



June 21, 2018

Mr. Steve Aynes
Northfield Township Manager
8350 Main Street
Whitmore Lake, MI 48189

RE: Proposal to Develop North Village

Dear Steve:

Lockwood and its team members are excited to make this proposal. The North Village site will provide attractive new land uses for the community, become the center point of Whitmore Lake, and be the catalyst for additional desired changes in the town.

Our proposal balances public improvements and private land uses in a complementary way, both physically and in terms of community benefit.

In addition to creating positive impact, a high priority for us is to present a viable plan. As deeply experienced professionals in real estate development and construction, we know what can be delivered. This plan reflects what can be transferred from blueprint to land.

The individual team members have broad and substantial experience. The areas in which we have practiced include the entire development process and beyond. This includes design, construction, finance and management. Property types with which the team has had oversight include apartments, senior housing, medical, retail, residential, office and lodging. The aggregate project values of these prior projects total well above \$500 Million.

This proposal is a framework for further discussion, not a contract. More specifics will be fleshed out if a definite decision to work together is made. A binding development agreement, purchase agreement (where applicable), easements, covenants, conditions and restrictions will ultimately be necessary to encompass our respective roles.

We are glad to address any individual questions that may arise as you review the proposal. We hope to have a chance to sit down and have a thorough discussion to clarify information and to understand pros and cons from your perspective. Please contact either of us at any time.

Sincerely,

A handwritten signature in black ink, appearing to read 'Mark S. Korinek', written in a cursive style.

Mark Korinek
Director of Acquisitions

A handwritten signature in black ink, appearing to read 'Mark Lockwood', written in a cursive style.

Mark Lockwood
President

NORTHFIELD TOWNSHIP

2. DEVELOPMENT TEAM

➤ Master Developer – Lockwood Companies



- EXECUTIVE TEAM RESUMES (see Exhibit A)
- CURRENT PROJECTS

Lakeshore Village Apartments Phase III - Lakeshore Village Apartments (Phase III) will be a newly constructed family apartment complex located at 2812 Ontario Court, in the city of Howell, Livingston County, MI. This is vacant land within the area of Lakeshore Village, which currently has 2 phases with this proposed Phase III consisting of 9 buildings and 144 apartment units with associated amenities.



Lakeshore Village Apartments Phase II - Lakeshore Village Apartments (Phase II) is an existing LIHTC/MSHDA-financed family apartment complex located at 2812 Ontario Court, in the city of Howell, Livingston County, MI. It was originally constructed in 1999 and consists of 12 two-story buildings and 1 community building. There are a total of 96 units, consisting of 32 one-bedroom (1 bath) apartments, 52 two-bedroom (2 bath) apartments and 12 three-bedroom (2 bath) apartments.

Marsh Creek Village - Our units are being renovated offering one, two and three-bedroom homes. Updates include an open floor plan with contemporary neutral design features that includes faux wood flooring, walk-in closets, and brushed nickel finishes throughout. The gourmet kitchen includes polished quartz countertops, new white cabinets, a large under mount stainless steel sink, and stylish subway tile backsplash paired with new energy-efficient stainless steel appliances. The master suite has an extra-large walk-in closet and en-suite with a bathtub/shower combination. The unit also features a separate laundry room with washer and dryer hook-ups.



▪ **PENDING PROJECTS**

Lockwood of Ann Arbor - Lockwood of Ann Arbor will be a single building senior independent living community with 95 residential apartments and common rooms and amenities for use by all residents. In addition to interior recreation and social uses, exterior property features designed for resident usage include a pergola, raised garden beds for residents planting, and other exterior recreation including perhaps a bocce court.



edmund london & associates, inc.
architects & planners

LOCKWOOD SENIOR LIVING

ANN ARBOR, MICHIGAN

- **IN HOUSE AREAS OF EXPERTISE** – Development, Construction, Finance, Management

- **REFERENCES**

Kelly VanMarter
Assistant Township Manager
Genoa Township
2911 Dorr Road
Brighton, MI 48116
kelly@genoa.com
(810)588-6900

Matthew Kowalski, AICP
City Planner
City of Ann Arbor
301 E. Huron Street
Ann Arbor, MI 48104
mkowalski@a2gov.org
(734)794-6265 ext 42612

Gary Heidel
Chief Placemaking Officer
MSHDA
735 E. Michigan Avenue
Lansing, MI 48912
heidelg@michigan.gov
(517)241-7455

- **DESIGN FIRM – EDMOND LONDON & ASSOCIATES (see Exhibit B)**

- StoryPoint Senior Living – Saline, MI and Rockford, MI
- Both Developments were recently completed and provide high end senior housing to accommodate a variety of lifestyles.

