

# STARLIGHT U.S. MULTI-FAMILY (NO. 2) CORE PLUS FUND ANNOUNCES STRONG THIRD QUARTER RESULTS INCLUDING ANNUALIZED RENT GROWTH OF 12.2% AND NOI 4.7% AHEAD OF FORECAST



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Toronto – **November 23, 2021** – Starlight U.S. Multi-Family (No. 2) Core Plus Fund (TSXV: SCPT.A and SCPT.U) (the “Fund”) announced today its results of operations and financial condition for the three months ended September 30, 2021 (“Q3-2021”) and the period from January 8, 2021 (date of formation) to September 30, 2021 (“YTD-2021”), which includes 184 days of operating activity (the “Initial Reporting Period”) from March 31, 2021, the closing date of the Fund’s initial public offering (the “Offering”).

All amounts in this press release are in thousands of United States (“U.S.”) dollars except for average monthly rent (“AMR”) or unless otherwise stated. All references to “C\$” are to Canadian dollars.

“We are pleased with the strong operating performance of the Fund including significant improvements in the Fund’s key performance indicators,” commented Evan Kirsh, the Fund’s President. “The Fund reported NOI ahead of Forecast by 4.7%, occupancy of 95.7% and annualized rent growth of 12.2%, as strong demand for leasing continued at the Fund’s properties. The Fund continues to be well positioned to take advantage of favorable market conditions as the economic recovery continues.”

## **Q3-2021 HIGHLIGHTS**

- During Q3-2021, the Fund recorded a fair value gain on investment properties of \$37,890, contributing to the cumulative 20.0% increase over the aggregate purchase price of Montane and Hudson at East (the “Properties”). The fair value gain during Q3-2021 was primarily driven by continued capitalization rate compression from increasing demand in the investment market for multi-family properties across the primary markets of the Fund and net operating income (“NOI”) growth.
- Revenue from property operations and NOI for Q3-2021 were \$3,473 and \$2,244, respectively, representing a 4.2% and 4.7% increase relative to the financial forecast included in the Fund’s prospectus dated March 19, 2021 (the “Forecast”) driven by strong rent growth and cost management.
- Significant increases in rent growth and occupancy were achieved during Q3-2021 with the Fund reporting 12.2% annualized rent growth and economic occupancy of 95.7%, representing increases of 8.8% and 0.8% above the three months ended June 30, 2021, respectively. These significant increases were driven by growth in demand for multi-family suites as well as the continued economic recovery after the initial downturn created by the outbreak of coronavirus (SARS – CoV2) and its variants (“COVID-19”) in the U.S. and the primary markets, as defined below.
- As at November 22, 2021, the Fund had collected 98.6% of rents for Q3-2021, with further amounts expected to be collected in future periods.
- Adjusted funds from operations (“AFFO”) for Q3-2021 was \$1,126 or 8.2% ahead of Forecast with the Fund’s AFFO payout ratio at 75.6%, lower than the forecasted AFFO payout ratio of 82.0%, driven primarily by higher than forecasted NOI at the Properties (see “Non-IFRS Financial Measures”).

- On July 19, 2021, the Fund entered into a six-month variable rate collar contract which allows the Fund to establish a guaranteed monthly exchange rate between C\$1.255 and C\$1.3135 for the conversion of U.S. dollar funds to Canadian dollar funds. The contract was entered into to protect against the potential impact of any weakening of the U.S. dollar on a portion of the amount required to pay the Fund's monthly Canadian dollar distributions and ensure a more favorable exchange rate for conversion of these funds when compared to the rate used to convert the proceeds from the Offering into U.S. dollars of C\$1.252. Subsequent to September 30, 2021, the Fund entered into an additional variable contract (see "Subsequent Events").

## **INITIAL REPORTING PERIOD HIGHLIGHTS**

- The Fund completed the Offering on March 31, 2021 and raised gross subscription proceeds of \$85,408.
- The proceeds from the Offering were used to acquire the Properties on March 31, 2021, which included a total of 675 suites in Denver, Colorado and Orlando, Florida.
- NOI for YTD-2021 was \$4,344 (Forecast - \$4,287), representing an increase of \$57 or 1.3% compared to the Forecast, primarily due to higher than forecasted revenue at Montane.
- AFFO for YTD-2021 was \$2,088 (Forecast - \$2,072) with the Fund's AFFO payout ratio at 82.4%, lower than the forecasted AFFO payout ratio of 82.9%, driven primarily by the higher than forecasted NOI at the Properties.

