

## EXIT TRANSFERS MEMORANDUM

This Exit Transfers Memorandum (this “Memorandum”), is executed as of November 9, 2018 among (i) CHASE COMMUNITY EQUITY, LLC (“Chase”), (ii) NDC NEW MARKETS INVESTMENTS LXV, LLC, a Delaware limited liability company (“NDC Sub-CDE”), (iii) HEDC NEW MARKETS, INC., a Delaware corporation (“HEDC”), (iv) BROWNFIELD REVITALIZATION XV, LLC, a Delaware limited liability company (“BR Sub-CDE”), (v) BROWNFIELD REVITALIZATION, LLC a Delaware limited liability company (“BR”), (vi) NORTHERN CALIFORNIA COMMUNITY LOAN FUND NMTC SUB-CDE III, LLC, a California limited liability company (“NCCLF Sub-CDE”), (vii) NORTHERN CALIFORNIA COMMUNITY LOAN FUND, a California nonprofit public benefit corporation (“NCCLF”), (viii) CHASE NMTC SJEIC INVESTMENT FUND, LLC, a Delaware limited liability company (“Fund”), (ix) COMMUNITY DEVELOPMENT PROPERTIES NEW MARKETS MM, INC., a Delaware corporation (“Fund Manager”), (x) EIC QALICB, Inc., a California nonprofit public benefit corporation (the “QALICB”), and (xi) CITY OF SAN JOSE, a California municipal corporation (“Put Purchaser”), and details the flow of funds in connection with the exit of the New Market Tax Credit transaction.

The parties hereby: (i) intend that the transactions set forth in this Memorandum are to be effected on the date first set forth above and (ii) direct the appropriate parties to take such actions, or agree to take such actions, as are necessary or appropriate in order to effect such transfers.

This Memorandum may be executed in two or more counterparts, and by facsimile or portable document format (.pdf), each of which shall be an original, but shall constitute one and the same Memorandum.

**JPMORGAN CHASE BANK, N.A.**

**JPMORGAN CHASE BANK, N.A.,**  
a national banking association

By: \_\_\_\_\_

Name: Jonathon M. Konow

Title: Authorized Officer

**Investment Fund:**

**Chase NMTC SJEIC Investment Fund, LLC**

a Delaware limited liability company

By: Community Development Properties New Markets MM, Inc.,  
a Delaware nonprofit corporation  
its managing member

By: \_\_\_\_\_

Name: Daniel Marsh III

Title: President

**Fund Manager:**

**Community Development Properties New Markets MM, Inc.**

a Delaware nonprofit corporation

By: \_\_\_\_\_

Name: Daniel Marsh III

Title: President

**NDC Sub-CDE:**

**NDC New Markets Investments LXV, LLC,**

a Delaware limited liability company

by: HEDC New Markets, Inc.,  
a Delaware non-profit corporation  
its managing member

By: \_\_\_\_\_

Name: Daniel Marsh III

Title: President

**NDC Managing Member:**

**HEDC New Markets, Inc.,**

a Delaware nonprofit corporation

By: \_\_\_\_\_

Name: Daniel Marsh III

Title: President

**BR Sub-CDE**

**Brownfield Revitalization XV, LLC,**  
a Delaware nonprofit corporation

By: Brownfield Revitalization, LLC,  
a Delaware limited liability company,  
its managing member

By: Cherokee Investment Partners, LLC,  
a Delaware limited liability company,  
its manager

By: \_\_\_\_\_  
Name: Bret Batchelder  
Title: Managing Director

**BR Managing Member**

**Brownfield Revitalization, LLC,**  
a Delaware nonprofit corporation

By: Cherokee Investment Partners, LLC,  
a Delaware limited liability company,  
its manager

By: \_\_\_\_\_  
Name: Bret Batchelder  
Title: Managing Director

**NCCLF Sub-CDE**

**Northern California Community Loan Fund NMTC Sub-CDE III, LLC**  
a California limited liability company

By: Northern California Community loan Fund,  
a California nonprofit public benefit corporation  
its managing member

By: \_\_\_\_\_  
Name: Ross Culverwell  
Title: Chief Lending Officer

**NCCLF Managing Member**

**Northern California Community Loan Fund, LLC**  
a California nonprofit public benefit corporation

By: \_\_\_\_\_  
Name: Ross Culverwell  
Title: Chief Lending Officer

**QALICB:**

**EIC QALICB INC.,**

a California nonprofit public benefit corporation

By: \_\_\_\_\_

Name: James Mather

Title: President/Chairperson

**Put Purchaser:**

**City of San Jose,**

a California municipal corporation

By: \_\_\_\_\_

Name: David Sykes

Title: City Manager

**NMTC EXIT - SJEIC**

The following New Market Tax Credit Exit transactions will take place on November 9, 2018:

**PUT PAYMENT FUNDING**

**1 City of San Jose (Put Purchaser)**

Pursuant to the Put/Call Option Agreement, Put Purchaser will fund the Put Payment from its account

- a. \$1,000.00 to JPMorgan Chase Bank, N.A.
- b. \$10.00 to Community Development Properties New Markets Managing Member, Inc.

a.

