

Exhibit 9.2



Republic Center
325 N. St. Paul St.
Suite 3200
Dallas, Texas 75201
P: (214) 468-0807
F: (214) 468-0724

May 8, 2024

Alexa Delerme
Bellwether Enterprise
15770 Dallas Parkway
Dallas, Texas 75248

**RE: Legacy Riverside
Fort Worth, Texas
CA Partners, Inc Project No.: 20240**

Dear Alexa,

Enclosed is Construction Progress Report No. 037 dated May 8, 2024 for the above referenced project. Please note that the first page of the report is a summary with detailed information in the pages that follow.

It is a pleasure working for you and Bellwether Enterprise. If you have any questions, please call me at (214) 468-0807 or email me at jbenson@capartnersinc.com.

Sincerely,

A handwritten signature in blue ink, appearing to read 'James Benson', with a stylized 'II' at the end.

James Benson
Senior Project Manager

cc: constructionadmin@bwe.com - Bellwether Enterprise
Alma Navarro – IBC Bank (by reliance)
Lee Reed – IBC Bank (by reliance)
Constantine Chigounis – 42 Equity (by reliance)
Oscar Leal, CPA – 42 Equity (by reliance)
Agustina Pesci – 42 Equity (by reliance)



Partners, Inc.
Construction Advisors

LEGACY RIVERSIDE Fort Worth, Texas

Report No: 037 – May 8, 2024

CA Partners, Inc. Project Number: 20240

Prepared for:

Bellwether Enterprise
15770 Dallas Parkway
Dallas, Texas 75248



**Professionals Serving Construction Lenders,
Investors, and Participants**

Legacy Riverside – Fort Worth, Texas

Executive Summary Report 037

Client: Bellwether Enterprise
ATTN: Alexa Delorme

From: James Benson, Senior Project Manager
CA Partners, Inc.

Project Name - City, State: Legacy Riverside - Fort Worth, Texas
Project Type: 264-units in seven 3-story apartment buildings with a Clubhouse on 9.8 acres
Site Visit Date: April 11, 2024
Development Draw/ Contractor Application # reviewed: Draw No. Draw N/A Application No. N/A
Complete Draw Package Received: Yes ☐ No ☒ **Progress Report**
For the period ending: April 10, 2024

Current Contract Sum through Change Order No. 19 / Contract Type: \$40,168,970.41/Cost Plus-GMP
Was the Budget revised or modified this period? By Reallocation ☐ No ☒
Current Change Orders: By Change Order ☐ No ☒
Executed Change Orders Received: Yes ☐ No ☒
Stored materials requested this draw? Onsite: ☐ Offsite: ☐ Yes ☐ No ☒

Amount of Contractor's request this period: Progress Report (No Application for Payment Submitted)

Amount of Contractor's request recommended: Progress Report (No Application for Payment Submitted)

Completion % estimated by CA Partners, Inc. (Does not include amounts funded for Stored Materials) 53%
Completion % indicated on Contractor's Application Not Submitted
Hard Cost Budget appears sufficient on a % of work in place basis? Yes ☐ No ☒

Construction Schedule:

Completion date per Construction Contract or extended by change order: March 21, 2023
Is Work currently on schedule to meet this date? Yes ☐ No ☒
If not, how far behind schedule? March 1, 2025

Retainage:

Percent of retainage currently held 3.3%
Does % withheld agree with terms of Construction Contract? Yes ☐ No ☒
Is any retainage release requested this period? Yes ☐ No ☒
If Yes, how much?

