



December 7, 2021

City of Ann Arbor
Ann Arbor Housing Commission
2000 S. Industrial Hwy
Ann Arbor, MI 48104

Dear Selection Committee:

It is our honor to submit our proposal to the request for proposal for affordable housing development services for 121 E Catherine Street. After careful review of the request for proposal, the community engagement reports, the site and the surrounding neighborhood, we are pleased to present our concept, qualifications and partnership proposal.

Over the last several years, we have been active in seeking to develop affordable housing in the city of Ann Arbor. Through this pursuit, we have gained unique knowledge of the city's housing needs, and become very familiar with the planning and building department processes of the city. In the last month, we broke ground on our Lockwood of Ann Arbor mixed-income, senior community on Ellsworth and look forward to continued opportunity to address the affordable housing shortage in Ann Arbor.

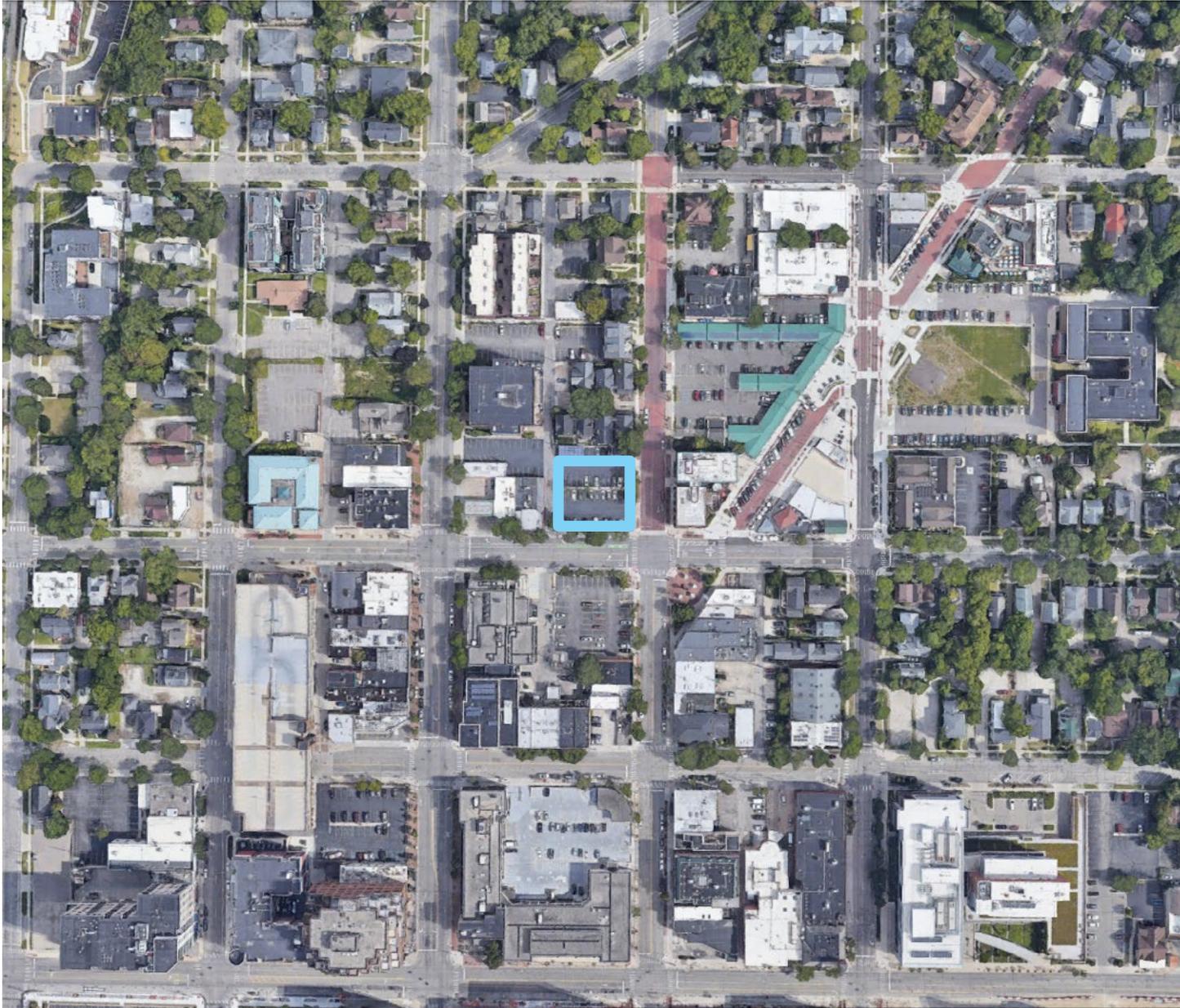
Lockwood is a Michigan-based, family-owned and operated full-service real estate firm with an over 35 year track record of excellence in providing affordable housing to Michigan residents. Our experience spans the spectrum of affordable housing programs and financing tools, and we believe we are uniquely positioned to add value as a great partner to the Ann Arbor Housing Commission.

Sincerely,

A handwritten signature in blue ink, appearing to read 'm lockwood', with a large, stylized flourish at the end.

Mark Lockwood
President and CEO, Lockwood Companies

27777 Franklin Rd, Suite 1410
Southfield, MI 48034-2337
248.203.0991



**121 E Catherine St
Ann Arbor, MI
48104, USA**

**Prepared for:
The Ann Arbor
Housing Commission
December 7th, 2021**

**Lockwood Companies
development@
lockwoodcompanies.com
248 203 0991**

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Lockwood Development Company LLC, is honored to submit this proposal for the 121 E Catherine site.

The Ann Arbor Housing Commission's affordability, placemaking and sustainability goals will warrant a seasoned yet creative development partner. We're excited for the opportunity, responsibilities and challenges of the Co-developer role.

A INTRODUCTION

**THIS PROPOSAL STRIVES TO BE
A SOCIALLY IMPACTFUL,
FINANCIALLY VIABLE &
ENVIRONMENTALLY RESPONSIBLE
DEVELOPMENT STRATEGY FOR
131 E CATHERINE ST
IN ANN ARBOR, MI.**

The Lockwood Companies is committed to happy, healthy, sustainable communities. With a 35 year track record, we have the expertise to do it.

We believe residents from all walks of life deserve safe, quality, affordable housing. This dedication to eliminating housing insecurity across the state of Michigan relies on innovation in design, construction and financing.

Trust and accountability have been the foundation for the longstanding relationships we've built with both our public and private partners. We're proud of our vast work to-date but even more excited for the challenges that lie ahead.

COMPLETENESS CHECKLIST

Lockwood Development Company LLC, is honored to submit this proposal for the 121 E Catherine site.

The Ann Arbor Housing Commission's affordability, placemaking and sustainability goals will warrant a seasoned yet creative development partner. We're excited for the opportunity, responsibilities and challenges of the Co-developer role.

| FORM 1 | CONTENTS | YES | NO |
|--------|---|-----|----|
| TAB A | DEVELOPMENT INTRODUCTION | | |
| | Form 1 – Completeness Checklist | X | |
| | Respondent's Cover Letter | X | |
| | Project Narrative / Development Summary | X | |
| | List 3 references including at least 1 municipal reference, and 1 financial institution | X | |
| TAB B | PROFESSIONAL EXPERIENCE | | |
| | Co-developer Respondent Description | X | |
| | Development Team Experience and Capacity | X | |
| | Development Plan | X | |
| | Partnership Structure | X | |
| TAB C | FINANCING AND AFFORDABILITY | | |
| | Financing Narrative | X | |
| TAB D | COMMUNITY DEVELOPMENT & TENANT SERVICES | | |
| | Community Space | X | |
| | Tenant Services | X | |
| | Community Engagement | X | |
| TAB E | DESIGN AND PERFORMANCE | | |
| | Design Narrative | X | |
| | Zoning Strategy, Site Planning, and Building Massing | X | |
| | Innovation in Construction, Efficiency, and Sustainability | X | |
| | Green and Sustainable Design | X | |
| TAB F | ATTACHMENTS | | |
| X | Attachment B - Legal Status of Offeror | | |
| X | Attachment C – Non-Discrimination Ordinance Declaration of Compliance Form | | |
| X | Attachment D – Living Wage Declaration of Compliance Form | | |
| X | Attachment E – Vendor Conflict of Interest Disclosure Form | | |

HISTORY

Kerrytown, the neighborhood surrounding 131 E Catherine, was once a hub for Black residents and culture in Ann Arbor. Businesses ranging from shoe shine parlors, barbershops and blues bars once lined the streets. Institutions like the Dunbar Community Center, Second Baptist Church and Jones Elementary School anchored the community.

The 1960s brought a time of decline in the area as crime rose, and many Black-owned businesses shuttered. Into the 1980s, a cohort of new local businesses moved into storefronts, largely disconnected from the area's diverse history.

To further discover and respect the deep history of the site, Lockwood will seek the assistance of African American Cultural & Historical Museum of Washtenaw County. The team will aim to understand and reapply findings in a racially and contextually sensitive way.



Above Left
Downtown, 1950

Above Right
Dunbar Community Center, 1951
420 N 4th Street

Below
Ann Arbor Farmers Market, 1971

MISSION & VISION



Community Snapshot

Ann Arbor and the surrounding region is a beautiful and diverse community, with residents from all walks of life. The 121 E Catherine project aims to respect and grow this already vibrant community.

All resident photographs are property of [Humans of Detroit](#).

