



August 17, 2023

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**RE: SCE Optima Eastside Investors, LLC - Investment Memorandum**

Dear Fellow Investor:

Enclosed is the Investment Memorandum for our latest opportunity, SCE Optima Eastside Investors, LLC (the “Company”). The Company will be providing preferred equity for the development of a 252-unit Class-A multi-family project in Greenville, South Carolina (the “Project”). Flournoy Development Group (the “Sponsor” or “Flournoy”) currently owns the land and has completed a three-year entitlement effort to get the Project approved. The Company’s equity will be funded alongside the closing of the loan to begin construction immediately. The Company will receive distributions during the development period from a payment reserve established at closing, as has been the case with all our previously executed preferred equity investments in development projects.

A few highlights on the opportunity are as follows:

- **Significant Equity Insulation** – Flournoy will be investing \$21,000,000 of equity (64% of the total equity), which will be subordinate to the Company’s equity investment in the Project. This is the most significant equity insulation we have achieved to date in a preferred equity investment.
- **Exceptional Location in Target Market** – The Project is in a highly-desirable residential submarket of Greenville along a vibrant retail corridor with significant amenities, as well as immediate access to transportation arteries serving primary employment centers.
- **Best-in-Class Sponsor with Deep Market Knowledge** – Flournoy was founded in 1967 with Greenville roots and established a strategic capital partnership in 2018 with Kajima USA, a subsidiary of Kajima Corporation, which brings significant financial capacity. The Project will be Flournoy’s 5<sup>th</sup> Class-A multi-family development in Greenville.

After reviewing the attached memorandum, I would welcome the opportunity to answer any questions or provide additional detail on our underwriting and analysis. If you are interested in reviewing the formal offering materials, please let us know through the accompanying Investor Response form or call me at 202-438-2193 as soon as possible and indicate the number of units you would like to reserve. ***Our anticipated call for funds date is September 12, 2023.***

Sincerely,

Jake Farver  
Sr. Managing Director



# SCE OPTIMA EASTSIDE INVESTORS, LLC

A Delaware Limited Liability Company



# PREFERRED EQUITY INVESTMENT OPPORTUNITY

# \$12,110,000

## OPTIMA EASTSIDE - GREENVILLE, SC

252-Unit, Class-A Multifamily  
Development Project  
Greenville, SC

(1,211 Member Units in  
increments of \$10,000,  
minimum of 10 units)



THIS IS NOT AN OFFER TO SELL OR A SOLICITATION TO BUY SECURITIES. THIS MEMORANDUM IS FOR INFORMATIONAL PURPOSE ONLY. OFFERS CAN ONLY BE MADE BY THE PRIVATE PLACEMENT MEMORANDUM. RESULTS FORECASTED HEREIN ARE BASED ON CERTAIN ASSUMPTIONS AS TO FUTURE EVENTS, AND THEREFORE, MAY NOT REFLECT THE RESULTS THAT WILL ACTUALLY OCCUR. REFERENCE MUST BE MADE TO THE PRIVATE PLACEMENT MEMORANDUM FOR A DETAILED ACCOUNT OF THE ASSUMPTIONS MADE. THE SPONSOR BELIEVES THE ASSUMPTIONS USED CONSTITUTE A REASONABLE BASIS FOR PREPARATION OF THE PROJECTIONS; HOWEVER, THE SPONSOR HAS NOT INDEPENDENTLY VERIFIED MANY OF THE ASSUMPTIONS ON WHICH THESE PROJECTIONS ARE BASED.

# OPPORTUNITY OVERVIEW



SCE Optima Eastside Investors, LLC (“the “Company”) is being formed to provide preferred equity for the development of Optima Eastside, a 252-unit, Class-A multi-family development project located on the Pelham Road retail corridor in the desirable Thornblade area of Greenville, SC (the “Project”). The Project will offer state of the art amenities, along with 10 retail/flex suites totaling 11,220 square feet.

Flournoy Development Group (“Sponsor” or “Flournoy”) currently owns the site and was able to secure the necessary entitlements for the Project after a three-year rezoning process that included dealing with the highly vocal and involved neighborhood associations and municipal stakeholders. Given the difficulty, cost, and time required in securing these entitlements, future efforts for new multi-family projects will likely receive significant opposition, creating barriers-to-entry for new development in the surrounding area.

Flournoy, based in Columbus, GA, is an experienced multi-family developer in the Southeast and has built over 230 apartment communities totaling over 43,000 units since its inception in the late 1960’s. The Project will be Flournoy’s fifth Class-A multi-family development in Greenville and delivered its most recent project earlier this year that is currently in lease-up. Flournoy is typically a merchant builder and intends to sell the project at stabilization.

