

CITY OF RALEIGH

RFP NO. 274

PLANDEV-

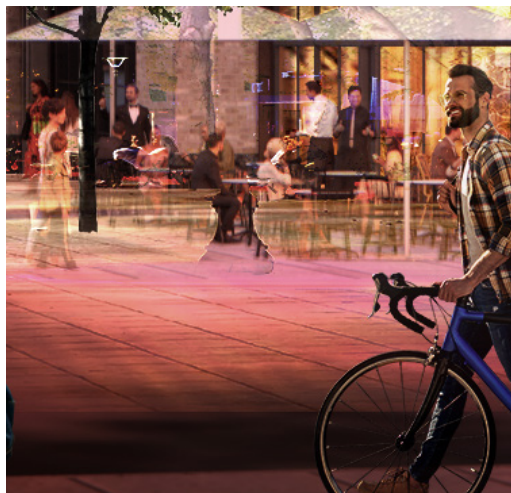
MOORE SQUARE

REDEVELOPMENT

OF MOORE SQUARE

EAST & SOUTH

JUNE 27, 2022



MASTER PLAN OF THE PROPOSED MOORE SQUARE DISTRICT



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TAB 1:

COVER LETTER

June 27, 2022
City of Raleigh
ATTN: Ralph Recchie
One Exchange Plaza, Suite 1020
Raleigh, NC 27601

Re: RFP No. 274-PlanDev-Moore Square
Redevelopment of Moore Square East and South

Mr. Recchie,

On behalf of a to-be-formed entity owned and controlled by (i) Weller Development Company (“Weller”) and (ii) a partnership of LMXD Management LLC and Cortell Development Group LLC (together, “LMXD”), both of which are affiliates of Larchmont, NY-based L+M Development Partners LLC (“L+M”), we are thrilled to respond to the Request for Proposals issued by your office.

This solicitation represents a unique opportunity to deliver high-quality, mixed-income residential to help sustain and grow the City’s compelling downtown community. Our team provides unmatched experience and capability to meet this opportunity head-on with both a local sensitivity to the place and a national perspective to maximize the potential of this site. We believe our response is unique because:

- We submit as two robust development companies, with capacity to address both development sites and evolve to meet the requirements of Raleigh as they may be informed by the City’s process; and,
- While we respond to both sites, we seek to implement on the Moore Square East site a model of mixed-income that could establish a template for development in the city, that would integrate affordable housing into market-rate structure.

LMXD is a platform established to implement mixed-income projects nationwide, leveraging components of L+M’s transactions in the NYC region. LMXD responds to the expanding pressure in urban markets to deliver economic development while assuring projects include opportunities for low- and moderate-income households. From its association with L+M, LMXD offers a vertically integrated real estate platform to bring complicated projects from conception to stabilization

through its full-service financial, construction, and management capabilities. As such, our team brings a design, planning, development, and property management acumen equal to a consequential project like this one.

Meanwhile, Weller is a dynamic and innovative real estate development firm that builds world-class communities. Led by Founding Partner Marc Weller, Weller Development's ethos is a double bottom-line approach to development, designing strategies that are financially viable, while also providing positive social impact to surrounding communities. Weller seeks to create incredible places and meaningful experiences for a diverse audience. With a growing portfolio of distinctive mixed-use development projects and a proven track record of successful and celebrated ventures, Weller Development delivers value and results, no matter the complexity or odds.

If selected, we would execute the municipality's vision, including the integration of a mixed-income, mixed-use community that is at home in its context. We expect that the property's redevelopment will continue to be informed by the residents and stakeholders of the area. Our joint experience working together and separately in similar ventures shows that redevelopments are more successful if they are reflective of the communities in which they are located, and those communities are more likely to embrace them when complete.

We thank you for your consideration of this RFP response and look forward to further dialogue on this important redevelopment.

Sincerely,



Jonathan Cortell
Partner
LMXD
jcortell@lmsd.com
845-222-6910



Jeffrey Baker
Managing Director
Weller Development
jbaker@wellerdevco.com
716-867-7392

TAB 2:

TEAM BACKGROUND

FIRM DESCRIPTIONS

LMXD MANAGEMENT, LLC

CO-DEVELOPER LEAD

LMXD continues the good work of L+M, while prioritizing the mixed-income executions that we believe build the strongest communities. LMXD embraces the L+M “double bottom line” philosophy that we measure success not only in financial returns but also by the positive impacts we make in the communities we serve.

Founded in 1984, L+M is a full-service real estate development firm that develops, invests, constructs, and manages properties with industry-leading innovation. L+M is responsible for approximately \$10 billion in development and investment, and has acquired, built, or preserved nearly 35,000 high-quality residential units in New York’s tri-state area, Washington, D.C., and the West Coast and Gulf Coast regions.

And, while we are proud of our ability to deliver on our commitments, we are an organization built on foundations of trust from and service to the communities in which we work. Our developments increase quality housing supply and housing security, but they are fundamentally builders of communities. We have built destinations, parks, national museums, food markets and food halls, offices, micro-libraries, rooftop gardens, and breweries.

In the response that follows below, we provide examples of past or current projects that have characteristics that we believe will resonate with the City of Raleigh, individuals, and stakeholder organizations that will be involved in the development process.

KEY PERSONNEL



JONATHAN CORTELL

Strategic Partner, Acquisition and Investments

Jon Cortell is the principal of Cortell Development Group LLC, and a partner of LMXD, a newly formed affiliate of Larchmont, NY-based L+M Development Partners LLC. To date, Jon’s work has taken the firm to various communities across the country, including the District of Columbia. Prior to joining L&M in 2005, Jon capped nearly six years as the New York State Housing Finance Agency with a successful stint as the Agency’s Vice President, Director of Development. In 2015, Jon was the recipient of the Rising Star Award at the Multifamily Executive Awards. Jon has a BA and MPA from Columbia University as well as a MBA from New York University’s Stern Business School.



DAVID DISHY **Chief Executive Officer, LMXD**

David Dishy heads LMXD, a new enterprise affiliated with L+M, which will pursue mixed-income investment-based ground-up development deals around the country. Prior to joining L+M, David served as Senior Vice President for residential with Forest City Ratner Companies and then as a Managing Director for residential development and acquisition with Tishman Speyer in New York. He has been a key participant in transactions involving over 10,000 apartments and \$5 billion of investment. David began his career working in city planning and economic development. He serves on the New York Advisory

Board of Enterprise Community Partners and was a fellow with Coro Leadership New York. David graduated from Harvard with an honors B.A. degree in urban studies and earned an M.S. in real estate development from Columbia.

RELEVANT EXPERIENCE

The need to prioritize the existing community and local stakeholders makes Essex Crossing a great precedent for this redevelopment. (<https://www.nytimes.com/2019/11/07/arts/design/essex-crossing.html>) In the late 1960s, tenants of a 6-acre area in lower Manhattan were relocated from their homes to make way for a massive urban renewal project that never came to fruition. Community negotiations for developing the land for mixed-use purposes repeatedly stalled until 2011 when years-long deliberations between community stakeholders, elected officials, and city agencies successfully resulted in the passage of development guidelines. Delancey Street Associates (DSA), a partnership that included L&M, was awarded the nine development sites.

DSA continued to work with community board members and elected officials to form the Essex Crossing Task Force, who would work with the Economic Development Corporation, Housing Preservation and Development, and Housing Development Corporation, to craft a plan that addressed and prioritized the needs of area residents while enhancing the existing character of the neighborhood with community-minded space and amenities. A 50-year promise to revitalize the barren land left behind was finally realized through Essex Crossing, a 1.9 million square foot development project representing a true partnership between public and private interests.

The key priorities set forth in the development plan required ongoing community outreach throughout the entire development process. DSA continues to engage with community members to inform residents and key stakeholders of the progress of the project through a dedicated community outreach director and MWBE compliance manager. DSA's outreach director meets quarterly with the Essex task force and has conducted outreach events, community information events, and training on a regular basis regarding construction impacts, affordable housing, and job creation. It is this

level of commitment to the community and the surrounding neighborhoods that has made Essex Crossing so successful.

L&M's successful adaptive re-use of the Hahne & Co Department Store ("Hahne's") is another great example of a project. The community's input helped to shape Hahne's on a path to address some of the city's pressing issues, including the lack of quality mixed-income housing, food desert conditions, etc. Long a vacant building in the center of the downtown, Hahne's represented much of what Newark was and could be.

Hahne's is a 400,000 square foot early 20th-century historic building located in downtown Newark. The building was transformed into 160 mixed-income units located in both the existing and newly constructed development. The first floor features retail space that has helped activate Broad Street and the burgeoning small businesses on the Halsey Street corridor, including an approximately 28,000 square foot flagship Whole Foods Market that delivers healthy and sustainable food options as well as significant employment opportunities to the neighborhood. Other tenants include Rutgers University, which leased approximately 50,000 square feet for a community-focused art collaborative space, and Chef Marcus Samuelsson, who opened his first restaurant in New Jersey, Marcus B&P.

As part of L+M's continued investment in Newark, L+M acquired the 440,000 square foot building and historic home to NJ Bell (subsequently, Verizon) at 540 Broad Street. Built in the 1920s and a great representative design of architect Ralph Walker, this building, with its grand lobby and distinctive façade, has been adaptively reused to support 264 mixed-income apartments, offices, and ground floor retail spaces. L+M acquired the property in May 2016 in a partnership with Prudential Financial. Now referred to as Walker House, the property is now home to a dynamic 24/7 community, including Method Climbing, an inclusive rock climbing gym and fitness facility that occupies the old NJ Bell cafeteria located in the basement 40 feet below the sidewalk.

FIRM DESCRIPTIONS

WELLER DEVELOPMENT

CO-DEVELOPER LEAD

Weller Development is a dynamic and innovative real estate development firm that builds world-class communities. Led by Founding Partner Marc Weller, Weller Development's ethos is a double bottom-line approach to development, designing strategies that are financially viable, while also providing positive social impact to surrounding communities. Weller seeks to create incredible places and meaningful experiences for a diverse audience. With a growing portfolio of distinctive mixed-use development projects and a proven track record of successful and celebrated ventures, Weller Development delivers value and results, no matter the complexity.

KEY PERSONNEL



JEFFREY BAKER

Managing Director

Jeff Baker currently leads all aspects of the real estate development process for Weller Development. He is responsible for two million+ SF of mixed-use commercial, multifamily, hotel, retail, and luxury resort development totaling over \$1.5B of ground-up development value. Mr. Baker brings more than eight years of unique real estate experience, concentrating on urban infill, mixed-use development projects across the country. He previously worked at The JBG Companies on the development team, where he worked on several large-scale, mixed-use developments including JBG's current headquarters 4747 Bethesda

Avenue. His projects totaled 2.5 million SF and \$900M in development value. Mr. Baker earned his Bachelor of Science degree from Cornell University.



MARC WELLER

President and Founding Partner

Mr. Weller has over 25 years of experience developing and building residential, commercial, and mixed-use real estate development projects. In 2012, prior to founding Weller Development Company, Mr. Weller and Under Armour Founder, CEO and Chairman Kevin Plank, founded Sagamore Development Company, a full-service real estate company with expertise in acquisitions, development, leasing, and construction management.

Previously, Mr. Weller owned and operated Denning, LLC, a mixed-use development enterprise constructing market-rate and affordable residential units in urban, mixed-use development projects. As founding partner and president, Mr. Weller developed housing units in the Washington, DC metropolitan area with partners including JBG Companies, Lowe Enterprises, Perry Real Estate Capital, National Foundation Affordable Housing Solutions (NFAHS), Urban Matters, and the District of Columbia. Prior to founding Denning, LLC, Mr. Weller founded and operated Ellis Denning Construction and Development, where he developed and constructed thousands of residential units in Washington, DC and surrounding suburbs, as well as a variety of mixed-use projects.



STEVE SIEGEL

Partner

Steve Siegel has over 25 years of development, finance, and public policy experience with expertise in executing public-private development transactions. As a Partner of Weller Development since 2017, he oversees day-to-day operations of the company including master planning, development, construction, leasing, finance, communications, and new business development. Mr. Siegel led the negotiation and structuring of Goldman Sachs' \$233 million equity investment in Port Covington and the \$660 million Tax Increment Financing investment by the City. He oversaw the execution of the Port Covington project, including master planning and entitlements, public and private financing, strategic planning, and lobbying teams.

Previously, Mr. Siegel served as the Director of Development in the Office of the Deputy Mayor for Planning & Economic Development in Washington, DC, and oversaw the District's \$13B public-private development portfolio under Mayor Adrian Fenty. He also served as Vice President of Acquisitions for a Mid-Atlantic multi-family developer where he led the pursuit, acquisition, financing, and development of over 1,000 multi-family residential market rate units.



MATT RIENZO

Vice President of Operations

Matt Rienzo joined the company in 2015 and brings 20 years of experience in marketing, communications, management, and leadership. He currently oversees marketing, communications, events, human resources, and IT departments. Mr. Rienzo also leads new business development opportunities for the Weller team and assists with the overall operation of the company and its developments. He was responsible for the marketing, communications, and activation of the largest urban revitalization project in the US and successfully drove hundreds of thousands of visitors to Port Covington through activations, events, community gatherings, and other experiential marketing initiatives in order to build the project brand and awareness. Previously, he served as the Director of Marketing for the Washington Capitals of the National Hockey League.



JONATHAN SANDOVAL

Director of Design & Development

Jonathan is responsible for design direction, pre-development, entitlement, and delivery of all aspects of Weller Development's projects. Mr. Sandoval has ten years of experience designing and delivering a wide range of mixed-use projects and large master plans including but not limited to hotels, mixed-use buildings, build-to-suit headquarters, and building repositioning. Previously, Mr. Sandoval was an Architect at Gensler where he ranked among the Top 40 "Rising Designers" within the firm globally and oversaw projects ranging from 30,000 SF to 3.2 million SF. Mr. Sandoval led Gensler's Southeast region as Computational Design Leader during his tenure and has presented his award-winning innovative projects at conferences throughout the US. Mr. Sandoval received his Master of Architecture at The Savannah College of Art and Design.

RELEVANT EXPERIENCE

PORT COVINGTON BALTIMORE, MD

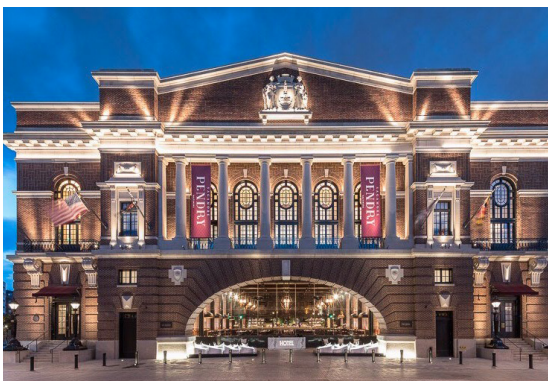


Weller Development was master developer for Chapter 1B of Port Covington, a 235-acre waterfront community in South Baltimore with 2.5 miles of waterfront on the Middle Branch of the Patapsco River and direct access to I-95. The development plan includes up to 18 million square feet of mixed-use residential, office, and retail, plus 40 acres of public parks and green space. More than 1.1 million square feet are currently under construction.

The company led the Master Plan, Entitlement, TIF Financing, and equity raise processes for the initial land venture garnering an investment in excess of \$800 Million, including one of the largest property-increment backed TIFs in the United States totaling \$660 Million and an investment of \$233 Million from the Goldman Sachs Urban Investment Group. Weller Development designed and executed all infrastructure for the five parcels under construction in Port Covington, as well as an additional 10 parcels that will be pad-ready to support over two million in additional density.

