691)</u>	<u>\$ (206,593)</u>

The accompanying notes are an integral part of these financial statements.

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP
STATEMENTS OF PARTNERS' EQUITY (DEFICIT)
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	<u>Total</u>	<u>General Partner</u>	<u>Limited Partner</u>
Partners' Equity (Deficit), December 31, 2016	\$ 1,496,746	\$ (31)	\$ 1,496,777
Net Loss	<u>(206,593)</u>	<u>(21)</u>	<u>(206,572)</u>
Partners' Equity (Deficit), December 31, 2017	1,290,153	(52)	1,290,205
Net Loss	<u>(134,691)</u>	<u>(13)</u>	<u>(134,678)</u>
Partners' Equity (Deficit), December 31, 2018	<u>\$ 1,155,462</u>	<u>\$ (65)</u>	<u>\$ 1,155,527</u>
Profit and Loss Percentages	<u>100.00%</u>	<u>0.01%</u>	<u>99.99%</u>

The accompanying notes are an integral part of these financial statements.

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	2018	2017
Cash Flows From Operating Activities:		
Net Income (Loss)	\$ (134,691)	\$ (206,593)
Adjustments to Reconcile Net Income (Loss) to Net Cash Provided (Used) by Operating Activities:		
Depreciation and Amortization	159,771	155,303
(Gain) Loss on Disposal of Fixed Assets	7,655	-
(Increase) Decrease in Accounts Receivable - Tenants	(5,081)	1,032
(Increase) Decrease in Accounts Receivable - SD Loan	-	3,600
(Increase) Decrease in Tax and Insurance Escrow	(2,492)	(1,159)
(Increase) Decrease in Prepaid Insurance	(1,825)	1,814
Increase (Decrease) in Accounts Payable	(8,095)	7,280
Increase (Decrease) in Accounts Payable - SD Loan	-	(3,600)
Increase (Decrease) in Accrued Interest Payable	1,673	1,577
Increase (Decrease) in Deferred Rent	1,257	(443)
Increase (Decrease) in Asset Management Fees Payable	4,704	4,567
Increase (Decrease) in Partnership Management Fees Payable	12,000	12,000
Increase (Decrease) in Special Services Fee Payable	8,533	8,366
Net Security Deposits Received (Paid)	(11,455)	8,155
Total Adjustments	166,645	198,492
Net Cash Provided (Used) by Operating Activities	31,954	(8,101)
Cash Flows From Investing Activities:		
Acquisition of Property and Equipment	(19,755)	-
Purchase of Property and Equipment - Flood Restoration	-	(841,816)
Insurance Proceeds Received	-	764,863
Deposits To Replacement Reserve	(10,843)	(10,832)
Withdrawals From Replacement Reserve	19,872	14,750
Deposits to Operating Reserve	(17)	(19)
Withdrawals From Operating Reserve	-	103,067
Net Cash Provided (Used) by Investing Activities	(10,743)	30,013
Cash Flows From Financing Activities:		
Payment on Long-Term Debt	(20,612)	(19,220)
Net Change in Due to Related Parties	(686)	8,938
Net Cash Provided (Used) by Financing Activities	(21,298)	(10,282)
Net Increase (Decrease) in Cash and Cash Equivalents	(87)	11,630
Cash and Cash Equivalents at Beginning of Year	12,652	1,022
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ 12,565	\$ 12,652

The accompanying notes are an integral part of these financial statements.

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
Supplemental Disclosures of Cash Flow Information:		
Cash Paid During the Year for:		
Interest	<u>\$ 77,749</u>	<u>\$ 78,661</u>

The accompanying notes are an integral part of these financial statements.