- **LEGAL FIRM – to be determined**

3. RESPONDENT'S RECORD OF SIMILAR PROJECT ACCOMPLISHMENTS

(See Exhibit C)

4A. LAND USE

PUBLIC USES

- **Town Green** – The Town Green will be located on the most prominent buildable land in North Village. Key elements of it include a stage/pavilion, unique statues or art, and a large open grassy area for spectators, recreating and lounging. The stage/pavilion should serve the multiple purposes of an entertainment stage but also a place to relax and escape the sun. Therefore, it should be roofed and easily accessible. **Phase 1**
- **Beach** – A sandy beach should be created and lake floor resurfaced for comfortable wading; roped boundaries; and swim platform. Regarding a boat dock, we believe that it may be too much to incorporate into the limited waterfront area. Creating a pristine swim area might be compromised by the proximity to diesel and engine oil. **Phase 2**

- **Public Restrooms** – This is important infrastructure to support the variety of public land uses anticipated. There is treed area in the northwest corner of the Green that would provide natural shielding to minimize visibility. *Phase 1*
- **Public Gardens** – Near the western boundary closest to the rail tracks, public garden beds will be created for public planting. Given closeness of the highway and train tracks, this placement is good for the suggested usage. *Phase 2*
- **Playground / sport field / residential** – The northwestern portion of the site near the off ramp will be a playground and/or sport field. *Phase 2*
- **Paved Path** - A paved surface for non-vehicular mobility is indicated on the Plan. *Phase 2*
- **Parking** - Parking will flank the Town Green; be located near the Community Gardens and playground. Also, a portion of the L-shaped parcel fronting Main Street will be reserved for Parking. *Phases 1 and 2*

PRIVATE USES

- **Independent Living (retirement housing)** – This use would be located immediately west of the Town Green. It with The Town Green would be the primary Phase 1 components. These two components are viewed to have the scale and immediate viability to launch the overall master planned development. The building would be three stories with a footprint of approximately 40,000 square feet. Independent Living is senior housing for residents who wish to be in a community of similar aged people for the social interaction and services such as prepared meals, recreation and health support. *Phase 1*
- **Housing** – A second housing type is proposed for either (i) south of the Independent Living component, or (ii) northwest near the off ramp. The building type is envisioned to fit on smaller lots and either be detached or attached cottage style. Total count expected to be 30 to 60 units. Type to be determined as conditions dictate closer to construction start. *Phase 2*
- **Mixed Use / Main Street** – A lot at the northeast corner fronting on Main Street shall be defined to accommodate a 7,500 square foot building footprint; likely two stories. The street level would be retail or dining, and office or apartments on floor two. Due to the high visibility of this locale, aesthetics will be important. It is recommended that the Phase 1 elements be advancing before marketing this space. Excitement over Phase 1 will help create desire for this Mixed Use building among potential occupants. *Phase 1.5*
- **L-shaped Lot on Main Street**- It is important to ensure that sufficient parking is available for public uses, particularly the Beach. Therefore, secondary parking for those uses will be

accommodated here. If only a portion of this lot is needed for parking, the front should be divided and sold to a sub-developer. **Phase 3**

4B. **CONCEPTUAL SITE PLAN** (see next page for copy of Plan)



- **Infrastructure and Phasing-** Utilities, exterior lighting and new roads and drive ways for **Phases 1 and 1.5** will be continuously constructed in the initial phase so that **Phase 1** components can be completed and open at the same time. **Phase 1.5** will be substantially infrastructure- ready so vertical construction can occur upon procurement of a desirable lead tenant or sub-developer willing to purchase or ground lease that lot to construct on it. **Phase 2** infrastructure will be installed to coincide with timing of the **Phase 2** Housing component. All **Phase 2** components will be completed at approximately the same time. The eventual **Phase 3** user will be responsible for its infrastructure.
- **Landscaping-** See concept plan. Landscaping will be better defined as the site plan is further crafted.
- **Right-of-way-** See concept plan. R-O-W will be better defined as the site plan is further crafted.

- **Elevations-** Will be prepared in a later stage.

4C. COST OF PROJECT *(costs are best estimates based on experience and are useful for discussion; firm costs will require construction plans to be prepared at a later stage)*

- **Purchase Price-** Lockwood will purchase the lot for the Independent Living piece for \$100,000 subject to terms of purchase agreement. Lockwood will be given an option to purchase the Housing lot (**Phase 2**) for \$100,000.
- **Economic Modeling-** for discussion
- **Financial Resources-** Outside financial resources for financing include MSHDA and/or commercial banks. Also, Northfield is encouraged to apply for favorable grants / soft loans from the State and County for qualifying public improvements.

