ATLANTIC PACIFIC COMPANIES

The City of McKinney

Request for Qualifications (RFQ) for Real Estate Development Services NO. 22-35RFQ

Submitted by:
Atlantic Pacific Communities
161 NW 6th Street | Suite 1020 | Miami, FL 33136
Dan Wilson, Senior Vice President

dwilson@apcompanies.com

June 22, 2022

Tab 1: Statement of Qualifications

ATLANTIC PACIFIC COMPANIES

LETTER OF INTEREST

June 22, 2022

Procurement Services
City of McKinney
1550 South College Street – Building D
McKinney, Texas 75069

Re: RFQ NO. 22-35RFQ for Real Estate Development Services

Dear Esteemed Members of the Evaluation Committee:

On behalf of Atlantic Pacific Communities, LLC, and our assembled team of highly experienced professionals, we respectfully submit this package in response to the Request for Qualifications for Real Estate Development Service. As leaders in affordable housing with a long history of providing high quality affordable housing and community enrichment, we hope to partner with the City of McKinney and the McKinney Housing Finance Corporation to develop affordable housing in the Target Area.

Atlantic Pacific Communities is an affiliate of Atlantic Pacific Companies ("A|P"), a fourth-generation, family-owned company with over 125 years of real estate experience and over $3.6 billion in assets under management. Our past developments evidence our experience in completing complex, large, mixed-income, mixed-financed, phased developments with layered financing, with an emphasis on quality, sensitivity, and timely performance that is on budget.

Our team has developed 33 LIHTC developments in partnership with housing authorities or local governments. Our in-depth knowledge and experience includes navigating the complex rules and regulations that accompany public housing, 4% HTC, 9% HTC awards and other loan and subsidy programs. A|P has a specialized track record of delivering mixed-finance and mixed-income developments, having developed 4,070 apartment homes with our public partners. A|P has owned and managed property in McKinney since 2018 and, if selected, looks forward to continuing our commitment to high quality service for residents of the McKinney community. For more information about The Atlantic McKinney Ranch please visit www.atlanticmckinneyranchliving.com.

We have a strong track record of successfully raising and leveraging capital to provide a sound financial plan for the long-term by leveraging a variety of local, state, and national financing sources, including assembling financing for mixed-use, mixed-financed, and mixed-income housing. Our outstanding reputation in the financial community and strong balance sheet allow us to negotiate the best debt and equity terms possible and to pass those savings on to our developments and partners.

We have a clear understanding of the work to be done. A|P and the development team are prepared to start work immediately and are committed to implementing a comprehensive development plan to create vibrant affordable housing communities in the Target Area. Further, we commit to: obtain a Certificate of Occupancy within twenty-four months of groundbreaking; timely obtain the required insurance; and to make efforts to ensure that small and minority owned businesses, women's business enterprises, labor surplus area businesses and individuals or firms located in or owned in substantial party by persons residing in the area of the mixed-finance development are used, when possible. This response is firm and irrevocable for at least 60 days from the due date of this RFQ.

Please contact me via email at dwilson@apcompanies.com, or by phone (305) 357-4733 for clarification or additional information regarding this submission.

We look forward to working with the City of McKinney and the McKinney Housing Finance Corporation.

Respectfully submitted,

Dan Wilson
Senior Vice President
Atlantic Pacific Communities, LLC

Tab 2: Development Team

Introduction

Atlantic|Pacific ("A|P") Companies, is a national multifamily housing real estate company with a staff of professionals solely focused on and fully dedicated to excellence in all facets of multifamily housing. A|P has a fully integrated structure encompassing development, construction, and property management services. A|P is a fourth-generation family-operated real estate firm that builds and operates high quality housing to serve every income level. With over 125 years of multifamily real estate experience, the company has grown to over **$3.6 billion in assets under management and over 19,900 units owned** in Texas, Florida, Georgia, North Carolina, Maryland, Washington DC, and California.

If selected, A|P will serve as lead developer, with a vision of developing high quality housing with the City of McKinney and the McKinney Housing Finance Corporation and responsible for directing and coordinating the development team and ensuring the timely and cost-effective completion of all development services. This includes all pre-development activities, obtaining permits, securing financing, overseeing the design, construction and quality control of the development, marketing and lease up efforts, management, and compliance. In addition, A|P principal and/or affiliates will provide all the guaranties required under the development financing.

A|P brings deep housing experience and has professionals who are familiar with affordable, workforce, mixed–finance developments and operation rules and regulations and have the capacity and required skills to undertake all aspects of the responsibilities.

Our institutional knowledge, particularly in the areas of complex neighborhood revitalizations, preparing and submitting successful Low-Income Housing Tax Credit ("LIHTC") applications to the Texas Department of Housing & Community Affairs ("TDHCA"), has grown through years of fruitful partnerships. Each of our firms has been successful by tailoring its efforts to the unique requirements of each stakeholder.

Our development team strengths include:

- **Innovative** urban planning, master planning, economic development, and community revitalization initiatives, including mixed-use and mixed-finance developments, and significant experience working with municipalities and housing authorities to **revitalize neighborhoods around the country.**
- Demonstrated **development, rehabilitation, and construction management expertise**, culminating with the development of more than 6,270 units of affordable housing in the last 8 years.
- Expertise in **providing financially sound development plans** by leveraging a variety of local, state, and national financing sources, including assembling financing for LIHTC, mixed-financed and mixed-income housing with nearly **$2 billion** in capital raised to date.
- The **financial capacity to guarantee the successful completion** of the proposed development(s).
- In depth knowledge of and **experience with HUD's programs** as well as the complex rules and regulations that accompany these mixed-finance developments.
- Industry leading experience in developing environmentally sustainable communities, and numerous **LEED certified** developments.
- **Property management portfolio consisting of over 21,997 multifamily units** in 7 states for A|P and on behalf of 3rd party clients, including institutional owners.
- Track Record of partnering with residents and neighborhood groups to employ **Section 3 residents and subcontractors, and contract with Minority-Owned and Women-Owned Business Enterprises**.

In Texas, A|P currently owns and manages 31 multifamily affordable and market rate developments with 7,252 units as shown below.

PROPERTY NAME	UNITS	CITY	TYPE
Arbor at Centerbrook	80	Live Oak	Affordable
The Arbor at Wayforest	192	Houston ETJ	Affordable
The Legacy at Piedmont	49	San Antonio	Affordable
The Studio at ThinkEast	182	Austin	Affordable
The Villas at Echo East	192	San Antonio	Affordable
Vista at Everest	64	San Antonio	Affordable
Vista at Interpark	64	San Antonio	Affordable
Vista Pointe at Wild Pine	108	San Antonio	Affordable
Heritage Senior Residences	135	Houston	Affordable/Mixed-Income
Langwick Senior Residences	128	Houston	Affordable/Mixed-Income
Laurel Glen	81	San Antonio	Affordable/Mixed-Income
Pathways at Goodrich Place	120	Austin	Affordable/Mixed-Income
The Bristol	96	San Antonio	Affordable/Mixed-Income
The Residences at Arbor Oaks	192	Houston	Affordable/Mixed-Income
The Terraces at Arboretum	112	Houston	Affordable/Mixed-Income
2803 Riverside	436	Grand Prairie	Market
Franciscan of Arlington	418	Arlington	Market
Logan's Mill	256	Austin	Market
Mira Loma	378	Live Oak	Market
Sutton Place	456	Dallas	Market
The Atlantic Grand Oaks	240	Austin	Market

PROPERTY NAME	UNITS	CITY	TYPE
The Atlantic Highland Park West Lemmon	372	Dallas	Market
The Atlantic Mansfield	256	Mansfield	Market
The Atlantic McKinney Ranch	343	McKinney	Market
The Atlantic Station	324	Ft. Worth	Market
The Atlantic Stonebriar	294	The Colony	Market
The Barons	508	Mesquite	Market
The Palazzo	300	San Marcos	Market
Village of Hawks Creek	312	Westworth Village	Market
Villas at West Road	240	Houston	Market
Vintage Park Apartments	324	Houston	Market
Total Units	**7,252**		

A|P Communities has been consistently ranked in *Affordable Housing Finance* magazine's **"Top 50 Affordable Housing Developers**" in the country. For additional information on Atlantic|Pacific Companies and the A|P team, please visit our website at www.apcompanies.com.

Developer Entity

Atlantic Pacific Communities, LLC
Address: 161 NW 6 Street, Suite 1020, Miami, Florida 33136
Telephone: (305) 357-4700
Facsimile: (305) 357-4700
Email: development@apcompanies.com, DWilson@apcompanies.com
Website: https://www.apcompanies.com/
Organization type: A Delaware limited liability company, an affiliate of Atlantic Pacific Companies

Key Principals Holding an Interest in The Developer Entity

Members (100% Interest):
Howard D. Cohen Revocable Trust (44.5% Owner)
Howard D. Cohen, Sole Trustee & Beneficiary
Kenneth J. Cohen Revocable Trust (18.5% Owner)
Kenneth J. Cohen, Sole Trustee & Beneficiary
Stanley D. Cohen Revocable Living Trust (18.5% Owner)
Stanley D. Cohen, Sole Trustee & Beneficiary
Randy Weisburd (18.5% Owner)

Officers:
Howard D. Cohen, Chairperson and Chief Executive Officer
Randy Weisburd, President
Kenneth Cohen, Vice President, Treasurer and Secretary
Stanley Cohen, Vice President

Manager (0% Interest):
Appreciation Holdings-Manager, LLC
A Delaware limited liability company
Howard D. Cohen, Manager

Members:	Howard D. Cohen Revocable Trust (40% Owner) Howard D. Cohen, Sole Trustee & Beneficiary Kenneth J. Cohen Revocable Trust (17.5% Owner) Kenneth J. Cohen, Sole Trustee & Beneficiary Stanley D. Cohen Revocable Living Trust (17.5% Owner) Stanley D. Cohen, Sole Trustee & Beneficiary Randy Weisburd (25% Owner)
Officers:	Howard D. Cohen, President Randy Weisburd, Chief Operating Officer Kenneth Cohen, Vice President, Treasurer and Secretary Stanley Cohen, Vice President

All key individuals have the address of 161 NW 6 Street, Suite 1020, Miami, Florida 33136.

Organizational Structure and Integrated Approach

A|P's development staff consists of seasoned professionals with extensive experience acquiring, planning, financing, developing, leasing, and managing multifamily assets. Each development is directly managed by a team of development staff which is managed by executives in A|P Communities' Acquisitions, Applications, Development, Finance, Construction Management, Accounting, and Management departments. This multi-disciplinary approach ensures reliable execution of complex developments with maximum efficiency.

Dan Wilson, Senior Vice President, and Greg Griffith, Vice President, will serve as the project manager and will direct and coordinate the development effort to completion. They will regularly interact with the City of McKinney and the McKinney Housing Finance Corporation. Currently, both Dan Wilson and Greg Griffith are working on developments in various stages in Texas and Florida. If awarded, there are no existing commitments which prevent them from focusing on the development opportunity in McKinney.

A|P has a strong integrated structure encompassing development, construction, and property management services. Specifically, Atlantic Pacific Communities, an affiliate of A|P, serves as the developer; Atlantic Pacific Community Builders-Texas, an affiliate of A|P, serves as the general contractor; Atlantic|Pacific Community Management, an affiliate of A|P, serves as the property manager. The fully integrated structure strengthens A|P's ability to provide excellent services.

Litigation/Termination

The Developer Entity and its interest holders do not have any litigation within the last 5 years. There is no termination prior to completing a project.

Team Members

The firms that we have chosen to work with have decades of direct experience working on mixed-finance, mixed-income, local neighborhood revitalizations and public-private partnerships. To the extent necessary, all firms have key individuals and experienced staff available to focus on and dedicate sufficient professional time to the development opportunities in the City of McKinney. There are no existing commitments that prevent the team members from commencing working on the McKinney development

immediately upon selection. Our experienced team members, all of whom have worked together previously, are included in the chart below.

Team Member & Role	Name & Address	Description
Developer **Primary Contact:** **Kenneth Naylor,** **COO**	Atlantic|Pacific Communities, LLC 161 NW 6th Street, Suite 1020 Miami, FL 33136 www.apcompanies.com Telephone: 305-357-4700	A national affordable housing developer, business model centers around its' long-term partnerships with housing authorities, non-profits and other community institutions.
Community Partner **Primary Contact:** **H. Analco Gonzalez,** **JD, MBA** **Managing Partner**	Our Community Inc., LLC 2211 Buena Vista St., Suite 101 San Antonio, TX 78207 www.oci-group.com Telephone: 210-890-8828	Based in Texas, OCI is an award-winning social purpose consulting firm and experienced multifamily developer, whose focus is building positive social impact. The firm is a certified Texas HUB, ESBE, HABE, M/SBE.
General Contractor **Primary Contact:** **Joseph Roig,** **Vice President**	Atlantic|Pacific Community Builders-Texas, LLC 3901 South Lamar, Suite 120 Austin, TX 78704 www.apcompanies.com Telephone: 512-572-1035	Bonded, licensed Texas General Contractor, and **affiliate of A|P** with multi-family LIHTC and market rate experience.
Property Management **Primary Contact:** **Randy Weisburd,** **President**	Atlantic|Pacific Community Management, LLC 161 NW 6th Street, Suite 1020 Miami, FL 33136 www.apcompanies.com Telephone: 305-357-4700	An **affiliate of A|P** with properties under management in Texas, specializing in LIHTC management and compliance.
HUD Counsel **Primary Contact:** **Chris Hornig, Partner**	Klein Hornig, LLP 1275 K Street NW, Suite 1200 Washington, DC 20005 www.kleinhornig.com Telephone: 202-495-4088	Mixed-finance, HUD specialist works with developers to close on affordable housing financing using a full range of funding sources.
Special Counsel **Primary Contact:** **Cynthia Bast,** **Shareholder**	Locke Lord LLP 100 Congress Avenue, Suite 300 Austin, TX 78701 www.lockelord.com Telephone: 512-305-4707	Locke Lord's Affordable Housing Practice Group in Austin provides real estate, tax, finance and construction services and experience and knowledge on TDHCA matters.
Accountant **Primary Contact:** **Chris Thomas, CPA,** **Managing Partner**	Tidwell Group 3102 Bee Caves Road, Suite 102 Austin, TX 78746 www.tidwellgroup.com Telephone: 512-693-2181	Austin based accounting, tax, and business advisory firm with a vast experience working with institutional investors, lenders and operators in affordable housing tax credits, bond and conventional financing, HUD compliance and reporting.