Port Covington brings far-reaching positive impact and economic investment to surrounding communities, the City of Baltimore, and the Maryland region. In 2016, Port Covington entered into the largest community benefits agreement in Baltimore's history, representing a combined investment of more than \$100 million over the course of development. Additionally, Port Covington is bringing tens of thousands of jobs to the City of Baltimore. By 2030, it projects to increase annual tax revenue by nearly \$100 million for the City of Baltimore and the State of Maryland combined.

SAGAMORE PENDRY BALTIMORE, MD



Sagamore Pendry Baltimore is an award-winning 128-guest room and luxury suites hotel, restaurant and event space in historic Fells Point neighborhood in Baltimore, MD that embodies the city's rich history, vibrant personality, and idyllic harbor setting. Located on the iconic and historic 'Recreation Pier' that dates back to 1914, the property's extensive renovation has honored the historic essence of the pier and restored it to its former glory. Challenges overcome throughout the development process include renovating the dilapidated pier and 100-year-old structure, City and neighborhood approvals,

building to flood zone standards, asbestos, and lead paint abatement, creatively meeting Historic Tax Credit requirements. In 2018, Sagamore Pendry Baltimore made Travel + Leisure's list of "Best New Hotels in the World," and it was named the top hotel in the country by Conde Nast Traveler's reader's choice awards.

OUR TEAM

BEYER BLINDER BELLE | ARCHITECT

Firm Description

Beyer Blinder Belle (“BBB”) will serve as master planner of the overall redevelopment and design architect for various components of the plan. BBB is an expert in leading the design conversations necessary to establish an approach to the development of the site which seeks to achieve a livable and equitable mixed-use community.

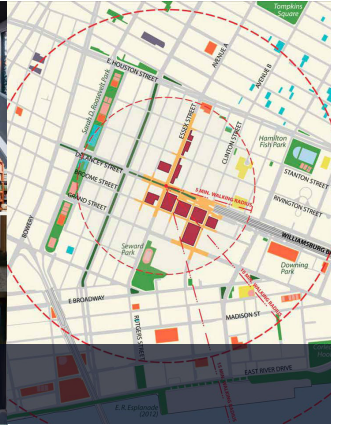
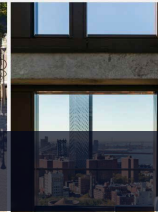
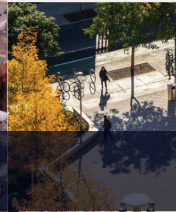
Beyer Blinder Belle was founded in 1968, in the wake of the urban renewal movement in the United States, when the social fabric of cities, communities, and buildings was compromised by the prevailing attitudes about planning and architecture. We pioneered and defined a different approach to the design of the built environment that focused on architecture empowering people—their interaction with each other on streets and in neighborhoods, their pleasure in moving through the city, and their connection to their physical surroundings.

Social housing projects in and around New York City launched the firm’s renovation portfolio in these early years. In the 1970s, the firm’s work on historic buildings in sensitive urban sites was diversified with larger-scale planning projects in the tri-state area and beyond. At the end of its first decade, BBB had established itself as a mission-driven architecture and planning firm. In recent decades, we have developed a robust multi-family housing portfolio with developers, with over 5,000 housing units in design or construction in the New York City metropolitan area, with many projects having an affordable component. Our mixed-use and residential projects help revitalize public spaces in cities and suburban centers. Our role on these projects often entails integrating and coordinating a wide array of disciplines—planning, urban design, housing, historic preservation, architecture, zoning, and air rights—as well as knowledge of all facets of the development process.

Our mission has guided the firm for more than five decades and has shaped a broad and award-winning practice—now 170 professionals in New York City, Washington, DC, and Boston, MA— providing comprehensive services, including programming, architecture, historic preservation, and adaptive reuse, interiors, campus planning, urban design, and graphic design throughout a project’s evolution. Many of our projects involve the stewardship of historic buildings in sensitive urban sites. Our deep sense of identity and evolving perspectives on design have guided our practice in new construction as well as master planning and urban design.



ESSEX CROSSING
 NEW YORK, NY
 TRANSFORMATIVE REDEVELOPMENT | COMMUNITY ENGAGEMENT



COLUMBIAN QUARTER
 WASHINGTON, DC
 REVITALIZED COMMUNITY IN A TRANSIT-ORIENTED DISTRICT | 15-MINUTE NEIGHBORHOOD



KANSAS CITY POWER AND LIGHT DISTRICT
 KANSAS CITY, MO
 WALKABLE NEIGHBORHOOD DISTRICT | CONNECTS DOWNTOWN, CONVENTION CENTER AND ARENA



HAHNE & COMPANY BUILDING
 NEWARK, NJ
 MIXED-USE DISTRICT | REVITALIZATION OF DOWNTOWN



RESUMES: CONSULTANT TEAM



RICHARD METSKY

FAIA, LEED-AP, Partner

Partner-in-Charge, Beyer Blinder Belle

In his more than 25 years at Beyer Blinder Belle, Richard Metsky has served as an innovative leader in the planning and design of urban districts across the United States. Striking a graceful balance between historic preservation and contemporary design, he has dedicated his practice to creating vibrant, resilient, and sustainable cities and communities that serve as catalysts for economic, social, and cultural revitalization. Richard's overriding focus is on design. He begins each project with a careful study of the neighboring context, historic building, or site, identifying opportunities and constraints, and then working to bring new life to them. His designs are informed by every aspect of a project's context—from the typology of adjacent buildings to the cumulative history of a building, block, or neighborhood. Richard received his Master of Architecture degree from Cornell University.



KYUNG JAE YU

AIA, Principal

Architect & Urban Designer

Kyung Jae Yu is an Architect and Urban Designer with experience working on a wide range of projects including residential, commercial, mixed-use developments, and master planning. He is committed to design excellence and explores creative design solutions based upon thorough research of context and the built environment. Kyung Jae has expertise utilizing his strong design sensibility, keen attention to detail, and extensive skills in visualization to help guide the design for many projects. Kyung Jae received his Master of Architecture from Harvard Graduate School of Design.

FIRM DESCRIPTION: CONSULTANT TEAM

OUR TEAM

JDAVIS

Local Architect and Landscape Architect

JDAVIS is a collaborative multidisciplinary design firm with offices in Raleigh, NC and Philadelphia, PA. As a multidisciplinary firm, they offer a full range of design services including architecture, interior design, master planning, urban design, landscape architecture, and procurement management consultancy.

JDAVIS connects communities through design by creating places that bring people, neighborhoods, cities, and regions together. It is their mission to build value and pass it on. JDAVIS believe that they should build value for their clients and our communities; and that they have a responsibility to pass on their knowledge and experience to those who come after us. Their multi-disciplinary practice brings together professionals in architecture, landscape architecture, planning, interior design, and procurement management consulting.

They are leaders in urban infill developments, walkable neighborhoods, and mixed-use projects. In all of our work, JDAVIS begin the process by addressing the scale of buildings, streets, neighborhoods, and cities in order to deliver functional and sustainable solutions.



NEIL GRAY

AIA, LEED AP

CEO, President

Neil Gray has 25 years of experience with the design of urban projects and spaces. He is passionate about embracing a collaborative design process in order to achieve livable, sustainable communities that support diverse and dynamic growth. A leader in urban infill developments, walkable neighborhoods, and mixed-use projects, his extensive portfolio of successful urban mixed-use projects reflects his passion for technically challenging projects with complex programs.

Neil is a strong facilitator and believes that an open, collaborative and engaging design process has the greatest potential for bringing clients and communities together.



BERET DICKSON

AIA, LEED AP

Principal, Design Director

Beret is an award-winning architect with experience in commercial, residential, mixed-use, planning and education projects. Beret is motivated by the power of design to shape culture through inspiring, timeless spaces that support social equity, environmental stewardship, and personal well-being. Working across all design disciplines and market sectors, his role at JDavis is focused on maintaining an integrated design process fueled by research, analysis, collaboration,

and experimentation.

FIRM DESCRIPTION: CONSULTANT TEAM

OUR TEAM

MCADAMS

Civil Engineers



MICHAEL J. MUNN
PE

President & CEO

Since Mike started in 1997, he has grown from an entry-level project engineer to become the company's president and chief executive officer (CEO). As CEO for McAdams, Mike is responsible for operational oversight of the organization, as well as corporate business development, with a focus on client relations and key strategic initiatives. Mike's design and project management experience in commercial, mixed-use, infrastructure, and multi-family development is vast. In particular, Mike has led numerous projects throughout North Carolina, and maintains key relationships with staff and a keen awareness of regulatory issues. In addition to numerous other land development projects, Mike has made significant contributions to the growth and advancement of McAdams in not only the Durham headquarters office, but the offices in Raleigh and Charlotte, North Carolina as well as offices in Lewisville and Roanoke, Texas.

Relevant Experience

North Hills Redevelopment, Raleigh, NC

Brier Creek Village Center Planned Development District, Raleigh, NC

Holy Name of Jesus Christ Cathedral, Raleigh, NC

Crabtree North, Raleigh, NC



BILL DERKS
PE

Vice President, Land Development

As a Director, Bill provides expertise in civil site design while managing projects, budgets, and staff. Bill has worked on numerous large profile projects in North Carolina. His experience in design is an asset to his clients in the management of their projects. Bill implements a driven approach to managing client accounts to ensure the completion of projects in a timely and cost-effective manner. Bill has close to 30 years of experience and has been with McAdams since 1996.

Relevant Experience

Eastern Cary Gateway, Cary, NC

Parkside Town Center, Cary, NC

Alston Town Center, Cary, NC

Fenton, Cary, NC

FIRM DESCRIPTION: CONSULTANT TEAM

OUR TEAM

CLANCY & THEYS

Builder

Clancy & Theys Construction Company is one of the largest vertical builders owned and headquartered in North Carolina. Originally founded in 1949, the company is one of the largest privately-owned entities in the state and one of the largest Contractors in the Southeast and the nation according to Engineering News Record (36th, 155th respectively.) Clancy & Theys has a construction presence in the southeast region of the US with offices in Raleigh, Wilmington, and Charlotte, NC; Newport News, VA; and Orlando, FL.

The company's business philosophy is based on the conviction that we must "go the extra mile" for clients, treating them fairly, honestly, and professionally in every transaction. Clancy & Theys' corporate culture is deeply ingrained: treating clients fairly means always meeting or surpassing the construction industry's highest standards. Today Clancy & Theys builds projects ranging from multi-family and mixed-use communities, hotels, office buildings, religious and cultural buildings, reconstruction and renovation projects, and warehouse and distribution projects. We've been recognized as being among the top U.S. builders in each of those categories. Other specialties include R&D facilities, education buildings, museums, sport facilities, multi-unit residential projects, and adaptive reuse and renovation of vintage and historic buildings.



FLEMING HERRING PE, LEED AP **Vice President of Construction**

Fleming Herring is Clancy & Theys' Vice President of Construction. Fleming works with project managers and superintendents to proactively problem-solve the construction activities on our projects. This includes developing the projects' approach and scheduling. He is extremely client-focused and detail-oriented. Fleming will be involved from preconstruction through final completion of each project. Fleming received his Bachelor of Science in Civil Engineering from NC State University.



JOHN ANDRAS **Vice President, Preconstruction**

John Andras has been the leader of Clancy & Theys' estimating department for over 24 years. The majority of Clancy & Theys' construction projects require intensive preconstruction efforts for projects utilizing a team approach to design and construction. John provides invaluable construction expertise.



The Line Downtown Raleigh Apartments is part of the Smoky Hollow Phase 2 development located in a dynamic location with an impactful infrastructure and transit in downtown Raleigh. The Line Apartments has 283 urban apartments with Best-In-Class amenities and finishes. This 305,327 SF residential apartment complex has 31,000 SF of retail space on the ground level. Amenities include an elevated open-air pool courtyard overlooking The Hollow's cobblestone walkways, a clubroom, ample indoor and outdoor remote working spaces, and a downtown location only steps away from dining, shopping, and entertainment. This project consists of 5-stories of wood-framed residential construction over a double podium with metal frames housing retail and amenity space.



The Metropolitan is a 240-unit modern residential community offering studio, one- and two- bedroom homes located in the heart of the Glenwood South Neighborhood. This upscale community offers the mix of convenience and comfort with an abundance of amenities, including a rooftop terrace with views of the Downtown Raleigh and Glenwood South neighborhoods, outdoor seating and TV lounge, relaxing courtyard with fire and water features, large outdoor pet run and pet spa, fiber internet connections, coffee bar, state-of-the-art fitness center, electric car charging stations, poolside grilling stations, bicycle storage room with repair station, remote work stations, and a golf simulator.



The Dillon Residences is a premier urban living environment in the Warehouse District of downtown Raleigh. This unique 271-unit apartment community includes two separate buildings on either side of W. Hargett Street. The housing element being constructed on the southern site connects to a parking deck and mixed-use office tower called The Dillon. That project has incorporated two masonry walls from a mid-century warehouse into the office tower. The apartments have been designed and constructed to aesthetically blend with the 1960s warehouse by incorporating brick masonry primarily with HardiePlank and metal panel highlights.



Solis Brightleaf, located in the heart of Downtown Durham next to Brightleaf Square, is a seven-story, 194-unit residential apartment building. The wood-framed facility sits on top of a concrete podium containing structured parking beneath the apartments. Amenities for relaxation, gatherings, fitness, and media range from a large outdoor lounge, clubroom, reservable conference rooms, and veranda to 1,000 square feet cutting-edge cardio & conditioning center with a yoga studio and heated saltwater pool.

The micro-units, studio, one-, two-, and three- bedroom apartments include Google Fiber in every apartment home, programmable NEST Thermostats, stainless steel appliances, quartz countertop, walnut style plant flooring throughout, undermount vanity sinks, textured kitchen backsplash, and LED light fixtures.

FIRM DESCRIPTION: CONSULTANT TEAM

OUR TEAM

GTA ASSOCIATES

Geo-Technical Engineering

Firm Description

GTA Associates, Inc. was established in 2006 as an affiliate of Geo-Technology Associates, Inc. (GTA) for the purpose of meeting licensing aspects required by the State of North Carolina. GTA, incorporated in Maryland in 1985, is a professional services firm specializing in environmental consulting, geotechnical engineering, hydrogeology, natural resources consulting, and materials testing engineering for large, complex projects. GTA currently employs over 450 engineers, scientists, technicians, and support personnel within 21 offices throughout the Southeast, Mid-Atlantic, and Northeast regions, including an office in Raleigh and Charlotte, North Carolina.

GTA offers comprehensive environmental capabilities including site assessments and characterization; remedial investigation, design, and implementation; hazardous material surveys; asbestos and lead-based paint surveys; studies pursuant to HUD Part 58 (Environmental Assessment), NEPA, and SHPO; wetland and forest stand delineation, mitigation, and permitting; and rare, threatened, and endangered species consultation; and GPS location of environmental features. GTA provides strong project management, quality assurance, and quality control for each project, and can provide holistic environmental issues support. Their strategy is typically a phased approach providing the appropriate level of effort in each project phase for optimum cost management. For consistently protective and cost-effective remedies, GTA evaluates site-specific risks and applicable regulatory requirements, thereby avoiding unnecessary cleanup requirements. Through this process, GTA has successfully implemented cost-effective remedial actions at sites where soils and/or groundwater have been contaminated by organic and inorganic constituents, and where regulatory requirements resulted in wetland and stream mitigation design and construction.

In addition to generating over 500 Phase I ESAs per year for property transactions, GTA routinely evaluates more in-depth environmental issues, including soil, surface water, sediment, and groundwater contamination as part of a Phase II ESA (per ASTM 1903). GTA also provides professional services in virtually all phases of geotechnical engineering.



