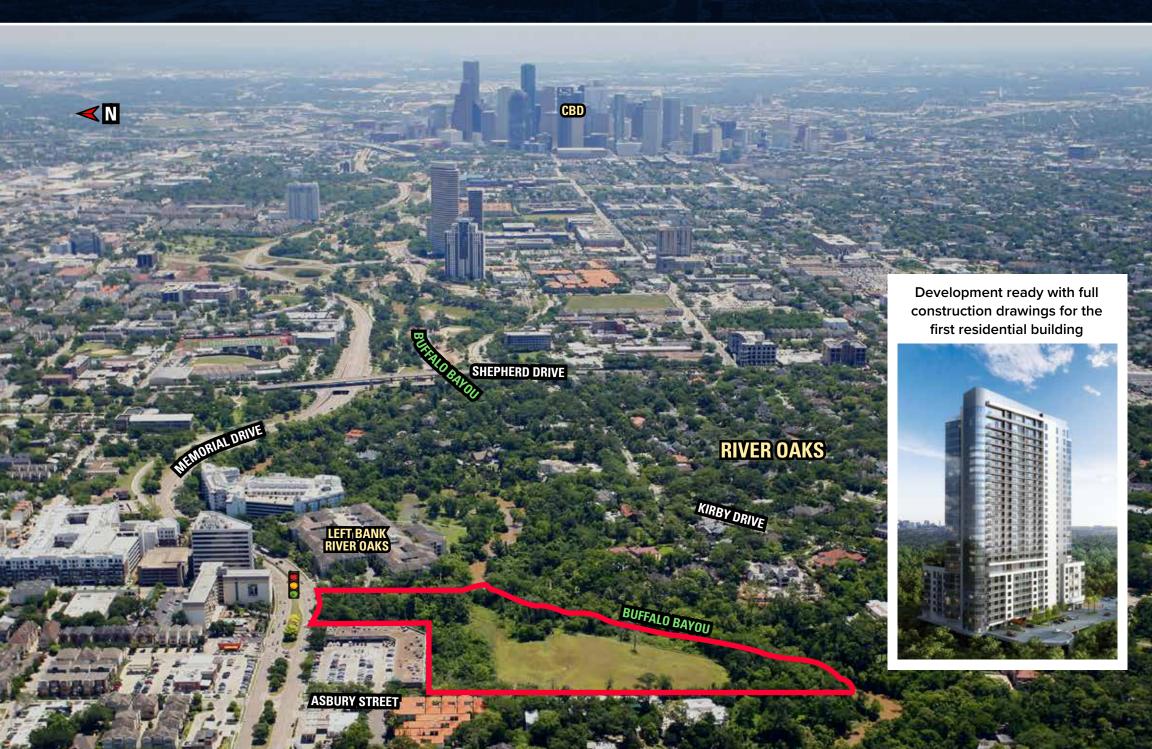
±11.27 Acres on Memorial Drive & Buffalo Bayou









±11.27 Acres on Memorial Drive

HOUSTON, TEXAS • CONFIDENTIAL OFFERING MEMORANDUM

JLL & Lewis Property Company, on behalf of Ownership, is pleased to present the rare opportunity to acquire a premier development opportunity on ±11.27 acre site along the iconic Buffalo Bayou in Houston, Texas ("The Property"). The Property is the only undeveloped site along the bayou between the Galleria and the CBD and offers an urban wilderness with unrivaled views across Houston that will be preserved by the low-rise homes of the prestigious River Oaks subdivision. The development of the property has undergone extensive planning and due diligence, including a GMP set of construction drawings for the first multi-family tower. The site is located on Memorial Drive, providing quick and uncongested access to the CBD and Galleria. The Property is an irreplaceable development opportunity that is well positioned to capitalize on the strength of Houston's growing economy.

EXCLUSIVELY OFFERED BY

INVESTMENT SALES

DAVIS ADAMS
Managing Director

MICHAEL KING Analyst

FOR CAPITAL INQUIRIES

CORTNEY COLEManaging Director



9 Greenway Plaza, Suite 700 Houston, Texas 77046 Phone (713) 852-3500 Fax (713) 852-3490 us.ill.com/capitalmarkets



3773 Richmond Avenue, Suite 200 Houston, Texas 77046 Phone (713) 533-4400 Fax (713) 533-4401

INVESTMENT HIGHLIGHTS

URBAN WILDERNESS

- Located along the banks of the Buffalo Bayou preserves a natural and picturesque setting in an urban, inner-city environment, a scarcity in Houston.
- Spectacular views in all directions, particularly overlooking River Oaks, Buffalo Bayou, Texas Medical Center, Greenway Plaza, Memorial Park, the Galleria, and CBD.
- The Property is positioned on a peninsula that extends into the meandering bayou, which along with height restrictions on the neighboring western property, preserves views for years to come.
- Surrounded by high income earners with an average household income of over \$180,000 within one
 mile
- ±281 feet of frontage along Memorial Drive, a prestigious and uncongested east/west thoroughfare connecting the CBD to the Galleria and Memorial Villages.

LOCATION

- Short commute times to Houston's largest employment centers, 6 minutes to Downtown, 9 minutes to the Galleria, 10 minutes to Greenway Plaza, and 13 minutes to the Texas Medical Center.
- Within walking distance to the approximately 1,500 acre Memorial Park, a favorite among Houston's joggers, golfers, and nature enthusiasts.
- Possessing ±1,150 feet of bayou frontage and within walking distance to the Buffalo Bayou Park, featuring watercraft and bike rentals, summer concerts, and miles of walking trails.
- Close proximity to River Oaks, the most prestigious residential neighborhood in Houston and Washington Avenue, a popular entertainment district.

