

BakerHostetler

March 23, 2026

VIA EMAIL DELIVERY

Rosalio Banuelos
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Texas Department of Housing and Community Affairs
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Austin, Texas 78701-2410
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Re: Request for Amendment to Tax Credit Application
Development: The Ashbourne
TDHCA Application: #25073
Applicant: 9677 South Kirkwood Drive Propco, L.P.

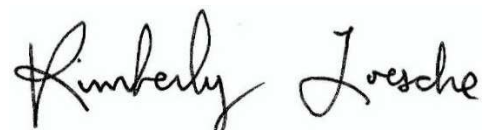
Mr. Banuelos:

On behalf of the Applicant, we respectfully request approval of an amendment to the above-referenced tax credit application. This request is submitted in connection with the enclosed narrative, which describes the proposed amendment in detail and is intended for Board consideration.

The Applicant respectfully requests that TDHCA review the proposed amendment and, upon approval by the Board, incorporate the requested changes as set forth in the attached narrative and any accompanying supporting documentation into the application record for the Development.

Enclosed with this request will be the required \$3,000 amendment fee. The check is currently in transit to my office and will be forwarded to TDHCA under separate cover upon receipt; courier and tracking information will be provided at that time. If TDHCA requires any additional information, documentation, or clarification in connection with this request, please do not hesitate to contact me at kloesche@bakerlaw.com or (512) 215-3215.

Very truly yours,



Material Amendment Request — Narrative Statement

TDHCA Application #25073 — The Ashbourne
March 2026

I. Summary of Request

9677 South Kirkwood Drive Propco, L.P. (the "Applicant") respectfully requests a material amendment to TDHCA Application #25073 for The Ashbourne, a 9% Low-Income Housing Tax Credit development located in the Alief area of Houston, Texas. This amendment seeks to modify the on-site early childhood education commitment from an on-site High-Quality Pre-Kindergarten ("HQ Pre-K") program operated by an Educational Provider to an alternative service model developed in direct collaboration with Alief Independent School District ("Alief ISD"), the independent school district that serves the proposed Development and its students.

Specifically, the Applicant proposes to replace the on-site HQ Pre-K commitment with the following, which reflect Alief ISD's stated preferences and operational capabilities:

- **Pre-K Enrollment:** Pre-Kindergarten-age residents (ages 3 and 4) will, at the resident's discretion, enroll at Martinez Early Learning Center ("Martinez ELC"), an Alief ISD-serviced campus located approximately 1.5 miles from The Ashbourne.
- **On-Site After-School Programming:** The Applicant commits to construct the on-site stand-alone facility contemplated for the HQ Pre-K in § 11.101(b)(5)(C)(i)(I)(-a-) of the 2025 Qualified Allocation Plan¹. However, the facility will be utilized for Alief ISD to provide after-school services for elementary, middle, and high school-aged children, supporting residents of all ages and grade levels with enrichment and care. The Applicant expects to enter into an agreement with Alief ISD, as an Educational Provider, in accordance with the requirements of § 11.101(b)(5)(C)(i)(I)(-b-) of the QAP, also abiding by § 11.101(b)(5)(C)(i)(I)(-c-) of the QAP, if Alief ISD fails to serve as the Educational Provider at any time.

II. Background and Good-Faith Basis for the Original Commitment

The original HQ Pre-K commitment in Application #25073 was made in good faith, based on direct engagement prior to the Application submission between Alief ISD and the then-CEO of Impact Residential Development, L.L.C., the manager of the Applicant's General Partner. Conversations with Alief ISD began prior to filing the Pre-Application, as part of the community engagement process. On February 21, 2025, the prior CEO met with representatives of Alief ISD, including Maria Martinez, Kathleen Jahn, and Superintendent Dr. Anthony Mays to discuss a collaborative partnership for early childhood education services at The Ashbourne. Alief ISD

¹ Capitalized terms used but not defined in this request shall utilize the definitions given them in the 2025 Qualified Allocation Plan.

accepted the meeting invitation and participated constructively. See [Exhibit A](#). Based on these discussions, the Applicant included the HQ Pre-K commitment in its 9% LIHTC Application, which was subsequently awarded.