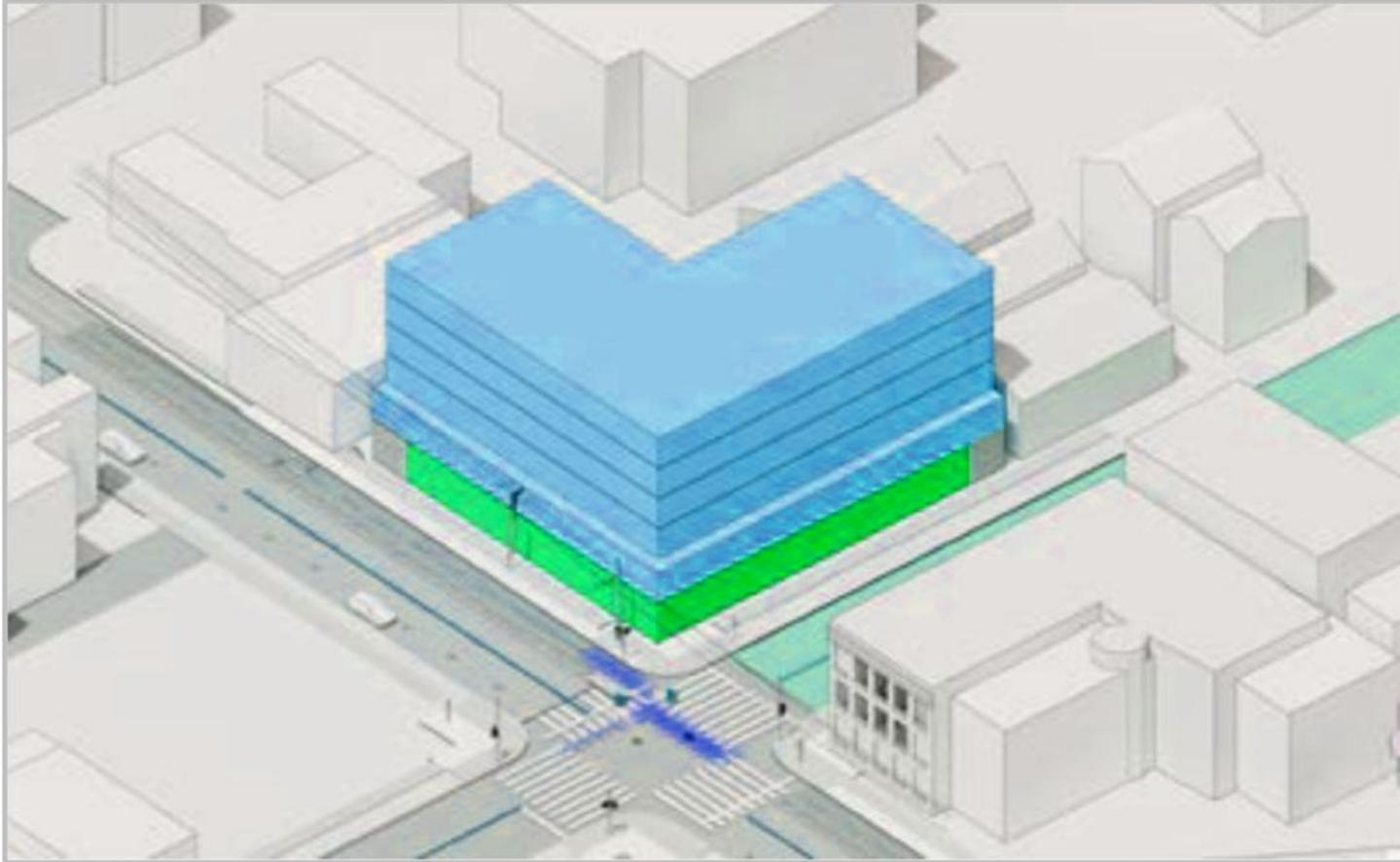
A INTRODUCTION

The project holds a simple ethos; employ development with sensitivity and purpose to better communities.

Modeling the success of incremental development in revitalizing cities across the nation, the planning process utilized a 5-part strategy, based upon goals of accessibility, attainability, sustainability and flexibility.

1. Listen and address the needs of the community
 - Diversity, equity & inclusion
 - Senior & Homeless housing
 - Essential services
2. Build upon the neighborhood's architectural heritage and diverse cultural identity
 - Match existing scale, setbacks, & materials
3. Engineer vibrant, complete streets
 - Reduce auto-dependency
 - Calm traffic
 - Foster walkability & alternate transit
 - Beautify with native landscaping
4. Provide for the neighborhood
 - Affordability & ownership
 - Supportive services
 - Space for local business
5. Practice environmental stewardship
 - Remediate existing conditions
 - Utilize green infrastructure
 - Achieve Net Zero by 2030

OVERVIEW



Site

15,590 SF | .38 Acres

| | |
|-------------------|-----------|
| Residential Units | 60 |
| Commercial Space | 10,000 SF |
| Parking Spaces | 60 |
| Net Rentable | 46,200 SF |
| Gross Area | 65,440 SF |
| Total Budget | \$25.2M |
| Completion | Dec 2025 |

Building Narrative

121 E Catherine Building is a mixed-use building and with sub-grade parking structure at the corner of Catherine & 4th Street, featuring 60 senior housing units with 60 bicycling parking spaces, over top 10,000 square feet of ground floor retail, and parking to accommodate both on-site activities and surrounding neighborhood amenities.

The preliminary design consists of an L-shaped retail and residential block that nests and conceals the requisite parking component. This configuration creates a lively retail and pedestrian-friendly zone that wraps the building with a possible green alley.

A single-story sub-grade structure, in conjunction with limited surface parking nested behind the commercial street frontage achieves a 1:1 ratio of 60 stalls.

To connect the building to adjacent businesses, a green alley or arcade to the East will be explored.

B

PROFESSIONAL QUALIFICATIONS

DEVELOPER PROFILE

The Lockwood Companies has been developing, constructing, rehabilitating and managing affordable housing for over 35 years.

Under the direction of its Chairman, Rodney Lockwood, Jr, the firm has been involved in the production and construction of over 10,000 units of affordable housing across the region.

Lockwood has extensive experience with both Michigan State Housing Development Authority (MSHDA) and US Department of Housing and Urban Development (HUD) loan executions including Project Based Section 8 contracts as well as low-income housing tax credits (LIHTCs).

The teams most recent senior housing projects, Lockwood of Ann Arbor is currently in pre-construction. \$47.2M in new senior housing is also planned in nearby South Lyon.



Left
Rodney M. Lockwood Sr. (left)
Founder

Middle
Rodney M. Lockwood Jr.
Chairman

Right
Mark A. Lockwood
President & CEO

Founded by Rodney M. Lockwood Sr. in 1944, Lockwood Companies began as a single-family home-builder in the Metro Detroit area, proudly constructing over 13,000 homes in and around the city. Rodney Sr. worked diligently throughout his career to bring quality, yet affordable housing to not only his home state of Michigan, but across the country during his tenure as President of the National Home Builder's Association.

In 1986, Rodney M. Lockwood Jr. took over operations, turning the company focus to affordable and senior housing. Since its inception, Lockwood Companies has built over \$1.6B in housing stock, including over 10,000 multi-family units, and currently manages over 3,700 apartments and 2,300 senior housing homes with enhanced supportive services across the region.

Lockwood's long and successful history in housing gives current projects the competitive edge of garnering maximum experience points when applying for limited funding resources, including the State's Low-Income Tax Credit program. With an active portfolio of over 35 properties, and a current average occupancy of 96%, Lockwood Companies remains one of Michigan's premier development and management firms. Now in its 3rd generation, under the direction of Mark A. Lockwood, the company looks to diversify into walkable, urban environments.

DEVELOPER PROFILE

As Lockwood looks towards denser urban environments, it will draw heavily on the past experience of its team members. The development wing has submitted numerous proposals of similar nature to the 121 E Catherine site, while the Dean Schroeder, Director of Construction has built numerous mixed-use, green-certified projects on the East coast while at Mill Creek Development.



Above
Modera Mosaic, Fairfax, VA
Mill Creek Development

Below Left
Sugar Hill Arts Building
Detroit, MI
Green Alley Proposal
Lockwood Companies

Below Right
Lakeshore Village III
Howell, MI
Lockwood Companies



DEVELOPER PROFILE

Lockwood Companies has a proud history of delivering quality projects in the state of Michigan on-time and on-budget. This list encompasses all projects developer and/or constructed by Lockwood.

| Property | Location | Units | Year | Budget | Type |
|---------------------------|----------------------|----------|------|--------------|------------------|
| Lockwood Office Build-Out | Southfield, MI | 3,000 SF | 2021 | \$125,000 | Commercial |
| Cedarshores Apartments | Flint, MI | 2 | 2021 | \$152,000 | Fire Restoration |
| Mapleview Apartments | Saginaw, MI | 8 | 2021 | \$550,000 | Fire Restoration |
| Baypointe | Holly, MI | 12 | 2021 | \$750,000 | Fire Restoration |
| Lockwood of Clinton | Clinton Twp, MI | 115 | 2019 | \$1,300,000 | Rehabilitation |
| Lakshore Village III | Howell, MI | 144 | 2018 | \$19,700,000 | Affordable |
| Lakeshore Village II | Howell, MI | 96 | 2017 | \$3,500,000 | Rehabilitation |
| Centre Street Village | Portage, MI | 65 | 2014 | \$1,700,000 | Rehabilitation |
| Cedarshores | Mt. Morris, MI | 144 | 2014 | \$3,900,000 | Rehabilitation |
| Pineshores | Mt. Morris, MI | 120 | 2012 | \$2,200,000 | Rehabilitation |
| Cranbrook Terrace | Mt. Pleasant, MI | 40 | 2009 | \$3,900,000 | Senior Housing |
| Baypointe | Holland, MI | 156 | 2008 | \$2,600,000 | Rehabilitation |
| Springbrook II | Mt. Pleasant, MI | 48 | 2007 | \$6,000,000 | Townhomes |
| Metawanenee Hills | Flint, MI | 24 | 2007 | \$3,700,000 | Single-Family |
| Park Place | Grand Rapids, MI | 165 | 2007 | \$3,300,000 | Rehabilitation |
| Lockwood of Fenton | Fenton, MI | 106 | 2006 | \$8,500,000 | Senior Housing |
| Woodland Hills | Jackson, MI | 125 | 2006 | \$1,800,000 | Rehabilitation |
| Springbrook I | Mt. Pleasant, MI | 48 | 2005 | \$6,200,000 | Townhomes |
| Eastside Village | Flint, MI | 24 | 2005 | \$4,100,000 | Townhomes |
| Lockwood of Davison | Davison, MI | 191 | 2005 | \$3,900,000 | Rehabilitation |
| Independence Green | Farmington Hills, MI | 100 | 2005 | \$1,700,000 | Rehabilitation |
| Mapleview II | Buena Vista, MI | 56 | 2004 | \$4,100,000 | Affordable |
| Oakhaven Manor | Howell, MI | 112 | 2003 | \$8,000,000 | Senior Housing |
| Mapleview I | Buena Vista, MI | 104 | 2003 | \$7,900,000 | Affordable |
| Lockwood of Waterford | Waterford, MI | 126 | 2002 | \$8,500,000 | Senior Housing |
| Lockwood of Burton | Burton, MI | 126 | 2002 | \$8,200,000 | Senior Housing |
| American House North | Flint, MI | 126 | 2002 | \$8,700,000 | Senior Housing |
| Meadowbrook Townhomes | Novi, MI | 101 | 2002 | \$9,000,000 | Townhomes |
| Palmer Court | Detroit, MI | 173 | 2002 | \$14,400,000 | Affordable |
| Walton Pond | Pontiac, MI | 60 | 2002 | \$10,100,000 | Condominiums |
| American House | West Bloomfield, MI | 86 | 2001 | \$5,700,000 | Senior Housing |
| Meadowbrook Commons | Novi, MI | 175 | 2001 | \$12,800,000 | Senior Housing |
| Newberry Homes | Detroit, MI | 60 | 2001 | \$7,100,000 | Single-Family |
| Eagle Ridge | Flint, MI | 105 | 2000 | \$6,700,000 | Affordable |
| Lakeshore Village II | Howell, MI | 96 | 2000 | \$5,600,000 | Affordable |
| Sylvan Pines | Chelsea, MI | 100 | 2000 | \$5,500,000 | Senior Housing |



DEVELOPER PROFILE

As Lockwood looks towards denser urban environments, it will draw heavily on the past experience of its team members. The development arm has submitted numerous proposals of similar nature to the 121 E Catherine site, while the Dean Schroeder, Director of Construction has built numerous mixed-use, green-certified projects on the East cost while at Mill Creek Development.

