

Form Name: 6909 Ryan Drive RFQ
Submission Time: March 20, 2024 3:46 pm
Browser: Chrome 122.0.0.0 / Windows
IP Address: 76.231.244.123
Unique ID: 1206768754

Description Area

Request For Qualifications 6909 Ryan DriveAffordable Rental Housing Development OpportunitySubmissions Due: 11:59 p.m. CS----T on March 20th, 2024Please fill out this form to submit a response to the RFQ for 6909 Ryan Drive.You can find the RFQ here.Note: This application has a "save and resume later" option that saves all information you have entered - except for document uploads - until you are ready to submit a completed form. Be sure to click the "Save and Resume Later" button at the bottom to use this feature, and to upload all attachments prior to submitting. If you have any questions about this application, please contact Sarah Ramos or Alex Radtke.

Exhibit A: RFQ Response Form, Affidavits, and Certifications

Development Team Questions - 35 points

Description Area

The following questions provide AHFC with initial qualifying information regarding a respondent's experience with and approach to multi-family and mixed use developments.

Description Area

1. Please provide the company name, point of contact name, and point of contact email for each of the following members of your proposed development team for this development. Unscored

Developer Name

Louis Bernardy

Developer Company

McCormack Baron Salazar, Inc.

Developer Email

louis.bernardy@mccormackbaron.com

Architect Name

Jason Haskins

Architect Company

hatch + ulland owen architects

Architect Email

jasonhaskins@huoarchitects.com

Engineer Name

Shelly Mitchell

Engineer Company

Pape-Dawson Consulting Engineers, LLC

Engineer Email

smitchell@pape-dawson.com

Property Manager Name

LaShona McGrew

Property Manager Company

McCormack Baron Management, Inc.

2. Please describe why your development team is best suited to develop the site.

McCormack Baron Salazar, Inc. (MBS), McCormack Baron Management (MBM), and our local development team members hatch + ulland owen architects (h+uo) and Pape-Dawson Engineers (PD) are best suited to develop the site for the five following reasons:

A.) MBS' and MBM's 51-year nationally acclaimed community development and management experience;

B.) Our team's deep knowledge and track record of successfully developing transit-oriented developments (TODs) and mixed-income housing in other major cities comparable to Austin;

C.) Our dedicated Texas-based team and vast multifamily experience in the state;

D.) The depth of experience of our Austin-based/local experts, and;

E.) Our team's specific and extensive familiarity with 6909 Ryan Drive ("Ryan Drive")

For bullets A through C above, our team's unmatched national and Texas-based experience in community and stakeholder engagement and developing and managing complex, mixed-use developments is further detailed in Response No. 3, 4, 7 (Projects 1 & 2) and 9 of the submission.

For bullet D above, the scale, affordability requirements, mixed-use, and transit focus inherent in the site are all features that our local team members (architects h+uo and engineers PD) have extensive experience working with. Their experience is detailed in Response No. 4 of the submission.

For bullet E above, MBS, MBM, and h+uo are very familiar with the Ryan Drive site and have previously crafted a thoughtful plan that would be responsive to the needs of the community. Our team understands that importance of the Ryan Drive project to the city and are committed to achieving the goals and priorities established by the previous engagement process. MBS dedicated design team and h+uo have studied this site multiple times for different scenarios. Our proposed development plan for Ryan Drive will eliminate an eyesore, bring much needed amenity space to the neighborhood, and increase access to public transportation. Ultimately, this is the kind of mission-driven, innovative, mixed-use development that MBS and our team members are excited in pursuing. We see it as a critical component toward increasing the supply of affordable and workforce housing in the heart of Austin. We welcome the opportunity to publicly vet this plan and work together to create a project everyone can be proud of.

3. How many multi-family developments has the developer or co-developer who will act as guarantor for this development placed in service within the last ten years? Provide a list of developments with the following: a) Name; b) Address; c) Number of units; d) Date of last Certificate of Occupancy; e) Affordability Restrictions (if any)

4. Please describe your development team's experience with designing, financing, developing, and operating mixed-use developments.

MBS is a nationally acclaimed developer of affordable & mixed-income housing. Over the past 50 years, we have developed over 26,000 units & 1.6 million (M) SF of commercial space, totaling \$5.6 billion (B) in investment. MBS has extensive experience designing, financing, developing, & operating housing in Texas. MBS has developed several TODs in major cities with MBM as management & USI as service provider. Our projects include:

> Stop Six—Fort Worth, TX (ongoing): 924 units; \$326M total development cost (TDC); multiphase; mixed-income; Enterprise Green Community (EGC); Choice Neighborhood Initiative (CNI); commercial, recreation, education, & health & safety services.