RESUMES: CONSULTANT TEAM



PAUL H. HAYDEN

PG, LRS, RSM

Vice President, Business Development

As Vice President and head of the Brownfield Redevelopment Group for GTA, Mr. Hayden works with clients to facilitate the voluntary cleanup process in conjunction with regulatory agencies to complete the redevelopment of Brownfield and in-fill sites. He provides these services to clients throughout the Southeast, Mid-Atlantic, and Northeast regions. In conjunction with Brownfield redevelopment, Mr. Hayden has performed and managed numerous environmental site assessments (ESAs) and remediation projects (Phases I, II, and III) and has managed investigations at leaking underground storage tank (LUST) sites, manufacturing/industrial properties, hazardous waste sites, manufactured gas plants, solid waste facilities, and petroleum spill sites. He has an extensive background in federal and state regulations pertaining to voluntary cleanup programs, and oil/petroleum cleanup programs.

Specifically, Mr. Hayden's experience includes site assessments; installation of monitoring, recovery, and supply wells; collecting groundwater, soil (environmental and geotechnical), and vapor samples for laboratory analysis; fate and transport analysis of sample media; evaluating monitoring and supply/production well data; preparation of risk assessments and preparation of reports for the client and regulatory agencies. Paul received his MBA from the University of Phoenix; his MSL in Environmental Law from Vermont Law School; a BA in Environmental Studies from University of Binghamton; and a BA in Geology from University of Binghamton.



W. SHAWN SULLIVAN

PE

Vice President

As a Vice President of GTA, Mr. Sullivan is responsible for overall office management for geotechnical, construction testing, and laboratory services provided out of GTA's Raleigh, NC office. Mr. Sullivan has extensive experience planning subsurface explorations and performing geotechnical analysis and development of design recommendations for a wide variety of projects requiring shallow, intermediate, and deep foundations, stormwater management facilities, earthwork, rock excavation, flexible and rigid pavements, geologic studies, geophysical surveys, damage studies, groundwater and drainage, retaining walls, and slope stability. Additionally, Mr. Sullivan has experience providing in-situ pressuremeter and dilatometer testing and data analysis; vibration blast monitoring, shear wave velocity testing, seismic refraction testing; and building services including property condition assessments. He is proficient in laboratory testing following ASTM and AASHTO standards. Mr. Sullivan has 20 years of experience.

FIRM DESCRIPTION: CONSULTANT TEAM

OUR TEAM

CRENSHAW CONSULTING ENGINEERS

MEP Engineering

Crenshaw Consulting Engineers, Inc. (Crenshaw Consulting) is a plumbing, mechanical, electrical, fire alarm, BDA, fire protection, structural, telecommunications, and low voltage engineering firm which specializes in providing Engineering Services as well as solar photovoltaic design, LEED design, LEED coordination, and building commissioning for a wide range of project types including commercial, medical, educational, institutional, industrial, and residential facilities for private, federal, city, and military sectors. Crenshaw Consulting was formed in 1995 by Jim Crenshaw, PE, LEED AP BD+C. The firm's home office is located in Raleigh, NC with additional offices in Greenville, SC and Palm Bay, FL and is currently licensed and actively providing Engineering Services in 39 States to include North Carolina, South Carolina, Ohio, Florida, Virginia, Alabama, Indiana, Tennessee, Texas, Arizona, Mississippi, Maryland, Washington DC, Kansas, Arkansas, Oklahoma, Minnesota, Missouri, Colorado, Louisiana, Georgia, Oregon, West Virginia, Kentucky, Hawaii, Alaska, New Mexico, Nebraska, California, Michigan, Illinois, Wisconsin, Virgin Islands, New York, Pennsylvania, Connecticut, Delaware, New Jersey and Idaho. Additionally, Crenshaw Consulting is CxA (FPC) and RCDD Certified. Nineteen Professional Engineers are on staff with a total staff of 47 people.

FLUHRER REED

Structural Engineering

Fluhrer Reed is a structural engineering firm offering comprehensive structural engineering for commercial and residential spaces. Located in downtown Raleigh, NC, we make our home in the Pilot Mill warehouse – a distinctive, century-old industrial building converted into modern office lofts.

The principals of Fluhrer Reed are Mitchell Fluhrer and Banning Reed, who met in engineering school at NC State University. In March, 1999, they pooled their resources and launched Fluhrer Reed. Since founding Fluhrer Reed, they have consulted on over 2,000 projects across the Southeast.

Mitchell and Banning have built a unique working environment that values cooperation and promotes solid teamwork. As a result, when you enter their office, you won't find calculator-pushers who keep to themselves and hide behind cubicle walls. Instead, you'll find their engineers collaborating on projects and loving what they do. Their passion for their work clearly shows in the quality of their designs.

RESUMES: CONSULTANT TEAM



JIM CRENSHAW

PE, LEED AP BD+C

Engineer In Charge - CCE Disciplines

Mr. Jim Crenshaw, PE, LEED AP BD+C is the Engineer In Charge of Mechanical, Electrical, Plumbing, Fire Alarm, Telecommunications and Sprinkler Engineering as well as any Building Commissioning, LEED Coordination, and/or Modeling. Mr. Crenshaw is the Founder and President of Crenshaw Consulting Engineers and is responsible for a total staff of forty-seven people, nineteen being Professional Engineers. As the President and Owner - Engineer in Charge of Crenshaw Consulting Engineers, Mr. Crenshaw is intimately involved in every project Crenshaw Consulting engineers, including those shown. Jim has a BS in Electrical Engineering from NC State University.



BANNING J. REED

PE

Principal and Director, Structural Engineering

Raleigh born and bred, Banning Reed, PE co-founded Fluhrer Reed, PA in March of 1999. The structural engineer of record for hundreds of projects throughout the Southeast. Reed frequently serves attorneys as an expert witness for structural engineering litigations. Reed writes questions for the civil engineering examination as a member of the Structural Subcommittee for the National Council of Examiners for Engineering and Surveying (NCEES) and has served as a subject matter expert for over 20 years.

RESUMES: CONSULTANT TEAM



CHARLIE COYNE

RETAIL CONSULTANT

Executive Vice President/Director, Raleigh, NC

Charlie Coyne is Executive Vice President, Principal of CBRE | Raleigh, and Director of Retail Services in Raleigh. Charlie leads a group of 10 retail professionals that focuses on retail and restaurant advisory, landlord representation, and investment sales. Today the full-service retail team represents over 12 million SF of retail and mixed-use project assignments, over 60 active retailer and restaurant clients, and an established investment sales practice all based in Raleigh.

Mr. Coyne personally specializes in representing high-profile tenants and owners of retail, mixed-use projects, and adaptive reuse properties. Tenant clients include Harris Teeter, PF Chang's, O2 Fitness, and Chase Bank, as well as several well-known local and regional brands such as Taco Bamba, Happy + Hale, and Ashley Christensen Restaurants. Landlord and investor clients range from the largest institutional owners to local private developers such as Prudential, Hoffman & Associates, Invesco, Kite Realty Group, Northwood Investors, and East West Partners.

With 20 years of retail commercial real estate experience, Charlie began his career in the retail REIT industry in 2002 and then launched a Retail Services business line for CBRE | Raleigh in 2008. Mr. Coyne is consistently one of the top retail producers in the Southeast for CBRE and is regularly recognized by the Triangle Business Journal for his involvement in top retail transactions, retail developments, and mixed-use projects.

RESUMES: LEGAL RESOURCES



JAMIE S. SCHWEDLER **Land Use Attorney, Parker Poe**

Jamie Schwedler's practice consists of zoning and land use law, real property development, real property litigation, state and local tax matters, and related regulatory matters.

Jamie advises developers and landowners on a full range of real property and development matters. Her representation has included zoning requests for large land development projects and infill sites, conducting due diligence and entitlement review on real estate acquisitions, navigating local and state regulations affecting development, and analyzing legal issues of transportation and infrastructure improvements.

Before joining Parker Poe, Jamie was a project manager for an international landscape architecture, planning, and economic development firm.



CHRISTOPHER B. CLARE **Senior Brownfield Attorney, Clark Hill**

Christopher B. Clare advises clients on environmental litigation, regulatory compliance matters, and business transactions involving environmental issues.

Chris regularly advises clients on complex regulatory matters, including obtaining and maintaining liability protections for entities purchasing and remediating brownfields properties under state voluntary cleanup programs; obtaining registrations for pesticidal products; navigating National Environmental Policy Act (NEPA) review processes; and complying with a host of federal and state environmental laws, including obtaining and complying with necessary permits. Chris also assists clients in performing environmental due diligence and negotiating environmental provisions in mergers, property and asset purchase agreements, loan and financing agreements, access agreements, and liability transfer agreements.

Chris represents clients in a wide array of state and federal litigation matters. He represents potentially responsible parties in numerous actions under the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA). Chris represents companies in resolving enforcement actions brought by the U.S. EPA and state environmental agencies under numerous environmental laws. Chris also guides clients through Federal Emergency Management Agency (FEMA) cost recovery actions and appeals. Chris represents clients in cases of national significance, including numerous complex federal multidistrict litigation matters. Chris received his JD from Duke University School of Law.

TAB 3:

CONCEPT DESCRIPTION

CONCEPT DESCRIPTION

LMXD & Weller Development are proud to share our concept for both Moore Square East (“MSE”) & Moore Square South (“MSS”) parcels, consisting of three (3) mixed-use multifamily building concepts yielding a scale that is engaging, appropriate, of human scale, appropriate to meet market demand, and serving a need to invigorate the urban context of Moore Square and its surrounding communities through a mixed-income approach. The total development conceptualized is conceived of a five over podium construction with +/- 403 units, 295 of the mixed-income on Moore Square East and 108 market-rate units on the Moore Square South parcel. The planned unit mix across both buildings would include studios, 1-bedrooms, 2-bedrooms, and 3-bedrooms, targeting a 25%, 45%, 20%, and 10% allocation, respectively. The unit mix allocations will be consistent for both market-rate and affordable unit types. Moore Square East will anticipate 100 affordable units at varying AMI levels targeting an income average of 60% of area median income.

PROGRAM USES			
	MSE	MSS	TOTAL
Residential GSF	282,000	103,000	385,000
Residential NRSF	236,880	86,520	323,400
Retail GSF	7,500	8,880	16,380
Retail NRSF	7,500	8,880	16,380
Total GSF	289,500	111,880	401,380
Total NRSF	244,380	95,400	339,780

RENT MIX						
	% of Units			# of Units		
	MSE	MSS	Total	MSE	MSS	Total
Market Rate Units	66%	100%	75%	195	108	303
Affordable Units	34%	0%	25%	100	-	100
80% AMI				25	-	25
60% AMI				25	-	25
50% AMI				40	-	40
30% AMI				10	-	10
TOTAL ADUs				100		100

Both parcels are envisioned to have a unique and appropriate scale of retail uses totaling 16,380 sf with a focus on neighborhood serving and placemaking oriented retail experience. We believe that our approach will weave a unique & genuine approach to affordable development, that will enrich downtown Raleigh for years to come, but most importantly enable the creation of a vibrant and thriving residential neighborhood to which seeks to tie the Moore Square District with the surrounding residential communities.

We welcome the primacy of the affordable housing goals in this solicitation. Both of our firms have experience integrating housing for low- and moderate-income households and would apply lessons learned to the delivery of such housing within our proposed project and not as a standalone execution. As such, we present a two phased approach to the execution of the sites that are the subject of the current RFP. With each phase, we posit an affordable housing element and a different execution for its delivery.

We anticipate that the larger of the two sites, Moore Square East, will satisfy the parking needs for both sites. Leveraging the topography of the sites, we plan on all parking to be above grade, but basement for the purposes of zoning. Moore Square East will consist of two buildings, as we try to match the scale and context by breaking down the blocks and integrating a private & pedestrian-oriented roadway at the S Person where the existing church fronts Moore Square.

Moore Square South will be a single building with special attention given to responding to the neighborhood context. The building's ground floor will be integrated to enhance the vibrant, walkable retail environment while introducing 108 market-rate residential units in five levels above. The historic Esso gas station building will be reanimated to activate a public plaza facing Martin Street. A pedestrian paseo will further connect a meandering series of intimate open spaces and provide direct access to the historic Market Hall. Adjacent to the paseo, 35 parking spaces will be available for shared parking with the Market. The development team has also engaged the owners of City Market and agreed to coordinate sharing of back-of-house services with the Market's retail tenants. We hope by enhancing foot traffic, providing improved access, and easing operations for existing tenants, the new development will invigorate City Market and ensure its continued success as an anchor of the Moore Square district.

CASE STUDY | THE ESSEX AT ESSEX CROSSING



PROJECT SUMMARY

The Essex is part of Essex Crossing, a new 1.65-million-square-foot development that includes market and affordable housing, senior affordable housing, a 15,000 sq. ft. urban park, a new and expanded Essex Street Market, community facilities, a rooftop urban farm, 280,000 sq. ft. of office space and a diverse mix of retail components. Over 50% of the 194 rental residential units are at affordability levels ranging from 37% to 155% of AMI. The Market Line - a natural light-filled concourse spanning the cellar level of three sites, including The Essex - is home to some of New York City's most diverse small businesses and is composed of small to medium-sized vendor stalls. The New York Times called it the "Anti-Hudson Yards," a reference to the spate of a new neighborhood of luxury towers rising on the west side of Manhattan. The Essex specifically, has won several design awards, including a 2021 Honor Award from the Boston Society for Architecture.

The ground floor features a diverse array of storefronts on all sides that provide multiple access points to commercial and residential spaces. This vibrant mix of street-level programs was a vital component for LEED Neighborhood Development Certification and facilitated the creation of a 24-hour neighborhood. The building houses the historic Essex Market under an articulated ceiling structure known as the "light scoop" which expands in height along the south façade to allow natural light to illuminate the ground floor and cellar spaces.

CASE STUDY | SURSUM CORDA, WASHINGTON, DC



Excerpts from: “Condo Structures Can Make Mixed-Income Deals Work” By Mark Fogarty

The Sursum Corda development in Washington, DC is a huge and hugely complicated deal. One thing that is helping to bring more than 1,000 planned units of housing to the capital neighborhood is structuring separate condominiums for the affordable and market-rate units. “We believe strongly mixed-income works in DC,” said Jon Cortell, managing director at L&M Development Partners Inc., citing, “the strength of the diverse fabric that city unquestionably has.” L&M bought the 6.7-acre property in 2018 and its partners are Toll Brothers Apartment Living as co-developer and Goldman Sachs Urban Investment Group as financial partner and tax credit investor. Cortell, speaking at the Summer Institute of the National Housing & Rehabilitation Association’s panel on leveraging condo structures, said he hopes Sursum Corda will be leased up next year. Phase 1 plans 561 units—118 of them reserved for tenants between 30 and 80 percent of area median income—a much bigger development than the current property, which is an affordable tenant-owned cooperative of 199 units on land quite close to the Capitol Building at First and North Capitol Streets NW in the District. Under an agreement with the cooperative, all those tenants will have units reserved for them in the new project after temporary relocation as the current property is demolished, with at least 100 of those units in Phase 1. (There will be two, possibly three, phases at Sursum Corda.) According to Julia Schmidt, panel moderator and partner at Katten Muchin Rosenman LLP, the existing project was built in the 1960s and has fallen into disrepair, making a redevelopment attractive. It consists of garden-style apartments and townhomes and was financed by the Department of Housing and Urban Development, initially. “The cooperative engaged a development firm to assist it in up-zoning the site,” said Cortell, noting the members of the cooperative have a stake in the value of the property. “In what might be called entrepreneurialism, they pursued the up-zoning and in place of the 199 units the District permitted something in the ballpark of 1,200 to be developed on the sight

in place.” He noted, “1,200 units are a lot for anybody to digest, and I think the triventure between L&M, Goldman and Toll represented the team appropriate to take on the beast of a 1,200-unit prospect.” Experienced on Mixed-Income L&M and Goldman have a long track record of working together, Cortell said, and it has worked with Toll Brothers as well. “Mixed-income has been part and parcel” of the Toll partnership. “The site is too integral to the fabric of DC not to be more positively activated,” Cortell said, giving credit to the District for the up-zoning. “With 1,200 units, we can activate this site, which has not been a magnet but rather a repellent.” The density is “welcome and probably necessary as we try to reposition this property.” The District has aggressive housing goals and increasing density is one way to help achieve them. One priority of Phase 1 will be to reintegrate a derelict park into a central feature of Sursum Corda. “We hope the outdoor space will be the magnet that draws, say, the employees of National Public Radio, or area residents looking for green space,” said Cortell. Financing, Schmidt said, is being provided by Citibank (construction tax exempt and taxable), Freddie Mac (permanent tax exempt and taxable) and the District of Columbia Housing Finance Agency, which is providing the tax-exempt bonds. There is a \$23 million tax-exempt loan from Citi/DCHFA, a separate \$137 million taxable loan from Citibank, and Freddie Mac will provide the permanent financing, she said. Cortell said L&M regularly uses Goldman “on deals that smack of any complexity” as this one did, including “the brain damage mixed-income frequently provides.” All parties in the transaction, including DCHFA, showed flexibility on this particular project, he said. Jon Cortell Julia Schmidt Tax Credit Advisor www.housingonline.com Tax Credit Advisor | August 2021 17 “We see both the economic and the social impact here,” said Dan Alger, Goldman managing director.

