

# **John Goff Real Estate Investment Fund**

## **Student Private Equity Fund**

### **Annual Report - Fall 2023**

SOUTHSHORE HIGHLINE – AUSTIN, TX

Exhibit L: Project Rendering



*Southshore Highline – McCombs student real estate PE Fund's first investment in 2019*

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## Introduction

The McCombs student real estate private equity fund is a \$10 million investment fund managed by McCombs School of Business MBA and undergraduate students.<sup>1</sup> The PE fund is the private investment portion of the overall John Goff Real Estate Investment Fund, which includes a \$1.3 million publicly traded REIT portfolio along with the \$10 million private equity fund. McCombs real estate students participate in the John Goff Real Estate Investment Fund class for one year, with the spring semester focused on the fund's public REIT portfolio, and the fall semester focused on the private equity fund. This report covers the PE fund. The REIT portfolio is covered in a separate REIT fund annual report produced each May.

## Fall semester real estate private equity fund class – timing and logistics

McCombs MBA students interview for spots in the real estate investment fund class in the fall of their first year, and work as investment fund managers in the spring of their first year (REIT fund) and the fall of their second year (PE fund). McCombs undergraduate students interview for spots in the real estate investment fund class in the fall of their junior year and work with the MBA fund managers as investment fund analysts in the spring of their junior year and the fall of their senior year. Fund professors source four potential real estate private equity investments in the summer for class consideration in the fall semester. In the fall semester class, student investment teams of 4-5 MBAs, supported by 4-5 undergraduate analysts, analyze and underwrite each potential private equity investment and make a presentation and recommendation to the fund's investment committee in the first two weeks of November. Investment sponsors come to class in September to present their deals, meet the students, and take questions from the student investment team during their class presentations and throughout the semester while students work on their investment analysis. Based on their analysis and underwriting for each investment, student investment teams recommend a fund investment in each deal between \$0 (no investment) and \$500,000 (the maximum fund investment). Over the life of the PE fund through the fall 2023 semester, McCombs students in the fund class have analyzed 25 possible private equity real estate investments and made 12 investments totaling \$5,018,660 in capital commitments, of which \$4,509,308 has been called. The PE fund has completed one investment and has eleven active investments in the portfolio. The Fall 2023 class is evaluating four possible new investments.

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<sup>1</sup> \$10 million in total donated funds, paid to the PE fund over a five-year draw period

Investments under consideration in Fall 2023 class

Investment Name: Berkeley Partners Value Industrial Fund VI, L.P.

Investment Amount: TBD : [\$0 – \$500,000]

Investment Sponsor: Berkeley Partners is a vertically integrated real estate operating company specializing in value-add light industrial properties. Berkeley Partners started its first fund in 2005, and have acquired 238 properties, sold 124 properties, and currently hold 114 properties representing \$2.2 billion AUM.

Investment Description: Berkeley Partners Value Industrial Fund VI is a continuation of Berkeley's strategy since the fund's founding in 2005. The fund believes that the large, fragmented light industrial space contains numerous value-add opportunities in high replacement cost areas, and limited new supply of smaller, infill industrial buildings helps drive higher long-term occupancy and rent levels, while also providing a possible later sale opportunity to a multifamily developer. Berkeley sources most of its acquisitions off-market through leasing agents it uses. As a vertically integrated operating company, Berkeley executes most of its value-add strategies through its own employees.

Funds II, III, and IV, using the same strategy, are fully realized and returned Net IRRs of 12.7%, 18.1%, and 17.3%, respectively. Fund VI is targeted at \$400 million equity raised with an additional 65% of fund-level leverage. The preferred return is 8% compounded annually, with a 50/50 catch-up to the sponsor to 20% of distributions, and 80/20 thereafter. Asset management fees are 1.5% of committed then invested capital and property management fees are 3% of revenues, all paid to the sponsor.



Investments under consideration in Fall 2023 class

Investment Name: Addison & Clark – Chicago, Illinois

Investment Amount: TBD : [\$0 – \$500,000]

Investment Sponsor: The Dinerstein Companies (TDC) – Headquartered in Houston, TX, TDC has over 60 years of experience in the multifamily and property management business. Since 2010, TDC’s new developments have produced a weighted average Gross IRR of 22.6%, and TDC’s value-add acquisition program has produced a realized weighted average Gross IRR of 25.9% and a 1.95x EM.

