

Welcome

Rachel Reilly

Director of Impact Strategy, Economic Innovation Group

Moderator

10/7/2019



Introduction

Boyd Rutherford

Lt. Governor, State of Maryland

10/7/2019



Opportunity Zones Future Impact

John Lettieri

President & CEO, Economic Innovation Group

10/7/2019



Opportunity Zone Investing

How operating businesses attract OZ equity?

Mary Burke Baker

Government Affairs Counselor, K&L Gates





- Must be a "trade or business"
- Real estate (residential, commercial)
- Manufacturing & services
- Distribution/warehouse
- Retail & hospitality
- Medical clinics, day care facilities
- Energy generation, storage, transmission
- Farming
- Transportation and infrastructure
- Research, start-ups & incubators

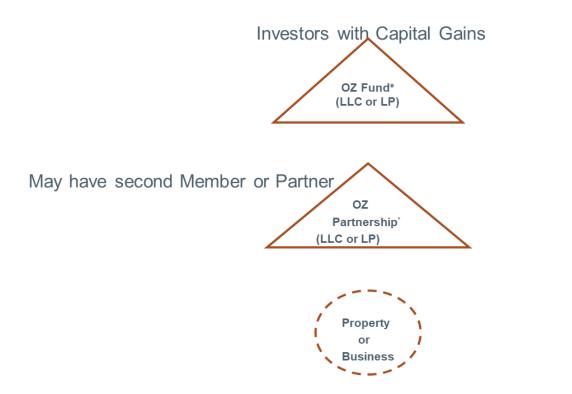


ANATOMY OF A QOF AND QOZB





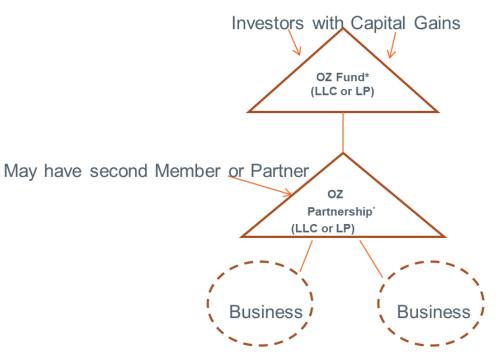
NEW BUSINESSES – BASIC STRUCTURE



*OZ Fund and/or OZ Partnership may be taxed as a corporation.



NEW BUSINESSES – THIS STRUCTURE MAY BE PROBLEMATIC



*OZ Fund and/or OZ Partnership may be taxed as a corporation.

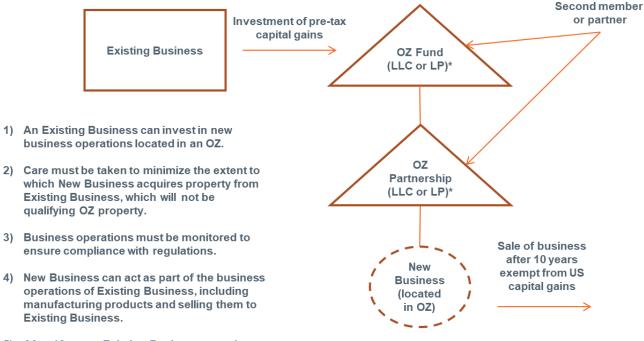


EXISTING BUSINESSES – SQUARE PEG IN A ROUND HOLE?

- Expand into an Opportunity Zone
- Expand within an Opportunity Zone
- Policy focus is to accommodate existing businesses
- Create new business entity in OZ
- Dilute ownership interest (20% related party rule)
- Lease
- 70% "good" property/30% "bad" property



EXISTING BUSINESSES



5) After 10 years, Existing Business can take ownership of New Business by purchasing the interests in OZ Fund from Third Party Investor or allowing Third Party Investor to withdraw for consideration.

* OZ Fund and Lower-tier vehicle may be taxed as a corporations.



DISADVANTAGES TO QOZB UPON EXIT

- APPEAR TO QUALIFY FOR 10-YEAR EXCLUSION ELECTION
 - Direct investor selling interest in QOF
 - QOF selling interest in QOZB
- DON'T APPEAR TO QUALIFY FOR EXCLUSION ELECTION
 - QOZB selling asset



TREASURY STILL CONSIDERING

- Mechanics to determine whether QOF holding period of QOZB meets "substantially all (90%) test
- Does 70% tangible test apply to QOZB from the get-go, or only after it's an "active" trade or business?
- Treatment of inventory
- Definition of trade or business
- Disparate results from sale of property
 - Sale of QOF interest in tangible property or QOZB
 - Sale by QOF of QOZBP
 - Sale by QOZB of property
- Whether to extend 10 year exclusion election to QOZBs



EXAMPLES OF OZ BUSINESSES IN PROCESS

• Film production studio

MARYLAND OPPORTUNITY ZONES

- LNG for feedstock and operating plant
- Automotive
- Rare earth minerals
- E-waste
- Franchises
- Hospitality
- Energy
- Farming



CHALLENGES FOR BUSINESSES

- Great ideas but no idea how to go about raising capital
- Perceived/actual greater risk than real estate
 - Start-up x disadvantaged area = risk
- New entrepreneurs not accustomed to legal costs and mechanisms that may give investors comfort
 - You get what you pay for

MARYLAND OPPORTUNITY ZONES

- Opinion letters
- Negative press about OZ may dampen investor interest





Mary Burke Baker 202.778.9223 mary.baker@klgates.com

http://www.klgates.com/opportunityzones-ozs-practices/



Opportunity Zone Investing

How real estate projects attract OZ equity?

Craig Bernstein

Principal/Chief Investment Officer, OPZ Bernstein OZ Fund



OPZ Bernstein Opportunity Zone Fund

OPZ BERNSTEIN

Unique Tax Wrapper that Amplifies Real Estate Investment Returns



Benefits of Investing

TAX DEFERRAL

- Deferral of the original long-term (or short-term capital gain tax) until the earlier of (i) the date on which an Opportunity Zone Fund investment is sold or (ii) December 31, 2026
- Reinvestment into an Opportunity Zone Fund.



REDUCED TAX LIABILITY

- If the Opportunity Zone Fund investment is held for at least five (5) years, the basis for the original investment is increased by ten percent (10%) of the original long-term capital gain.
- If the Opportunity Zone Fund investment is held for at least seven (7) years, the basis for the original investment is increased by fifteen percent (15%) of the original long-term capital gain.



TAX-FREE REINVESTMENT

 If the Opportunity Zone Fund investment is held for at least ten (10) years, at the time of sale, there is no longterm capital gain tax due on the Opportunity Zone Fund investment.