**TOTAL PROJECT COSTS - \$83,000,000**

**Sponsor Equity  
(64%)\***

**\$21,000,000**

**SCE Preferred  
Equity (36%)\***

**\$12,000,000**

**Senior Loan  
(62% LTC)**

**\$50,000,000**

\* Percentage of the total equity requirement.

# PORTFOLIO STRATEGIC VALUE



Each Somera investment stands alone as a single-purpose entity and our investor partners make opt-in/opt-out decisions for each one of those executions. We prefer this flexible, non-fund format for several reasons. Not the least of which is it requires a tremendous standard of care as each one of our investments stands the test of evaluation by our peer network of highly successful individuals and families.

While each investor has the opportunity to build their own bespoke portfolio of assets with us, the founding family and principals of Somera make substantial commitments to every investment. Therefore, we maintain a portfolio approach from the perspective of evaluating the accretive nature of each investment to our combined portfolio.

We prioritize the preservation of capital and focus on specific target markets where we can grow and gain economies of scale and granular market knowledge to create competitive advantage. We are capital allocators, with deep industry experience and knowledge, that relies primarily on sponsored transactions to maintain a lean and agile operating model. We leverage our respective capital to gain access to a diversified opportunity set.



## WHAT IS PREFERRED EQUITY?

- Preferred equity is not debt but is senior equity to the Sponsor's cash investment in the Project.
- Preferred equity is documented through a traditional joint-venture operating agreement and will receive tax-efficient depreciation and amortization benefits, unlike mezzanine or other forms of structured debt.
- The Company's cash investment in the Project is capped at its initial investment, and in the event the venture requires additional cash, Sponsor is required to fund any additional proceeds, which will be subordinate to the Company's equity and preferred return.
- The Company receives 100% of all cash flow generated by the Project to pay a priority annual cash-on-cash return on its equity. The Company and Sponsor will split any remaining cash flow 50% to the Company and 50% to Sponsor in excess of the Company's fixed annual 7% return in the first and second year, and 8% return thereafter.
- The Company receives 100% of all proceeds from a refinance or sale event until it has been returned all of its investment, plus a 13% internal rate of return using quarterly compounding, which can occur any time between the 30<sup>th</sup> and 84<sup>th</sup> month after closing.

PREFERRED EQUITY IS A TAX EFFICIENT STRUCTURE WITH A DE-RISKING PROFILE

# INVESTMENT THESIS & QUICK FACTS



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## OPTIMA EASTSIDE QUICK FACTS

Number of Units	252
Average Unit Size	1,028 square feet
Square Feet/Units of Retail	11,220 square feet/10 Units
Total Square Footage	270,340
Number of Buildings	5
Amenities	Fitness center and yoga studio, resort-style pool and courtyard, fire pit and outdoor grill area, dog park and pet spa, coffee bar, upscale clubhouse, bike storage and repair area, storage units, stainless steel appliances, washer/dryers, granite countertops, built-in microwaves and premium flat-top stoves, 9' and 10' ceilings, wood-grain flooring
Parking	Surface parking

EXCEPTIONAL LOCATION IN A TARGET MARKET

SIGNIFICANT BASIS PROTECTION & ATTRACTIVE FINANCING

SPONSOR TRACK RECORD & EXPERIENCE

SIGNIFICANT BARRIERS-TO-ENTRY

# GREENVILLE, SC MARKET OVERVIEW



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- Once known as the “textile capital of the world”, Greenville has matured into an economic engine for healthcare, education, business services, manufacturing, and distribution.
- Greenville continues to experience strong net in-migration as high-income earners from other states are relocating to the Carolinas for a lower cost-of-living, better lifestyle, and a milder climate. Greenville continues to grow with approximately 10,000 new residents per year.
- Manufacturing accounts for approximately 16.5% of the total jobs in the market, with more than 120 automotive-related companies in the area accounting for approximately 43,000 jobs.
- BMW is the most influential economic catalyst in the region with a total annual economic impact of \$26.7 billion, with over 11,000 employees and an investment of over \$11.4 billion since 1992, including six major expansions. In October 2022, BMW announced plans to invest an additional \$1.7 billion to expand their existing manufacturing facility for their electric vehicle production.



Additional Greenville information can be found at the end of the presentation.



