

RENTAL HOUSING DEVELOPMENT ASSISTANCE (RHDA)

Application for Rental Development Financing

PLEASE NOTE: AHFC Reserves the right to fund projects at a lower amount than requested, and the right to deny applications that do not coincide with the City's FY 2014-15 Action Plan goals and policy direction from the Austin City Council.

Project Name: The Rail at MLK Jr Station

Project Address: 1800 Alexander Zip Code: 78702

Total # units in project/property: 225 Census Tract Number: 8.03

Total # units to be assisted with RHDA Funding: 58 City Council District Number: 1

Project type (check all that apply with an 'X'):

Acquisition Rehabilitation New construction Refinance Rent Buy-Down

Amount of funds requested: \$2,500,000.00 Terms Requested: 0.0% int 40 yr deferred, forgivable

Role of applicant in Project (check all that apply): Owner Developer Sponsor

1. Applicant Information (If applicant is not acting as the developer, please provide all of the information below for the developer as well as for the applicant. If the developer involves multiple entities, is a partnership or joint venture, please provide duplicative information for each, and identify the entity that will serve as the "lead" organization).

Lonestar Development Partners, LLC. Developer Consultant/Other
Name Applicant is (please check appropriate box):

1000 San Marcos Street Ste 458
Street Address

Austin Texas, 78702 832.558.1571
City State, Zip Telephone

Ryan Larson 512.971.4045 ryan@lonestardevelopmentpartners.com
Contact Person Contact Telephone E-mail address

[REDACTED] [REDACTED]
Federal Tax ID Number D-U-N-S Number (REQUIRED - Visit www.dnb.com for free DUNS#)

The applicant/developer certifies that the data included in this application and the exhibits attached hereto are true and correct. *Unsigned/undated submissions will not be considered.*

Lonestar Private Equity, LLC.
DBA Lonestar Development Partners [Signature]
Legal Name of Developer/Entity Signature of Authorized Officer

Principal 10/14/15
Title Date

City of Austin
OCT 20 2015
NHCD / AHFC

Approved 10/21/15 - [Signature]

CONSIDER SMOKE-FREE HOUSING

The City of Austin encourages the development of smoke-free rental housing. Smoke-free housing protects the health of residents by decreasing exposure to harmful secondhand smoke. Also, apartment owners and managers reap the benefits of more efficient and less expensive unit turnovers, potentially lower insurance premiums, and reduced risk of fires.

Smoke-free policies are legally permissible and can be a marketing advantage for attracting and retaining residents. More than 80 percent of people living in the Austin area do not use tobacco, and a 2011 survey conducted by the Austin/Travis County Health and Human Services Department found that 77 percent of renters in Travis County would prefer to live in tobacco-free housing.

Find out how you can protect the health of residents, make your property safer, and save money by downloading a copy of "A Manager's Guide to Smoke-Free Housing Policies" at: <http://www.livetobaccofreeaustin.org/owners.php>.

Please answer the following questions.

Is this development intended to have restrictions on smoking? Yes No

If "Yes," what level of restriction is intended?

No smoking anywhere on the property, inside or outside

No smoking Inside residents' units

No smoking in outdoor exclusive use areas such as individual balconies or patios

No smoking in outdoor common areas such as pool, parking lot, green spaces, etc.

No smoking outdoors within a reasonable distance from building entrances (such as 15 - 25 feet) to prevent smoke from entering another resident's open windows or doors.

2. A. Non-profit applicants/developers, attached copies of the following:

1. A "certificate of status" issued by the Texas Secretary of State.
2. Federal IRS certification granting non-profit tax-exempt status.
3. Certified financial audit for most recent year which include the auditor's opinion and management letters.
4. Board resolution approving the proposed project and authorizing the request for funding

B. For-profit applicants/developers, attach copies of the following:

1. For Corporations, Limited Partnerships, and Limited Liability Companies, a copy of a "certificate of status" issued by the Texas Secretary of State.

<Please see attachment A - Lonestar Private Equity Certificate of Status>

2. A current financial statement

<Please see attachment B - Lonestar Financial Statement>

3. Proof of sufficient reserves or a line of credit available, if necessary, in order to complete the proposed project.

<Please see attachment C1 - HUD Feasibility Letter; C2 - Equity Raise>

3. Project Type (Please check any that apply.) This project is considered:

- Traditional Rental Housing** (serving low-income households, and resident services may or may not be provided)
- Transitional Housing** (case management services provided and residency limited to a certain length of time, usually no more than 24 months)
- Permanent Supportive Housing** (Considered long-term rental housing for very low-income families and individuals who are among the hardest to serve and who are most vulnerable to homelessness. This type of housing provides case management services to residents as needed).

If you checked Permanent Supportive Housing, please complete the information below.

A. Numbers of proposed PSH Units:

n/a Total Number of Units in project

n/a Total Number of Permanent Supportive Housing (PSH) Units Proposed

B. Check the population or sub-population(s) proposed to be served and indicate the number of units dedicated to that population or sub-population.

1. _____ Persons needing "Housing First," a Permanent Supportive Housing model typically designed for individuals or families who have complex service needs, who are often turned away from other affordable housing settings, and/or who are least likely to be able to proactively seek and obtain housing on their own. Housing First approaches also include rapid re-housing which provides quick access to permanent housing through interim rental assistance and supportive services on a time-limited basis.

NUMBER OF UNITS _____

Individuals or families headed by individuals that are:

2. _____ **Chronically homeless** as established in the HEARTH Act (Homeless Emergency and Rapid Transition to Housing Act of 2009) found at 24 CFR Part 577.

NUMBER OF UNITS _____

3. _____ Households that would otherwise meet the HUD definition of chronically homeless per the HEARTH Act, but **have been in an institution for over 90 days**, including a jail, prison, substance abuse facility, mental health treatment facility, hospital or other similar facility.

NUMBER OF UNITS _____

4. _____ Unaccompanied youth or families with children **defined as homeless under other federal statutes** who:

- a. have experienced a long-term period without living independently in permanent housing;
- b. have experienced persistent instability as measured by frequent moves over such period; and
- c. can be expected to continue in such status for an extended period of time because of chronic disabilities, chronic physical health or mental health conditions, substance addiction, histories of domestic violence or childhood abuse, the presence of a child or youth with a disability, or multiple barriers to employment.

NUMBER OF UNITS _____

5. A single adult or household led by an adult **'aging out' of state custody of the foster care or juvenile probation system**, where the head of household is homeless or at-risk of homelessness.

NUMBER OF UNITS _____

6. Any other population **not defined above** but who would otherwise be eligible for or need permanent supportive housing services.

NUMBER OF UNITS _____

NOTE: APPLICANTS CHECKING B.1, B.2, B.3, or B.4 ABOVE MUST COLLECT AND REPORT INFORMATION INTO THE HOMELESS MANAGEMENT INFORMATION SERVICE (HMIS)

4. Project Description. Provide a brief project description that addresses items "A" through "L" below.

- a. Describe the tenant population, income levels, and services, if any, to be provided to or made available to residents.
- b. Include the type of structure (multi-family or single-family), number and size of units in square feet.
- c. Indicate whether the property is occupied at the time this application is being submitted.
- d. Indicate whether the project meets the requirements of the City's Vertical Mixed-Use (VMU) Ordinance, or is in a Planned-Unit Development (PUD) or Transit Oriented Development (TOD), or is located less than .25 miles from a transit stop (not just a transit route).
- e. Indicate whether the project will preserve existing affordable rental units.
- f. If there are existing structures, provide documentation from the taxing authority or another third-party source indicating the year the structure was built.
- g. Indicate the number of units reserved for Housing Choice Voucher holders (Section 8).
- h. Indicate the number of units that are or will be made accessible and adaptable for persons with mobility, sight or hearing disabilities.
- i. Demonstrate the Project's compatibility with current Neighborhood Plan (if applicable).
- j. Summarize the key financials of the project, clearly indicating the total project cost, the amount and intended use of AHFC funds being requested, and the amount(s) and provider(s) of other funding and the stage of those funding commitments.

<Please see attachment D -- Project Description>

Please attach the following to the description of the above items:

- k. A map (8 1/2" x 11") indicating the property location and the distance to the nearest Capital Metro Transit Stop to which residents will have access.

<Please see attachment E -- Site Plan>

1. A flood plain map generated by www.ATXFloodPro.com with the property parcel identified and the legend displayed showing the various types of FEMA Flood Plain zones.

<Please see attachment #F --Flood Plain MLK>

5. **Site Control and Demonstration of Value.** Include evidence of site control such as a warranty deed or a current earnest money contract, and provide a real estate appraisal or current tax documentation that substantiates the value of the property.

<Please see attachment G1 - LOI; and G2 - P&S agreement>

6. **Zoning.** Include a letter from the City of Austin's Planning and Development Review Department (PDRD) verifying that the current zoning of the site for the proposed project is compatible with the anticipated use, or include documentation verifying that a request to change current zoning has been submitted to PDRD. Should the project be approved for funding, the appropriate zoning must be in place prior to execution of loan documents.

<Please see attachment H - PDRD zoning compatibility review>

7. **S.M.A.R.T. Housing™.** Include a copy of the letter that indicates the project has been reviewed and meets S.M.A.R.T. Housing™ requirements.

<Please see attachment I - SMART approval letter>

8. **Development Team and Capacity.** Identify below the persons or entities anticipated to be involved in the project, such as lenders, attorneys, accountants, architects, engineers, general contractor, sub-contractors, property managers and consultants. Also, indicate if any person or entity involved is certified by the City of Austin as a minority or women-owned business enterprise (**MBE/WBE**), or if any of the entities are also **non-profit** organizations.

<Please see attachment J - Team Bio, for information on out MBE/WBE>

Please also provide narrative information about the skills you or your development team members have in the following areas:

- a. project management,
- b. market analysis,
- c. site selection and control,
- d. planning and construction,
- e. design, architecture and engineering,
- f. legal and accounting,
- g. federal funding rules and
- h. other funding source rules (e.g. Low Income Housing Tax Credits).

<Please see attachment J - Team Bios>

	Name and Contact Information	MBE? (Mark X if Yes)	WBE? (Mark X if Yes)	Non- profit? (Mark X if Yes)
Owner				
Co-developers	Lonestar Development Partners Ryan Larson, Principal, Lonestar Dev. Partners 832.558.1571 ryan@lonestardevelopmentpartners.com 1000 San Marcos #458 Austin, TX 78702 LDG Justin Hartz, Director, LDG 512-351-9352 Office jhartz@ldgdevelopment.com 1305 E. 6th St., #13 Austin, TX 78702		X	
Architect	Kelly Grossman Architects J.Mike Grossman, Partner 512/327.3397 jmike@kellygrossmanarchitects.com 260 Addie Roy Road, Suite 210 Austin, Texas 78746			

Engineer	Big Red Dog Engineering Ricky DeCamps, Vice President Vice President ricardo.decamps@bigreddog.com Austin 512.669.5560 021 East 5th Street Suite 110 Austin, Texas 78702			
Construction Lender	FHA – HUD 221d4 New Construction Mason Joseph – HUD Consultant Mike Backman, Vice President 817-502-1078 mike@masonjosephco.com 420 Throckmorton St., Ste. 221 Fort Worth, Texas 76102			
Other Lenders – Bridge Loan	Prosperity Bank Sam Kent AVP Banking 512.891.1800 sam.kent@prosperitybankusa.com 7001 Hwy 290 West Austin, TX 78736			
Attorney	Rick Hightower 5901 Old Fredricksburg Road Austin, TX 512-480-8882 rick@arhtexas.com			
Accountant	Cary, Trlica & Wood, P.C. Allan Wood 512.327.7832 allan@ctwpc.com 11612 FM 2244 Building 1, Suite 260 Austin, TX 78738			
General Contractor	Justin Hartz, Director, LDG 512-351-9352 Office 502-931-5795 Cell jhartz@ldgdevelopment.com 1305 E. 6th St., #13			
Consultant (if Applicable)				
Property Management Provider	Capstone Property Management Matt Lutz, EVP 512.646.6700 matt.lutz@capstonemanagement.com 210 Barton Springs Rd, Suite 300 Austin, TX 78704-1251			
Other: Services; affordable housing placement	Habitat for Humanity Greg Anderson 512.426.1041 greg@walkableaustin.com			X

9. **Development Schedule.** Complete the grid below. You may re-order the steps according to the appropriate sequence for your project and to add in any other significant steps integral to your project's development. If the multiple properties are involved, provide a development schedule for each property.

	DATE(S)
Acquisition and/or holding	08/31/2015
Environmental and/or historic review (AHFC)	10/06/2015
Securing and packaging project financing	11/01/2015

Construction Specifications and Cost estimates	12/01/2015
Construction Bids	01/01/2016
Construction Start	07/01/2016
Anticipated Draws (list all)	TBD
End Construction	09/01/2017
Start of Rent-up	10/01/2017
Completion & Operation	07/01/2018

10. Accessible and Adaptable Units. Indicate the number of units proposed to be **accessible and adaptable** for persons with mobility, sight and hearing disabilities as required by RHDA Program Guidelines.

- 5 Units adaptable for persons with mobility disabilities
- 225 Units accessible for persons with mobility disabilities
- 5 Units adaptable for persons with sight and hearing disabilities
- 225 Units accessible for persons with sight and hearing disabilities

11. Developer Capacity. Provide narrative information on recent, similar, and successful experience in affordable housing development. Include experience using multiple fund sources, managing affordable rental developments, and previous working history with the Austin Housing Finance Corporation.

Lonestar Development Partners is closely collaborating with LDG Development, to complete the proposed project, The Rail at MLK Jr. Station. Since 1994, LDG Development has worked closely with nearly a dozen state housing corporations to navigate and maximize the opportunities of affordable housing projects. Some of their growing endeavors include the development of independent senior living housing communities, and ongoing sustainability and compliance with historic preservation districts. LDG has experience working with a mix of funding including Low-Income Housing Tax Credit (LIHTC) Tax Exempt bonds and HUD, completing 14 projects in Texas since 2007 and 3 in Austin bringing 877 new units to market since 2013. LDG has applied for and been awarded 9% LIHTCs on 14 of its properties since 2004 and has built and financed 11 properties layering tax-exempt bonds and 4% LIHTC.

LDG is using Capstone Management Co. to perform all leasing, maintenance, accounting, compliance and other property management functions in all of its Austin properties. Capstone has significant experience with affordable housing units. Currently, Capstone manages affordable communities totaling over 21,000 units. This includes the LIHTC Program, the RTC/AHDP Affordable Housing Program, Tax Exempt Bond, HOME, Section 8, Housing Trust Fund (HTF), Walker Program, Section 202 Elderly, Military Rent-Restricted, Public Housing, and more. To better serve clients, Capstone has a Compliance Department to effectively monitor properties it manages with governmental reporting requirements. We understand the importance of being "in compliance" and the process that accompanies it. Capstone is currently ranked by NAHMA as the nation's 9th largest affordable housing management company, as well as the 4th largest LIHTC manager in the country.

See project experience on following page of application

LDG DEVELOPMENT EXPERIENCE

Property Name / Location	Family or Senior	Property Type (9% LIHTC, Market, etc.)	Year Built / Constr. Started	# Units	% Complete	HOME/CDBG/OTHER Funding	Total Development Costs	Debt	Investor
Cooper Chapel Condominiums Louisville, KY	F	Market Condominium	2004	56	100	N/A	\$4,200,000	N/A	N/A
Falcon Crest Patio Homes Louisville, KY	F	Market Patio Homes	2005	78	100	N/A	\$4,500,000	N/A	N/A
Elkhorn Creek Phase I Georgetown, KY	F	9% LIHTC	2005	44	100	N/A	\$4,800,000	Walker Dunlop	MMA Financial, LLC
Falcon Crest Apartments Louisville, KY	F	Tax Exempt Bonds/4% LIHTC	2005	208	100	N/A	\$12,500,000	Oak Grove Capital	MMA Financial, LLC
Elkhorn Creek Phase II Georgetown, KY	F	9% LIHTC	2006	48	100	N/A	\$2,750,000	Walker Dunlop	MMA Financial, LLC
Elk River Senior Apartments Georgetown, KY	S	9% LIHTC	2006	40	100	N/A	\$4,800,000	Lancaster Pollard	MMA Financial, LLC
Whispering Woods Louisville, KY	F	9% LIHTC	2006	48	100	1,649,848	\$5,100,000	KHC	MMA Financial, LLC
Glensages Apartments, Ltd Lexington, Ky	F	Tax Exempt Bonds/4% LIHTC	2007	184	100	N/A	\$17,500,000	Oak Grove Capital	MMA Financial, LLC
Harris Branch Apartments Austin, Tx	F	Tax Exempt Bonds/4% LIHTC	2007	248	100	N/A	\$25,300,000	Walker Dunlop	MMA Financial, LLC
Park Place at Loyola Austin, Tx	F	Tax Exempt Bonds/4% LIHTC	2007	252	100	N/A	\$26,500,000	MuniMae Portfolio	MMA Financial, LLC
Santora Villas Austin, Tx	F	Tax Exempt Bonds/4% LIHTC	2007	192	100	N/A	\$23,030,000	MuniMae Portfolio	MMA Financial, LLC
The Villas at Shaver Pasadena, TX	F	Tax Exempt Bonds/4% LIHTC	2007	240	100	N/A	\$27,800,000	MuniMae Portfolio	MMA Financial, LLC
Inwood Crossings Wichita, KS	F	Tax Exempt Bonds/4% LIHTC	2007	280	100	N/A	\$33,700,000	MuniMae Portfolio	MMA Financial, LLC
Overlook Terraces Louisville, KY	F	Tax Exempt Bonds/4% LIHTC	2008	144	100	1,475,000	\$27,900,000	Walker Dunlop	MMA Financial, LLC
Whispering Woods Phase II Louisville, KY	F	9% LIHTC	2008	50	100	N/A	\$8,300,000	Citizens Union	MMA Financial, LLC
The Musea, LTD. New Orleans, LA	F	9% LIHTC	2009	211	100	\$2,000,000 HOME \$25,741,862 CDBG 2nd Mortgage	\$49,000,000	Walker Dunlop	Stratford Capital Group
The Musea II, LTD. New Orleans, LA	F	Tax Exempt Bonds/4% LIHTC	2010	52	100	\$7,410,284 CDBG 850,000 TCAP	\$11,100,000	First NBC	Stratford Capital Group
Melbourne Senior Alvin, TX	S	9% LIHTC	2010	110	100	N/A	\$16,100,000	Citizens State Bank	TCEP
Floral Gardens Houston, TX	S	9% LIHTC	2010	100	100	\$728,000 HOME LOAN	\$14,300,000	Comerica	TCEP
Towne Commons Elizabethtown, KY	F	9% LIHTC	2010	94	100	\$600,000 Monetized 1802 EX	\$12,300,000	JPMorgan Chase	Stratford Capital Group
Steeple Chase Farms Sherman, TX	F	9% LIHTC	2010	158	100	N/A	\$19,400,000	Comerica	Stratford Capital Group
Cypressa/Floral Gardens Houston, TX	S	9% LIHTC	2011	100	100	N/A	\$13,900,000	Comerica	RBC Capital Markets
Woodcrest Baton Rouge, LA	F	Tax Exempt Bonds/4% LIHTC	2011	48	100	\$1,500,000 TCAP; \$2,250,000 CDBG / Gustav; \$798,000 HOME	\$7,300,000	N/A	Stratford Capital Group
Mallard Crossing Baton Rouge, LA	F	Tax Exempt Bonds/4% LIHTC	2011	182	100	\$1,500,000 TCAP; \$4,350,000 CDBG / Gustav; \$1,838,000 HOME	\$24,500,000	Walker Dunlop	Stratford Capital Group
Village Du Lac Lafayette, LA	F	9% LIHTC	2012	140	100	N/A	\$9,170,000		CITI Real Estate Investors
Brookcreek Crossing Richmond, VA	F	9% LIHTC	2012	70	100%	N/A	\$10,870,000	VHDA	Regions
The Paddock at Norwood Austin, TX	F	4% LIHTC	2013	228	100%	Tax Exemption	\$32,350,000	Citibank	1st Sterling
Villas at Coll Run Houston, TX	F	4% LIHTC	2013	138	100%	3,000,000 HOME LOAN	\$18,350,000	Citibank	1st Sterling
Newport Village Crosby, TX	F	9% LIHTC	2014	80	100%	N/A	\$12,300,000.00	Community Bank of TX	1st Sterling
The Points at Ben White Austin, TX	F	4% LIHTC	2014	250	70%	Tax Exemption	\$35,580,000.00	HUD D4	Enterprise
Villages of Ben White Austin, TX	S	4% LIHTC	2014	183	65%	Tax Exemption	\$25,353,000.00	Redstone	R4
Harris Branch Senior Austin, TX	S	4% LIHTC	2015	216	10%	Tax Exemption	\$22,859,000.00	HUD D4	R4
Station Points Fort Worth, TX	F	4% LIHTC	2015	252	Closing	Tax Exemption	\$25,353,002.00	Redstone	Enterprise
Port Royal Baton Rouge, LA	F	4% LIHTC	2015	192	Closing	Tax Exemption	\$25,353,003.00	Redstone	TBA
TOTAL				4,904			\$611,818,005		

12. Detailed Project Budget. Use the following table, or comparable format, to provide a complete project budget. Add line-items as necessary. If this project has already received funding from AHFC, indicate by line item the amounts from the prior award.

DETAILED PROJECT BUDGET				
	COST	PRIOR RHDA	RHDA FUNDS REQ	DESCRIPTION & COMMENTS
PREDEVELOPMENT				
Earnest Money Cost	10,000			
Option Extension (Contingency) Cost	50,000			
Phase I EA Cost	6,000			
Geotech Cost	7,000			
Feasibility Study Cost	2,500			
Survey Cost	6,000			
Architect Site Plan Cost	90,000			
Civil - Site Plan Cost	80,000			
Marketing Preliminary Cost	20,000			
TOTAL PREDEVELOPMENT	271,500	-	-	Funded via GP Equity
ACQUISITION				
Land Purchase	2,600,000			
TOTAL ACQUISITION	2,600,000	-	2,600,000	Funded via RHDA
HARD COSTS				
Sitework and Parking				
Sitework Cost	2,500,000			
Underground Parking Cost	2,500,000			
Podium Parking Cost	2,500,000			
Total Site Work + Parking Cost	7,500,000			
Common Areas & Commercial				
Commercial Total	225,000			
Leasing Total	140,000			
Gym Total	240,000			
Pool Cost	350,000			
Corridor Cost	1,497,137			
Siding Cost	650,000			
Roof Cost	200,000			
Rooftop Cost	90,000			
Courtyard Cost	150,000			
Stairwells Cost	-			
Elevators Cost	250,000			

Total Comm & Comm Cost	3,792,137			
Traditional Building (Floor 1-2)				
Total Traditional Build Cost	2,581,280			
Modular Build (Floor 3-6)				
Total Modular Build Cost	8,649,085			
TOTAL HARD COSTS	22,522,502	-	-	Funded via HUD
SOFT & CARRYING COSTS				
Interim Construction and Other Soft				
Architect Cost	310,000			
Civil Cost	70,000			
Legal Cost	65,000			
Marketing/Advertising Cost	30,000			
PR Cost	15,000			
Market Study Cost	9,000			
Appraisal Cost	10,000			
Permits, Fees & Contingency	890,332			
Title Insurance/Record	30,000			
Utilities - Power/Water	100,000			
RE Taxes - Build	162,000			
Inspection Fees	105,000			
Hazard/Liability Insur	25,000			
Construction & Developer Fee	1,850,000			
Builder Risk Insur	30,000			
Organizational Costs	60,000			
Cost Cert. Audit Fee	11,000			
HUD - Mason Joseph	549,500			
HUD - Application Fee	35,000			
Mezz Debt - Origination	25,000			
Construction Interest	915,833			
Total Interim Constr and Other Soft	5,297,665			
Bridge & Constr Loan Carrying Costs				
Mezz Debt Payments	37,500			
HUD Constuction Loan Monthly Payments	1,770,833			
Total Bridge & Constr Loan Carrying Costs	1,808,333			
TOTAL SOFT & CARRYING COSTS	7,105,998	-	-	Funded via HUD/LP Equity
TOTAL PROJECT BUDGET	32,500,000	-	2,600,000	

13. Funds Proposal. Provide the following information to facilitate financial review of the proposed project:

- a. **Sources and Uses of Funds** – Complete **Tables A & B (below)**, identifying all sources and uses of funds to implement project and include evidence of funds anticipated (financial statements, commitment letters, etc.).

TABLE A: SOURCES OF FUNDS SUMMARY					Intended Use of Funds (Predevelopment, Acquisition, Construction, Soft Costs)
	Term	Interest Rate	Amount	Evidence (Deed, Sales Contract)	
Owner Equity					
GP Equity			300,000		Predev/soft costs
Private Financing (List Lenders)					
HUD 221d4	40 yr	4.0%	25,000,000		Construction/soft costs
Other Sources (List Below)					
LP Equity			4,700,000		Construction
Proposed RHDA Funds		0.0%	2,500,000	Yes	Land Acquisition
TOTAL			32,500,000		

TABLE B: USES OF FUNDS SUMMARY		
	Total Cost	Cost/Unit
Predevelopment	0	0
Acquisition	2,500,000	11,111
Hard Costs	0	0
Soft & Carrying Costs	0	0
TOTAL	2,500,000	11,111

- b. **Leveraging** – Complete **Table C (below)**.

TABLE C: PERCENTAGE OF RHDA FUNDS	
RHDA Funds	2,500,000
Other Funds	30,000,000
Total Project Cost	32,500,000
RHDA Funds ÷ Total Project Cost=	.0769

- c. **Operating Proforma** – In a format comparable to Table D below, prepare a minimum twenty (20) year financial Operating Proforma which realistically reflects the operation of the project relative to current and anticipated revenues, expenses and debt. The Proforma must indicate the anticipated debt coverage ratio (DCR) calculated as follows: net operating income (NOI)/debt service (DS) = DCR. For projects that will not carry debt, use the number “1” as the denominator in the equation.