Other:

General Contractor's lien waivers received and reviewed? Yes ☐ No ☒
Project being constructed in general accordance with approved Plan and Specifications Yes ☐ No ☐
Foundations Complete: Yes ☐ No ☒
Certificate(s) of Occupancy issued? Yes ☐ No ☒
Does CA Partners, Inc. recommend client contact us to discuss issues in this report? Yes ☒ No ☐

** This is a summary of the findings from our site visit and draw processing. Please reference the information in the pages that follow for a more comprehensive and detailed discussion of issues.*

1. CONSTRUCTION FUNDING REQUEST

Overall scope of work: The Legacy Riverside Independent Senior Living project is located at the northeast intersection of North Riverside Drive and Summerfields Boulevard in Fort Worth, Texas. The project is located on a 9.82-acre tract of land, and a total of 264 apartment units will be constructed. Access to the property will be provided from two double lane entry drives from North Riverside Drive to the central Clubhouse located adjacent the buildings. One 1-story Clubhouse and seven 3-story apartments buildings will be provided. Carport/covered parking spaces and vehicular access gates are identified. Site amenities include a fenced swimming pool area, dog park, outdoor sitting areas, picnic tables, BBQ grills, gazebo, fire pit, horseshoe pit, beanbag toss, and perimeter fencing. Perimeter building and parking lot landscaping is proposed. The centrally located Clubhouse areas will include a Club Room with kitchen, Fitness Center, Craft Room, Billiards Room, Business Center, Conference Room, Leasing area, offices, and Public Restrooms.

Please note we have requested but not received a Contractor's Application for Payment since Application for Payment No. 36 for work through February 25, 2024. Onsite work progress has picked up during the months of February and March. We are submitting this Construction Progress Report to report on work completed through April 11, 2024.

2. STORED MATERIALS

2.1 Materials Stored Onsite:

- CMU
- Hardie plank siding
- Lumber
- Trusses
- Sheathing
- PEX piping
- Windows
- Balcony doors
- Unit entry doors

2.2 Onsite Stored Material Request:

- No on-site stored materials requests have been made this application

2.3 Offsite Stored Material Request:

Not including framing materials, approximately \$3,000,000 in materials have been funded to date as reflected on the previous Contractor's Application for Payment. These materials have not been installed at this time and our estimated completion percentage does not include materials purchased. We mention this for your information. These materials are reportedly stored at the Contractor's facility, vendor facility, or locked containers onsite.

- \$425,000 for "Metal Pan Stairs and Rails" – material previously purchased and funded
- \$820,600 for "Thermal & Moisture Protection" – Contractor provided Bill of Lading and Photos for Zip sheathing, metal roof rolls, and Cladding materials purchased (previously purchased and funded) – now in progress of being installed.
- \$92,411.44 for "Specialties" – material previously purchased and funded
- \$250,000 for "Equipment" – material previously purchased and funded
- \$300,000 for "Cabinets" – material previously purchased and funded
- \$785,000 for the "Elevator" deposit
- \$352,539.66 for "Plumbing Fixtures" – material previously purchased and funded

- \$23,272.88 “Irrigation” – material previously purchased and funded

3. CHANGE ORDERS

3.1 Current Change Orders

The Contract Sum has previously been modified a total of \$6,668,970.41 by Change Order Nos. 1-19. We were previously informed by the Developer/Contractor that formal change orders will not be issued for budget reallocations without additional scope changes. The Contract Sum remains \$40,168,970.14.

3.2 Pending Change Orders

- We have requested that the Borrower and/or Contractor keep us informed regarding any pending or outstanding change orders in progress during the duration of the construction project
- At this time, we have not been informed of any potential change orders for this project.

4. CONSTRUCTION - PROGRESS, ISSUES, AND SCHEDULE

4.1 Construction Progress

Observations made at the time of this month's site visit on April 11, 2024 are as follows:

- Retaining walls at the north perimeter of the site remained complete with the exception of backfill
- Cutting and grouting for post tension cables remained incomplete
- Concrete paving for drives and parking areas were complete for all areas except the northwest portion of the site and the main approaches from adjacent public streets
- Framing remains in progress for the buildings except Building 5
- Under slab plumbing lines, trenching for grade beams, under slab vapor barrier, and post tension cables were previously complete but due to excessive rainfall the grade beams and subgrade soils had to receive extra fill and re-compaction. This work has now been completed as of April 11, 2024.
- All buildings foundations were now complete
- Overgrown vegetation has now been cleared from the site and additional rough grading complete adjacent building areas.
- CMU elevator shafts remained complete for each building except Building 5 – now nearing completion at Building 5
- Concrete paving was complete for onsite drives and parking areas – only remains for 1 approach from North Riverside Drive.
- Concrete approach from Summerfields Blvd and North Riverside Drive were complete
- Concrete sidewalks was complete at Summerfields Blvd
- Temporary electrical power was complete
- Level 1 wall framing was complete for the Clubhouse and exterior sheathing and roof decking were also complete
- Roofing was observed complete for the Clubhouse
- Zip Sheathing tape and windows were complete at the Clubhouse
- Installation of storefront style doors was complete at the Clubhouse
- Plumbing rough in, electrical rough in, and HVAC ductwork were complete at the Clubhouse
- Framing for levels 1-3 and roof decking were complete at Building 1
- Roofing and windows were complete at Building 1, Building 2, Building 3, and Building 7
- Exterior siding was in progress at Buildings 1, 2, 3, and 7
- Plumbing rough in was complete at Buildings 1, 2, 3, and 7
- Electrical rough in was complete at Buildings 1 and 2 – in progress at Buildings 3 and 7
- HVAC ductwork was complete at Building 1 and 7 – in progress at Building 2

- HVAC refrigerant lines were complete at Buildings 1 and 7
- Levels 1-3 wall framing and roof decking was complete at Building 4
- Roofing was in progress at Building 4
- Level 1-3 framing was complete and roof trusses in progress at Building 6
- Plumbing rough in was in progress at Building 6
- Metal fencing was observed complete at the north perimeter of the site

4.2 Construction Issues

- **Construction Progress from June 28, 2023 to August 30, 2023 slowed down. Construction pace has now picked back up during the period from August 30, 2023 to April 11, 2024.**
- There were approximately 20 laborers observed onsite at the time of our site visit.
- CA Partners has had previous and current projects with Rise Residential, and we have had generally mixed results regarding timeliness of completion. Several Austin and DFW area projects have experienced severe delays, and based on interactions to date with this project, we would consider this project to have an elevated risk for schedule and price increases.
- We have discussed with the Contractor that it is our opinion that several line items have been overdrawn based on what is complete in the field. **We have indicated with an asterisk (*) on the previous G703 showing which line items are currently over drawn.** We have not objected that the Pay Requests submitted each month are not actual cost incurred, but that the line items need additional funds allocated so they are not overdrawn compared to the amount of work remaining to be completed. We have been informed by the Owner/Builder that the Schedule of Values need to be reevaluated due to recent increases in material, labor, and logistics costs. Owner change orders are likely in the near future to address the additional costs. We have requested to be kept in the loop regarding potential change orders but have not received an official change order log.
- Under slab plumbing lines, trenching for grade beams, under slab vapor barrier, and post tension cables were previously complete but due to excessive rainfall the grade beams and subgrade soils had to receive extra fill and re-compaction. This work was observed in progress on March 5, 2024.

4.3 Construction Schedule

Contractual Completion date:	March 21, 2023
Contractor's estimated Substantial Completion date:	Updated Schedule Requested
CA Partners estimated Substantial Completion date:	March 1, 2025
Has occupancy started:	No

- Utilizing a date of commencement of March 31, 2021, and based on the contractual duration of 720-days, we calculate the contractual completion date to be March 21, 2023. This date was not met.
- **Based on current progress and past performance of the Contractor, CA Partners estimates that Substantial Completion will likely be achieved on March 1, 2025.**
- Please be aware that the Contractor's progress to date has been much slower than industry standard, and our estimated date of Substantial Completion may therefore be much more susceptible to being modified. Should construction administration, manpower, and direction all improve in the coming months, Substantial Completion could be completed sooner, however should the current level of organization continue, the completion date may be at risk of being pushed further.
- Final Completion including all punchlist, cleaning and final demobilization may extend past the Substantial Completion date.

