Rio Grande Valley Multibank Corporation And Subsidiary

CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended December 31, 2018



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INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholders of Rio Grande Valley Multibank Corporation and Subsidiary

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Rio Grande Valley Multibank Corporation and Subsidiary (a Texas corporation (the "Company")), which comprise the consolidated balance sheet as of December 31, 2018, and the related consolidated statement of income, retained earnings, 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.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Rio Grande Valley Multibank Corporation and Subsidiary as of December 31, 2018, and the consolidated results of their operations and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

CARR, RIGGS & INGRAM, LLC

Brownsville, Texas April 19, 2019

Rio Grande Valley Multibank Corporation and Subsidiary Consolidated Balance Sheet - Continued

December 31,		2018
ASSETS		
Current Assets		
Cash	\$	2,888,146
Due from Community Development Corporation of Brownsville (CDCB)	•	87,929
Due from Community Loan Centers (CLCs)		34,296
Prepaid insurance		573
Current maturities of pooled mortgage loans receivable		221,581
Small Dollar Loan receivables, net of allowance		2,571,510
Total current assets		5,804,035
Other Assets		
Investment in Federal Home Loan Bank (FHLB)		218,300
Loans receivable - lines of credit		1,000,000
Pooled mortgage loans receivable, less current maturities		5,955,814
1 ooled mortgage loans receivable, less current maturities		3,333,614
Total other assets		7,174,114
Total assets	\$	12,978,149
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(Continued)

Rio Grande Valley Multibank Corporation and Subsidiary Consolidated Balance Sheet - Continued

December 31,	2018
Liabilities and Stockholders' Equity	
Current Liabilities	
Due to CDCB	\$ 3,929
Deferred revenue - Community Affordable Safe Assistance (CASA)	243,639
Other current liabilities	25,956
Current maturities of loans payable	 240,732
Total current liabilities	514,256
Other Liabilities	
Loans payable, less current maturities	8,254,361
• , .	
Total other liabilities	8,254,361
Stockholders' Equity	
Common stock, par value \$1 per share;	
authorized 10,000,000 shares; issued 2,129,922,	
outstanding 1,829,922	2,129,922
Additional Paid In Capital	1,312,161
Treasury stock, 300,000 shares	(1)
Retained earnings	767,450
Total stockholders' equity	 4,209,532
Total liabilities and stockholders' equity	\$ 12,978,149

Rio Grande Valley Multibank Corporation and Subsidiary Consolidated Statement of Income

Year ended December 31,	2018
Operating revenue	
Interest income - pool mortgage loans	\$ 21,254
Interest income - small dollar loans	412,315
Interest income - CASA loans	314,358
CLC operating income - Texas Association of Community Development Corporations (TACDC)	3,250
CLC service and administrative fees	383,538
Dividend and interest income	5,748
Miscellaneous income	55,930
Total operating revenue	1,196,393
Operating expenses	
Administrative services	355,290
Advertising	8,148
Commission expense	60,680
Data storage expense	39,747
Insurance	6,890
Interest expense	211,756
Loan loss	190,026
Miscellaneous	118,916
Professional services	81,963
Total operating expenses	1,073,416
Net income before federal income taxes	122,977
Income tax expense	25,825
Net income	\$ 97,152

Rio Grande Valley Multibank Corporation and Subsidiary Consolidated Statement of Retained Earnings

Year ended December 31,	2018
Balance, beginning	\$ 670,298
Net income	97,152
	27,101
Balance, ending	\$ 767,450

Rio Grande Valley Multibank Corporation and Subsidiary Consolidated Statement of Cash Flows

Year ended December 31,	2018		
ODERATING ACTIVITIES			
OPERATING ACTIVITIES Net income	\$	97,152	
Adjustments to reconcile net income to net cash	Ş	97,132	
provided by operating activities:			
Change in working capital components:			
Increase in other receivables		(15,273)	
Decrease in deferred tax asset		23,670	
Decrease in prepaid insurance		6,890	
Decrease in other current liabilities, net		(18,576)	
Decrease in deferred revenues		(5,782)	
Decrease in deferred revenues		(3,762)	
Net cash provided by operating activites		88,081	
INVESTING ACTIVITIES			
Increase in Investment in FHLB		(5,200)	
Increase in loans receivable		70,767	
Increase in lines of credit		(1,000,000)	
Increase in Small Dollar Loans receivable		(122,534)	
Net cash used in investing activities		(1,056,967)	
FINANCING ACTIVITIES			
Increase in loans payable		248,714	
mercuse misums payable		210,711	
Net cash provided by financing activities		248,714	
Net decrease in cash and cash equivalents		(720,172)	
Cash and cash equivalents - Beginning		3,608,318	
Cash and cash equivalents - Ending	\$	2,888,146	
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
Interest	\$	211,756	

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies of the Company is presented to assist in understanding the consolidated financial statements. The consolidated financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the presentation of the consolidated financial statements.

