

Independent Living and Active Adult Alternative Modeling

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Introduction

Senior Consulting, LLC (SC) is an affiliate of GC Management, Inc., with companies organized in 2001 and 1998, respectively. Both are owned by Timothy B. Cassidy, who has over 35 years of history in ownership, operations, management, development, and advisory of a myriad of types of healthcare providers in Senior Housing ranging from hospitals to Skilled Nursing Facilities to Senior Living to retirement communities to affordable/moderate-income senior housing, and more.

Tim is also the Principal of Enhanced Active Living, LLC, which offers its Enhanced Active Living brand. Please see an overview as Exhibit A. While industry definitions, including www.NIC.org and others, would define Enhanced Active Living as Independent Living based on the provision of meals, housekeeping and other services, the model is much closer to Active Living in a variety of respects. Instead of two to three meals per day included within the rent that is typical for Independent Living, residents would receive a monthly meal credit of \$500-700 per month, and therefore have the flexibility to dine out in a variety of settings. Enhanced Active Living is also unique as it includes a Medical Wellness Center, typically open to the public, and leased from either a Home Health Agency (HHA) or a Hospital Outpatient Department (HOPD).

Tim has personally mystery-shopped approximately 2,000 Senior Housing projects of varied types in the last 15 years alone, gaining a unique perspective on common and alternative development and operational modeling. See Exhibit B, outlining what we believe are industry-standard definitions of Senior Housing and Senior Living.

Senior Living and Independent Living

Senior Living includes Independent Living, Assisted Living, and Memory Care. During the initial boom in Senior Living growth in the mid-1990s, while most new development was a combination of Assisted Living and Memory Care, there was a proportionate and substantial growth in Independent Living. Many developers and providers chose to develop projects with a continuum of care alternative, i.e. Independent Living, Assisted Living, and Memory Care on one campus or within one building. While the 1990s and thereafter saw the growth of many Memory Care-only operating platforms, that trend has substantially diminished over the last ten years since the emergence of new development after the Great Recession.

The leader in the growth of Independent Living only projects going back to the 1990s was Holiday Retirement, which grew through acquisitions and development to having over 300 Independent Living projects at one time. No other owner/operator had more than 75 Independent Living only projects. Founded by William and Hugh Colson, the company grew very fast and was most likely left in a position where the family members could not address the needed estate taxes when Mr. Colson passed, a leading reason why the company divested. Former Holiday Retirement communities nationwide are now managed by a myriad of different operators, and are typically a similar building footprint with three meals a day included, live-in managers, and somewhat less services and amenities than the Independent Living growth that followed over the last decade plus.

[Hawthorn Senior Living](#), a company that has 78 facilities in 23 states, is in a sense a successor to Holiday Retirement in that it was founded by family members after Mr. Colson passed. It was developed in a very similar model to Holiday Retirement. [Leisure Care](#) is another Independent Living-only developer of substance, with a somewhat similar model, even as they clearly take a step or two up in their dining or restaurant offerings to residents. Like many developers of Senior Housing going back to the 1990s, Leisure Care has footprints that require six to seven acres and are therefore typically limited to finding Best-of-Class locations for development.

Over time, we see Independent Living continue to evolve. One example is [Integrated Senior Lifestyles](#), branded as Watermere, a company based in Texas that has developed close to 2,000 Active Living/Independent Living projects. Watermere has been providing a hybrid of Independent Living and Assisted Living for well over a decade, but has continued to evolve its model over the years. As an example, when Tim mystery-shopped their project in College Station, TX, approximately seven years ago, like all of their recent products, while they had full-service dining, they did not include meals or services in their rent. As their model evolved, they now include housekeeping and other services in the rent, as well as giving residents the option of purchasing \$100 of meals for \$90.

Please see Exhibit C on the two Watermere buildings that opened shortly after COVID and yet were extremely successful in their rent-up. It also should be noted that both buildings have a combination of structured parking and surface parking, but most importantly, have a much longer pre-marketing time and budget to achieve rent stabilization at a much faster pace.

Over the last 10 to 15 years, projects with Independent Living, Assisted Living, and Memory Care are now a somewhat more common model, with many more owner operator/developers developing campuses as such versus standalone Independent Living. There are more and more exceptions to what might be considered mainstream Independent Living, i.e., two or three meals per day, housekeeping every two weeks, transportation services, amenities, and some activities included in the rent for full apartments. Examples of these alternatives are explored below.

The Emergence of Active Adult Communities

Over time we see market-rate Senior Housing evolve to offer more amenities and common areas beyond a lobby, fitness center, and a community room. Active Adult communities are 90% or more rental communities that are closer to multi-family than Senior Living, without a restaurant or services typical of Independent Living projects.

[Greystar](#), one of the five largest multifamily developers, owners, and operators in the United States, is clearly a leader in Active Adult development, beginning with their initial [Overture](#) developments, launched in 2014. The Overture brand targets the upper middle-income communities, and, to a lesser extent, middle-income. Please see Exhibit D, our company's analysis of Overture completed in 2019. Instead of replicating building design from one project to the next, Overture selects locations and designs that accommodate the geography, the population density and affluence, the size of a property, and walkability of the area.

[Welltower](#), the largest REIT in senior space according to [U.S. News & World Report](#), continues to broaden its portfolio beyond Skilled Nursing Facilities, Assisted Living, and retirement communities with a myriad of acquisitions over the last few years. This includes the following:

- [Conifer Realty, LLC](#), a company that targets moderate to middle-income senior apartments.
- [Treplus Communities](#), a company that develops and operates primarily attached ranches built to rent with a community center.
- [Calamar Management Group](#), a company that develops middle to upper middle-income Senior Housing that is somewhat different than the wave of Active Adult development over the last five to eight years.

Another example of Welltower being a leader in ownership of a very diverse Senior Housing portfolio is their acquisition of [Affinity Living Communities](#), a vertically integrated developer and operator. Welltower acquired 25 purpose-built Active Adult communities in early 2024 for \$969M, which were

leased back to Affinity. The portfolio encompasses nearly 3,900 units, predominantly in the Pacific Northwest.

Hybrid or Alternative Senior Housing Modeling

The first step in considering the development of a senior project is to take an in-depth look at the market, demand, and types of competitors, all of which vary substantially state to state and market to market. In what is referred to as a high-barrier entry market, including metros from Miami to San Diego to New York City to Chicago, there are typically very few, if any, properties in these more densely populated Primary Market Areas (PMAs). In major markets, the development of projects would be somewhat more straightforward in product type such as Active Adult or a combination of Independent Living/Assisted Living/Memory Care.

Conversely, in smaller markets or PMAs that have lower barriers to entry, but far more often have zoned properties, there are added levels of risk for developers that can be addressed in various ways, including:

- Phasing the development of a Senior Housing product.
- Consideration of hybrid modeling, as we refer to it, i.e. what we brand as Enhanced Active Living or a combination of for-rent and for-sale in a single development project.
- Consideration of Independent Living over Assisted Living in Memory Care, as Independent Living often has a more substantial demand in all markets, let alone smaller markets, plus medical wellness centers on site can offer an alternative for the majority of potential Assisted Living residents.

There are several types of hybrid or alternative Senior Housing modeling, with several summed up below:

- **Smaller Active Adult Communities.** Smaller Active Adult communities can be developed in combination with a for-sale product, such as age-restricted condominiums and/or patio homes. As an example, SC is considering several smaller but growing markets on the east coast of Florida (PMAs with 150,000-250,000 population) for an 80-unit Active Adult community that would have three to four stories with the amenities and common areas attached, and a one- or two-story clubhouse. That clubhouse would adjoin a similar building that would have larger units as condominiums, perhaps 64 units.

The Homeowners Association (HOA) for the standalone condominium building/entity would have a contract for utilization of the clubhouse and services. In this modeling, the ownerships and management of the Active Adult community has a more typical economy of scale of 140-160 units or more from a standpoint of staffing and services. Please see Exhibit E, Senior Housing Rental and Sale Development within One Project or Master Plan.

- **Single-story Attached and Detached Over-55 Rental Communities.** [Treplus Communities](#) is a leading example of this type of alternative product. Treplus has developed a unique niche in that it offers a somewhat larger than typical community center, but also in its inclusion of “concierge services” for residents to both help with aging in place but also increase rents. These services are listed as Directory Assistance, Traffic Conditions, Driving Directions, Restaurant Reservations and Recommendations, Weather Forecasts, City Guide, Nightlife Information, Movie Times/Reviews, Price Comparisons, News and Sports Information, Travel Arrangements,

Appointment reminders, and Wake-up Calls. Their Hawthorne Commons in Dublin, OH, opened in 2017, is advertised as “Luxury Apartments: Stunning Ranch-Style Apartment Homes.”

- **Senior Cooperatives.** Another fast-growing yet much smaller segment of Senior Housing development are cooperatives. [Village Cooperative](#) is one of the leaders and is likely the largest developer of this model in the United States. Please see Exhibit F, an analysis of their product in Colorado, completed by SC in June 2022. Village Cooperative currently lists 40 completed projects and six pending projects in 11 states.

Alternative Projects Need Creative Financing

Whether a Senior Housing project is “mainstream,” like an Independent Living/Assisted Living/Memory Care campus or even a somewhat straightforward market-rate Active Adult rental project, let alone alternative types of Senior Housing, they require appropriate due diligence and consideration of the best viable financing options.

Best-of-class projects, particularly those in major metros, have more straightforward funding options, including but not limited to a combination of Debt/limited partner equity/GP equity, including potential developer investment, while projects targeting moderate- or even middle-income residents require a more flexible approach to financing. Options such as the 221(d)(4) program for Active Adult, let alone Fannie Mae and Freddie Mac, are best suited to refinancing versus new construction.

In addition, when developing projects in phases, available terms are typically much better in Phase II and thereafter. Lastly, when developing for rent and for sale products in one project, for sale units can be pre-sold to a certain extent with separate financing for their affiliated for-rent neighboring project.

Conclusion

[Welltower](#), the largest REIT in Senior Housing, has substantially diversified its portfolio over the last five plus years, including the acquisitions of Calamar, Treplus, Conifer, and Affinity. Many others, including those referenced herein offer alternatives compared to the majority of Independent Living or Active Adult projects being developed in the marketplace.

With baby boomers having different expectations than their parents, including embracing technology, expectations of multiple dining options, and being more informed consumers, alternative modeling, including for-rent and/or for-sale options, will continue to grow and evolve in the near term.

Exhibit A

Enhanced Active Living Overview

Enhanced Active Living, LLC (EAL) is affiliated with Senior Consulting, LLC (SC). SC and its principal have over 30 years of experience in Senior Living operations and development. Over the last several years, SC has focused on Active Living development and its "Enhanced Active Living" brand.

Various industry sources, including the National Investment Center for Seniors Housing & Care (www.NIC.org), define Independent Living (IL) as over-55 apartments where residents receive at least one meal per day with options for other meals, with laundry and bi-weekly housekeeping included in the rent. However, IL has different meanings for consumers, let alone for many operators or owners. Plus, most IL facilities are not strictly IL, but part of a campus with Assisted Living (AL) and Memory Care (MC) that allows residents to age in place. Like IL, Active Living has different meanings to consumers and developers alike. Most Active Adult/Active Living projects are developed by Multi-Family developers, and few projects include restaurants or Wellness Centers. Health Agency (HHA) or a Hospital-Based Outpatient Clinic (HBOC).

What is Enhanced Active Living?

- "Enhanced" is defined as "an increase or to improve the quality or value." Residents at our Enhanced Active Living communities will have added layers of attention to their needs including physical, mental, and emotional well-being. Services are available as a bundled package, or on a pay-as-you-go/as-needed basis that presents a better financial value.
- Of course, Active Living means being more physically active. Active Baby Boomers prefer living in locations with great walkability: Master-Planned communities with trails, or neighborhoods with restaurants and amenities close to their community.
- Residents at Enhanced Active Living projects can age in place because of the optional availability of high-end, full-service dining facilities, other services (including housekeeping, laundry, and transportation), and an on-site Wellness Center staffed by a HHA or HBOC that will, with a physician's order, provide care similar to Assisted Living on a case-by-case-basis.
- The Wellness Center will provide services that allow residents to stay in the community versus relocating to an Assisted Living facility or a Skilled Nursing Facility (SNF). An RFQ/RFP is required when Medicare reimbursement is offered in addition to Private Pay. This will include hospital-owned HHA's or HBOC and others as a third party to provide AL services with a doctor's order. Personal care providers will also be available for residents.
- A Lifelong Learning Center will be available for residents and open to the public with a full spectrum of scheduled events and classes. The Lifelong Learning Center will also include a broad range of Intergenerational Programs that will primarily match youth and children with residents, as well as with seniors in the extended community.
- Technology is an important factor in the quality of life as we age. Senior residents can look forward to wide access to the Internet and other technology. Environmental and lighting controls, optional GPS tracking to monitor health and well-being, touchless controls, and other features help improve the quality of life and better protect residents from viral or bacterial concerns.
- Unlike Independent Living, Enhanced Active Living projects will offer a "Culinary Experience." Two restaurants (as well as a separate pub served by the same commercial kitchen) will have an extensive restaurant-style menu (versus the 2-3 dinner choices typically available at IL facilities). Depending on the market and the operator/manager, residents will receive a monthly \$700 meal

credit to be used at the restaurants, as well as discounted additional meal packages available for purchase.

- An upscale Salon/Spa will offer massages, facials, manicures/pedicures, hair, and waxing services.
- In addition to the storefronts, other third-party services or management-provided services include:
 - Concierge services (if not provided by the community manager).
 - Professional entertainment.
 - Pool and Fitness Center management and/or maintenance.
 - Personal transportation.

Customizing the Enhanced Active Living Model in Compelling Locations

SC targets affluent, high-density areas in major metros and then identifies appropriate off-market sites. As a result, SC seldom works with real estate brokers. Compelling high-income, high-density major metro suburbs rarely have suitably zoned Multi-Family or Senior Housing sites. SC makes a strong case to rezone a site that creates considerable added value in these high barrier-to-entry locations based on the following:

- Restaurants, Wellness Center, and Salon/Spa. These uses are necessary at an IL facility (and to a lesser degree as an AL alternative). The spaces are only slightly upsized since they are also open to the public. Each is a separate storefront with individual signage.
- Master Plans or Minor Subdivisions/High Traffic Locations. Most of SC's sites are in Master Plans that have walkability, while others are in minor subdivisions. As an example, one Enhanced Active Living project is in the East Village Master Plan that has 800 residential units in Phase I-IV while our inclusion in Phase V includes a grocery store, bank and many restaurants. Another is part of a 100-acre Master Plan that is anchored by a hospital and has many retail/commercial and restaurants. Zoned highly visible sites can often be rezoned as Mixed Use with a Special Use Permit or other legal means such that the governing entity does not set a precedent for rezoning a compelling location.

