

TAB 7: Developer Capacity and Qualifications

- a. Owner: The owner of this project is 3701 North Broad, LLC, an affiliate of Shift Capital. Shift Capital is a real estate development company located in Philadelphia, New York City and Washington D.C. with a mission is to create thriving neighborhoods by combining social impact-focused real estate development with creative, entrepreneurial and passionate talent.
- b. Team Structure: Shift Capital identifies, develops and nurtures smart and passionate urban entrepreneurs and their enterprises. They bring wide-ranging relationships, development experience, organizational rigor, financial acumen, and creative branding and marketing to development projects and portfolio companies. As the developer they will work with a team comprised of the following: *Attorney:* Berman & Indictor, LLP, *Contractor:* Domus, Inc., *Architect:* Kitchen & Associates, *Development Consultant:* Diamond and Associates, and *Property Manager:* Multifamily Management of Philadelphia
- c. Profile of Principals and Staff: Resumes of principals are attached.

*Team Experience:***Developer: Shift Capital**

Shift Capital is a real estate development company located in Philadelphia, New York City and Washington D.C. Our mission is to create thriving neighborhoods by combining social impact-focused real estate development with creative, entrepreneurial and passionate talent.

We identify, develop and nurture smart and passionate urban entrepreneurs and their enterprises. We bring wide-ranging relationships, development experience, organizational rigor, financial acumen, and creative branding and marketing to our development projects and portfolio

companies. In the process we create a powerful combination that benefits all involved: our fellow investors, our operating partners, their customers and the entire communities in which our investments reside.

Current and Completed Projects include:

MaKen Studios (Kensington, Philadelphia): Comprised of nearly 300,000 square feet of versatile studio, live/work, office, event, and educational space, MaKen Studios is two repurposed industrial buildings in North Philadelphia structured to foster the development and sustainability of successful professional entrepreneurial crafts and tradespeople, and small manufacturers to revitalize the Kensington maker community.

The Lacey (Washington D.C.): The Lacey is a ground-up, 26-unit residential condominium building located in Washington, D.C. The building has brought an unparalleled level of modernity and intelligent design to the U Street corridor and has received national acclaim; its accolades include profiles in magazines like *Urban Land*, the Northern Virginia AIA's Award of Excellence in Residential Architecture, *Builder Magazine's* 2010 Builder's Choice Design and Planning Award, and more.

2100 W Tioga Street (Nicetown, Philadelphia): Completed in 2012, this 41-unit residential facility was a gut rehab of an existing, vacant building. The units were mixed between one-bedroom and studio apartments. In 18 months, the project was renovated, leased and refinanced. This project was funded by The Reinvestment Fund.

Shift Capital's Principals:

Imar Hutchins develops and preserves buildings and businesses that are centerpieces of their communities. He believes the built environment has unique potential to transform urban outcomes, but that unfortunately, most real estate investors and developers focus purely on their own economic return to the detriment of any larger purpose. Imar instead champions a new generation of urban

operating businesses, with a nexus to real estate, that are based in social consciousness, collaboration, inclusion, education, and support of creative communities.

Imar is an attorney by training who formerly represented real estate developers before becoming a developer himself. Most recently he developed the Lacey (www.LaceyDC.com), an award-winning 26-unit condominium in Washington, DC's U Street neighborhood. He is also the owner of the Florida Avenue Grill (www.FloridaAvenueGrill.com), an iconic DC soul food restaurant founded in 1944. He is a graduate of Morehouse College in Economics and holds a law degree from from Yale Law School.

Brian Murray is an entrepreneur seeking positive societal change through for profit and nonprofit models and organizations. He believes that it takes a village and a commitment by all to embrace new and old with an open mind. From an early age, Brian has embraced the ethos of experimenting to get something right, which means that failure is a necessary component of success. Shift Capital is the result of a lifetime seeking the right combination of purpose, profit and impact.