- **Estimated Costs**

TOWN GREEN	\$510,000
(paved driveways and 50 parking spaces, lighting, stage/gazebo, exterior statues/art, well)	
PUBLIC RESTROOM	\$125,000
INDEPENDENT LIVING PROPERTY	\$20,000,000 (1)
BEACH / SWIM AREA	\$250,000
HOUSING	\$10,000,000 (1)
PAVED PATH	\$75,000
PARK/PLAYSCAPE	\$200,000
PUBLIC GARDENS	\$7,500

Line items noted by (1) are Developer's cost. Other public improvement costs shared as outlined below.

- **Job Creation**

Direct job creation falls into two categories: temporary construction, and permanent.
 Temporary Construction- 15 FT jobs for 42 months
 Permanent – 20 (12 FT and 8 PT)

- **Estimated Schedule**

Estimated timing commences upon binding development agreement between Northfield and Lockwood.

Site and Engineering Plans (Phase 1): months 1-6

Entitlements (Phase 1): months 7-11

Construction Plans and Financing (Phase 1): months 12-18

Construction: months 19-35

Subsequent phases will entail the same elements but may complete faster. Subsequent phases may overlap with Phase 1.

➤ **Sources and Uses**

Phase 1: It is proposed that the Public Improvements in Phase 1 totaling \$635,000 be paid for as follows: \$100,000 purchase price for Independent Living land applied to costs
\$535,000 balance shared 50/50 between Northfield and Lockwood

Independent Living: This property will make a payment in lieu of real estate taxes (PILOT) of 4% of sheltered rents for 35 years. Thereafter, it will be traditionally assessed.

Tap fees and permits will be discounted by 50% for all of Phase 1.

Phase 2: If Lockwood exercises its option to purchase the Housing lot, the Phase 2 public improvements will be allocated based on the same sharing structure as for Phase 1. Total cost estimated to be \$532,500.

Housing: This property will make a payment in lieu of real estate taxes (PILOT) of 4% of sheltered rents for 35 years. Thereafter, it will be traditionally assessed.

Tap fees and permits will be discounted by 50% for all of Phase 2.

EXHIBIT A

Rodney Lockwood, Jr., Chairman/CEO

Mr. Lockwood has been in his current positions for over 25 years. He has overseen the construction of over 10,000 housing units and the design and development of 5,100.

He is former Chairman of the Board of the Michigan Chamber of Commerce, former President and Chairman of the Board of the Michigan Housing Council, former Board Member of First Independence Bank and also serves on the board of the National Housing and Rehabilitation Association, is former Treasurer and current board member of the Mackinac Center for Public Policy in addition to serving on the Steering Committee of the Housing Credit Group of the National Association of Home Builders.

Mr. Lockwood has been a leader in the turnaround of Michigan. His op-eds and letters have been published in the Detroit Free Press, the Detroit News, Lansing State Journal and the Wall Street Journal. He has made a number of appearances on Fox Business Network, Fox News and local Detroit TV and radio stations. Mr. Lockwood holds a B.S. – Mechanical Engineering degree from the University of Michigan and an M.B.A. (finance) from Wayne State University.

Mark Lockwood, President and CEO, Partner

Mark joined the Lockwood Companies in 2011 after working in the multifamily division of Marcus & Millichap, a national brokerage firm. He also has experience working for City Year Detroit, a non-profit organization as volunteer outreach coordinator and a corporate sponsor public relations ambassador. Mark has been intimately involved in the financial analysis of the company portfolio and acquisition opportunities. Mark has experience in processing loan applications for the HUD 223(f) program in addition to key involvement in acquisition and rehabilitation projects involving Section 42 Low-Income Housing Tax Credits. He is a graduate of Albion College, holding a Bachelor of Arts degree in Economics and Management. Mark is also a licensed real estate salesperson in the State of Michigan and is a Certified Property Manager candidate with the Institute of Real Estate Management.

Phil LaBelle, Vice President and Partner

Phil joined Lockwood in 2010 and is currently the Vice President of Lockwood Management & Business Partner of Lockwood Companies. He is responsible for the day to day operation of the property management company, leading a 5,000-unit managed portfolio of Market, LIHTC and Section 8 multi-family and senior communities. He has a diverse background in finance, accounting, operations and project management. Prior to joining Lockwood, Phil was employed by an internationally recognized hospitality management company where he worked in operations, finance, accounting for over fifteen years. He was financially responsible for a portfolio of lodging real estate assets with revenues up to \$25,000,000 annually. He has also worked as a Director of Property Management for a Michigan-based property management company where he led the property management operations division. He received a Bachelor of Science degree in Business Economics from The State University of New York at Oneonta and a Master of Science in Management from Walsh College of Business and Accountancy in Troy, Michigan.