Investment Description: Addison & Clark is a seven story, mixed-use property with four floors of apartments on top of 148,000 square feet of retail, dining and entertainment uses spread out over three floors. The retail tenants include an Alamo Drafthouse movie theater (30k sq ft), a Lucky Strike bowling alley (29k sq ft), and a UFC Gym (32k sq ft). The building is located directly across the street from Wrigley Field, the home of the Chicago Cubs baseball team, and has a 389-car parking garage with 329 of the spaces open to the public and available for concerts and Cubs games at Wrigley. The location is truly unique, with high density neighborhoods and a 97 walkscore with excellent mass transit. TDC purchased the building in May 2023 from a UBS fund faced with redemption requests. TDC plans to stabilize the retail tenants, maximize parking revenues, and increase NOI with a planned exit in 48 months.



Investments under consideration in Fall 2023 class

Investment Name: Flagship Capital Partners Strategic Real Estate Capital Fund

Investment Amount: TBD : [\$0 – \$500,000]

Investment Sponsor: Flagship Capital Partners was founded, and is still led by, CEO David Minberg (45+ year real state career) and COO Jarrod Foerster (32 years in real estate). Since 2004, Flagship has closed eight funds exceeding \$450 million, including 87 equity and debt transactions, with zero losses. Flagship’s strategy is to invest at smaller scale, between roughly \$1 and \$10 million, in opportunistic real estate situations using both debt and equity vehicles.

Investment Description: Strategic Real Estate Capital is an opportunistic real estate investment fund. The sponsor, Flagship, intends to use funds raised through the Strategic Real Estate Capital Fund to capitalize on the current market dislocation through assembling a diversified, nationwide portfolio of opportunistic and market commercial real estate investments that may include equity positions, GP and co-GP interests, first-lien debt, lender REO, foreclosures, rescue funding, and other special situations.

Fund terms include an 8% preferred return, paid as available as determined by the GP, and a target Net IRR of 14-17%. Flagship receives 30% of cash flows after payment of preferred return and return of invested capital and collects a 1.5% asset management fee on committed then invested capital.



**David M. Minberg**

*Founding Principal & CEO*

- GP/CEO of seven previously-closed real estate funds
- Real estate owner, operator, builder, investor
- Direct participant in development/ redevelopment of over 35,000 apartment units
- Highly-successful 45+ year investment career
- University of Texas at Austin – B.A., J.D.



**Jarrod T. Foerster**

*Founding Principal & COO*

- GP/COO of six previously closed real estate debt funds with all loans fully performing
- Creator/manager of structured finance platforms at three companies representing more than \$550 million in closings
- 32 years in real estate and finance businesses
- Life Patron and Former Trustee, Texas Bar Foundation



Investments under consideration in Fall 2023 class

Investment Name: 1700 South Lamar

Investment Amount: TBD : [\$0 – \$500,000]

Investment Sponsor: Stonelake Capital Partners – Stonelake is a Texas-based real estate private equity firm, founded in Austin in 2007 by Kenneth Aboussie (UT MBA, 2003) and John Kiltz (UT MBA, 1983), with offices in Austin, Dallas, and Houston. Stonelake acquires and develops industrial, multifamily, and office properties and owns over \$3.5 billion of commercial real estate in Sunbelt markets. Over the last 14 years Stonelake has raised \$1.6 billion of equity from primarily institutional investors, organized and deployed across six private equity funds.

Investment Description: Stonelake is assembling a 5.2-acre parcel with three retail buildings totaling 52,902 square feet in Austin, TX. For the next 2-3 years, Stonelake plans to lease the vacant retail spaces and grow NOI for a steady yield that will help pay the debt costs / carry costs of the property. Stonelake is targeting 2026 to demo the existing retail structures and begin construction on a new 5-7 story multifamily development totaling 525 units. The location on South Lamar is only 2 miles south of Austin’s city center, and the city of Austin has already raised funds and started design work on making Lamar an upgraded transportation corridor with curbed bike paths, grassy medians, and bus service into downtown. Our fund’s investment would be carried to the start of MF construction, and at that point we will have the option to increase our investment (future class?) or not increase our investment and roll in our land investment at an appraised land value.





Current Portfolio Investments

**Investment Name:** Marble Capital Fund II

**Investment Amount:** \$500,000 committed  
 \$490,113 called Dec 2019 – Nov 2020  
 \$589,154 received in distributions

**Investment Sponsor:** Marble Capital provides flexible capital solutions, including both preferred and common equity, for multifamily developers and operators nationwide. Since its inception in 2016, the company has invested in ~28,000 multifamily units equal to ~\$5.8 billion in total capitalization.