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE A – ORGANIZATION

Ashley Place Development II, Limited Partnership (the “Partnership”) was organized in 2007 to develop, construct, own, maintain, and operate a 36-unit rental housing apartment complex for persons of low and moderate income. The apartment complex is located in Denham Springs, Louisiana. All units of the apartment complex are to be rented under the requirements of Section 42 of the Internal Revenue Code (low-income housing tax credit) which will regulate the use of the apartment complex as to occupant eligibility and unit gross rent, among other requirements. The major activities and operations of the Partnership are governed by the Amended and Restated Limited Partnership Agreement (the Partnership Agreement) and are subject to the administrative directives, rules, and regulations of federal and state regulatory agencies, including but not limited to, the state housing finance agency. Such administrative directives, rules, and regulations are subject to change by federal and state agencies.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements follows.

Basis of Accounting

The financial statements of the Partnership are prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America.

Estimates

The preparation of 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 financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Collateralization Policy for Financial Instruments

The Partnership does not require collateral to support financial instruments subject to credit risk.

Capitalization and Depreciation

Land, buildings, improvements, and equipment are recorded at cost. Depreciation is provided for in amounts sufficient to relate the cost of depreciable assets to operations using the straight-line method over their estimated service lives as follows:

Buildings	40 years
Furniture, Fixtures and Equipment	10 years
Site Improvements	20 years

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. The resulting gains and losses are reflected in the statements of operations.

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Tenants' Security Deposits

Tenants' security deposits are held in a separate bank account in the name of the project. At December 31, 2018 this account was funded in an amount less than the tenants' security deposit liability.

Rental Income and Deferred Rents

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

Tenant rent charges for the current month are due on the first of the month. Tenants who are evicted or move out are charged with damages and cleaning fees, if applicable. Tenant receivable consists of amounts due for rental income, other tenant charges and charges for damages and cleaning fees in excess of forfeited security deposits. The Partnership does not accrue interest on the tenant receivable balances.

The Partnership uses the direct write-off method to provide for uncollectible accounts. Use of this method does not result in a material difference from the valuation method required by accounting principles generally accepted in the United States of America.

Amortization

Organization costs are expensed as incurred. Tax credit costs have been capitalized and are being amortized over the 10 year tax credit period using the straight-line method. Accumulated amortization totaled \$14,476 and \$13,150 as of December 31, 2018 and 2017, respectively.

Debt Issuance Costs

Debt issuance costs, net of accumulated amortization, are reported as a direct reduction of the obligation to which such costs relate. Amortization of debt issuance costs is reported as a component of interest expense and is computed using the interest method.

Lease-Up/Marketing Reserve

In accordance with the Partnership Agreement, the General Partner will establish the Lease-Up/Marketing Reserve account, which shall be funded, until the beginning of the Operating Deficit Guaranty Period. The development budget for the Project shall contain a line item for the Lease-Up/Marketing Reserve. Disbursements to be charged to the Lease-Up/Marketing will require the written approval of the General Partner and the Asset Manager. As of December 31, 2018, this account has not been funded.

Operating Reserve

In accordance with the Partnership Agreement, the General Partner established the Operating Reserve Account. The General Partner shall also be obligated, to the extent funds are available, to replenish the Operating Reserve Account up to the Operating Reserve Target Amount of \$124,955 out of Cash Flow or the proceeds of sales or refinancing in accordance with Section 5.1 & 5.2. During 2018, this account was funded in accordance with the Partnership Agreement. As of December 31, 2018 and 2017, the balance in this account was \$2,142 and \$2,125, respectively.

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Replacement Reserve

In accordance with the Partnership Agreement, the General Partner established the Replacement Reserve Account, which was funded, at the time of payment of the Second Installment, in the amount of \$300 per unit per year (increasing annually by 3%) less such amount as shall be required to be set aside for such purpose by any Lender. Withdrawals from this account in excess of \$3,000 in the aggregate in any given month will require the written approval of the General Partner and the Asset Manager. For the year ended December 31, 2018, \$13,681 was required to be funded to the Replacement Reserve account. The actual amount funded during the year ended December 31, 2018 was \$10,800, which resulted in the account being underfunded by \$2,881 for the year ended December 31, 2018. For the year ended December 31, 2017, \$13,283 was required to be funded to the Replacement Reserve account. The actual amount funded during the year ended December 31, 2017 was \$10,800, which resulted in the account being underfunded by \$2,483 for the year ended December 31, 2017. As of December 31, 2018, the account was underfunded by a total amount of \$11,537. As of December 31, 2018 and 2017, this account was funded in the amount of \$22,314 and \$31,343, respectively.