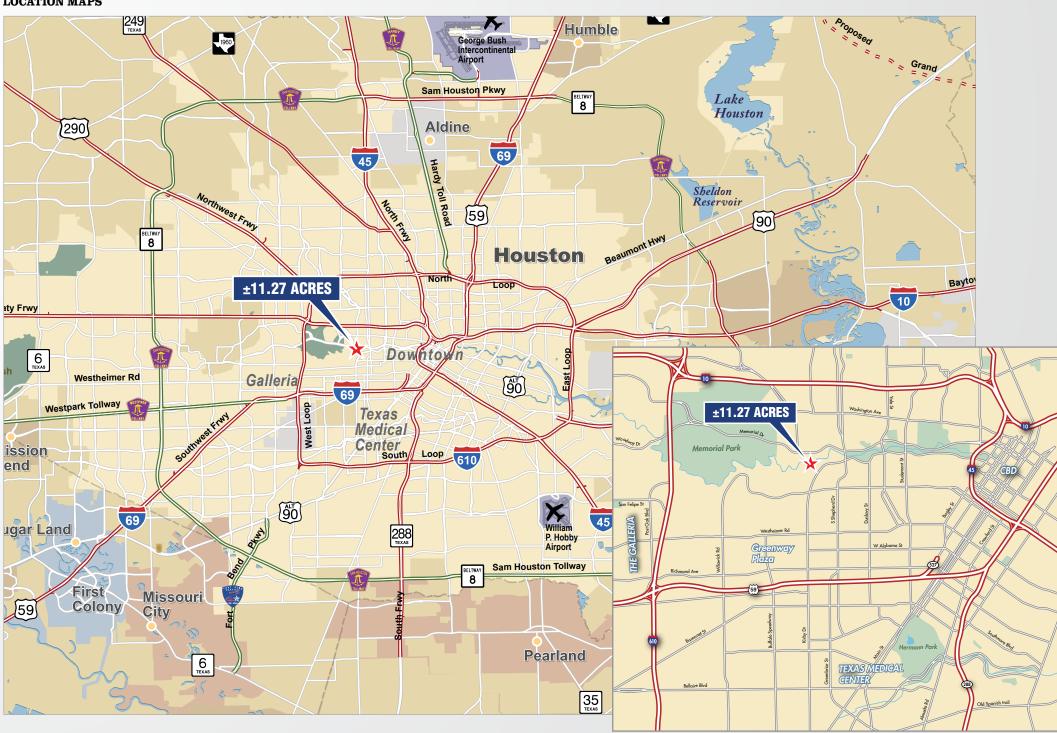
DEVELOPMENT-READY OPPORTUNITY

- A tremendous amount of due diligence and planning has occurred on the property including a full GMP set of construction drawings for the first residential tower, civil and structural engineering plans for the entire site, floodplain mitigation, etc.
- Build into a rapidly growing and dense area with a projected 9.6% population growth rate over the next five years.
- Continued high level of job creation, with year over year job growth adding 91,200 new jobs T-12 in July 2019.

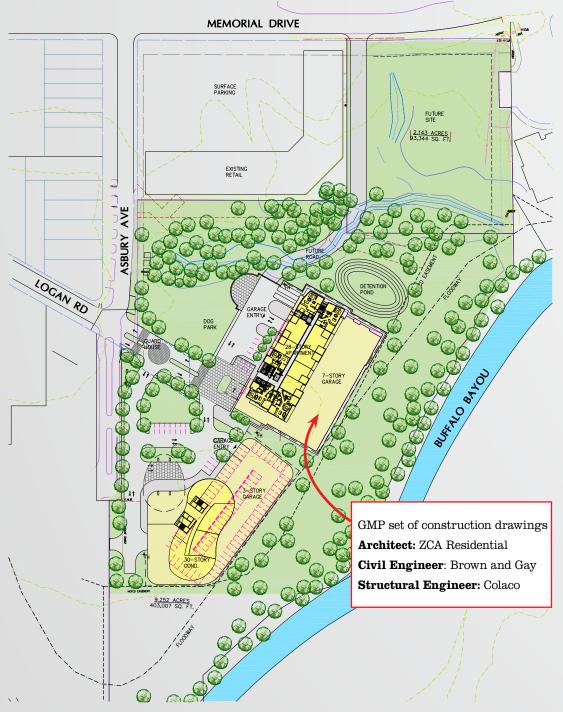




LOCATION MAPS



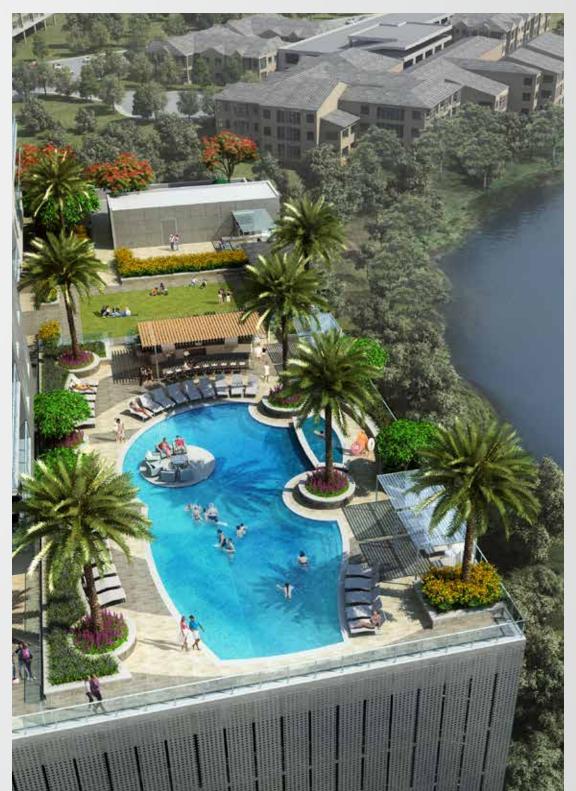
DEVELOPMENT READY











ALTERNATIVE MASSING PLAN



PROPERTY SPECIFICS

LOCATION Wraps SEC of Memorial Drive and Asbury Street (between Shepherd Drive and Westcott Street)

