

The Fifth

411 Michigan SOFI Owner, LLC



Credit
Rating
Agency

Corporates
August 5, 2024
A NRSRO Rating*

411 Michigan
HR A- (G)
Stable Outlook

US\$49.2m TL
HR A- (G)
Stable Outlook
35096#AA5



Jesús Pineda

Corporates Manager
Lead Analyst
jesus.pineda@hrratings.com



Heinz Cederborg

Corporates / ABS Sr. Executive Director
heinz.cederborg@hrratings.com

Information Disclosure Form

Rule 17g-7

The Rating Action Commentary (RAC) associated with this disclosure form is an integral part of the form.

- Symbol, Number, or Score in the Rating Scale used by HR Ratings as required by Paragraph (a)(1)(ii)(A) of Rule 17g-7:**

Entity/Instrument	Rating Action	Rating Type	Rating Code
411 Michigan SOFI Owner, LLC	Assigned	Long Term Rating	HR A- (G) / Stable Outlook
US\$49.2m Term Loan	Assigned	Long Term Rating	HR A- (G) / Stable Outlook

- Version of the Procedure or Methodology used to determine the credit rating as required by Paragraph (a)(1)(ii)(B) of Rule 17g-7:**

The rating assigned by HR Ratings to the entity and its associated debt is based in accordance with the following methodologies established by the rating agency:



@HRRATINGS



HR RATINGS



WWW.HRRATINGS.COM



HR RATINGS

- Corporate Debt Credit Risk Evaluation, February 2024.
https://www.hrratings.com/docs/metodologia/Corporates_2024.pdf

3. Main assumptions and principles used in constructing the procedures and methodologies to determine the credit rating as required by Paragraph (a)(1)(ii)(C) of Rule 17g-7

The methodology describes the process used to assess the ability and willingness to meet corporate debt payment obligations in a timely manner and as originally agreed, including dependent structured debt and real estate investment trusts. The process consists of a quantitative analysis based on four financial metrics (three for structured debt) and an analysis allowing for qualitative adjustments, including adjustments related to ESG factors.

The corporate methodology involves the creation of financial models based on HR Ratings projections and when relevant historical performance data. The projections are made under a Base and Stress scenario, both incorporating the relevant historical data. The formal rating period generally incorporates five years of information. The four metrics used in this analysis are: (i) debt service coverage; (ii) debt service coverage including end of previous period cash (iii) years to payment, which measures the ratio between annual free cash flow and net debt; and (iv) the ratio between a market value estimate of corporate assets and its total liabilities. For real estate companies, the fourth metric is replaced by the loan to value ratio.

For both the Base and Stress scenarios the annual weighted average of each metric value is calculated. These annual averages are converted into a numerical rating scale, which is the same for each metric. Subsequently, and for each scenario, the weighted average of the metric numerical ratings is calculated. The final quantitative score is the weighted average of the two scenarios. If historical information is available, this process generally considers two reported and three projected years. However, the methodology considers the possibility of using different rating or time periods, with fewer reported years, and in the case of real estate leasing companies with seven instead of five years.

The rating obtained through this quantitative analysis can be adjusted positively or negatively by applying qualitative notches, which are divided into two categories: general and ESG. General adjustments refer to factors that could over time affect the quantitative rating especially when HR Ratings concludes that these factors cannot be adequately incorporated into the quantitative models. This includes ESG factors that are analyzed to determine their significance for and potential influence on credit risk. The environmental factor analyzes the corporate's environmental approach and policies, considering its lines of business and daily operations, as well as exposure to natural phenomena and environmental regulations. For the social factor, the business approach is evaluated first then the corporate policies regarding all levels of employee benefits, career plans and ability to retain talent and inclusion are evaluated.

Finally, the corporate governance analysis considers five aspects: (i) internal regulations of the corporation, considering their scope, formality and mechanisms for continuous adaptation, (ii) quality of senior management and administration, considering their financial strategies and history of crisis management, (iii) transparency and quality of the information provided, as well as



@HRRATINGS



HR RATINGS



WWW.HRRATINGS.COM



HR RATINGS



history of non-compliance, (iv) risk associated with the regulatory framework to which each corporation is susceptible and the risk associated with the macroeconomic environment, and (v) management and mitigation strategies associated with the entity's operational risk, as well as the technological tools available for performing daily operations.

It is important to mention that the rating incorporates one negative notch related to the project risk due to the construction process of the Project.

