

PROCOPIO

REAL ESTATE PRIVATE EQUITY FUNDS

TPC OZ QOF III, LLC
57 MAIN ST QOZB, LLC

November 2024



Sponsorship: Firm Overview

The Procopio Companies' leadership and investments team is uniquely suited to lead through the next phase of our growth and are each personally financially invested in every project that the firm invests in, and in the general partner position of our funds.



Michael Procopio ^(1,2,3)
Chief Executive Officer



Shad Brook ^(2,3)
Chief Operating Officer



Charlie Osborne ⁽³⁾
Chief Financial Officer



Bryan Vitale ^(2,3)
SVP, Strategy & Investments



David Roache, PE ⁽²⁾
VP, Development



Shelby Procopio ⁽³⁾
VP, People & Culture



Angelo Antidormi ⁽²⁾
Director, Acquisitions



Robert Yamartino, Esq. ⁽²⁾
General Counsel

75

Years in
Business

50+

Team
Members

20+

National Project
Awards

12


Active
Projects

\$120m

Investor Distributions
2022-2023





⁽¹⁾ Principal Owner of the firm
⁽²⁾ Investment Committee member
⁽³⁾ Executive Team member

Sponsorship: Recent Investments







CALDWELL
LYNN, MA

Profile: Ground Up (Highrise)
Type: Multifamily
Units: 259
Cost: \$84,000,000
Exit: \$123,500,000
Status: Exited
LP IRR: 30.01% ⁽¹⁾




SEDNA
BEVERLY, MA

Profile: Ground Up (Garden)
Type: Opp Zone Multifamily
Units: 62
Cost: \$18,000,000
Value: \$36,200,000
Status: In Portfolio
LP IRR: 110.01% ⁽³⁾


MOSAIC
LYNN, MA

Profile: Ground Up (Podium 5/1)
Type: Multifamily
Units: 146
Cost: \$46,200,000
Exit: \$67,250,000
Status: Exited
LP IRR: 38.38% ⁽¹⁾


DAYMARK
PORTLAND, ME

Profile: Ground Up (Podium 5/2)
Type: Condo
Units: 54
Cost: \$25,500,000
Value: \$37,000,000
Status: 60% Sold
LP IRR: (A) 18.0% ⁽¹⁾ / (B) 24.9% ⁽²⁾



LUME
WILMINGTON, MA

Profile: Ground Up (Townhouse & Podium (3/1))
Type: Multifamily
Units: 49
Cost: \$20,00,000
Exit: \$29,000,000
Status: On Market
LP IRR: 20.51% ⁽²⁾



IRONWOOD
LYNN, MA

Profile: Ground Up (Podium 4/1)
Type: Multifamily
Units: 100
Cost: \$19,800,000
Value: \$32,400,000
Status: Exited
LP IRR: 7.80% ⁽¹⁾

⁽¹⁾ Actual realized IRR

⁽²⁾ Indicated IRR based on contract sale price and settlement date

⁽³⁾ Indicated IRR based on stabilized market value liquidation 5/1/2023

Sponsorship: Recent Investments



NEEDHAM'S LANDING

LYNN, MA

Profile: Ground Up (Garden)
Type: Multifamily
Units: 42
Cost: \$4,400,000
Exit: \$7,500,000
Status: Exited
LP IRR: 32.41%⁽¹⁾



THE SOMERSET

WINTHROP, MA

Profile: Ground Up (Podium 4/1)
Type: Multifamily
Units: 30
Cost: \$10,000,000
Value: \$17,000,000
Status: In Portfolio
LP IRR: 20.75%⁽³⁾



THE BECK

HAVERHILL, MA

Profile: Ground Up (Podium 5/1)
Type: Multifamily
Units: 290
Cost: \$136,200,000
Status: Under Construction



THE ALICE

WILMINGTON, MA

Profile: Ground Up (Podium 3/1)
Type: Multifamily / Retail
Units: 50 Units + 9,000sf Strip Retail
Cost: \$29,600,000
Status: Under Construction