Conclusion

Baby Boomers have different and more demanding expectations than their parents when selecting a Continuing Care Retirement Community (CCRC), an Independent Living facility, or an Assisted Living facility. Baby Boomers are living longer and healthier lives, and they want more services and on a predominately optional basis. Business centers with video conferencing and state-of-the-art technology are important, as is a desire to live in large apartments versus living in smaller Assisted Living units like their family members may have done.

Moreover, the overwhelming majority of the components of an Enhanced Active Living community are applicable to senior housing of all income levels.

Exhibit B

Senior Living and Senior Housing Definitions

Introduction

As a result of consulting engagements and discussions with lenders, investors, operators, managers and appraisers in Senior Housing and Senior Living, the definitions to follow that Senior Consulting, LLC (SC) uses in its Market Analyses are widely considered to be industry standards. Increasingly we find developers and operators are attempting to, and succeeding in, blurring the definitions of Active Adult/Active Living to Independent Living, and more frequently Independent Living to Assisted Living, in their marketing efforts.

With such a high percentage of both Senior Living and Senior Housing operators marketing themselves as an alternative to what would often be a different definition of Senior Living or Senior Housing, it is imperative that a Market Study be completed that includes mystery shopping and physically touring the competition to compare unit mix, sizes, rates, costs for additional services, amenity and common spaces and the age and physical characteristics of the building prior to considering a new project for development. SC's CEO, Tim Cassidy, mystery shopped 1,600 facilities in the last eight years giving the company a unique perspective on Senior Living Market Analyses and project development. In addition, SC has a deep team that includes three analysts who have been with the company for 8-14 years.

Senior Living Definition

Senior Living includes Independent Living, Assisted Living and Memory Care rental communities for seniors over 62 years old defined as follows:

- Independent Living means housing for senior citizens that is not licensed (like Assisted Living) but does provide a minimum of one main meal (with the option for or access to three meals per day), housekeeping and laundry included in the rent. Unlike Assisted Living, residents also have a full kitchen that includes a stove, cook top and full size refrigerator. Hence, many Senior Housing projects call themselves Independent Living when they are in fact a form of Senior Housing. Notwithstanding, there are exceptions. Some Independent Living apartments do not have full kitchens, but instead have smaller kitchens without a stove. All meals are included in the rent and care is not provided.
- Assisted Living means housing for elderly or disabled people that provides nursing and personal care, housekeeping, prepared meals and various services as needed. Assisted Living is licensed by the state. With one substantial exception, namely Assisted Living facilities claiming they offer Independent Living when residents do not have full kitchens with predominately small studio apartments, licensed Assisted Living facilities adhere to industry definitions that closely comport to licensed definitions. While the overwhelming majority of Assisted Living facilities do not have kitchens, there are exceptions including some newer Best of Class communities that also have substantially more one- and two-bedroom units than older facilities.
- Memory Care, or care for patients with dementia or Alzheimer's, is a type of Assisted Living. When many Assisted Living, or even Independent Living residents, have a form of dementia, a Memory Care facility, or Memory Care unit or wing, within an Assisted Living facility provides a safe and secure environment with specific design and operational features for dementia and Alzheimer patients.

Note: Continuing Care Retirement Communities (CCRCs) typically provide Independent Living, Assisted Living and Memory Care, as well as Skilled Nursing Facilities. CCRC's typically require a significant six-figure entry fee in addition to monthly rents. They are licensed by the State Department of Insurance versus the State Department of Health or State Department of Social Services in some cases. Hence, components of CCRCs are included in analysis of Senior Living demand and development consideration.

Senior Housing

Senior Housing is defined as over 55 or over 62 years old age-restricted housing with potential amenities and services available on an optional basis. Senior Housing includes: i) Active Adult Communities (typically for sale, age-restricted single-family homes in larger communities with a community center, although some communities have attached homes and/or multi-story senior apartments); ii) over-55 condominiums and townhouses (typically for sale apartments); iii) market-rate Senior Housing (varies from single-story with attached garages to multi-story buildings); and iv) Active Living communities (rental units typically in a multi-story elevator building with more common space and amenities than market-rate Senior Housing). Additional definitions are as follows:

- **Active Adult Communities** – The most predominant type of Senior Housing is Active Adult communities that are typically age-restricted residential developments with single-family homes, although some communities have attached homes. Nationwide these communities are typically larger (by acreage and number of units) than other types of Senior Housing with amenities that include a community center or clubhouse and, in warmer climates, may feature one or more golf courses. Most Active Adult units are for-sale properties.
- **Over-55 Condominiums and Townhouses** – Condominiums are typically in apartment buildings, occupying less land than Active Adult communities. They usually do not have a community center and may be built as an infill development. Units are for-sale properties.
- **Market-Rate Senior Housing** – Units can vary from single-story with attached garages to multi-story apartments. This type of housing is typically found in an urban or older suburban setting. Most buildings have some common areas and amenities, but unlike Active Living, they have fewer amenities and limited optional services and staffing. Units are rentals.

Active Living Communities – This is the fastest-growing form of Senior Housing in a multi-story elevator building with amenities and common space, but without meals or services included in the rent like Independent Living. Since both Active Adult communities and Active Living communities are not licensed, many in the industry have taken liberties with the overlapping definitions. Active Living developments are single buildings with unit counts of 100-200 that occasionally have a limited number of villas, while Active Adult communities are usually much larger with single-family, age-restricted homes. Active Living communities sometimes have restaurants or cafes, but unlike Independent Living meals are only available on an optional basis. SC believes more and more Active Living communities will be developed in the future with the capacity for this option. Units are rentals.

Exhibit C
Watermere
Recent Active Living/Independent Living Success Stories

Watermere at Flower Mound (opens June 2022)

2651 Whyburn Drive, Flower Mound 75028; 817-527-5742; www.watermereflowermound.com

- Tour: Debbie Niemeyer, the Residency Counselor, met with Tim. Debbie previously opened the Watermere at Frisco and worked there for more than five years before being lured to this location.
- Comments: (a) Watermere at Flower Mound opened the current sales office one day before Tim's visit on June 2nd. The office has moved twice since first opening a year ago, necessitated by sales offers. The current sales office, a presold patio home, faces a lake. (b) Located 1.2 mi./3 mins. north of RiverWalk Flats, another Active Living community. Both are along Long Prairie Road.
- Community: (a) The main building had a middle clubhouse and two wings on either side. One of the wings had garages rented at \$100 apiece. (b) The core area has a restaurant that was scheduled to open in late June, with part of one wing and the remainder of that wing to open before the second wing. (c) Community has a pond with a fountain that is fairly close to Long Prairie Road, which runs diagonally along the southwestern side of the community and has views of the fountain from patio homes in the rear.
- Amenities and services: (a) The first floor has 10' ceilings, and floors above have 9' ceilings. (b) Community has a founder's club, with units that are pre-committed. A monthly get-together is held with food and entertainment. (c) Watermere has changed its model, and no longer offers a package of one meal per day and housekeeping every two weeks. Housekeeping is optional. (d) A menu for the restaurant was not available, and none found on the community website.
- Capacity: 214 units. There are 16 patio homes and 198 apartments.
- **Vacancies: At the time of visit, prior to opening, the building was 75% preleased.**
- Unit sizes and rates: 1BR, 868 sq.ft., \$2,250 to \$2,577; 2BR, 1140 sq.ft., \$2,675 to \$3,100. 770 sq.ft. unit, rate not given.
- Add-on rates: Meals can be purchased at 110 credits, equivalent to \$100, for a \$10 discount. A \$75 credit is included in monthly rent.

Watermere at the Preserve (Active Living)

8625 Davis Blvd., North Richland Hills 76248; 817-809-7428; watermerepreserve.com

- Contact: Maria Rosas, Resident Counselor, has been with Watermere for 14 years. Her direct line is (682) 337-7890.
- Community: Opened May 1, 2022. Two wings surround the center, with garages under one wing, and the parking garage under the larger of the two. There are three stories in front, four in back.
- Capacity: 229 units. A total of 219 are apartments and 17 are villas.
- Unit rates: 1BR, \$2,000 to \$2,575; 2BR, \$3,000 to \$3,450.
- Add-on rates: \$75 in meal credits and once-monthly housekeeping. Scheduled exportation, door-to-door valet trash three days a week, full-time concierge. Parking, \$125-275, depending on whether garage or underground parking. Water and sewer included in rent, but electric and phone are not. Community fee, equal to one month rent; pet fee, \$500.
- **According to senior management, the project was 60% occupied within 6 weeks of opening**

Exhibit D
Overture Active Living Case Study
(Completed 2019)

Senior Consulting, LLC (SC) is a developer of Senior Housing (SH) and Senior Living including Independent Living (IL), Assisted Living (AL) and Memory Care (MC) projects. Various organizations, including the National Investment Conference on Senior Housing (www.NIC.org), confirm SC's findings that many major metro markets have become saturated in AL and MC development. According to NIC data released January 10, 2019, the national occupancy rate for AL/MC fell to an all-time low of 85%. Notwithstanding, IL occupancy remains strong at 90%.

Over the last several years, SC has begun to focus its development efforts more on IL and SH. Unlike AL, IL is not licensed and therefore tends to be broadly defined by both consumers and developers. According to standard industry definition, IL is an apartment community for residents at least 55 or 62 years of age that offers a variety of amenities (such as those typically found in SH), but also one to three meals per day and housekeeping and laundry included in monthly rents. Active Living, as part of SH, is defined by multistory elevator buildings with fitness, common areas, and transportation, and may have activities similar to IL. Active Living is sometimes confused with, but is distinct from, Active Adult Communities, which are typically age restricted single family homes within a residential development.

As referenced in various articles and white papers published by SC, including "Emerging Trends in Independent Living," originally published in early 2018 and having since been updated to account for changes in the market, creative developers across the United States are blurring the boundaries between Active Living, IL and SH. Some Multi Family Developers are turning to Active Adult development, including OneStreet Residential and, to a lesser degree, Alliance Residential. Integrated Real Estate Group (www.integratedreg.com), headquartered in Southlake, Texas has been very successful with Active Living modeling. Its communities offer *a la carte* services and meals to residents, as well as bundled packaging, such as one meal per day and housekeeping/laundry provided every two weeks for an added fee to the monthly rent.

Within the aging Baby Boomer demographic, which is still relatively young for residency in Senior Living (of which IL is a part), many Boomers are now turning to Active Living projects. SC's development focus includes several current projects that are branded as Active Living. They offer amenities to residents, and while meals and services are not included in their rents, they available on an optional basis. Hence, Active Living projects are a direct competitor of IL communities. Additionally, Active Living residents may have the option of one or more on site restaurants available to residents.

Overture

Based on these market developments, SC completed this case study of Overture, a subsidiary of Greystar Real Estate Partners (Greystar.com), headquartered in Charleston, South Carolina. Greystar has three divisions—Development and Construction, Property Management, and Investment Management—and has established itself as a leader in the real estate rental market. In 2018, Greystar was the #1 largest apartment developer in the U.S., according to the National Multifamily Housing Council, with 13,324 units developed in the years 2016 and 2017. Greystar was also the 19th largest owner, with 49,487 units.

Founded in 1993 by Chairman and CEO Bob Faith, Greystar has over 12,000 employees and more than 30 offices in the U.S., Europe, Latin America and Asia Pacific. The company oversees a global portfolio of more than 480,000 conventional units and student housing in over 150 markets. In its business portfolio, as of June 2018, Greystar had \$26 billion in gross assets under management, including more than \$9.7 billion of development. The company manages property worth over \$3.3 billion, with over 45,000 student housing units in Europe.

Greystar's entry into the Active Living market is relatively recent in the company's history. As one of the largest multifamily owners, developers and operators, and with the involvement of its Investment Management division, Greystar is uniquely positioned to capitalize for rapid expansion. In just a few years of accelerated development, it has become a clear leader in the Over 55 market with its Overture brand, targeting the upper middle income demographic, and, to a lesser extent, the middle income demographic. In shunning a replication approach to building design from one project to the next, Overture selects locations and designs that accommodate geographic distinctions (whether in the south, north-central or western states), differences in population of a locality (high density or suburban), size of property, affluence of the local area (based on the zip code in which the project is located), and walkability of the area.

Through its Overture brand, Greystar has been the most aggressive developer of Active Living projects in the United States. Overture currently has 37 projects either in operation or under construction in 13 states. Its predominant presence is in Texas, where 11 projects are operating, many of which compete head to head with Integrated Real Estate Group projects. North Carolina is second as a targeted state for development, with five projects and two more being planned. Overture also has four projects in Nevada and three in each of South Carolina and California, with one or two projects apiece in eight other states. Greystar has aggressively expanded the Overture brand since 2017, although its projects targeting more of a middle income demographic date at least as far back as 2010. Most of Overture's more recent communities are upscale, with many quality amenities.

Differences in Modeling and Variances in Project Characteristics

The following are brief profiles of the 16 Overture projects that SC has researched, four of which are scheduled to open in 2019. They are subdivided into three types of modeling: High Density, Suburban, and Other. In these profiles, SC researched project characteristics including the size and price of land on which Overture projects have been built, size of rooms, rental rates, and other key datasets. The profiles include information on parking, with many much more costly structured parking, which is more and more expected of upper middle income seniors. Smaller properties in older suburbs and related modeling typically includes structured parking, and suburban modeling typically includes surface parking. Land acreages vary significantly, from a low of 1.75 acres to a high of 11.02. Sales prices of land purchased by Greystar vary widely, too, from about \$444,000 to \$1.96 million per acre.

SC's process for obtaining land sales data was to visit the county GIS website in which each Overture project is located, then use property IDs to research property records. The available GIS and property records data varied from one county/state to the next. In six of the 16 cases, SC could not obtain sales prices. SC also looked for information from city and/or state records, as well as site plans filed with municipal zoning boards. In cases where land sales data were unavailable, SC instead used published data on real estate tax assessments of the subject property. Since the majority of projects were opened in 2017 or later, the real estate assessed value of lands is likely

the purchase price. See Overture projects below, with about half of their current portfolio in three categories below.

Urban or Higher Density per Acre Suburban Projects

These projects are located in more urbanized or older more mature suburbs, typically smaller property and sites that are more costly.

Overture Domain (Austin)

Location: 3100 Kramer Lane, Austin, TX 78758

Opened: 2016

Acreage: 2.13; Real Estate Tax Assessment, \$4,175,226 (\$1,960,200 per acre), as of tax year 2019.

Unit count/floors: 189 units, four floors

Unit sizes: Studio, 685 to 907 sq.ft.; 1BR, 677 to 907 sq.ft.; 2BR, 1,109 to 1,347 sq.ft.

