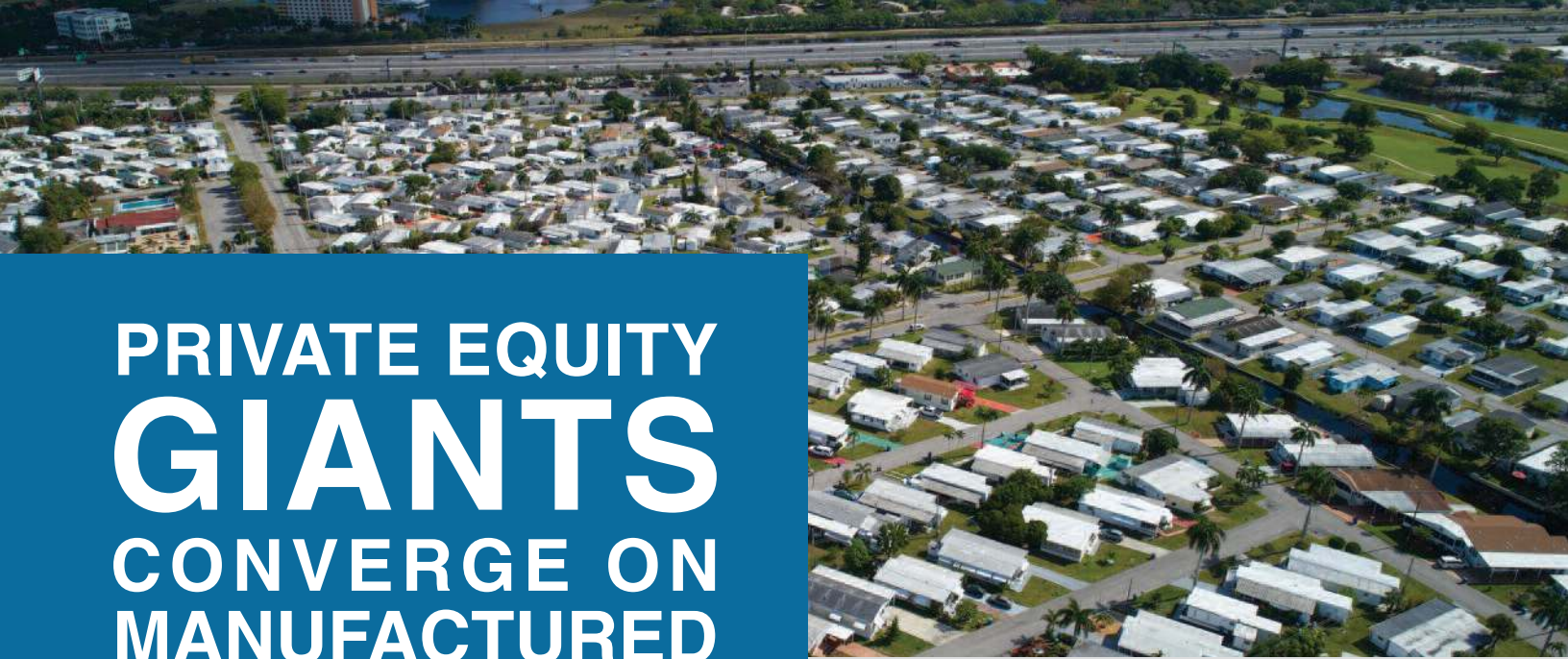




PRIVATE EQUITY GIANTS CONVERGE ON MANUFACTURED HOMES

How private equity is manufacturing
homelessness & communities are fighting back

February 2019

KEY POINTS

- Within the last few years, some of the largest private equity firms, real estate investment firms, and institutional investors in the world have made investments in manufactured home communities in the US.
- Manufactured home communities provide affordable homes for millions of residents and are one of the last sectors of affordable housing in the United States. Across the country, they are home to seniors on fixed incomes, low-income families, immigrants, people with disabilities, veterans, and others in need of low-cost housing.
- In these communities, homeowners own their homes but rent the land on which their homes sit from a community owner. For most residents, it is nearly impossible to move their homes – the structures cannot withstand the move, the costs of moving them are unaffordable, and finding a new spot is untenable. When community owners raise the lot rents, residents are trapped, choosing between paying rent and abandoning their home.

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MASSIVE INVESTORS PILE INTO US MANUFACTURED HOME COMMUNITIES

Within the last few years, some of the largest private equity firms, real estate investment firms, and institutional investors in the world have made investments in manufactured home communities in the United States, a highly fragmented industry that has been one of the last sectors of housing in the United States that has remained affordable for residents.

In 2016, the \$360 billion sovereign wealth fund for the Government of Singapore (GIC) and the \$56 billion Pennsylvania Public School Employees Retirement System, a pension fund for teachers and other school employees in the Pennsylvania, bought a majority stake in Yes! Communities, one of the largest owners of manufactured home communities in the US with 44,600 home sites. Yes! Communities has since grown to 54,000 home sites by buying up additional manufactured home communities.¹

In 2017, private equity firm Apollo Global management, with \$270 billion in overall assets, bought Inspire Communities, a manufactured home community operator with 13,000 home sites.²

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THE PRIVATE EQUITY STAKEHOLDER PROJECT, MHACTION, AND AMERICANS FOR FINANCIAL REFORM EDUCATION FUND CAME TOGETHER TO PRODUCE THIS REPORT

because we believe that all families should have a place to call home and that manufactured home communities offer a critical source of stable, healthy affordable housing and need to be protected. We hope that this report helps residents, investors, officials, and the public understand the trend of private equity investment in the manufactured housing sector, the impact on low-income seniors and families, and the stories of residents who are fighting to protect their communities.

We would like to acknowledge the courage of Beth, Lupe, Maribeth, Laura, Judy, and Pat, who shared their stories, and the manufactured home residents across the country whom they represent.



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Key Points (continued)

- This structure makes manufactured home communities a very stable source of revenue for investors, including during economic downturns, and makes residents vulnerable to exploitation. Real estate investment groups seized on this vulnerability and built a highly profitable business model with devastating effects on low-income seniors and families.
- The world's largest private equity firms are now piling into the sector. These firms invest capital from institutional investors into businesses, increase cash flow in a short-period of time, and sell the businesses or take them public through an IPO after four to six years. Like other real estate investors, private equity investors are relying on manufactured home residents' limited mobility to ensure steady revenues, squeezing fast profits out of low-income families and seniors.
- The private equity and real estate firms and institutional investors that have bought into manufactured home communities in recent years have extremely deep pockets – they manage more than \$1.77 trillion dollars in assets. Yet they have little incentive to invest that capital into communities. Residents report that instead investor owners make cosmetic changes at most and fail to provide basic maintenance.
- The private equity and institutional investments in manufactured homes covered in this report include:
 - YES! Communities – Stockbridge Capital, Government of Singapore Investment Co, Pennsylvania Public School Employees Retirement System
 - RHP Properties–Brookfield Asset Management
 - RV Horizons/ MHP Funds–TPG Capital
 - Inspire Communities–Apollo Global Management
 - Kingsley Management Company
 - Horizon Land Company–Federal Capital Partners/ Texas Employees Retirement System
 - Carlyle Group
 - Treehouse Communities–Blackstone Group
 - Carefree Communities–Centerbridge Capital
- Many of the private equity firms and institutional investors that have recently invested in manufactured housing communities have been major investors in apartment buildings and single family homes. As housing costs have increased in other types of housing, investors have looked to manufactured homes as a relatively untouched sector.
- Private equity firms will likely use the manufactured housing community owners and operators they have invested in as platforms to invest in additional manufactured home communities, spreading the impact of their investment to many more low-income seniors and families.
- The massive private equity firms and institutional investors have been aided in their acquisitions of manufactured home communities by the US Government-sponsored mortgage lender Fannie Mae.
- Manufactured home community owners as well as local, state, and federal governments must take steps to minimize the detrimental impact of investments on manufactured home residents' health, housing, and economic security by:
 - Preserving affordability through rent stabilization
 - Prohibiting unjust evictions
 - Ensuring safe and healthy community maintenance
 - Ensuring residents fair and equal treatment
 - Instituting transparent, meaningful complaint procedures for residents
 - Providing a meaningful path for resident or public community ownership
 - Stemming predatory investments
- To demand action by corporate owners and government officials, manufactured home residents across the country are organizing their neighbors, establishing resident associations, collaborating with tenants, and fighting to protect their homes and communities.



“Our community was bought by an out-of-state investor, Sunrise Capital Investors (SCI), in November 2017. After they purchased our community, we were shocked when they tried to double our lot rent. We got together as a community and worked with elected officials and the New York State Department of Homes and Community Renewal to stop the increase. We found out their rent increase proposal violated the law that said our rent can only increase once in a twelve-month period. We won. But then as 2018 rolled around, we began to see massive problems with community upkeep. The roads in the winter became unsafe because SCI failed to do proper snow removal. Our water billing system became increasingly confusing, and residents became worried that our water would be shut off. In August, SCI came back with another proposed lot rent increase. We decided enough was enough and went out on rent strike. Their proposed rent increase will economically evict many of our neighbors. We are demanding that SCI sit down and negotiate with us on rent levels and community maintenance issues. Our campaign has made it clear to us that we need greater protections for residents under New York State law to prevent predatory investors, like SCI, from destroying our communities. Everyone deserves a place that they can call home, and these corporate owners need to treat our communities with respect.”

