RESOLUTION NO. 14 - ___

April 25, 2014

Adopted by the Capitol Area Development Authority

APPROVING THE SIXTH AMENDMENT TO THE REVISED AND RESTATED DISPOSITION AND DEVELOPMENT AGREEMENT (DDA) FOR EAST END GATEWAY 1 (NORTHWEST CORNER OF 16th AND N STREETS)

WHEREAS, the Capitol Area Development Authority ("CADA") and East End Gateway One, LLC entered into a Revised and Restated Disposition and Development Agreement on July 13, 2012, and five subsequent amendments (collectively, the "DDA") pertaining to the development of CADA East End Gateway Site 1; and

WHEREAS, NCRF Holdings, Inc. and UrbanCore-Integral, LLC are the two members of East End Gateway One, LLC; and

WHEREAS, NCRF Holdings, Inc. has reached an amicable agreement with UrbanCore-Integral, LLC to withdraw from East End Gateway One, LLC, and East End Gateway One, LLC has requested that the CADA Board approve this withdrawal; and

WHEREAS, Developer is preparing to close on its construction financing on or about June 1, 2014, and desires to create a Special Purpose Entity ("SPE") to borrow construction funds for development of the project and to take assignment of the obligations under the DDA; and

WHEREAS, Developer's construction lender, East West Bank, prefers that the borrower be a new SPE entity controlled by Integral rather than current Developer entity East End Gateway One, LLC; and

WHEREAS, the SPE will be called "The Warren, LLC" and will be owned and controlled by Integral Warren, LLC, also a new SPE, which in turn will be owned and controlled by an existing Integral entity, Integral Realty, LLC, as the majority member, and Michael Johnson as a minority member; and

WHEREAS, the Developer will be UrbanCore-Integral, LLC under a contract with The Warren, LLC; and

WHEREAS, Developer has requested that the CADA Board authorize it to assign the DDA to the SPE so that construction financing bonds can be issued by the SPE on or about June 1, 2014; and

WHEREAS, the Revised and Restated DDA must be amended to reflect the removal of NCRF Holdings, Inc. as a member of developer and in order to approve developer's assignment of the DDA to the SPE; and
WHEREAS, the Board has reviewed the draft Sixth Amendment to the DDA containing these changes.

NOW, THEREFORE, BE IT RESOLVED, by the Capitol Area Development Authority that the Board of Directors hereby:

1. Approves the Sixth Amendment to the Revised and Restated DDA and authorizes the Executive Director to execute it.

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Ann Bailey, Chair

ATTEST:

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Sharon M. Bennett
Secretary to the Board of Directors