Millscope Mansfield Inc

USD 374m 3-year 9.75%

Investing in residential/commercial real estateandHotel development and securities issued by Institutions with an Investment Grade Rating

Millscope Markets
Your Private Capital Partners

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Terms

Millscope Mansfield Inc intends to fund the Mansfield Realty Inc projects, as well as investing in securities issued by Investment Grade Institutions. The issue is USD 374m in which Millscope Mansfield will acquire securities issued by Investment Grade Institutions and allocate funds to the project as per the agreed construction draw schedule

Structure	Secured Corporate Note
Issue	US$ 374,000,000
Coupon	9.75% per annum bi-annually
Period	36 months
Issue price	100%
Security	1st mortgage as per rating guidelines in PPM / Securities issued by institutions with Investment Grade rating / Reserve Funds
Issuer	Millscope Mansfield Inc
Listing	Not Listed
Individual notes	Reg D 506 C minimum US $200,000
Borrower	Mansfield Sport District, Inc.
Use of proceeds	Investing and lending into Hotel and Real Estate Developments in Mansfield Texas and investing in securities issued by issuers with an investment grade rating
Governing law	Delaware

Millscope Mansfield funding model

Use of note proceeds

The targeted $374m note will be used first to finance the Mansfield Realty Inc projects as per the agreed draw down schedule. Funds will be invested into securities issued by Investment grade institutions to generate returns until the funds are required for the project as per the agreed draw down schedule.

Mansfield

Mansfield Sport District Inc (“Mansfield”) is a newly incorporated Texas SPV for the development of Sports Hotels, commercial and residential real estate projects in Mansfield, Texas at the heart of the City of Mansfield stadium and a 300-acre sports park. Manassfield Sports Stadium is leased by the FC Dallas and Texas Rangers organizations.

Investment securities

Millscope Mansfield has access to sufficient securities to generate positive cash flow. Millscope Mansfield Inc. will provide funds to the Mansfield projects as per the agreed drawdown schedule

Mansfield projects

Mansfield Sports District Inc is leading the development efforts in the Mansfield Sports and Entertainment District in Mansfield, Texas through the development of extreme technology enabled and sustainability leading hotels, multifamily, retail, and mixed-use facilities. Supported by the Mansfield EDC and strong partners, the Mansfield Sports District will provide a unique destination and drive value for the market and partners.

Project Overview

- Mansfield Sports and Entertainment District (Staybolt Street) is a new development of approximately 300 acres and includes upscale sports venues managed by Rev Entertainment Group (Globe Life Field and Choctaw Stadium) and FC Dallas (Hunt Sports), mixed use entertainment area, and hotels catering to a variety of demographics.
- Mansfield Sports District Inc has executed Master Development Agreement with The City of Mansfield for Qualified Convention Center and Hotel Project
- Purchase of land and begin work with architects and engineers is first step in executing timeline to Phase I Project Funding with Millscope and PACE Equity

Market Overview

•28+ Million People within 5-Hour Drive

•Close proximity to DFW International Airport (3rd in world for number of passengers)

•High profile venues nearby including 7,000 seat stadium managed by FC Dallas and REV Entertainment, Globe Life Field

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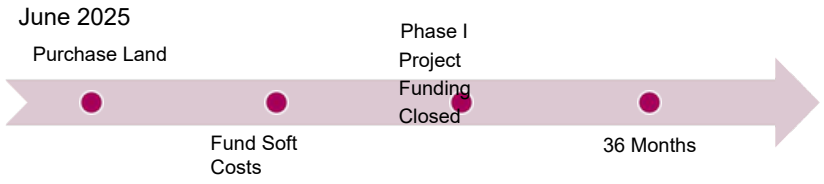
•Stoigtanlilfiincga n$t9 in2f,r0a0s0tr,0u0ct0ure investments

Investment Merits

- Below Market Land Purchase Price
- Investment Collateralized by Project
- Targeted 22% annualized return