Key Principals

Howard D. Cohen, Chief Executive Officer: Howard D. Cohen leads as the President and Chief Executive Officer of Atlantic|Pacific Companies and has served in this position for over 25 years. Mr. Cohen's role includes the oversight of all affiliated companies, managing the company's investments and creating strategic partnerships that further enhance the firm's systematic and intelligent approach to delivering better results and a richer experience.

Mr. Cohen practiced with the preeminent law firms of Ruden McClosky, P.A. and Becker & Poliakoff, P.A., as a senior real estate attorney specializing in commercial real estate, financing and lending transactions. Mr. Cohen has more than 30 years of real estate investment, real estate law and management experience.

Mr. Cohen received his Bachelor of Science degree from Cornell University, and his Doctorate of Jurisprudence from the University of Miami with Magna Cum Laude distinction. Mr. Cohen currently serves on the board of directors of Cornell University's Center for Real Estate Finance.

Randy K. Weisburd, Chief Operating Officer: Randy K. Weisburd, Chief Operating Officer of Atlantic|Pacific Companies, is primarily responsible for the formulation and execution of the company's overall strategic plan as well as its day-to-day growth management. Under the Atlantic|Pacific corporate umbrella, Mr. Weisburd oversees Acquisitions, Asset and Property Management, Development, Fund Management and General Contracting. He has served as court appointed Receiver and Monitor as well as Advisory-Lead Partner on numerous assignments during the past several years.

Prior to joining A|P, Mr. Weisburd served as Vice President of LNR Property Corporation. During Mr. Weisburd's nine-year tenure at LNR, he was directly responsible for the acquisition, development, and management of numerous commercial properties throughout the United States.

Mr. Weisburd currently serves as the Chairman of the University of Miami School of Business Administration Real Estate Advisory Board, the Aerotropolis Atlanta Alliance, the Urban Land Institute Florida Advisory Board and is a past Chairman of the Miami Beach Planning Board.

Mr. Weisburd is involved in numerous charitable organizations.

Mr. Weisburd, a Miami Beach native, graduated from Miami Beach Senior High School in 1985 and the University of Miami in 1989 with a degree in Business.

Key Staff

Kenneth Naylor, LEED A.P., Chief Operating Officer: Mr. Naylor started his career in affordable housing over 15 years ago as a Project Manager on the redevelopment of Housing Authority of the City of Fort Lauderdale's public housing portfolio. Since then, he has led the most complicated developments – major multi-year redevelopments with municipalities, housing authority partners, historic rehabilitations, and homeless developments, to name a few.

He is an excellent manager of complexity; he thrives on proving out new concepts, such as LEED Certification or TOD, believing that by pioneering the path, others will follow. He helped spearhead the first LEED certified affordable housing development in the Southeast (Tallman Pines, winner Developer Magazine's sustainability award) in partnership with the Broward County Housing Authority. Mr. Naylor

has facilitated important and progressive housing initiatives, including the construction of 7 new LEED transit-oriented developments; and successfully petitioned the Florida Housing Finance Corporation to allow Youth Aging out of Foster Care to live in Low-Income Housing Tax Credit units. In creating new housing and services near public transit, his work is helping individuals and families overcome the most costly and debilitating burdens that limit access to job opportunities. In 2011, Naylor was named as one of four **Young Leaders** in the affordable housing industry by *Affordable Housing Finance* magazine and was selected as *Multifamily Executive* Magazine's **Rising Star of the Year**.

Mr. Naylor is a member of the US Green Building Council, as well as the Urban Land Institute, and is a Director for the Coalition of Affordable Housing Providers ("CAHP"), a statewide organization dedicated to the furtherance of affordable housing policies in Florida. Mr. Naylor graduated with Honors from the University of Miami.

Dan Wilson, Senior Vice President: Dan Wilson is responsible for formulating and executing the company's national growth platform, including the origination of new multifamily developments and overseeing the firm's day-to-day acquisition and predevelopment activities. Mr. Wilson's extensive acquisition and development experience includes more than 50 multifamily developments.

In 2018, Mr. Wilson was named one of the six "Young Leaders" in the industry by *Affordable Housing Finance* Magazine, and he was recognized as one of the top 40 business executives under the age of 40 by the *South Florida Business Journal*.

Mr. Wilson has diverse real estate development experience including land acquisition, site planning, and design; sourcing of equity and debt; construction management; and leasing supervision. He has managed the development of a wide variety of multifamily developments totaling more than 3,800 units. He worked on the closing of the tax-exempt bond/4% LIHTC financing on The Studio at thinkEAST, a 182-unit development, and was instrumental on Pathways at Goodrich Place, a 9% public housing RAD conversion, both developments are a joint venture with the Housing Authority of the City of Austin.

Mr. Wilson is an active member of the Texas Affiliation of Affordable Housing Providers, the Urban Land Institute (ULI) and is currently the Chairman of the ULI Florida Product Council Executive Committee. Mr. Wilson holds dual B.A. degrees in Finance and Real Estate from Florida Atlantic University.

Lindsay Lecour, Senior Vice President: Ms. Lecour leads the initial due diligence, design, financial structuring and negotiation of complex public private partnerships and nonprofit joint ventures to provide affordable and workforce housing throughout the Southeast.

Having overseen the development of more than 50 multifamily communities worth more than $1.5 billion over the past 16 years, she helps her team identify and resolve issues as early as possible and create value-add opportunities for each development. Ms. Lecour specializes in complex neighborhood revitalizations and mixed-use, transit-oriented developments with housing authorities, nonprofits, religious institutions, and municipal partners. Her experience also includes the first LEED Silver and first LEED for Homes Gold affordable developments in Florida, as well as the one of the first LEED for Neighborhood Development projects in the United States.

Prior to joining the APC team, Ms. Lecour was an associate for a Seattle-based regional investment bank specializing in public finance, and a management consultant in the financial services and nonprofit sectors. Ms. Lecour holds an MBA from Yale School of Management and earned a BA in International Relations from Stanford University, where she studied in Santiago, Chile. Outside the office, Ms. Lecour chaired the Town of Surfside's Planning & Zoning Board for seven years, and is currently the Housing Affordability Chair for the Urban Land Institute's Management Committee and the Treasurer for the Ruth K Broad Bay Harbor K-8 PTA.

Liz Wong, Senior Vice President: Ms. Wong has over 23 years of experience overseeing finance applications to federal, state, and local governments. She specializes in LIHTC applications and, to date, has been instrumental in obtaining **over a $1 billion in LIHTC** from Florida, Texas, North and South Carolina, Washington DC, Maryland, and the US Virgin Islands. Ms. Wong's deep experience with subsidy funding processes gives A|P's development team a distinct competitive advantage in the competition for housing credits, HUD and local municipal gap financing, and other scarce funding sources.

Since 1998, Liz Wong has competed successfully to secure funding for 126 communities for over 15,100 affordable and mixed-income housing units. Ms. Wong attended Saint John's University in Queens, New York, and majored in Accounting.

Greg Griffith, Vice President: Greg Griffith is responsible for managing development staff and overseeing developments through site planning, design, entitlement, sourcing of equity and debt, financial closing, management of third-party professionals, construction/financial management through project completion, and stabilization.

His experience includes partnerships with housing authorities and non-profits (City of Fort Lauderdale, City of Austin, City of Dania Beach, and Catholic Health Services) along with a product mix that includes new construction/rehabilitation, garden style, mid- and high-rise buildings serving families and seniors, transit-oriented, and mixed-finance developments. Greg has experience with maximizing the use of various financing vehicles and with developments with HUD requirements, such as RAD, HAP Contracts and HOME loans. He also has extensive experience in Texas with nearly 780 units developed or under development.

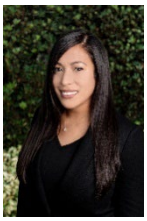
Prior to joining A|P Communities division, Greg Griffith served as property manager and was responsible for a portfolio of 200 residential units and 130,000 square feet of commercial space. Mr. Griffith received a degree in housing and consumer economics from the University of Georgia and his M.B.A. from the University of Miami and attended the ULI's Leadership Institute.

Scott Kriebel, Vice President: Scott Kriebel is responsible for managing multiple developments and staff through all phases of real estate development, including underwriting, project financing, entitlement, application to state housing agencies, design/construction management, and legal partnerships with investors and joint venture developments. Mr. Kriebel works to structure deals across several financing sources including LIHTC equity, debt (including tax-exempt bonds, private placement, and conventional), HUD HAP Contracts and local assistance (including PILOT).

Prior to joining the A|P team, Mr. Kriebel was with a market-rate multifamily real estate developer and real estate sovereign wealth fund in London, England. He also worked for a multi-family LIHTC developer

in Tennessee where he successfully closed financing on 608 LIHTC apartment units and 220 conventional units while sourcing both 9% and 4% LIHTCs for those transactions.

Scott Kriebel received his B.A. degree from the University of Richmond and an M.Sc. from the London School of Economics, he is a graduate of ULI's Leadership Institute.



Carine Yhap, Vice President: Ms. Yhap manages acquisition site research and due diligence, preparation and submittal of funding applications, and assists with credit underwriting and financial closing due diligence. She specializes in LIHTC applications in Texas and Florida. Ms. Yhap joined A|P with over five years of property management experience. She also worked as a compliance specialist, providing compliance support, monitoring, training, and reporting for a portfolio of 55 properties. Since joining A|P in 2015, she has completed over 30 successful LIHTC applications leading to development of over 4,600 affordable housing units in Texas, Florida, Maryland and Washington, DC. In addition to 9% and 4% LIHTC, she has experience securing scarce gap financing resources including CDBG, CDBG-DR, HOME, SHIP, SAIL, Surtax, CDA RHW, NHTF, and others.

She holds a Bachelor of Arts degree in Anthropology from the University of Florida with a minor in International Development & Humanitarian Assistance.

Michael Fincher, General Counsel: Mike Fincher has represented principals of A|P Companies for over 20 years, and in 2017 joined A|P full time as its General Counsel. Mr. Fincher coordinates the delivery of legal services to A|P and its subsidiaries in the various jurisdictions where it operates.

He has worked at several international law firms headquartered in Atlanta, San Francisco and Miami. In addition, Mike Fincher served for a time on the legal staff of the Resolution Trust Corporation, where he coordinated real estate law activities for the Congressional Inquiry Team. Mike Fincher obtained his juris doctorate from the University of Georgia.

Raul Lopez, Controller: Raul Lopez has over 20 years of real estate accounting experience, working with market rate and LIHTC developers as well as national real estate management companies. He has overseen the development and management accounting functions of over 8,000 units including multi-layered, mixed-finance developments in Florida, Texas, Washington DC, North Carolina, South Carolina, Georgia and the Virgin Islands.

Raul Lopez is responsible for all the accounting and financial reporting, supervises the accounting staff and the day-to-day accounting functions of development and management, including cash projections, pre-development expenses, construction draws, and treasury functions across A|P Communities' entire real estate portfolio. In addition, Raul Lopez complies with all local and state agency financial reporting, including 10% Tests and Final Cost Certifications for LIHTC developments. Raul is a former reservist with the United States Army.

Our Community Inc., LLC

Our Community Inc., LLC ("OCI Group") is an award-winning consulting firm founded on the premise that "social good" is good for business and good for our communities. OCI Group has joint ventured with A|P to provide high quality affordable housing on four tax credit developments in San Antonio and Houston.

OCI Group's team is passionate about actively engaging communities and altering the way business is conducted in this global 21st century society. They act as a capacity- and bridge-builder between education, nonprofits, startups, technology, government, developers and other channels that contribute to the growth and welfare of the community. The partners of OCI Group are certified as: Texas Historically Underutilized Business (HUB), Emerging Small Business Enterprise (ESBE), Hispanic American Business Enterprise (HABE), Minority Business Enterprise (MBE), and Small Business Enterprise (SBE). Certified Action Learning Trainers through the World Institute for Action Learning.

H. Analco Gonzalez, JD, MBA, Managing Partner: A native Texan, Analco is a graduate of Rice University (B.A.), he obtained his MBA from Our Lady of the Lake University and J.D. from the University of Texas School of Law. He is an Adjunct Professor in the School of Business and Leadership at Our Lady of the Lake University. He has won numerous awards; most recently was awarded the "40 Under 40" by the San Antonio Business Journal and the Distinguished Alumni Award by the National Hispanic Institute.

Analco Gonzalez has authored several articles one of which was published in the Journal of Legal Studies Education. He is a volunteer and consulting chief trainer for numerous leadership experiences implemented locally, nationally, and internationally by the National Hispanic Institute and the local affiliate, The National Hispanic Institute at San Antonio. He has served on several Boards of Directors for organizations across the country. He was ranked as the "Top 100 Emerging Latino Leaders" by the National Hispanic Institute in 2012.

Olivia Travieso, MPAff, Partner: Olivia has been involved in OCI Group's public affairs and public policy initiatives for 10 years. Serving as chief communications and outreach strategist, she represents diverse clients in the business and nonprofit sectors, both locally and nationally. Olivia began working in real estate in 2007, moving up from management of a real estate broker's office to Co-Owner and Vice President of Rancho San Quilmas Holdings, LLC ("RSQH"), a real estate development company that provides affordable, quality homes to low-to-moderate income families in San Antonio. At RSQH, she was responsible for overseeing operations, identifying target properties, and management of properties until sale. In this role, she developed strategic and trusted relationships with private lenders, mortgage brokers, contractors, as well as buyers and worked to ensure that the lenders earned an excellent return on their investments. Olivia's knowledge of real estate market and trends have led to her success in developing marketing strategies and strategic plans for her clients.

Over the last 15 years, she has worked with hundreds of high school students throughout San Antonio as Lead Trainer and Community Outreach Coordinator for the National Hispanic Institute ("NHI") at San Antonio. She has also trained hundreds of students nationally and internationally as an Educational Director for NHI leadership programs. She has served on the Executive Board for the Maestro Entrepreneurship Center, in partnership with the San Antonio Hispanic Chamber of Commerce, was a Founding Executive Board Member for the San Antonio Chapter of the New Leaders Council ("NLC-SA") and is currently a member of the NLC-SA Advisory Board. Olivia earned her Bachelor of Arts in Latin American Studies and Political Science and holds a Master of Public Affairs from the Lyndon B. Johnson School at the University of Texas at Austin and completed the LBJ School Portfolio Program in Nonprofit Studies through the RGK Center for Philanthropy and Community Service.