**Investment Description:** Marble Capital Fund II provides financing to multifamily developers in the form of either preferred equity or mezzanine debt with a target 70-75% loan to value. Fund II is a \$253 million, 2019 vintage vehicle that invested in 26 separate multifamily developments across the Sunbelt region of the US. At Q2-2023, the Fund has monetized 19 of 26 assets and returned approximately 120% of investor capital. The fund has seven investments remaining representing \$80 million of invested capital which is expected to provide \$133 million of gross, project-level cash flow when fully monetized over the next six to nine months. As of July 2023, Marble Capital is projecting Fund II will return a 17-20% IRR and ~1.55-1.60 multiple on invested capital (MoIC) net to LPs.

**FUND II - MONETIZED INVESTMENTS**

	<p><b>#19</b>                  Preferred Equity                  Bexley Sugarloaf                  390 Units - Atlanta, GA  <b>\$12.1MM Invested</b>  <b>\$17.6MM Distributed</b>                  33 Month Hold                  SOLD Aug 2023</p>		<p><b>#18</b>                  Preferred Equity                  Industry Indianapolis                  229 Units - Indianapolis  <b>\$13.8MM Invested</b>  <b>\$18.4MM Distributed</b>                  34 Month Hold                  REFI Jun 2023</p>		<p><b>#17</b>                  Preferred Equity                  Boterra at Lago Mar                  348 Units - Texas City, TX  <b>\$5.0MM Invested</b>  <b>\$7.5MM Distributed</b>                  34 Month Hold                  REFI Jun 2023</p>
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Current Portfolio Investments

Investment Name: Advenir@Winterset Investors, LP – Marietta, GA

Investment Amount: \$200,000 committed  
\$200,000 called in November 2020  
\$44,333 received as distributions (monthly dividends)

Investment Sponsor: Advenir Inc. – Headquartered in Miami, FL, Advenir, Inc. acquires and operates multifamily rental communities throughout the United States on behalf of high net worth and institutional investors. Founded in 1996, Advenir has owned and operated 25,000 apartment units valued over \$2.5 billion.

Investment Description: Advenir purchased an older 1984 construction, 302-unit apartment complex in Marietta, GA, with the intention of improving the property, increasing rents, and ultimately selling the improved asset. The sponsor has been underway with improvements, including installing flooring, repainting with two-tone paint, and replacing window blinds throughout. Occupancy has decreased somewhat in 2023 with average occupancy Jan – July of 90.77% against a budgeted 94%, but even with softening in occupancy the property is still very close to budgeted NOI. Additionally, this property was financed in April 2020 and enjoys significantly positive leverage with NOI > debt service.

**Property Highlights: Exteriors**

**Community Features:**  
\$3.3M spent on exterior and amenity upgrades

- Brand New Pet Spa
- Newly Renovated Fitness Center
- Amazon Hub Lockers
- BBQ/Picnic Area
- Swimming Pool
- Playground
- Gated Community



Current Portfolio Investments

Investment Name: Millennium East Side Austin Holdings – Austin, TX

Investment Amount: \$500,000 committed  
\$500,000 called December 2020

Investment Sponsor: The Dinerstein Companies (TDC) – Headquartered in Houston, TX, TDC has over 60 years of experience in the multifamily and student housing development and property management business. TDC has developed 75,000 multifamily units and 44,000 student housing units with a total value of \$2.76 billion since 2010.

Investment Description: Millennium East Side is a multifamily development in Austin, Texas. TDC purchased a 12.41-acre site located at 5701 East MLK Drive, at the intersection of East MLK and Hwy 183. TDC is in the process of developing and building Millennium East Side, a five-story, 304-unit Class-A multifamily property. The project is located just four miles east of the University of Texas at Austin, five miles east of downtown Austin, and 7.4 miles northeast from the new Tesla production facility, Tesla Giga Texas, which will employ 10,000 workers by 2022 and projected 20,000 workers when completed. Leasing is scheduled to begin in the first quarter of 2024. The sponsor reports that although Austin’s downtown and high-end market remains challenged, high quality/attainable multifamily product continues to perform well. Consequently, the sponsor expects initial rents to be higher than underwriting. The completion of the surrounding roads allowing residents to connect directly into the city’s urban core should prove to be even more valuable than originally anticipated.