AMARA

BEVERLY, MA

Profile: Ground Up (Podium 4/1)
Type: Opp Zone Multifamily
Units: 60
Cost: \$30,600,000
Status: Under Construction



57 MAIN

MARLBORO, MA

Profile: Ground Up (Podium 4/1)
Type: Opp Zone Multifamily
Units: 94
Cost: \$44,000,000
Status: Under Construction



⁽¹⁾ Actual realized IRR

⁽²⁾ Indicated IRR based on contract sale price and settlement date

⁽³⁾ Indicated IRR based on stabilized market value liquidation 5/1/2023

Project Overview



136k

Gross Square Footage

90k

Net Rentable Square Footage

12k

Interior Amenity Square Footage

92

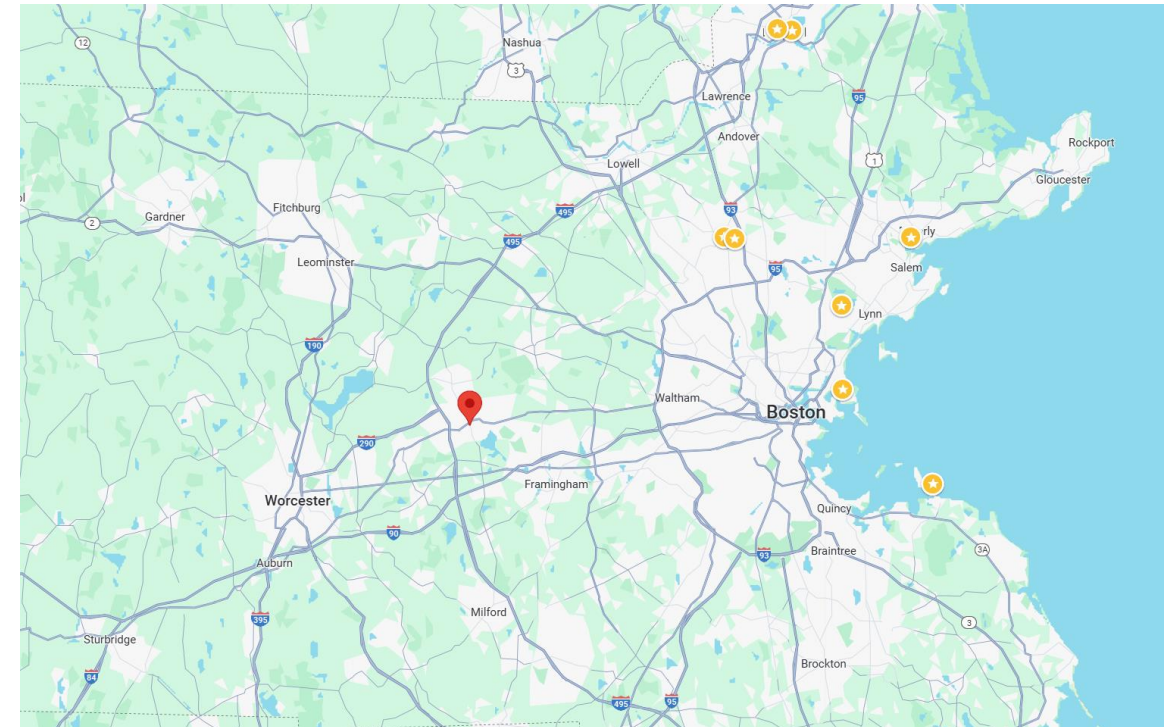
Residential Units

82

Structured Parking Space

Clio: 57 Main Street, Marlborough MA

Submarket Overview

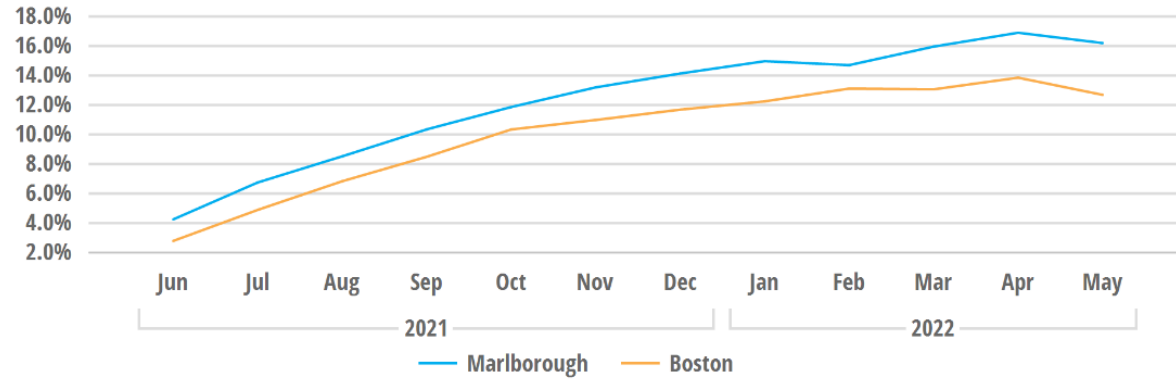


Marlborough, Massachusetts

- In 2019 named Top 10 Boston Suburbs
- Ranked in the top 17% of the Best Small US Cities
- Situated between New England's 2 largest cities

Submarket Overview

RENTAL RATES YEAR-OVER-YEAR ROLLING CHANGE VS MARKET

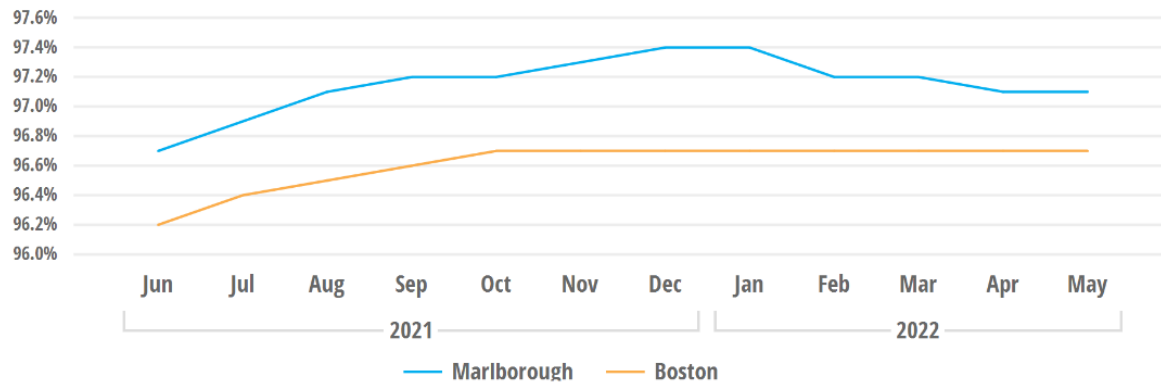


6th
Rank out of
