EB-5 Advisory Services & Support


2015
InvestAmerica Capital Advisors ("InvestAmerica") provides a broad range of advisory and support services to companies and individuals involved in the EB-5 Investor Visa Program. Our clients include:

- Business Owners and Project Developers
- Regional Center affiliated project developers
- USCIS approved EB-5 Regional Centers
- Registered Foreign and U.S. Securities EB-5 Representatives

We are trusted advisors to the principals and senior executives of these entities in their efforts to access U.S. and international capital markets to successfully and safely fund their project offerings.

InvestAmerica’s process ensures the entire transaction is completed in compliance with U.S. securities laws and guidelines, especially transaction solicitation and payment of agent referral fees.
Customized EB-5 Funding Advisory Services

In addition to EB-5 capital, we offer safety, security and risk mitigation

- **Access to EB-5 Investors** via InvestAmerica’s Proprietary Professional Global Referral Network of Attorneys, Wealth Advisors, Private Bankers, Registered Representatives and other Professionals to Source Investors.

- **Compliance** with U.S. Securities Laws: Solicitation, Investor Suitability and Payment of Referral Fees through our Partner, International Assets Advisory, LLC, an Independent Registered Broker/Dealer Member FINRA/SIPC (www.iaac.com)

- **Review, Analysis & Preparation** of Transaction and Subscription Documents

- Access to the **Most Qualified EB-5 Professionals** (Economists, Market Study Firms, Immigration Attorneys, etc.) to Adequately Prepare the Offering and Navigate through the USCIS Evaluation and Adjudication Process

- **Investor Intake and Related Compliance**
  - Suitability and Accredited Investor Assessments
  - Coordinate Flow of Investor Capital

- Facilitate Investor Due Diligence, Information Flow and **Timely Filing of I-526 Petitions**
EB-5 Funding Process

**EVALUATION**
- Access to project information
- Evaluate and analyze business plan, pro forma financials, business case
- Assess management team/project owners
- Other detailed due diligence – project and EB-5 Program

**PREPARATION**
- Agree on process
- Develop process timeline
- Assist with doc prep or review of PPM
- Assist with or review marketing materials
- Set up initial data room
- Initial investor target list through proprietary referral network
- Prepare & coach project management on process

**MARKETING**
- Contact referral network
- Distribute 1-page project description to interested parties
- Evaluate suitability of interested investors
- Disseminate PPM and other marketing information to suitable investors
- Disseminate support information and answer questions

**PLACEMENT**
- Assemble remaining due diligence data room
- Facilitate completion and submission of subscription docs
- Facilitate transfer of Admin Fee and investment into escrow
- Assist investor counsel with I-526 prep

**CLOSING**
- Communicate project progress and updates to investors during I-526 approval process
- Closing
InvestAmerica Capital Advisors Process & Timeline

2. InvestAmerica Engaged as Exclusive Placement Agent (Week 4)
3. Preparation of Required EB-5 Program Reports, Marketing Materials and Virtual Data Room (Weeks 4 - 9)
4. InvestAmerica to Market Project to Global, Proprietary Referral Network and List Project on EB-5 Project Sites (Commence Week 9, Duration 2 - 5 Months)
5. InvestAmerica to Facilitate Transfer of Administrative Fees and Investment, Assist with Completion & Submission of Subscription Documents and with I-526 Preparations (Months 2 - 6)
6. Investor I-526 Approved (Months 6 - 15)
7. Investor I-526 Denied (Months 6 - 15)
8. Company Receives EB-5 Capital
9. Source New Investors (With Oversubscribed Prospects)

InvestAmerica will conduct weekly update meetings with the client until the close of each transaction.

Note: Alternative structures may also be explored to provide access to EB-5 funds prior to I-526 approval in certain cases.

1. The process timeline may vary. The above timeline is an estimation.
Sourcing Investors

InvestAmerica Capital Advisors sources investors through multiple different mediums including its global, proprietary professional referral network and U.S. based EB-5 referral agents, as follows:

- InvestAmerica has **A Rapidly Growing Global, Proprietary Referral Network** established through relationships with key players in the EB-5 space. These sources include accountants, real estate agents, private bankers, investment advisors, tax attorneys and immigration attorneys located in the U.S. and in dozens of other countries.

- InvestAmerica also has various **Registered EB-5 Agents** that are exclusively contracted with InvestAmerica. These Agents, some of whom are U.S. registered securities representatives have access to prospective EB-5 investors in locations such as South America, the Middle East, Africa, India, UK, Europe, Russia and China, to name a few.
InvestAmerica
EB-5 Experience

InvestAmerica principals have been *involved in the EB-5 Capital industry since 2010*, initially focusing on providing consulting services to project owners and Regional Centers, adding capital raising services in late 2011.

InvestAmerica principals have *provided EB-5 consulting services to multiple Regional Centers* to assist with setting up securities compliant transaction structures, including flow of funds from investors, solicitation guidelines and payouts to finders/brokers/agents.

InvestAmerica’s principals and broker network have collectively represented dozens of EB-5 projects, *successfully raising over $100 million to date*.

*Previous clients* include an Alabama-based developer of senior care facilities, a high rise office building in New York, retail/office center in Seattle, hotel/office complex in DC, two restaurants in Miami, and an EB-5 investment fund for two hotels and an assisted living facility. InvestAmerica will continue to represent the EB-5 investment fund as that client continues to deploy capital in its third EB-5 fund.

