MEMORANDUM

To: Board Members
Alaska Industrial Development and Export Authority

From: Tomas Boutin
Executive Director

Date: May 22, 2019

Subject: Loan Summary – Sun Mountain Development Group, LLC – Unit A (Planet Fitness)
Loan Resolution No. L19-06

Loan Request Northrim Bank requests AIDEA’s participation of $3,847,500 (90%) in a $4,275,000 loan.

<table>
<thead>
<tr>
<th>Lender</th>
<th>Amount</th>
<th>Term</th>
<th>Structure</th>
</tr>
</thead>
<tbody>
<tr>
<td>AIDEA</td>
<td>$3,847,500</td>
<td>25 years</td>
<td>Fixed for 25 yrs.</td>
</tr>
<tr>
<td>Northrim Bank</td>
<td>$427,500</td>
<td>10 years</td>
<td>Variable for 10 yrs.</td>
</tr>
<tr>
<td>Total</td>
<td>$4,275,000</td>
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</table>

Borrower Sun Mountain Development Group, LLC, Unit A.


Use of Proceeds Term financing for a newly built fitness center in Wasilla. Proceeds will payoff construction financing with Northrim Bank.

Project Newly constructed, Planet Fitness Center is located in the core-business area of Wasilla.

Job Creation 125 construction and 25 new permanent jobs will be supported.

Management The principal owners, Alexis M. Gevorgian Jr., Cameron J. Johnson, and Andrew A. Ingram, are all seasoned commercial real estate owners and successful business persons.
Collateral and Value

First Deed of Trust on the improvements located at Unit A, of The Shoppes At Sun Mountain, a site condominium project in Wasilla. The improvements will consist of a newly-constructed fitness center with 25,000 SF. It will be completed with Planet Fitness design attributes. These would include an open layout for fitness equipment, specialized training areas and locker rooms.

Greg Wing, MAI, with North Pacific Advisors, LLC, appraised the “Leased Fee” market value of the property at $5,700,000 with stabilized occupancy.

This loan participation has a Loan-to-Value ratio of 75%, which is within AIDEA guidelines. Projected debt service coverage is 1.48 times to 1.0.

Related Debt

Concurrently with this request, Sun Mountain Development Group, LLC is requesting AIDEA to participate in two other loans. Assuming the three participations are approved and closed, AIDEA’s loan relationship with the borrower will total $7,009,200.

AIDEA has two other loan participation commitments (not funded) with guarantors of the subject participation request. These loans total $3,947,624.

AIDEA’s maximum loan participation to the related guarantor will be $10,956,825, when all loans are funded.

Financial Information

Specific confidential financial information will be provided to Board members under separate cover.

Environmental

No issues noted.

Market

The Wasilla area has only two major health clubs, Body Renew and the Alaska Club. The Planet Fitness franchise has a proven business model to compete with other fitness centers. Membership in these types of fitness centers is expected to increase as the Mat-Su area population continues to grow.
Strengths

- Newly constructed collateral.
- Tenant lease is for a minimum of 10 years with (2) 5 yr. options; franchisees will personally guaranty the lease.
- Franchise owners are very experienced and are expanding in the Alaska market.
- Debt Service Coverage Ratio of 1.48 is above the 1.25 guideline.
- Strong outside financial support is available from the guarantor.

Weaknesses

- No extraordinary risk beyond typical real estate market cycles.

Portfolio Diversification

As of March 31, 2019, total dollars in the Mat-Su region, as a percentage of AIDEA’s total portfolio dollars statewide will increase from 17.7% to 18.4%. AIDEA had 19.8% of its total statewide portfolio secured by retail type properties. This will increase to 20.7%. For participated loans within the Mat-Su region, 15.2% of the portfolio is attributed to retail type projects. This loan will increase penetration of the retail type properties to 19.2% in the Mat-Su region.

Recommendation

Staff recommends approval of Loan Resolution No. L19-06 as presented.
AIDEA Credit Presentation

**BORROWER:** Sun Mountain Development Group, LLC–Unit A (Planet Fitness)

**CO-BORROWER:** None

**ADDRESS:** 1663 Ventura Blvd, Suite 1014, Encino, CA 91436

**Bank:** Northrim Bank

**Originating Officer:** Sue Wolf

**Loan Officer:** Bill Phelan

**Date:** May 6, 2019

**BUSINESS:** Real estate holding company owned by the guarantors

**NAICS:** 531120

**GUARANTORS:**

**LOAN PURPOSES:**

- Refinance
- New Construction
- Acquisition
- Assumption
- Equity Extraction
- Energy Development Project