Prior to Shift Capital, Brian managed Winning Strategies ITS, a new media technology company that built online brands. Murray started his career at PriceWaterhouse Coopers. Murray has also served as a Peace Corps volunteer in Bulgaria, where he developed private-public partnerships in social enterprises, and is the founder and chairman of Areté Youth Foundation, a 501(c)(3) organization supporting leadership development in the Balkans. He is a graduate of The College of New Jersey in Accounting and holds an MBA from Yale School of Management.

Attorney: Berman & Indictor, LLP

Berman & Indictor are a Philadelphia based, national community revitalization development specialists. Its core capabilities include advising clients on matters concerning:

- Low-income housing tax credit development and syndication
- Historic rehabilitation tax credit development and syndication
- Hope VI and mixed-finance public housing developments
- New Markets Tax Credit developments
- Real estate joint ventures, contracts and acquisitions
- Federal and state low income housing subsidy programs
- Tax incentives, payment in lieu of taxes and abatements
- Taxable and tax-exempt bond financings
- Acquisition or development of market-rate multi-family and mixed-use housing

It's principals bring over 30 years of strong transactional experience in structuring and closing the type of complex LIHTC, Historic Tax Credit and New Markets Tax Credit, and Section 9 subsidy project that the Beury Building comprises. Berman & Indictor is located at 30 N. 41st Street, Suite 450, Philadelphia, PA 19104.

Contractor: Domus, Inc.

Domus is a Philadelphia-based general contractor established in 1976 on the foundation of impeccable business ethics and a problem-solving attitude that helped them grow to become a \$100 million construction firm. Its expertise ranges in building and rehabilitating housing to restaurants and retail/commercial space, as well as academic facilities.

Domus has 36 years of experience in the Philadelphia marketplace. The principals have over 100 years combined experience. Domus takes ownership in all of its projects from inception, ensuring a smooth transition from preconstruction to construction and final project closeout. As with all of Domus' projects, teamwork is of utmost importance. Being part of the project team allows Domus to be an

integral part in the success of the project while focusing on the client's needs, and constructing a project of which the entire team can be proud.

Domus has worked toward project diversity long before it became a mandate by various governmental agencies. As a Philadelphia business and employer for 36 years, we have remained committed to project diversity, working with the building trades and neighborhood community groups to hire from the local area, as well as subcontracting and vendor opportunities for Minority- and Women-Owned Businesses with a special focus on Philadelphia businesses whenever possible. The firm believes that project diversity is a moral and ethical mantra and thus works diligently toward its achievement.

James P. Wyatt is a principal at Domus and manages all the pre-construction services, including the oversight of the estimating department. Mr. Wyatt coordinates with project owners, architects and developers to help attain development goals. His insight on construction costs, methodology, and scheduling enable developments to have realistic construction budgets and schedules. Mr. Wyatt has been with Domus for over 30 years and worked on the first phase of St. John Neumann Place.

Developments similar in size, scope and mission to serve seniors include:

- St. John Neumann Place: a 75-unit, Low Income Housing Tax Credit-financed development for seniors, completed in 2008.
- John C. Anderson Apartments: a 56-unit Low Income Housing Tax Credit-financed development for seniors, expected to open in Winter 2013
- Mission Green: a 61-unit Low Income Housing Tax Credit-financed development for seniors, expected completion in August 2014.

Architect: Kitchen & Associates

Kitchen & Associates provides architecture, engineering, planning, interior design, and energy services with an intentional focus on creating positive and sustainable social, economic, and cultural benefits in the communities we serve. Since 1971, K&A has helped its clients to develop housing, healthcare facilities, schools and universities, workplaces, and community resources that revitalize neighborhoods.

In the last five years, Kitchen & Associates has been the architect of record on five affordable housing developments in Pennsylvania. The Jessup Revitalization project, currently under construction, is a 76-unit new construction project located just outside of Scranton that was awarded 9% low-income housing tax credits and a rental assistance subsidy from HUD. Attached is an overview of Kitchen & Associates.

Development Consultant: Diamond and Associates

Diamond & Associates (D&A) is a skilled provider of development advisory services focused upon the planning, packaging, financing, structuring, closing, construction, leasing and sale of affordable, multifamily housing development projects. Since 1990, it has supported the development of over 5,300 completed affordable apartments, including many new construction, senior communities like the proposed St. John Neumann Place II. To date, D&A has collaborated with developers to win 70 LIHTC awards in the support of affordable multifamily developments, many of which are located in Pennsylvania.