Life Cycle of OPZ Bernstein Opportunity Zone Fund Investment





Qualified Opportunity Zone Timing

Timing is Everything

- 1) Initial funding of Opportunity Zone Fund
 - A) 180 days from harvesting gain
 - B) If gain is recognized within a partnership, ("A") or 180 days from December 31
 - C) If gain is a 1231 gain (sale of Real Estate) 180 days from December 31
- 2) Fund level timing tests
- 3) Requirement to double basis within 30 months
- 3) Working capital exemption, 31 months with a detailed written plan
- 4) Required 10 year holding period to capture tax-free reinvestment



Qualified Opportunity Zone Basics

Three Options

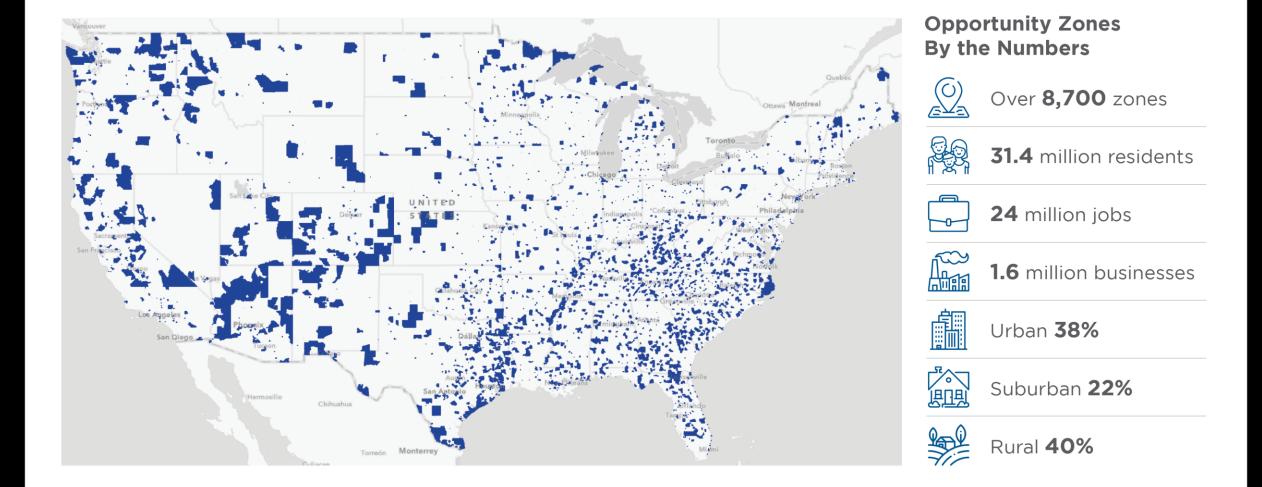
Substantial Improvement Test

"Original Use"

Vacant for Five (5) years

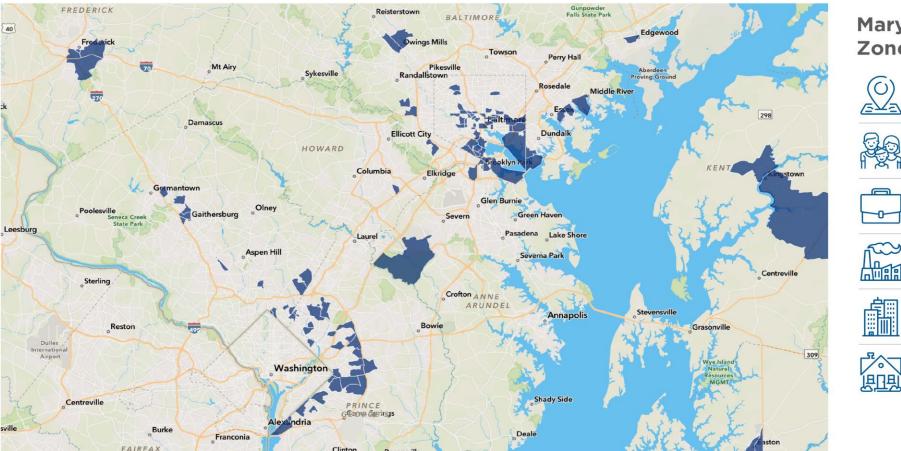


United States Opportunity Zone Map





DC/Baltimore Opportunity Zone Map



Maryland Opportunity Zones By the Numbers



31,000 businesses



Suburban **7%**





<u>"Show Me the Money"</u>

1) Friends and Family

- 2) Opportunity Zone Fund Managers (OPZ Bernstein, Starwood, Bridge Capital, CIM)
- **3) RIA's (***Artivest, CAIS, iCapital***)**
- 4) Single and Multi-Family Offices
- 5) Wirehouses (Morgan Stanley, Goldman Sachs, UBS, JP Morgan)
- 6) Insurance Companies (State Farm, Erie Insurance, New York Life)





Qualified Opportunity Zone Deal Structure

<u>Cheaper Cost of Capital</u>

1) Preferred Return 8% to 10% (200BPS cheaper than Angelo Gordon, Fortress and Carlyle)

- 2) Promote Structure (80/20% split over an 8% preferred return)
- **3) Developer Equity** (15% to 25% of total equity required)
- 4) Loan to Value (60% to 75% LTC, developer completion guarantee)
- 5) Return Thresholds (14% to 16% IRR at deal level)
- 6) Control Rights (Required 10 year hold)





LIHTC/Opportunity Zone Case Study

Dayton Arcade Innovation Center

Dayton, Ohio





Opportunity Zone Equity	\$3,636,000
State LIHTC Equity	\$10,000
State LIHTC Bridge Loan	\$4,099,000
Federal LIHTC Bridge Loan	\$4,428,000
Loan Master Tenant	\$267,000
DRNMF Loan	\$800,000
Jobs Ohio Bridge Loan	\$675,000
PACE Financing	\$7,397,000
Total Budget	\$21,850,000

VIEW LOOKING NORTH EAST AT 4TH & LUDLOW



Questions and Answers

Rachel Reilly rachel@eig.org

Mary Burke Baker mary.baker@klgates.com

Craig Bernstein cbernstein@tbco.biz



Opportunity Zones - Investing Commercial Real Estate – Mixed Use

Dave Bramble

Managing Director, MCB Real Estate



Investment Projects

	Yard 56	LA FITNESS STREETS Market THE Y HOTEL
LOCATION	Baltimore City , south of JHU Bayview	
DESCRIPTION	A \$150 million, retail, mixed use project supporting LA Fitness, Grocery store, and a medical office building. Received Opportunity Zone equity from Prudential Financial for Phase I.	
CONTACT	Dave Bramble, dbramble@mcbrealestate.com	
Baltimore Baltim	East Baltmore Street East Baltmore Street Park Eastern Avenue Tiest Street Vorthwest Harbor South Street	