| Property | Location | Units | Year | Budget | Type |
|----------------------------|---------------------|-------|------|--------------|----------------|
| Vista Brownstones | Novi, MI | 260 | 2000 | \$20,300,000 | Affordable |
| Cedarwood | Flushing, MI | 100 | 2000 | \$5,500,000 | Senior Housing |
| Lincoln at Fairlane | Dearborn, MI | 200 | 2000 | \$17,200,000 | Affordable |
| Alberta W. King Apartments | Detroit, MI | 121 | 1999 | \$6,200,000 | Affordable |
| Clio Woods | Flint, MI | 84 | 1999 | \$3,900,000 | Rehabilitation |
| Woodchase II & III | Ann Arbor, MI | 224 | 1999 | \$9,900,000 | Affordable |
| Kearsley Daly Manor | Flint, MI | 100 | 1999 | \$5,300,000 | Senior Housing |
| Lakeshore Village I | Howell, MI | 144 | 1999 | \$8,700,000 | Affordable |
| Magnolia Gardens | Troy, MI | 147 | 1999 | \$7,500,000 | Senior Housing |
| Taeckens Terrace | Davison, MI | 91 | 1999 | \$5,000,000 | Senior Housing |
| Waterford West | Waterford, MI | 172 | 1998 | \$5,500,000 | Affordable |
| Arbor Pointe | Ypsilanti, MI | 200 | 1998 | \$9,900,000 | Affordable |
| Woodchase I | Ann Arbor, MI | 144 | 1998 | \$6,400,000 | Affordable |
| Cedarshores | Mt. Morris, MI | 144 | 1998 | \$7,500,000 | Affordable |
| Bay Hill | Traverse City, MI | 150 | 1997 | \$6,400,000 | Affordable |
| Mill Pond Manor | Fenton, MI | 65 | 1997 | \$3,500,000 | Senior Housing |
| Norris Apartments | Westland, MI | 60 | 1997 | \$3,400,000 | Affordable |
| Marsh Creek Village | Woodhaven, MI | 144 | 1997 | \$6,800,000 | Affordable |
| Waldon Lakes | Orion, MI | 200 | 1996 | \$6,800,000 | Affordable |
| U.S Coast Guard | Sault St. Marie, MI | 14 | 1996 | \$1,700,000 | Single-Family |
| Fairfax Manor | Superior, MI | 20 | 1996 | \$1,200,000 | Senior Housing |
| Fairway Apartments | Marlette, MI | 48 | 1996 | \$400,000 | Rehabilitation |
| Ithaca Apartments | Ithaca, MI | 28 | 1996 | \$300,000 | Rehabilitation |
| Heritage Village II | Frankenmuth, MI | 48 | 1996 | \$600,000 | Rehabilitation |
| Washington Manor | Otsego, MI | 12 | 1996 | \$200,000 | Rehabilitation |
| Bree Manor | St. Clair, MI | 48 | 1996 | \$500,000 | Rehabilitation |
| Centre Street Village | Portage, MI | 65 | 1996 | \$3,200,000 | Affordable |
| Fairview Ridge | Normal, IL | 136 | 1996 | \$5,700,000 | Affordable |
| Walkabout Creek II | Dexter, MI | 65 | 1996 | \$5,500,000 | Affordable |
| Ford Lake Landing | Ypsilanti, MI | 184 | 1996 | \$6,600,000 | Affordable |
| Glenhaven Manor | Grand Rapids, MI | 133 | 1995 | \$5,700,00 | Senior Housing |
| Avon Park | Flint, MI | 56 | 1995 | \$3,000,000 | Affordable |
| Bridgewater Park | Independence, MI | 264 | 1995 | \$8,800,000 | Affordable |
| Meadows of Livonia | Livonia, MI | 166 | 1994 | \$8,100,000 | Senior Housing |
| Eagle Pointe | Williamston, MI | 36 | 1993 | \$2,400,000 | Condominiums |
| Town Park Cooperative | Detroit, MI | 38 | 1993 | \$1,200,000 | Rehabilitation |



DEVELOPER PROFILE

Lockwood Construction is the general contractor for 5800 LDHA LP, a four-story mixed-use project housing 40 permanent supportive housing units in SW Detroit.

Southwest Housing Solutions has also selected Lockwood Construction as the general contractor for Hubbard Farms Apartments LDHA LP which preserves 60 apartments in three historic apartment buildings. 30 of the 60 apartments will be set aside for permanent supportive housing.

| Property | Location | Units | Year | Budget | Type |
|-------------------|----------------------|-------|------|--------------|----------------|
| Boulevard Lawn | Detroit, MI | 30 | 1993 | \$1,800,000 | Rehabilitation |
| Parkhaven Manor | Hazel Park, MI | 125 | 1992 | \$6,500,000 | Senior Housing |
| Pineshores | Mt. Morris, MI | 120 | 1992 | \$5,300,000 | Affordable |
| Forest Hills | Kalamazoo, MI | 81 | 1992 | \$4,100,000 | Affordable |
| Woodlake Hills | Pontiac, MI | 145 | 1991 | \$5,100,000 | Affordable |
| Rivertown Green | Port Huron, MI | 96 | 1991 | \$3,700,000 | Affordable |
| Rosehaven Manor | Flint, MI | 123 | 1991 | \$6,100,000 | Senior Housing |
| Lakehaven Manor | Pontiac, MI | 163 | 1991 | \$8,300,000 | Senior Housing |
| Shafer Square | Flint, MI | 91 | 1990 | \$3,700,000 | Affordable |
| Oakview Square | Chesterfield, MI | 193 | 1990 | \$7,400,000 | Affordable |
| Porthaven Manor | Port Huron, MI | 102 | 1990 | \$4,600,000 | Senior Housing |
| Morris Square | Mt. Morris, MI | 96 | 1989 | \$3,500,000 | Affordable |
| Glenview Gardens | Port Huron, MI | 96 | 1989 | \$3,500,000 | Affordable |
| Shoal Creek North | Sterling Heights, MI | 72 | 1988 | \$3,700,000 | Affordable |
| Cranbrook Place | Southfield, MI | 204 | 1986 | \$12,500,000 | Condominiums |



REFERENCES

Kenson Siver | Mayor, City of Southfield

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TEAM

The team consists of vast development experience balanced with a forward-thinking spirit.

Minority-owned and Detroit-based Dokes Design Architecture brings a fresh perspective on Ann Arbor. We're excited to grow the team alongside the AAHC with the addition of community and environmental consultants.

Lockwood Development
Co-Developer
lockwoodcompanies.com

Dokes Design Architecture
Architect of Record
dokesdesignarchitecture.com

Osborn Engineering
Lead Engineer
osborn-eng.com

Lockwood Construction
General Contractor
lockwoodcompanies.com

PM Environmental
Environmental Consultant
pmenv.com

Loomis, Ewert, Davis & Gotting PC
Legal Counsel



Left
The Woodbridge, Detroit MI
Dokes Design Architecture
Conceptual rendering for mixed-use infill development, in progress.

Below
Example project engineered by team member Osborn Engineering.



KEY INDIVIDUALS

Rodney M. Lockwood, Jr. | Chairman, Lockwood Companies

Mr. Lockwood helmed Lockwood Companies for over 30 years before assuming his current position of Chairman. He has overseen the construction of over 10,000 housing units and the design and development of 5,100. He is the former Chairman of the Board of the Michigan Chamber of Commerce, former President and Chairman of the Board of the Michigan Housing Council, former Board Member of First Independence Bank and also serves on the board of the National Housing and Rehabilitation Association, and is the former Treasurer and current board member of the Mackinac Center for Public Policy in addition to serving on the Steering Committee of the Housing Credit Group of the National Association of Home Builders. Mr. Lockwood has been a leader in the turnaround of Michigan. His op-eds and letters have been published in the Detroit Free Press, the Detroit News, Lansing State Journal and the Wall Street Journal. He has made a number of appearances on Fox Business Network, Fox News and local Detroit TV and radio stations. Mr. Lockwood holds a B.S. - Mechanical Engineering degree from the University of Michigan and a M.B.A. from Wayne State University.

Mark Lockwood | President & CEO, Lockwood Companies

Mr. Lockwood joined the Lockwood Companies in 2011 after working in the multifamily division of a national real estate brokerage firm. He also has experience working for City Year Detroit, a non-profit organization as volunteer outreach coordinator and a corporate sponsor public relations ambassador.

Mr. Lockwood has been intimately involved in the financial analysis of the company portfolio and acquisition opportunities in his previous role as Vice President of Development. Mr. Lockwood has experience in processing and closing loans for the HUD 223(f) program and HUD Transfer of Physical Assets process, acquiring affordable and market-rate apartment properties, condominium properties and low-income tax credit and tax-exempt bond financed apartment complexes. Mr. Lockwood has been directly responsible for over \$200 million in acquisitions and developments in his time with the company. Mr. Lockwood currently sits on the board of directors for the Michigan Chamber of Commerce and Michigan Housing Council. Mr. Lockwood is a graduate of Albion College, holding a Bachelor of Arts degree in Economics and Management. Mr. Lockwood is also a licensed real estate salesperson in the State of Michigan

Pamela Predium | Director of Operations & Partner, Lockwood Companies

Ms. Predium's responsibilities include property operations, marketing and leasing, training, staff development, contract administration, capital improvements, annual budgets and tax credit compliance. Pam has twenty-eight years of experience in property management and has been an associate with Lockwood Management since 2006. Prior to joining Lockwood, Pam was with Marquette Management Company of Chicago, IL. While with Marquette, Pam was a Business Developer, with responsibility for the Michigan portfolio which included nine luxury apartment communities with a total of 2,490 units. Pam was also responsible for the fee management of nine properties with a total of 2,300 units. Pam has also been employed with the Village Green Management Company, where she assisted with the development of an in-house residential software program and was responsible for computer training. She holds a Bachelor of Arts Degree in Business Administration from the University of Michigan. She's a member of the National Society for Training and Development and is member of the Detroit Metropolitan Apartment Association

KEY INDIVIDUALS

Michael McMillan CPA | Vice President of Finance, Lockwood Companies

Mr. McMillan is the Vice President of Finance at Lockwood. Mike is a Certified Public Accountant. His core focus at Lockwood is to oversee the accurate preparation, review and timely distribution of financial reporting for both internal and external stakeholders. Mike received his Bachelor of Arts degree from the University of Michigan as well as his Masters of Science in Accounting from Wayne State University. He has extensive experience in public accounting with concentration in the areas of audit, tax preparation and internal control.

Janay Eisenmenger | Director of Acquisitions, Lockwood Companies

Ms. Eisenmenger has over 20 years of affordable housing experience and has a graduate degree in Urban Planning from The Ohio State University. Prior to joining Lockwood Development, she completed housing and commercial developments equating to over \$350 million. She has non-profit housing development experience with a focus on permanent supportive housing, including supportive housing plans and tenant service financing. She managed the development and leasing of over 70,000 square feet of commercial and office spaces. Janay has extensive project management experience from project conceptualization to completion of construction and rehabilitation activities including pro forma analysis, preparation of bid packages, construction schedules, disbursement and draw schedules, compliance with Davis Bacon, equal employment plans, Section 3, fair housing and marketing plans. She is skilled at procuring New Market Tax Credits, Federal and State Historic Rehabilitation Tax Credits, State Brownfield Tax Credits, HOME Investor Loan Program, Community Development Block Grant, Neighborhood Stabilization Program, Environmental Protection Agency Brownfield Redevelopment Grants, and 2010 and 2017 Capital Magnet Funds. She has obtained numerous foundation grants including the Hearst Foundation, Enterprise, Bank of America Foundation, United Way, Kresge, Ford Foundation, Carls Foundation, McGregor Foundation, Erb Family Foundation, Knight Foundation, Fifth Third Bank Foundation and National Trust for Historic Preservation. She has obtained more than \$30M in private and public grant funding for residential, mixed-use and health care facilities.