When the prior CEO departed the company in November 2025, the new leadership team re-engaged Alief ISD to advance the partnership and formalize the HQ Pre-K arrangement. This re-engagement led to a series of in-person and virtual meetings and communications that revealed a significant change in Alief ISD's position regarding on-site HQ Pre-K delivery at The Ashbourne.

III. Discovery That On-Site Pre-K Is Not Feasible

On February 4, 2026, the Applicant convened a collaborative call with Alief ISD and Rosemann & Associates (the architect of record) to discuss the design and delivery of on-site HQ Pre-K services. During this call, Alief ISD communicated clearly that it had no desire to operate a HQ Pre-K program at The Ashbourne. The district explained that its nearby Pre-K campus (~1.5 mile drive from the Development Site), Martinez Early Learning Center (“Martinez ELC”), is currently experiencing declining enrollment with current available capacity and budget constraints that make it unable and unwilling to provide a HQ Pre-K program on site at The Ashbourne. Instead, the district's preference and what it believes to be best for the local community and the future residents at the Development, is to have 3 and 4 year old residents of The Ashbourne attend Martinez ELC rather than establish a new, duplicative and competitive program on site at The Ashbourne. Alief ISD did, however, affirm its willingness to cooperate with the provision of after-school services at The Ashbourne.

On February 19, 2026, the Applicant held a follow-up meeting with Alief ISD, at which the district presented its position in a written document titled "Impact Residential & Alief ISD Potential Partnership" (the “ISD Proposal”). See [Exhibit B](#). The ISD Proposal suggested a multi-tier partnership framework, with a possible program for infancy to age 3, along with the Pre-K Enrollment and On-Site After-School Program described above. Ultimately, Alief ISD was unable to confirm the availability of services for children in infancy to age 3, so that option was eliminated between the parties.

The Applicant cannot compel a public independent school district to operate a program it does not wish to operate. Alief ISD's position is driven by legitimate institutional concerns — namely, declining enrollment and budget concerns at an existing nearby facility — and the Applicant respects the district's operational judgment. Notably, another public school district cannot be substituted, as The Ashbourne is located within Alief ISD's attendance boundaries.

IV. Exhaustive Search for Alternative Pre-K Providers

Immediately following the February 4, 2026 call with Alief ISD, the Applicant undertook an extensive and well-documented search for an alternative Educational Provider at The Ashbourne. See [Exhibit C](#). By definition, an Educational Provider can include an open-enrollment charter school or Education Service Center. A private school or private childcare provider can qualify as

an Educational Provider if it has entered into a partnership with a school district or open-enrollment charter school to provide a HQ Pre-K program elsewhere. The Applicant's search spanned multiple weeks and included phone, email, and website outreach to open-enrollment charter school networks, private Pre-K providers, national early childhood organizations, childcare industry brokers, and fellow LIHTC developers with Pre-K experience. Despite these efforts, no viable replacement provider was identified.

A. Direct Outreach to Pre-K Operators

Beginning on February 6, 2026, the Applicant conducted outreach via email, phone, and website inquiry forms to the following organizations:

- **KLA Schools:** Outreach sent February 6, 2026. No response received.
- **YesPrep Public Schools:** Outreach sent February 6, 2026. No response received.
- **The Varnett Public Schools:** Outreach sent February 6, 2026. No response received.
- **KIPP Texas:** Outreach sent February 6, 2026. No response received.
- **Le Petite Academy:** Outreach sent February 6, 2026. No response received.
- **Avance:** Introductory call completed and program overview emailed on February 9, 2026. Avance was initially engaged but subsequently ceased communication and did not proceed.
- **Bezos Academy:** Responded via LinkedIn on February 9, 2026, confirming that the organization has paused all physical expansion activities and is not pursuing new expansion initiatives at this time. See [Exhibit D](#).
- **Spanish Schoolhouse:** Responded confirming that as a 100% private-pay model without accreditation participation, they are not a fit for this type of subsidized-revenue partnership. See [Exhibit E](#).
- **Primrose Schools:** Outreach sent February 6, 2026. Declined. See [Exhibit F](#).
- **STEP Charter/Creative Connections:** Janna Shafer, Principal at STEP Charter, shared contact information of Silvia at Creative Connections, a nearby Pre-K. Phone outreach made; no response received.
- **Etoile Academy Charter School:** Outreach over email. Email responded to claiming further discussions would be had with the team. No further response received.
- **Southwest Schools:** Outreach over email. No response received.
- **Harmony Public Schools:** Outreach over website inquiry form. No response received.
- **Houston Classical Charter School:** Outreach over email. Response received over email requesting meeting to further discuss the opportunity. Meeting held March, 19, 2026. No commitment at this time.
- **Alief Montessori Community School:** Outreach over email. No response received.
- **Amigos Por Vida Public Charter School:** Outreach over email. No response received.
- **Houston Gateway Academy:** Outreach over website inquiry form. Response received requesting call to further discuss the opportunity. Called with no voicemail to leave message. No further response.

- **School of Science and Technology:** Outreach over website inquiry form. Response received claiming the message was routed to the superintendent's office. No further response.
- **Academy of Accelerated Learning:** Outreach over email. No response received.
- **Arrow Academy:** Outreach over email and website inquiry form. No response received.

C. Outreach to Fellow Developers and Industry Contacts

The Applicant also reached out to other LIHTC developers who have successfully implemented HQ Pre-K programs in their projects, both past and current, seeking introductions to operators or guidance on sourcing providers. While all of the industry peers endeavored to be helpful, some did not have Educational Providers with connections to the Houston area. The Houston providers identified from these conversations included the Bezos Academy, which declined to participate; other organizations identified by local developers that currently provide HQ Pre-K in the Houston area declined, as well.

D. Houston / Harris County ISDs

The Applicant also identified the Houston ISD and other ISDs in Harris County as potential outreach targets. However, because The Ashbourne is located within Alief ISD's attendance boundaries, partnering with another public school district for on-site Pre-K services is not operationally or jurisdictionally feasible unless the attendance zones are modified or a charter agreement is entered into with the currently operating independent school district.

V. Why the Amended Commitment Better Serves Residents

The proposed amendment does not diminish the early childhood education commitment — it strengthens it by aligning the service model with the preferences and capabilities of the local public school district that will actually serve The Ashbourne's residents. The amended model offers several advantages over the original on-site Pre-K concept:

- **Integration with the public school system:** Enrolling children at Martinez ELC connects Ashbourne families directly to Alief ISD's full continuum of educational services, including curriculum, special education resources, meal programs, and transition to elementary school. This institutional connection is more durable and comprehensive than a stand-alone on-site program.
- **Support for a public school with declining enrollment:** Directing enrollment to Martinez ELC supports a neighborhood school that is experiencing declining enrollment, reinforcing the community benefit of the LIHTC investment rather than creating a competing program.
- **Proximity and accessibility:** Martinez ELC is approximately 1.5 miles from The Ashbourne, about a 5 minute drive from the development site.
- **Expanded age coverage:** The after-school programming for all school-age residents provides broader support for working families than the original on-site Pre-K commitment.

VI. Conclusion

The Applicant made its original Pre-K commitment in good faith, based on direct engagement with Alief ISD prior to Application submission. Upon re-engaging the district, the Applicant discovered that Alief ISD's institutional needs had evolved and that the district does not wish to operate an on-site HQ Pre-K at The Ashbourne. The Applicant then conducted an exhaustive, multi-week search for alternative Educational Providers — contacting charter networks, private operators, national organizations, childcare brokers, and fellow LIHTC developers and capital partners — and was unable to identify any willing replacement partner.

The proposed amendment reflects the reality on the ground: the local school district has clearly articulated its preferred service model, and no third-party operator is available or willing to fill the gap. Rather than commit to an arrangement that cannot be fulfilled, the Applicant proposes an alternative that is achievable, sustainable, and —by adding after school support— arguably more beneficial to residents and the local community than the original commitment.