4. Potential limitations of the credit rating as required by Paragraph (a)(1)(ii)(D) of Rule 17g-7

- HR Ratings does not validate, guarantee, or certify the accuracy, correctness or completeness of any information and is not responsible for any errors or omissions or for results obtained from the use of such information.
- Ratings and/or opinions assigned by HR Ratings are based on an analysis of the creditworthiness of an entity, issue, or issuer, and do not necessarily imply a statistical likelihood of default.
- The credit ratings do not opine on the liquidity of the issuer's securities or stock.
- The credit ratings do not consider the possible loss severity on an obligation default.
- The credit ratings are not an opinion of the market value of any issuer's securities or stock, or the possibility that this value suffer a deterioration.

5. Information on the uncertainty of the credit rating as required by Paragraph (a)(1)(ii)(E) of Rule 17g-7

The Analysis Committee noted no material limitations on the reliability, accuracy and quality on the data relied on in determining the credit rating.

The third party did not provide HR Ratings with audited or historical financial information due to the Project is still under construction and therefore is not generating income yet. This was not considered as lack of information.

6. Use of third-party due diligence services as required by Paragraph (a)(1)(ii)(F) of Rule 17g-7

HR Ratings did not use third party due diligence services for the rating.

7. Use of servicer or remittance reports to conduct surveillance of the credit rating as required by Paragraph (a)(1)(ii)(G) of Rule 17g-7

HR Ratings did not use Servicer or remittance reports for the rating.



@HRRATINGS



HR RATINGS



WWW.HRRATINGS.COM



HR RATINGS

8. Description of types of data about any obligor, issue, security or money market instrument relied upon for determining credit rating as required by Paragraph (a)(1)(ii)(H) of Rule 17g-7

Among the main information used for the rating is:

- Appraisal for the project issued by Newmark Valuation & Advisory, LLC provided by a third party.
- Construction Report Progress No. 2 and 4 issued by SPD Advisory Group provided by a third party.
- Agreement, Promissory Note and First Amendment to the Credit Facility provided by a third party.
- Amended and Restated Letter of Agreement provided by a third party.
- Credit Investment Memo provided by a third party.
- Guarantees (Recourse Obligation, Interest and Carry Cost, Completion) provided by a third party.
- Assignments provided by a third party.
- Financial Model and Funding Schedule provided by a third party.
- Property Condition Report provided by a third party.
- Environmental Assessments provided by a third party.
- Structural Review provided by a third party.

9. Overall assessment of quality of information available and considered in determining credit rating as required by Paragraph (a)(1)(ii)(I) of Rule 17g-7

The financial information was purely projected due to the Project is still in construction and will not be fully operational until 2025 and stabilized until 2027. Nevertheless, the quality of the information provided by the entity is considered to be consistent with the quality observed in ratings that use a similar methodology.

10. Information relating to conflicts of interest as required by Paragraph (a)(1)(ii)(J) of Rule 17g-7

The aforementioned rating was not requested by the entity or issuer, or on its behalf. However, the rating was requested by an investor whose identity is kept confidential to the general public, therefore, HR Ratings has received from the investor the corresponding fees for the provision of its rating services. The following information can be found on our website <https://www.hrratings.com/>: (i) The internal procedures for the monitoring and surveillance of our ratings and the periodicity with which they are formally updated, (ii) the criteria used by HR Ratings for the withdrawal or suspension of the maintenance of a rating, (iii) the procedure and process of voting on our Analysis Committee, and (iv) the rating scales and their definitions.

HR Ratings was paid for services other than determining credit ratings during the most recently ended fiscal year by the person that paid to determine this credit rating.



@HRRATINGS



HR RATINGS



WWW.HRRATINGS.COM



HR RATINGS

11. Explanation or measure of potential volatility to the credit rating as required by Paragraph (a)(1)(ii)(K) of Rule17g-7

1. Factors that are reasonably likely to lead to a change in the credit rating:

- **Increase in FCF.** In the event that the Project presents higher FCF generation, and this results in an average DSCR of 1.2x from 2025 to 2031, compared to 1.0x in the base scenario for the same period, this could result in a positive minimum impact on the rating.
- **Lower DSCR.** If the Project is not completed according to the actual schedule, and this results in lower FCF generation compared to our estimates, this could lead a DSCR metric lower than 0.8x from 2025 to 2031 (vs. 1.0x in the base scenario for the same period), this could result in a negative minimum impact on the rating.
- **Higher Years of Payment.** In the event that the Project presents a decrease in the FCF generation, and this led to a higher Years of Payment metric above 10.0 years from 2025 to 2031, compared to 9.2 years in the base scenario for the same period, this could result in a negative minimum impact on the rating.

