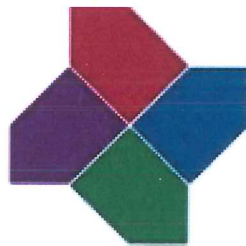


HOSPITAL LINEN RFI: CITY OF SAINT PAUL
SENIOR DEVELOPMENT PROPOSAL
St. Paul, MN



DOMINIUM

**BACKGROUND
INFORMATION ON
DOMINIUM**



DOMINIUM

HOSPITAL LINEN RFI: CITY OF SAINT PAUL
SENIOR DEVELOPMENT PROPOSAL
St. Paul, MN

Owner/Developer:

Dominium is a Twin Cities based owner, developer and manager of multifamily rental properties with a solid reputation for innovative, creative approaches to development assignments. During its 40 plus year history, Dominium has built a strong reputation as a creative problem solver, taking on unique development assignments. With more than 23,000 owned or managed apartment units in 22 states; Dominium is a proven leader in creating effective, long-term solutions for rental-housing needs in communities nationwide. Some of the recent local projects Dominium has developed include:

Recent Developments:

- 808 Berry – St. Paul, MN
- Carleton Artist Lofts – St. Paul, MN
- Buzza Artist Lofts – Minneapolis, MN (currently under construction)
- Landings at Silver Lake Village – St. Anthony, MN

- Bluffs at Nine Mile Creek – Eden Prairie, MN
- Stone Creek – Plymouth, MN

Pending Developments:

- Schmidt Artist Lofts – St. Paul, MN
- A-Mill Artist Lofts – Minneapolis, MN
- Landings Senior at Silver Lake Village (Phase II) – St. Anthony, MN

Property Management

Dominium will not only own the proposed development, but will also operate it upon successful completion of construction. As an operator of apartment communities, Dominium prides itself in being a good neighbor to the community. Currently, Dominium manages a portfolio of over 22,000 apartments units, 58% of which is comprised of affordable communities that are predominantly Section 42 Tax Credit and Senior.

Each prospective tenant of a Dominium managed community is actively screened for both credit and crime histories, as well as being subject to a strict income verification process. The process of income verification includes, among other things, the review and verification of tenant statements (including wage, interest and bank) and, when required, third party verification. As an owner/operator of affordable housing communities for over 40 years, Dominium has the experience and expertise in the process of income verification to assure that all restrictive covenants will be adhered to.



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Based on the quality of the resident profiles at the local properties owned and operated by Dominion, we feel that Dominion has shown it has a history of good management practices that leads to safe, quality housing for our tenants.

Summary:

Based on the strong need for affordable housing in St. Paul and other immediately surrounding communities, it is clear that a large prospective tenant base exists to support construction of a new affordable senior housing development. Having over 40 years of experience in owning and operating similar type communities, Dominion has shown a track record of successfully creating housing that meets the needs of the community. Dominion is very familiar with the high level of standards that are expected by the City of Saint Paul in the development of housing, and we have proven that we will be able to meet or exceed the standards set, as evidence by previous successful projects (project description attached hereto as Exhibit B). Thank you for your consideration; we look forward to hopefully working with the City Saint Paul to provide its residents with more options for quality senior affordable housing.

808 BERRY PLACE

St. Paul, Minnesota

808 BERRY PLACE
St. Paul, Minnesota

TYPE OF PROJECT
267 Luxury Apartments
30% of units affordable (50% AMI)

ARCHITECT
Walsh Bishop Associates

CONSTRUCTION MANAGEMENT
Weis Builders, Inc.

DOMINIUM'S RESPONSIBILITY
Real Estate Development
Project Financing
Legal and Environmental Services
Design and Construction
Management
Property Management
Section 42 Compliance

FINANCIAL PARTNERS
LaSalle Bank N.A.
Ramsey County
City of St. Paul, MN
Dougherty & Company, LLC
Paramount Financial Group, Inc.
Minnwest Bank
Bremer Bank

TOTAL DEVELOPMENT COST
\$45,000,000

SIZE
3.6 acres (site)
544,444 sq. ft. (building)

COMPLETION DATE
May 2004



808 Berry Place is a 267-unit apartment building that is part of a larger redevelopment district located near University Avenue and Highway 280 in Saint Paul, Minn. The two-block site consisted of run-down industrial buildings and a few homes. Dominion has completely redeveloped one block of the site into luxury rental housing, with 30 percent of the units set aside as affordable rental housing. Wellington Management and Hunt Associates built luxury for-sale housing on the other block.