<see attachment K – Operating Proforma>

TABLE D: OPERATING PROFORMA

Unit Size (BR/BA)	Number of Units	Monthly Rental Income	Annual Rental Income
Studio A / 1 BA	58	38,976	476,712
Studio B/ 1 BA	50	47,500	570,000
1 BR / 1 BA	101	121,200	1,454,400
2 BR / 2 BA	16	28,000	336,000
FULL OCCUPANCY ANNUAL INCOME	2,828,112		
Less Vacancy Loss (Indicate % and Amount of Loss)			.084 = \$237,561
GROSS ANNUAL INCOME			2,590,551

Inflation Factor - Income	.03
Inflation Factor - Expense	.03

YEAR	1	2	3	4	5
GROSS ANNUAL INCOME					
Residential	-	25,404	2,071,994	2,873,492	2,960,892
Commercial	-	-	74,008	76,259	78,578
Other (storage, parking, etc)	-	3,954	322,490	447,238	460,841
Total Gross Annual Income	-	29,358	2,468,492	3,396,989	3,500,312
EXPENSES					
Salaries and Wages	-	2,330	190,008	263,508	271,523
Insurance	-	444	36,192	50,192	51,719
Taxes	-	3,744	305,370	423,495	436,376
Utilities - Common Areas	-	943	76,908	106,658	109,902
Management Fees	-	832	67,860	94,110	96,972
Administrative	-	555	45,240	62,740	64,648
Marketing	-	291	23,751	32,939	33,940
Contract Services	-	721	58,812	81,562	84,043
Repair and Maintenance	-	887	72,384	100,384	103,437
Community Support & Services	-	97	7,917	10,980	11,313
Total Expenses	-	10,844	884,443	1,226,567	1,263,874
NET OPERATING INCOME					
(NOI)	-	18,514	1,584,049	2,170,422	2,236,437
SOURCES OF FUNDS & DEBT SERVICE					
HUD 221D4 Loan Payments	-	-	758,835	1,300,861	1,300,861
TOTAL ANNUAL DEBT SERVICE					
(DS)	-	-	758,835	1,300,861	1,300,861
CASH-FLOW AFTER DEBT SERVICE					
(CF = NOI - DS)	-	18,514	825,214	869,561	935,577
DEBT COVERAGE RATIO					
(DCR = NOI / DS)	-	-	2.09	1.67	1.72

14. Good Neighbor Policy. Please refer to the City’s Good Neighbor Guidelines and demonstrate compliance with the Good Neighbor Policy by completing the Good Neighbor Checklist and providing the documentation requested.

<see attachment L – Good Neighbor Policy>

15. Description of Supportive Services. If supportive services are NOT to be provided, please stop here. For all other projects, if supportive services are to be provided to residents, provide a description of the services that includes the following information:

- a. A description of the supportive services to be provided to residents and/or clients.
Tax training, personal financial training, home buying classes, and mortgage training provided by Habitat for Humanity on a bimonthly basis (or more often as demand requires).
- b. The number and types of residents/clients expected to be served annually.
The target for services is 50-100 residents/clients annually; likely the tenants in the affordable units (25 total) as well as any younger/older tenants who need this type of assistance.
- d. Describe the developer’s experience and qualifications in providing the services to be offered.
The Developer doesn’t have experience yet in providing any of these services. Lonestar will be partnering with several non-profits entities.
- e. If services are not provided by the developer of the project, include a description of the organization(s) providing the services and a memorandum of understanding or some other type of agreement that indicates the relationship between the developer and service provider.
- f. We have partnered with Habitat for Humanity in order to have a very experienced group on our team. They teach classes monthly on financial education and home purchasing services. They have years of experience in teaching these classes. We also will be partnering with PeopleFund in Austin to provide mortgage classes to our residents. PeopleFund has over 20 years of experience in empowering people to start their own businesses.
- d. Provide resumes of key personnel who will be actively involved in the delivery of services. Resumes should include information about certifications, licenses, years of experience, and education.
<see attachment M – Resume for Supportive Services>
- f. Demonstrate financial capacity to provide support services and/or operate a supportive services program by providing the following information:

- 1. **Sources of Funds:** Identify sources and amounts of funds that will be or are expected to be utilized to provide supportive services.
The Rail is going to provide resources for services from operations.
- 2. **Budget:** Include a supportive services budget which reflects current and anticipated funding and expenses associated with the provision of services for three (3) years.

YEAR	1	2	3	4	5
GROSS ANNUAL INCOME					
Residential	-	25,424	2,071,394	2,873,492	2,860,892
Commercial	-	-	74,206	76,255	78,576
Other (storage, parking, etc.)	-	2,954	222,490	447,238	469,941
Total Gross Annual Income	-	29,358	2,468,492	3,396,989	3,500,312
EXPENSES					
Salaries and Wages	-	2,230	190,038	263,501	271,523
Insurance	-	444	86,192	58,192	51,729
Taxes	-	3,748	305,372	423,455	436,376
Utilities - Common Areas	-	842	76,908	100,958	100,952
Management Fees	-	532	67,862	94,112	96,572
Administrative	-	551	43,240	62,740	64,648
Marketing	-	291	23,751	32,930	33,940
Contract Services	-	721	58,812	81,562	84,242
Repair and Maintenance	-	587	72,284	100,284	102,332
Community Support & Services	-	93	17,927	10,580	81,313
Total Expenses	-	10,844	884,443	1,226,567	1,263,874

ATTENTION:

**Please submit with the Application a completed "self-evaluation"
using the following Scoring Criteria.**

**RHDA PROGRAM
SCORING CRITERIA**

REQUIRED INFORMATION:

- | | | | |
|-------------------------------|------------|--------------------------------|-------|
| 1. Applicant Information | _____ | 10. Accessible/Adaptable Units | _____ |
| 2a. Non-profit Required Items | <u>n/a</u> | 11. Experience/Qualifications | _____ |
| OR | | 12. Project Budget | _____ |
| 2b. For-profit Required Items | _____ | 13. Funds Proposal: | |
| 3. Project Description | _____ | a. Sources | _____ |
| 4. Site Control/Value | _____ | b. Uses | _____ |
| 5. Zoning | _____ | c. Leveraging | _____ |
| 6. S.M.A.R.T. Housing | _____ | d. Operating Proforma | _____ |
| 7. Development Team | _____ | 14. Good Neighbor Checklist | _____ |
| 8. Development Schedule | _____ | 15. Flood Plain Map | _____ |
| 9. Developer Capacity | _____ | | |

EVALUATION CRITERIA:

Applications for proposed projects will be reviewed and scored on a competitive basis per the evaluation criteria below. Applications must receive a minimum score of **150** points out of a maximum score of **240** points. PLEASE NOTE: A score above the minimum score does not guarantee funding.

CORE VALUES POINTS

(Affordable Housing Core Values: Deeper levels of affordability, long-term affordability, and geographic dispersion of affordable units throughout the City.)

Score

1. AFFORDABLE UNITS (maximum 25 points)

10_____

If development has a mix of 30%, 40%, and/or 50% MFI units, add the results for the percentage of units in each income category up to the maximum of 25 points. If the percentage of units at a given MFI level is not a multiple of 10, round up to the next closest multiple of 10 to get the score for that particular MFI level

% MFI	% of Affordable Units in Project (only count units reserved for 50% MFI and below)					
	10% of units	20% of units	30% of units	40% of units	50% of units	60% of units
50%	3	5	10	15	20	25
40%	5	10	15	20	25	
30%	10	15	20	25		

Score

2. AFFORDABILITY PERIOD (25 points)

25_____

25 points: Affordability period is:

 X 99 years;

OR

_____ 40 years, and project is applying for Low Income Housing Tax Credits. Note: AHFC funding is contingent upon the award of Low Income Housing Tax Credits.

Score

3. GEOGRAPHIC DISPERSION (maximum 25 points)

15_____

Project is located in an area identified according to the Kirwan Institute's Comprehensive Opportunity Map of Austin as having greater opportunity for low-income households.

- 25 points:** Very High priority area
20 points: High priority area
15 points: Moderate priority area
10 points: Low priority area
5 points: Very Low priority area

INITIATIVES AND PRIORITIES POINTS

(Permanent Supportive Housing, Sustainability, Priority Locations, Accessible and Integrated, and Preservation of Affordable Housing)

Score

4. PERMANENT SUPPORTIVE HOUSING (PSH) (maximum 25 points)

0_____

25 points: "Housing First" model.

15 points: Project will reserve units for PSH for the following populations:

- Chronically Homeless as established in the HEARTH Act (24 CFR Part 577)
- Have been in an institution for over 90 days
- Unaccompanied youth or families with children defined as homeless under other federal statutes
- Youth "aging out" of state custody or the foster care or the juvenile probation system

10 points: Project will reserve units for PSH for populations other than those listed above.

Score

5. SINGLE-FAMILY RENTAL HOUSING, INCLUDING SECONDARY UNITS ("GREEN ALLEY INITIATIVE") (20 points)

0_____

20 points: Project consists of either new construction or rehabilitation of one or more single-family rental units, secondary units, or units compatible with the City's "Green Alley Initiative."

Score

6. ACCESSIBILITY AND HOUSING FOR PERSONS WITH DISABILITIES (maximum 20 points)

10_____

x 10 points: In multi-family developments, (i.e. 5 or more units) or for single-family rental housing (i.e., 1 to 4 units), 50% or more of the total number of units will be made accessible per the Uniform Federal Accessibility Standards (UFAS).

_____ **10 points:** Units to be designated for persons with disabilities as defined in the Fair Housing Act: for Multi-family developments, (i.e. 5 or more units), at least 25% of all units; for single-family rental housing (i.e., 1 to 4 units) 1 or more units.

Score

7. PRIORITY LOCATION (10 points)

10_____

10 points: Project is:

- _____ located in a Vertical Mixed-Use (VMU) Corridor; or
- _____ a Planned-Unit Development (PUD); or
- x _____ located within a Transit-Oriented Development (TOD) area, or
- _____ is located 0.25 miles (1,320 feet) or less from a transit stop.

Score

8. PRESERVATION OF AFFORDABLE UNITS (10 points)

0_____

10 points: Project is the rehabilitation and preservation of existing affordable housing units, or new units are being constructed to replace existing affordable units at the same location on a one-to-one replacement basis or a greater than one-to-one replacement basis.

Score

9. TRANSITIONAL HOUSING (10 points)

0_____

10 points: Project will be developed and operated exclusively as transitional housing.

UNDERWRITING POINTS

(EXPERIENCE, CAPACITY, DEVELOPMENT FEASIBILITY, OPERATIONAL FEASIBILITY, COMPATIBILITY WITH OTHER PROGRAM REQUIREMENTS)

Score

10. DEVELOPER EXPERIENCE AND QUALIFICATIONS (maximum 15 points)

15_____

- 15 points:** Developer has recent, similar, and successful completion of a development similar in size and scope with income-restricted units.
- 10 points:** Developer has recent, similar, and successful completion of a development **smaller** in size and scope with income-restricted units.
- 8 points:** Consultant directly involved who has successfully completed a development similar in size and scope with income-restricted units.
- 5 points:** Developer has recent, similar, and successful completion of a development similar in size and scope **without** income-restricted units

Score

11. SOURCES & USES OF FUNDS (maximum 10 points)

10_____

10 points: All sources and uses of funds are clearly indicated and sufficient evidence of funding availability and/or commitments are included.

5 points: All sources and uses of fund are clearly indicated, but evidence of funding availability or commitments are incomplete.

Score

12. DEBT COVERAGE RATIO (maximum 10 points)

10_____

- 10 points:** DCR of 1.25 or greater or will be a debt-free development
- 6 points:** DCR between 1.21 - 1.24
- 4 points:** DCR between 1.15 - 1.20

Score

13. LEVERAGE (maximum 10 points)

10_____

RHDA Program funding (including prior awards and the current request) divided by Total Project Costs equals:

- 10 points:** 25% or less
- 8 points:** 26% - 30%
- 6 points:** 31% - 35%
- 4 points:** 36% - 50%
- 2 points:** 51% - 54%
- 0 points:** 55% or greater

Score

14. RHDA COST PER UNIT (maximum 10 points)

8_____

	<u>Multi-Unit Structures</u>	<u>Single-Unit Structures</u>
10 points	<\$40,000/unit	<\$50,000/unit
8 points	<\$45,000/unit	<\$60,000/unit
6 points	<\$50,000/unit	<\$70,000/unit
4 points	<\$55,000/unit	<\$80,000/unit
2 points	<\$60,000/unit	<\$90,000/unit
0 points	>\$60,000/unit	>\$90,000/unit

Score

15. PROJECT READINESS (maximum 10 points)

8_____

New construction

2 points each; maximum 10 points

- The project meets the normal eligibility requirements under the existing program guidelines.
- The property is already owned by the developer.
- The project has completed all necessary design work and received site plan approval.
- All environmental reviews have been completed.
- The project has firm commitments from all financing sources.

Acquisition and Rehab

2 points each; maximum 10 points

- The project meets the normal eligibility requirements under the existing program guidelines
- All environmental reviews have been completed.
- The project has firm commitments from all financing sources.
- A General Contractor has been selected.
- Closing on the acquisition of the property can be achieved in less than 30 days.

Acquisition of Completed Units

2.5 points each; maximum 10 points (A total score of 2.5 points will be rounded to 3; a total score of 7.5 points will be rounded to 8.)

- The project meets the normal eligibility requirements under the existing program guidelines
- All environmental reviews have been completed.
- The project has firm commitments from all financing sources.

_____ Closing on the acquisition of the property can be achieved in less than 30 days.

Score

16. PROPERTY MANAGEMENT (maximum 10 points)

10_____

10 points: Designated Property Management Entity has documented track record of success managing income-restricted properties of similar size and/or similar unit counts, and has the capacity to take on management of the proposed project.

8 points: Designated Property Management Entity has a documented track record of success managing income- restricted properties of smaller size and/or fewer units, and has the capacity to take on management of the proposed project.

4 points: Designated Property Management Entity has a documented track record of successful property management experience and has the capacity to take on management of the proposed project, but has not managed an income-restricted property.

Score

17. SUPPORTIVE SERVICES (maximum 15 points)

10_____

15 points:

- a. The developer has secured written agreements with organizations that will provide resident services, or has experienced and qualified staff (7 or more years of experience) able to provide the same services.
- b. Funds have been identified for the operation of resident services programs.
- c. A 3-year estimated operating budget for the operation of the resident services programs is provided.

10 points:

- a. The developer has secured letters of intent from organizations that intend to provide resident services, or has experienced and qualified staff (3 to 6 years of experience) able to provide the same services.
- b. Funds have been identified for the operation of the resident services programs.
- c. A 3-year estimated operating budget for the operation of the resident services programs is provided.

5 points:

- a. The developer has experienced and qualified staff (1 to 2 years of experience) able to provide the same resident services.
- b. Funds have been identified for the operation of the resident services programs.
- c. A 3-year estimated operating budget for the operation of the resident services programs is provided.

Score

18. MBE/WBE PROJECT PARTICIPATION (5 points)

5_____

5 points: Development Team includes one or more certified City of Austin minority- or woman-owned business enterprises (M/WBE).

TOTAL SCORE _____

Attachment A

B. For-profit applicants/developers, attach copies of the following:

1. For Corporations, Limited Partnerships, and Limited Liability Companies, a copy of a "certificate of status" issued by the Texas Secretary of State.

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Carlos H. Cascos
Secretary of State

Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for Lonestar Private Equity, LLC (file number 802197014), a Domestic Limited Liability Company (LLC), was filed in this office on April 13, 2015.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on October 19, 2015.



A handwritten signature in black ink, appearing to read "Cascos" followed by a horizontal line.

Carlos H. Cascos
Secretary of State

Phone: (512) 463-5555
Prepared by: Deborah Rogers

Come visit us on the internet at <http://www.sos.state.tx.us>
Fax: (512) 463-5709
TID: 10264

Dial: 7-1-1 for Relay Services
Document: 636253740002

Attachment B

- B. For-profit applicants/developers, attach copies of the following:**
2. A current financial statement

Ryan Larson
Principal, Lonestar Development Partners
1000 San Marcos St.
Austin, Texas 78702
512.971.4045
ryan@lonestardevelopmentpartners.com

To Whom it May Concern,

This is regarding number 2, section B, part 2 on the 3rd page of the RHDA application detailing the requirement for a current financial statement from a for profit developer:

My name is Ryan Larson and I am a managing member of Lonestar Private Equity, LLC, DBA Lonestar Development Partners. We are a co-developer in the project named The Rail at MLK Jr Station, on 1700 Alexander in Austin, TX.

The company entity is in good standing with the secretary of state (see attachment figure A – statement of standing with Secretary of State). The bank account for this TAX ID number has yet to be established as of Oct. 19th, 2015. As such there is no record of Bank Statements to assess historically.

This account will be funded with \$300,000.00 prior to the funding of the RHDA capital to apply towards predevelopment expenses. More information and proof of funds can be provided upon request.

Best regards,
Ryan Larson

Principal
Lonestar Private Equity, LLC.
DBA Lonestar Development Partners

Attachment C

- B. For-profit applicants/developers, attach copies of the following:**
3. Proof of sufficient reserves or a line of credit available, if necessary, in order to complete the proposed project.



MASON JOSEPH COMPANY, INC.

October 15, 2015

Re: The Rail @ MLK Jr. Station

To Whom It May Concern,

I have received and reviewed the development budget and operating pro forma for the proposed new construction project known as The Rail @ MLK Jr. Station to be located at the intersection of Alexander Avenue and East 17th Street. This pro forma includes rent restrictions on 25% of the units as required by the City of Austin's Rental Housing Development Assistance (RHDA) Program.

Based on these projections Mason Joseph Co. anticipates the ability to provide construction and permanent financing to this project in the amount of \$25.3 million. This loan would be insured by the Federal Housing Administration (FHA) and carry a 40-year term and amortization and will be underwritten to a minimum 1.20 debt service coverage.

As we proceed with underwriting all income and expense assumptions will require the support of an independent appraisal and market study. Based on our preliminary review of the market, however, we believe the developer's projections are reasonable.

On October 27, we will share a preliminary analysis at a Concept Meeting with FHA staff in Fort Worth. This meeting will be FHA's first opportunity to provide feedback on this project. Based on our experience as an FHA lender, the strength of the Austin housing market, the Transit-Oriented location, and the project's affordable component, we believe our proposal will be well received.

Feel free to contact me with any questions on the financing of this transaction at (817) 502-1078.

Best wishes,

Michael B. Backman
Vice President



Lonestar Development Partners Equity Investor Funding

Lonestar Development Partners has chosen Austin 360 Homes as their Equity investor for The Rail at MLK Jr. Station mixed use apartment project at 1800 Alexander Ave. Austin 360 Homes has committed to source approximately \$4,500,000 for the full equity requirements for the project from a syndicated network of investors. The funding date will be based on project timeline and need, and the projected schedule for the equity raise will be June 1st, 2016.

Austin 360 Homes will source the equity from a high net worth individual(s), and that individual(s) will guarantee the funds as well as provide personal financials for the project.

Attachment D

4. Project Description. Provide a brief project description that addresses items “A” through “L” below.

- a. Describe the tenant population, income levels, and services, if any, to be provided to or made available
- b. Include the type of structure (multi-family or single-family), number and size of units in square feet.
- c. Indicate whether the property is occupied at the time this application is being submitted.
- d. Indicate whether the project meets the requirements of the City’s Vertical Mixed-Use (VMU) Ordinance,
- e. Indicate whether the project will preserve existing affordable rental units.
- f. If there are existing structures, provide documentation from the taxing authority or another third-party
- g. Indicate the number of units reserved for Housing Choice Voucher holders (Section 8).
- h. Indicate the number of units that are or will be made accessible and adaptable for persons with
- i. Demonstrate the Project’s compatibility with current Neighborhood Plan (if applicable).
- j. Summarize the key financials of the project, clearly indicating the total project cost, the amount and to residents.



The Rail at MLK Jr. Station Project Description

With job growth attracting young professionals, there is a greater demand than ever for affordable urban housing. In response, Lonestar Development Partners is creating some of the first millennial units in the city of Austin.

A. The tenant mix at The rail at MLK Jr. Station will be a mix of market rate and affordable tenants (> 25% of units set at 50% MFI to meet affordability standards – 58 units at \$672/month). We anticipate market rate tenants to be approximately 20-35 years of age or empty nesters, with an average income level of \$25k per year and up.

B. The 226-unit proposed project will be a six-story multi-family mixed-use new construction on 0.98 acres at the intersection of Alexander Avenue and 17th Street in northeast Austin. The subject is proposed with an average unit size 493 square feet and an average rent of \$1,073/month. The site has permissible zoning.

C. Being new construction the property is not occupied.

D. The site sits adjacent to the MLK Jr Station of the Cap Metro Light Rail system and consequently meets all the requirements of the MLK TOD zoning restrictions.

E. As a new construction there are no existing affordable units to preserve.

F. There are no existing structures on the property.

G. There are no units reserved for Housing Choice Voucher recipients.

H. All units will be made accessible and five units will be made specifically adaptable for persons with mobility, sight or hearing disabilities.

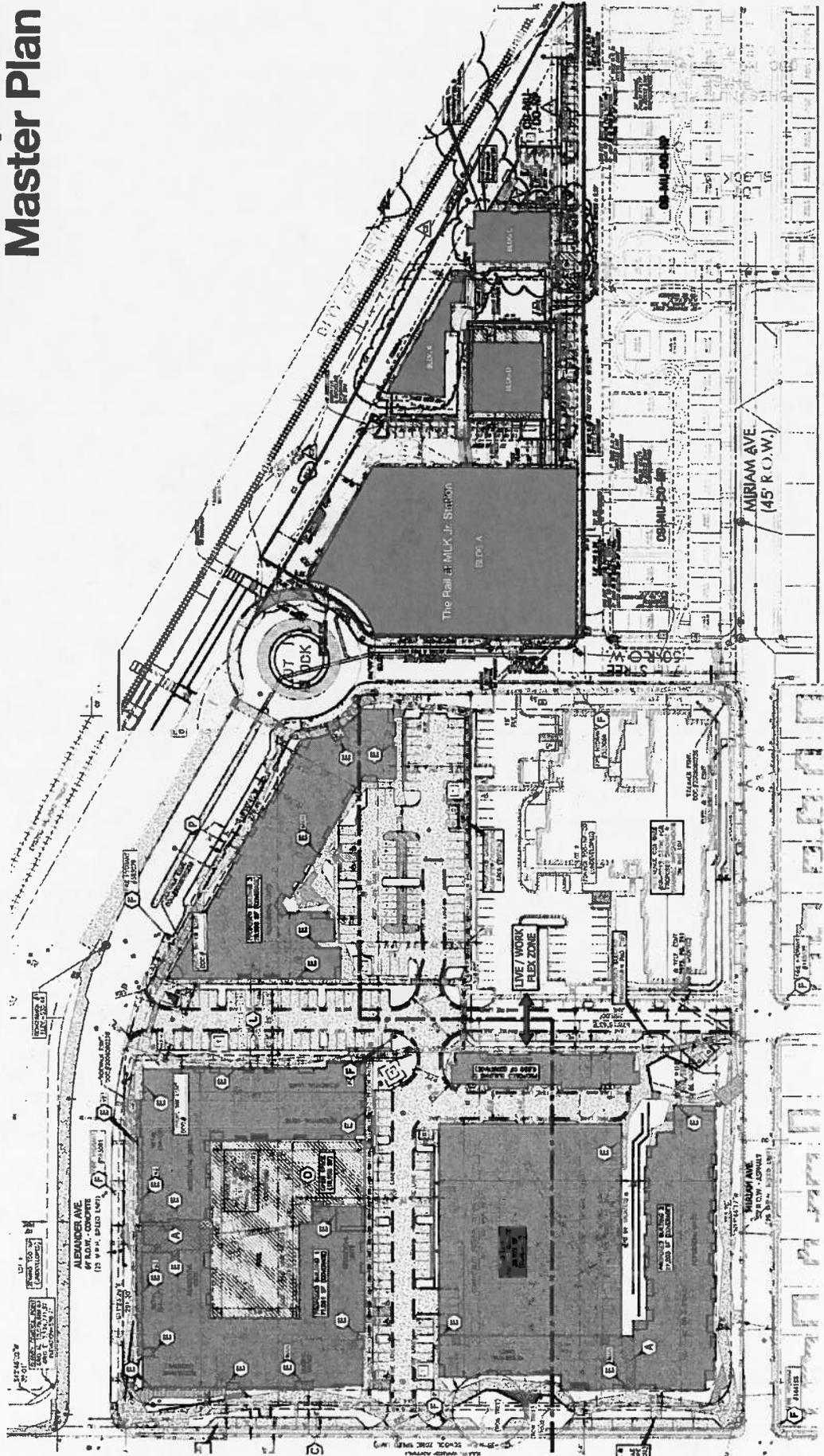
I. The mixed-use nature of The Rail at MLK Jr Station is directly in line with the needs outlined in the Chestnut Neighborhood Plan.

Attachment E

4. Project Description. Provide a brief project description that addresses items "A" through "L" below.

k. A map (8 1/2" x 11") indicating the property location and the distance to the nearest Capital Metro Transit Stop to which residents will have access.

Development Master Plan



Attachment F

4. Project Description. Provide a brief project description that addresses items "A" through "L" below.

I. A flood plain map generated by www.ATXFloodPro.com with the property parcel identified and the legend displayed showing the various types of FEMA Flood Plain zones.

Address: 1700 1/2 ALEXANDER AVE

Locate

OR

Property ID: 0210121701

County: Travis



Locate

Clear Selection

Help

Legal Disclaimer

Streets Imagery

Select ID Print Report Help Layers



0.1 Miles

Attachment H

6. Zoning.

Include a letter from the City of Austin's Planning and Development Review Department (PDRD) verifying that the current zoning of the site for the proposed project is compatible with the anticipated use, or include documentation verifying that a request to change current zoning has been submitted to PDRD. Should the project be approved for funding, the appropriate zoning must be in place prior to execution of loan documents.

NTT 082413-83711

CITY OF AUSTIN, TEXAS

RECEIPT FOR PAYMENT OF FUNDS

NO. 50015514

DATE RECEIVED: 10/19/15

RECEIVED FROM: JESSIE DEVELOPMENT PARTNERS

IN PAYMENT FOR: SALES TAX REFUND

*AMOUNT VERIFIED BY: [Signature]

CITY OF AUSTIN, TEXAS

\$ 29.12

XXXXXX	FUND	DEPT	UNIT	SUB ORG	ACTV	REV/ OBJT	WORKORDER	REPT CATG	B/S ACCT	AMOUNT
XXXXXX	XXXX	XXXX	XXXX	XX	XXXX	XXXX	XXXXXXXX	XXXX	XXXX	XXXXXX
HOW PAID	1000	5300	9440			1000	1000			29.00
CASH <input checked="" type="checkbox"/>	8131	8801	113			1000	1000			1.12
CHECK <input type="checkbox"/>										
MONEY ORDER <input type="checkbox"/>										

FIN 7028 Rev 6/12

DEPARTMENT WHITE - Finance

YELLOW - Dept

AUTHORIZED SIGNATURE PINK - Employees

GOLD - Dept. File

5225661
PLANNING AND DEVELOPMENT
505 BARTONSPRINGS 2ND FL
AUSTIN TX 78704
512-974-2684

Form ID: 001 Ref #: 037

Sale

XXXXXXXXXXXX8311

VISA

Entry Method: Swiped

10/19/15

11:24:02

Inv #: 000037

Appr Code: 082413

Apprvd: Online

Batch#: 292001

Total:

\$ 29.12

Customer Copy

Attachment I

7. S.M.A.R.T. Housing™.

Include a copy of the letter that indicates the project has been reviewed and meets S.M.A.R.T. Housing™ requirements.