Account Name:	JP Morgan Chase Bank, N.A.
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	230921760
ABA Routing No.:	021000021
Reference:	SWHS Put Proceeds

b.

Account Name:	Community Development Properties New Markets MM, Inc.
Bank Name:	M&T Bank
Account No.:	9847442796
ABA Routing No.:	022000046
Reference:	SJEIC Put Proceeds

*\*\*The following QLICI interest payments, Sub-CDE capital distributions, and Leverage Loan payments are based on calculations dated 10/15/18.*

**QALICB FUNDING**

**2 EIC QALICB, Inc. (QALICB)**

The QALICB authorizes the transfers from NDC CDE Fee Reserve account #3002651697

- a. \$174,144.00 to NDC New Markets Investments LXV, LLC
  - b. \$93,603.10 to EIC QALICB, Inc.
- 
- \$0.00 BALANCE TO REMAIN IN ACCOUNT

a. 

Account Name:	NDC NEW MARKETS INVESTMENTS LXV LLC
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	427814863
ABA Routing No.:	021000021
Reference:	QLICI Interest (\$32,171.00), AM Fees (\$9,218.00), Audit & Tax (\$22,510.00) and Exit Fee (\$110,245.00)

b. 

Account Name:	EIC QALICB, INC.
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	938612629
ABA Routing No.:	322271627
Reference:	Remaining balance of reserve

**3 EIC QALICB, Inc. (QALICB)**

The QALICB authorizes the transfers from BR CDE Fee Reserve account #3002651671

- a. \$974.58 to Brownfield Revitalization XV, LLC
- 
- \$0.00 BALANCE TO REMAIN IN ACCOUNT

a. 

Account Name:	BROWNFIELD REVITALIZATION XV LLC OPERATING ACCOUNT
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	938580248
ABA Routing No.:	021000021
Reference:	Interest (\$974.58)

**4 EIC QALICB, Inc. (QALICB)**

The QALICB authorizes the transfers from NCCLF CDE Fee Reserve account #3002651689

- a. \$39,812.39 to Northern California Community Loan Fund NMTC Sub-CDE III, LLC
  - \$20.12 to EIC QALICB, Inc.
- 
- \$0.00 BALANCE TO REMAIN IN ACCOUNT

a. 

Account Name:	NORTHERN CALIFORNIA COMMUNITY LOAN FUND NMTC SUB-CDE III LLC
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	938680022
ABA Routing No.:	021000021
Reference:	QLICI Interest (\$11,033.97), AM Fees (\$3,776.90) and Audit & Tax (\$25,001.52)

b. 

Account Name:	EIC QALICB, INC.
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	938612629
ABA Routing No.:	322271627
Reference:	Remaining balance of reserve



**5 EIC QALICB, Inc. (QALICB)**

The QALICB authorizes the transfers below from its operating account

- a. \$52,665.72 to Brownfield Revitalization XV, LLC
- b. \$21,395.76 to Northern California Community Loan Fund NMTC Sub-CDE III, LLC

a.

Account Name:	BROWNFIELD REVITALIZATION XV LLC OPERATING ACCOUNT
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	938580248
ABA Routing No.:	021000021
Reference:	QLICI Interest (\$52,665.72)

b.

Account Name:	NORTHERN CALIFORNIA COMMUNITY LOAN FUND NMTC SUB-CDE III LLC
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	938680022
ABA Routing No.:	021000021
Reference:	QLICI Interest (\$21,395.76)

**CDE LEVEL FUNDING**

**6 NDC New Markets Investments LXV, LLC (NDC CDE)**

Upon receipt of \$174,144.00 in funds described above in Step 2a and combined with the current account balance of \$7,185.87 NDC CDE authorizes the transfer of the following amounts from account #427814863

- a. \$32,165.65 to Chase NMTC SJEIC Investment Fund, LLC
  - b. \$149,164.22 to HEDC New Markets, Inc.
- 
- \$0.00 BALANCE TO REMAIN IN ACCOUNT

a.

Account Name:	CHASE NMTC SJEIC INVESTMENT FUND LLC
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	427737726
ABA Routing No.:	021000021
Reference:	Distribution to Investment Fund

b.