Nature of the Organization

The Rio Grande Valley Multibank Corporation (Company), a United States Treasury Certified Community Development Financial Institution, is a Texas corporation formed on April 3, 1995 to (1) promote, develop and improve the economic conditions of people in the Lower Rio Grande Valley area, (2) encourage and assist the supply of affordable housing, investments in small businesses and employment opportunities for low to moderate income persons through loans, investments and other business transactions, and (3) improve economic conditions in the community.

Principals of Consolidation

The consolidated financial statements of the Company include operations of the wholly owned subsidiary of the Company, Community Loan Center Corporation. Community Loan Center Corporation was formed on August 27, 2010. Together, the two entities principally provide the aforementioned services in the Lower Rio Grande Valley and are referred to in the notes to the consolidated financial statements as the "Company."

Basis of Accounting

The financial statements are prepared on an accrual basis, which recognizes income when earned and expenses when incurred.

Cash and Equivalents

The Company classifies as cash equivalents all highly liquid investments with original maturities of three months or less. Cash and cash equivalents include checking and savings account deposits.

Concentration of Credit Risk

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents. At December 31, 2018, cash balances are estimated to have exceeded federally insured limits by \$2,304,174.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value of Financial Instruments

The Company's financial instruments are cash and cash equivalents, loans receivable – net of allowance, and accounts and other payables, whose carrying amounts approximate fair value based on their short-term nature.

Loans and Other Receivables

Accounting principles generally accepted in the United States of America require the company to report the amounts of accounts, notes, and other forms of receivables at the amount management expects to collect from balances outstanding at the balance sheet date. The amount collectible is to be estimated using historical performance, projections of trends, and known information regarding the financial condition of the customer or other obligor. The difference between the book balance and the amount estimated to be collectible is deducted from the book balance by means of an allowance for uncollectible accounts. The allowance for the Small Dollar Loan program is determined by an average of loans written off as uncollectable to the total amount of loans outstanding over the last three years.

Estimates

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions. Management estimates affect certain reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the balance sheet date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Advertising Costs

The Company expenses advertising costs as incurred. The advertising expense for the year ended December 31, 2018 was \$8,148.

Income Taxes

The revised provisions of Financial Accounting Standard Board ("FASB") Accounting Standards Codification ("ASC') 740, relating to uncertain income tax positions require management to perform an evaluation of all income tax positions taken or expected to be taken in the course of preparing the Company's income tax returns to determine whether the income tax positions meet a "more likely than not" standard of being sustained under examination by the applicable taxing authorities. Accordingly, the Company has accrued no interest or penalties related to uncertain tax positions at December 31, 2018. This evaluation is required to be performed for all open tax years, as defined by the various statutes of limitations, for federal and state purposes.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Taxes (Continued)

The Company is required to file annual federal income tax returns and Texas franchise tax returns. With limited exceptions, the Company is no longer subject to income tax examination for any years earlier than 2015 for federal purposes and 2014 for state purposes. Management has performed its evaluation of all other income tax positions taken on all open income tax returns and has determined that there were no positions taken that do not meet the "more likely than not" standard. Accordingly, there are no provisions for income taxes, penalties or interest receivable or payable relating to uncertain income tax provisions in the accompanying financial statements.

Date of Management's Evaluation

Management has evaluated subsequent events through April 19, 2019, the date the financial statements were available to be issued.