Two Buildings in Phase 1 - Phase 1 will include nine- and ten-story towers of approximately 600,000 square feet in total. “There is shared parking and there will be a ton of amenities,” said Schmidt. “This is really going to revitalize the area.” Shared amenities include a rooftop deck, a children’s playroom, a fitness center with a rock-climbing wall, a spa with saunas, a pool and a lounge room, a media lounge, co-working space, a demonstration kitchen and a green house. Of the 118 reserved units, 12 will be at 30 percent AMI, 64 will be at 50 percent AMI and 42 will be at 80 percent AMI, using income averaging to keep the average AMI below 60 percent. There is no separate condominium contemplated for the parking or the retail now, said Schmidt. The two-unit condo being done will segregate the 118 affordable units and the 442 market-rate units. Getting condo deals approved can take quite a while, said Schmidt. “So, what we did was close on a master affordable lease to segregate the 118 affordable units and have those leased by a Low Income Housing Tax Credit borrower.” Prior to conversion, a two-unit condo will be created, after which a market-rate borrower will convey the LIHTC condo unit to the LIHTC borrower and the master leasehold will be maintained. “More often we used this kind of structure, just because of the time it takes to get the condo in place,” said Alger. Ikeogu Imo, senior director at DCHFA, said, “Over the last five years we have done six projects similar to this, and only one has had the condo in place prior to getting to this stage.”

CASE STUDY | PORT COVINGTON, BALTIMORE, MD



Rye Street Residences, Port Covington, Baltimore, MD

Excerpts from: “How M&T Bank put together the \$147M financing deal for first Port Covington apartments” By Melody Simmons, Baltimore Sun

The financing deal to allow the mixed-income development of the 254-unit Rye Street Residential at Port Covington was so complex it hit a career benchmark for a top M&T Bank lender.

It took a commercial construction loan, Freddie Mac affordable housing funds, \$5 million in state low income tax credits, tax

exempt bonds and private financing to get to the settlement table, said Barb Simmons, a vice president who heads M&T’s commercial real estate finance department.

“When I retire this will definitely be in my top 10 of complex deals because of all the parties involved,” Simmons said on Tuesday. “They all worked together beautifully, but it takes time to make sure everything lines up for each party.”

Simmons said the \$147 million Rye Street Residential loan closed on Dec. 29 — in tandem with the sale of \$137.5 million in tax increment financing bonds approved by the city for the massive redevelopment of the South Baltimore peninsula.

The Rye Street Residential project will have 54 affordable housing units mixed into its 254-unit spread. Those units will be offered to tenants who earn 50% of the median area income at a reduced rental rate, said Bob Kaplan, managing director of sales at M&T Bank’s Realty Capital Corp., which structured that part of the deal.

Simmons said M&T, the second largest bank in Greater Baltimore, was focused on making the affordable housing component a reality at the Port Covington development.

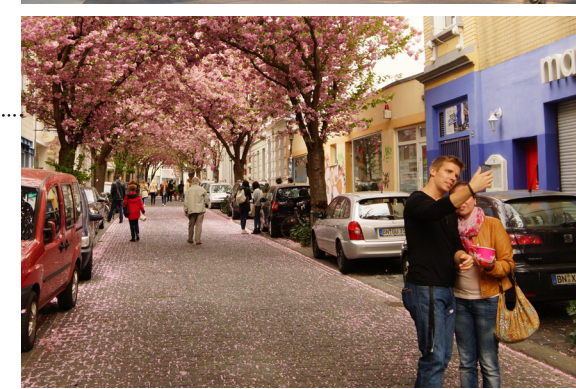
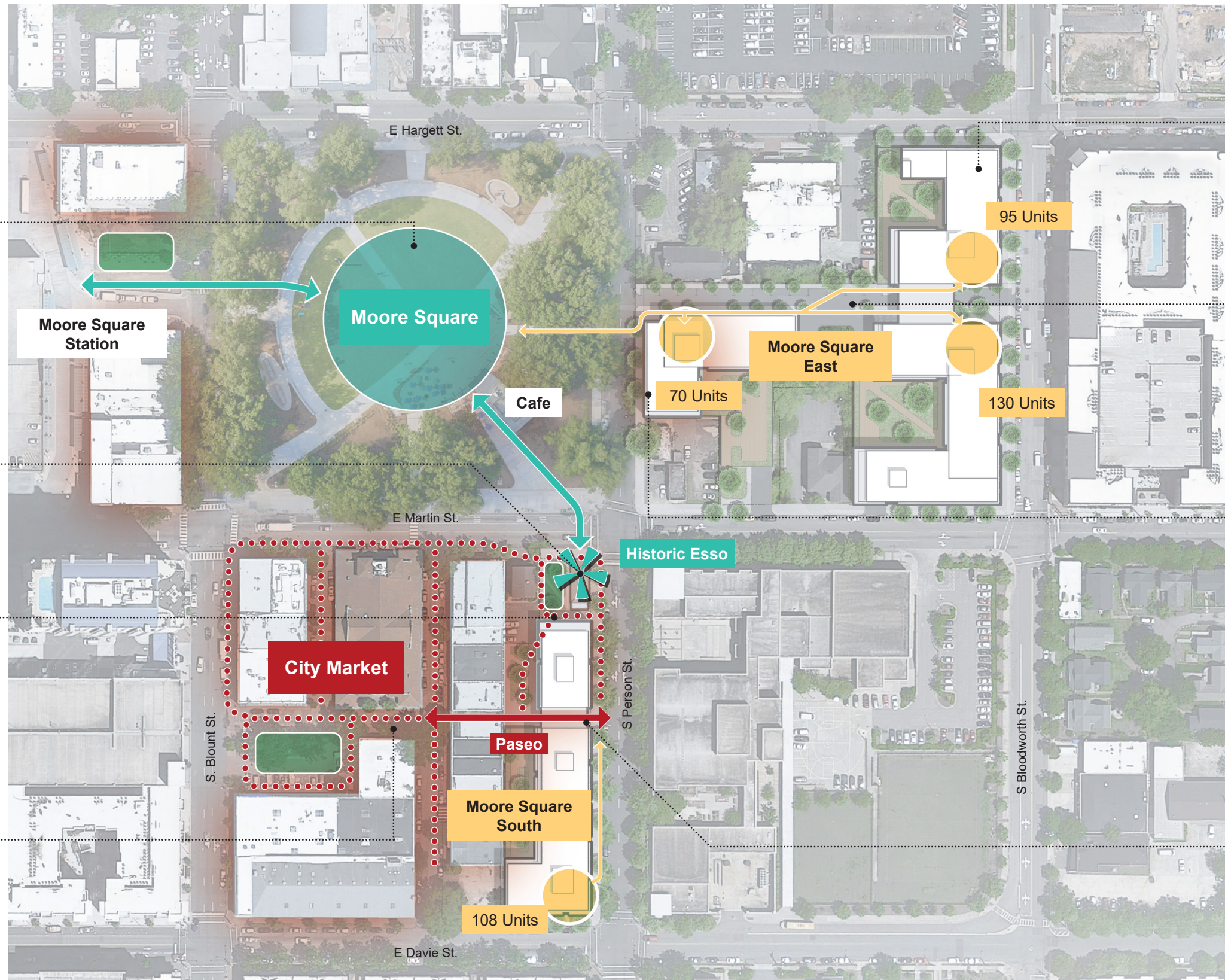
M&T Realty Capital set a \$73.5 million loan with Weller Development using Freddie Mac affordable housing funds. That was matched by another \$73.5 million M&T Bank commercial construction loan, Simmons added. Just after settlement, Eagle Bank acquired \$30 million in debt in a separate transaction, she added.

The Rye Street Residential project will stretch 293,000 square feet with 16,000 square feet of street-level retail space, as well as the apartments.

TAB 4:

DESIGN PROPOSAL

NEIGHBORHOOD CONNECTIONS



Our plan to execute & deliver on the proposed Moore Square redevelopment concepts is to engage two design firms: Beyer Blinder Belle (“BBB”) as our master planner and J.Davis Architects as our market expert on multi-family architecture, together we seek to bring our national experience with sensitivity and experience in partnering with local firms and uplifting local businesses in the market. We believe that BBB’s track record of master planning buildings and celebrating context is the perfect fit for collaborating with J.Davis, the firm that helped envision Smoky Hollow and many other transformational projects in Raleigh.

Architectural Concept:

We look to celebrate the Moore Square community with the redevelopment of the sites designated as Moore Square East and South, while offering a comprehensive strategy that uses an architectural language that speaks to contextual materials, elevational datums, and flexible public spaces that seek to connect both sites to Moore Square Park and City Market. We believe our designs can address great placemaking through thoughtful planning while leveraging local partnerships already active in the market to address ever-changing needs which address the human experience or place-making and a vibrant public realm. Our goal is to be referential to the blocks adjacent to Moore Square and to build upon the key assets including the character of the area, so that the new architecture reinforces a sense of place with a scale that is appropriate and responsive to the context. We envision the ensemble of buildings to engage, connect, and become an integral part of the larger neighborhood context.

To fully grow vibrant neighborhoods, the buildings on each parcel must not only establish themselves as vibrant architecture - with unique qualities, attractive form and massing - but they should contribute to and resonate with the rich cultural history and architectural character of the surrounding context. Clearly, Moore Square South presents an interesting set of challenges posed by the context established by the City Market buildings; however, in the same manner, we regard the city land in Moore Square East as complimentary to - most notably - the church on South Person Street.

We are guided by the following design principles:

1. Build upon existing buildings and open spaces
2. Create robust mix of uses
3. Plan and design a connective, porous, park-like neighborhood
4. Create a welcoming neighborhood destination that draws population through and across Moore Square from downtown.

BLDG A

Building A sits between a new private access road which addresses a fully paved plaza-like condition envisioned to be tree-lined, accommodates appropriate scale for appropriate ingress/egress, while a road width prioritizes the pedestrian and provides a direct connection to Moore Square. The residential “bridge” was inspired by our visit to Smoky Hollow and collaboration with J.Davis, which offers a dynamic & visual architectural element from the streetscape. We think of this element will act as an architectural gateway to the mixed-use development and further strengthen the architectural cohesion across the neighborhood of buildings we propose. In addition, we have introduced a private road that bisects the Moore Square East block creating a direct visual connection to Moore Square

Park integrating a woonerf condition similar to the private access at Smoky Hollow and various projects the development team has constructed, which integrates pavers into the roadbed so that it acts and feels more like a pedestrian “plaza” while also providing internal access to the parking decks situated within the steep grade the site offers. We believe the streetscape to be a vital component to the success of the projects placemaking, while offering unique ways to think about project infrastructure needs that do not infringe on the human experience but can be additive and flexible component for future events that add to the vibrant offerings, we envision to take place on the east parcel “plaza” road.

BLDG B

Building B fronts Moore Square Park on south Person Street and will be a contextual neighbor to the park, we purposely stepped the massing back to make the S. Person St. elevation feel as if it were appropriate in scale to its adjacent neighbor the chapel, and as a pavilion-like structure that addresses the park while offering retail at its ground floor and a rooftop amenity for its residences. Our material palette of masonry, industrial metals, and exterior wood offer a variety and warm tonality in the material palette along with patterning created by the window fenestration and rhythm which will contribute to the architectural interest and harmony which will serve as a backdrop to the streetscape. The tallest portion of the 7-story massing sets back to minimize shadows cast on the park. The building’s base is activated by 7,500 square feet of ground floor retail uniquely sized for a local experiential food and beverage concept, which will animate the streetscape along South Person Street with a mixture of uses and energy. Strong volumetric composition and a sense of play and movement along the Bloodworth facade create a contemporary appearance and vibrant urban character.

SOUTH SITE

The South site building is situated next to City Market with a unique and thoughtful ground floor complete with “paseos” and courtyards that seek to stitch together this new residential asset to the wonderful and unique vibrance of City Market’s beautifully brick-lined streets. The Blake Street side will add to the pedestrian experience and urban activation connecting the existing historic Esso building as a unique amenity which can remain flexible as an 800 square foot, multi-purpose space for local community uses or as a food and beverage incubator for local chefs and entrepreneurs complete with a flexible courtyard adjacent for outdoor seating and or flexible programming. The streetscape retail and flexible courtyards will reinforce prioritizing the pedestrian experience, local native plantings, and stormwater management, in order to unify the district’s public realm further stitching Moore Square and City Market. The building volume varies in scale, respecting City Market to the west and the commercial establishments along Blake Street. The building reflects material and detail cues, including deep overhangs, from nearby industrial architecture. Our ongoing successful discussions with the owner of City Market have enabled us to re-think our ground floor plan, incorporating more retail and larger courtyard expanse with a shared back-of-house amenity to share across both properties’ retail tenants. In addition, we envision our coordinated courtyard spaces will enable a seamless pedestrian flow from Moore Square Park through City Market & Moore Square South. This ground floor connectivity and amiable coordination between ownership will offer a unique programming opportunity across both properties which will benefit the district to draw more foot traffic and hold unique programming for the retailers and residents alike.





