

Staub Anderson

ATTORNEYS AT LAW

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June 6, 2019

Ms. Sandy Hart
Lake County Board Chair
18 North County Street,
Waukegan, IL 60085

RE: Aspire of Illinois Acquisition From Northpointe Resources, Inc. of:
3233 Galilee Ave.; 3025-3029 Highland Court; 17720 Horseshoe Lane; 17724 Horseshoe Lane;
33418 N. Park Street; 39286 N Garnett Avenue; 17720 Horseshoe Lane; 17724 Horseshoe Lane
700-702 College Avenue; 17720 Horseshoe Lane; and 17724 Horseshoe Lane

Dear Ms. Hart:

Our law firm represents Aspire of Illinois (“Aspire”), an Illinois not-for-profit organization, recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, in its entering into an agreement with Northpointe Resources, Inc. (“Northpointe”) wherein some of the board of directors of Northpointe will join the board of directors of Aspire, the employees of Northpointe will become employees of Aspire, and Aspire will continue the programs of Northpointe, including those that take place at the above referenced properties. The transaction is that of an asset acquisition that is often referred to as a defacto merger, whereby Aspire will continue the mission and programs of Northpointe. As part of this merger, the real estate identified above will transfer to Aspire. As is common with mergers between not-for-profit entities, no consideration will be paid for the transfer of the properties. Incidentally, Northpointe is also recognized as a tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code.

We are aware that Lake County, through its Community Development department, has liens on the above referenced properties, securing Community Development Block Grant (CDBG”), Home Investment Partnerships Program (“HOME”) and Affordable Housing Program (AHP) loans/grants, some of which forgivable and some of which are not, some of which require periodic payments from Northpointe, but all of which require charitable services to be provided for certain durations at the properties. By this letter, Aspire requests that Lake County give its consent for Northpointe’s transfer of the above referenced properties to Aspire, and the transfer of the loan/grant obligations to Aspire, contingent upon Aspire continuing to provide the required charitable services, and all other obligations committed to by Northpointe, for the remainder of the terms of the agreements entered into with the County. In short Aspire will continue the good services that the County supported when entering into these agreements with Northpointe, as well as continuing to fulfill all other obligations of Northpointe to the County.

Aspire is an organization that serves populations that are eligible recipients of benefits under the CDBG, HOME and AHP programs. Please contact me for further information regarding the merger of Northpointe and Aspire, and to facilitate the transfer of the CDBG loans referred to above.

Very truly yours

STAUB ANDERSON GREEN LLC



Eric D. Anderson