

## **Ordinance Exhibit A**

- BORROWER:** Thrive Exchange, LLC, an Illinois limited liability company, a single purpose limited liability company, whose managing member is DL3 Thrive Exchange LIHTC South, LLC, an Illinois limited liability company, of which the sole member is DL3 Realty Advisors, LLC.
- PROJECT:** (i) Acquisition from the City of certain City owned vacant land located at 7909 S. Exchange Avenue, Chicago, Illinois and (ii) construction, furnishing and equipping thereon, and on land currently owned by the Borrower generally located at 7901-7907 South Exchange Avenue and 7911 South Exchange Avenue, Chicago, Illinois, of a low-income housing development and commercial project consisting of a six-story apartment building that will contain forty-three (43) rental dwelling units.

## **Financing Plan**

### **1. The Notes**, as described in this Ordinance.

- Amount:** Not to exceed \$19,175,000, comprised of (i) a Series A Note in an amount not to exceed \$18,400,000 and (ii) a Series B Note in an amount not to exceed \$775,000, all as set forth in Section 3 of this Ordinance.
- Term:** Not to exceed 5.0 years with respect to the Series A Note and not to exceed 20.0 years with respect to the Series B Note.
- Interest:** Not to exceed the lesser of 12% or the maximum rate of interest allowable under state law.
- Security:** The Borrower Notes, and accordingly the Notes, will be secured, in part, by a construction mortgage from the Borrower in favor of the City (which will be assigned to the Bank) (the "**Note Mortgage**") and certain capital contributions to be made to the Borrower by the Investor Member, and pledges and/or assignments of certain funds, personal property and contractual rights of the Borrower and its affiliates (including certain Multi-Family Program Funds and CRP Funds). The Note Mortgage will grant the holder of the Borrower Notes secured thereby a mortgage on the Project that is senior in position.

### **2. City Loan**

- Source:** Multi-Family Program Funds.
- Amount:** \$6,700,000, or such other amount as may be acceptable to the Authorized DOH Officer.
- Term:** Not to exceed 32 years, or another shorter term acceptable to the Authorized DOH Officer.
- Interest:** 0-3.0% per annum, or another rate acceptable to the Authorized DOH Officer.

Security: Non-recourse mortgage on the Project junior to the lien of the Note Mortgage, and/or such other security acceptable to the Authorized DOH Officer (the “**City Multi-Family Loan Mortgage**”).

### **3. Low-Income Housing Tax Credit (“LIHTC”) Proceeds**

Amount: Approximately \$14,900,234, or such amount as may be acceptable to the Authorized DOH Officer.

Source: To be derived from the syndication of the LIHTCs generated by the Project and contributed by the Investor Member.

### **4. Sponsor Seller Financing Loan**

Amount: Approximately \$49,999 or such amount as may be acceptable to the Authorized DOH Officer.

Term: 32 years or such other term that is acceptable to the Authorized Officer.

Source: Sponsor, derived from the fair market value of the land sold by the Sponsor to the Borrower based on the appraisal.

Interest: The then-current applicable federal rate or another interest rate acceptable to the Authorized DOH Officer.

Security: The Seller Financing Loan, if secured, is to be secured by a mortgage junior to the Note Mortgage and the City Multi-Family Loan Mortgage.

### **5. Sponsor TIF Loan**

Amount: \$13,100,000 or such amount as may be acceptable to the Authorized DOH Officer.

Source: Sponsor, from proceeds of the Redevelopment Agreement. The TIF Loan is to be secured by a mortgage junior to the Note Mortgage and the City Multi-Family Loan Mortgage.

Term: 32 years, or such other term that is acceptable to the Authorized DOH Officer.

Interest: 0% or another interest rate acceptable to the Authorized DOH Officer.

Security: Mortgage on the Property junior to the lien of the City Multi-Family Loan Mortgage, or other security acceptable to the Authorized DOH Officer.

### **6. The ComEd Energy Grant and Corporation Loan**

Amount: Approximately \$245,000, or such amount as may be acceptable to the Authorized DOH Officer.

Term: 32 years or such other term that is acceptable to the Authorized DOH Officer.

Source: ComEd grant to Sponsor or another grantee acceptable to the Authorized DOH Officer, which funds will then be loaned to the Borrower, or another source acceptable to the Authorized Officer.

Interest: 0% or another interest rate acceptable to the Authorized DOH Officer.

Security: Mortgage on the Property junior to the lien of the City Multi-Family Loan Mortgage, or other security acceptable to the Authorized DOH Officer.

## **7. GP Equity**

Amount: Approximately \$100 or such other greater amount acceptable to the Authorized DOH Officer.

Source: DL3 Thrive Exchange LIHTC South LLC or such other source acceptable to the Authorized DOH Officer.

## **8. Deferred Developer Fee**

Amount: \$150,000 or such other amount acceptable to the Authorized DOH Officer.

Source: Developer Fee.