**MARIBETH SHEEDY, AKRON, NY,
LIVES IN A SUNRISE CAPITAL INVESTORS-OWNED COMMUNITY**



Photo: Anton Stetner (CC by 2.0)

Continued from cover story

In mid 2018, Blackstone Group, one of the largest private equity and real estate firms in the world with \$457 billion in assets, bought a portfolio of manufactured home communities in Arizona and California.³

The private equity and real estate firms and institutional investors that have bought into manufactured home communities in recent years have extremely deep pockets – they manage more than \$1.77 trillion dollars in assets.

It is likely that these investors will seek to buy up additional properties and drive up rents for manufactured home owners and renters.

The top 50 manufactured housing community owners own around 680,000 home sites. With more than 150,000 home sites, private equity firms and institutional investors now control a substantial portion of manufactured home communities.

JUDY PAVLICK, SUNNYVALE, CA, LIVES IN A CARLYLE GROUP-OWNED COMMUNITY

I moved in to Plaza Del Rey in 1989. At the time it was a family owned park, the space rent was \$350, and that included garbage, water, cable, etc.

I decided to buy a home of my own so I could paint the walls yellow if I wanted to! I figured why am I spending \$500 a month for an apartment when I could be building equity in a home I own. I chose to move into a manufactured home community because I could afford it, period. The real estate market in California has been getting more and more expensive. As a single person it was important for me to find an affordable housing option. Manufactured housing was perfect. The neighborhood was very friendly. People helped each other. It was a happy place to live. I could get a loan for a mobile home.

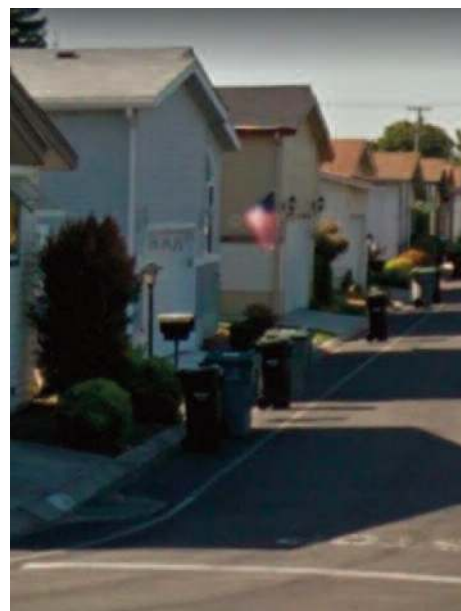
In October of 2015, the Carlyle Group bought our community. Since they took over, there is a dark cloud that has fallen over the community. The previous owners didn't tell us that our community was for sale. It was just dropped on us like a bomb. When we got our first rent increase of 7-8%, no one could believe it. Previous increases had been 3-4%. All of a sudden we were hit with an increase of \$75 or more per month. That's a lot of

money for many people in our community. Nearly half of us are on fixed incomes. People are having to move. It's unfair.

The lot fee increases are also impacting people who want to sell their homes. They are charging new homeowners in the community \$2,250/month in lot fees. That is much higher than the \$800-1,200 charged in other parks just within a mile of us, and it makes it more difficult for homeowners to sell their homes. They have to lower the price to sell and then they lose money on the sale. And I think it will drive up lot fees in other manufactured home communities in Sunnyvale. Other property owners will probably look at what Plaza del Rey is doing and say, oh we should charge that much too. That would impact thousands of people in Sunnyvale.

Carlyle claims that they've spent over \$100,000 on capital improvements in our community, and justifies rent increases because of that. But we don't see what improvements they've made. They put in a play structure and re-paved some streets. We don't see how that adds up to \$100,000. What we do see is that they've promised their investors a return of 7-8%. The same amount our rents went up.

Many people on a fixed income in my community are seniors who have been here for decades. It seems like the attitude is that they should just get out of here. The seniors that are living here built Silicon Valley, and now we're being tossed aside. It's a sad situation. We think that Carlyle is just greedy with no heart.



RECENT PRIVATE EQUITY INVESTMENTS IN MANUFACTURED HOME COMMUNITIES

Company/ Owner	Homesites	Owners	Acquisition Date	Owner Overall Assets
Yes! Communities	44,600	Stockbridge Capital (29%), Govt of Singapore Investment (GIC), Pennsylvania Public School Employees Retirement System (PSERS)	Singapore and PA PSERS bought in in 2016	Govt of Singapore (GIC): \$360 billion Pennsylvania PSERS: \$56 billion Stockbridge: \$12 billion
RHP (partial) (RHP Western Portfolio Group, American Home Portfolio Group, AMC Portfolio And MHC Portfolio IV)	33,010	Brookfield Asset Management (BSREP II) is 85% capital partner in a number of RHP communities	2016	Brookfield Asset Management: \$283 billion
RV Horizons (partial)	31,652	TPG Capital	2018	TPG Capital: \$94 billion
Inspire Communities	13,000	Apollo Global Management	2017	Apollo: \$270 billion
Kingsley Management	11,600		Unknown	Unknown
Horizon Land Company	10,200	Texas Employees Retirement System (ERS), Federal Capital Partners	2018	Texas ERS: \$28 billion Federal Capital Partners: \$2 billion
Treehouse Communities	4,000	Blackstone Group	2018	Blackstone Group: \$457 billion
Carlyle Group - AZ, FL Communities	5,000	Carlyle Group	2015-2017	Carlyle Group: \$212 billion

WHAT ARE MANUFACTURED HOME COMMUNITIES?

MANUFACTURED HOUSING PROVIDES AFFORDABLE HOMES TO 18 MILLION PEOPLE.



U.S. manufactured homes are sometimes referred to as “mobile homes” or “trailers” but in fact are a specific type of factory-built housing, constructed in accordance with the U.S. Department of Housing and Urban Development’s (HUD’s) Manufactured Home Construction and Safety Standards Code.⁴ Many of today’s manufactured homes resemble single-family residences, with several bedrooms, backyard patios or decks, and most are secured to a concrete foundation.

Manufactured homes may be placed on individual land plots that are owned by the manufactured home owner, or the homes may be placed on rented land, including on leased

lots within manufactured home communities.⁵ Today, approximately 2.9 million of the nation’s manufactured homes are in land-leased communities in which residents own or rent their homes and rent the land under their homes.⁶ In these communities, residents pay lot fees or ground rent and additional fees for shared amenities, services, and utilities.

Manufactured housing is an important source of affordable housing, in particular for rural and low-income residents.⁷ Nearly three-quarters of households living in manufactured homes earn less than \$50,000 a year and the median household income of manufactured home residents was \$30,000 in 2009.⁸ The

median net worth among households that live in manufactured housing is about one-quarter of the median net worth among other households.⁹ Prices for the manufactured homes are substantially lower than typical housing. Residents often purchase the homes at prices that can range from less than \$10,000 to up to \$200,000.¹⁰

Manufactured home communities offer affordable homes to low-income families. In particular, it is an important source of low-cost housing for Latinx families in the U.S.¹¹ Further, many communities serve seniors, some with community age-restrictions.

HOW DID MANUFACTURED HOUSING BECOME A HIGHLY PROFITABLE REAL ESTATE INVESTMENT?



Over the past 20 years, manufactured home communities increasingly have gone from “mom and pop” enterprises to ownership by large, multi-state corporations. These newer corporate owners generally escalate lot fees to increase revenues.¹² Homeowners have few options and are forced to pay if they possibly can. They cannot move their homes because they are attached to a foundation, the structures cannot withstand the move, or moving costs are prohibitive.¹³ It is often difficult to resell homes because of the restrictions on home sales placed by the community owner, such as exclusive agent arrangements.¹⁴ In addition, lot rent increases hurt homeowners looking to sell – realtors estimate that for every \$100 increase in space rent, a manufactured home loses \$10,000 in value.¹⁵ With limited affordable housing options to turn to, the homeowners are forced to choose between paying for increasing housing costs and other basic necessities, like food and medicine, or abandoning their homes.

This economic trap is not a side effect but a building block of the business model. RV Horizons co-owner Frank Rolfe notoriously said that a manufactured home park “is like a Waffle House where the customers are chained to their booths.”¹⁶ Kevin Bupp, CEO of Sunrise Capital Investors, advises other prospective manufactured home

investors to “raise rents upon purchase, as doing so ‘goes immediately to your bottom line.’ Charging residents for utilities ‘allows you to pass your expense directly on to the resident and make a ton of extra money,’ he adds.”¹⁷

A manufactured home park “is like a Waffle House where the customers are chained to their booths.”

