

APPLICATION CHECKLIST/ INFORMATION FORM

DEVELOPER : Guadalupe Neighborhood Dev Corp	OWNER/BORROWER NAME : Guadalupe Neighborhood Dev Corp
DEVELOPMENT NAME : Escuela Nueva	FUNDING CYCLE DEADLINE : Aug 5 2022
FEDERAL TAX ID NO: 74-2247265	DUNS NO: 015287795
PROJECT ADDRESS: 2013 Montopolis Drive 78741	PROGRAM : RHDA
CONTACT NAME : Rachel Stone	AMOUNT REQUESTED: \$8,938,360
CONTACT ADDRESS AND PHONE : 813 E. 8th Street Austin TX 78702	

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		5.f.	SHPO	N/A

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.*

SIGNATURE OF APPLICANT



PRINTED NAME

Mark C. Rogers

TITLE OF APPLICANT

Executive Director

DATE OF SUBMISSION

8/5/2022

DATE AND TIME STAMP OF RECEIPT

FOR AHFC USE ONLY

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2021 Audited Financials

1. Applicant Entity

Developers Experience

GNDC is a 501(c)(3) Texas non-profit corporation with over 40 years of service as an affordable housing provider to families from East Austin. Since its formation in 1981, GNDC has rehabilitated over 100 homes and has made home owners of over 60 families, including 28 homeowners in its Community Land Trust program. GNDC also offers an ongoing rental program that provide high quality, long-term affordable housing units to families from GNDC's service area. GNDC provides property management services for all of its rental housing and has done so since the organization's inception.

GNDC will be the developer, operator and manager of La Vista de Lopez. GNDC has successfully developed more than 180 affordable units and consistently serves special needs populations such as the elderly, disabled, and single parent households. A portion of GNDC's tenants meet the City of Austin's qualifications for permanent supportive housing, including the homeless, near homeless, and persons with incarceration records. In 2013, GNDC completed construction on the first phase of housing at the Guadalupe-Saldana Net-Zero Subdivision. The initial housing consisted of 8 "net zero" rental units that are currently providing affordable housing for 4 seniors, including 2 formerly homeless occupants, one of whom is a Vietnam Veteran. GNDC always builds its housing compliant with Austin's visitability guidelines to ensure residents have an accessible space for family and friends, and 10% of GNDC's housing is built to be fully accessible to people with physical, visual and hearing disabilities. GNDC is very familiar with all federal requirements and has developed projects in compliance with HOME and CDBG funding.

GNDC is widely regarded as the most effective and active neighborhood development corporation in Austin and has moved to a leading position among the builders of "green" housing in Austin. GNDC has received many awards in recognition of its benefits to Austin and Central Texas. GNDC's achievements are best exemplified by the successful preservation of community character and neighborhood integrity in light of dramatic changes that include commercial encroachment, steady gentrification and rising property taxes that are displacing the historically Hispanic and African American families that have lived in Central East Austin. GNDC is one of a handful of Community Housing Development Organizations (CHDO) in Austin that meets specific requirements for development expertise, board membership, and community representation. GNDC's skill in both building quality housing and helping keep the community aware of and involved in housing opportunities has allowed the blighted neighborhood of East Austin to grow and improve without displacing long-term residents.

GNDC has developed project management, market analysis, site selection and control, planning and construction experience and skills throughout its nearly forty years of existence. GNDC partners with equally experienced architects, engineers, and other development team members for its housing projects. All architects have extensive experience and are leaders in the field of green building and historic preservation. GNDC works to ensure projects are as energy efficient as possible and has worked with Austin Energy to receive rebates on solar panels and other green components for a significant portion of its new construction and rehab projects. GNDC is experienced in multiple funding sources including, but not limited to, Low Income Housing Tax Credits, HUD's Neighborhood Stabilization Program, General Obligation Bonds, Community Development Block Grants, and HOME funds, as well as private foundation support, and has an excellent compliance record with all sources.

Project Summary Form

1) Project Name Escuela Nueva	2) Project Type 100% Affordable	3) New Construction or Rehabilitation New Construction
4) Address(s) or Location Description 2013 Montopolis Drive Austin TX 78741		5) Mobility Bond Corridor East Riverside Dr
6) Census Tract 9.02	7) Council District District 3	8) Elementary School ALLISON EL
9) Affordability Period 40 years		
10) Type of Structure Multi-family	11) Occupied? No	12) How will funds be used? Construction

13) Summary of Rental Units by MFI Level

Income Level	Efficiency	One Bedroom	Two Bedroom	Three Bedroom	Four (+) Bedroom	Total
Up to 20% MFI						0
Up to 30% MFI						0
Up to 40% MFI						0
Up to 50% MFI		35	43	24		102
Up to 60% MFI			8	4		12
Up to 80% MFI						0
Up to 120% MFI						0
No Restrictions						0
Total Units	0	35	51	28	0	114

14) Summary of Units for Sale at MFI Level

Income Level	Efficiency	One	Two	Three	Four (+)	Total
Up to 60% MFI						0
Up to 80% MFI						0
Up to 120% MFI						0
No Restrictions						0
Total Units	0	0	0	0	0	0

15) Initiatives and Priorities (of the Affordable Units)

Initiative	# of Units	Initiative	# of Units
Accessible Units for Mobility Impairments	6	Continuum of Care Units	
Accessible Units for Sensory Impairments	3		

Use the City of Austin GIS Map to Answer the questions below

- 16) Is the property within 1/2 mile of an Imagine Austin Center or Corridor?
- 17) Is the property within 1/4 mile of a High-Frequency Transit Stop?
- 18) Is the property within 3/4 mile of Transit Service?
- 19) The property has Healthy Food Access?

20) Estimated Sources and Uses of funds

<u>Sources</u>	
Debt	11,771,870
Equity	18,429,152
Grant	1,505,000
Other	4,000,000
Deferred Developer Fee (not applicable for OHDA)	900,646
Previous AHFC Funding	-
Current AHFC Request	8,938,360

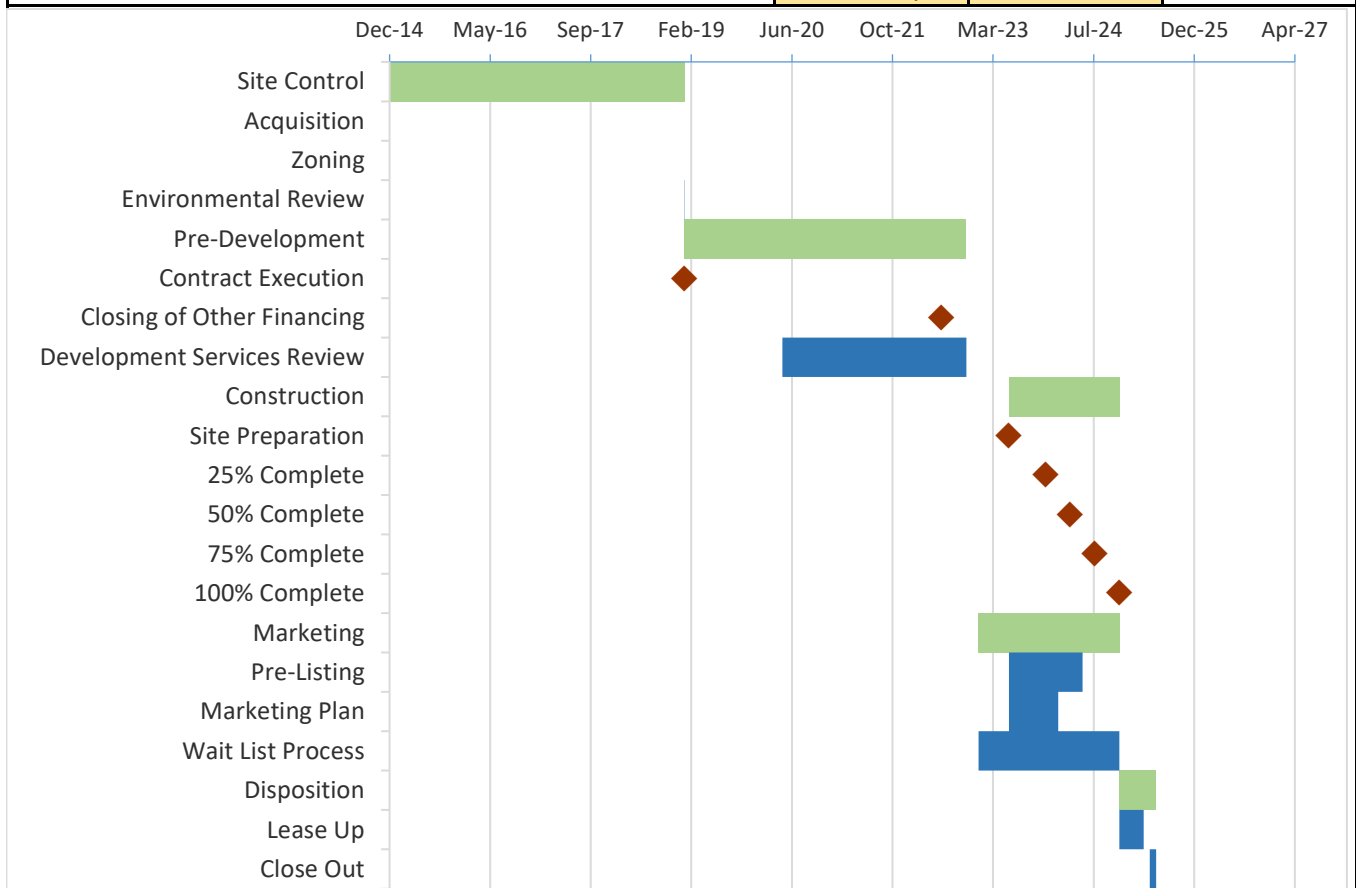
<u>Uses</u>	
Acquisition	
Off-Site	607,503
Site Work	1,589,710
Sit Amenities	
Building Costs	33,782,206
Contractor Fees	2,281,236
Soft Costs	1,988,565
Financing	2,795,808
Developer Fees	2,500,000

Total \$ 45,545,028

Total \$ 45,545,028

Development Schedule

	Start Date	End Date
Site Control	Jul-92	Jan-19
Acquisition	Jul-92	
Zoning	Feb-10	Feb-10
Environmental Review	Jan-19	Jan-19
Pre-Development	Jan-19	Nov-22
Contract Execution	Jan-19	
Closing of Other Financing	Jul-22	
Development Services Review	May-20	Nov-22
Construction	Jun-23	Dec-24
Site Preparation	Jun-23	
25% Complete	Dec-23	
50% Complete	Apr-24	
75% Complete	Aug-24	
100% Complete	Dec-24	
Marketing	Jan-23	Dec-24
Pre-Listing	Jun-23	Jun-24
Marketing Plan	Jun-23	Feb-24
Wait List Process	Jan-23	Dec-24
Disposition	Dec-24	Jun-25
Lease Up	Dec-24	Apr-25
Close Out	May-25	Jun-25



Development Budget			
	Total Project Cost	Requested AHFC Funds	Description
Pre-Development			
Appraisal	10,000		
Environmental Review	7,500		
Engineering	333,000		
Survey	25,000		
Architectural	471,750		
Subtotal Pre-Development Cost	\$847,250	\$0	
Acquisition			
Site and/or Land			
Structures			
Other (specify)			
Subtotal Acquisition Cost	\$0	\$0	
Construction			
Infrastructure			
Site Work	1,432,171		
Demolition			
Concrete	7,111,888	7,111,888	
Masonry	16,000		
Rough Carpentry	6,124,195		
Finish Carpentry	538,541		
Waterproofing and Insulation	1,276,288		
Roofing and Sheet Metal			
Plumbing/Hot Water			
HVAC/Mechanical	5,579,122	1,388,112	
Electrical	4,327,065	438,360	
Doors/Windows/Glass	1,155,401		
Lath and Plaster/Drywall and Acoustical	814,630		
Tiel Work			
Soft and Hard Floor	2,008,476		
Paint/Decorating/Blinds/Shades			
Specialties/Special Equipment	610,105		
Cabinetry/Appliances	407,156		
Carpet			
Other (specify)	3,386,099		General Conditions, Builders Fee + Overhead
Construction Contingency	1,520,827		
Subtotal Construction Cost	\$36,307,964	\$8,938,360	
Soft & Carrying Costs			
Legal	225,000		
Audit/Accounting	55,000		
Title/Recordin	250,000		
Architectural (Inspections)	75,000		
Construction Interest			
Construction Period Insurance			
Construction Period Taxes			
Relocation			
Marketing			
Davis-Bacon Monitoring			
Developer Fee	2,500,000		
Other (specify)	5,284,813	0	See Development Budget
Subtotal Soft & Carrying Costs	\$8,389,813	\$0	
TOTAL PROJECT BUDGET	\$45,545,027	\$8,938,360	

15 Year Rental Housing Operating Pro Forma (RHDA)

The pro forma should be based on the operating income and expense information for the base year (first year of stabilized occupancy using today's best estimates of market rents, restricted rents, rental income and expenses), and principal and interest debt service. The Department uses an annual growth rate of 2% for income and 3% for expenses. Written explanation for any deviations from these growth rates or for assumptions other than straight-line growth made during the proforma period should be attached to this exhibit.

INCOME	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	YEAR 10	YEAR 15
POTENTIAL GROSS ANNUAL RENTAL INCOME	\$1,439,544	\$1,468,335	\$1,497,702	\$1,527,656	\$1,558,209	\$1,720,388	\$1,899,448
Secondary Income	\$0	\$0	\$0	\$0	\$0	\$0	\$0
POTENTIAL GROSS ANNUAL INCOME	\$1,439,544	\$1,468,335	\$1,497,702	\$1,527,656	\$1,558,209	\$1,720,388	\$1,899,448
Provision for Vacancy & Collection Loss	-\$107,966	-\$110,125	-\$112,328	-\$114,574	-\$116,866	-\$129,029	-\$142,459
Rental Concessions	\$0	\$0	\$0	\$0	\$0	\$0	\$0
EFFECTIVE GROSS ANNUAL INCOME	\$1,331,578	\$1,358,210	\$1,385,374	\$1,413,081	\$1,441,343	\$1,591,359	\$1,756,989
EXPENSES							
General & Administrative Expenses	\$37,600	\$38,728	\$39,890	\$41,087	\$42,319	\$49,059	\$56,873
Management Fee	\$85,000	\$87,550	\$90,177	\$92,882	\$95,668	\$110,906	\$128,570
Payroll, Payroll Tax & Employee Benefits	\$34,436	\$35,469	\$36,533	\$37,629	\$38,758	\$44,931	\$52,088
Repairs & Maintenance	\$59,100	\$60,873	\$62,699	\$64,580	\$66,518	\$77,112	\$89,394
Electric & Gas Utilities	\$50,000	\$51,500	\$53,045	\$54,636	\$56,275	\$65,239	\$75,629
Water, Sewer & Trash Utilities	\$30,000	\$30,900	\$31,827	\$32,782	\$33,765	\$39,143	\$45,378
Annual Property Insurance Premiums	\$75,000	\$77,250	\$79,568	\$81,955	\$84,413	\$97,858	\$113,444
Property Tax	\$55,000	\$56,650	\$58,350	\$60,100	\$61,903	\$71,763	\$83,192
Reserve for Replacements	\$34,200	\$35,226	\$36,283	\$37,371	\$38,492	\$44,623	\$51,731
Other Expenses	\$16,500	\$16,995	\$17,505	\$18,030	\$18,571	\$21,529	\$24,958
TOTAL ANNUAL EXPENSES	\$476,836	\$491,141	\$505,875	\$521,052	\$536,683	\$622,163	\$721,257
NET OPERATING INCOME	\$854,742	\$867,068	\$879,498	\$892,030	\$904,660	\$969,196	\$1,035,732
DEBT SERVICE							
First Deed of Trust Annual Loan Payment	\$704,716	\$704,716	\$704,716	\$704,716	\$704,716	\$704,716	\$704,716
Second Deed of Trust Annual Loan Payment	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Third Deed of Trust Annual Loan Payment	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other Annual Required Payment	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other Annual Required Payment	\$0	\$0	\$0	\$0	\$0	\$0	\$0
ANNUAL NET CASH FLOW	\$150,026	\$162,352	\$174,782	\$187,314	\$199,944	\$264,480	\$331,016
CUMULATIVE NET CASH FLOW	\$150,026	\$312,378	\$487,161	\$674,475	\$874,418	\$2,035,478	\$3,524,218
Debt Coverage Ratio	1.21	1.23	1.25	1.27	1.28	1.38	1.47

Project Name	Escuela Nueva	
Project Type	100% Affordable	
Council District	District 3	
Census Tract	9.02	
Prior AHFC Funding	\$0	
Current AHFC Funding Request Amount	\$8,938,360	
Estimated Total Project Cost	\$45,545,028	
High Opportunity	No	
High Displacement Risk	YES	
High Frequency Transit	Yes	
Imagine Austin	Yes	
Mobility Bond Corridor	East Riverside Dr	
SCORING ELEMENTS		Description
UNITS		
< 20% MFI	0	# of rental units at < 20% MFI
< 30% MFI	0	# of rental units at < 30% MFI
District Goal	10%	% of City's affordable housing goal
High Opportunity	FALSE	% of City's affordable housing goal for high opportunity areas
Displacement Risk	33%	% of City's affordable housing goal to reduce displacement
High Frequency Transit	9%	% of City's affordable housing goal near high frequency transit
Imagine Austin	9%	% of City's affordable housing goal in imagine austin corridors
Geographic Dispersion	0%	% of City's affordable housing goal to increase geographic dispersion
Mobility Bond Corridor	6%	% of City's affordable housing goal within mobility bond corridors
SCORE	0	% of annual goal * units * 50%, max of 75
< 40% MFI	0	# of rental units at < 40% MFI
< 50% MFI	102	# of rental units at < 50% MFI
District Goal	10%	% of City's affordable housing goal
High Opportunity	FALSE	% of City's affordable housing goal for high opportunity areas
Displacement Risk	33%	% of City's affordable housing goal to reduce displacement
High Frequency Transit	9%	% of City's affordable housing goal near high frequency transit
Imagine Austin	9%	% of City's affordable housing goal in imagine austin corridors
Geographic Dispersion	0%	% of City's affordable housing goal to increase geographic dispersion
Mobility Bond Corridor	6%	% of City's affordable housing goal within mobility bond corridors
SCORE	17	% of annual goal * units * 25%, max of 75
< 60% MFI	0	# of units for purchase at < 60% MFI
District Goal	10%	% of City's affordable housing goal
High Opportunity	FALSE	% of City's affordable housing goal for high opportunity areas
Displacement Risk	33%	% of City's affordable housing goal to reduce displacement
High Frequency Transit	9%	% of City's affordable housing goal near high frequency transit
Imagine Austin	9%	% of City's affordable housing goal in imagine austin corridors
Geographic Dispersion	0%	% of City's affordable housing goal to increase geographic dispersion
Mobility Bond Corridor	6%	% of City's affordable housing goal within mobility bond corridors
SCORE	0	% of annual goal * units * 50%, max of 75
< 80% MFI	0	# of units for purchase at < 80% MFI
District Goal	10%	% of City's affordable housing goal
High Opportunity	FALSE	% of City's affordable housing goal for high opportunity areas
Displacement Risk	33%	% of City's affordable housing goal to reduce displacement
High Frequency Transit	9%	% of City's affordable housing goal near high frequency transit
Imagine Austin	9%	% of City's affordable housing goal in imagine austin corridors
Geographic Dispersion	0%	% of City's affordable housing goal to increase geographic dispersion
Mobility Bond Corridor	6%	% of City's affordable housing goal within mobility bond corridors
SCORE	0	% of annual goal * units * 25%, max of 75
Unit Score	17	MAXIMUM SCORE = 300
INITIATIVES AND PRIORITIES		
Continuum of Care	0	Total # of units provided up to 100 per year
Continuum of Care Score	0	(total CoC Units/100 + HF Units/50)*20
Access to Healthy Food	Yes	Within 1 Mile of Healthy Food (City GIS)
Continuum of Care Weighted Score	0	Mobility, Access to Jobs, Community Institutions, Social Cohesion
2 Bedroom Units	43	Total Affordable 2 Bedroom units
3 Bedroom Units	24	Total Affordable 3 Bedroom units
4 Bedroom Units	0	Total Affordable 4+ Bedroom units
Multi-Generational Housing Score	13	Multi-bedroom Unit/Total Units * 20
TEA Grade	80	Elementary School Rating from TEA
Multi-Generational Housing Weighted Score	4	Educational Attainment, Environment, Community Institutions, Social Cohesion,
Accessible Units	9	mobility and sensory units
Non-PSH, Non-Voucher Under 20% MFI	0	Total units under 20% MFI
Accessibility Score	2	Accessible Unit/Total Units * 20
Metro Access Service	Yes	Within 3/4 mile of fixed route transit
Accessibility Weighted Score	1	Housing Stability, Health, Mobility, Community Institutions
Initiatives and Priorities Score	19	MAXIMUM SCORE = 200
UNDERWRITING		
AHFC Leverage	22%	% of total project cost funded through AHFC request
Leverage Score	18	3 points per 5% reduction in leverage below 50% (max 30)
AHFC Per Unit Subsidy (including prior amounts)	\$87,631	Amount of assistance per unit
Subsidy per unit score	14	(\$200,000 - per unit subsidy)*25/\$200,000
AHFC Per Bedroom Subsidy	\$46,313	Amount of assistance per bedroom
Subsidy per Bedroom Score	19	(\$200,000 - per bedroom subsidy)*25/\$200,000
Debt Coverage Ratio (Year 5)	1.28	Measured at the 5 Year mark
Debt Coverage Ratio Score	21.62775759	Minimum = 1.0; Maximum = 1.5; 1.25 = best score
Underwriting Score	73	MAXIMUM SCORE = 100
APPLICANT		
FINAL QUANTITATIVE SCORE	109	THRESHOLD SCORE = 50
Previous Developments		
Compliance Score		
Proposal		
Supportive Services		
Development Team		
Management Team		
Notes		



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for GUADALUPE NEIGHBORHOOD DEVELOPMENT CORPORATION (file number 55666001), a Domestic Nonprofit Corporation, was filed in this office on April 06, 1981.