Attachment J

8. Development Team and Capacity.

Identify below the persons or entities anticipated to be involved in the project, such as lenders, attorneys, accountants, architects, engineers, general contractor, sub-contractors, property managers and consultants. Also, indicate if any person or entity involved is certified by the City of Austin as a minority or women-owned business enterprise (MBE/WBE), or if any of the entities are also non-profit organizations. Please also provide narrative information about the skills you or your development team members have in the following areas:

- a. project management,
- b. market analysis,
- c. site selection and control,
- d. planning and construction,
- e. design, architecture and engineering,
- f. legal and accounting,
- g. federal funding rules and
- h. other funding source rules (e.g. Low Income Housing Tax Credits).

Lonestar Development Partners

Lonestar Development Partners is a real estate investment firm that specializes in mixed use development projects. Lonestar identifies and assesses opportunities, performs due diligence, engineers project financials, assembles expert teams, raises and contributes capital, and manages the project.



Ryan Larson

Received his MBA from the McCombs School of Business at the University of Texas at Austin. Upon graduation, he worked as a Senior Associate at Emergent Technologies, a venture capital firm, where he performed financial analysis and business development. Prior to graduate school, Ryan worked with an Austin-based real estate group for 6 years, that focused on residential and multi-family properties. Ryan is currently a Principal with Lonestar Development Partners, a development firm based in Austin, Texas, concentrating on mixed-use projects with affordable housing in urban environments.



Chris Kopacek

A distinguished graduate of the Air Force Academy Business Management department, Chris flew F-16's on 4 different continents and spent 12 years in the Air Force as a front line Fighter Pilot, Instructor Pilot and as a Senator's Liaison in Washington D.C. Upon leaving the Air Force, Chris received an MBA from the University of Texas and started a career in Private Equity specializing in distressed debt and commercial acquisitions. Chris is currently a Principal with Lonestar Development Partners.



Taylor Wilson

Taylor Wilson has participated in excess of 200,000 sq. ft. of multi-family development, completed and under construction, in numerous capacities. These include managing member, owner, developer, construction manager, and property manager. These developments include:

- Woods at Great Oaks - 24 units @ 2410 Great Oaks Drive Round Rock, TX 78661
- Double Eagle Townhomes - 62 units @ 405 Winfield Drive Hurst, TX 76054
- Towne on 10th - 132 units @ 1200 South 10th | St. Pflugerville, TX 78630



Lynn Yuan

Lynn Yuan (CCIM) is the founder and CEO of Real Capital Group-Austin 680 Home, a leading real estate investment firm focused on acquisition, development and real estate portfolio management for Asian Investors. Lynn also serves as the Managing Director of Asia-Pacific at Texas Investment Properties Group. Serving as co-GP she is involved in the fundraising, planning, and development of the The Rail. Lynn is recognized as a local market expert in commercial and residential brokerage, investment management, development projects and property management.



LDG DEVELOPMENT
1469 S 4th Street
Louisville, KY 40208
(502) 638-0534
www.LDGDevelopment.com

VISION

LDG Development's sole purpose is providing homes to families because "Everyone Deserves a Quality Place to Live." Founded in Louisville, Kentucky, the mission begins with looking at every project as a long-term real estate deal. LDG believes that homes built with superior, sustainable products will yield a greater return. Simply put, investing up front is money well spent.

INTEGRITY

LDG takes a time-honored approach with quality construction leveraged by researched cost efficiency. The company utilizes attractive architecture and design ensuring their buildings shine within the communities in which they are built. Nothing is substandard. Environmentally-friendly construction methods using green technology provide long lasting return and secures an extraordinary investment.

COMMUNITY

Establishing a warm, inviting and flourishing neighborhood is paramount. Communities are designed to encourage a family atmosphere with outdoor activities and stylish interior homes. This is a place where new friends are made and families can grow and mature. LDG maintains its assets and commits to the journey alongside the residents. More than a set of buildings, this is a rich and diverse blend of people. It is a privilege to cultivate a foundation of life.

INNOVATION

LDG communities stand alone with an affordable upscale housing. Many include features and details not available in competitor properties. Residents may enjoy a full cinema, splash park, Wi-Fi Hotspots, indoor game center, limited access gates, business center, play parks and planned social events. Lush landscaped grounds compliment dramatic structures. In many cases, community programs are offered for convenience, such as tax preparation assistance and after-school socials.

COVERAGE

Currently, LDG owns, operates and constructs communities throughout the Midwest, Central and Southwest with plans to expand into other regions. Wherever the need for quality affordable housing, LDG Development is able to utilize vast resources to accomplish housing throughout most of the United States.



EXPERTISE

Diverse Management Team

Chris Dischinger and Mark Lechner cofounded LDG development in 1994 with the simple plan to build a real estate company with integrity. In the beginning, the renovation and building of small residential properties seemed to define the company. Along the way, the two principals discovered a need for quality affordable housing within several markets. They gathered a team of experts to help facilitate the need for outstanding residential; with quality construction and affordable living as their foundation. The company has grown into one of the nation's largest affordable housing developers and has established more than developed 4,000 properties throughout the country.

Asset Management

LDG'S asset management specialists are a unique part of the team. They closely monitor the entire portfolio of properties. This includes weekly reports with the management companies allowing LDG to identify challenges and opportunities. It's a dynamic system that aids with leasing up vacant units and feeding the overall life cycle of each property.

Accounting and Tax

The LDG accounting group is led by a 25 year CPA with an extensive background in auditing, tax, and financial planning. Focusing primarily on tracking projects under development, coordinating cost certification audits and efficiently overseeing more than 25 partnerships. Tax planning and strategy is considered in all aspects of the business from initial portfolio acquisition to development, financing asset operations and sales

Development Team

This department provides both development and construction services through a specialized team with extensive experience in multi-family real estate. LDG Development offers project management and consulting services. Additionally, this group works closely with the asset management team in order to conduct strategic market analysis, economic analysis and value engineering project to increase investment returns.

Public Relations Department

The public relations department works closely with the development of each property and assists with ground- breaking, grand opening ceremonies and all media sources for property promotion efforts. These events and on-going involvement increase the property's lease-up process, transition a development into an established neighborhood and prove to be a very successful marketing strategy in any community.

STRENGTH

Since 1994, LDG Development has worked closely with nearly a dozen slate housing corporations to navigate and maximize the opportunities of affordable housing projects.

Growing Services Include:

- The development of independent senior living housing communities
- Expanding pipeline in our development region
- Continued attention to any challenges that may arise with swift action and positive solutions
- Ongoing sustainability and compliance with historic preservation districts

This team of professionals provides a constant synergy throughout the entire development process. Their experience remains as the property matures, establishing a successful and prosperous community. The future is promising as America's need for quality housing continues.

CHRISTOPHER L. DISCHINGER, SEC
1473 S 4th Street
Louisville, Ky 40208
502-639-8030

PROFESSIONAL:

Chris began his real estate career in 1988 while still in college. He went to work as a residential sales agent and began acquiring rental properties for his own account. In 1990 Chris became the principle broker and co-owner of Equity Solutions Realtors concentrating on commercial and project based marketing. In 1993 Chris sold his interest in Equity Solutions and formed Helm/Dischinger Property Management and placed his real estate license with Re/Max Commercial Brokers. Chris eventually sold his interest in Helm/Dischinger and became an independent real estate broker.

Chris purchased his first investment real estate in 1988 and has been involved in many different aspects of the development/and investment business including owning commercial properties in 13 states.

In 1994 Chris co-founded LDG Development with partner Mark Lechner. They have built, developed or rehabbed in excess of 1600 housing units since that time and currently plan to build an additional 2000 units in 2007/2008.

PROFESSIONAL ORGANIZATIONS

Society of Exchange Counselors – Board of Governors 2005 -2007
- Membership Committee Chair

Kentucky Real Estate Exchangors - President 1993
- President 1994
- Currently – Board of Directors

Kentuckiana Real Estate Investors Association - President 1993-1994

Indiana Real Estate Exchangors

Louisville Apartment Association – President 2003
-President 2004
- Secretary/Treasurer 2006 - 2007

National Apartment Association – Legislative Committee 2004
- Governance Task Force 2006

Lexington Apartment Association

Kentucky CCIM Chapter

CCIM Candidate

Better Business Bureau

Housing Credit Group - NAHB

Mayors' Hometown Housing Policy Advisory Team (HPAT) (Louisville, KY)

International Council of Shopping Centers (ICSC)

Indiana Apartment Association

EDUCATION

Graduate – University of Louisville School of Business (Major in Finance)
Graduate – St. Xavier High School Class of 1984
A-Pass-Weikel Real Estate Licensing Course
Auctioneer Licensing Course
Certified Commercial Investment Member – Completed all courses necessary for CCIM Designation
Institute of Real Estate Management (IREM) – Completed several courses
Completed all courses required to be awarded the Society of Exchange Counselors designation “SEC”
Equity Marketing, Counseling for Action, High Touch, Moderator Training, Broker Estate Building,
Investment Analysis and Creative Real Estate Techniques, Equity Marketing Specialist (EMS Designation)
The Strategic Coach
Many other real estate and business related courses and seminars

AWARDS

Society of Exchange Counselors

2006 – Cliff Weaver Award for Most Creative Transaction

Louisville Apartment Association

2004 -Government Affairs Award
2005 -President’s Award

Kentucky Real Estate Exchangors

1990 – Rookie Exchangor of the Year
1991 – Exchange of the Year –Russell Plaza Shopping Center
1993 – Exchangor of the Year
1997 – Exchange of the Year – Louisville, Illinios, Indianapolis and Louisville
1998 – Exchange of the Year – Build to Suit Exchange 12 houses for a note on Lex Apt and cash
2000 - Exchange of the Year – Seven houses for Industrial Building
2001 – Exchange of the Year – 16 Houses in Low/Lexington for commercial property in Georgia & Indiana
2001 - Exchangor of the Year
2001- President’s Award
2003 - Exchange of the Year
2003 - Don Kessler Award
2006 - Exchange of the Year

Kentuckiana Real Estate Investors Association

2002 - Ed Melton Award

SPEAKER/EDUCATOR

Kentucky Association of Realtors Annual Convention 1990 & 1991 – “The Basics of Exchanging”
Success Development International – Guerilla Marketing for Real Estate Entrepreneurs
Bellarmine College – Investing in Residential Real Estate
WWKY Talk 790 Radio – LDG Development’s Wealth Building Radio Show
Featured Speaker – Kentuckiana Real Estate Investors Association (Twice)
CREW Louisville – Multifamily Properties

EXPERIENCE/SIGNIFICANT PROJECTS

- * Sold 120 Condos in eighteen months (Lakeview Condos)
- * Bought and renovated 113,000+ square foot shopping center (Russell Plaza)
- * Renovated, leased, and managed 62,000 square foot office building – Went from 0% to 85% occupancy in twelve months (Breckenridge Business Centre)
- * Build to suit 9700 square foot office building (4511 Bardtown Road)
- * Build to suit four (4) Hollywood Video Stores (One in Kentucky and Three in Ohio)
- * Acquired seventeen (17) former Color Tile commercial buildings in ten states
- * Acquired and renovated over 300 single family houses
- * Built over 200 single family houses
- * Helm Dischinger Housing Partners – LIHTC Project
- * Numerous 1031 tax deferred exchanges
- * Total renovation of eighteen unit and sixteen unit apartment buildings with city of Louisville rehab loan
- * Developed 34 lot subdivision (The Enclave)
- * Renaissance Housing Ltd – 27 unit Tax Credit Project – Louisville Ky (Investor – House Investments)
- * Forest Drive Single Family Homes -24 unit Tax Credit Project – (Sold)
- * Strip Center – Indianapolis, IN
- * Commercial Buildings – Akron, Ohio (2), Alton, Ill, Hammond, IN., Lincolnton, GA.
- * Crescent Hill Development, LLC – Developed, built and sold 38 unit condo project
- * Acquired 12,250 square foot office building in Louisville, KY
- * Commercial Property Group – Acquired 7,800 square foot office building in Frankfort, KY
- * Overlook at Beargrass Creek – developed and built 26 unit condo complex
- * Cooper Chapel Properties – developed and building 72 unit condo complex
- * Glen Hill Manor II, Ltd – 108 unit tax credit project in Louisville, Ky (Investor – MMA Financial)
- * Elkhorn Creek Ltd – 44 unit tax credit project in Georgetown Ky (Investor – MMA Financial)
- * Falcon Crest Patio Homes – 14 units
- * Falcon Crest Condos – 64 units
- * Falcon Crest Apartments (Louisville, KY) – 208 unit apartment building
- * Acquired and sold 15,500 square foot office building – 1961 Bishops Lane Louisville, Ky
- * Acquired, leased, built out 14,625 square foot office building – 1601 Business Center Court Lou, KY
- * Acquired 22,000 square foot office building in Riverport Industrial Park
- * Elkhorn Creek Phase II – 48 unit tax credit apartment project
- * Elk River Senior Housing – 40 unit tax credit apartment project
- * Cambridge Station Apartments (Indianapolis, IN) – 200 unit apartment rehab project
- * Gleneagles Apartments (Lexington, KY) – 184 unit apartment project (new construction)
- * Elmira NY – Acquisition of 200,000 square foot office building and parking garage
- * Carrizo Springs, Tx – acquisition of commercial building leased to dialysis center
- * Muskegon, MI – Acquisition and sale of vacant land parcel
- * Tyler, Tx – acquisition, plat approval and sale of 45 acre business park
- * Baton Rouge, La – acquisition of 54,000 square foot office building
- * Cambridge Station Phase II (Indianapolis, IN) – 256 unit apartment rehab project
- * Harris Branch Apartments (Austin, Tx) – 248 unit new construction apartment project
- * Whispering Woods Apartments (Louisville, KY) – 48 new construction apartment project
- * Park Place at Loyola Apartments (Austin, Tx) – 252 unit new construction project

2007 PROJECTS

- Santora Villas Apartments (Austin, Tx) – 192 unit new construction project
- The Villas at Shaver (Pasadena, Tx) – 240 unit new construction project
- Lakeside Apartments (Texas City, Tx) – 252 unit new construction project
- Inwood Crossings (Wichita, KS) – 260 unit new construction apartment project
- The Villas at Lake Forest (New Orleans, LA) – 230 unit mixed income apartment complex
- Burbank Village Apartments (Baton Rouge, LA) – 300 units

Geographic Diversity of Projects

Louisville, KY

Georgetown, KY – 3 apartment complexes

Lexington, KY - 184 Unit Apartment Complex

Lexington, KY – Commercial Bldg (Sold)

Indianapolis, IN – 456 apartment units and shopping center

Hammond, IN – Commercial Building

Akron, OH – (2) Commercial Buildings

Alton, In – Commercial Building

Lincolnton, GA – Commercial Building

Carrizo Springs, Tx –Dialysis Center

Tyler, Tx – Industrial Park (sold)

Austin, Tx – apartment complex

Muskegeon, MI – land (sold)

Elmira, NY – office building

Beumont, Tx – Commercial Bldg (Sold)

Birmingham, Al – Commercial Bldg (Sold)

Bowling Green, KY – Commercial Bldg (Sold)

Gibsonia, PA - Commercial Bldg (Sold)

Huntsville, Al – Commercial Bldg (Sold)

Greenwood, IN – Commercial Bldg (Sold)

Jacksonville, FL – Commercial Bldg (Sold)

Knoxville, Tn – Commercial Bldg (Sold)

Florance, KY- Commercial Bldg (Sold)

Montgomery, AL – Commercial Bldg (Sold)

Jackson, TN – Commercial Bldg (Sold)

Parkersburg, WV – Commercial Bldg (Sold)

Birmingham, Al – Commercial Bldg (Sold)

Planned Projects

Wichita, KS

New Orleans, LA

Baton Rouge, LA

Houston, Tx

Mark A. Lechner



PROFESSIONAL:

Mark began his real estate career in 1985 with the purchase of his first home. He received his real estate licence in 1987, and principal brokers licence in 1989. Mark personally purchased, renovated, sold and managed more than 100 properties in his first 9 years. In 1994 Mark Co-founded LDG Development, LLC with partner Chris Dischinger. They have built, developed, or rehabbed in excess of 2150 housing units since that time and currently plan to construct an additional 3000 apartment units in 2007-2008. LDG also owns and manages commercial properties in 13 states.

Mark has been well served with his business degree from the Krannert School of Management at Purdue University, as well as sales & management experience with 3 separate companies before he went into the real estate business.

EDUCATION:

BSIM (Bachelor of Science in Industrial Management)
Purdue University, 1982

CCIM- (CCI-100, CCI-101, CCI-102, CCI-103, CCI-104, CCI-105)
GRI, (Graduate Realtors Institute)
SDI, Real Estate Conferences and Boot Camps as an
Attendee and Instructor
Mark O'Haroldson National Investment Seminars
Mark O'Haroldson Millionaire Training Retreat
Robert Allen National Investment Seminar
Graduate, A-Pass Weikel Real Estate School
Real Estate Principal, Real Estate Law, Low Income Seminars
Multiple Tax Credit Seminars
Wade Cook Financial Clinic
Graduate, Jasper High School, Jasper, Indiana
Various Regional & National Seminars

PRESENT POSITION:

Developer/Investor/Builder
Real Estate Broker, Mark Lechner Company Realtors
Co-owner, LDG Development, LLC; Xpert Design
and Construction, LLC; and am a member/manager
in approx. 70 other LLC's and LTD's.

PAST POSITIONS:

Sales Representative, Job Rentals & Sales/ Raymond
Equipment Inc. (1984-1987)
Sales Representative, Jasper Engines & Transmissions,
Inc. (1982-1985)
Sales Representative, Southwestern Co. 1981

**PROFESSIONAL
ORGANIZATIONS:**

National Association of Realtors (NAR)
Kentucky Association of Realtors (KAR)
Kentucky CCIM Chapter
Kentuckiana Real Estate Investor Association (KREIA)
 President 1994-1998
 Vice President 1993-1994
 Board of Director 1992-1993, 1997, 1999-2004
Graduate Realtors Institute (GRI)
Kentucky Real Estate Exchangers, Director, 1995-1998
 Director 2004-present
Indiana Real Estate Exchangers
Kentucky CCIM Chapter
Louisville Board of Realtors
Louisville Apartment Association
Batter Business Bureau
Honorable Member, Kentucky Colonels
Sir Knight: Fourth Degree Knights of Columbus

AWARDS:

Kentuckiana Real Estate Investors Association

1992 - Best Deal 1st Place
1993 - Best Deal 3rd Place
2002 - Best Deal 2nd Place
1996 - President's Award
1998 - Inaugural Ed Melton Award

Kentucky Real Estate Exchangers

1996 - Exchange of the Year - 16 Houses in Lou/Lexington
 for commercial property in Georgia & Indiana
1997 - Exchange of the Year - Louisville, Illinois, Indianapolis and Louisville
1998 - Exchange of the Year - Build to suit Exchange 12 houses for note
 on Lexington Apartments and cash
2000 - Exchange of the Year - 7 houses for Industrial Building
2000 - President's Award
2003 - Exchange of the Year
2006 - Exchange of the Year

SPEAKER/EDUCATOR

Success Development International - Guerilla Marketing for Real Estate Ent.
WWKY Talk 790 Radio - LDG Development's Wealth Building Radio Show
Featured and Panel Speaker - Kentuckiana Real Estate Investor Association

EXPERIENCE/SIGNIFICANT PROJECTS

- Acquired and renovated over 400 single family homes
- Built over 200 single family houses
- Lechner Scattered Sites - LIHTC Project
- Numerous 1031 tax deferred exchanges
- Total Renovation of eighteen unit and sixteen unit apartment buildings with city of Louisville rehab loans
- Developed 34 lot subdivision (The Enclave) in Louisville
- Renaissance Housing Ltd. - 27 unit Tax Credit Project - Louisville, Ky. (Investor - House Investments)
- Forrest Drive Single Family Homes - 24 unit Tax Credit Project - (Sold)
- Strip Center - Indianapolis, Indiana
- Commercial Buildings - Akron, Ohio (2), Aiton, Ill, Hammond, In., Lincolnton, GA.
- Green Hill Development, LLC - Developed, built, and sold 38 unit condo project
- Commercial Property Group - Acquired 7,800 square foot office building in Frankfort, Ky.
- Overlook at Beargrass Creek - Developed and built 26 unit condo complex
- Cooper Chapel Properties - Developed and built 72 unit condo complex
- Glenn Hill Manor II, Ltd - 108 unit tax credit project in Louisville, Ky. (Investor - MMA Financial)
- Elkhorn Creek Ltd 44 unit tax credit project in Georgetown, Ky. (Investor - MMA Financial)
- Falcon Crest Patio Homes - 14 units
- Falcon Crest Condos - 64 units
- Falcon Crest Apartments (Louisville, Ky.) - 208 unit apartment complex
- Acquired 22,000 square foot office building in Riverport Industrial Park
- Elkhorn Creek Phase II - 48 unit tax credit apartment project
- Elk River Senior Housing - 40 unit tax credit apartment project
- Cambridge Station Apartments (Indianapolis, In) - 200 unit apartment rehab project
- Glenaeles Apartments (Lexington, Ky.) - 184 unit apartment project (new construction)
- Elmira NY - Acquisition of 200,000 square foot office building and parking garage
- Muskegon, MI - Acquisition and sale of vacant land parcel
- Tyler, Tx - acquisition, plat approval and sale of 45 acre business park
- Cambridge Station Phase II (Indianapolis, In) - 266 unit apartment rehab project
- Harris Branch Apartments (Austin, Tx.) - 248 unit new construction apartment project
- Whispering Woods Apartments (Louisville, Ky.) - 48 unit new construction apartment project

Geographic Diversity of Projects

Louisville, Ky - numerous single family, apartment complex, and condominium projects
Georgetown, Ky - 3 apartment projects
Lexington, Ky - 184 unit apartment complex
Indianapolis, In - 456 apartment units
Hammond, In - Commercial building
Akron, Oh - (2) Commercial buildings
Aiton, Ill - Commercial building
Lincolnton, GA - Commercial building
Carizo Springs, Tx. - Dialysis Center
Tyler, Tx - Industrial Park (purchased, platted and sold)
Houston, Tx - Apartment complexes
New Orleans, La. - Apartment complex
Austin, Tx. - Apartment complexes
Muskegon, MI. - land (purchased and sold)
Elmira, NY - office building
Lexington, Ky - purchased several lots and constructed homes

HUB Material Participation Description

The HUB for this development will materially participate in the development from application through the compliance period. This includes, but is not limited to the following activities:

- Local coordination/interaction with development team members;
- Participation with community /local municipality;
- Assistance with submission of tax credit milestones if applicable
- Interaction with local property management staff as needed pertaining to tenant services
- Assist with interior design aspects of community space and retail
- Interaction with local civic organizations during lease up and long term operations

S U S A N

C O M B S

TEXAS COMPTROLLER *of* PUBLIC ACCOUNTS

P.O. Box 13186 • AUSTIN, TX 78711-3186



The Texas Comptroller of Public Accounts (CPA) administers the Statewide Historically Underutilized Business (HUB) Program for the State of Texas, which includes certifying minority and woman-owned businesses as HUBs and is designed to facilitate the participation of minority and woman-owned businesses in state agency procurement opportunities.

We are pleased to inform you that your application for certification/re-certification as a HUB has been approved. Your company's profile is listed in the State of Texas HUB Directory and may be viewed online at <http://www.window.state.tx.us/procurement/cmbi/hubonly.html>. Provided that your company continues to meet HUB eligibility requirements, the enclosed HUB certificate is valid for four years.

You must notify the HUB Program in writing of any changes affecting your company's compliance with the HUB eligibility requirements, including changes in ownership, day-to-day management, control and/or principal place of business. *Note: Any changes made to your company's information may require the HUB Program to re-evaluate your company's eligibility.*

Please reference the enclosed pamphlet for additional resources, such as the state's Centralized Master Bidders List (CMBL), that can increase your chance of doing business with the state.

Thank you for your participation in the HUB Program! If you have any questions, you may contact a HUB Program representative at 512-463-5872 or toll-free in Texas at 1-888-863-5881.

Texas Historically Underutilized Business (HUB) Certificate



Certificate/VID Number: **1464460864900**
File/Vendor Number: **484450**
Approval Date: **14-FEB-2014**
Scheduled Expiration Date: **14-FEB-2018**

The Texas Comptroller of Public Accounts (CPA), hereby certifies that

JJ PORTA, LLC

has successfully met the established requirements of the State of Texas Historically Underutilized Business (HUB) Program to be recognized as a HUB. This certificate printed 14-FEB-2014, supersedes any registration and certificate previously issued by the HUB Program. If there are any changes regarding the information (i.e., business structure, ownership, day-to-day management, operational control, business location) provided in the submission of the business' application for registration/certification as a HUB, you must immediately (within 30 days of such changes) notify the HUB Program in writing. The CPA reserves the right to conduct a compliance review at any time to confirm HUB eligibility. HUB certification may be suspended or revoked upon findings of ineligibility.

Paul A. Gibson

*Paul Gibson, Statewide HUB Program Manager
Texas Procurement and Support Services*

Note: In order for State agencies and institutions of higher education (universities) to be credited for utilizing this business as a HUB, they must award payment under the Certificate/VID Number identified above. Agencies and universities are encouraged to validate HUB certification prior to issuing a notice of award by accessing the Internet (<http://www.window.state.tx.us/procurement/cmbi/cmbihub.html>) or by contacting the HUB Program at 1-888-863-5881 or 512-463-5872.

William J. Hartz

SUMMARY

Experienced professional with 5 years of real estate development, finance, and monitoring of multifamily construction. Advanced knowledge and experience with low income housing tax credits and bond financing, financial analysis, real estate market site analysis, and creating local governmental relationships.

EDUCATION

CCIM Candidate and Class in Financial Analysis for Commercial Real Estate Investment (101)
University of Kentucky; Lexington, KY
Bachelor of Science -Environmental and Urban Planning
Graduated: December 2006
1/09-present-Texas Affiliation of Affordable Housing Providers Member

PROFESSIONAL WORK EXPERIENCE

Development Coordinator

LDG Development, LLC; Louisville, KY: September 2007-Present

Project manager for multifamily developments; conducted site location research/due diligence; prepared low income housing tax credits applications and market study analysis research, underwrote financial models for syndicators and equity investors; managed construction progress.

- Closed and Financed over \$97,000,000 multifamily apartment developments in the last four years
- Placed 726 multifamily units in Texas and Kansas
- Conducted over 60 LIHTC, HOME, and CDBG Applications to multiple State Housing Agencies in Kansas, Missouri, Texas, Arizona, and Louisiana

Development Technician

Canfield Development; Louisville, KY: January 2007- September 2007

Assisted project manager in multiple tasks; supervised employees in field, maintained and updated soil erosion control, implemented employee safety procedures, conducted site work permitting and compliance

Urban Planning Assistant

Lexington-Fayette Urban County Planning Department; Lexington, KY: August 2006 - December 2006

Assisted urban design planners by inputting development plans into databases; created GIS maps for Comprehensive Plans of 2008; researched law amendments; determined green infrastructure plots

Landscape Architect P.A.