Our design concept for 808 Berry Place is meant to fit within an urban warehouse redevelopment district. The basic building consists of four wings that form a rectangular block, with a large courtyard area in the center. All units will have excellent views of the surrounding cityscape or of the interior courtyard. The courtyard is highly developed with a swimming pool, spa, deck areas, gazebo, arbors, fountains, and extensive landscaping. The interior common areas feature a fitness center, business center, pool and amusement room, theater room and a large gathering space overlooking the courtyard.

The exterior of the building is styled as a warehouse-inspired multi-colored brick block with lighter-colored stucco and siding on the upper floors. The clubhouse and loft areas have a mansard treatment clad with a metal roof. The majority of the building is flat-roofed. Large window areas and a great degree of façade articulation complete the elevations.

808 Berry Place is located less than half a mile from Tower Hill Park in St. Paul and less than three-quarters of a mile from the Mississippi River Parkway. The site's proximity to University Avenue, State Highway 280, Interstate Highway 94, and Interstate Highway 35 provides easy access to all parts of the metropolitan area.

Residents of 808 Berry Place are able to drive or take a bus to downtown Minneapolis or downtown St. Paul in 10 minutes and to either the Minneapolis or St. Paul campus of the University of Minnesota in less than five minutes.



CARLETON PLACE LOFTS

St. Paul, Minnesota

CARLETON PLACE LOFTS St. Paul, Minnesota

TYPE OF PROJECT

169 Loft Apartments
80% of units affordable (60% AMI)
10% of units affordable (50% AMI)
10% of units affordable (30% AMI)

ARCHITECT

BKV Group, Inc.

CONSTRUCTION MANAGEMENT

Weis Builders, Inc.

DOMINIUM'S RESPONSIBILITY

Real Estate Development
Project Financing
Legal and Environmental Services
Design and Construction Management
Property Management
Section 42 Compliance

FINANCIAL PARTNERS

Lasalle Bank N.A.
Dougherty & Company, LLC
Capmark Financial Group, Inc.
City of St. Paul, MN
Ramsey County, MN
Metropolitan Council

TOTAL DEVELOPMENT COST

\$73,000,000

SIZE

6.21 acres (site)
222,038 sq. ft. (building)

ANTICIPATED COMPLETION DATE

May 2007



Carleton Place Lofts is a historic redevelopment of three warehouse buildings located along University Avenue in the Midway area of St. Paul, MN. The buildings are located at 2285, 2295, and 2341 University Ave. The three buildings were previously owned by the Johnson Brothers Liquor Company and up until 2000 were used as a distribution facility for the company.

Phase One of the overall developments started in December 2005 and resulted in the re-use of the three historic warehouse buildings into 169 dwelling units. The second phase (which was completed in 2010) was an in-fill of two new buildings totaling 250 units of market rate housing, raising the total housing created to approximately 420 units.

The three historic buildings were renovated into 169 units of true loft rental housing with exposed brick, concrete, and wood beams. All of the units are income restricted and rented to those with incomes at or below 60% of the AMI. All of the 169 units are rented to artists interested in live-work housing.

The neighborhood where the buildings are located has been designated a historic district by the St. Paul Historic Preservation Commission. This designation allows the development to use Federal Historic Rehabilitation Tax Credits in addition to Section 42 Low Income Housing Tax Credits. These credits were used to partially offset the costs of rehabilitating the buildings from warehouses into a residential community.

In addition to providing approximately 169 units of affordable housing, the community includes several outdoor courtyard areas, a rooftop deck/garden, and community space to be used as workshop and gallery spaces. The housing also supports the use of public transportation and future light rail based on its location on University Avenue.

The creative reuse of these historic buildings has been a catalyst for a neighborhood that is in the beginning stages of redevelopment and reinvestment. The residents of this project, along with the shopping and services that they support, will help to transform this neighborhood into a destination rather than merely a transportation corridor.