# NEIGHBORHOOD MAP



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- The Project is strategically located on Pelham Road with convenient access to both I-85 and I-385, which allows for easy access to downtown Greenville, major employers and the airport.
- The Project is central to many of Greenville's major employers, including Michelin's North American Headquarters (4,000 jobs; 0.9 miles), GE Gas Turbines facility (2,500 jobs; 3.8 miles), Patewood Medical Campus (3,000+ jobs; 5.0 miles), and BMW's flagship 7,000,000 square foot campus (11,000 jobs; 8.5 miles).
- Over 5 million square feet of retail surround the Project within five miles, including three major grocers within a half mile (Publix, Earth Fare, and Lowe's Foods). Topgolf opened in 2019 and is located less than 2 miles away, while new entertainment venues in the area are in the planning stages, which will provide additional lifestyle amenities to tenants of the Project.



# NEW DEVELOPMENT & COMPETITION

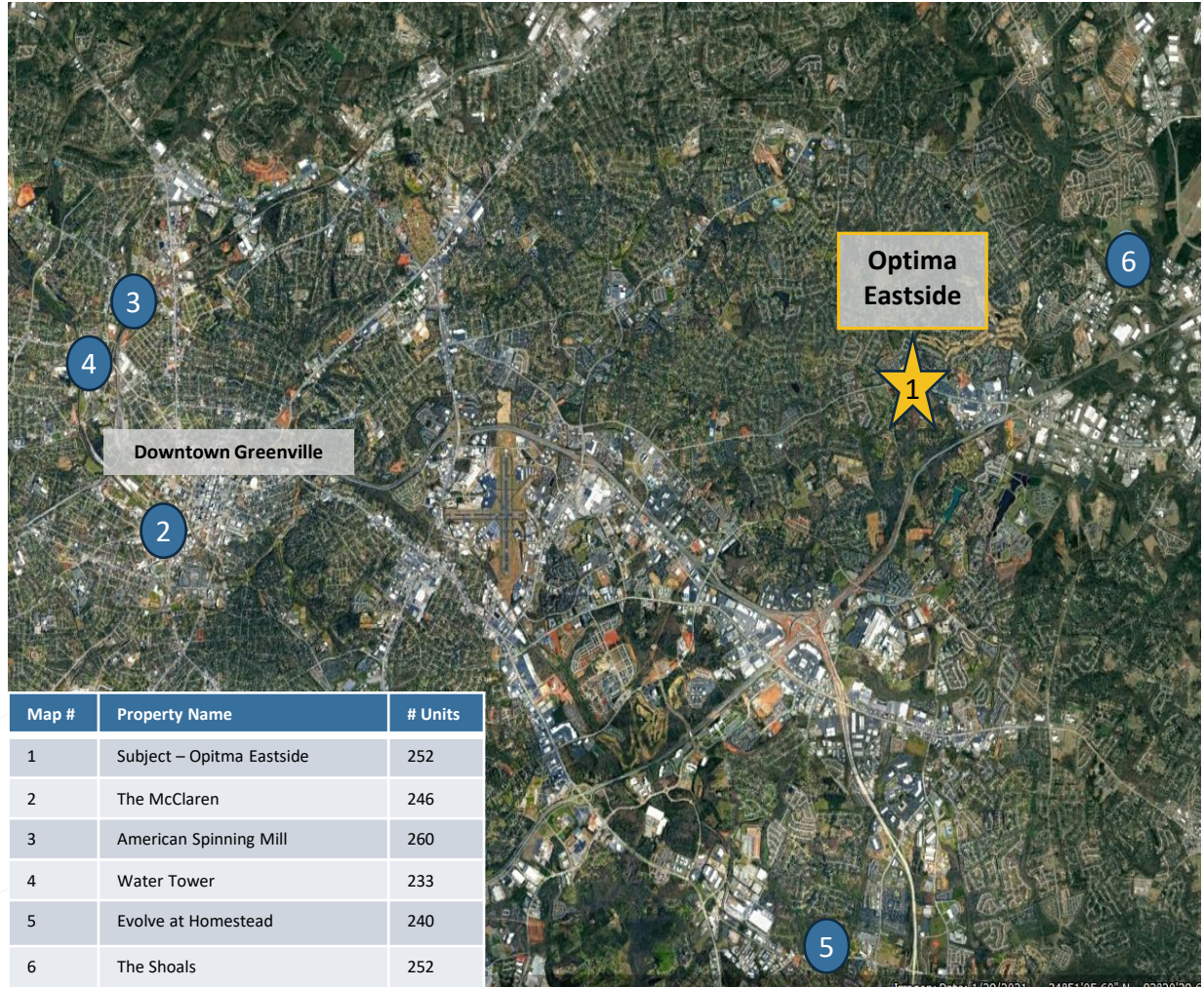


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There are currently five multi-family developments under construction in Greenville. The majority are located either in downtown or further west of downtown in a different submarket than the Project.