Unit rates: Studio, \$1,775 to \$2,570; 1BR, \$1,750 to \$2,620; 2BR, \$1,995 to \$3,805

Parking: Structured, five levels

Local demographics (78758 zip code)

Population: Total, 46,618; 16.4% ages 55 and over

Population within 10 mile radius: 627,762

Income: MHH income, \$50,018, based on Census Bureau 2017 five year estimate

Average home value: \$296,400, as of June 10, 2019

Overture Buckhead South (Atlanta)

Location: 658 Lindbergh Drive NE, Atlanta, GA 30324

Opened: 2018

Acreage: 2.23; Confirmed land purchase price: 6/10/15, \$2,703,000 (\$1,212,108 per acre)

Unit count/floors: 190 units, four floors

Unit sizes: 1BR, 618 to 1,040 sq.ft.; 2BR, 1,042 to 1,797 sq.ft.

Unit rates: 1BR, \$1,595 to \$2,300; 2BR, \$2,695 to \$3,250

Parking: Structured

Local demographics (30324 zip code)

Population: Total, 26,521; 20.3% ages 55 and over

Population within 10 mile radius: 1,038,190

Income: MHH income, \$66,748, based on Census Bureau 2017 five year estimate

Average home value: \$406,000, as of June 10, 2019

Overture Crabtree (Raleigh)

Location: 4408 Marriott Drive, Raleigh, NC 27612

Opened: 2017

Acreage: 3.39; Confirmed land purchase price: 2/12/16, \$3,850,000 (\$1,135,693 per acre)

Unit count/floors: 203 units, five floors

Unit sizes: 1BR, 660 to 989 sq.ft.; 2BR, 1,044 to 1,288 sq.ft.

Unit rates: 1BR, \$1,875 to \$2,575; 2BR, \$2,325 to \$3,225

Parking: Structured, five levels with 282 spaces

Local demographics (27612 zip code)

Population: Total, 37,384; 28.6% ages 55 and over

Population within 10 mile radius: 438,455

Income: MHH income, \$73,402, based on Census Bureau 2017 five year estimate

Average home value: \$358,300, as of June 10, 2019

Overture Kierland (Scottsdale)

Location: 7170 Tierra Buena Lane, Scottsdale, AZ 85254

Opened: 2018

Acreage: 1.97; Real Estate Tax Assessment: \$2,400,000 (\$1,218,274 per acre), as of tax year 2017.

Unit count/floors: 170 units/five floors

Unit sizes: 1BR, 621 to 987 sq.ft.; 2BR, 1,048 to 1,447 sq.ft.

Unit rates: 1BR, \$1,780 to \$3,090; 2BR, \$2,900 to \$4,490

Parking: Structured, ground level

Local demographics (85254 zip code)

Population: Total, 45,973; 33.2% ages 55 and over

Population within 10 mile radius: 390,147

Income: MHH income, \$90,398, based on Census Bureau 2017 five year estimate

Average home value: \$496,700, as of June 10, 2019

Overture Providence (Charlotte)

Location: 6805 Walnut Branch Lane, Charlotte, NC 28277

Opens: Fall 2019

Acreage: 3.51; Confirmed land purchase price: 3/14/17, \$3,770,000 (\$1,074,074 per acre)

Unit count/floors: 175 units, five floors

Unit sizes: 1BR, 678 to 1,044 sq.ft.; 2BR, 1,045 to 1,223 sq.ft.

Unit rates: 1BR, \$1,800 to \$2,450; 2BR, \$2,395 to \$3,245

Parking: Covered and surface

Local demographics (28277 zip code)

Population: Total, 70,582; 21.5% ages 55 and over

Population within 10 mile radius: 379,611

Income: MHH income, \$101,490, based on Census Bureau 2017 five year estimate

Average home value: \$353,100, as of June 10, 2019

Overture Virginia Beach

Location: 3317 Ocean Shore Avenue, Virginia Beach, VA 23451

Opened: 2017

Acreage: 7.47; Confirmed land purchase price: 12/8/15, \$6,250,000 (\$836,904 per acre)

Unit count/floors: 172 units, five floors

Unit sizes: 1BR, 683 to 1,018 sq.ft.; 2BR, 1,060 to 1,456 sq.ft.

Unit rates: 1BR, \$1,695 to 2,850; 2BR, \$2,536 to \$3,950

Parking: Structured, ground level

Local demographics (23451 zip code)

Population: Total, 43,447; 30.4% ages 55 and over

Population within 10 mile radius: 507,462

Income: MHH income, \$65,881, based on Census Bureau 2017 five year estimate

Average home value: \$410,900, as of June 10, 2019

Suburban

These projects are typically built on the suburbs of metropolitan areas, have larger acreages, and they are more likely to have surface parking.

Overture Dr. Phillips (Orlando)

Location: 6410 Sand Lake Sound Road, Orlando, FL 32819

Opened: 2018

Acreage: 5.71; Confirmed land purchase price: 10/9/17, \$6,840,000 (\$1,197,898 per acre)

Unit count/floors: 185 units, four floors

Unit sizes: 1BR, 675 to 990 sq.ft.; 2BR, 1,045 to 1,391 sq.ft.

Unit rates: 1BR, \$1,795 to \$2,800; 2BR, \$2,795 to \$3,595

Parking: Structured

Local demographics (32819 zip code)

Population: Total, 28,301; 28.7% ages 55 and over

Population within 10 mile radius: 605,206

Income: MHH income, \$62,918, based on Census Bureau 2017 five year estimate

Average home value: \$321,100, as of June 10, 2019

Overture Fair Ridge (Washington, DC Metro)

Location: 3955 Fair Ridge Drive, Fairfax, VA 22033

Opened: 2017

Acreage: 6.94; Confirmed land purchase price: 12/4/15, \$7,500,000 (\$1,080,692 per acre)

Unit count/floors: 200 units, four floors

Unit sizes: 1BR, 675 to 1,008 sq.ft.; 2BR, 948 to 1,277 sq.ft.

Unit rates: 1BR, \$1,900 to \$3,400; 2BR, \$2,500 to \$3,870

Parking: Structured and covered parking

Local demographics (22003 zip code)

Population: Total, 40,255; 19.8% ages 55 and over

Population within 10 mile radius: 801,141

Income: MHH income, \$110,519, based on Census Bureau 2017 five year estimate

Average home value: \$469,900, as of June 10, 2019

Overture Cotswold (Charlotte)

Location: 4830 Randolph Road, Charlotte, NC 28211

Opened: 2017

Acreage: 6.01; Confirmed land purchase price, 3/2/17, \$4,125,000 (\$686,356 per acre)
Unit count/floors: 158 units, three floors
Unit sizes: 1BR, 649 to 994 sq.ft.; 2BR, 1,133 to 1,285 sq.ft.
Unit rates: 1BR, \$1,800 to \$2,150; 2BR, \$2,500 to \$3,350
Parking: Surface, approx. 198 spaces

Local demographics (28211 zip code)
Population: Total, 30,760; 27.7% ages 55 and over
Population within 10 mile radius: 591,130
Income: MHH income, \$77,369, based on Census Bureau 2017 five year estimate
Average home value: \$503,300, as of June 10, 2019

Overture Arboretum (Austin)

Location: 10600 Jollyville Road, Austin, TX 78759
Opened: 2017
Acreage: 11.02; Real Estate Tax Assessment: \$5,765,076 (\$523,146 per acre), as of tax year 2019.
Unit count/floors: 184 units/five floors
Unit sizes: 1BR, 619 to 689 sq.ft.; 2BR, 1,045 to 1,342 sq.ft.
Unit rates: 1BR, \$1,675 to \$3,150; 2BR, \$3,075 to \$3,850
Parking: Surface

Local demographics (78759 zip code)
Population: Total, 41,847; 27.6% ages 55 and over
Population within 10 mile radius: 632,549
Income: MHH income, \$76,749, based on Census Bureau 2017 five year estimate
Average home value: \$459,100, as of June 10, 2019

Overture Centennial (Raleigh)

Location: 600 Bilyeu Street, Raleigh, NC 27606
Opens: Winter 2020
Acreage: 9.58; Confirmed land purchase price: 4/25/18, \$4,265,303, for three combined properties (\$445,230 per acre)
Unit count/floors: 181 units (94 1BR, 87 2BR), three floors
Unit sizes: 1BR, 598 to 1,161 sq.ft.; 2BR, 1,102 to 1,537 sq.ft.
Unit rates: 1BR, \$1,485 to \$2,435; 2BR, \$2,385 to \$3,285
Parking: Surface, 228 spaces

Local demographics (27606 zip code)
Population: Total, 46,321; 15.4% ages 55 and over
Population within 10 mile radius: 450,636
Income: MHH income, \$50,540, based on Census Bureau 2017 five year estimate
Average home value: \$288,000, as of June 10, 2019

Overture Daniel Island (Charleston, SC)

Location: 7770 Farr Street, Charleston, SC 29492
Opens: Summer 2019

Acreage: 8.6; Confirmed land purchase price: 12/7/17, \$3,819,177 (\$444,090 per acre)
Unit count/floors: 197 units, four floors
Unit sizes: 1BR, 678 to 1,091 sq.ft.; 2BR, 1,051 to 1,331 sq.ft.
Unit rates: 1BR, \$1,800 to \$3,100; 2BR, \$3,000 to \$3,500
Parking: Surface

Local demographics (29492 zip code)
Population: Total, 12,629; 24.4% ages 55 and over
Population within 10 mile radius: 268,763
Income: MHH income, \$103,822, based on Census Bureau 2017 five year estimate
Average home value: \$493,900, as of June 10, 2019

Overture Highlands (Arlington, TX)

Location: 250 W. Arbrog Brook Blvd., Arlington, TX 76014
Opened: 2017
Acreage: 3.80; Real Estate Tax Assessment, \$1,323,976 (\$348,415 per acre), as of tax year 2019.
Unit count/floors: 167 units, five floors
Unit sizes: 1BR, 724 to 1,094 sq.ft.; 2BR, 1,055 to 1,273 sq.ft.
Unit rates: 1BR, \$1,645 to \$2,450; 2BR, \$2,400 to \$2,900
Parking: 168 surface parking spaces

Local demographics (76014 zip code)
Population: Total, 35,235; 19.1% ages 55 and over
Population within 10 mile radius: 735,734
Income: MHH income, \$50,916, based on Census Bureau 2017 five year estimate
Average home value: \$175,300, as of June 10, 2019

Other

The following projects, classified as “Other,” deviate in one or more ways from the more typical Overture projects profiled above.

Overture Yorktown (Suburban Chicago)

Location: 55 Yorktown Shopping Center, Lombard, IL 60148
Opens: 2019
Acreage: 1.75 (property is, in effect, “carved out” of the much larger shopping center property);
Confirmed land purchase price: 6/17, \$6,500,000 (\$3,714,285 per acre) although may have been other considerations based on Purchase Price.
Unit count/floors: 175 units, seven floors
Unit sizes: 1BR, 707 to 1,112 sq.ft.; 2BR, 1,118 to 1,327 sq.ft.
Unit rates: 1BR, \$1,695 to \$3,680; 2BR, \$2,995 to \$4,920
Parking: Structured, six level parking deck (234 spaces)
Additional information: According to the Village of Lombard, a second phase to the project planned by Greystar will be located adjacently on a 5.95 acre lot. This market rate apartment project will be called Elan and open at approximately the same time as Overture Yorktown. Two other projects, a commercial building and convenience center, will adjoin to form a four parcel complex called Yorktown Commons.

(<https://www.villageoflombard.org/DocumentCenter/View/1080/2018-Chamber-Presentation-PDF?bidId=>)

Local demographics (60148 zip code)

Population: Total, 60,148; 29.1% ages 55 and over

Population within 10 mile radius: 1,046,380

Income: MHH income, \$75,250, based on Census Bureau 2017 five year estimate

Average home value: \$261,100, as of June 10, 2019

Overture Riverwalk (Riverside, CA)

Location: 4725 Sierra Vista Avenue, Riverside, CA 92505

Opened: 2010

Acreage: 7.16; Real Estate Tax Assessment: \$5,915,090 (\$826,130 per acre), as of tax year 2018.

Unit count/floors: 204 units/three floors

Unit sizes: 1BR, 637 to 739 sq.ft.; 2BR, 908 to 934 sq.ft.

Unit rates: 1BR, \$1,450 to \$1,710; 2BR, \$1,790 to \$2,000

Parking: Multi car surface garages

Local demographics (92505 zip code)

Population: Total, 50,110; 18.1% ages 55 and over

Population within 10 mile radius: 560,452

Income: MHH income, \$62,232, based on Census Bureau 2017 five year estimate

Average home value: \$402,300, as of June 10, 2019

Overture Rancho Santa Margarita (Extended Los Angeles Market)

Location: 30824 La Miranda Lane, Rancho Santa Margarita, CA 92688

Opened: Originally built in 2006 and opened as Buena Vida at Town Center, an age restricted community

Acreage: 3.09; Real Estate Tax Assessment: \$1,600,000 (\$517,799 per acre), as of tax year 2018.

Property sold by previous owner in December 2017 for \$34.8 million. Assume that Overture was the purchaser, but unconfirmed.

Unit count/floors: 115 units/three floors

Unit sizes: 1BR, 540 to 660 sq.ft.; 2BR, 885 to 965 sq.ft.

Unit rates: 1BR, \$1,815 to \$2,015; 2BR, \$2,525

Parking: Surface and covered parking

Additional information: The property includes the building in which Overture Rancho Santa Margarita is located. It has a real estate assessed value for \$1,850,000, for a total property value of \$3,450,000.

Local demographics (72688 zip code)

Population: Total, 45,062; 18.8% ages 55 and over

Population within 10 mile radius: 366,328

Income: MHH income, \$103,215, based on Census Bureau 2017 five year estimate

Average home value: \$657,900, as of June 10, 2019

Key Findings

From the profiles, following are key findings about Overture's Active Living projects based on SC's findings:

- With six of the 17 projects are in relatively high-density areas having smallish tracts of land available for development, Overture has countered this limitation with buildings that are five floors stories of more and more related cost than most than in suburban location.
- The property sales prices or appraised real estate assessed value of lands per acre are generally much higher in older suburbs and more urban than suburban locations. Five of the six properties in more urban or older suburban areas had sales prices or real estate assessed value of lands of over \$1 million per acre).
- Of a total of seven Suburban projects, Overture Dr. Phillips and Overture Daniel Island are in localities with divergent levels of affluence, measured by median household income of their respective zip codes. Overture Daniel Island is in an exclusive, high income area (MHH of \$103,822), while Overture Dr. Phillips is in a much more middle income zip code (\$62,918). Part of Overture Dr. Phillips' lower income is due to the fact that it is in a lower income state, i.e. Florida. Additionally, the project is located in the southern portion of Dr. Phillips, a newer more destination area where 11 different real estate projects recently got underway. This reflects flexibility that Greystar is willing to take in considering sites and markets, as long as top 25-50 major metros and their suburbs.
- In the "Other" category, the Overture Yorktown project has the most unique location of the 17 projects, being on the grounds of a shopping mall, and it has the smallest acreage, at 1.75. According to GIS data, Greystone paid the most for any of the Overture projects that SC researched, over \$3.7 million per acre although may have been other considerations as within an existing regional mall. An existing building on the tract was either repurposed or demolished before rebuilding. Additionally, despite the fact that the shopping center has parking spaces surrounding the project, Overture Yorktown has built a six level parking deck for the privacy and convenience of residents.
- Additionally, in the "Other" category are samples of older and/or smaller projects that target a middle income clientele and early Overture modeling and/or acquisition. Overture Riverwalk, in Riverside, California, was built in 2011 and has an atypical Overture footprint, with four residential buildings rather than all residences being "under one roof." Additionally, it has only six floorplans (compared with Overture Fair Ridge, for example, which has 15). Overture Rancho Santa Margarita, in California, was purchased in 2017 from an age restricted multifamily operator, according to online reports. It has just 115 units on three floors, only four floorplans, and with smaller size units than typical Overture projects.
- Despite the wide variations and customizations from project to project, Overture projects are mostly similar in other respects. With the exception of Overture Rancho Santa Margarita, the capacities deviate only moderately from the median of about 180 units, ranging from a high of 203 to a low of 158 units; minimum rentals for 1BR units range from \$1,450 to \$1,875, with the average being about \$1,750; and, minimum room sizes range from 598 sq.ft. to 724 sq.ft. (Except Overture Rancho Santa Margarita), with the average being about 675 sq.ft.