Dean Schroeder | Vice President of Construction, Lockwood Construction

Mr. Schroeder has been working in the construction industry since 1986. His experience includes over \$600 million in construction costs consisting of 6,000 new apartment units, the rehabilitation of nearly 1,200 apartment units, 126,000 square feet of commercial retail space as well as above and below grade parking structures. During his tenure with Mill Creek Mr. Schroeder oversaw the construction efforts of Modera Mosaic Phase I and II Fairfax, Virginia from pre-construction thru project delivery, gaining extensive experience in green construction techniques through LEED designations.

In 1998 he joined the Lockwood Construction as Project Manager and in 2000 was promoted to Senior Project Manager. In 2001 he advanced to the position of Assistant Vice President of Field Operations overseeing construction operations on several projects, estimating, purchasing, scheduling, budget compliance, progress reporting and certifying project completion. In 2006 Mr. Schroeder advanced to the position of Vice President of Construction Operations.

Mr. Schroeder has a Bachelor of Science degree in Construction Management from Ferris State University and an Associate of Science degree in Building Construction Technology, also from Ferris State University.

KEY INDIVIDUALS

Matt Gatewood | Vice President of Management, Lockwood Management

Mr. Gatewood has over 25 years of experience in operations, management, purchasing, and new business development with extensive knowledge of on-site operations, development, and construction. Specializing in operations, multi-family property management, and senior living development, Mr. Gatewood is responsible for leadership, management, and oversight of community operations as well as financial performance of all assets in the portfolio.

Mr. Gatewood's past experience includes regional management and senior living development roles with Edward Rose & Sons, senior living development consultation with Plante Moran Living Forward, and a property management director role with Kaftan Enterprises. Mr. Gatewood received his Bachelor of Arts degree in Economics and Management from Albion College.

Ted S. Rozeboom | Attorney & Shareholder, Loomis, Ewert, Davis & Gotting P.C.

With an extensive knowledge of housing finance with an emphasis on low-income housing tax credits, Ted S. Rozeboom brings experience in state and federal government to the Loomis Law Firm. His practice handles affordable housing developments, historic preservation, federal and state historic tax credits, community development and real estate tax exemption. Mr. Rozeboom has been a frequent speaker to various trade associations on affordable housing, community development and tax credit issues.

A graduate of George Mason University School of Law, Mr. Rozeboom spent more than 20 years with various state and federal agencies and committees including the Michigan State Housing Development Authority and the U. S. Senate Committee on Banking, Housing and Urban Affairs. Mr. Rozeboom joined the Loomis Law Firm in 2006 and became a shareholder in 2008.

Kimberly N. Dokes | Principal, Dokes Design Architecture

Born and raised in the Washington D.C. Metro Area; Kimberly began her architectural career in Detroit, MI working for local design firms. She founded Dokes Design Architecture, LLC. in 2009 and is currently Principal. She attended college in Southern Alabama at the historical Tuskegee University where she obtained her Bachelor of Architecture degree. She has participated in a variety of building project types, including multi-family, K-12 school buildings, higher education/university facilities, recreation/youth centers, historic preservation projects, office space consolidation, office renovations and tenant build-out spaces. Kimberly has also enjoyed the complexity of large (federal bond) capital improvements and modernization programs. Such programs include The CIP Infrastructures Program at Detroit Metro Airport and Willow Run Airport; The North Terminal Redevelopment Program at Detroit Metro Airport; and The Detroit Public School Proposal S Bond Program. Along with having a passion for the 'big picture' of project management; Kimberly's Washington D.C. upbringing has given her a compassion/passion for the urban landscape. She has worked on many urban projects in the City of Detroit and continues to grow her experience in the urban environment with many adaptive reuse, development and redevelopment projects to help in the revitalization of Detroit. Kimberly enjoys working with new entrepreneurs, developers and business owners helping them to understand the building process and realize their workspace and building project dreams. She welcomes the unique challenges of every project and strongly believes in an inter-disciplinary/collaborative project approach.

KEY INDIVIDUALS

Jacob A Longton, PE, LEED AP | Project Manager, Osborn Engineering

Mr. Longton received a BS and MS in Civil and Environmental (Structural) Engineering from The University of Michigan and has been practicing engineering since 2005. His experience includes structural design, construction administration, project management and coordination with owners, architects, contractors, and other members of a multi-disciplined engineering team. As a Senior Structural Engineer, Jacob's areas of expertise include structural design of steel, concrete, wood, and masonry, with a focus on providing innovative, cost-effective solutions with the owner's schedule and end-user's experience in mind. Projects include mixed-use, multifamily, and office buildings, hospitals, industrial, science and technology, and higher education facilities.

TIMELINE

From acquisition to stabilization, Lockwood Companies will work rigorously to see 121 E Catherine through to fruition in a timely, accountable manner.

- **Site Research & Due Diligence**
 -Historical Investigation
 -ALTA, Environmental Surveys
 -Legal & Title Review

Jan 2022 - May 2022
- **Design & Workshops**
 -Initial Mission-Based Site Planning
 -Community Engagement & Needs Assessment
 -Workshops #1-3
 -Preliminary Construction Drawings

May 2022 - Jan 2023
- **9% LIHTC Submission**
 -Application Deadline
 -Reservations

Jun 2022 - Oct 2022
- **Construction Bids & Costing**
 -Preliminary Bidding
 -Value Engineering
 -Bid Buy-Out

Dec 2022 - Mar 2023
- **Site Plan Approval & Permitting**
 -Plan Review
 -Mechanical, Electrical & Plumbing Permits
 -Final Construction Drawings for Permitting

Mar 2023 - Jul 2023
- **Financing, Closing & Subsidy Layering Review**

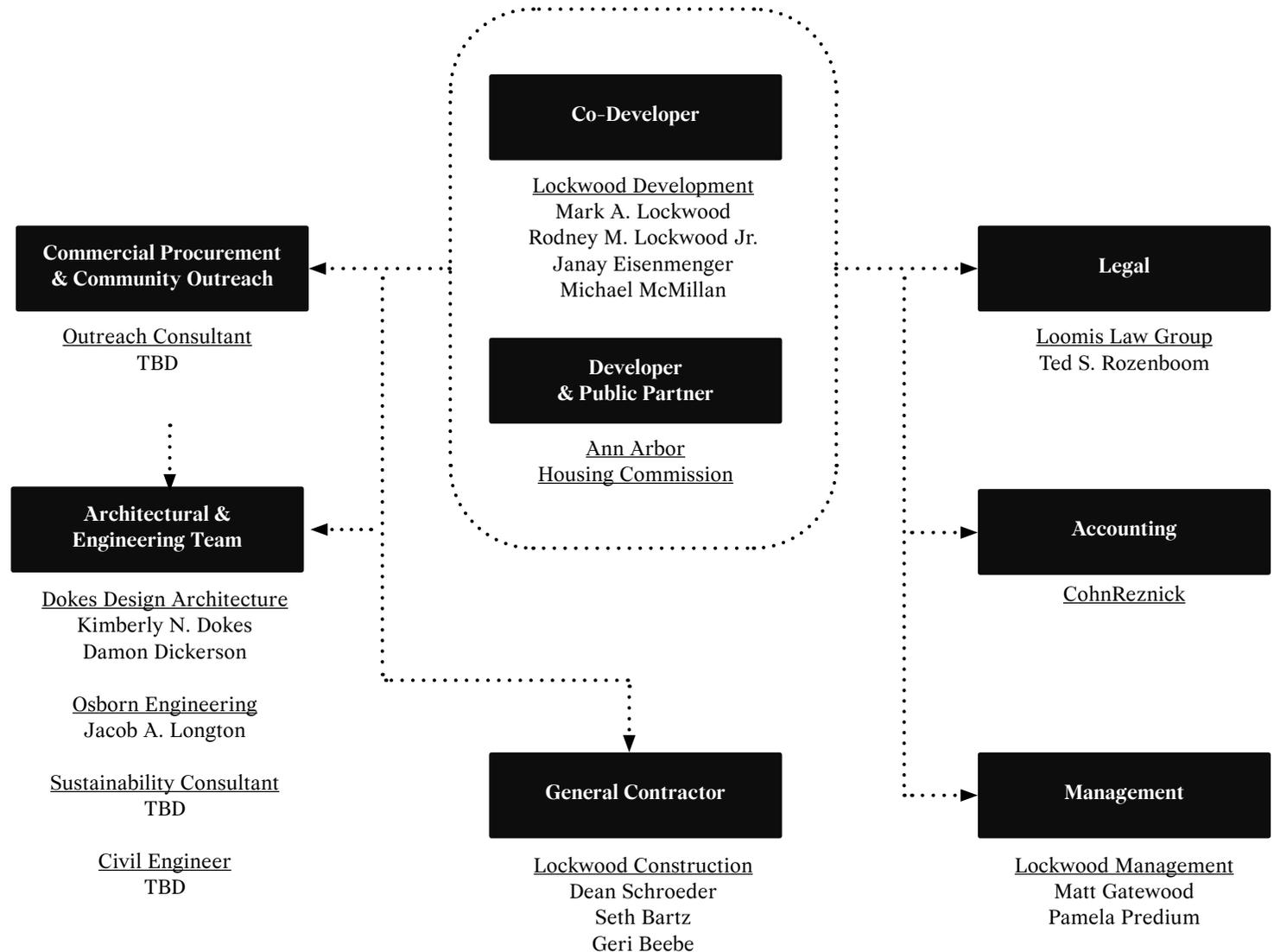
Aug 2023
- **Construction**
 -Mobilization & Lead Times
 -Commencement
 -Performance Milestones
 -Completion
 -Pre-Leasing

Aug 2023 - Aug 2025
- **Stabilization & Receipt 8609s**

Dec 2025

PARTNERSHIP STRUCTURE

The team structure will drive efficiency while capitalizing on unique funding opportunities. Utilizing Lockwood's in-house construction and management capacity will expedite the process, while ensure tenant satisfaction.