MOORE SQUARE

BLDG B (7F)
RESIDENTIAL
TOTAL 70 UNITS
5 RESIDENTIAL LEVELS
2 PARKING LEVELS

BLDG A2 (7F)
RESIDENTIAL
TOTAL 95 UNITS
5 RESIDENTIAL LEVELS
2 PARKING LEVEL

S PERSON ST

RETAIL
7,500 GSF

PODIUM

7F
6F
5F
4F
3F
2F

E HARGETT ST

PODIUM

7F
6F
5F
4F
3F
2F

PARKING EXIT
E MARTIN ST

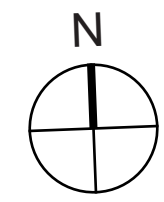
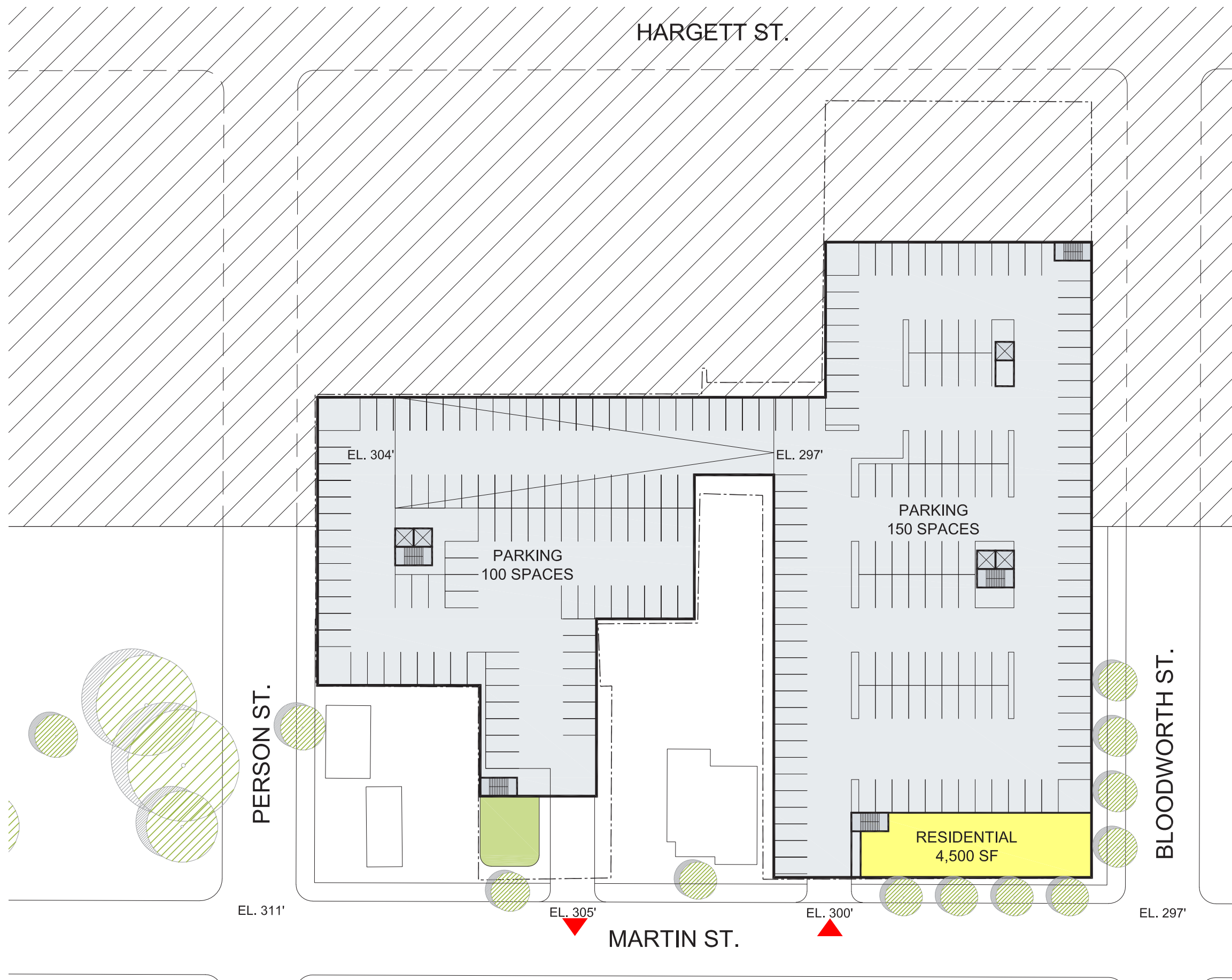
BLDG A1 (7F)
RESIDENTIAL
TOTAL 130 UNITS
5 RESIDENTIAL LEVELS
2 PARKING LEVEL

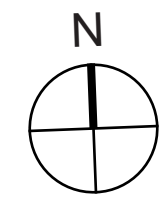
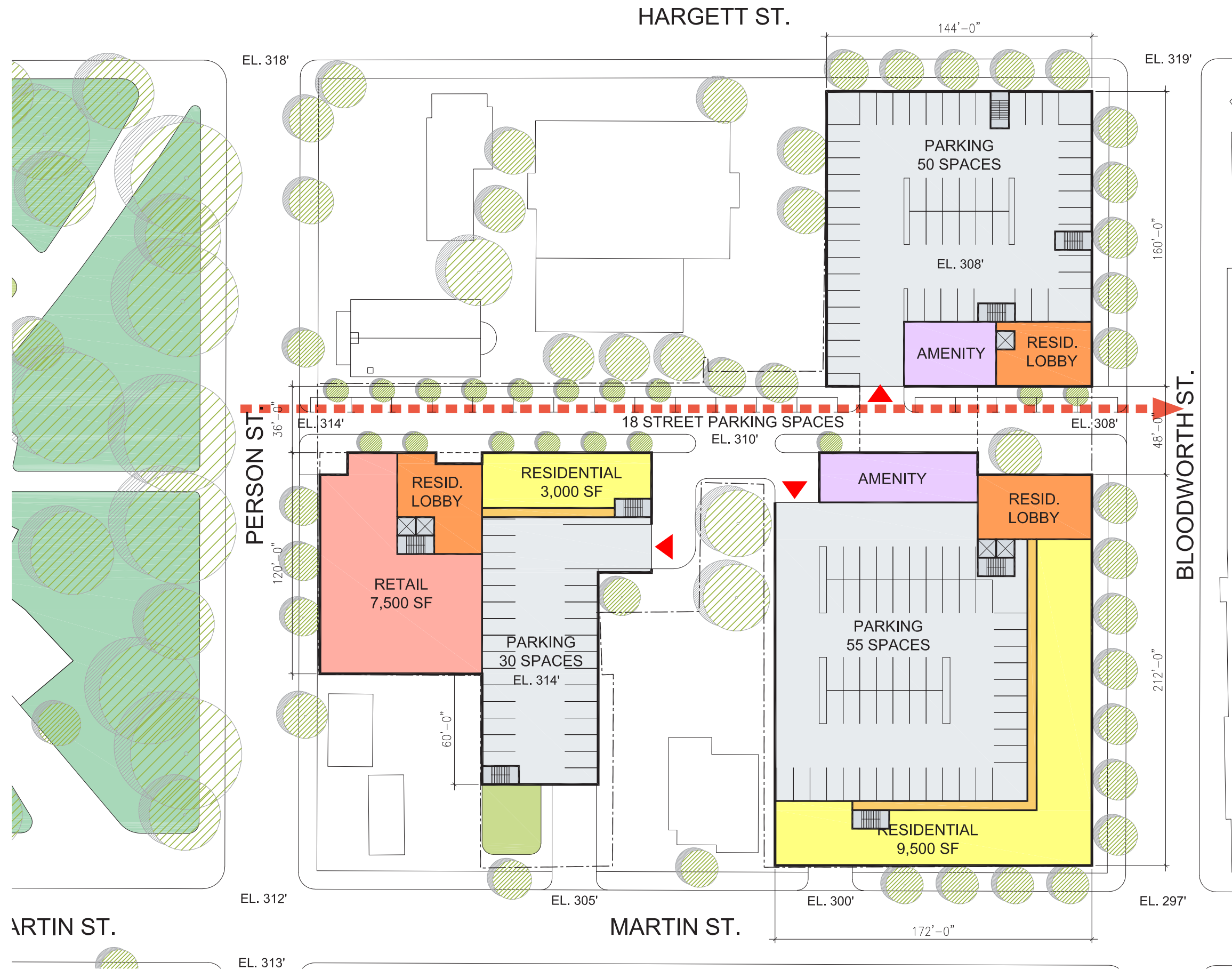
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PARKING ENTRANCE

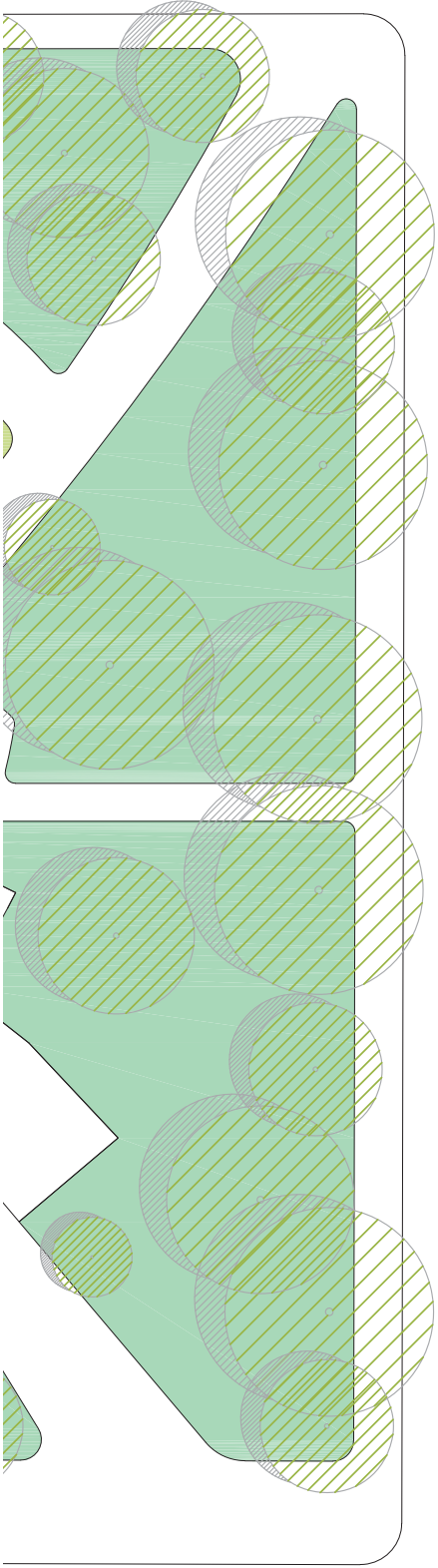
6F
5F
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3F
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SUMMARY	
BUILDING A	
225 RESIDENTIAL UNITS PROVIDED	
255 PARKING SPACES PROVIDED	
225 PARKING SPACES REQUIRED	
BUILDING B	
70 RESIDENTIAL UNITS PROVIDED	
+7,500 GSF RETAIL	
130 PARKING SPACES PROVIDED	
93 PARKING SPACES REQUIRED	

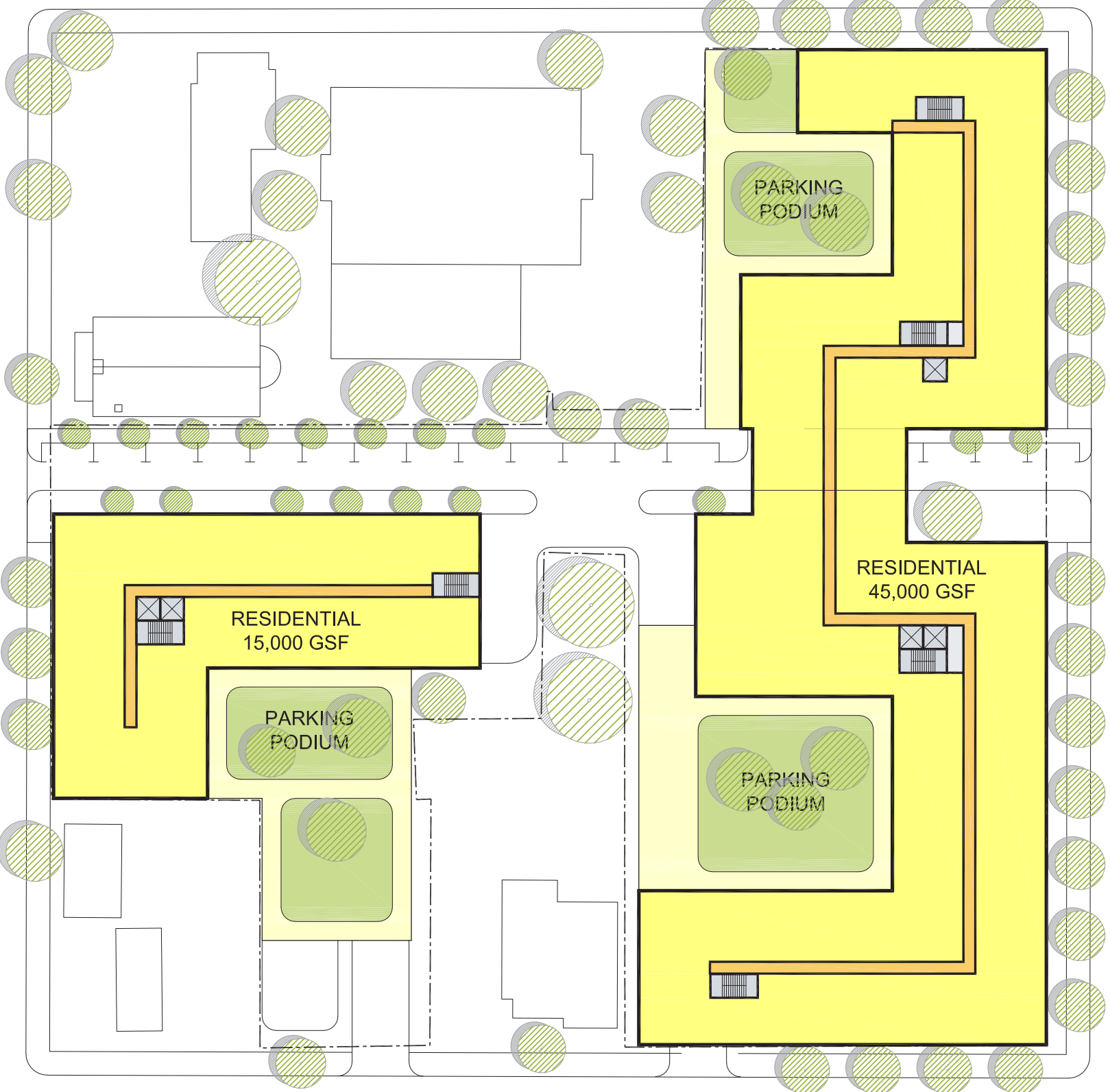




HARGETT ST.



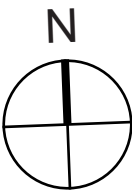
PERSON ST.

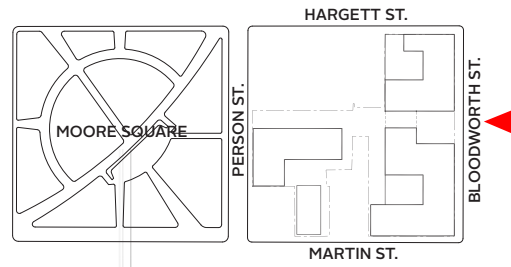


BLOODWORTH ST.

MARTIN ST.

MARTIN ST.

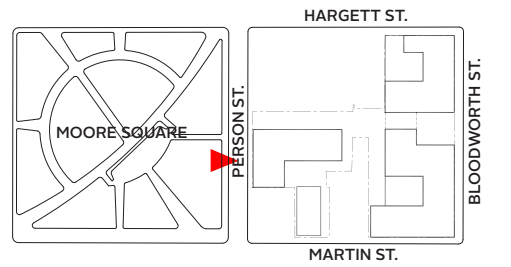




MARTIN ST.

HARGETT ST.