Tract A (Asbury Lane) Tract B (Memorial) Combined Acres LAND SIZE **Gross Land Size** 9.1300 Acres 2.1428 Acres 11.2728 Acres Less HCFC Easement 3.4635 Acres 0.0000 Acres 3.4635 Acres **Net Usable** 5.6665 Acres 2.1428 Acres 7.8093 Acres

FRONTAGE 281.29' of Memorial Drive Frontage

1,150.39' of Buffalo Bayou (Water) Frontage

TRAFFIC COUNT 48,678 Cars per Day - 2012 Memorial Drive west of Asbury Street

ZONING The City of Houston has no zoning regulations

RESTRICTIONS Not subject to any use, height, or density restrictions

WATER SERVICE 8-inch water main in Logan Lane

WASTEWATER SERVICE 8-inch sewer line in Asbury Street

STORM WATER 66" storm sewer on north side of the 9.13 acre tract behind the retail center.

TOPOGRAPHY The main portion of the Property is generally flat along Asbury Street, and slopes off as you approach Buffalo Bayou. There is a ravine in the property that runs

in between the two tracts, behind the shopping center. Past hydrology studies (see data room) show the ravine can be mitigated on-site. The erosion source has been

removed and replaced with the 66" storm sewer shown on the survey.

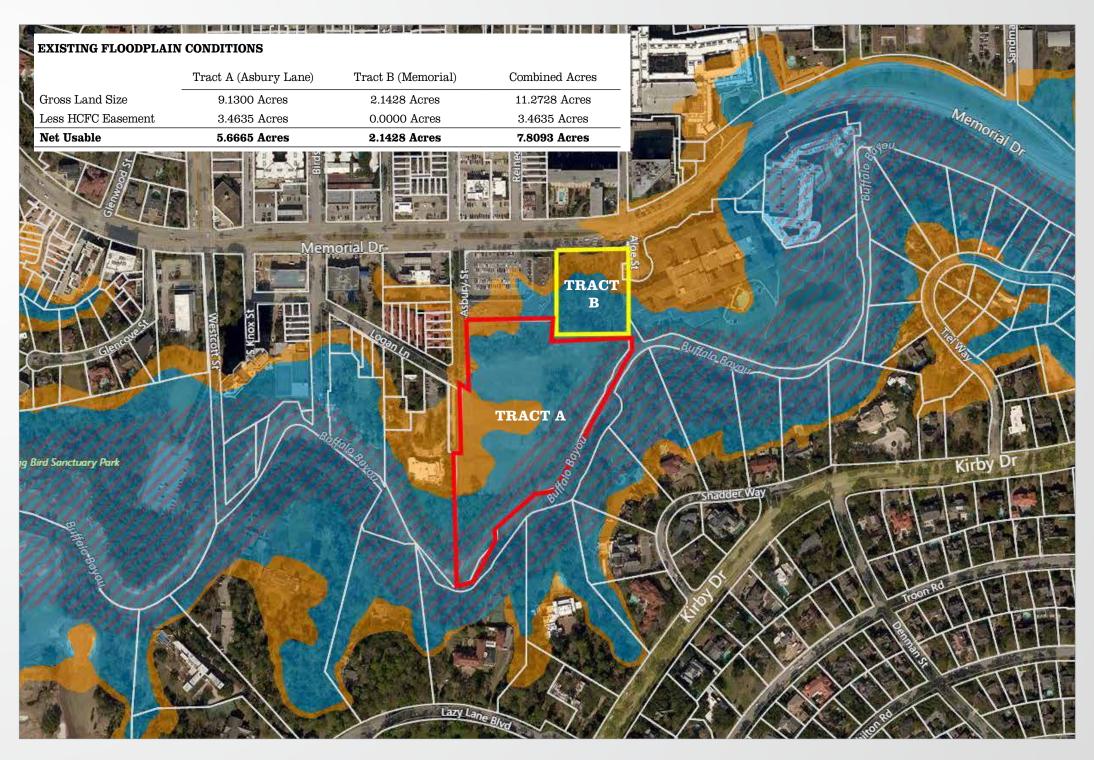
FLOODPLAIN Sections of the Property near Buffalo Bayou lie within the floodplain. The area encumbered with the H.C.F.C.E is primarily in the floodway. Detailed analysis of the

floodplain and fill mitigation options for two - one acre non-floodplain sites from LJA Engineering can be found in the online document center.

ENVIRONMENTAL Existing Phase 1 ESA with subsurface investigation, wetlands, and endangered species assessment is available in the Document Center.

REAL ESTATE TAXESThe Property is under the jurisdiction of the Harris County Appraisal District (HCAD). Total tax rate for the Property is \$2.530443.