Real Estate Tax Reserve

In accordance with the Partnership Agreement, the General Partner was to establish the Real Estate Tax Reserve, in the initial amount of \$15,000, out of equity proceeds at the time of the Limited Partner's payment of the second equity installment. The Real Estate Tax Reserve is to be increased from Cash Flow until it reaches the Real Estate Tax Reserve Target Amount of \$30,000. The funds in the Real Estate Tax Reserve are to be used only to pay real estate property taxes if the real estate property tax abatement is no longer made available to the Partnership or if the real estate taxes exceed the amounts shown in the Projections. As of December 31, 2018, the Real Estate Tax Reserve had not been funded.

Income Taxes

No provision or benefit for income taxes has been included in these financial statements since taxable income or loss passes through to, and is reportable by, the partners individually. The time limit for taxing authorities to examine the Partnership's income tax returns is generally three years from the date of filing or the due date, whichever is later, unless civil or criminal fraud is proven, for which there is no time limit. The Partnership files income tax returns in the U.S. federal jurisdiction, and various state jurisdictions. The Partnership is no longer subject to U.S. federal and state income tax examinations by tax authorities for years before 2015.

FASB ASC 360, Property, Plant, and Equipment

FASB ASC 360, *Property, Plant, and Equipment* 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 the impairment provisions of FASB ASC 360, *Property, Plant, and Equipment* has not materially affected the Partnership's reported earnings, financial condition or cash flows.

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE C – CASH AND CASH EQUIVALENTS/BANK DEPOSITS

For purposes of the statements of cash flows, cash and cash equivalents represent unrestricted cash and all highly liquid and unrestricted debt instruments purchased with a maturity of three months or less.

The Partnership has various bank accounts with one or more financial institutions. Noninterest-bearing and interest-bearing accounts, in the aggregate, are insured up to \$250,000 at each financial institution by the Federal Deposit Insurance Corporation (FDIC). As of December 31, 2018, there were no uninsured deposits.

NOTE D – PARTNERS AND CAPITAL CONTRIBUTIONS

The Partnership has a General Partner, (Denham Springs Community GP, LLC), and a Limited Partner (NEF Assignment Corporation). The Partnership records capital contributions as received and distributions as paid. For the years ended December 31, 2018 and 2017, no capital contributions were received and no distributions were paid.

NOTE E – DEBT

Note Payable – NEF

During 2010, the Partnership entered into an unsecured loan agreement with National Equity Fund, Inc., (NEF, Inc.) an affiliate of the Limited Partner, in the amount of \$63,408, which was used to pay the remaining balance on the construction loan. Interest shall accrue at the rate of 2.79% per annum. Payments of principal and interest shall be made to the extent of Surplus Cash until the balance is paid in full. As of December 31, 2018 and 2017, the balance owed to NEF, Inc. was \$63,408 and \$63,408 and accrued interest was \$14,918 and \$13,124, respectively.

Permanent Loan

Permanent financing has been obtained through Bank of America of Charlotte, North Carolina in the amount of \$1,224,785. Interest is compounded at an annual rate of 7.01%. The payment amount is set at principal and interest payments of \$8,156.75 monthly and remain the same until the entire unpaid principal is paid in full. The permanent loan is collateralized primarily by the Partnership's real estate and improvements thereon. The permanent loan shall have a term of 18 years with an amortization of 30 years and matures on June 24, 2028, at which time the unpaid principal will continue to bear interest at the default rate until the remaining principal is paid in full. As of December 31, 2018 and 2017, the balance due on the loan was \$1,090,990 and \$1,111,602, respectively.