**FRANK ROLFE,
RV HORIZONS CO-OWNER**

Residents also report that these corporate owners use community rules and regulations to squeeze more money out of them. A resident of a Kingsley Management community in Santa Ana, CA reported: “They constantly change the rules and fines, just to make more money off of us. If they want new stairs, you have to get new stairs on your home. If they don’t want our cars in the drive, they charge us extra fees. The ever-changing requirements puts a lot of strain on residents. We feel harassed and stressed.”

The corporate investors also own and rent out homes in the manufactured communities that they acquire from evicted residents or residents who left. The rental agreements sometimes include rent to own arrangements through which residents make payments toward the home and are held responsible for home upkeep like owners but can be evicted like tenants and lose their investments in the home.¹⁸

Suffering under this ownership structure, low-income seniors and families report devastating impacts on their economic and housing security and health.

BETH HEMLICK, FLORIDA, LIVES IN EQUITY LIFESTYLE PROPERTIES-OWNED COMMUNITY

I live in Buccaneer Estates in North Fort Myers, Florida with my husband and my mother. We moved here in October 2017. Before that, we lived in our RV in an RV park nearby, but it was destroyed by a big rain storm. The water was up to our waists and our park was flooded. The water destroyed our RV's electrical system and then after sitting in outdoor storage through Hurricane Irma it was totally rusted out. We stayed with our daughter and her family for a bit but we quickly needed to find a new home.

That's when we looked at houses in Buccaneer. The manager who works for the owner, ELS, told us she had the perfect home for us. We were in a hurry so we moved quickly to buy our house. But right after we moved in, we all started getting sick. It turns out there was mold behind the shower and under the house. There were leaks and big holes in the floor. The hot water heater fell through the floor because it deteriorated from the mold. My husband has been redoing each problem as he can while he works so it's getting better. But it was a mess.

We bought our house for cash with our insurance payout on our RV. We paid \$28,000 for it but we've been told it wasn't worth more than \$10,000. The manager who works for ELS sold us the house – she did the paper work – but it was owned by an investor. Before us, there was another family that owned the house but ELS evicted them and got their house. ELS sold it to the investor and then we bought it from the investor. That's the same way houses are going when people are hit by a hurricane too – they are forced to give up their house and ELS turns around and sells it again.

My husband and I were so upset when we realized what a mess it was. We were hurt. We were stuck because we bought it as is. There was nothing we could do about any of the damage. And we were mad at ourselves that we rushed because we didn't have somewhere to live. But ELS and the investors all benefitted off of that. As long as they get their money, they don't care.

It's the same with our rent. We pay \$702 in rent plus water, sewer, and trash. You can't get an apartment for that so it's kind of affordable. But you have to take care of your house too. And many of the older people can't keep up with the rent. One of my elderly neighbors says that they keep raising her rent and nitpicking on every little thing. That's her retirement they're taking. She thought she would live here forever but she can't. She's trying to get into some affordable senior places but the wait lists are years long and she can't take her dogs. She said she's choosing between her medicine and her rent.

Plus, we're paying rent but there's no benefit for us. There are problems with the pools and the heaters and the club house. They force us to trim the trees on their property. And I'm sure the folks in the office barely make minimum wage. So you know the big guys are getting all of the money.

I feel aggravated. I want ELS to start taking care of the people and the property. I want them to back off the seniors and stop picking on them for little things. I want to see rent stabilization so the older folks can stay. What I really hope is that we can own our own community. I believe everyone has a right to a decent, stable home. And if we owned the property, we would maintain it and the seniors could stay and everyone could live decently.



Beth Hemlick

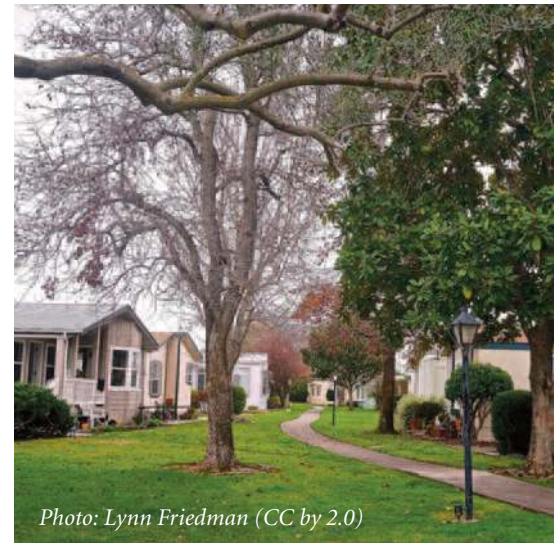


Photo: Lynn Friedman (CC by 2.0)

"I've had a few personal issues over the past several months that have caused me to need to set up payment plans and other arrangements with the manager of my manufactured home community. They've been very cooperative and willing to work with me. I'm grateful my manager has been helpful, because I know this is not always the case. The bottom line is the rent will continue to rise unless corporate or state policies change, and I just won't be able to afford it. Even a good manager can't change the company wide policies that are aiming to make as much money off of all of us as possible. That's why I'm pushing for corporate changes and working to legalize rent control in Illinois. Our communities need immediate relief from rising housing costs. Our local elected officials need rent control in their policy toolkit to protect our low-income seniors and struggling families. To me, these fights for changes to corporate policies, and to our state policies go hand in hand."

**PAT BOHLEN, URBANA, IL
LIVES IN A TPG CAPITAL-OWNED
COMMUNITY**

"There was nothing we could do about any of the damage. And we were mad at ourselves that we rushed because we didn't have somewhere to live. But ELS and the investors all benefitted off of that. As long as they get their money, they don't care."

WHAT IS PRIVATE EQUITY?



Private equity firms invest capital from institutional investors into businesses, attempt to make changes to those businesses to increase cash flow, and then attempt to sell those businesses or take them public through an IPO after four to six years.

Private equity firms generally seek to generate 15-25% annualized returns on their investments. By comparison, the S&P 500 Index generated a 6.1% annualized return over the last twenty years.¹⁹ To generate these returns, Private equity firms generally put down a limited amount of their own capital and rely heavily on debt (i.e. the leverage in leveraged buyouts) to magnify their returns and reduce the tax liability of the companies they own.

In discussing the Carlyle Group's acquisition of the Plaza del Rey manufactured home park in Sunnyvale, California, Erik Gordon, a professor at the University of Michigan's Ross School of Business noted, "Their challenge is to turn something they bought for \$100 million into something that's worth \$300 million. That's the end game for a private equity fund."²⁰

Private equity owners generally seek majority stakes in companies in order to drive strategy and determine leadership at the businesses they own.

The private equity industry and more broadly the private funds industry – encompassing private equity, venture capital, private debt, private infrastructure, private real estate, and similar asset classes – has grown

dramatically over the past several years, from \$1 trillion prior to the global financial crisis a record \$5.2 trillion in assets under management in 2017.²¹

The largest firms in the industry have grown extremely large. The Blackstone Group, for example, has \$457 billion in assets under management.²²

Private equity-owned companies employ more than 11.3 million American workers.²³ As private equity firms have branched out, they serve not just as employers, but as lenders, landlords, owners of schools and social service providers impacting tens of millions of Americans.

As the private equity industry has expanded private equity firms have increasingly made investments that impact low-income communities and communities of color, for example buying up single family homes and apartments, acquiring nursing homes and healthcare providers, and investing in subprime and payday lenders.

“[Private equity firms’] challenge is to turn something they bought for \$100 million into something that’s worth \$300 million. That’s the end game for a private equity fund”

**ERIK GORDON, PROFESSOR AT
THE UNIVERSITY OF MICHIGAN'S
ROSS SCHOOL OF BUSINESS**

“As private equity firms have branched out, they serve not just as employers, but as lenders, landlords, owners of schools and social service providers impacting tens of millions of Americans.”

WHY ARE MASSIVE INVESTORS BUYING INTO MANUFACTURED HOMES NOW?



Many of the private equity firms and institutional investors that have recently invested in manufactured housing communities have been major investors in apartment buildings and single-family homes. Investors have looked to manufactured homes as a relatively untouched sector.

Homeowners with limited ability to move mean steady, rising rents for investors

In manufactured home communities, private equity firms and institutional investors have found a stable source of growing revenue with limited maintenance costs. Because of residents' inability to move and a high demand for affordable housing, cash flows from the investments tend to be highly stable, even during economic downturns.