Dean Schroeder, Director of Construction

Mr. Schroeder has been employed in the construction industry since 1986. His experience includes the construction of over 5,500 new apartment units, the rehabilitation of nearly 1,150 apartment units, 126,000 square feet of commercial retail space as well as above and below grade parking structures with some as much as 7 stories.

In 1998 he joined the Lockwood Construction as Project Manager and advanced to the position of Assistant Vice President of Field Operations overseeing construction operations on several projects, estimating, purchasing, scheduling, budget compliance, progress reporting and certifying project completion. He subsequently became Vice President of Construction Operations with responsibilities at every step of the process from initial project inception and preliminary estimates to project completion.

In 2008, Mr. Schroeder joined CANV Construction, an affiliate of Fore Property as Vice President of Construction. Out of their Washington, D.C. office Mr. Schroeder was responsible for their construction efforts nationally. Project locations consisted of Florida, Texas, Colorado, Indiana, and Maryland. During his tenure with CANV Mr. Schroeder managed multiple diverse teams constructing luxury market-rate apartments. Projects during his tenure with CANV Construction include:

- 4 Marta Apartments, Gainesville, Florida - 204 Luxury Apartments, \$22.3M
- Greenhaven Apartments, McKinney, Texas - 216 Luxury Apartments, LEED Silver, \$22M
- Hoosier Woods II, Anderson, Indiana - 16 LIHTC Apartments, \$1.3M (Fire re-build)
- Britain Way Apartments, Irving, Texas - HUD, 168 Rehab Apartments, Awarded LEED Gold, \$10.5M GC for OM Housing
- 4 Groveton Apartments Owings Mills, Maryland - 226 Luxury 5 story Apartments, LEED Gold, \$34M
- 1000 South Broadway Apartments, Denver, Colorado - 262 luxury Apartments, 5 story parking structure, LEED Gold \$40M

In 2013 Mr. Schroeder joined Mill Creek Residential Trust as Senior Project Manager, a step back in title with a giant leap forward in managing the construction of complex, mixed use, high-quality apartment communities. During his tenure with Mill Creek Mr. Schroeder oversaw the construction efforts of Modera Mosaic Phase I and II from pre-construction thru project delivery.

- Modera Mosaic, Fairfax, Virginia, 251 Luxury Mid-Rise Apartments, Type III-A construction over podium I-A construction containing 69,222 SF of retail all wrapping a 7 story precast parking structure with 861 spaces Type II-B construction, \$90.8M
- Modera Mosaic Phase II Fairfax, Virginia, 222 Luxury Mid-Rise Apartments Type III-A construction over podium I-A construction containing 57,109 SF of Retail over 3 levels of below grade parking, \$81M

Mr. Schroeder recently rejoined Lockwood Companies as Director of Construction. As head of construction he will set the processes and standards to manage the Construction Team(s) to provide a quality product efficiently, safely and professionally; within set budgets and agreed timescales, ensuring the highest levels of customer satisfaction.

Mr. Schroeder has a Bachelor of Science degree in Construction Management from Ferris State University and an Associate of Science degree in Building Construction Technology, also from Ferris State University.

Mark Korinek, Director of Acquisitions

Mr. Korinek is responsible for sourcing, analyzing and financing low income and market rate apartment and senior housing acquisition and development opportunities. He also asset manages company owned real estate to maximize asset performance including revenue enhancement, refinancing and real estate tax appeals by example.

Mark has over 30 years of diverse investment real estate experience as an acquisitions, asset management and finance professional. Previously he worked for Pomeroy Investment Corporation, CIGNA Investments, Harbor Group International and McKinley Associates. He has acquired \$200 million of real estate in wholly owned or joint venture format, divested \$300 million of property, and closed approximately \$200 million of debt transactions as borrower or lender.

Mark graduated from Drexel University with a Bachelor's Degree in Business Administration, and completed graduate coursework in Business at the University of Connecticut.