Parcel I (Memorial) 122-157-001-0002 Parcel II (Asbury) 126-434-001-0001



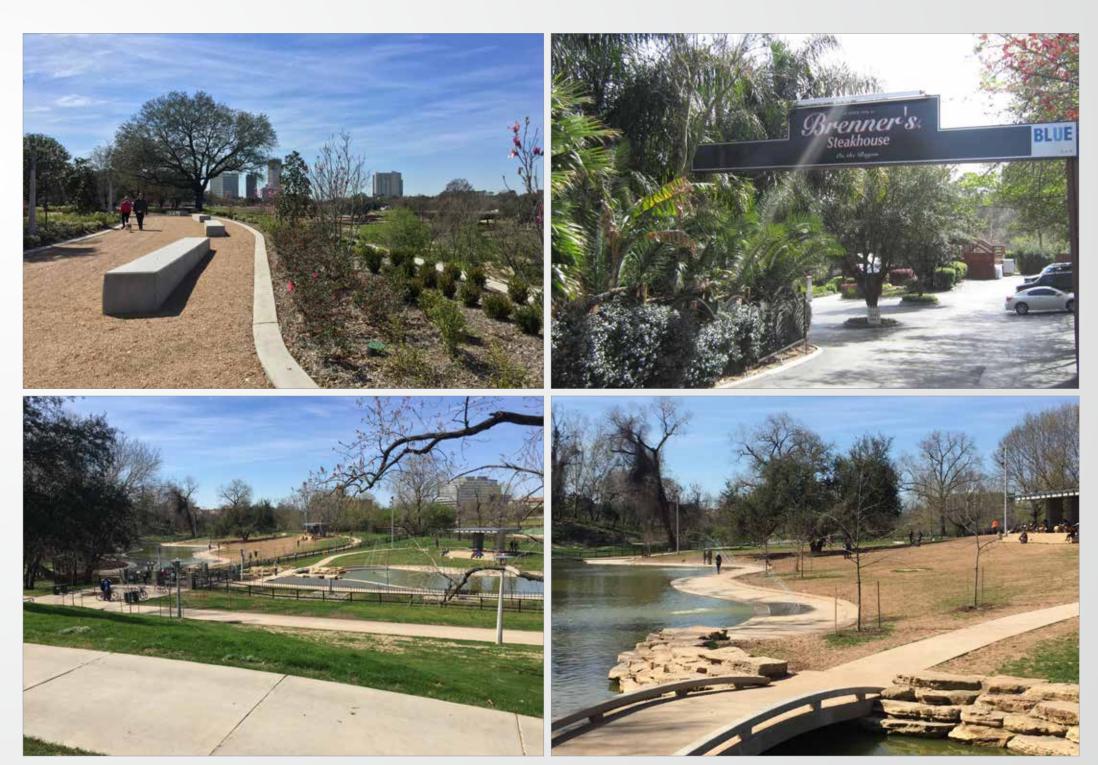
EASEMENT & RESTRICTIONS



- 1. Adjacent Land 75 foot height restriction until February 1, 2025.
 - See Declaration of Restrictive Covenants recorded in H.C. File Clerk #Y234371.
- 2. Owner of subject property shall have a perpetual, nonexclusive easement for utilities and access, and shall have control of design and construction of improvements in the easement subject to the letter agreement referenced below.

See Reciprocal Easement Agreement for Utilities and Access as recorded under H.C. File Clerk #Y234370.

See letter from Fred Welling dated 2/21/13 regarding Reciprocal Easement Agreement for Utilities and Access.



AREA OVERVIEW

DEMOGRAPHICS			
DEMOGRAPHICS	1-MILE	3-MILE	5-MILE
2019 Population Estimate	19,833	175,818	497,308
2024 Projection	21,744	190,466	513,220
Growth 2019-2024	9.63%	8.33%	7.08%
2019 Average Household Income	\$180,243	\$147,117	\$129,598
% HH income \$250,000+	22.93%	16.71%	14.01%
Median Owner Occ. Housing Value	\$471,653	\$482,267	\$450,389

SCHOOLS

The Property is in the Houston Independent School District and is within an eight-minute drive of all three schools to which it is zoned.

SCH00L	DISTANCE	RATING	ENROLLMENT
Memorial Elementary	1.2 miles	Α	501
Hogg Middle	3.8 miles	В	895
Lamar High	2.7 miles	В	3,424

The Texas Education Agency (TEA) rates schools and school districts on an A-F scale. Recognized is TEA's second highest rating.

Private schools are also easily accessible from the Property. St. Johns School is highly regarded as one of Houston's best private schools and is located only 2.9 miles south of the Property. Additionally, the Property is conveniently located nearby to St. Thomas High School (All Male), River Oaks Baptist (pre-K – 8th), as well as several other respected private schools.



RIVER OAKS

The Property is located with views overlooking River Oaks, one of Houston's most desirable residential addresses, and the exclusive River Oaks Country Club. River Oaks is the city's most prestigious and wealthiest residential enclave spanning 1,100 acres comprising 1,288 estates that average over \$1.2 million.



WASHINGTON AVENUE

The Washington Avenue Corridor is an ultra-trendy, entertainment and restaurant district with more than 200 eateries, bars, and clubs along a three-mile stretch of Washington Avenue.

WALKABILITY

The Property is walkable and within a mile and a half of highly desirable amenities including Memorial Park, Washington Avenue, Buffalo Bayou Park, Bayou Bend Collection and Gardens, and the River Oaks Shopping Center. The Property has a Walk Score of 65 which is considerably higher than the Houston average of 49.

MUSEUMS

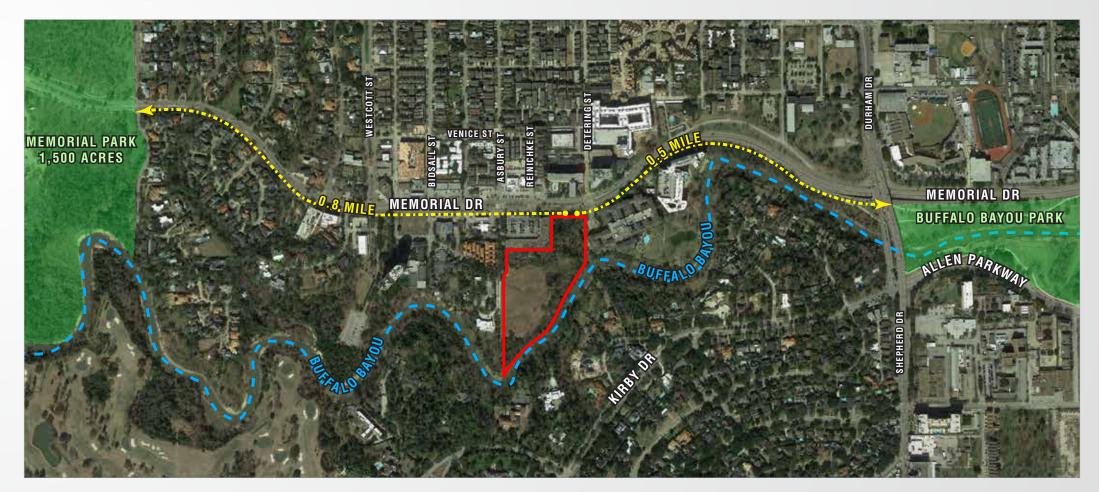
The Museum of Fine Arts, Houston (MFAH) has two facilities near the Property. The Bayou Bend Collection and Garden is MFAH's museum for American decorative arts and paintings. The Museum is situated in the former house of noted Houston Philanthropist Ima Hogg and consists of 14 acres of organically maintained gardens. The Rienzi is located on 4 acres of heavily wooded gardens in River Oaks and houses European decorative arts and paintings.