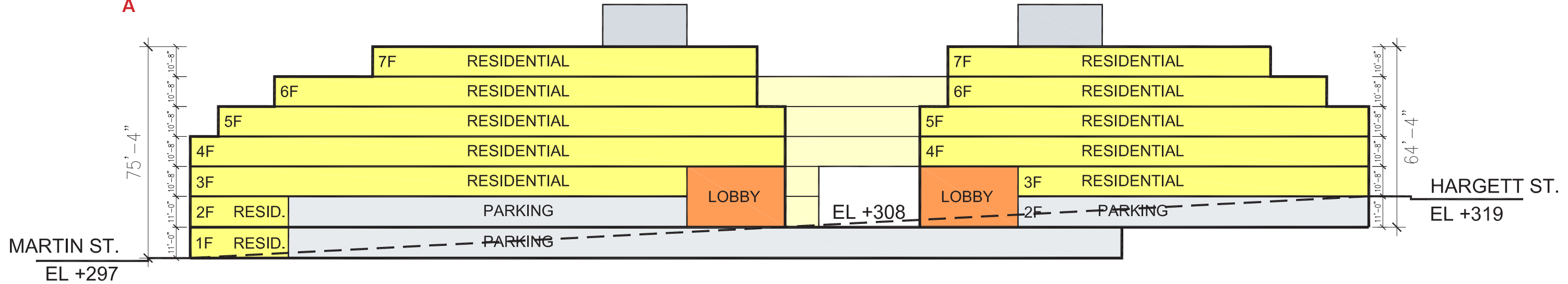
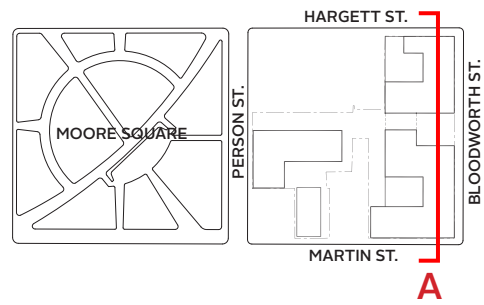
BLOODWORTH ST ELEVATION (LOOKING WEST)



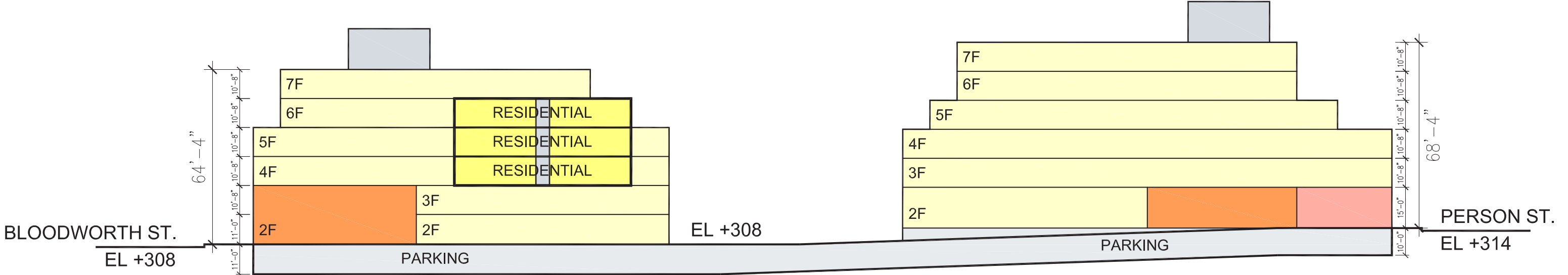
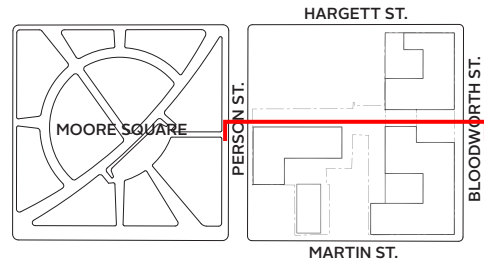
HARGETT ST.

MARTIN ST.

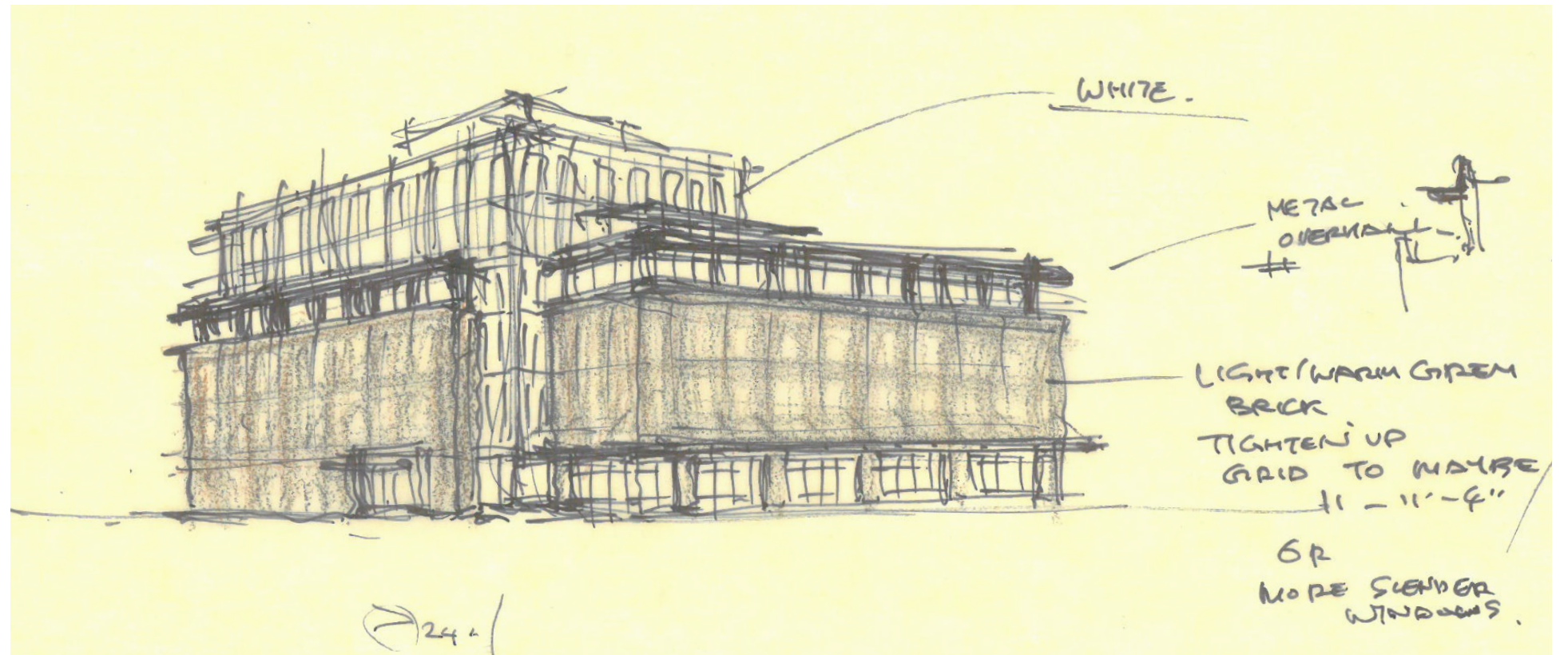
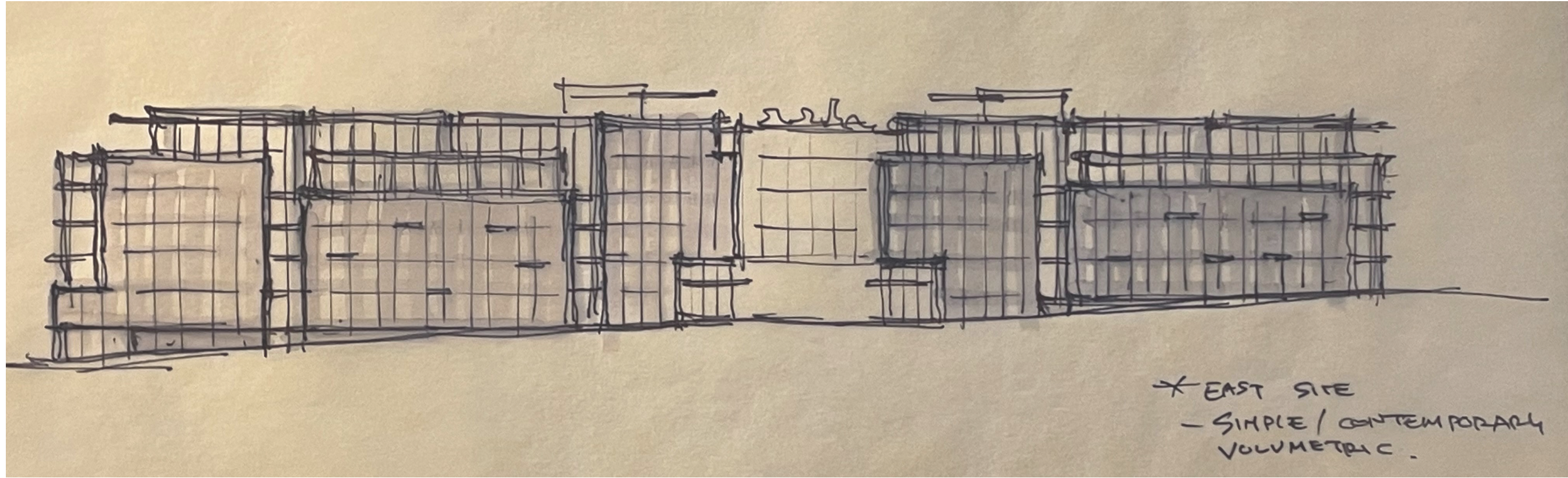
PERSON ST ELEVATION (LOOKING EAST)



SECTION A



SECTION B









BLDG C (6F)
RESIDENTIAL
TOTAL 108 UNITS
5 RESIDENTIAL LEVELS
1 PARKING LEVEL

PODIUM

RETAIL
3,700 GSF

RETAIL
4,300 GSF

ESSO
880 GSF

CITY
MARKET

SUMMARY
BASE SCHEME (6F)
108 RESIDENTIAL UNITS PROVIDED
+ 8,880 GSF RETAIL
35 PARKING SPACES PROVIDED
135 PARKING SPACES REQUIRED

MOORE SQUARE

AXONOMETRIC VIEW



POTENTIAL HIGH-RISE SCHEME (12F)
RESIDENTIAL
TOTAL 195 UNITS
11 RESIDENTIAL LEVELS
1 PARKING LEVEL

ESSEO
880 GSF

RETAIL
3,700 GSF

RETAIL
4,300 GSF

CITY
MARKET

BLAKE ST

E DAVIE ST

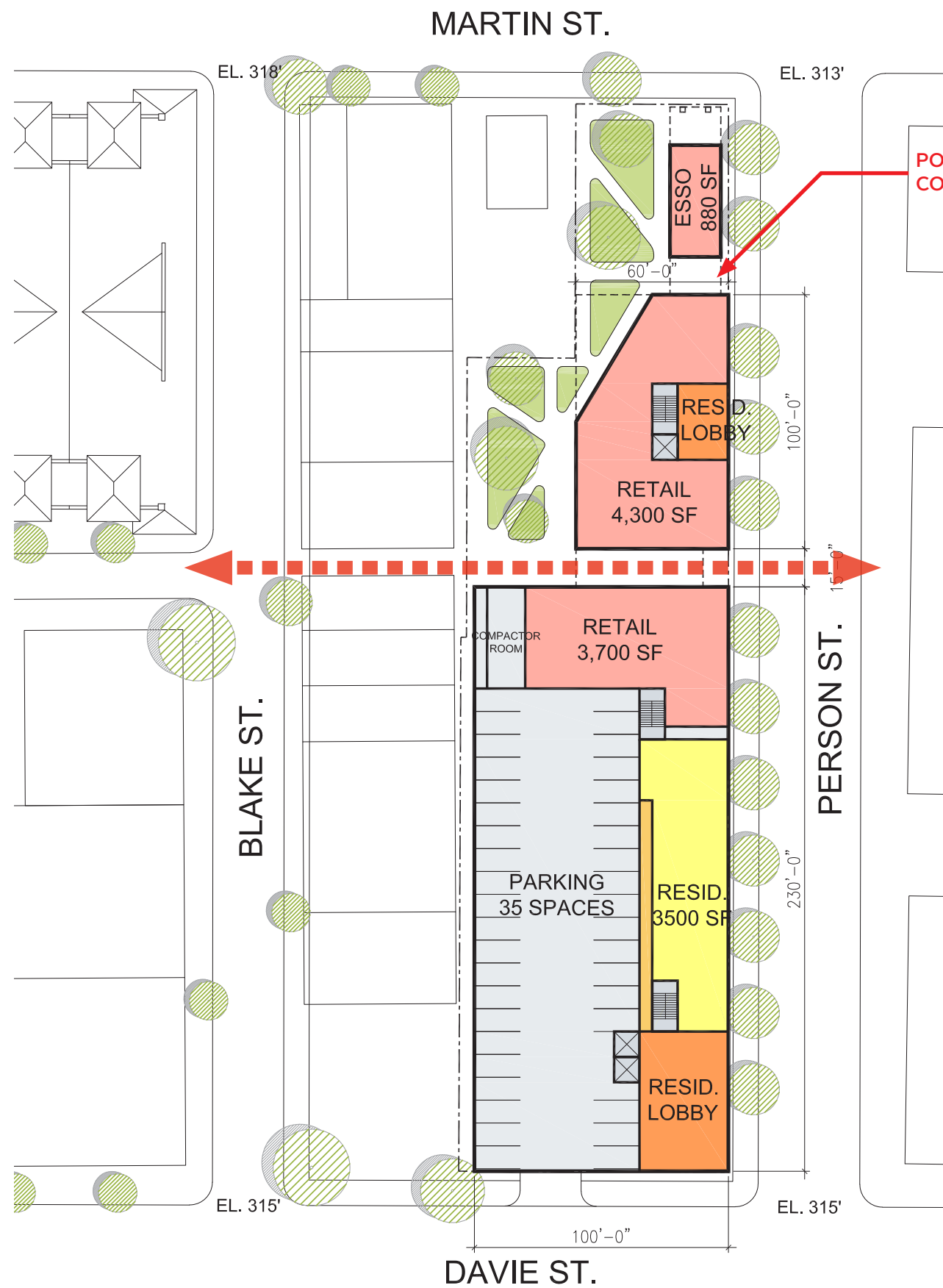
S PERSON ST

E MARTIN ST

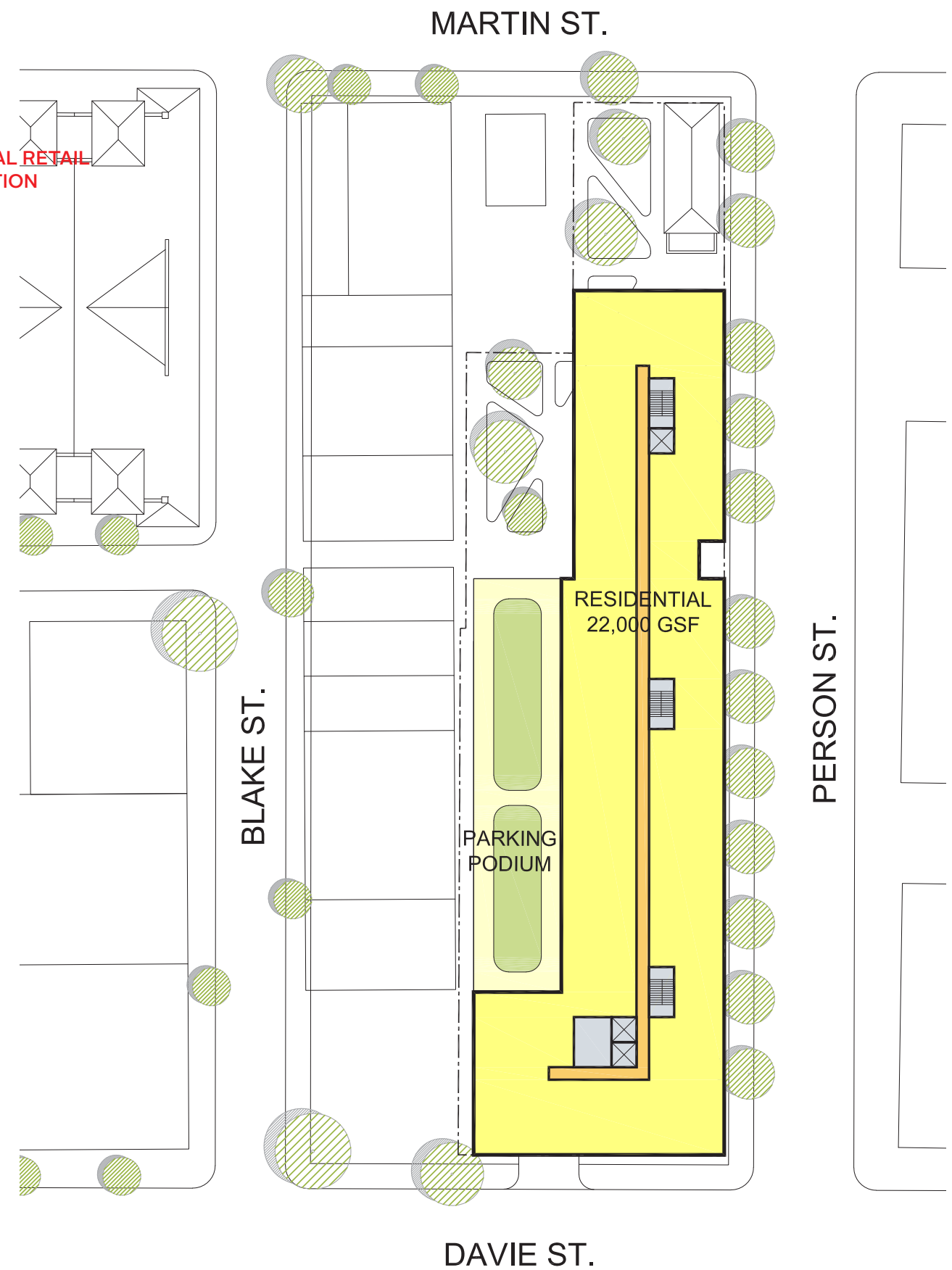
MOORE SQUARE

SUMMARY
POTENTIAL HIGH-RISE SCHEME (12F)
195 RESIDENTIAL UNITS PROVIDED
+ 8,880 GSF RETAIL
35 PARKING SPACES PROVIDED
222 PARKING SPACES REQUIRED