Investment Projects

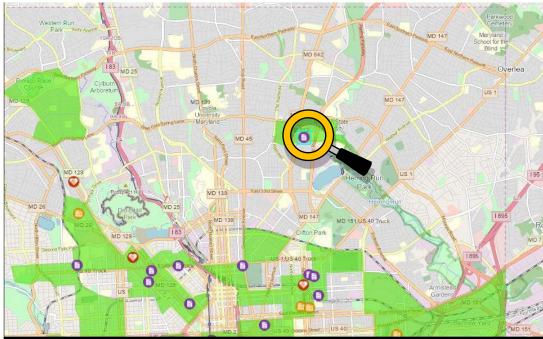
Northwood Commons

LOCATION Baltimore City , Adjacent to Morgan State

DESCRIPTION \$50 million redevelopment of the Northwood Plaza Shopping Center, located in Northeast Baltimore City, featuring 100,000 SF of new retail, restaurants, and services (health and wellness), including brand-new 11,000 SF Barnes and Noble College Café, and 20,000 SF state-of-the-art Public Safety Building for Morgan State University.

CONTACT

Dave Bramble, dbramble@mcbrealestate.com







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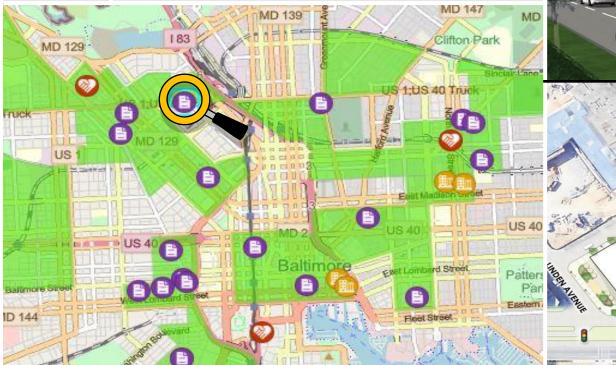
MARYLAND OPPORTUNITY ZONES

Investment Projects

Madison Park North

LOCATION	Baltimore City , Reservoir Hill & Bolton Hill Communities
DESCRIPTION	A \$100 million development, Madison Park North will be home to offices, street-front retail and housing. Most importantly the project will provide access to critical resources and job opportunities which will boost economic activity and ultimately encourage further investment in West Baltimore.

CONTACT Dave Bramble, dbramble@mcbrealestate.com







Opportunity Zones - Investing Commercial Real Estate – Multi-family

Lois Fried

Managing Director, Urban Atlantic



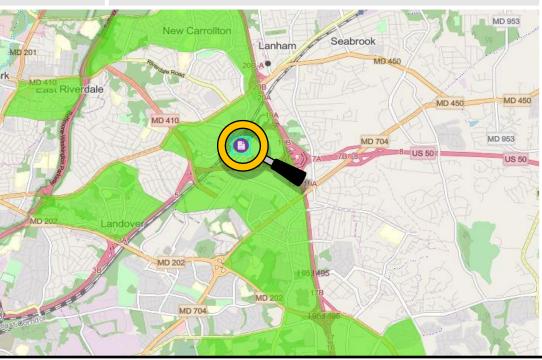
Investment Projects

New Carrollton Metro

LOCATION New Carrollton, Maryland (Prince George's County)

DESCRIPTION The New Carrollton Transit Development District 2030 vision of 7,000 housing units and 6,180,000 SF of office/retail space. New Carrollton relies on four key elements: (1) vibrant, diverse, and viable neighborhoods, 2) a multimodal transportation system, (3) sustainable and accessible environmental infrastructure, and (4) pedestrian-oriented urban design.

CONTACT Lois Fried, Ifried@urban-atlantic.com







Opportunity Zones - Investing Affordable Housing

Avram Fechter

Managing Director, EquityPLus



Investment Projects

Ox Fibre

Frederick, Maryland
Adaptive reuse of an abandoned paint brush manufacturing plant. The project will utilize LIHTC/HTC financing along with an Opportunity Zone investment to create 83 loft rental apartments that will be affordable, on average, to households earning ~54% of area median income (rents are 15%-20% below market rents).
Avram Fechter, afechter@equityplusllc.com
US 16 Hod Cellege Baker Park, Lawar Frederick
ND 144 ND 144 ND 355 ND 144 ND 144





Opportunity Zones - Investing Student Housing

Jill Homan

President, Javelin 19 Investments



Investment Projects

444 Apartments (UMB Student Housing)

LOCATION	Baltimore City adjacent to University of Maryland, Baltimore
DESCRIPTION	A 314-bed student housing project with ground floor retail and parking. Received \$20 million equity invest from private investors and is under construction.
CONTACT	Jill Homan, jill@javelin19.com
West Franklin, Street	US 40 US 40 West Saratoga Street MD 295 Maryland Baltimore Baltimore University of Maryland Baltimore University of Maryland Baltimore Conter/Baltimore



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Opportunity Zones - Investing Operating Business

Thomas Luginbill Grey-Ops, LLC



Investment Projects

Grey Ops, LLC

LOCATION	Lusby, Maryland (Calvert County)	
DESCRIPTION	Grey Ops owns the licensing rights to a product called "Silent Spring." The Silent Spring product incorporates a novel Improvised Explosive Device (IED) neutralizing technology. When poured onto primary explosives, the Silent Spring product immediately mitigates the risk associated with explosive blasts and allows for the safe transportation of volatile substances to forensic laboratories.	
CONTACT	Steve Luginbill, sluginbill@grey-ops.com	
Lusby	Calvert Cliffs State Park Calvert County Par (Coming Soon) Cove Point Liguid Natural Gas MD 497 Terminal	



MARYLANDOPPORTUNITYZONES



Intermission Q&A Session will start in 15 Minutes

0/7/2019

MARYLAND DEPARTMENT OF HOUSING AND COMMUNITY DEVELOPMENT

MARYLANDOPPORTUNITYZONES



Statewide Opportunity Zone Investments Cambridge Waterfront

Sandra Tripp-Jones

Interim Executive Director, Cambridge Waterfront Development Inc.



Sailwinds Park Cambridge Waterfront Development, Inc.

MARYLAND OPPORTUNITY ZONES

What is Cambridge Waterfront Development, Inc.?

