









MEET THE TEAM

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AGENDA

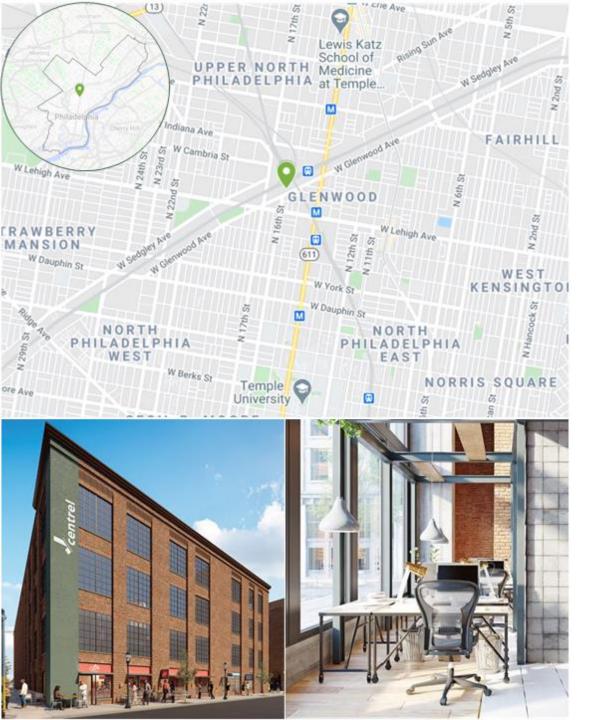
INTRODUCTION

CONCEPT

APPENDIX A: EXECUTION

APPENDIX B: COMPARABLES

CLOSING



17TH STREET CROSSING

AN EMPLOYMENT ANCHOR IN NORTH PHILADELPHIA

- What: 215k sf mixed-used office, flex office, retail, and community assembly space
- Where: 2719 N 17th Street, anchored around transit and Temple University & Temple Hospital
- Why: Inclusive economic development in a district navigating a history of deindustrialization and the immediate employment impacts of COVID-19

Unlevered	9.26% IRR, 1.67x multiple				
Levered	17.10% IRR, 2.51x multiple				
Yield on Cost	9.29%, 100bps above market cap rates				
Stabilized NOI	\$4.37M \$20.05 per gsf				
Purchase Price	\$1.5M \$6.88 per gsf				
Dev't Costs	\$47M	\$215.85 per gsf			

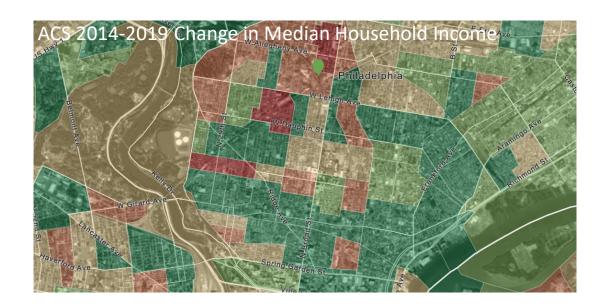
North Philadelphia in Context

North Philadelphia is in the late stages of economic transition, at an important inflection point



Decades of de-industrialization

- High-barrier education and healthcare jobs and low-wage service jobs have replaced what was once an industrial center
- Employment lags 10% compared to the city writ large, and the poverty rate is over 45% exacerbated through COVID-19



A new ring of growth

- Tracts bordering the Center City CBD experienced 50%-80%
 income growth over the past 10 years
- L&I relocated to North Central Philly to accommodate the boom in residential and commercial development

Our Vision/Impact Assessment

17th Street Crossing will be a model for inclusive economic development



BUSINESS DEVELOPMENT

- Flexible and dedicated office space to support local business
- Collaboration and partnership with Temple University, Lenfest, and Murrell Dobbins High School



WORKFORCE DEVELOPMENT

- Local workforce support through Lenfest North Philadelphia
 Workforce Initiative
- Incubator space for university startups



COMMUNITY DEVELOPMENT

- Large community spaces available for local programming and gatherings
- Rooftop urban farming
- Free Wifi to close digital divide in the community