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 November 03, 2020.



A handwritten signature in black ink, appearing to read "Ruth R. Hughs".

Ruth R. Hughs
Secretary of State

2. Principals' Information

Principals/Property Manager CVs

Executive Director Resume

Assistant Executive Director Resume

Property Manager CV

Assistant Property Manager CV

Corporate Resume

Mark C. Rogers, Ph.D.

Mark@guadalupecdc.org
813 east 8th Street, Austin, TX 78702
512-479-6275 x6

Areas of expertise

Nonprofit residential development, affordable housing, green building, partnership development

Experience

Executive Director, Guadalupe Neighborhood Development Corporation 1994-Present

- Leads the growth of Guadalupe Neighborhood Development Corporation while focusing on its mission of preserving the residential character of, and prioritizing the households with ties to, the neighborhoods where it works.
- Oversees the operations and growth of the corporation while minimizing debt. 78% of GNDC's operating budget is generated by rental income.
- Oversees the development projects which include the 11-acre Guadalupe-Saldana Net-Zero Subdivision planned for 125 units of affordable, green housing, a growing portfolio of Community Land Trust homes, and the management of 105 rental units, and a variety of scattered site development initiatives.
- Coordinates partnerships and collaborations for various initiatives, including the Alley Flat Initiative with the University of Texas School of Architecture's Center for Sustainable Development and the Austin Community Design and Development Center and the Jeremiah Program Moody Campus with the Jeremiah Program Austin.
- Supervises development staff regarding grant and financing applications.
- Manages the design and programming of the development of new properties.
- Oversees compliance requirements to ensure the funding requirements for various projects.
- Manages the corporations and partnership assets and develops budgets for each.

Private Consultant

2004-Present

Works with several nonprofit and for-profit developers on a variety of projects including small subdivisions and infill rental and ownership projects.

PROJECTS LIST & COMPLETION DATE

- | | |
|---|---|
| • GNDC Exterior Rehab Project, 16 rental units, 1994 | • 807 Waller Community Land Trust home, 2014 |
| • Major Interior Rehab Project, 18 rental units, 1996 | • Guadalupe-Saldana Net-Zero, 125 units. Rental & ownership 2005-ongoing: |
| • Montopolis Good Neighbor Program, 6 lease-to-own Rehabs, 1999 | • 4 Duplex Project. 8 new rental units, 2013 |
| • Guadalupe Area Infill Project, 17 new homes, 2004 | • Rainey Street Relocation, 4 rehab homes, 2014 |
| • Guadalupe HIP 2000, 9 rental units, new and rehab, 2003 | • Jeremiah Program Moody Campus. 35 new multifamily rental units, 2017 |
| • RHDA Rental Infill Project, 7 new rental units, 2007 | • Father Joe Znotas Street Phase II, 8 CLT ownership, 2018 |
| • La Vista de Guadalupe, 22 LIHTC rental units, 2008 | • Father Joe Znotas Street Phase III, 4 CLT ownership, 2018 |
| • SOL Rental Project, 8 rental units, Acquisition, 2009 | • RHDA Scattered Infill. 7 rental units. 2019 |
| • SOL Ownership Project, 6 Home ownership shared equity, 2010. | |
| • 1313 Willow Community Land Trust home, 2012 | |

Rachel R. Stone

Rachel@guadalupendc.org

EMPLOYMENT EXPERIENCE:

Assistant Executive Director, GNDC, *Austin TX*, 2018-Present

- Development of Strategic Partnerships and Fundraising Relationships.
- Development of Affordable housing through completion of SMART Housing and Zoning Applications.
- Community outreach and engagement.

Program Development Manager, ICAST, *Austin TX/Denver CO*, 2015-Present

- Developed and managed financing, youth development and clean energy programs for a 501(c)3 national nonprofit dedicated to green rehab and preservation of multifamily affordable housing;
- Provide legal, technical assistance, research, and policy analysis on best practices for executing energy, affordable housing, workforce development, health, and financing programs;

Policy Coordinator, SPEER, *Austin TX*, 2014

- Coordinated and streamlined collaboration between Austin and other local Texas governments' energy efficiency initiatives through a City Energy Leadership Council.
- Drafted and edited model resolution, contract, application and provided technical assistance for cities and counties to use in the establishment of local Property-Assessed Clean Energy (PACE) programs.
- Researched and drafted extensive policy papers; organized and led webinars, workshops, and panels.

Clean Energy Attorney, Environment Texas, *Austin TX*, 2013–2014

- Led advocacy efforts expanding policies to promote solar power, wind power, and energy efficiency at the local and state level in Texas.
- Drafted and published research and policy fact sheets, developed media campaigns and coalitions, provided outreach and coordination of grassroots organizing.

Staff Attorney, U.S. Dept. Housing & Urban Development, *Fort Worth TX*, 2011-2013

- Provided research, counseling and written memoranda to resolve legal and regulatory questions regarding fair housing, community development grants, and government ethics.
- Assisted FEMA on disaster response, improved collaboration with outside agencies and government grantees, and proactively identified training and improvement needs within agency.

RELATED CLINICS & INTERNSHIPS:

Student Attorney, UT Community Development Clinic, *Austin TX*, 2010–2011

Law Clerk, Lower River Colorado Authority, *Austin TX*, 2010

Law Clerk, Texas Civil Rights Project, *Austin TX*, 2009

GIS Technician, City of Austin Watershed Protection, *Austin TX*, 2006–2007

Intern for the Mayor's Staff, City of New Haven City Hall, *New Haven CT*, 2005

Neighborhood Services Intern, Providence City Hall, Providence RI, 2004

COMMUNITY ENGAGEMENT:

Treasurer, Solar Austin Board of Directors, *Austin TX*, 2014-Present

Executive Committee Member, Austin Housing Coalition, *Austin TX*, 2017-Present

Vice President, Artstillery Board of Directors, *Dallas TX*, 2017-Present

Affordable Housing Group Chair, 2018 Bond Election Advisory Task Force, *Austin TX*, 2016-2018

LICENSURE & EDUCATION:

Texas State Bar Admission, 2011

J.D., The University of Texas School of Law, 2011 *Austin TX*

- Justice Center Award Recipient for Extraordinary Commitment to Public Service, 2011
- UT Center for Public Policy and Dispute Resolution Mediation Certification, 2010
- Related coursework: Administrative Law, Community Development Clinic, Regulation & Public Policy, Land Use Regulation, Property & Governance

B.A., Brown University, 2006 *Providence RI*

- Double Major: Urban Studies & Literary Arts

YOLANDA ALEMÁN-LIMÓN

yolanda@guadalupendc.org

EXPERIENCE: **Property Manager** October 1, 2003 – Present

Guadalupe Neighborhood Development Corporation

- Receive all correspondence in person, telephone, mail, e-mail and fax
- Receive and record receipts for rental payments for 71 GNDC properties and La Vista de Guadalupe apartment complex
- Receive and receipt payments for 3 mortgage properties.
- Prepare and issue payments for all bills, including taxes, insurance premiums, maintenance and repair of properties, following the established procurement policies.
- Files kept in appropriate settings and locations to accommodate access by authorized Board, Staff, Auditors, Funding Providers, and Investors.
- Collect necessary income information from applicants and from new and existing tenants to determine eligibility for certification or re-certification in various programs.
- Oversee compliance with Federal, State and City guidelines and regulations in accordance to Low-Income Housing Tax Credit; HOME and RHDA programs.
- Prepare new and renewal leases.
- Manage move-out and move-in process.
- Prepare and deliver notices for late rent, late mortgage, lease violations and eviction.

Senior Patient Account Representative

February 1993 - September, 2009

City of Austin, Health and Human Services

- Insured Billing and Collection of all first, second and third party billing.
- Verified insurance data from Medicaid Software for accuracy and completeness.
- Managed appeals for Medicaid, Medicare and HMO's in a timely manner
- Managed patient accounts to verify insurance or guarantor payer paid for services rendered.
- Contacted appropriate clinic sites by e-mail, fax or phone
- Managed itemized billing statements for Law Firms and other professional agencies.
- Collected and applied fees for the itemized statements.
- Directed 6 co-workers, served as Acting-Supervisor when needed.

Senior Administrative Clerk

October 1985 - February 1993

City of Austin, Woman and Children (WIC) Program

- Interviewed clients to ensure eligibility for State and City guidelines.
- Explained program to clients and issued WIC coupons.
- Translated for Spanish-speaking clients.
- Maintained and documented weekly inventory of coupons.
- Prepared reports for State and Federal agency departments.

EDUCATION: **G.E.D Austin Community College, Austin, Texas**

1985

SKILLS: **Bilingual in Spanish, Proficient in Microsoft Word, bookkeeping, and accounting**

LINDA RODRIGUEZ

linda@guadalupecdc.org

PROFESSIONAL EXPERIENCE

Assistant Property Manager

Guadalupe Neighborhood Development Corporation - Austin, TX

May 2018 - Present

- Receive and record rental and fee payments for the Guadalupe-Saldana Net Zero Subdivision duplexes, apartments and Community Land Trust homes.
- Coordinate and oversee vendor contracts for repairs, cleaning, and waste management.
- Income verification and eligibility certification for rental applications.
- Customer service and program coordination with the Jeremiah Program.
- Manage compliance with Federal, State, and City program guidelines and regulations
- Prepare new and renewal leases, manage move-in and move-out processes, and deliver all notices to tenants regarding the property and their lease contracts.

Senior Claims Analyst/Appeals Adjustor

Covenant Management Systems - Austin, TX

July 1998 - June 2017

- Researched and analyzed claims for potential recovery of claims paid in error.
- Processed medical claims for HMO/PP0/3rd party carriers, Government Chip & STAR.
- Responsible for refund checks and investigated causes of over payments.
- Assisted with cross training of new analysts regarding procedures and programs.
- Reviewed claims for appropriate for payment, denial, or requesting for information.
- Analyzed and provided timely responses to provider and member claims complaints.
- Documented, investigated and resolved member complaints regarding quality of care.
- Gathered and analyzed data to make quality improvement to policies and procedures.
- Provided performance metrics via auditing tools and reports.

Accounts Payable/Receivable Department

Austin Regional Clinic - Austin, TX

January 1998 - July 1998

- Responsible for processing of accounts payable invoices to ensure the prompt payment of vendor while compiling with Company's policies.
- Issued Payments within 30 days and utilized internal computer software (Oracle).
- Responsible for printing daily checks and mailing payments.
- Completed file management for all invoices within a timely manner.
- Software: Mediview, EZ Cap, Virtual Examiner and Grievance and Appeal software.
- Worked with Customer Service, Authorization, Contracting and Eligibility Departments.

PROFESSIONAL SKILLS

HIPPA Compliance; Receiving Payments; Refund Checks; Billing; Eligibility Processing; Contracting; Clerical Support; Data Archiving; Customer Service; MS Excel/ Outlook.

EDUCATION

Accounting Certification, Mansfield Business School –Austin, TX

1990



Melinda Barsales

guadalupendc.org

EXPERIENCE

Housing Counselor (HUD Certification in process), Guadalupe Neighborhood Development Corporation (GNDC) - Austin, TX

December 2021 – Present

- Provide counseling services to applicants for GNDC homeowner program
- Create programs for homebuyer education
- Prepared for and successfully passed HUD Housing Counselor Certification Exam

Yoga and Meditation Instructor, Independent Contractor

February 2014 – present

- Lead diverse groups in engaging activities to help them experience the benefits of mindfulness practices
- Create content for personal yoga website, social media, and email marketing platforms
- Clients include the Asian American Resource Center, Thinkery, Southwest Key, Asuragen, Enlightened Baby, Cirrus Logic, and Indeed

Communications Specialist, Community Advancement Network - Austin, TX

April 2021 – December 2021

- Wrote press releases, event descriptions, and social media posts
- Managed podcast calendar, prepared expense reports, and assisted with review of CAN's dashboard of social health and well-being
- Responsible for migration of CAN's Race Equity Action Framework
- Organized CAN Regional Summit 2021

Copyeditor (Freelance), VisionEdge Marketing - Austin, TX

November 2020 – December 2021

- Copyedited marketing and PR blog posts and reports for accuracy, clarity, concision, and readability
- Wrote headlines, summaries, and CTAs to drive traffic and improve SEO

Intake Specialist (Seasonal), Foundation Communities - Austin, TX

February 2021 – April 2021

- Conducted intake interviews and reviewed client documents to ensure clients were prepared for tax preparation through Foundation Communities' Prosper Tax Help Center.
- Served as a resource for clients by answering questions and providing high-quality customer service.

Legal Editor, Texas Legislative Council

September 2010 – September 2014

- Edited legislative documents, publications, correspondence, legal contracts, and other documents for accuracy in statutory citations, formatting, spelling, and grammar.
- Worked under rigid timelines during legislative sessions, often working up to 300 hours of compensatory time for up to 12 consecutive days.
- Adhered to the highest levels of confidentiality while working with various iterations of bill drafts and other sensitive documents throughout the legislative process.
- Developed a firm grasp of the legislative process and Texas statutes.

EDUCATION

St. Edwards University, currently enrolled in M.A. in Counseling program - Austin, TX
University of St. Thomas, B.A. in English - Houston, TX
California Culinary Academy, A.O.S. in Culinary Arts - San Francisco, CA
Austin Community College (non-degree seeking) - Austin, TX

ADDITIONAL TRAINING

Loyola Marymount University Extension, 200-Hour Yoga Teacher Training - Los Angeles, CA
Kripalu Center for Yoga, Restorative Therapeutic Yoga Teacher Training - Stockbridge, TX
Human-Centered Advocacy Course, UT Center for Community Engagement - Austin, TX



G N D C

Guadalupe Neighborhood Development Corporation



Supporting affordable housing in East Austin since 1981.



The Guadalupe Neighborhood Development Corporation (GNDC) dedicates its resources to the development of high quality affordable housing for very low to moderate income persons.

We work for the improvement, revitalization and preservation of the residential neighborhoods within our East Austin service area, giving highest priority to families with generational ties to the Guadalupe target neighborhoods.

For over 35 years, **GNDC** has been developing and managing high quality, affordable rental and ownership properties in East Austin. It currently owns and manages sixty-four single-family properties, two multi-family family properties and operates eighteen community land trust properties.



Jeremiah Program Moody Campus

GNDC opened thirty-five units of supportive and transitional housing for single parents with preschool age children at 1200 Paul Teresa Saldana Street in the *Guadalupe-Saldana Net-Zero Subdivision* in 2017.

In partnership with Jeremiah Program Austin, the *Jeremiah Program Moody Campus* provides highly affordable apartments, a fully licensed child development center, life-skills training and educational support in order to move families out of poverty two generations at a time.

This project was developed from private fundraising and \$2 million from the City of Austin Housing Finance Corporation.

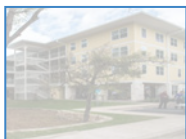
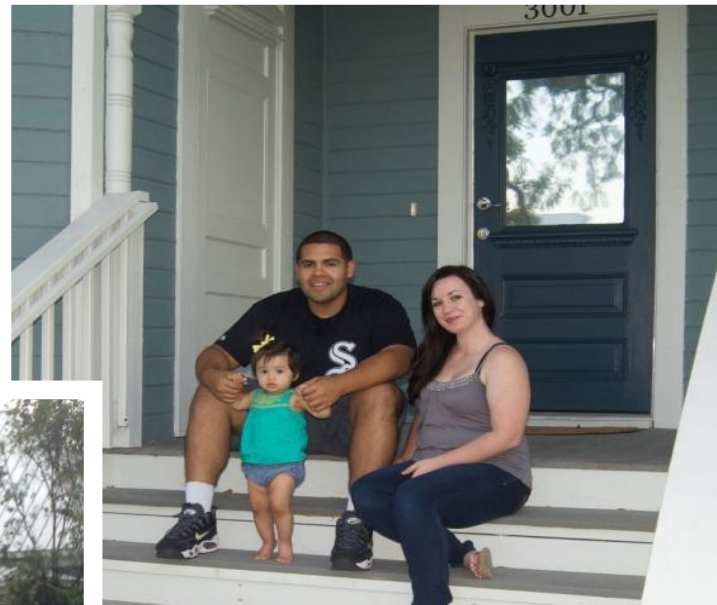


GNDC Community Land Trust

GNDC built and sold the first Community land Trust home in Texas in 2012 and brought the first CLT mortgage to Texas in 2014. Currently **GNDC** operates 16 CLT properties and has 12 more planned for 2020.

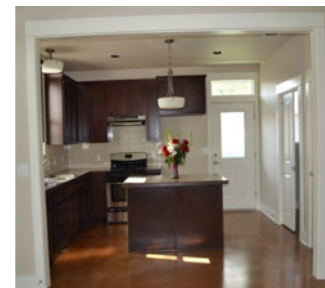
Austin teachers, Robert Aleman and Katie Heuer, with their daughter Evelyn on the porch their newly renovated CLT home that GNDC relocated a National Register District in downtown Austin to the Guadalupe-Saldana Net-Zero Subdivision.

GNDC is AIA Austin 2014 Community Vision Award winner.

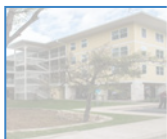


GNDC Community Land Trust

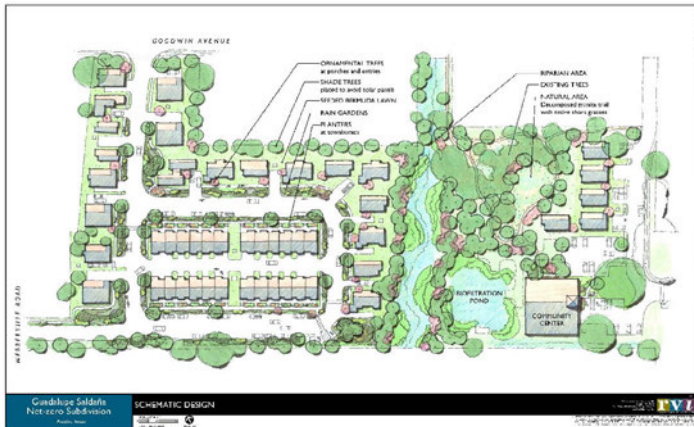
In 2014, **GNDC's** CLT program enabled the Hernandez Family, Jesse, Becky and their three sons, to purchase 807 Waller Street, which had a market value of \$565,000, for \$85,000. This was the first community land trust home in Texas to be purchased with a private mortgage.



Home owner Mary Ybarra and family at 1313 Willow Street, the first community land trust home in Texas



Guadalupe-Saldana Net-Zero Subdivision

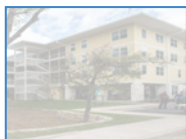


125 units of "super-green homes" are planned. **GNDC's** subdivision merges sustainable design and supportive social services with affordable rental and homeownership homes. The Enterprise Green Community certified development is transforming a former "brownfield" into one of the "greenest" developments in Austin.

The subdivision is made possible through the support from the Austin Housing Finance Corporation, Texas Department of Housing and Community Affairs, Austin Energy, the Austin Brownfield Revitalization Office, The Texas Department of

Housing and Community Affairs, Austin Energy, the Austin Brownfield Revitalization Office, Enterprise Community Partners, Kresge Foundation, Cynthia and George Mitchell Foundation, Wells Fargo Bank, Bank of America, BBVA Compass and Shelter with Spirit.

Envision Central Texas Community Stewardship Award: Innovation Winner 2011.

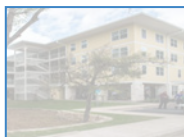


La Vista de Guadalupe

In August of 2008, **GNDC** completed construction of La Vista de Guadalupe, an affordable multifamily housing project that sits prominently on top of a hill on 8th street, directly behind the French Legation Museum, and offers a stunning view of downtown Austin. There are twenty two units in total and units range from one-bedroom, two-bedroom, and three-bedroom. All units are equipped with nine foot ceilings, dishwashers, and washers and dryers.