5. CONSTRUCTION MATERIAL TESTING

5.1 Test Results Received Since our Prior Report:

Testing was initially being performed by Intertek PSI for this project. We have not been provided with any additional copies of testing since the previous period, and we will continue to request that we be added to the direct testing distribution list.

Please be aware that it no longer appears that testing is being done for the project based on our observations onsite. Reinforcing steel is being placed over cracked soil which does not appear to have been recently compacted or tested. We recommend that testing begin immediately to ensure the project is built per plans and specifications

6. CONSTRUCTION DOCUMENTATION

- The following documents have been received with the draw submission for this report:
 - Contractor Application and Certificate for Payment No. 36
- We will continue to comment on documents as they are received

7. CONCLUSIONS

7.1 Job Progress

- Job progress since the previous period has been at a good pace
- Based on our observations and interactions with this project to date, we would consider the project to be at high risk of schedule delays and cost increases. Please see comments in Section 1.

7.2 Estimated Completion Percentage

- Based on our field observations and work in place, we consider this project to be approximately 53% complete.

DISCLAIMER/RELIANCE

Information contained in this report was obtained through observations made at the time of our site visit(s), communication with on and off-site construction personnel, communication with Borrower/Owners, draw documentation provided with applicable backup, meeting minutes, third party reports (testing, etc.), and documentation items (change orders, construction schedules, Certificates of Occupancy, etc.) provided by the Borrower and/or Contractor. Where necessary, information was also obtained by verbal communication, meetings, access to online portals, and/or email correspondence on specific issues requiring clarification in order for us to fulfill our report scope obligation. CA Partners, Inc. (CAP) will have no obligation or authority to direct any other party (Borrower, Architect, Engineer, Contractor, etc.) involved in the project. CAP will have no liability regarding acts or omissions of these parties, their employees, or agents. CAP will not provide construction management or supervision for this project and do not have authority to reject work. CAP services will not include any testing related to soil conditions, environmental issues, structural issues or mechanical /electrical systems, or construction materials. No destructive testing of building components will be performed. All reports issued by CAP reflect our judgement and opinion based on construction elements visible at the time of our monthly site observations.

The information contained in this report may be used and relied upon by Bellwether Enterprise and IBC Bank subject to terms, conditions, limitations and qualifications contained in the Agreement between the client named herein and CA Partners, Inc. This report, or any report prepared by CA Partners, Inc., is not to be relied upon by any third party financial institution, investor or lending entity unless arrangements are made by executed reliance letter signed by CA Partners, Inc. and the lead client named above. Third party reliance will require acceptance of the report scope agreed to and outlined in our original engagement unless engaged to perform added scope outlined in an additional agreement or co-engagement. Our reports are solely for the use of our client(s), approved reliant parties and/or co-engagements in administering the construction loan for this project. CA Partners, Inc. will not name or distribute our reports to Borrowers as we believe our reports are proprietary to our clients. However, named clients may distribute reports, if needed, at their discretion, to better administrate the construction loan per their policies. We recommend that any third parties perform their own due diligence in examining the above property.

This report is for the use and benefit of, and may be relied upon by,

- a) the Seller/Servicer, Freddie Mac and all successors and assigns ("Lender");
- b) independent auditors, accountants, attorneys and other professionals acting on behalf of the Lender;
- c) governmental agencies having regulatory authority over Lender;
- d) designated persons pursuant to an order or legal process of any court or governmental agency;
- e) prospective purchasers of the mortgage; and
- f) with respect to any debt (or portion thereof) and/or securities secured, directly or indirectly, by the Property which is the subject of this report, the following parties in their respective successors and assigns:
 - any placement agent or broker/dealer and any of their prospective affiliates, agents, and advisers;
 - any initial purchaser or subsequent holder of such debt and/or security;
 - any Servicer or other agent acting on behalf of the holders of such debt and/or security;
 - any indenture trustee;
 - any rating agencies; and
 - any institutional provider from time to time of any liquidity facility or credit support for such financings