- By SC’s assessment, Overture Crabtree, which became operational in 2017, is a Best of Class project. It has the largest capacity of the 17 projects in this case study, three structured parking garages surrounding the residential units for short walking distances for residents, is within walking distance of upscale shopping (Crabtree Valley Mall, only 13 minutes away on foot), has an interior courtyard with swimming pool, and has numerous other best of class amenities that is deserving of best of class designation.
- See Exhibit D-1 for a listing of amenities. It is important to note that SC has connected detailed market analysis in the Northern Raleigh market and visited over 20 Independent Living projects and several other over 55 and only one other would be considered clearly Best of Class, a step up in offerings the Overture Crabtree.
- In other ways, each project is unique. Building exteriors vary in color, design, courtyards and natural areas, parking types and access; and interior areas in diverse mixes and sizes units, common areas and amenities spaces.

Conclusions

Based on Greystar’s substantial assets and ability to finance projects, it has the capacity to take on a numerous projects concurrently and handle related risks better than small to midsize and even some larger competitors. As an example, in developing multiple projects in the Raleigh area, if one project is not financially viable, the success of other projects can balance that out and make Overture’s venture into the Raleigh market profitable overall.

Overture has been aggressive in executing its development plan over the last several years, which has enabled it to become an established leader in the Active Living market. Reliable sources have advised SC that many and potentially most of the newer Overture projects include a commercial kitchen that is roughed out but not fully finished close to large common areas, with the potential to be converted into dining room(s) in the future. Hence, many Greystar/Overture projects are positioned for conversion to Independent Living later on as Baby Boomers overall become more of a Senior Living targeted market and the project’s own residents age in place.

Overture Crabtree, has taken the additional step of offering continental breakfasts and Sunday brunch to residents enabling it to better compete in Raleigh’s well established and competitive IL market, where many offer flexibility in meals and services. In SC’s “mystery shopping” of Overture Crabtree, it has determined that the average resident’s age in the community is about 72 to 74 years, much closer to the average age of 78 to 80 for brand new IL only projects.

In targeting markets that have income demographics ranging from middle income to upper middle income and even best of class on occasion, Greystar/Overture is further positioned to grow overall and establish economies of scale and presence in a particular metro(s). While Greystar/Overture presence (existing or planned) must be considered in market analysis and development, larger metro markets like those where they target have a deep base of aging Boomers that expect different options in housing and locations. That includes neighborhoods that are walkable including mixed use projects with retail/restaurants and over 55 housing.

SC has spent much time in identifying sites in mature older suburbs of major metros and sites of this size are difficult to find. Hence, even with the resources of Greystar/Overture from manpower to financial wherewithal to pay higher prices in high barrier to entry older neighborhoods, most of

their projects are much more suburban in nature. While Overture has demonstrated design flexibility, all completed and announced developments in the last few years range from 158-203 units. Most Independent Living communities are 120-140 units and Independent Living and Active Living are somewhat competitive projects.

Many regional and local multifamily developers and owners like Greystar are entering the Active Living development space with varied models. While that includes some larger urban projects, the overwhelming majority of other active living/over 55 housing being developed are smaller than Overture models. As just one of many examples, Riverwalk at Cranford, Cranford NJ (NTC Metro) has 108 total units in two buildings, with rents topping out at over \$3,800 per month in a high income very walkable small city of \$23,000. Many Active Living opportunities remain for Overture and all developers as boomed continue to age.

**Exhibit D-1
Amenities and Services at Overture Crabtree**



Amenities

Rooms

- Modern kitchens featuring stainless steel appliances
- Designer lighting throughout
- Granite countertops and custom wood cabinetry
- Center kitchen islands
- 9' ceilings with ceiling fans
- Contemporary plank-style wood-style flooring
- High quality carpet in bedrooms
- Luxury baths featuring standalone showers and soaking tubs
- Double vanities and linen closets
- Side-by-side washer/dryer

Community

- Sizable clubroom with fireplace lounge
- Demonstration kitchen in the clubroom
- Professional concierge desk
- Coffee bar and bistro
- Private dining or resident meetings
- Movie room
- Fitness center with state-of-the-art equipment
- Yoga studio
- Nail and hair salon
- Billiards and game room
- Swimming pool
- Outdoor poolside grilling area
- Bocce ball court

Services

Provide activities and events that encourage residents to be active and social, including aerobics classes, card games, and social hours.

Exhibit E

Senior Housing Rental and Sale Development within One Project or Master Plan

Introduction

Senior Consulting, LLC (SC) is an affiliate of GC Management, Inc., with companies organized in 2001 and 1998, respectively. Both are owned by Timothy B. Cassidy, who has over 35 years of history in ownership, operations, management, development, and advisory for a myriad of types of healthcare providers and in Senior Housing ranging from hospitals to Skilled Nursing Facilities to Senior Living to retirement communities to affordable/moderate-income Senior Housing, and more. Our current focus is Senior Housing development, with projects in four states currently.

SC's Principal Tim Cassidy has personally mystery-shopped approximately 2,000 Senior Housing projects of varied types in the last 15 years alone, gaining a unique perspective on common and alternative development and operational modeling. While usually standalone sites are developed for Senior Housing or Senior Living, Assisted Living/Memory Care to Independent Living to Active Adult communities are sometimes built within Master Plans as part of appropriate regional planning, but also part of obtaining rezoning on a variety of uses that include Senior Housing. Hence, when we see more traditional Senior Housing in larger Master Plans, we also will see multi-family, retail/commercial, and sometimes for-sale housing.

Markets in combination with potential sites that may be available dictate master planning and entitlements. Therefore, please see information on the potential to combine for-rent Active Living or Independent Living with for-sale over-55 housing and other uses, depending on market size and other factors.

Markets in Large Metros

Projects of 140-160 units of Independent Living or Active Living are somewhat common in the top 50-75 major metros nationwide. That said, there are substantial differences in considering development in a top 75 market versus a top 10-20 market. SC's focus on development is in the top 20 markets, although our company currently has a couple of projects in the top 75 markets, based on market demand and a compelling location. One example is our 160-unit Independent Living project in a compelling Master Plan in the #1 city for home values and MHH, Metro Kansas City, the 31st largest MSA in the United States.

Below are a couple of examples of two top ten markets where SC is serving as a lead developer for a combination of a rental and sale Senior Housing model:

- New York City is the number one market by size in the United States, with first-tier suburbs of the city in NJ, CT, and NY, having virtually no properties available for development sans a tear-down. After substantial due diligence on at least 25 properties in suburban north New Jersey, SC has identified a property of approximately five acres that is rectangular, has paths for re-zoning, and is literally across the street from an outdoor shopping center that includes a major supermarket, movie theaters, and 20+ mainly national chain restaurants.

Within an eight-mile ring of the Subject Property, there are well over 1.2M in population. Hence, SC has engaged team members to address site work budgets and afford paths for entitlements to develop three buildings/related uses: i) 100 units of market-rate Active Living or Independent Living with three storefronts including a restaurant, salon/spa and medical wellness center; ii) 60 units of over-55 condos with amenities and common areas; iii) 40 units of affordable/moderate income. New Jersey COAH mandates require 20% of the units to be predominantly moderate income, but some affordable income as well. These units would be smaller and in a standalone

building with residents having access to some amenities on site, including common areas and fitness center but also to the amenities/services in the Active Living/Independent Living building.

- Miami-Fort Lauderdale-West Palm Beach is the sixth-largest MSA in the United States. Sites in Dade, Broward, and Palm Beach Counties are few and far between. As such, SC is conducting further due diligence and negotiations currently for a combination of for-sale and for-rent Senior Housing with secondary retail components.

As such, we are looking at various properties for our Master Plan that would include the following:

- Limited amount of retail/commercial including on the frontage of the overall property. This may include pad sites for restaurants or medical.
- 140-160 units of Active Living and/or Independent Living in a four-story structure with substantial amenities and common areas.
- Clusters of 18-36-unit buildings in three to four stories, with 96-120 units total. With phased development, our partner and SC will have less risks and benefit from higher pricing as each building within the cluster of for-sale buildings is developed.

Our Enhanced Active Living branding typically includes two restaurants, salon/spa, and a medical wellness center on the ground floor that are available to residents. In this model, these spaces would be expanded, as would a best-of-class fitness center, so that the residents of the senior condos within the Master Plan could utilize these spaces.

Based on the development plan, SC expects two separate partnerships/entities, a co-developer/sponsor and operator combined for the Active Living and/or Independent Living with SC, and a local developer that will develop the condominiums. While the condominiums will have a Homeowners Association (HOA), the HOA will have a contract with the for-rent project so that the condominium residents will have access to a platform of included and optional services and amenities within the rental project.

Smaller Metros Require Flexibility in Product Offerings

While the above two examples are high-density and high-income primary market areas (PMAs), SC has identified sites in several smaller Florida metros, and in metro Charleston, SC, and Savannah, GA, which are all fast-growing markets. These markets have lower barriers to entry and therefore do not check all the boxes for market-rate Senior Living without added layers of risks in development or potential operations.

In these markets, we're considering a combination of 80 units of Independent Living/Active Living with an additional 80 units of for-sale condos in three- to four-story structures that share common areas and amenities including a fitness center, activity areas, restaurant(s), wellness center, salon, spa, and much more.

In this product, the ownership of the Active Living/Independent Living would have the economies of scale benefits of the residents of the condominiums using the amenities and services for a collective fee between the HOA and the ownership entity of the rental community as described above.

Continuing Care Retirement Communities Provide Examples of Lessening Risks in Rentals with Entry Fees

Over the last 10 to 15 years, we have seen many Continuing Care Retirement Communities (CCRCs) that are typically owned by nonprofit and faith-based organizations concurrently offering for-rent and

entry fee models versus just entry fees as they've offered historically. In effect, the entry fees help subsidize the rental offerings in a community.

While it is less common to see for-profit CCRCs, [Erickson Senior Living](#) develops large CCRCs where they depend much less on presales like a typical nonprofit CCRC. They develop many Independent Living buildings on a phased basis to lessen the risks of development in general, but also for projects that have four times or more the number of Independent Living units than most new CCRCs.

[Touchmark at Emerald Lake](#), near Frisco in McKinney, TX, is a great example of mixing entry fees with for-rent product in a highly successful best-of-class project. In July 2023, Tim mystery shopped this soon-to-be-opened community, which was then mystery shopped again in the spring of 2024 after the project had opened.

While prices had substantially increased by the time of the second visit to the retirement community, at the initial visit the "residency deposit" on a first-floor 2BR unit was \$758,000, with an annual deposit credit of \$45,480 (or \$3,790/month), which reduced the rent from \$8,525 to \$4,635. The somewhat elongated building was built on a slope with most of the units on one side facing a small lake, an added premium. Hence, the units on that side were "buy-in," while units elsewhere were rental. During the second visit, almost all the premium units were rented after payment of the aforesaid entry fees.

The success of this program allowed the developers to substantially increase their available equity for much more favorable financing on their Phase Two development of Assisted Living/Memory Care.

Mixed-Use Urban Modeling

While SC's focus is on large markets, we have worked in advisory capacities in urban settings, including assessing comparables for mixed-use high-rise modeling within a single high-rise structure, including projects in Chicago's North Shore, to consider in other metros. In one award-winning project, a high-rise included i) retail/commercial on the lower levels; ii) designated parking decks above for various uses; iii) multiple floors for a hotel; iv) small apartments for rent aimed at Millennials and Gen-Z; v) with the last "development" or use in the upper floor being large penthouse units that were rented but also had the flexibility to be sold.

In this development model, the Master Developer's risks were lessened as it brought in partners for the different uses within different blocks of floors, much like a horizontal development would have separately deeded properties within a Master Plan.

We are in the process of seeking the right partners and the right site for development of a high-rise model in Broward or Palm Beach Counties that would be within half a mile to a mile of the ocean so that the majority of the upper floors' units would have outstanding views. We strongly believe that separating uses as described above on different floors will both lessen developer risks and increase profits.

Conclusion

Land and development costs have skyrocketed, yet demand is still outstanding in most major markets, particularly for best-of-class projects. As an example, in western Palm Beach County, where there are five over-55 for-sale communities developed by [GL Homes](#) alone, typically with its [Valencia](#) brand, that have homes starting at \$1.1 to \$1.8M in each of these communities and exceeding \$3M or more, offering alternative products in a combination of for-rent and for-sale condominiums offers a better value with much closer access to amenities and common areas.

The combination of for-rent and for-sale products in Senior Housing provides a myriad of benefits to developers, including lessening the risks in smaller markets or major markets. In addition, the higher

valuation for a portion of the site for sale units adds value to properties. Last but not least, projects with some degree of mixed uses in the retail and restaurants, let alone over-55 residential, that don't impact schools, can gain favor in re-zoning and approvals with increased density and therefore valuations and benefits for communities, sellers and developers alike.

Exhibit F Village Cooperative Case Study

Introduction

Senior Consulting, LLC (SC), is an advisor and developer of Senior Housing and Senior Living facilities. SC's current focus is market rate Active Living development, although in some cases SC will entitle an Active Living site adjacent to affordable or moderate income Senior Housing using Low Income Housing Tax Credits (LIHTC). SC is focusing on development in Ohio and Colorado. The company is in the process of completing a case study on the development of different types of Active Living in Colorado. Senior Housing cooperatives are a growing segment in over 55 housing and potentially are a direct competitor of a rental Active Living project as defined by industry standards. (Definitions are available upon request.) As an initial comparison to rental Active Living projects, please see Exhibit 1, a breakdown of share values and monthly fees for the Village Cooperative of Longmont, CO.