- Not for profit economic development corporation
- Partnership of the City of Cambridge, Dorchester County and State of MD
- Mission: develop 25 acres of waterfront property – Sailwinds Park – as a mixed use, visitor destination



Maryland



A quaint lively town





An old town founded in 1684 – the County of Dorchester in 1669





Situated on the Choptank River and Cambridge Creek





A working waterfront since the 1600's





A boating mecca today







Boats – old and new





MARYLAND OPPORTUNITY ZONES

Boats – big and small







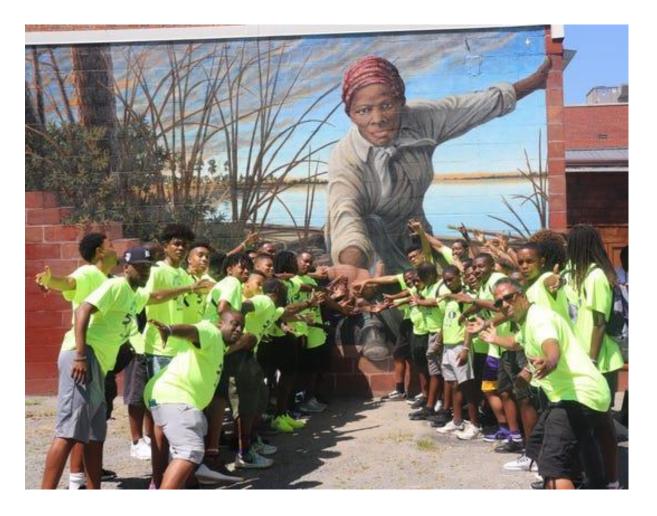


Fast and slow





Rich history





Dorchester Blackwater Wildlife Preserve - 45 minutes







Groove City – we know how to celebrate.







And more festivals – at Sailwinds



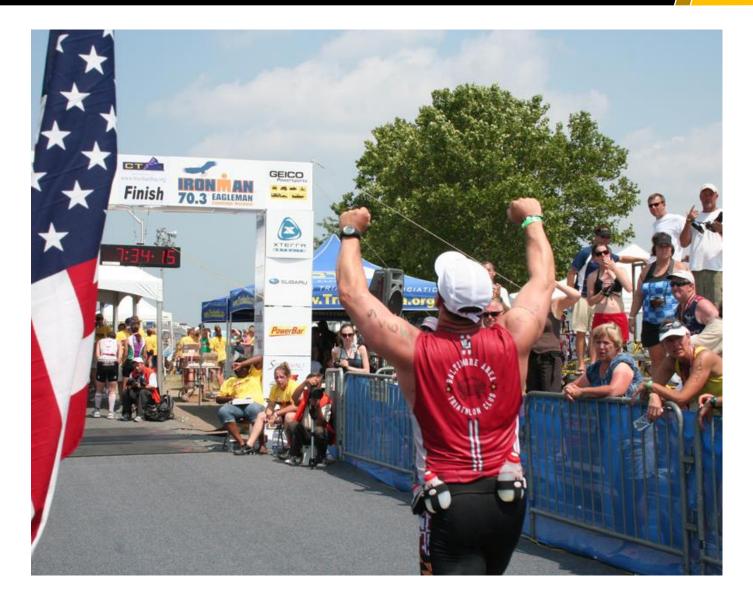


...and still more festivals at Sailwinds





Maryland Ironman 2,500 athletes – 6,000 people





The Vision for the Waterfront 1992



MARYLAND OPPORTUNITY ZONES

CWDI is looking for Developers and Investors

- Boutique Hotel Restaurant Entertainment
- 2. Commercial restaurants

Maryland

DEPARTMENT OF HOUSING AND COMMUNITY DEVELOPMENT

- 3. Marine support Public parking
- 4. Residential
- 5. Commercial and residential

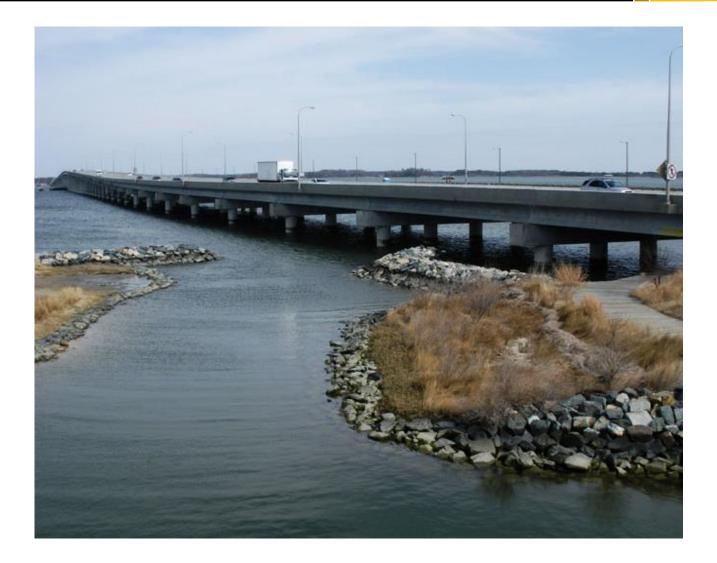


CONCEPTUAL SITE PLAN - SAILW



Site Advantages

- High visibility from Malkus Bridge
 6 million cars/year
- Unobstructed views of Choptank River and Cambridge Creek.





Unique Site Advantage

Deep water port – 2nd only to Baltimore

Wharf just repaired and promenade installed.





Why CWDI will be a good partner...

- 1. CWDI already is strong partnership of City, County and State with strong community support for redevelopment.
- 2. Structured to deploy local resources of land, recreation facilities, bonding capacity of City and County (good ratings).
- 3. Form-based zoning for flexibility.
- 4. Nimble entitlement process.
- 5. Strong State Support Strategic Demolition \$.
- 6. We start with "yes."

MARYLAND OPPORTUNITY ZONES



Please call us for a visit.