Lastly, but important to note, The Ashbourne 9% LIHTC Application would have remained competitive and ultimately received an award even in the absence of the points for HQ Pre-K. The inclusion of a HQ Pre-K is not a “point” item in the competitive process. Rather, it simply assures an award to the highest scoring Application in the urban region that makes this commitment. The Application demonstrated sufficient strength across key scoring categories—including location characteristics, development readiness, and local support—to achieve a score above the applicable funding cutoff within Urban Region 6. Simply, all of the Applications in Urban Region 6 were funded, regardless of score. No other Applicant is disadvantaged by this request. Nonetheless, the Applicant remains committed to the original scoring choice, although now a variation of it, and supporting resident enrichment and educational outcomes. The Applicant is willing to coordinate and partner with Alief ISD and others as appropriate to facilitate and administer this program as described ensuring that the Development continues to provide a meaningful educational services component for resident families and their children and the local community writ large. The modification to the HQ Pre-K program will not affect The Ashbourne project's development or operating budget. The project remains fully feasible as planned, and any partnership with the Alief ISD to provide educational services can be implemented without additional costs or impact to long-term financial sustainability.

The Applicant respectfully requests that TDHCA approve this material amendment to Application #25073.

Exhibits (Referenced)

- **Exhibit A:** Alief ISD meeting acceptance — Maria Martinez and Kathleen Jahn calendar response (February 5, 2025, for February 21, 2025 meeting)
- **Exhibit B:** Impact Residential & Alief ISD Potential Partnership document (presented at February 19, 2026 meeting)
- **Exhibit C:** Pre-K provider outreach tracker — status as of February 9, 2026
- **Exhibit D:** Bezos Academy LinkedIn response — Emmanuel Imah (February 9, 2026)
- **Exhibit E:** Spanish Schoolhouse LinkedIn response — Evan Meehan (February 6, 2026)
- **Exhibit F:** Primrose Response

Exhibit A: Alief ISD meeting acceptance — Maria Martinez and Kathleen Jahn calendar response (February 5, 2025, for February 21, 2025 meeting with Impact’s CEO)

Fri 2/21/2025 9:05 AM

○ Martinez, Maria D <Maria.Martinez@aliefisd.net>

Accepted: Impact Residential Development/Alief ISD Connect

When Friday, February 21, 2025 2:15 PM-3:00 PM (UTC-06:00) Central Time (US & Canada).

Location <https://us06web.zoom.us/j/7799892598>

 We couldn't find this meeting in the calendar. It may have been moved or deleted.
Martinez, Maria D has accepted this meeting.

EXTERNAL


Fri 2/21/2025 3:04 PM

○ Jahn, Kathleen <Kathleen.Jahn@aliefisd.net>

Accepted: Impact Residential Development/Alief ISD Connect

When Friday, February 21, 2025 2:00 PM-3:00 PM (UTC-06:00) Central Time (US & Canada).

Location <https://us06web.zoom.us/j/7799892598>

 We couldn't find this meeting in the calendar. It may have been moved or deleted.
Jahn, Kathleen has accepted this meeting.

EXTERNAL

Exhibit B: Impact Residential & Alief ISD Potential Partnership document (presented at February 19, 2026 meeting)

Impact Residential & Alief ISD Potential Partnership

Beginning in December 2025, discussion has taken place with members of the Impact Residential Project and leaders of the Alief Independent School District. The elements to be discussed include:

Impact Residential

- Designing a facility to house residents through the site plan ([Ashbourne - Prelim Site Plan.pdf](#)) located in the Alief area.
- Grant funding mandates that the facility offers opportunity through collaboration for Early Childhood Academic Services.
 - [Texas Education Code Chapter 29, Subchapter E-1.pdf](#)
 - [25-QAP.pdf](#)
- Collaboration with Alief ISD is desired for partnership with the project

Alief Independent School District

- Services offered for Pre-Kindergarten (4-yr olds currently and 3 yr olds beginning in 2026-2027) at Martinez Early Learning Center in proximity of the residential project
- Collaboration creates opportunity for increased enrollment at the early childhood area with students attending Alief campuses