Partners

Joining forces with local experts and community leaders



REAL ESTATE DEVELOPMENT

- Recognized leaders in the impact investing space locally (focus on affordable housing, internet access, jobs creation, and professional training)
- Track record of development in the area (\$75.2M invested in real estate, 1.75M SF of real estate acquired)



BUSINESS DEVELOPMENT

 Partner with Temple's Office of Technology Commercialization and Temple Ventures – Powered by Ben Franklin to connect Temple startups and entrepreneurs with 32k SF flex office space

Lenfest North Philadelphia Workforce Initiative

WORKFORCE DEVELOPMENT

- Partner with Temple University's Lenfest North Philadelphia Workforce Initiative on job training and professional development
- Lease ~95k SF of office to Temple University's Alpha Center for community engagement



COMMUNITY DEVELOPMENT

- Team up with Registered Community Organizations and Murrel Dobbins HS on local activities
- Align with the North District Plan and Get Healthy Philly by bringing in rooftop garden operator Cloud 9

Strategic Location

17th Street Crossing is strategically located at the intersection of transit, education, and healthcare hubs



North District Plan: revitalization of the area through public-private partnerships

- Adjacent to HFZ & Amtrak 4M SF mixed-use development
- Recent development activity to the north in Tioga and to the east in Kensington

Transit oriented project in the area with high percentage of commuters

 Adjacent to the North Philadelphia Train Station and Lehigh Ave bus stop

Proximity to **Temple University** and **Temple Hospital**

- Potential for collaboration and creation of jobs
- Allowing the residents to partake in the wealth creation

Location within an Opportunity Zone

 National designation as a lower income area providing tax advantages to the investors

The Market: Office

111,000 sf of leasable office space

North Philadelphia Office Submarket Averages

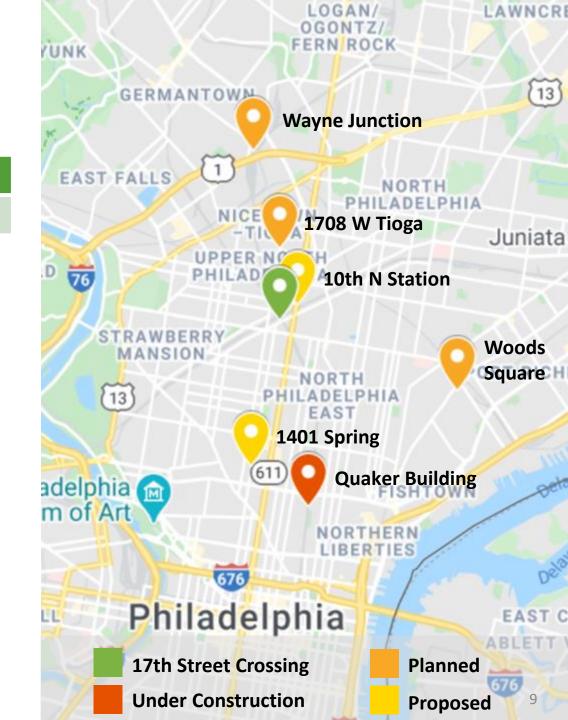
Rent: \$22 psf NNN **Occupancy**: 85% **OpEx**: \$6.80 psf

Demand

- Temple will be the demand anchor to realize this project:
 - 1. 95k sf Temple community engagement center
 - 2. 5k sf Lenfest Workforce Initiative central office
- Remaining 11k sf target tenants: creative, nonprofits, medical
- North Philadelphia is averaging 30k sf office absorption per year

Supply

- Under Construction: Quaker Building (60,000 sf) 2021
- Planned:
 - Woods Square (14,500 sf) mixed use
 - 1708 W Tioga (45,700 sf) medical office
 - Wayne Junction (66,000 sf) light industrial
- Proposed:
 - 10 N Station Building (394,000 sf) mixed use
 - 1401 Spring Garden (586,000 sf) mixed use



The Market: Flex Office

32,000 sf of flex office space (85 private offices + 400 open seating)

Philadelphia Coworking Comps

Office: \$1000-2000 mo. **Desk**: \$199-399 mo. **Events**: \$500/hr.