BUZZA LOFTS
Minneapolis, MN

TYPE OF PROJECT
136 Units
100% of units affordable
Historic Rehabilitation

ARCHITECT
BKV

CONSTRUCTION MANAGEMENT
Weis Builders

DOMINIUM'S RESPONSIBILITY
Real Estate Development
Project Financing
Legal and Environmental Services
Design and Construction Management
Property Management
Section 42 Compliance

FINANCIAL PARTNERS
City of Minneapolis
US Bank
RBC
The Metropolitan Council
Hennepin County
Enhanced Historic Credit Partners

TOTAL DEVELOPMENT COST
\$34,500,000

SIZE
2.6 acres (site)
147,000 sq. ft. (building)

COMPLETION DATE
November, 2012



Originally constructed in 1907, Buzza Lofts is a historically significant building with approximately 147,000 square feet located in the heart of the Uptown area of Minneapolis. This building has had a large variety of uses in its 100 year history (greeting card manufacturer, WW II recruiting and manufacturing, and a school), but recently the building has been underutilized and mostly vacant. Our plan was to renovate and convert this structure into 136 housing units of loft-style affordable housing.

Buzza Lofts includes 1 studio, 100 one-bedroom and 35 two-bedroom apartments, with 136 surface parking spaces, and common area space specifically geared towards resident needs. Included in the common space is an exercise room, a bike storage area, a rooftop deck with views of downtown Minneapolis, a resident lounge in the historic 7th floor, and an outdoor patio with seating and grilling areas. We believe these spaces meet the needs of someone living in the Uptown environment. In addition, parking is hard to come by in Uptown, so the 1-to-1 onsite surface parking should be well received.

In order to complete this \$140,000 per unit renovation, Dominion had to bring together a number of financing sources. This project utilized the Federal LIHTC, Federal Historic tax credits, MN State historic tax credits, and Environmental clean-up grants from Hennepin County and the Metropolitan Council. Tax-exempt bonds were provided by the City of Minneapolis and purchase by US Bank, who provided the 1st mortgage loan and equity bridge loan. The combination of all these sources of funds made the project feasible.



THE LANDINGS AT SILVER LAKE VILLAGE

St. Anthony, Minnesota

THE LANDINGS AT SILVER LAKE VILLAGE

St. Anthony, Minnesota

TYPE OF PROJECT

263 Apartments
(89 senior, 174 general occupancy)

ARCHITECT

Boarman Kroos Vogel Group, Inc.

CONSTRUCTION MANAGEMENT

Weis Builders, Inc.

DOMINIUM'S RESPONSIBILITY

Real Estate Development
Project Financing
Legal and Environmental Services
Design and Construction Management
Property Management

FINANCIAL PARTNERS

LaSalle Bank N.A.
Ramsey County, MN
The City of St. Anthony Village
Dougherty & Company, LLC
Minnwest Bank

TOTAL DEVELOPMENT COST

\$49,000,000

SIZE

7.14 acres (site)
430,472 sq. ft. (building)

COMPLETION DATE

May 2006



The Landings at Silver Lake Village is a 261-unit apartment building that is part of a larger redevelopment located on the former site of the Apache Plaza shopping mall in St. Anthony, Minnesota. Developed in the early 1960s, Apache Plaza was one of the first indoor shopping malls in the country. The mall opened with great fanfare but during the 1970s and 1980s, mall tenants began leaving for newer and larger malls being built in surrounding communities. Apache Plaza was ultimately demolished in the spring of 2004. Over 4,000 people attended the "Bulldozer Bash" on March 20, 2004 to say goodbye and cheer on the new development.

The entire \$150 million redevelopment encompasses approximately 44 acres between Stinson Boulevard and Silver Lake Road to the south of Silver Lake. In addition to our 261-unit rental project, the development features a brand-new Walmart store, additional strip retail and office space by The Robert Muir Company, for-sale condominiums and townhomes by Pratt Ordway and Hunt Associates, and several new restaurants.