La Vista de Guadalupe provides extremely affordable rents ranging from between \$330 per month for a one-bedroom unit to \$850 per month for a three-bedroom two-bath unit. One-bedroom market-rate units just one block away rent for over \$1,400 per month.

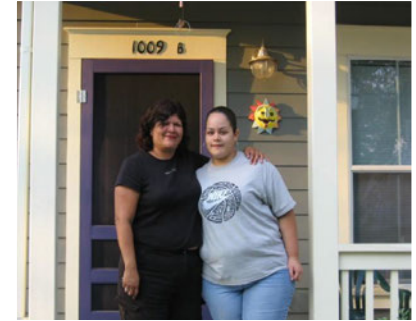
This Low Income Housing Tax Credit project was made possible by the [Texas Department of Housing & Community Affairs](#), which awarded GNDC over three million dollars in 9% tax credits. The [Austin Housing Finance Corporation](#), [Wells Fargo Bank](#), and the [Meadows Foundation](#) provided additional funding. GNDC donated the land.



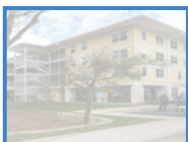
Alley Flat Initiative

GNDC began building secondary apartments—also called alley flats, granny flats and ADUs in 1999, even before Austin’s land development code was changed to add this building type. In 2005 GNDC, the University of Texas Center for Sustainable Development, and the Austin Community Design and Development Center joined to form The Alley Flat Initiative. GNDC has developed thirteen alley homes and has five more planned in 2020. 2009 Envision Central Texas Community Stewardship Award Winner: Redevelopment.

904-B Lydia Street is an alley flat designed and partially constructed by University of Texas architecture students. Margaret Renteria, grandmother of a tenant living in the main house, was the first tenant, making this a true Granny Flat.



Rebecca Castillo and Daughter on the porch of the alley flat they rent from **GNDC**.



GNDC Staff + Board

GNDC STAFF

Mark Rogers, Ph.D. – Executive Director

Rachel Stone – Assistant Executive Director

Yolanda Alemán-Limón – Property Manager

Linda Rodriguez – Assistant Property Management

Melinda Barsales - Housing Counselor

Cristina Guajardo- Program and Asset Specialist

CONSULTANTS

Marla Koosed – Financial Manager

Ignacio Treviño –GNDC Legal Counsel services provided by Texas Rio Grande Legal Aid

GNDC BOARD

Joseph A. Martinez – President

April Goveaia – Director

Michael Guajardo – Vice President

Marla Torrado – Director

Jesse Hernandez – Treasurer

Bino Cadenas – Director

Candace Fox – Secretary

Monica Galvan – Director



813 E. 8th Street, Austin, TX 78702

Phone Number: 512-479-6275 **Fax Number:** 512-478-9949

Development Team Contact & CVs

Resumes included in Appendix B

Architect

Hatch Ulland Owen Architects

Contact: Tom Hatch, Architect

1010 E 11th St, Austin, TX 78702

(512) 474-8548, tomhatch@huoarchitects.com

Civil Engineering

Civilitude LLC

Contact: Fayez Kazi, President

5110 Lancaster Ct, Austin, TX 78723

(512) 761-6161, fayez@civilitude.com

Mechanical Engineering

APTUS Engineering

Contact: Sujay Regmi, PE

1919 S 1st Street, Bldg B, Austin, Texas 78704

(512) 872-5059

Structural Engineering

TDI Engineering, LLC

Contact: Jeff Shindler, P.E., Principal

5906 Old Fredericksburg Road, Suite 300, Austin, TX 78749

(512) 301-3389 ext. 103, jshindler@tdi-llc.net

Geotechnical

Holt Engineering

Contact: Noah McIlhon, P.E.

2220 Barton Skyway, Austin TX 78704

(512) 447-8166

Accessibility Services

Contour Collective

Contact: Andrea LaCour, Co-Founder &

Accessibility Specialist

2103 E. 18th Street, Suite B, Austin TX 78702

(360) 631-1718, andrea@contour-collective.com

Landscape Design

Pi Architect

Contact: Brian Warne, Director of Landscape Architecture

6010 Balcones Drive, Suite 200, Austin TX 78731

(512) 231-1910, bwarne@piarch.com

LIHTC/Financial Consultant

Structure Development

Contact: Sarah Andre, MSCRP, Owner

1301 Chicon St, Unit 101, Austin, Texas 78702

(512) 698-3369, sarah@structuretexas.com

Lender

Bellweather Enerterprise

Contact: Tony Love, Senior Vice President –

Affordable Housing and FHA Lending

1375 E. 9th St., 24th Floor, Cleveland, OH 44114

(216) 487-2931, tlove@bwecap.com

FIRM PROFILE



ABOUT US

hatch + ulland owen architects (h+uo) is an Austin, Texas based architectural firm focused on creating visionary, sustainable and socially-responsible design.

The firm was founded in 1978 by Tom Hatch, FAIA, with a commitment to help build strong, vibrant communities. Over the years, he has had the good fortune to work on a wide variety of affordable housing projects throughout Texas and primarily the Austin area. h+uo has evolved over several decades from its sole-proprietorship beginnings to its current partnership structure when, in 2006, Erik Ulland and Randall Owen joined him as partners. Our keen sense of community values has inspired a wide range of distinctive projects including, numerous multi-family communities for neighborhood non-profits including, Guadalupe Neighborhood Development Corporation; Foundation Communities; and Atlantic Housing Foundation as well as market rate developers. Some noteworthy projects include: 65 Whole Foods Markets across the country, including the original WFM Corporate Headquarters at 6th and Lamar; The Crossings (now Miraval Resort and Spa); The Groves Information Center, Pavilion & Pool; Threadgill's; Antone's; Twin Oaks Library; Oak Point Park in Plano; McKinney Roughs Nature Park; a variety of Mueller Homes; numerous single-family residences; multiple amenity centers; as well as farm worker housing in the valley and in the panhandle.

A dynamic design studio featuring a wealth of architectural expertise, h+uo prides itself on interpreting our clients' visions and delivering high quality, contextually responsive design in the Multi-family residential, Hospitality, Retail, Office, Community / Civic, Education, and Single-family residential markets. The culture of the firm, our reputation in Austin, throughout Texas and around the country, as well as the growing list of satisfied and repeat clients continues to thrive

COMMITMENT TO OUR COMMUNITY

Going back to the inception of the firm in 1978, we have been committed to community-based design, as evidenced by the following:

- **People Places** - No matter what the project (whether park projects, public institutions, affordable housing or retail establishments), we believe that one of architecture's greatest contributions is to create places where people feel comfortable both alone and together, and where people can be enriched by interaction with each other. To that end, a common thread running through all of our work is the creation of "people places" that nurture the human spirit and respect the environment.
- **Civic Involvement** - Members of our firm currently serve or have in the past served on numerous boards and commissions, including the City of Austin Building and Standards Commission, Downtown Austin Alliance, Austin Energy Green Building Program, House the Homeless Task Force, Meals on Wheels, Texas Low Income Housing Information Service, Housing Texas, Housing Works, Sharir Dance Company, and Austin Woman's Club Advisory.

FIRM PROFILE continued



- Crossing Social and Economic Boundaries - We believe that architecture and sound planning should be available to all people, so we have intentionally reached across social, cultural, and economic boundaries to seek out opportunities where our talents may be of use to all parts of our community. As part of that effort, as we have noted, we have completed numerous successful affordable housing projects in Austin and beyond, most notably M Station, one the few LEED Platinum certified affordable housing developments in the country, as well as many civic projects including libraries, schools, and parks.

Our ongoing and past projects with the City of Austin substantiate our commitment to civic responsibility. Further, we received a perfect score on the Consultant Performance Evaluation Form for a number of our recently completed projects.

SUSTAINABLE DESIGN AND CONSTRUCTION

h+uo architects has long engaged in sustainable building, even before that practice became mainstream. It has always been part of the firm's philosophy that the act of building should be undertaken responsibly. We bring to every project our commitment and expertise in sustainable design. We were the architects for Austin's first large scale, commercial "green" building (Whole Foods Market's previous store and headquarters at 6th and Lamar) and we have subsequently designed 64 other Whole Foods Markets and numerous other commercial green projects:

- The new Foundation Communities' Michael and Susan Dell Foundation Learning Center at Lakeline Station was designed to meet the stringent criteria of The Living Building Challenge petal certification. The Learning Center is the first non-industrial "net zero" commercial building in Austin and was the Austin Green Awards Project of the Year (2017).
- Foundation Communities' M Station in East Austin, an affordable housing community and learning center achieved the highest scoring LEED Platinum rating in the country which was the first such accreditation for multifamily housing in the U.S. at that time. It also achieved Austin Energy 5 Star Certification, won the 2012 Austin Business Journal Social Impact Award, and won the 2012 Envision Central Texas Community Stewardship Award for New Development.
- Franklin Gardens, a Chestnut Neighborhood Revitalization Corporation, affordable housing development for seniors received the ECT Community Stewardship Award for New Development, an Austin Energy Green Building , 4-Star Rating and the Livable Vision Award.
- The Crossings, now Miraval, a holistic learning and conference center, including a conference building, dining hall, spa, and multiple lodges.
- LCRA's McKinney Roughs Environmental Learning Center, including an administrative building, a classroom building, a dining hall, and three dormitories.

Thomas H. Hatch, FAIA

Founder

EDUCATION

Bachelor of Architecture (with Honors)
Texas Tech University, 1969

REGISTRATION

Texas #5485 (1975)

EXPERIENCE

hatch + ulland owen architects (formerly Hatch Partnership)
Austin, Texas (Jan. 1997 - Present)

Tom Hatch Architects
Austin, Texas (March 1978 - December 1996)

3-D International
Austin, Texas (1977 - 1978)

Independent Architects
Austin, Texas (1973 - 1977)

U.S. Coast Guard
Yorktown, Virginia, (1969 - 1971)



RELEVANT PROJECTS



Lakeline Station • Austin, Texas

A new affordable housing development for Foundation Communities with an onsite Learning Center. The Michael and Susan Dell Foundation Learning Center is pending Petal Certification for the Living Building Challenge.

Cardinal Point • Austin, Texas

A new affordable housing community for Foundation Communities with an onsite Learning Center. Like Lakeline Station, Cardinal Point is located in Northwest Austin where heretofore, there have been no affordable housing developments. Currently under construction.

Homestead Oaks • Austin, Texas

A Foundation Communities 140-unit affordable housing community with an onsite Learning Center. This is the first multi-family rental apartments in the City of Austin to pursue 134.16kW solar tied directly to residential units. The apartments also feature 18 - 10,000 gallon rainwater collection cisterns used for irrigation. *Recipient of the Austin Energy Green Building Award Four-Star Rating.*



M Station • Austin, Texas

A 150-unit eco-friendly affordable housing development for Foundation Communities with an on-site learning center. M Station is the first LEED for Homes multi-family project in Austin and the first multi-family LEED for Homes Platinum community in Texas. *Recipient of the Austin Business Journal's Social Impact Award.*

Jeremiah Program Moody Campus • Austin, Texas

New 49,865 sf building that includes 35 two-bedroom apartments, an on-site accredited five-classroom child development center, two covered playground areas, empowerment and life skills classrooms, gathering spaces, and staff offices.



La Vista de Guadalupe • Austin, Texas

A 22-unit downtown affordable housing project for the Guadalupe Neighborhood serving our very low income working community.

Lyons Gardens • Austin, Texas

54-unit elder housing community of Family Eldercare in East Austin.

The Chicon • Austin, Texas

A three-building multi-family mixed-use development in East Austin under construction. It was commissioned by neighborhood members as a revitalization effort for the Chicon Street corridor, and will include affordable housing units, market-rate condominiums, and ground floor retail space.



Pease Mansion • Austin, Texas

Complete restoration of the Abner Cook Governor's Mansion in Pemberton Heights.

Various New and Rehabilitated Homes • East Austin, Texas

Numerous new construction and revitalization of homes for AHFC and the Guadalupe Neighborhood Housing Corporation.

RELEVANT PROJECTS cont.**Threadgill's (both locations) • Austin, Texas**

Two iconic restaurant/honky tonks that have proven to be timeless go-to places for comfort/healthy food and fine local music.

Scholtz Garden • Austin, Texas

Restoration and revitalization of an Austin Landmark including the addition of a new kitchen.

Whole Foods Markets • Nationwide

Designed 65 Whole Foods Markets throughout the United States

Various Congress Avenue Restoration Projects • Austin, Texas

Provided architectural services for the restoration of seven historic structures on Congress Avenue.

AWARDS/PUBLICATIONS

Austin Energy Green Building Award Four-Star Rating, 2016

Homestead Oaks Apartments, Austin, Texas

James D. Pfluger Community Service Award , 2013

Property of the Year | Affordable Housing - Austin Apartment Association

M Station, Austin, Texas, 2012

AIA Fellowship Recipient | Practice Category - AIA Austin Chapter, 2011

Envision Central Texas Community Stewardship Award | New Development

Franklin Gardens, Austin, Texas 2010

Liveable City "Liveable Vision Award" Engagement Category

Franklin Gardens, Austin, Texas 2010



John V. Nyfeler, FAIA Community Service Award, 2008

American Society of Landscape Architects Merit Award

Design – Constructed – Public

The Crossings, Austin, Texas, 2005

Heritage Society Award | Pease Mansion, Austin, Texas, 2005

The National Community Development Association, Terrence R. Duvernay HOME Program Award of Excellence

Lyons Gardens, Austin, Texas 2005



Austin's Commercial Real Estate Award

Architectural Design of The Crossings, Austin, Texas, 2004

AIA Austin Design Award

Citation for Whole Foods Market and Corporate Headquarters, Austin, Texas, 1996

Heritage Society Awards:

Jobe House, Austin, Texas, 1991

918 Congress, Austin, Texas - 916 Congress, Austin, Texas, 1990

804 Congress Avenue, Austin, Texas, 1985

Texas Society of Architecture Design Award

Robert Shaw ECHO Village, Austin, TX, 1989

In The Public Interest Award

Architectural Record, Robert Shaw ECHO Village, Austin, Texas, 1988

Publications:

Real Austin – September 2012

Rare Magazine – April/May 2010

Tribeza – October 2009

Austin Monthly Home – Summer 2008

The Good Life – May 2007

Construction Perspectives – 2006

Eco-Structure - March 2006

Hospitality Design - July 2005

Design Excellence in Affordable Housing – 1996

Texas Architect - February 1995

Urban Land - July 1990

Texas Architect – January/February 1990

Forbes - October 1988

Architectural Record - November 1988

Progressive Architecture - June 1987

Smithsonian, "Diners" - November 1986



Firm Legal Name: Civiltude LLC

Firm & Headquarters Address

**5110 Lancaster Ct
Austin, TX 78723**

Firm Registration # F12469

Contact Person

Fayez Kazi, PE, LEED AP

TX License No. 96489

Office Telephone

1 512 761 6161

Date of Organization

April 2010

Type of Organization

Limited Liability Company

Firm Overview & History

Civiltude is a local, Asian minority-owned engineering and planning firm, established in early 2010. Led by Fayez Kazi, PE, Civiltude's core principle was to deliver effective design solutions and experienced project management competitive to large companies while providing personal, flexible and timely communication that is unique to a small, nimble firm. Nhat Ho, PE, started as an engineer with Civiltude since its early inception and joined the management team in 2014. Jim Schissler, PE, joined Civiltude's leadership team in early 2018 after three decades of practice and management with several major local firms.

Civiltude brings the full package of technical and permitting knowhow, positive working relationships with City staff, as well as experience in interfacing with neighborhoods and other community stakeholders. Our leadership team packs a combined 65 years of experience in delivering various project types, including field engineering with daily interaction with property owners. Our extensive experience with SMART housing projects (a type of certification by the City of Austin), public schools and downtown high-rise developments with compressed permitting timelines has enabled our team to test, benchmark and optimize effective permitting strategies. Additionally, as the prime engineers for various public entities including the City of Austin, our

team has successfully cultivated positive working relationships with reviewers at several levels across multiple regulatory bodies. Most importantly, our team's past and present service on the City of Austin's Planning Commission, Water and Wastewater Commission, Environmental Commission as well as several non-profit boards and neighborhood associations puts us in a unique position to facilitate conversations, resolve issues and build neighborhood goodwill and consensus in the community.

When it comes to growth, our focus is not only on our team size and expanding public and private sector portfolios but also deepening trust with our clients. In 2010, our team of three dedicated our expertise to serving public school and affordable housing segments which were largely underserved, especially when there were fewer and smaller projects. In 2012, Civiltude was selected to provide water, sanitary, and reclaimed small diameter pipeline design and permitting for the Greenwater Downtown Redevelopment project, a public private partnership between Trammel Crow and the City of Austin. In 2013, we performed chilled water large diameter pipeline design for Austin Energy as part of Nueces and West 2nd Street extension to Shoal Creek Bridge. In 2014, as part of the winning masterplan team for Colony Park Sustainable Community, Civiltude began providing utility layout, capacity analysis, and pipeline design and permitting, both small and large diameter, for 208-ac planned community with over 12 miles of public roadways. By 2015, with the two principals serving as the lead engineers for an energetic team of nine, Civiltude had laid the foundation for structured and sustainable growth not only in project volume but also complexity, diversity and scale.

While we enjoy being on winning teams for several reputable firms who do public works such as RPS Espey, Alan Plummer, and Lockwood, Andrews & Newnam, we take pride in our direct contracts with clients, especially public entities. Specifically, Civiltude was recently awarded a \$1M prime contract by the City of Austin to provide field engineering for sidewalk and urban trail improvements. Civiltude currently serves as the design engineer for over five major public school projects over \$200M in combined construction cost as well as a trusted advisor to Austin ISD, Round Rock ISD and San Marcos CISD.

Today, with our team size of 18 employees, Civiltude maintains a diverse and balanced portfolio with projects spanning both public and private sectors including but not limited to public infrastructures such as pipelines, roadways, trails, ponds, and parks; educational and sports facilities; tax credit and market-rate multi-family housing; master planned communities; and mixed use complexes for office, retail, entertainment and industrial. Our core services include land feasibility studies; site and infrastructure construction documents; site permitting and acceleration strategies; bid review, value engineering and cost control; project management; and construction administration. Civiltude specializes in pipeline design, site and right-of-way permitting and acceleration, and karst void mitigation. Our clients are just as diverse, from individual home owners, to neighborhood associations, housing authorities, municipalities, non-profit affordable housing providers, transportation authorities, and private developers.



Project Information

FEATURES

128 units

7,000 SF learning center with exposed and color-coded MEP systems (to be used as an educational tool)

5 Star AEGB Certified

Seeking Living Building Challenge Petal Certification for Net Zero Energy Building Design

CLIENT

HU+O Architects

SIZE

128 units

DESIGN SERVICES

MEP Engineering



LAKELINE STATION APARTMENTS & LEARNING CENTER *AUSTIN, TX*

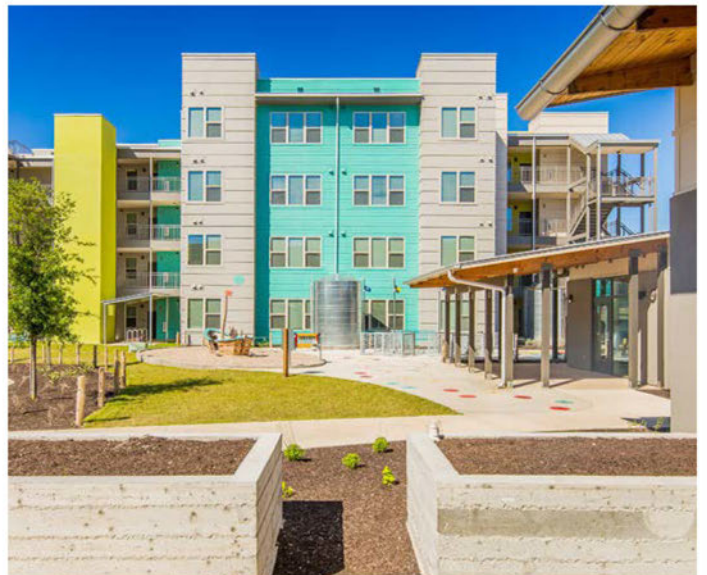
Lakeline Station Apartments are unlike any other multifamily housing project in Austin. Comprised of multiple 4-story residential buildings, the complex is both affordable and environmentally friendly and the on-site learning center is designed with unique educational features.

Situated in Northwest Austin, Lakeline Station is a low-income housing project that includes 128 units for at-risk and homeless families through the Foundation Communities Children's Home Initiative Program. The complex consists of several small buildings connected by a series of common walkways and a contiguous roof, as well as a 7,000 SF learning center for community education and outreach.

The learning center is designed to be a Net Zero Energy Building, meaning the total amount of energy consumed by the building is less than the amount of energy produced by the building's photovoltaic (solar panel) system. Exposed MEP systems with color-coded ductwork can be used to explain building systems to tenants via educational programs. Classrooms have individual interfaces for power and lighting energy modeling, and can compete to see which room uses the least amount of power.