PARTNER RESPONSIBILITIES

Ann Arbor Housing Commission | Developer & Public Partner

- Engage the selected Co-developer in the overall development process including decisions impacting the development and management of the Project
- Participate in the overall development process including making decisions impacting the development and management of the Project
- Approval of Architect, Engineer and General Contractor
- Lead some municipal project approvals, including approval to transfer ownership of property, ground lease, and approval of the payment-in-lieu-of-taxes (PILOT) from the City of Ann Arbor, if necessary
- Assist with public relations between the development and the community
- Assist design, construction, and quality control of the development
- Work closely with the Co-developer, City, and DDA on the building design, materials and finishes
- Assist with compliance with Section 504 of the Rehabilitation Act, as amended, and the rules and regulations there under, with regard to provision of accessible housing
- Assist in securing public resources
- Lead in securing a portion of pre-development funds for market study, appraisals, design and other pre- development and pre-entitlement activities
- Where possible, assist with interaction amongst public funding agencies including, but not limited to, HUD, MSHDA, FHA, the City of Ann Arbor and Washtenaw County
- Assist in applying for local, state and federal funding to help support the development financing
- Work with Co-developer to apply for Low Income Housing Tax Credits, New Markets Tax Credits, bond financing or other resources, as appropriate
- Lead in securing project-based vouchers, if needed
- Facilitate funding and coordination of community and tenant supportive services
- Maintain ownership or co-ownership control of all properties
- Establish a financial structure that allows it to participate in a stream of income from the development, including developer fee cash flow and incentive management fees
- Provide historical operating costs to develop detailed operating budgets showing at least 15-year projections
- Assist with Section 3 and Davis-Bacon compliance, as needed
- Lead leasing activities and manage waitlists
- Limited guarantees to be negotiated with the selected Co-developer and various lenders and syndicators, such as guarantees related to the lease- up of the project, tax credit basis adjustments, tax credit recapture events, operating deficit guarantee, environmental indemnities and payment of any deferred development fee
- Property Management, in conjunction with the Co-Developer

PARTNER RESPONSIBILITIES

Lockwood Development | Co-Developer

- Undertake pre-development activities and due diligence
- Hire 3rd party professional services including environmental, architectural, engineering, marketing, accounting, and legal, as needed under the advisement of AAHC and SmithGroup
- Hire and oversee general contractor and all trades
- Develop architectural plans and construction documents and specifications consistent with local lender or other guidelines, and obtain local approvals and permits
- Obtain all permits, approvals, and environmental clearances
- Develop and manage a project budget
- Develop and manage an implementation schedule and oversee construction
- Develop a project operating pro-forma showing at least 15-year projections
- Assist in obtaining financing and coordinating local resources
- Provide all required guarantees which exceed those which can be provided by the AAHC because of its nonprofit & governmental status
- Provide all necessary financial guarantees and assurances to the lenders and investors, including but not limited to: tax credit timing adjustments, payment of excess development costs, construction completion obligations, completion date, cost certification and environmental indemnities
- Determine a general management structure and prepare a management plan with the AAHC as the property manager for the property
- Coordinate and lead Low Income Housing Tax Credit application to MSHDA, Federal Home Loan Bank, and other applications
- Assist with developing training and employment opportunities to Section 3 individuals.
- Solicit participation by MBE, WBE, and Section 3 firms
- Ensure compliance with Davis-Bacon, if required
- Provide regular monthly reports on the progress of development efforts, including work completed, associated costs, and schedule
- Oversee monthly draws and coordinate draws with title company and all funders
- Assist AAHC staff in developing capacity in the development and mixed-finance arenas
- Oversee asset management functions as required through lease-up and conversion to permanent financing
- Lead hiring of auditor for audits, tax returns and Cost Certification
- Submit 8609 to MSHDA

PARTNER RESPONSIBILITIES

The Smith Group

- Assistance with Co-developer selection and pre-entitlement
- Coordinate with selected Co-developer(s)
- Develop basis of design with Co-developer and AAHC
- Support the identification, selection, and coordination with design-builder & Co-developer
- Represent AAHC's interests in the development of project-related review and documentation
- If mutually agreed upon, SmithGroup may enter into an agreement with the AAHC and the Co-developer to provide bridging documents. Additionally, SmithGroup may enter into an agreement with the Co-developer to provide construction documents, and construction contract administration services if the Project is delivered via design-bid-build
- SmithGroup may not participate in co-developer ranking and selection to avoid any potential conflict of interest.

C FINANCE & AFFORDABILITY

RENTS & REVENUE

Meeting the goals posed by the AAHC RFP will necessitate experience, creativity and diligence navigating complex financing structures and vast funding opportunities.

The unit matrix consists of 60 rental residential units, targeting both 60% and 30% AMI groups. 30% rents will be subsidized via project-based vouchers. Commercial space will be contingent on market-demand but aligned to meet the needs of small and local businesses.

1. Unit Mix | Affordable @ 30% AMI

| Unit Count | Unit Type | Avg. Unit SF | Monthly Rent |
|------------|-----------------|--------------|--------------|
| 32 | 1-Bedroom | 650 | \$1,475 |
| 12 | 2-Bedroom | 1,100 | \$1,650 |
| 44 | Subtotal | | |

2. Unit Mix | Affordable @ 60% AMI

| Unit Count | Unit Type | Avg. Unit SF | Monthly Rent |
|------------|-----------------|--------------|--------------|
| 12 | 1-Bedroom | 650 | \$1,123 |
| 4 | 2-Bedroom | 1,100 | \$1,353 |
| 16 | Subtotal | | |

2. Unit Mix | Commercial

| Unit Count | Unit Type | Avg. Unit SF | Annual Rent |
|------------|-----------------|--------------|------------------|
| 10 | "Warm Shell" | 1,000 | \$35,000 |
| 10 | Subtotal | | \$350,000 |

REVENUE & EXPENSES

Income | Overview

| | |
|------------------------|-------------|
| + Gross Rental Income | \$1,295,000 |
| - Operating Expenses | \$198,000 |
| = Net Operating Income | \$861,000 |

+ Revenue | Residential

| | |
|------------------------------|------------------|
| Gross Potential Revenue | \$1,056,000 |
| Vacancy Loss @ 8% | (\$82,000) |
| Expected Gross Income | \$973,000 |

+ Revenue | Commercial

| | |
|------------------------------|------------------|
| Gross Potential Revenue | \$350,000 |
| Vacancy Loss @ 8% | \$28,000 |
| Expected Gross Income | \$322,000 |

- Expenses | Residential

| | | |
|------------------------------------|----------|--------------------|
| Management Fee | | (\$34,000) |
| Administration | | (\$75,000) |
| Electricity | | (\$43,000) |
| Water & Sewer | | (\$27,000) |
| Maintenance, Grounds & Turnover | | (\$87,000) |
| Payment in Lieu of Taxes (PILOT) | \$1/Unit | (\$60) |
| Insurance | | (\$33,000) |
| Replacement Reserve | | (\$18,000) |
| Subtotal Operating Expenses | | (\$316,000) |

- Expenses | Commercial

| | | |
|---------------------------------|--|------------|
| Management Fee | | (\$16,000) |
| Administration | | (\$23,000) |
| Electricity | | (\$3,000) |
| Water & Sewer | | (\$4,000) |
| Maintenance, Grounds & Turnover | | (\$4,000) |
| Property Taxes | | (\$15,000) |
| Insurance | | (\$6,000) |
| Replacement Reserve | | (\$50,000) |

Subtotal Operating Expenses **(\$118,000)**

*Please note, certain values are rounded for ease of comprehension and to reflect the preliminary nature of this proposal.

USES & SOURCES

Over the past five years, Lockwood has received four tax credit reservation letters for four separate residential projects from MSHDA. Most recently, a fifth tax credit reservation for 150-unit Lockwood of South Lyon senior housing was earned. An additional tax credit reservation letter is pending for an additional 295-unit project.

Due to Lockwood's recent completion of three LIHTC projects, the company would score the optimum MSHDA score for development team characteristics for general partner and management agent for the 9% LIHTC application proposed for the Catherine site.

Uses | Overview

| | |
|-----------------------|---------------------|
| Acquisition | \$1 |
| Construction Contract | \$22,440,000 |
| Soft Costs | \$2,730,000 |
| Developer Fee* | - |
| Total Uses* | \$25,170,000 |

Sources | Overview

| | |
|--|---------------------|
| Permanent Loan | \$10,170,000 |
| 9% LIHTC Equity | \$13,800,000 |
| City Affordable Housing Millage | \$1,200,000 |
| Additional Funds Equal to Developer Fee* | - |
| Total Sources | \$25,170,000 |

*Developer Fee is purposefully left blank and not included in the Total Uses shown. Per the RFP, the Developer Fee is submitted separately, and should be considered in the total development budget.

FINANCING NARRATIVE

Financial Structure

Lockwood Companies has created a financial structure incorporating two separate condominium units for each site: a) the retail spaces, and b) the residential units and the common spaces for the provision of programs and supportive services to leverage the maximum amount of funds for each project. The retail component of each project will leverage bank financing coupled with Michigan Community Revitalization Program funds, private equity and grant investments. The affordable residential condominium for the Catherine property will leverage a conventional first mortgage and 9% LIHTCs. Financing of additional parking will be explored with the DDA.

Common sources of funding to cover operating costs include money allocated from HUD to the local Continuum of Care (CoC), a regional or local planning body that coordinates housing and services funding for homeless families and individuals. States, counties, and cities are also a common source of funding for rental subsidies. Service financing can come from CoCs; Area Agencies on Aging AAAs); state, county, or city initiatives; philanthropy; and Medicaid or Medicare.

Lockwood proposes to research a significant number of supportive housing developments that offers housing to formerly homeless seniors as well as very low-income seniors. While these projects are local in nature and none will be a silver bullet solution to the complex causes and effects of senior homelessness and housing instability, each one will present promising tactics and models that can be replicated.

Lockwood will work with tax credit syndicates who have experience with mixed-use buildings. Depending on the size and the location of the facility, space completion can cost between \$1-2 million, or more. Additional commercial funding sources include:

- Community Development Block Grants: public grants or soft debt
- Head Start Facility Development Funds
- Grants or loans from private foundations, corporations, or individuals
- Loans from Community Development Financial Institutions (CDFIs)
- New Market Tax Credits
- State & Federal Departments of Health and Human Services
- Existing Federally Qualified Health Care Center Operators
- MEDC's Community Revitalization Program (MCRP)

Lockwood Process

Majority of our work is MSHDA or HUD financed utilizing 4% and 9% Low-Income Housing Tax Credits. We are very familiar with their draw process, EEO, Section 3 compliance reporting and Davis-Bacon when so required. Our systems, procedures, and records are forthright and transparent which also allow us to achieve and sometimes exceed MBE and WBE goals.

We are committed to conducting an aggressive outreach campaign to make Section 3 businesses and residents aware of contracting and possible hiring opportunities. Efforts will include publication of opportunities in the local newspapers, social media, use of signage at the project site, flyers posted in the neighborhood and surrounding areas, notification by AAHC, contractor and trade organizations, career centers and local YouthBuild chapters.

D COMMUNITY DEVELOPMENT & TENANT SERVICES

COMMUNITY ENGAGEMENT

Lockwood pledges to work diligently to engage the community through a rigorous workshop-based design process.

A community engagement consultant will be onboarded to mediate and manage the process.

Through construction completion, the team will keep neighbors and the community updated weekly via a dedicated website addressing progress and concerns such as temporary road closures and noise.

- **Site Research**
 -Historical Usage
 =Cultural Context
 -Neighborhood Analysis
 -Traffic & Parking Study

Jan 2022 – May 2022
- **Community Workshop #1**
 -Onboard Community Consultant
 -Conceptual Charette led by Smithgroup
 -Site Planning & Zoning

May 2022
- **Community Workshop #2**
 -Schematic Level Charette
 -Public Health Impacts
 =Finance & Feasibility
 -Neighborhood Concerns

Sept 2022
- **Final Workshop**
 -Equitable Outcomes
 -Contextually-Sensitive Design
 -Project Goals Achieved
 -Ongoing Concerns

Jan 2023
- **Construction Outreach**
 -Website Updates
 -Disruption Mitigation
 -Responsibility & Accountability

Aug 2023 - Aug 2025

KEY OBJECTIVES

We believe every community deserves quality, innovative design.

Integrative design is a comprehensive approach to pre-development that prioritizes information gathering, understanding and prioritizing the resident experience, and setting objectives for building performance and resident health and comfort, as well as project coordination and buy-in from all related development stakeholders.

Lockwood strives to be a good long-term partner and neighbor. The company will meet with property owners that are located adjacent to and in close proximity to each site. It is important to meet with social service providers to define and develop programming and private office spaces.