On September 5, 2019, *Senior Housing News* (www.seniorhousingnews.com) published the article "Why Co-Op Senior Housing is Ready for Primetime." Senior Cooperative Foundation Board Chairman Dennis Wilson told SHN, "The number of senior co-ops has grown from 103 in 2013 to 125 in 2019 totaling 7,700 units and over 10,500 residents." Also from the article, "Ecumen launched a senior cooperative brand, Zvago, with the opening of a \$20 million, 54-unit community in Minnetonka, Minnesota." Ecumen, a large non-profit Senior Housing developer and operator, opened two additional communities with one under construction and a fifth one planned. The article also states, "Colorado's 65-and-older population is expected to top 1.25 million by 2030 and the state was ranked the best state in the U.S. for aging by *US News and World Report*."

According to various sources, targeting active adults, senior co-ops offer a more affordable living option with much lower up-front costs as compared to home ownership, Senior Living and Active Adult communities. Residents purchase shares for a full apartment in a corporation that owns and controls the building. There is a monthly charge for assessments, maintenance and repairs that includes the monthly fees on empty units until they are occupied. Mortgage interest and real estate taxes qualify for tax deductions identical to home ownership. Upon resale, owners receive return of equity, as well as an incremental appreciation of shares – usually 1%-2%. Alternatively, shares can be retained and the unit rented.

Real Estate Equities Development is a full service residential development company located in Eagan, Minnesota. The company has been involved in the development and management of over 40 projects comprising of more than 2,200 homes with a value of over \$500,000,000 in urban, suburban, and medium-sized communities throughout the Midwest and Western United States.

The company currently has 39 active senior co-op Village Cooperative communities in nine Midwest and Western states. Currently, two of their communities are open in Colorado: Village Cooperative of Longmont and Village Cooperative of Fort Collins. The Chatfield (Littleton) and Grand Junction locations are scheduled to open soon and the Centennial, Greeley, Lakewood and Loveland locations are under construction. All have a club room, reading areas, community area, workshop/flex space, guest suite and garden plots. One parking space per unit in an underground heated garage is included in addition to surface parking.

Please see Exhibit 2, an overview of select Village Cooperative communities in areas of Colorado (or in nearby areas) SC is considering for development. Please see Exhibit 3, a comparison of

housing options provided by Village Cooperative. For floor plans that smartly vary in the range of sizes depending on the market and related income levels, please see Exhibit 4 for Village Cooperative Longmont, Exhibit 5 Village Cooperative Loveland and Exhibit 6 Village Cooperative Centennial. Information on the select Village Cooperative communities was obtained from their websites. Many of their communities sell out quickly during construction (like Village Cooperative of Loveland where there is only one unit left and Village Cooperative of Centennial where there are only three units left). Unlike a privately owned home or condominium typically listed and sold by a real estate broker, co-op resales are coordinated by the co-op management and resale information is not available.

Conclusion

Longmont is a middle to upper middle income city that is closer in proximity to Boulder than it is to Denver. It has many Senior Living facilities, with at least four offering Independent Living that can be an alternative to Active Living or a co-op decision for a purchaser/resident considering Village Cooperative of Longmont. Floor plans range from 873SF-1,507SF and the initial share/investment ranges from \$95,000-\$197,000 for the 52 units with the total co-op investment of \$7,746,000 – an average of almost \$150,000 for each unit, or \$125/SF based on an average of 1,190SF per unit. Village Cooperative’s valuation chart (Exhibit 1) includes transfer values into the future. For example, the transfer value from 6/19/2026 and 6/18/2027 is approximately 20% higher than the initial investment.

As part of their marketing, Village Cooperative is in a position to be more comparable to home ownership that appreciates even though their monthly fees average approximately \$1,750/month at the Longmont project. To compare the Longmont fees to an Active Living rental project a CAP rate of 8% was used on the \$150,000 investment (\$12,000 annually or \$1,000 per month). Therefore, when the average monthly fee of approximately \$1,700 is added, the total of \$2,700 would be equivalent to a rental Active Living project. Senior Housing cooperatives are clearly an alternative and full competitor of rental Active Living. As such, they are included in Market Analyses completed by SC and its extended team. However, while this model is both growing and desirable to many, an Active Living project with onsite restaurant(s) and a more comprehensive amenity and service package both competes much more head-to-head with Independent Living. With that in mind, SC firmly believes that the outstanding success of the Village Cooperative model in Colorado and elsewhere is due to the limited amount of Active Living offerings in most markets to meet the demand of the growing expectations of Baby Boomers compared to their parents.

**Exhibit F-1
Village Cooperative Long Longmont
Share Values**

Village Cooperative of Longmont					Updated: 6/11/2020					
Unit #	Unit Type	Highest Initial Monthly	Highest Initial Share	Annual Increase	Transfer Value					
					6/18/2020 6/18/2021	6/18/2021 6/18/2022	6/18/2022 6/18/2023	6/18/2023 6/18/2024	6/18/2024 6/18/2025	6/18/2025 6/18/2026
101	A	\$1,105	\$97,000	\$2,910	\$99,910	\$102,820	\$105,730	\$108,640	\$111,550	\$114,460
102	D	\$1,725	\$151,000	\$4,530	\$155,530	\$160,060	\$164,590	\$169,120	\$173,650	\$178,180
103	W	\$1,870	\$159,000	\$4,770	\$163,770	\$168,540	\$173,310	\$178,080	\$182,850	\$187,620
104	J	\$1,585	\$139,000	\$4,170	\$143,170	\$147,340	\$151,510	\$155,680	\$159,850	\$164,020
105	K	\$1,910	\$170,000	\$5,100	\$175,100	\$180,200	\$185,300	\$190,400	\$195,500	\$200,600
106	G2	\$1,555	\$131,000	\$3,930	\$134,930	\$138,860	\$142,790	\$146,720	\$150,650	\$154,580
107	I	\$1,900	\$164,000	\$4,920	\$168,920	\$173,840	\$178,760	\$183,680	\$188,600	\$193,520
108	Y	\$1,820	\$157,000	\$4,710	\$161,710	\$166,420	\$171,130	\$175,840	\$180,550	\$185,260
111	E	\$1,350	\$116,000	\$3,480	\$119,480	\$122,960	\$126,440	\$129,920	\$133,400	\$136,880
112	G	\$1,410	\$122,000	\$3,660	\$125,660	\$129,320	\$132,980	\$136,640	\$140,300	\$143,960
113	O	\$1,500	\$128,000	\$3,840	\$131,840	\$135,680	\$139,520	\$143,360	\$147,200	\$151,040
114	I-REV	\$1,820	\$156,000	\$4,680	\$160,680	\$165,360	\$170,040	\$174,720	\$179,400	\$184,080
115	P2	\$1,705	\$149,000	\$4,470	\$153,470	\$157,940	\$162,410	\$166,880	\$171,350	\$175,820
116	H2	\$1,820	\$156,000	\$4,680	\$160,680	\$165,360	\$170,040	\$174,720	\$179,400	\$184,080
117	K	\$2,010	\$180,000	\$5,400	\$185,400	\$190,800	\$196,200	\$201,600	\$207,000	\$212,400
118	Q1	\$2,100	\$190,000	\$5,700	\$195,700	\$201,400	\$207,100	\$212,800	\$218,500	\$224,200
201	AA	\$1,075	\$95,000	\$2,850	\$97,850	\$100,700	\$103,550	\$106,400	\$109,250	\$112,100
202	D	\$1,715	\$150,000	\$4,500	\$154,500	\$159,000	\$163,500	\$168,000	\$172,500	\$177,000
203	W	\$1,830	\$155,000	\$4,650	\$159,650	\$164,300	\$168,950	\$173,600	\$178,250	\$182,900
204	J	\$1,545	\$135,000	\$4,050	\$139,050	\$143,100	\$147,150	\$151,200	\$155,250	\$159,300
205	K	\$1,870	\$166,000	\$4,980	\$170,980	\$175,960	\$180,940	\$185,920	\$190,900	\$195,880
206	G2	\$1,515	\$127,000	\$3,810	\$130,810	\$134,620	\$138,430	\$142,240	\$146,050	\$149,860
207	I	\$1,890	\$163,000	\$4,890	\$167,890	\$172,780	\$177,670	\$182,560	\$187,450	\$192,340
208	Y	\$1,810	\$156,000	\$4,680	\$160,680	\$165,360	\$170,040	\$174,720	\$179,400	\$184,080
209	L	\$1,930	\$172,000	\$5,160	\$177,160	\$182,320	\$187,480	\$192,640	\$197,800	\$202,960
210	MA	\$1,550	\$132,000	\$3,960	\$135,960	\$139,920	\$143,880	\$147,840	\$151,800	\$155,760
211	E	\$1,320	\$113,000	\$3,390	\$116,390	\$119,780	\$123,170	\$126,560	\$129,950	\$133,340
212	G	\$1,400	\$121,000	\$3,630	\$124,630	\$128,260	\$131,890	\$135,520	\$139,150	\$142,780
213	O	\$1,460	\$124,000	\$3,720	\$127,720	\$131,440	\$135,160	\$138,880	\$142,600	\$146,320
214	I-REV	\$1,780	\$152,000	\$4,560	\$156,560	\$161,120	\$165,680	\$170,240	\$174,800	\$179,360
215	P2	\$1,665	\$145,000	\$4,350	\$149,350	\$153,700	\$158,050	\$162,400	\$166,750	\$171,100
216	H2	\$1,780	\$152,000	\$4,560	\$156,560	\$161,120	\$165,680	\$170,240	\$174,800	\$179,360
217	K	\$1,990	\$178,000	\$5,340	\$183,340	\$188,680	\$194,020	\$199,360	\$204,700	\$210,040
218	Q1	\$2,080	\$188,000	\$5,640	\$193,640	\$199,280	\$204,920	\$210,560	\$216,200	\$221,840
301	A	\$1,135	\$100,000	\$3,000	\$103,000	\$106,000	\$109,000	\$112,000	\$115,000	\$118,000
302	D	\$1,785	\$157,000	\$4,710	\$161,710	\$166,420	\$171,130	\$175,840	\$180,550	\$185,260
303	W	\$1,910	\$163,000	\$4,890	\$167,890	\$172,780	\$177,670	\$182,560	\$187,450	\$192,340
304	J	\$1,615	\$142,000	\$4,260	\$146,260	\$150,520	\$154,780	\$159,040	\$163,300	\$167,560
305	K	\$1,950	\$174,000	\$5,220	\$179,220	\$184,440	\$189,660	\$194,880	\$200,100	\$205,320
306	G2	\$1,585	\$134,000	\$4,020	\$138,020	\$142,040	\$146,060	\$150,080	\$154,100	\$158,120
307	I	\$1,960	\$170,000	\$5,100	\$175,100	\$180,200	\$185,300	\$190,400	\$195,500	\$200,600
308	Y	\$1,880	\$163,000	\$4,890	\$167,890	\$172,780	\$177,670	\$182,560	\$187,450	\$192,340
309	L	\$2,020	\$181,000	\$5,430	\$186,430	\$191,860	\$197,290	\$202,720	\$208,150	\$213,580
310	M	\$1,630	\$140,000	\$4,200	\$144,200	\$148,400	\$152,600	\$156,800	\$161,000	\$165,200
311	E	\$1,380	\$119,000	\$3,570	\$122,570	\$126,140	\$129,710	\$133,280	\$136,850	\$140,420
312	G	\$1,460	\$127,000	\$3,810	\$130,810	\$134,620	\$138,430	\$142,240	\$146,050	\$149,860
313	O	\$1,540	\$131,000	\$3,930	\$134,930	\$138,860	\$142,790	\$146,720	\$150,650	\$154,580
314	I-REV	\$1,860	\$160,000	\$4,800	\$164,800	\$169,600	\$174,400	\$179,200	\$184,000	\$188,800
315	P2	\$1,735	\$152,000	\$4,560	\$156,560	\$161,120	\$165,680	\$170,240	\$174,800	\$179,360
316	H2	\$1,860	\$160,000	\$4,800	\$164,800	\$169,600	\$174,400	\$179,200	\$184,000	\$188,800
317	K	\$2,080	\$187,000	\$5,610	\$192,610	\$198,220	\$203,830	\$209,440	\$215,050	\$220,660
318	Q1	\$2,170	\$197,000	\$5,910	\$202,910	\$208,820	\$214,730	\$220,640	\$226,550	\$232,460
		\$88,945	\$7,746,000	\$232,380	\$7,978,380	\$8,210,760	\$8,443,140	\$8,675,520	\$8,907,900	\$9,140,280

See separate attached document for complete Share Values through 6-18-2060.

Exhibit F-2
Overview of Select Village Cooperative Communities

Village Cooperative of Longmont

2435 Lillie Court, Longmont, CO 80504

52 units/3 stories

Club room, reading areas, community area, woodworking shop/flex space, guest suite, garden plots, underground heated parking

As of 11/12/20, all units have been presold with the exception of Floor Plan Y, a 1,300SF, 2BR, 2BA unit.

See Exhibit 1 for Share Values through 6-18-2026. (See separate document attached for complete Share Values through 6-18-2060.)