Our design concept for The Landings at Silver Lake Village features well-laid out unit plans and an amenity package that is second to none. The basic building consists of two wings separated by a two-story drive-through, meant to divide the building both visually and also separate the 88 senior units from the 173 market-rate units. Of the 88 senior units, 53 will be set aside at reduced rents for lower-income renters. Senior renters will enjoy their own fitness center, community room, and medical office. Amenities on the general-occupancy side of the building include a pool, year-round hot tub, fire pit, clubhouse, party room, fitness center, and theater.

The exterior of the building is of traditional style, with a combination of brick, stucco, and lap siding. The one-story clubhouse has a stone façade and is clad with a metal roof. Large window areas and a great degree of façade articulation and roof detail complete the elevations.

The Landings at Silver Lake Village is centrally located within the Twin Cities, approximately five miles from downtown Minneapolis with convenient access to freeways.



THE BLUFFS AT NINE MILE CREEK

Eden Prairie, Minnesota

THE BLUFFS AT NINE MILE CREEK Eden Prairie, Minnesota

TYPE OF PROJECT

188 Luxury Apartments
30% of unit affordable (50% AMI)

ARCHITECT

Walsh Bishop Associates

CONSTRUCTION MANAGEMENT

Weis Builders, Inc.

DOMINIUM'S RESPONSIBILITY

Real Estate Development
Project Financing
Legal and Environmental Services
Design, Construction
Property Management
Section 42 Compliance

FINANCIAL PARTNERS

LaSalle Bank N.A.
Hennepin County, MN
City of Eden Prairie, MN
Dougherty & Company, LLC
Paramount Financial Group, Inc.
Minnwest Bank
Bremer Bank

TOTAL DEVELOPMENT COST

\$34,500,000

SIZE

9.60 acres (site)
361,144 sq. ft. (building)

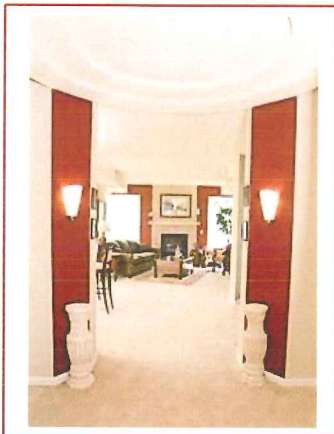


The Bluffs at Nine Mile Creek is located at the northwest corner of Valley View Road and Flying Cloud Drive, in what is locally known as the Golden Triangle. The Bluffs at Nine Mile Creek is one of the premiere multi-family developments in the Twin Cities due to its excellent location and site-specific natural amenities, including acres of mature oaks and panoramic views.

The Bluffs is a single building with three distinct segments differentiated by one-story steps. The building consists of four studios, 70 one-bedroom flats, 102 two-bedroom flats and 12 luxury flats, for a total of 188 apartment homes. Although the entire building has four floors of living area, these one-story steps allow the building to follow the natural contours of the hilltop site, thereby minimizing grading while at the same time breaking up the building mass to provide architectural interest.

All units have excellent views of the surrounding area, which include the city of Eden Prairie, Nine-Mile Creek and downtown Minneapolis in the distance. Common area amenities include a swimming pool, spa, roof top deck areas, fitness center, business center, theater, pub entertainment room, expansive patio areas and extensive landscaping. The exterior of the building is mostly brick, with lighter colored stucco and siding at the top floor. Large window areas and a great degree of façade articulation complete the elevations.

Development of The Bluffs offered a variety of challenges. The land assemblage was complicated. Our main design challenges included minimizing disturbance of heavily forested areas and maximizing views offered by the site's steep slopes. We settled on a plan that included two levels of underground parking to both minimize the building footprint and maximize the views. We also helped the city meet its affordable housing goals (30 percent of units are affordable) by utilizing a creative tax-exempt bond structure and Section 42 tax credits. Our affordable residents enjoy the amenities of a high-end luxury rental community.