## **COVID-19 IMPACT**

On March 11, 2020, the World Health Organization characterized the outbreak of COVID-19 as a global pandemic. Although COVID-19 has resulted in a volatile economy, the Fund is well positioned to navigate through this challenging time and continues to undertake proactive measures at the Fund's properties to combat the spread, assist tenants where needed and implement other measures to minimize business interruption. The Fund intends to actively monitor any continued impact COVID-19 may have on the Fund's operating results in future periods specifically as they relate to rent collections, occupancy, rent growth, ancillary fees and expenses incurred for preventative measures in response to COVID-19.

COVID-19 immunization programs continue across the U.S. to varying degrees in different states and jurisdictions with the immunization efforts widely considered to have been successful to date relative to other countries globally. However, there is a risk that delays in the timely administration, changing strains of the virus, including the current rise in the delta variant strain of COVID-19, and reluctance to receive vaccinations could prolong the impacts of COVID-19 and have the potential to cause further adverse economic conditions. According to the U.S. Department of Labor, unemployment rates for September 2021 declined to 4.8% (from a peak of approximately 15% in April 2020) with employment gains broadly diversified across many industries and driven by the continued economic reopening linked to the successful vaccination program across the U.S. The sustained rollout of the vaccination program is expected to continue to improve economic growth and employment throughout the U.S., although there can be no certainty with respect to the timing of these improvements.

Further disclosure surrounding the impact of COVID-19 are included in the Fund Management's Discussion and Analysis in the "COVID-19" and "Future Outlook" sections for Q3-2021 under the Fund's profile, which is available on [www.sedar.com](http://www.sedar.com).

## FINANCIAL CONDITION AND OPERATING RESULTS

Highlights of the financial and operating performance of the Fund as at September 30, 2021 and for Q3-2021 and the Initial Reporting Period is provided below:

	As at September 30, 2021			
<b>Operational Information <sup>(1)</sup></b>				
Number of properties				2
Total suites				675
Economic occupancy <sup>(2)</sup>				95.7%
AMR (in actual dollars)			\$	1,588
AMR per square foot (in actual dollars)			\$	1.63
<b>Summary of Financial Information</b>				
Gross Book Value			\$	243,190
Indebtedness			\$	127,434
Indebtedness to Gross Book Value				52.4%
Weighted average interest rate - as at period end <sup>(3)</sup>				2.48%
Weighted average loan term to maturity				2.30 years
	Q3-2021	Forecast Q3-2021	YTD-2021 <sup>(6)</sup>	Forecast <sup>(7)</sup>
<b>Summary of Financial Information</b>				
Revenue from property operations	\$ 3,473	\$ 3,333	\$ 6,781	\$ 6,678
Property operating costs	\$ (851)	\$ (812)	\$ (1,677)	\$ (1,633)
Property taxes <sup>(4)</sup>	\$ (378)	\$ (377)	\$ (760)	\$ (758)
Adjusted Income from operations / NOI	\$ 2,244	\$ 2,144	\$ 4,344	\$ 4,287
Fund and trust expenses	\$ (271)	\$ (259)	\$ (554)	\$ (521)
Finance costs	\$ (930)	\$ (900)	\$ (1,966)	\$ (1,809)
Other income and expenses <sup>(8)</sup>	\$ 19,307	\$ (1,196)	\$ 17,918	\$ (2,401)
Net income (loss) and comprehensive income (loss)	\$ 20,350	\$ (211)	\$ 19,742	\$ (444)
Funds from operations ("FFO")	\$ 1,053	\$ 985	\$ 1,942	\$ 1,957
FFO per Unit - basic and diluted	\$ 0.10	\$ 0.10	\$ 0.18	\$ 0.18
AFFO	\$ 1,126	\$ 1,041	\$ 2,088	\$ 2,072
AFFO per Unit - basic and diluted	\$ 0.10	\$ 0.10	\$ 0.19	\$ 0.19
Weighted average interest rate - average during period <sup>(5)</sup>	2.48%	2.48%	2.46%	2.49%
Interest coverage ratio	2.46 x	2.38 x	2.37 x	2.36 x
Indebtedness coverage ratio	2.46 x	2.38 x	2.37 x	2.36 x
Distributions to Unitholders	\$ 851	\$ 854	\$ 1,720	\$ 1,717
FFO payout ratio	80.8%	86.7%	88.6%	87.7%
AFFO payout ratio	75.6%	82.0%	82.4%	82.9%
Weighted Average Units Outstanding (000s) - basic and diluted	10,902	10,902	10,902	10,902

(1) The Fund commenced operations following the acquisition of the Fund's properties on March 31, 2021.

