

**RESOLUTIONS TO APPROVE A MODIFICATION OF
THE THREE SQUARE TRANSACTION BY LAS VEGAS
COMMUNITY INVESTMENT CORPORATION AND LVCIC SUB-CDE VIII, LLC**

WHEREAS, Las Vegas Community Investment Corporation, a Nevada nonprofit corporation (the “Allocatee”), and LVCIC Sub-CDE VIII, LLC, a Nevada limited liability company (the “Sub-CDE”), desire to engage in transactions more particularly described in these resolutions (collectively, the “Transactions”):

WHEREAS, the Allocatee is the managing member of the Sub-CDE; and

WHEREAS, on January 20, 2020 (the “Closing Date”), Chase Community Equity, LLC, a Delaware limited liability company, and its successors and assigns (“CCE”), made an equity investment in Chase NMTC Three Square Investment Fund, LLC, a Delaware limited liability company (the “Fund”), pursuant to that certain Operating Agreement for the Fund dated as of the Closing Date, and acquired a 100% membership interest in the Fund; and

WHEREAS, on the Closing Date, the Fund obtained a loan from Three Square Plan Giving, a Nevada nonprofit corporation (the “Fund Lender”), and made in one or more advances (the “Fund Loan”), a portion of which was used to return certain bridge equity to CCE; and

WHEREAS, on the Closing Date, the proceeds of the equity investment by CCE and a portion of the Fund Loan were used to make one or more equity investments by the Fund in the Sub-CDE in the aggregate amount of \$11,000,000 (each such equity investment, a “Sub-CDE Investment,” and collectively, the “Sub-CDE Investments”), pursuant to that certain Amended and Restated Operating Agreement of the Sub-CDE dated as of the Closing Date (the “Sub-CDE Operating Agreement”), in which the Fund received a 99.99% interest therein; and

WHEREAS, on the Closing Date, the proceeds of the Sub-CDE Investments were used to fund a loan with a principal amount of \$10,670,000 (the “QLICI Loan”) to Three Square, a Nevada nonprofit corporation (“Project Borrower”), which used the proceeds of such QLICI Loan to construct, renovate and expand Approximately 32,500 square foot vacant warehouse in Las Vegas, Nevada (the “Project”) and will operate the Project as, among other things, a food distribution facility, Senior Hunger Program, Benefits Outreach Services, Emergency Food Assistance Program, and Three Square Food Bank Call Center; and

WHEREAS, the Project Borrower has requested that the Sub-CDE consent to the Project Borrower incurring additional debt in the aggregate original principal amount of \$17,205,882.35 (the “State QLICI Loans”) from Brownfield Revitalization 66, LLC, a Delaware limited liability company, Consortium America 87, LLC, a Delaware limited liability company, NV3S/NCF Sub-CDE, LLC, a Missouri limited liability company, Stonehenge Community Development 148, LLC, a Delaware limited liability company, and Enhanced Capital New Market Development Fund 103, LLC, a Delaware limited liability company (collectively, the “State QLICI Lenders”) which the Project Borrower shall utilize to fund certain activities ancillary to the Project (collectively, such transactions are referred to as the “Project Borrower Additional Debt”); and

WHEREAS, to document and evidence the Sub-CDE’s consent to the Project Borrower Additional Debt, the Sub-CDE intends to enter into that certain Intercreditor Agreement by and among the Sub-CDE, the State QLICI Lenders and the Project Borrower (the “Intercreditor Agreement”); and

WHEREAS, CCE and the Fund intend to enter into that certain Written Consent of Chase NMTC Three Square Investment Fund, LLC, Chase Community Equity, LLC and JPMorgan Chase Bank, N.A. in order to approve the Sub-CDE’s consent of the Project Borrower Additional Debt pursuant to the terms of the Sub-CDE Operating Agreement; and

NOW THEREFORE,

RESOLVED, that the Allocatee and Sub-CDE authorize and approve of the Project Borrower Additional

Debt; and

RESOLVED FURTHER, that Scott D. Adams, William Arent, Gary Ameling or their designee (the “Authorized Representative”) is hereby authorized and directed, in the name of Allocatee and Sub-CDE, to execute and deliver all instruments, agreements, certificates, and documents (including any changes, modifications, or alterations thereto from any drafts thereof considered by the Board of Directors of Allocatee and managing member of Sub-CDE at their meetings held on June [11], 2020) as may be required in connection with, or which are otherwise related to, the Project Borrower Additional Debt, which the Authorized Representative may approve, including, without limitation, the Intercreditor Agreement and any other instruments, agreements, certificates, and documents as may be required in connection with, or which are otherwise related to, the Project Borrower Additional Debt (collectively, the “Transaction Documents”).

RESOLVED FURTHER, the form, terms, and provisions of the various documents to be executed and delivered to or with respect to the Project Borrower Additional Debt, including, without limitation all Transaction Documents, are hereby ratified, approved, and confirmed, and the transactions described in and contemplated by the Transaction Documents, are approved, ratified, and confirmed.

RESOLVED FURTHER, that any and all of the Transaction Documents may contain such recitals, covenants, agreements, and other provisions as may be required and the Authorized Representative may approve, and the execution of such instruments, agreements, certificates, and documents by the Authorized Representative shall be conclusive evidence of such approval, and that the Authorized Representative is authorized from time to time to execute amendments, modifications, waivers, renewals or extensions of any and all such instruments, agreements and documents.

RESOLVED FURTHER, all actions previously or to be taken by or on behalf of Allocatee and Sub-CDE in connection with the Project Borrower Additional Debt are hereby ratified, approved and confirmed, and no further action by or on behalf of Allocatee and Sub-CDE, their stockholders, members, managers, officers, directors or any other person is required.

RESOLVED FURTHER, the forms of the Transaction Documents signed and delivered by the Authorized Representative are hereby authorized, confirmed and approved, and no further action by or on behalf of Allocatee and Sub-CDE, their stockholders, members, managers, officers, directors or any other person shall be required to execute and deliver the same.