STONE CREEK AT MEDICINE LAKE

Plymouth, Minnesota

STONE CREEK AT MEDICINE LAKE
Plymouth, Minnesota

TYPE OF PROJECT
132 Luxury Apartments
25% of Units Affordable

ARCHITECT
Walsh Bishop Associates

CONSTRUCTION MANAGEMENT
Amcon Construction

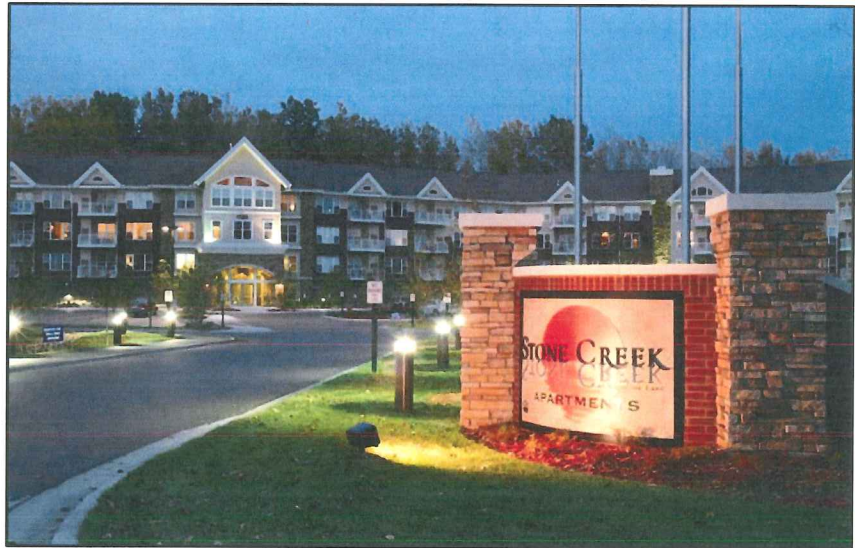
DOMINIUM'S RESPONSIBILITY
Real Estate Development
Project Financing
Legal and Environmental Services
Design & Construction
Property Management
Section 42 Compliance

FINANCIAL PARTNERS
Glaser Financial Group, Inc.
LaSalle Bank N.A.
Minnesota Housing Finance Agency
Hennepin County, MN
City of Plymouth, MN
Family Housing Fund
Metropolitan Council
Minnwest Bank
Paramount Financial Group, Inc.
Dept. of Housing and Urban Development

TOTAL DEVELOPMENT COST
\$21,000,000

SIZE
13.6 acres (site)
150,000 sq. ft. (building)

COMPLETION DATE
June 2004



Stone Creek at Medicine Lake is a 132-unit luxury apartment community developed on an infill location in Plymouth, Minnesota. This site has excellent visibility along Highway 55, easy access to downtown Minneapolis and convenient proximity to numerous major employment centers.

The challenges to developing this property included poor soils, environmental contamination, extensive wetlands, many mature trees that needed to be saved and the city's goals to promote affordable housing. Our development remediated environmental contamination, improved wetland drainage by adding rain gardens and minimized impact on trees. We also utilized a more natural landscape design so the completed building would fit well with its natural surroundings.

Dominium worked with the city to meet affordable housing goals – over 25 percent of the units are designated to be affordable. We worked with state, federal and regional units of government as well as foundations to maximize the city's affordable housing investment. We also signed agreements with local non-profit service providers so that our affordable residents would have access to needed services and community resources.

Stone Creek at Medicine Lake is a traditional apartment design, with quality finishes and generous portions of brick and stone exterior treatments. Luxury units at Stone Creek have granite countertops, fireplaces, kitchen islands, vaulted ceilings and jacuzzi tubs, to name a few amenities. All units contain raised-panel cabinetry, in-unit washers and dryers, six-panel doors, and central air conditioning. Other features include underground heated parking, a fitness center and an outdoor spa. It would be almost impossible to guess that this development contains housing affordable to low-income households – that's how we designed it.





Schmidt Brewery Lofts
St. Paul, MN

TYPE OF PROJECT

220 Lofts
16 Adjacent Town Homes
100% Affordable (Section 42)
Historic Rehabilitation

ARCHITECT

BKV Group, Inc.