57 Submarkets

16.2%
Y-o-Y Change

\$2,437
Average Rental Rate
May 2022

OCCUPANCY RATE VS MARKET



27th
Rank out of
57 Submarkets

97.1%
Occupancy Rate
May 2022

Competitive Set Overview

	 57 Main Street 57 Main Street Marlborough, MA	 The Burrow 1000 Green District Blvd. Marlborough, MA	 Oriole Landing 1 Marys Way Lincoln, MA	 The Buckley 480 Franklin Street Framingham, MA	 Halstead Maynard Crossing 12 Digital Way Maynard, MA	 Bancroft Lofts 59 Fountain St Framingham, MA
Year Built	Est. 2024	2022 (Delivering / Lease-Up)	2020	2020	2020	2021
Units	99	235	60	210	180	258
Beds	Average Rents SF \$/SF	Average Rents SF \$/SF	Average Rents SF \$/SF	Average Rents SF \$/SF	Average Rents SF \$/SF	Average Rents SF \$/SF
Studio	\$2,100 488 \$4.30	\$2,228 600 \$3.71	- - -	\$2,447 646 \$3.79	- - -	\$2,179 559 \$3.90
1 Bedroom	\$2,650 688 \$3.85	\$2,575 791 \$3.26	\$2,666 826 \$3.23	\$2,664 838 \$3.18	\$2,425 777 \$3.12	\$2,375 723 \$3.28
2 Bedroom	\$3,150 983 \$3.20	\$3,243 1,120 \$2.90	\$3,881 1,189 \$3.26	\$3,411 1,214 \$2.81	\$3,138 1,067 \$2.94	\$2,813 1,048 \$2.68