The apartments are designed to be 5 Star AEGB Certified, the highest possible certification under the Austin Green Building program. The learning center is seeking Living Building Challenge Petal Certification for its Net Zero design; the Living Building program is the most rigorous proven performance standard currently available. The highly efficient MEP systems, including inverter-driven mini-splits and air temperature setback controls to minimize system energy consumption, save tenants up to 75% on utility bills.







Project Information

FEATURES

140 guest rooms
Full bar and restaurant
Pool deck
Flexible event space
Urban courtyard

CLIENT

Design Architect: Lake Flato
Architect of Record: STG Design

SIZE

140 keys

DESIGN SERVICES

MEP Engineering



HILTON CANOPY AUSTIN, TX

Hilton Canopy in downtown Austin will be a catalyst for future development of the dynamic arts scene of West 6th Street, furthering the city's identity as a creative urban oasis.

Hilton Canopy, a new 6-story, 140 key boutique hotel in the heart of downtown Austin, has all of the amenities of a good hotel: a full bar and restaurant, a pool deck, and flexible event space that overlooks the vibrant West 6th Street below.

More than that though, the Hilton Canopy project will catalyze the future development of downtown Austin's West 6th Street region, further strengthening not only the dynamic arts scene of West 6th, but also the identity of Austin as a creative urban oasis. The heart of the site will be an urban courtyard, a relaxing oasis surrounded by lively spaces that engage and energize the West 6th Street corridor.

The project includes a high efficiency Variable Refrigerant system, with dedicated energy recovery systems. Rain water collection is provided via sub-grade tanks which are pumped up for interior courtyard irrigation. Sub-grade lift stations are also provided for stormwater and sanitary sewer service. A high efficiency domestic water heating system is provided with modulation instantaneous boilers with no thermal storage requirement. This project is designed to achieve a 3 star AEGB rating.





Project Information

FEATURES

High rise multi-family residential project
Amenity center
Retail/restaurant shell space
Pool/lounge
LEED NC Silver Certified

CLIENT

GDA Architects
Riverside Resources, Inc.

SIZE

278 units

DESIGN SERVICES

MEP Engineering



THE WHITLEY LUXURY APARTMENTS AUSTIN, TX

Situated in the heart of downtown Austin, the eco-friendly and modern Whitley Apartments are the quintessential luxury living experience.

The Whitley Apartments offer luxury living with 278 units in a 17-story high rise in the midst of the historic grandeur of downtown Austin. The project consists of ground floor leasing office and amenity center, retail and restaurant shell space; parking garage located on floors two through five; and residential, pool, and lounge area on the 6th floor; and residential on floors seven through 16.

The engineering services included stairwell pressurization, fire alarm and fire protection, and emergency power generation as required for high-rise code. An energy model and system comparison of various HVAC systems was performed which included water source heat pumps, DX and chilled water. The project is LEED NC Silver certified.

* Work performed on this project was completed by APTUS employees while employed with other firms.





Project Information

FEATURES

Wrap-style apartment complex
Street level retail space
Fitness area, pool and spa, clubhouse,
internet café

CLIENT

Humphreys & Partners Architects
Capstone Collegiate Communities

SIZE

375 units / 1,100 beds

DESIGN SERVICES

MEP Engineering



NORTHPOINT CROSSING COLLEGE STATION, TX

Northpoint Crossing offers an amazing off campus experience for TAMU students, including fully furnished apartments, free concerts, and top-of-the-line amenities for life, work and play - all in one location.

Northpoint Crossing is a wrap-style apartment complex design with three 5-story buildings with 375 units (1,100 beds). Each building includes an internal six-level parking garage.

The project also consisted of 50,000sf of street level retail space along with fitness area, pool and spa, leasing office and clubhouse, internet café. Sujay designed the MEP systems for this project including: heating ventilation and air conditioning system, domestic water and sanitary sewer distribution system, electrical power and lighting system, fire alarm system, site lighting and electrical distribution system and an access control system.

* Work performed on this project was completed by APTUS employees while employed with other firms.





Project Information

FEATURES

132 units
Two outdoor courtyards
BBQ area, bike storage, community laundry, community learning center

CLIENT

HU+O Architects
Foundation Communities

SIZE

132 units

DESIGN SERVICES

MEP Engineering



THE JORDAN AT MUELLER AUSTIN, TX

Located in the burgeoning Muller neighborhood in East Austin, The Jordan will provide 132 affordable, service-rich apartment homes for low-income families.

The new Mueller District in East Austin is adjacent to Downtown and just a few miles from the University of Texas at Austin, making it a prime location for new development. The vibrant neighborhood includes local shops and restaurants as well as several entertainment venues and an expansive open space park where residents meet for morning yoga, lay out picnics, and play. The first phases of the Mueller District featured luxury apartment living; The Jordan will be the first low-income community in the neighborhood.

The Jordan will provide 132 one, two, and three bedroom options, as well as an on-site community learning center. The learning center will be host to Foundation Communities' signature afterschool and summer programs for children, as well as adult education programs like health/wellness and financial stability.

Other planned amenities for The Jordan include two central courtyards to encourage community connectivity, a BBQ area, and bike storage.





Project Information

FEATURES

120 units
1, 2, & 3 bedroom units
Onsite Community Learning Center
Play areas, pavilion, bike parking,
sports fields

CLIENT

HU+O Architects
Foundation Communities

SIZE

120 units / 5 buildings

DESIGN SERVICES

MEP Engineering



CARDINAL POINT APARTMENTS AUSTIN, TX

Cardinal Point offers affordable and environmentally-friendly apartments in Northwest Austin, as well as signature on-site education and support programs.

Located in the Four Points area of Northwest Austin, Cardinal Point is a refreshing housing solution that provides affordable living in a beautiful community. This housing project is one of Foundation Communities' properties offering units for at-risk and homeless families through the Children's Initiative Program.

The community consists of five apartment buildings, a learning center, and a leasing office. The learning center, in line with Foundation Communities' commitment to making Austin a better place to live, is host to afterschool and summer learning programs for children, as well as adult education offerings including health and financial stability programs.

The Cardinal Point apartments are built with sustainable initiatives in order to keep energy usage and tenant utility bills low.





SUJAY REGMI, P.E., LEED AP PRINCIPAL

PROFESSIONAL SUMMARY

Sujay has developed a diverse engineering background in mechanical, electrical and plumbing system design. His areas of design experience include HVAC systems, process piping, plumbing and electrical systems. His experience encompasses all phases of project development from initial concept design through construction on administration. He has applied his design skills to office buildings, healthcare facilities, educational buildings, laboratories, industrial facilities and power plants. Sujay has more than fifteen years of engineering design experience encompassing projects ranging from new construction to complete facility retrofits. He is responsible for many aspects of mechanical, electrical, and plumbing design, code compliance, preparation of design drawings and specifications and field coordination.



EDUCATION

MS in Mechanical & Aerospace Engineering, Illinois Institute of Technology, Chicago, IL
BS in Mechanical Engineering, Manipal Institute of Technology, Karnataka, India

REGISTRATIONS

Professional Engineer,
State of Texas No. 103727
State of Alabama No. 32613
State of Iowa No. 21664
State of Kentucky No. 28235

LEED Accredited Professional, 2009

YEARS OF EXPERIENCE

4 with current firm / 15 total

EMPLOYMENT

APTUS Engineering, Austin, TX
April 2014 - Present
Principal

Bury Inc., Austin TX
October 2009 – April 2014
Senior Project Manager/Senior Associate

Jacobs/Carter & Burgess, Austin, TX
January 2007 - October 2009
Mechanical Engineer

Encotech Engineering Consultants Inc., Austin, TX
October 2003 - January 2007
Graduate Engineer

PROJECT EXPERIENCE

Hilton Canopy - Austin, Texas

Provided MEP design for a new 6-story boutique hotel with 140 guest rooms. Hilton Canopy, located in the heart of downtown Austin, offers underground valet parking, a full bar and restaurant, pool deck and flexible event space overlooking the vibrant West 6th Street. Project includes a high efficiency Variable Refrigerant system, with dedicated energy recovery systems. Rain water collection is provided via sub-grade tanks which are pumped up for interior courtyard irrigation. Sub-grade lift stations are provided for stormwater and sanitary sewer service. A high efficiency domestic water heating system is provided with modulation instantaneous boilers with no thermal storage requirement. Project is designed to achieve a 3-Star AEGB rating.

Lakeline Station Apartments & Learning Center - Austin, Texas

Provide MEP design for a low-income housing project that includes 128 units for at-risk and homeless families through the Foundation Communities Children's Home Initiative Program. The complex consists of several small buildings connected by a series of common walkways and a contiguous roof, as well as a 7,000 SF learning center for community education and outreach. The learning center is designed to be a Net Zero Energy Building. Exposed MEP systems with color-coded ductwork can be used to explain building systems to tenants via educational programs. Classrooms have individual interfaces for power and lighting energy modeling, and can compete to see which room uses the least amount of power. The project achieved a 5-Star AEGB rating.

The Jordan at Mueller - Austin, Texas

Provided MEP design for the first phases of the Mueller District featured luxury apartment living; The Jordan will be the first low-income community in the neighborhood. The Jordan will provide 132 one, two, and three-bedroom options, as well as an on-site community learning center. The learning center will be host to Foundation Communities' signature afterschool and summer programs for children, as well as adult education programs like health/wellness and financial stability. Project is seeking for a 5 Start AEGB rating.

Northpoint Crossing – College Station, Texas *

Northpoint Crossing - a wrap-style apartment complex design with three 5-story buildings with 375 units (1,100 beds). Each building includes an internal six-level parking garage. The project also consisted of 50,000sf of street level retail space along with fitness area, pool and spa, leasing office and clubhouse, internet café. MEP systems for this project included: heating ventilation and air conditioning system, domestic water and sanitary sewer distribution system, electrical power and lighting system, fire alarm system, site lighting and electrical distribution system and an access control system.

3rd & Brazos Street High Rise Residential - Austin, Texas *

Provided MEP engineering services for the 278-unit, 17-story, high rise multi-family residential project in downtown Austin. The project consists of ground floor leasing office and amenity center, retail and restaurant shell space; parking garage (floors two through five); residential-pool, and lounge area on the 6th floor; and residences on floors seven through 16. Engineering services included stairwell pressurization, fire alarm and fire protection, and emergency power generation as required for high-rise code. Performed an energy model and comparison of various HVAC systems, which included water source heat pumps, DX and chilled water. The project is LEED NC Silvercertified.

* Work performed on these projects was completed while employed with other firms.



Company Overview

TDI Engineering, LLC is a full-service engineering company offering civil and structural engineering services for commercial and residential projects. TDI believes in an emphasis on quality engineering work and client interaction. Our focus as a company is to develop long-term relationships with active clients that share our desire to produce high quality projects. The combination of civil and structural engineering expertise allows TDI to offer clients bundled services, increasing project coordination and design efficiency. TDI is registered to provide engineering services nationwide, and is currently registered in over 30 states.

Company Background

Originally founded in 2005 as Texas Design Interests, LLC and its sister company, TDI Foundation Engineering, LLC, these companies were reorganized as TDI Engineering, LLC in 2018. The founding members include Jeff Cloyd, P.E., Roger Meredith, P.E. and Jeff Shindler, P.E. The three partners bring years of varied and complementary professional expertise to the company. After gaining professional expertise in a wide variety of civil and structural engineering projects throughout Central Texas and across the nation, the three recognized an opportunity to provide professional engineering services to clients in a timely and professional manner while maintaining a level of personal customer interaction sometimes lacking in larger companies. The principals take pride in the fact that over 90% of clients of TDI are either repeat customers or referrals from existing clients.

Scope of Services

Civil Engineering Services

TDI provides a wide range of Civil Engineering Services relating to land development. These services are offered to clients for the entire timeline of a project, from the feasibility and conceptual planning stage through construction and acceptance of the project. While the scope of each project, as well as the needs of each client, is unique; some of the standard services performed throughout a project include the following:

- Feasibility Reports/Determination of Entitlements
- Conceptual Site Planning
- Preliminary Cost Estimating
- Development of Site Plan/Construction Documents
- Coordination of Subcontractors (Surveyors, Geotechnical Engineers, Environmental Engineers, Transportation Engineers, etc.) as necessary
- Value Engineering/Review of Construction Plans

- Processing of Plans through appropriate regulatory agencies (City, County, State, Federal) to Permitting
- Project Bidding Services (Preparing bid packages and forms, Responding to questions, Coordinating bid meetings and reviewing bid submittals, etc.)
- Construction Phase Services (Pre-construction meetings, Periodic site visits/inspections, Review and approval of draw requests, Final concurrence inspection and approval, etc.)
- Litigation Support/Expert Witness Testimony

While these items are a general list of some common project services provided, TDI is always willing to work with the Client to provide a tailored scope of services that address the specific needs of the Client and the Project.

The principals of TDI have extensive professional civil engineering experience with local, national, and public sector clients. In addition, TDI has assisted large numbers of private individuals who are not professional developers that have been helped with small subdivisions, or tap plans, or grading plans who relied on our expertise to guide them through the sometimes daunting procedures of some regulatory agencies.

TDI has experience with civil engineering projects subject to jurisdictions of many governmental agencies across Texas. These include Cities, Counties, State Agencies and Utility Districts.

Structural Engineering Services

TDI Engineering, LLC provides a full spectrum of structural engineering services to clients. Clients include commercial developers and general contractors as well as large-scale production and custom homebuilders. Typical structural engineering services include the following:

- Foundation Plans - Conventionally reinforced, post-tensioned, pier and beam and others.
- Structural Frame Plans utilizing various materials including wood, concrete, steel, ICF panels, light gauge steel, masonry, tilt-wall, etc.
- Shop Drawing Review
- Construction Phase Services including inspections, certifications, etc.
- Structural Performance Evaluation - Analyze existing structures to evaluate performance and provide repair recommendations

TDI has provided structural engineering services to a wide range of local and national clients. Projects have included Hilton Garden Inns, Firestone Tire Centers, Christian Brothers Automotive, Applebee's restaurants, various apartment complexes, numerous production home builders and custom homes ranging from 1,500 to over 10,000sf.

Multi-Family Residential

TDI Engineering, LLC has performed structural engineering designs on a wide range of challenging multi-family projects. The projects we have worked on have had various sources of funding including conventional loans, private funds, tax credits, and HUD financing. Many projects included LEED and Smart Housing elements. We have worked on many projects that had to meet HUD and TDHCA regulations. Our experience in the design of multi-family residential projects includes the following:

Timber Village Apartments	Marshall, TX	Belterra Springs Apartments	Dripping Springs, TX
Mesa Vista Apartments	Donna, TX	Tecoma Apartments	Austin, TX
Poinsettia Apartments	Alamo, TX	River View at Calallen Apartments	Corpus Christi, TX
Figueroa Apartments	Robstown, TX	Vista Pointe at Wild Pine	San Antonio, TX
Sunset Way Apartments	Port Arthur, TX	Think East	Austin, TX
Crescent Village II	Elgin, TX	Santal Ph II Apartments	Austin, TX
Sandstone Apartments	Gulfport, MS	Crystal Falls Town Center	Leander, TX
Regency Way Apartments	Gulfport, MS	Waters at St James Apartments	Summerville, SC
Hillside Terrace Apartments	Gulfport, MS	Cesar Chavez Apartments	Edcouch, TX
Baywood Place Apartments	Gulfport, MS		
Village Place Apartments	Gulfport, MS		
Timber Grove Apartments	D'Iberville, MS		
Back Bay Villas	D'Iberville, MS		
Morrison Village Apartments	Pascagoula, MS		
Taylor Heights Apartments	Pascagoula, MS		
Highland Springs Apartments	Jackson County, MS		
Washington Village	Wichita Falls, TX		
Tuscan II Townhomes	Houston, TX		
Bouldin Lofts	Austin, TX		
Timber Village II Apartments	Marshall, TX		
Horizon Meadow Apartments	Lamarque, TX		
Amber Stone Apartments	Beeville, TX		
Trinity Place	Austin, TX		
Legacy Apartments	Austin, TX		
Cosmopolitan Apartments	Corpus Christi, TX		
Highland Villas Apartments	College Station, TX		
Heartland Village Apartments	Sulphur Springs, TX		
Pine Lake Estates Apartments	Nacogdoches, TX		
Palacio del Sol Apartments	Corpus Christi, TX		
Avenue Terrace Apartments	Houston, TX		
Barton Trails Apartments	Austin, TX		
Windy Ridge Apartments	Austin, TX		
Estates at Ellington Apartments	Houston, TX		
Emma Finke Apartments	Beeville, TX		
Bella Terra Apartments	Brownsville, TX		
Riverstone Apartments	Corpus Christi, TX		
Arbor at Centerbrook Apartments	Live Oak, TX		
Bella Vista Apartments	Alton, TX		
Aspen Heights UNC Apartments	Charlotte, NC		
Aspen Heights Austin Apartments	Austin, TX		
Waters at Magnolia Bay Apartments	Lincolnvile, SC		

SARAH H. ANDRÉ, MA, MSCRP

1301 Chicon, Suite 101; Austin, Texas 78702

PROFESSIONAL EXPERIENCE

EAST 43RD ST, LLC DBA STRUCTURE DEVELOPMENT, AUSTIN, TX

Owner, 2011-Present

Sole Owner of Real Estate Consulting Company. Specialize in financial analysis, deal structuring and project management for Low Income Housing Tax Credit funded developments. Experienced in use of public subsidies for affordable housing, including Section 202, Low Income Housing Tax Credits, Historic Tax Credits, HOME and CDBG funds. Projects include:

- Parmer Place Apartments, 252 units of affordable housing in Austin, TX
- Mason Senior Apartments, 120 units of affordable housing for Seniors in Katy, TX
- The Chicon, 43 condominium units and 9,000 square feet of commercial space in Austin, TX
- Oak Creek Village, full redevelopment of 173 unit HAP property in Austin, TX
- Wheatley Courts, full development of PHA housing in San Antonio, TX

S2A DEVELOPMENT CONSULTING, AUSTIN, TX

Principal, 2005-2013

Co-Owner of Real Estate Consulting Company. Specialized in financial analysis, deal structuring and project management for Low Income Housing Tax Credit funded developments. Experienced in use of public subsidies for affordable housing, including Section 202, Low Income Housing Tax Credits, Historic Tax Credits, HOME and CDBG funds. In seven years, S2A prepared and submitted successful applications for Federal Tax Credits valued at more than \$41 Million, resulting in the creation of more than 4,800 units of affordable housing. Specific tasks included:

- Developing pro formas, completing financing applications, completing due diligence and negotiating with lenders and investors;
- Completing all aspects of pre development work including variances, zoning, permitting, and re-platting;
- Coordination of the development team, including architect, engineers, consultants and contractors;
- Completing draw requests, monitoring loan funds, completing grant reports and compliance; and
- Under contract with Diana McIver and Associates, researched and co-wrote the City of Austin's TOD Affordable Housing Study. Provided site analysis for TOD areas, developed site selection criteria and provided recommendations for redevelopment opportunities.

ADVOCATES FOR HUMAN POTENTIAL, INC., SUDBURY, MA

Program Associate, 2005-2008

Responsibilities included research, data collection and analysis, technical assistance and training, and writing reports. Specific projects included:

- Author and trainer for Independent Living Research Utilization – *Get, Choose, Keep* – A guide for transition coordinators helping people with disabilities move into the community;
- Program Evaluator for CMHS Projects for Assistance in Transition from Homelessness (PATH); Program Site Visits; and

Pi Architects was founded over a quarter of a century ago with a senior living focus.

Pi Architects is a multi-disciplinary firm that specializes in the design of senior living communities. Our design team is comprised of highly qualified Architects, Planners, Landscape Architects, Interior Designers, Mechanical, Electrical, and Plumbing Engineers, and Low Voltage Experts, all of whom contribute years of experience in creating environments for elders. This concerted team approach, paired with exclusive specialization in senior living, sets us apart from other firms.

Pi Architects team has designed over 100 projects nationwide, including CCRCs, Independent Living, Active Adult, Assisted Living, Memory Care, Adult Day Care, Skilled Nursing, Short Term Rehabilitation, and Hospice.

