

RACM / INGETEAM, INC.
TERM SHEET
FOR ACQUISITION OF LAND
IN MENOMONEE VALLEY INDUSTRIAL CENTER

Property: Approximately 8.1 acres located in the RACM Menomonee Valley Industrial Center (the “Center”) consisting of all of the unsold land lying North and West of Canal Street and South of Milwaukee Road, as the same is identified on Exhibit A attached hereto (the “Property”). The actual acreage is to be confirmed by a survey.

Purchase Price: \$120,000 per acre, payable in cash at closing.

Closing: Closing shall occur on or before April 15, 2010, or as mutually agreed.

Property Condition: RACM has completed installation of all public streets and an alley, sewer, water and other public infrastructure serving the Property. A sidewalk along Canal Street must be installed, at public expense. RACM shall complete all filling, grading, surcharging, environmental remediation and other site preparation at the Property pursuant to the specifications described in Exhibit B attached hereto. RACM shall be responsible for obtaining case closure from the WDNR. All of the foregoing work shall be at RACM’s cost and expense. RACM shall indemnify Ingeteam from and against any claims relating to adverse environmental conditions existing on or prior to closing. Ingeteam shall provide RACM with reasonable access to the Property after closing to accommodate case closure requirements, such as installation and testing of monitoring wells. RACM shall allow Ingeteam to dispose of any fill from the Property at any vacant location in the Center without paying any tipping fees.

Project: Ingeteam shall construct and occupy a new office, manufacturing and warehouse facility on the Property of approximately 114,000 square feet, with associated parking and landscaping facilities, as more further described on the attached Exhibit C (the “Project”). Ingeteam anticipates completion of construction of the Project within 12 months of closing.

Design Guidelines: Ingeteam shall develop and operate the Project in compliance with the design guidelines attached hereto as Exhibit D. These design guidelines have been incorporated into a Redevelopment Plan approved by RACM and the City of Milwaukee which include the Property and other lands developed in the Center.

Human Resources: Ingeteam shall utilize Emerging Business Enterprises (as such term is defined in the Milwaukee Code of Ordinances) for of the construction cost in development of the Project and shall enter into an Emerging Business Enterprise Agreement to evidence and memorialize same.

Stormwater Maintenance: As part of the overall development of the Center, RACM is installing a master stormwater management system (the “Stormwater System”) that will serve the Property and other parcels within the Center. The cost of installation of the Stormwater System is included in the purchase price. Subsequent to closing, Ingeteam shall be obligated to pay

RACM, or a property owner's association for the Center, Ingeteam's pro rata share of the cost of operating and maintaining the Stormwater System.

Subsequent Documentation: RACM and Ingeteam shall enter into an agreement for sale of land containing RACM's customary provisions with respect to the conveyance of the Property and consistent with the provisions of this term sheet. The conveyance shall be subject to customary permitted encumbrances such as utility, access, stormwater, and other easements. The Property and Project shall be subject to the provisions of the Redevelopment Plan.

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Exhibit A

Description of the Property

Exhibit B

Site Preparation

Exhibit C

Description of Project

Exhibit D

Design Guidelines