(2) Economic occupancy for Q3-2021.

(3) The weighted average interest rate on loans payable is presented as at September 30, 2021 reflecting the prevailing index rate, U.S. 30-day London Interbank Offered Rate ("LIBOR") or Secured Overnight Financing Rate ("SOFR"), as applicable to each loan, as at that date.

(4) Property taxes were adjusted to exclude the International Financial Reporting Interpretations Committee interpretation 21, Levies ("IFRIC 21") fair value adjustment and treat property taxes as an expense that is amortized during the fiscal year for the purpose of calculating NOI. These amounts have been reported under Fair value adjustment IFRIC 21 under the Fund's condensed consolidated interim financial statements for Q3-2021 and YTD-2021.

(5) The weighted average interest rate on loans payable presented reflects the average prevailing index rate, LIBOR or SOFR as applicable to each of the loans payable, throughout each period presented.

(6) Figures represent the actual results of the Initial Reporting Period.

(7) Figures represent the YTD-2021 Forecast adjusted for the Initial Reporting Period.

(8) Includes distributions to unitholders of the Fund, dividends to preferred shareholders, unrealized foreign exchange gain (loss), realized foreign exchange gain, fair value adjustment of investment properties, provision for carried interest and deferred income taxes.

## CASH PROVIDED BY OPERATING ACTIVITIES RECONCILIATION TO AFFO

AFFO and AFFO per unit for Q3-2021 were \$1,126 and \$0.10, respectively (Forecast - \$1,041 and \$0.10), representing an increase in AFFO of \$85 or 8.2%, primarily due to higher than forecasted NOI at the Properties.

The Fund was formed as a “closed-end” limited partnership with an initial term of three years, a targeted yield of 4.0% and a targeted minimum 11% pre-tax investor internal rate of return across all classes of units of the Fund.

A reconciliation of cash provided by operating activities determined in accordance with International Financial Reporting Standards (“IFRS”) to AFFO for Q3-2021 and YTD-2021 is provided below:

	Q3-2021	YTD-2021
<b>Cash provided by operating activities</b>	\$ 1,833	\$ 3,745
Less: interest paid	(803)	(1,599)
<b>Cash provided by operating activities - including interest paid</b>	<b>\$ 1,030</b>	<b>\$ 2,146</b>
Add / (Deduct):		
Change in non-cash operating working capital	(361)	(1,015)
Change in restricted cash	508	1,059
Sustaining capital expenditures and suite renovation reserves	(51)	(102)
<b>AFFO</b>	<b>\$ 1,126</b>	<b>\$ 2,088</b>

## SUBSEQUENT EVENTS

On October 25, 2021, the Fund refinanced the loan payable at Montane for net proceeds of approximately \$3,068. After completion of the refinancing, the property’s loan payable is \$92,000, bears interest at SOFR + 2.43% and requires interest-only payments until October 2024 followed by blended interest and principal payments thereafter until maturity in November 2028.

On November 19, 2021, the Fund entered into a six-month variable rate collar contract to establish a guaranteed monthly exchange rate between C\$1.2500 and C\$1.2920 for the conversion of U.S. dollar funds to Canadian dollar funds for the monthly settlements taking place between February and August 2022. The contract was entered into to protect against the potential impact of any weakening of the U.S. dollar on a portion of the amount required to pay the Fund's monthly Canadian dollar distributions during those periods.

## NON-IFRS FINANCIAL MEASURES

The Fund’s consolidated financial statements are prepared in accordance with IFRS. Certain terms that may be used in this press release including AFFO, AFFO payout ratio, AMR, economic occupancy, FFO, FFO payout ratio, gross book value, indebtedness, indebtedness coverage ratio, indebtedness to gross book value, interest coverage ratio and NOI (collectively, the “Non-IFRS Measures”) as well as other measures discussed elsewhere in this press release, do not have a standardized definition prescribed by IFRS and are, therefore, unlikely to be comparable to similar measures presented by other reporting issuers. The Fund uses these measures to better assess the Fund’s underlying performance and financial position and provides these additional measures so that investors may do the same. Details on Non-IFRS Measures are set out in the Fund’s MD&A in the “Non-IFRS Financial Measures” section for Q3-2021 and are available on the Fund’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## FORWARD-LOOKING STATEMENTS

Certain statements contained in this press release constitute forward-looking information within the meaning of Canadian securities laws and which reflect the Fund’s current expectations regarding future events, including the overall financial performance of the Fund and its properties, including the impact of COVID-19 on the business and operations of the Fund.