MARYLAND OPPORTUNITY ZONES

- Sandra Tripp-Jones
 CWDI Executive Director
 805-453-4480
 sandra.trippjones@cwdimd.org
- Richard Zeidman
 CWDI Board President
 301-961-5136
 rzeidman@linowes-law.com



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Statewide Opportunity Zone Investments Phillips Packing House

Katie Parks

Vice President of Conservation, Eastern Shore Land Conservancy

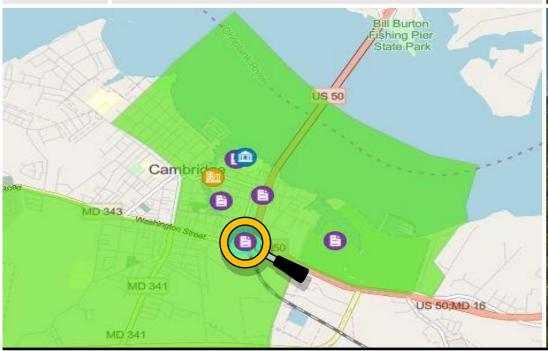


Investment Projects

Philips Packing House

LOCATION	Cambridge, Maryland (Dorchester County)
DESCRIPTION	A \$23 million, 60,000 SF redevelopment of a former seafood packing operation located just off US Route 50 in Cambridge. Focus is a synergistic mix of tech & creative entrepreneurs, food production and food related retail/eateries including a, 2 story atrium for public programs & private event space, 7 Units on First Floor ranging from 2,910 SF to 7,985 SF., 1 Un on Second Floor comprising 25,120 SF.

CONTACT Margaret Norfleet-Neff , MNorfleet-Neff@crossstpartners.com

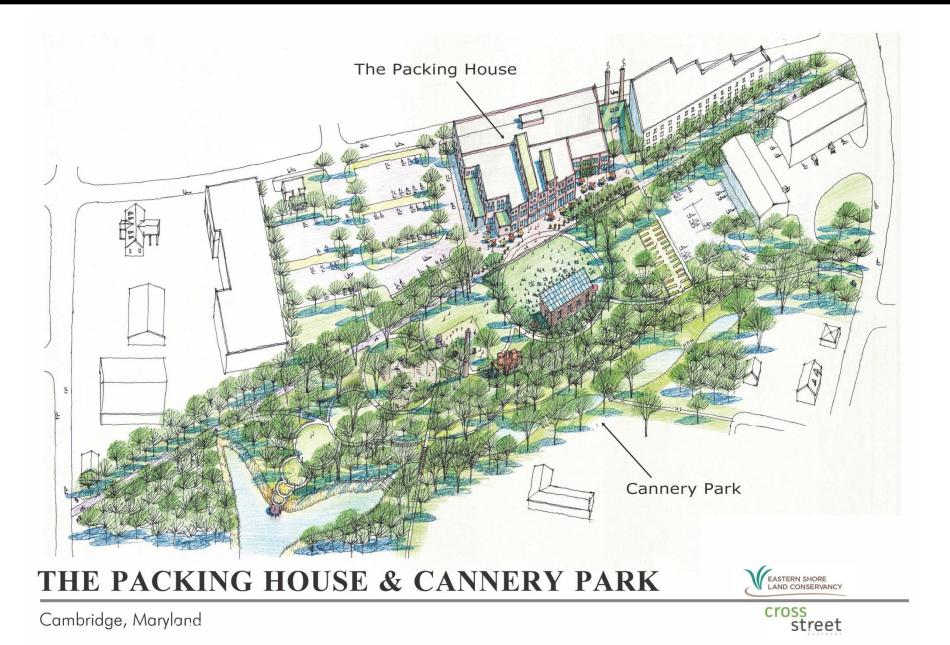








MARYLAND OPPORTUNITY ZONES



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Statewide Opportunity Zone Investments Baltimore City

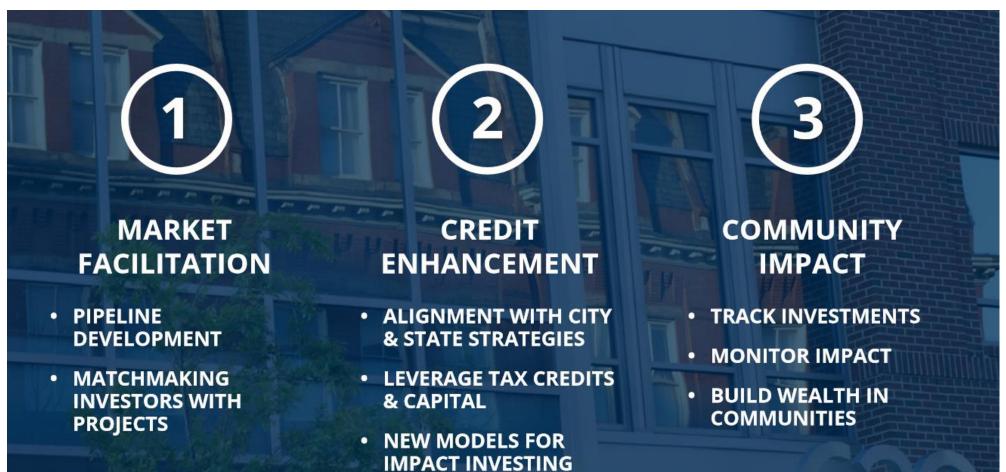
Ben Seigel

Opportunity Zone Coordinator, Baltimore Development Corporation



MARYLAND OPPORTUNITY ZONES

Role of Baltimore OZ Coordinator



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Statewide Opportunity Zone Investments Southern Streams Community Wellness Center

Dr. Donte' Hickman

Pastor of the Southern Baptist Church

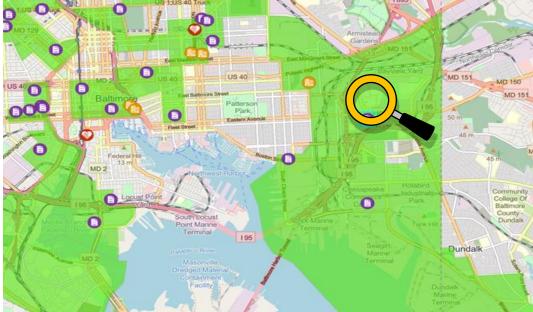


Investment Projects

Southern Streams Community Wellness Center

1501 N Chester Street, Baltimore City (East Baltimore)
This 120,000 square foot facility anchored by Johns Hopkins Medicine is an integral part of East Baltimore's revitalization plan. Retail & office space available. Onsite 125 space parking garage.
Dr. Donte' Hickman, pastorhickman@me.com