According to analyst Green Street Advisors, the manufactured home sector is the only major real estate asset class that has not experienced a year-over-year decline in net operating income in any year since 2000. Green Street views manufactured home communities as

offering the most favorable return profile among all property sectors (including apartments, office buildings, retail, hotels, industrial, and self-storage).²⁴

In mid 2018, analysts for investment bank Evercore ISI said that they expect manufactured housing fundamentals to remain strong, with projected core same-store net operating income growth of 4 percent to 4.5 percent annually over the next three years, substantially above the 2.5 percent average growth the firm expects from U.S. real estate investment trusts.²⁵

This consistent revenue stream is the direct result of homeowners' limited mobility and vulnerability. In materials for a "boot camp" for aspiring mobile home park investors Mobile Home University, run by RV Horizons co-owners Frank Rolfe and Dave Reynolds, noted "The fact that tenants can't afford the \$5,000 it takes to move a mobile home ... makes it easy to raise rent without losing any occupancy."²⁶

Further, "mom-and-pop owners have kept

their rents more or less low," said Kyle Baskin, a senior director of Marcus & Millichap's National Manufactured Housing Communities Group based out of Cincinnati. As a result, private equity investors see an opportunity to buy the communities from mom-and-pop owners and dramatically increase rents to quickly increase profits.²⁷

Even if homeowners could move their homes, there are limited other sites to relocate. Local zoning and regulatory constraints are worsening the problem as local governments are reluctant to give new communities permits because of the stigma attached to them.²⁸ And the limited supply of other kinds of affordable housing only worsens a manufactured homeowners' choices when they face a dramatic rent increase. As a result, residents are trapped and can be squeezed for every dollar.

Residents report that elderly neighbors on fixed incomes are forced to choose between rent and medicine or food and working families struggle as rents dramatically increase but their income does not.

In materials for a "boot camp" for aspiring mobile home park investors Mobile Home University, run by RV Horizons co-owners Frank Rolfe and Dave Reynolds, noted "The fact that tenants can't afford the \$5,000 it takes to move a mobile home ... makes it easy to raise rent without losing any occupancy."

MARIA (LUPE) GUADELUPE RICO AGUILAR, SANTA ANA, CA, LIVES IN A KINGSLEY MANAGEMENT-OWNED COMMUNITY



Maria (Lupe) Guadalupe Rico Aguilar

I am from Mexico City. I have been living in Coach Royal manufactured home community in Santa Ana, California since 1998. I take care of people's homes – cleaning and taking care of children – for a living. I first moved into my community because we wanted more space to raise a family. We looked at apartments first but realized we couldn't afford an apartment that would fit my family.

When we first moved here our rent was \$250 for a space and \$400 for the house payments. Now we are paying \$1,330 a month just for the space. We knew that there would be some increase each year and we know that nothing is free but we can't take the injustices, stress, and harassment.

They constantly change the rules and fines, just to make more money off of us. If they want new stairs, you have to get new stairs on your

home. If they don't want our cars in the drive, they charge us extra fees. The ever-changing requirements puts a lot of strain on residents. We feel harassed and stressed. What upsets me the most is the way residents' homes are taken from them because they are unable at one point to pay all of these fees.

Currently my neighbor is going through tough times. She is an elderly woman who has been left to take care of her three grandchildren, who are disabled. Her son, who was the owner of the house, passed away recently. He had been dealing with diabetes for a while but had attributed the rapid decline of his health to all the stress he was experiencing because of management's harassment. The owners are in the process of trying to evict his family now. The grandmother was devastated to have her son suddenly pass. And, now after living in that house for 20 years, the management is saying that she must leave because her name is not on the title. Due to all of the stress that this elderly woman is under, she is thinking of leaving the house behind.

There are many Spanish speakers in my community. Some of them are undocumented. They are very vulnerable and easy targets for harassment. Management takes advantage of them. They tell families that to get a service request filled you have to show a California ID, knowing that many undocumented people don't have an ID, just to avoid the request. If an undocumented person comes to buy a house with cash, no problem – all they want is the money. But once they're in, they do every-

thing in their power to take that home. They target Latino people to take advantage of them.

The worst practice affecting the undocumented is the rent to own contracts. When you are on a rent to own contract you are living in constant fear that at any point management will evict you. Management can enter your home, fine you for something they don't see fit, and if you don't pay it, they take your house. It is traumatic having people inspect your home against your will, looking for any little thing to evict you. These owners have no shame. They don't care if you're paraplegic, like my friend, or elderly, or have young children.

These are the stories that I hear when people come to our homeowner association meetings. Many come to me asking for advice on what they should do when they're threatened with eviction and harassed. When I hear their stories, I tell them to fight and not to give up. I tell them to stay, protect your home and your family – that is your right!

Unfortunately, many people who do not have the strength or energy to stand up against the harassment from management end up leaving their homes behind. When this happens, the owners are quick to recover the house, make a few improvements, and then flip it for a profit. This is a horrible and ugly process.

At the end of the day I'd like to see everybody in the park treated with respect and to feel secure in their homes. I don't want to see people living in fear of losing their homes. The best thing that could happen to the Coach Royal is that the residents eventually own it.

Investors have few incentives to invest in properties

In 2016, the *Wall Street Journal* noted that the costs of maintaining manufactured housing communities are limited for investors, especially in the communities in which the owner simply rents pads and leaves upkeep of the homes to the renter.²⁹

Because manufactured homeowners are often unable to move, the private equity owners of manufactured home communities have limited incentives to invest in the upkeep of the communities. Manufactured home residents complain that investors only make cosmetic

changes when they buy communities and fail to maintain roads, trees, and other common areas.

A resident in an RV Horizons/ Impact Communities-owned community in Utah shared her experience: "Since RV Horizons has taken over, they've only done surface makeovers, like taking out old shrubs and putting in some flowers and wood chips. But there are bigger issues, like streets with huge pot holes that can ruin our cars and the trees that are going to fall. Last spring the office told us they would be repairing the pot holes this year, but nothing has happened and now there is a rumor they won't do it because of the money. When we asked the

office to maintain the trees, they told us we can do it ourselves. It's the owner's responsibility to maintain the trees since they are supposed to maintain the property they own. We don't have money to pay to have the trees trimmed – that's what we pay lot rent for."

There are also reports that investors simply "reposition" empty lots or homes for residents who are willing to pay substantially more. For example, after the Carlyle Group acquired the 85-acre Plaza Del Rey manufactured home park in Sunnyvale, California in 2015, the firm raised the space rents for new residents to \$1,600, nearly 40% more than the park average.³⁰

EXPANSION BY FIRMS THAT HAVE BOUGHT INTO MANUFACTURED HOME COMMUNITIES IS LIKELY TO GROW

Private equity investment in manufactured home communities is likely to increase now that a number of larger firms have made initial investments in the industry. Private equity firms will likely use the manufactured housing community owners and operators they have invested in as platforms to invest in additional manufactured home communities, either on a property-by-property basis or by buying up other companies that own manufactured home communities.

For example, in May 2018 YES! Communities, owned by Stockbridge Capital, the Government of Singapore Investment Company, and the Pennsylvania Public School Employees Retirement System, announced that it had acquired a portfolio of 24 manufactured home communities, comprising over 6,800 residential home sites in the states of Michigan, Indiana, Illinois, and Texas, from affiliates of Four Leaf Properties.³¹

The Blackstone Group, which first invested in manufactured home communities in mid 2018 when it acquired a 14 community portfolio, has been on a buying spree since. In a November 2018 post on a Mobile Home University forum, a staffer for Blackstone's Treehouse Communities noted:

*"I am with the acquisitions team at Treehouse Communities, and we are a real estate investment group that specializes in mobile home and RV communities/resorts. As you may have already noticed, we are in the market to buy. If you are a broker, owner, operator, or have information on a perspective selling party, please reach out. We currently own and operate 2-5 star, all age, and age-restricted communities. In the past four months, we have acquired over \$400 million in manufactured housing assets that have since been improved and maintained through our company's access to capital and outstanding management."*³²

In a job posting for an acquisitions analyst, Blackstone's Treehouse Communities noted:

"Treehouse Communities has established itself as one of the fastest growing operators in the manufactured housing space. In 2018, we acquired over 4,000 manufactured housing units in more than forty communities across three states with a mandate to deploy over \$1b in investment capital the space."

GOVERNMENT-SPONSORED FANNIE MAE PLAYS CENTRAL ROLE IN FINANCING SALES TO PRIVATE EQUITY

The massive private equity firms and institutional investors have been aided in their acquisitions of manufactured home communities by the US Government-sponsored Federal National Mortgage Association (FNMA), commonly known as Fannie Mae.

Founded in 1938 during the Great Depression as part of the New Deal, Fannie Mae's purpose is to expand the secondary mortgage market by securitizing mortgages in the form of mortgage-backed securities (MBS), allowing lenders to reinvest their assets into more lending and in effect increasing the number of lenders in the mortgage market.

While Fannie Mae is publicly traded on the New York Stock Exchange it is majority-owned by the US Department of the Treasury and regulated by the Federal Housing Finance Agency (FHFA).³³

In recent years, Fannie Mae has provided billions of dollars in financing to private equity firms and institutional investors to acquire manufactured home companies.

