

CLOSING TRANSFERS MEMORANDUM

This Closing Transfers Memorandum (this “Memorandum”), dated as of December 19, 2017, is agreed to by: (1) Chase Community Equity, LLC (“CCE”) (2) Chase NMTC Mesquite Library Investment Fund, LLC (“Investment Fund”), (3) Clearinghouse Community Development Financial Institution (“Allocatee”), (4) Clearinghouse NMTC (Sub 52), LLC (“Sub-CDE”), (5) Mesquite QALICB, Inc. (“QALICB”), (6) Las Vegas-Clark County Library District Foundation, Inc. (“Leverage Lender”), and (7) Las Vegas - Clark County Library District (“Sponsor”), and details the flow of funds in connection with the closing and NMTC funding originated from CCE, as the NMTC investor, all for the purpose of providing debt and equity financing for Investment Fund, “qualified equity investments” in the Sub-CDE and “qualified low income community investment” loans to QALICB to fund the construction of the new facility located at 121 & 160 West 1st North Street, Mesquite, NV 89027 (the “Property”).

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.

THE VALIDITY OF THIS MEMORANDUM, THE CONSTRUCTION, INTERPRETATION, AND ENFORCEMENT HEREOF, AND THE RIGHTS OF EACH PARTY WITH RESPECT TO ALL MATTERS ARISING HEREUNDER OR RELATED HERETO SHALL BE DETERMINED UNDER, GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK, WITHOUT GIVING EFFECT TO CONFLICT OR CHOICE OF LAW PRINCIPLES.

[signature pages follow]

CCE:

CHASE COMMUNITY EQUITY, LLC,
a Delaware limited liability company

By: _____

Name: Emily Feder

Title: Vice President

Investment Fund:

CHASE NMTC MESQUITE LIBRARY INVESTMENT FUND, LLC,
a Delaware limited liability company

By: Chase Community Equity, LLC,
a Delaware limited liability company,
its sole member

By: _____

Name: Emily Feder

Title: Vice President

Allocatee:

CLEARINGHOUSE COMMUNITY DEVELOPMENT FINANCIAL INSTITUTION,
a California corporation

By: _____

Name: Douglas J Bystry

Title: President/CEO

Sub-CDE

CLEARINGHOUSE NMTC (SUB 52), LLC,
a California limited liability company

By: Clearinghouse Community Development Financial Institution,
a California corporation,
its Managing Member

By: _____

Name: Douglas J Bystry

Title: President/CEO

QALICB:

MESQUITE QALICB, INC.,
a Nevada nonprofit corporation

By: _____
Name: Fred James
Title: President

Leverage Lender:

LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.,
a Nevada nonprofit corporation

By: _____
Name: Edward Kojane
Title: President

Sponsor:

LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT,
a political subdivision of the State of Nevada

By: _____
Name: Fred James
Title: CFO

NMTC FUNDING

Prior the commencement of funding, Las Vegas-Clark County Library District Foundation, Inc. ("Leverage Lender") shall provide evidence of having received \$6,646,000 in grant proceeds from Las Vegas - Clark County Library District ("Sponsor") to the Leverage Lender Chase 1 Funding Account.

The following transactions will take place on December 19, 2017

INVESTMENT FUND LEVEL FUNDING

2 Leverage Lender

Upon the completion of Step 1, the Leverage Lender will make a loan to Chase NMTC Mesquite Library Investment Fund, LLC ("Investment Fund") by depositing the following amount from its account #225026951.

- a.

\$6,646,000.00	to Chase NMTC Mesquite Library Investment Fund, LLC
\$0.00	BALANCE TO REMAIN IN FUNDING ACCOUNT

- a.

Account Name:	Chase NMTC Mesquite Library Investment Fund, LLC
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	182119534
ABA Routing No.:	021000021
Reference:	LL Funding

3 Chase Community Equity, LLC ("CCE")

Upon the completion of Step 2, CCE, as the sole member of the Investment Fund, authorizes a transfer of the following amount from its account.

- a.

\$3,354,000.00	to Chase NMTC Mesquite Library Investment Fund, LLC
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- a.

Account Name:	Chase NMTC Mesquite Library Investment Fund, LLC
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	182119534
ABA Routing No.:	021000021
Reference:	Equity Funding

CDE LEVEL FUNDING

4 Chase NMTC Mesquite Library Investment Fund, LLC ("Investment Fund")

Upon receipt of the \$10,000,000 in aggregate funding as described in Steps 2 & 3 above, CCE, as sole member of the Investment Fund, authorizes the transfer of the following amounts from account #182119534.

- a.

\$10,000,000.00	to Clearinghouse NMTC (Sub 52), LLC
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\$0.00	BALANCE TO REMAIN IN ACCOUNT

- a.

Account Name:	Clearinghouse NMTC (Sub 52), LLC - Operating Account
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	220357583
ABA Routing No.:	021000021
Reference:	QEI Funding

5 Clearinghouse Community Development Financial Institution ("Allocatee")

Clearinghouse Community Development Financial Institution, as the Managing Member of Clearinghouse NMTC (Sub 52), LLC ("Sub-CDE"), will make its member equity contribution and authorizes the transfer of the following amount from its account.

- a. \$1,000.00 to Clearinghouse NMTC (Sub 52), LLC

- a.

Account Name:	Clearinghouse NMTC (Sub 52), LLC - Operating Account
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	220357583
ABA Routing No.:	021000021
Reference:	Managing Member Contribution

6 Sub-CDE

Upon the receipt of the \$10,001,000 in proceeds from Steps 4 & 5, Allocatee, as the manager of the Sub-CDE, authorizes the funding of the following transfers from its account #220357583.