Account Name:	HEDC New Markets, Inc.
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	836755991
ABA Routing No.:	021000021
Reference:	AM Fees (\$15,649.00), Audit & Tax (\$22,510.00), Exit Fee (\$110,245.00), MM Distribution (\$25.22) and Return of initial equity contribution (\$735)

**7 Brownfield revitalization XV, LLC (BR CDE)**

Upon receipt of \$61,140.30 in funds described above in Step 3a & 5a and combined with the current account balance of \$4,189.42 BR CDE authorizes the transfer of the following amounts from account #938580248

- a. \$56,624.06 to Chase NMTC SJEIC Investment Fund, LLC
  - b. \$1,205.66 to Brownfield Revitalization, LLC
- 
- \$0.00 BALANCE TO REMAIN IN ACCOUNT

a.

Account Name:	CHASE NMTC SJEIC INVESTMENT FUND LLC
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	427737726
ABA Routing No.:	021000021
Reference:	Distribution to Investment Fund

b.

Account Name:	Brownfield Revitalization, LLC
Bank Name:	Capital One Bank
Account No.:	5004334510
ABA Routing No.:	255071981
Reference:	MM Distribution (\$5.66) and Return of initial equity contribution (\$1,200.00)

**8 Northern California Community Loan Fund NMTC Sub-CDE III, LLC (NCCLF CDE)**

Upon receipt of \$70,395.21 in funds described above in Step 4a & 5b and combined with the current account balance of \$735.00 NCCLF CDE authorizes the transfer of the following amounts from account #938680022

- a. \$32,426.49 to Chase NMTC SJEIC Investment Fund, LLC
  - b. \$29,516.66 to Northern California Community Loan Fund
- 
- \$0.00 BALANCE TO REMAIN IN ACCOUNT

a. 

Account Name:	CHASE NMTC SJEIC INVESTMENT FUND LLC
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	427737726
ABA Routing No.:	021000021
Reference:	Distribution to Investment Fund

b. 

Account Name:	Nothern California Community Loan Fund
Bank Name:	MUFG Union Bank
Account No.:	3120001557
ABA Routing No.:	122000496
Reference:	AM Fees (\$3,776.90), Audit & Tax (\$25,001.52), MM Distribution (\$3.24) and Return of initial equity contribution (\$735)

**INVESTMENT FUND LEVEL FUNDING**

**9 Chase NMTC SJEIC Investment Fund, LLC (Investment Fund)**

Upon receipt of the \$121,216.20 to the Investment Fund described in Steps 6a, 7a & 8a and combined with the current account balance of \$19,196.05 the Investment Fund authorizes the transfer of the following amount from account #427737726

- a. \$122,592.25 to City of San Jose
  - b. \$17,820.00 to Community Development Properties New Markets MM, Inc.
- 
- \$0.00 BALANCE TO REMAIN IN ACCOUNT

a. 

Account Name:	City of San Jose
Bank Name:	Wells Fargo, NA
Account No.:	4121893267
ABA Routing No.:	121000248.00
Reference:	LL interest payment (\$100,499.00) and disburse out remaining funds to zero out account (\$22,093.25)

b. 

Account Name:	HEDC New Markets, Inc.
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	836755991
ABA Routing No.:	021000021
Reference:	Audit & Tax

**LEGAL FEE PAYMENTS**

**10 EIC QALICB, Inc. (QALICB)**

The QALICB authorizes the below transfers from its operating account.

- a. \$8,500.00 to Applegate Thorne-Thomsen
- b. \$6,000.00 to Law Office of Mark D. Foster
- c. \$5,500.00 to Leverage Law Group, LLC
- d. \$4,000.00 to Law Office of Mark D. Foster
- e. \$8,000.00 to Nelson & Nelson PLLC

a. 

Account Name:	Applegate & Thorne-Thomsen, P.C.
Bank Name:	Citibank
Account No.:	0980862909
ABA Routing No.:	271070801
Reference:	1901.225 - Unwind Environmental Innovation Center

b. 

Account Name:	Law Office of Mark D. Foster
Bank Name:	Frost National Bank
Account No.:	980045845
ABA Routing No.:	114000093
Reference:	NDC New Markets Investments LXV, LLC ("CDE")

c. 

Account Name:	Leverage Law Group, LLC
Bank Name:	U.S. Bank National Association
Account No.:	145571046815
ABA Routing No.:	101000187
Reference:	10-49

d. 

Account Name:	Law Office of Mark D. Foster
Bank Name:	Frost National Bank
Account No.:	980045845
ABA Routing No.:	114000093
Reference:	Northern California Community Loan Fund NMTC Sub-CDE III, LLC (CDE)

e. 

Account Name:	Nelson & Nelson PLLC
Bank Name:	Key Bank NA
Account No.:	479681268021
ABA Routing No.:	125000574
Reference:	Client #875.2 - San Jose EIC Unwind