2. The magnitude of the change that could occur under different market conditions determined by HR Ratings to be relevant to the rating:

- **Higher Competition.** If the Project performs its operations in a more competitive environment, this could reduce the expected occupation rate affecting the FCF generation, resulting in a negative minimum impact on the rating.
- **Interest Rate Increase.** Given that the debt maintains a variable interest rate linked to the SOFR, any modification on the US dollar interest rate may have a direct impact on the DSCR and DSCR with Cash metrics could result in a negative minimum impact on the rating.

NOTE: The Credit Analysis Committee must convene to review and discuss the changes that could occur under different market conditions. All the ratings issued by HR Ratings must be approved by the Credit Analysis Committee in accordance with the applicable methodology and the information available at the time. However, the magnitude of a potential change in the rating that could reasonably occur as a result of the impact of the factors listed above are characterized by the following summary chart:

Rating change impact	Number of notches
Minimum	(0-1)
Moderate	(2 - 3)
Strong	>3

12. Historical performance and expected probability of default and expected loss in event of default as required by Paragraph (a)(1)(ii)(L) of Rule 17g-7

For historical performance of each rating listed in the disclosure form, click on the link in the ratings table presented on the first page.



@HRRATINGS



HR RATINGS



WWW.HRRATINGS.COM



HR RATINGS

Our credit ratings need to be understood as rankings of the relative creditworthiness of different entities or credits. Creditworthiness takes into consideration both the ability and willingness to meet debt obligations in the manner prescribed in the relevant documentation. Default refers to the noncompliance of previously agreed obligations.

As our ratings measure relative creditworthiness, they do not necessarily reflect any specific statistical probability of default. However, HR Ratings provides to the market participants the default rate for historical default and loss statistics for the class or subclass of the credit rating. Although the default rate is not the expected probability of default or loss given default, we consider it the ratio that could be interpreted by market participants as such. The default rate for each of the asset classes in which HR Ratings provides ratings and for each rating category is publicly available for each calendar year at: https://www.hrratings.com/regulatory_disclosure/transition_matrix.xhtml

13. Assumptions made by HR Ratings in determining announced credit ratings and examples of how assumptions impact the rating as required by Paragraph (a)(1)(ii)(M) of Rule 17g-7

1. Assumptions made in the ratings process that, without accounting for any other factor, would have the greatest impact on the credit rating if proven false or inaccurate:

HR Ratings bases its ratings and/or opinions on information obtained from sources that are believed to be accurate and reliable. The assumption is that the information provided is reliable and credible, however, does not validate, guarantee or certify the accuracy, correctness or completeness of any information and is not responsible for any errors or omissions or for results obtained from the use of such information.

- We consider the Project will reach total revenue of US\$10.1m in 2026, which is associated with the beginning of lease operations during June 2025. We consider a 24-month ramp-up period reaching a 92.7% occupancy rate as of 2027. Rents incorporate an annual increase based on the estimated inflation by HR Ratings.
- We incorporate expense recoveries, given that the leases at the Project will be structured as a Triple Net Lease (NNN) Therefore, we expect a NOI generation of US\$7.0m for 2031 with a NOI margin of 68.9%.
- FCF generation would be partially affected by the beginning of operations during 2025 resulting in working capital requirements increasing for this period. We assume the Project to maintain a 30-day turnover in its accounts receivable and 45-day turnover in accounts payable with suppliers.
- Regarding debt we expect that it increases from 2024 to 2025 mainly explained by the draw down of resources to complete the construction of the Project, reaching a total debt of US\$49.2m at the end of 2025.
- Given the FCF generation, we assume the Project to present an average DSCR metric of 1.0x for 2025 to 2031.

2. Analysis, using specific examples, of how each of the assumptions identified in the preceding paragraph impacts the credit rating:



@HRRATINGS



HR RATINGS



WWW.HRRATINGS.COM



HR RATINGS

- If the Project presents higher income generation driven by a higher occupancy rate or a higher market rent this could result in a greater rating.
- In the event that the Project does not sign NNN contracts, and this results in a lower NOI generation, this could affect the rating.
- If the Project presents higher working capital requirements and this is not offset through higher rent revenue, this could decrease the FCF and negatively affect the rating.
- In the event that the actual budget increases, and the Project requires additional debt to complete the construction this could increase the years of payment metric and loan to value, resulting in a lower rating.
- If the Project does not achieve the estimated FCF, and this results on an average DSCR metric of 0.7x from 2025 to 2031 (vs. 1.0x for the same period in the baseline scenario) this could result in a lower rating.