Anita Fernandez, M.A., Partner: Anita has professional experience in state and local government, nonprofit management, education and the arts. She served as Chief of Staff for Texas State Representative Diego Bernal from 2016 to 2019 and is Co-Founder and Co-Owner of OCI Group. At the Texas Legislature, she tracked and reviewed legislation related to the Housing Tax Credit ("HTC") program. Specifically, she reviewed proposed HTC projects for House District 123, including site analysis, drafting and submission of letters of support for developments applying to the Texas Department of Housing and Community Affairs ("TDHCA"). Anita also maintained direct communication with TDHCA leadership and serves as main point of contact for House District 123.

In 2018, Anita was honored by the National Hispanic Institute at its *Celebración* 2018 Award Ceremony as the winner of the "Distinguished Alumna, Community Leadership" award. In 2019, Anita was a panelist for the Texas Association of Community Development Corporations Community Economic Development Policy Summit, participating in a panel titled *Anti-Displacement Strategies: Protecting Long Time Residents from Economic Displacement*. She is a graduate of Southwestern University with a B.A. in Latin American Studies and a focus in Anthropology, and the University of Texas at Austin Teresa Lozano Long Institute of Latin American Studies, M.A.

General Contractor: Atlantic|Pacific Community Builders-Texas

Atlantic|Pacific Community Builders-Texas is **a bonded and licensed Texas general contractor** and an affiliate of A|P and would serve as the general contractor. A|P is an experienced affordable and market rate housing general contractor, and **a strong advocate of Vicinity Hiring and contracting with Section 3, local and D/M/WBE and small business firms**. In the last 8 years, A|P's in-house general contractor has built or has under construction **4,586 multi-family housing units totaling over $618.6 million in contracts**.

Joseph A. Roig, Vice President of Construction: Mr. Roig joined A|P in 2011 bringing over 20 years of construction management and development experience. He is responsible for construction oversight for all A|P developments.

Prior to his arrival to A|P, Mr. Roig served as Vice President of Construction for Taubco, a South Florida commercial real estate development company. During his time at Taubco, he was responsible for the implementation of all development and construction within the Taubco portfolio of properties. During his last two years with Taubco, he completed 200,000 SF of retail and office development, as well as a 400-space garage.

Mr. Roig held a similar position at Lennar Developers, as Director of Construction, managing the construction of Lennar's high-rise multifamily developments. During his time at Lennar, he was responsible for construction of the 360º Condominiums & Marina project, a $104M, 414-unit condominium and marina located in North Bay Village, and The Colonnade and Park Towers condominium projects, a $102M, 296-unit condominium located in Miami. Prior to his tenure at Lennar, Mr. Roig spent 11 years with "best in class" general contractors, working in all phases of construction. Joey Roig is a State of Florida licensed General Contractor.

Richard Emmanuel, Project Executive: Mr. Emmanuel is a motivated business professional with more than 17 years' experience in Project Management in the construction industry. He joined A|P in 2021 with construction experience in the multifamily and hospitality sectors. Mr. Emmanuel leads the A|P construction projects in Texas. He is well-versed in project management methodologies, construction engineering, project planning, team building, communication, and technical implementations of construction projects. Mr. Emmanuel has a background in Civil Engineering and has managed various projects with over $300+MM in the hospitality and multifamily construction sectors.

Prior to joining A|P, Mr. Emmanuel spent, 12 years with Sandals Resorts International working on luxury hotel projects in Bahamas, Jamaica and Turks and Caicos.

Management Agent: Atlantic Pacific Communities Management

Over the course of several decades in the real estate business, A|P has become particularly well-known not only for development capabilities, but for the exemplary property leasing and management expertise. Since the mid 1970's, A|P has purchased, developed, leased, and managed residential and commercial properties throughout the United States. A|P delivers first-class services and oversight to a variety of multifamily communities and offers a broad spectrum of real estate services to private and institutional residential owners as well as developers of office and retail properties throughout the Southeast and California.

A|P's management division was formed to provide on-site management, marketing, administrative, full-charge accounting, financial reporting, asset management evaluation, and compliance monitoring for A|P's affordable/workforce housing portfolio. A|P manages and performs compliance for properties with a variety of public funding sources, including: 9% and 4% housing credits; local, county and state tax-exempt bonds; HUD NSP, NHTF, HOME and operating subsidies such as HAP contracts and RAD conversions. A|P also works with local businesses, agencies, and non-profits to provide a wide variety of on-site resident programs at no cost to the residents.

A|P's team of seasoned professionals with multi-disciplinary backgrounds have decades of residential and commercial real estate experience including legal, financial, accounting, and managerial. Human resources, insurance, accounting, compliance, reporting, and asset management are centralized, increasing transparency, maximizing efficiency, reducing operating costs, and enhancing the asset value of our portfolio.

To date, A|P has successfully satisfied all Real Estate Assessment Center ("REAC"), Housing Quality Standards ("HQS") and Uniform Physical Condition Standards ("UPCS") inspections required by state, county and city agencies. In addition, all Program Reports, Bond Reports and other required reports are submitted in a timely manner. All of our affordable housing properties comply with all extended use, land use and restrictive regulatory agreements and none have ever received a non-compliance IRS Form 8823.

A|P takes pride in providing the opportunity for very- and low-income persons of diverse backgrounds to live in safe, affordable, and high-quality housing. To maintain excellent quality management, A|P provides ongoing, structured Fair Housing Training to all management staff in person and online. New employees are required to complete the Fair Housing Principals and Practices Course and are required to take a refresher course semi-annually or quarterly to ensure strict adherence to federal, state and local fair housing laws and requirements.

Claudia Lopez, ARM, **Director of Operations:** As the Director of Operations for A|P Community Management, Ms. Lopez is responsible for the overall strategy, management, and profitability of the affordable housing portfolio consisting of 36 LIHTC assets with over 4,130 units in Florida, Texas, and Washington DC. She manages client relationships and oversees all aspects of operations including overall performance, budgets, and debt-service testing for lease ups. She supervises regional managers and on-site personnel and oversees training and employee development.

Claudia Lopez has over 13 years of property management experience in the multifamily industry, including direct oversight of lease-ups, acquisitions, renovations, repositions, and financially and physically stressed assets. She is a member of the Southeast Florida Apartment Association and National Apartment Association.

Jonathan Del Sol, Director of Compliance: Jonathan Del Sol is responsible for the compliance of all projects under management. Jonathan's career in tax credit compliance started in 2006 with a portfolio that grew to over 80 properties during his tenure with a Miami-based asset management company. He joined A|P in 2015 and performs tax credit compliance management duties for A|P's entire multi-state LIHTC portfolio. He works with key external vendors and collaborates with development and management staff on compliance requirements ensuring that all tax credit units adhere to the regulatory agreements. This includes tax-exempt bonds, HOME, CDBG, as well as any other federal, state, and local land use restrictions. He manages the day-to-day compliance operations including file review, calculation of rents, audit preparation, utility allowance studies and analysis, training, and compliance reporting.

Special Counsel: Locke Lord, LLP

Locke Lord has an extremely well-recognized presence in Texas with offices in Austin, Dallas, and Houston. A unique practice group in the Austin office is their Affordable Housing Group. This groups experience includes the use of various public and private financing vehicles for the development of multifamily and single-family housing.

Cynthia Bast, Partner: Cynthia Bast assists clients with complex affordable housing and community development transactions using a variety of financing tools, including housing tax credits, historic rehabilitation tax credits, tax-exempt bonds, HUD programs and other federal, state, and local resources. Throughout her career, she has worked on hundreds of transactions involving housing in Texas and other states. Her clients include developers, lenders, investors, governmental agencies, and trade associations.

In addition to her transactional work, Ms. Bast actively represents clients before relevant governmental authorities and advocates for affordable housing issues with the Texas legislature. Much of her work in this area is devoted to helping clients with matters before the Texas Department of Housing and Community Affairs. In that capacity, she guides clients through critical appeals to the TDHCA Board and other administrative or compliance matters.

Ms. Bast is nationally recognized as preeminent lawyer in affordable housing and community development finance and leads the firm's Affordable Housing section. She calls upon her vast experience, including experience in the areas described below, as a frequent speaker at conferences across the

country. Ms. Bast was named a "Super Lawyer" by Texas Monthly and in Chambers USA for 2014. She is also Co-Chair of the Firm's Board of Directors.

HUD Counsel: Klein Hornig, LLP

Klein Hornig LLP ("KH") is one of the nation's premier firms concentrating exclusively on affordable housing and community development. The attorneys at Klein Hornig have worked extensively with a wide variety of affordable housing programs and activities, including the low-income housing tax credit program, public housing and HOPE VI/CNI mixed-finance projects, HOME and CDBG funding, NSP grants, tax-exempt mortgage revenue bonds, 501(c)(3) bonds, HUD Section 202/811 developments (both traditional and mixed finance), FHA-insured 221(d)(4) loans, Mark to Market restructurings, Section 236 IRP decoupling, Federal Home Loan Bank AHP loans, and HUD Rental Assistance Demonstration program.

Chris Hornig, Partner: Chris Hornig is the former HUD Deputy Assistant Secretary for Public Housing Investments and one of the founding principals of the firm. Mr. Hornig has 20+ years' experience in the public housing mixed finance field and has represented both for-profit and nonprofit developers, as well as public housing authorities, in a number of complex large-scale revitalization projects.

As the first Deputy Assistant Secretary of HUD for Public Housing Investments, he had immediate and personal responsibility for understanding and reshaping all the various HUD rules impacting HOPE VI and "the reinvention of public housing". He oversaw the development of — and frequently personally drafted — not only the HOPE VI NOFA and mixed-finance development rules themselves, but also rules and procedures governing capital subsidies, operating subsidies, demolition/disposition, site and neighborhood standards, relocation, procurement, and myriad other subjects. During Mr. Hornig's tenure at HUD, core OPHI staff and procedures were assembled, and seminal HUD rulings were issued. He also convened and managed various HUD advisory groups involving housing authorities, investors, lenders, developers and other mixed finance practitioners.

Accountant: Tidwell Group

Tidwell Group, in its current and predecessor forms, has been in existence since 1997. The firm and its professionals are familiar with affordable housing tax credits, bond and conventional financing, HUD compliance and reporting, along with numerous other areas of the industry and fully understand the time pressures and commitment it takes to meet the reporting obligations. Tidwell Group has significant experience providing accounting, tax, and business advisory services to clients nationwide. Clients served include publicly held Fortune 100 companies, non-profit housing organizations, and developers across the United States.

Christopher N. Thomas, CPA, Managing Partner: Chris Thomas is the Office Managing Partner in Tidwell Group's Austin office. With over 20 years of public accounting experience, Mr. Thomas is responsible for providing domestic tax, financial accounting, and tax consulting services to individuals, corporations, and partnerships in a multitude of industries. He is also responsible for federal and state compliance with partnership tax allocation requirements, tax planning and tax compliance for partnerships and corporations, with a focus on low-income housing tax credit projects and real estate developers.

A graduate of the University of Florida with a B.S. in Accounting and a M.S. in Taxation, Chris Thomas leads the firm's cost segregation study practice. He also served as a member of the University Of Texas McCombs School Of Business Advisory Council for the Department of Accounting. Chris and his team have provided LIHTC, accounting and tax consulting services for all the affordable housing properties in A|P Communities portfolio.

LEAD DEVELOPER

Howard D. Cohen, CEO/Guarantor
Randy Weisburd, President
Kenneth Naylor, COO
Dan Wilson, SVP

ATLANTIC | PACIFIC COMMUNITIES

GENERAL CONTRACTOR

Joseph Roig, Vice President
Richard Emmanuel, Project Executive

ATLANTIC | PACIFIC COMMUNITY BUILDERS-TEXAS

HUD COUNSEL

Christopher W. Hornig, Partner

KLEIN HORNIG

COMMUNITY PARTNER

H. Analco Gonzalez, Managing Partner

OUR COMMUNITY INC., LLC

SPECIAL COUNSEL

Cynthia Bast, Shareholder

LOCKE LORD LLP

PROPERTY MANAGEMENT AND COMPLIANCE

Claudia Lopez, Director of Operations
Jonathan Del Sol, Director of Compliance

ATLANTIC | PACIFIC COMMUNITY MANAGEMENT

ACCOUNTANT

Christopher Thomas, Principal

TIDWELL GROUP

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ATLANTIC PACIFIC COMPANIES

Letter of Certification from General Contractor

June 22, 2022

Procurement Services
City of McKinney
1550 South College Street – Building D
McKinney, Texas 75069

Re: RFQ NO. 22-35RFQ for Real Estate Development Services

Dear Esteemed Members of the Selection Committee:

Acknowledging that if Atlantic Pacific Communities, LLC is selected as developer under this RFQ, Atlantic Pacific Community Builders-Texas, LLC will be required to later submit a performance and payment bond for 100% of the contract price. I hereby certify that Atlantic Pacific Community Builders-Texas, LLC has the ability to provide such performance and payment bond.

Regards,

Joseph Roig
Vice President
Atlantic Pacific Community Builders-Texas, LLC

DocuSigned by:
Joseph Roig
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6/21/2022

DocuSign Envelope ID: F408E298-7090-48C5-B5C9-4A2991CE92C3

EXHIBIT B

CERTIFICATION REGARDING DEBARMENT, SUSPENSION, AND OTHER RESPONSIBILITY MATTERS

By the submission of this response, Atlantic Pacific Communities, LLC certifies to the best of its knowledge and belief, that it and its principals:

(a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency;

(b) Have not within a three-year period preceding this response been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction; violation of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;

(c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of the offenses enumerated in paragraph (1) (b) of this certification; and

(d) Have not within a three-year period preceding this response had one or more public transactions (Federal, State or local) terminated for cause or default.

Name of Organization: Atlantic Pacific Communities, LLC

Signature: DocuSigned by: Howard Cohen 31FCB16498C94B4...