Investment Timeline

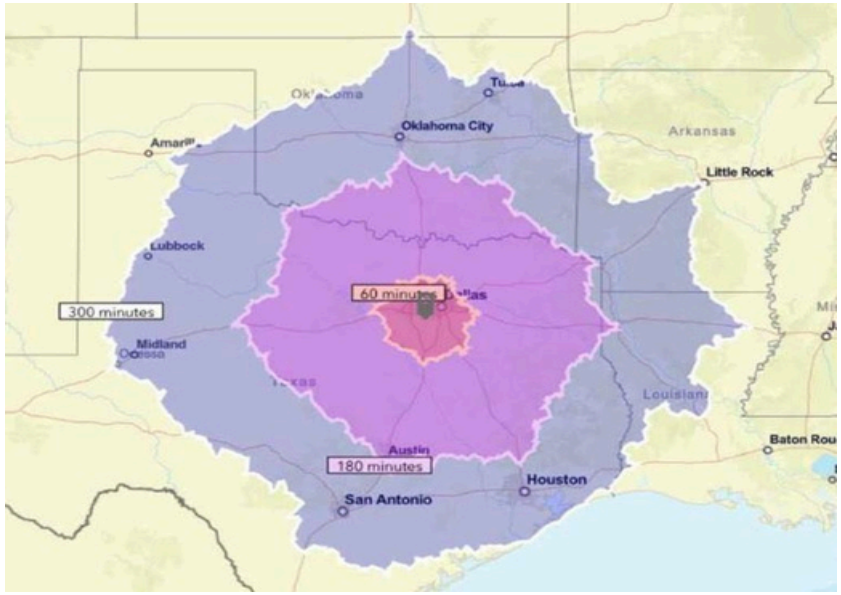


Investment collateralized by project.

Catchment Area

Proximity to Major Metropolitan Areas

- There are several metropolitan areas that contributeto the large size of the drivable market in central Texas. These include Dallas, Fort Worth, Austin, San Antonio, Houston, and Oklahoma City.
- The population is 7.3MM within a 1-hour drive. When expanded to a 3-hour drive-time, the population grows to 13.8MM and grows to 31.7MM within 5 hours.
- In addition, DFW airport provides easy access to this destination for the world.



Strong Demographic Statistics

- Mansfield's populationincreased roughly 28 percent from 2010 to 2020 and is projected to rise through 2027.
- Abundant job opportunities have driven significant population growth within the DFW MSA and is expected to continue at an annual rate of approximately 100,000 people.
- Homeownership rate and median household income are higher in Mansfield than local and national averages.

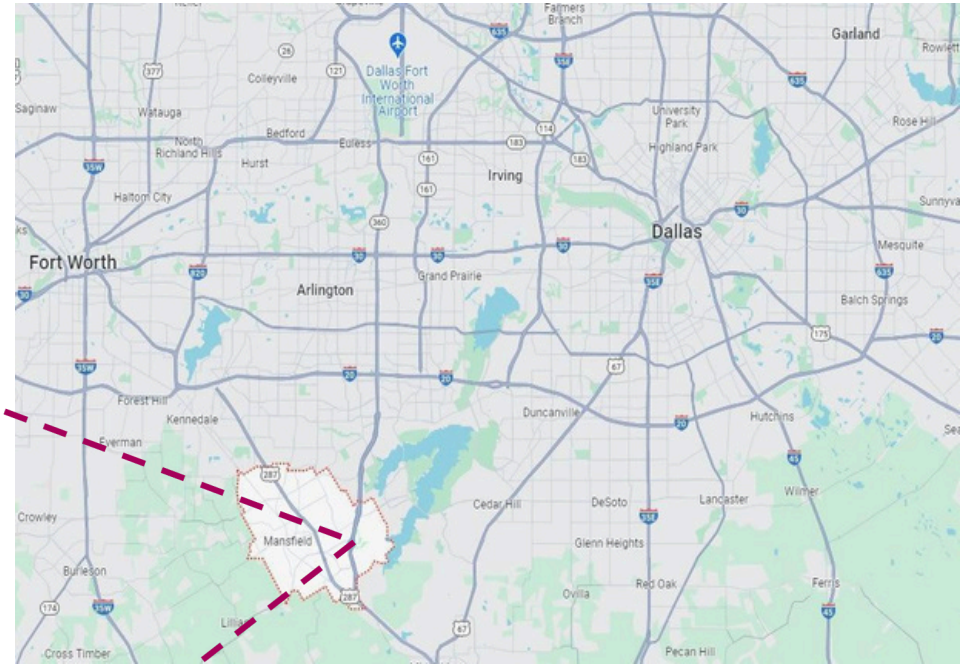
Estimated Drive-Time Statistics from Mansfield, TX (2022)