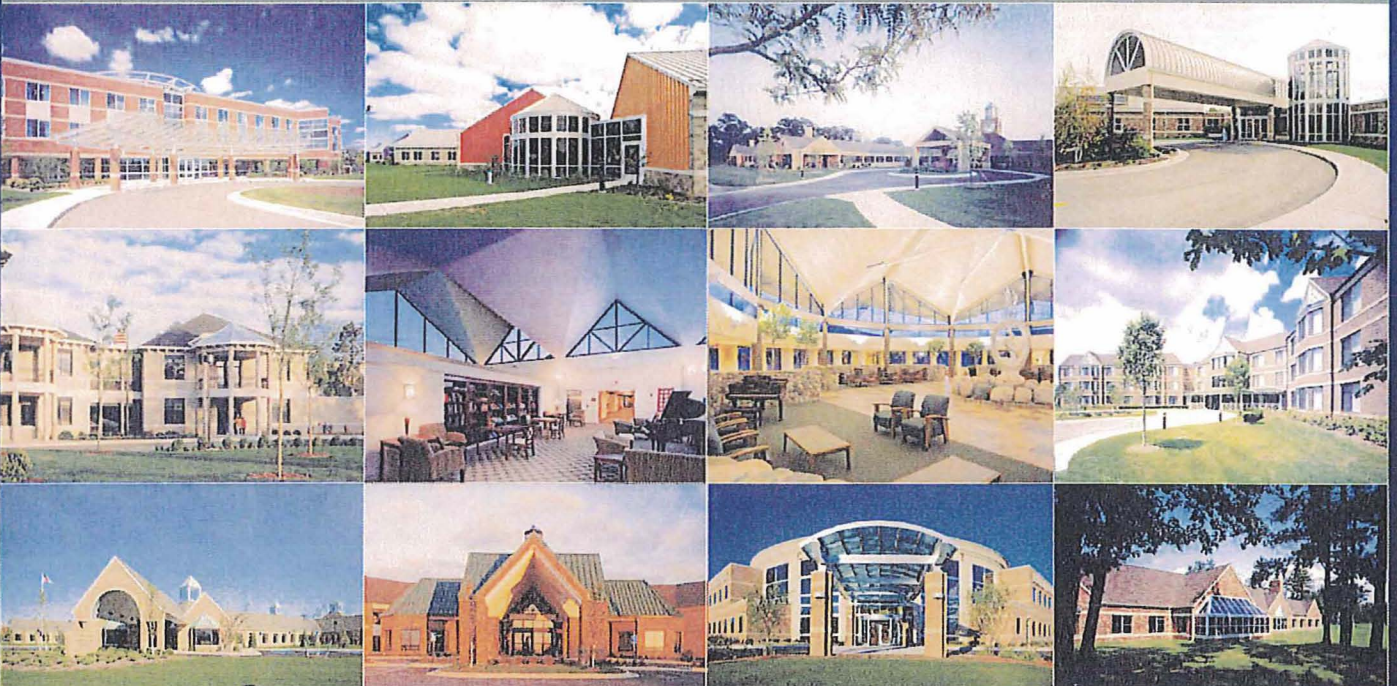
EXHIBIT B

➤ **Edmond London & Associated Recent Projects**

- Stony Point Senior Living – Saline, MI and Rockford, MI
- Both Developments are completed and provide high end senior housing to accommodate a variety of lifestyles.

EXHIBIT B

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over 58 years of creative and cost effective design for the elderly

ela

Edmund London & Associates has specialized in the design of facilities to house and care for the elderly for over 55 years.

In the past 10 years, ELA has designed over 35 facilities for the elderly projects in 30 communities totaling over 400 million dollars in construction costs. Our projects include skilled nursing, assisted living, memory care, sub acute rehab, senior wellness centers and independent living facilities.

ELA clients include religious not for profit organizations, municipal authorities and counties, hospitals and private developers.

ELA enjoys excellent working relationships with federal and state and local regulatory agencies

ELA combines our past experience with the vision of our clients to create unique projects

ELA is proud of our ability to predict and control construction costs without sacrificing design quality

PROJECT:
Saginaw Chippewa Tribe of Michigan
Senior Village
Mt. Pleasant, Michigan

CLIENT:
Saginaw Chippewa Tribe of Michigan

PROJECT DESCRIPTION:
This 63,000 square foot facility will
contain a senior community center
and 40 assisted living units including a
dedicated dementia unit.

PROJECT CONSTRUCTION COST:
\$11,000,000.