Gainesway Horse Farm; Lexington, KY: March 2006 - May 2006

Laid out landscape plans to field; planted various varieties of trees and plants; upkeep of European Gardens and greenhouse nurseries

Foliage Directing Assistant

Planters, Inc; Louisville, KY: July 2004 - December 2004

Analyzed landscape floor plans; installed interior landscapes; worked multiple projects for Shane Co. in Tennessee; constructed Christmas décor for private residence of John Schnatter, CEO of Papa John's

Framer and Remodeler

Hartz Woodworking, Inc; Louisville, KY: October 1999 - August 2003

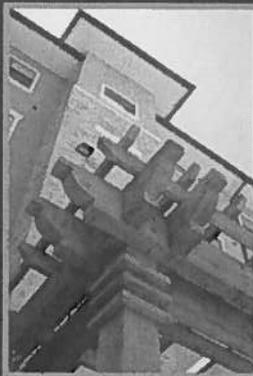
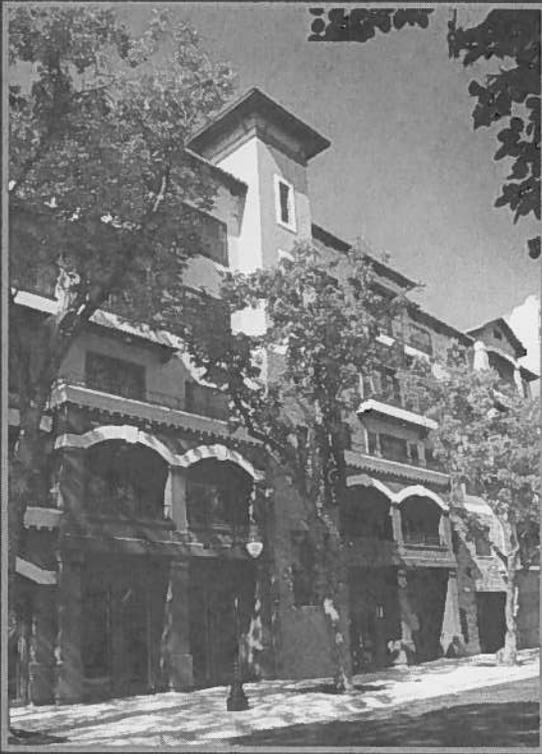
Remodeled residential and commercial establishments; constructed new building additions for existing structures

HONORS & AWARDS

Selected for membership into The National Scholars Honor Society
University of Kentucky and College of Agriculture Dean's List, spring 2005

SKILLS/ACTIVITIES

Skillful in creating and analysis of Affordable Housing Tax Credit Developments
Extremely Proficient in Microsoft Office (Word, Excel, PowerPoint, and Publisher)
Member of YREP (Young Real Estate Professionals)
Kosair Children's Hospital Volunteer



ARCHITECTURE • LAND PLANNING • LANDSCAPE DESIGN • CONSTRUCTION ADMINISTRATION

KELLY GROSSMAN

A R C H I T E C T S

KELLY GROSSMAN

A R C H I T E C T S

*ability to provide unique solutions
on time and within budget*

Kelly Grossman Architects, LLC is an award-winning firm providing innovative architectural design, land planning and landscape design. Based in Austin, Texas, the firm is a leader in the creation of *high-quality multi-family apartments, condominiums, senior housing, student housing, affordable housing, and mixed-use developments*. Our firm provides detailed master planning, landscaping, construction management and complete architectural services for a wide variety of commercial projects, including the first affordable housing project located in West Austin.



Our firm has completed significant projects in all major markets in the Southern United States, including Texas, Alabama, Arizona, Colorado, Florida, Louisiana, New Mexico, North Carolina, Oklahoma, South Carolina, Tennessee and Virginia. *We specialize in guiding complex projects from initial concept formulation through construction to final completion of the development.* Over 200,000 apartment units designed by Kelly Grossman Architects, LLC have been constructed within this broadly based geographic area, in addition to a variety of other commercial projects.

We're staffed to respond quickly to our clients' needs in order to produce the best possible design solutions, while remaining committed to the belief that each of our clients are essential to our success. *Our foremost goal is the satisfaction of our clients and project owners in creating the highest quality and most competitive properties available.* The ability to provide unique solutions on time and within budget is a result of the firm's extensive first hand experience with construction methods and apartment management as well as expertise in anticipating current constructions costs. We consistently strive to meet projected schedules in accordance with our client's direction to see the project through to a successful completion.

Architectural Services include:

- *Innovative architectural design*
- *Detailed master planning*
- *Landscape design*
- *Construction management*



John M. Kelly
R.A., NCARB, AIA
President



J. Mike Grossman
Senior Land Planner
Vice President

Kelly Grossman Architects

260 Addie Roy Road, Suite 210, Austin, Texas 78746

Telephone: 512.327.3397 • Facsimile: 512.327.0292

www.kellygrossmanarchitects.com

**JOHN M. KELLY
PARTNER/PRINCIPAL
ARCHITECT**

Education:

Bachelor of Architecture,
1978, University of Texas
at Austin

Experience:

June 2008 to Present
Kelly Grossman Architects
Dbm Chiles Architects
Partner/Principal Architect

September 1990 – June 2008
Chiles Architects
Project Architect/Principal Architect

June 1987 – September 1990
Wheeler Goodman Masek
Project Manager/Architect

October 1986 – June 1987
C.J. Lessard Architects
Project Manager

March 1983 – September 1986
Owner, Architecture and
Landscape Design Firm

October 1979 – March 1983
Bill Scudder, Architect
Design/Drafting

Professional credentials:

Registered Architect
State of Texas #9383 (current)
License obtained in 1983

Registered Architect
States of New Mexico, Alabama,
Missouri, Virginia, Tennessee,
North Carolina and Oklahoma

Mr. Kelly has over 31 years of experience in the Architecture Industry. He has successfully completed Commercial, Residential and Multi-family projects throughout the United States. His expertise includes Schematic Design, specifications, landplaning, landscaping and adaptive reuse and renovation.

Professional Experience includes:

Crescent Riverside

Austin, Texas
169 residential units and retail space
Austin Business Journal MF Project of the Year

Landmark Lofts and Garden Apartments

New Braunfels, Texas
287 units
Historic conversion of the Comal Power Plant into
residential lofts

Jefferson West Campus

Austin, Texas
367 residential units and parking garage
Student apartments

The Vintage

Austin, Texas
62 units
Student apartments and parking garage

Centennial Hall

Oklahoma City, Oklahoma
188 unit dormitory on the campus of
Oklahoma City University

Ballpark Estates

Arlington, Texas
91 Luxury condominiums

Tryon

Charlotte, North Carolina
124 residential units

**KELLY GROSSMAN
ARCHITECTS, LLC**



BIG RED DOG Engineering | Consulting

This is Who We Are.



This is Our Company Information. BIG RED DOG Engineering | Consulting specializes in site and infrastructure design and permitting for commercial, residential, municipal, and industrial development projects throughout the state of Texas. The BIG RED DOG team has decades of combined experience in site selection, due diligence, entitlement support, zoning processes, traffic, and site design and permitting, and we take personal pride in striving to be the best at what we do.

BIG RED DOG is an employee-owned company built on a shared commitment to excellence and the promise of fulfillment and prosperity for our clients and our community. Through teamwork with the client and a commitment to excellence, we provide outstanding service and fast, cost-effective design solutions.

Our business philosophy is based on the idea that engineering is a commodity, one that anybody can provide, but the premium is earned when the client feels as if they have added a valuable and trusted resource to their development team. Customer service is the foundation upon which we have built the company.

*At BIG RED DOG,
service is not a commodity.*

This is Our Ownership Information. BIG RED DOG, Inc. (dba BIG RED DOG Engineering | Consulting) is registered with the Texas Secretary of State as an S-Corporation. The firm opened on May 1, 2009. Shareholders and company officers include: Chief Executive Officer, William Schnier, P.E.; Bradley Lingvai, P.E. and Ricardo DeCamps, President and Vice President of BIG RED DOG-Austin, LLC; Bob Brown and Matthew Stewart, President and Vice President of BIG RED DOG-Houston, LLC; and Chris Weigand, P.E. and Russell Yeager, P.E., President and Vice President of BIG RED DOG-San Antonio, LLC. Cliff Kendall and Chance Terrian are shareholders of BIG RED DOG, Inc.

BIG RED DOG's Menu of Services Planning, Engineering Design, and Permitting Services

- Site Selection Analysis
- GIS Investigations and Exhibit Preparation
- Due Diligence Investigations and Site Assessments
- Entitlement Support
- Zoning Applications and Support
- Floodplain Studies and FEMA Map Revisions
- Subdivision Platting and Construction Documents
- Site Development Construction Documents
- Environmental Regulatory Permitting
- Subdivision and Site Development Permitting
- Traffic Control Plans
- Construction Bidding Services
- Construction Observation and Inspection Services
- TABPR/TDLR Project Review and Registration
- SITEOPS Certified Professionals
- Value Engineering Design/Build Services



BIG RED DOG Engineering | Consulting

A little more about us...

We Have Offices Here:

Austin Office

*2021 East 5th Street, Suite 110
Austin, Texas 78702
512.669.5560*

San Antonio Office

*5710 Hausman Road, Suite 115
San Antonio, Texas 78249
210.860.9224*

Houston Office

*901 Rhode Place, Suite 300
Houston, Texas 77019
832.730.1901*

Statement Regarding Merger-Related Business Activities: Neither BIG RED DOG-Austin, BIG RED DOG-Houston, nor BIG RED DOG-San Antonio, dba BIG RED DOG Engineering | Consulting are currently engaged in any merger or acquisition activities.

Statement Regarding Litigation Claim History: BIG RED DOG-Austin, BIG RED DOG-Houston, nor BIG RED DOG-San Antonio dba BIG RED DOG Engineering | Consulting has had any litigation claim filed by the firm or against the firm at any point in the history of the business. Furthermore, we have not had a claim filed against the firm or any of our employees, regardless of place of employment, in the past ten years.

Statement Regarding Financial Stability: Neither BIG RED DOG-Austin, BIG RED DOG-Houston, BIG RED DOG-San Antonio nor associated Principals for the company have ever defaulted on any loan or financing agreements with a bank, financial institution, or other entity.



BIG RED DOG Engineering | Consulting

And a little bit more about us...

Founding Date: Big Red Dog was founded on May 1, 2009.

Type of Business: BIG RED DOG, Inc. is registered with the Secretary of State as an S-Corporation. BIG RED DOG-Houston, LLC is registered with the Texas Secretary of State as a Limited Liability Corporation. BIG RED DOG-San Antonio, LLC is registered with the Texas Secretary of State as a Limited Liability Corporation.

Names and Titles of Principals:

William Schnier, P.E.: BIG RED DOG Chief Executive Officer
Bradley Lingvai, P.E.: BIG RED DOG Austin, President
Ricardo De Camps; BIG RED DOG Austin, Vice President
Robert Brown; BIG RED DOG Houston, President
Matthew Stewart; BIG RED DOG Houston, Vice President
Chris Weigand, P.E.; BIG RED DOG San Antonio, President
Russell Yeager, P.E.; BIGRED DOG San Antonio, Vice President
Cliff Kendall; Principal
Chance Terrian; Principal

Staff Size and Specialty Certifications:

14 Licensed Professional Engineers
15 Engineering Professionals
12 Engineers in Training
3 LEED Accredited Professionals
1 Planning Professional
1 Controller
1 Business Coordinator
2 Administrators

Registrations:

Arizona
California
Iowa
Kansas
Maine
Missouri
New Hampshire
New Mexico
Texas
Wisconsin



BIG RED DOG Engineering | Consulting

This is Our Guarantee.

The BIG RED DOG Guarantee. Apart from our unique brand name, perhaps our most distinguishing characteristic is our commitment to customer service, what we call the BIG RED DOG Difference. In today's land development world, engineering is a commodity, one that any engineering company can provide at a satisfactory level. At BIG RED DOG, we're different than your typical engineering firm. We believe that the value is earned when the client feels they have added a knowledgeable and trusted resource to their development team. We take great pride in contributing to our client's success. Customer service is the foundation on which we have built the company. The BIG RED DOG Difference allows us to be the only engineering firm in Texas which offers a written service guarantee:

We guarantee that as a client of BIG RED DOG Engineering | Consulting you will receive cost-effective engineering design solutions delivered in a timely manner. We promise to communicate with you regularly on your terms, and we will strive to expedite the permitting process for your project. We cannot guarantee specific outcomes; however, we do guarantee your satisfaction with our service. If BIG RED DOG does not perform to your satisfaction, please inform us promptly. We will resolve the issue to your satisfaction, even if it means reducing your engineering fees. At BIG RED DOG, ***service is not a commodity.***



BIG RED DOG Engineering | Consulting

BIG RED DOG Multifamily Experience



Developed by Cypress Real Estate Advisors and designed by Steinberg Design Collaborative, the **Lakeshore Apartments** project located on the South Shore of Austin's Lady Bird Lake, includes 230 residential units and associated amenities. As the civil engineer for the Lakeshore project, Big Red Dog was responsible for site development permitting and engineering design, including

preparation of site, grading and drainage, and utility plans for this urban infill project.

Developed by Cypress Real Estate Advisors, the **Lakeshore Planned Unit Development (PUD)** project is located on the South Shore of Austin's Lady Bird Lake in the Riverside Drive corridor. The Lakeshore PUD includes several pods of residential apartment, condominium, and townhome units and associated amenities. As the civil engineer for most of the Lakeshore site development projects, BIG RED DOG has been and continues to be responsible for site development permitting and engineering design, including preparation of site, grading and drainage, and utility plans for this urban infill project.



The **District at SoCo** is a 215-unit apartment project developed by Kaplan Acquisitions presented many site development challenges as a result of its program density and site topography. As the project's civil engineering consultant, BIG RED DOG designed an innovative sub-grade water quality and detention system which was located under the development's fire lane drive aisle. Multiple variances were granted

through Zoning and Planning Commission, City Council, and administratively in order to develop the property based on the client's requests. Additionally, a public 12-inch waterline was required through the Austin Water Utility's Service Extension Request (SER) program. The project was designed by Houston-based Clerkly Watkins Group. Construction was completed in 2013.



BIG RED DOG Engineering | Consulting

The **Aspen South Austin** project is a 346-unit apartment development located off of IH35 near Slaughter Lane. The site is 21-acres and includes a nature/running trail and 3-acre dog park for the residents. The development includes innovative water quality treatments, including a bio filtration pond and numerous rain gardens spread throughout the development to satisfy the City of Austin requirements as well as to provide an aesthetically pleasing feature in areas of high pedestrian activity. BIG RED DOG teamed with h+uo Architecture and TBG Landscape Architecture on this exciting south Austin project. Construction on this Aspen Heights development is expected to begin in early 2014.



Developed by Greystar Real Estate Partners, **2900 Manor Road** is located within the MLK TOD district of east Austin, and includes 255 residential units, ground floor commercial space, and associated amenities. As the civil engineer for the project, BIG RED DOG was responsible for land subdivision, site development permitting and engineering design for this urban infill project.

Currently under construction, the 9-acre **Lamar Union** shopping center located at 1120 South Lamar Boulevard will be transformed into ± 445 apartment units and $\pm 90,000$ -SF of retail, restaurant, and theater space. This one of a kind project also includes over 2,000-linear feet of off-street dedicated bicycle track and an additional



1,200-linear feet of mixed bicycle and pedestrian pathways throughout the development. The engineering requirements included obtaining alternative compliance from Subchapter E zoning regulations in order to accommodate the Alamo Drafthouse theatre, significant utility improvements, and design and permitting of innovative rain gardens for water quality controls.



BIG RED DOG Engineering | Consulting

The **Burnet Marketplace** project is a 329-unit, 23,000- SF commercial retail vertical mixed use development located in the rapidly growing Burnet Road corridor at 6701 Burnet Road, Austin, Texas 78757. This site was previously owned by Travis County and utilized as their service and maintenance facility in the 1950's. Due to the dense architectural



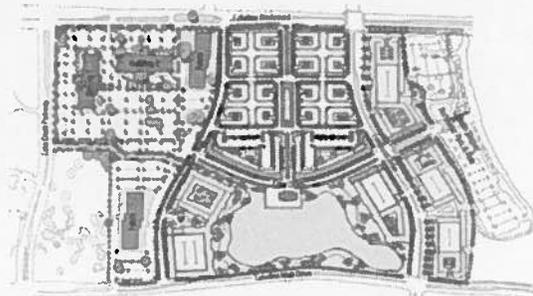
program of this project, BIG RED DOG incorporated multiple rain garden basins into the project to satisfy the requirements of the City of Austin water quality requirements as well as provide an aesthetically pleasing feature in areas of high pedestrian activity. Additional services provided by BIG RED DOG associated with this project included the design of all grading, drainage and utility systems as well as the management of the site development and demolition permitting.



Capital Studios, located at 11th Street and Trinity Street, is a tax credit financed project by Foundation Communities that will provide 135 efficiency apartments in downtown. It is the first new affordable housing project in downtown in 45 years, and rents are estimated at \$400 to \$650 a month (bills included) In addition to providing deep levels of affordability, the project will be built to the highest possible green standards. BIG RED

DOG completed the civil engineering design and permitting for this project, which included a license agreement and extensive streetscape design.

Developed by Simmons Vedder Partners, the master plan for the 70-acre **Crossings at Lakeline**, a transit-oriented development, includes multi-family, and professional office land uses centered on the Lakeline MetroRail stop. BIG RED DOG has been responsible for the civil engineering of the overall subdivision, including assisting in obtaining zoning amendments and design of the public roadway, drainage, and utility infrastructure. This project features a 10-acre regional wet pond designed to be an amenity for residents and tenants of the project.



CAPSTONE

REAL ESTATE SERVICES, INC.

"Our mission is to enhance our client's investments and create quality living and working environments."

PROFILE

Capstone Real Estate Services, Inc. is a full-service, third-party management firm presently managing approximately **35,000 multi-family units**. Founded in 1969, Capstone maintains 13 offices across 5 states and employs approximately 850 people in the field of property management, and our portfolio extends to over 75 cities. The size of our portfolio ranks us as one of the **15 largest** third-party management firms in the nation.

♦Austin ♦Abilene ♦Albuquerque ♦Amarillo ♦Beaumont ♦Brownsville ♦Corpus Christi ♦Dallas ♦El Paso ♦Miami ♦Houston ♦Laredo ♦San Antonio

Neither Capstone nor its principals owns, buys or sells investment real estate and we have no conflicts with our clients' interests in this regard. This distinguishes us from many competing firms and enables us to provide the personalized service each property deserves, without the distraction that ownership can cause. Consequently, we focus on the client's goals beginning with take-over. **Third-party real estate management** is the business on which we have built our reputation, and we are committed to providing the highest standards of service and integrity to our clients.

PROPERTY MANAGEMENT SERVICES

Pre-Acquisition Due Diligence Services

Interior Walk Through, Market Analysis, Operating Projections, Lease File Review, Exterior Observations

New Development Planning

Project Design Consulting, Marketing Consulting, Lease-up Specialists

Full Service Property Management

Traditional Multifamily Housing, Student Housing, Seniors Housing, Affordable Housing, Military Housing, Renovation Supervision, Manufactured Home Parks, High/Mid Rises

NEW CONSTRUCTION

Capstone's apartment new construction management experience is extensive. The firm's new development background includes project design consulting, pre-construction planning, décor consulting, promotion and full lease-up for **175+ properties totaling over 33,000 units in 58 cities and 6 states since 1994**. Our objective is to reach full occupancy and maximize the bottom line in the shortest time possible in accordance with the owner's investment parameters. **About 75% of our lease-ups have been completed in 9 months or less and a full 51% have been completed in 6 months or less.**

VALUE ADDED & REPOSITIONING EXPERIENCE

Real estate assets require periodic improvements, repairs, or in some cases, a complete re-positioning. Capstone understands this facet of investment ownership and has maintained a personnel base with the knowledge, expertise, and experience to assist our clients when such projects are contemplated. **Coordinating the rehab process with the management of the property is essential, and Capstone has perfected our role in this process to ensure operational goals are either met or exceeded.** We have a proven track record of successful repositionings that have continued to earn us praise from our clients, residents, and industry peers.

A large number of management contracts awarded to Capstone consist of older properties formerly challenged by their specific market or circumstance. Whether that challenge was due to poor management, deferred maintenance, or the desire to re-position, **Capstone was hired to make a difference.** In fact, in recent years Capstone managed properties have undergone comprehensive rehabs ranging from \$125,000 to over \$3 million. We are the recognized leader in this field.

AFFORDABLE HOUSING

Capstone has significant experience with affordable housing units. Currently, Capstone manages affordable communities totaling over **21,000 units**. This includes the LIHTC Program, the RTC/AHDP Affordable Housing Program, Tax Exempt Bond, HOME, Section 8, Housing Trust Fund (HTF), Walker Program, Section 202 Elderly, Military Rent-Restricted,

Public Housing, and more. To better serve our clients, Capstone has a Compliance Department to effectively monitor properties it manages with governmental reporting requirements. We understand the importance of being "in compliance" and the process that accompanies it. Capstone is currently ranked by NAHMA as the nation's 9th largest affordable housing management company, as well as the 4th largest LIHTC manager in the country.

PROFESSIONAL PERSONNEL DEVELOPMENT

The key to quality client service is motivated and well-trained personnel. Our training department conducts extensive monthly seminars to each of our regional offices covering:

- ◆ Leasing & Marketing
- ◆ Risk Management
- ◆ Resident Retention
- ◆ Fair Housing
- ◆ Accounting Software
- ◆ Performance Evaluation

Our corporate-wide incentive program, "Accelerating Income Monthly" (AIM), rewards on-site staff for increasing the property's economic occupancy. The program aligns on-site staff, Regional Manager and Owner objectives into one concise statement; increase property income and value.

ACCREDITATIONS

Accredited Management Organization (AMO®), Institute of Real Estate Management (IREM®)
Certified Property Manager (CPM®), Certified Public Accountant (CPA), Accredited Resident Manager (ARM®)
Certified Apartment Manager (CAM®), Certified Occupancy Specialist (COS®), Assisted Housing Professional (AHP)
Tax Credit Specialist (TCS), Housing Credit Certified Professional (HCCP®), National Compliance Professional (NCP)
Certified Professional of Occupancy (CPO), Continuing Certified Credit Compliance Professional (C4P)

LEVERAGED EXPENSE CONTROL

Capstone's National Accounts has saved our clients millions of dollars by leveraging our portfolio with the industry's most recognized vendors. We have negotiated highly competitive contracts and volume discounts for the recurring top expenses a community has, such as property insurance, utilities, flooring, maintenance supplies, paint supplies, office supplies, among many more. Our auditing program recaptures expenses such as utility bill overages, residents' electricity, and through a thorough waste management review. Our clients enjoy the assurance that routine operating expenses are closely monitored and significantly discounted through Capstone's National Accounts.

- ◆ Volume Purchasing Program
- ◆ Utility Management
- ◆ Negotiated Service Contracts Software
- ◆ Operating Revenue Enhancement Programs
- ◆ Master Insurance Program

EXECUTIVE OFFICERS

James W Berkey, *President*
Grant Berkey, *Chief Executive Officer*
Hugh A. Cobb, *Chief Operating Officer*
Matthew C. Lutz, *Executive Vice President*
Mike Gettman, *Corporate Vice President*
Steve Roach, *Vice President*
Debbie Wiatrek, *Vice President*
Quintina Wills, *Vice President*

Regional Vice Presidents: Jim Weissmiller, Patti Thomas-Shaw, Lita J. Rodriguez

Our experience works for you.