Investment Overview

- **Strong Demographics & Workforce Drivers**

- Average HH income within 5mi is > \$133,000
- 7mm SF of proximate stabilized corporate business centers
- 452,000 jobs within a 15-mile radius of the site including Boston Scientific, Raytheon, Sunovian, Oracle, GE Healthcare, Toshiba and TJX HQ.

- **Superior Accessibility**

- Direct access to RT 20
- < 5 minutes to I-495
- <10 minutes to I-90, I-290 and RT 9

- **Strong Sub-Market Fundamentals**

- 12.3% YoY Rent Growth
- 97.7% MF occupancy rate as of Q2 2024
- 96.4% MF occupancy rate over the past 5 years

- **Qualified Opportunity Zone Benefits**

- **Significantly Derisked Late-Stage Opportunity**



Investment Overview

Current Status

- **Construction Loan** - Closed; SOFR+290 stepping down to SOFR+235; Forward swapped, 5+1+1
- **Equity Raise** - \$17.5mm closed; \$500k remaining allocation available for subscription.
- **Construction** - G-MAX contract executed below budget, and construction started. Currently in early foundations.
- **Current Milestones**
 - Weather tight June 2025
 - Pre-leasing begins January 2026
 - Construction complete April 2026
 - Stabilization October 2026



Investment Overview

Sources & Uses		
Sources		
Equity		
GP Equity	\$1,787,715	10%
LP Equity	\$16,089,437	90%
TOTAL EQUITY	\$17,877,152	100%
Debt		
Construction Loan Total	\$26,815,728	100%
TOTAL DEBT	\$26,815,728	100%
Total Equity	\$17,877,152	40%
Total Debt	\$26,815,728	60%
TOTAL SOURCES	\$44,692,880	100%

Uses		
Project Costs		
Land Cost	\$3,557,500	8%
Hard Cost	\$32,553,910	73%
Soft Cost	\$6,981,470	16%
Reserves	\$1,600,000	4%
TOTAL USES	\$44,692,880	100%

Total Units Breakdown								
Unit Type	Count	% Mix	Rent	Avg SF	\$ / SF	Total Rental Income	Total RSF	
Studio	0	0.0%	\$ -	0	\$ -	\$ -	-	-
1 Bedrooms	52	56.5%	\$ 2,722	705	\$ 3.86	\$ 1,698,528	36,655	
2 Bedrooms	40	43.5%	\$ 3,490	1074	\$ 3.25	\$ 1,675,200	42,979	
3 Bedrooms	0	0.0%	\$ -	0	\$ -	\$ -	-	-
-	0	0.0%	\$ -	0	\$ -	\$ -	-	-
-	0	0.0%	\$ -	0	\$ -	\$ -	-	-
Totals/Avg.	92	100.0%	\$ 3,056	866	\$ 3.53	\$ 3,373,728	79,634	

	Count	Rent	Annual Rent
Commercial Space	3,434 sf	\$35.00	\$120,190
Garage Parking	84 spaces	\$200	\$201,600
Surface Parking	spaces	\$0	\$0
Grab & Go	92 units	\$20	\$22,080
Storage	15 spaces	\$100	\$18,000
BluePort Wifi	92 units	\$60	\$66,240

*Commercial Space rent is annual, Parking & Storage is monthly

Opportunity Zone: 120 month hold	LP Equity
Leveraged IRR	16.0%
Leveraged Multiple	3.30x