AREA OVERVIEW



BUFFALO BAYOU

Likened to Houston's own Central Park, Buffalo Bayou Park, which runs from downtown to Shepherd, recently completed a \$58 million restoration. Upgrades to the park include extension of the blue lunar cycle lighting, two pedestrian bridges and new and upgraded bicycle and jogging trails.

MEMORIAL PARK

The Property is located a short 0.8 mile walk away from Memorial Park, the most popular spot for Houston's nature enthusiasts. The park provides a much needed outdoor space in the midst of Houston's "Inner Loop" featuring approximately 1,500 acres, including trails, sports fields, and a golf course.

HIKE AND BIKE TRAIL EASEMENT

An easement on the 11 acres (within the HCFCD easement) is being negotiated with the Houston Parks Board in conjunction with its Bayou Greenways 2020 initiative (https://houstonparksboard.org/about/bayou-greenways-2020).

BUFFALO BAYOU PARK

The Buffalo Bayou Partnership's ("BBP") jurisdiction officially begins when Buffalo Bayou hits Shepherd Drive and includes 10-square miles of the bayou corridor, this stretch is referred to as Buffalo Bayou Park. The bayou flows through Buffalo Bayou Park along Allen Parkway, through the northern part of downtown. Over the past 15 years alone, BBP has raised and leveraged more than \$125 million for Buffalo Bayou's revitalization. Special park features include:

- Hike and bike trails
- Exercise stations
- Jim Mozola Memorial Disc Golf Course (north bank immediately west of Sabine Street)

LIGHTED AREAS

OTHER AREAS

Dawn to Dusk

6 am-11 pm (except as posted)

0.45 Trail Segment Distances

B-cycle Station

METRORail Station

■ METRORail Lines

JOHNNY STEELE DOG PARK

BARBARA FISH DANIEL

7 am-8 pm

7 am-8 pm

For visitor center hours and bike or kayak/canoe rental

information, visit buffalobayou.org or call 713.752.0314.

Dog Park (Allen Parkway at Studewood)



estored and is situated near a visitor center housing restrooms

kayak/canoe rentals; The Dunlavy, a private event space; and

The Kitchen at The Dunlavy, offering breakfast and lunch daily

Additional points of interest include: Lost Lake Gardens α gift

from The Garden Club of Houston, H-E-B Cascade, The Robert & Janice McNaii

Foundation Terrace, Emma's Embankment, BBVA Compass Boardwalk and the

Ann Lents and David Heaney Stairway leading to a boat launch. East of Lost Lake

the 345-foot long Jackson Hill Bridge soars 40 feet above the bayou. Park users

can rest at the bridge's Powell Foundation Landing or Sterling-Turner Foundation

3 WORTHAM FOUNDATION GROVE

Affectionately known as the "Dandelion," the Gus S. Worthan

Memorial Fountain's brass starburst of pipes sprays joggers

cyclists and walkers offering a cool respite from the heat. Points of

interest at this favorite meeting spot include: Cullen Foundation

Overlook; John R. Eckel, Jr. Foundation Overlook; Fountain

Gardens a aift from River Oaks Garden Club: and Locke Lord LLF

and The Kayser Foundation Garden Seating Area.

Family Overlook and

lesus Bautista Morol

Pay your respects to

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6 HOUSTON POLICE O

Overlook

Tennis Court

Audio Tour

Visitor Center Pavilion

download at buffalobayou.org

BUFFALO BAYOU RESTORATION

The Property is located approximately a half mile away from the Buffalo Bayou Park. The Park is a popular spot for locals, featuring paved concrete trails that traverse the bayou, a skate park, as well as a concert venue that hosts the highly regarded Free Press Summer Fest music festival. The 160 acre Shepherd to Sabine portion of the Park recently completed a \$58 million renovation. The improvements are aimed at making the Park more accessible, adding amenities, mend bayou water clarity and habitat, increase flood control, and generate more interest in the Park. The major changes that park goers will enjoy is two new pedestrian bridges crossing the bayou, new and upgraded trails, improvements to the Dog Park, and enhancements to the concert/performance venue. Additionally, the project will include two new destinations. One of the new venues is the Lost Lake which will feature a paddle craft launch, a picnic pavilion, and a restored pond.

Courtnessy of Buffalo Bayou Partnership



Next Door to One of the Largest Urban Parks in the United States

 ± 11.27 Acres on Memorial Drive is close to Memorial Park, unique among the nation's urban parks in terms of size, breadth of amenities, and quality of natural features. It is Houston's largest recreational asset.