See Exhibit 3 for Floor Plans

www.villagecooperative.com/longmont-co

Village Cooperative of Loveland

4350 Arriba Avenue, Loveland, CO 80538

Under construction

58 units /3 stories

1BR, 1BR + Den, 2BR, 2BA, 2BR, 2BA + Den ranging from 887SF-1,527SF

Club room, reading areas, community area, workshop/flex space, guest suite, garden plots, underground heating parking

As of 11/13/20, all units have been presold with the exception of Floor Plan K, a 1,470SF, 2BR, 2BA unit from \$195,000 plus monthly share of operating expenses

See Exhibit 4 for Floor Plans

www.villagecooperative.com/loveland-co

Village Cooperative of Centennial

8000 E. Prentice Ave., Greenwood Village, CO 80111

Under construction

74 units/3 stories

1BR, 1.5BA + Den, 2BR, 2BA, 2BR, 2BA + Den ranging from 1,240SF-1,769SF

Club room, reading areas, community area, woodworking shop/flex space, guest suites, garden plots, underground heated parking

As of 11/13/20, all units have been presold with the exception of Floor Plan H, 1,514,SF, 2 BR, 2BA unit, Floor Plan L, 1,523SF, 2BR, 2BA unit and Floor Plan M, 1,385SF handicap adaptable unit

See Exhibit 6 for Floor Plans

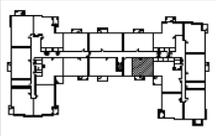
<https://www.villagecooperative.com/centennial-co>

Exhibit F-3
Comparison of Housing Options

	OWNERSHIP	FINANCING	MONTHLY COST	COMMUNITY CONTROL	VOTES
Cooperative	Members are shareholders in a corporation that owns the property. Owning a share entitles you to occupy a unit.	Most often, a blanket mortgage finances entire project, including units and common elements.	Members pay the co-op for their share of actual operating cost, insurance, mortgage, maintenance, and real estate taxes, based on the non-profit operation of the entire community.	Members elect their own board of directors, which decides all policy matters. The board will set up several committees to help run the community.	One vote per membership, regardless of unit size or share value.
Rental	Tenants owns nothing.	Outside owners hold mortgage.	Tenants pay rent specified in lease.	Tenants usually have no voice in establishing and maintaining community standards.	N/A
Single Family	Owners acquire Individual title to their dwellings and yard.	Individuals must obtain their own mortgages.	Owner purchases whatever is needed, often at higher retail costs. Owner makes mortgage and tax payments to lender.	Individual owners have no jurisdiction over their neighborhoods.	N/A
Condominium	Owner holds title to unit, along with an undivided interest in project common elements.	Individuals must obtain their own mortgages.	Owner pays mortgage payments and taxes directly to the lender. Owner pays an association fee to cover exterior maintenance.	Common elements of project are administered by owner's association; owners have exclusive control over their individual unit.	Voting formulas vary; in some projects, one owner, one vote; in others, unit size determines number of votes.
Continuing Care Retirement Community	The ownership is typically a 501c3 not-for-profit company or managed by a third party management company.	Payment of entrance fees are paid in cash.	Varies depending on the size of unit and services provided.	N/A	N/A

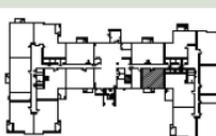
Source: Village Cooperative

Exhibit F-4
Village Cooperative of Longmont
Floorplans

	<p>—Home A— 873 sf 1 bedroom, 1 bathroom</p>	
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1st & 3rd Floors



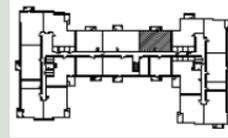
	<p>—Home AA— 873 sf 1 bedroom, 1 bathroom</p>	
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2nd Floor
 Handicap Adaptable

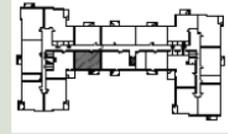




—Home D—
1,290 sf
2 bedroom, 2 bathroom



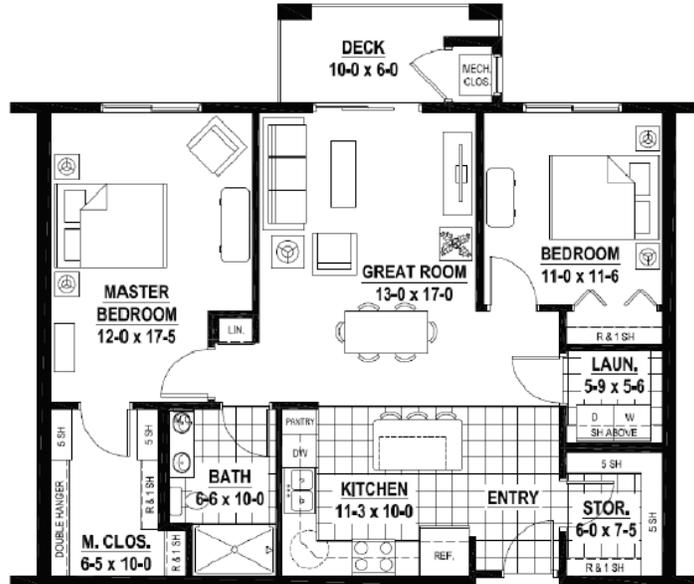
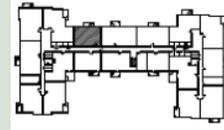
—Home E—
1,077 sf
2 bedroom, 1 bathroom





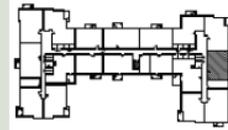
—Home G—

1,077 sf
2 bedroom, 1 bathroom



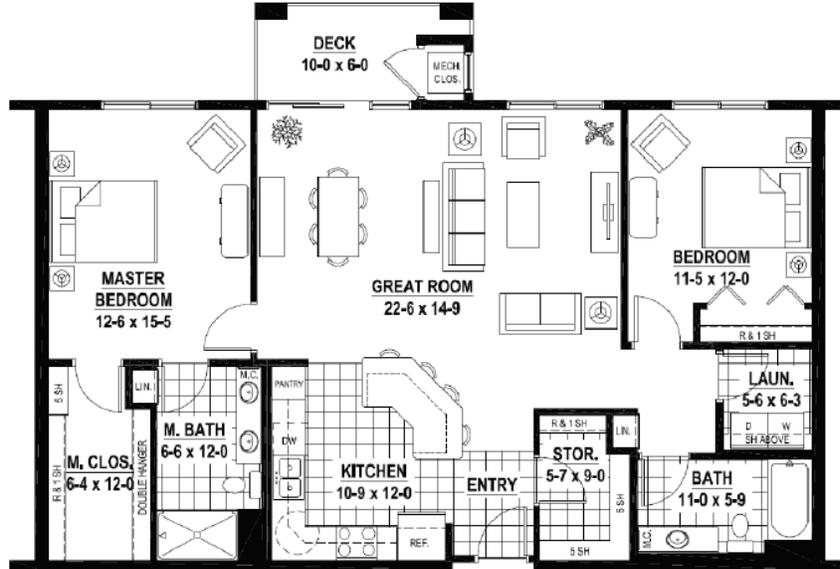
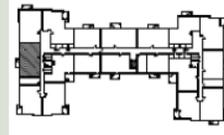
—Home G2—

1,204 sf
2 bedroom, 1 bathroom

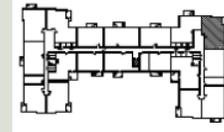




—Home H2—
1,376 sf
2 bedroom, 2 bathroom



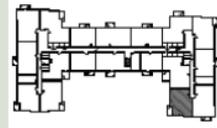
—Home I—
1,363 sf
2 bedroom, 2 bathroom





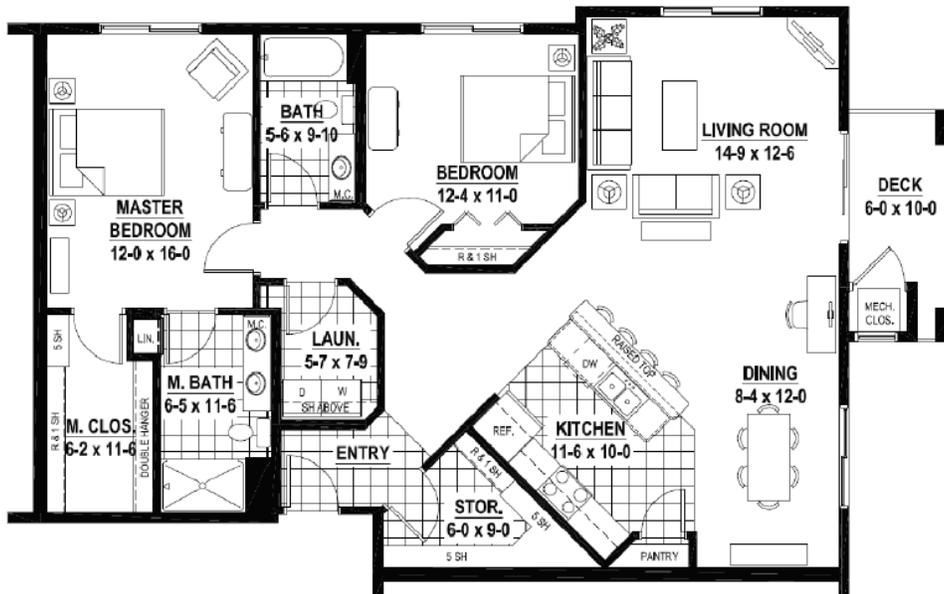
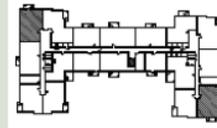
—Home J—

1,200 sf
1 bedroom, 1 bathroom, den



—Home K—

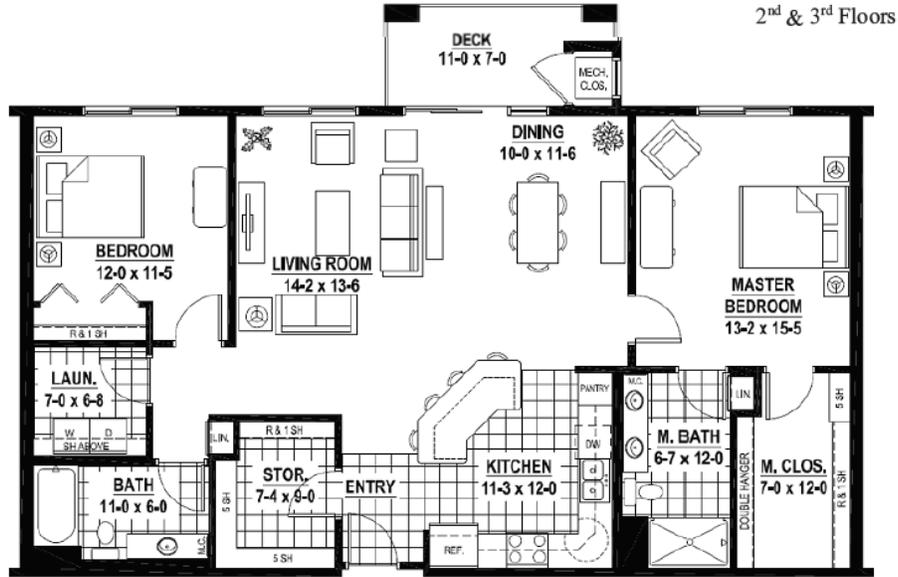
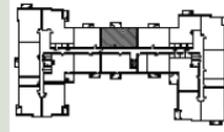
1,453 sf
2 bedroom, 2 bathroom





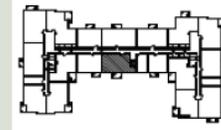
—Home L—

1,462 sf
2 bedroom, 2 bathroom



—Home M—

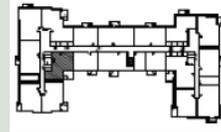
1,250 sf
2 bedroom, 2 bathroom





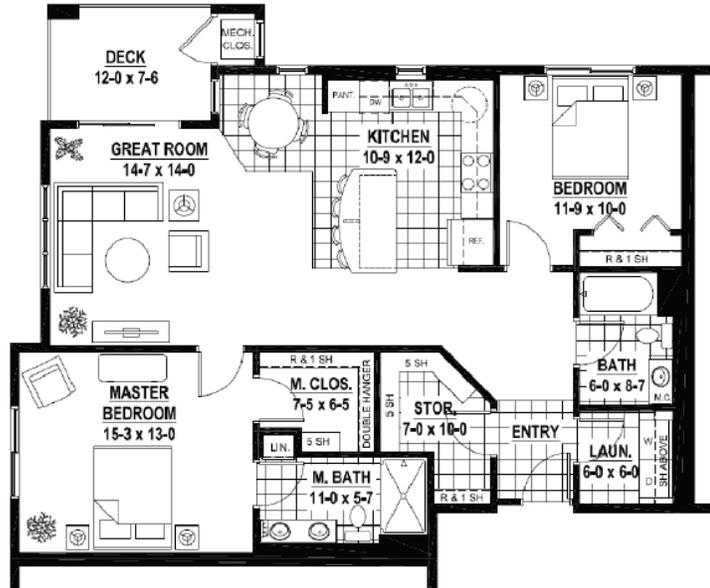
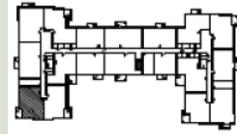
—Home O—

1,222 sf
1 bedroom, 1-1/2 bathroom, den



—Home P2—

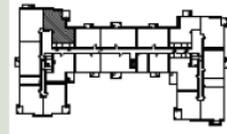
1,277 sf
2 bedroom, 2 bathroom





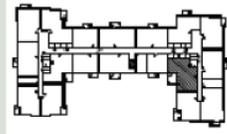
—Home Q1—

1,507 sf
2 bedroom, 2 bathroom, den



—Home W—

1,456 sf
2 bedroom, 2 bathroom





—Home Y—
1,300 sf
2 bedroom, 2 bathroom

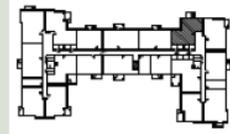
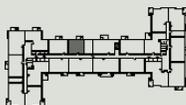
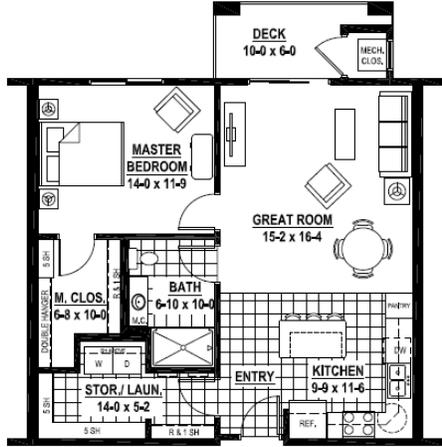
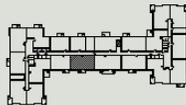
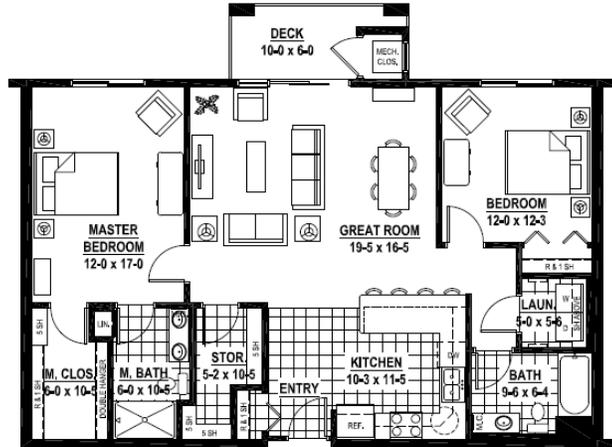


Exhibit F-5 Village Cooperative of Loveland Floor Plans

	<p>Home A 887 square feet 1 bedroom, 1 bath</p>	 1 st & 3 rd Floors
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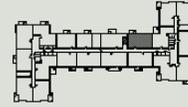


	<p>Home D 1,307 square feet 2 bedroom, 2 bath</p>	
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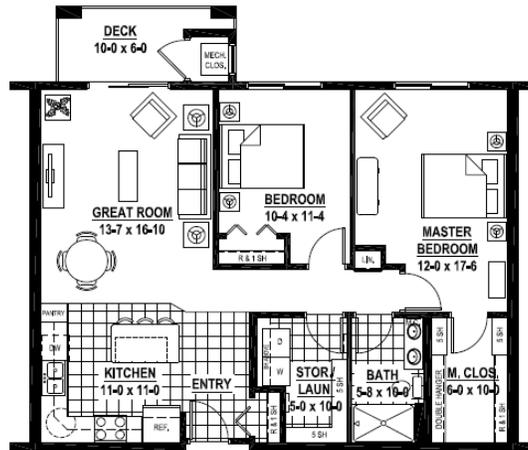
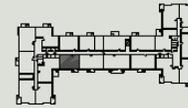