- a. \$6,646,000.00 to Mesquite QALICB, Inc. - QLICI Loan A
- b. \$3,154,000.00 to Mesquite QALICB, Inc. - QLICI Loan B
- c.

\$200,000.00	to Clearinghouse NMTC, LLC - Suballocation Fee
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\$1,000.00	BALANCE TO REMAING IN ACCOUNT

- a. & b.

Account Name:	Mesquite QALICB, Inc. - Disbursement Account
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	3629730673
ABA Routing No.:	021000021
Reference:	QLICI Loan A & B

- c.

Account Name:	The Clearinghouse CDFI
Bank Name:	Wells Fargo Bank, N.A.
Account No.:	022-1543929
ABA Routing No.:	121000248
Reference:	Sub-Allocation Fee to Clearinghouse CDFI

QALICB LEVEL FUNDING

7 Mesquite QALICB, Inc. ("QALICB")

Upon confirmation of receipt of \$9,800,000 in proceeds from Steps 6a and 6b, QALICB authorizes the transfer of the following amounts from account #3629730673 using the proceeds from QLICI Loan B.

- a. \$414,000.00 to Mesquite QALICB, Inc. - CCDFI Fee Reserve Account
 - b. \$100,000.00 to Clearinghouse NMTC, LLC - Upfront Fee
 - c. \$3,666,070.09 to Title Company - Payment of Professional fees
-
- \$5,619,929.91 BALANCE TO REMAIN IN ACCOUNT

a.

Account Name:	Mesquite QALICB, Inc. - CCDFI Fee Reserve Account
Bank Name:	JP Morgan Chase Bank, N.A.
Account No.:	3629730681
ABA Routing No.:	021000021
Reference:	CCDFI Fee Reserve

b.

Account Name:	The Clearinghouse CDFI
Bank Name:	Wells Fargo Bank, N.A.
Account No.:	022-1543929
ABA Routing No.:	121000248
Reference:	Upfront Fee to Clearinghouse CDFI

c.

Account Name:	TBD
Bank Name:	0
Account No.:	0
ABA Routing No.:	0
Reference:	Professional Fees and Closing Costs

** Wire instructions for funds to be transferred by Title Company as outlined in the Title Instruction Letter dated as of the date hereof. The items to be paid by the closing escrow account are estimated to be as follows:*

3,068,688.09	Initial Ground Lease Payment/Purchase of Improvements
	Kutak Rock LLP
	Mitchell Stipp
	Dentons US LLP
	Buchalter PC
	Crescent Growth Capital
	Novogradac & Company LLP
3,000.00	Plan and Cost Review
	Title and Escrow Expenses
261,500.00	Arranger Fee
332,882.00	Estimated NMTC Transaction Costs
\$3,666,070.09	Total Disbursed at Closing to Title Company

RETURN OF RESERVATION DEPOSITS

8 Return of Chase Reservation Deposit

Chase will transfer the following amount to the following account.

- a. \$35,000.00 to Las Vegas-Clark County Library District Foundation, Inc.

- a.

Account Name:	Las Vegas-Clark County Library District Foundation, Inc.
Bank Name:	Wells Fargo Bank, N.A.
Account No.:	1005087190
ABA Routing No.:	121000248
Reference:	Chase Deposit Return

9 Return of Clearinghouse CDFI Reservation Deposit

Clearinghouse CDFI will transfer the following amount to the following account.

- a. \$25,000.00 to Las Vegas-Clark County Library District Foundation, Inc.

- a.

Account Name:	Las Vegas-Clark County Library District Foundation, Inc.
Bank Name:	Wells Fargo Bank, N.A.
Account No.:	1005087190
ABA Routing No.:	121000248
Reference:	Clearinghouse CDFI Deposit Return

10 Return of Novogradac Reservation Deposit

Novogradac will transfer the following amount to the following account.

- a. \$5,000.00 to Las Vegas-Clark County Library District Foundation, Inc.

- a.

Account Name:	Las Vegas-Clark County Library District Foundation, Inc.
Bank Name:	Wells Fargo Bank, N.A.
Account No.:	1005087190
ABA Routing No.:	121000248
Reference:	Novogradac Deposit Return

JPMorgan Chase Accounts

Entity	Account Name	Bank Name	Account Number	Routing Number
Investment Fund	Chase NMTC Mesquite Library Investment Fund, LLC	JP Morgan Chase Bank, N.A.	182119534	021000021
Sub-CDE	Clearinghouse NMTC (Sub 52), LLC - Operating Account	JP Morgan Chase Bank, N.A.	220357583	021000021
Leverage Lender	Las Vegas-Clark County Library District Foundation, Inc. - Funding Account	JP Morgan Chase Bank, N.A.	225026951	021000021
QALICB	Mesquite QALICB, Inc. - Disbursement Account	JP Morgan Chase Bank, N.A.	3629730673	021000021
QALICB	Mesquite QALICB, Inc. - CCDFI Fee Reserve Account	JP Morgan Chase Bank, N.A.	3629730681	021000021

Non Chase Accounts

Entity	Account Name	Bank Name	Account Number	Routing Number
Leverage Lender	Las Vegas-Clark County Library District Foundation, Inc.	Wells Fargo Bank, N.A.	1005087190	121000248
QALICB	Mesquite QALICB, Inc.			

Clearinghouse Managing Member	The Clearinghouse CDFI	Wells Fargo Bank, N.A.	022-1543929	121000248
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Title Company