Collaborative Partnership Proposal

- ❖ Ultimately, the goal is a 3-layer partnership:
 - Layer 1 - Pre-K age students (ages 3 & 4) enroll and attend Martinez ELC
 - Layer 2 - Pre-Early Childhood students (Infant - Toddler 2) could possibly receive services through a neighborhood partnership service of Early Years Program by Baker Ripley HeadStart, which is a collaboration with Alief ISD
 - Layer 3 - After-School service provided for students of all ages at the Ashbourne site

Next Steps

- ✓ Subcommittee groups with liaison for each layer to schedule planning meetings
 - Layer 1 – Alief Early Childhood Coordinator and Impact Residential member
 - Layer 2 - Alief Early Childhood Team, Baker Ripley, and Impact Residential member
 - Layer 3 – Impact Residential Design Team and Alief ISD Team (Assistant Superintendent of Support Services, After School Coordinator)

Exhibit C: Pre-K provider outreach tracker — status as of February 9, 2026

On Mon, Feb 9, 2026 at 12:11 PM Will Sternlicht <wsternlicht@starwood.com> wrote:

Hi all, sharing the most recent update on our hunt for a Pre-K provider. Hoping maybe the list will spark some other ideas, although the eligible school requirements make the list pretty short from what I'm seeing.

Please LMK if you have any other ideas or mutual LinkedIn connections (i.e. Head of Partnerships for Bezos responded to my linkedin request before I heard back from their inbound email).

Thanks!

As of Morning of 2/9/2026

In Conversation:

- Avance | Emailed overview 2/9/26 post intro call
- Alief ISD | conversation 2/4/26

No Response Yet

- Primrose Schools | 2/6/26 cold outreach
- KLA Schools | 2/6/26 cold outreach
- YesPrep Public Schools | 2/6/26 cold outreach
- The Varnett Public Schools | 2/6/26 cold outreach
- KIPP Texas | 2/6/26 cold outreach
- Le Petite Academy | 2/6/26 cold outreach

Not Yet Contacted:

- Houston / Harris County ISD
- BakerRipley

Not interested/eligible:

- Bezos Academy: (They're not expanding / have over expanded)
- Spanish Schoolhouse (100% private Pay / no accreditation)

Update, as at 3/9/26:

Avance has gone silent indicating lack of interest;

Still no response from Primrose, KLA, YesPrep, Varnett, Kipp or Le Petite Academy;

Baker Ripley has declined;

Other public school districts ruled out.

Exhibit D: Bezos Academy LinkedIn response (February 9, 2026)

Hi Will – Apologies for my delayed response and thank you for your interest in exploring a potential partnership with Bezos Academy. We are always glad to connect with leaders and organizations whose mission and focus align closely with ours.

After careful internal review, we made the decision to pause activities related to expanding our physical footprint. Following a period of rapid growth, we took time to reflect on what is best for the organization and identified two core priorities that will guide our work for the foreseeable future: ensuring our students are fully prepared for kindergarten after two years in our schools, and doing so in a way that is both affordable and replicable by other organizations.

While we will continue opening the remaining schools already in progress between now and the end of the year, we are not pursuing new expansion initiatives at this time.

That said, we are currently reimagining potential models for future partnerships. We expect this ideation period to take several months. If you are interested in serving as a thought partner during this time, I would be happy to explore connecting you with my colleague who leads our partnership efforts in Texas for an initial conversation. Please let me know if that would be of interest.

Regards!

Exhibit E: Spanish Schoolhouse LinkedIn response (February 6, 2026)

Thanks, Will.

We don't fit the first requirement because we don't participate in those accreditation programs. We're currently 100% private pay, and those are usually geared towards providers who are seeking subsidized revenue.

I want to be helpful. It sounds like a worthy project. Here's a couple ideas:

- The Texas Rising Star program maintains a list of operators, so you can reach out to people who already qualify in TX.
- HINGE (Kathy Ligon is the founder) is a national childcare business brokerage. They know everyone in the industry, and could probably link you to the right operator.

Please don't hesitate to reach out again if I can ever help.

Exhibit F: Primrose Response