Demand

- There have been 515 active startups run by Temple students, faculty, and alumni since 2015 – 50-100+ new startups per year
- Temple Ventures Powered by Ben Franklin (\$2M startup accelerator) can serve as a demand funnel
 - Proven models with Penn (Pennovation), Drexel (ic@3401)
 - 39 active tech commercialization startups (up to 7 per year) driven by a significant increase in the rate of discovery in medical devices, therapeutics, and technology/materials
 - 30 student startups graduated per year through Temple's Fox School of Business 1810 Accelerator

Supply

- Hive 75 Makerspace for artists, engineers, makers, inventors
- NextFab Makerspace for creatives



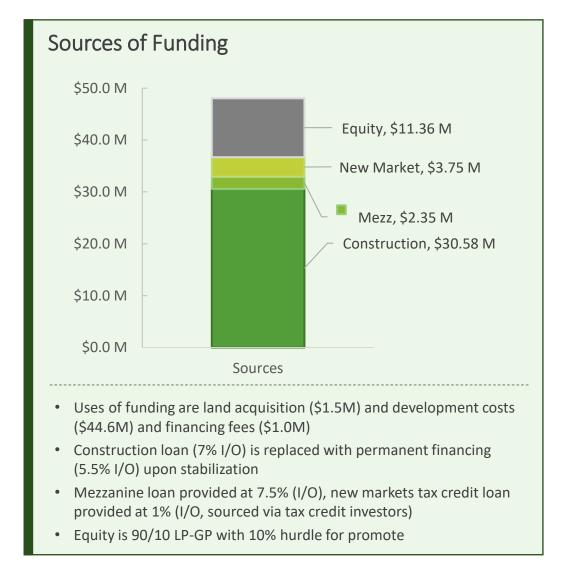
Project Financials/Summary

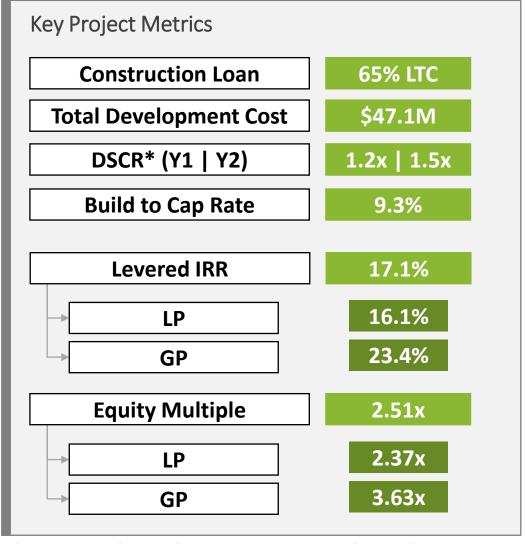
Core assumptions

	Office	Flex Office	Assembly	Retail Café	Rooftop Garden
Square Feet	111,000	32,000	24,000	2,000	28,000
Starting Rent	\$22 PSF NNN	\$1,250/ mth	\$400/ hr	\$22 PSF NNN	\$75 / yr / plot
Annual Escalations	2.5%	2.5%	2.5%	2.5%	N/A
Occupancy / Utilization	80% Y1 85% Stabilized	40% Y1 52% Y2 78% Stabilized	25% Y1 50% Stabilized	93% Stabilized	100% Stabilized

Project Financials/Summary

Investment context





Project Timeline

We expect that the property will go-live in two years from initiation and stabilize in the third year

Land Acquisition	Land Acquisition Permitting		Stabilization
~1-2 Months	~7 Months	~1.25 Years	~6 Months
 Property marketed on and off for the past few years (high willingness to sell) Tenant has back taxes and will likely want quick close All cash acquisition Blank template with no concerns with walk-through 	 99% of gross square footage conforms to existing zoning requirements Processing time for most required permits anywhere from same day to max of 20 days Zoning approvals expected to take 30-120 days depending on if civic review required 	 Property has already been cleared of all debris and is fenced off Simple structure, 5-story mid-rise building Union labor 	 Pre-leasing will occur in advance of product completion Anchor tenant such as Temple may take significant space and reduce burden for lease up

Risks/Mitigation

We believe that risks to the project can be successfully mitigated with proper planning