List of representative projects from the last five years:

- Multiple renovation and expansion projects at Westminster – Austin, TX
- North Star Senior Living, Independent Living – Georgetown, TX
- Presbyterian Village North, Independent Living, Assisted Living, Memory Care, Nursing – Dallas, TX
- Baptist Community Services, Independent Living, Assisted Living, Memory Care, and Community Center – Amarillo, TX
- Legacy Oaks of Azle, Independent Living, Assisted Living, and Memory Care – Azle, TX
- Ariel Pointe, Independent Living, Assisted Living, and Memory Care – Sachse, TX
- The Pointe at Lifespring, Assisted Living and Memory Care – Knoxville, TN
- The Peaks at Old Laramie Trail, Assisted Living and Memory Care – Lafayette, CO



BRYAN WARNE, RLA

Director of Landscape Architecture, Pi Architects

EDUCATION AND CERTIFICATION

Bachelors of Landscape Architecture – Texas A&M University, 2003
Washington / Alexandria Architecture Consortium

AFFILIATIONS AND REGISTRATIONS

- Member Council of Landscape Architectural Registration Boards
- American Society of Landscape Architects
- Licensed in: Texas, Tennessee, Colorado

SENIOR LIVING EXPERIENCE

- Baptist Community Service Campus Master Planning, Assisted Living, Memory Care, Skilled Nursing, and Renovations – Amarillo, Texas*
- Capstone at Royal Palm Assisted Living and Memory Care – Royal Palm Beach Florida
- Civitas Sachse Independent Living, Assisted Living and Memory Care – Sachse, Texas*
- Civitas Sunnyvale Assisted Living and Memory Care – Sunnyvale, Texas
- Civitas Wimberly Assisted Living and Memory Care – Wimberly, Texas
- Civitas, Trepex Construction, Azle Independent Living, Assisted Living and Memory Care – Azle, Texas
- Clifton Sunset Home Master Plan, Nursing, Alzheimer's Care and Assisted Living – Clifton, Texas*
- Concordis Assisted Living and Memory Care – Baton Rouge, Louisiana*
- Crown Point Healthcare, Rehabilitation, Transitional Care & Assisted Living – Lubbock, Texas
- Heartis Assisted Living and Memory Care – Arlington, Texas
- Investcor Covington Assisted Living and Memory Care – Covington, Louisiana*
- Investcor Denison Assisted Living and Memory Care – Denison, Texas*
- Juliette Fowler Homes CCRC Master Plan and Nursing Home Renovations – Dallas, Texas
- Westminster CCRC Master Plan, Preston Entry Renovations & Addition – Austin, Texas*
- Manchester Place Assisted Living and Community Center – Dallas, Texas
- Medistar Corporation Katy Assisted Living, Memory Care and Rehab – Katy, Texas*
- Medistar Corporation, VibraLife of El Paso, Assisted Living, Memory Care and Rehabilitation – El Paso, Texas
- Meridian Realty Assisted Living & Memory Care – Metairie, Louisiana
- Meridian Realty, ISL Assisted Living and Memory Care – Nashville, Tennessee
- Meridian Realty, ISL Independent Living, Assisted Living and Memory Care – Clear Lake, Texas*
- Meridian Realty, ISL Simi Valley – Simi Valley, California
- Meridian Realty, ISL The Peaks at Old Laramie Trail Assisted Living, Memory Care – Lafayette, Colorado
- Meridian Realty, ISL The Pointe at Lifespring – Knoxville, Tennessee
- Meridian, HMG Park Manor Nursing – Bee Cave, Texas
- Mt. Zion Master Plan – Concordia, North Carolina
- NorthPoint Development, ISL Stonecrest of Rochester Hills Assisted Living and Memory Care – Rochester, Michigan
- NorthPoint Development, ISL Stonecrest of Troy Assisted Living and Memory Care – Troy, Michigan
- Presbyterian Village North CCRC – Dallas, Texas
- SCI Cedar Park Nursing – Cedar Park, Texas
- Silverado Bee Cave Memory Care – Bee Cave, Texas

- SPJST CCRC Master Plan, Assisted Living Expansion and Nursing Renovation – Taylor, Texas
- Sundance at Cedar Park Memory Care – Cedar Park, Texas
- Sundance Towne Lake Memory Care – Cypress, Texas
- The Medical Resort at Pearland, Skilled Nursing and Rehabilitation – Pearland, Texas*
- The Medical Resort at Sugar Land, Skilled Nursing and Rehabilitation – Sugar Land, Texas*
- The Medical Resort at Willowbrook, Skilled Nursing and Rehabilitation– Willowbrook, Texas
- US Memory Care Cedar Park – Cedar Park, Texas
- Vision Health – Oklahoma City, Oklahoma
- Yew Tree Assisted Living and Memory Care – Sugarland, Texas

*Project currently in progress

- Technical assistance and training on housing issues for “Money Follows the Person” grantees under contract with Ascellon Corporation.

AUSTIN REVITALIZATION AUTHORITY, AUSTIN, TX

Senior Project Manager, 2003-2005

Oversight and coordination of an 18-unit single-family affordable redevelopment project that included re-subdivision, historic rehabilitation, variances, Green building, and multiple federal and local funding sources. Specific tasks included:

- Worked with architects, lender, builders and other members of the development team to ensure project complied with all guidelines.
- Created pro formas, monitored budget and completed draws;
- Wrote grants for a variety of projects including streetscape beautification and historic rehabilitation; and
- Worked with Board of Directors to develop housing policy.

THE ENTERPRISE FOUNDATION, AUSTIN, TX

Assistant Director/Program Director, Housing, 1997-2002

Planned, developed and implemented programs for the Austin office. Tracked and responded to public policy changes related to office priorities. Developed budgets, tracked expenditures and coordinated with Director to complete quarterly reporting and monthly reimbursement submissions to funding sources. Managed contracts with consultants and grantees. Principal investigator and author for a wide variety of publications. Specific projects included:

- Operated two grant programs benefiting community development corporations (CDCs). Worked with CDCs to conceptualize, develop and fund affordable housing projects for persons with disabilities and other low-income target populations;
- Developed and delivered training statewide on affordable housing and community development with an emphasis on housing for persons with disabilities; and
- Developed and managed consumer-based housing coalitions in seven Texas communities.

DIANA MCIVER AND ASSOCIATES, INC., AUSTIN, TX

Manager, Special Projects, 1994-1996

Responsible for a variety of special projects, including the development of purchaser qualification packages under the Title VI Preservation program and an Analysis of Impediments to Fair Housing Choice for the City of Austin, Texas.

- Responsible for outreach and technical assistance to nonprofit organizations across Texas.
- Researched federal, state and private funding sources for affordable housing development.
- Marketed resources to eligible organizations and assisted throughout the application process.
- Wrote and published *Housing Choices in Texas: Creating Opportunities for People with Disabilities*.

EDUCATION

MS Community and Regional Planning. The University of Texas at Austin. 1995

MA Latin American Studies. The University of Texas at Austin. 1995

BA Anthropology and Sociology. Rhodes College. 1990

AFFILIATIONS

Director, Austin Geriatric Center (RBJ Residential Tower)

Chair, Strategic Council on Affordability Urban Land Institute

2020

COMPANY OVERVIEW

BWE

ABOUT BELLWETHER ENTERPRISE

Bellwether Enterprise is a national, full-service, commercial and multifamily mortgage banking company that puts people and communities first. With production offices across the country, we are national in scope yet regional in approach. Our teams are among the most experienced and knowledgeable commercial mortgage bankers and loan servicing agents in the industry.

Through our diverse lending platform and longstanding relationships with a variety of lenders, we provide flexible, competitive market rate and affordable finance solutions that are customized to the needs of our clients.

OUR MISSION

Bellwether Enterprise stands for integrity. We are mission-driven, dedicated to long-term relationships, quality work, organic growth, and ensuring that our clients have access to optimal solutions with certainty of execution. Clients appreciate our commitment to technology and trust our leadership as we deliver large-scale capabilities with a boutique-style approach.

HOW WE GIVE BACK

As a subsidiary of Enterprise Community Investment, Inc., a large portion of our revenue helps support our nonprofit parent company, Enterprise Community, Inc., which creates and advocates for quality affordable housing in thriving communities. Enterprise has set a goal to end housing insecurity in the U.S. within a generation. That means no more homelessness and no more families paying more than half their income on housing.

OUR RESULTS

Since 2012, Bellwether Enterprise has contributed millions in revenue to Enterprise to help support the affordable housing mission. To date, Enterprise has invested **\$52.9 billion**, created nearly **662,000** homes and touched millions of lives.

We provide **CAPITAL ON A MISSION** to help our clients and our communities.

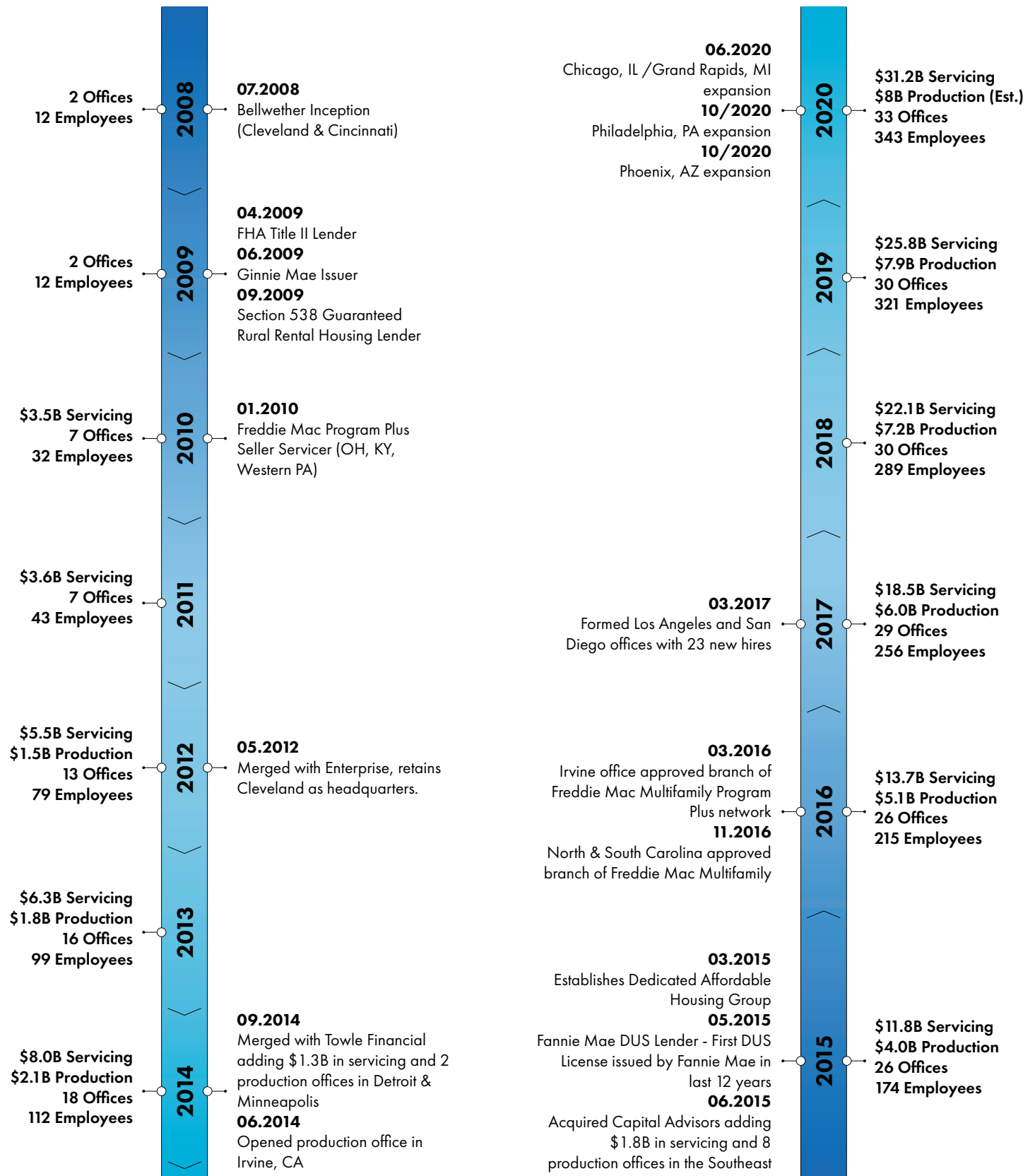
\$52.9^B

INVESTED BY ENTERPRISE SINCE 1982

662,000

AFFORDABLE & WORKFORCE HOMES CREATED
BY ENTERPRISE

HISTORICAL TIMELINE



OUR OWNERSHIP

In 2012, Bellwether Real Estate Capital and Enterprise Community Investment's Multifamily Mortgage Finance group merged to form Bellwether Enterprise Real Estate Capital, LLC. We are the largest privately held employee-owned mortgage banking firm in the country.

Headquartered in Cleveland, Ohio with additional local offices across the country, our team members include some of the most experienced and knowledgeable professionals who are among the leading commercial mortgage bankers in their markets.

45%

OWNED BY ENTERPRISE COMMUNITY
INVESTMENT, INC.

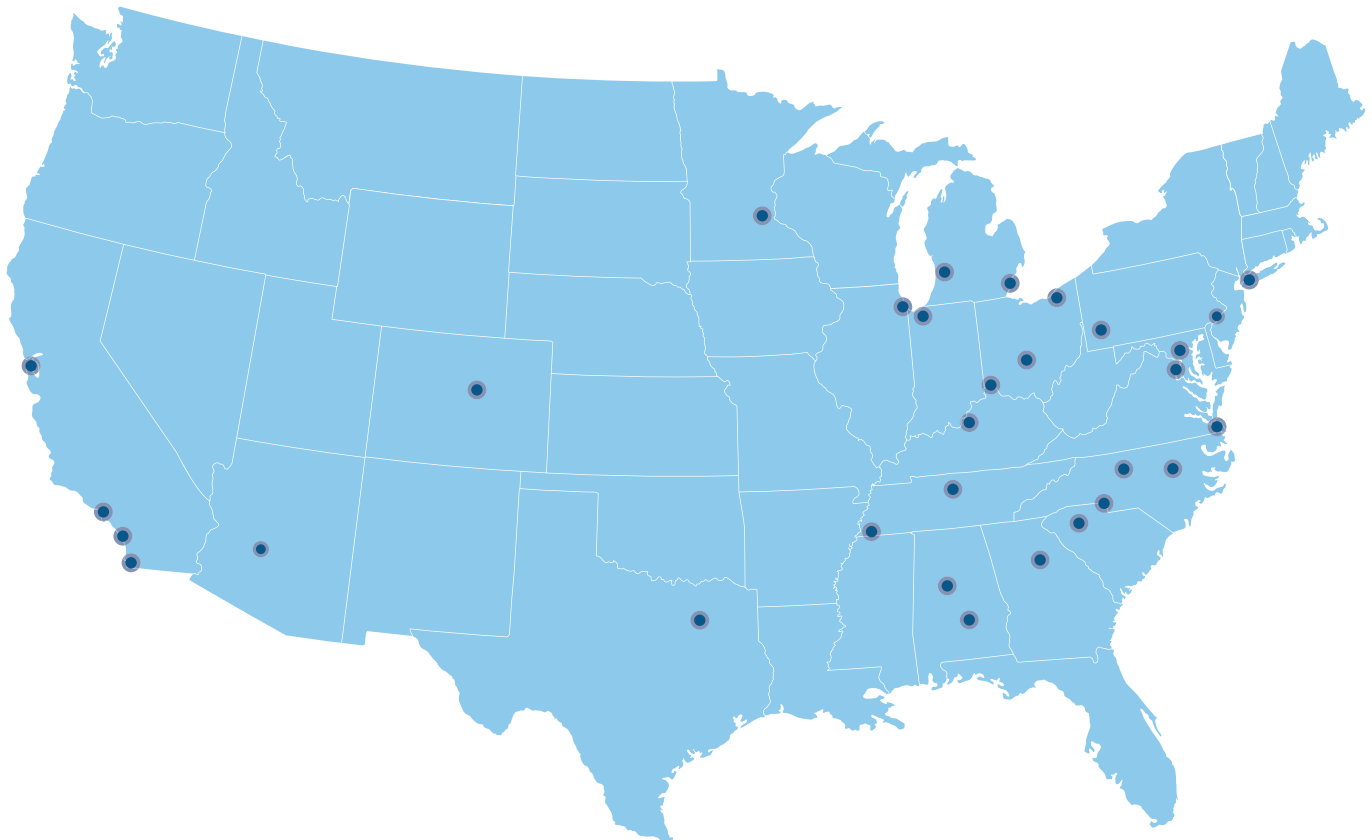
30%

OWNED BY BELLWETHER ENTERPRISE KEY
EMPLOYEES

25%

OWNED BY FIFTH THIRD BANK

OUR OFFICE LOCATIONS



ATLANTA, GA
BIRMINGHAM, AL
CHARLOTTE, NC
CHICAGO, IL
CINCINNATI, OH
CLEVELAND, OH
COLUMBIA, MD

COLUMBUS, OH
DALLAS, TX
DENVER, CO
DETROIT, MI
GRAND RAPIDS, MI
GREENSBORO, NC
GREENVILLE, SC

INDIANA
IRVINE, CA
LOS ANGELES, CA
LOUISVILLE, KY
MEMPHIS, TN
MINNEAPOLIS, MN
MONTGOMERY, AL

NASHVILLE, TN
NEW YORK, NY
NORFOLK, VA
PHILADELPHIA, PA
PHOENIX, AZ
PITTSBURGH, PA
RALEIGH, NC

SAN DIEGO, CA
SAN FRANCISCO, CA
WASHINGTON, DC

OUR PRODUCTION

Local expertise, a wide variety of lenders, experienced producers, competitive products and unmatched customer service, Bellwether Enterprise is one source for all your commercial mortgage banking needs.

2019 PRODUCTION BY LENDER

LIFE COMPANY

\$2.9B | 255 LOANS

AGENCY

\$2.4B | 214 LOANS

CMBS

\$1.2B | 61 LOANS

2019 PRODUCTION BY PROPERTY

MULTIFAMILY

\$4.2B | 305 LOANS

RETAIL

\$1.2B | 125 LOANS

INDUSTRIAL

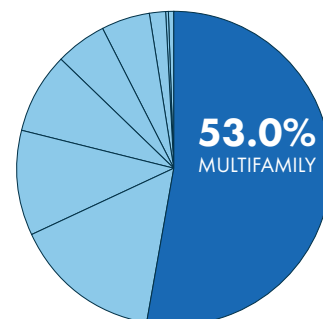
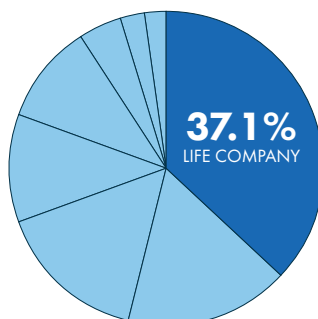
\$850.0M | 84 LOANS

\$7.9^B

2019 TOTAL LOAN VOLUME

681

2019 TOTAL TRANSACTIONS



BY LENDER

LIFE COMPANY	37.1%	BANK	10.4%
FANNIE MAE	16.8%	OTHER	4.3%
CMBS	15.7%	BRIDGE	2.5%
FREDDIE MAC	11.0%	FHA/RHS	2.2%

BY PROPERTY TYPE

MULTIFAMILY	53.0%	OTHER	5.1%
RETAIL	15.3%	HOSPITALITY	1.5%
INDUSTRIAL	10.8%	SELF STORAGE	0.5%
OFFICE	8.4%	HEALTHCARE	0.3%
MHC	5.2%		

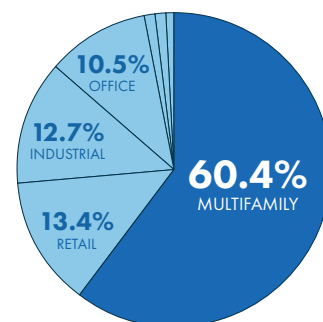
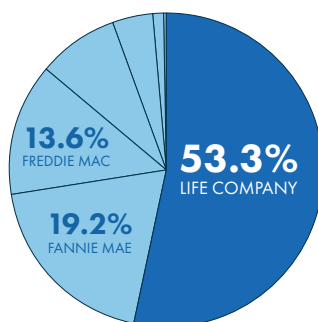
OUR SERVICING As of October 23, 2020

\$31.2^B

PORTFOLIO BALANCE

3,864

TOTAL LOANS IN SERVICING



BY INVESTOR TYPE

LIFE COMPANY	53.36%	FHA	4.1%
FANNIE MAE	19.2%	EQUITY	1.3%
FREDDIE MAC	13.6%	RHS	0.1%
CMBS	8.4%		

BY PROPERTY TYPE

MULTIFAMILY	60.4%	OTHER	1.3%
RETAIL	13.3%	HOTEL	1.2%
INDUSTRIAL	12.7%	HEALTHCARE	0.6%
OFFICE	10.5%		

OUR PRODUCTION

Most of our loan producers have 15 plus years of experience and were born and raised in the areas they do business.

Local expertise, a wide variety of lenders, competitive products and unmatched customer service, Bellwether Enterprise is one source for all your commercial mortgage banking needs.