Name: Howard D. Cohen

Title: CEO

Date: 6/17/2022

EXHIBIT C

CERTIFICATION REGARDING LOBBYING

I, Howard D. Cohen, hereby certify on behalf of Atlantic Pacific Communities, LLC (insert name of respondent) and its key principals that:

1. No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, or any person for influencing or attempting to influence an officer or employee of an agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.

2. If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

3. The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclosure accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by Section 1352, Title 31, U.S. Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than $10,000 and not more than $100,000 for each such failure.

DocuSigned by:
Howard Cohen
31FCB16498C94B4...

Signature of Key Principal of Respondent

ATLANTIC PACIFIC COMPANIES

Certification of Outstanding Litigation

June 22, 2022

Procurement Services
City of McKinney
1550 South College Street – Building D
McKinney, Texas 75069

Re: RFQ NO. 22-35RFQ for Real Estate Development Services

Dear Esteemed Members of the Selection Committee:

I certify that there is no outstanding litigation that Atlantic Pacific Communities, LLC is involved in.

Respectfully submitted,

Kenneth Naylor
Chief Operating Officer
Atlantic Pacific Communities

Tab 3: Development Experience

A|P has extensive development experience. In the last eight years, **A|P has competitively won funding for 49 affordable housing developments with 6,273 units built or under development and nearly $2 billion in total development costs in Texas, Florida, Maryland, and Washington DC**. Many of these developments leveraged municipal funds and/or land to either revitalize existing communities or establish new neighborhoods ranging from garden-style to high-rise construction, with resident amenities, surface and/or structured parking, kiss-n-rides, transit facilities or improvements, and commercial space. A|P also develops, builds, and manages market rate multi-family developments and has over 3,560 units built or in development with nearly $800 million in total developments costs over the last 8 years. A|P is well experienced in a diverse combination of approaches to housing and community revitalization and is accustomed to working within a wide variety of different geographies, construction types, and legal and political environments.

Senior A|P staff has developed **3,512 affordable housing units with housing authority partners** throughout Texas and Florida, and currently has **an additional 558 units with housing authority partners** in pre-development. A|P has been involved in the development and/or rehabilitation of 33 tax credit, HUD-financed apartment communities in partnership with public housing authorities.

Together, we help our partners:

- Transition from HUD dependence to self-sufficiency with alternative financing vehicles
- Build capacity by leveraging housing authority funds
- Fund additional development through forward-thinking financial stewardship
- Create new streams of income
- Achieve new standards of sustainability
- Integrate impactful resident amenities and social programs
- Meet or exceed goals for local hiring
- Create lasting community change beyond the four corners of development by revitalizing neighborhoods

Below are a few case examples of our experience in Texas.

Development 1 – Laurel Glen

Project Name: Laurel Glen

Location: 11043 W Loop 1604 N, San Antonio, TX

Number of Units: 81

Total Development Cost: $17,298,910

Type And Size of Units: 34 one-bedrooms with 650/692/739 sf NRA, 32 two-bedrooms with 952/1,067/1,167 sf NRA, and 15 three-bedrooms with 1,259 sf NRA

Date Selected as Developer: October 25, 2016

Original Projected Completion Date: October 18, 2018

Current Status: Occupied

Financing Sources and Amounts: $15,305,234 LIHTC equity, $12,000,000 construction loan, and

Developer Experience

$2,200,000 permanent loan

Project Reference: Neal C. Deaton, Senior Vice President, Wells Fargo, neal.deaton@wellsfargo.com, 704-383-9524; Stephen W. Rose, Senior Vice President, Community Bank of Texas, SRose@communitybankoftx.com, 713-308-5754
TDHCA Project Year and Number: 2016, TDHCA #16326

Laurel Glen is a mixed-income housing community located in northwestern San Antonio providing quality affordable housing designed to address the needs of the growing community, especially households who have financial obstacles. Laurel Glen also participates in the Texas Section 811 PRA program and has up to 19 apartments available for extremely low-income persons with disabilities linked with long term services.

The 81-unit development consists of one, four-story, elevator served residential building with an attached 2,492 sf community center with Wi-Fi and featuring a fitness center, community room with a kitchen, resident business center with internet access, and leasing/management offices. Additional amenities include a courtyard, swimming pool and sundeck, bike storage, convenient on-site laundry facilities, controlled gate access and parking. Each unit has energy efficient appliances, quartz kitchen countertops, 9-foot ceilings, washer/dryer connections, ceiling fans in the living and bedrooms, walk-in closets and most of the units have patios/balconies with outside storage. The development is also situated near Loop 1604 and Interstate 10, just minutes away from employment centers, schools, medical services, recreation, shopping, dining, and entertainment.

There is a tremendous need for affordable housing for families in San Antonio and the surrounding area exacerbated by the rapid population growth being experienced in South Texas. Laurel Glen is filling that need as well as providing free resident services onsite.

Support for Laurel Glen was received from City Council via Resolution 2016-02-18-0016R, a support letter from State Representative Rick Galindo (House District 117), as well as letters of support from the National Veterans Outreach Program, Christian Assistance Ministry, and the League of United Latin American Citizens #4383.

Development 2 - The Arbor at Wayforest

Project Name: The Arbor at Wayforest

Location: 8933 Interchange Drive, Houston, TX

Number of Units: 192

Total Development Cost: $34,273,217

Type And Size of Units: 78 two-bedrooms with 946 sf NRA, and 114 three-bedrooms with 1,103 sf NRA

Date Selected as Developer: March 31, 2020

Original Projected Completion Date: May 19, 2020

Current Status: Leasing

Financing Sources and Amounts: LIHTC equity $12,587,898, bond $20,000,000, CDBG-DR $9,520,000,

Project Reference: Ben Rosenbaum, Vice President, Bank of America, Binyamin.Rosenbaum@bofa.com, 954-765-2079

TDHCA Project Year and Number: 2020, TDHCA #20414

A|P closed on financing for The Arbor at Wayforest, a $35 million new development in the Greenspoint neighborhood of Houston in December 2020. At the time, a Houston Chronicle headline read "*As Greenspoint revival takes hold, worry that residents will be left behind.*" The Arbor at Wayforest fights this trend by providing 192 units of new quality affordable housing with superior amenities for low-income families earning 30%, 50% and 60% or below of the Area Median Income.

Built in partnership with the Harris County Housing Authority ("HCHA"), A|P brought the site to HCHA and at closing assigned all of its rights in the purchase contract to HCHA which turned around and provided a long-term ground lease to the partnership. This structure is expected to generate a 100% ad valorem tax exemption for the development. Financed with tax-exempt bonds issued by a public facility corporation affiliated with HCHA, 4% housing tax credit ("HTC") equity from Bank of America, and a Citi construction/permanent loan, The Arbor at Wayforest is the first tax credit development in Harris County to deploy the County's CDBG-DR funds ($9.52M) as part of the County's effort to recover from the impacts of Hurricane Harvey. Horace Allison, AIA, Executive Director and CEO of HCHA stated, "*This multifamily housing community will replace desperately needed housing resources lost during Hurricane Harvey while adding an attractive, viable, and valuable asset to the neighborhood.*" The Arbor at Wayforest created a number of "firsts" for A|P –

- First partnership with the Harris County Housing Authority via a competitive RFP
- First Harris County application
- First CDBG - Disaster Recovery award

Rendering of The Arbor at Wayforest

This newly completed development provides two- and three-bedroom apartment homes in five three-story residential buildings, and a wide array of amenities to the families it serves, including a fully furnished clubhouse with a community room, business center, fitness facility, leasing/management offices, as well as a swimming pool with sun deck, playground and a dog park on 8.19 acres. The development adheres to the county's Energy Star Certification and utilize Energy Star rated appliances. In addition, The Arbor at Wayforest is located near major employment centers such as Houston Intercontinental Airport and ExxonMobil.

Due the CDBG-DR loan, the project will comply with HUD Section 3/MWBE and Davis Bacon wage requirements. The CDBG-DR funds also require that 15 units be set-aside for residents referred by the local Continuum of Care (The Way Home) of Harris County. In addition, The Arbor at Wayforest provides 16 mobility impaired units and 7 sensory impaired units for special needs residents. HCHA and A|P will jointly be responsible for interfacing with the community and for coordinating, providing, and monitoring the on-site, free social services for the residents.

Development 3 – The Bristol

Project Name: The Bristol

Location: 7810 Old Tezel Road, San Antonio, TX

Number of Units: 96

Total Development Cost: $18,948,818

Type And Size of Units: 32 one-bedrooms with 650 sf NRA, 40 two-bedrooms with 850 sf NRA, and 24 three-bedrooms with 1,050 sf NRA

Date Selected as Developer: August 25, 2017

Original Projected Completion Date: January 15, 2020

Current Status: Occupied

Financing Sources and Amounts: $15,148,485 LIHTC equity, and $13,100,000 construction-permanent loan

Project Reference: Neal C. Deaton, Senior Vice President, Wells Fargo, neal.deaton@wellsfargo.com, 704-383-9524; Michael J. Marra, Vice President, Wells Fargo, Michael.marra@wellsfargo.com, 954-712-3687

TDHCA Project Year and Number: 2017, TDHCA #17376

The Bristol is a 2020 newly constructed mixed-income multifamily community located at 7810 Old Tezel Road in the City of San Antonio. The entire community is composed of four residential buildings and one club house. Among a total of 96 units, there are 32 one-bedrooms, 40 two-bedrooms, and 24 three-bedrooms units. 87 units at The Bristol are serving the low-income family households, ranging from 30% to 60% Area Median Income, as well as 9 market rate units. The community offers various amenities, including laundry, fitness center, clubhouse, pool, and TV lounge.

The Bristol

The Bristol is conveniently located in a green and tranquil residential neighborhood. At the same time, The Bristol is in close proximity to many assets the community has to offer. It is under a half mile away from a park, the Walmart Neighborhood Market, an early learning school, various schools, CVS Pharmacy, a gym, and many restaurants serving different clienteles.

The Bristol was awarded $1.5 million annually in 9% HTCs from TDHCA. Wells Fargo Bank, as the financial partner, provided Tax Credit syndication proceeds of approximately $15 million, as well as construction-permanent convertible loan of approximately $13 million, for the development of The Bristol.

Development 4 - Heritage Senior Residences

Project Name: Heritage Senior Residences

Location: 1120 Moy Street, Houston, TX

Number of Units: 135

Total Development Cost: $33,704,386

Type And Size of Units: 108 one-bedrooms with 716 sf NRA, and 27 two-bedrooms with 967 sf NRA

Date Selected as Developer: August 25, 2020

Original Projected Completion Date: Projected to be 01/20/2023

Current Status: Under construction

Financing Sources and Amounts: $13,796,806 LIHTC equity, $20,500,000 construction-permanent loan, $11,700,000 CDBG-DR

Project Reference: Jason Kaye, Senior Vice President, Bank of America, Jason.Kaye@bofa.com, 954-765-2141

TDHCA Project Year and Number: 2020, TDHCA #20204

Heritage Senior Residences is a new senior living community in Houston that will replace housing lost during Hurricane Harvey. The mixed-income development will provide 135 one- and two-bedroom units for seniors 55 years of age and over earning between 30% to 80% of the Area Median Income. Located at 1120 Moy Street, it is situated in the highly desirable Washington corridor, one of the fastest growing neighborhoods in the country, and is the first to receive 9% HTC in the Washington Avenue and Rice Military area in 30 years as well as a $12 million CDBG-DR loan from the City of Houston. The City of Houston's CDBG-DR funds were paired with $13,796,806 of equity generated from the sale of 9% HTC, a $20,500,000 construction loan from Bank of America, and a $9.8M permanent loan from Citi Community Capital.

"*Heritage Senior Residences is an important addition to this area of our District, which hasn't seen a similar project in decades. Housing prices and rents continue to rise in Houston, making it harder for our seniors to live in high quality, affordable housing. Atlantic Pacific has been a terrific partner in tackling this issue, bringing a better quality of life not only to our seniors, but the surrounding neighborhoods*," said City of Houston Council Member Abbie Kamin of District C.

Rendering of Heritage Senior Residences

Heritage Senior Residences will include more than 7,700 square feet of common area space including a fitness center, laundry facilities, club room, community dining area, business center, conference room, card room, and recreational deck terrace with pavilions and grills. Located in one of Houston's hottest apartment markets, where according to the Census Bureau, 64% of senior households in the area's zip code (77007) are considered rent burdened (i.e., pay more than 30% of their income on housing costs), residents of the development will have convenient access to medical services, recreational facilities, shopping destinations, and entertainment centers.

"Heritage Senior Residences will help ensure that seniors in the Memorial and Rice Military area can remain in a community that is near services and still affordable," said Ray Miller, Assistant Director of Multifamily & Public Facilities at the Houston Housing and Community Development Department. "*For many seniors, it becomes difficult after retirement to find adequate homes in the communities they have been rooted in all their lives -- especially for working-class and middle-class seniors. We are grateful to our funding partners at HUD (the U.S. Department of Housing and Urban Development) for their support, so that our department can provide over $12 million to helping create more quality, affordable homes for our seniors*."

Development 5 – The Villas at Echo East

Project Name: The Villas at Echo East

Location: 235 & 301 Spriggsdale Ave, San Antonio, TX

Number of Units: 192

Total Development Cost: $41,344,197

Type And Size of Units: 72 one-bedrooms with 715/745 sf NRA, 96 two-bedrooms with 865/890/990 sf

NRA, and 24 three-bedrooms with 1,055 sf NRA

Date Selected as Developer: April 12, 2021

Original Projected Completion Date: Projected in 2023

Current Status: Under construction

Financing Sources and Amounts: $18,590,732 LIHTC equity, $30,500,000 construction-permanent loan, $72,850 from Bexar County, $2,550,000 from TIRZ, and $1,175,000 from Gervin Youth Center.

Project Reference: Deal C. Deaton, Senior Vice President, Wells Fargo, neal.deaton@wellsfargo.com, 704-383-9524; Michael J. Marra, Vice President, Wells Fargo, Michael.marra@wellsfargo.com, 954-712-3687

TDHCA Project Year and Number: 2020, TDHCA #20481

Villas at Echo East will be a new multifamily community in the eastside of San Antonio and will provide quality affordable housing to families earning 60% or less of the AMI. Located less than a mile from the AT&T Center and only 3.5 miles from downtown San Antonio, this new development will provide one-, two-, and three-bedroom apartment homes in two four-story residential buildings, as well as a wide range of amenities to the families it serves, including a fitness center, recreational room, business center, laundry facilities, and a swimming pool on 7.22 acres.