PROJECT COMPLETION DATE:
2007



PROJECT:
*Additions and Alterations to
HealthSource Saginaw
Saginaw Township, Michigan*

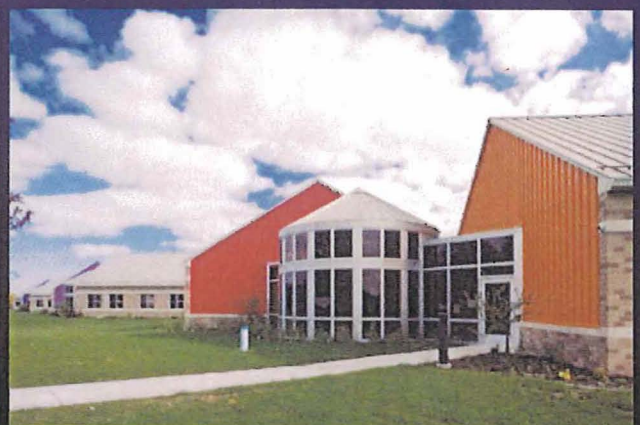
CLIENT:
HealthSource Saginaw Board

PROJECT DESCRIPTION:

*This 200,000 s.f. addition
replaces psychiatric, long term
skilled nursing care, and
medical rehab nursing units. A
14,000 SF adolescent psych
unit was added in 2014 due to
growing demand.*

**PROJECT CONSTRUCTION
COST:** \$45,000,000.
Addition: \$4,400,000

**PROJECT COMPLETION
DATE:** 2010 / 2014



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PROJECT: Marycrest Heights Senior Living Facility Livonia, Michigan

CLIENT: Marycrest Manor

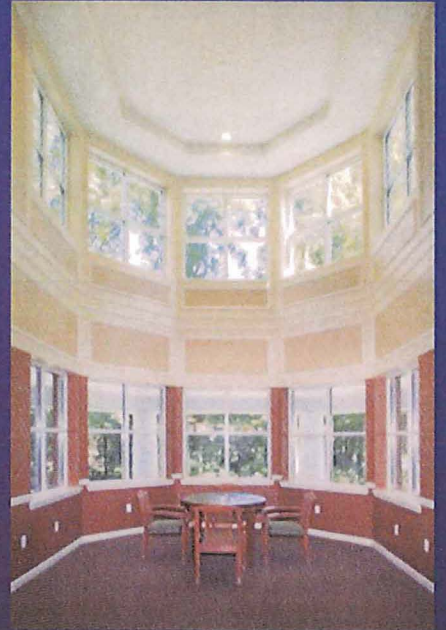
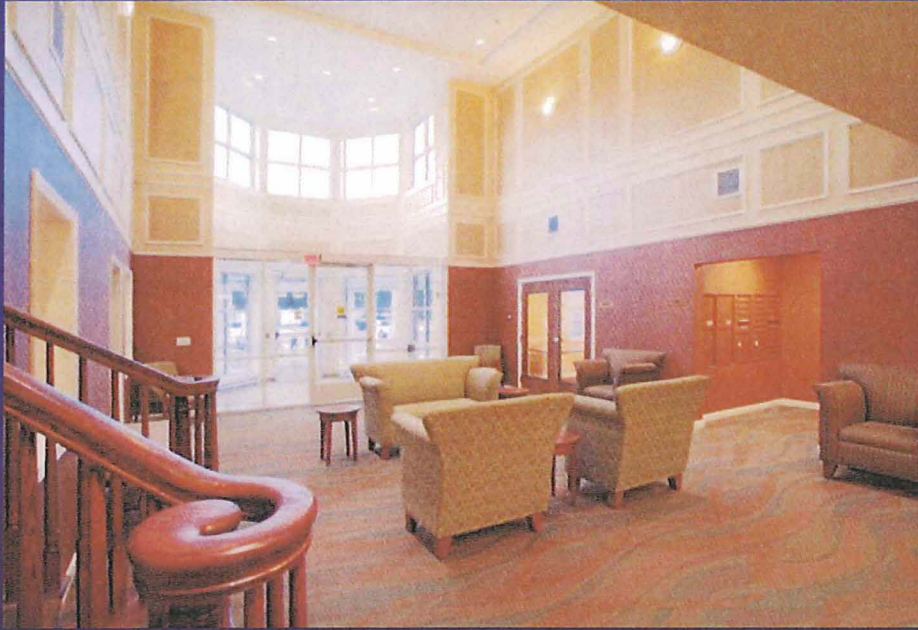
PROJECT DESCRIPTION:

This 75,000 s.f. independent living facility containing 60 apartments and under ground parking This is the first phase of a two phase project. The second phase includes an assisted living facility and nursing home improvements.

PROJECT CONSTRUCTION COST: \$9,500,000.