GENERAL CONTRACTOR

Weis Builders

DOMINIUM'S RESPONSIBILITY

Real Estate Development
Project Financing
Legal and Environmental Services
Design and Construction Management
Property Management
Section 42 Compliance

FINANCIAL PARTNERS

City of St. Paul
Ramsey County
Minnesota Housing
DEED
MET Council

TOTAL DEVELOPMENT COST

\$76,000,000

SIZE

15.95 acres (total site)
Brew House – 3.03 Acres
Bottle House & Townhomes – 4.77 Acre

ESTIMATED CLOSING DATE

4th Quarter 2011



Schmidt Brewery Lofts is a proposed 248 unit section 42 project in St. Paul, MN. Dominion plans to convert the Bottle House & Brew House in to affordable live-work artist housing. The bottle house was originally built in 1916 with remodels in both 1917 and 1940. Schmidt rebuilt the brew house complex in 1901 through 1902, although at least two of the exterior components were retained from the previous structure, the Stahlman Cave brewery which occupied the plant prior to Schmidt's takeover. The Schmidt's ownership of the brewery came to an end in 1991, when Minnesota Brewery Company bought it. However, it only lasted until 2002 as a brewery and currently sits vacant.

Dominium currently has site control of the Schmidt Brewery and with an estimated closing date of the entire rehabilitation plan in the 3rd quarter of 2012. The various financial partnerships will allow for the financial feasibility of the redevelopment, which includes the allocation of federal low income tax credits, federal and state historical rehabilitation tax credits, TIF, redevelopment grants, environmental clean-up grants, and tax exempt bonds.

Dominium plans to complete major construction of approximately \$250,000 per unit at Schmidt Brewery Lofts. Additionally, Dominion will purchase the adjacent land to the brewery and construct 13 additional three bedroom town homes. Once completed, there will be a mix of studios, one bedroom flats & lofts, two bedroom flats & lofts, and three bedrooms flats. In addition to the housing, the building will include ample green space, community space to be used as workshop and gallery spaces for artists, along with a fitness and community rooms. The Schmidt brewery redevelopment will be a game changing redevelopment for the city of St. Paul. Not only will this development put to use this 15 acre site for affordable housing instead of remaining vacant, but will help to preserve the historic integrity of the site in a unique, tasteful design.





A-Mill Artist Lofts
Minneapolis, MN

TYPE OF PROJECT
251 Artist Loft Apartments
Adaptive-Reuse
100% Affordable (Section 42)
Historic Rehabilitation

ARCHITECT
BKV Group, Inc.

GENERAL CONTRACTOR
Weis Builders, Inc.

DOMINIUM'S RESPONSIBILITY
Real Estate Development
Project Financing
Legal and Environmental Services
Design and Construction Management
Property Management
Section 42 Compliance
Historic Approvals

FINANCIAL PARTNERS
City of Minneapolis
Hennepin County
DEED
Metropolitan Council

TOTAL DEVELOPMENT COST
\$115,000,000

SIZE
4 acres (total site)

ESTIMATED CLOSING DATE
4th Quarter 2012



A-Mill Artist Lofts is a proposed 251 unit section 42 project in Minneapolis, MN. Dominion will convert the Pillsbury Flour Mill, including the National Historic Land Mark "A" Mill, in to affordable live-work artist housing. The buildings were originally built starting in 1880 through the early 1900's. At one point the flour mill was the largest in the world, a title it held for nearly 20 years. The milling operations stopped in 2003 and was attempted to be redeveloped in to high-end condos until the for-sale housing market dried up.

Dominium currently has site control of the A-Mill with an estimated closing date of the 4th quarter of 2012. The various financial partnerships will allow for the financial feasibility of the redevelopment, which includes the allocation of federal low income tax credits, federal and state historical rehabilitation tax credits, and tax exempt bonds. In addition, Hennepin County, DEED and the Metropolitan Council are contributing to the project to help clean-up environmental concerns.

Dominium plans to complete major construction of nearly \$300,000 per unit to create A-Mill Artist Lofts. Once completed, there will be a mix of studios, one bedroom, two bedroom, and three bedrooms lofts. In addition to the housing, the building will include ample outdoor space, community space to be used as workshop and gallery spaces for artists, along with a fitness center and community rooms—not to mention a huge rooftop patio!