	1-Hour	3-Hour	5-Hour
Population	7,255,569	13,812,926	31,689,597
Households	2,642,583	5,109,176	11,706,716
Median Household Income	$78,435	$74,443	$70,073
Median Home Value	$281,774	$262,428	$237,580
Median Age	35.1	35.8	36.1

Location

300 Acre district is one of the biggest Public Private Partnership (PPP) initiative in the region just **30 minutes from Dallas and Fort Worth.**

Sport and Entertainment based Mixed Use District with destination retail, restaurants, and multi-family, anchored by **New Stadium and Staybolt Street off of Toll Road 360**



Popular sites like Hawaiian Falls, Mansfield National Golf Club, and nearby AT&T and Globe Life Stadium bring steady tourism and provide **year-round attractions.**

Mansfield Project Overview

Hotel Carbon

World'sonlypatentedsports-centric hotel

Cache Legitimate & KUBO

Lifestylehotelattheintersectionoftechand music

Convention Center

Largestregionalhigh-techconventionandmeeting space

X02 Tower

Iconic luxury oxygen-enrichedcondominiums with hotel-level services

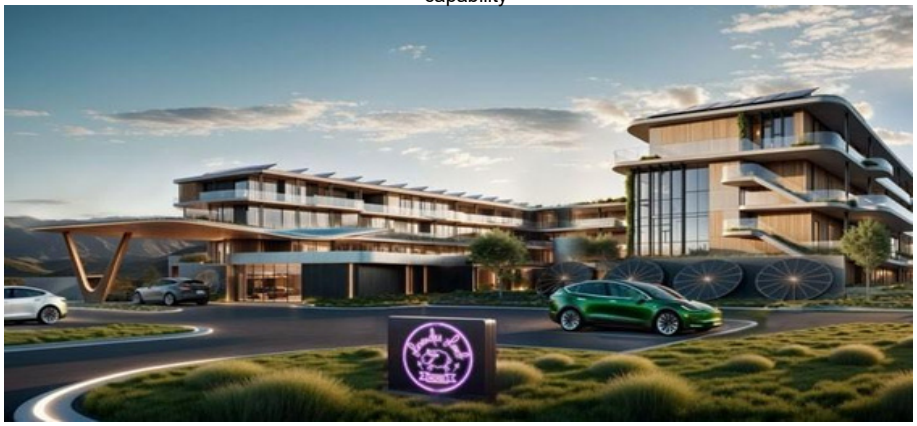
Mansfield Project Overview

Range Legitimate

Lifestyle resortwithintegratedOlympic-styleshooting and golf capability

KAI Legitimate

LuxuryFamilyResortOfferingImmersive Water Attractions



Lavender Lamb

Pet FORWARD!Reimaginationoftheexteriorcorridor hotel – EV-capable.

Verona Gardens

Tech-enabledluxury,parksidemulti-Family Living

De-Risking Factor

- High Profile Development Partners for the Stadium
  - Rev Entertainment (Owned by the Texas Rangers)
  - FC Dallas (Owned by the Hunt Family)
- Public / Private Partnership with Mansfield Convention Center
- City providing land at below market value

Mansfield, FC Dallas break ground on 100-acre soccer and entertainment complex

BY ELIZABETH CAMPBELL
UPDATED AUGUST 20, 2024 10:39 AM

- City paying for all infrastructure (giving us pad ready)
- City and state tax incentives already finalized
- City has planned and already begun infrastructure expenditures increasing value of property
- Quick investment and return of capital timeline

Commercial Real Estate

Stadium construction nears for $1.5B Mansfield mixed-use district

FC Dallas to help manage venue; Lots more development planned

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Development Partners

Construction Manager	**Beck Group** – www.beckgroup.com
Co-Master Developer	**TVG** – www.terravivaglobal.com
General Contractor	**Moss** – www.moss.com
	BuildNext Texas – www.buildnexttexas.com
Advisory & Tax Services	**Baker Tilly** – www.bakertilly.com
Legal & Outside Council	**ClarkHill**– www.clarkhill.com
Insurance & Risk Management	**Alliant** – www.alliant.com
Hotel Development	**Tangram** – www.houseoftangram.com
Hotel Management	**Valor** – www.valorhospitality.com
Property Management	**JLL** – www.jll.com (not yet secured)