CONTACT INFORMATION

Matthew C. Lutz, Executive Vice President
matt.lutz@capstonemanagement.com

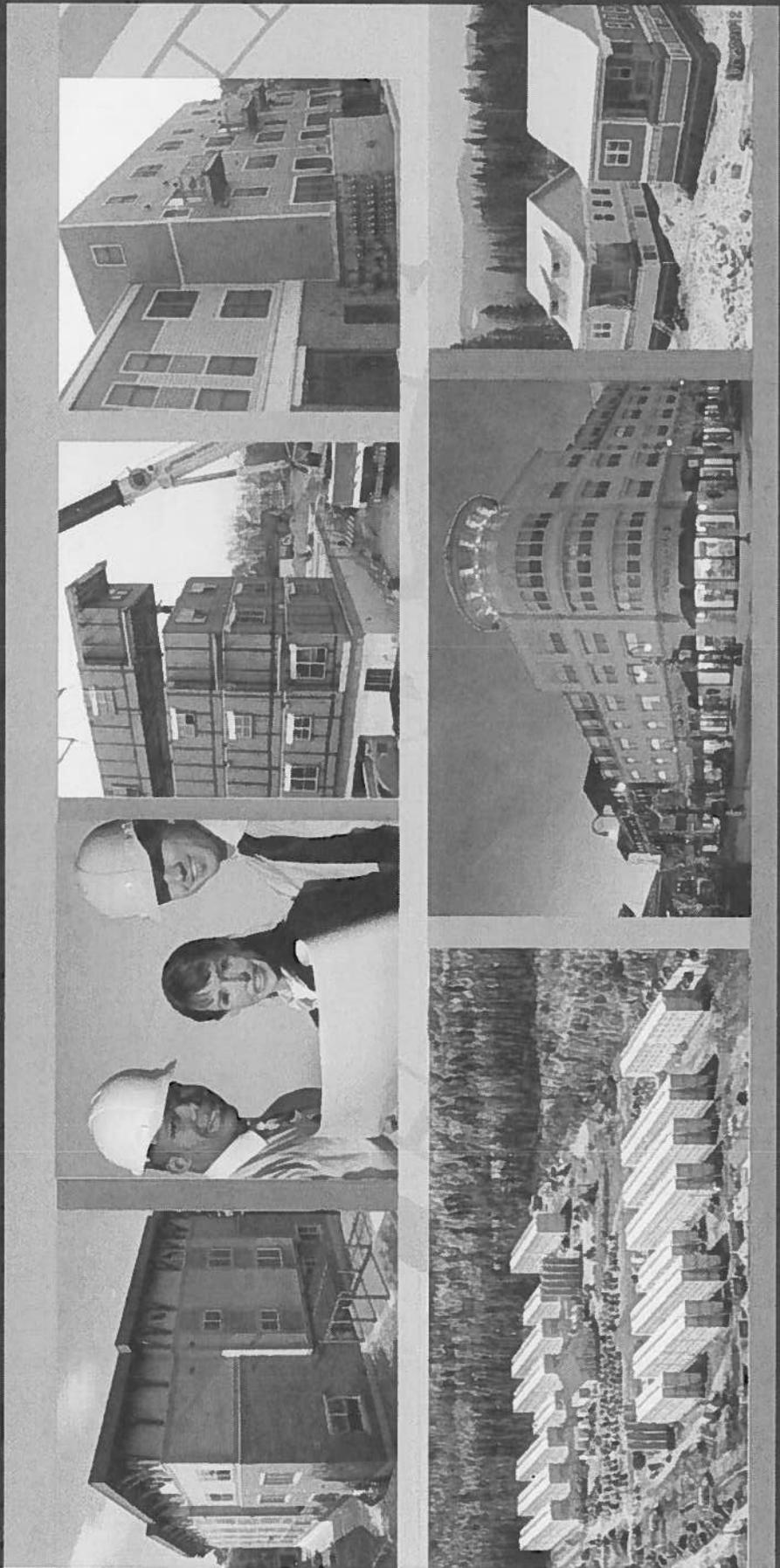
210 Barton Springs Road, Suite 300, Austin, Texas 78704
(512) 646-6700 (512) 646-6798 fax
www.capstonemanagement.com



ACCREDITED
MANAGEMENT
ORGANIZATION



CERTIFIED
PROPERTY
MANAGER®



Champion Commercial Structures

Expanding the Modular Solution

CHAMPION®
COMMERCIAL STRUCTURES

Company Overview

Champion Family of Companies has operated for 60 years with plant facilities in the US, Canada and the United Kingdom

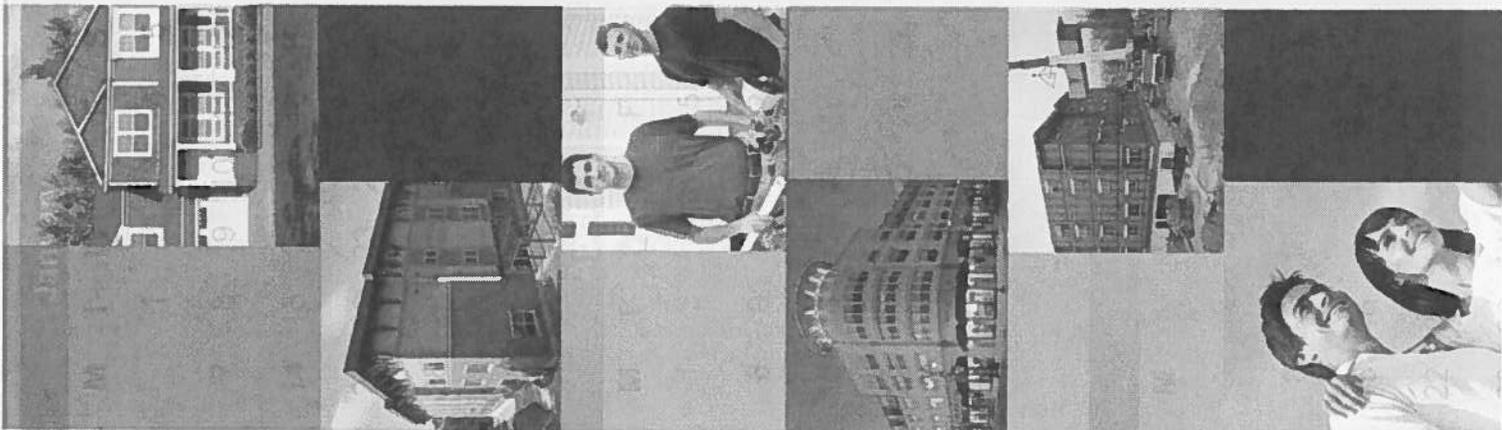
North America's Leader in Modular Construction

Residential Single-Family Builder

- ✓ HUD Code
- ✓ Modular Code

Commercial Sector Focus

- ✓ Workforce Housing
- ✓ Hospitality
- ✓ Multi-family Apartments, Duplexes, Condominiums
- ✓ Military Housing
- ✓ Other Light Commercial (Banks, Restaurants, Offices, etc.)



Ownership

Ownership Group With Over \$30B In Assets Under Management

Sankaty®
ADVISORS

> (a division of Bain Capital) \$20B Under Management

Centerbridge

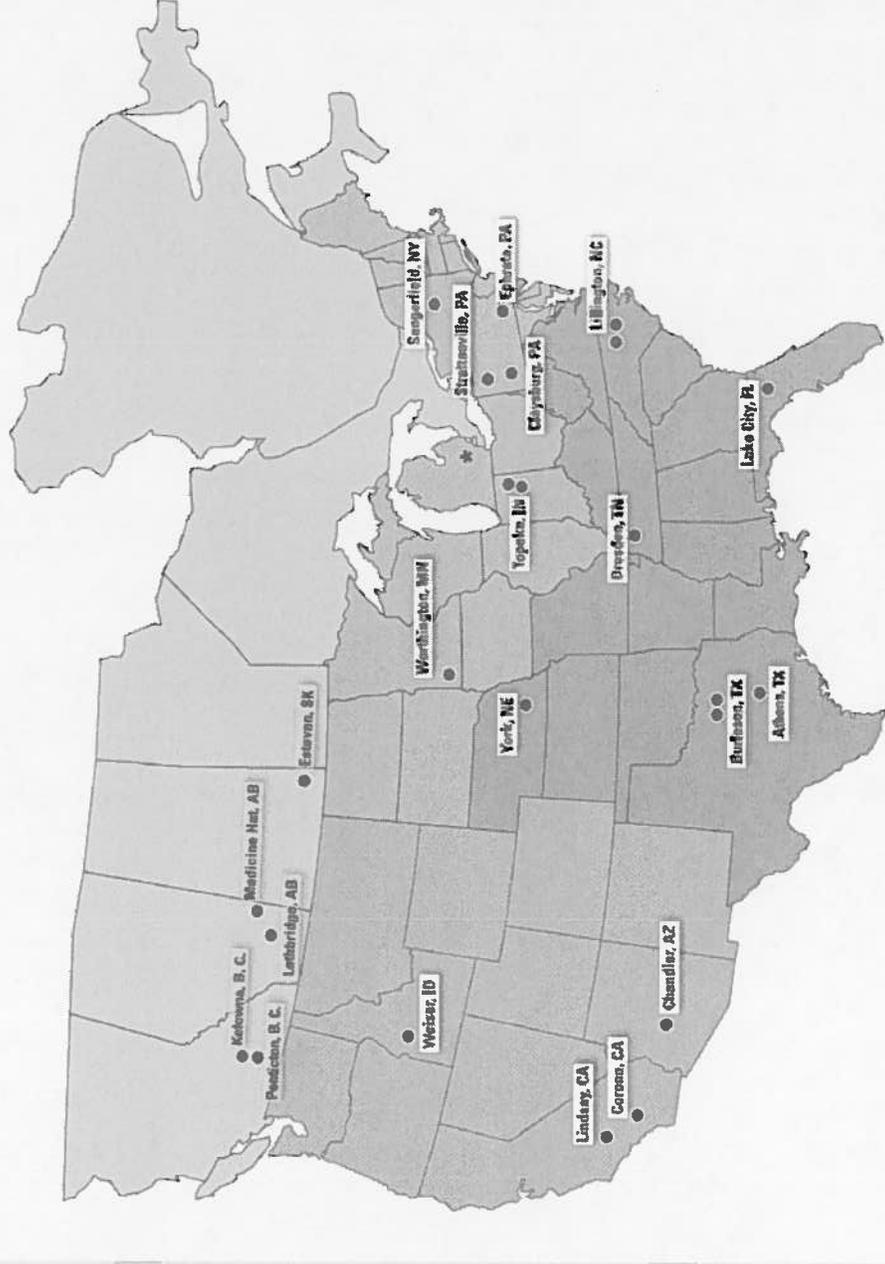
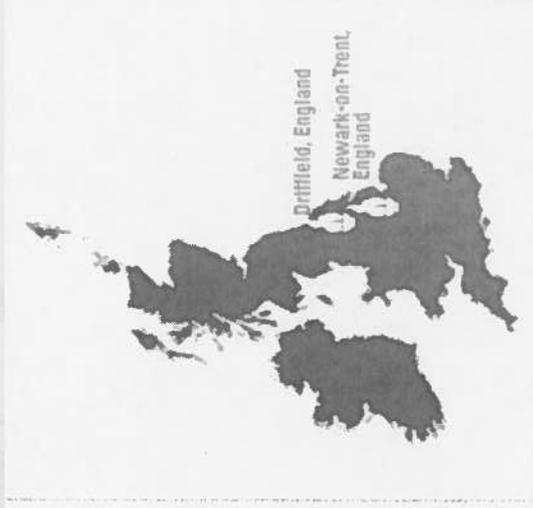
> \$1B Under Management

MAK Capital One, LLC

> Long Term Growth Hedge Fund

Peace of Mind From Working With a Company Backed By Billions In Assets

The Manufacturing Footprint



Unparalleled Geographic Presence & Capacity to Provide Modular Solutions
Regardless of Project Location, Size, or Complexity

Technical & Professional Resources

• The “Backbone” - Investment in Technical Resources Allows the Commercial Structures Team to Manage Multiple Complex Commercial Projects at Once

✓ In-House Architects & Design Resources

✓ Staff of Professional Engineers

✓ Estimating Professionals to Drive Project Savings

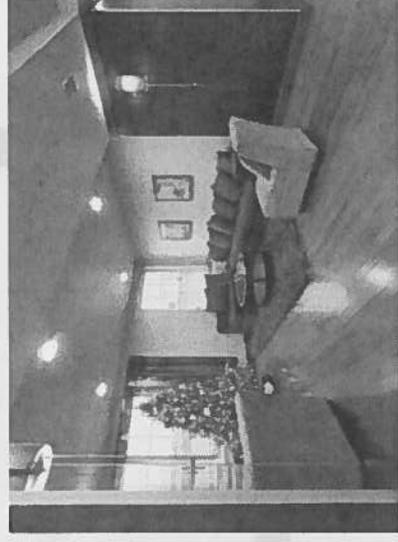
✓ Continuous Improvement Team to Ensure Quality

✓ Project Execution Team to Ensure Success

• The “Edge” - Professional Staff is a Key Differentiator

✓ In-House Professionals Allow Champion to Offer Our Customers Higher Levels of Design & Engineering Support at Lower Costs

✓ Seasoned Technical Task Force Allows Champion to Expand its Envelope of Commercial Ventures



Why Build Modular?

- What is Modular Construction?

- ✔ Building Method Completed Off-Site

- ✔ Built in a Controlled Environment

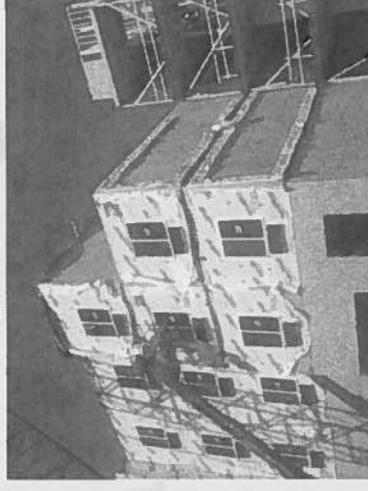
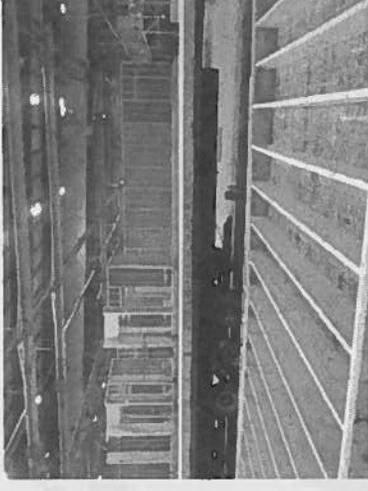
- ✔ Built to Same Codes & Standards as Conventional

- ✔ Building is Constructed in Modules or Sections and Delivered to Site for Installation

- ✔ Changing the Way Construction is Built

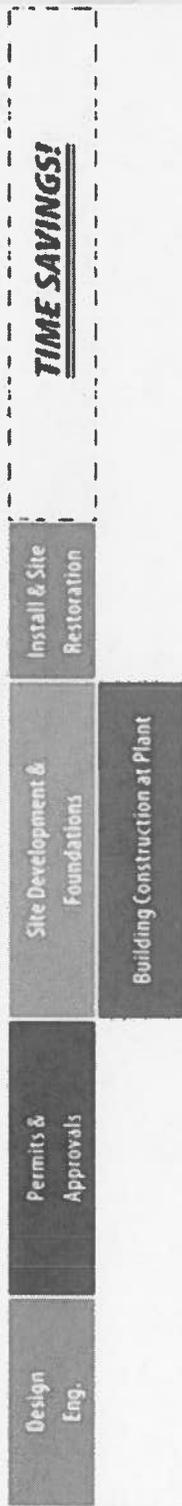
Advantages of Modular Construction?

- ✔ Better Construction – Quality, Precision, Management
- ✔ Removes Approx. 80% of Construction Activity Off-Site
- ✔ Improved Schedule and Return on Investment
- ✔ Reduces Environmental Impact Off-Site
- ✔ Sustainable Designs
- ✔ Modular is Greener. Faster. Smarter.



Timeline Comparison

MODULAR CONSTRUCTION SCHEDULE



TIME SAVINGS!

SITE BUILT CONSTRUCTION SCHEDULE



Modular is Greener. Faster. Smarter.



DAY 1

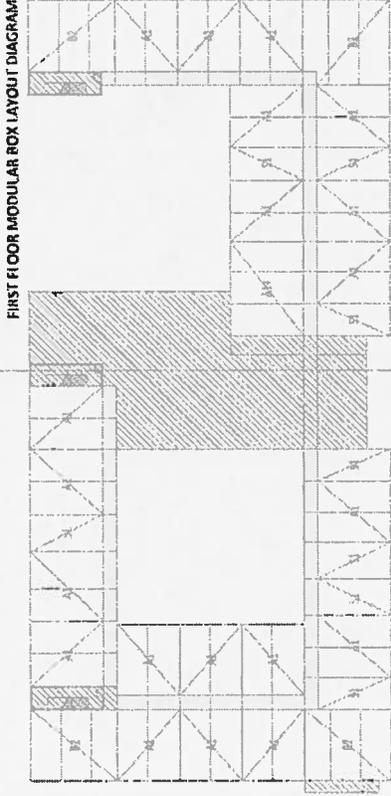
DAY 2

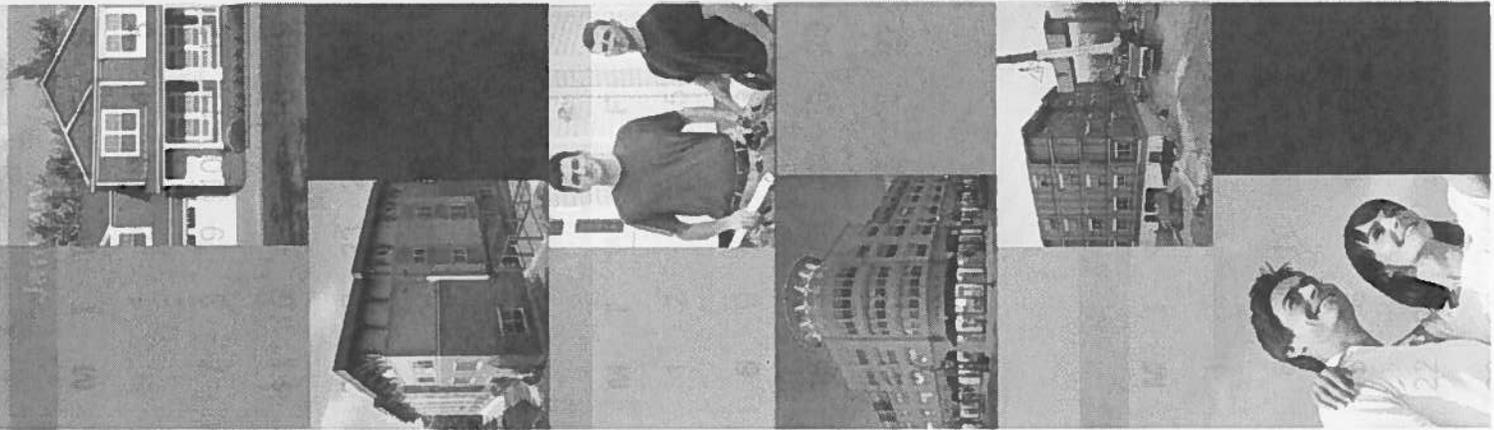
DAY 3

DAY 4

The Process.....

- Champion team gets involved during Design/Development phase to provide invaluable input on building modular efficiency to the project.
- Modular Engineering and Building Design Take Place in a Dual Effort. Plans are sent to State for Modular Approval and to local Municipality by AOR for Site Approval.
- Product Data Submittals and Materials are Ordered 8 weeks ahead of Production
- Units are Built in Factory while Site-Work is Taking Place Preparing for Modules to Arrive
- Modules are Set and Finished on Site with Balance of Site and Building Work to be Completed.





February							March						
S	M	T	W	T	F	S	S	M	T	W	T	F	S
					1	2						1	2
3	4	5	6	7	8	9	3	4	5	6	7	8	9
10	11	12	13	14	15	16	10	11	12	13	14	15	16
17	18	19	20	21	22	23	17	18	19	20	21	22	23
24	25	26	27	28			24	25	26	27	28		

Project Profiles

Commercial, Government, Mixed Use, Multi-Family, Hospitality

Energy Services – Multi-Family Development

Halliburton – Williston, ND

Project: Halliburton Apartments & Townhomes

Location: Williston, North Dakota

Owner: Halliburton

CM: Malmquist Construction

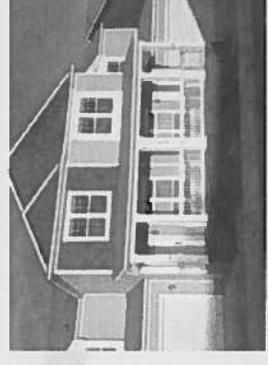
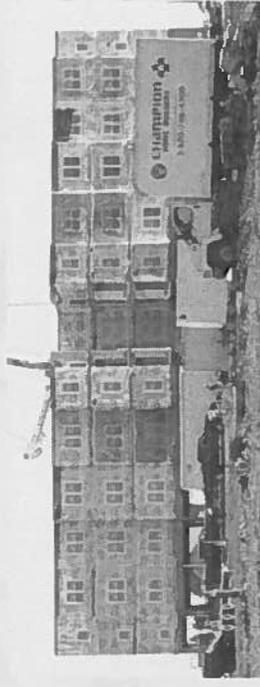
Description: (2) 4-story Apartments and 22 Townhome Buildings Built on a 10.5 Acre Parcel. “Hybrid” Build Apartment Units over Conventional Parking Superstructure. 144 Modules, 127,000 Ft² of Apartment Space. Project Completed in 12 Months.

Year: 2012-2013

Scope of Work:

✓ **Champion:** Design, Build, Delivery, Installation, Finish of Interiors, and Exterior Siding Completion of Modules.

✓ **By Others:** Site Built Roof Features, Foundation/Superstructure, Utilities & Parking Lot Areas



Hotel Comfort Inn & Suites

Project: Hotel Expansion

Location: Triadelphia, WV

Owner/GC: GOKUL, Inc.

Description: Three (3) Story Modular Build Hotel Guestroom Expansion. 45 Modules, 32,919Ft² of Hotel Guestrooms & Corridors.

Year: 2012

Scope of Work:

✓ **Champion:** Design, Build and Delivery of Modules

✓ **By Others:** Install Modules, Site Built Roof Features, Exterior Finish, Interior Corridor Finish, Foundation and Utilities



13 1 Hotel 17 18 19 10 11 12 13 14 15 16 10 11 12 13 14 15 16
 20 21 Dakota Landing 23 24 25 17 18 19 20 21 22 23 17 18 19 20 21 22 23
 27 28 29 30 31 24 25 26 27 28 24 25 26 27 28

Project: Hotel

Location: Williston, ND

Owner: Bakken Properties, LLC

GC: Burke Construction – Las Vegas, NV

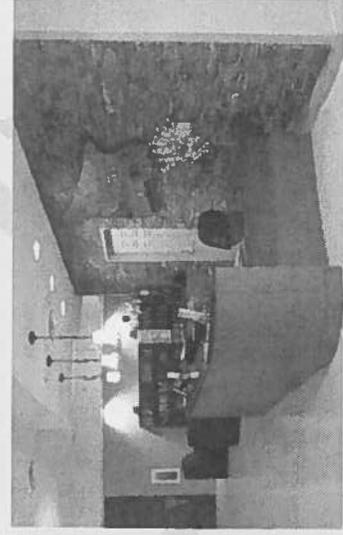
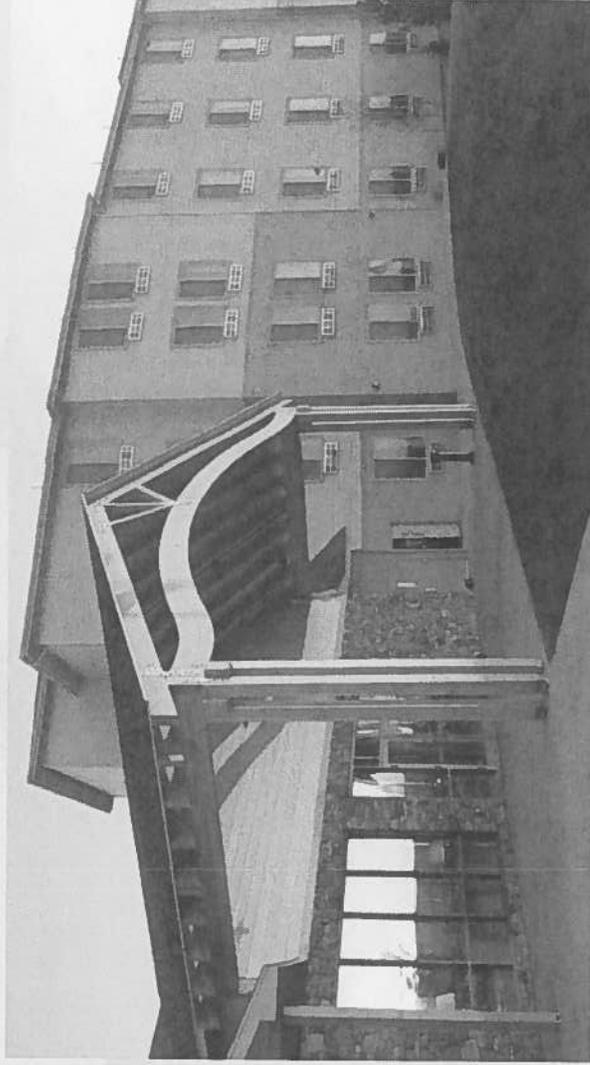
Description: Four Story, 240 Room Hotel built to meet demands of growing workforce in the Bakken Shale. 128 Modules, 99,700 Square Feet.

Year: 2013

Scope of Work:

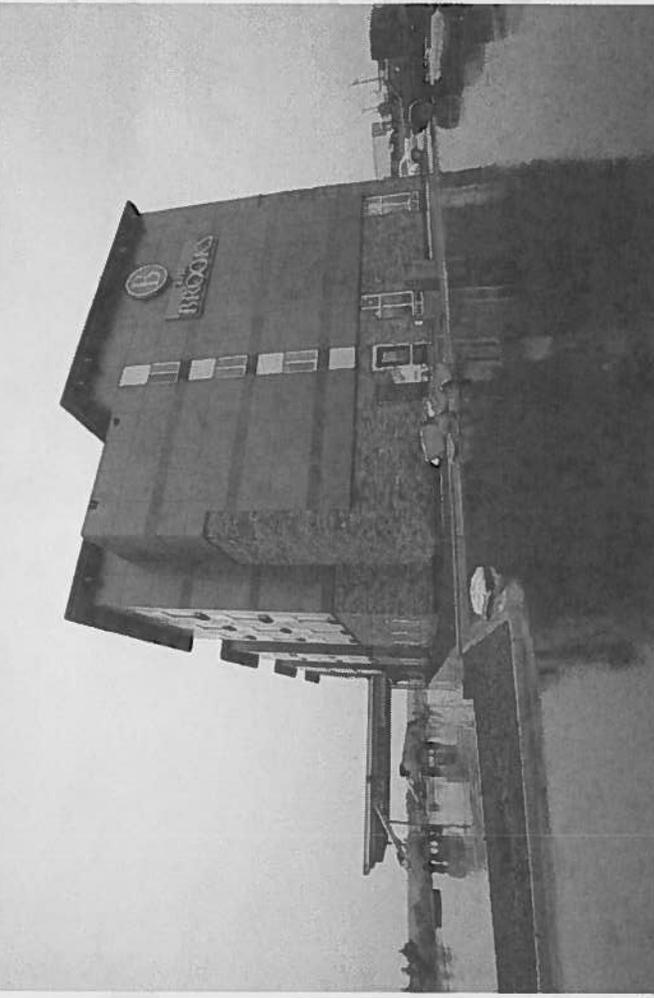
✓ **Champion:** Design, Build and Delivery of Modules

✓ **By Others:** Install Modules, Site Built Roof Features, Exterior Finish, Interior Corridor Finish, Foundation and Utilities



S 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28
 S 1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26
 S 1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26

13 1 Hotel 17 18 19 10 11 12 13 14 15 16
 20 21 The Brooks 23 24 25 26 17 18 19 20 21 22 23 17 18 19 20 21 22 23



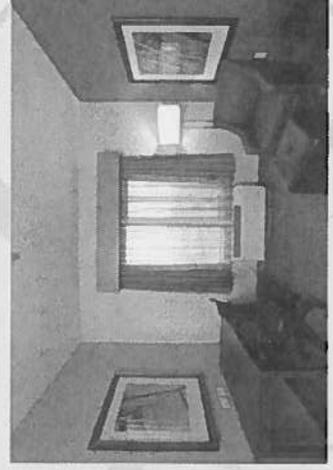
Project: Hotel
Location: Williston, ND
Owner: Serka Services
GC: Champion Commercial Structures
Description: Four Story, 102 Room, State of the Art Hotel, Featuring Indoor Pool, Gym, Conference Rooms, and Full Service Kitchen. 61 Modules, 65,000 Total Building Square Feet.

Year: 2013

Scope of Work:

Champion: Design, Build, Delivery, Installation of Modules, Exterior Siding Finish, Interior Common Area Finishes, Fire Protection, Pool, and Related MEP Connections.