Optima Eastside is in a submarket dominated by owner occupied residential, as is shown in the aerial, which contributed to the challenging and lengthy entitlement process discussed earlier. The investment thesis relies on both the strength of the Greenville market, as well as the unique and desirable location of Optima Eastside, which does not have direct Class-A multi-family competition and is closer to major employers such as BMW and Michelin (as outlined in the previous slide).

Flournoy is interested in preferred equity due to the upside they see in this location given their success and experience in Greenville.

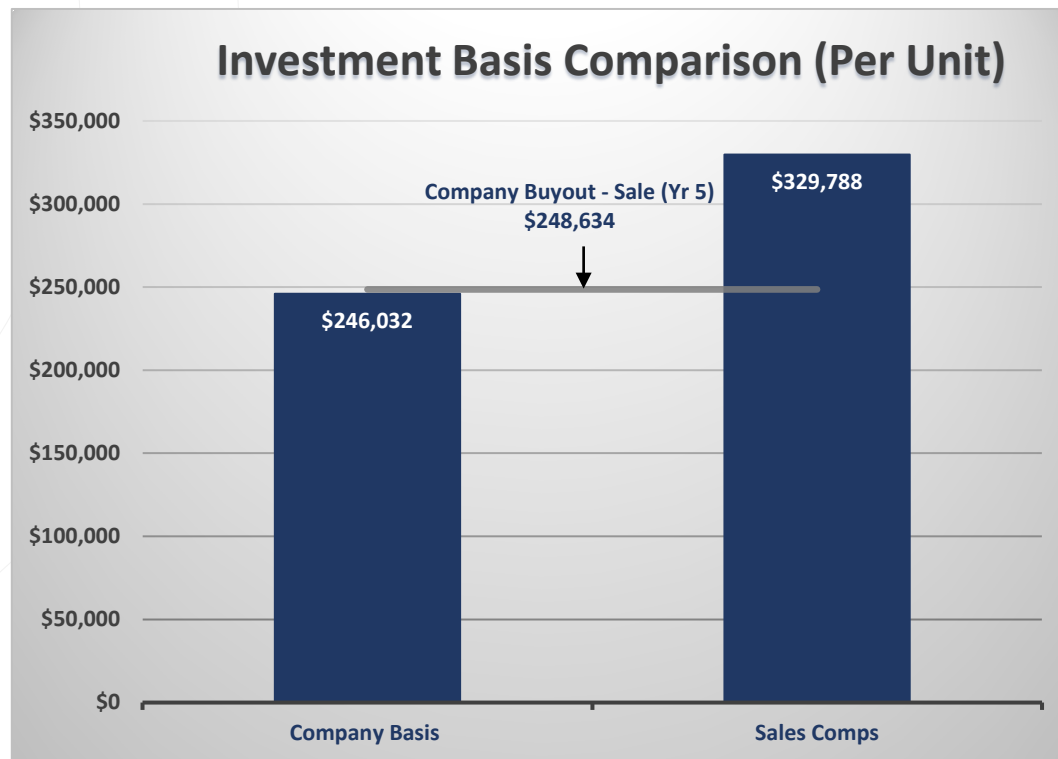


# INVESTMENT BASIS COMPARABLES



Flournoy will be investing \$21,000,000 of equity into the Project that will be subordinate to the Company's equity, resulting in a basis of \$246,032 per unit in the Project. The average sales price for the most recent comparable multi-family sales is \$329,788 per unit, equating to a 25.4% discount to comparable sales. For the Company to achieve its buyout proceeds, the Project would need to be sold for \$248,634 per unit, representing a 24.6% discount on recent comparable sales. The development yield, or return-on-cost, for the Company based on the base case underwriting is 7.6%, which does not include \$1.68MM of current payment reserves held by the Company to be distributed quarterly.

SALES COMPARISON DATA	
Number of Comps	5
Sale Year	2019 (1 Sales)
	2021 (2 Sales)
	2022 (2 Sales)
Lowest Price/Unit	\$227,590
Highest Price/Unit	\$576,037
Average Price/Unit	\$329,788
Average # of Units	263 Units