**LOAN PROGRAM:**

- Loan Participation
- Business Assistance Program
- OREO Sale
- AIDEA 100% Owned

**COMMITMENT TERM:** One year

**ANTICIPATED FUNDING DATE:** April 10, 2020

**JOBS SUPPORTED/RETAINED:** 125 construction jobs and 25 new permanent jobs will be supported.

### PARTICIPATION

<table>
<thead>
<tr>
<th>Participation</th>
<th>Loan Amount</th>
<th>Percentage</th>
<th>Rate</th>
<th>Payment Monthly</th>
<th>Annual</th>
<th>Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>Northrim</td>
<td>$427,500</td>
<td>10%</td>
<td>Variable¹</td>
<td>$4,635.26</td>
<td>$55,623.12</td>
<td>10 years:</td>
</tr>
<tr>
<td>AIDEA</td>
<td>$3,847,500</td>
<td>90%</td>
<td>Fixed²</td>
<td>$20,308.52</td>
<td>$243,702.24</td>
<td>25 years</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>$4,275,000</strong></td>
<td></td>
<td></td>
<td><strong>$24,943.78</strong></td>
<td><strong>$299,325.36</strong></td>
<td>Effective Amo: 21.5 years</td>
</tr>
</tbody>
</table>

**Related Debt**
Committed/Unfunded $3,947,625; 3 Proposed Loans $7,009,200, Fully Funded $10,956,825

### GUARANTEE

<table>
<thead>
<tr>
<th>Guarantee</th>
<th>Loan Amount</th>
<th>Guarantee Percentage</th>
<th>Guarantee Amount</th>
<th>Rate</th>
<th>Payment Monthly</th>
<th>Annual</th>
<th>Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
<td></td>
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### COLLATERAL DESCRIPTION AND VALUE

**Description**
First lien on a 25,000 SF fitness center located at NHN Sun Mountain Avenue, Wasilla, AK

**Appraisal Date**
March 3, 2019

**Source**
Gregory S. Wing, MAI
North Pacific Advisors, LLC

**Estimated Value**
$5,700,000

**Loan to Value**
75%

### APPROVALS/DECLINES

**Comment:**

Loan Committee approved this participation request on May 10, 2019

### CONDITIONS OF APPROVAL

¹ Lender – 3 yr. FHLB index; Initial rate 5.48%
² AIDEA – 20-year rate, underwritten at 4.0%
WHEREAS, Northrim Bank, has filed an application with the Alaska Industrial Development and Export Authority (the “Authority”) requesting that the Authority purchase a participation in a loan to Sun Mountain Development Group, LLC – Unit A, (Planet Fitness) (the “Loan”) under the Authority’s loan participation program (AS 44.88.155 et seq.);

WHEREAS, the nature, purpose and terms of the Loan and the Authority’s participation are described in the attached Memorandum (the “Memorandum”) from Authority staff;

WHEREAS, staff of the Authority has recommended that the Authority purchase the participation in the Loan, subject to certain conditions, as described in the Memorandum;

WHEREAS, the Authority’s participation in the Loan is consistent with all requirements for such participation provided in AS 44.88.155 et seq. and the applicable regulations of the Authority related to such participations provided in 3 AAC 99.200 - .390;

WHEREAS, it is the Authority’s policy that the purchase of a loan participation be approved by the Authority’s board if the Authority’s participation in the loan will equal or exceed $3,000,000, or if the aggregate amount of the Authority’s participation in loans to any borrower or guarantor will exceed $5,000,000;

WHEREAS, the dollar amount of the subject participation is $3,847,500;
WHEREAS, Northrim Bank requests the Authority to purchase $3,847,500 (90%) of the $4,275,000 Loan; and

WHEREAS, it is in the best interest of the Authority that the Authority purchase the participation in the Loan, subject to conditions recommended by staff as described in the Memorandum.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The Authority’s purchase of the participation in the Loan as described in the Memorandum is approved, subject to the conditions recommended by staff as set forth in the Memorandum. The Executive Director is authorized to approve such non-material changes in the terms and conditions of the Loan and the Authority’s participation as the Executive Director, in his discretion, determines appropriate.

Section 2. The Executive Director of the Authority and the Director-Commercial Finance of the Authority are authorized to take such actions as may be necessary or convenient to consummate the purchase of the participation in the Loan including, without limitation, issuing a commitment with respect to the Authority’s participation in the Loan.

DATED at Anchorage, Alaska on this 22nd day of May 2019.

Chair

Secretary