QUICK FACTS

1,466Acres

4 MILLION

Visitors

Annually

30 MILES

Trails for Biking, Hiking, Running and Walking 65,000

Rounds of Golf Played Annually **155 ACRES**

Arboretum and Nature Center

NATIONAL URBAN PARK COMPARISONS



AMENITIES AND FACILITIES

Arboretum
Baseball & Softball
Botanical Gardens
Croquet
Cycling & Mountain Biking

Educational Classes Food Trucks & Dining Football & Rugby Golf

Hiking

Lockers & Showers Nature Center Picnics & Events Playgrounds Polo Running & Walking Soccer Swimming Tennis Weight Training

AMENITIES MAP



A larger version of this map is available in the Document Center.

Award-Winning Memorial Park Master-Plan Underway

The City of Houston officially approved a long-range master plan in 2015, ushering in the next phase of innovations and improvements for this urban wilderness.

The master plan, which was developed by Nelson Byrd Woltz, a world-renowned landscape architecture firm, has already won a prestigious national award from the American Society of Landscape Architects.

QUICK FACTS AND TIMELINE PROGRESS

20 YEARS
Timeline for Full Implementation

\$205 MILLION

Committed Funds to Master Plan 2015

First Project (Eastern Glades) Began 2018

Eastern Glades
Phase 1
Completed

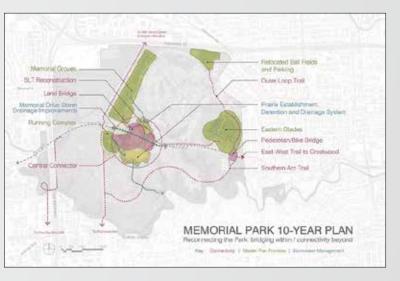
2019

Golf Course Renovations Began

MASTER PLAN COMPONENTS

- Improve amenities
- Add 30+ miles of trails for hiking, biking, running and walking
- Rebuild and refresh sports fields and picnic areas
- Connect 100s of acres of underutilized or inaccessible land
- Honor park history and military origin
- Preserve distinct ecologies present in the park
- Restore and nurture native plant and animal life
- Add measures to enhance security
- · Capture and reuse storm water
- Improve infrastructure

10 YEAR PLAN RENDERING



Full master plan with renderings is available in the Document Center.

KEY UPDATES UNDERWAY TO BENEFIT ELAN MEMORIAL PARK

Eastern Glades - The Inaugural Master Plan Project



<u>Size:</u> 100 underused and inaccessible acres on the eastide of the park.

<u>Timing:</u> Broke ground in 2015. First phase completed Oct 2018. Fully complete 2020.

Scope: Expands picnic facilities. Extends multi-use trail to full 3 miles. Establishes 5-acre lake and wetlands. Adds new pedestrian entrance and more pedestrian-friendly amenities. Adds parking and restrooms.

Memorial Park Golf Course – New PGA Tour Event Site



<u>Size:</u> 250 acres. One of the best municipal courses in the nation. Inducted into Texas Golf Hall of Fame in 2016.

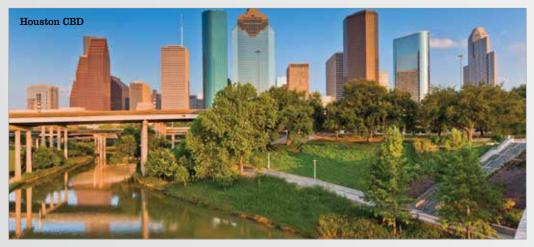
<u>Timing:</u> Broke ground in Jan 2019. Complete by Nov 2019. Host Houston Open in Fall 2020.

Scope: Course update/redesign by Tom Doak. New practice facility with two-level hitting bay. New First Tee complex with four-hole course. Update clubhouse.

EMPLOYMENT CENTERS

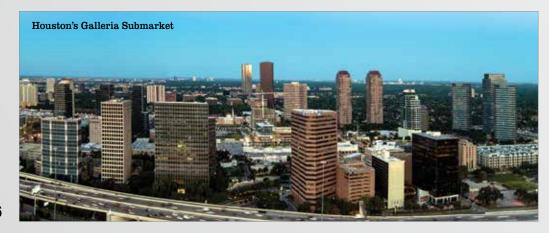
CBD

• The Property is less than 4 miles from the Houston CBD, Houston's largest employment center, where 5,585 companies (including 12 Fortune 500 firms) employ 140,000 personnel in 99 office buildings totaling 48.7 million square feet. Downtown has had a capital investment of \$4 billion since the mid-1990s and now has nearly \$3 billion planned in the next wave of development and infrastructure improvements.



THE GALLERIA

• Only 4 miles away from the Galleria, the city's fourth largest employment center with more than 200,000 daily visitors and 2,000 companies employing 80,000 personnel in 23 million square feet of commercial office space and five million square feet of high-end retail. There is more than \$1 billion in new commercial developments planned in the Galleria over the next five years including its first new office towers in three decades.