Lockwood looks forward to meeting representatives from the Downtown Development Authority, City Planning and Engineering Departments and other community stakeholders to develop projects that meet their policies and goals.

Mission-Based Design Approach & Needs Assessments

Lockwood will lead with a needs assessment completed for each site and building which will help accelerate the timeline for permitting and approvals with the city of Ann Arbor and the Michigan State Housing Development Authority.

It will be essential for project partners to commit to creating and articulating a mission-driven design approach which will be measured against desired outcomes for each site. When presenting to the the City for approvals, demonstration of the mission-driven design of each project as well as the design solutions to achieve the needs assessment will be essential. This way of working to link design decisions to a clear and legible mission goals helps reviewers and partners engage more fully in the design process, reduces vague and often subjective feedback or criticism and allows for efficient, productive dialog between all stakeholders.

The development will pave a new path forward for how organizations can implement a mission-first design process, and how the wider design community can begin a necessary and fundamental shift in how we do affordable housing work. Instead of trying to solve the affordable housing crisis solely by building as many units as possible on a given parcel of land, we can shift our focus to designing for more equitable and healthy communities, more just outcomes, and even the grand, shared vision of providing safe, stable, and affordable homes for everyone who needs one.

Lockwood's team members possess areas of expertise in meeting and exceeding MSHDA's design standards as well as performance objectives of tax credit investors. Lockwood manages ____ supportive housing units, and understands the challenges of these households while also designing for their best health and social outcomes in mind. Lockwood staff has developed and constructed mid- to high-rise mixed-use buildings in dense urban settings and understands the intricate details required including obtainment of green certifications.

Elimination of Isolation & Loneliness

The projects must promote community. Loneliness and social isolation are two of the top health hazards, especially for aging adults, associated with a variety of poor mental and physical health outcomes and a higher risk of mortality overall. Lockwood will work diligently to create connection and community among residents.

KEY OBJECTIVES

Promotion of Tenant Health & Well-Being

Residents will have access to lifestyle amenities including a state-of-the-art fitness center, inviting lobbies with small coffee bars and lounge areas and secure package lockers. The 353 S. Main Street property is ideal for permanent supportive housing for families and individuals and its fitness center will be tailored to fitness for adults as well as children. Both sites are envisioned to include spaces for social service counselors and programming which will include classroom spaces for teaching life skills such as personal finance, cooking, cleaning, computer skills, etc. Spaces will also be provided for health care consultations as well as telehealth spaces.

Gathering spaces are important for residents to host birthday, anniversary and other celebrations. These multi-functional spaces might also be used for group exercise classes and other programs. Other possible building amenities might include a library or small business rooms for residents to work on homework and areas for book, pray, craft, and clubs to convene.

The proposed mixed-use buildings will feature a variety of unique floor plans including studios, one, and two bedrooms. The apartments will feature open floor plans with functional kitchens, washers & dryers, and spacious living/dining areas. The interiors will be light and airy with 9' ceilings, energy-efficient appliances and durable countertops

Physical activity produces important psychological benefits, and it relieves symptoms of depression and anxiety, improves mood, and enhances psychological well-being. Strong evidence shows that when people have access to parks, they exercise more. The design will strive to feature small garden areas allowing for low to moderate exercise such as yoga, light aerobic, dance. When people have nowhere to walk, they gain weight. Obesity is more likely in unwalkable neighborhoods, but goes down when measures of walkability go up: dense housing, well-connected streets, and mixed land.

KEY OBJECTIVES

Placemaking, Sustainability & Walkability

Strengthening the connection between people and the places they share, placemaking refers to a collaborative process by which we can shape our public realm to maximize shared value. More than just promoting better urban design, placemaking facilitates creative patterns of use, paying particular attention to the physical, cultural, and social identities that define a place and support its ongoing evolution.

Lockwood is excited to discuss with the AAHC and the SmithGroup input from the community regarding goals and strategies to develop each site. Lockwood will, in cooperation with AAHC, meet with the City's planning and engineering departments plus the Ann Arbor DDA and other community stakeholders plus neighbors to discuss visions and design goals for each site. Lockwood will also meet with all future social service providers to ensure design is inclusive of programming space and common spaces are dynamic as well as context-specific.

Rigid planning processes of the 20th century have become so institutionalized that community stakeholders rarely have the chance to voice their own ideas and aspirations about the places they inhabit. Placemaking can break down these silos by showing planners, designers, and engineers the broad value of moving beyond the narrow focus of their own professions, disciplines, agendas. Experience has shown us that when developers and planners welcome this kind of grassroots involvement, they spare themselves a lot of headaches. Common problems like traffic-dominated streets, little-used parks, and isolated or underperforming development projects can be addressed—or altogether avoided—by embracing a model of placemaking that views a place in its entirety, rather than zeroing in on isolated components.

Each building will feature retail spaces on the first floor and how the retail spaces relate to the public realm, sidewalks and streets, as well as to the whole of each building and adjacent buildings is essential. Lockwood Companies believes the design and final project scope for each building must be a fluid process as engagement processes and collaboration will allow for transformative and impactful projects.

The buildings must create coherent and well-shaped public spaces next to them. The pedestrian spaces and gardens are formed by the buildings. These spaces will become the main focus of attention, and the buildings become the tools through which these all-important spaces are created.

KEY OBJECTIVES

Local Business Support

Small-scale manufacturers create a unique amenity that can attract people to a new place. In addition to retail, restaurants, and cultural venues, small-scale manufacturers can give residents and visitors new reasons to come spend time in a neighborhood

As local products such as food, wood products, and textiles are made in core neighborhoods for the first time in decades, these businesses are destinations for customers to see firsthand where their products come from, and add to the connection with customers that is already driving the buy local movement. These businesses complement other storefront uses such as retail-only shops and restaurants, add vibrancy to the street front as people can walk by and watch products being made.

Financing of the first-floor small-scale manufacturing can be financed with Community Development Block Grant Funding, the Michigan Community Revitalization Program and foundations specializing in workforce development. A portion of the first-floor retail space for the 353 S. Main can be reserved for a federally qualified health care (FQHC) center provider. Packard Health, Inc. has a FQHC property on Packard Street, and may have a need to expand into an additional location.

To be successful, cities need destinations. They need destinations that give an identity and image to their communities, and that help attract new residents, businesses, and investment. But they also need strong community destinations that attract people. An arcade, which also honors the history of the African-American business community, can be a high impactful destination now filled with small-scale manufacturers and merchants.

RESIDENT IMPACT

Home is more than an address. Home means access to good schools, hospitals, transit and other opportunities to rise up in life. When residents thrive, we all grow. Lockwood works to establish a service-enriched living environment for all their developments where education, self-empowerment and self-sufficiency are promoted to benefit their residents.

The 121 E Catherine site will have well-defined community spaces including private office spaces for an on-site resident service coordinator as well as case managers visiting from other social service providers in the area. The community spaces shall consist of fitness rooms, libraries, kitchen and dining areas as well as intimate areas for residents to read, meditate and study. We envision kitchen and dining areas to be used for cooking classes, and made available by staff and residents to host holiday parties, celebrate birthdays, graduations, and other key milestones. Residents will be encouraged to offer suggestions for group activities that are appealing to them and these may include book clubs, exercise classes, movie clubs, music classes, etc. The incorporation of small business centers into each building is idea. These centers would have computers and printers plus serve as small classrooms for resume development, tutoring, parenting classes plus many other life enriching programs.

- Individualized Service Plan to meet their housing, economic, health, and other personal goals; Service coordination will include advocacy, brokering, linking and monitoring of support services detailed in each tenant's plan; A re-assessment and revision of each tenant's plan will be completed on at least an annual basis; copies of that plan and annual update will be placed in each tenant's file
- Assistance with securing needed furniture, household goods, food and clothing including direct access to food pantries and clothing closets
- In-home visits to assess the condition of their unit and compliance with their lease
- Employment assistance including help with resumes, cover letters, mock interviews, job searching, and connecting with employment specialists through partner agencies
- Assistance in creating and managing household budgets
- Connection to mental health and health care resources including referrals to substance abuse and crisis services when needed, and coordination of services with clients' mental health providers
- Assistance with applying for and accessing medical services including Medicaid
- Help with connecting to other mainstream benefits through Michigan Department of Health and Human Services
- Service coordinators will help tenants gain access to entitlements, financial assistance programs, and legal representation, in accordance with the tenant's plan
- Help with submitting applications to various Section 8 programs when appropriate
- Help with applying for Social Security benefits through SOAR advocates
- Transportation to and from critical appointments via case managers, public transportation assistance, and through a daytime shuttle

RESIDENT IMPACT

Financing of Supportive Services

Common sources of funding to cover operating costs include money allocated from HUD to the local Continuum of Care (CoC), a regional or local planning body that coordinates housing and services funding for homeless families and individuals. States, counties, and cities are also a common source of funding for rental subsidies. Service financing can come from CoCs; Area Agencies on Aging AAAs); state, county, or city initiatives; philanthropy; and Medicaid or Medicare.

Lockwood proposes to research a significant number of supportive housing developments that offers housing to formerly homeless seniors as well as very low-income seniors. While these projects are local in nature and none will offer a “silver bullet” solution to the complex causes and effects of senior homelessness and housing instability, each one will present promising tactics and models that can be replicated.

The Catherine site will have well-defined and developed programming space for seniors, their guests as well as social and medical providers. Lockwood will develop these programmatic spaces in partnership with AAHC and the medical and social providers and property managers experienced with serving the senior community. Lockwood expects that the 353 S. Main Street property will also attract seniors.

Lockwood currently partners with PACE to provide service services for the most vulnerable senior tenants we serve in Southfield. Lockwood will also consult with Washtenaw Housing Alliance and its partners to determine the availability of senior supportive services. PACE Southeast Michigan is a Program of All-Inclusive Care for the Elderly (PACE) and uses Medicare, Medicaid and private funds to cover seniors’ medical and necessary care services.

PACE Supportive Services:

- Skilled home health and home care services
- Medical transportation services
- Family and caregiver support services
- Rehabilitation and durable medical equipment
- Personal care needs

The goal of PACE is to provide our frail senior community members with the care, medical treatment and support they need to achieve the highest quality of life – while staying independent as long as possible. Their elder care experts offer an alternative to nursing home placement that features comprehensive, coordinated care for a senior’s medical, social and physical needs, while also providing peace of mind for family caregivers.

COMMUNITY IMPACT

Lockwood is committed to Ann Arbor's success. Priority will be given to local consultants, designers, engineers and tradesman, when viable.

To foster home-grown, female development talent, Lockwood is exploring mentor-venture opportunities via Cinnaire's "Women Developer Initiative".

Working closely with Lockwood Construction, we will strive to ensure Michigan-based and Black-owned subcontractors are properly represented.

The \$22.4M construction budget will create approximately 220 living-age construction positions. Upon completion, the project will deliver 60 units of affordable senior housing, an incremental but important step towards eliminating housing insecurity in the area.