MARYLAND OPPORTUNITY ZONES

Southern Streams











MARYLAND OPPORTUNITY ZONES

Southern Streams





Southern Streams



View looking north east



View looking east down Oliver



View from Chester and Gay



View from rear looking west



Statewide Opportunity Zone Investments Frostburg Center Street Redevelopment

Elizabeth Stalhman

City Administrator, City of Frostburg

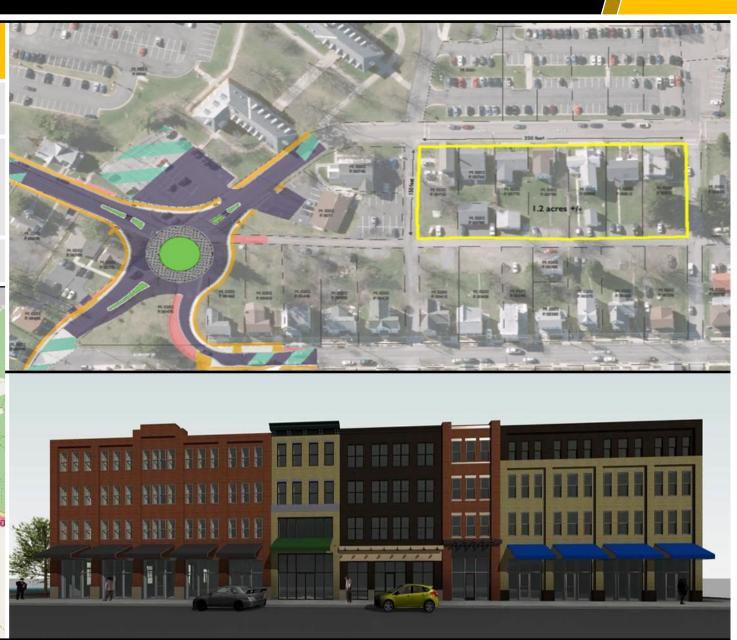


Investment Projects

Center Street

LOCATION	Frostburg (Allegany County), adjacent to campus of Frostburg State University.
DESCRIPTION	A \$10 million mixed-use project with 35 residential units and 15,000 SF +/- retail space. Housing units will be higher-end to address community/University need for rental housing for professionals. Development is dependent on successful roundabout project and construction.
CONTACT	Elizabeth Stahlman, estahlman@frostburgcity.org

it.John lóck 90 m MD 638 Frostburg 0 Alternate;MD 36 MD 743 MD 36 MD 736 US 40 Alternate Frostburg 168:US 40 Dog Park MD 36 68:US 168, US 40 Hoffman Hill 650 m MD 55





Statewide Opportunity Zone Investments Clene Nanomedicine, Inc.

Mark Mortenson

Co-founder / Chief Science Officer, Clene Nanomedicine, Inc.



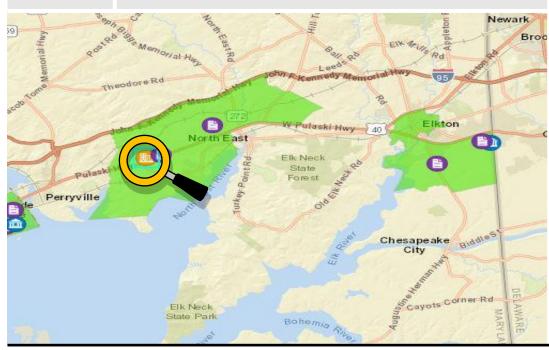
Investment Projects

Clene Nanomedicine, Inc.

LOCATION North East, Maryland (Cecil County)

DESCRIPTION Clene Nanomedicine , Inc. (Clene) , is a biopharma manufacturer of a nanocrystal drug suspension platform for treating neurology, infectious diseases, and oncology indications. Clene's lead asset is for treating demyelination like Multiple Sclerosis. Clene has completed a Phase 1 trial and has three separate Phase 2 trials for MS, ALS and Parkinson's respectively. Clene has raised over **\$100 million** and has plans to raise funds to support its ongoing clinical trials.

CONTACT Mark Mortenson, mark@clene.com





Clene Nanomedicine, Inc. HQ & Clinical Development

HQ & Clinical Development 3165 East Millrock Drive, Suite 325 Salt Lake City, UT, 84121

R&D and Manufacturing 500 Principio Parkway, Suite 400 North East, MD, 21901

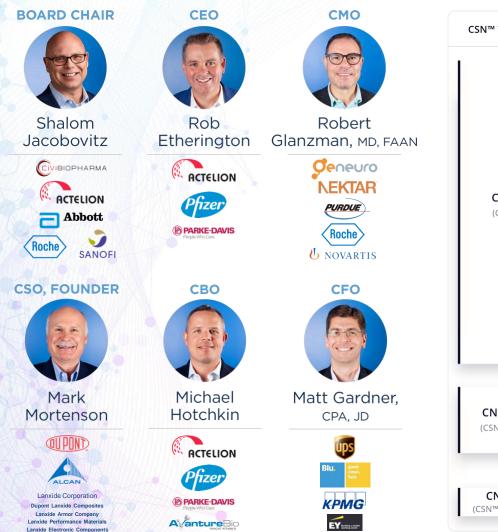
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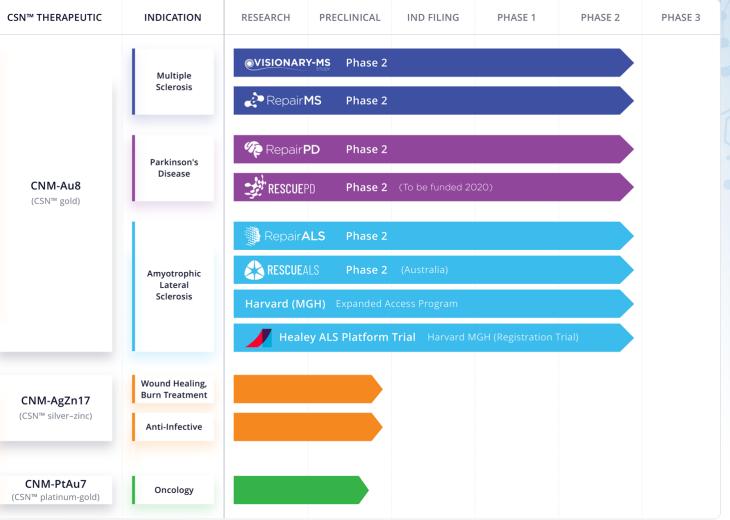
clene.com

CLENE Team

CLENE Pipeline



-





PROPRIETARY & CONFIDENTIAL

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CLENE NANOMEDICINE Overview

92+

Granted

Patents

NOVEL ELECTRO-CRYSTAL-CHEMISTRY PLATFORM FOR Clean Surface Nanocrystal Therapeutics (CSN™)

EFFICACY ACROSS

MULTIPLE MODELS

CNS: Remyelination & Neuroprotection

7 Phase-2 Clinical Studies (RRMS, PD, ALS)

Anti-Viral/Wound Repair IND Enabling Preclinical (HSV-1)