NOTE 2: CASH AND CASH EQUIVALENTS

The Company's cash and cash equivalents consisted of the following as of December 31, 2018:

Checking account Savings account	\$ 2,857,933 30,213
Totals	\$ 2,888,146

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NOTE 3: LOAN PROGRAMS

Mortgage Loan Programs

The Company has entered into loan commitments and master loan agreements with the Community Development Corporation of Brownsville. The Company finances the commitments by receiving pooled funds from its shareholder banks. Under the terms of the commitments, the Company is obligated to lend funds toward the Affordable Housing Loan Programs (AHLP), and the Rural and Colonia Loan Program (RCLP), by which the participants loan the proceeds to qualified individual borrowers. The participants are responsible for replacing the notes if the individual borrowers fail to make timely payments. The loans, collateralized by real estate, are repayable to the Company by the participants in monthly installments at rates of interest from 3.5% to 7% annually.

The Company has developed and implemented the Community Affordable Safe Assistance Loan Program (CASA), a public/private affordable housing initiative for South Texas. The Company, through its membership in the Federal Home Loan Bank of Dallas, commits to provide first lien mortgage funds for mortgage loans to assist low-income families. The CASA loan structure utilizes subsidy funds to provide the required matching mortgage funds which in-turn allows the Company to provide long-term mortgage loans to families it would deny for credit under other traditional mortgage programs. The mortgage borrower will close into a fixed rate (no more than 200 basis points over FHLB Advance Rate), 20-30 year fully amortizing loan with the participating CDFI. A uniform underwriting criteria is utilized to insure equality and standardization. There is no mortgage insurance premium and servicing is held with the CDFI or its assignee.

Loan participation amounts are funded and disbursed at various dates; therefore, they have various maturity dates. Any portfolio defaults are covered by loan loss reserve and related cash accounts. The following is a breakdown of receivables by participant:

Housing Loan Programs:	
Community Development Corporation of Brownsville (AHLP)	\$ 41,743
CASA Loan Program	6,108,484
Rural Colonia Loan Program	27,168
Total notes receivable	6,177,395
Less – current maturities	 221,581
Total notes receivable, less current maturities	\$ 5,955,814

NOTE 3: LOAN PROGRAMS (Continued)

Community Loan Center – "Small Dollar Loan Program"

Beginning in 2011, the Company established a Small Dollar Loan Program offering eligible participants a personal, unsecured loan in the range of \$400 minimum to \$1,000 maximum per loan. Loans must be repaid or renewed within a one-year period. A loan is considered delinquent after 30 days and charged off after 120 days. At December 31, 2018 the note receivable balance was \$2,959,602, with the allowance account balance of \$154,343. An analysis of the Small Dollar Loan Program is as follows:

	2018
Small Dollar Loans receivable (gross)	\$ 2,959,602
Less: Unearned interest	(233,749)
Subtotal	2,725,853
Less: Allowance for loan loss	(154,343)
Small Dollar Loans receivable (net)	\$ 2,571,510

NOTE 4: ALLOWANCE FOR LOAN LOSSES

Small Dollar Loans - The Company maintains an allowance for loan losses equal to an average ratio of loan losses to the total gross loan receivables over the past three years. Loans are considered performing if all payments are made as agreed. Loans are considered non-performing if the loan is 60 days past due. The Company's policy is to charge off as bad debts loans that are 120 days past due.

Pooled Mortgage Loans Receivable and Interim Construction Loans - Because of the credit quality of the borrowers and the underlying collateral, all residential loans and interim construction loans are considering fully collateralized and no losses are anticipated.

NOTE 4: ALLOWANCE FOR LOAN LOSSES (Continued)

	Residential					_		
		CASA CDCB RCLP		Small Dollar	Total			
Allowance for Credit Losses								
Beginning Balance	\$	-	\$	-	\$	-	\$ 132,898	\$ 132,898
Charge-offs		-	-	-		-	(190,517)	(190,517)
Recoveries		-		-		-	21,936	21,936
Provision		-		-		-	190,026	190,026
Ending Balance	\$	-	\$	-	\$	-	\$ 154,343	\$ 154,343
Financing Receivables								
Ending Balance: individually evaluated for impairment	\$6,10	8,484	\$	41,743	\$	27,168	\$2,959,602	\$9,136,997
Ending Balance	\$ 6,10	8,484	\$	41,743	\$	27,168	\$2,959,602	\$ 9,136,997

Creditworthiness Category and Internally Assigned Grade – The Company considers a loan Excellent if all payments are being made as agreed, the collateral value underlying the loans exceeds the amount of the receivable and the borrower's financial condition reflects its ability to meet its financial obligations. A loan is considered Special Mention if payments are over 90 days past due. A loan is considered Substandard if the receivable balance exceeds the estimated fair market value of the underlying collateral.