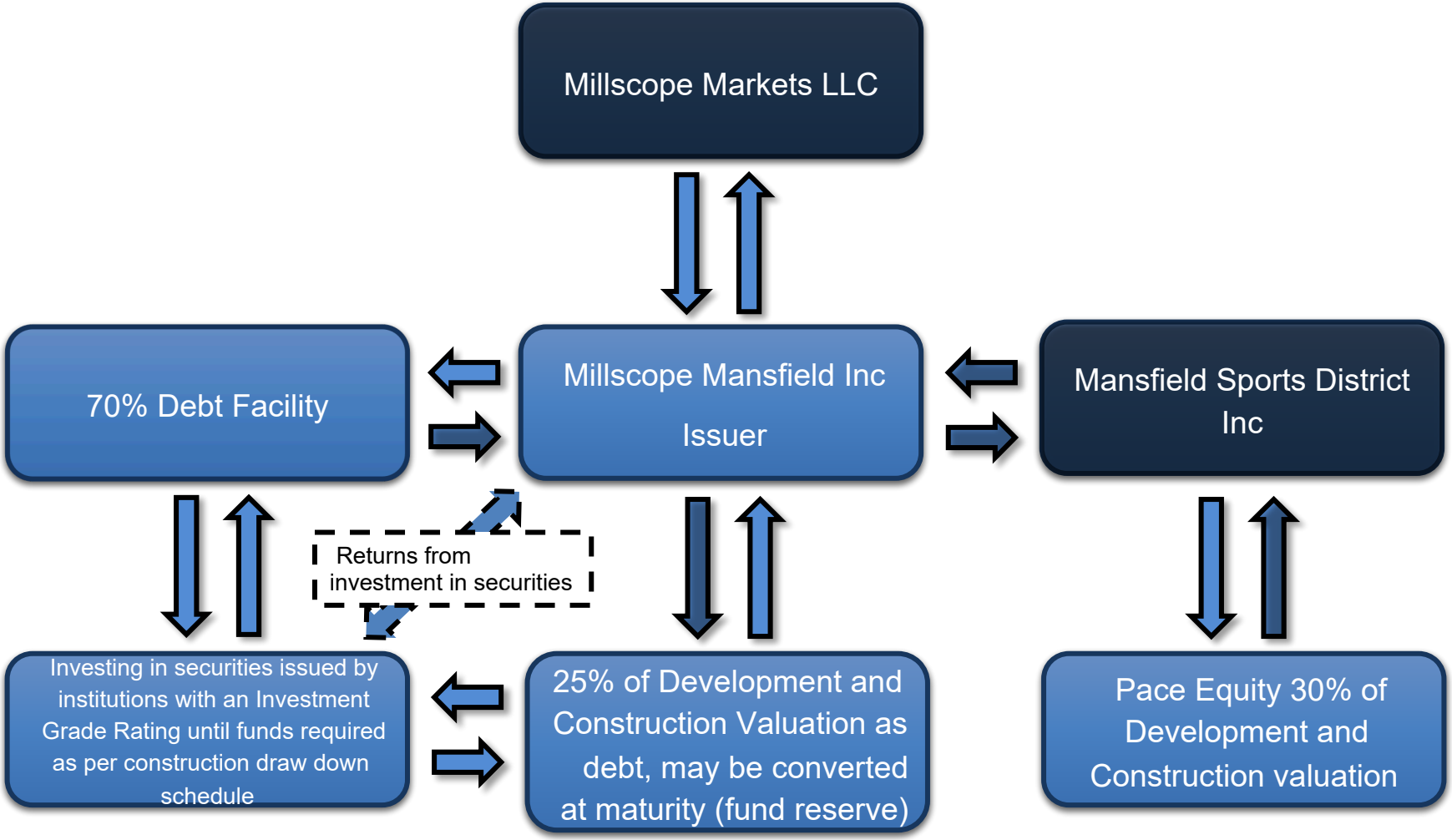
Key Partners

REV Entertainment is owned by the Texas Rangers. Current venues include Globe Life Field and Choctaw Stadium.

City of Mansfield 75-year lease of the Convention Center, strategic marketing for Staybolt Street

Owned by Hunt Family. Professional Soccer Club based in DFW and MLS team. Own the Frisco Toyota Stadium

Financing Structure



Contact

Contact Us

info@millscopemarkets.com

1330 Avenue of Americas
23rd floor, New York NY

www.millscopemarkets.com