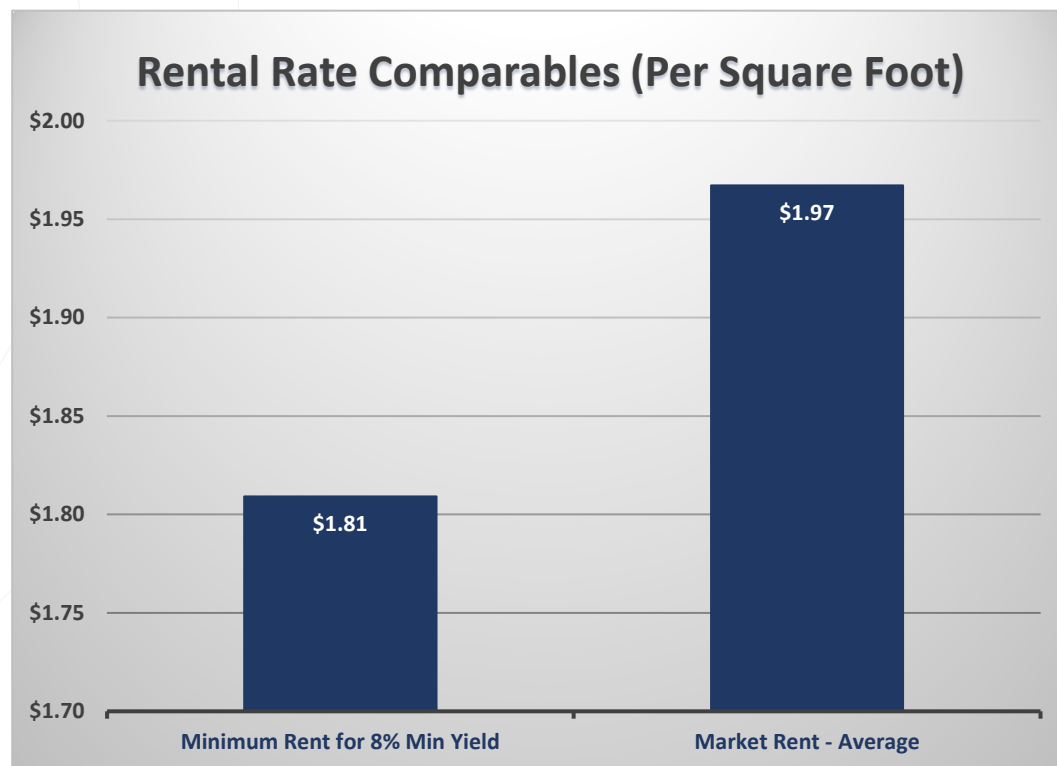
# RENTAL RATE COMPARABLES



Value is a function of occupancy, rental rate and market capitalization rates. The average comparable Class-A rent in the Greenville market today is \$1.97 per square foot. The Project will be the newest Class-A delivery in a highly desirable submarket. Untrended, rents could be reduced by approximately 10% and still produce net operating income sufficient to pay the Company's 8% preferred return.

RENTAL COMPARISON DATA	
Number of Comps	9
Average Unit Size	948 SF
Average Unit Size - Project	1,027 SF
Average Occupancy*	93%

\*Excludes two properties currently in lease-up.



# EXIT/BUYOUT OPTIONS



The tables below outlines a sale scenario and refinance scenario at a hold period of five years.

Utilizing a 7.5% exit capitalization rate on net operating income and a \$294,909 per unit sales value (see Investment Basis slide for comparables), sale proceeds are in excess of the Company's buyout amount by more than \$10,000,000. Sensitizing these assumptions, the sale capitalization rate could expand to 8.9% and still provide sufficient proceeds for the buyout. Although capitalization rates are expanding due to higher financing costs, the ranges required to facilitate the buyout of the Company's interest and profit is well outside of historical standard deviations for multi-family assets. If Flournoy elected to hold the property, the capitalization rate required to provide sufficient refinance proceeds for the Company buyout is within current and historical tolerances.

SALE – YEAR 5	
Cap Rate	7.50%
NOI	\$5,573,784
Value	\$74,317,117 (\$294,909/unit)
Cost of Sale	\$743,171 (1.00%)
Less Loan	\$48,699,264
<b>Net Proceeds</b>	<b>\$24,874,682</b>

REFINANCE – YEAR 5	
Cap Rate	6.16%
NOI	\$5,573,784
Value	\$90,543,464 (\$359,299/unit)
Refinance LTV	70%
New Loan	\$63,380,425
<b>Net Proceeds</b>	<b>\$14,681,161</b>

**Proceeds Needed for Company Buyout – Year 5:  
\$14,681,161**

# FINANCING SUMMARY



## SENIOR LENDER

Lender	Protective Life Insurance Company
Loan Type	Construction to Permanent
Loan Term	5 Years
Interest Rate	5.85% Fixed
Interest-Only Period ("IO")	IO during construction and the first 12 months of the permanent loan period
Amortization	30 Years



Flournoy has been able to achieve very attractive financing terms from Protective Life Insurance Company, which is a function of the quality of the Project, its location, the leverage point (62% loan-to-cost), as well as to Flournoy's track record and experience in Greenville, SC.