	<u>2018</u>	<u>2017</u>
Note Payable – Bank of America	\$ 1,090,990	\$ 1,111,602
Less: Unamortized Debt Issuance Costs	(66,738)	(69,854)
Note Payable – Bank of America, Net	<u>\$ 1,024,252</u>	<u>\$ 1,041,748</u>

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE E – DEBT (CONTINUED)

Aggregate maturities of the permanent loan debt for the next five years and thereafter are as follows:

Year Ending December 31,	Amount
2019	\$ 22,104
2020	\$ 23,704
2021	\$ 25,420
2022	\$ 27,261
2023	\$ 29,234
Thereafter	\$ 1,026,675

NOTE F – TRANSACTIONS WITH AFFILIATES AND RELATED PARTIES

Transactions with related parties are as follows:

Development Fee

As provided in the Development Services Agreement, the Partnership shall pay the Developer Fee in the amount of \$600,000 to Denham Springs Housing Authority, an affiliate of the General Partner, and Denham Springs Community Development Corporation, an affiliate of the General Partner, for services rendered for overseeing the construction and development of the complex. As of December 31, 2018 and 2017, the Partnership owed \$449,718 and \$449,718, respectively, in developer fees, of which \$449,718 and \$449,718, respectively, is considered a deferred developer fee.

Partnership Management Fee

The Partnership shall pay to the General Partner a Partnership Management Fee annually, on a cumulative basis, in the amount of \$12,000 to compensate the General Partner for managing the Partnership's operations and assets and coordinating the preparation of the required State Housing Finance Agency, federal, state, and local tax and other required filings and financial reports. As of December 31, 2018 and 2017, Partnership Management Fees payable totaled \$120,000 and \$108,000, respectively. For the years ended December 31, 2018 and 2017, the Partnership incurred Partnership Management Fees in the amount of \$12,000 and \$12,000, respectively.

Asset Management Fee

The Partnership shall pay the Asset Management Fee annually to the Asset Manager, an affiliate of the Limited Partner, for property management oversight, tax credit compliance monitoring, and related services in the amount of \$3,500, to be increased annually by 3.0%, on a cumulative basis. The Asset Manager will not incur any liability to the General Partner or the Partnership as a result of the Asset Manager's performance of or failure to perform its asset management services. The Asset Manager owes no duty to the General Partner or the Partnership and may only be terminated by the Limited Partner. As of December 31, 2018 and 2017, Asset Management Fees payable totaled \$41,405 and \$36,701, respectively. For the years ended December 31, 2018 and 2017, the Partnership incurred Asset Management Fees in the amount of \$4,704 and \$4,567, respectively.

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE F – TRANSACTIONS WITH AFFILIATES AND RELATED PARTIES (CONTINUED)

Special Services Fee

The Partnership shall pay the Services Manager (Ashley Residential Services, Inc.) a Services Fee in the amount of \$7,000, increasing by 2.0% annually and in the priority specified in §5.1(a)(viii) of the Partnership Agreement for the provision of services to tenants of the Project. As of December 31, 2018 and 2017, a Special Services Fee was accrued in the amount of \$78,182 and \$69,649, respectively. For the years ended December 31, 2018 and 2017, the Partnership incurred Special Service Fees in the amount of \$8,533 and \$8,366, respectively.

Operating Deficit Guarantee

The General Partner shall be obligated to provide any funds needed by the Partnership, after all funds in the Operating Reserve Account have been used, to fund Operating Deficits during the Operating Deficits Guaranty Period. The General Partner shall be required, upon the reduction of the Operating Reserves Account to zero, to promptly provide funds to the Partnership in an amount up to \$122,000 for Operating Deficits occurring during the Operating Deficits Guaranty Period. Such costs shall include all operating and fixed costs accrued or accruable during the Operating Deficits Guaranty Period. Repayments of any borrowings arranged by the General Partner to fulfill its obligations shall be the sole obligation of the General Partner. Funds made available by the General Partner to fulfill its obligations may be reimbursed, without interest, or out of the proceeds of refinancing or sale pursuant to §5.2 of the Partnership Agreement.