> East Meadows—San Antonio, TX (2018): 412 units; \$83M TDC; multiphase; mixed-income; LEED-ND; EGC; CNI project; large 2-acre park & BiblioTech—an all-digital public library.

> Santa Cecilia—Los Angeles (LA), CA (2017): 80 units; \$33M TDC; TOD next to train station; commercial; LEED Platinum; public art; partnership with LA County Metropolitan Transportation Authority (METRO).

> Taylor Yard Transit Village—LA, CA (2021): multiphase; 400 units; \$126M TDC; TOD that promotes transit ridership; 25,000 SF of retail; LEED ND; walking trails, public art, & stormwater reclamation; METRO partnership.

> Metro Hollywood/Carlton Court—LA, CA (2004): 121 units; \$25M; first low-income “transit villages” in LA; TOD over rail station; retail & day care; METRO partnership.

> Dr. Davis Senior Residence in San Francisco & MacArthur Park in LA—details provided in Response No. 7 Projects 1 & 2.

Our team also includes Austin-based firms with deep, local expertise in designing/engineering mixed-use, mixed-income housing:

> h+uo is an award-winning architecture firm focused on visionary, sustainable, & socially-responsible design. h+uo's projects include the Chicon, a grassroots, neighborhood-led, mixed-use affordable condo; and EastVillage, a 700,000 SF town center with 422 units. These projects exhibit h+uo's ability to address complex accessibility, equity, & regulatory requirements necessary for Ryan Drive.

> PD has a distinguished track record engineering mixed-use affordable housing & TOD projects, which include Domain South End (30 acres & mixed-use), Capitol Quarters (downtown mixed-use; 90 units), Decker Lofts (TDHCA multifamily), and Trailhead 2. Services include feasibility, surveying, master planning, infrastructure design, platting, permitting, & construction administration.

5. Please describe your anticipated financing strategy for this project.

Ryan Drive can be financed in one of three primary structures. The most likely structure is the standard LIHTC partnership, which would rely on 4% LIHTC & tax-exempt bonds. MBS has worked with TDHCA for decades & maintains relationships with staff. This familiarity with program requirements will be helpful in the long-term ownership of the asset in partnership with the AHFC. The project is most likely too big for a 9% allocation, which are competitive. One of the challenges for a 4% LIHTC structure is the lack of a qualified census tract or designated difficult to develop area, both of which would increase the LIHTC by 130%. This can be overcome by leveraging additional subsidy programs, which will already be part of the capital plan. A second structure is raising equity from non-LIHTC equity investors in a standard financing structure. Middle-income non-LIHTC investors are motivated by the Community Reinvestment Act their bank clients need to satisfy their federally mandated investment tests. This structure would include a first mortgage & will allow for additional development subsidy, as well as tax exemption. This is a structure we used recently in partnership with Cleveland Clinic. A third structure would require the issuance of 501(c) bonds by a qualified nonprofit owner/issuer. The key here is the ability to leverage 100% of net operating income. The structure can include tax exemption, as well as additional development subsidies. MBS is seeing this structure employed in more middle-market developments recently. The U.S. Departments of Transportation & Energy are currently touting programs for green & TOD mixed-income developments. These programs are tied to infrastructure spending, which is targeted at urban development like Ryan Drive. These programs can work with our proposed financing structures. An MBS project in Syracuse recently received \$180 million federal grant to demo a portion of I-81 that has divided a community for decades. MBS has a 50-year track record of winning the funds that make our communities possible. In Texas, our work with Fort Worth Housing Solutions was awarded \$9+ million in Federal Community Projects Funding to support water, sewer, storm water management & infrastructure to support 542 mixed-income units. MBS is adept at winning Congressionally-directed spending & other federal, state & local programs available for our developments. At this time, it makes sense to start with the LIHTC structure.

6. Provide a copy of the most recent certified financial audit or disclosures (completed within the last two years) from the developer who will act as guarantor for this development.