In 2016, Fannie Mae provided \$1 billion in financing to Yes! Communities. The Fannie Mae loan, made through delegated lenders KeyBank and Wells Fargo, corresponded with \$360 billion sovereign wealth fund Government of Singapore Investment Corporation (GIC) and the Pennsylvania Public School Employees Retirement System (PSERS) acquiring a majority stake in Yes! Communities. At the time, Fannie Mae noted that the Yes! Communities mortgage was its then-largest manufactured housing loan.³⁴

In 2018, KeyBank, acting as a delegated underwriter and servicer for Fannie Mae, provided more than \$200 million in financing to assist private equity firm TPG Capital in acquiring dozens of manufactured home communities operated by RV Horizons.³⁵

While Fannie Mae characterized the \$1 billion Yes! Communities loan as supporting affordable housing, it is unclear whether the mortgages actually include requirements that limit rent increases or otherwise ensure that the manufactured housing communities remain affordable to residents.

THE IMPACTS OF PRIVATE EQUITY INVESTMENTS ON RESIDENTS AND THEIR FIGHT TO PROTECT THEIR COMMUNITIES

As more and more private equity and real estate investment firms invest in manufactured home communities, the residents of these communities – seniors, low-income families, immigrants, veterans, people with disabilities, and people displaced from higher cost places – fear the investments will manufacture homelessness.

Private equity investments striving for short-term gains and a quick exit are not intended to create a sustainable housing system or community. "Well-capitalized private-equity and publicly traded REITs are eager to acquire these properties, invest capital on cosmetic or deferred maintenance items, and realize improved performance [of] the properties typically within the first two years of ownership," Paul Adornato, an analyst with BMO Capital Markets, told the *Wall Street Journal* in 2016.³⁶ They will leave behind low-income residents who cannot afford the rent hikes and are pushed to homelessness, and communities that suffer from limited maintenance and frayed infrastructure.

This business model's impact on residents is exacerbated by the physical distance between the investors and the residents whose lives they are impacting. Unlike a local landlord, investment managers likely see the communities simply as speculative investments, not homes or humans. At the same time, residents who receive mysterious notices of management changes are left wondering who owns their community, who is dictating the decisions about upkeep of their community and their rent, and how residents can reach them.

But even in the face of multi-billion-dollar, multi-national investors, residents are joining together and fighting to protect their communities. Across the country, manufactured home residents are organizing, researching the real estate and private equity investors that have bought their communities, engaging their public officials and allies, and building coalitions with tenants. Powered by the love of their communities and compassion for their neighbors, they are demanding their homes, economic security, and health are protected from the impacts of short-term speculative investment.

ACTIONS COMMUNITY OWNERS AND POLICYMAKERS MUST TAKE TO PROTECT MANUFACTURED HOME RESIDENTS

Residents are demanding that private equity firms and institutional investors take steps to minimize the negative impact of their investments on manufactured home residents and the pool of affordable manufactured housing.

They also believe that local, state, and federal governments play a critical role in protecting manufactured home residents from exploitative community owners and stemming predatory investments.

They call for the following steps:

PRESERVE AFFORDABILITY

The critical mechanism for protecting residents from exploitation and preserving affordability is stabilizing rent and fees, including lot fees, rents paid by tenants, and utility costs.

Corporate owners determine rent and fee levels and should work directly with residents to ensure that rents are reasonable.

Local and state government should establish rent regulations to stabilize rents and protect against unconscionable rent hikes. Such regulations allow for reasonable and gradual rent increases. Government regulations should be protecting against other abusive rent and fee practices, including demanding transparent, itemized billing, prohibition on passing on communal utilities, and ensuring moratoriums on rent collections when homes are destroyed in disasters.

Preserving affordability also requires local governments to use local zoning and regulatory powers to allow for the development of manufactured home communities and protect existing communities from closure and conversion.

PROHIBIT UNJUST EVICTIONS

In addition to rent hikes, a key strategy of corporate community owners is aggressive eviction. If evicted, manufactured home owners can often only resell their home for a fraction of what they paid for it or cannot resell at all and hand it over to the corporate owner. The residents leave the community with no equity – and, in many cases, no other home. Renters of manufactured homes face a similar fate, some after investing in their home through a rent to own contract. Further, without protections against eviction, residents are not safe to register complaints about maintenance problems or to negotiate rent hikes out of fear of losing their homes.

States must enact good cause eviction laws to prohibit such manufactured home eviction mills. Good cause eviction laws enumerate allowable reasons for evicting a resident, such as nonpayment of rent or criminal activity, and mandate a notice period, an opportunity for the resident to cure the cause for eviction, and due process for eviction proceedings. And, critically, when there is no good cause for eviction, the community owner is required to offer the resident a renewal lease when the existing lease expires.

ENSURE SAFE AND HEALTHY COMMUNITY MAINTENANCE

As the owner of the land and all common spaces, the corporate community owner is responsible for keeping the community habitable, safe, and healthy. Another mechanism for extracting short term profits

out of these communities is limited or even decreased maintenance. This leads to health and safety risks for residents, from sewer system failures to unplowed roads. Community owners, especially those with deep pockets, must invest in community infrastructure and safety and on-site managers.

Local, state, and federal government must ensure that community owners are held to a strong code of maintenance, implement transparent systems for residents to have input on maintenance, and have on-site managers. Basic standards include safe walkways and roads, well-maintained water and sewer systems, tree clearing, elimination of standing water, and accommodations for people with disabilities.

ENSURE RESIDENTS FAIR AND EQUAL TREATMENT

To feed their business model, corporate community owners also use their power to push vulnerable residents into exploitative arrangements and discriminate and retaliate against residents. Through consumer protection and civil rights laws and meaningful private and public enforcement of those laws, local, state, and federal governments must ensure residents are protected from:

- **Retaliation** for organizing their neighbors, speaking up, complaining about community conditions, or otherwise attempting to enforce their rights or protect their community;
- **Discrimination** at the hands of corporate investors on the basis of race, national origin, familial status, gender, sexual orientation, gender identity, disability, religion, age, or other protected classes, including exploiting residents based on their language proficiency or immigration status;
- **Fraudulent or exploitative lease terms**, such as rent to own contracts that deny residents basic tenant protections and force them to lose the investments they made in the home;
- **Corporate community owners serving as exclusive real estate agents and controlling homeowners' right to sell their home**, which often leaves residents with no choice but to abandon their homes, while corporate community owners benefit at their expense.

INSTITUTE TRANSPARENT, MEANINGFUL COMPLAINT PROCEDURES FOR RESIDENTS

Residents need a clear path to report problems with health and safety risks, mismanagement, lease provisions, invoices, and any other problems in their communities. This is especially true when the owner of their community is an out-of-state investor that they do not know and cannot contact. Community owners need to institute transparent, meaningful complaint procedures and states should require them.

PROVIDE A MEANINGFUL PATH FOR RESIDENT OR PUBLIC COMMUNITY OWNERSHIP

A critical step to protecting the affordability, viability, and safety of manufactured home communities is creating a path for residents or non-profit or public agencies to own them. Around the country, cooperative ownership of manufactured home communities has proven to work. When residents own their community, families and

seniors can afford to stay and they invest in their community, its buildings, amenities, and infrastructure.³⁷

State government can provide a meaningful path for resident or public ownership. Effective laws:

- Require the community owner to **notify the residents**, including but not limited to resident associations, as well as local and state governments, whenever the owner receives an offer to buy the community, is putting the community on the market, or intends to change the use;
- Give residents a **sufficient waiting period** to decide if they want to purchase the community and make an offer;
- Require seller to negotiate in good faith with the residents and offer them the **right to purchase the community** if they can match the existing offers;
- Provide **public resources** to help the residents, public agency, or non-profit finance the purchase; and
- Enforce **residents' rights** and penalize non-compliance by community owners.

STEM PREDATORY INVESTMENTS

We believe that the federal government and the government-sponsored enterprises (GSEs) play a key role in developing and sustaining affordable housing and healthy communities. We must ensure that the government is using its powers to protect low-income people from predatory investments and is not pressured by investors to support wealth extraction from low-income communities.

Manufactured housing is one of the three underserved markets that Fannie Mae and Freddie Mac are required to serve as part of their obligations under the Duty to Serve Program. Fannie Mae and Freddie Mac must increase financing opportunities for residents, government entities, and nonprofit organizations to purchase manufactured home communities.