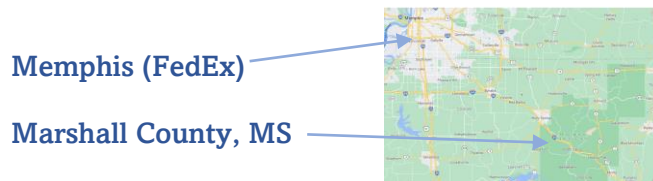
Current Portfolio Investments

Investment Name: HW MTC, LLC – Marshalltown Trade Center – Marshall County, MS

Investment Amount: \$500,000 committed  
\$500,000 called April 2021

Investment Sponsor: Hillwood, a Perot company – Hillwood, based in Dallas, TX, is one of the largest investors and developers in the U.S. Founded in 1988 by Ross Perot, Jr., Hillwood has developed and acquired more than 208 million square feet of industrial space and currently owns and manages 50 million square feet of operating industrial/logistics real estate throughout North America and Europe.

Investment Description: McCombs is invested with Hillwood in a future industrial development in Marshall County, Mississippi, a location ~40 miles from FedEx’s Memphis superhub. When McCombs first invested with Hillwood in April 2021 there was a plan to develop two industrial facilities with construction starting in early 2022. However, as supply in the area quickly increased and the world and US economy slowed, Hillwood decided to put its development plans on hold. Now, like other industrial developers, Hillwood has witnessed and experienced a virtual shutdown in industrial demand for either spec or build-to-suit buildings. The current market is not great, but Hillwood really likes the land they have acquired and continues to believe in the long-term demand story for good industrial, noting in our call that 70% of current inventory industrial buildings are more than 30 years old. With ownership in the land secured by Hillwood, McCombs essentially owns a call option on future industrial development with a good partner and good land in a good industrial location.



Current Portfolio Investments

Investment Name: Adler Real Estate Fund V, L.P.

Investment Amount: \$250,000 committed  
\$70,000 called  
\$4,835 received in distributions

Investment Sponsor: Adler Real Estate Partners, Miami, FL – Since 2010 Adler Real Estate Partners has exclusively invested in multi-tenant light industrial and related business parks. The sponsor is fully vertically integrated with asset and property management. The sponsor’s experience includes four previous funds with the same light-industrial investment strategy, comprising 36 acquisitions and \$1,433 million in total asset value.

Investment Description: Adler Real Estate Fund V, L.P. includes \$295 million of limited partner equity commitments with the plan to acquire under-managed industrial parks and drive value through superior operations and management. As of the Q22023 update dated August 2023, Fund V’s current assets continue to perform well with occupancy in the four properties purchased in 2021 and 2022 at 91.6%. Over Q1 and Q2 2023 Fund V closed on two acquisitions in Houston: (1) “Park 8 | 290” consists of a five-building, institutional quality park in a premier infill location with good occupancy across a diverse list of tenants, and (2) “Beltway 8 Business Park” consists of two single-story light industrial buildings with exceptional proximity to the center of Houston. With these two Houston acquisitions Fund V now owns six properties and has recently expressed some frustration about their difficulty finding reasonably priced acquisitions.

Park 8 | 290  
Houston, TX



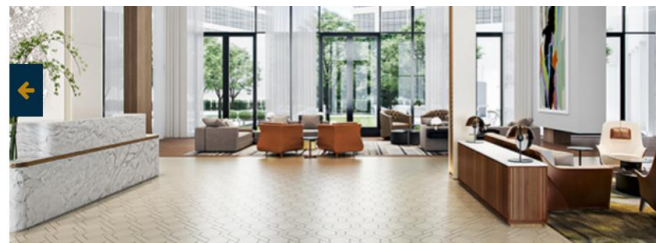
Current Portfolio Investments

Investment Name: The Crescent – Fort Worth

Investment Amount: \$318,660 committed  
\$318,660 called August 2022

Investment Sponsor: Crescent Real Estate LLC, Fort Worth, TX – Crescent is a real estate operating company and SEC-registered investment advisory firm with assets under management, development activities, and investment capacity of more than \$10 billion. The company started as Crescent Real Estate Equity, which was founded by John C. Goff, its current chairman.