Villas at Echo East is built in partnership with the San Antonio Housing Trust ("SAHT") and East Side Pinnacle Group, and together with the George Gervin Youth Center ("GGYC"). *"Villas at Echo East represents Phase I of a major catalytic project that will bring quality affordable housing to one of the core areas of the East Side of San Antonio. The other two Phases of the project will bring additional housing units as well as commercial development,"* said Barbara Gervin-Hawkins, State Representative for Texas's 120th House District and Co-Founder of GGYC. After multiple attempts fell apart with other development teams, **A|P emerged with the banking and investor relationships to make the deal work**, said Gervin-Hawkins. "*If you believe in something and you have a vision, you have to stick through it*," she said.

"I know for years the community has sought to bring this type of major development to this area of the eastside. Hopefully Villas at Echo East serves as a beacon of light that spurs other quality development that brings much needed housing, jobs and services." "We are pleased to have been part of the solution to bring Villas at Echo East to fruition. ***Kudos to Atlantic Pacific Communities and Wells Fargo who really stepped up,***" said Pete Alanis, Executive Director of SAHT.

Future phases contemplate additional residential, including senior and market rate housing, as well as commercial development.

Rendering of The Villas at Echo East

Below are a few additional case examples that highlight our relevant experience.

Northwest Gardens

Since 2006, A|P staff and the Housing Authority of the City of Fort Lauderdale ("HACFL") have redeveloped the housing authority's 884 public housing units it operates in Fort Lauderdale into 13 affordable housing developments with **1,589 tax-credit financed units**. The success of our first development with the HACFL, Dixie Court Apartments, resulted in a long-term partnership, to redevelop HACFL's entire portfolio of aging public housing stock. All in all, **more than 70 acres** and dozens of blocks throughout Fort Lauderdale have been transformed in partnership with the HACFL's non-profit affiliate.

The Northwest Gardens neighborhood redevelopment is a case example of a complex, master plan implementation that transformed one of the most impoverished, drug- and crime-ridden neighborhoods in the country into a safe, stable, aesthetic, environmentally-friendly, and walkable community. Northwest Gardens ("NWG") was completed in partnership with the HACFL. **A|P team members served as development managers on all five phases of Northwest Gardens**, a master planned community totaling 759 apartment homes financed with Low Income Housing Tax Credits ("LIHTC"):

Phase	Demographic	# of Units	Project Manager	Funding Sources
Phase I	Elderly	143	Kenneth Naylor	9% LIHTC, Broward AHP
Phase II	Elderly	128	Lindsay Lecour	9% LIHTC, Broward HOME
Phase III	Family	150	Lindsay Lecour	9% LIHTC, Broward HOME
Phase IV	Family	138	Lindsay Lecour	9% LIHTC, Broward HOME
Phase V	Elderly	200	Greg Griffith	4% LIHTC, FHFC SAIL, Broward HOME
	Total	**759**		

A|P was procured via a competitive RFQ process in 2013 to assist in the revitalization of HACFL's portfolio including NWG V. Phase V provides 200 units of elderly, mixed-finance, affordable housing in partnership with the HACFL. In the middle of everything that had been created by the previous four phases, there were pieces remaining that the HACFL desperately wanted to make a part of the overall redevelopment to truly create a safe, flowing, end-to-end community. The fifth phase includes new construction with 100 apartments on five scattered sites; and preserving Sunnyreach Acres, a 100-unit, 5-story public housing building constructed in 1976 to serve the low-income elderly demographic. All new developments in Northwest Gardens achieved a **LEED Silver standard or higher**, and the neighborhood itself was the first in the State of Florida, and third nationally, to achieve the **US Green Building Council's LEED Neighborhood Development** standard.

It is an *Affordable Housing Finance* magazine **Readers' Choice finalist** in the Public Housing Redevelopment and Best Overall Development categories. "Phase five is like a jewel in the crown," said Scott Strawbridge, Director of Development and Facilities for the HACFL.

All the development agreements with the HACLF provide the option for HACFL to acquire A|P's general partner interest and manage the properties after stabilization and release of A|P's guarantees. Below, please find the details of our Northwest Gardens neighborhood redevelopment.

Neighborhood Redevelopment

NWG quickly became a national model for social, environmental, and economic sustainability. The development has been successful because of its strong network of local partnerships which include The Pantry of Broward, Children's Services Council, Urban League, Honey Project, YouthBuild, Step-Up, the United Way and other partners who are helping plant the seeds for change.

The redevelopment received real tangible support from the community as evidenced by the various local financial assistance received from the City, CRA, County and the State, City Commissioners, the Mayor, adjacent property owners & residents, all of whom contributed to the redevelopment of this community. The City waived impact fees; the CRA provided funds to aesthetically enhance the area's streetscape and landscaping; the Home Beautiful Park Civic Association, Dorsey-Riverbend Civic and Durrs Community Associations were involved in the design review process; the County provided HOME loans and impact fee waivers; and the FHFC awarded 9% LIHTC, State Apartment Incentive Loan ("SAIL"), SAIL Extremely-Low Income, Rental Recovery Loan (Hurricane) Program and TCEP loans. The goals of this redevelopment were comparable in size, scope, and complexity to the services required by Pinellas County Housing Authority. Our strategies included thoughtful, calculated financing, community participation, and public support.

Vision statement: Revitalize the community and create a sense of place by creating a sustainable neighborhood that promotes urban self-sufficiency and a healthy, safe accessible living environment. A large piece of the development puzzle was to accommodate the community needs as part of the overall development.

Development Goals: Develop a Transit-Oriented Village that leverages proximity to major roadways and county bus system; enhance the streetscape to encourage pedestrian use; increase the number of new, safe, affordable housing options in the neighborhood; create a unifying theme of sustainability by incorporating community gardens and green design principles throughout the neighborhood, and leverage public-private partnerships to implement joint vision and goals.

Mixed-Income Neighborhood: The Northwest Gardens master plan incorporated a diversity of housing types, including garden apartments, townhomes and single-family homes; enabling residents from a wide range of economic levels, household sizes, and age groups to live in the same community. The master plan identified the east side of the neighborhood as well-suited for senior housing and the west side of the neighborhood, adjacent to a large city park, as well-suited for larger families. Accordingly, smaller one- and two-bedroom apartments were built on the east side while larger two-, three-, four- and five-bedrooms apartments and townhomes were built on the west side. In order to connect the neighborhood, a meandering walking path led from the park through the west side of the neighborhood to the central hub, and on through the east side of the neighborhood to the main roadway adjacent to the neighborhood. Because of the public-private partnership with the housing authority, which provided project-based vouchers for a significant portion of the new housing, the neighborhood was able to serve a broad spectrum of economic levels, including those earning 0-60% of the Area Median Income. Interspersed with the new apartments are existing owner-occupied single-family homes serving higher income families and seniors.

A Sustainable Neighborhood: In efforts to become the city's "green neighborhood" – a goal outlined by the HACFL – a number of sustainable pilot projects and green design principles were implemented. **All new developments achieved a LEED Silver standard or higher, and the neighborhood itself was one of the first pilot projects of the US Green Building Council's LEED Neighborhood Development standard**. Examples of sustainable practices beyond the LEED standards include: bio swales in lieu of traditional retention ditches, permeable paving, and turning vacant or undevelopable parcels into pocket parks. A key unifying concept of edible landscaping, the main justification for the "gardens" name, was incorporated across the neighborhood. Alice Thomas, one of the young residents involved with the community garden implementation, went on to create 'Urban Youth Green Farmers', a youth-oriented marketing and promotions company designed to market and sell naturally produced fruits and vegetables in underserved communities and to local restaurants and businesses. For her efforts, Alice was given the prestigious Google Young Minds award.

Alice Thomas, Co-Founder of Urban Youth Green Farmers & Google Young Minds Winner

Updated Street Grid and Streetscape: In creating the master plan, we analyzed the traffic and circulation within the neighborhood as well as key access points to major roadways and nearby bus stops. A central "hub" or node was defined where the two-main north-south and east-west streets met; these streets were also the main feeders to the major roadways outside of the neighborhood. Several design elements were proposed to clearly define the hub, including pavement markings, decorative pedestrian crossings, better alignment of streets and sidewalks and enhanced landscaping. Bus shelters were designed within walking distance of the hub, and wide sidewalks with canopy shade trees and solar or LED street lighting was added throughout the area to create safe and attractive walkways and encourage pedestrian use.

Economic Opportunity and Jobs: The transformation of the Northwest Gardens neighborhood added more than $200 million of local investment dollars and more than 600 jobs to the local economy. It has fueled a powerful network of interconnected social and environmental partnerships that promote urban

self-sufficiency and ensure the residents are an integral part of sustaining the changes brought to the area. Beyond merely shelter, food, education, occupation, physical and emotional wellness are all part of the development and planning focus. These partnerships help to facilitate HACFL's youth empowerment programs initiatives such as the YouthBuild Program and the Step-Up Apprenticeship program, which provide on-site vocational training to public housing residents; community gardens that enable nutritious on-site food production in an urban food desert; and resident programs.

During the two-year state certified Step-Up program, apprentices are trained in construction skills with a specialty in housing rehabilitation and building maintenance for occupations. All apprentices are required to obtain their GED while in the program, and certified instructors taught morning and evening classes at the HACFL to help prepare the apprentices for the exam. Step-Up built, installed and maintains the kitchen and bathroom cabinetry at nearly all the Northwest Gardens buildings. By targeting the youth population within the area through these efforts, we seek to facilitate neighborhood stabilization that is attractive to market rate residents.

Summary: The overall vision of the master plan was driven by the goal of increasing the number of sustainable, safe, and affordable housing in the community. The end-result was the establishment of a true neighborhood Transit Oriented Village with an atmosphere of self-reliance (particularly from automobiles), healthy lifestyles, personal freedom, and safety with a strong sense of identity and place, and connections via public transit in and around the City of Fort Lauderdale, Broward County, and greater South Florida. The efforts also resulted in economic growth of the neighborhood and a community garden as a way to stimulate social interaction, encourage self -reliance, provide nutritious food, reduce family food budgets, and foster opportunities for inter-generational and cross-cultural connections.

The NWG developments referenced above reflect the A|P team's ability to not only develop affordable housing with public and non-profit partners, but to actively participate in the planning, provision of infrastructure and facilities, and active participation by our management team in sustaining the broader changes that result from our activities in the communities that we serve.

Audrey M. Edmonson Transit Village

The master planned two-phased, Audrey M. Edmonson Transit Village ("AME"), is one of the most impactful mixed-use developments in the Liberty City neighborhood of the City of Miami. The mixed-use development introduces new, safe, community-centered, affordable/workforce housing, a bus transit hub, theater, gallery/studio space, and retail in a neighborhood where it had been almost non-existent for decades and is the result of extensive community engagement and **strategic partnership between private, public, and non-profit entities.** These partners include the Federal Transit Administration, Miami-Dade County's Public Housing & Community Development, the County Department of Cultural Affairs, County Transportation and Public Works, the City of Miami, Wells Fargo Bank, and A|P's non-profit partner**,** BAME Development Corporation of South Florida, Inc. (an affiliate of the historic Greater Bethel AME Church).

The County actively engaged community residents, elected officials and several developers to formulate a strategic plan for this area. Some suggested adding a small, multi-unit project next to the transit hub, or perhaps attempt to revive the area's artistic history by erecting a local theater to replace the abandoned Carver Theater. A|P brought to fruition an ambitious vision which included all three elements rather than just one or two. This resulted in a multi-use, sustainable development that generated a neighborhood-changing development on county-owned land and is an example of **complex site planning involving coordination for development of a site with residential (176 housing units), transit (5 bus bay transit hub), cultural (20,000 sf black box theater, studio/gallery space), and retail uses**. The development features the following design elements:

- LEED Silver and NGBS Silver Certifications;
- Superior resident amenities including multiple club/community rooms as well as a rooftop edible community garden, swimming pool, and recreation deck;
- Ground level parking and multi-level parking garages to accommodate residents and visitors, with dedicated spaces for Miami-Dade Transit;
- 4,000 square feet of ground floor retail and commercial space, anchored by Chase Bank;
- A five-bay County bus transit hub and enclosed ticket/waiting area, and covered bus bays;
- The Sandrell Rivers Theater, a 22,000 square foot, 200-seat "black box" performing arts theater which hosts various community-focused activities ranging from staged plays to movie screenings, and book readings to community classes;

- 2,400 square feet of studio and gallery space for local artists, dancers, performers and non-profits;
- Artwork by local artist C.J. Latimore, including the theater lobby mural, depicting numerous notable African-Americans from the neighborhood, as well as a 1,100 square foot exterior glass mosaic mural consisting of more than 100,000 tiles; and
- Infrastructure improvements such as new sidewalks, streetscapes, bus stops, signage, common area lighting and landscaping.

Site due diligence included:

- Instituting a T-Plat in order to cut the predevelopment timeline in half and finalize the plat during construction, and post the initial financial closing.
- Review of traffic conditions to ensure that the new 5 bus bay transit hub did not have negative effects on the area's traffic patterns.
- Coordinating with Miami-Dade's Department of Cultural Affairs and Department of Transportation and Public Works to ensure that the transit hub, black box theater, and housing components could co-exist in a positive manner.
- Design the two residential buildings such that the second building could be constructed and integrated into the previously completed tower.

In addition, through active community outreach we were able to subcontract 44% of the development's hard costs to Section 3[1] businesses and 53% to Disadvantaged Business Enterprises ("DBE") and Minority Business Enterprise ("MBE") firms. Notably, 65 Section 3 residents were hired by subcontractors.

AME is a partnership between A|P and Miami-Dade County created to maximize the use of valuable transit-oriented property, and to best leverage the County's investment on the site. Miami-Dade County Public Housing and Community Development and Transit departments provided a long-term ground lease

[1] HUD.gov The Section 3 program requires that recipients of certain HUD financial assistance, to the greatest extent possible, provide training, employment, contracting and other economic opportunities to low- and very low-income persons, especially recipients of government assistance for housing, and to businesses that provide economic opportunities to low- and very low-income persons.

on the site thereby ensuring lower land acquisition costs which allowed the County's funding to go much further.