By reducing the housing quality and increasing the expenses for manufactured housing residents, private equity investors are decreasing access to manufactured housing for those who rely on it. Fannie Mae and Freddie Mac should also take steps to prevent their other investments from undermining their duty to serve the manufactured housing market by requiring all purchasers to commit to the following as a condition for their financing:

- **Implement and comply with FHFA's pad lease protections for tenants**, including one-year renewable leases, 30-day written notice of rent increases, the right to cure defaults on rent payments, the right to sell the manufactured home without relocating it and assigning the pad lease to the new owner, and 60-day written notice of a planned closure or sale of a community
- **Preserve affordability** with gradual rent increases and **prohibit unfair lease terms** like rent to own contracts and excessive fees
- **Maintain safety and habitability** with regular property maintenance and responsiveness to resident concerns



Photo: City of Longmont, Colorado (CC by 2.0)

PROFILES OF PRIVATE EQUITY INVESTORS IN MANUFACTURED HOME COMMUNITIES



YES! COMMUNITIES – STOCKBRIDGE CAPITAL, GOVERNMENT OF SINGAPORE INVESTMENT CO, PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM

54,000 HOME SITES

YES! Communities has 213 manufactured home communities in 18 states across the country with major concentrations in Florida, Georgia, Iowa, Michigan, North Carolina, Oklahoma, South Carolina, Tennessee, and Texas and continue to grow in other key markets.³⁸

YES! was formed in 2008 by Stockbridge Capital, a private equity real estate manager.³⁹

In August 2016, Stockbridge sold more than two-thirds (71%) of YES! Communities to two institutional investors, the sovereign wealth fund Government of Singapore Investment Company (GIC) and the Pennsylvania Public School Employees Retirement System (PSERS), the pension fund for teachers and other school employees in Pennsylvania.⁴⁰ The sale enabled certain of Stockbridge's investment funds to exit the YES! Communities investment.

Adam Gallistel, Regional Head for Americas, GIC Real Estate, said, "The manufactured housing sector is a unique and highly-attractive niche in the U.S. residential market, which GIC has been exploring for some time. Given the relative lack of consolidation, it is very difficult to enter this sector in scale."⁴¹

Government Sponsored housing lender Fannie Mae provided financing for the transaction.⁴²

In June 2016, prior to the deal closing, the *Wall Street Journal* reported that the deal valued YES! at more than \$2 billion. The Journal reported that GIC would get an initial yield from the company of slightly more than 6%, in addition to any appreciation in value of the underlying real estate.⁴³

YES! Communities has proven a very lucrative investment for the Government of Singapore Investment Company (GIC), the Pennsylvania Public School Employees Retirement System (PSERS), and Stockbridge Capital. As of the end of 2017, Pennsylvania PSERS reported that its investment in YES! Communities has increased in value by 33% since the pension fund invested in August 2016. YES! Communities had already returned \$13.5 million in cash to Pennsylvania PSERS.⁴⁴ YES! Communities likely paid out tens of millions of dollars more in distributions to the Government of Singapore and Stockbridge Capital.

YES! has continued to add new communities to its portfolio. In May 2018 YES! announced that it had acquired a portfolio of 24 manufactured home communities, comprising over 6,800 residential home sites in the states of Michigan, Indiana, Illinois, and Texas, from affiliates of Four Leaf Properties.⁴⁵

YES! Communities' business consists of:

Home site rental – YES! charges site rent to all residents, both those that rent their homes and those that own them. As of October 2017, YES!

average home site rental rate was \$415 per month. YES! Communities' home site rental business accounted for 60% of the company's revenues in 2016.⁴⁶

Home rental – Charging home rent to the 28% of YES! Communities residents who rent their homes. As of October 2017, YES! average home rental rate (in addition to home site rental) was \$474 per month.⁴⁷

Home sales – YES! sells homes to new and existing residents, and continues to charge home site rent to those residents. In 2016, YES! sold 1,800 manufactured homes to new and existing residents.

Home loan acquisition – YES! utilizes third party lenders (selected by YES!, using the company's specified terms and underwriting criteria) to finance residents' home purchases, then acquires the loans from the originating lender. In 2016, YES! acquired 850 additional loans. YES! loan portfolio had a principal balance of \$185 million as of October 2017.⁴⁸

YES! has been able to grow the rent it charges residents. The company's home site rental rate and home rental rate both grew by around 4% between 2016 and 2017, according to Pennsylvania PSERS.⁴⁹

In early 2018, Pennsylvania PSERS reported that from 2014 to 2016, YES! achieved same-community compound annual Net Operating Income growth of 12%.⁵⁰

RHP PROPERTIES – BROOKFIELD ASSET MANAGEMENT

60,100 HOME SITES (33,000 OWNED BY BROOKFIELD)

In May 2016, Brookfield Asset Management, a Toronto, Canada-based real estate and private equity manager with \$285 billion in assets, acquired 135 manufactured home communities in 13 states with a total of 33,010 home sites. Brookfield paid around \$2 billion for the communities.⁵¹

Specifically, Brookfield Strategic Real Estate Partners II acquired four portfolios of manufactured home communities operated by RHP Properties: RHP Western Portfolio Group, American Home Portfolio Group, AMC Portfolio And MHC Portfolio IV.⁵²

Brookfield Strategic Real Estate Partners II is a \$9 billion private equity real estate fund that began investing in 2016. Investors in the fund are a diverse group of more than 100 institutional investors, including sovereign wealth funds, financial institutions and public and private pension plans.⁵³

Brookfield Strategic Real Estate Partners II is targeting a 16% annual return, according to a consultant's report for an investor in the fund.⁵⁴

In addition to its manufactured housing investment, Brookfield owns over 25,000 apartments throughout the United States.⁵⁵

RHP settles class action lawsuit, pays out six-figure settlement to residents of Massachusetts community

In 2017, RHP agreed to a six figure settlement with residents of its Chelmsford Commons mobile home park in Chelmsford, Massachusetts who alleged the company violated state law and 1990 master lease agreement that said rent increases should be tied to the Boston Consumer Price Index.⁵⁶ Plaintiffs in the suit also said the company improperly passed costs onto residents following a 2015 water main break.⁵⁷ In all, RHP paid \$145,881 to settle the case.⁵⁸

"People at Chelmsford Commons have been overcharged for years and we're glad the park has owned up to this error," said Ethan Horowitz of Northeast Legal Aid, who represented residents of the park.⁵⁹

RV HORIZONS/ MHP FUNDS – TPG CAPITAL

31,600 HOME SITES (PARTLY OWNED BY TPG CAPITAL)

In early 2018, TPG Capital, a large San Francisco-based private equity firm, acquired dozens of manufactured home communities in Colorado, Illinois, Indiana, Iowa, Kansas, Kentucky, Minnesota, Nebraska, North Dakota, Texas, Virginia, and West Virginia managed by manufactured home operator RV Horizons.

Government-sponsored mortgage lender Fannie Mae reported that TPG has invested \$400 million in manufactured housing properties in the 24 months ending September 2018, making it one of the top ten investors in manufactured home communities during the two-year period.⁶⁰

Fannie Mae appears to have provided financing for the TPG acquisition. KeyBank, acting

as a delegated underwriting and servicing (DUS) lender for Fannie Mae, provided at least \$206 million to TPG for the RV Horizons acquisition under a Master Credit Facility Agreement.⁶¹

A manufactured home park "is like a Waffle House where the customers are chained to their booths."

Frank Rolfe, RV Horizons co-owner

RV Horizons, which manages the properties acquired by TPG, has relied on manufactured home owners' inability to move their homes or affordably relocate to push for rent increases. RV Horizons co-owner Frank Rolfe notoriously said that a manufactured home park "is like a Waffle House where the customers are chained to their booths."⁶²

In materials for a "boot camp" for aspiring mobile home park investors Mobile Home University, run by RV Horizons co-owners Frank Rolfe and Dave Reynolds, noted "The fact that tenants can't afford the \$5,000 it takes to move a mobile home ... makes it easy to raise rent without losing any occupancy."⁶³

Residents of one RV Horizons-owned community in Austin, Texas in 2015 sought to fight back against large rent and utility increases that RV Horizons charged after acquiring the community.

In 2015 (i.e. prior to TPG acquisition of RV Horizons properties), Aljazeera America noted:

*"RV Horizons purchased North Lamar. One of the first actions of the new management was a rent hike, bringing the monthly cost from \$380 per month to \$450. Residents were also told they had to pay for water and sewage separately, adding \$150 a month. With new fees for such things as having more than two cars or more than four people living in a home, residents in North Lamar say, they were looking at a monthly housing cost of close to \$800 per month."*⁶⁴

Alleging that their existing leases were broken, the residents of North Lamar decided to fight back. They sued the new owners in May 2015, claiming they breached existing contracts with the rent hikes.⁶⁵

RV Horizons residents at multiple communities acquired by TPG recently received notice that the new properties owners have decided to create a new management company called Strive Communities. It is unknown whether

Strive will be separate from RV Horizons or simply a new brand.

Residents in other RV Horizons communities have been notified that they are now under the management of Impact Communities, which appears to be a rebranding of RV Horizons communities. Residents in these communities report being confused and frustrated by the lack of communication about the changes in management and added stress from the uncertainty.

TPG foreclosures in Puerto Rico following Hurricane Maria

TPG's acquisition of RV Horizons properties is not the private equity firm's first investment in housing.