The Company has no impaired loans, loans with modifications or loans on a non-accrual status.

Corporate Credit Exposure –

Credit risk profiled by credit worthiness category and internally assigned grade.

	CASA	CDCB	RCLP	Total
Excellent	\$ 6,108,484	\$ 41,743	\$ 27,168	\$ 6,177,395
Special Mention	-	-	-	-
Substandard	-	-	-	-
				_
Ending Balance	\$ 6,108,484	\$ 41,743	\$ 27,168	\$ 6,177,395

NOTE 4: ALLOWANCE FOR LOAN LOSSES (Continued)

Small Dollar Loan -

Credit Risk profile based on payment activity:

Performing	\$ 2,922,786
Non-performing	36,816
Ending Balance	\$ 2,959,602

The following chart represents the Age Analysis of Past Due Financing Receivables at December 31, 2018:

	Past Due									
	3	31-60 Days 61-90 Days Over 90 I		r 90 Days	-	Current	Total			
Residential Loans										
CDCB	\$	_	\$	-	\$	_	\$	41,743	\$	41,743
RCLP		-		-		-		27,168		27,168
CASA		550,953		314,973		-		5,242,558		6,108,484
Small Dollar Loans		26,718		17,208		19,608		2,896,068		2,959,602
	\$	577,671	\$	332,181	\$	19,608	\$	8,207,537	\$	9,136,997

NOTE 5: LINES OF CREDIT

RGV Multibank issued two lines of credit to CLC of Greater Houston and Heart of Texas CLC for \$700,000 and \$300,000, respectively, for use in lending within the Small Dollar Loan Program. Both lines of credit are due within 5 years at 2.85% interest. Interest payments are due on a quarterly basis for the first 36 months. The entire unpaid principal balance, together with any unpaid accrued interest and other unpaid charges or fees in quarterly installments from months thirty-seven through sixty, shall be due and payable on the maturity date, December 20, 2022. The balance for these two lines of credit at December 31, 2018 was \$1,000,000.

NOTE 6: LOANS PAYABLE

Loans payable at December 31, 2018 totaled \$8,495,093. Because loans among the RCLP program do not have fixed payment amounts, maturity figures on those instruments are estimates.

On June 24, 2011 an agreement between the Federal Home Loan Bank (FHLB) and the Company was made to establish a line of credit, whereby the FHLB provides advances to the Company for qualifying affordable home loans. The FHLB will be assigned the first lien on mortgaged property in exchange for funding of 70% of each loan. Each advance made by the Company creates its own amortization and repayment schedule with a fixed rate assigned at the time of the advance. Included in the loans payable balances are the outstanding balances of the FHLB note as of December 31, 2018 of \$4,864,967.

On December 4, 2013, a promissory note between Community Development Corporation of Brownsville and Rio Grande Valley Multibank was signed whereby Rio Grande Valley Multibank borrowed \$665,603 at zero percent interest in an unsecured loan. The principal amount is due and payable on December 4, 2043. This payable amount is also included in the total loans payable listed below.

Notes Payable at December 31, 2018 are as follows:

	Due in <u>one year</u>	Due after one year
Wells Fargo Bank , payable in monthly installments of \$2,591.17 including interest at 7%; secured by real estate lien notes against the underlying collateral.	\$ 28,573	\$ 20,347
Federal Home Loan Bank of Dallas, payable in monthly Installments ranging from \$28,000 to \$30,000 and at an average interest rate of 3.106%; secured by real estate lien notes.	212,159	4,652,808
Community Development Corporation of Brownsville, Principal & interest on note deferred for 30 years at 0%; Unsecured.	-	665,603
Community Development Financial Institution Fund, Principal & interest on note deferred for 30 years at 0% Unsecured.	-	665,603

NOTE 6: LOANS PAYABLE (Continued)

Opportunity Finance Network (OFN) deferred principal

until 12/31/23; payable interest only at 3%, unsecured. - 1,250,000

WKKF Kellogg Foundation – deferred principal until September 30, 2022; payable interest only at 197, unaccured

tember 30, 2023; payable interest only at 1%, unsecured. - 1,000,000

<u>\$ 240,732</u> <u>\$ 8,254,361</u>

Total Note Payable Maturities By Year:

	20:	19	2020		2021		2022	2023		Thereafter	
Wells Fargo	\$	28,573	\$	20,347	\$ -	- :	\$ -	\$	-	\$	-
FHLB		212,159		218,895	225,84	6	233,017	\$ 24	40,416		3,734,634
CDCB		-		-		-	-		-		665,603
CDFI		-		-		-	-		-		665,603
OFN		-		-		-	-		-		1,250,000
Kellogg Foundation		-		-		-	-		_		1,000,000
Total		\$ 240,732	\$	239,242	\$ 225,84	6	\$ 233,017	\$ 24	10,416		\$ 7,315,840

NOTE 7: STOCKHOLDERS' EQUITY

During the year, the Company did not issue any additional stock. Current stock outstanding and ownership percentages at December 31, 2018 are as follows:

Bank	Shares	Par Value	Ownership Percentage
- Dum	31141.63	Talac	rerecitage
Bank of America	250,000	\$ 250,000	13.662%
Community Development Corporation Brownsville	95,538	95,538	5.221%
Frost National Bank	100,000	100,000	5.465%
International Bank of Commerce – Brownsville	250,000	250,000	13.662%
International Bank of Commerce – McAllen	100,000	100,000	5.465%
International Bank of Commerce – Zapata	100,000	100,000	5.465%
Lone Star National Bank	100,000	100,000	5.465%
National Cooperative Development	100,000	100,000	5.465%
BBVA/Compass Bank	434,384	434,384	23.737%
Wells Fargo Bank	300,000	300,000	16.393%
	1,829,922	\$ 1,829,922	100.000%

NOTE 8: RELATED PARTY TRANSACTIONS

CDCB is contracted annually to provide administrative services to the Company. Administrative fees totaled \$355,290 for the year ended December 31, 2018. At the close of the year, the Company owed CDCB \$0 in administrative fees. All related party transactions were consummated on terms equivalent to those that prevail in arms' length transactions.

NOTE 9: DEFERRED REVENUE

The Deferred Revenue CASA loan is made up of funds from the CDFI grant and lent to borrowers under the CASA Loan Program. These funds have been deferred until payment is received by the Company from borrower, which will then result in recognition of income. Deferred revenue – CASA balances for the year ending December 31, 2018 was \$243,639.

NOTE 10: INCOME TAXES

Income tax expense for the year ended December 31, 2018 consisted of the following:

Current income tax expense (benefit)	\$	2,155
Deferred income tax expense (benefit)	_	23,670
Total income tax expense (benefit)	\$	25,825
Net income (loss) before taxes	\$	122,977
U.S. statutory rate	_	21%
Tax at statutory rate	\$	25,825

The Company recognizes deferred tax assets and liabilities for future tax consequences of events that have been previously recognized in the Company's financial statements or tax returns. The measurement of deferred tax assets and liabilities is based on provisions of the enacted tax law; the effects of future changes in tax laws or rates are not anticipated. The Company had no deferred tax asset or liability as of December 31, 2018 as the Company used up the remaining net operating loss carryover of \$112,720 in 2018.

The Company recognized a federal income tax payable of \$2,155 at December 31, 2018.

NOTE 11: CLC SERVICE AND ADMINISTRATIVE FEES

The Company has over the past several years franchised its software to be used by other Community Loan Centers across the country. The Small Dollar Lending Program (SDLP) software is considered a Software As A Service System (SAAS) and is designed to provide a user friendly graphical interface for the origination and servicing of small loans serviced by Community Loan Center lenders. There are currently twelve CLC centers using this software. Each center has signed a franchise agreement which provides that the CLC will, in exchange for the use of the software, pay the Community Loan Center Corporation (subsidiary of RGVMB) a monthly loan servicing fee calculated by multiplying the monthend open loan balance on the Franchisee's loan portfolio times the loan servicing rate of 0.45%. In addition, a loan origination fee of \$10 will be remitted for every new loan added during the month. These fees totaled \$290,058 for 2018.

For every loan the company originates, an administrative fee of \$20.00 is charged on the small dollar loan. An administrative fee is assessed unless the customer has been charged an administrative fee on a loan within 180 days. The CLC of RGV during the 2018 year loan administrative fee was \$93,480.

During the 2018 year, total service and administrative fees totaled \$383,538.