Forward-looking information is provided for the purposes of assisting the reader in understanding the Fund’s financial performance, financial position and cash flows as at and for the periods ended

on certain dates and to present information about management's current expectations and plans relating to the future and readers are cautioned that such statements may not be appropriate for other purposes. Forward-looking information may relate to future results, the impact of COVID-19 on the Fund's portfolio as well as the impact of COVID-19 on the markets in which the Fund operates, including the manager's belief of the increased desire to live in less densely populated areas, and the potential for favourable market conditions for multi-family real estate following economic downturns and the trading price of the Fund's listed units, acquisitions, performance, achievements, events, prospects or opportunities for the Fund or the real estate industry and may include statements regarding the financial position, business strategy, acquisitions, budgets, litigation, projected costs, capital expenditures, financial results, occupancy levels, AMR, taxes and plans and objectives of or involving the Fund. In some cases, forward-looking information can be identified by terms such as "may", "might", "will", "could", "should", "would", "occur", "expect", "plan", "anticipate", "believe", "intend", "seek", "aim", "estimate", "target", "goal", "project", "predict", "forecast", "potential", "continue", "likely", "schedule", or the negative thereof or other similar expressions concerning matters that are not historical facts.

Forward-looking information necessarily involves known and unknown risks and uncertainties, which may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, assumptions may not be correct and objectives, strategic goals and priorities may not be achieved. Those risks and uncertainties include: the impact of COVID-19 on the Fund's portfolio as well as the impact of COVID-19 on the markets in which the Fund operates and the trading price of the Fund's listed Units; changes in government legislation or tax laws which would impact any potential income taxes or other taxes rendered or payable with respect to the Fund's properties or the Fund's legal entities; and the applicability of any government regulation concerning the Fund's tenants or rents as a result of COVID-19 or otherwise. A variety of factors, many of which are beyond the Fund's control, affect the operations, performance and results of the Fund and its business, and could cause actual results to differ materially from current expectations of estimated or anticipated events or results.

Information contained in forward-looking information is based upon certain material assumptions that were applied in drawing a conclusion or making a forecast or projection, including management's perceptions of historical trends, current conditions and expected future developments, as well as other considerations that are believed to be appropriate in the circumstances, including the following: the impact of COVID-19 on the Fund's portfolio as well as the impact of COVID-19 on the markets in which the Fund operates and the trading price of the Fund's listed units; the applicability of any government regulation concerning the Fund's tenants or rents as a result of COVID-19 or otherwise; the inventory of multi-family real estate properties; the availability of properties for acquisition and the price at, which such properties may be acquired; the availability of loan financing and current interest rates; the ability to complete value-add initiatives; the extent of competition for properties; the population of multi-family real estate market participants; assumptions about the markets in which the Fund operates; the ability of the Manager to manage and operate the properties; the global and North American economic environment; foreign currency exchange rates; and governmental regulations or tax laws.

The forward-looking information included in this press release relate only to events or information as of the date on which the statements are made in this press release. Except as specifically required by applicable Canadian law, the Fund undertakes no obligation to update or revise publicly any forward-looking information, whether as a result of new information, future events or otherwise,

after the date on which the statements are made or to reflect the occurrence of unanticipated events.

#### About Starlight U.S. Multi-Family (No. 2) Core Plus Fund

The Fund is a limited partnership formed under the *Limited Partnerships Act* (Ontario) for the primary purpose of indirectly acquiring, owning and operating a portfolio of value-add, income producing rental properties in the United States multi-family real estate market. The Fund currently owns interests in two properties, consisting of 675 suites with an average year of construction in 2019.

For the Fund's complete unaudited condensed consolidated interim financial statement for the three months ended September 30, 2021 and the period from January 8, 2021 to September 30, 2021 as well as the MD&A for the three and nine months ended September 30, 2021 and any other information related to the Fund, please visit [www.sedar.com](http://www.sedar.com). Further details regarding the Fund's unit performance and distributions, market conditions where the Fund's properties are located, performance by the Fund's properties and a capital investment update are also available in the Fund's November 2021 Newsletter which is available on the Fund's profile at [www.starlightus.com](http://www.starlightus.com).

Please visit us at [www.starlightus.com](http://www.starlightus.com) and connect with us on LinkedIn at [www.linkedin.com/company/starlight-investments-ltd-](http://www.linkedin.com/company/starlight-investments-ltd-)

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