Investment Description: Crescent Fort Worth is a mixed-use development project including a 200-key boutique luxury hotel, a Canyon Ranch Wellness Club, 170,000 square feet of Class A office space, and 167 luxury for-rent residences. After initially breaking ground in October 2021, The Crescent Fort Worth is open for business! The Crescent Offices are 97% pre-leased with the most recent lease being signed at \$50 NNN, nearly 2x the rents of the next best asset in the City of Fort Worth. Crescent Real Estate and one other customer have moved in and the remaining offices are being built out with move ins staggered over the next several months. The Crescent Fort Worth hotel will open on November 8th prior to the Texas-TCU football weekend, and the first phase of The Crescent Residences, as well as the Canyon Ranch Wellness Club, are slated to open December 1st with the final Residences to be delivered in 1Q2024.





Current Portfolio Investments

Investment Name: Hyatt Lost Pines – Cedar Creek, TX

Investment Amount: \$500,000 committed  
\$500,000 called February 2022

Investment Sponsor: DivcoWest with joint venture partner Ohana.

DivcoWest is a San Francisco based, vertically integrated, real estate owner, operator, and developer with \$12.9 billion in AUM. DivcoWest has a national presence with a highly diversified portfolio in key innovation markets across all major property types, including life science and hospitality.

Ohana is an investment firm founded in 2009, based in Redwood City, CA, focused on luxury hospitality assets. Ohana is the Managing Partner for the asset. Ohana currently has approximately \$1.4 billion in AUM and has overseen or transacted on more than \$4 billion in luxury hotels.

Investment Description: Hyatt Lost Pines is a Hotel & Resort located in Cedar Creek, TX, approximately 25 miles east of Austin. The Property is a 656-acre resort containing a 491-key hotel including 59 suites, 8 food and beverage outlets, spa, golf course, and horse-back riding. The September investor STAR report shows continued strong performance of the property in 2023. As of September 2023, YTD RevPAR is \$198.90, up 6.5% from 2022 YTD. YTD Group performance is notably strong, showing a 26.8% increase in occupancy % and a 34.2% increase in RevPAR, versus 2022 YTD.





Current Portfolio Investments

Investment Name: Hanover Crossing – Hanover, MA

Investment Amount: \$500,000 committed  
\$500,000 called May 2022

Investment Sponsor: Hanover Company – Headquartered in Houston, TX, Hanover Company is a fully integrated real estate organization with expertise in development, complex construction, property management, asset operations, capital markets and other key disciplines. Hanover Company has developed over 62,000 apartments with a total value of \$14.67 billion over its 40-year history.

Investment Description: MSB RE Fund invested \$500,000 in a multifamily development project, Hanover Crossing Residences, in May 2022. The project is located 9 miles west of Massachusetts’ eastern shoreline, 13 miles from the inner beltway (Interstate-95), and 20 miles southeast of downtown Boston. The property has good access to transportation into the city with both a train and a major highway, and also has good local retail. Construction is completed, and Hanover Crossing has been a very successful lease up and has significantly outperformed the proforma. The property is currently 80% leased and is on target to stabilize by February 2024. The average rent on the last 30 leases is \$3.37 psf compared to the proforma which projected rents to be \$3.01 psf in January 2024.



**H**  
FLOOR PLAN  
1 Bed • 1 Bath  
Total: 917 SF



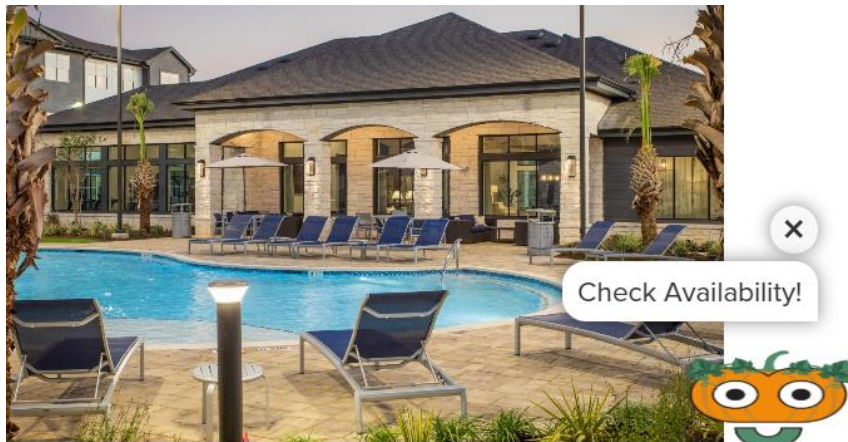
Current Portfolio Investments

Investment Name: Prose Buda – Buda, Texas (Austin suburb)

Investment Amount: \$500,000 committed  
\$500,000 called May 2022

Investment Sponsor: Alliance Residential – Established in 2000, Alliance Residential is one of the largest private real estate companies in the United States, headquartered in Phoenix, Arizona with 19 regional offices nationwide.