Land Acquisition	Land Acquisition Permitting		Stabilization	
 Seller does not want to close deal Deal takes a long time to close 	 Challenges with variance for retail space on the ground floor Delays in approvals due to issues with plans 	Delays in constructionCost overruns	 Absorption takes longer than expected Flexible space is under- utilized 	
	Miti	gation		
 Flexibility in budget to pay full asking price Use of cash from equity to have a quick close Alternative sites available in the surrounding area 	 Proactive engagement from community leadership Ability to repurpose retail space to open area and have food trucks supply café amenities (creating right-of-use application) 	 Active project management Innovative contract structuring to ensure "ontime" delivery via penalties for delays GMP contract for pricing security 	 Pre-leasing to occur once project is green-lit Focused sales and marketing efforts in advance Partnerships with Temple to serve as a feeder into space 	



APPENDIX A

EXECUTION PLAN

Phase 1: Land Acquisition

2719 N 17th is strategically located and priced

BACKGROUND ON SITE

- Land acquired in 2011 for \$1 via an intra-family sale
- Property has remained vacant and is currently fenced off (last demolition permit in 2011)
- Seller initiated marketing of property for sale ~5 years ago for \$1.5 million. Property has been on and off the market for the past few years with no sale recorded
- Property tax is in arrears (current balance of \$34k accumulated over past 4 years of non-payment)

WHY 2719 N 17TH STREET

- Location adjacent to North Philadelphia Transit
 Development Site and close to Temple
- Priority location for Philadelphia district plans and currently a qualified opportunity zone
- Motivated seller as evidence by previous listing history and tax delinquency
- Long time holder of the land with no basis in the property (any sale is a win)

Risks

- Owner does not want to sell for a reasonable price
- Property takes too long to close
- Issues with closing or property condition

Mitigation

- Ability to make a full cash offer
- Alternative properties in the area can be acquired
 - 1844 Sedgley for \$1.8M
 - Breakup of Broad Street portfolio on market

Land Acquisition Permitting / Zoning Construction Stabilization

Phase 2: Permitting/Zoning

Plans are largely conforming to existing right of use, mitigation available if challenges occur

AREA OVERVIEW

Property Zoning:

- I-1 (Light Industrial), which allows for:
 - Business and Professional Office
 - Community Garden
 - Market/Community Supported Farm
 - Passive Recreation
- Variances required for retail space and (possibly) communal space depending on assessment

Adjacent Lot Zoning:

CMX2/3, RSA5, and I-2 zones

I-1 Zoning	Requi	ireme	nts

Max Occupied Area	100%	Min Rear Yard	8ft
Min Front Yard	Oft	Max Height*	60ft/no-limit
Min Side Yard	8ft	Max FAR	500%

PERMITTING/ZONING APPROACH

Zoning Timelines

- Document Prep: ~1 month
- Initial Zoning: ~4 months, including RCO review
- Additional Permits: ~1 month
 - Fire Suppression, Mechanical, Plumbing, Electrical, etc. (typically take 20 days)
- Contingency: ~1 month (for re-review)

Risk Mitigation

- Alternative plans that are "as of right," such as:
 - Food-truck parking instead of retail space
 - Open court-yard vs. enclosed community space
- Proactive development of materials to distribute to community and to support RCO discussions

Phase 3: Construction

Experienced development partner with extensive network of local contractors

- Expected construction timeline ~1.25 years
- Model Assumptions:
 - \$173 PSF Hard Costs
 - Soft Costs 15% of Total Development Costs
 - ~\$47M Total Development Costs
 - 9.3% Build-to Cap Rate
 - 5% Contingency of the Development Budget
- Shift Capital has experience with both the local contractors and similar type of projects
- LEED Certification
- Impose local employment requirement for contractors





Shift Capital's The Collaboratory – left Shift Capital's Residences at the Beury – right

Land Acquisition Permitting / Zoning Construction Stabilization

Phase 4: Stabilization

We will partner with academic and community institutions to manage risk through property stabilization

LEASING STRATEGY

Traditional Office

- De-risk demand uncertainty using an anchor tenant strategy: sign LOIs with Temple University to define leasing commitments before construction start
- Develop a backlog of target employers pursuing new office space, targeting health care and nonprofit services: Tower Health (38k sf), Elwyn (53k sf), Aramark