\$7.9^B

2019 TOTAL LOAN VOLUME - 681 LOANS

\$2.9^B

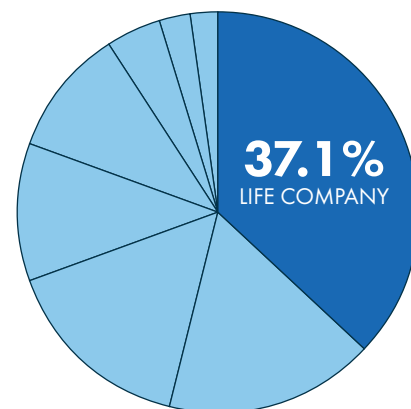
2019 LIFE COMPANY - 255 LOANS

\$2.4^B

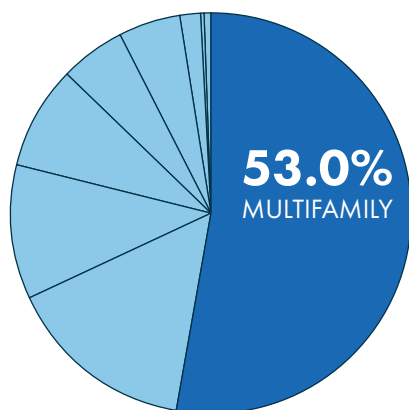
2019 AGENCY - 214 LOANS

\$1.2^B

2019 CMBS - 61 LOANS



PROPERTY TYPES



305^{LOANS}

\$4.2^B

2019 MULTIFAMILY

58^{LOANS}

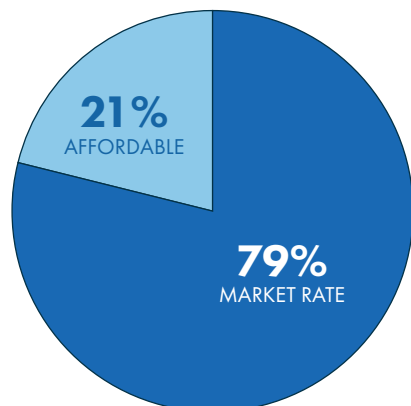
\$682.9^M

2019 AFFORDABLE MULTIFAMILY

BY PROPERTY TYPE

MULTIFAMILY	53.0%	OTHER	5.1%
RETAIL	15.3%	HOSPITALITY	1.5%
INDUSTRIAL	10.8%	SELF STORAGE	0.5%
OFFICE	8.4%	HEALTHCARE	0.3%
MHC	5.2%		

2019 AGENCY PRODUCTION



\$2.4^B

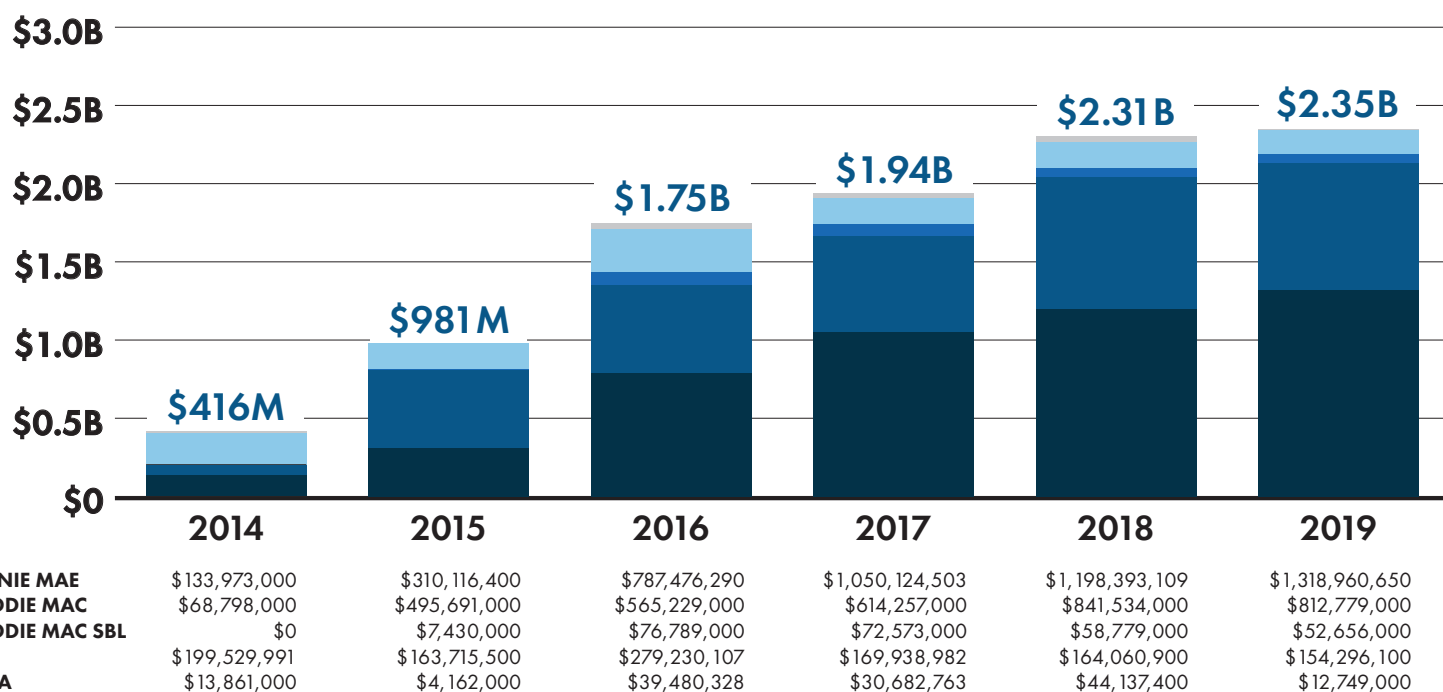
PRODUCTION VOLUME

214

NUMBER OF LOANS

FANNIE MAE	\$1,318,960,650
FREDDIE MAC	\$812,779,000
FREDDIE MAC SBL	\$52,656,000
FHA	\$154,296,100
USDA	\$12,749,000

AGENCY PRODUCTION GROWTH (2014-2019)



TONY LOVE, SENIOR VICE PRESIDENT

P: 216.487.2931 | TLOVE@BWECAP.COM

1375 EAST 9TH STREET | SUITE 2400 | CLEVELAND, OHIO 44114



BIOGRAPHY

Tony works as part of the Bellwether Affordable Housing Group. He has more than 20 years of experience in mortgage banking, with particularly robust experience in affordable and conventional multifamily housing.

rior to entering the mortgage industry, Tony was executive director for a neighborhood nonprofit housing development corporation on Cleveland's Near West Side, responsible for initiating and completing development projects, staffing, community and board relations, and budgeting. He also worked as a city planner in St. Augustine, FL and was involved in comprehensive planning, zoning and land use administration, site plan review, and historic preservation regulations.

EDUCATION

College of Wooster, Bachelor of Arts in Urban Studies

University of North Carolina at Chapel Hill, Master of Regional Planning

Case Western Reserve University, Master of Business Administration

RECOGNITION

Mortgage Bankers Assn., Member Commercial Board of Governors, 2014 - 2019

Burton C. Woods Legislative Services award, 2014

Ohio Housing Council, Board Member

3. Financial Information

IRS Letter

Audited Financials

Board Member Resolution

Funding Commitment Letter

Internal Revenue Service
District Director

Department of the Treasury

FEB 9 1983

Date: FEB 04 1983

Employer Identification Number:

74-2247265

Accounting Period Ending:

OCTOBER 31

Foundation Status Classification:

170(b)(1)(A)(vi) and 509(a)(1)

Advance Ruling Period Ends:

OCTOBER 31, 1986

Person to Contact:

EO TECHNICAL ASSISTOR

Contact Telephone Number:

(214) 767-2728

EO:7215:WHJ

▷ GUADALUPE NEIGHBORHOOD DEVELOPMENT
CORPORATION
1212 EAST 9TH STREET
AUSTIN, TX 78702

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably be expected to be a publicly supported organization described in section 170(b)(1)(A)(vi) and 509(a)(1).

Accordingly, you will be treated as a publicly supported organization, and not as a private foundation, during an advance ruling period. This advance ruling period begins on the date of your inception and ends on the date shown above.

Within 90 days after the end of your advance ruling period, you must submit to us information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, you will be classified as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, you will be classified as a private foundation for future periods. Also, if you are classified as a private foundation, you will be treated as a private foundation from the date of your inception for purposes of sections 507(d) and 4940.

Grantors and donors may rely on the determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you submit the required information within the 90 days, grantors and donors may continue to rely on the advance determination until the Service makes a final determination of your foundation status. However, if notice that you will no longer be treated as a section 509(a)(1) organization is published in the Internal Revenue Bulletin, grantors and donors may not rely on this determination after the date of such publication. Also, a grantor or donor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act that resulted in your loss of section 509(a)(1) status, or acquired knowledge that the Internal Revenue Service had given notice that you would be removed from classification as a section 509(a)(1) organization.

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. Also, you should inform us of all changes in your name or address.

Generally, you are not liable for social security (FICA) taxes unless you file a waiver of exemption certificate as provided in the Federal Insurance Contributions Act. If you have paid FICA taxes without filing the waiver, you should call us. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

You are required to file Form 990, Return of Organization Exempt from Income Tax, only if your gross receipts each year are normally more than \$10,000.* If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, when a return is filed late, unless there is reasonable cause for the delay.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T. In this letter, we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

cc: JAMES W. PIPER

ENCLOSURE: 872-C

Sincerely yours,



R. C. Voskuil
District Director

For tax years ending on and after December 31, 1982, organizations whose gross receipts are not normally more than \$25,000 are excused from filing Form 990. For guidance in determining if your gross receipts are "normally" not more than the \$25,000 limit, see the instructions for the Form 990.

**Department of the Treasury
Director, Exempt Organizations**

**Internal Revenue Service
P.O. Box 2508
Cincinnati, OH 45201**

Date: MAY 24 2000

Guadalupe Neighborhood Development
Corporation
1113 E 9th St.
Austin, TX 78702

Employer Identification Number:
74-2247265

Document Locator Number:
310069476EO

Contact Person - ID Number:
Mr. Evans - 31-02826

Contact Telephone Number:
(877) 829-5500 Toll-Free

Our Letter Dated:
October, 1986

Addendum Applies:
No

Dear Sir or Madam:

We have received your correspondence dated February 23, 2000, which includes Form 8734.

Since your organization was issued its determination letter, the Internal Revenue Code has been revised and organizations exempt under 501(c)(3) are classified as either private foundations or public charities described in 509(a). Our records do not indicate that we have made this determination for your organization.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Code because you are an organization of the type described in sections 509(a)(1) and 170(b)(1)(A)(vi).

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,

Steven T. Miller
Steven T. Miller
Director, Exempt Organizations

Letter 1050 Modified (DO/CG)

Please see Appendix for 2021 Audited Financials

Board Member Resolution will be provided after the August 29th Board Meeting, as the July Board meeting was canceled due to Covid-19 cases.

4. Project Information

Project Description

GNDC is partnering with Escuela Montessori de Montopolis, a nonprofit pre-school in Montopolis, to expand the pre-school and increase affordable housing opportunities in the Montopolis neighborhood. The Montopolis neighborhood is in the early stages of gentrification in Austin, and it has become harder and harder to acquire land or provide affordable units. Escuela Montessori has 2 acres of land that currently houses a small, 2-classroom preschool that was built in 1994. Escuela has wanted to expand the school to serve more children from Montopolis but does not have the development or real estate know-how to take on such a transaction. Escuela approached GNDC in 2018 after GNDC, with a grant from JP Morgan Chase, completed a study of Montopolis with an eye on affordable housing opportunities that would mitigate displacement of households with ties to the neighborhood. Escuela was seeking to double the number of children currently served by the pre-k and afterschool, while having an onsite source of housing to both help families who attend the school, and to recruit students from for the school.

The campus will integrate the pre-k, family housing, and senior housing within a learning-focused development designed to increase social interaction, outdoor engagement, and intergenerational experiences, while enhancing the educational opportunities in the neighborhood. This innovation will be a larger and more comprehensive version GNDC's existing Jeremiah Campus, a 35-unit multifamily with a ground floor child development center. The campus will serve more kids and families while helping to expand GNDC's service area into the Montopolis Community.

Escuela Nueva Campus will include 2.4 acres of land leased to GNDC to develop a new "state of the art" campus for the preschool students while creating 114 units of affordable, family-oriented housing, with 35 units dedicated to seniors and 9 accessible units for people with disabilities, and office, community and school space on the first floor. The 1-bedroom units will be 652 Sq Ft, the 2-bedrooms will be 1,061 Sq Ft and the 3-bedroom units will be 1,350 Sq Ft. A rendering and design description is included in this packet, The project will double the number of children currently served by the pre-k. The campus will integrate the prek, family housing, and senior housing within a green, energy-efficient, learning-focused development designed to increase social interaction, outdoor engagement, and intergenerational experiences, while enhancing the educational opportunities in the neighborhood.

Development Costs are based on a cost-estimate from Franklin Construction received May 6th, 2022. Franklin Construction Limited utilizes sound market practices, effective strategy, value added ideas, and cost saving opportunities, all while keeping in mind the need for adaptability in the ever-changing construction industry. Franklin Construction has a history of working on affordable housing deals such as workthrough joint partnerships with local housing authorities. They have worked with the Housing Authority of the City of El Paso (HACEP), Dilley Housing Authority, Post Isabel Housing Authority, and the San Antonio Housing Authority (SAHA) just to name a few. Many of these deals require specific tax credit deliverables of which they have the experience and a proven history of achieving.

Total project cost for Escuela Nueva Campus are \$45,545,027. Construction costs are still high, and have not yet been value engineered. The project will be funded with layered financing shown below, including 4% LIHTC, Private Activity Bonds, private debt, Multifamily Direct Loan Funds from TDHCA, and a variety of grants that have already been secured. GNDC also made a proposal to the Federal Home Loan Bank Dallas for \$750,000 with an extremely high score of 76 points (winning applications last year scored at most 70 points). Funding commitments are included in the appendix.

Project Sources Explanation

	Source	Amount	Status	Explanation of Status and Timing
Debt	Tax Exempt Bonds	\$26,000,000 (interim to be taken out by other sources)	Not Yet Requested	Application for issuance will be submitted October 1, 2022. Approval is expected in March of 2023.
	Conventional FHA Loan	\$11,771,870	Requested	Bellwether has received this project and begun review. Approval has been stated by an LOI is expected prior to October 1, 2022.
Equity	Low Income Housing Tax Credit Investor Equity	\$18,429,152	Requested	GNDC will submit the 4% LIHTC application after the Bond Reservation is complete, around December of 2022. Approval is expected in May of 2023. GNDC has already requested National Equity Fund to be the tax credit syndicator on this project, and the request is under review. An LOI is expected prior to October 1, 2022.
	Federal Home Loan Bank of Dallas	\$750,000	Requested	GNDC submitted this request in May and anticipates being awarded the funds in October of 2022.
	Multi-Family Direct Loan Program	\$4,000,000	Not Yet Requested	GNDC will apply for MFDL Program Funds concurrent with its LIHTC application, as requested by Texas Department of Housing and Community Affairs. Approval is expected in May of 2023.
	Fannie Mae Sustainable Cities Innovation Challenge Award	\$530,000	Committed	GNDC was awarded this funding in 2020 for pre-development. An award letter is attached.
	Tingari Silverton Foundation	\$25,000	Committed	GNDC was awarded this funding in 2019 for pre-development. An award letter is attached.
	JP Morgan Chase Foundation	\$200,000	Committed	GNDC was awarded this funding in 2018 for pre-development. An award letter is attached.

Evidence of Market Demand

Austin, TX

Any google search will demonstrate the demand for rental housing in Austin. Well summarized by FAU Housing Economist Ken H. Johnson in a recent study: “Austin is uniquely situated with the booming population growth expected to continue for at least 10 years.

“I think that the inventory shortage is going to persist, which will help prop up housing, but it’s going to make affordability a major issue, both in renting, and homeownership in Austin for quite some time to come,” he said.” The study by researchers at Florida Atlantic University finds Austin has the second most overpriced housing market in the country.

<https://www.kxan.com/news/local/study-austin-2nd-most-overpriced-housing-market-in-us/>

Neighborhood Demand and Displacement Pressures

Escuela Nueva Campus will be located in the Montopolis Neighborhood of Austin, which is in City Council District 3 in area code 78741. The need for affordable rental housing in the Montopolis Neighborhood is well documented. According to the *Austin City Council District-By-District Analysis* conducted by HousingWorks Austin in 2021, 17,438 people in District 3 live in poverty, while 50% of District 3 residents are cost burdened for housing, paying 30% or more of their income to housing. 24% of all households in District 3 are extremely cost-burdened, paying more than half of their incomes to housing alone). The Austin Housing Blueprint has identified a need for 6,295 affordable units in District 3 by 2027, and the City has consistently underperformed in reaching its housing production goals.

A report done by the University of Texas School of Law Community Development Clinic, *Uprooted: Residential Displacement in Austin’s Gentrifying Neighborhoods, and What Can Be Done About It*, specifically calls out Montopolis as an area where the process of gentrification “is well underway.” It notes:

Both Montopolis and St. John’s-Coronado Hills are predominantly Latino and include elderly households and large families struggling with rising housing costs. In the classification scheme used in this report, they are both classified as Early: Type 1 gentrifying neighborhoods. In both areas, new homeowners are more likely to be white when compared to the existing homeowner population. And both are close to areas where prices are rising sharply and include or lie near recently or soon-to-be improved transportation links, such as widened freeways and upgraded bus service. ... Early indicators suggest that housing market activity is heating up sooner in Montopolis than in St. John’s-Coronado Hills, but displacement is a cause for concern in both communities.

In response to the UI report, JP Morgan Chase provided GNDC with a grant to examine opportunities for expanding its affordable housing programs into the Montopolis Neighborhood. Between late-2017 and September 2018, GNDC, together with the Austin Community Design and Development Center (ACDDC) gathered data, surveyed the housing conditions street by street, met with residents in large and small groups, met with community leaders and property owners, and produced a report, *Right to Remain: Montopolis Neighborhood*, related to the housing situation and community needs of that neighborhood.

GNDC’s report corroborated and strengthened much of what had been presented in The People’s Plan, a document developed by East Austin leadership, especially those people involved with the preservation of affordable housing in the Montopolis Neighborhood, which is presented as an appendix to GNDC’s report.

Right to Remain: Montopolis Neighborhood reports that 238 homes in Montopolis are in need of moderate to major repairs. The median income of Montopolis residents is only about half of what is needed to afford a mortgage for the average sales price home in the neighborhood. The average monthly rents in Montopolis have risen to approximately \$2,000, requiring an income that is more than twice the area's median income. Almost 200 renter-occupied homes are have delinquent property taxes, suggesting the pressure to sell is likely intense. Displacement of long-time residents is prevalent. This means there is a significant need for new, permanently affordable housing that would provide residents with ties the opportunity to remain.

Waiting List Analysis

Because GNDC gives priority to households with ties to the areas where it develops housing, well over 90% of its prospective tenants have strong ties to the East Austin and Montopolis community. GNDC's waitlist has doubled over the last 10 years. GNDC currently has a waitlist for rental housing at over 800 households. Remarkably, GNDC built this extensive waitlist with only word-of-mouth marketing, demonstrating the huge demand for affordable housing and GNDC's reputation for delivering it to households from East Austin.

GNDC's waitlists clearly demonstrate the strong market for this proposed development. It shows the pressing need for both rental and homeownership units that will be affordable to households with generational ties to an area that otherwise is no longer affordable. The Project will create 114 total units with 1-, 2-, and 3-bedrooms. All 114 units can be successfully leased within three months of completion and stabilized occupancy for the project as a whole will take place within 6 months after the project is completed.

The majority of GNDC's renters are likely to come from the waitlist of people trying to remain in or return to the 78702 and 78721 zip code areas. GNDC has recently made an effort to contact every household on its Rental Housing Wait List and was able to reach 95% of the over 853 applicants. The average household income of families on the waitlist is \$1,843/month, which is 26.6% of the Austin Median Family Income (MFI). Of the 853 applicants, the following needs were determined:

Median Family Income (MFI):

- 469 (54%) of the total number of households on the waitlist have income at or below 30% of the Austin MFI.
- 218 applicants (34.5%) have income between 30% and 50% MFI.
- 25 applicants have income between 50% and 60% of the MFI
- 20 applicants have income above 60% of the MFI.

Bedroom and Accessibility Needs:

- 252 applicants are in need of a 1-bdrm
- 197 applicants are in need of a 2-bdrm
- 126 applicants are in need of a 3-bdrm
- 105 applicants are in need of a 4-bdrm
- 102 applicants have disclosed disabilities
- 96 applicants are elderly

Reports Cited:

- 1) TOP 100 U.S. HOUSING MARKETS

<https://business.fau.edu/executive-education/housing-market-ranking/housing-top-100/index.php>

2) Austin City Council District-By-District Analysis

https://housingworksAustin.org/wp-content/uploads/2021/06/2020_ExecSumm_Methodology_FNL.pdf

3) City of Austin Housing Blueprint

<https://www.austintexas.gov/blueprint>

4) Right to Remain: Montopolis Neighborhood

https://issuu.com/acddc/docs/gndc_montopolis_final_report_web

Good Neighbor Policy

GNDC began a study of affordable housing opportunities in the Montopolis Neighborhood in November, 2017. GNDC engaged Austin Community Design and Development Center (ACDDC) to assist with researching and developing a report on housing opportunity, as well as organizing community outreach. ACDDC organized two full-scale community meetings at the Montopolis Recreation Center and numerous small meetings with leadership from the Montopolis Neighborhood. In February, 2018, GNDC and ACDDC organized a meeting with Montopolis leadership that included, Susanna Almanza, Ruby Roa, Pedro Hernandez, Ana Villalobos and Johnny Limon. Others, including Dr. Fred McGhee, President of the Carson Ridge Neighborhood Association, were invited, but were unable to attend.