# OVERVIEW OF SPONSOR PARTNER



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## FLOURNOY DEVELOPMENT GROUP

Founded in 1967, Flournoy Development Group (“FDG”) is a large multi-family developer with integrated development and property management divisions. By combining its experience and tenacity, Flournoy consistently produces distinguished multi-family communities and since its inception has completed over \$3+ Billion in development. FDG has over 250 total employees and a seasoned executive management team averaging more than 20 years of service. FDG has a sterling reputation, having zero defaults with lenders and completing every job it started in its unblemished 54-year history. Its strategy is to continue to focus on its core business of developing and managing rental apartment homes primarily in the high growth areas of the Sunbelt.



## KAJIMA USA

In January 2018, Flournoy Development Group joined Kajima USA, a wholly-owned U.S. subsidiary of Kajima Corporation of Tokyo (“Kajima”). Kajima USA is based in Atlanta, Georgia and is a world-wide architectural, engineering, construction and real estate development company, which has been operating in the United States for more than 50 years. Kajima Corporation carries out architectural designing, building construction, civil engineering and design, and real estate development among other activities. The company constructs roads, tunnels, dams, power plants, airport runways, and residential and commercial buildings, among others. Kajima and its subsidiaries serves commercial, industrial, transportation, medical, residential, education, hospitality, sports, and entertainment sectors. The company has operations across Asia Pacific, Europe, Oceania, and North America. With Kajima’s solid financial resources, FDG is well positioned in the multifamily industry.



# SPONSOR PROJECTS IN GREENVILLE



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## WHY WE PREFER EQUITY STRUCTURES TO DEBT STRUCTURES

### PREFERRED EQUITY

- Income Tax Sheltering
- Capital Gains Treatment (Exit)
- Flexible Controls

### MEZZANINE DEBT

- Ordinary Income Treatment
- Binary Controls

Total return profiles for preferred equity and mezzanine debt have converged over the past several years, thereby the difference between the two executions are primarily tax and control driven, in our view. In certain instances, we have evaluated filling a mezzanine position; however, our preference is to invest in the equity portion of the capital stack whenever possible. As an equity owner, we receive our pro rata allocation of depreciation and amortization (including cost segregation for accelerated schedules) that will provide income tax sheltering of distributions during the hold period and capital gains treatment upon exit\*. We receive robust controls through our joint-venture operating agreement that provides a range of remedies in the event the Project is not satisfying our required economics, which can range from directing all activities through the existing operating partner or taking full control of the venture – by-right. A mezzanine lender likely only has the contractual option of foreclosing their Borrower’s position and must rely on any other workout solutions to be negotiated at the time of default.

\*We are not tax advisors, please consult your own tax professional to confirm your individual or investing entity tax treatment.

# POTENTIAL HOLD PERIOD RETURNS (NET TO INVESTOR)



## SCE Optima Eastside Investors, LLC - Investor Net Returns

3-Year Hold		Year 1	Year 2	Year 3
Cash Flow	(\$12,110,000)	991,942	863,380	14,622,706
Avg Cash Yield	8.2%	8.2%	7.1%	9.4%
IRR	11.9%			
Multiple	1.36			

4-Year Hold		Year 1	Year 2	Year 3	Year 4
Cash Flow	(\$12,110,000)	991,942	863,380	1,138,378	14,904,232
Avg Cash Yield	8.5%	8.2%	7.1%	9.4%	9.2%
IRR	11.7%				
Multiple	1.48				

5-Year Hold		Year 1	Year 2	Year 3	Year 4	Year 5
Cash Flow	(\$12,110,000)	991,942	863,380	1,138,378	1,116,692	15,252,131
Avg Cash Yield	8.7%	8.2%	7.1%	9.4%	9.2%	9.8%
IRR	11.6%					
Multiple	1.60					

Base case underwriting assumes the Project is held for five years, but given Sponsor's profile as a merchant builder, the three- and four-year hold period returns are shown above.

