

SENIOR HOUSING AND WORK FORCE HOUSING PROJECT DOCUMENTS

Summary of Financing (two series of tax-exempt notes and two series of taxable notes)

Under Project Loan Agreement, Borrower provides the Project Notes. Construction Lenders (U.S. Bank and BMO Harris) fund the Project Notes and the proceeds of the Project Notes are given to the City to fund the Tax-Exempt Funding Loan and Taxable Funding Loan. The proceeds of the Funding Loans pay for the costs of constructing both projects. Once the projects are completed, the “conversion date” occurs and if all conditions of conversion are met, Freddie Mac buys and becomes the lender for the tax-exempt notes and Freddie Mac makes a supplemental loan to take the place of the taxable notes.

Documents relating to Tax-Exempt Notes and Taxable Notes (one set of documents for each of the workforce housing project and the senior housing project)

- Multifamily Notes each with designation as Multifamily Housing Revenue Note, Series A-1, Series A-2, Series B-1 and Series B-2
 - Sets forth the terms of the Notes, including repayment requirements, interest rates, and redemption provisions
- Project Notes
 - Evidences the Borrower’s obligations under the Notes
- Allonge Endorsement of Project Notes
 - Each allonge assigns all the City’s right, title, and interest in the Project Notes to the Fiscal Agent for the benefit of the purchasers of the Project Notes
- Funding Loan Agreement
 - Provides for the issuance of the Notes by the City and creates the various funds and accounts relating to the use of the proceeds of the Notes and assigns all the City’s rights under the Project Loan Agreement, the Notes, and certain other moneys and securities to the Fiscal Agent on behalf of the Lender
- Project Loan Agreement
 - Provides the terms for the loan of proceeds of the Notes to the Borrower, sets forth the City’s administrative fees, and indemnifies the City for any costs, fees, expenses and liability of the Notes
- Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Financing Statement (one for Taxable and Tax-Exempt Notes)
 - Grants a mortgage, security and assignment of leases and rents in the project to the City as security for the Notes
- Assignment of Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Financing Statement
 - Assigns all the City’s right, title and interest in the Mortgage to the Fiscal Agent, to the Lenders
- Regulatory Agreement
 - Sets forth the certain rental and occupancy restrictions that the project must meet to comply with state law and federal tax law applicable to tax-exempt bonds
- Housing Program
 - Required by Minnesota Statutes, Chapter 462C and sets forth the proposed plan for the acquisition, construction and equipping of the project and the issuance of conduit revenue obligations to finance the project. The program also explains what the proceeds of the conduit obligations will be used for, the amount and general terms of the conduit revenue obligations, and the affordability requirements relating to the project
- Resolutions
 - The resolution approving each bond transaction also provides authorization for the Minnetonka EDA and the City to sign various closing certificates and other documents

necessary to carry out the purposes of the documents approved and the resolutions adopted.

Tax Increment Revenue and Subordinate Multifamily Housing Revenue Bonds, Series 2018C Documents

- Subordinate Indenture of Trust
 - Issues the Subordinate Bonds and creates the various funds and accounts relating to the use of the proceeds of the Subordinate and for the repayment of the Subordinate Bonds
- Subordinate Loan Agreement
 - Provides for the terms for the loan of proceeds of the Subordinate Bonds to the Borrower, sets forth the City's administrative fees, and indemnifies the City for any costs, expenses and liability of the Subordinate Bonds
- Subordinate Combination Mortgage, Security Agreement, Fixture Financing Statement, and Assignment of Leases and Rents
 - Provides the Trustee on behalf of bondholders with a subordinate mortgage, assignment of leases and rents relating to the project
- Assignment of Mortgage
 - Assigns all the City's right, title and interest in the Subordinate Mortgage to the Trustee
- Assignment, Pledge, and Security Agreement
 - Pursuant to this document, the Borrower will pledge and assign its interest in the TIF Note issued by the Minnetonka EDA to the Trustee in order to secure its repayment obligations under the Subordinate Loan Agreement
- Subordinate Guaranty Agreement of Dominium Holdings II, LLC
 - A subordinate guaranty of payments of debt service by an affiliate of the Borrower relating to the Subordinate Bonds
- Subordination Agreement (for Mortgage and Pledge of Surplus Cash)
 - Subordinates the Subordinate Mortgage, Subordinate Guaranty, and the use of surplus cash for repayment of debt service on the Subordinate Bonds to the senior financing
- Bond Purchase Agreement
 - Sets forth the terms of the sale and purchase of the Subordinate Bonds
- Resolutions
 - The resolution approving each bond transaction also provides authorization for the Minnetonka EDA and the City to sign various closing certificates and other documents necessary to carry out the purposes of the documents approved and the resolutions adopted.

TIF and Development Documents

- Construction Addendum to Contract for Private Development (one for each project)
 - Sets forth, among other items, certain construction obligations under the Contract for Private Development including timelines, the payment of certain fees and charges, design and construction of various site improvements, landscaping, the submission of engineering reports, the installation of utilities, erosion and grading requirements, and the ownership of various site improvements and utilities.
- Subordination Agreements related to the Tax-Exempt Notes and Taxable Notes (for Contract for Private Development, Declaration of Restrictive Covenants and Minimum Assessment Agreement) (two agreements for each project – one for tax-exempt notes and one for taxable notes)
 - Subordinates the EDA's rights in the Minimum Assessment Agreement setting forth a minimum market value for the project, Declaration of Restrictive Covenants relating to

the affordability of the project and the Contract for Private Development setting forth terms of providing tax increment financing assistance to the borrower to the rights of the Fiscal Agent on behalf of the Lenders under the financing documents relating to the Tax-Exempt Notes and the Taxable Notes. The subordination agreement subordinates the right of the City to require replacement of the property manager. The City and EDA may exercise the remedies of specific performance or injunctive relief to enforce covenants and agreements of Borrower relating to income, rent, or affordability restrictions contained in the Subordinate Agreements. The EDA has the right to exercise its remedies under the Contract for Private Development upon default by the developer.