PROJECT COMPLETION DATE: 2011

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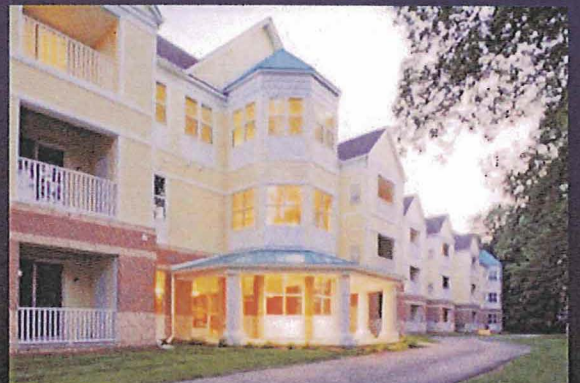
PROJECT:
Marycrest Heights Senior Living Facility
Livonia, Michigan

CLIENT: Marycrest Manor

PROJECT DESCRIPTION:
This 75,000 s.f. independent living facility containing 60 apartments and under ground parking This is the first phase of a two phase project. The second phase includes an assisted living facility and nursing home improvements.

PROJECT CONSTRUCTION COST: \$9,500,000.

PROJECT COMPLETION DATE: 2011



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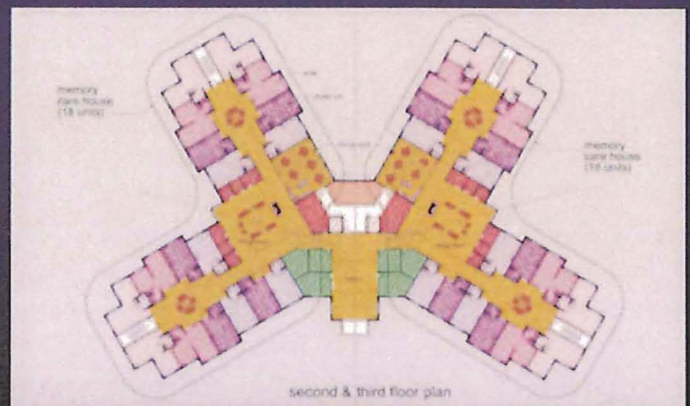
PROJECT: Glacier Hills Senior Living Community
Ann Arbor, Michigan

CLIENT: Glacier Hills Retirement Community

PROJECT DESCRIPTION:
This campus repositioning project includes a new 55,000 sf memory care nursing and assisted living facility, additions and alterations to the south nursing facility for sub acute rehab, Manor building renovations for independent and assisted living.

PROJECT CONSTRUCTION COST: \$19,500,000.

PROJECT COMPLETION DATE: 2013



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PROJECT:
Grand Traverse Assisted Living Residence
Traverse City, Michigan

CLIENT:
Grand Traverse County
Grand Traverse County Family Independence Agency

PROJECT DESCRIPTION:
This project includes a renovation of three historic buildings to accommodate 70 assisted living apartments

PROJECT CONSTRUCTION COST: \$5,000,000.

PROJECT COMPLETION DATE: 2001 renovations 2010

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PROJECT: The Rivers of Grosse Pointe Grosse Pointe, Michigan

PROJECT DESCRIPTION:

A continuing care retirement community containing 84 unit independent living facility, a 60 unit assisted living, and a 90 bed nursing home.

PROJECT CONSTRUCTION COST: \$35,000,000.

PROJECT COMPLETION DATE: 2014

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PROJECT: The Rivers of Grosse Pointe Grosse Pointe, Michigan

PROJECT DESCRIPTION:

A continuing care retirement community containing 84 unit independent living facility, a 90 unit assisted living, and a 90 bed nursing home.

PROJECT CONSTRUCTION COST: \$35,000,000.

PROJECT COMPLETION DATE: 2014

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PROJECT: Independence Village of Ann Arbor *CLIENT:* Senior Living Grand Ledge LLC
Pittsfield Township, Michigan

PROJECT DESCRIPTION:

A senior living community featuring 92 unit independent living units, 30 harbors units and 36 assisted living / memory care units.

PROJECT CONSTRUCTION COST: Phase one: \$17,500,000 *PROJECT COMPLETION DATE:* 2016

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*PROJECT: Independence Village of Grand Rapids
Algoma Township, Michigan*