Flex Office

- Assume <50% initial occupancy for flex space
- Partner with Temple's Office of Tech Commercialization and Business Development to establish a startup pipeline and potential University workspace subsidies tied to the Benjamin Franklin Accelerator program
- Secure an experienced operator: 1776 (currently managing UPenn's Pennovation coworking space)

COMMUNITY ENGAGEMENT STRATEGY

Pre-Development

- Engage Tioga United RCO and the Broad, Germantown
 & Erie Task Force in building design and programming
- Partner with Jumpstart Tioga so that aspiring local developers can shadow development/construction

Post-Development

- Connect Lenfest's workforce development NPOs with building tenants to source job opportunities and rqts., including student interns from Murrell Dobbins High School's Career and Technical Education programs
- Develop a 50/50 revenue sharing agreement with Cloud 9 to manage the rooftop garden and implement community programming (e.g., with Murrell Dobbins)
- Host Lenfest-affiliated NPOs to tour the building and assembly spaces open to their use

Project Financials/Summary

Sourcing & Uses

Project Uses

	\$ Amount	\$ Per GSF	%
Total Development Costs:	\$47,050,477	\$214	98%
Financing Fees:	\$995,000	\$5	2%
Total Uses:	\$48,045,477	\$220	100%

Project Sources

	\$ Amount	\$ PSF	%
Debt:	\$36,685,334	\$168	76%
Equity:	\$11,360,143	\$52	24%
Total Sources:	\$48,045,477	\$220	100%

Soft Costs

Accounting and Legal	\$286,309
Third Party Reports	\$295,398
Architecture and Engineering	\$2,597,323
Insurance	\$1,532,890
Permits and Fees	\$113,706
Taxes and related	\$24,686
Site Costs	\$163,605
Marketing	\$446,600
Utilities	\$136,338
Title	\$763,968
LEED Certification	\$215,106
Other Soft Costs	\$143,404
Soft Costs Contingency	\$338,239
Total Soft Costs (Included in Dev Costs):	\$5,460,516

Total Land Acquisition Costs (Included in Dev Costs):	\$1,500,000
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Capital Stack

17th Street Crossing will utilize three main sources of capital



\$31M

Construction Loan

- 65% LTC
- 7% Interest-only
- \$500,000 origination fee



\$33M

Senior Loan

- 5.5% interest-only
- Used to refinance construction loan in year 2



\$11M

Sponsor Equity

- SHIFT development partners
- 10% hurdle





\$4M

New Markets Tax Credit

- Partner with community development entity
- 1% interest only
- 100% sold to tax credit investors



\$2M

Mezzanine Loan

- 7% interest only
- Pari passu

Levered and Unlevered Cashflow/Returns

Base case underwriting implies a 17% levered IRR and 2.5x EQM

Levered Cash Flows

		Development	Development	Lease-up	Stabilized	Stabilized	Stabilized	Stabilized	Stabilize
Equity Returns (Levered)		Year 0	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year :
		2021	2022	2023	2024	2025	2026	2027	202
Acquisition Costs		(\$1,515,000)							
Development Costs		(\$22,767,739)	(\$22,767,739)	-	-	-	-	-	
Recurring Cash Flow Befo	re Debt S	-	-	\$2,700,449	\$3,449,747	\$4,025,672	\$4,126,386	\$4,229,617	\$4,335,429
Disposition Proceeds		-	-	-	-	-	-	-	\$56,746,087
Sale Costs		-	-	-	-	-	-	-	(\$1,134,922
Total Debt Cash Flow		\$13,370,540	\$24,684,414	(\$2,464,646)	(\$2,464,646)	(\$2,464,646)	(\$2,464,646)	(\$2,464,646)	(\$38,201,029
Financing Fees		(\$995,000)	-	-	-	-	-	-	-
Levered Equity Cash Flow		(\$11,907,198)	\$1,916,675	\$235,803	\$985,101	\$1,561,026	\$1,661,740	\$1,764,971	\$21,745,564
Levered IRR	17.1%								
Equity Multiple	2.51x								
DSCR			0.00x	1.19x	1.52x	1.77x	1.82x	1.86x	1.91>
LP Cash Flow	\$	(10,634,420) \$	1,725,008	\$ 212,223	\$ 886,591	\$ 1,404,924	\$ 1,495,566	\$ 1,588,474	\$ 17,942,711
GP Cash Flow	\$	(1,272,778) \$	191,668		•				
LP IRR GP IRR	16.1% 23.4%	Hurdle #1 LP Equity % GP Equity %	90% 10%						
LP Equity Multiple	2.37x	Hurdle Promote	10% 0%						
GP Equity Multiple	3.63x	Hurdle #2							
		LP Equity %	75%						
		GP Equity %	25%						