Over the last few years a TPG affiliate acquired thousands of mortgages on the island of Puerto Rico, which has suffered a more than decade-long recession and was devastated by Hurricane Maria in late 2017.⁶⁶

Following the hurricane, TPG affiliate Roosevelt Cayman took hundreds of actions in court to advance foreclosure suits. TPG filed the majority of its foreclosure suits in Puerto Rico in federal court, where filings are in English, making them less accessible to homeowners. TPG affiliates have filed several motions to evict homeowners since the Hurricane.⁶⁷

INSPIRE COMMUNITIES – APOLLO GLOBAL MANAGEMENT 13,000 HOME SITES

Apollo Global Management, a New York-based private equity firm with \$270 billion in assets, in 2017 acquired Inspire Communities, a developer, owner, and manager of manufactured housing communities nationwide.⁶⁸

Inspire Communities has 38 communities with around 13,000 home sites around the country.⁶⁹

In 2016, the *Associated Press* reported on the housing crisis faced by residents in Inspire Communities' Knoll Terrace community in Canyonville, Oregon. Residents reported that the hillsides on which their homes stood were shifting, melting, causing small landslides and cracking the homes' foundations.⁷⁰

Owners of traditional single-family homes would have to suck up the costs of stabilizing a foundation themselves. But manufactured homeowners face a unique predicament in that they own the home, but not the land. They rent the plot much like a recreational vehicle rents a space in a campground.⁷¹



Residents broached the issue with Inspire Communities in February 2016, then sent an official letter in April. The company subsequently sent its regional manager to speak to residents, then an engineer showed up in August to assess damages inflicted onto several properties.⁷²

When the *Associated Press* story was published in November 2016, Inspire Communities still had not taken steps fix things and did not respond to requests for comment.⁷³

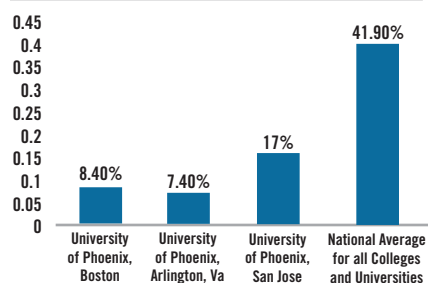
Apollo investments prey on low and moderate income people

Apollo Global Management has a history of investing in businesses that prey on low and moderate income people, including subprime lender OneMain Financial and for-profit college chain University of Phoenix.

The private equity firm in early 2018 acquired OneMain Financial (formerly Springleaf Financial) the largest subprime installment lender in the United States.⁷⁴

OneMain reportedly charges as much as 36% interest on the consumer loans it makes,⁷⁵ yet additional fees and charges can increase the true interest that a borrower pays.

**Graduation Rates,
University of Phoenix campuses vs.
National Average**



In early 2017 Apollo Global Management acquired the (then unrelated) Apollo Education, the owner of the University of Phoenix for profit college chain. While University of Phoenix enrollment has fallen sharply from its 2010 peak, the chain still enrolled 171,000 students in 2017, the *Associated Press* reported.⁷⁶

Based on federal data, graduation rates at University of Phoenix campuses are dismally low – from 17% at the University of Phoenix campus in San Jose, California⁷⁷ to 8.4% in Boston⁷⁸ to 7.4% in Arlington, Virginia.⁷⁹ These compare to national average graduation rate of 41.9% for all colleges and universities.⁸⁰

According to the US Department of Education's College Scorecard website, the average University of Phoenix student ended up with \$32,813 in federal student debt. This does not include private student loans.⁸¹

KINGSLEY MANAGEMENT CORP

11,600 HOME SITES

While privately-owned, Utah-based Kingsley Management Corp uses many of the same aggressive practices as the investment firms now buying up manufactured home communities.

Kingsley Management Corp. owns more than 50 mobile home communities nationwide.⁸²

Kingsley and other manufactured home community operators have recently drawn scrutiny from regulators.

“New Yorkers across the state are already struggling to afford a home – and these companies took advantage of that struggle, promising home ownership and instead leaving families with default, eviction, and financial devastation”

New York Attorney General Barbara Underwood,
October 2018

Kingsley, Horizon Land Company settle with New York Attorney General over “rent-to-own” practices

In October 2018, Kingsley Management Company was one of several manufactured home community operators that entered into a settlement agreement with New York Attorney General Barbara Underwood over the firm's “rent-to-own” practices.⁸³

“New Yorkers across the state are already struggling to afford a home – and these companies took advantage of that struggle, promising home ownership and instead leaving families with default, eviction, and financial devastation,” said New York Attorney General Underwood.⁸⁴

In recent years, in response to the housing crisis, “rent-to-own” agreements have become popular throughout the country among low-income individuals with poor credit hoping to achieve home ownership.⁸⁵

Through its investigation, the Attorney General's office found that by marketing “rent-to-own” and “lease-option” contracts as home sales, and treating the optionee as an owner rather than a tenant, many manufactured home park owners are able to operate in a “gray” area, using rent-to-own contracts that often lack basic tenant protections. As a result, for the vast majority of those renting to own, manufactured home home-ownership remains elusive – while default, eviction, and financial devastation are all too common.⁸⁶

The Attorney General's office heard from many individuals and families who fell behind on their monthly payments or were unable to afford to make the costly repairs required to keep the manufactured home in habitable condition. Some of these families had abandoned their homes due to terrible living conditions, such as non-working septic systems or extensive mold. Other families were facing eviction. In each instance, they faced the loss of non-refundable deposits of thousands of dollars, as well as any money spent on repairs, maintenance, and improvements.⁸⁷

Horizon Land Company (see below), which manages manufactured home communities owned by private equity real estate firm Federal Capital Partners and the Texas Employees Retirement System also entered into the settlement agreement with the New York Attorney General's office.⁸⁸

As part of the settlement agreement, both Kingsley Management Company and Horizon Land Company agreed to discontinue rent-to-own practices found to be unlawful by the Attorney General.⁸⁹

HORIZON LAND COMPANY – FEDERAL CAPITAL PARTNERS/ TEXAS EMPLOYEES RETIREMENT SYSTEM

9,000 HOME SITES

In mid 2018, the Texas Employees Retirement System, a \$28.4 billion public pension fund for state employees in Texas, invested \$50 million in MH Legacy Fund II, a real estate fund that is jointly managed by manufactured housing community operator Horizon Land Company and private equity real estate firm Federal Capital Partners. According to *Pensions & Investments*, a news publication that covers pension fund investments, MH Legacy Fund II invests in manufactured home communities in the U.S.⁹⁰

“We acquire moderate income multifamily communities, then create significant value by repositioning these properties”

Federal Capital Partners website, accessed December 2018

As of November 2018, the fund (also known as Horizon MH Communities Fund II) had raised \$190 million from 279 investors, according to a filing by Horizon Land Company with the US Securities and Exchange Commission.⁹¹

This is Horizon Land Company’s and Federal Capital Partners second manufactured housing-focused investment fund. In 2016, Horizon Land Company and Federal Capital Partners raised a \$106 million fund, Horizon MH Communities Fund I. The Texas Employees Retirement System committed \$42 million to the earlier Horizon-Federal Capital Partners fund.⁹² With debt, the earlier fund had \$350 million in total purchasing power.⁹³

Federal Capital Partners and Horizon Land Company first began investing together in 2012, when the companies made an investment in a Mid-Atlantic portfolio of manufactured home communities.⁹⁴

Federal Capital Partners was formed in 1999 by former Carlyle Group principals Esko Korhonen and Lacy Rice. Private equity firm the Carlyle Group (below) has also been investing in manufactured home communities in recent years.⁹⁵

Federal Capital Partners is a privately held real estate investment company that has invested in or financed more than \$6 billion in assets since its founding in 1999.⁹⁶

Beyond its investments in manufactured housing communities, Federal Capital Partners also invests in multifamily communities, specializing in acquiring moderate income communities and “repositioning” them (i.e. raising rents) to create value.⁹⁷

Horizon Land Company operates 56 manufactured housing communities with 9,000 home sites in the Eastern United States, in New York, New Jersey, Pennsylvania, Ohio, Maryland, Delaware, Virginia, North Carolina, and South Carolina.⁹⁸

All of Horizon Land Company’s communities appear to be owned by Federal Capital Partners (FCP) Realty Fund II, Fund III, or Horizon MH Communities Fund I.⁹⁹

On its website, Horizon notes that it “is aggressively pursuing additional investment oppor-

tunities across the Continental United States,” that it seeks deals of up to \$200 million and is “prepared to close all-cash.”¹⁰⁰

Like Kingsley Management Company and other manufactured housing community operators, Horizon Land Company in October 2018 entered into a settlement agreement with the New York Attorney General’s office and agreed to discontinue rent-to-own practices found to be unlawful by the Attorney General (see above for more detail).¹⁰¹

CARLYLE GROUP

5,000 HOME SITES

Like other companies mentioned in this report, the Carlyle Group is a massive private equity firm with \$212 billion in assets under management.