Disposition Fee

The Partnership shall pay the Asset Manager a Disposition Fee equal to the greater of \$50,000 or 1% of the gross sales price out of the net sales proceeds at the time of closing of the sale of the Project or the Limited Partner's interest in the Project.

Due to Related Party

During the year ended December 31, 2017, Ashley Place I Limited Partnership, an affiliated Partnership, paid operating costs in the amount of \$686 on behalf of the Partnership. As of December 31, 2017, the Partnership owed \$686 to Ashley Place I Limited Partnership. During the year ended December 31, 2018, the Partnership paid the remaining operating costs in the amount of \$686 to Ashley Place I Limited Partnership.

During the year ended December 31, 2017, Ashley Place Development III Limited Partnership, an affiliated Partnership, paid operating costs in the amount of \$8,252 on behalf of the Partnership. As of December 31, 2018 and 2017, the Partnership owed \$8,252 and \$8,252 to Ashley Place Development III Limited Partnership, respectively.

NOTE G – PARTNERSHIP PROFITS AND LOSSES AND DISTRIBUTIONS

All profits and losses, other than from certain transactions detailed in the Partnership Agreement, are allocated .01% to the General Partner and 99.99% to the Limited Partner. Distributable cash flow is defined in The Partnership Agreement as the excess of operating revenues over the sum of operating expenses and debt service.

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE G – PARTNERSHIP PROFITS AND LOSSES AND DISTRIBUTIONS (CONTINUED)

Distributable cash flow is payable annually as follows:

- (1) to the Limited Partner to the extent of any amount which the Limited Partner is entitled to receive to satisfy any Credit Reduction Payment required pursuant to Section 6.9;
- (2) to the Operating Reserve Account until such time as such account is equal to the Operating Reserve Target Amount;
- (3) to the payment of any accrued and payable Asset Management Fees to the Asset Manager;
- (4) to the Sponsor to pay any unpaid balance on the Deferred Development Fee;
- (5) to the Real Estate Tax Reserve Account until such time as such account is equal to the Real Estate Tax Reserve Target Amount;
- (6) to pay any accrued and unpaid interest and unpaid principal on loans made by the Limited Partner;
- (7) to repay any accrued and unpaid interest and unpaid principal on loan made by the General Partner;
- (8) to the General Partner to pay any accrued and payable Partnership Management Fee, on a cumulative basis; and
- (9) to the Services Manager to pay any accrued and payable Services Fee, on a cumulative basis.

NOTE H – CONTINGENCY

The apartment complex's low-income housing tax credits are contingent on the ability of the Partnership to maintain compliance with Section 42 of the Internal Revenue Code. Failure to maintain compliance with occupant eligibility, and/or unit gross rent, or to correct noncompliance within a specified time period could result in recapture of previously taken credits plus interest.

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE I – TAXABLE INCOME (LOSS)

A reconciliation of financial statement net income (loss) to taxable income (loss) of the Partnership for the years ended December 31, 2018 and 2017 is as follows:

	2018	2017
Financial Statement Net Income (Loss)	\$ (134,691)	\$ (206,593)
Adjustments:		
Excess Depreciation for Income Tax Purposes Over Financial Reporting Purposes	58,702	68,548
Other Book/Tax Difference	-	-
Taxable Income (Loss) Shown on Tax Return	\$ (75,989)	\$ (138,045)

NOTE J – ADVERTISING

For the years ended December 31, 2018 and 2017, the Partnership incurred advertising costs of \$21 and \$57, respectively. These costs are expensed as incurred.

NOTE K – SUBSEQUENT EVENTS

The Partnership has evaluated subsequent events through February 25, 2019, the date which the financial statements were available for issue.