Financing an affordable housing, mixed-use development, and coordinating the available limited resources with construction, is a challenge for any developer. For Phase I of the AME development, A|P had to utilize many sources of funds and LIHTC in order to finance a complex transit-oriented development, and utilize creative site planning and design, and construction plans to leave room for a potential Phase II expansion, if and when, a second round of funding would be secured for a second phase.

A|P financed the first phase with loans from several different sources (one of which was broken up into three different tranches), as well as LIHTC. Not only was the combination of funding difficult to secure, with its myriad of different requirements, it simply wasn't enough to build the level of transit hub that this community needed, nor to cover the cost of the theater, nor to build the amount of desperately needed housing units that the neighborhood deserved.

To raise additional funds, A|P offset building costs with tax credits generated under IRS Section 42 of the Code-**Community Service Facility and Dedicated Improvements** ruling. This ruling generated necessary vital tax credits from expenditures on the cultural and transit facilities. A|P worked closely with its financing partners, underwriters, market study provider, and tax counsel to ensure that this novel and complex financing plan was feasible and agreeable to all parties. It was a complex process requiring the development to pass four tests to prove that the services provided were attainable to an income level comparable to that of the residents. Experts say this model had never been utilized for a community theater. By collateralizing all the elements to increase the tax credit allocation, A|P was able to raise sufficient equity to complete the TOD.

The financing for Phase II was not as complex, however it required A|P to be one of three successful applicants in an extremely competitive 9% LIHTC application administered by the Florida Housing Finance Corporation ("FHFC"). The FHFC only holds one 9% LIHTC application round per year and in 2015, funded only 3 applications among the 53 applications submitted. Despite having a slim 1 in 17 chance of being selected for funding, A|P submitted a faultless application and won a LIHTC allocation.

Upon completion, Miami-Dade Mayor Carlos Gimenez described the AME as a mission, "20 years in the making," and hailed its success, saying, "This project is another sign that Liberty City is on its way up."

Northside Transit Village

Northside Transit Village ("NTV") is a partnership between A|P, 93rd St. Community Development Corporation, Inc. (a local non-profit), and Miami-Dade County that has transformed an underutilized six-acre surface parking lot at the Northside Metrorail Station into a vibrant, urban infill community. The four phases of mixed-use development will provide a total of **600 affordable/workforce apartment homes** with pedestrian open space in the form of plazas, courtyards, and landscaped areas; **parking garages** with 250 spaces reserved for transit riders; **20,000 sf of commercial space**; and convenient connections between the transit station, parking, and the residential and retail elements. In addition to the Metrorail, there are public bus stops on-site with routes to all major employment areas.

The mixed-use master planned development conforms to the design guidelines of the Rapid Transit Development Impact Zone and the North Central Urban Area District. Pedestrian traffic is generated with ground level retail accessed via patterned pedestrian walkways, creating a sense of neighborhood for the residents and transit riders. The master plan incorporates open streetscapes and wide pedestrian-friendly, shaded sidewalks. An "Eyes on the Street" design is incorporated through the use of windows and balconies at bedroom and living areas to encourage a safe, walkable community. The installation of stone accents on exterior walls, landscape buffers and vegetation facilitate a visual transition between the public and private areas of the site.

With immediate access to transit and daily services, NTV offers a holistic approach to affordable/workforce housing. The dividends are already paying off for residents and the community alike. Specifically, residents save money on gas, water, and electric bills each month, and many families are no longer dependent on the automobile. These savings – coupled with lower rents – are particularly critical in Miami.

NTV is the product of a competitive RFP process whereby the development site was granted to A|P via a 55-year ground lease with two 15-year extensions from Miami-Dade County. The first of four phases of development was completed in 2015, and provides 100 two-, three- and four-bedroom apartment homes, residential amenities, a parking facility with 196 spaces including spaces reserved for Miami-Dade County

Transit, and 3,011 square feet of commercial space. It is a **LEED Silver certified** development and a winner of the **US Green Building Council South Florida 2015 Gala Verde Award.**

Phase I of the NTV was financed using several sources of public funds as well as private sector debt and tax credit equity from Wells Fargo Bank through the syndication of 4% LIHTC from the FHFC. Additionally, soft debt was competitively procured in the form of a low-interest loan from the Miami-Dade County Surtax program, HUD Neighborhood Stabilization Program 3 funds administered through Miami Dade County's Public Housing and Community Development department and a grant from Miami Dade County Building Better Communities-General Obligation Bond program.

In February 2017, the FHFC approved a 9% LIHTC allocation for the second phase of NTV; and in March 2018, Miami-Dade County's Board of County Commissioners approved a $2.5M Surtax allocation. The second phase was completed in 2019 and added 120 affordable apartment homes and amenities for seniors 55 years of age or older, as well as a garage structure with parking spaces reserved for Miami-Dade Transit.

The third phase was financed with SAIL, SAIL ELI and NHTF loans competitively secured from the FHFC, and paired with 4% LIHTC and tax-exempt bonds. This phase provides 180 apartment homes and amenities. The fourth and final phase was funded in 2020 via a competitive FHFC application for Community Development Block Grant-Disaster Recovery loan paired with 4% LIHTC and tax-exempt bonds made available for areas impacted by Hurricane Irma in 2017. This will add 200 workforce units, amenities, and parking.

NTV is a multigenerational community for individuals, families and seniors offering connectivity and proximity to rapid transit and an affordable choice for the diverse residents in the community. The Northside development involved a great deal of local participation with an aim of making certain that the impact of this project to the surrounding area went beyond simply new housing units. The team made special efforts to encourage local hiring and ensure that contracts were awarded to minority firms from the immediate area. Several community partners were engaged in order to accomplish this, including the

93rd Street Community Baptist Church, our non-profit partner, which organized job fairs and conducted local outreach to neighborhood residents, as well as the office of County Commissioner Jean Monestime, who hosted a job fair himself and whose staff assisted with advertising to bring awareness to the project's job opportunities. NTV was able to achieve its goals to have 20% of the total hard costs awarded to M/WBE contractors and employ 30% of new hires from applicants who reside within the vicinity.

All four phases were developed, built, and managed by A|P.

ATLANTIC PACIFIC COMPANIES

2013-2022 Experience

AFFORDABLE & WORKFORCE HOUSING							
#	Development Name	City, State	# of Units	New or Rehab	Type	Financing	
1	Amber Garden	Miami, FL	110	New	High-rise	9% Housing Credits, Miami-Dade County SURTAX Loan, City of Miami HOME Loan	
2	Arbor At Centerbrook	Live Oak, TX	80	New	Garden	9% Housing Credits, Bexar County Loan	
3	Audrey Edmonson Transit Village I	Miami, FL	76	New	High-rise	4% Housing Credits, Miami-Dade County Tax-exempt Bonds, GOB & SURTAX Loans, City HOME Loan	
4	Audrey Edmonson Transit Village II	Miami, FL	100	New	High-rise	9% Housing Credits	
5	Brownsville Transit Village V	Miami, FL	120	New	High-rise	4% Housing Credits, FHFC Tax-exempt Bonds & CDBG-DR Loan, Miami-Dade County Surtax Loan	**
6	Casa Sant'Angelo Apartments	Miramar, FL	113	New	Mid-rise	9% Housing Credits, Broward County SHIP Loan	*
7	Culmer Apartments	Miami, FL	239	New	High-rise	4% Housing Credits, FHFC Tax-exempt Bonds & SAIL/SAIL ELI & NHTF Loans, Miami-Dade County GOB, Surtax & PHCD Loans, Overtown Loan, RAD Conversion	**
8	Eastbrooke Apartments At Beulah Crossing	Washington DC	39	New	Mid-rise	4% Housing Credits, District of Columbia Tax-exempt Bonds, DHCD Loan	
9	Heritage Senior Residences	Houston, TX	135	New	Mid-rise	9% Housing Credits, City of Houston CDBG-DR Loan	*
10	Island Living Apartments	Miami, FL	70	New	High-rise	4% Housing Credits, Miami-Dade County Tax-Exempt Bonds, SEOPW CRA Loan, County SURTAX Loan	
11	Langwick Senior Residences	Houston, TX	128	New	Garden	4% Housing Credits, Tax-exempt Bonds, City of Houston HOME Loan	
12	Laurel Glen	San Antonio, TX	81	New	Garden	9% Housing Credits	
13	Marian Towers	Sunny Isles Beach, FL	220	Rehab	High-rise	9% Housing Credits	
14	Northside Transit Village I	Miami, FL	100	New	High-rise	4% Housing Credits, Miami-Dade County Tax-exempt Bonds, County GOB, SURTAX & NSP3 Loans	
15	Northside Transit Village II	Miami, FL	180	New	High-rise	4% Housing Credits, FHFC Tax-exempt Bonds & SAIL/SAIL ELI & NHTF Loans, Miami-Dade County HOME & Surtax Loans	
16	Northside Transit Village III	Miami, FL	200	New	High-rise	4% Housing Credits, FHFC Tax-exempt Bonds & CDBG-DR Loan, Miami-Dade County Surtax & HOME Loans	**
17	Northside Transit Village IV	Miami, FL	120	New	High-rise	9% Housing Credits, Miami-Dade County Surtax Loan	
18	Northwest Gardens V/ Sunnyreach Acres	Fort Lauderdale, FL	200	New & Rehab	High-rise, Garden	4% Housing Credits, Broward County Tax-exempt Bonds, FHFC SAIL/SAIL ELI Loans	
19	Pathways At Goodrich Place	Austin, TX	120	New	Garden	9% Housing Credits, RAD Conversion	
20	Poinciana Crossing	Fort Lauderdale, FL	113	New	High-rise	9% Housing Credits, Broward County SHIP Loan	
21	Providence Place	Washington DC	93	New	Mid-rise	4% Housing Credits, District of Columbia Tax-Exempt Bonds, DMPED Loan	
22	Quail Roost Transit Village I	Miami, FL	200	New	High-rise	4% Housing Credits, FHFC SAIL Loan, Miami-Dade County Tax-exempt Bonds and SURTAX Loan, FTA Grant	**
23	Quail Roost Transit Village VI	Miami, FL	300	New	High-rise	4% Housing Credits, FHFC Workforce SAIL Loan, Miami-Dade County Tax-exempt Bonds	**
24	Residences At Dr. King Boulevard	Miami, FL	120	New	High-rise	9% Housing Credits, Miami-Dade County HOME & SURTAX Loans, City of Miami GOB Loan	*
25	Rock Island Apartments (fka Suncrest Court)	Fort Lauderdale, FL	116	New	Garden	4% Housing Credits, FHFC Tax-exempt Bonds & SAIL/SAIL ELI Loans, Broward County Grant, RAD Conversion	
26	Sailboat Bend Apartments	Fort Lauderdale, FL	105	Rehab	High-rise	9% Housing Credits, Broward County HOME Loan	
27	Sailboat Bend Apartments II	Fort Lauderdale, FL	110	New	High-rise	9% Housing Credits, Fort Lauderdale Loan, Broward County Loan	
28	Saratoga Crossings	Dania Beach, FL	128	New	Mid-rise	9% Housing Credits, Broward County HOME Loan, Dania Beach Loan	
29	Saratoga Crossings II	Dania Beach, FL	44	New	Mid-rise	9% Housing Credits, Broward County HOME Loan	

ATLANTIC PACIFIC COMPANIES

2013-2022 Experience

#	Development Name	City, State	# of Units	New or Rehab	Type	Financing	
30	Saratoga Crossings III	Dania Beach, FL	75	New	Mid-rise	4% Housing Credits, FHFC Tax-exempt Bonds and CDBG-DR Development & Land Acquisition Loans, Broward County HOME Loan	*
31	Sea Grape	Marathon, FL	56	New	Mid-Rise	9% Housing Credits, FHFC SAIL, SAIL ELI Loans	
32	Sea Grape II	Marathon, FL	28	New	Mid-Rise	9% Housing Credits, FHFC SAIL, SAIL ELI Loans	
33	St. Andrew Tower I	Coral Springs, FL	219	Rehab	High-rise	9% Housing Credits	
34	St. Andrew Tower II	Coral Springs, FL	219	Rehab	High-rise	9% Housing Credits	
35	St. Elizabeth Gardens	Pompano Beach, FL	155	Rehab	Mid-rise	9% Housing Credits	
36	The Bristol	San Antonio, TX	96	New	Garden	9% Housing Credits	
37	The Arbor at Wayforest	Houston ETJ, TX	192	New	Garden	4% Housing Credits, Harris County Housing Authority Tax-exempt Bonds, Harris County CDBG-DR Loan	
38	The Legacy at Piedmont	San Antonio, TX	49	New	Garden	9% Housing Credits, San Antonio HOME Loan	
39	The Studio at thinkEAST	Austin, TX	182	New	Garden	4% Housing Credits, Housing Authority of the City of Austin Tax-exempt Bonds	
40	The Terraces At Arboretum	Houston, TX	112	New	Garden	9% Housing Credits	
41	The Village of Casa Familia	Miami, FL	50	New	Garden	9% Housing Credits, FHFC Grant, Miami-Dade County SURTAX and GOB Loans	**
42	The Residences at Arbor Oaks	Houston ETJ, TX	192	New	Garden	4% Housing Credits, Harris County Housing Authority Tax-exempt Bonds, Harris County CDBG-DR Loan	*
43	The Villas at Echo East	San Antonio, TX	192	New	Garden	4% Housing Credits, San Antonio Housing Trust PFC Tax-exempt Bonds, County Loan, City TIRZ Grant, Gervin Youth Center Loan	*
44	The Woodlands At Reid Temple	Glenn Dale, MD	252	New	Mid-rise	4% Housing Credits, Maryland Tax-exempt Bonds, Prince George's County & Maryland HOME Loans, Maryland Rental Housing Works Loan	
45	Vista Breeze	Miami Beach, FL	119	New	Mid-rise	4% Housing Credits, FHFC SAIL, SAIL ELI, NHTF, Miami Beach CDBG loan	**
46	Vista at Interpark	San Antonio, TX	64	New	Garden	9% Housing Credits	*
47	Vista at Everest	San Antonio, TX	64	New	Garden	9% Housing Credits, San Antonio CDBG Loan	*
48	Vista Pointe at Wild Pine	San Antonio, TX	108	New	Garden	9% Housing Credits, Bexar County Loan	
49	Washington Square/ Green Turnkey Plaza	Miami, FL	89	New & Rehab	Garden, High-rise	9% Housing Credits, Miami-Dade County SURTAX Loan	
		Sub-total	6,273				

MARKET RATE							
1	Cresta Bella	Rancho Penasquitos, CA	368	New	Garden	Conventional loan, private equity	
2	Atlantic Doral	Doral, FL	360	New	Garden	Conventional loan, private equity	
3	Atlantic at Tradition	Port St. Lucie, FL	252	New	Garden	Conventional loan, private equity	
4	The Courtyards Pacific Village	Murrieta, CA	325	New	Garden	Conventional loan, private equity	
5	Atlantic Delray Beach	Delray Beach, FL	346	New	Garden	Conventional loan, private equity	
6	Atlantic Cypress Creek	Cypress Creek, FL	420	New	Garden	Conventional loan, private equity	
7	Atlantic Palms at Tradition I	Port St. Lucie, FL	300	New	Garden	Conventional loan, private equity	
8	Atlantic Palms at Tradition II	Port St. Lucie, FL	300	New	Garden	Conventional loan, private equity	*
9	Pacific Village	San Diego, CA	276	New	Garden	Conventional loan, private equity	
10	Block 45	Miami, FL	616	New	High-rise	Conventional loan, private equity	**
		Sub-total	3,563				
		Grand Total	9,836				

**** Under Construction / ** Credit Underwriting***

Tab 4: Project Specific Experience

PROJECT SPECIFIC EXPERIENCE (15 points)

For each project described above, put an "x" in the box if your Development team performed the function or utilized the described financing. For Section 3/MBE/WBE, insert the appropriate numbers.