The Carlyle Group was among the first of the large investment firms to invest in manufactured homes, acquiring two Florida communities in 2013. The two communities that Carlyle acquired, Village of Ponce de Leon in Melbourne Beach and Sun Valley Estates in Tarpon Springs, both cater to those 55 and older.¹⁰²

At the time, analysts highlighted the deal as evidence that big investors are betting that the demand for low-cost manufactured housing will rise as other housing alternatives become too expensive for a number of Americans, especially seniors.¹⁰³

In 2015 the Carlyle Group acquired the 85-acre Plaza Del Rey manufactured home park in Sunnyvale, California. The Sunnyvale community counts 722 units. Plaza Del Rey is located near growing campuses occupied by tech companies like Apple and Google, where housing is highly sought after.¹⁰⁴

After buying the Sunnyvale, California park, the Carlyle Group began quickly raising rents. On top of doubling the space rent increase in 2016 from previous years (residents have long paid increases of 3% to 4% a year, comparable to neighboring parks), Carlyle raised the space rents for new residents to \$1,600, nearly 40% more than the park average.¹⁰⁵

According to the *Los Angeles Times*, the Carlyle Group offered residents a five-year lease that would cap rent increases at 4% a year, but only if they also agreed to sign a contract that would give Carlyle the right to make the first bid if a homeowner decided to sell.¹⁰⁶

In a place like Silicon Valley, where tech salaries are among the highest in the country and the

housing market is among the most competitive, it won’t be hard to find someone willing to pay \$1,600 or more for space rent.¹⁰⁷

“They won’t care if it’s seniors or young people,” said Erik Gordon, a professor at the University of Michigan’s Ross School of Business. “Their challenge is to turn something they bought for \$100 million into something that’s worth \$300 million. That’s the end game for a private equity fund.”¹⁰⁸

The rent increases led residents to begin organizing to pass a rent control ordinance in Sunnyvale.¹⁰⁹ In January 2017, Carlyle sent Dave Kingery, its managing director of U.S. real estate, to a Sunnyvale City Council meeting in January 2017 to argue against rent control.¹¹⁰

TREEHOUSE COMMUNITIES – BLACKSTONE GROUP

4,000 HOME SITES

Private equity and real estate manager Blackstone Group LP in July 2018 acquired a portfolio of 14 manufactured home communities.¹¹¹

Blackstone acquired the Tricon communities for a gross transaction value of approximately \$172 million.¹¹²

The properties are located in Arizona (11) and California and comprise 3,065 rental pads. Thirteen of the communities are age-restricted.¹¹³

Since acquiring the initial portfolio, Blackstone operating partner Treehouse Communities has acquired nine additional manufactured home communities, and is looking to acquire more. In a November 2018 post on a Mobile Home University forum, a staffer for Treehouse Communities noted:

“I am with the acquisitions team at Treehouse Communities, and we are a real estate investment group that specializes in mobile home and RV communities/resorts. As you may have already noticed, we are in the market to buy. ... We currently own and operate 2-5 star, all age, and age-restricted communities. In the past four months, we have acquired over \$400 million in manufactured housing assets that have since been improved and maintained through our company’s access to capital and outstanding management.”

In a job posting for an acquisitions analyst, Blackstone’s Treehouse Communities noted:

“Treehouse Communities has established itself as one of the fastest growing operators in the manufactured housing space. In 2018, we acquired over 4,000 manufactured housing units in more than forty communities across three states with a mandate to deploy over \$1b in investment capital the space.”¹¹⁵

Blackstone, which has \$457 billion in assets under management, is one of the largest owners of real estate in the world and the largest owner of housing in the United States. Blackstone’s Invitation Homes owns 82,000 single family homes around the United States which it rents out to tenants. Invitation Homes has been criticized for pushing up rental prices and displacing residents.¹¹⁶ Multiple executives from Invitation Homes serve as executives of Treehouse Communities’ parent.¹¹⁷ In addition, Blackstone owns more than 70,000 apartments around the country.¹¹⁸

“In the past four months, we have acquired over \$400 million in manufactured housing assets”

Tim Ryan, Treehouse Communities,
November 2018

Blackstone recently spent millions to oppose rent control in California

Blackstone recently contributed \$6.2 million the campaign to defeat Proposition 10 in California, which would have repealed a California law that limits how cities enact rent control. Following heavy spending by Blackstone and other large real estate companies, Proposition 10 was defeated in November.¹¹⁹

The defeat of Proposition 10 in California will directly benefit Blackstone. Invitation Homes had more than 12,800 single family rental properties in the state as of September 2018.¹²⁰ In addition, Blackstone owns at least 37 apartment complexes in California.¹²¹

The portfolio of manufactured housing communities Blackstone acquired includes three communities in California: Riverdale Estates and Palmdale Estates in Indio and Springdale Estates in San Marcos.¹²²

CAREFREE COMMUNITIES – CENTERBRIDGE CAPITAL

17,700 HOME SITES, SOLD TO SUN COMMUNITIES IN 2016

In June 2013, private equity firm Centerbridge Capital acquired National RV Communities,

an owner and operator of 61 destination RV resorts and senior MH communities from Almanac Realty Investors, another private equity manager. Centerbridge renamed it Carefree Communities, Inc. and began acquiring additional properties. The Wall Street Journal reported that Centerbridge spent more than \$1 billion to buy and expand Carefree.¹²³

“Carefree is well-positioned to acquire additional senior manufactured housing and recreational vehicle communities in what remains a very fragmented industry,” said Centerbridge senior managing director William D. Rahm.¹²⁴

By March 2016, Carefree Communities and Centerbridge had acquired more than 40 additional manufactured housing communities, bringing its portfolio to 103 manufactured-housing and RV communities concentrated in California, Florida and Ontario.¹²⁵

In March 2016, Centerbridge sold Carefree Communities to publicly-traded manufactured housing REIT Sun Communities for \$1.68 billion. At the time of the Sun deal, Carefree owned 103 manufactured-housing and recreational-vehicle communities with 27,554 total sites.¹²⁶

EQUITY LIFESTYLE PROPERTIES – EQUITY GROUP INVESTMENTS

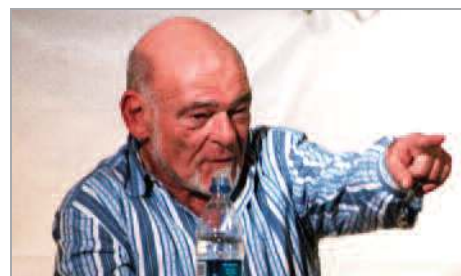
72,000 HOME SITES¹²⁷

Publicly-traded manufactured housing Real Estate Investment Trust (REIT) Equity Lifestyle Properties, chaired by billionaire investor and Equity Group Investments founder Sam Zell,¹²⁸ is perhaps the earliest example of private equity investment in the manufactured home industry.

Equity Lifestyle Properties is the largest owner of manufactured home communities in North America with more than 200 communities totaling more than 72,000 home sites. Equity Lifestyle Properties also owns a large network of RV resorts and campgrounds.¹²⁹

Sam Zell and Equity Group Investments took Equity Lifestyle Properties public through an initial public offering in 1993. Equity Lifestyle Properties has grown steadily since its 1993 IPO. Twenty years ago, the company owned 154 manufactured home communities with 53,000 home sites.¹³⁰

As of March 2018, Sam Zell only owned around 3.4% of Equity Lifestyle Properties.¹³¹ Large investment managers including The Vanguard Group, Fidelity, Blackrock, and Cohen & Steers are Equity Lifestyle Properties’ largest investors.¹³²



Equity Lifestyle Properties Chairman Sam Zell
Photo: Bill Couch (CC by - NC-ND 2.0)

Yet Zell and Equity Group Investments still make their mark on Equity Lifestyle Properties. Zell previously served as Interim CEO of Equity Lifestyle Properties and currently serves as the company’s Chairman.¹³³

Despite his limited ownership stake, Equity Lifestyle Properties has rewarded Sam Zell handsomely. Zell has received at least \$12.7 million in director’s fees and stock awards from Equity Lifestyle Properties in the last five years. Zell also serves on the boards of four other publicly traded companies.¹³⁴

Sam Zell started Equity Group Investments in 1969. The private investment firm today invests in energy, logistics, transportation, manufacturing, communications and health care.¹³⁵

Residents win multimillion dollar settlement after suing Equity Lifestyle for failing to maintain community

In 2017, Equity Lifestyle Properties agreed to a \$10 million settlement with residents of the California Hawaiian mobile home park in South San Jose, California.¹³⁶

In 2007, dozens of residents of the California Hawaiian Mobile Home Estates banded together and sued Equity Lifestyle Properties for failing to maintain the property.¹³⁷

At California Hawaiian, residents say they were plagued by sewage backups, potholes, electrical blackouts, and a swimming pool filled with goose droppings. Water for the entire park of 420 households often was shut off without notice for up to 20 hours at a time, they said.¹³⁸

David McIntyre, a resident, was evicted on Christmas Eve after complaining that an avocado tree growing underneath his South San Jose mobile home had burst through his shower wall.¹³⁹

In 2014, a Santa Clara County jury found Equity Lifestyle Properties negligent and awarded residents a record \$111 million in compensatory and punitive damages. But the judge in the case overturned the award on the grounds it was excessive, prompting the parties to settle in December for just under \$10 million to avoid a second trial on damages.¹⁴⁰

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