Example Developments - 40 Points

Description Area	7. Provide a detailed summary of two of the developer's or co-developer's most innovative and successful developments placed in service within the last seven years. 40 Points
Project Description (Project 1)	<p>The Dr. George W. Davis Senior Residence & Senior Center (Davis Senior) was a community dream by Dr. George Davis, Executive Director of Bayview Hunters Point Multipurpose Senior Services (BHPMSS) in San Francisco. Dr. Davis envisioned a place for seniors to age with dignity.</p> <p>Davis Senior is a mixed-use TOD with 120 rental units and a 14,000 SF Senior Center. It includes on-site management/leasing, community and fitness center, garage, & laundry rooms. The Senior Center serves the broader community and provides meals, recreation, classes, health & wellness uses, events, and social services/case management. Residents have excellent transit access to adjacent light rail & bus stations.</p> <p>Davis Senior is part of the Eastern Bayview CNI which received a \$30.5M CNI Grant in 2011 from the U.S. Dept. of Housing and Urban Development (HUD). Seniors in existing public housing have priority to live in Davis Senior, & 23 units are set aside for formerly chronically homeless seniors.</p>
Placed-in-service Date (Project 1)	May 24, 2019
Address (Project 1)	1751 Carroll Avenue, San Francisco, CA 94124; Service Date: 5/24/2016 (calendar above did not allow for dates beyond 2019)
Type of development (e.g., single family, detached condo, attached condo, multifamily condo) (Project 1)	5-story, multifamily rental housing for low-income seniors ages 62 and older, and 14,000 SF senior center, certified Platinum LEED for Homes
Income restrictions (Number of Units at or below 30% MFI, Number of Units at or below 50% MFI, Number of Units at or below 60% MFI, Number of units at or below 80% MFI, Number of units at or below 120% MFI, Number of unrestricted units) (Project 1)	37 units at or below 30% Area Median Income (AMI) 12 units at or below 35% AMI 12 units at or below 40% AMI 12 units at or below 45% AMI 12 units at or below 50% AMI 35 units at or below 60% AMI 1 manager unit at or below 60% AMI
Number of Units by Bedroom Count (Number of efficiencies, Number of 1 bedrooms, Number of 2 bedrooms, Number of 3 bedrooms, Number of 4+ bedrooms) (Project 1)	109 1-bedroom (BR) units 11 2-bedroom units 1 manager unit
Target population (Project 1)	Low-income seniors ages 62 and older and 23 units set aside for formerly chronically homeless seniors; senior in the Alice Griffith public housing development have first priority to live in Davis Senior

Partnership structure, including specifying if this was a public/private partnership (Project 1)

Davis Senior was a partnership between MBS & BHPMSS, a California nonprofit public benefit corporation. MBS and BHPMSS created Bayview Supportive Housing, LLC to develop Davis Senior. MBS was the lead developer entity, and BHPMSS is the local nonprofit entity operating the Senior Center at the ground floor level of the building and providing services to seniors in the Bayview community and larger public. As part of the project's TOD and mixed-use component, clients come to the center by bus, paratransit, shuttle, and walking, in addition to those seniors who live in the housing directly above the center. More details of the partnership structure are provided below:

Current Structure

Carroll Avenue Senior Homes, L.P. is the Project Sponsor/Owner. Carroll Avenue Senior Homes MBS GP, Inc. is currently the sole General Partner of Carroll Avenue Senior Homes, L.P., and MBS ILP, Inc. is the Initial Limited Partner. Carroll Avenue Senior Homes MBS GP, Inc. is a wholly owned subsidiary of the parent entity MBA Properties, Inc.

Structure Through the Low-Income Use Period

Carroll Avenue Senior Homes, L.P. will continue to own the proposed development through the low-income use period. Carroll Avenue Senior Homes MBS GP, Inc. (the Administrative General Partner) will remain in partnership through the low-income use period.

Organizational Structure for Developer

Bayview Supportive Housing, LLC. is the Project Developer. MBS acts as Member of Bayview Supportive Housing, LLC., and BHPMSS is the Managing Member. MBS is a wholly owned subsidiary of the parent entity MBA Properties, Inc.

**Primary funding strategy and sources
(Project 1)**

Funding Strategy

The Senior Center and rental housing, while in the same building, is owned (i.e., air rights) and operated separately. Project financing is a combination of tax-exempt bonds and 4% Low Income Housing Tax Credits, New Markets Tax Credits, and gap financing. The project received 120 Section 8 vouchers for a 15-year term with a 15-year extension. Federal funds were not used in the financing of the project. While Federal capital sources were not used, the inclusion of the Project Based Vouchers required the development be subject to Davis-Bacon Prevailing Wage requirements.