In its advisory capacity, Diamond & Associates assists non-profit, for-profit, and public entities in Pennsylvania, New Jersey, Maryland, and Washington D.C. The firm provides one-on-one, technically accomplished support, which enables development clients to achieve their development goals.

Core competencies include:

- Assistance in project selection and planning
- Provision of one-on-one support in implementation of planning of affordable housing development
- Selection and coordination of development team members, including design, construction, environmental, geotechnical, legal and accounting professionals
- Creation and management of *pro forma* as tools which support accurate project decision-making and the resolution of project challenges
- Creation of applications for affordable housing financings, including private and public debt and equity, with a focus upon Section 42 Tax Credit, HUD 202 Refinancing, HUD 236 De-Coupling and Restructuring, Public Housing development funding, ACC/Section 9 operating subsidies, Project Based Section 8 operating subsidies, HUD 202 & 811 Capital Advance funding, HUD Section 223 and 221d4 loan insurance, Historic Tax Credit, FHLB Affordable Housing Program, Tax-Exempt Bond, CDBG, HOME and other development financings
- Negotiation of terms for debt and equity financings
- Provision of one-on-one, ongoing compliance technical support for Section 42 and Section 8 rental housing developments.

Developments and projects in progress or recently completed include:

Mission Green: D&A recently assisted the Medical Mission Sisters in applying for financing, including Low-Income Housing Tax Credits, and closing on a 61-unit affordable senior development in Northeast Philadelphia. Construction began in June 2013.

Jessup Redevelopment Project: Diamond and Associates and the Housing Authority of the County of Lackawanna (HACL) are engaged in the demolition of a distressed 76-unit family public housing community located on 13 acres in Jessup. Its replacement will consist of two phases: 76 family units and

a mid-rise senior building with approximately 40 units. The project received \$14.5M in Low-Income Housing Tax Credits. Construction of Phase I will be completed in December 2013.

Mount Vernon Manor: D&A is completing the substantial renovation of Mount Vernon Manor, consisting of 75 family apartments in six buildings located in the Mantua neighborhood of Philadelphia. Formerly an FHA 236 initially developed in 1980, this \$16.5 million revitalization is being accomplished with 9% low-income housing tax credit equity, construction and permanent debt and NSP2 funding from the Philadelphia Redevelopment Authority. Construction will be completed this month.

Opportunities Towers: D&A assisted the Leon H. Sullivan Housing Opportunities Corporation in completing the substantial renovation of Opportunities Towers I and II, 276 senior apartments located in the Hunting Park community of Philadelphia. Formerly an HUD 202 property initially developed in the 1970s, this \$46.5 million revitalization is being accomplished with 4% low-income housing tax credit equity and additional sources. Construction was completed on July 1, 2013.

Fairthorne Senior Housing Project: D&A recently assisted Intercommunity Action, Inc. in applying for financing, including Low-Income Housing Tax Credits and HUD 202, and closing on a 40-unit affordable senior housing facility in the Roxborough neighborhood of Philadelphia. All units are targeted for seniors whose incomes are at or below 50% of AMI. Closing is scheduled for September 2013.

Wynnefield Place: D&A recently assisted Philadelphia Presbytery Homes and Services for the Aging, Inc. in applying for financing, including Low-Income Housing Tax Credits and HUD 202, and closing on a 48-unit affordable senior housing development in West Philadelphia. All units are targeted for seniors whose incomes are at or below 50% of AMI. Closing is scheduled for September 2013.

Attached is a list of Diamond and Associates LIHTC Awards.

Property Manager: Multifamily Management of Philadelphia

Multifamily Management Services (MMS) provides property management services in the affordable housing industry, including services for approximately 1,500 apartment units within the

Philadelphia region through its local arm, Multifamily Management of Philadelphia (MMP). MMP is devoted, without compromise, to the services of the residents and owners of affordable communities. It is their primary and only purpose. Detailed background information and lists of properties under management are attached to this tab.