On March 17th 2018, a community wide meeting was held after over 1000 flyers in both English and Spanish were distributed door-to-door throughout the neighborhood. Marla Torrado, a fluent Spanish speaker, represented GNDC to address any questions in Spanish. The meeting was attended by about 50 to 60 people, most of whom were home owners in the Montopolis Neighborhood. Neighborhood representatives, including Dr. McGhee, Pedro Hernandez and Ana Villalobos from the Community Development Commission attended that meeting, as did leadership from the Montopolis Neighborhood Association and the Montopolis Neighborhood Plan Contact Team.

A follow up meeting was held on April 14, 2018 that was also very well attended. Participation was solicited with flyers and emails to the various neighborhood associations, the Franciscan Sisters, the Montopolis Friendship Community Center, Dolores Church and the Latino Health Care Forum and individual leaders including Susana Almanza, Dr. Fred McGhee, Johnny Limon, Dr. Jane Rivera, Pedro Hernandez and others. The Escuela Nueva concept was presented and discussed at this meeting. A variety of other meetings were held with individuals, small groups, residents of mobile home parks, and Church leadership between March and September 2018. A draft of GNDC's Right to Remain: Montopolis Neighborhood report was presented to the community at the April meeting and a copy was later reserved at the Ruiz Library for residents to review. We asked residents and property owners to give us their comments and suggestions. The Escuela Nueva concept was presented on page 39 of the report, where it is available to this day.

As this project is still in the pre-development phase, GNDC is still working on community outreach and engagement with the neighborhood. GNDC held 3 community meetings (2 virtual and one in-person) in 2020 to allow neighbors to weigh in on design and development details. During this process, GNDC notified registered neighborhood organizations and community groups whose boundaries included the proposed development site to attend such meetings through flyers and by email. Around 15 people attended the in-person meeting. The flier is attached. GNDC will complete remaining Good Neighbor checklist items at the appropriate date for the project timeline.

ESCUELA NUEVA COMMUNITY MEETINGS

What community services would residents in Montopolis like to see at the new Escuela Nueva development?

PLEASE
TAKE A
FLYER



Time	Time	Time
Location 1	Location 2	Location 3

www.guadalupendc.org/escuelanueva



ESCUELA NUEVA COMMUNITY MEETINGS

The Guadalupe Neighborhood Development Corporation is partnering with Escuela Montessori de Montopolis, a nonprofit pre-school in Montopolis, to expand the pre-school and increase affordable housing opportunities in the Montopolis neighborhood.



Join GNDC for small group discussions about the new Escuela Nueva development at 2013 Montopolis Drive

TOPIC OF DISCUSSION:

What community services would residents in Montopolis like to see at the new Escuela Nueva development?

MEETING DATES & LOCATIONS:



Time Location 1 Time Location 2 Time Location 3

The ground floor of the new development includes space for community use and community services. GNDC is interested in hearing from Montopolis residents about what services and community spaces are most needed in the neighborhood.

Please consider joining GNDC for small group discussions and participating in the survey below or online to let us know what you think!

All small group discussions will be held outside with a limited number of socially distanced seats. Masks are required and will be provided upon request.

For more Information please visit www.guadalupecdc.org/escuelanueva or contact Rachel Stone, 512-479-6275 ext.5, rachel@guadalupecdc.org



please return this survey at any Escuela flyer station provided throughout the neighborhood

What are the most pressing childcare and youth needs in Montopolis?

What community spaces do you feel the neighborhood needs?

Is there any other feedback you'd like to share?

Please provide your contact information if you would like to stay in touch:



City of Austin

P.O. Box 1088, Austin, TX 78767
www.cityofaustin.org/housing

Housing and Planning Department

December 2, 2021 (revision to February 19, 2019)

S.M.A.R.T. Housing Certification
Guadalupe Neighborhood Development Corporation (GNDC)
2013 Montopolis Drive (ID# 634)

TO WHOM IT MAY CONCERN:

Guadalupe Neighborhood Development Corporation (development contact Rachel Stone, (512-479-6275 x5 (o)); Rachel@guadalupendc.org) is planning to develop a 114-unit multi-family residential development called Escuela Nueva at 2013 Montopolis Drive, Austin TX 78741. The project is subject to a minimum 5-year affordability period after issuance of certificate of occupancy, unless project funding requirements are longer. This project will also have to comply with the East Riverside Corridor Regulating Plan.

NHCD certifies that the proposed construction meets the S.M.A.R.T. Housing standards at the pre-submittal stage. Since **100% (114) units** will serve households with incomes at or below **60% MFI** the development will be eligible for **100%** waiver of all fees listed in the City of Austin's Land Development Code, Chapter 25-1-704, as amended or other fees waived under a separate ordinance. The expected fee waivers include, but are not limited to, the following fees:

Capital Recovery Fees	Site Plan Review	Zoning Verification
Building Permit	Misc. Site Plan Fee	Demolition Permit Fee
Concrete Permit	Building Plan Review	Land Status Determination
Electrical Permit	Construction Inspection	Board of Adjustment Fee
Mechanical Permit	Subdivision Plan Review	Parkland Dedication (<i>by</i>
Plumbing Permit	Misc. Subdivision Fee	<i>separate ordinance</i>)

Prior to issuance of building permits and starting construction, the developer must:

- ◆ Obtain a signed Conditional Approval from the Austin Energy Green Building Program stating that the plans and specifications for the proposed development meet the criteria for a Green Building Rating. (Austin Energy: Contact Austin Energy Green Building: 512-482-5300 or greenbuilding@austinenenergy.com).
- ◆ Submit plans demonstrating compliance with visitability and transit-oriented standards.

Before a Certificate of Occupancy will be granted, the development must:

- ◆ Pass a final inspection and obtain a signed Final Approval from the Green Building Program. (Separate from any other inspections required by the City of Austin or Austin Energy).
- ◆ Pass a final inspection to certify that visitability and transit-oriented standards have been met.
- ◆ An administrative hold will be placed on the building permit, until the following items have been completed: 1) the number of affordable units have been finalized and evidenced through a sealed letter from project architect and/or engineer, 2) a Restrictive Covenant stating the affordability requirements and terms has been filed for record at the Travis County Clerk Office.

The applicant must demonstrate compliance with S.M.A.R.T. Housing standards after the completion of the units, or repay the City of Austin in full the fees waived for this S.M.A.R.T. Housing certification.

Please contact me by phone 512.974.3462 or by email at nathan.jones@austintexas.gov if you need additional information.

Sincerely,

A handwritten signature in black ink, appearing to be 'Nathan Jones', with a stylized, cursive script.

Nathan Jones, Project Coordinator
Housing and Planning Department

Cc: Rosa Gonzales, AE
Melanie Montez, ORS

Ellis Morgan, NHCD
Mashell Smith, ORS

Jonathan Orenstein, AWU

5. Property Information

TCAD Appraisal

Property Maps

High Opportunity Census Tracts

Tracts at risk of Displacement or Gentrification

Imagine Austin Centers and Corridors with 0.5 mile buffer

Mobility Corridor with 0.5 mile buffer

Healthy Food Access with 1 mile buffer

100 year Flood Plain

Zoning Verification Letter

Proof of Site control

SHPO: Not yet reviewed, unsure if needed

Phase I ESA

GENERAL INFO

ACCOUNT

Property ID: 290484
Geographic ID: 0310140119
Type: R
Zoning: LO; SF3
Agent:
Legal Description: ABS 24 DELVALLE S ACR 1.984

Property Use: 00

OWNER

Name: ESCUELA MONTESSORI DE
Secondary Name: MONTOPOLIS INC
Mailing Address: 1201 KENWOOD AVE AUSTIN TX 78704-2620

Owner ID: 260095
% Ownership: 100.00
Exemptions: EX-XJ - 11.21 Private schools

LOCATION

Address: 2013 MONTOPOLIS DR TX

Market Area:
Market Area CD: EXE
Map ID: 031511

PROTEST

Protest Status:
Informal Date:
Formal Date:

VALUES

CURRENT VALUES

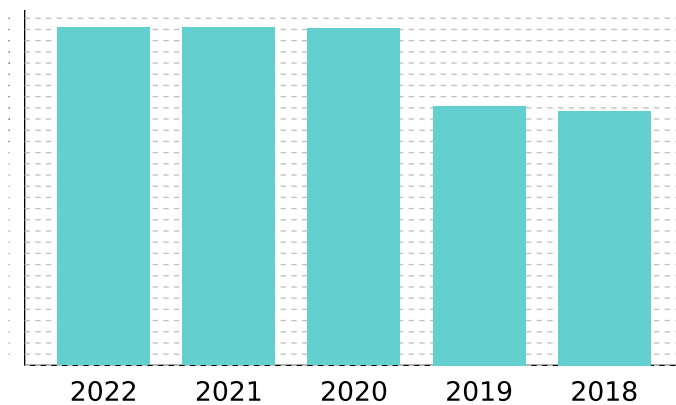
Land Homesite: \$0
Land Non-Homesite: \$1,209,923
Special Use Land Market: \$0
Total Land: \$1,209,923

Improvement Homesite: \$0
Improvement Non-Homesite: \$298,645
Total Improvement: \$298,645

Market: \$1,508,568
Special Use Exclusion (-): \$0
Appraised: \$1,508,568
Value Limitation Adjustment (-): \$0

Net Appraised: \$1,508,568

VALUE HISTORY



Values for the current year are preliminary and are subject to change.

VALUE HISTORY

Year	Land Market	Improvement	Special Use Exclusion	Appraised	Value Limitation Adj (-)	Net Appraised
2022	\$1,209,923	\$298,645	\$0	\$1,508,568	\$0	\$1,508,568
2021	\$1,209,923	\$298,645	\$0	\$1,508,568	\$0	\$1,508,568
2020	\$1,209,923	\$294,654	\$0	\$1,504,577	\$0	\$1,504,577
2019	\$864,230	\$294,654	\$0	\$1,158,884	\$0	\$1,158,884
2018	\$864,230	\$271,726	\$0	\$1,135,956	\$0	\$1,135,956

TAXING UNITS

68

Unit	Description	Tax Rate	Net Appraised	Taxable Value
01	AUSTIN ISD	1.061700	\$1,508,568	\$0
02	CITY OF AUSTIN	0.541000	\$1,508,568	\$0
03	TRAVIS COUNTY	0.357365	\$1,508,568	\$0
0A	TRAVIS CENTRAL APP DIST	0.000000	\$1,508,568	\$0
2J	TRAVIS COUNTY HEALTHCARE DISTRICT	0.111814	\$1,508,568	\$0
68	AUSTIN COMM COLL DIST	0.104800	\$1,508,568	\$0

DO NOT PAY FROM THIS ESTIMATE. This is only an estimate provided for informational purposes and may not include any special assessments that may also be collected. Please contact the tax office for actual amounts.

IMPROVEMENT

Improvement #1: **OFFICE (SMALL)** Improvement Value: **\$298,645** Main Area: **3,000**
State Code: **F1** Gross Building Area: **8,010**

Type	Description	Class CD	Exterior Wall	Number of Units	EFF Year Built	Year	SQFT
1ST	1st Floor	C		0	1993	1993	3,000
501	CANOPY	A		1	1993	1993	600
551	PAVED AREA	AA		1	1993	1993	3,450
611	TERRACE	CA		1	1993	1993	960

Improvement Features

1ST Shape Factor: R, Floor Factor: 1ST, Grade Factor: A

LAND

Land	Description	Acres	SQFT	Cost per SQFT	Market Value	Special Use Value
LAND	Land	1.9840	86,423.04	\$14.00	\$1,209,923	\$0

DEED HISTORY

Deed Date	Type	Description	Grantor/Seller	Grantee/Buyer	Book ID	Volume	Page	Instrument
7/31/92	WD	WARRANTY DEED	SPROUSE STELLA	ESCUELA MONTESSORI DE		11752	00381	
	WD	WARRANTY DEED		SPROUSE STELLA		00000	00000	



Opportunity Values

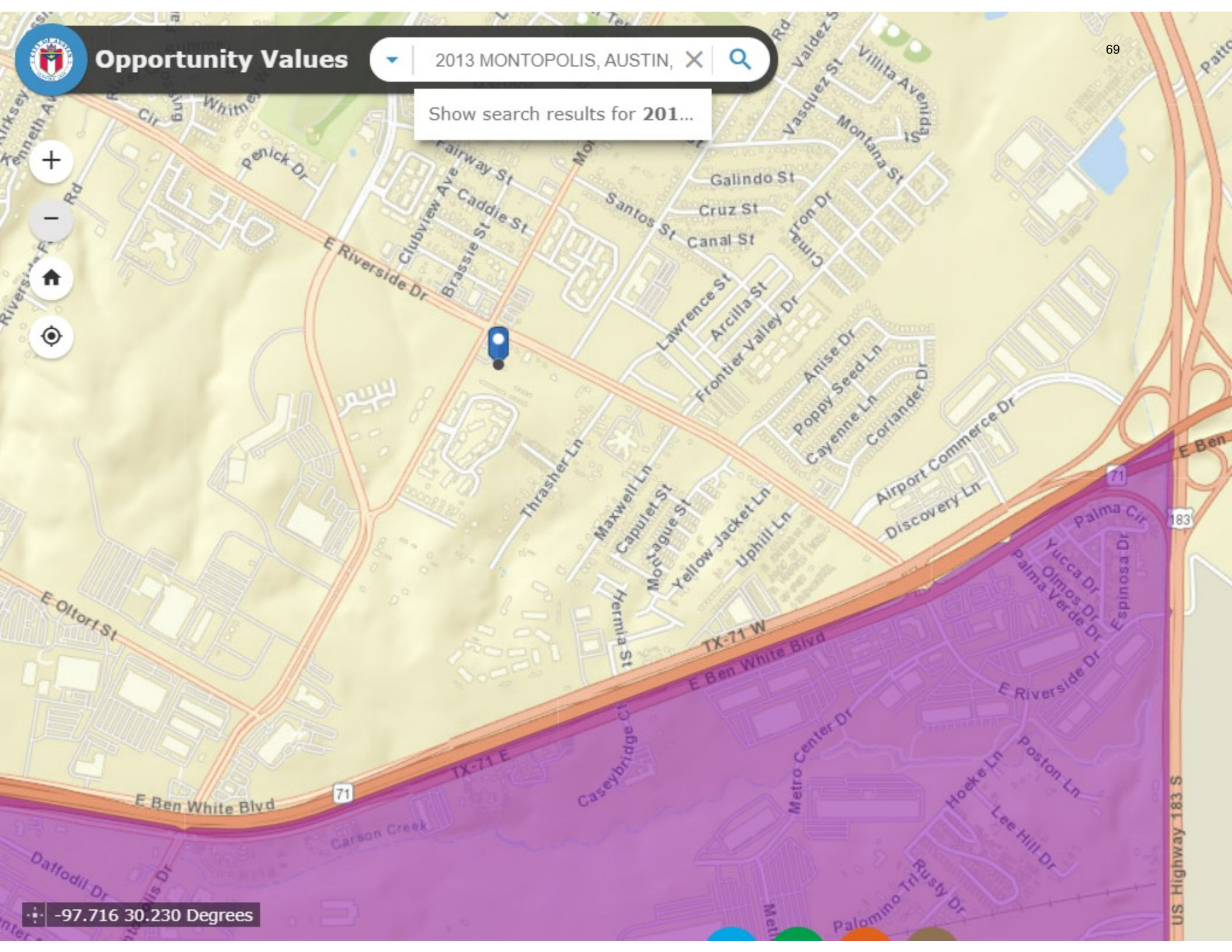
2013 MONTOPOLIS, AUSTIN, X



Show search results for 201...



69



-97.716 30.230 Degrees



Gentrification Values

2013 MONTOPOLIS, AUSTIN, X



Show search results for 201...

70



Gentrification Values: Montopolis

Census Tract: 23.12

Gentrification Type: Early: Type 1

[Zoom to](#)

183



Imagine Austin & Mobility Corridors

2013 MONTOPOLIS, AUSTIN, X



71

Show search results for 201...



(2 of 6)

Activity Corridor: 1/2-Mile

Riverside Drive

[Zoom to](#)



-97.663 30.241 Degrees



Transit



2013 MONTOPOLIS, AUSTIN, X



Show search results for 201...



(2 of 2)

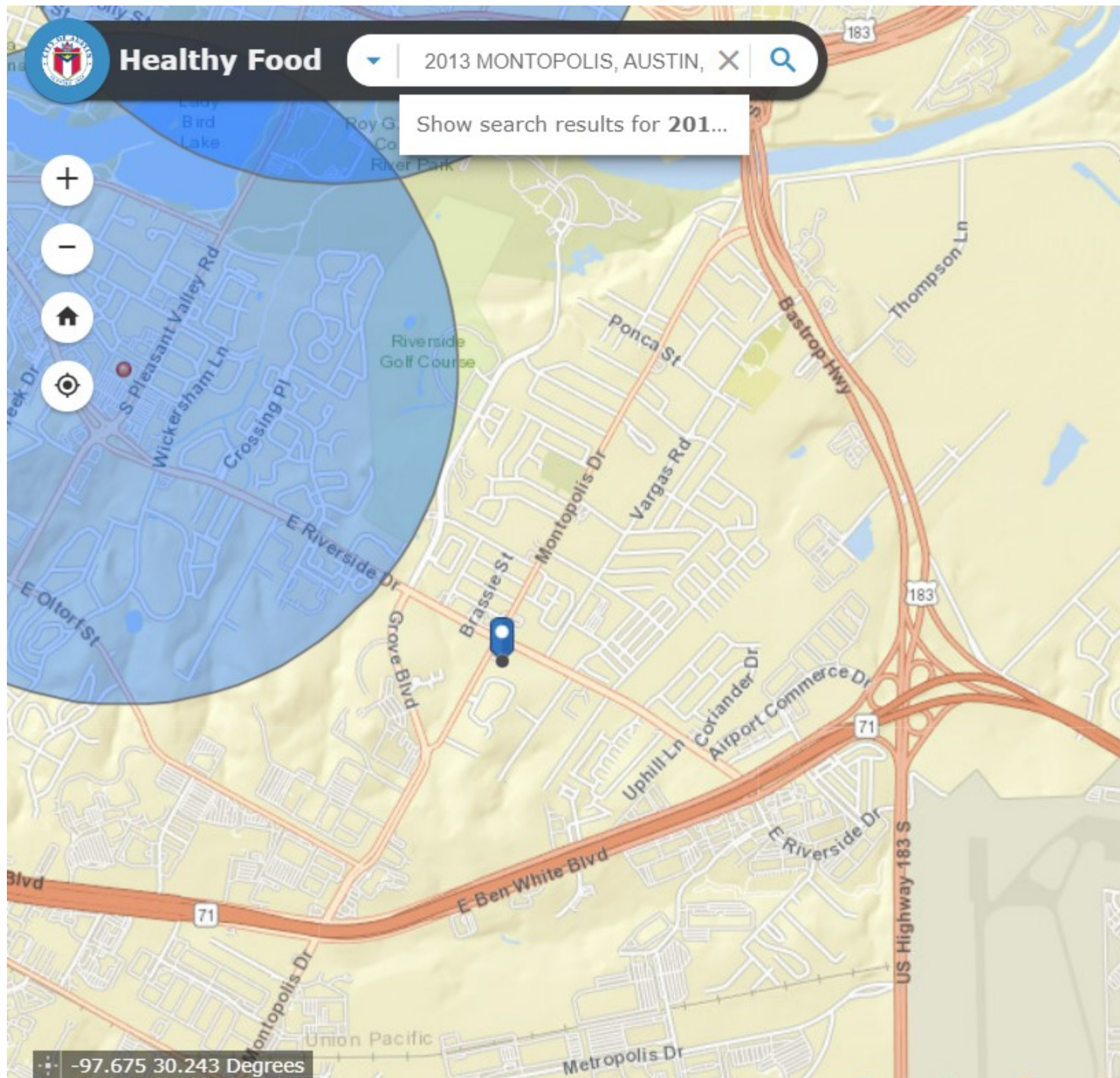
HiFreqRoutes618_025mibuff_diss: 0

Id 0

[Zoom to](#)



-97.659 30.239 Degrees





I want to...