Home D.1
1,360 square feet
2 bedroom, 2 bath

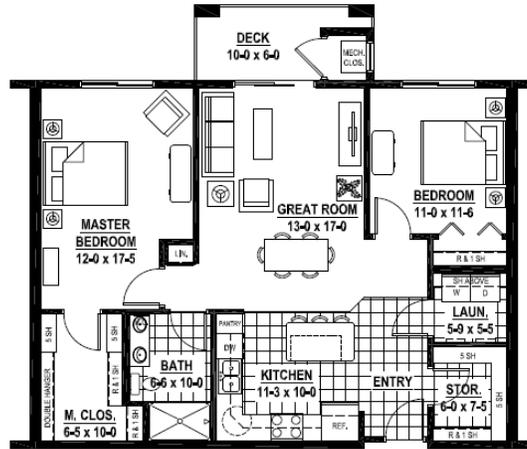
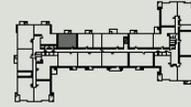


Home E
1,094 square feet
2 bedroom, 1 bath

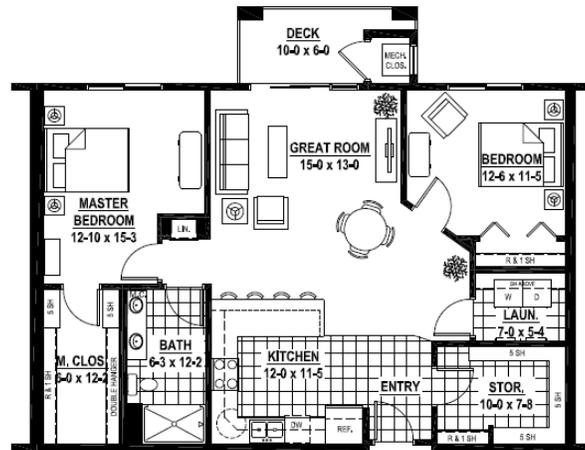
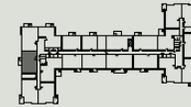




Home G
1,094 square feet
2 bedroom, 1 bath

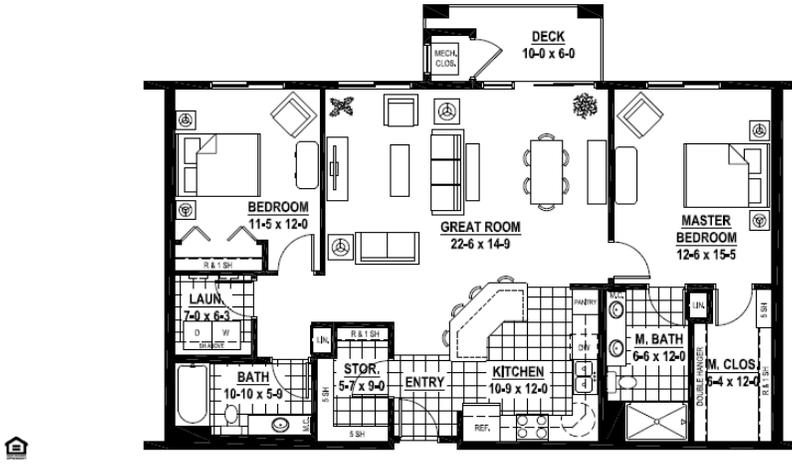
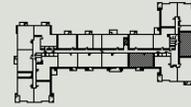


Home G.2
1,221 square feet
2 bedroom, 1 bath

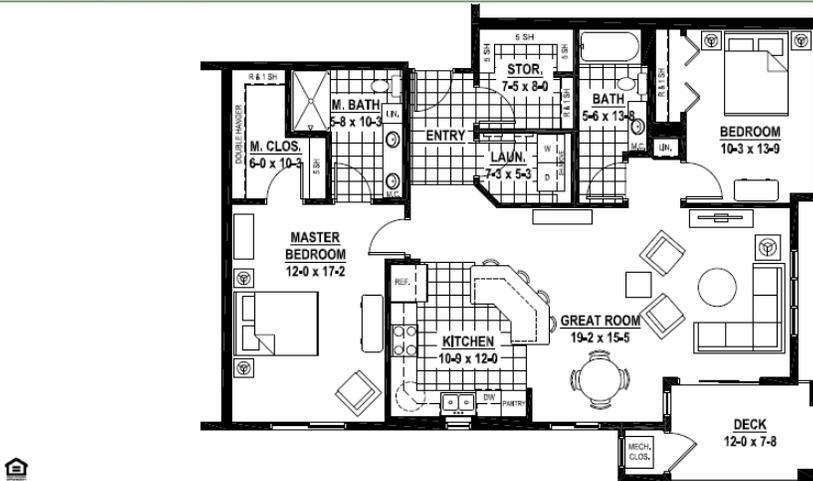
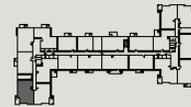




Home H
1,390 square feet
2 bedroom, 2 bath



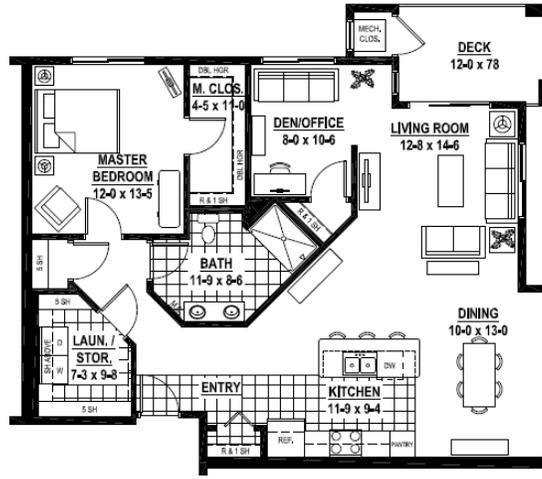
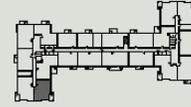
Home I
1,384 square feet
2 bedroom, 2 bath





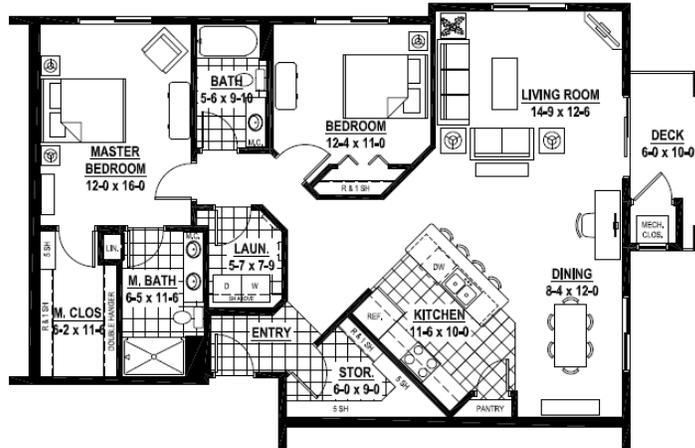
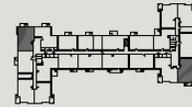
Home J

1,221 square feet
1 bedroom, 1 bath, den



Home K

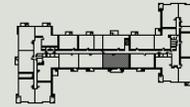
1,470 square feet
2 bedroom, 2 bath



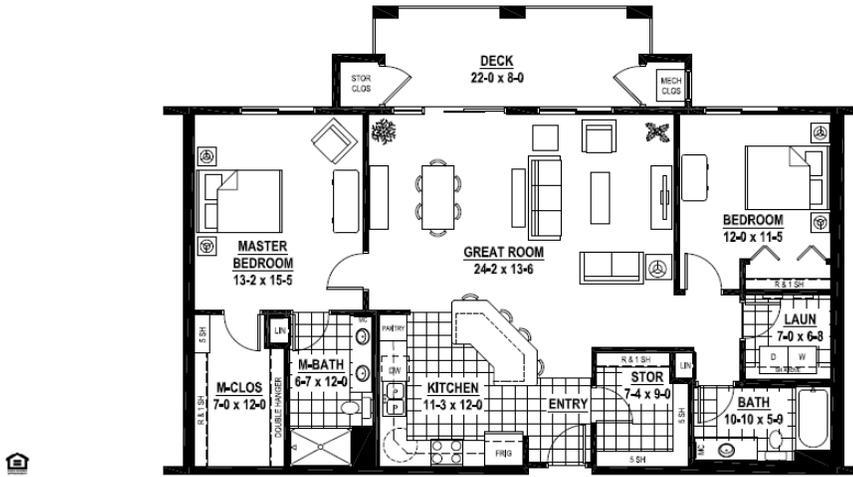


Home L

1,500 square feet
2 bedroom, 2 bath

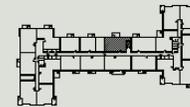


2nd & 3rd Floors Only

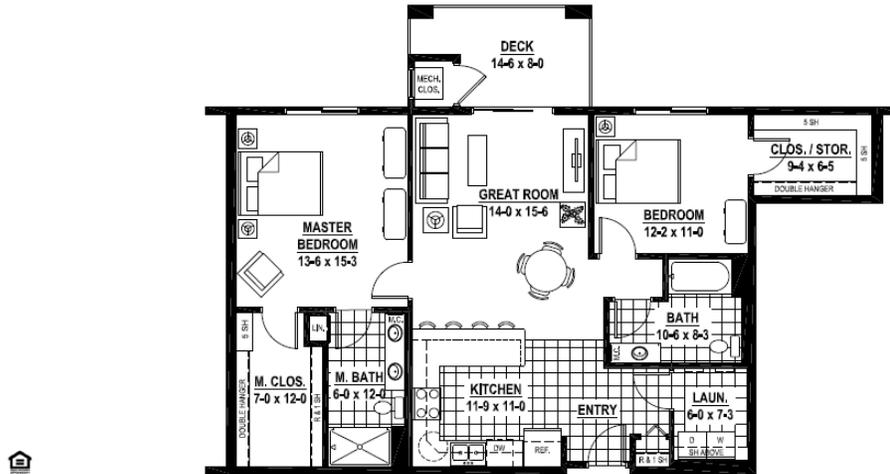


Home M

1,267 square feet
2 bedroom, 2 bath

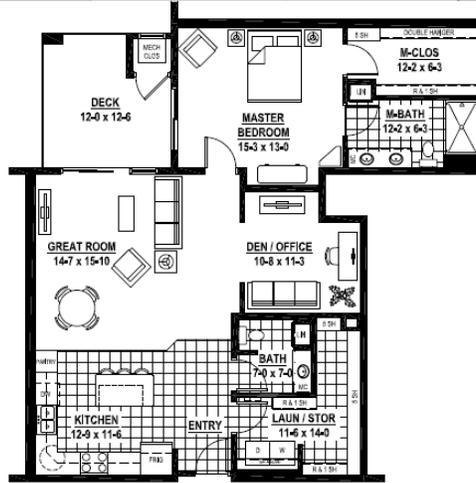
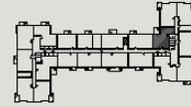


3rd Floor Only

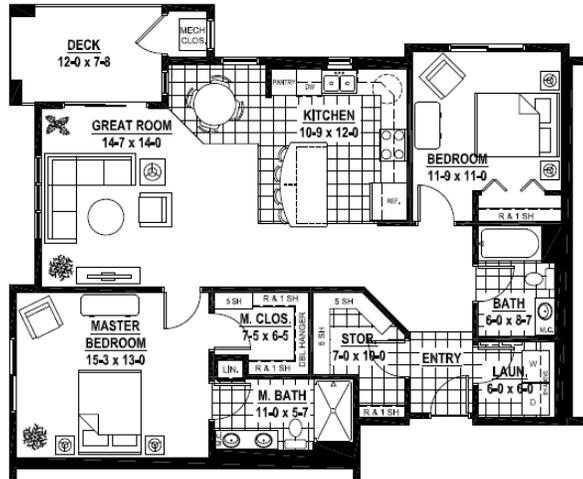
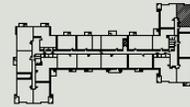




Home O.2
1,270 square feet
1 bedroom, 1-1/2 bath, den

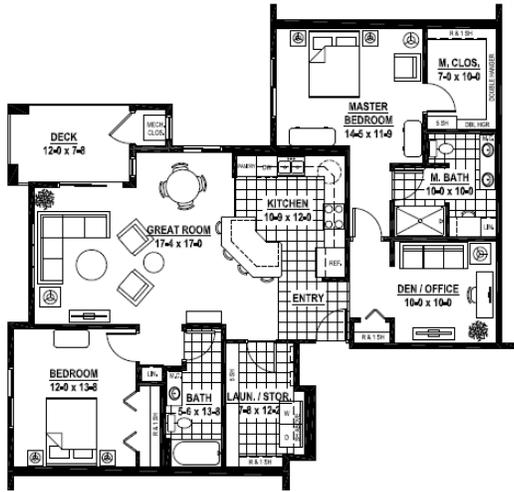
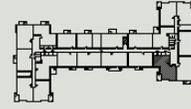


Home P.3
1,310 square feet
2 bedroom, 2 bath

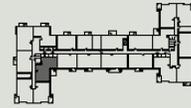




Home Q.1
1,527 square feet
2 bedroom, 2 bath, den



Home W
1,503 square feet
2 bedroom, 2 bath





Home Y
1,315 square feet
2 bedroom, 2 bath

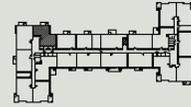


Exhibit F-6
Village Cooperative of Centennial
Floorplans



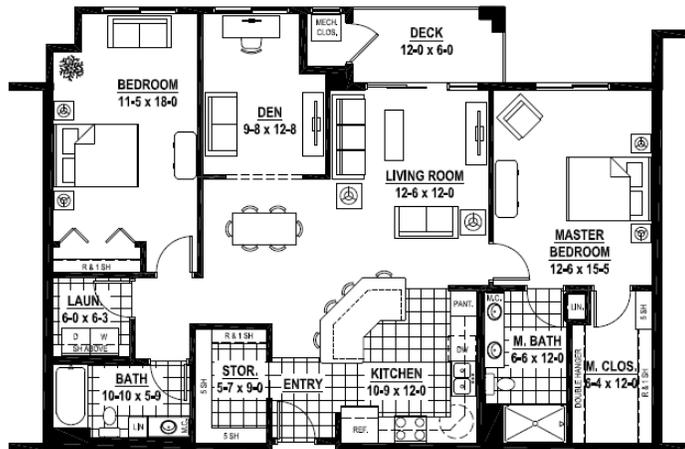
Home G
1,307 square feet
2 bedroom, 1 bath