Investment Description: Alliance is developing Prose Buda in Buda, Texas, Hays County, 15 miles south of Austin. Hays County is the fastest growing county in Texas 2010-2020, with household income over \$80,000 and 3% unemployment in a 3-mile radius around the site. The Prose Buda development will include 360 units, split evenly between 180 1 BR/1 Bath units (830 SF) and 180 2 BR/2 Bath units (1,174 SF) on a site of 15.89 acres. Total capitalization for the project is \$64 million, consisting of \$22 million in equity (35%) and \$42 million in debt (65%) in the form of a construction loan. Construction commenced in December 2022. The project was originally scheduled to open in February 2024, but the sponsor is currently anticipating opening the clubhouse and first building ahead of schedule in January 2024, and intends to start pre-leasing in December 2024.



Current Portfolio Investments

Investment Name: Essential Growth Properties Fund II LLC

Investment Amount: \$500,000 committed  
\$250,535 called January 2023

Investment Sponsor: Essential Growth Properties (EGP) is a rapidly growing, pure-play grocery anchored shopping center investment company. EGP's CEO and Fund Manager, Nicholas Hodge, has been in commercial real estate for 25 years including 20 years with The Kroger Co. where he most recently served as Vice President, Corporate Real Estate (Head of Real Estate) with direct P&L responsibility for 200 company owned shopping centers.

Investment Description: EGP's strategy is to identify locations for investments in grocery anchor retail space based on management's knowledge and expertise in the grocery space, that have opportunities to extend the anchor lease at closing, and then use the extended grocery anchor lease to retain and/or attract ecommerce resistant retail tenants including dollar stores, gyms, and restaurants. EGP also looks for locations with the potential to create outparcel carve-out pads for either sale or additional redevelopment. At the end of Q22023 the fund owned four shopping centers and \$79 million of total acquisition value, consisting of \$31 million in fund equity. The portfolio properties are performing well with above-budget NOI. Based on their current performance, the centers, purchased at a 6.6 cap, are forecast to deliver on the high end of the 13-17% IRR range. Of note, the fund has raised only \$50 million of the target \$100 million and has retained JLL to help raise the rest of the equity target.



Kroger 426-A  
The Shoppes of Mason  
Mason, OH



Kroger J-886  
Woodland Crossing  
Elkhart, IN

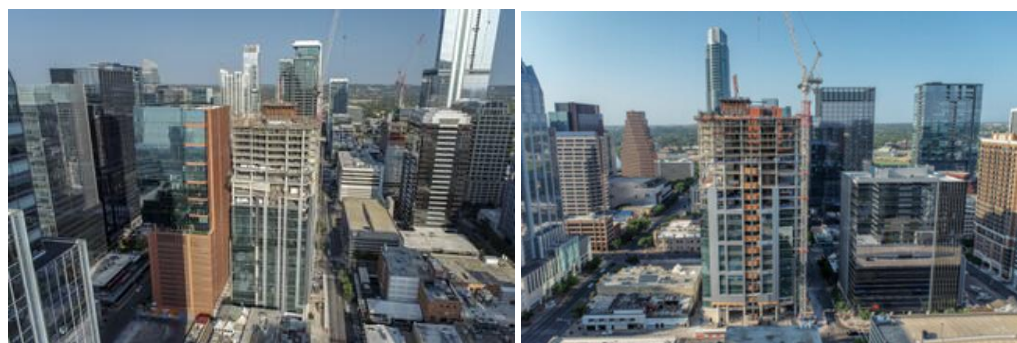
Current Portfolio Investments

Investment Name: 415 Colorado – Austin, Texas

Investment Amount: \$400,000 committed  
\$400,000 called May 2022

Investment Sponsor: Stonelake Capital Partners – Stonelake is a Texas-based real estate private equity firm, founded in Austin in 2007 by Kenneth Aboussie (UT MBA, 2003) and John Kiltz (UT MBA, 1983), with offices in Austin, Dallas, and Houston. Stonelake acquires and develops industrial, multifamily, and office properties and owns over \$3.5 billion of commercial real estate in Sunbelt markets. .