Sensitivities

		LTC							
_		55%	60%	65%	70%	75%			
Rate	4.5%	15.76% / 2.36x	17.20% / 2.51x	19.14% / 2.7x	21.88% / 2.99x	26.11% / 3.44x			
	5.0%	15.12% / 2.3x	16.40% / 2.43x	18.12% / 2.61x	20.55% / 2.86x	24.30% / 3.26x			
erest	5.5%	14.47% / 2.24x	15.58% / 2.36x	17.08% / 2.51x	19.20% / 2.73x	22.46% / 3.05x			
퇕	6.0%	13.80% / 2.18x	14.75% / 2.28x	16.02% / 2.41x	17.82% / 2.59x	20.58% / 2.84x			
	6.5%	13.13% / 2.12x	13.91% / 2.2x	14.95% / 2.31x	16.42% / 2.44x	18.68% / 2.63x			

				Land Price		
		\$1,300,000	\$1,400,000	\$1,500,000	\$1,600,000	\$1,700,000
Costs	\$156	22.88% / 3.31x	22.74% / 3.28x	22.60% / 3.26x	22.47% / 3.24x	22.33% / 3.22x
ð	\$164	20.07% / 2.90x	19.94% / 2.88x	19.80% / 2.86x	19.67% / 2.84x	19.54% / 2.83x
Fa	\$173	17.33% / 2.54x	17.21% / 2.52x	17.08% / 2.51x	16.95% / 2.49x	16.82% / 2.48x
Ĭ	\$182	14.65% / 2.22x	14.52% / 2.21x	14.39% / 2.19x	14.27% / 2.18x	14.14% / 2.17x
	\$190	11.98% / 1.94x	11.86% / 1.93x	11.73% / 1.91x	11.60% / 1.90x	11.47% / 1.89x

		Land Price					
		\$1,300,000	\$1,400,000	\$1,500,000	\$1,600,000	\$1,700,000	
9	7.5%	21.24% / 3.17x	21.13% / 3.15x	21.01% / 3.13x	20.89% / 3.11x	20.77% / 3.10x	
Rate	8.0%	19.27% / 2.83x	19.15% / 2.82x	19.03% / 2.80x	18.90% / 2.78x	18.78% / 2.77x	
8	8.5%	17.33% / 2.54x	17.21% / 2.52x	17.08% / 2.51x	16.95% / 2.49x	16.82% / 2.48x	
0	9.0%	15.41% / 2.28x	15.28% / 2.26x	15.14% / 2.25x	15.01% / 2.23x	14.87% / 2.22x	
	9.5%	13.49% / 2.05x	13.35% / 2.03x	13.21% / 2.02x	13.06% / 2.0x	12.92% / 1.99x	

		LTC				
		55%	60%	65%	70%	75%
Rate	7.5%	17.68% / 2.7x	19.12% / 2.88x	21.01% / 3.13x	23.62% / 3.49x	27.52% / 4.02x
	8.0%	16.05% / 2.46x	17.33% / 2.6x	19.03% / 2.8x	21.40% / 3.09x	25.0% / 3.5x
ਫ਼ੈ	8.5%	14.47% / 2.24x	15.58% / 2.36x	17.08% / 2.51x	19.20% / 2.73x	22.46% / 3.05x
0	9.0%	12.93% / 2.05x	13.87% / 2.14x	15.14% / 2.25x	16.98% / 2.41x	19.85% / 2.65x
	9.5%	11.43% / 1.88x	12.18% / 1.94x	13.21% / 2.02x	14.72% / 2.13x	17.14% / 2.28x



APPENDIX B

COMPARABLES

Rent Comps: Office

Office comps in North Philadelphia are in line with submarket averages (\$22.00 psf NNN) - though new developments in neighboring areas (Kensington, Brewerytown, Fishtown) show North Philadelphia's growth potential.

