

# COPA ROFO/ROFR Process

The timelines below are intended to illustrate how the ROFO/ROFR processes created by the COPA legislation may work in practice. These are not intended to capture all possible ways the process may play out, or to include all the details at each stage, but to serve as a general reference for typical Seller-initiated and Buyer-initiated transactions.

## Initial ROFO Process - Initiated by Seller

DAY 0	<ul style="list-style-type: none"><li>Seller "decides" to sell multifamily property</li><li>Seller notifies Qualified Nonprofits (QN) by email</li></ul>
DAY 5	<ul style="list-style-type: none"><li>11:59 p.m. deadline for QNs to respond to notice</li><li>QN must state if it "wishes to further consider" offer</li><li>If no QN interest, Seller may immediately offer to 3rd parties</li></ul>
DAY 30	<ul style="list-style-type: none"><li>If QN expressed interest by Day 5, deadline for purchase offer</li><li>If Seller rejects QN offer, may immediately offer to 3rd parties--subject to ROFR process</li></ul>
DAY 90	<ul style="list-style-type: none"><li>If Seller accepted QN offer, presumed deadline to complete diligence, secure financing (unless otherwise negotiated)</li></ul>
AFTER SALE	<ul style="list-style-type: none"><li>Seller has 15 days to submit to MOHCD a signed declaration affirming that sale substantially complied with COPA requirements</li></ul>

## ROFR Process *AFTER* Seller Rejects Initial QN Offer

DAY 0	<ul style="list-style-type: none"><li>Seller receives offer from 3rd party to purchase property</li><li>Seller offers to QNs who previously exercised ROFO, on same terms and conditions as offer received</li></ul>
DAY 5	<ul style="list-style-type: none"><li>11:59 p.m. deadline for QNs to accept offer</li><li>If QN accepts offer, proceed with sale to QN</li></ul>
TBD	<ul style="list-style-type: none"><li>If no QN has accepted, Seller may proceed with sale to 3rd party</li><li>BUT if terms change materially, start ROFR process over</li></ul>
AFTER SALE	<ul style="list-style-type: none"><li>Seller has 15 days to submit to MOHCD a signed declaration affirming that sale substantially complied with COPA requirements</li></ul>

## ROFR Process - Offer Initiated by Third Party

DAY 0	<ul style="list-style-type: none"><li>Seller receives offer from 3rd party to purchase property</li><li>Seller offers to all QNs, on same terms and conditions as offer received</li></ul>
DAY 30	<ul style="list-style-type: none"><li>11:59 p.m. deadline for QNs to accept offer</li><li>If QN accepts offer, proceed with sale to QN</li></ul>
TBD	<ul style="list-style-type: none"><li>If no QN has accepted, Seller may proceed with sale to 3rd party</li><li>BUT if terms change materially, start ROFR process over</li></ul>
AFTER SALE	<ul style="list-style-type: none"><li>Seller has 15 days to submit to MOHCD a signed declaration affirming that sale substantially complied with COPA requirements</li></ul>