AXONOMETRIC VIEW

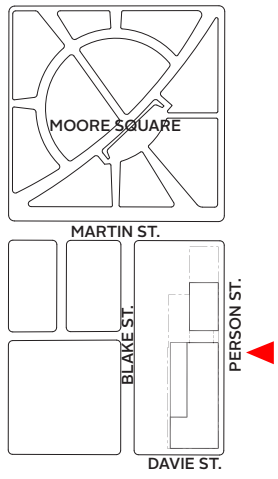


GROUND LEVEL PLAN



TYP. RESIDENTIAL PLAN



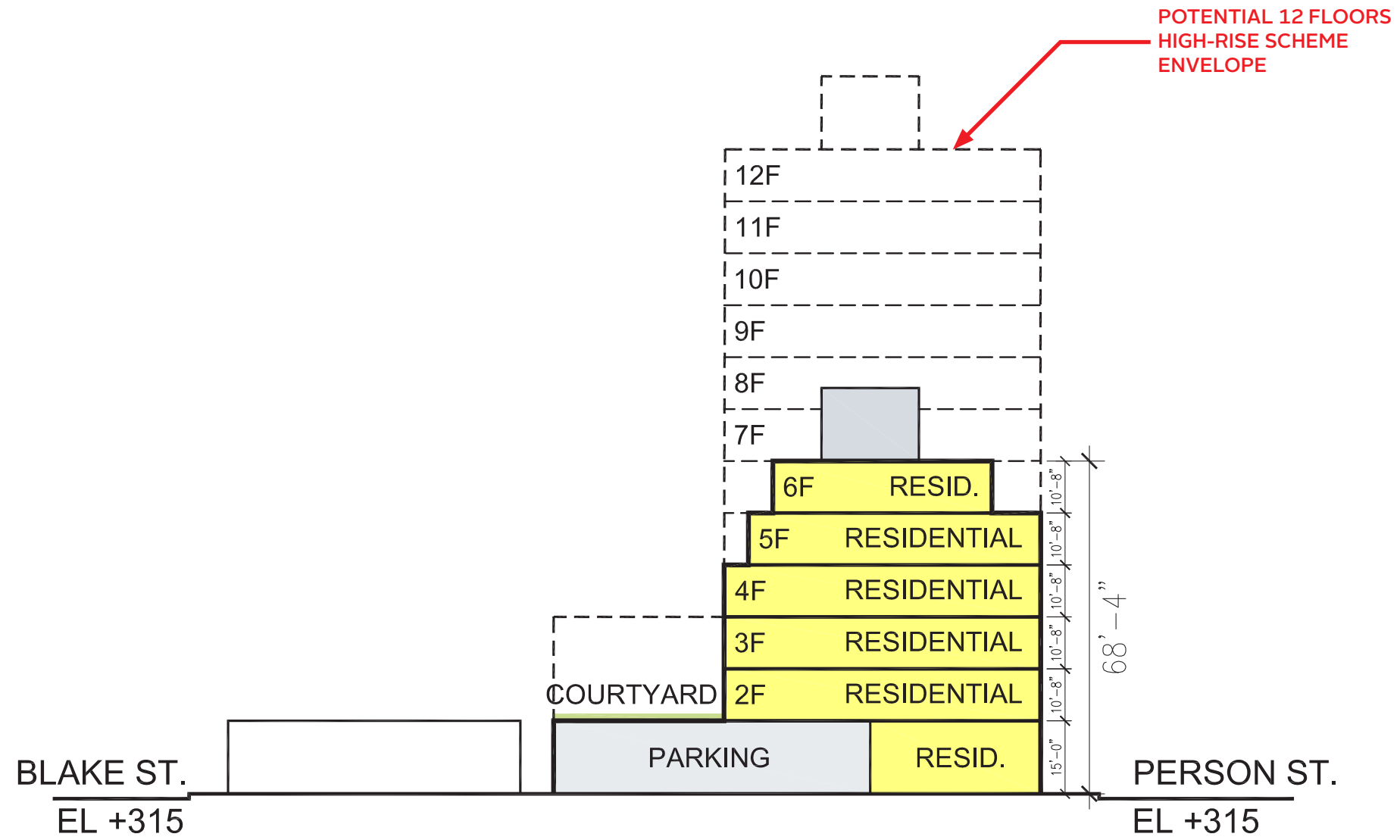
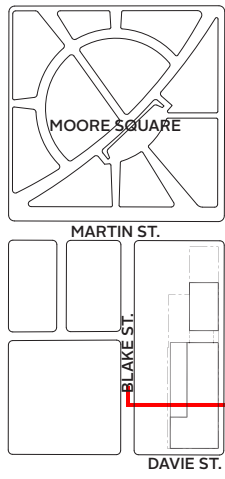


DAVIE ST.

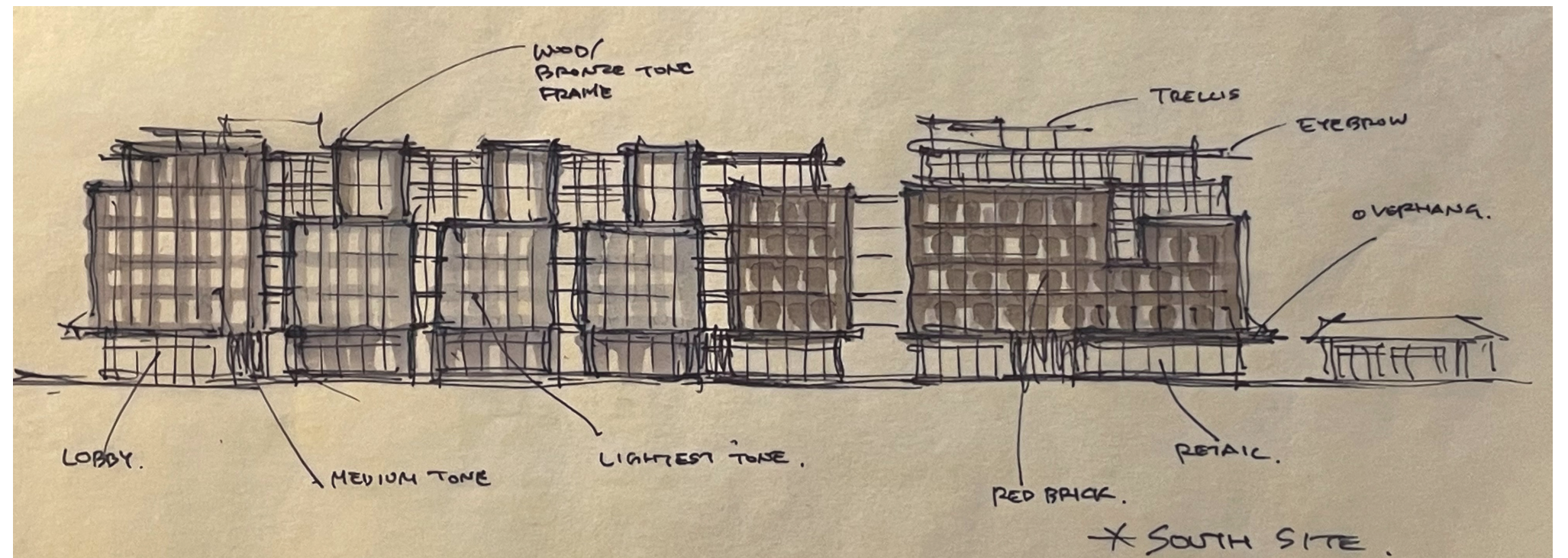
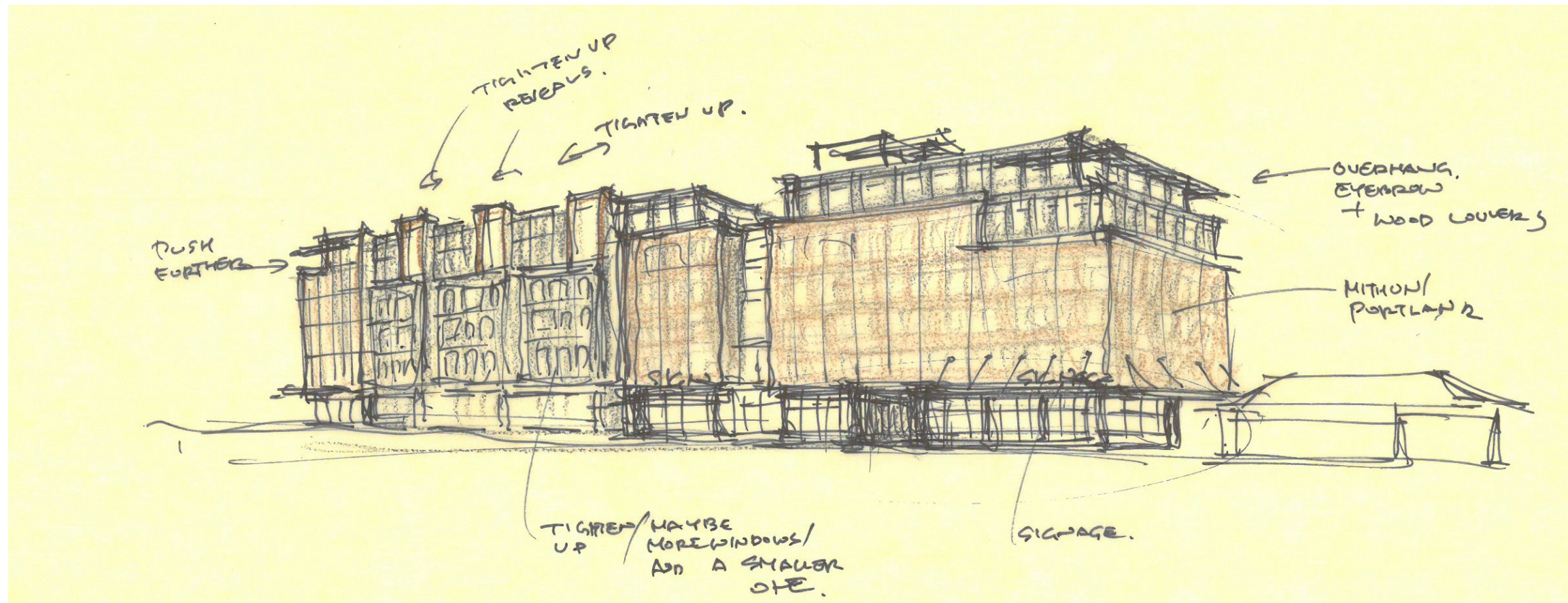
MARTIN ST.

MOORE SQUARE

PERSON ST ELEVATION (LOOKING WEST)



SECTION C







TAB 5:

CONSTRUCTION & OPERATION

CONSTRUCTION & OPERATION

LMXD and Weller anticipate a third-party General Contractor being integrated into the team and have had dialogues with Clancy & Theys Contractors a local and knowledgeable general contractor with a track record of well-executed and completed projects at the top of the market. LMXD may also leverage L+M Builders Group, the long-standing construction affiliate of L+M Development and Weller Developments team of in-house construction managers to facilitate day-to-day construction management, payment processes, construction schedule, and mitigation of construction and schedule risks typical to the construction process. We have found that integrating our construction managers into the process both early in pre-development and in development, we have been able to report out quality metrics required by institutional lenders such as Goldman Sachs and have kept the complexities of administering construction to remain on schedule and under budget for projects which are transformational in nature, require public/private partnership, close coordination with varying city departments, and exist under tight confines or adjacencies such as Moore Square and its neighboring parcels.

Although the subdivision of the parcels in the master plan seek to create a unified human scale prioritizing the pedestrian experience, we envision the proposed architecture to be primarily a 5 over concrete podium product framed in wood framing. The building footprints themselves are flexible in nature and utilize the best-in-class sizing to create a flexible proportion to scale up vertically should the market and need arise during development. We estimate that the project will be completed in 2 phases, with the East Parcel going first upon award undergoing a 12-month design schedule followed by a 22-month construction schedule relevant to the 5 over podium construction being proposed. Upon completion we expect an 18-month stabilization period for the apartments to fully lease in order to begin future phases of design and construction.

SUPPLIER DIVERSITY

Our team believes that the meaningful involvement of diverse suppliers— large or small businesses in construction or professional services—in all aspects of the Moore Square East and South redevelopment is integral to its success. Diversity efforts are focused on small, women- and minority-owned businesses. These minority businesses form the backbone of Raleigh’s economy. They are crucial to economic growth and have the potential to put money back into communities, create jobs and diversify goods and services.

Our team will use diligent efforts for its commitment to achieving overall contracting at goals agreed to by the City of Raleigh for minority-owned business (MBE) and women-owned business (WBE) participation.