	Project 1 Laurel Glen	**Project 2** The Arbor at Wayforest	**Project 3** The Bristol	**Project 4** Heritage Senior Residences	**Project 5** The Villas at Echo East
REAL ESTATE					
Development Feasibility Studies	x	x	x	x	x
Sale of Real Estate					
Real Estate Redevelopment	x	x	x	x	x
Zoning Approval	x		x		x
Subdivision Approval	x	x	x	x	x
Site Preparation Work	x	x	x	x	x
Environmental Work	x	x	x	x	x
Dedicated Infrastructure	x	x	x	x	x
Master Planning	x	x	x	x	x
FINANCING					
Financial Feasibility Studies	x	x	x	x	x
LIHTC	x	x	x	x	x
HOPE VI					
HOME					
CDBG		x		x	
Historic Tax Credits					
Fannie Mae					x
Federal Home Loan Bank					
Affordable Housing Program					x
Bank Financing	x	x	x	x	x
Bond Financing		x			x
Bond Underwriting		x			x
Tax Credit Syndicator	x	x	x	x	x
Personal Guarantees	x	x	x	x	x
Corporate Guarantees	x	x	x	x	x
CONSTRUCTION					
General Contractor	x	x	x		
Construction Manager	x	x	x		x
Infrastructure Construction	x	x	x		x
Design Services					

	Project 1 Laurel Glen	**Project 2** The Arbor at Wayforest	**Project 3** The Bristol	**Project 4** Heritage Senior Residences	**Project 5** The Villas at Echo East
PROPERTY MANAGEMENT					
Marketing Plans/Lease Up	x	x	x	x	x
Property Manager	x	x	x	x	x
Site Maintenance	x	x	x	x	x
Site Security	x	x	x	x	x
Public Housing Units					
SECTION 3/MBE/WBE					
Dollars Paid as % of Total Development Cost	30%	15.93%	30%	34.32%	13.3%
Section 3/MBE/WBE Persons Employed		TBD		101	
MISCELLANEOUS					
Regulatory Compliance	x	x	x	x	x
Supportive Services	x	x	x	x	x
Other:					

Tab 5: Financing Experience

Atlantic|Pacific principals can meet significant net worth and liquidity requirements and due to their very strong financial standing, they are able to negotiate top-of-market terms and pricing. They have capacity to guarantee the financial obligations associated with multiple simultaneous workforce, affordable, mixed-financed developments as well as all standard debt and equity guarantees. To further manage the financial risks associated with affordable housing development, A|P develops, constructs and manages its new construction projects.

Financing Term Highlights

A|P and the Harris County Housing Authority ("HCHA") have joint ventured on two affordable housing developments to provide 384 apartments homes in Houston. For the first development, **The Arbor at Wayforest**, the HCHA provided a long-term ground lease to the partnership which is expected to generate a 100% ad valorem tax exemption for the development. Financed with tax-exempt bonds issued by a public facility corporation affiliated with HCHA, 4% HTC equity from Bank of America, and a Citi construction/permanent loan, **Wayforest is the first tax credit development in Harris County to deploy the County's CDBG-DR funds ($9.52 million) as part of the County's effort to recover from the impacts of Hurricane Harvey.** The development was completed in Q2 2022.

Residences at Arbor Oaks is the second joint venture with HCHA and is currently under construction in the Cy-Fair area of Houston. Similar to Wayforest, HCHA provided a long term ground lease to the partnership which is expected to generate a 100% ad valorem tax exemption. The 192-unit development is financed with a **$12 million CDBG-DR loan** from Harris County awarded to A|P to help combat the lack of supply of affordable housing; $17.3 million tax-exempt bonds issued by HCHA's public facility corporation; 4% HTC equity from Wells Fargo; and a Citi construction/permanent loan. The development is expected to be completed in the 1st quarter of 2023.

Heritage Senior Residences is a new senior living community currently under construction in Houston that will replace housing lost during Hurricane Harvey. **The mixed-income development is the first to receive 9% HTC in the Washington Avenue and Rice Military area in 30 years.** A|P was able to competitively procure **a $12 million CDBG-DR loan from the City of Houston** which was paired with $13,796,806 of equity generated from the sale of the 9% HTC, a $20,500,000 construction loan from Bank of America, and a $9.8 million permanent loan from Citi Community Capital.

The Villas at Echo East development is a Public Private Partnership ("PPP") with the San Antonio Housing Trust Public Facility Corporation ("SAHT PFC"), the George Gervin Youth Center, Inc. ("GGYC"), a local non-profit, and A|P to provide 192 affordable housing units to extremely-low, very-low and low-income families in the East Central neighborhood of San Antonio, approximately three miles east of downtown. The Villas at Echo East repurposed the 7.222-acre development site that had been vacant for years in a community that desperately needs housing. It features a swimming pool and sundeck, fitness center, recreational room, business center and laundry facilities.

The land is owned by SAHT PFC, a co-general partner, and was conveyed to the partnership at no cost via a ground lease expected to generate a 100% ad valorem tax exemption. After multiple attempts fell apart with other development teams, **A|P emerged with the banking and investor relationships to make the deal work**, said Gervin-Hawkins. "*If you believe in something and you have a vision, you have to stick through it*," she said. The two four-story, elevator served buildings and amenities were successfully financed with a **$2.55 million Tax Increment Reinvestment Zone #11 grant from the City**, **$750K loan from Bexar County, a $425K Gap Loan from GGYC**, $19.84 million in tax-exempt bonds issued by the San Antonio Housing Trust Finance Corp, a $30 million

construction loan and $18.5 million in 4% equity from Wells Fargo Bank. Construction completion is expected in the fourth quarter 2022.

Rock Island Apartments

Since 2006, A|P staff and the Housing Authority of the City of Fort Lauderdale ("HACFL") have redeveloped 777 of the 884 public housing units it operates in Fort Lauderdale into **1,589 tax-credit financed units transforming more than 70 acres**. In order to preserve the operating subsidy, we obtained demolition and disposition approval from HUD and converted ACC units to PBRA/PBV units, or strategically paired the ACC units with the LIHTC units. Rock Island Apartments, **our team's 13th joint venture with HACFL is a clear example of one of these successful partnerships.**

On this latest phase of HACFL's public housing portfolio conversion, we converted 68 of the remaining 107 public housing units operated by the HACFL to RAD. We paired the RAD conversion with $12 million 4% tax credit equity, $16 million in tax-exempt bonds, $6.5 million in State Apartment Initiative Loan ("SAIL"), a $600,000 SAIL ELI loan, a $7.5 million Housing Authority Loan from HACFL, and HUD rehab assistance payments to demolish the 1964 property and build a 116-unit community across 8.517 acres in seven new buildings. A|P was procured by HACFL after the Commitment to enter into a Housing Assistance Payment ("CHAP") was awarded, and since then has helped the HACFL navigate through the RAD process. This experience included "right-sizing" the public housing households by submitting an Upfront Civil Rights review request to resize and reconfigure the proposed RAD conversion. This process took approximately 60 days to complete and receive HUD approval. We also worked with HACFL, the lender, and tax credit investor to complete the Financing Plan which was approved by HUD with the RAD Conversion Commitment ("RCC") issued on March 15, 2019. In addition, we relocated 68 households and submitted a HUD early demolition approval in an effort to begin demolition once the housing was vacated. In July 2019, the formal Closing Package was submitted to HUD which included a final set of numbers, substantially finalized loan and equity documents, and any required amendments to the RCC and CHAP. After all HUD approvals were obtained in July we closed and started construction. The development was completed in 2021.

Audrey M. Edmonson Transit Village ("AME")

AME is a PPP between several Miami-Dade County departments, the City of Miami, the Federal Transit Administration, Wells Fargo Bank, and our local non-profit partner BAME Community Development Corporation to create an **urban work, live, play, mixed-use TOD on county-owned land**. The two-phased master plan generated a neighborhood-changing development that includes 176 affordable apartment homes, a black-box community theater, gallery/studio space, commercial space, parking garage, and a county bus bay transfer facility and office.

The tax credit equity relied on two key principles under Section 42(d)(4)(C)(iii) of the Internal Revenue Service Code: **Community Service Facility and Dedicated Improvements**; these generated necessary vital housing tax credits from expenditures on the cultural and transit facilities. A|P worked closely with its financing partners, underwriters, market study provider, and tax counsel to ensure that this novel and complex financing plan was feasible and agreeable to all parties. It was a complex process requiring the development to pass four tests to prove that the services provided were attainable to an income level comparable to that of the residents. Experts say this model had never been utilized for a community theater. By collateralizing all the elements to increase the tax credit allocation, A|P was able to raise sufficient equity to complete the mixed-use TOD.

Listed below were the sources of funds procured for the first phase of AME.

- Wells Fargo Bank (Multifamily tax-exempt bonds issued by HFA of Miami-Dade) $20,000,000

- Wells Fargo Permanent 1st Mortgage Loan $1,775,000
- Federal Transit Administration $3,000,000
- Miami Dade County Housing General Obligation Bonds $10,592,000
- Miami Dade County Cultural Arts General Obligation Bonds $5,000,000
- Miami Dade County Surtax Loan $1,400,000
- City of Miami HOME Loan $1,500,000
- 4% Housing Credits, Wells Fargo Equity $15,278,762

  Total Permanent Sources $38,545,762

The financing for Phase II was not as complex, however it required A|P to be one of three successful applicants in an extremely competitive 9% LIHTC application administered by the Florida Housing Finance Corporation ("FHFC").

- Wells Fargo Permanent 1st Mortgage Loan $1,205,910
- 9% Housing Credits, Wells Fargo Equity $28,168,183

  Total Permanent Sources $29,374,093

Northside Transit Village ("NTV")

NTV is a multigenerational TOD community for individuals, families and seniors offering connectivity and proximity to rapid transit at the Northside Metrorail Station in Miami-Dade County, FL and an affordable choice for the diverse residents in the community. NTV is the product of a competitive RFP process whereby A|P was granted a 55-year ground lease with two 15-year extensions from the county and provides a total of **600 affordable/workforce apartment homes** with pedestrian open space in the form of plazas, courtyards, and landscaped areas; **parking garage** with 250 spaces reserved for transit riders; **20,000 sf of commercial space**; and convenient connections between the transit station, parking, and the residential and retail elements. It is a **LEED Silver certified** development.

The first phase 100-unit development was financed using several sources of public funds coupled with private sector debt and 4% LIHTC equity from Wells Fargo. Soft debt came from a low-interest loan from the Miami-Dade County SURTAX program, a grant from Miami Dade County Building Better Communities-General Obligation Bond program funds (which was granted to a nonprofit partner and re-loaned to the partnership), and Federal Neighborhood Stabilization Program 3 (NSP3) funds administered through Miami Dade County's Public Housing and Community Development department.

Phase I leveraged HUD NSP3 funds which brought extremely tight deadlines and complex federal requirements. One of the most critical challenges involved the team's ability to meet the expenditure deadline for the $7.5M NSP3 loan. Fifty percent of the NSP3 allocation was to be spent months before the anticipated closing of the other project financing sources. A|P decided to proceed at its own risk by starting construction before the other sources of financing had closed in order to expend the NSP3 funds by the deadline. This required significant trust and communication between A|P, the County, and the construction team, and is an example of the kind of out-of-the-box solutions that are required in complex, public-private partnerships where tight timelines and stringent requirements are the norm. Listed below were the sources of funds procured for the first phase of NTV.

- Wells Fargo Bank ((Multifamily tax-exempt bonds issued by HFA of Miami-Dade) $15,500,000
- Wells Fargo Permanent 1st Mortgage Loan $2,551,200
- Miami Dade County Housing General Obligation Bonds $4,000,000
- Miami Dade County Neighborhood Stabilization Program 3 $7,500,000
- Miami Dade County Surtax Loan $2,750,000

- 4% Housing Credits, Wells Fargo Equity $11,482,920
  Total Permanent Sources $28,284,120

The second completed phase was financed with 9% HTC equity and a County Surtax loan, it provides an additional 120 affordable apartment homes for seniors 55 years of age or older.

The third phase was financed with SAIL, SAIL ELI and NHTF loans competitively secured from FHFC, and paired with 4% LIHTC and tax-exempt bonds. This phase provides 180 apartment homes and amenities and was completed in 2021.

The fourth and final phase was funded in 2020 via a competitive FHFC application for a CDBG-DR loan paired with 4% LIHTC and tax-exempt bonds made available for areas impacted by Hurricane Irma in 2017. This will add 200 workforce units, amenities, and parking.

All four phases were developed by A|P, built by A|P, and managed by A|P.