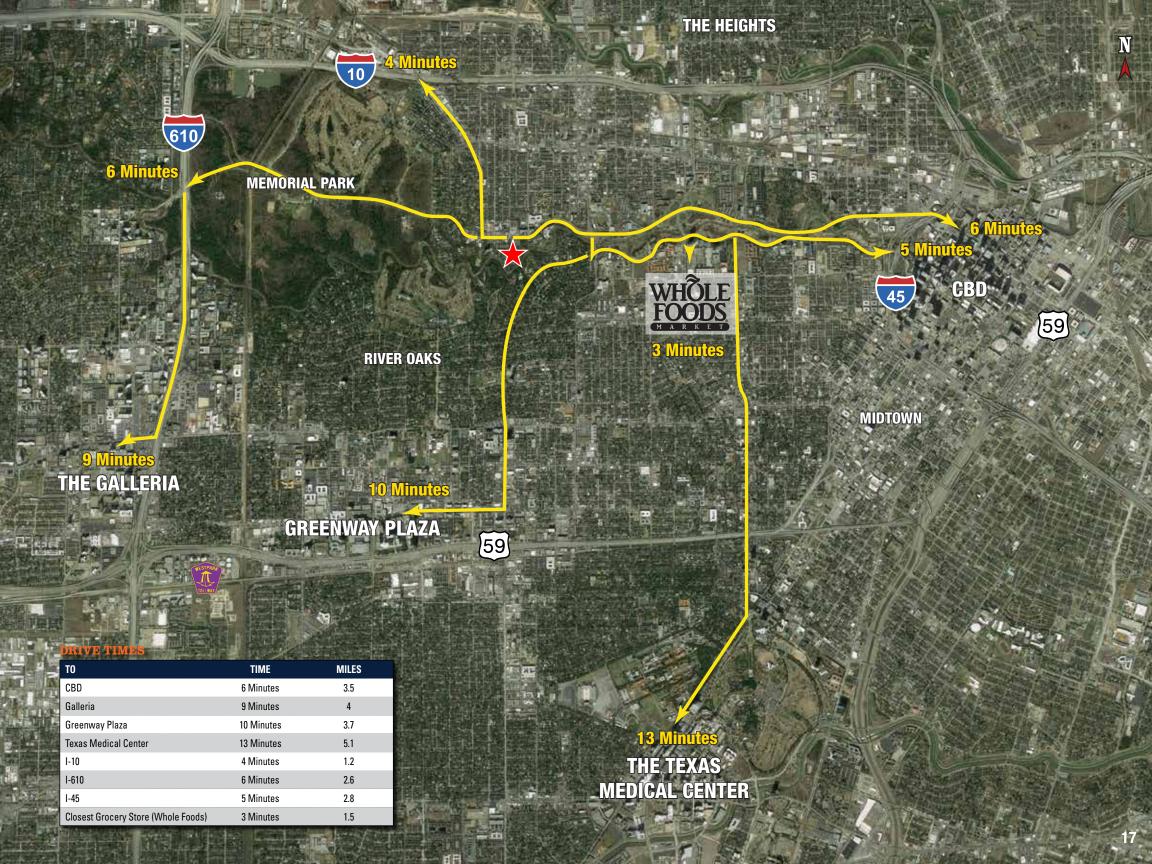
GREENWAY PLAZA

• Located less than 4 miles away, Greenway Plaza pioneered what is commonly known today as "mixed-use" development over 40 years ago and continues to be one of Houston's major employment centers. The landmark 65-acre property at its core features 10 office buildings totaling 4.3 million square feet, twin 30-story towers, a 388-room Doubletree Hotel, and a mix of retail and restaurants. The Property is also home to Lakewood Church, which is the largest non-denominational church in the U.S. averaging 43,500 worshipers per week. Today, the Greenway Plaza area is home to over 40,000 workers.



THE TEXAS MEDICAL CENTER

• Only five miles away from the Texas Medical Center, the largest medical center in the world, spanning 1,300 acres and encompassing 45.5 million gross square feet of patient care, education and research space with over 50 member institutions and a workforce of 106,000. The Texas Medical Center hosts 7.2 million visitors per year and is home to 34,000 full-time students. The five-year plan for the Texas Medical Center includes an additional 1.1 million square feet of office space and the addition of 30,000 jobs.



HOUSTON ECONOMIC OVERVIEW

HOUSTON ECONOMIC ENGINE

Houston Economic Engine - The Houston MSA covers nearly 10,000 square miles and is home to over 3 million jobs. It is a global gateway city, boasting a history of impressive GDP, population, and employment growth. Its citizens' storied history of philanthropy has led to the creation of, among other things, the Energy Capital of the World, largest medical center in the world, the largest U.S. export port, and a globally renowned arts hub.

Impressive GDP Growth

- Houston's 2017 GDP of \$490 billion ranks it the 7th-largest economy in the U.S.
- If Houston were an independent nation, the region would have the 24th-largest economy in the world, behind Belgium and ahead of Thailand.
- GDP is expected to more than double between 2020 and 2045

NATION-LEADING EMPLOYMENT GROWTH

Consistent employment growth in almost every industry

- In 2018, Houston created 73,300 jobs for 2.4% year over year growth
- Houston finished the year behind Dallas-Fort Worth and ahead of New York City in total jobs added for the same period, #2 in the total jobs added by MSA in 2018
- Over the previous 20 years, job growth averaged 1.7% annually
- Significant job growth across almost every industry has enabled Houston to further diversify its economy
- Houston has more than doubled its employment base in the past 35 years, adding more than
 1.5 million employees since 1980



- There are 21 Fortune 500 companies headquartered in the Houston metro area, ranking Houston fourth in the country behind New York (63), Chicago (34) and Dallas-Fort Worth (22). Houston is home to 41 companies on the Fortune 1000 list. Many of these companies are tied to upstream, midstream and downstream oil and gas, and represent several other industries, including food distribution, utilities, automotive retail, telecom, and waste management.
- With over 3 million employees, the Houston MSA is home to more jobs than 35 U.S. states

NATION-LEADING POPULATION GROWTH

When it comes to population growth, almost no city in America tops Houston.

- Fifth-largest MSA in the U.S. with a population of 6.99 million, and fourth-largest city with a population of over 2.3 million.
- Houston MSA's population is larger than the populations of Maryland or Missouri.
- Projected population of over 7.5 million by 2025
- Between July 2017 and July 2018 Houston added 91,689 new residents, ranking it #3 among
 U.S. metros after Dallas-Fort Worth and Phoenix
- The Dallas-Fort Worth and Houston metro areas each gained over 1,000,000 residents between 2010 and 2018; the only two metros in the country to do so
- Harris County added 605,000 people to reach 4,699,000 in 2018
- Harris County is now the third most populous country in the nation behind only Los Angeles County and Cook County, Illinois
- The average age of Houston's residents is 32 years old, well below the national average of 38.
- A recent report by the Kinder Institute of Urban Research and the Hobby Center for the Study of Texas which analyzed U.S. census data from 1990, 2000, and 2010 proclaimed

Houston the most ethnically diverse city in the nation, surpassing even New York City.