1. Zip sheathing tape and windows were complete at the Clubhouse.



2. Storefront style doors were complete at the Clubhouse.



3. HVAC ductwork was complete at the Clubhouse.



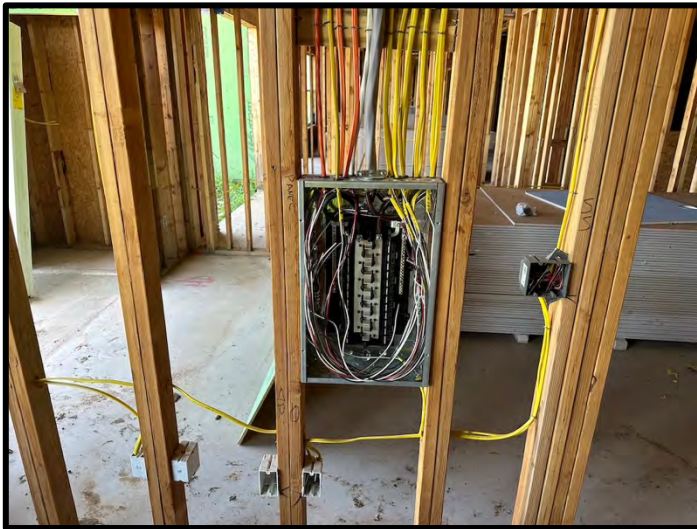
4. Electrical rough in was complete for the Clubhouse.



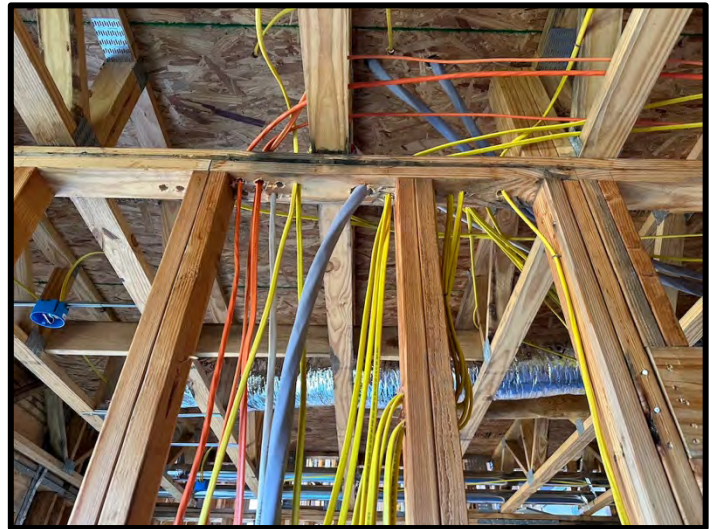
5. Exterior siding and trim were nearing completion at Building 1.



6. HVAC ductwork was complete at Building 1.



7. Electrical rough in was complete at Building 1.



8. MEP inspections and fire caulking remains at Building 1.



9. Exterior siding and trim were nearing completion at Building 2.



10. Vent ductwork was in progress at Building 2.



11. Electrical rough in was nearing completion at Building 2.



12. Exterior siding was in progress at Building 3.



13. Plumbing rough in was complete at Building 3.



14. Electrical rough in was in progress at Building 3.



15. Exterior sheathing was complete at Building 4. Roofing was observed in progress.



16. Plumbing rough in was in progress at Building 4.



17. The concrete foundation was now complete at Building 5.



18. CMU elevator shaft was nearing completion at Building 5.



19. Level 1-3 framing was complete at Building 6. Roof trusses were nearing completion.



20. Plumbing rough in was in progress at Building 6.



21. Exterior siding was nearing completion at Building 7.



22. HVAC ductwork and refrigerant lines were complete at Building 7.



23. Plumbing rough in and dryer vents were complete at Building 7.



24. Concrete paving was now complete for the approach from North Riverside Drive.