Funding sources include:

- > First Mortgage: \$8,950,000
- > Local Cities and State: \$24,772,000
- > Equity: \$21,225,000

Total Development Cost: \$54,947,000

Major finance sponsors of the project include Citi Community Capital, Wells Fargo Bank and Wells Fargo Community Lending and Investment. The San Francisco Office of Community Investment and Infrastructure, the state Department of Housing and Community Development, the City and County of San Francisco, the Mayor's Office of Housing & Community Development, the California Tax Credit Allocation Committee, the California Debt Limit Allocation Committee, the Housing Authority of the City & County of San Francisco and the Weinberg Foundation, were also instrumental in providing funding and grants for the project. The project is part of the United States Department of Housing and Urban Development's (HUD) Eastern Bayview Choice Neighborhood Initiative.

Current occupancy rate (Project 1)

94.2% as of January 2024

What were the design considerations for this project and how did they impact the project? (Project 1)

Context & Relevance

The previous site features/context of Davis Senior are very similar to Ryan Drive. Like Ryan Drive, Davis Senior was located on a 6-acre vacant site surrounded by industrial uses, an existing rail line, and a light rail station. Now, Davis Senior is a successful mixed-use, affordable, TOD, with a grassroots community-driven vision akin to what is envisioned for Ryan Drive.

Unique Design

Davis Senior is organized into two wings & a center core surrounding a common courtyard. The ground level has a public Senior Center & a common area for residents. The building is appropriately scaled and features bays and a curving center that mark the entry and provide a human scale. The design incorporates several "Afro-centric" elements to respond to community feedback and the ancestry/history of neighborhood residents. The recesses are painted in a mosaic of colors to evoke West African textiles, the curving center replicates the rounded forms found in many African countries, and the railing pattern at the courtyard features cutouts of African symbols. The building colors take their cue from traditional African textiles. The project's impact is evident from its striking form, appropriate scale, and celebration of community history.

Public Improvements & Transit

Pedestrians can access the site from light rail & bus stops on Third Street approximately one block away from Davis Senior. The walk is safe and pleasant due to new tree-lined sidewalks & public parking on Carroll Avenue.

Green Features

Davis Senior meets green standards per code & is certified Platinum LEED for Homes. Green features include Energy-Star appliances & fixtures, providing water-conserving appliances & fixtures, construction water management techniques, and recycling content material. Its impact includes reduced environmental impact; more energy-efficient living; and energy cost savings for tenants. Residents & staff are trained on energy-efficiency features in the building & units.

Open Space, Buffers, Easements, & Landscaping

Davis Senior provides ample landscaping & open spaces, including a courtyard, communal food garden, & outdoor activity space. There is a tree-lined fire access easement & buffer on the west between the property & train tracks. Surface parking spaces in the drop-off area are screened from view with street trees. The site consists of attractive landscaping, traditional concrete hardscape, & permeable pavers.

How the project shifted from initial underwriting/approvals through closing, construction, and conversion (Project 1)

The initial financing models anticipated utilizing a 9% tax credit model. However, due to uncertainty in the financing market and limited availability of 9% tax credit awards in the California Tax Credit Allocation region, the financing model was changed to a tax-exempt bond and 4% LIHTC financing model. In addition, as the Senior Center component of the development evolved, a decision was made to incorporate New Market Tax Credits (NMTC) in order to maximize funding source opportunities. This also involved the subdivision of the development by an air rights subdivision, which allowed two types of tax credits to be utilized on one development.

The deal structure included a private placement bond execution, with Citi Bank lender purchasing the bonds, and Wells Fargo was the equity investor. The hybrid financing structure leveraged local public investment from the City of San Francisco. In addition, Project Based vouchers (PBV) were secured from the San Francisco Housing Authority to help provide maximum affordability for the low and extremely low-income seniors, while maximizing private activity bond leverage.?

Describe your community engagement efforts during pre-development, construction, and operation (Project 1)

The community engagement efforts for Davis Senior were done in partnership with local nonprofit senior service provider BHPMSS. For fifty years, BHPMSS has responded to community needs & served as a catalyst for neighborhood activism & advocacy in the Bayview Hunters Point (Bayview) neighborhood. Together, MBS and BHPMSS worked on a community-driven vision to create a one-of-a-kind, state-of-the-art senior center & senior housing that serve the neighborhood's aging population.