SUPPLEMENTAL INFORMATION

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP
SCHEDULE OF EXPENSES
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
ADMINISTRATIVE		
Manager Salaries	\$ 22,402	\$ 21,711
Professional Fees	8,444	6,553
Advertising	21	57
Office Expense	3,136	2,778
Bank Charges	30	117
Legal	4,329	140
Bad Debt Expense	2,555	153
Telephone	1,622	986
Other Renting Expenses	1,099	939
Other Administrative Expenses	6,572	7,598
Total Administrative	<u>\$ 50,210</u>	<u>\$ 41,032</u>
UTILITIES		
Electricity	\$ 4,287	\$ 5,279
Water and Sewer	21,265	17,425
Trash Collection	4,240	4,953
Total Utilities	<u>\$ 29,792</u>	<u>\$ 27,657</u>
MAINTENANCE AND REPAIRS		
Supplies	\$ 14,337	\$ 8,592
Repairs	2,267	671
Payroll	15,905	16,316
Contracts	1,845	1,249
Grounds	5,926	4,391
Pest Control	1,208	1,208
Total Maintenance and Repairs	<u>\$ 41,488</u>	<u>\$ 32,427</u>
INSURANCE		
Liability Insurance	\$ 37,831	\$ 30,958
Flood Insurance	1,031	1,014
Workman's Compensation	959	1,129
Total Insurance	<u>\$ 39,821</u>	<u>\$ 33,101</u>

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP
SCHEDULE OF EXPENSES
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
INTEREST EXPENSE		
Interest Expense	<u>\$ 82,538</u>	<u>\$ 83,354</u>
Total Interest Expense	<u>\$ 82,538</u>	<u>\$ 83,354</u>



Little & Assoc.
CERTIFIED PUBLIC ACCOUNTANTS

**Independent Auditors' 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 Partners and Management of
Ashley Place Development II Limited Partnership
Denham Springs, Louisiana

We have audited, in accordance with the 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 financial statements of Ashley Place Development II Limited Partnership, which comprise the balance sheet as of December 31, 2018, and the related statements of operations, partners equity (deficit) and cash flows for the year ended December 31, 2018, and the related notes to the financial statements, and have issued our report thereon dated February 25, 2019.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered Ashley Place Development II Limited Partnership's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Ashley Place Development II Limited Partnership's internal control. Accordingly, we do not express an opinion on the effectiveness of Ashley Place Development II Limited Partnership'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 a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of Ashley Place Development II Limited Partnership's 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 may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Ashley Place Development II Limited Partnership's 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 determination of financial statement amounts. 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 Ashley Place Development II Limited Partnership's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Ashley Place Development II Limited Partnership's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Little & Associates, LLC

Monroe, Louisiana
February 25, 2019

ASHLEY PLACE DEVELOPMENT II
LIMITED PARTNERSHIP

SCHEDULE OF COMPENSATION, BENEFITS AND OTHER PAYMENTS
TO THE AGENCY HEAD OR CHIEF EXECUTIVE OFFICER

FOR THE YEAR ENDED DECEMBER 31, 2018

Please refer to the Schedule of Compensation, Benefits and Other Payments to the Agency Head or Chief Executive Officer included in the Denham Springs Housing Authority's audit report for information relative to compensation, benefits and other payments to the agency head or chief executive officer.

Ashley Place Development II Limited Partnership
 Schedule of Findings and Responses
 For the Year Ended December 31, 2018

SECTION I – SUMMARY OF AUDIT RESULTS

Financial Statement Audit

Type of auditors' report issued:		Unmodified
Internal Control over financial reporting:		
Material Weaknesses identified?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Significant deficiencies identified that are not considered to be material weaknesses?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None Noted
Noncompliance material to financial statements noted?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None Noted

SECTION II – FINDINGS - FINANCIAL STATEMENTS AUDIT

None

Ashley Place Development II Limited Partnership
Summary Schedule of Prior Audit Findings
For the Year Ended December 31, 2018

The status of the prior year audit findings are summarized as follows:

None