CLIENT: Senior Living Grand Ledge LLC

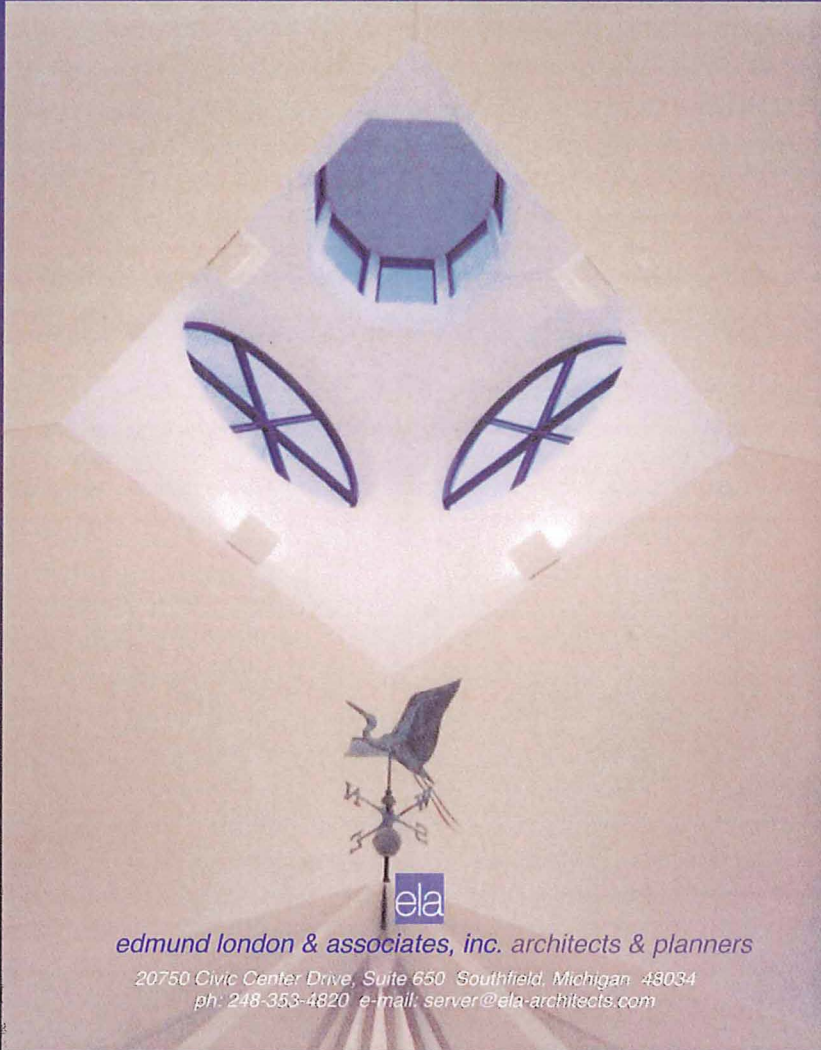
*PROJECT DESCRIPTION: A senior living community featuring 92
unit independent living units, 30 harbors units and 36 assisted living /
memory care units.*

PROJECT CONSTRUCTION COST: Phase one: \$20,500,000

PROJECT COMPLETION DATE: 2016



ela *edmund london & associates, inc. architects & planners*



edmund london & associates, inc. architects & planners

*20750 Civic Center Drive, Suite 650 Southfield, Michigan 48034
ph: 248-353-4820 e-mail: server@ela-architects.com*

EXHIBIT C

Lockwood Construction Company, LLC Completed Work Summary

Property Name	Location	Units	Compl Date	Contract in Millions	Remarks
Porthaven Manor	Port Huron, MI	102	1990	\$4.6	New senior
Rosehaven Manor	Flint, MI	123	1991	\$6.1	New senior
Lakehaven Manor	Pontiac, MI	163	1991	\$8.3	New senior
Parkhaven Manor	Hazel Park, MI	125	1992	\$6.5	New senior
Meadows of Livonia	Livonia, MI	166	1994	\$8.1	New senior
Glenhaven Manor	Grand Rapids, MI	133	1995	\$5.7	New senior
Millpond Manor	Fenton, MI	65	1997	\$3.5	New senior
Kearsley Daly Manor	Flint, MI	100	1999	\$5.3	New senior
Magnolia Gardens	Troy, MI	147	1999	\$7.5	New senior
Taeckens Terrace	Davison, MI	91	1999	\$5.0	New senior
Sylvan Pines	Chelsea, MI	100	2000	\$5.5	New senior
Cedarwood	Flushing, MI	100	2000	\$5.5	New senior
American House	West Bloomfield, MI	86	2001	\$5.7	New senior
Meadowbrook Commons	Novi, MI	175	2001	\$12.8	New senior
Lockwood of Waterford	Waterford, MI	126	2002	\$8.5	New Senior
Lockwood of Burton	Burton, MI	126	2002	\$8.2	New senior
American House North	Flint, MI	126	2002	\$8.7	New senior
Oakhaven Manor	Howell, MI	112	2003	\$8.0	New senior
Lockwood of Fenton	Fenton, MI	106	2006	\$8.5	New senior
Cranbrook Terrace	Mt. Pleasant, MI	40	2009	\$3.9	New senior