



SAMPLE FINANCING SCOPE OF WORK

<p>Financing Feasibility & Structuring</p>	<ul style="list-style-type: none"> • Review underwriting characteristics of project and operating entity to assess underwriting issues, if any, and identify reasonable potential sources of financing • Assess and review financing sources and parameters for incorporation into selected financing method • Assess project financing timeline and likelihood of successful closing within prescribed timeline • Work with client to develop timeline of success, if existing financing timeline is unrealistic given project facts and status • Review operating model and coach client on underwriting questions and expectations, as needed • Assess Client's internal team and capabilities, recommend accounting and legal partners • Lead process with Client, financing partners and counsel to develop financing structure that is affordable, achieves Client's objectives, and has best possibility of closing within agreed upon timeframe • Lead process with Client, financing partners, funding sources, counsel and accounting team to identify and resolve business and organizational issues that may impact financing and underwriting issues • Manage and coordinate relationships with legal counsel, other consultants, if any, and service providers (accountants) for structure creation, review and approval
<p>Marketing</p>	<ul style="list-style-type: none"> • Prepare marketing materials tailored to specific financing sources to ensure successful attraction of financing (including, tax credit specific materials for investors, lenders and other tax credit partners, and other specific materials tailored toward parameters of other viable financing streams (including EB-5 financing, commercial financing, community development financing, tax-exempt bond financing, among others) (materials will include items such as diagrams, base projections, summary of general terms, and project and community impact information). • Lead process with Client, counsel, accountants to develop best marketing framework for project – creating consistent message for project and underwriting • Assess and identify best potential financing partners for closing in prescribed timeline • Arrange and attend meetings with Client and potential investors and lenders • Incorporate feedback, if any, from potential partners into financing structure; review feedback with Client to restructure or remodel financing structure



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Implementation and Closing	<ul style="list-style-type: none"> • Drive closing process • Negotiate term sheets and reservation letters • Coordinate with Client counsel on legal issues in term sheet and reservation letters • Analyze investor, lender, and other financing partner requirements for integration into transaction structure • Identify issues and constraints that impact transaction, develop options to resolve, and ensure transaction is as efficient, practical and manageable as possible (identifying and incorporating closing, compliance and exit issues in way that all are manageable for and understandable to Client) • Manage investor, lender, and other financing partner relationships through closing • Prepare or assist in preparation of materials and documents to respond to inquiries and requirements of financing partners • Coordinate (a) preparation of documents by legal counsel for the parties to the transaction, (b) funding, and (c) closing of the financing • Review and negotiate business terms in all documents to ensure transaction terms align with Client expectations and operations • Assist Client in undertaking an appropriate review of all financing decisions to ensure Client has the ability to make informed decisions regarding the financing transaction
Transaction Management	<ul style="list-style-type: none"> • Develop budget for financing costs and expenses, including timeline of estimated costs • Review transaction related invoices from attorneys, accountants and other NMTC related service providers, as agreed to and in coordination with Client (assisting client in determination of reasonableness of fees and costs) • Manage financing transaction budget and necessary financial information to document and demonstrate financing costs and benefits to project • Prepare operating manual / transaction calendar and timeline to assist Client in managing its reporting and other obligations during financing term or tax-credit compliance period
Organizational Buy-In	<ul style="list-style-type: none"> • Prepare or assist in preparation of materials of all stages of financing process for review by, and attend meetings with, committees or board to ensure organizational approval and understanding of entire financing structure: <ul style="list-style-type: none"> ○ Summary materials explaining financing characteristics and mechanics ○ Materials explaining and identifying known terms at terms sheet or reservation letter stages ○ Analyses of financing mechanics, benefits and operating implications ○ Materials for approval of final financing structure and terms

* Additional annual compliance management assistance is available under a separate fixed fee Scope of Work. If interested, please ask your Two9Three consultant for a proposal.