# DETAILED RETURNS - 5-YEAR HOLD



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SCE Optima Eastside Investors, LLC - Summary of Capital and Distributions							
			Year 1	Year 2	Year 3	Year 4	Year 5
Equity to Joint Venture	99.09%	\$12,000,000	<i>Development Period</i>				
SCE Organization & Formation Costs	0.91%	\$110,000					
Total SCE Optima Eastside Investors, LLC Equity	100.00%	\$12,110,000	\$12,110,000	\$12,110,000	\$12,110,000	\$12,110,000	\$12,110,000
Cash Flow from Operations			1,068,767	917,518	1,316,870	1,291,356	1,368,792
SCE Overhead Fee & Partnership Costs			30,000	30,000	105,825	105,825	105,825
<b>Distributable Cash Flow</b>			<b>1,038,767</b>	<b>887,518</b>	<b>1,211,045</b>	<b>1,185,531</b>	<b>1,262,967</b>
Investor Preferred Return	6.00%		726,600	726,600	726,600	726,600	726,600
Investor Cumulative Preferred Return Accrued			726,600	726,600	726,600	726,600	726,600
Refinance Proceeds - Return of Capital			0	0	0	0	0
Investor Preferred Return Paid			726,600	726,600	726,600	726,600	726,600
Investor Accrued Preferred Return Paid			0	0	0	0	0
Excess Cash Flow			312,167	160,918	484,445	458,931	536,367
Cash Flow to Investor	85.00%		265,342	136,780	411,778	390,092	455,912
SCE Share of Excess Cash Flow	15.00%		46,825	24,138	72,667	68,840	80,455
Investor Returns (to 6% Pref)	6.00%		991,942	863,380	1,138,378	1,116,692	11,330,820
Excess Cash Flow							4,613,308
Split to Investor	85.00%						3,921,311
Split to SCE	15.00%						691,996

Summary Returns to SCE Investors							
Cash Flow / IRR	11.6%	(\$12,110,000)	\$991,942	\$863,380	\$1,138,378	\$1,116,692	\$15,252,131
Cash on Cash Returns	8.7%		8.2%	7.1%	9.4%	9.2%	9.8%
Equity Multiple	1.60x						
Average Annual Return	12.0%		8.2%	7.1%	9.4%	9.2%	25.9%
Overall Investor Return	19,362,523	(\$12,110,000)	\$991,942	\$863,380	\$1,138,378	\$1,116,692	\$15,252,131

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The Company will make a \$12,000,000 preferred equity contribution (“Invested Equity”) to the venture with Flournoy for a 36% preferred ownership interest. The Company will be paid an origination fee of \$240,000 (2.0% of its Invested Equity) from the venture, half of which will be included in the distributable cash flow to Company investors during the development period. At closing, a current payment escrow account will be funded to provide quarterly distributions to the Company during the development period and commencement of operations, estimated to be 24 months.

Flournoy will contribute \$21,000,000 to the venture for a 64% subordinated ownership interest. Flournoy will serve as managing member of the venture and take on development services and day-to-day operating responsibility. An affiliate of Flournoy shall provide asset management, property management and accounting services to the venture.

The Company’s preferred equity will be structured according to the following parameters:

***Venture level cash from operations will be distributed as follows:***

1. The Company shall be paid, on a quarterly basis, a 7.0% annual return on its preferred equity contribution in the first and second year and an 8.0% annual return thereafter;
2. Excess cash flow will be distributed 50% to the Company and 50% to Flournoy.

***Venture level cash from sale or refinance will be distributed as follows:***

1. 100% to the Company until such time as the Company is returned its preferred equity contribution and receives a 13% Internal Rate of Return (“IRR”), using quarterly compounding.



The Company will be capitalized at \$12,110,000 (“Invested Capital”) consisting of 1,211 units at \$10,000 each, with a minimum investment of 10 units.

Somera (via the Company) will have approval rights over all major decisions within the joint-venture operating agreement with the Sponsor. For its responsibilities as managing member of the Company, Somera will receive an annual overhead fee of 0.375% of the Invested Capital during the development period, increasing to 0.75% when the Project is completed. A portion of the annual overhead fee and partnership costs during the development period will be capitalized at closing. Somera will also receive \$50,000 for Company formation, transaction and legal costs, in addition to a share of Company profits as follows:

***Cash from Operations will be distributed as follows:***

1. 100% to SCE Investors until a **6%** cumulative, annual return on invested capital is achieved;
2. Thereafter, **85%** to SCE Investors and **15%** to Somera.

***Cash from Sale or Refinance will be distributed as follows:***

1. 100% to SCE Investors until a **6%** internal rate of return is achieved on invested capital;
2. Thereafter, **85%** to SCE Investors and **15%** to Somera.