For 36 years, BHPMSS has operated a senior center in the Bayview neighborhood, establishing a strong relationship with community members. The partnership was the ideal vehicle for MBS to facilitate community engagement efforts and understand community needs during the development process. As the executive director of BHPMSS for 30 years, Dr. George W. Davis Senior had a community dream for a place within the Bayview neighborhood that allows seniors, regardless of income, to age with grace & dignity. A longtime activist, Dr. Davis was influential in developing relationships with local, state, & federal agencies as well as private developers, foundations, & corporations. Through the relationships established by Dr. Davis & the BHPMSS, the project gained broad support from community members & financing sponsors that resulted in funding for Davis Senior.

As discussed in the "design considerations" section for Project 1, our team reached out to neighborhood residence for community feedback on the design of Davis Senior. The engagement process resulted in the incorporation of several "Afro-centric" elements, as a response to the ancestry and history of many neighborhood residents. Additionally, as part of our community engagement efforts, our team also reached out to senior citizens in the Alice Griffith public housing development nearby, who had first priority to live in Davis Senior.

As part of operations & the long-term vision of Davis Senior, BHPMSS continues to engage seniors and improve their economic circumstances, health, & well-being. These engagement efforts take place in Davis Senior's senior center, serving as a hub of community services that engage seniors & persons with disabilities. The senior center provides services & structured programs, as well as a central meeting place — a true community center where some seniors can come together. The close & regular interactions with users allow BHPMSS to remain engaged with community members & understand their needs.

Please attach underwriting pro forma for the development, as approved by either the state housing finance agency, the lender, or the equity investor (Project 1)

Project Description (Project 2)

One block east of the Westlake/MacArthur Park Red Line Station, MacArthur Park Apartments (MacArthur Park) is a mixed-use, TOD consisting of 90 affordable rental units and 15,000 square feet of ground floor commercial space.

The project overcame two major construction obstacles. The first obstacle was building over the subway tunnel that traverses the site diagonally, requiring intricate engineering. The second major obstacle was the discovery of contaminated soil, which required remediation and removal as well as backfilling with clean soil.

The sustainably built development not only defines a public space to encourage public transit ridership and pedestrian activity, but also provides a safe environment for families. Each household receives a free monthly METRO pass to further encourage the use of public transportation. The project also provides social services, including an after-school program for children and adult education, health, and wellness and skill building classes.

Placed-in-service Date (Project 2)

May 10, 2019

Address (Project 2)

681 S. Bonnie Brae, Los Angeles, California 90057; Service Date: 5/10/2012 (calendar above did not allow for dates beyond 2019)

Type of development (e.g., single family, detached condo, attached condo, multifamily condo) (Project 2)

Mixed-use, affordable, three- to four-story multifamily TOD with ground floor retail

Income restrictions (Number of Units at or below 30% MFI, Number of Units at or below 50% MFI, Number of Units at or below 60% MFI, Number of units at or below 80% MFI, Number of units at or below 120% MFI, Number of unrestricted units) (Project 2)

8 units at or below 20% AMI
 11 units at or below 30% AMI
 11 units at or below 35% AMI
 15 units at or below 50% AMI
 44 units at or below 60% AMI
 1 manager unit

Number of Units by Bedroom Count (Number of efficiencies, Number of 1 bedrooms, Number of 2 bedrooms, Number of 3 bedrooms, Number of 4+ bedrooms) (Project 2)

63 2-BR units
 27 3-BR units

Target population (Project 2)

Families earning at or below 60% of AMI

Partnership structure, including specifying if this was a public/private partnership (Project 2)

MBS formed a complex public-private-community partnership with local nonprofit development partner Los Angeles Housing Partnership (LAHP) and Polis Builders, Inc. (PB) to connect affordable housing to jobs and opportunities for working families, and provide a safe, livable, walkable community with services and retail for residents and transit riders. The result of this partnership is the MacArthur Park TOD.

LAHP is a non-profit housing developer established in 1989. LAHP is dedicated to preserving, expanding and ensuring the long term affordability of decent housing in the City and County of Los Angeles for low income households and the homeless.

MBS, in conjunction with LAHP, entered into a 68-year ground lease with the Los Angeles County Metropolitan Transportation Authority (LACMTA). LACMTA is the county agency that plans, operates, and coordinates funding for most of the public transportation system in Los Angeles County in California.

Our financing partners are provided in the next section under “primary funding strategy and sources”.