E DESIGN & PERFORMANCE

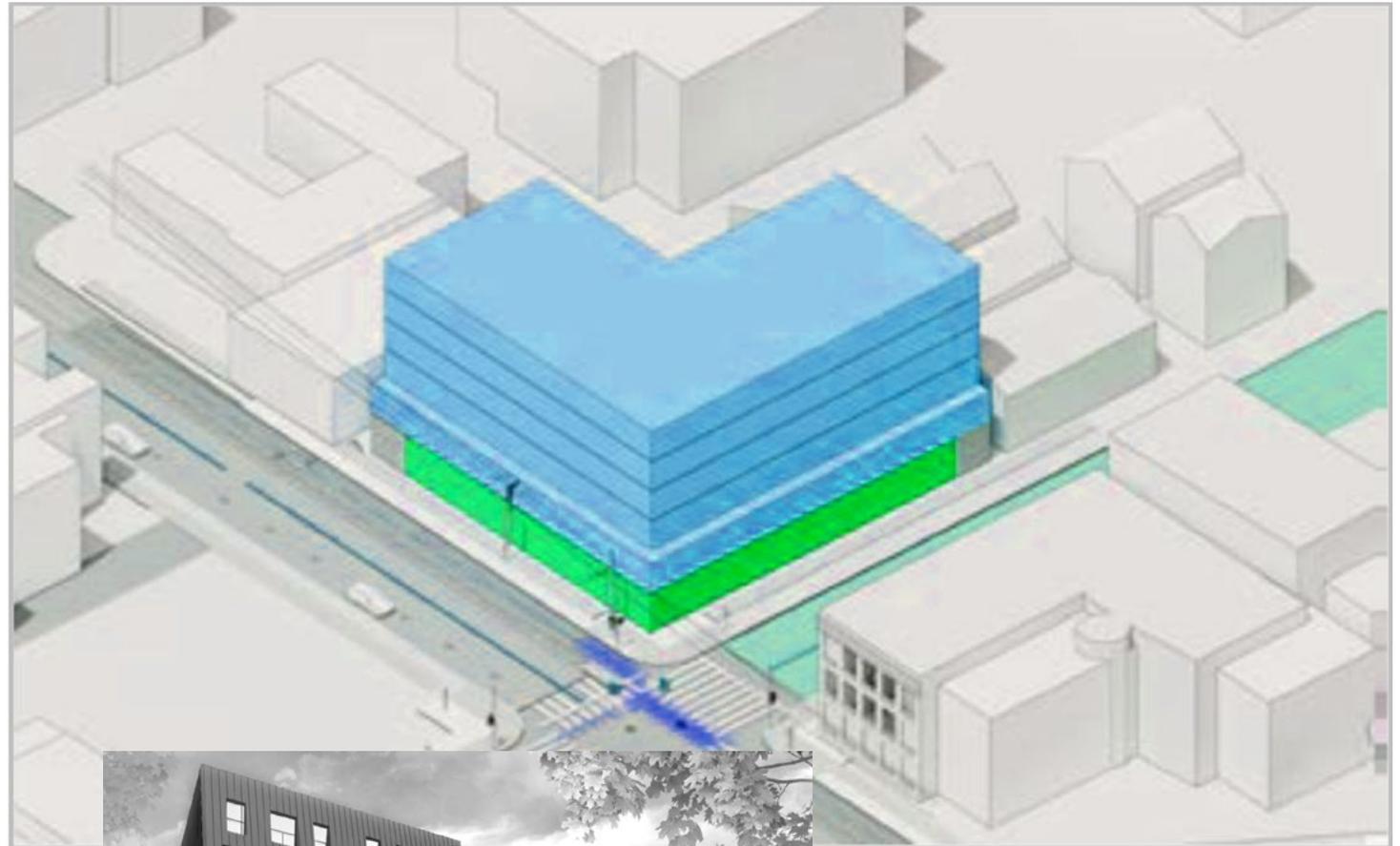
DEVELOPMENT PLANS

The demanding deadline posed by the RFP precludes intensive, input driven design work. Accordingly, Lockwood's site planning and architectural narrative remains conceptual.

The building is envisioned as 6 stories total. The ground floor commercial space will be flexible to accommodate a range of potential tenant needs. The residential stories will consist of 1-BR & 2-BR units, 60 in total. A 1:1 parking ratio will be achieved but screened from streetview, tucked behind the L-shaped building.

Pedestrian infrastructure in the form of a potential green alley connecting to Braun Court will be explored. Other beautification measures might include decorative sidewalk design, benches and native street trees.

Upon commencement of the design phase, site planning and massing will evolve while issues of architectural style, and building materials will be introduced. Through community workshops, community concerns and needs will be integrated into the design.



Above
151 E Catherine, Programmatic Massing
per the AAHC RFP

Left
City Modern, Detroit, MI
Depicting similar building typology

DESIGN PRECEDENTS



While still conceptual, the design sought inspiration from similar new construction projects in the region.

Detroit's Brush Park served as a parallel, with its recent growth in mixed-use development. Contemporary design juxtaposed with historic sensibilities will create a fresh, yet timeless design.

Above
City Modern
Detroit, MI

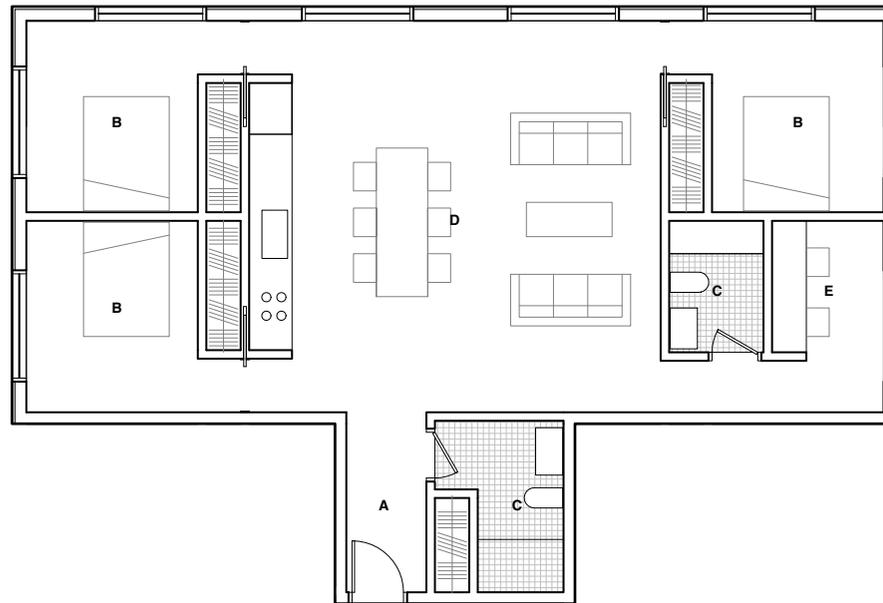
Left
Brush House
Detroit, MI



EXAMPLE UNIT PLAN

Unit floor plans will be efficient, accommodating resident needs without excess. This approach is both financially and environmentally preferable to inefficient, sprawling units.

While the depicted floor plans are 3-BR, neither of which project feature, they are exemplary of efficient, contemporary design.



3-BR APARTMENT

- A ENTRY
- B BEDROOM
- C BATH
- D KITCHEN / LIVING / DINING
- E OFFICE

ZONING

As a City controlled property, Lockwood proposes the public partner initiates rezoning from D2 to D1. This approach aims to cut red tape, allowing the site to move quickly through approvals.

The site is currently zoned within the Downtown Interface District (D2) which allows a building height of 60 feet and 400% Floor Area Ratio (FAR) with an affordable housing premium.

ANN ARBOR NET-ZERO 2030

In November 2019, Ann Arbor City Council passed Resolution 19-2103: A Resolution in Support of Creating a plan to achieve Ann Arbor community-wide carbon neutrality by 2030.

Achieving an equitable transition to carbon neutrality community-wide by 2030 will necessitate action from all community members and partners. Ann Arborites are ready to embrace the scientific imperative of becoming zero-emission. Lockwood Companies is ready to assist in this vital effort, utilizing the plan's goals:

- Power the electrical grid with 100% renewable energy
- Utilize appliances from gas to energy-efficient electrical counterparts.
- Employ urban planning which supports walkability and reduces vehicles miles travelled
- Transform the way in which waste is disposed
- Enhance the resiliency of Ann Arbor and its citizens



Above

Sustainable Housing Case Study
Housing & Workshop Weilerstraße
CAPE Architects, Schwaikheim, DE

Below Left

Composting to transform food waste into an asset

Below Middle

Electric vehicle charging stations to reduce carbon emissions associated with automobile use

Below Right

Bike lanes to enhance cyclist safety and fostering alternative forms of transit which reduce VMTs travelled



INNOVATION & SUSTAINABILITY

Lockwood Construction will strive for sustainability through a rigorous assessment of each project's environmental impact via benchmarking and careful evaluation alongside the team architect and engineer.

At the conclusion of the assessment, the team will propose best practices utilizing green and emergent environmentally-friendly technologies. Lockwood uses a cost-benefit approach, will make recommendations regarding material selections and green practices ensuring the building's operating costs are minimized.

After the sustainable practices are selected, Lockwood will ensure goals are met via proper implementation and well-qualified subcontractors



Above

Emerging building technologies like solar panels have drastically reduced in price. Smart integration of this technology vital to the building achieving carbon-neutrality.

Below Left

Passive design to mitigate stormwater runoff, such as rain gardens and bio-swales can be both beautiful and sustainable.

Below Right

Renewable energy sources like wind power will help Ann Arbor meet its 2030 net zero goals.



INNOVATION & SUSTAINABILITY

Appliances & Equipment

Devices that meet Energy Star requirements consume less energy and reduce carbon emissions.

Furniture & Finishes

Furniture places big demands on natural resources, and often contains harmful chemicals. More sustainable methods can be employed that use recycled and rapidly renewable materials, along with low off-gassing materials.

Water-Efficient Plumbing

Plumbing fixtures in buildings consume a considerable amount of freshwater for necessary activities such as hand washing and toilet flushing. Advances in plumbing technology now allow for minimized freshwater use.

Structural

The structure of a building places large demands on natural resource extraction. Different structural types will determine the outcome of cost, flexibility of building type, lifecycle and amount of recycled content.

Energy Efficiency

Inside and out, commercial buildings can use strategies such as efficient lighting, heating and cooling, appliances and various building automation technologies to improve energy efficiency. Electronic sub-metering and whole-house mechanical ventilation for each unit, office space and common area.

Roofing

Alternative roofing systems decrease heat island effect, and also filter and retain rainwater before it enters the storm water system.

Daylighting, Views & Efficient Lighting

Lighting is the 2nd largest energy use in a commercial building. Using natural daylighting methods and efficient lighting technology saves energy costs and reduces carbon emissions.

Thermal Comfort & Air Quality

Proper comfort and air quality conditions keep building occupants happy, and help improve worker productivity.

Storm Water Management

Roofs, roads and sidewalks place large volumes of unfiltered water directly into watersheds, increasing pollution levels.

Landscaping & Irrigation

Native landscaping can reduce the need for irrigation and costly routine maintenance. An NEORS D underground rainwater harvesting system will be explored for feasibility.

F ATTACHMENTS

B LEGAL STATUS OF OFFERER

Offeror acknowledges having received all addenda contained with the AAHC RFP.

ATTACHMENT B LEGAL STATUS OF OFFEROR

(The Respondent shall fill out the provision and strike out the remaining ones.)