# PHOTOS



SOMERA  
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Project Site Plan



Sponsor Comparable Product



Sponsor Comparable Product



Sponsor Comparable Product



- **Travel + Leisure names Greenville No. 3 in its “10 Most Beautiful and Affordable Places to Live in the U.S.” ranking.**

*“The city is renowned for its lively downtown with exciting restaurants, unique boutiques, and picturesque views of Falls Park on the Reedy. With its newly revived downtown area, Greenville has seen a growth in its allure to prospective residents.”*

- **National Association of Realtors: Greenville named in top 10 real estate markets for 2023**

*“The area’s amenities, job opportunities, geographical location, and up-and-coming culture are a few of the reasons families are choosing to move to the Upstate”*

- **Greenville County job creation hits 8-year high**

*“Despite record-high inflation, Greenville County added near-record investment and the strongest job growth in 8 years in 2022, according to a press release from the Greenville Area Development Corporation. The metrics, specifically the job growth coupled with above average wages, “portend a bright future for our community.”*

- **Greenville County’s population is expected to grow by 222,000 residents and 86,000 new jobs by 2040, according to a recent county report. The population today stands at 514,000.**

*Greenville has been gaining 19 residents per day this year — about 17 from net migration and two from births.*

- **Greenville comes under Top 10 Foodie Cities in the U.S**

*“In recent years, Greenville has reinvented itself from a quiet cotton mill town to a vibrant city chock-full of unique culinary offerings rivaling larger nearby locales like Charlotte and Asheville.”*

- **Named # 15 in the world - ‘52 Places to Travel’ by the NYTimes**

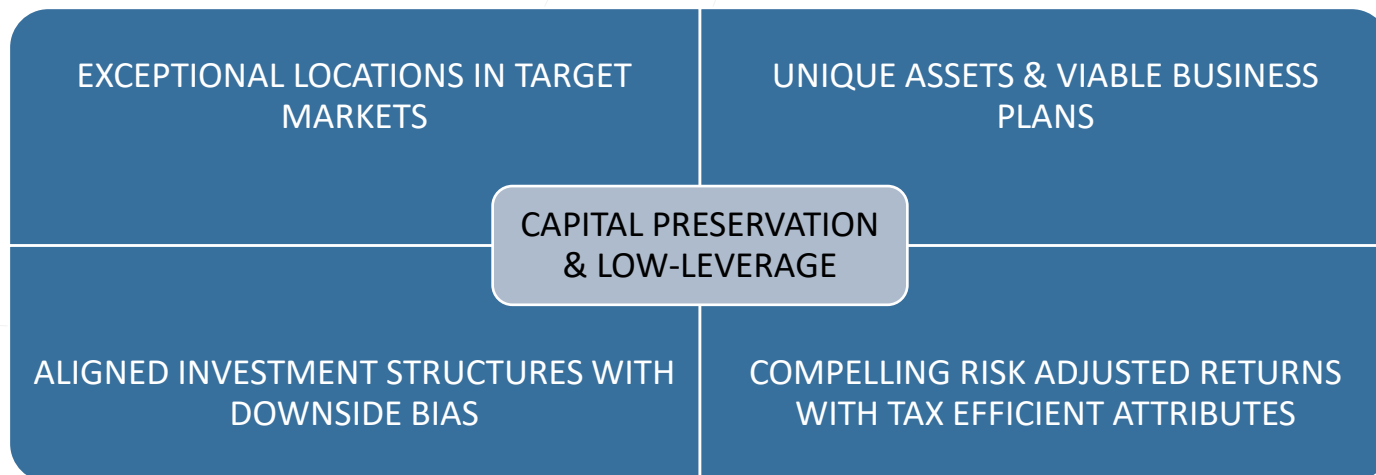
*“Visitors may come for the access to outdoor adventures, but they’ll most likely leave having been introduced to flavors from around the world.”*

*“...two food festivals — Euphoria and Fall for Greenville — attract tens of thousands of people annually, [and] restaurants continue to crop up around the city.”*

- **VisitGreenvilleSC reported in 2022 that 7 million visitors came, with hotel revenue more than \$295m, a 32% increase YoY**

Somera Capital East (“SCE”) is a business unit of Somera Capital Management (“SCM”), which has been deploying its principal’s equity, alongside its investor partners, in commercial real estate assets for over 25 years and has deployed in excess of \$900MM through more than 120 direct investments and joint-venture partnerships. SCE and SCM’s significant equity concentrations in each acquisition and aligned fee structure demonstrate our desire to build critical mass with like-minded family offices and private accredited investors. Our passionate desire, and mission, is to perpetuate ourselves as a world-class manager and bring additional real asset exposure to our investor partners for multiple generations. We are not separated by what we do when things go to plan, but by what we do when they do not. We have no mandate to deploy equity and do not follow the herd mentality. We believe fundamentally that exceptionally located real estate that is well capitalized and operated with a focus on creating a memorable customer experience will increase in value over time.

## INVESTMENT PHILOSOPHY MATRIX







THANK YOU