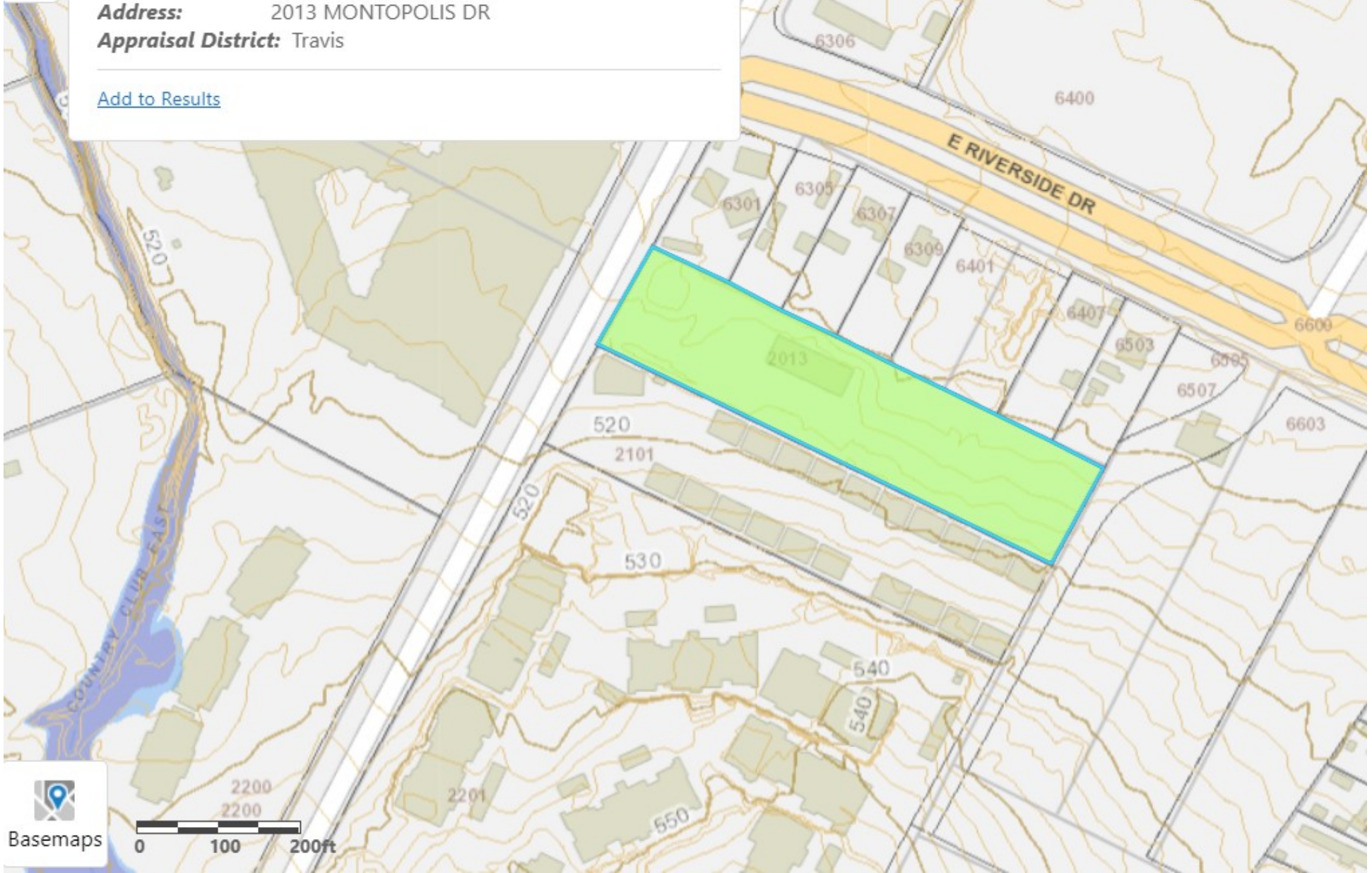


☆ Parcel



Tax ID: 0310140119
Address: 2013 MONTOPOLIS DR
Appraisal District: Travis

[Add to Results](#)



Basemaps





CITY OF AUSTIN - ZONING VERIFICATION LETTER

For questions concerning zoning compliance or any development criteria contact the Development Assistance Center of the City of Austin at (512) 974-6370.

This letter is to verify that the parcel listed is covered by the listed zoning classification on the date the letter was created.

Party Requesting Verification

Name: Rachel Stone
Mailing Address:
813 E. 8th Street
Austin, TX 78702

Tax Parcel Identification Number

Agency: TCAD
Parcel ID: 194712

Zoning Classification(s)

Find definitions at <http://www.austintexas.gov/page/zoning-districts>

SF-3-H-NCCD-NP

Zoning Case Number(s)

Look up case info at https://www.austintexas.gov/devreview/a_queryfolder_permits.jsp

C14-01-0148, C14H-2011-0002

Zoning Ordinance Number(s)

Look up ordinances at <http://austintexas.gov/edims/search.cfm>

011213-42, 20141211-178

For Address Verification visit:

<http://austintexas.gov/addressverification>

To access zoning ordinance documentation visit:

<http://austintexas.gov/edims/search.cfm>

To access zoning overlay documentation (Land Development Code Chapter 25-2 Division 6) visit:

<http://austintexas.gov/department/austin-city-code-land-development-code>

<http://austintexas.gov/department/zoning>

This letter was produced by the City of Austin Communication Technology Management Department on behalf of the Planning and Development Review Department.

I, Stacy Meeks, of the Communications and Technology Management Department for the City of Austin, do hereby certify that the above information reflects the data and records on file in this office.

5/6/2022

194712

AMENDED AND RESTATED MEMORANDUM OF UNDERSTANDING

This Amended and Restated Memorandum of Understanding (“**Memorandum**”) is entered into as of August 4, 2022 (the “**Effective Date**”), by and between Guadalupe Neighborhood Development Corporation, a Texas nonprofit corporation (“**GNDC**”), and Escuela Montessori de Montopolis, Inc., a Texas nonprofit corporation (“**Escuela**”). Each of GNDC and Escuela is referred to herein as a “**Party**” and, collectively, as the “**Parties**.”

RECITALS

- A. The Parties are non-profit entities that share an interest in improving the socio-economic circumstances of families and individuals with low-income in order to eliminate the systemic causes of poverty in the City of Austin, Texas (“**Austin**”). The Parties believe it to be advantageous to cooperate with one another in the planning, development, construction, and operation of an affordable housing and early education community campus, which will consist of improvements built on the property described in Recital B below (the “**Campus**”), with the goal of establishing a permanent facility that offers family-oriented affordable housing and a variety of programming and educational opportunities that will encourage the social and economic advancement of low-income residents of the Montopolis Neighborhood and Austin.
- B. The Campus will be located on the property of Escuela, at 2013 Montopolis Drive in Austin (the “**Escuela Property**”), and will consist of a single multi-story building (the “**Facility**”) and related improvements. The ground floor of the Facility will consist of classrooms and related facilities to be occupied by Escuela for the operation of the Escuela Montessori de Montopolis School (the “**Montessori**”). The remainder of the Facility will consist of affordable- and senior-housing units and related facilities to be managed by GNDC (the “**Housing Units**”). GNDC has incurred preliminary costs in designing and conducting engineering and design work for the Facility through its affiliate, Guadalupe-Saldana Affordable Homes, LP.
- C. The Parties wish to pledge their mutual support for and participation in fundraising efforts, which may include grant writing, strategic partnerships, and solicitation of private donors, in order to raise sufficient monetary funds (“**Initial Capital**”) to effect the construction and operation of the Campus.
- D. The Parties also desire to negotiate binding agreements to govern the construction, operation, and ownership of the Campus, including, as applicable, the Ground Lease, Operating Agreement, and Management Agreement (each as defined below) (the “**Project Agreements**”).
- E. The Parties are parties to that certain Memorandum of Understanding, entered into as of October 9, 2018, by and between GNDC and Escuela (as amended, the “**Prior Memorandum**”), and now wish to amend and restate the Prior Memorandum in its entirety.

THE AGREEMENT

PART ONE

The following Sections 1 through 4 represent only the intent of the Parties, do not constitute a contract or agreement, are not binding, and will not be enforceable against the Parties.

1. Goal. The collective goal of the Parties is to create a Facility that will enhance the Montopolis Neighborhood in East Austin by providing a safe and enriching environment that will:

- a. promote academic success for the children of the Montopolis community;
- b. inspire, nurture, and showcase creative interests and talents;
- c. increase the availability of affordable housing for the residents and former residents of the Montopolis Neighborhood with very low to moderate incomes;
- d. increase community involvement and empowerment; and
- e. expand the Parties' capacity for service, outreach, and impact.

2. Good Faith Efforts; Fundraising. The Parties will cooperate with each other and act in good faith to fundraise for and jointly develop the Campus. To that end, the Parties will:

- a. consult with one another regularly and meet at least monthly regarding plans and decision-making related to the Campus; and
- b. cooperate and assist each other as reasonably requested in raising Initial Capital; and
- c. not interfere with the other Party's fundraising efforts; and
- d. use their honest and good faith efforts to raise sufficient Initial Capital as will be necessary to commence the construction of the Campus and later carry out the project to completion.

If the Parties do not obtain the requisite funding to proceed with the development of the Campus, the Parties agree to meet and collectively determine whether to proceed with the construction of the Campus or to amend or terminate this Memorandum.

The Parties will deliberate further regarding the division of the developer fee relating to the development of the Campus otherwise payable to GNDC or its affiliates and the net operating income relating to GNDC's operations on the Campus. Escuela acknowledges that such developer fee would be used (1) first, to establish and fund an operating reserve for Escuela's operations, (2) second, to fund a maintenance reserve for Escuela's space on the Campus, and (3) thereafter, for purposes determined by Escuela.

3. Development of the Campus.

- a. GNDC has already engaged Hatch + Ulland Owen Architects (“**H+UO**”) to provide initial schematic designs of the Campus and cost estimates. The fees for such work will be paid by GNDC.
- b. To the extent additional development work, such as inspections, surveys, environmental assessments, and design and engineering work (the “**Development Work**”) is needed before the Project Agreements are executed, GNDC may engage third parties to perform such Development Work, and Escuela will grant access to such third parties to the Escuela Property as necessary to perform such work, with advance notice. The costs for such Development Work will be paid for by GNDC; provided, however, that Escuela will work in good faith with GNDC to secure funding from grants or donations for the Development Work. Any funds earned by Escuela from such fundraising efforts shall be made available to GNDC to pay for the Development Work. The Parties will also share with each other all information and documents that each receives with respect to the Escuela Property and/or construction of the Facility.
- c. Subject to the binding provisions of this Memorandum, Escuela will at all times remain the 100% owner of the Escuela Property. Escuela will pay all property taxes on the Escuela Property (until and unless an alternative arrangement is made as part of the Project Agreements), and nothing in this Memorandum will infringe on Escuela’s rights to continue to provide its educational programs and oversee the operations on the Escuela Property in whatever way it sees fit during the term of this Memorandum.
- d. The Parties enter into this Memorandum with the intent of developing the Escuela Property and constructing the Campus. However, each Party recognizes that facts regarding the condition of the Escuela Property may be discovered during due diligence that may cause one or more of the Parties to terminate its participation in the development and construction of the Campus.

4. Construction Plan and Operating Agreement.

- a. Prior to the execution of the Project Agreements and development and construction of the Campus, GNDC will assist Escuela in good faith to identify a suitable place for the Montessori to operate during construction and will assist with financing the relocation of the Montessori to a temporary location and to the resulting Campus, with the goal that Escuela bear no or negligible expense for both such relocations.
- b. The definitive legal structure governing the ownership and operation of the Campus is yet to be determined; however, the Parties anticipate that the Project Agreements will consist of (i) a long-term ground lease between Escuela, as lessor, and an entity owned and/or controlled by GNDC, as lessee (the “**LP**”), for the exclusive development, construction and ownership of the Facility (the “**Ground Lease**”); (ii) a long term, no cost operating lease between the LP, as lessor, and Escuela, as lessee, for Escuela’s use and occupancy of the Montessori (the “**Operating Agreement**”), providing Escuela broad rights to operate its program on the Campus and to sell or sublease all or part of its space on the

Campus; and (iii) if determined to be necessary by Escuela and GNDC, an operating agreement between the LP and GNDC, having a term of at least 5 years, whereby GNDC will agree to operate and maintain the Facility and to manage the Housing Units after occupancy (the “**Management Agreement**”). In no event will GNDC own less than 51% of the Campus.

The Parties will deliberate further regarding the design, development and construction of the Campus and each Party’s responsibilities for ownership, construction, and operation of the Campus in the Project Agreements. The Parties acknowledge that the specific terms of the Project Agreements must be negotiated and agreed upon.

GNDC or an affiliate of GNDC will act as Property Manager for the Campus. It is expected that GNDC’s corresponding responsibilities will include: overseeing and managing repairs and maintenance of the building and grounds, but excluding property specifically owned by Escuela such as, but not limited to, school and furnishings; paying all general building utility bills for GNDC offices and apartment units, but not for electricity, telephone/internet, and trash for Escuela; paying the water and waste water bill for the entire building; paying Insurance for the General Property & Liability Insurance for the Campus; paying all property tax bill(s) for the Escuela Property; paying for landscaping and grounds maintenance; and other things as may be determined.

PART TWO

The following Sections 5 through 17 are legally binding and enforceable agreements of the Parties in consideration of the mutual promises contained in this Memorandum, and are the only provisions of this Memorandum that will be binding against the Parties:

5. Term; Termination. The term of this Memorandum will begin on the Effective Date and end on the date 2 years after the Effective Date (the “**Term**”), unless terminated earlier pursuant to the terms of this Memorandum. The Term may be extended by the written agreement of all Parties. This Memorandum may be terminated (i) by mutual agreement of the Parties; (ii) by either party delivering 30 days’ written notice to the other Party for the reasons set forth in Section 3(d); or (iii) by either Party by delivering 60 days’ written notice to the other Party.

6. Costs. Each Party shall pay its own costs and expenses in relation to fundraising and the negotiation, preparation, execution, and carrying into effect of the Project Agreements.

7. Confidentiality. The Parties shall hold in confidence and refrain from disclosing any fundraising, business, technical, or other information that is shared by the Parties and labeled as confidential information (the “**Confidential Information**”); provided, however, that Confidential Information shall not include any information disclosed by a Party (the “**Disclosing Party**”) to the other Parties (the “**Receiving Parties**”) that:

- a. is or becomes part of the public domain without any fault of the Receiving Parties or their respective employees;
- b. was received by the Receiving Parties from a person under no obligation to the Disclosing Party with respect to maintaining the confidentiality thereof; or

- c. was already in the Receiving Parties' possession and not subject to confidentiality restrictions at the time the information was made available by the Disclosing Party.
8. Public Announcements. No Party may make or issue any press release or other public announcement of any kind relating to this Memorandum or the Campus without prior consent of the other Party.
9. Assignment. Neither Party may assign or transfer in whole or in part any of this Memorandum to any person, firm, or buyer without the prior written consent of the other Party. Notwithstanding the foregoing, either Party may assign this Memorandum to an affiliate in connection with the financing of the development.
10. Notices. All notices and other communications among the Parties will be deemed given when received by the recipient and sent by email (that has been acknowledged), personal delivery, certified mail, or recognized overnight delivery service to the following addresses (as may be changed by the Parties by giving notice in the manner provided above):
- If to GNDC: Mark Rogers, Executive Director, Mark@guadalupeNDC.org, or 813 E. 8th Street, Austin, 78702.
- If to Escuela: Suzie Plyler, Board Chair, plylersuzie333@gmail.com, or 2013 Montopolis Drive, Austin, 78741.
11. Amendments. Amendments to the terms of this Memorandum will only be effective if made in writing and signed by both Parties.
12. Governing Law. The rights and obligations of the Parties arising out of this Memorandum will be governed in all respects by the laws of the State of Texas without regard to its conflicts of laws principles.
13. Survival. The provisions of this Memorandum that by their nature survive its termination (including confidentiality and governing law) will survive this Memorandum.
14. Waivers. No waiver of any of the provisions of this Memorandum shall be binding unless in writing and signed by a duly authorized representative of a Party. No waiver by a Party of any right or obligation hereunder shall be interpreted as constituting a waiver going forward with respect to any similar or related circumstance.
15. Counterparts; Faxed Signatures. This Memorandum may be executed in multiple counterparts, each of which will be deemed an original and all of which taken together will constitute a single instrument. Additionally, the Parties, and any third party, may rely on a copy or facsimile of an executed counterpart as if such copy or facsimile were an original.
16. School Operations and Exclusivity. GNDC agrees that it will assist Escuela in good faith to identify and provide financing for an alternative location for Escuela's operations (reasonably acceptable to Escuela), it being agreed and understood that the intention of the Parties is that Escuela not be required to bear any material expense related to such relocation. Any such relocation, on terms reasonably satisfactory to both GNDC and Escuela, would be required to be

complete prior to (x) commencement of construction of the Campus or any (y) and other action with respect to the development of the Campus that would restrict Escuela's ability to operate on the Escuela Property, As an inducement for the foregoing, the Parties agree to enter into the Exclusivity and Lease Option Agreement attached hereto as Exhibit A.

17. Binding Effect. Other than the provisions set forth in Part Two of this Memorandum, this Memorandum is not a binding agreement between the Parties but only an expression of their mutual intent and understanding. Only the provisions set forth in Part Two of this Memorandum shall be binding upon and inure to the benefit of the Parties, and their respective successors and permitted assigns. This Memorandum supersedes all prior oral or written agreements or understandings between the Parties with respect to the subject matter of this Memorandum.

(signature page follows)

Executed to be effective as of the Effective Date.

**GUADALUPE NEIGHBORHOOD
DEVELOPMENT CORPORATION,**

a Texas non-profit corporation

DocuSigned by:

Mark Rogers

B5429A9BCCDDC49F...
By: Mark Rogers, Executive Director

ESCUELA MONTESSORI DE MONTOPOLIS,

a Texas non-profit corporation

DocuSigned by:

Suzie Plyler

BC21BB556FFE4E0...
By: Suzie Plyler, Board Chair

EXHIBIT A**EXCLUSIVITY AND LEASE OPTION AGREEMENT**

THIS EXCLUSIVITY AND LEASE OPTION AGREEMENT (this “**Agreement**”) is made and entered into as of August 4, 2022 (the “**Effective Date**”) by and among ESCUELA MONTESSORI DE MONTOPOLIS, a Texas non-profit corporation (“**Owner**”), and GUADALUPE NEIGHBORHOOD DEVELOPMENT CORPORATION, a Texas non-profit corporation (“**GNDC**”).

1. **Option to Lease.** For and in consideration of the agreement by GNDC to the binding provisions of that certain Amended and Restated Memorandum of Understanding between Owner and GNDC dated as of the date hereof (the “**MOU**”), and other good and valuable consideration, the receipt and sufficiency of which the parties hereto hereby acknowledge, and subject to the terms and conditions hereinafter set forth, Owner does hereby grant to GNDC the exclusive right and option to lease (the “**Option**”) that certain tract of real property situated in Travis County, Texas (the “**County**”) and owned by Owner, as more particularly described on Annex A attached hereto and incorporated herein (the “**Land**”), together with all other appurtenances pertaining to the Land, but specifically excluding all oil, gas and mineral interests to the extent owned by Owner (the Land and such other property rights being hereinafter collectively called the “**Property**”),

The Option shall be used solely in connection with the development of the campus contemplated by the MOU (the “**Campus**”).


Owner hereby grants to GNDC the Option for a period, not to exceed two years from the Effective Date, during which GNDC is using commercially reasonable efforts to develop the Campus on terms substantially consistent with the MOU (the “**Term**”). Upon exercise of the Option during such term, Owner and GNDC shall enter into a lease agreement in customary form (the “**Lease**”).

2. **Recording.** Neither Owner nor GNDC shall file this Agreement for recording in any public records except in connection with an attempt to enforce this Agreement. Owner and GNDC shall each cooperate at the other’s reasonable request to execute and deliver a Memorandum of Option Agreement in customary form, for recordation in the real property records of the County.
3. **Exclusivity.** During the Term, Owner will not sell or otherwise voluntarily dispose of the Property without GNDC’s prior written consent (not to be unreasonably withheld, conditioned or delayed).
4. **Authorization to Proceed.** Owner and GNDC hereby agree that GNDC may, subject to reasonable periodic consultation with Owner, proceed to develop the Property in accordance with the MOU until the expiration of the Term.
5. **Owner Operations.** Notwithstanding anything to the contrary in this Agreement, nothing in this Agreement and nothing in the Lease shall restrict, prevent or impede Owner from at all times operating its school operations on the Property, except with the written consent of Owner.
6. **Assignment.** GNDC may not assign or pledge this agreement without the prior written consent of Owner.
7. **Counterparts and Electronic Execution.** This Agreement may be executed in multiple counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument. This Agreement will be effective upon the electronic delivery by electronic mail (in PDF format) of fully executed counterparts, including counterparts executed via electronic signature in accordance with the U.S. Electronic Signatures in Global and National Commerce Act; provided, that each party shall thereafter deliver an original executed counterpart to the other party upon such party’s reasonable request.
8. **Governing Law.** This Agreement shall be governed by Texas law and all obligations hereunder are performable in the County.

[Signature Page Follows]

Executed to be effective as of the Effective Date.

**GUADALUPE NEIGHBORHOOD
DEVELOPMENT CORPORATION**, a Texas
~~non-profit corporation~~


By: Mark Rogers, Executive Director

ESCUELA MONTESSORI DE MONTOPOLIS, a Texas
~~non-profit corporation~~


By: Suzie Plyler, Board Chair

Annex A

Description of Property