Investment Description: Stonelake is developing 415 Colorado in the heart of downtown Austin, one of the hottest real estate markets in the United States. When completed, 415 Colorado will be a 47-story tower with 10 floors (111,000 SF) of office at the bottom and 328 units of residential across the top 37 floors. Total development costs of approximately \$260 million include the land purchase, plus construction hard costs and soft costs. 415 Colorado is still under construction and has poured concrete on 34 out of 47 total floors to date. The project will top out in February 2024 and is on schedule to turn first residential units in late Q4 2024. The office spaces are currently being marketed and have received multiple RFPs from strong Austin office users.



Completed Investments

Investment Name: TPEG Austin Highline Investors, LLC Sub Debt – Austin, TX

Investment Amount: \$300,000 invested August 2019  
\$360,412.91 investment proceeds March 2021

Investment Sponsor: Trinity Private Equity Group (TPEG) – Trinity Private Equity Group, based in Dallas, TX, sources capital from primarily high net worth individuals and family offices and invests with operating partners in new development and value-add investments, primarily in the multifamily space.

Investment Description: The MSB RE Fund invested \$300,000 in 12% mezzanine debt in the Austin Highline project on August 7, 2019. Austin Highline investors worked with developer Urban Genesis. Urban Genesis develops lower amenity, high-quality, multifamily buildings with units that lease for \$300 a month less than comparable more highly amenitized buildings. The mezzanine debt provided part of the Austin Highline Investors capital supplied to Urban Genesis to develop three multifamily buildings in Austin totaling roughly 400 units. On March 10<sup>th</sup>, 2021, TPEG announced the sale of the first of the three projects, South Shore, and used the proceeds from the sale of South Shore to pay off the mezzanine debt that MSB RE Fund invested in. On March 12, 2021, TPEG distributed \$360,412.91 to MSB RE Fund, representing a 12% annualized return and a 1.2 equity multiple to the MSB RE fund over the 1.6 year holding period.



The John Goff Real Estate Investment Fund is very thankful for the participation of experienced real estate investors on the fund's investment committee. Fund students conduct investment due diligence and analysis throughout the fall semester and present their analysis and investment recommendation to the fund's investment committee, typically in the first two class meetings in November. Investment committee meetings provide an opportunity for the students to get insightful feedback from experienced investors, and each presentation ends with a lively discussion and investment committee vote on the students' recommendation. An investment is approved, sometimes with conditions, by a majority vote of the outside investment committee members. Not all investment committee members attend all investment committee meetings.

The fund also owes a very special thanks to Jeff Matthews of Winstead PC for his pro-bono work as fund counsel. Jeff has worked with the fund since inception and reviews and advises on investment contracting for all the fund's investments. The fund is extremely grateful for Jeff's help and counsel with the contracting for this unique, student-run, university-owned, investment fund.

#### Investment Committee Members

- Kenneth Aboussie – Co-Founder and Managing Partner, Stonelake Capital Partners
- Patricia Gibson – CEO, Banner Oak Capital Partners
- Mary Hager – Executive Director, Greystar (formerly of Thackeray Partners)
- Garret House – CEO, Evergreen Real Estate Partners
- Scott Ingraham – Zuma Capital and publicly traded REIT board member
- John Kiltz – Co-Founder and Managing Partner, Stonelake Capital Partners
- John McKinnerney – Founding Principal, Castle Hill Partners
- Mukund Joshi – Managing Director - Real Return, UTIMCO

#### Fund Counsel

- Jeff Matthews – Shareholder and Chair of Business and Transactions, Winstead PC

#### Fund Professors

- Dr. Greg Hallman – Professor of Instruction in Real Estate and Finance
- Joshua Brown – Lecturer at McCombs, and Senior Advisor at First Washington Realty

The Fund's Advisory Board includes fund supporters who made significant donations to the fund, and incumbent Advisory Board members from the previously established McCombs REIT fund. The fund holds an Advisory Board meeting each November where students present condensed versions of their PE fund investment committee presentations and the results to-date of the REIT over/under pairs investments made in the spring semester. Following the students' presentations, Advisory Board members meet and mingle with students over drinks and dinner. The fund is grateful for all the donations that made this unique student-run real estate investment fund possible and is particularly grateful for the very generous contribution made by John Goff, who donated the majority of the \$10 million in total fund donations. Last year the fund was officially named for John and his significant contribution, and the combined public and private student fund is now named the John Goff Real Estate Investment Fund.