Primary funding strategy and sources (Project 2)

Details of our funding strategy are provided later in the response where respondents are asked to provide “how the project shift from initial underwriting/approvals through closing, construction, and conversion.” MacArthur Park has commercial and residential components, which are separately financed.

Our financing partners/sources include:

Residential Component: \$35,256,960

1. Bank of America: \$2,450,000 (purchaser of privately placed tax-exempt bonds; permanent first mortgage lender)
2. HCD TOD Program: \$8,568,755 (TOD loan awarded)
3. LAHD AHTF: \$9,968,307
4. City of Industry: \$1,459,000
5. CRA/LA: \$1,400,000
6. ARRA TCAP: \$1,529,761 (CTCAC ARRA Program)
7. Goldman Sachs - LIHTC Equity: \$9,741,137 (LIHTC equity partner)
8. Deferred Fee \$140,000

Commercial Component: \$9,598,148

1. Goldman Sachs: \$3,090,000 (lender for commercial debt)
2. LACMTA: \$4,000,000
3. MBS Urban Initiatives CDE – NMTC: \$2,508,148 (NMTC equity partner)

Current occupancy rate (Project 2)

98.9% as of January 2024

What were the design considerations for this project and how did they impact the project? (Project 2)

MacArthur Park is a landmark project. It is designed to be a catalyst for the larger neighborhood & a wonderful place to live while overcoming various infill TOD challenges (environmental remediation, space constraints, transit infrastructure, & structural challenges). The design of MacArthur Park is based on 6 fundamental concepts:

1. Context & local references: The design learns from, integrates, and enhances local cultural & civic features. Many fundamental design decisions have been derived from local buildings & landscapes. From scale & color, to typologies (inspired by the local California courtyard housing, such as the Granada Building) to small details like local patterns of decorative iron, MacArthur Park incorporates & benefits from the history of its neighborhood.

2. Microclimates: Design in Southern California must engage our climate. Cooling courtyards with shade are one example of climate-appropriate design. Apartment cross ventilation & window overhangs save energy & allow residents to enjoy the weather. Energy usage substantially exceeds state requirements. All units are individually metered to encourage residents to use energy more responsibly.

3. Walkability & Mix of Uses: The building's sidewalk edges are a composition of storefronts, front doors, courtyard gates, community room windows, garden walls, & "urban landscaping." At the ground floor, there is about 14,500 SF of retail space from 7th Street and an additional 1,200 SF of retail space located along Westlake Avenue.

4. Security through Design: Security systems include integrally designed decorative steel fencing, keyed entry gates, & a completely fenced perimeter. Two prominently located elevators are in the view of many apartments. Most important is a design that is security conscious, locating windows for "eyes" on all common areas & the street.

5. Engineering & Construction over Subway: Building over the subway tunnel that traverses the site required creative solutions from our design & engineering team. In some locations, the tunnel is only 6 feet beneath the surface. The foundation system utilizes caissons with depths of more than 100 feet & extremely large grade beams to span the tunnel & support the building. Special concrete foundations were required to span the tunnel & minimize the transfer of building loads to the subway structures.

Overall, the design has resulted into a feasible, sustainable, walkable, safe, healthy, & attractive multifamily TOD.

How the project shifted from initial underwriting/approvals through closing, construction, and conversion (Project 2)

The original financing plan for the development assumed an allocation of competitive 9% Low Income Housing Tax Credits (LIHTC). That application was not successful. The development team was able to modify the plan and secure a reservation of tax-exempt bonds as well as additional gap financing to support the transition to a 4% LIHTC transaction. In addition, an allocation of New Market Tax Credits was secured along with the financing to support the commercial component of the development. The Great Recession impacted the ability of the project to close as scheduled. MBS was able to close the transaction in 2010 and successfully complete the project in 2012.

Describe your community engagement efforts during pre-development, construction, and operation (Project 2)

MacArthur Park is located in the heart of the Westlake/MacArthur Park, which is a predominately Central American, monolingual community. Through our community engagement efforts during the pre-development process, our team was able to understand the existing conditions of the Westlake/MacArthur Park community. Westlake/MacArthur Park is one of Los Angeles' oldest neighborhoods. Its age has consequently contributed to the neighborhood's poor housing stock and the community's sub-standard housing conditions. It was clear from our outreach efforts that many families lived in overcrowded conditions as rental rates for apartment units were financially out of reach for individuals and families. Our team understood the importance of addressing overcrowding and the lack of larger units, and as a response to community needs, included a mix of two- and three-bedroom units into the development.