By Others: Foundations, Site Utilities, and Paving



13 11 17 18 19 10 11 12 13 14 15 16 17 18 19 20 21 22 23
 20 21 22 23 24 25 26 17 18 19 20 21 22 23 17 18 19 20 21 22 23
Hotel
Jay Peak Resort

27 28 29 30 31 24 25 26 27 28
Project: Ski Resort

Location: Jay, Vermont

GC: DEW Construction

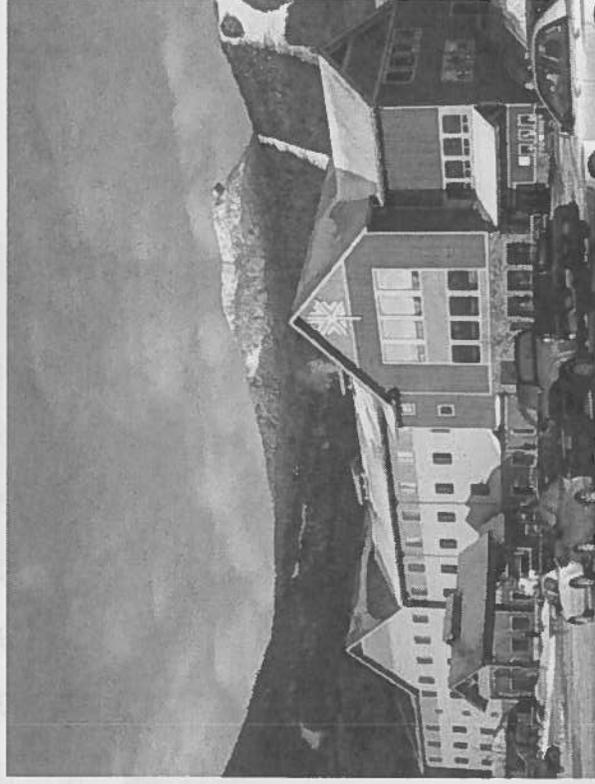
1 2 3 4 5
Description: Four Story, 85 Room, State
 of the Art Hotel. 46 Modules, 40,432 Total
 Modular Square Feet.

21 22 23 24 25 26 27 14 15 16 17 18 19 20 21 22 23 24 25 26
Year: 2013

28 29
Scope of Work:

✓ **Champion:** Design, Build, Delivery, &
 Installation of Modules

5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31
 ✓ **By Others:** Foundations, Site Utilities,
 Exterior Siding Finish, Interior Common
 Area Finishes, Fire Protection, Related
 MEP Connections, and Paving



Hotel
LaQuinta Inn & Suites

Project: "Flag" Hotel

Location: Leesville, LA

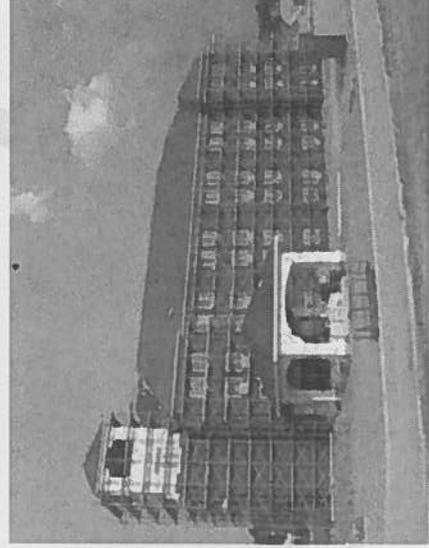
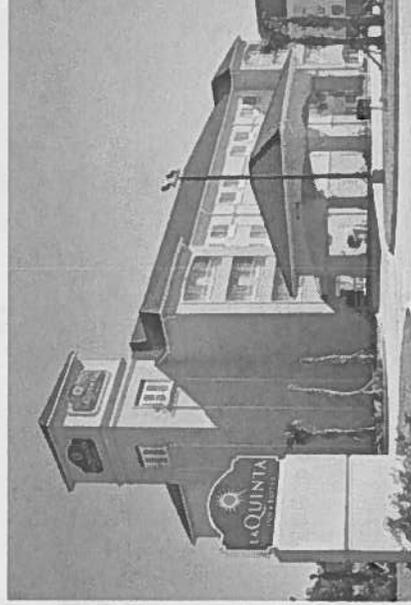
Owner/GC: Ram Vishnu, LLC

Description: Four (4) story Hotel.
 160 Modular Units, 47,527Ft² of
 Guestrooms & Common Area

Year: 2012

Scope of Work:

- ✓ **Champion:** Design, Build and
 Delivery of Modules
- ✓ **By Others:** Roof System, Exterior
 Finish, Common Area & Corridor
 Finish, Foundation, Utilities



Mixed Use "The Greene" Luxury Apartments

Project: Mixed-Use - Town Center

Location: Beavercreek, OH

Owner: Steiner & Associates

GC: Corna Kokosing Construction Co.

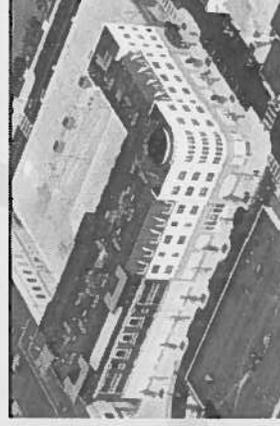
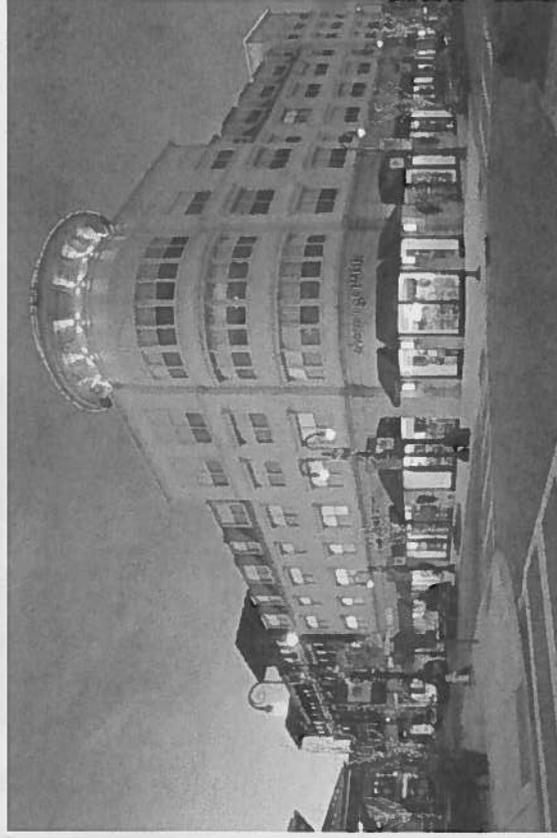
Description: Mixed-Use Four (4) story "Hybrid" Build Residential over street level Retail. 72 Modular Units, 62,364Ft² of Luxury Apartments.

Year: 2008

Scope of Work:

Champion: Design & Build Modules, Delivery, Installation and Interior Finish

By GC/Others: Roof System, Exterior Finish, 1st Level Steel/Concrete Podium



Student Housing

Cornell University

Project: Privatized Student Housing

Location: Ithaca, NY

Owner/GC: Coal Store Ventures, LLC

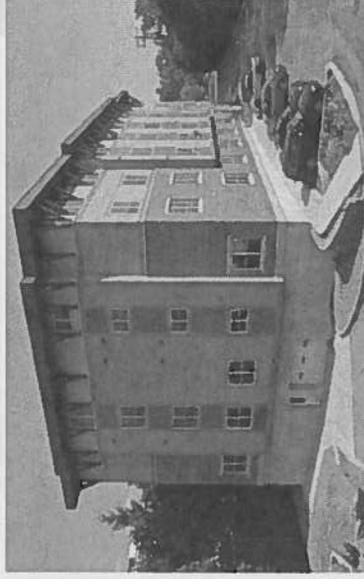
Description: Four (4) Story "Hybrid" Build Apartment Units over Parking Superstructure. 32 Modules, 24,000 Ft² of Apartment Space
4 set days

Year: 2011

Scope of Work:

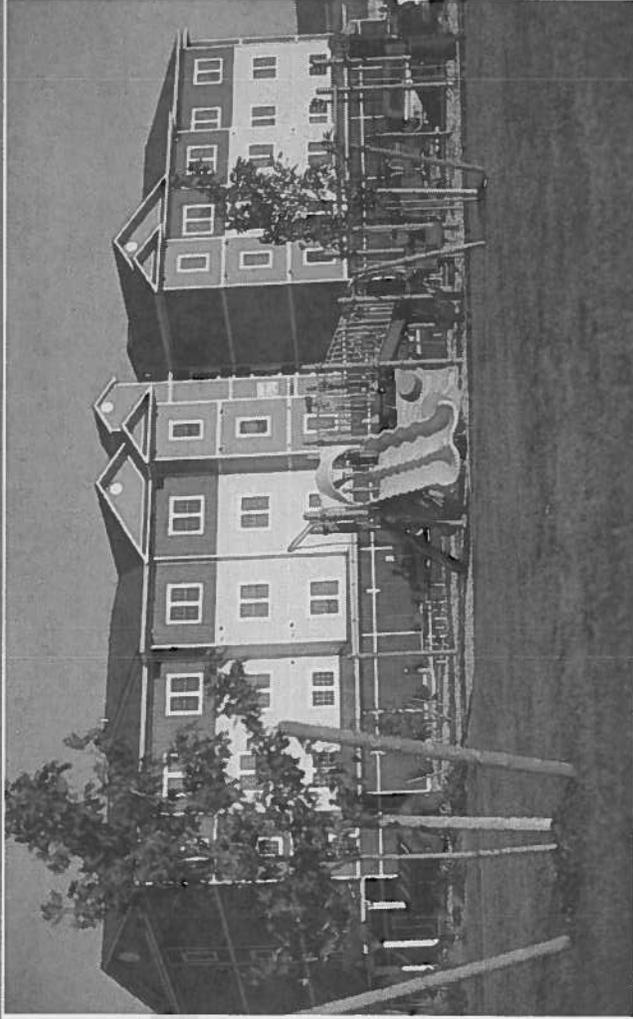
✓ **Champion:** Design, Build, Delivery and Installation of Modules

✓ **By Others:** Site Built Roof Features, Exterior Finish, Interior Finish, 1st Floor Superstructure, Utilities



Multi-Family Development

Halliburton — Williston, ND



13 1 10 11 12 13 14 15 16
20 2 17 18 19 20 21 22 23
27 28

S M 1 7 8 14 15 21 22 28 29

S M 1 7 8 14 15 21 22 28 29 30 31

Military – Permanent On-Base Housing

Project: Multi-family Housing

Location: Fort Lewis (Tacoma), WA

Owner/GC: Equity Residential

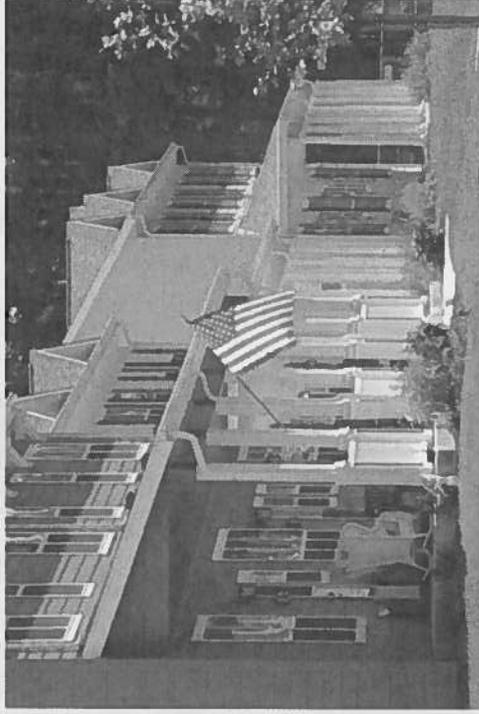
Description: Two (2) Story Multi-family Housing Development. First Privatized Military Housing in US utilizing Modular Construction. 187 Buildings, 1,089 Modules, ~915,000 Ft² of Residential Space for Military Families

Year: 2007-2008

Scope of Work:

✓ **Champion:** Design, Build, Delivery, Installation and Finish of Modules, Roof Systems, Foundations and Garages

✓ **By Others:** Site Prep & Infrastructure



Green/LEED Heritage - Projects

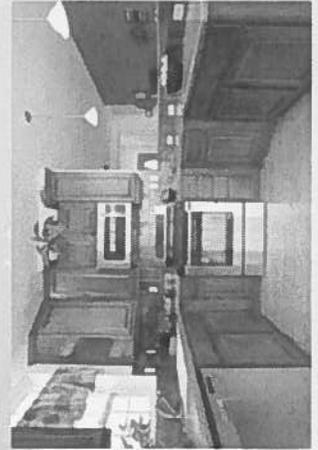
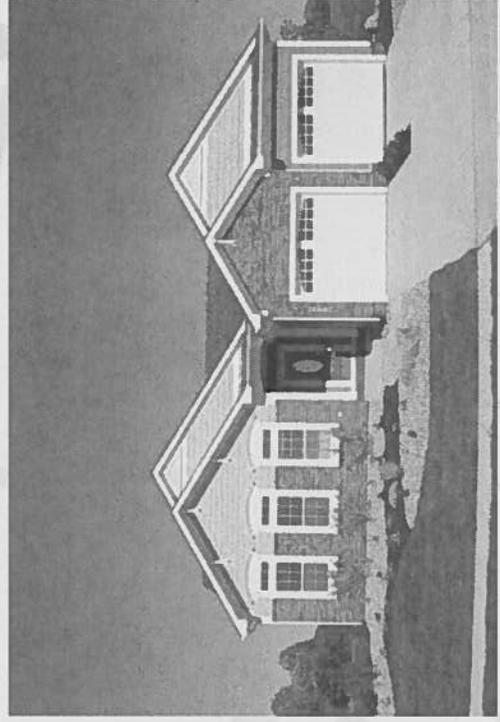
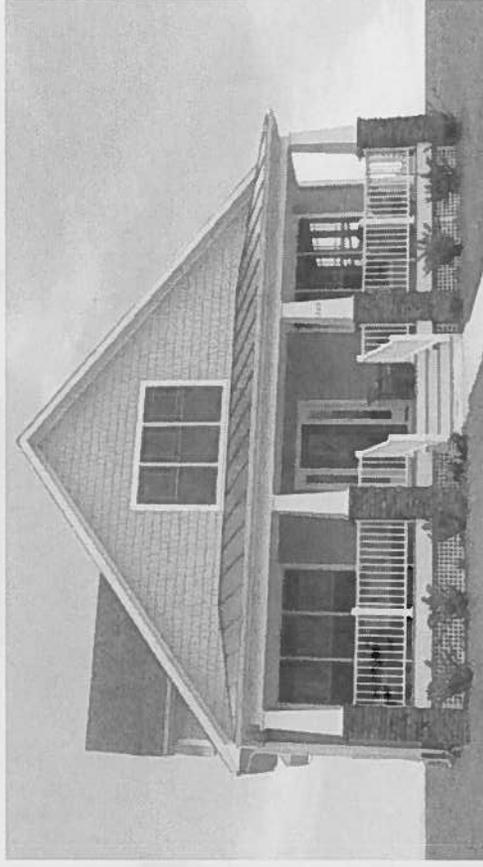
• NAHB Green / LEED Certification:

– Champion introduced the GO House as a demonstration of how builders can use modular to achieve green certification and maintain affordability

– Silver Certification achieved through modular construction practices

- Waste reduction
- Recycling
- Tight structure

– Cost of projects are consistent with site built numbers with similar materials



Affordable Apartments Othello Station 2.0

Project: Affordable Apartments

Location: Seattle, WA

Owner: Mt. Baker Housing Association

CM: Rafn Company

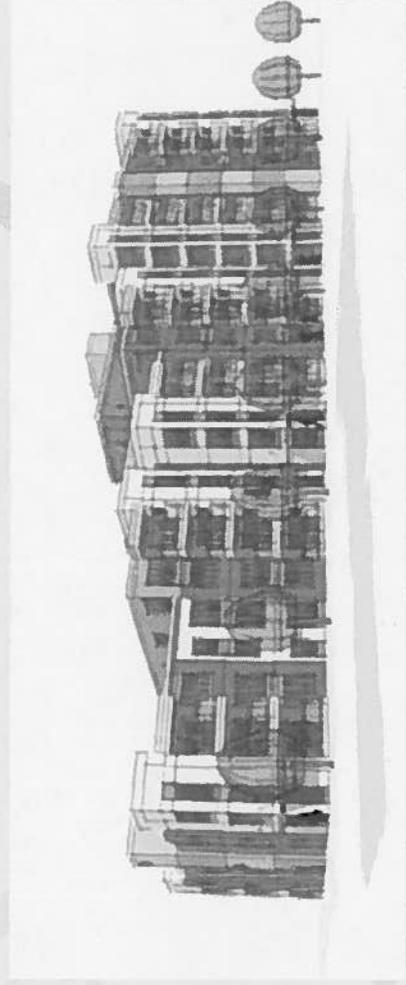
Description: 75,000 SF of modular construction over concrete foundation including 77 apartments and live/work common areas

Year: 2014-2015

Scope of Work:

✓ **Champion:** Build, delivery and installation of modules

✓ **By GC/Others:** Foundation, roofing, exterior finish, live/work space, 1st floor superstructure and utilities



TIME LAPSE & VIDEO EXAMPLE

13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31

20 21 22 23 24 25 26 27 28 29 30 31

27 28 29 30 31

April

S	M	T	W	T	F	S
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7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30				

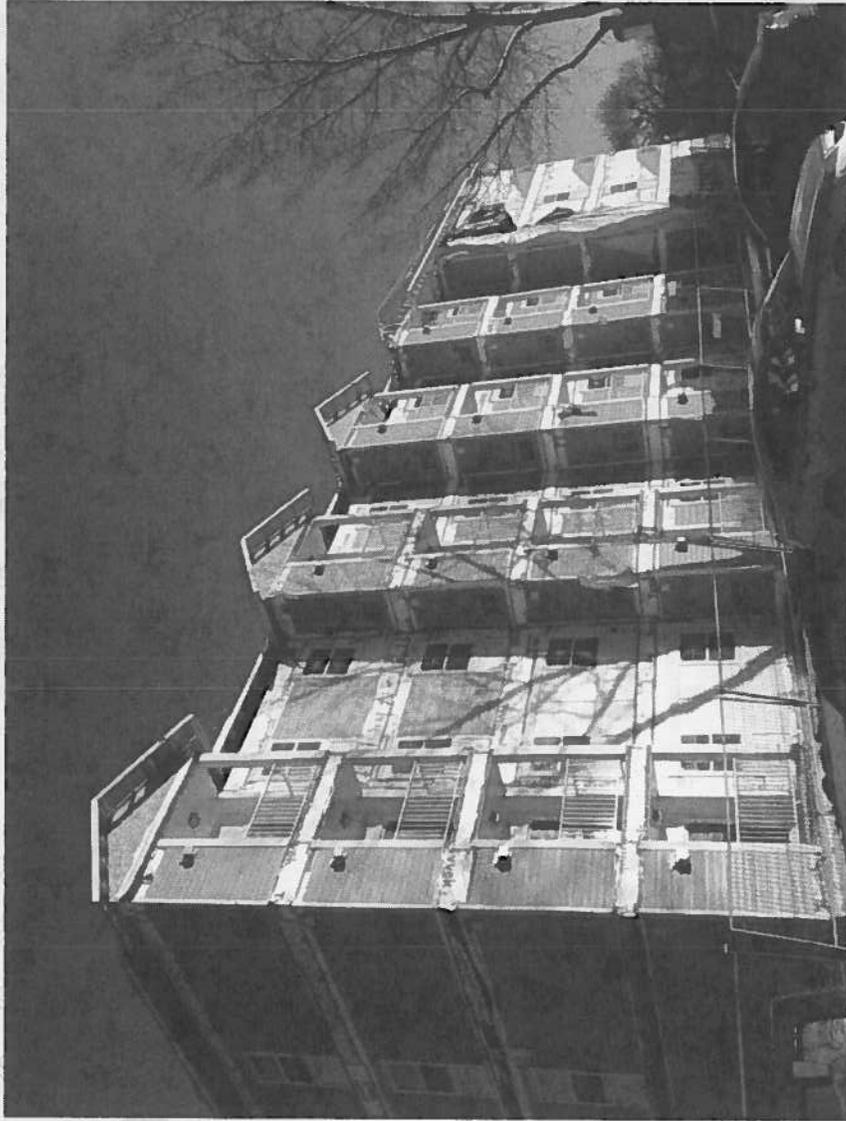
May

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			20	21	22	23
			24	25	26	27
			28	29	30	31

July

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7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

SAMPLING OF CURRENT PROJECTS



Project: Rochdale Landing Apartment

Location: Regina, SK

Owner: Deveraux

GC: Deveraux

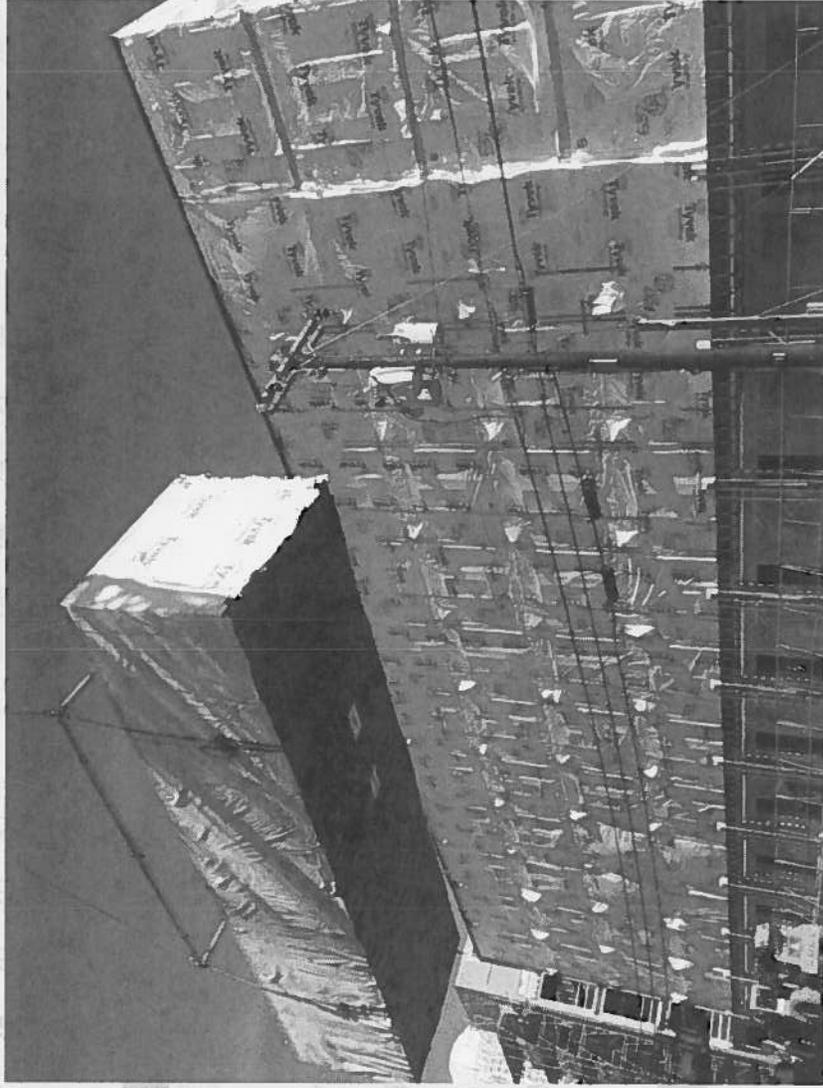
Description: Four Story, 75 Unit Apartment Building. 76 Modules, 75,000 Total Building Square Feet.

Year: March 2014 Scheduled Completion

Scope of Work:

- ✓ **Champion:** Design, Build, Delivery, Installation of Modules, & Exterior Siding Finish
- ✓ **By Others:** Foundations, Site Utilities, Fire Protection, MEP Connections, Roofing, and Paving

SAMPLING OF CURRENT PROJECTS



Project: Hill Top South Apartment

Location: Winston-Salem, NC

Architect: CJMW Architecture

GC: Frank L. Blum

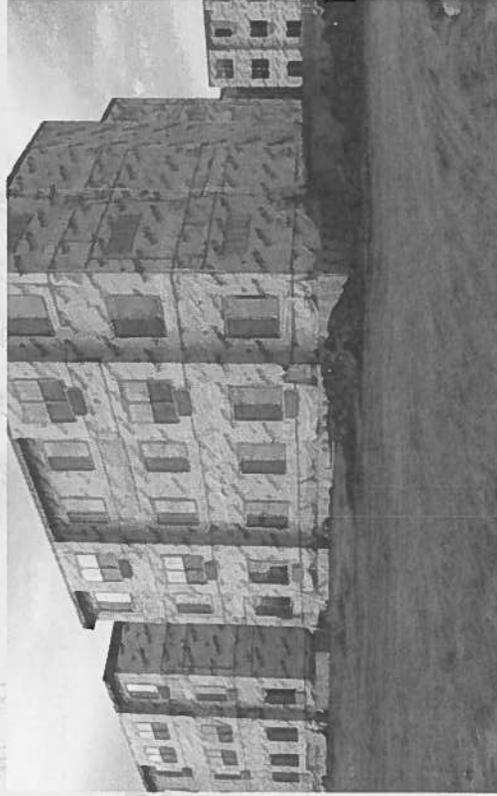
Description: Five Story, 65 Unit Apartment Building. 52 Modules, 39,000 Total Building Square Feet.

Year: April 2014 Scheduled Completion

Scope of Work:

- ✦ **Champion:** Design, Build, Delivery, & Installation of Modules
- ✦ **By Others:** Foundations, Site Utilities, Fire Protection, MEP Connections, Roofing, Exterior Siding, 1st Floor Construction, Catwalk, Elevator, and Paving

SAMPLING OF CURRENT PROJECTS



Project: Prairie Vista Apartments

Location: Williston, ND

Owner: Bakken 42nd Street /
Westport Capital

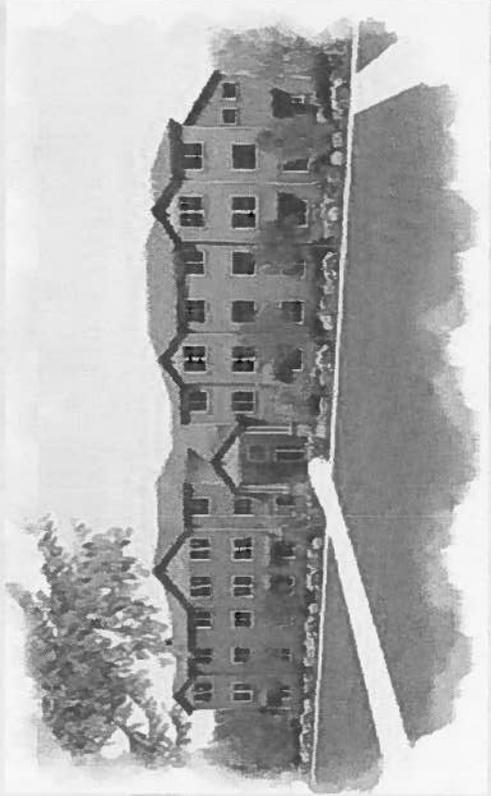
GC: Burke Construction – Las Vegas

Description: (3) Three Story Buildings,
81 Total Units / 27 Units per Apartment
Building. 72 Modules, 75,000 Total
Building Square Feet.