Atlantic Pacific Communities Public Housing Authority Experience							
Development Name	Housing Authority	# of Units	9% HC Equity	4% HC Equity	Tax-Exempt Bonds	Gap (i.e. HOME, CDBG)	HC Year
The Arbor At Wayforest	Harris County Housing Authority	192		12,587,898	20,000,000	9,520,000	2020
The Residences at Arbor Oaks	Harris County Housing Authority	192		18,590,732	17,300,000	12,000,000	2020
Pathways at Goodrich Place	Housing Authority of the City of Austin	120	14,359,628				2017
The Studio at ThinkEAST	Housing Authority of the City of Austin	182		11,204,889	21,800,000		2016
The Villas at Echo East	San Antonio Housing Trust Corp	192		18,590,732	30,500,000	3,797,850	2020
Vista at Everest	San Antonio Housing Authority	64	13,948,605			500,000	2020
Vista at Interpark	San Antonio Housing Authority	64	13,948,605				2020
Vista Breeze	Housing Authority of the City of Miami Beach	119		10,547,635	20,000,000	5,401,500	2022
Poinciana Crossing	Housing Authority of the City of Fort Lauderdale	113	29,249,375			125,000	2019
Sailboat Bend II	Housing Authority of the City of Fort Lauderdale	110	25,351,365			907,250	2018
Rock Island Apartments	Housing Authority of the City of Fort Lauderdale	116		10,158,000	15,250,000	7,200,000	2017
Northwest Gardens V	Housing Authority of the City of Fort Lauderdale	200		11,103,028	14,000,000	6,460,000	2014
Northwest Gardens II	Housing Authority of the City of Fort Lauderdale	128	22,783,099			160,000	2011
Northwest Gardens IV	Housing Authority of the City of Fort Lauderdale	138	25,971,358			160,000	2011
Sailboat Bend	Housing Authority of the City of Fort Lauderdale	105	9,345,023			125,000	2011
Dr. Kennedy Homes	Housing Authority of the City of Fort Lauderdale	132	16,773,938			6,390,000	2009
Northwest Gardens I	Housing Authority of the City of Fort Lauderdale	143	18,232,500			500,000	2008
Northwest Gardens III	Housing Authority of the City of Fort Lauderdale	150	16,963,304			6,560,000	2008
Dixie Court III	Housing Authority of the City of Fort Lauderdale	100	11,807,635			1,225,000	2007
Dixie Court II	Housing Authority of the City of Fort Lauderdale	32		2,237,446		5,346,305	2006
Dixie Court I	Housing Authority of the City of Fort Lauderdale	122	12,009,000			1,025,000	2005
Saratoga Crossings III	Dania Beach Housing Authority	75		8,736,720	13,000,000	5,624,990	2020
Saratoga Crossings	Dania Beach Housing Authority	128	25,351,365			637,000	2017
Saratoga Crossings II	Dania Beach Housing Authority	44	9,162,084			100,000	2017
East Village	Broward County Housing Authority	155	19,700,830			6,670,000	2009
Tallman Pines I	Broward County Housing Authority	176	26,051,895			1,000,000	2006
Tallman Pines II	Broward County Housing Authority	24		2,022,000	3,654,876	3,654,876	2006
Morris Court II	Area Housing Commission (Pensacola)	74	10,009,000			1,240,000	2006
Morris Court III	Area Housing Commission (Pensacola)	50		2,727,727	4,500,000	5,286,269	2006
Culmer Apartments	Miami-Dade Public Housing & Community Development	239		49,000,578	31,100,000	25,236,656	2020
Quail Roost Transit Viillage	Miami-Dade Public Housing & Community Development	200		22,082,411	34,500,000	20,827,507	2020
Washington Square	Miami-Dade Public Housing & Community Development	89	24,370,000			175,000	2011
Louis E. Brown	Virgen Islands Housing Authority	102	20,097,990			11,868,981	2008
Totals		4,070	365,486,599	179,589,796	225,604,876	149,724,184	

Tab 6: Financing Strategy

Achieving the Best Financing Terms

- 130-year track record
- Impeccable reputation in the financing community
- Strength of A|P's guarantors
- Maximize proceeds to PPP partners
- A|P achieves top of the market pricing & advantageous terms

A|P staff are experts at procuring a wide variety of funding types at industry-leading terms, and we generate innovative solutions to provide the resources needed to execute large, complex developments. In summary, A|P is best suited because we have:

- The A|P guarantors' balance sheet and bank relationships will yield the best terms to support the development and maximize proceeds to the City of McKinney and McKinney Housing Finance Corporation ("MHFC").
- Deep experience across multiple financing structures that allow us to "finance to suit".
- A long track record of financing and development of multifamily housing with PPPs, including large-scale, mixed income, mixed finance, multi-phased sites.

For developments in the City of McKinney, our method of identifying and obtaining maximum financial funding would begin with a collaborative meeting with the City and MHFC to determine the most important financial and risk management terms, special needs, deadlines, specific development requirements, income set-asides, and other detailed information. Answers to these items guide the financing process and will evolve as needs and markets change while we work collaboratively with the City, MHFC and the community.

As a fourth-generation company with a strong reputation in the financial community, A|P is able to leverage its extensive network of banking relationships to obtain multiple debt and equity bids on proposed developments and negotiate top-of-the-market pricing and financing terms. For developments requiring private equity, such as PFC developments, A|P principals are able to fund these as well as raise third-party capital through equity funds. The developments' capital stack will be informed by the City and MHFC's needs as well as the risk profile for the deal. Financing developments with a combination of A|P principals' equity and capital raised through friends and family or funds is an approach that A|P has successfully executed on prior developments. Since 2012, A|P has raised and deployed over half a billion dollars of equity in this manner.

Public Funding Sources

A|P has a strong background in financial analysis and extensive experience with housing developments that incorporate tax credits and other forms of affordable housing financing. This financial background is one of A|P's biggest strengths; we are uniquely adept at securing both 4% and 9% low-income housing tax credits and scarce subsidies in competitive solicitations, developing innovative financing strategies, raising capital at favorable terms, and closing deals with multiple sources of financing.

In the last seven years in Texas, A|P has successfully won **9% HTC from TDHCA for 11 developments** and 4 tax-exempt bond/4% financed developments for a **total of 1,795 affordable housing units** and over $41 million in gap financing of which **$33,520,000 was competitively procured from the Community Development Block Grant-Disaster Recovery ("CDBG-DR") program**.

#	Dev Name	City	# of Units	HTC	Gap Source	Gap $
1	The Studio at thinkEAST	Austin	182	4%		
2	Pathways At Goodrich Place	Austin	120	9%		
3	Heritage Senior Residences	Houston	135	9%	City CDBG-DR Loan	12,000,000
4	Langwick Senior Residences	Houston	128	9%	City HOME Loan	835,000
6	The Arbor at Wayforest	Houston ETJ	192	4%	County CDBG-DR Loan	9,520,000
5	The Terraces At Arboretum	Houston ETJ	112	9%		
7	Residences at Arbor Oaks	Houston ETJ	192	4%	County CDBG-DR Loan	12,000,000
8	Arbor At Centerbrook	Live Oak	80	9%	Bexar County PHA Loan	160,000
9	Villas at Echo East	San Antonio	192	4%	City TIRZ, County, Gervin	3,725,0000
10	Laurel Glen	San Antonio	81	9%		
11	The Bristol	San Antonio	96	9%		
12	Vista Pointe at Wild Pine	San Antonio	108	9%	Bexar County PHA Loan	1,620,000
13	The Legacy at Piedmont	San Antonio	49	9%	City HOME Loan	650,000
14	Vista at Interpark	San Antonio	64	9%		
15	Vista at Everest	San Antonio	64	9%	City CDBG Loan	500,000
		Total	1,795			$41,010,000

The team also analyzes loan programs such as the Freddie Mac Tax-Exempt Loan ("TEL") structure and the FHA 221(d)(4) guaranteed by HUD as feasible alternatives. We also conduct due diligence to see if a site is in an Opportunity Zone, Brownfield or CRA for potential sources. In addition, A|P uses conservative assumptions in its Sources and Uses models, for example by adding a cushion to interest rates and construction costs, and using today's rents versus likely higher rents that will be in place at the time of financial closing. This methodology combined with our deep knowledge and experience allows A|P to navigate the turbulent LIHTC equity and debt markets which are reacting to uncertainty on interest rates and tax reform, and President Trump's economic policies to reduce the US trade deficit.

Prior to and throughout the process of securing financing for a development, our team strategizes to ensure our sites rank competitively according to the requirements and scoring criteria for the various funding applications. A|P staff attends and participates in rule-making workshops and the application workshops hosted by various funding agencies to ensure that we are well-informed on the different types of funding available, and to stay abreast of any proposed changes to the regulations and rules. Before proceeding with any proposed development, we determine the types of funding for which the development will be eligible, and we structure the

design and financing accordingly, to ensure we will be competitive across all the selected funding applications. Our financial optimization may entail modifying the number of units, the construction type, funding request amounts, target demographic, pairing financing to improve leveraging, or assembling scattered sites to ensure that our developments are competitive.

To maximize financing for a 4% housing tax credit development in the City of McKinney, A|P would first need to determine how to best structure the development in order to improve the odds of securing increasingly scarce private activity bonds ("PAB") from the Texas Bond Review Board ("BRB"). While historically PAB was widely available, the BRB lottery held in November 2022, was oversubscribed by more than 3 to 1. Industry experts anticipate PABs will be oversubscribed in the upcoming 2023 cycle as well. This dynamic requires developers and bond issuers to understand and carefully analyze how applying with the Texas Department of Housing and Community Affairs ("TDHCA"), with a Public Facility Corporation or Housing Finance Corporation as the issuer will affect the developments' odds of being funded. Under Chapter 1372 of the Texas Government Code, the issuer type will determine under which subceiling the development will apply which will in turn impact the likelihood of securing bonds, based in large part on the number of other developments likely applying in that subceiling. The development would also need to be structured to meet the best possible Priority designation as defined in Chapter 1372, in order to improve its odds. Once the development secures a reservation of bonds in January, it will need to submit an application for non-competitive 4% housing tax credits from TDHCA, complete with architectural drawings, financing commitments, feasibility studies, environmental reports, market studies, etc. Simultaneous with the process of securing bonds and housing tax credits, A|P would negotiate the best debt and equity terms and obtain any gap sources available, which may include TIRZ, HOME, NHTF, or others. All sources would need to be secured by Q2 in order to meet the state deadline to close on PABs within 180 days of reservation, typically in July.

Tab 7: Financing Structure and Sharing of Development and Other Fees

A|P strives to structure developments to provide our partners with revenue streams that help them further their long-term goals. In Fort Lauderdale and Dania Beach, for example, our ability to optimize financing for multiple deals **yielded several million dollars of land lease payments to the Housing Authority** of the City of Fort Lauderdale and the Dania Beach Housing Authority. This allowed them to extend their mission by reinvesting these dollars in their target neighborhoods as well as enjoying newly constructed office headquarters at **no cost to them.**

A|P can provide all the debt and equity guarantees to effectuate the development of affordable or PFC communities in the City of McKinney. Upon meeting with the City and MHFC to better understand their long-term goals and priorities for the proposed development, A|P will structure the developer fee and cash flow split in such a way that it allows the City to participate in a stream of income from the development, while maximizing revenues for the City in a manner indicative of the risk management terms and any tax abatements agreed upon.

Tab 8: Financing Responsibility

Tab 9: References

Housing Finance Corporation:
Fort Bend County Housing Finance Corporation
Phone: (877) 983-3792

Community Partner:
Charles Ross
Amerigroup
8407 Bandera Rd, San Antonio, TX 78238
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Tax Credit Investor:
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Email: miles.cary@BofA.com

Tab 10: Addenda

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ADDENDUM NO. 1

FOR

REAL ESTATE DEVELOPMENT SERVICES (MHFC)
22-35RFQ

ISSUED
June 17, 2022

CITY OF MCKINNEY CONTACT

Lisa Littrell, CPPO, CPPB
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The City of McKinney exclusively uses IonWave Technologies, Inc. (McKinney eBid) for the notification and dissemination of all solicitations. The receipt of solicitations through any other means may result in your receipt of incomplete specifications and/or addendums which could ultimately render your bid/proposal non-compliant. The City of McKinney accepts no responsibility for the receipt and/or notification of solicitations through any other means.

RECEIPT OF ADDENDUM NO. 1 MUST BE ACKNOWLEDGED IN SUBMITTAL

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ADDENDUM NO. 1

This Addendum is hereby made a part of the Request for Qualifications document to the same extent as if it were originally included therein. The following clarifications shall be made to the Request for Qualifications and shall become a part of, and attached to, the Request for Qualifications documents.

This addendum is issued in response to questions received from prospective Respondents.

Questions (‘Q”) received and answers (“A”) below:

Q. Will there be a pre-submission meeting held before the due date?

A. No, there is no pre-submission meeting scheduled for this RFQ.

Q. The RFQ identifies three census tracts where site(s) for development should be identified. Do we need to have site control of the site as part of the submission? If not, is there anything specific that your team is looking for in regards to identifying sites?

A. No. You do not have to have site control at the time of RFQ submission.

Q. In accordance with Section IX, Inquiries and Interpretations, Dominium respectfully requests interpretations on the following subjects:

Section I states “The City of McKinney/MHFC will have a right of first refusal to acquire the completed development and option to purchase the development at the end of the tax credit compliance period (4% tax credit projects) or if there is a capital event (PFC).” Is it the intent of the RFQ that the co-developer to negotiate the terms of a right of first refusal with City of McKinney and/or the MHFC after selection as the successful respondent?

A. Yes.

Q. Section 4 states that each respondent must have “Experience in master planning.” Could the RFQ provide additional definition to the term ‘master planning’?

A. Master planning is the method of developing or improving your project through a long-range plan that balances and harmonizes all the elements. This process is done at the very beginning of the project and helps you define and unify the vision for the space.

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ADDENDUM NO. 1

Q. Exhibit A, References includes a section for “community partner.” Could the RFQ provide additional definition to the term 'community partner'?

A. Community organizations you partner with to provide social services onsite.

END OF ADDENDUM NO. 1

Acknowledgement of Addenda

Addendum NO. 1 __ DocuSigned by: Howard Cohen 31FCB16498C94B4... te Received 6/17/2022

Howard D. Cohen

ATLANTIC PACIFIC COMPANIES