The Respondent is:

- ~~A corporation organized and doing business under the laws of the state of _____, for whom _____, bearing the office title of _____, whose signature is affixed to this proposal, is authorized to execute contracts on behalf of respondent.*~~

~~*If not incorporated in Michigan, please attach the corporation's Certificate of Authority.~~

- A limited liability company doing business under the laws of the State of Michigan, whom Mark A. Lockwood bearing the title of Manager whose signature is affixed to this proposal, is authorized to execute contract on behalf of the LLC.
- ~~A partnership organized under the laws of the State of _____ and _____ filed with the County of _____, whose members are (attach list including street and mailing address for each.)~~
- ~~An individual, whose signature with address, is affixed to this RFP.~~

Respondent has examined the basic requirements of this RFP and its scope of services, including all Addendum (if applicable) and hereby agrees to offer the services as specified in the RFP.

 Date: 12/1/2021
Signature _____
(Print) Name Mark A. Lockwood Title Manager
Firm: Lockwood Development Company LLC
Address: 27777 Franklin Road, Suite 1410, Southfield, MI. 48034
Contact Phone 248-703-0145 Fax _____
Email mlockwood@lockwoodcompanies.com

C LIVING WAGE COMPLIANCE FORM

ATTACHMENT C CITY OF ANN ARBOR DECLARATION OF COMPLIANCE

Non-Discrimination Ordinance

The "non discrimination by city contractors" provision of the City of Ann Arbor Non-Discrimination Ordinance (Ann Arbor City Code Chapter 112, Section 9:158) requires all contractors proposing to do business with the City to treat employees in a manner which provides equal employment opportunity and does not discriminate against any of their employees, any City employee working with them, or any applicant for employment on the basis of actual or perceived age, arrest record, color, disability, educational association, familial status, family responsibilities, gender expression, gender identity, genetic information, height, HIV status, marital status, national origin, political beliefs, race, religion, sex, sexual orientation, source of income, veteran status, victim of domestic violence or stalking, or weight. It also requires that the contractors include a similar provision in all subcontracts that they execute for City work or programs.

In addition the City Non-Discrimination Ordinance requires that all contractors proposing to do business with the City of Ann Arbor must satisfy the contract compliance administrative policy adopted by the City Administrator. A copy of that policy may be obtained from the Purchasing Manager

The Contractor agrees:

- (a) To comply with the terms of the City of Ann Arbor's Non-Discrimination Ordinance and contract compliance administrative policy.
- (b) To post the City of Ann Arbor's Non-Discrimination Ordinance Notice in every work place or other location in which employees or other persons are contracted to provide services under a contract with the City.
- (c) To provide documentation within the specified time frame in connection with any workforce verification, compliance review or complaint investigation.
- (d) To permit access to employees and work sites to City representatives for the purposes of monitoring compliance, or investigating complaints of non-compliance.

The undersigned states that he/she has the requisite authority to act on behalf of his/her employer in these matters and has offered to provide the services in accordance with the terms of the Ann Arbor Non-Discrimination Ordinance. The undersigned certifies that he/she has read and is familiar with the terms of the Non-Discrimination Ordinance, obligates the Contractor to those terms and acknowledges that if his/her employer is found to be in violation of Ordinance it may be subject to civil penalties and termination of the awarded contract.

Lockwood Development Company LLC

Company Name

Signature of Authorized Representative

12/1/2021

Date

Mark A. Lockwood, Manager

Print Name and Title

27777 Franklin Road, Suite 1410, Southfield, MI. 48034

Address, City, State, Zip

248-703-0145 mlockwood@lockwoodcompanies.com

Phone/Email address

Questions about the Notice or the City Administrative Policy, Please contact:

Procurement Office of the City of Ann Arbor

(734) 794-6500

Revised 3/31/15 Rev. 0

NDO-2

D CONFLICT OF INTEREST FORM



ATTACHMENT E

VENDOR CONFLICT OF INTEREST DISCLOSURE FORM

All vendors interested in conducting business with the City of Ann Arbor must complete and return the Vendor Conflict of Interest Disclosure Form in order to be eligible to be awarded a contract. Please note that all vendors are subject to comply with the City of Ann Arbor's conflict of interest policies as stated within the certification section below.

If a vendor has a relationship with a City of Ann Arbor official or employee, an immediate family member of a City of Ann Arbor official or employee, the vendor shall disclose the information required below.

1. No City official or employee or City employee's immediate family member has an ownership interest in vendor's company or is deriving personal financial gain from this contract.
2. No retired or separated City official or employee who has been retired or separated from the City for less than one (1) year has an ownership interest in vendor's Company.
3. No City employee is contemporaneously employed or prospectively to be employed with the vendor.
4. Vendor hereby declares it has not and will not provide gifts or hospitality of any dollar value or any other gratuities to any City employee or elected official to obtain or maintain a contract.
5. Please note any exceptions below:

| Conflict of Interest Disclosure* | |
|---|---|
| Name of City of Ann Arbor employees, elected officials or immediate family members with whom there may be a potential conflict of interest. | <input type="checkbox"/> Relationship to employee |
| | <input type="checkbox"/> Interest in vendor's company |
| | <input type="checkbox"/> Other (please describe in box below) |
| | |

*Disclosing a potential conflict of interest does not disqualify vendors. In the event vendors do not disclose potential conflicts of interest and they are detected by the City, vendor will be exempt from doing business with the City.

| | | |
|--|-------------|---|
| I certify that this Conflict of Interest Disclosure has been examined by me and that its contents are true and correct to my knowledge and belief and I have the authority to so certify on behalf of the Vendor by my signature below: | | |
| Lockwood Development Company LLC | | 248-703-0145 |
| Vendor Name | | Vendor Phone Number |
| | 12/1/2021 | Mark A. Lockwood |
| Signature of Vendor Authorized Representative | Date | Printed Name of Vendor Authorized Representative |

Questions about this form? Contact Procurement Office City of Ann Arbor Phone: 734/794-6500, procurement@a2gov.org

E NON-DISCRIMINATION FORM

ATTACHMENT D

CITY OF ANN ARBOR LIVING WAGE ORDINANCE DECLARATION OF COMPLIANCE

The Ann Arbor Living Wage Ordinance (Section 1:811-1:821 of Chapter 23 of Title I of the Code) requires that an employer who is (a) a contractor providing services to or for the City for a value greater than \$10,000 for any twelve-month contract term, or (b) a recipient of federal, state, or local grant funding administered by the City for a value greater than \$10,000, or (c) a recipient of financial assistance awarded by the City for a value greater than \$10,000, shall pay its employees a prescribed minimum level of compensation (i.e., Living Wage) for the time those employees perform work on the contract or in connection with the grant or financial assistance. The Living Wage must be paid to these employees for the length of the contract/program.

Companies employing fewer than 5 persons and non-profits employing fewer than 10 persons are exempt from compliance with the Living Wage Ordinance. If this exemption applies to your company/non-profit agency please check here No. of employees _____

The Contractor or Grantee agrees:

- (a) To pay each of its employees whose wage level is not required to comply with federal, state or local prevailing wage law, for work covered or funded by a contract with or grant from the City, no less than the Living Wage. The current Living Wage is defined as \$14.05/hour for those employers that provide employee health care (as defined in the Ordinance at Section 1:815 Sec. 1 (a)), or no less than \$15.66/hour for those employers that do not provide health care. The Contractor or Grantor understands that the Living Wage is adjusted and established annually on April 30 in accordance with the Ordinance and covered employers shall be required to pay the adjusted amount thereafter to be in compliance with Section 1:815(3).

Check the applicable box below which applies to your workforce

- Employees who are assigned to any covered City contract/grant will be paid at or above the applicable living wage without health benefits
- Employees who are assigned to any covered City contract/grant will be paid at or above the applicable living wage with health benefits

- (b) To post a notice approved by the City regarding the applicability of the Living Wage Ordinance in every work place or other location in which employees or other persons contracting for employment are working.
- (c) To provide to the City payroll records or other documentation within ten (10) business days from the receipt of a request by the City.
- (d) To permit access to work sites to City representatives for the purposes of monitoring compliance and investigating complaints or non-compliance.
- (e) To take no action that would reduce the compensation, wages, fringe benefits, or leave available to any employee covered by the Living Wage Ordinance or any person contracted for employment and covered by the Living Wage Ordinance in order to pay the living wage required by the Living Wage Ordinance.

The undersigned states that he/she has the requisite authority to act on behalf of his/her employer in these matters and has offered to provide the services or agrees to accept financial assistance in accordance with the terms of the Living Wage Ordinance. The undersigned certifies that he/she has read and is familiar with the terms of the Living Wage Ordinance, obligates the Employer/Grantee to those terms and acknowledges that if his/her employer is found to be in violation of Ordinance it may be subject to civil penalties and termination of the awarded contract or grant of financial assistance.

Lockwood Development Company LLC
Company Name

27777 Franklin Road, Suite 1410
Street Address


Signature of Authorized Representative

12/1/2021
Date

Southfield, MI. 48034
City, State, Zip

Mark A. Lockwood, Manager
Print Name and Title

248-703-0145 / mlockwood@lockwoodcompanies.com
Phone/Email address

X FEE PROPOSAL

FEE PROPOSAL

Per the RFP's request, the fee proposal is attached in a separate, sealed envelope.



Lockwood Companies
development@
lockwoodcompanies.com
248 203 0991

Prepared By:
XYZ Development
hello@xyz-dev.com

December 7th, 2021

All images are property of their respective owners.



Fee Proposal 121 E Catherine Street

Lockwood Proposes a fee structure of the following:

Funding of Pre-development costs

- Lockwood to fund any predevelopment costs in excess of pre-development loans or grants, if any.
- AAHC to aid in facilitation of process to secure pre-development grant or forgivable loan.
- In the event a repayment guaranty is required for funding of a pre-development loan, Lockwood shall provide such guarantees which shall be repaid from project costs in the event of a successful closing.

Developer Fee

- All developer fee to be paid from project budget.
- 35% of anticipated \$1,500,000 developer fee to be paid to AAHC or affiliate of its choosing.
- 65% of anticipated \$1,500,000 total developer fee to be paid to co-developer.
- Payment of developer fee shall be subordinate to any payments made by either AAHC or co-developer in satisfaction of a guarantee required by lender or investor limited partner.

General Partner Interest

- AAHC to hold 51% of general partner interest in proposed limited partnership.
- Co-developer to hold 49% of general partner interest in proposed limited partnership.
- Co-developer to serve as Partnership Representative for Internal Revenue Service purposes and shall coordinate timely completion of annual financial statement audits and tax returns.

Property Management and Asset Management Fees

- AAHC to serve as property manager and collect property management fees as allowed by the lender, limited partnership agreement, and approved by the co-developer.
- Property management fees charged shall be consistent with market rates for such fees as charged by a qualified "third party" property management firm.
- Co-developer to serve as asset manager and receive a fee of \$7,500 per year to be paid from either surplus cash as determined by partnership "waterfall" or paid by general partner's share of surplus cash.
- OPTIONAL: If desired by AAHC, co-developer will provide accounts payable and accounting services to the property for a fee of 25% of the property management fee to be charged to the partnership.

Resolution of Partnership after end of 15-year Initial Compliance Period

- AAHC to be granted an option to purchase co-developer's general partner interest at "Year 15" subject to the following conditions
 - \$1 plus any exit taxes due upon exit of co-developer, payment of balance of any earned but unpaid developer fee, and any unrecovered capital contributions or loans made by the co-developer to the project or limited partnership.
 - Release of co-developer from any continuing guarantees or other obligations.