Year: April 2014 Scheduled Completion

Scope of Work:

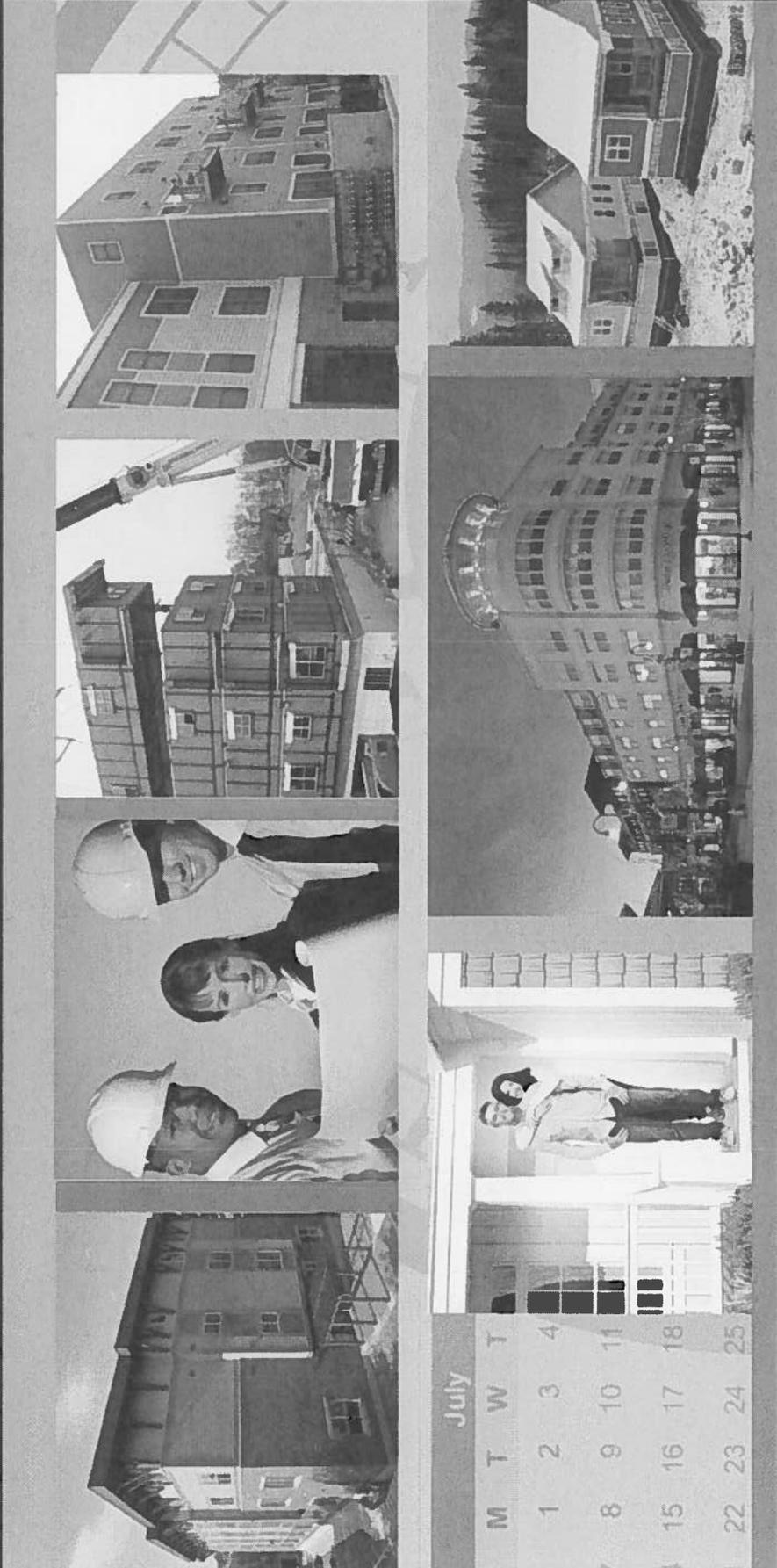
- ✦ **Champion:** Design, Build, Delivery, Installation, Exterior Siding, Fire and Interior Finishing of Modules
- ✦ **By Others:** Foundations, Site Utilities, Fire Protection, MEP Connections, Roofing, Garages and Paving



WHY MODULAR?

- High quality
- Sustainable
- Innovative
- Efficient,
- Cost-Effective
- Shorter Time to Completion...

26 "Why NOT Build Modular?"



July						
M	T	W	T	F	S	S
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27

Thank You

CHAMPION.
COMMERCIAL

SOLVING SITE CHALLENGES FOR A MULTI-FAMILY DEVELOPER

Lyons, Colorado



Champion worked with the developer's architects to customize the townhomes to fit the existing neighborhood architecture.

Modular Construction Perfect Fit for Mountain Multi-family Project

Champion built, delivered, installed and finished two tri-plexes and one six-plex on a parcel of land located in downtown Lyons. The developer needed an architecturally appropriate solution for this restricted site, which is located in the heart of this small town in the foothills outside of Boulder, Colorado. Speed and ease of construction were also project requirements.

CLIENT

Loving Properties

PROJECTTYPE

Townhomes

PROJECT SCOPE

- 12 living units
- Installation
- Interior and exterior finish

BUILDER

Champion Home Builders
of Colorado

CHALLENGE

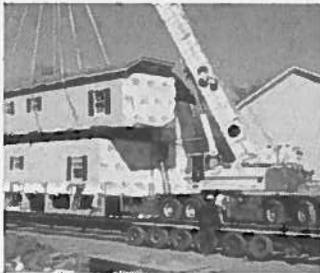
To provide and install high quality, low cost modular units on a tight, space restricted site within a shortened timeline.

SOLUTION

- All units were constructed and installed on foundations within 12 weeks.
- Champion modular construction offered a neighborhood-friendly option, at a faster build rate and high level of quality for the most affordable cost.

GULF COAST MULTI-FAMILY APARTMENTS

Filmore Parc - New Orleans, Louisiana



"We were very pleased to have assisted in the redevelopment of affordable housing in this area that has seen so many difficulties."

Stephen Simms - General Manager
Champion Home Builders of Florida



Champion Provides Workforce Housing for Gulf Coast

When faced with the largest modular housing project ever in the city of New Orleans, Woodward Design + Build requested six modular companies each bid half the project. After prototypes were completed, Champion Home Builders of Florida was awarded the entire contract. Having been originally designed for stick-built construction, it was determined that modular construction was the only option to complete this project on time and on budget. The modules were delivered to the job site 90% complete which helped achieve this goal.

CLIENT

Woodward Design + Build
a division of Carl E. Woodward

BUILDER

Champion Home Builders
of Florida

PROJECT SCOPE

- Ten eight-plex units
- Twenty-one four-plex units
- 164 two-bedroom, one-bath, two-story apartments
- Each 880 square feet
- Some ADA compliant including Sight & Hearing Impaired

PROJECT TYPE

Multi-Family Tax Credit

CHALLENGE

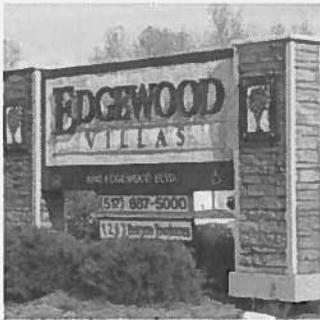
Create high quality housing while maintaining cost controls within a tight schedule. Work with a large builder/developer and subcontractors with no previous experience in modular construction.

SOLUTION

An on site service crew trained subcontractors who were unfamiliar with the modular process. A project manager promoted a team environment and helped facilitate running changes or improvements throughout the construction process.

MULTI-FAMILY APARTMENT BUILDINGS

Lansing, Michigan



High-quality apartments are offered to low-income families, while providing a tax credit for builders and developers.

Fast, Affordable Off-site Construction Fills Quality Housing Needs for Many

Champion built, delivered, set and finished 146 apartments in 20 buildings within a four month construction period in Lansing, Michigan. As part of a tax credit program, the high-quality apartments were offered to low-income families, while providing a tax credit for builders and developers.

CLIENT

Alliant Capital

PROJECTTYPE

Multi-Family Tax Credit

PROJECT SCOPE

- 146 living units
- 20 buildings
- 300 floors
- Includes some ADA compliant units
- Four month modular construction schedule

BUILDER

Champion Home Builders of Indiana

CHALLENGE

Increase the speed to rental revenues for tax credit developer while maintaining high degree of quality and cost control

SOLUTION

- Champion off-site modular construction resulted in quick completion of finished apartments
- Champion built apartment units in-plant at a rate of 2 per day
- Units were delivered by Champion-owned trucking fleet
- Champion set and finished homes on-site

PERMANENT MULTI-FAMILY HOUSING ENERGY SERVICES

Williston, North Dakota



Champion Provides Upscale Permanent Housing in Remote Area for Key Workers

CLIENT

Halliburton Co.
Malmquist Construction

PROJECT TYPE

Townhomes

BUILDER

Champion Commercial Structures
York, Nebraska

PROJECT SCOPE

- 44 townhomes
- 112 Modules - 100,000 square feet (approximate)

CHALLENGE

Provide a rapid quality housing solution during the short summer building season - on time and on budget

SOLUTION

Using the resources of the Champion Commercial Structures (CCS) team, Champion designed, engineered and managed the project. The York, Nebraska facility was chosen to manufacture the modules. Installation and finish services were also provided by the CCS team. By taking responsibility for the design, build and most site work, Champion was able to save both time and cost for the end customer on this 156 bed project completing it in approximately 6 months.



MODULAR GROUP, INC.

SEARCH

1-512-276-101
REQUEST A
PROPOSAL

HOME About Services Service Area Completed Projects Blog
Contact Us SEE JOBSITE VIDEO

Completed Projects List

Home - Completed Projects - Completed Projects List

Job	Location	Floors Installed	Description	SQ FT
Ft Hood	TX	22	Single Story Military Housing	17,600
Ft Irwin	CA	70	Single Story Military Office/Laundry/Housing	36,000
Ft Lewis	WA	368	Single Story Military Housing	294,400
Ft Richardson	AK	340	Single Story Military Housing	272,000
Ft Bragg	NC	764	Single & Two Story Military Housing	611,200
Ft Riley	KA	190	Single Story Military Housing	152,000
Ft Bliss	TX	774	Two Story Military Housing	619,200
Ft Carson	CO	1176	Three & Four Story Military Housing	940,800
Ft Bliss	TX	840	Two Story Military Housing	672,000
Ft Sam Houston	TX	682	Four Story Dormitories	545,600
Ft Carson	CO	59	Four Story Military Housing	47,200
Ft Polk	LA	335	Single Story Military Hosing & Office	268,000
Ft Bliss 3	TX	352	Two Story Military Housing	281,600
Hurricane Ike	TX	25	Disaster Relief Housing	20,000
Ft Sam Houston	TX	342	Four Story Dormitories	273,600
Ft Hood	TX	240	Three Story Military Housing	192,000
Ft Bliss 4	TX	494	Two Story Military Housing	395,200
Ft Sam 3 & 4	TX	530	Two, Three & Four Story Dormitories	424,000
Ft Hood	TX	240	Three Story Military Housing	192,000
Casper Collage Residence Hall	WY	126	Three Story Dormitories	100,800
St. Johns Interim Hospital	MO	101	Hospital	80,800
Raintree ALF	TN	35	Assisted Living Facility	28,000
Artemis One At Carrizo	TX	50	Single Story Workforce Housing	47,200
Blue Residences & Club	Aruba		Steel Frame Panelization Hotel	
Ameri-Tech Goldsmith Lodge	TX	51	Single Story Workforce Housing	40,800
Ameri-Tech Odessa Lodge	TX	21	Single Story Workforce Housing	16,600
Ft Sam Houston 5	TX	152	Four Story Dormitories	121,600
Harvest Hills Apartments	ND	72	Three Story Apartments	57,600
Dakota Landing Hotel	ND	128	Four Story Hotel	102,400
Serka Hotel	ND	51	Four Story Hotel	48,800
IAP Eagles Landing	MT	125	Single Story Workforce Housing	100,000
Jay Peak Ski Resort	VT	48	Three Story Hotel	38,800
Prairie Vista Apartments	ND	72	Three Story Apartments	57,600
Hilltop South	NC	52	Five Story Apartments	41,600
Emerald Ridge	ND	160	Two Story Townhomes	128,000
Palace West Casino	NM	16	Single Story Casino	12,800

Downtown Waco student loft project will mix new, historic architecture

By J.B. SMITH jbsmith@wacotrib.com | Posted: Sunday, October 5, 2014 12:01 am

A major student housing project underway in downtown Waco will blend historic architecture with 21st-century building techniques.

An Austin developer is doing groundwork for 36 “modular” apartments on the former campus of Waco Independent School District’s Alternative School, 805 S. Eighth St. Those units are expected to open in 2015 as the first phase of the 2.6-acre “West Campus Lofts” project just across Interstate 35 from Baylor University.

The second phase of the project will be to build as many as 50 loft units at the school itself, which was built in 1922 and long served as South Waco Junior High School. That phase could open in 2016.

The developer, Warren Hayes of Hayes Modular Group, said the new construction will have a more modern style than the historic school but will complement it with brick color and detailing.

The rectangular modular units, complete with interior drywall, flooring, sinks and granite countertops, are built in a factory then assembled onsite. Once complete, the building should look like conventional onsite construction, Hayes said.

“Modular is just a function of how it’s built, not a function of design,” he said.

The modular units were originally intended for a 444-unit student apartment complex at University Parks Drive and Garden Drive called Legacy Lofts. Site work was underway when the project was abandoned in early 2011 because of financing problems. By then, Trendsetter Homes in Belton had already constructed many of the modular units. Since then, the units have been stored in a Belton warehouse.

‘Amazing opportunity’



MODULAR HOUSING1

Hayes Modular officials Warren Hayes and his wife, Kristina, look over plans for the West Campus Lofts project at South Eighth Street and Cleveland Avenue, a development that will use stacked modular units.

Hayes, who has built modular barracks, commercial buildings and hotels around the country, bought the units with the idea of assembling them in Waco.

“Once I found out the modular units were available for purchase, it seemed natural to look at Waco first, because that’s where they were designed for initially,” he said. “Once we got to Waco and saw the redevelopment opportunities with Baylor, we felt like it was a really good place. When the school became available, I saw what an amazing opportunity we had to use the technology I work with and blend it into one cool project.”

The second phase hasn’t yet been designed, but Hayes’ group intends to preserve the historic facade of the building and refurbish a basketball gym for residents’ use. Plans also call for replacing surface parking with a parking deck.

The developer is seeking incentives from the Tax Increment Financing Zone, which collects a portion of downtown property tax to assist downtown developments.

The TIF board Wednesday will consider a request of \$724,000 for a first phase that will cost an estimated \$4.8 million to build. About \$185,000 of that incentive would go to replace an obsolete clay sewer line that runs through the neighborhood and under the school itself.

The Waco Downtown Development Corp. board of directors last week reviewed the TIF request and scored it according to the criteria of the Imagine Waco Plan for Greater Downtown. The TIF board uses the scoring to help decide how much money to give to projects.

The DDC gave the modular phase a relatively low score of 4 out of 15 possible points, but the second phase won 11 points.

“There were different levels of excitement about phases one and two,” DDC executive director Megan Henderson said. “They felt phase two has a lot of extra components that advance the Imagine Waco plan, in particular the historical preservation residential project and the addition of structured parking.”

West Campus Lofts is part of a rapidly redeveloping section of downtown that borders Interstate 35 near Baylor. It’s across Eighth Street from the Tinsley Place townhouse project, which will have more than 200 units. Across Cleveland between Eighth and Ninth streets, Gore Creek Partners of Houston is planning up to 75 units of “upscale” student housing.

Gore Creek partner Mark Seger, a 2002 Baylor graduate, said he thinks the blocks between Baylor and downtown will continue to be a growth hotspot.

“It’s nice to see what’s going on at Baylor, and it’s a good opportunity for our project,” he said. “We like the fact that it’s close to campus, and students have amenities next door with all the fast food restaurants and quick access to downtown.”

Henderson said the new developments are helping achieve the goal of the Imagine Waco plan to bring urban density to the core of Waco.

“As we see new residences coming in, we’re going to see more services, more food and entertainment,” she said.

Xpert Design and Construction, LLC

In 2002, Chris Dischinger and Mark Lechner expanded on their model for LDG Development and began to undertake the construction of its developments. They started a construction company and began doing business as Xpert Design & Construction LLC (owned 50% by Mark Lechner and 50% by Chris Dischinger).

Since the creation of Xpert Design & Construction the company has constructed (or is under construction) of almost 4,000 units of apartments in the following developments:

EXPERIENCE/SIGNIFICANT PROJECTS

See attached previous experience attachment.

CHRISTOPHER L. DISCHINGER, SEC
1473 S 4th Street
Louisville, Ky 40208
502-639-8030

PROFESSIONAL:

Chris began his real estate career in 1988 while still in college. He went to work as a residential sales agent and began acquiring rental properties for his own account. In 1990 Chris became the principle broker and co-owner of Equity Solutions Realtors concentrating on commercial and project based marketing. In 1993 Chris sold his interest in Equity Solutions and formed Helm/Dischinger Property Management and placed his real estate license with Re/Max Commercial Brokers. Chris eventually sold his interest in Helm/Dischinger and became an independent real estate broker.

Chris purchased his first investment real estate in 1988 and has been involved in many different aspects of the development/and investment business including owning commercial properties in 13 states.

In 1994 Chris co-founded LDG Development with partner Mark Lechner. They have built, developed or rehabbed in excess of 1600 housing units since that time and currently plan to build an additional 2000 units in 2007/2008.

PROFESSIONAL ORGANIZATIONS

Society of Exchange Counselors – Board of Governors 2005 -2007
- Membership Committee Chair

Kentucky Real Estate Exchangors - President 1993
- President 1994
- Currently – Board of Directors

Kentuckiana Real Estate Investors Association - President 1993-1994

Indiana Real Estate Exchangors

Louisville Apartment Association – President 2003
-President 2004
- Secretary/Treasurer 2006 - 2007

National Apartment Association – Legislative Committee 2004
- Governance Task Force 2006

Lexington Apartment Association

Kentucky CCIM Chapter

CCIM Candidate

Better Business Bureau

Housing Credit Group - NAHB

Mayors' Hometown Housing Policy Advisory Team (HPAT) (Louisville, KY)

International Council of Shopping Centers (ICSC)

Indiana Apartment Association

EDUCATION

Graduate – University of Louisville School of Business (Major in Finance)
Graduate – St. Xavier High School Class of 1984
A-Pass-Weikel Real Estate Licensing Course
Auctioneer Licensing Course
Certified Commercial Investment Member – Completed all courses necessary for CCIM Designation
Institute of Real Estate Management (IREM) – Completed several courses
Completed all courses required to be awarded the Society of Exchange Counselors designation “SEC”
Equity Marketing, Counseling for Action, High Touch, Moderator Training, Broker Estate Building,
Investment Analysis and Creative Real Estate Techniques, Equity Marking Specialist (EMS Designation)
The Strategic Coach
Many other real estate and business related courses and seminars

AWARDS

Society of Exchange Counselors

2006 – Cliff Weaver Award for Most Creative Transaction

Louisville Apartment Association

2004 -Government Affairs Award
2005 -President's Award

Kentucky Real Estate Exchangors

1990 – Rookie Exchangor of the Year
1991 – Exchange of the Year –Russell Plaza Shopping Center
1993 – Exchangor of the Year
1997 – Exchange of the Year – Louisville, Illinios, Indianapolis and Louisville
1998 – Exchange of the Year – Build to Suit Exchange 12 houses for a note on Lex Apt and cash
2000 - Exchange of the Year – Seven houses for Industrial Building
2001 – Exchange of the Year – 16 Houses in Low/Lexington for commercial property in Georgia & Indiana
2001 - Exchangor of the Year
2001- President's Award
2003 - Exchange of the Year
2003 - Don Kessler Award
2006 - Exchange of the Year

Kentuckiana Real Estate Investors Association

2002 - Ed Melton Award

SPEAKER/EDUCATOR

Kentucky Association of Realtors Annual Convention 1990 & 1991 – “The Basics of Exchanging”
Success Development International – Guerilla Marketing for Real Estate Entrepreneurs
Bellarmine College – Investing in Residential Real Estate
WWKY Talk 790 Radio – LDG Development's Wealth Building Radio Show
Featured Speaker – Kentuckiana Real Estate Investors Association (Twice)
CREW Louisville – Multifamily Properties

EXPERIENCE/SIGNIFICANT PROJECTS

- * Sold 120 Condos in eighteen months (Lakeview Condos)
- * Bought and renovated 113,000+ square foot shopping center (Russell Plaza)
- * Renovated, leased, and managed 62,000 square foot office building – Went from 0% to 85% occupancy in twelve months (Breckenridge Business Centre)
- * Build to suit 9700 square foot office building (4511 Bardtown Road)
- * Build to suit four (4) Hollywood Video Stores (One in Kentucky and Three in Ohio)
- * Acquired seventeen (17) former Color Tile commercial buildings in ten states
- * Acquired and renovated over 300 single family houses
- * Built over 200 single family houses
- * Helm Dischinger Housing Partners – LIHTC Project
- * Numerous 1031 tax deferred exchanges
- * Total renovation of eighteen unit and sixteen unit apartment buildings with city of Louisville rehab loan
- * Developed 34 lot subdivision (The Enclave)
- * Renaissance Housing Ltd – 27 unit Tax Credit Project – Louisville Ky (Investor – House Investments)
- * Forest Drive Single Family Homes -24 unit Tax Credit Project – (Sold)
- * Strip Center – Indianapolis, IN
- * Commercial Buildings – Akron, Ohio (2), Alton, Ill, Hammond, IN., Lincolnton, GA.
- * Crescent Hill Development, LLC – Developed, built and sold 38 unit condo project
- * Acquired 12,250 square foot office building in Louisville, KY
- * Commercial Property Group – Acquired 7,800 square foot office building in Frankfort, KY
- * Overlook at Beargrass Creek – developed and built 26 unit condo complex
- * Cooper Chapel Properties – developed and building 72 unit condo complex
- * Glen Hill Manor II, Ltd – 108 unit tax credit project in Louisville, Ky (Investor – MMA Financial)
- * Elkhorn Creek Ltd – 44 unit tax credit project in Georgetown Ky (Investor – MMA Financial)
- * Falcon Crest Patio Homes – 14 units
- * Falcon Crest Condos – 64 units
- * Falcon Crest Apartments (Louisville, KY) – 208 unit apartment building
- * Acquired and sold 15,500 square foot office building – 1961 Bishops Lane Louisville, Ky
- * Acquired, leased, built out 14,625 square foot office building – 1601 Business Center Court Lou, KY
- * Acquired 22,000 square foot office building in Riverport Industrial Park
- * Elkhorn Creek Phase II – 48 unit tax credit apartment project
- * Elk River Senior Housing – 40 unit tax credit apartment project
- * Cambridge Station Apartments (Indianapolis, IN) – 200 unit apartment rehab project
- * Gleneagles Apartments (Lexington, KY) – 184 unit apartment project (new construction)
- * Elmira NY – Acquisition of 200,000 square foot office building and parking garage
- * Carrizo Springs, Tx – acquisition of commercial building leased to dialysis center
- * Muskegon, MI – Acquisition and sale of vacant land parcel
- * Tyler, Tx – acquisition, plat approval and sale of 45 acre business park
- * Baton Rouge, La – acquisition of 54,000 square foot office building
- * Cambridge Station Phase II (Indianapolis, IN) – 256 unit apartment rehab project
- * Harris Branch Apartments (Austin, Tx) – 248 unit new construction apartment project
- * Whispering Woods Apartments (Louisville, KY) – 48 new construction apartment project
- * Park Place at Loyola Apartments (Austin, Tx) – 252 unit new construction project

2007 PROJECTS

- Santora Villas Apartments (Austin, Tx) – 192 unit new construction project
- The Villas at Shaver (Pasadena, Tx) – 240 unit new construction project
- Lakeside Apartments (Texas City, Tx) – 252 unit new construction project
- Inwood Crossings (Wichita, KS) – 260 unit new construction apartment project
- The Villas at Lake Forest (New Orleans, LA) – 230 unit mixed income apartment complex
- Burbank Village Apartments (Baton Rouge, LA) – 300 units

Geographic Diversity of Projects

Louisville, KY

Georgetown, KY – 3 apartment complexes

Lexington, KY - 184 Unit Apartment Complex

Lexington, KY – Commercial Bldg (Sold)

Indianapolis, IN – 456 apartment units and shopping center

Hammond, IN – Commercial Building

Akron, OH – (2) Commercial Buildings

Alton, In – Commercial Building

Lincolnton, GA – Commercial Building

Carrizo Springs, Tx –Dialysis Center

Tyler, Tx – Industrial Park (sold)

Austin, Tx – apartment complex

Muskegeon, MI – land (sold)

Elmira, NY – office building

Beumont, Tx – Commercial Bldg (Sold)

Birmingham, Al – Commercial Bldg (Sold)

Bowling Green, KY – Commercial Bldg (Sold)

Gibsonia, PA - Commercial Bldg (Sold)

Huntsville, Al – Commercial Bldg (Sold)

Greenwood, IN – Commercial Bldg (Sold)

Jacksonville, FL – Commercial Bldg (Sold)

Knoxville, Tn – Commercial Bldg (Sold)

Florance, KY- Commercial Bldg (Sold)

Montgomery, AL – Commercial Bldg (Sold)

Jackson, TN – Commercial Bldg (Sold)

Parkersburg, WV – Commercial Bldg (Sold)

Birmingham, Al – Commercial Bldg (Sold)

Planned Projects

Wichita, KS

New Orleans, LA

Baton Rouge, LA

Houston, Tx

Mark A. Lechner



PROFESSIONAL:

Mark began his real estate career in 1985 with the purchase of his first home. He received his real estate license in 1987, and principal brokers license in 1989. Mark personally purchased, renovated, sold and managed more than 100 properties in his first 9 years. In 1994 Mark Co-founded LDG Development, LLC with partner Chris Dischinger. They have built, developed, or rehabbed in excess of 2150 housing units since that time and currently plan to construct an additional 3000 apartment units in 2007-2008. LDG also owns and manages commercial properties in 13 states.

Mark has been well served with his business degree from the Krannert School of Management at Purdue University, as well as sales & management experience with 3 separate companies before he went into the real estate business.

EDUCATION:

BSIM (Bachelor of Science in Industrial Management)
Purdue University, 1982

CCIM- (CCI-100, CCI-101, CCI-102, CCI-103, CCI-104, CCI-105)
GRI, (Graduate Realtors Institute)
SDI, Real Estate Conferences and Boot Camps as an
Attendee and Instructor
Mark O' Haroldson National Investment Seminars
Mark O' Haroldson Millionaire Training Retreat
Robert Allen National Investment Seminar
Graduate, A-Pass Weikel Real Estate School
Real Estate Principal, Real Estate Law, Low Income Seminars
Multiple Tax Credit Seminars
Wade Cook Financial Clinic
Graduate, Jasper High School, Jasper, Indiana
Various Regional & National Seminars

PRESENT POSITION:

Developer/Investor/Builder
Real Estate Broker, Mark Lechner Company Realtors
Co-owner, LDG Development, LLC; Xpert Design
and Construction, LLC; and am a member/manager
in approx. 70 other LLC's and LTD's.