John Goff Real Estate Investment Fund Advisory Board members

- John Goff – Chairman, Goff Capital Management
- Kenneth Aboussie – Stonelake Capital Partners
- Beau Armstrong – Stratus Properties
- Christian Bernasconi – B&I Capital
- David Busker – Tilden Capital Partners
- Doug Chestnut – StreetLights Residential
- Paul Curbo – Executive in Residence, Georgetown University
- David Deutch – Pinnacle Housing Group
- Bob Faith – Greystar
- Gary Farmer – Heritage Title
- Jamie Feldman – Wells Fargo
- Ben Friedman – Abacus Capital Group
- Greg Friedman – Peachtree Hotel Group
- Garret House – Evergreen Real Estate Partners
- Erik Johnson – White Point Partners
- Andy Lusk – Lionstone Investments
- Murray McCabe – Montgomery Street Partners
- Terry Montesi – Trademark
- Rich Moore – CBRE
- Ben Moreland – Crown Castle International
- Chaz Mueller – Progress Residential
- Keith Oden – Camden Property Trust
- Don Reese – Riverside Resources
- Luis P. Rhi – Barrow, Hanley, Mewhinney & Strauss
- Steve Rogers – Viceroy Investments
- Patrick Starley – Legacy Star Capital Partners
- Lenore Sullivan – TWV Capital Management
- John Thompson – PinPoint Commercial



**MSB RE FUND PARTICIPANT LLC**  
**Balance Sheet**  
As of August 31, 2023

	<b>Total</b>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Bank Accounts</b>	
Frost Bank - CD	0.00
Frost Bank Checking Account	2,644,076.23
<b>Total Bank Accounts</b>	<b>\$ 2,644,076.23</b>
<b>Other Current Assets</b>	
Interest Receivable	0.00
Prepaid Expenses	48,882.46
<b>Total Other Current Assets</b>	<b>\$ 48,882.46</b>
<b>Total Current Assets</b>	<b>\$ 2,692,958.69</b>
<b>Other Assets</b>	
5C Team LLC - Stonelake- 415 Colorado	400,000.00
Adler Fund V	37,152.05
Advenir Investment	132,466.72
Alliance Residential Holdings	500,000.00
Essential Growth Properties Fund II	228,504.40
GPIF CD Partners LP Investment	316,859.55
Hanover Crossing dba Tecumseh Investments	500,000.00
HLP Holdco -O-DW VI Hotel Venture Investment	989,099.00
HW MTC. LLC Investment	496,955.00
Marble Capital II Investment	162,337.18
Millennium East Side Austin Holdings Investment	491,152.00
TPEG Austin Highline Note Receivable	0.00
<b>Total Other Assets</b>	<b>\$ 4,254,525.90</b>
<b>TOTAL ASSETS</b>	<b>\$ 6,947,484.59</b>
<b>LIABILITIES AND EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Accounts Payable</b>	
Accounts Payable (A/P)	0.00
<b>Total Accounts Payable</b>	<b>\$ 0.00</b>
<b>Total Current Liabilities</b>	<b>\$ 0.00</b>
<b>Total Liabilities</b>	<b>\$ 0.00</b>
<b>Equity</b>	
Capital Contribution by MSB RE FUND	6,266,922.40
Retained Earnings	538,068.19
Net Income	142,494.00
<b>Total Equity</b>	<b>\$ 6,947,484.59</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 6,947,484.59</b>

## **MSB RE FUND PARTICIPANT LLC**

### **Profit and Loss**

**September 2022 - August 2023**

	<u>Total</u>
Income	
Total Income	
Gross Profit	<u>\$ 0.00</u>
Expenses	
Bank Charges & Fees	445.00
Investment Interest Expense	6,671.68
Investment Management Fees	15,008.23
Legal & Professional Services	5,695.00
Office Supplies & Software	708.89
Other Business Expenses	3.78
Subscription Expense	50,998.72
Taxes & Licenses	4,182.21
Total Expenses	<u>\$ 83,713.51</u>
Net Operating Income	<u>-\$ 83,713.51</u>
Other Income	
Interest Income	178.00
Unrealized Gain (Loss) on Investments	226,029.51
Total Other Income	<u>\$ 226,207.51</u>
Net Other Income	<u>\$ 226,207.51</u>
Net Income	<u>\$ 142,494.00</u>