*Current InvestAmerica clients include* a franchisee group of a 50-location national bar/tavern chain based in Tampa, Florida; a quick service organic restaurant chain based in Tampa, Florida; a New York-based TV production company; a high-end resort in Orlando; and a ski & mountain resort in Colorado.
Our Management Team

**Mike Xenick – President & CEO**
Years of Experience: 22
Expertise: EB-5 Advisory, Private Placements, Private Equity, Mergers & Acquisitions
Previous Employers: LCG Capital Advisors, Atlantic American Capital Advisors, Communications Equity Associates, Ernst & Young
Education: Masters and Bachelors in Accounting - University of Florida

**Jessica Lister- Vice President**
Years of Experience: 4
Expertise: EB-5 Advisory, Private Placements, Sell-Side M&A, Capital Raises
Previous Employers: American Land Lease, LCG Capital Advisors
Education: Bachelor of Science in Finance- University of South Florida
Contact Information

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APPENDIX A:
Project Assessment – Scope of Work
Project Assessment & Underwriting: Scope of Work

- Comprehensive Evaluation and Project Underwriting, Including In-Depth Analysis of the Project, the Business Case and Management Team (including background checks) to Further Evaluate the Viability of the Project

- Turnaround – Within 30 days AFTER Receipt of ALL Key, Comprehensive Project Information

- Deliverables:

  Multi-Page Underwriting Evaluation and Risk Report that Addresses:

  - Capital Structure
  - Analysis of Historical Financial Statements
  - Business Plan Analysis
  - Exit Strategy
  - Collateral Information & Performance Measures
  - Market Position
  - Reasonableness of Financial Projections and Related Assumptions
  - Tenant Occupancy Risk Assessment
  - General and Targeted Market Analysis

  - Management Experience, Track Record and References
  - Verification of All Major Revenue Generating Contracts
  - SWOT Analysis
  - Preliminary TEA Analysis
  - Identification of Applicable and Qualifying Regional Centers
  - Determination of InvestAmerica’s Ability and Desire to Represent the Project as Placement Agent
Project Assessment & Underwriting: Scope of Work

- Deliverables (continued):

  Summary Feasibility Study and Underwriting Package (if InvestAmerica becomes the exclusive placement agent. Will be used to demonstrate results of due diligence performed to prospective EB-5 investors)

- Key Items Necessary to Evaluate Prospective EB-5 Projects (as Available):

  - Business Plan
  - 3 Years Historical Financials (if applicable)
  - 5 - 7 Year Financial Projections and Related Assumptions
  - Construction Schedules, Including Construction Spend and Timeline
  - Private Placement Memorandum
  - Capitalization Table/Capital Structure
  - Organizational Structure
  - Job Creation Methodology, Job Creation Econometric Study and/or Economic Impact Analysis
  - Comprehensive Biographies on all Principals/Management Team
  - Project Location or Target Location(s)
  - Regional Center Designation Letter
  - TEA Designation Letter
  - Appraisals
  - Highest and Best Use Analysis
  - Construction Permits/Authorizations
  - Lease Contracts
  - Renderings and Space Utilization
  - Other Information from Initial Project Questionnaire (Attached)
APPENDIX B:
Placement Agent Services – Scope of Work
Placement Agent Services: Scope of Work

− Assumes Favorable Project Evaluation and Recommendation by InvestAmerica to Submit Placement Agent Proposal

− Serve as Placement Agent and Transaction Coordinator

− Main Point of Contact with Client

− Orchestrate Entire Project Offering, Including Coordinating with Entire EB-5 Professional Team (economist, market feasibility study firm, business plan writer, immigration counsel, securities counsel, etc.) and Work Performed by the Entire Team

− Assist with Negotiations of Project Ownership Group with Regional Center(s)

− Preparation of Transaction Marketing Plan: Includes Prospective Investor Presentations in Target Countries and in Major U.S. Markets, as Jointly Determined with Client
Placement Agent Services: Scope of Work (cont’d)

- Solicitation of Project to EB-5 Investors and (if applicable) U.S. Investors and/or Institutional Lenders/Investors Capital Raising Services – Raising EB-5 Capital Globally
  - InvestAmerica Internal Securities Rep Network
  - InvestAmerica Immigration Attorney Network
  - InvestAmerica Global Professional Referral Sources
- Solicitation Monitoring – Supervision of External (non InvestAmerica) Agents/Finders and Tracking of Distributed Offering Documents
- Facilitate Investor Due Diligence for Each Project and Support of Investor’s Immigration Attorney to Assist with Complete and Timely Filing of I-526 Petition
APPENDIX C:
Broker-Dealer Compliance Services – Scope of Work
Broker-Dealer Compliance Services: Scope of Work

- Investor Intake:
  - Assess and Certify Suitability and Accredited Investor Status
  - Track and Assess all Subscription and Related Transaction Documents for Completeness
  - Inclusive of recent FINRA Interpretive Letter on FINRA Suitability Rule 2111 to Include Suitability of Immigration Requirements to Each Investor

- Compliance Review of Entire Set of Offering Documents for Compliance and Conduct Broker-Dealer Due Diligence and Filing of PPM with FINRA

- Comprehensive Compliance Review of Transaction Marketing Plan: Includes Investor Presentation, Marketing Materials (Including Project Website) and Contracts and Compensation Structure with Each External Agent/Finder

- Review of Regional Center or Project Website(s) for Compliance with U.S. Securities Laws
Broker-Dealer Compliance Services: Scope of Work (cont’d)

- Solicitation Monitoring – Supervision of External Agents/Finders and Tracking of Distributed Offering Documents

- Broker-Dealer Services Across All Transactions
  - BD Compliance Department and Investment Committee Review and Transaction Underwriting
  - BD Approves Transaction and Files PPM with FINRA
  - Engaged with Each Issuer (i.e., Project) as Placement Agent

- All Success Fees Processed by BD, including any Payments Made to non-U.S. Agents/Finders