MBS and our nonprofit development partner LAHP made it a priority to work with community-based organizations such as the Salvadoran American Leadership and Educational Fund (SALEF) and Central City Neighborhood Partners (CCNP) to inform the community about the development program and to fully explain the lottery and lease up process.

SALEF is a nonprofit organization with, at the time of development, almost two decades of experience promoting civic participation and representation of the Salvadoran and other Latino communities in the U.S. SALEF is dedicated to bolstering education, employment, and leadership. Since 2000, CCNP has been providing access to free services through a collaborative model and enhancing the quality of life for underserved households throughout the City and County of Los Angeles with a focus on the Westlake/Pico-Union communities.

Our team understood the strategic importance of collaborating with local organizations with knowledge of and an established presence in the community. As a result of our efforts, MacArthur Park received broad community support and 1,200 pre-applications.

Please attach underwriting pro forma for the development, as approved by either the state housing finance agency, the lender, or the equity investor (Project 2)

Community Review Questions - 20 Points

8. Please describe your development team's construction management practices that will be used as part of this development to act as a good neighbor to the adjacent property owners.

MBS has a dedicated Design & Construction Department (D&C) that employs a thoughtful approach to construction management that will ensure that construction has minimal impact on adjacent properties to Ryan Drive. Our D&C is staffed with experienced licensed architects and construction administrators who team with the Project Manager to oversee design and construction and ensure quality outcomes on schedule and within budget. With approval from the AHFC, The D&C team will vet and hire an experienced general contractor (GC) and construction administration team that have a proven track record of successfully executing projects.

Our team will begin by ensuring that the construction contract has language that notifies the GC that there are occupied units adjacent to the site. We will proceed to planning construction by considering site logistics (such as vehicular and pedestrian traffic activity), understanding the perspective of our immediate neighbors, and identifying existing utilities on site in order to minimize disruptions. This can include contacting local churches and other regularly scheduled events and planning working hours so that we operate during acceptable hours and comply with local ordinances. As part of our community engagement process, we may also communicate with affected property owners about anticipated construction activities, provide them with information on our team and GC, answer questions, and develop a construction plan or phasing strategy based on feedback.

Our team will minimize dust, debris, noise, and site impediments by including, but not limited to, the following measures: providing a fence and a screen around the site, keeping the site and the perimeter outside of the fence clean, maintaining the grass' length within adjacent ROW's, and installing erosion control measures.

Throughout the construction phase of Ryan Drive, the D&C team will provides hands-on management of the GC and construction administration team, including the review of status reports with photos and issuing any necessary corrective procedures to ensure that disruptions to the surrounding community is minimized. We will post contact information for neighbors in order to address any concerns and complaints.

9. Please describe your proposed property management company for this development and why they are best suited to operate and maintain the property.

MBS's property management affiliate MBM will serve as property management company for the development of Ryan Drive.

As the largest property managers of affordable/mixed-income housing in the country, with over 15,000 units under management in over 20 state and territories, MBM has successfully managed mixed-income, and mixed-use affordable housing communities across the country for five decades. MBM's portfolio includes several MBS properties in Texas, serving as an important distinction because of their familiarity with compliance requirements & commitments made to the Texas Department of Housing and Community Development. The company's decentralized operations and hands-on professional management practices will allow close and consistent oversight of Ryan Drive. Its extensive experience will ensure the attractiveness, high-quality maintenance, & low turnover of the property.

As the management agent for 31 HUD-financed HOPE VI/CNI communities, MBM is best suited to operate & maintain the property because of their work with public agencies to develop & implement property management plans. MBM can accommodate a myriad of rental subsidy programs, including Project Based Voucher program & Housing Choice Vouchers.

MBM is highly experienced in hiring experienced personnel, with 370 staff members consisting of LIHTC Compliance Monitor/Trainers, Certified Property Managers, Certified Apartment Managers & Certified Public Accountants, as well as specialists in all phases of property management. Our team will have no issue providing the local staffing needed to successfully manage Ryan Drive.

MBM is also committed to maintaining the property to sustainable standards, ensuring benefits to residents, ownership, & the planet. We will ensure that the property is cost & energy efficient by conducting energy audits at each site regularly and tracking utility consumption and costs. We will also engage water conservation firms & utility firms to conduct audits on water usage and find the most favorable utility rates, resulting in savings from efficiency.