PAST POSITIONS:

Sales Representative, Job Rentals & Sales/ Raymond
Equipment Inc. (1984-1987)
Sales Representative, Jasper Engines & Transmissions,
Inc. (1982-1985)
Sales Representative, Southwestern Co. 1981

PROFESSIONAL ORGANIZATIONS:

National Association of Realtors (NAR)
Kentucky Association of Realtors (KAR)
Kentucky CCIM Chapter
Kentuckiana Real Estate Investor Association (KREIA)
 President 1994-1996
 Vice President 1993-1994
 Board of Director 1992-1993, 1997, 1999-2004
Graduate Realtors Institute (GRI)
Kentucky Real Estate Exchangers, Director, 1995-1996
 Director 2001-present
Indiana Real Estate Exchangers
Kentucky CCIM Chapter
Louisville Board of Realtors
Louisville Apartment Association
Better Business Bureau
Honorable Member, Kentucky Colonials
Sir Knight: Fourth Degree Knights of Columbus

AWARDS:

Kentuckiana Real Estate Investors Association

1992 - Best Deal 1st Place
1993 - Best Deal 3rd Place
2002 - Best Deal 2nd Place
1996 - President's Award
1998 - Inaugural Ed Melton Award

Kentucky Real Estate Exchangers

1996 - Exchange of the Year - 18 Houses in Lou/Lexington
 for commercial property in Georgia & Indiana
1997 - Exchange of the Year - Louisville, Illinois, Indianapolis and Louisville
1998 - Exchange of the Year - Build to suit Exchange 12 houses for note
 on Lexington Apartments and cash
2000 - Exchange of the Year - 7 houses for Industrial Building
2000 - President's Award
2003 - Exchange of the Year
2006 - Exchange of the Year

SPEAKER/EDUCATOR

Success Development International - Guerilla Marketing for Real Estate Ent.
WWKY Talk 790 Radio - LDG Development's Wealth Building Radio Show
Featured and Panel Speaker - Kentuckiana Real Estate Investor Association

EXPERIENCE/SIGNIFICANT PROJECTS

- Acquired and renovated over 400 single family homes
- Built over 200 single family houses
- Lechner Scattered Sites - LIHTC Project
- Numerous 1031 tax deferred exchanges
- Total Renovation of eighteen unit and sixteen unit apartment buildings with city of Louisville rehab loans
- Developed 34 lot subdivision (The Enclave) in Louisville
- Renaissance Housing Ltd. - 27 unit Tax Credit Project - Louisville, Ky. (Investor - House Investments)
- Forrest Drive Single Family Homes - 24 unit Tax Credit Project - (Sold)
- Strip Center - Indianapolis, Indiana
- Commercial Buildings - Akron, Ohio (2), Alton, Ill, Hammond, In., Lincolnton, GA.
- Crescent Hill Development, LLC - Developed, built, and sold 38 unit condo project
- Commercial Property Group - Acquired 7,600 square foot office building in Frankfort, Ky.
- Overlook at Beargrass Creek - Developed and built 26 unit condo complex
- Cooper Chapel Properties - Developed and built 72 unit condo complex
- Glenn Hill Manor II, Ltd - 108 unit tax credit project in Louisville, Ky. (Investor - MMA Financial)
- Elkhorn Creek Ltd 44 unit tax credit project in Georgetown, Ky. (Investor - MMA Financial)
- Falcon Crest Patio Homes - 14 units
- Falcon Crest Condos - 84 units
- Falcon Crest Apartments (Louisville, Ky.) - 208 unit apartment complex
- Acquired 22,000 square foot office building in Riverport Industrial Park
- Elkhorn Creek Phase II - 48 unit tax credit apartment project
- Elk River Senior Housing - 40 unit tax credit apartment project
- Cambridge Station Apartments (Indianapolis, In) - 200 unit apartment rehab project
- Glenshades Apartments (Lexington, Ky.) - 184 unit apartment project (new construction)
- Elmira NY - Acquisition of 200,000 square foot office building and parking garage
- Muskegon, MI - Acquisition and sale of vacant land parcel
- Tyler, Tx - acquisition, plat approval and sale of 45 acre business park
- Cambridge Station Phase II (Indianapolis, In) - 296 unit apartment rehab project
- Harris Branch Apartments (Austin, Tx.) - 248 unit new construction apartment project
- Whispering Woods Apartments (Louisville, Ky.) - 48 unit new construction apartment project

Geographic Diversity of Projects

Louisville, Ky - numerous single family, apartment complex, and condominium projects
Georgetown, Ky - 3 apartment projects
Lexington, Ky - 184 unit apartment complex
Indianapolis, In - 456 apartment units
Hammond, In - Commercial building
Akron, Oh - (2) Commercial buildings
Alton, Ill - Commercial building
Lincolnton, GA - Commercial building
Cantizo Springs, Tx. - Dialysis Center
Tyler, Tx - Industrial Park (purchased, platted and sold)
Houston, Tx - Apartment complexes
New Orleans, La. - Apartment complex
Austin, Tx. - Apartment complexes
Muskegon, MI. - land (purchased and sold)
Elmira, NY - office building
Lexington, Ky - purchased several lots and constructed homes

Xpert Design & Construction, LLC EXPERIENCE

Property Name / Location	Property Type (LIHTC, Market, etc.)	Year Built / Constr. Started	# Units or SqFt	% Complete	State Housing Authority Project #	HOME/CDBG/OTHER Funding	Total Development Costs	Investor	Tax Credit Price
Cooper Chapel Condominiums Louisville, KY	Market Condominium	2004	56	100	N/A	N/A	\$4,200,000	N/A	N/A
Falcon Crest Patio Homes Louisville, KY	Market Patio Homes	2005	78	100	N/A	N/A	\$4,500,000	N/A	N/A
Elkhorn Creek Phase I Georgetown, KY	LIHTC	2005	44	100	KY-03-058	N/A	\$4,800,000	MMA Financial, LLC	\$0.89
Falcon Crest Apartments Louisville, KY	Tax Exempt Bonds	2005	208	100	KY-06-104	N/A	\$12,500,000	MMA Financial, LLC	\$0.83
Elkhorn Creek Phase II Georgetown, KY	LIHTC	2006	48	100	KY-04-501	N/A	\$2,750,000	MMA Financial, LLC	\$0.89
Elk River Senior Apartments Georgetown, KY	LIHTC	2006	40	100	KY-04-006	N/A	\$4,900,000	MMA Financial, LLC	\$0.89
Whispering Woods Louisville, KY	LIHTC	2006	48	100	KY-05-020	1,649,848	\$5,100,000	MMA Financial, LLC	\$0.82
Cambridge Station Indianapolis, IN	Tax Exempt Bonds	2006	200	100	IN-04-00100	N/A	\$12,700,000	MMA Financial, LLC	\$0.83
Cambridge Station Phase II Indianapolis, IN	Tax Exempt Bonds	2007	256	100	IN-05-02700	N/A	\$17,200,000	MMA Financial, LLC	\$0.83
Glenagles Apartments, Ltd Lexington, KY	Tax Exempt Bonds	2007	184	100	KY-06-105	N/A	\$17,500,000	MMA Financial, LLC	\$0.82
Harris Branch Apartments Austin, TX	Tax Exempt Bonds	2007	248	100	TX-05-82401	N/A	\$25,300,000	MMA Financial, LLC	\$0.98
Park Place at Loyola Austin, TX	Tax Exempt Bonds	2007	252	100	TX-07-80101	N/A	\$26,500,000	MMA Financial, LLC	\$0.97
Santora Villas Austin, TX	Tax Exempt Bonds	2007	192	100	TX-07-80601	N/A	\$23,030,000	MMA Financial, LLC	\$0.97
The Villas at Shaver Pasadena, TX	Tax Exempt Bonds	2007	240	100	TX-07-43501	N/A	\$27,900,000	MMA Financial, LLC	\$0.96
Inwood Crossings Wichita, KS	Tax Exempt Bonds	2007	260	100	07 - INWOOD	N/A	\$33,700,000	MMA Financial, LLC	\$0.72
Overlook Terraces Louisville, KY	Tax Exempt Bonds	2008	144	100	KY-09-102	1,475,000	\$27,900,000	MMA Financial, LLC	\$0.86
Whispering Woods Phase II Louisville, KY	LIHTC	2008	50	100	KY-08-023	N/A	\$6,300,000	MMA Financial, LLC	\$0.90
The Muses, LTD. New Orleans, LA	LIHTC	2009	211	100	07/08(FA)-08	\$2,000,000 HOME \$25,741,662 CDBG 2nd Mortgage	\$49,000,000	Stratford Capital Group	\$0.85
The Muses II, LTD. New Orleans, LA	Tax Exempt Bonds	2010	52	100	06-88BF	\$7,410,284 CDBG 850,000 TCAP	\$11,100,000	Stratford Capital Group	\$0.80
Melbourne Senior Alvin, TX	LIHTC	2010	110	100	TX-09907	N/A	\$16,100,000	TCEP	\$0.85
Floral Gardens Houston, TX	LIHTC	2010	100	100	TX-09978	\$728,000 HOME LOAN	\$14,300,000	TCEP	\$0.85
Towns Mall Commons Elizabethtown, KY	LIHTC	2010	94	100	KY-10-003	\$600,000 Monetized 1602 EX	\$12,300,000	Stratford Capital Group	\$0.70
Steeple Chase Farms Sherman, TX	LIHTC	2010	156	100	TX-10079	N/A	\$19,400,000	Stratford Capital Group	\$0.78
Cypress Gardens Houston, TX	LIHTC	2011	100	100	TX-10064	N/A	\$13,900,000	RBC Capital Markets	\$0.82
Woodcrest Baton Rouge, LA	Tax Exempt Bonds	2011	48	100	IG-2010-10	\$1,500,000 TCAP; \$2,250,000 CDBG / Gustav; \$789,000 HOME	\$7,300,000	Stratford Capital Group	\$0.85
Mallard Crossing Baton Rouge, LA	Tax Exempt Bonds	2011	192	100	IG-2010-10	\$1,500,000 TCAP; \$4,350,000 CDBG / Gustav; \$1,838,000 HOME	\$24,500,000	Stratford Capital Group	\$0.85
Village Du Lac Lafayette, LA	LIHTC	2012	140	100	TBD	N/A	\$9,170,000	CITI Real Estate Investors	N/A
Brookcreek Crossing Richmond, VA	LIHTC	2012	70	10%	TBD	N/A	\$10,670,000	N/A	N/A
TOTAL			3,821				\$444,220,000		

Attachment K

13. Funds Proposal.

Provide the following information to facilitate financial review of the proposed project:

c. Operating Proforma – In a format comparable to Table D below, prepare a minimum twenty (20) year financial Operating Proforma which realistically reflects the operation of the project relative to current and anticipated revenues, expenses and debt. The Proforma must indicate the anticipated debt coverage ratio (DCR) calculated as follows: $\text{net operating income (NOI) / debt service (DS) = DCR}$. For projects that will not carry debt, use the number "1" as the denominator in the equation.

40 yr Operating Income Statement w/ Debt Coverage Ratio - The Rail @ MLK Jr Station											
YEAR	1	2	3	4	5	6	7	8	9	10	11
GROSS ANNUAL INCOME											
Residential	-	25,404	2,071,994	2,873,492	2,960,892	3,050,951	3,143,748	3,239,368	3,337,897	3,439,422	3,542,605
Commercial	-	-	74,008	76,259	78,578	80,968	83,431	85,969	88,584	91,278	94,016
Other (storage, parking, etc)	-	3,954	332,490	447,238	460,841	474,858	489,301	504,184	519,519	535,321	551,380
Total Gross Annual Income	-	29,358	2,468,492	3,396,989	3,500,312	3,606,777	3,716,481	3,829,521	3,945,999	4,066,021	4,188,001
EXPENSES											
Salaries and Wages	-	2,330	190,008	263,508	271,533	279,782	288,291	297,060	306,095	315,406	324,868
Insurance	-	444	36,192	50,192	51,719	53,292	54,913	56,583	58,304	60,077	61,880
Taxes	-	3,744	305,370	423,495	436,376	449,649	463,325	477,418	491,939	506,902	522,109
Utilities - Common Areas	-	943	76,908	106,658	109,902	113,245	116,689	120,239	123,896	127,664	131,494
Management Fees	-	832	67,860	94,110	96,972	99,922	102,961	106,093	109,320	112,645	116,024
Administrative	-	555	45,240	62,740	64,648	66,615	68,641	70,729	72,880	75,097	77,349
Marketing	-	291	23,751	32,939	33,940	34,973	36,036	37,132	38,262	39,426	40,608
Contract Services	-	721	59,812	81,562	84,043	86,599	89,233	91,947	94,744	97,626	100,554
Repair and Maintenance	-	887	72,384	100,384	103,437	106,583	109,825	113,166	116,608	120,154	123,759
Community Support & Services	-	97	7,917	10,980	11,313	11,658	12,012	12,377	12,754	13,142	13,536
Total Expenses	-	10,844	884,443	1,226,567	1,263,874	1,302,316	1,341,927	1,382,743	1,424,801	1,468,138	1,512,182
NET OPERATING INCOME											
(NOI)	-	18,514	1,584,049	2,170,422	2,236,437	2,304,461	2,374,553	2,446,777	2,521,198	2,597,883	2,675,820
SOURCES OF FUNDS & DEBT SERVICE											
HUD 221D4 Loan Payments	-	-	758,835	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,339,886
TOTAL ANNUAL DEBT SERVICE											
(DS)	-	-	758,835	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861
CASH-FLOW AFTER DEBT SERVICE											
(CF = NOI - DS)	-	18,514	825,214	869,561	935,577	1,003,600	1,073,692	1,145,917	1,220,338	1,297,023	1,374,959
DEBT COVERAGE RATIO											
(DCR = NOI / DS)	-	-	2.09	1.67	1.72	1.77	1.83	1.88	1.94	2.00	2.06

12	13	14	15	16	17	18	19	20	21	22	23	24	25	26
3,648,883	3,758,349	3,871,100	3,987,233	4,106,850	4,230,055	4,356,957	4,487,666	4,622,296	4,760,965	4,903,794	5,050,907	5,202,435	5,358,508	5,519,263
96,837	99,742	102,734	105,816	108,991	112,260	115,628	119,097	122,670	126,350	130,141	134,045	138,066	142,208	146,474
567,932	584,959	602,508	620,583	639,201	658,377	678,128	698,472	719,426	741,009	763,239	786,136	809,720	834,012	859,032
4,313,641	4,443,051	4,576,342	4,713,632	4,855,041	5,000,693	5,150,713	5,305,235	5,464,392	5,628,324	5,797,173	5,971,089	6,150,221	6,334,728	6,524,770
334,614	344,652	354,992	365,641	376,611	387,909	399,546	411,533	423,879	436,595	449,693	463,184	477,079	491,392	506,133
63,736	65,648	67,617	69,646	71,735	73,887	76,104	78,387	80,739	83,161	85,656	88,225	90,872	93,598	96,406
537,772	553,905	570,522	587,638	605,267	623,425	642,128	661,392	681,234	701,671	722,721	744,402	766,734	789,736	813,428
135,439	139,502	143,687	147,998	152,438	157,011	161,721	166,573	171,570	176,717	182,019	187,479	193,103	198,897	204,863
119,505	123,090	126,783	130,586	134,504	138,539	142,695	146,976	151,385	155,927	160,605	165,423	170,385	175,497	180,762
79,670	82,060	84,522	87,057	89,669	92,359	95,130	97,984	100,923	103,951	107,070	110,282	113,590	116,998	120,508
41,827	43,082	44,374	45,705	47,076	48,489	49,943	51,442	52,985	54,574	56,212	57,898	59,635	61,424	63,267
103,571	106,678	109,878	113,175	116,570	120,067	123,669	127,379	131,201	135,137	139,191	143,366	147,667	152,097	156,660
127,472	131,296	135,235	139,292	143,471	147,775	152,208	156,774	161,478	166,322	171,312	176,451	181,744	187,197	192,813
13,942	14,361	14,791	15,235	15,692	16,163	16,648	17,147	17,662	18,191	18,737	19,299	19,878	20,475	21,089
1,557,547	1,604,274	1,652,402	1,701,974	1,753,033	1,805,624	1,859,793	1,915,587	1,973,054	2,032,246	2,093,213	2,156,010	2,220,690	2,287,311	2,355,930
2,756,094	2,838,777	2,923,940	3,011,659	3,102,008	3,195,069	3,290,921	3,389,648	3,491,338	3,596,078	3,703,960	3,815,079	3,929,531	4,047,417	4,168,840
1,380,083	1,421,486	1,464,120	1,508,054	1,553,296	1,599,894	1,647,891	1,697,328	1,748,248	1,800,695	1,854,716	1,910,358	1,967,668	2,026,698	2,087,499
1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861
1,455,233	1,537,916	1,623,079	1,710,798	1,801,147	1,894,208	1,990,060	2,088,787	2,190,477	2,295,217	2,403,099	2,514,218	2,628,670	2,746,556	2,867,979
2,12	2,18	2,25	2,32	2,38	2,46	2,53	2,61	2,68	2,76	2,85	2,93	3,02	3,11	3,20

27	28	29	30	31	32	33	34	35	36	37	38	39	40
5,604,841	5,855,386	6,031,048	6,211,979	6,398,338	6,590,289	6,787,997	6,991,637	7,201,386	7,417,428	7,639,951	7,869,149	8,105,224	8,348,380
150,869	155,395	160,057	164,858	169,804	174,998	180,345	185,949	191,711	196,849	202,755	208,837	215,103	221,556
884,803	911,347	938,688	966,848	995,854	1,025,730	1,056,501	1,088,197	1,120,842	1,154,468	1,189,102	1,224,775	1,261,518	1,299,364
6,720,513	6,922,128	7,129,792	7,343,686	7,563,996	7,790,916	8,024,644	8,265,383	8,513,345	8,768,745	9,031,807	9,302,761	9,581,844	9,869,300
521,317	536,957	553,066	569,657	586,747	604,350	622,480	641,154	660,389	680,201	700,607	721,625	743,274	765,572
99,299	102,277	105,346	108,506	111,761	115,114	118,568	122,125	125,788	129,562	133,449	137,452	141,576	145,823
837,831	862,966	888,855	915,521	942,987	971,276	1,000,414	1,030,427	1,061,340	1,093,180	1,125,975	1,159,755	1,194,547	1,230,384
211,009	217,340	223,860	230,576	237,493	244,618	251,956	259,515	267,300	275,319	283,579	292,086	300,849	309,874
186,185	191,770	197,523	203,449	209,553	215,839	222,314	228,984	235,853	242,929	250,217	257,723	265,455	273,419
124,123	127,847	131,682	135,633	139,702	143,893	148,210	152,656	157,236	161,953	166,811	171,815	176,970	182,279
65,165	67,120	69,133	71,207	73,343	75,544	77,810	80,144	82,549	85,025	87,576	90,203	92,909	95,696
161,360	166,201	171,187	176,323	181,612	187,061	192,672	198,453	204,406	210,538	216,854	223,360	230,061	236,963
198,597	204,555	210,692	217,012	223,523	230,228	237,135	244,249	251,577	259,124	266,898	274,905	283,152	291,646
21,722	22,373	23,044	23,736	24,448	25,181	25,937	26,715	27,516	28,342	29,192	30,068	30,970	31,899
2,426,608	2,499,406	2,574,388	2,651,620	2,731,168	2,813,104	2,897,497	2,984,422	3,073,954	3,166,173	3,261,158	3,358,993	3,459,763	3,563,555
4,293,905	4,422,722	4,555,404	4,692,066	4,832,828	4,977,813	5,127,147	5,280,961	5,439,390	5,602,572	5,770,649	5,943,769	6,122,082	6,305,744
2,150,124	2,214,628	2,281,067	2,349,499	2,419,984	2,492,583	2,567,361	2,644,382	2,723,713	2,805,425	2,889,587	2,976,275	3,065,563	3,157,530
1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861	1,300,861
2,993,044	3,121,861	3,254,543	3,391,205	3,531,967	3,676,952	3,826,286	3,980,100	4,138,529	4,301,711	4,469,788	4,642,908	4,821,221	5,004,883
3.30	3.40	3.50	3.61	3.72	3.83	3.94	4.06	4.18	4.31	4.44	4.57	4.71	4.85

Attachment L

14. Good Neighbor Policy.

Please refer to the City's Good Neighbor Guidelines and demonstrate compliance with the Good Neighbor Policy by completing the Good Neighbor Checklist and providing the documentation requested.

The Rail at MLK Jr Station Good Neighbor Plan

The Rail at MLK Jr Station is located within the boundaries of the Chestnut Neighborhood Plan area. We do not anticipate opposition to the proposed redevelopment of the property, as it will improve the condition of the property. Lonestar Development Partners has reviewed the Neighborhood Plan and believes the proposed construction of The Rail at MLK Jr Station is not only consistent with the future land use map but also meets many of the plan objectives and addresses several concerns raised in the plan, particularly:

- **Economic Development – Goal Four: IMPROVE THE BUSINESS CLIMATE OF THE CHESTNUT NEIGHBORHOOD.**
 - **Background:** The clean up of vacant lots and cars was cited in survey results as the single most important action that could be taken to attract more businesses to the Chestnut area (48%). This response was also upheld by non residential property owners (80%) who cited this need as very important (second only to public safety). Accordingly, both residents and non residential property owners perceive a direct relationship between this condition and the area's persistent crime problems. Actions related to these issues are listed in the Environment and Parks section of this plan (Goal 2).

- **Objective 6. 4: Increase employment opportunities for youth.**
 - Explore the feasibility of collaborative efforts with the Parks and Recreation Department, Health and Human Services Department, Austin Public Library, church and civic entities to involve and coordinate opportunities for the neighborhood's youth, such as expanded after school programs, mentoring and training youth for housing construction and rehabilitation, clean up and graffiti removal activities, and park and green space development programs.

Notification

Lonestar Development Partners has prepared a letter that will be sent to all neighbors within 500 feet of the property. This letter, which meets both City of Austin and Texas Department of Housing and Community Affairs notification requirements, will be mailed on execution of the purchase and sale agreement and is attached for reference. This letter includes contact information for the appointed Single-Point-of-Contact (SPOC) who will serve as the Development Team Liaison.

Pre-Application Engagement

As explained in the Good Neighbor Policy Checklist, the purpose of a community engagement plan is to promote, "open, ongoing two-way communication between developers and neighbors," in order to "prevent misunderstandings, facilitate

prompt resolution of any inadvertent misunderstandings and provide a fair, thoughtful, dependable means of resolving differences." Lonestar Development Partners intends to abide by these guidelines and create a "positive, open dialogue between housing developers and neighbors" that will benefit all parties.

Chestnut Plaza Residents

Chestnut Plaza is approximately 30% occupied. Although the property currently is included in a self-sustaining condo regime, it does maintain a level of responsibility to its neighbors. LDP will notify the existing residents of Chestnut Plaza as required by TDHCA. Following the execution of the purchase and sale agreement, LDP will notify the existing residents and answer any questions or concerns they may have.

Neighborhood Organizations:

Lonestar Development Partners will consult the online City of Austin Community Registry to identify any Neighborhood Associations with boundaries including the development site.

Organizations already identified include:

Chestnut Addition Neighborhood Association (CANA)

LDP will notify the above organizations and provided preliminary information about the project with a letter addressed to the organization's community registry contact following the execution of the purchase and sale agreement. Following the submission of financing applications, LDP will coordinate with these organizations to attend a scheduled meeting and present information to the organization's members. LDP will identify a Single-Point-of-Contact (SPOC) from the neighborhood organizations to serve as the counterpart liaison for exchanging information.

Application Requirements

Communications Plan

A Communications Plan has been prepared to guide interactions with the neighbors of the site and Neighborhood Associations with boundaries containing the site. The Plan is outlined below:

- Review Chestnut Neighborhood Plan for compliance
- Send required notices under City of Austin programs
- Following execution of purchase and sale agreement, hold a meeting with Chestnut Plaza residents to gather input, discuss concerns, and answer questions regarding rehabilitation process
- Following execution of purchase and sale agreement, engage and coordinate with the identified Neighborhood Associations to attend community meetings
- Identify a Single Point of Contact (SPOC) for both the Development Team and the community organization
- Provide monthly updates on development of project

A signed copy of the Good Neighbor Policy Checklist has been provided.

Ongoing Communication - Construction and Operation Periods

As discussed above, Lonestar Development Partners will provide the engaged Neighborhood Associations with monthly updates throughout the development of the property and will keep a line of communication open via the SPOC to answer questions or concerns. Once The Rail at MLK Jr Station has been placed in service, the on-site property management staff will be available to receive any neighbor concerns and communicate them to the LDP executive staff.



October 00, 2015

Dear Neighbor:

This letter serves to notify you that Lonestar Development Partners, LLC (LDP) will be applying for Rental Housing Development Assistance (RHDA) through the Austin Housing Finance Corporation (AHFC) for development of the property located at 2921 E. 17th Street Austin TX 78702 .

The 225-unit proposed project will be a six-story new construction on 0.96 acres at the intersection of Alexander Avenue and 17th Street in northeast Austin. The subject is proposed with an average unit size 493 square feet and an average rent of \$1,073/month. The site has permissible zoning.

LDP will apply in October for a City of Austin Rental Housing Development Assistance (RHDA) loan. In return for a long-term restriction on 25% of units at 60% AMI, the RHDA program offers developers up to \$2.5 million in interest-only secondary financing. The sponsor has had preliminary conversations with City staff and believe its application will be well received.

LDP has negotiated the purchase of the proposed site and will serve as the developer of the subject property. LDP is led by Chris Kopacek, Ryan Larson, and Taylor Wilson, all are Austin residents with experience in real estate finance. They have previously developed three multifamily properties (179 units) in the greater-Austin area.

LDP has intentionally selected development team partners with FHA experience. Austin-based Kelly Grossman Architects has previously designed several FHA insured properties. Additionally, Kelly Grossman has specialized experience with high-density urban projects. Big Red Dog will serve as the civil engineer. The General Contractor, Xpert Design & Construction, LLC has built over 4,000 apartment units including the FHA-insured Steeple Chase Farms (Sherman, TX) and Harris Branch Family & Seniors (Austin, TX). Capstone Management serves as the third party manager for over 35,000 multifamily units.

LDP intends to keep The Rail at Mlk Jr Station's neighbors updated during the construction process. Following the execution of purchase and sale agreements we will coordinate to attend neighborhood association meetings in order to discuss the project and receive neighborhood input. We appreciate your cooperation and ask that you direct any questions to the designated single point of contact, Chris Kopacek, at: chris@lonestardevelopmentpartners.com.

Sincerely,

Patrick O'Shaughnessy
Director | Lonestar Development Partners

Attachment M

15. Description of Supportive Services.

If supportive services are NOT to be provided, please stop here. For all other projects, if supportive services are to be provided to residents, provide a description of the services that includes the following information:

d. Provide resumes of key personnel who will be actively involved in the delivery of services. Resumes should include information about certifications, licenses, years of experience, and education.