Home H
1,514 square feet
2 bedroom, 2 bath, den

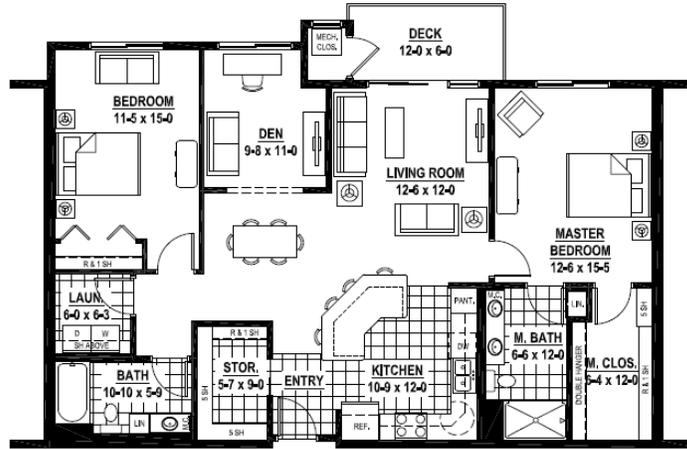


1st - 3rd Floors

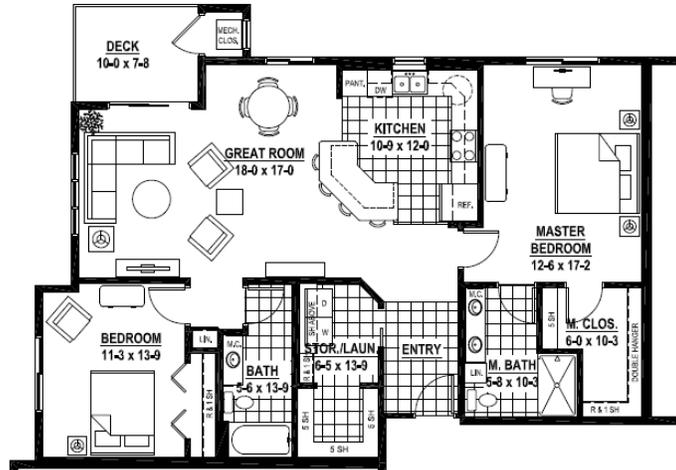




Home H4
1,455 square feet
2 bedroom, 2 bath, den

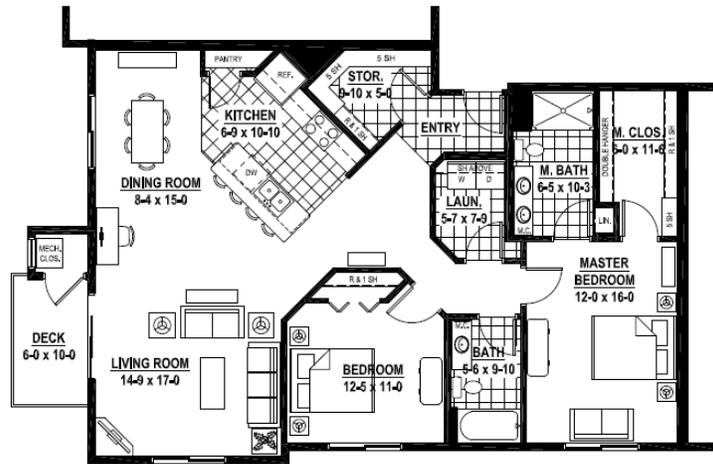


Home I
1,405 square feet
2 bedroom, 2 bath

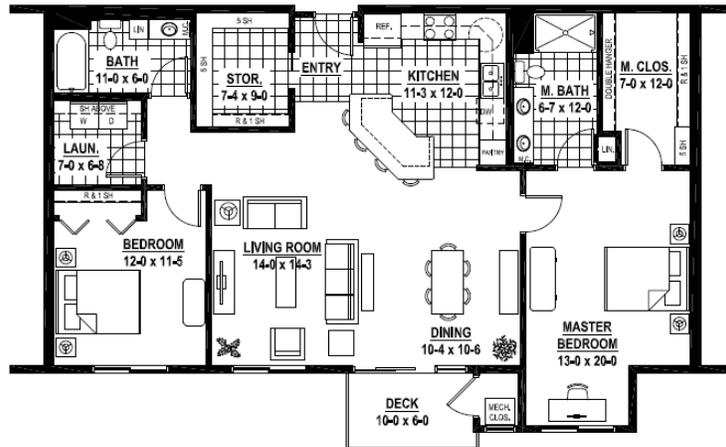




Home K
1,473 square feet
2 bedroom, 2 bath



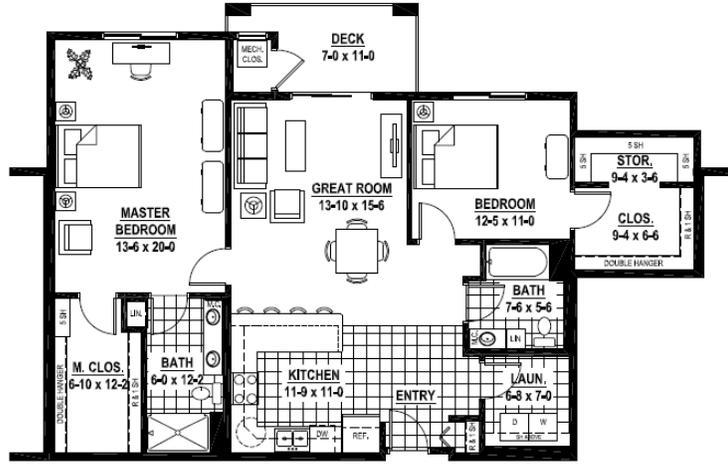
Home L
1,523 square feet
2 bedroom, 2 bath





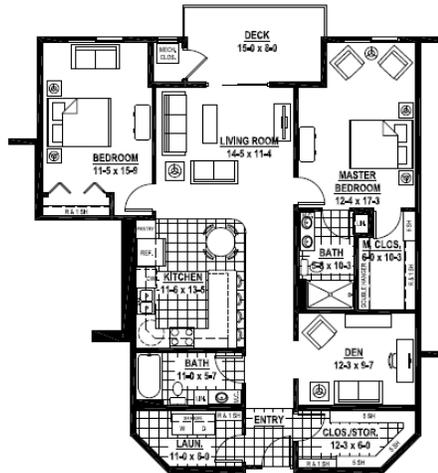
Home M

1,385 square feet
2 bedroom, 2 bath



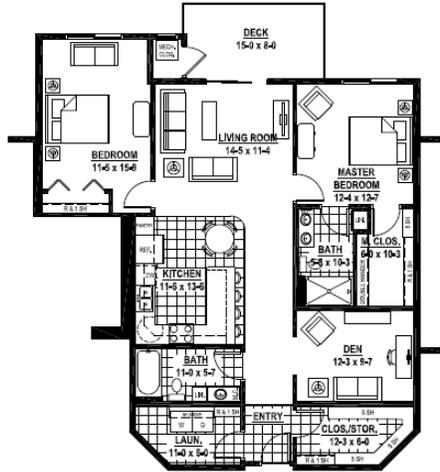
Home N

1,462 square feet
2 bedroom, 2 bath, den





Home N4
1,416 square feet
2 bedroom, 2 bath, den



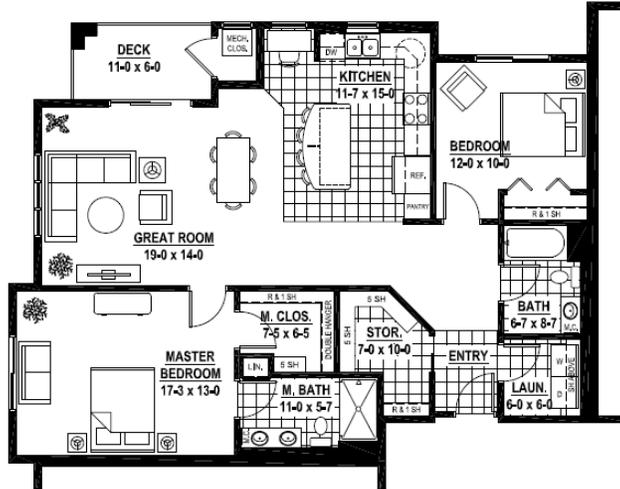
Home O
1,240 square feet
1 bedroom, 1.5 bath, den





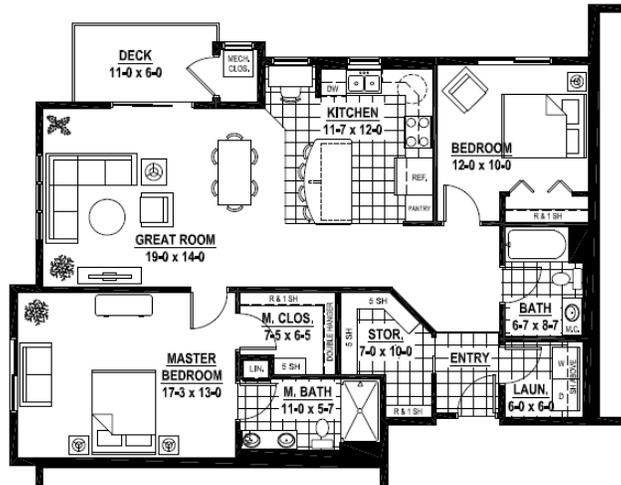
Home P

1,379 square feet
2 bedroom, 2 bath



Home P4

1,336 square feet
2 bedroom, 2 bath





Home Q

1,564 square feet
2 bedroom, 2 bath, den

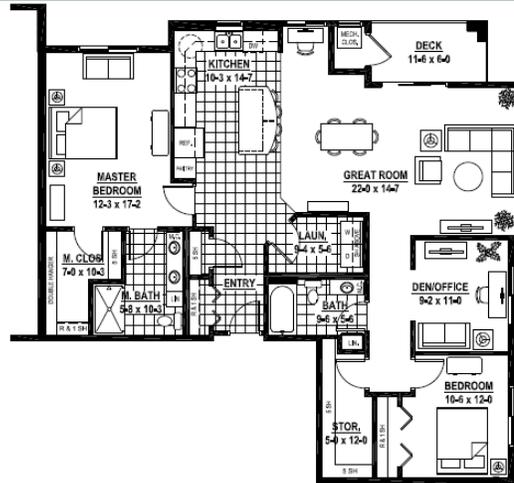


Home S

1,621 square feet
2 bedroom, 2 bath, den



1st - 3rd Floors





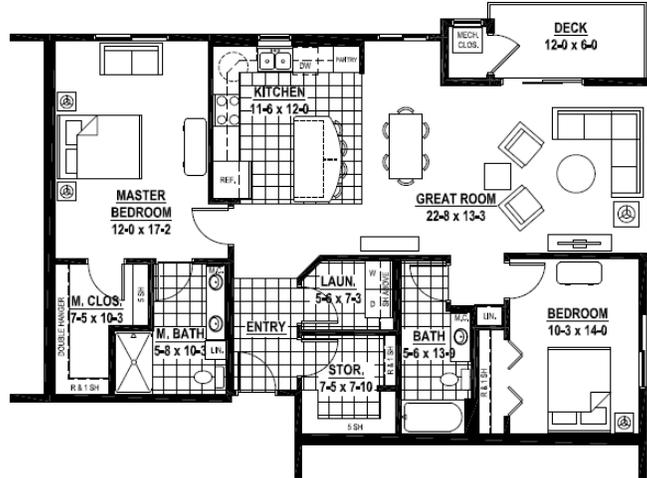
Home T

1,464 square feet
2 bedroom, 2 bath



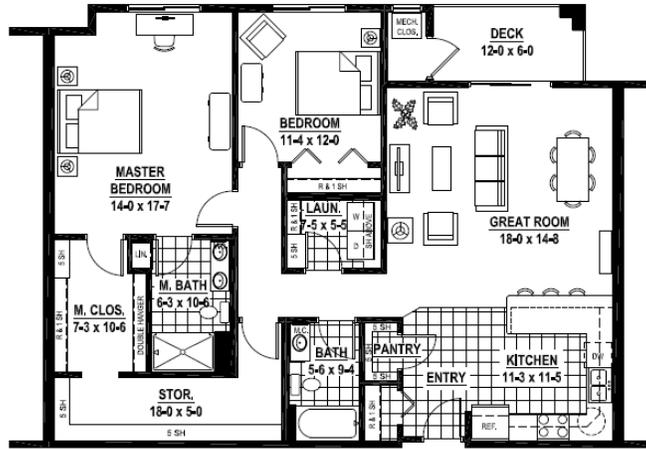
Home T4

1,412 square feet
2 bedroom, 2 bath

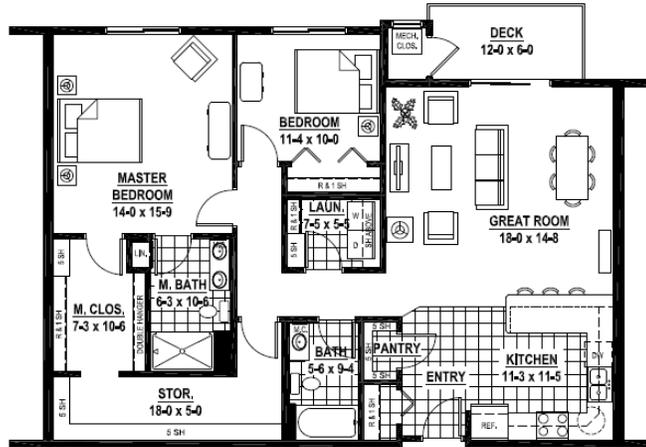




Home U
1,466 square feet
2 bedroom, 2 bath

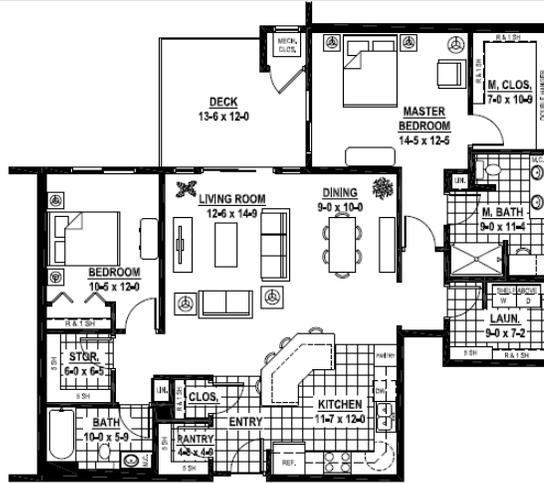


Home U4
1,418 square feet
2 bedroom, 2 bath





Home W
1,492 square feet
2 bedroom, 2 bath



Home X
1,728 square feet
2 bedroom, 2 bath, den