Other Preliminary Assets Hematological Malignancies



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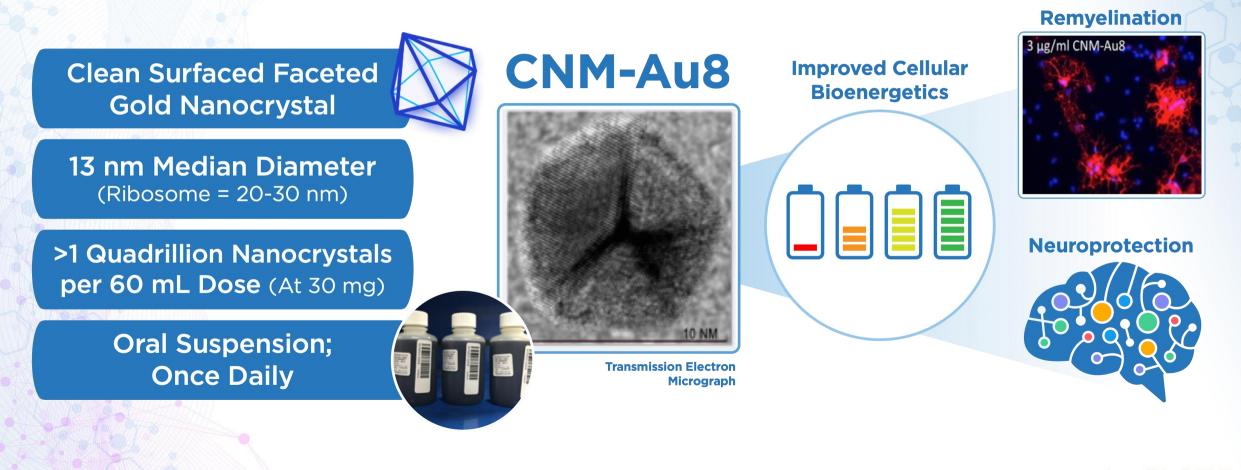
CSN[™]

PLATFORM

CNM-Au8 | Therapeutic Nanocatalysis

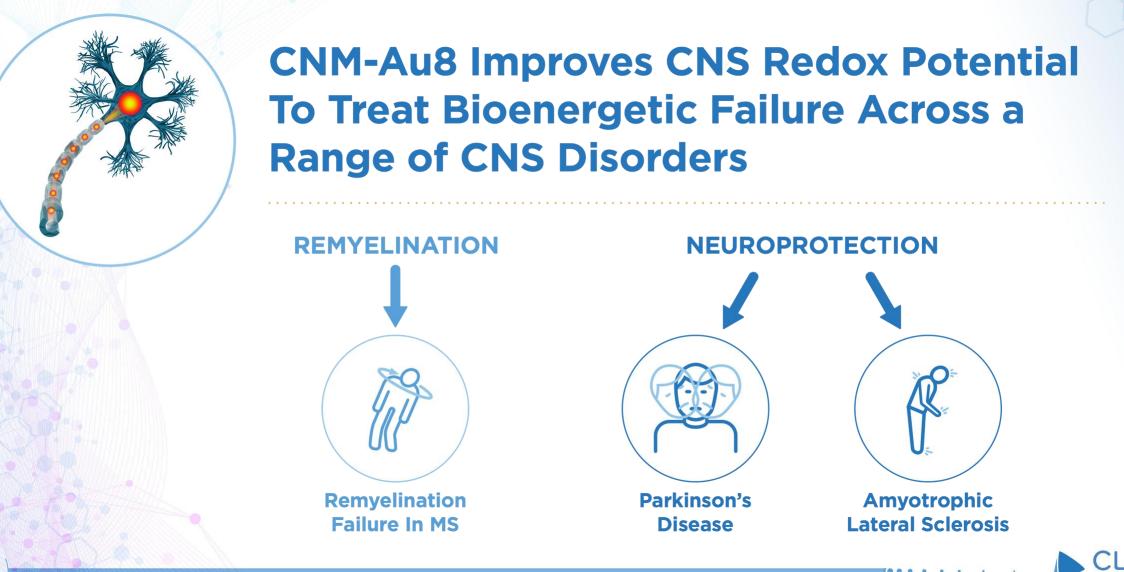
Nanocrystalline Gold

A Unifying Mechanism Across A Range of CNS Diseases





CNM-Au8 Development Thesis



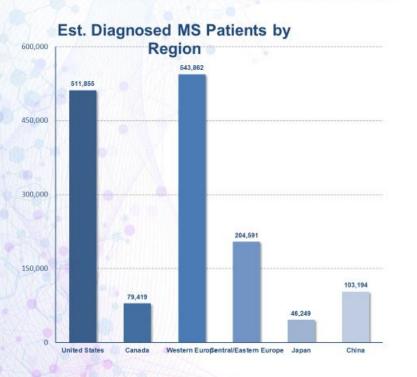
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Significant Global Opportunity