14. Representations, warranties and enforcement mechanisms available to investors as required by Paragraph (a)(1)(ii)(N) of Rule 17g-7

The reporting of representations, warranties, and enforcement mechanisms does not apply to any of the credit ratings listed in this disclosure form.



@HRRATINGS



HR RATINGS



WWW.HRRATINGS.COM



HR RATINGS

Credit Rating Attestation

I, Jesús Pineda, Corporates Manager have the responsibility for this rating action and, to the best of my knowledge:

- No part of the credit rating was influenced by any other business activities.
- The credit rating was based solely upon the merits of the obligor, security, or money market instrument being rated; and
- The credit rating was an independent evaluation of the credit risk of the obligor, security, or money market instrument

Mexico City, August 5, 2024

/s/ Jesús Pineda
Corporates Manager
HR Ratings de México, S.A. de C.V.



@HRRATINGS



HR RATINGS



WWW.HRRATINGS.COM



HR RATINGS

*HR Ratings, LLC (HR Ratings), is a Credit Rating Agency registered by the Securities and Exchange Commission (SEC) as a Nationally Recognized Statistical Rating Organization (NRSRO) for the assets of public finance, corporates and financial institutions as described in section 3 (a) (62) (A) and (B) subsection (i), (iii) and (v) of the US Securities Exchange Act of 1934.

The aforementioned rating was not requested by the entity or issuer, or on its behalf. However, the rating was requested by an investor whose identity is kept confidential to the general public, therefore, HR Ratings has received from the investor the corresponding fees for the provision of its rating services. The following information can be found on our website <https://www.hrratings.com/>: (i) The internal procedures for the monitoring and surveillance of our ratings and the periodicity with which they are formally updated, (ii) the criteria used by HR Ratings for the withdrawal or suspension of the maintenance of a rating, (iii) the procedure and process of voting on our Analysis Committee, and (iv) the rating scales and their definitions.

The ratings and/or opinions of HR Ratings de México S.A. de C.V. (HR Ratings) are opinions regarding the credit quality and/or the asset management capacity, or relative to the performance of the tasks aimed at the fulfillment of the corporate purpose, by issuing companies and other entities or sectors, and are based on exclusively in the characteristics of the entity, issue and/or operation, regardless of any business activity between HR Ratings and the entity or issuer. The ratings and/or opinions granted are issued on behalf of HR Ratings and not of its management or technical personnel and do not constitute recommendations to buy, sell or maintain any instrument, or to carry out any type of business, investment or operation, and may be subject to updates at any time, in accordance with the rating methodologies of HR Ratings.

HR Ratings bases its ratings and/or opinions on information obtained from sources that are believed to be accurate and reliable. HR Ratings, however, does not validate, guarantee or certify the accuracy, correctness or completeness of any information and is not responsible for any errors or omissions or for results obtained from the use of such information. Most issuers of debt securities rated by HR Ratings have paid a fee for the credit rating based on the amount and type of debt issued. The degree of creditworthiness of an issue or issuer, opinions regarding asset manager quality or ratings related to an entity's performance of its business purpose are subject to change, which can produce a rating upgrade or downgrade, without implying any responsibility for HR Ratings. The ratings issued by HR Ratings are assigned in an ethical manner, in accordance with healthy market practices and in compliance with applicable regulations found on the www.hrratings.com rating agency webpage. HR Ratings' Code of Conduct, rating methodologies, rating criteria and current ratings can also be found on the website.

Ratings and/or opinions assigned by HR Ratings are based on an analysis of the creditworthiness of an entity, issue or issuer, and do not necessarily imply a statistical likelihood of default, HR Ratings defines as the inability or unwillingness to satisfy the contractually stipulated payment terms of an obligation, such that creditors and/or bondholders are forced to take action in order to recover their investment or to restructure the debt due to a situation of stress faced by the debtor. Without disregard to the aforementioned point, in order to validate our ratings, our methodologies consider stress scenarios as a complement to the analysis derived from a base case scenario. The fees HR Ratings receives from issuers generally range from US\$1,000 to \$1,000,000 (one million dollars, legal tender in the United States of America) (or the equivalent in another currency) per offering. In some cases, HR Ratings will rate all or some of a particular issuer's offerings for an annual fee. Annual fees are estimated to vary between \$5,000 and US\$2,000,000 (five thousand to two million dollars, legal tender in the United States of America) (or the equivalent in another currency).

Media Contact

comunicaciones@hrratings.com



@HRRATINGS



HR RATINGS



WWW.HRRATINGS.COM



HR RATINGS

9