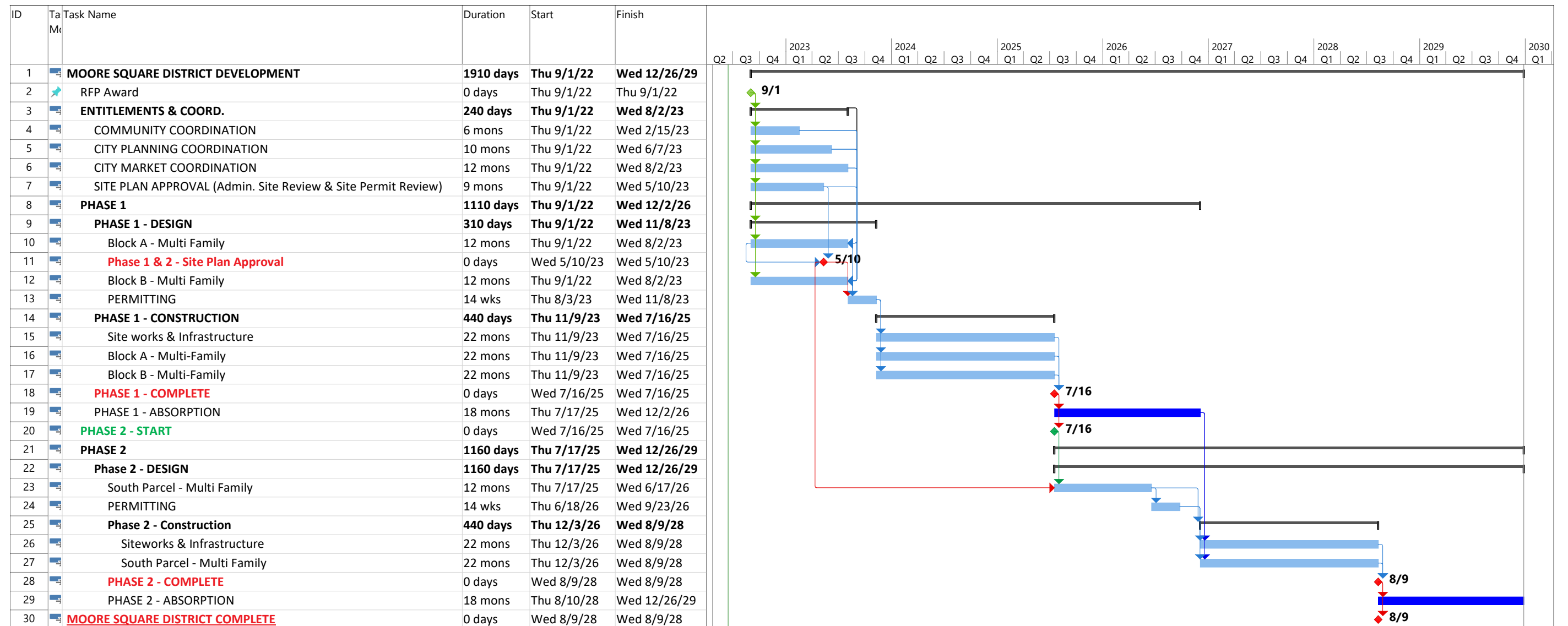
LOCAL COLLABORATION

If selected, we would anticipate integrating a not-for-profit partner, which may be an affiliate of DHIC or another organization, in an effort to satisfy the requirements of North Carolina's tax exemption for affordable housing. While DHIC is participating in a competitor's response to this RFP, we fully appreciate their status as the preeminent provider in this area. Despite this, we also remain open to working with alternative groups to satisfy the requirement.

In further pursuit of maximizing community inclusion, our team will collaborate with Downtown Raleigh Alliance to dedicate space to local entrepreneurial retail and focus on Diversity, Equity, and Inclusion, and business incubation opportunities in the overall program. Downtown Raleigh Alliance has an exemplary track record of fostering economic opportunity and activation in its jurisdiction and we have discussed what spaces in our plans have potential for a future partnership.



Moore Square Development Schedule



Project: MOORE SQUARE_GAN Date: Wed 6/15/22	Task		Project Summary		Manual Task		Start-only		Finish-only		External Tasks		External Milestone	
	Split		Inactive Task		Duration-only		Manual Summary Rollup		Manual Progress		Deadline		Progress	
	Milestone		Inactive Milestone		Manual Summary		External Milestone		Manual Progress		Deadline		Progress	
	Summary		Inactive Summary		Manual Summary		External Milestone		Manual Progress		Deadline		Progress	

PROJECT FINANCING

We are excited by the challenge and opportunity presented by this solicitation and especially by its goal to encourage innovative affordable housing development at Moore Square. In this section, we will review our land valuation methodology and present options for financing executions.

Our Approach to Land Value

The appraisal and the implied land value are not 100% aligned, since the appraisal tracks a per square foot of land area without discount for the affordability. Further, we question the appraiser's methodology to focus purely on land transactions, since the lot square foot assumes all lot area is the same. For example, the appraiser appears to give the same value to Esso station without consideration for its preservation.

Our process starts with looking at pricing for a 100% market execution deal, and then deducting site-specific costs. Based on our proforma we get to approximately \$40k/ unit, which is supported by recent sales data outlined in Appendix A. We would further reduce that by the site-specific costs included in the table below.

NET LAND PRICE				
	Total Dollars	MSE Per Unit ⁽¹⁾	MSS Per Unit ⁽¹⁾	Total Per Unit
Gross Price for Moore Square East	10,749,132	36,438	-	-
Gross Price for Moore Square South	9,976,233	-	92,373	-
Less: Replacement cost for deficient MSS parking ⁽²⁾	(2,774,000)	-	(25,685)	-
Less: MSE extraordinary costs	(1,000,000)	(3,390)	-	-
Consolidated Gross Price	16,951,365	33,048	66,687	42,063
Less: Contributions for Land in 4% Transaction ⁽³⁾	(4,206,294)	(14,259)	-	-
Net Land Price to City	\$12,745,071	\$18,789	\$66,687	\$31,625
<i>Land Value Payment to City Per LSF</i>	<i>\$84.81</i>			

Notes:

⁽¹⁾ Moore Square East ("MSE") and Moore Square South ("MSS")

⁽²⁾ Replacement cost of parking based on 73 spaces at \$38K/space. Team would collaboratively pursue alternate parking options with City to eliminate land price reduction.

⁽³⁾ 100 units averaging 58% AMI

The above table accounts for projected adjustments for affordable housing, based on current proforma assumptions. Theoretically, these adjustments could be toggled up and down based on the desired number of affordable units and the affordability level of each of those units. In our table, we show the effect on the land value with including 100 units of affordable housing at an average of approximately 58% of the applicable AMI. We did not model the use of housing trust fund or home dollars as subsidy for the proposed affordable housing. If of interest to the city, we would look at doing so to mitigate reductions to land compensation to the city required.

Our Approach to Mixed-Income

We see a mixed-income approach as achieving a financial return as well as a significant qualitative return by assuring low- and moderate-income households better outcomes. These outcomes are secured for these households by being co-located with market-rate households; in such buildings, economic incentives for owners to attract and retain market-rate tenants accrete benefit to these buildings' affordable population. Practically speaking, additional benefits come from the integration of affordable housing into a single building with the market-rate. As per the appendix of the RFP, "shared infrastructure between the market-rate and affordable buildings (such as parking and elevators) could reduce the cost basis of the affordable units."

While we are willing to consider if it is the City's preference, we do not anticipate that affordable units on an independent parcel of land is Raleigh's preferred outcome, though we understand it has been the model employed in the local market. With successful implementation here, we would anticipate that our model would establish in Raleigh a replicable template for city-wide as well as statewide implementation.

Project funding sources

To affect a mixed-income community in a new way on Moore Square East per the RFP, we integrate the use of a mortgage funded by both tax-exempt bonds and/or a taxable loan, the proceeds from the sale of 4% low-income housing tax credits, and traditional cash equity. Greater detail on each source follows below:

- The mortgage funded by tax-exempt bonds via NC HFA would be a source of construction and permanent financing and sized to meet the 50% test on the portion of the property that would be eligible for the tax credits.
- The taxable mortgage would be supported by the Project's net operating income and would be sized by a conventional lender who may rely on Freddie Mac or Fannie as a takeout source.
- A portion of the tax credit proceeds would be advanced during construction and the balance would be available to pay down the construction loan and/or be a source of permanent financing.
- Cash equity from the co-developers and/or funds under management would act as the source of gap financing. As indicated by the letter of support, LMXD (as well as Weller) have an existing relationship with Goldman Sachs who has been a part of mixed-income transactions relying on structure outlined above.
- Though we have used new market tax credits as a funding source frequently in transactions, our initial proforma does not. If we get to a place in the transaction where that source could be included (i.e., a tenant could be deemed attractive to a new market tax credit allocator), we would include without adjustment to the purchase price to the city.

The low- and moderate-income component of the Project would be treated as a 100% percent affordable project consolidating cash flow and depreciation to that premises. The consolidation would be done via a long-term lease (sufficient for federal tax transfer) or condo separation, and the leased premises or low-income condo unit would be co-owned by

a not-for-profit entity as permitted by the state statute. As indicated above, we are open to collaboration with not for profits in the community, including DHIC or others locally who are less conspicuously a part of the affordable housing market.

We would plan to bundle the above sources with potential Brownfield Tax Credits (“BTCs”), for which we anticipate Moore Square East to be eligible. In our initial concept, we are suggesting a land value, which could be increased by the BTCs if eligible. Stated otherwise, we did not account for the BTC benefits in the first iteration, but would expect to share additional cash flow split such that 25% is paid as additional compensation to the City.

We would confirm that the funding contemplated for Moore Square South would be conventional debt and equity using funds under management, unless we were able to integrate a mixed-income execution without a demonstrable decrease in upfront or ongoing compensation to the city

Revenue assumptions:

Our proposal assumes in any case that we are able to exercise an income averaging election and would include 30% - 80% AMI units. As indicated elsewhere in this response, we have previously financed projects, including Sursum Corda in DC, with this election exercised. By anticipating the blending to 58% and not 60%, we’ve included a band of affordability to assure that the underwriting leaves room for the practical realities of qualifying households for affordable units. Finally, we want to make clear that inclusion of the affordable housing at the lower tiers in this fashion would be done without adjustment to the purchase price.

If of interest, we would implement a plan to deed restrict some slice of the market-rate units such that they are not subject to rent growth over time; with that deed restriction, we would constrain the units to a workforce housing rent (i.e. 120 percent of AMI). The value of these units would be a preservation of opportunities over time as the local area continues to flourish. If implemented, we would not reduce purchase price to the city by the per-unit value calculated above in this document.

Competitive (i.e. 9%) Credit Option

We believe that the development of both Moore Square East and South should be linked since together they meaningfully contribute to the definition of a district. Moreover, they provide for flexibility and more efficient use of resources. For instance, in our current conception, we anticipate Moore Square South to be less dense, but more substantively residential. The parking the market might require for the residential and/or City Market would be satisfied offsite at Moore Square East.

The result is that a more efficient 9% LIHCs deal is feasible given the limitations imposed by the NC HFA QAP, including cost constraints and project-specific maximum allocation. Indeed, with the discretionary basis boost permitted by the Qualified Allocation Plan mainly offsetting the more deeply affordable apartments (i.e. 30% of AMI), this would be more on par with a land value of a 100% market-rate deal.

We completed a proforma for the 9% mixed-income execution on Moore Square South though the RFP does not ask for (or require) affordable housing on that parcel. Since the implied land value per market-rate unit leveraging the 9% credits is higher, we would use some of that to cover a “payment in lieu of parking” to subsidize the additional parking created on the larger Moore Square East footprint.

We acknowledge that elements of the NC HFA QAP may make this option difficult to implement, but we wanted to mention since this execution is supported in other markets. Certainly, the 9% allocation is a competitive subsidy and the process would be a joint effort to persuade NC HFA to allocate to a mixed-income execution, which may not comply with all of the Qualified Allocation Plan requirements.

APPENDIX A – LAND SALE COMPS IN DOWNTOWN RALEIGH SUBMARKET

#	Property Name	Acreage	Proposed Units	Price	Price per Acre	Price per Unit
1	The LongView	0.95	TBD	\$10,350,000	\$10,940,803	TBD
2	521 South Wilmington St	1.45	TBD	\$12,000,000	\$8,275,862	TBD
3	Solis Cameron Hills	9.25	315	\$16,750,000	\$1,810,811	\$53,175
4	Salisbury Square	4.90	817	\$36,042,500	\$7,355,612	\$44,116
5	City Gateway	2.01	288	\$8,700,000	\$4,328,358	\$30,208
6	Tidal Apartments	1.30	529	\$24,800,000	\$19,047,619	\$46,881
7	865 Morgan	3.09	401	\$16,140,000	\$5,223,301	\$40,249
8	Platform	5.89	430	\$19,585,000	\$3,325,071	\$45,547
9	Trophy Tower	1.32	297	\$4,200,000	\$3,181,818	\$14,141
Averages		3.35	440	\$16,507,500	\$7,054,362	\$39,188



June 17, 2022

LMXD Management LLC
1865 Palmer Avenue, Floor 2
Larchmont, NY 10538

Weller Development Company
101 W Dickman St, Suite 200
Baltimore, MD 21230

Attn: Mr. Jonathan Cortell and Mr. Jeff Baker

Re: The City of Raleigh, Moore Square Request for Proposals

Dear Mr. Cortell and Mr. Baker:

We write in support of LMXD Management LLC's ("LMXD") and Weller Development Company's ("WDC") response to the Request for Proposals ("RFP") issued by the City of Raleigh, North Carolina ("Raleigh" or the "City") in connection with the proposed redevelopment of two City-owned sites located at 215 S. Person St. Raleigh NC, and 225 E. Davie St. Raleigh, NC ("Moore Square") into a mixed-use, mixed-income site with a focus on providing affordable housing and creating economic opportunities for the community (the "Project"). We believe that the Project will have a positive impact on the surrounding communities and Raleigh more broadly and is consistent with the objectives of the Urban Investment Group ("UIG"). This letter is being provided to demonstrate the interest of UIG to provide financing to the Project.

Established in 2001, UIG is a business unit within Goldman Sachs ("GS"). UIG deploys GS' capital by making investments and loans that benefit urban communities. Through its comprehensive community development platform, UIG is a catalyst in the revitalization of underserved neighborhoods. As the firm's impact investing business, UIG deploys capital to address critical social and civic challenges and catalyze economic opportunity for all. Since its inception in 2001, UIG has committed over \$12.1 billion in loan and investment capital to revitalize and rebuild the urban fabric in underserved neighborhoods, including through affordable housing, small business lending and quality educational and healthcare facilities. To date, UIG has financed the creation and preservation of over 44,200 housing units - the majority of which are affordable to low-, moderate- and middle-income families - as well as over 2.8 million square feet of community facility space and over 11.6 million square feet of office, retail and industrial space. UIG also has a longstanding commitment to supporting entrepreneurs in underserved areas, deploying over \$1.6 billion to facilitate loans to more than 37,000 small businesses across all 50 states. Furthermore, UIG has experience financing large, mixed-use neighborhood redevelopments. UIG's investments and financings are driven by our commitment to revitalize and rebuild the urban fabric in underserved neighborhoods; we believe the Project is consistent with UIG's platform.

Notwithstanding any terms in this letter to the contrary, this letter is not a binding commitment of GS to make an investment, provide financing or enter into any other transaction. Any investment, financing or other transaction with L&M or WDC would be based on GS' investment and financing needs and market conditions at the time of a transaction and would be subject to internal investment committee approval and any necessary regulatory approvals. In addition, any investment or financing provided by GS would be



conditioned upon completion of underwriting, due diligence, and definitive legal documentation that includes detailed terms for the transaction.

We are providing this letter with the understanding that you shall not, and you are not authorized to, disclose either its existence or any of its terms or substance except to your legal, accounting and financial advisors who are directly involved with this matter and are advised of its confidential nature and agree similarly to maintain it as confidential, except to the extent the same are disclosed by us or as otherwise required by law. Notwithstanding the foregoing, we hereby authorize you to disclose this letter to the City of Raleigh, North Carolina, solely in connection with your response to the RFP.

Please keep me informed about the RFP process and let me know if there is additional information we can provide. I can be reached at 646-446-0240.

Sincerely,

A handwritten signature in brown ink, appearing to read "Daniel Alger".

Daniel Alger
Managing Director
Goldman Sachs Urban Investment Group

