

1. Interest on the Development Loan;
2. The overhead and administration costs of Partner B as co developer of the Project; and
3. All other line item categories of the Budget for tenant improvements, leasing commissions, and operating deficits incurred after the Stabilization Date. Partner A will not be permitted to use savings in the line item categories for tenant improvements, leasing commissions, or operating deficits incurred prior to the Stabilization Date, or those line item categories set out in Subparagraphs 1 and 2 of this Paragraph E, to reduce overruns in other line item categories. The Partners will also be required to contribute Special Capital Contributions to the Partnership to repay to the lender any portion of the Development Loan and any additional borrowing advanced to the Partnership at any time that the Partners elect to terminate the development of the Project or at any time that the Development Loan or any additional borrowing must be repaid to the lender under the terms and conditions of the Development Loan documents, and the Partnership has been unsuccessful in obtaining a Permanent Loan to repay the Development Loan.

F. **Additional Capital Contributions.** The Partners will be required to contribute additional contributions of capital to the Partnership, pro rata, in proportion to their then existing Percentage Interests, at any time subsequent to the Stabilization Date that funds are required to pay for:

1. Operating deficits of the Partnership; or
2. Capital improvements in excess of the funds available in the reserve for capital improvements maintained by the Partnership.

VI. **Loans.** Any Partner may lend to the Partnership on the approval of the Executive Committee (as defined in this letter). Such loans (Loans) will be an obligation of the Partnership, repayable from the cash flow of the Partnership. No Partner will be personally obligated to repay any Loan.

VII. **Management.**

A. **Executive Committee of the General Partners.** The management and control of the Partnership will be vested in an Executive Committee of the General Partners (the *Committee*). The Committee will consist of _____ (number) members, of which _____ (number) will be appointed by Partner A and _____ (number) will be appointed by Partner B. Partner A and Partner B have the right to remove their respective Committee members and appoint successor Committee members. A majority of the members of the Committee will be required for a decision on all matters of Partnership business.

North Of Intention

Albert A Gayle



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