MBM also has extensive experience managing mixed-use, transit-oriented developments similar to the proposed development for the property. For example, Metro Hollywood Apartments, a partnership between MBS and the City's Mass Transit System, includes 9,000 SF of retail space above and is adjacent to a mass transit station. MBM manages these commercial spaces, including a day care center.

10. Please describe how your development team will develop and operate the proposed development in a way that advances racial equity within the community and your organizations.

By the nature of our work in low-income, historically marginalized communities, MBS understands the impact we have on promoting racial equity. Our team will lead a robust engagement process with residents & stakeholders, identify groups we are least likely to reach, find community contacts that can facilitate outreach to such groups, & create suitable marketing materials. During design, MBS will assess community features to help integrate local traditions & honor a community's racial history.

MBS will also implement a strong MWBE & HUB (historically underutilized business) plan and strategy. A few of the 100+ examples of successful MBS MWBE efforts include:

> At the University Place HOPE VI in Memphis, \$22.7 million/57% in contracts went to MWBE businesses.

> At North Sarah in St. Louis, 48% (\$23.2 million) of construction contracts went to MWBE businesses.

> 61% of construction contracts in the Arlington Grove ARPA/CRFC development went to MWBE businesses.

MBS is similarly committed to establishing and achieving MWBE and HUB hiring and contracting goals with the AHFC for Ryan Drive. As team members are added, MBS will seek out opportunities to increase participation.

Within our team, MBS & MBM have long promoted diversity, equity, & inclusion (DEI) in company policies and actions. MBS is one of few minority-led national for-profit developers. MBM is also minority-led. In 2020, MBS established a committee on DEI, created a program that increases understanding of systemic racism, and established a DEI resource library.

Architects h+uo's written company policies include Equal Employment Opportunity & Discrimination Policies covering Gender and Ethnic Diversity and Pay Equity. h+uo's Social Responsibility policies include provisions for Local Community Engagement, Subcontractor Policy (prioritizing MBE and WBE subcontractors), and Equitable Purchasing. h+uo also has a long history of working with & for communities of color & in neighborhood-led developments, particularly in East Austin.

A core value of PD is giving back to the community. The Pape-Dawson Charitable Foundation, a 501(c)(3) nonprofit, was created in 2015 in order to provide employees with the opportunity to make a tangible, significant financial impact on local & nonprofit organizations. Employees volunteer their time to more than 100 different organizations. PD is also active with the Austin Area Research Organization that focuses on social equity issues.

11. Please describe how your development team will form and leverage relationships with neighborhood groups, organizations, and business to help support a vibrant and enriching neighborhood.

MBS works in cooperation with all stakeholders in a community, including residents, business owners, government agencies and officials to identify its strengths and opportunities for growth and to ensure that the community has a voice in the development plan. The development team will engage as many residents and stakeholders as possible, elevating the voices of leaders and key stakeholders. The team will also work to ensure that all participants can contribute by having multilingual meetings and meeting notices, ADA-accessibility, scheduling meetings when residents are able to attend, and to offer additional accommodation when needed.

The team will construct an initial project mailing list drawn from mailing lists contributed by diverse stakeholders, including residents, nonprofit organizations that serve the community, educational institutions, major employers, community development organizations, financial institutions, foundations, and other key community stakeholders.

Throughout the development planning process, the team will conduct interviews with the residents and other stakeholders who represent specific constituencies, including nonprofit organizations that serve the community, educational institutions, major employers, community development organizations, financial institutions, foundations, government officials and community service organizations.

The team will also convene small neighborhood workshops with stakeholders from the community. Meetings will be used to gather information, present plans, and debate and discuss all phases of the planning.

In addition to above, our local architects hu+o have specific relationships and experience that can potentially benefit Ryan Drive.

hu+o has a strong relationship with Project Transitions, a non-profit in Brentwood neighborhood for three decades and an integral part of the neighborhood where Ryan Drive is located. hu+o's work in the immediate neighborhood includes the (now closed) Threadgills on Lamar and a recently completed supportive housing project. hu+o senior associate Jason Haskins grew up attending Hope Chapel in Brentwood and previously lived at the corner of Justin and Grover, a five-minute walk from Ryan Drive.

As active residents of the Austin area, PD will bolster are local relationships and inform the team's local knowledge by encouraging open communication channels and establishing relationships with neighborhood groups, businesses, and property owners & residents.