• More than 1.6 million Houstonians, or more than one in four, are foreign-born

THE ENERGY CAPITAL OF THE WORLD

- Home to over 4,600 energy-related companies, Houston is known as the "Energy Capital of the World" nearly every major energy company in the world has an office in Houston.
- The Houston region is home to 44 of the United States' 128 publicly-traded oil and gas exploration companies, including 10 of the top 25; nine more of the top 25 have subsidiary offices, major divisions and other significant operations in Houston.
- Houston employs 25% of the nation's oil and gas extraction jobs



Houston is home to 83,100 engineers and architects, making it one of the highest concentrations
of engineering talent in the nation

THE WORLD'S LARGEST MEDICAL CENTER

- With 45.8 million square feet, Texas Medical Center is the largest life sciences destination in the world and is projected to grow by more than 15 million square feet over the next three years.
- The Texas Medical Center is home to over 56 member institutions (including 21 hospitals).
- The TMC is equivalent to the size of the eighth-largest Central Business District (CBD) in the U.S., and it has tripled in size over the past 20 years.
- There are currently \$3 billion in new hospital projects under construction plus a planned \$1.5 billion collaborative research campus and mixed-use developed called the TMC|3.
- With over 106,000 employees (more than ExxonMobil, Google, or Apple), 50,000 life science students, and thousands of volunteers and patient visits, over 160,000 people visit Texas Medical Center each day.
- Over the course of the year, The TMC welcomes over 8 million annual patient visits



- TMC3 Collaborative Research Campus
 - o Expected opening 2022
 - o 1.5 million sf development
 - o 30-acre research hub
 - o Will create 30,000+ jobs
 - o Will have over a \$5.2 billion impact on Houston's economy

PORT OF HOUSTON: THE NATION'S LEADING EXPORT PORT

- The Port of Houston has ranked first in the U.S. in import tonnage for the past 25 years, is the largest Gulf Coast container port, and has ranked 2nd in total tonnage for 26 straight years.
- The Houston-Galveston Customs District handled \$233 billion in trade in 2018, including \$92 billion in imports and \$140 billion in exports. That makes Houston the largest export market in the U.S.
- There are ten major rail companies that connect the Port of Houston to the largest markets in the continental U.S., Canada, and Mexico.

HOUSTON: ONE OF ONLY EIGHT U.S. CITIES WITH TWO INTERNATIONAL AIRPORTS

- Approximately 200 locales are available via nonstop flights from Houston
- The Houston airport system supports more than 230,000 regional jobs and contributes more than \$27 billion to the local economy
- The Houston Airport System handled 49.2 million passengers (80% domestic and 20% international) through November 2017, as well as 393,738 metric tons of air freight
- Recognized worldwide as a key global gateway with particularly strong connectivity to Latin America

GLOBAL HUB FOR ARTS AND CULTURE

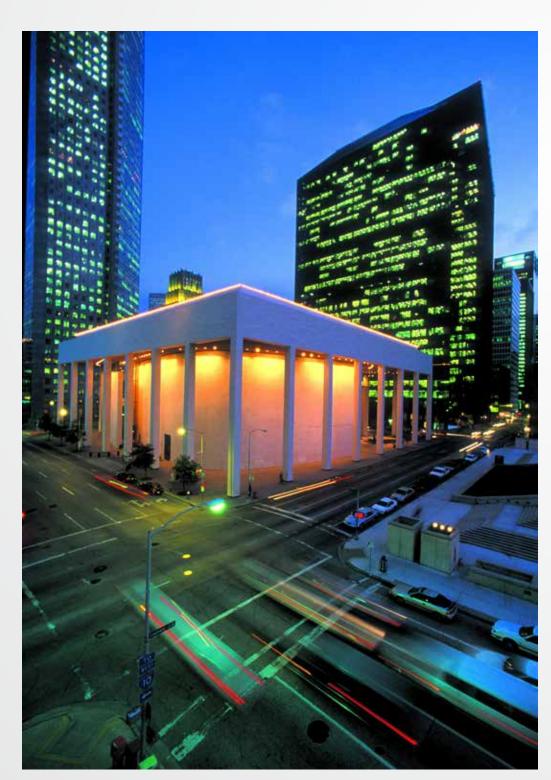
Houston's Theater District in downtown Houston has the second-most number of theater seats of any U.S. city after New York City (14,000+). The Houston Museum District boasts over 20 museums, galleries and cultural centers such as the Museum of Fine Arts, Houston (MFAH), the Menil Collection, and the Houston Museum of Natural Science.

- The 17-block Theater District in downtown Houston features nine world renowned performing arts organizations, and many smaller ones, in four venues Jones Hall, Wortham Theater Center, Alley Theatre, and Hobby Center for the Performing Arts.
- Houston is one of only five cities with permanent professional resident companies in all of the major performing arts disciplines – opera, ballet, music, and theater.
- Houston is home to 500 institutions devoted to performing and visual arts, science, and history.
- Houston's 50,000+ acres of parks gives it more green space than any other top 10 U.S. metro. Global Presence

Houston ranks third in the U.S. in terms of its total number of consular offices with 90+ countries that maintain official government representation

- There are also 15 foreign governments which also maintain trade and commercial offices, and the Houston metro area has 35 active foreign chambers of commerce.
- The Greater Houston Partnership lists 5,000+ Houston companies doing business abroad and 1,000 Houston firms reporting foreign ownership.
- International firms employ more than 250,000 Houstonians.
- More than 90 foreign firms own nearly 350 properties in Houston, displaying continued interest from overseas investors.







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