Office	Location	Туре	Asking Rent	Vacancy	Year Built
Three Falls Center	North Philadelphia	Medical/NPO, Class B	\$21.00 psf NNN	6.58%	1929 / 2008
The Shops at Avenue North	North Philadelphia	Mixed-Use, Class B	\$22.00 psf NNN	21.30% (est.)	2006
Pyramid Lofts	Brewerytown	Mixed-Use, Class B	\$25.00 psf NNN	Unknown	2017
American Studios	Fishtown	Professional, Class B	\$24.00 psf NNN	Unknown	2016
1100 N Front	Fishtown	Professional, Class B	\$26.00 psf *	24.50% (est.)	1920 / 2016
1601 N Front	Fishtown	Creative, Class B	\$35.00 psf NNN	Unknown	1920 / 2020

^{*} Unknown if NNN or gross

Rent Comps: Coworking

Though membership structures vary, a dedicated desk ranges consistently between \$200-400 monthly, while private offices span \$600+ depending on sf and amenities.

Coworking	Location	Туре	Hot Desk	Personal Desk	Private Office
Hive 76	North Philadelphia	Makerspace	\$60 per mo.	\$120 per mo.	N/A
NextFab	North Philadelphia	Makerspace	N/A	\$199 - \$299 per mo.	\$1000-\$2000 per mo.
Pennovation	Grays Ferry	University Affiliated	\$99 - \$299 per mo.	\$399 per mo.	\$1499-\$1999 per mo.
IC@3401	University City	University Affiliated	N/A	\$200+ per mo.	N/A
CIC Philadelphia	University City	Life Sciences	N/A	\$300 per mo.	\$600+ per mo.
1776	Brewerytown	Coworking	\$199 - \$299 per mo.	\$399 per mo.	\$699+ per mo.

Sample Amenities and Membership Features: 24/7 access, conference room access (with defined hours per mo.), mail and package delivery, lockable storage, classes and programming, event space, office supplies, food and beverage

Rent Comps: Retail

Groundfloor retail trends between \$20-23 psf NNN, in line with submarket averages (\$22.00 psf NNN), though established retail near demand anchors such as Temple Hospital command rents \$25+ psf.

Retail	Location	Туре	Asking Rent	Vacancy	Year Built
1536 N Carlisle	North Philadelphia	Retail/Residential, Class B	\$20.00 psf NNN	Unknown	2014
1620 Cecil B Moore	North Philadelphia	Retail/Residential, Class B	\$21.00 psf NNN	Unknown	2019
2025 N 17th	North Philadelphia	Retail/Residential, Class B	\$29.50 psf gross *	Unknown	2014
Plaza Allegheny	North Philadelphia	Shopping Center, Class B	\$25.00 psf NNN	0.66%	2015
Progress Plaza	North Philadelphia	Shopping Center, Class B	\$28.22 psf NNN	4.48%	2007
Temple Health Campus	North Philadelphia	Nbhd. Retail, Class B	\$40.00 psf NNN	Unknown	2001

^{*} Retail opex averages around \$6.50 psf in the North Philadelphia submarket

Rooftop Garden

The community garden will support community building efforts while providing modest revenue to the project

Why Rooftop Garden/Farming?

- Gardens can support farming activities food insecurity is a major issue in Philadelphia
 - 16.3% of the population struggles to keep food on the table (more during COVID)
- Gardens serve as sites for youth development, skills/workforce training, and education
- Studies have shown that the presence of urban farms are associated with:
 - Improved community cohesion
 - Reduced crime rates
 - Improved community aesthetics
 - Increased property values

Business Model

- Membership of \$50 to enjoy the rooftop space
 - Access includes ability to request plot
 - 600 members total
- Additional fee of \$25 if selected to use plot
 - 300 (50 sq.ft. plots) = 15K sq.ft. garden
- Sponsorships used to subsidize cost for neighborhood participants (\$10,000)

The Spring Gardens (North Philly)

- 3-5 year waiting list
- \$40-\$75/yr cost for membership

Schuylkill River Park Community Garden (Center City)

- 100% occupancy, 60 person waiting list (70 plots total)
- Must be a member of the CCRA to access plots –
 membership cost is \$45-55/yr (but members can donate
 more); 2020 revenue of ~\$50k