MULTIPLE SCLEROSIS: ~2.5M pts globally; \$23B

One of the world's most common neurological disorders

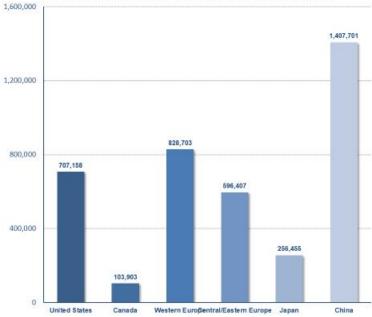




PARKINSONS DISEASE: ~7M Pts Globally; \$6B

Market doubled over last 25 years

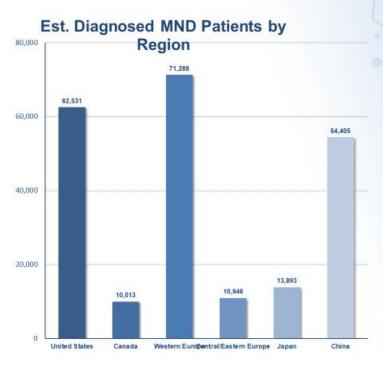
Est. Diagnosed PD Patients by Region



Motor Neuron Disease Market: Orphan Disease

\$300M, but ineffective drugs; 450,000 patients globally

R



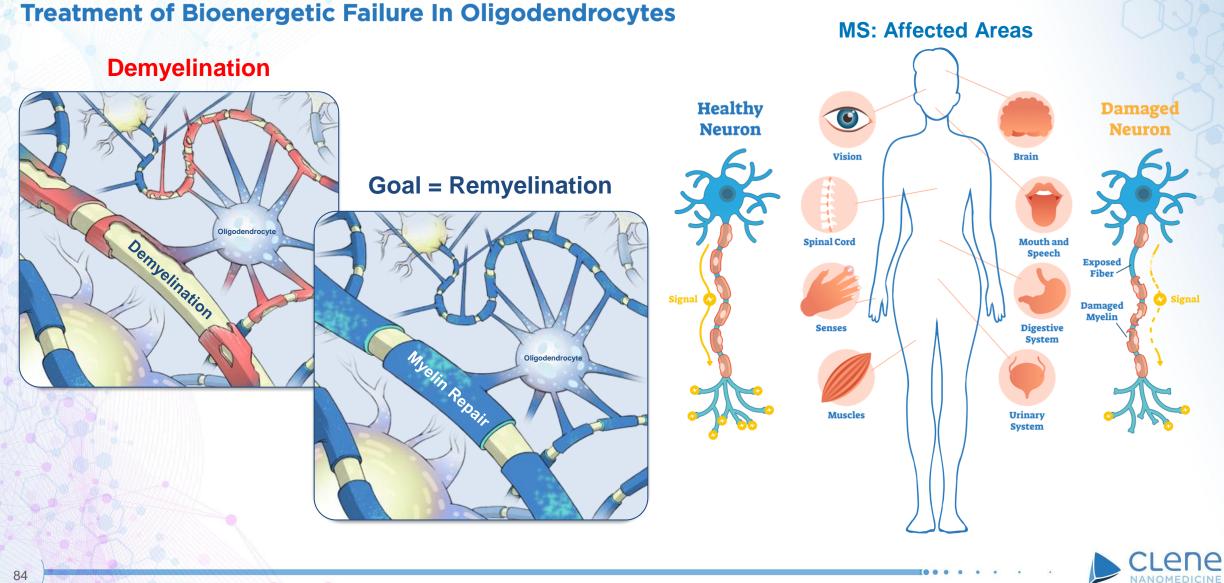
Source: Lancet Neurol: 2019 Mar;18(8):169-285

Source: Lancet Neurol. 2018 Nov 17(11) 939-958

ource: Lancat Naurol. 2018 Dec;17(12) 1083-1097 NNO includes according to be all actional sciences and all etrophy, and pseudobulbar palay



No Current Therapies Affect MS Remyelination



Multiple Independent Phase 2 Programs

Successful Phase 1 First-in Humans Safety Trial and Long-term **Animal Toxicity Studies**

Phase 2 Clinical **Remyelination**



Launched: Q4 2018





Repair**ALS**

Launched: Q3 2019

Phase 2 Clinical **Neuroprotection**



RESCUEALS **RESCUE**PD

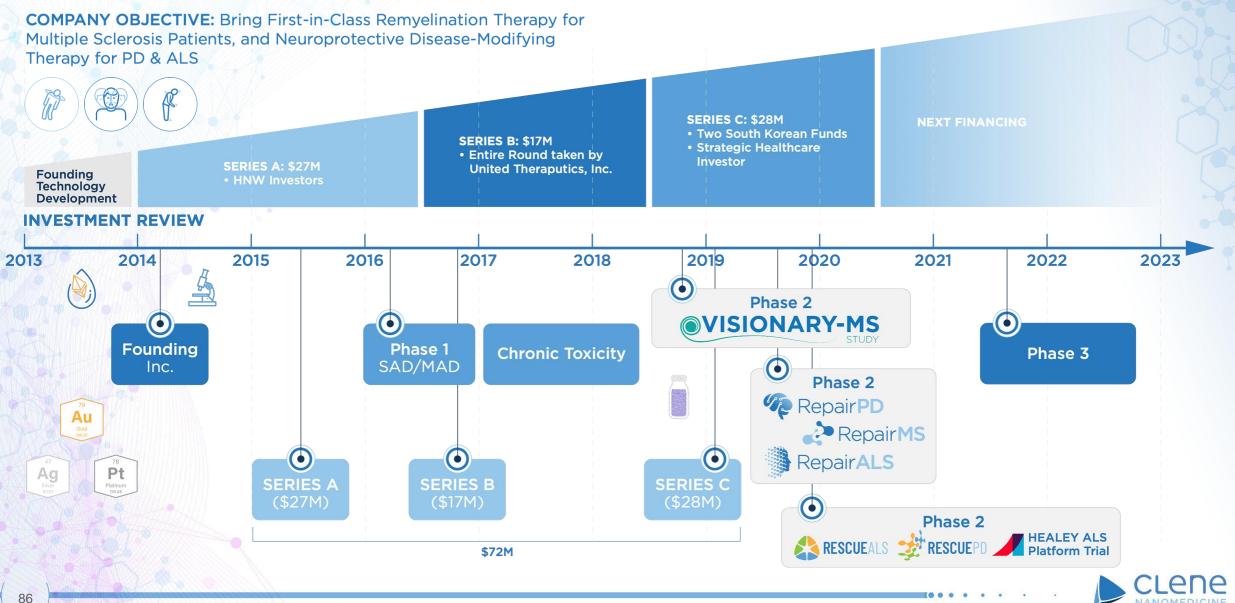


To Launch: Q4 2019



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Summary Timeline & Investment Review







State Incentives

Andy Fish

Managing Director, MARYLAND DEPARTMENT OF COMMERCE



State of Maryland Opportunity Zone Enhancement Credits

Tax Credit Programs

Qualifying

Engaging



State of Maryland Opportunity Zone Enhancement Credits

Job Creation

- Job Creation Tax Credit
- One Maryland Tax Credit
- More Jobs For Marylanders Income Tax Credit
- Enterprise Zone Income Tax Credit
- Enterprise Zone Focus Area Income Tax Credit

Capital Formation/Industry Growth

- Biotechnology Investor Tax Credit
- Cybersecurity Investor Tax Credit



State of Maryland Opportunity Zone Enhancement Credits

To qualify a business must:

- Meet the qualifications of the underlying tax credit program
- Be a qualified Opportunity Zone Business
- Have received an investment from a Qualified Opportunity Fund
- Attach an Opportunity Zone Enhancement program application to its application for the specific tax credit



State of Maryland Opportunity Zone Enhancement Credits

Consult your Commerce business development representative:

http://commerce.maryland.gov/commerce

For Applications and Additional Information go to:

http://commerce.maryland.gov/fund



State Incentives

Tiffany Robinson

SECRETARY, MARYLAND DEPARTMENT OF LABOR



Closing Remarks

Kenneth C. Holt

SECRETARY, MARYLAND DEPARTMENT OF HOUSING AND COMMUNITY DEVELOPMENT



Opportunity Awaits

Mystic, Connecticut

Cambridge, Maryland









George Brett





Thank You for Coming!

For more information go to:

https://dhcd.maryland.gov/Pages/OZ/OpportunityZones.aspx