

TERMINATION & ASSIGNMENT
AGREEMENT

Document Title

TERMINATION & ASSIGNMENT AGREEMENT

GH 7-31-2018, CAO 251342

Drafted by:

Gregg Hagopian, Asst. City Attorney, City of
Milwaukee

Recording Area

Name and Return Address:

Gregg Hagopian
Asst. City Attorney
841 N. Broadway – 7th Floor
Milwaukee, WI 53202

Tax Key Numbers:

See **Exhibit A**

THIS TERMINATION & ASSIGNMENT AGREEMENT: is made as of October _____, 2018; is made by and among the Redevelopment Authority of the City of Milwaukee (“**RACM**”), the City of Milwaukee (“**City**”), the Milwaukee Public Library Board (“**MPL**”), and Century City Redevelopment Corporation (“**CCRC**”); and is for good and valuable consideration, the receipt and sufficiency of which are acknowledged.

RECITALS

A. CCRC, a redevelopment corporation under Wis. Stat. 66.1301 through 66.1329 and Chapter 180, was created to assist in the implementation of the Century City and Villard Library redevelopment projects involving new market tax credit (“**NMTC**”) financing.

B. CCRC was the owner of the property within the Century City Project consisting of 3180 West Townsend Street, Milwaukee (leased to T-Mobile USA Tower LLC, “**T-Mobile**”) (the “**T-Mobile Site**”), Milwaukee, and 3533 North 27th Street, Milwaukee (leased to Talgo, Inc., “**Talgo**”) (the “**Talgo Site**”). Those parcels are described, respectively on **EXHIBIT A**. By deed dated of even date herewith, CCRC conveyed the T-Mobile Site and the Talgo Site to RACM. CCRC now wants to assign its respective landlord interests in the leases affecting those parcels to RACM, and RACM wants to accept the assignment.

C. CCRC was also the owner of condominium unit 100 in the Villard Square Condominium at 5186 N 35th Street, Milwaukee (the “**Library Site**”) (leased to the City for the benefit of MPL for operation of the Villard Library, and concerning which the City for the benefit of MPL had an option to purchase). That parcel is also described on **EXHIBIT A**. By deed dated of even date herewith, CCRC conveyed the Library Site to the City for the benefit of the MPL. CCRC, City and MPL now want to terminate the lease and the option to purchase pertaining to the Library Site.

D. CCRC was also party to the following cooperation agreements that CCRC, RACM and City wish to terminate:

- Cooperation and Development Agreement, between City and CCRC, dated as of October 5, 2011
- Cooperation and Development Agreement, between CCRC and RACM, dated as of October 5, 2011
- Cooperation Agreement, Contract for Receipt and Furnishing of Services, Materials and Equipment, between CCRC and City, dated as of October 5, 2011

AGREEMENT

1. **Recitals.** The recitals above are acknowledged, agreed to and accepted.
2. **CCRC Assignment of Landlord Interest in Lease for T-Mobile Site to RACM.**
CCRC’s landlord interest in the following lease is hereby assigned to RACM. RACM accepts the assignment and shall provide a copy of this document to the tenant under that lease.
 - Cell Facility Lease Agreement, dated as of November 11, 2010, between RACM as landlord, and T-Mobile Central, LLC as tenant, recorded in the Milwaukee County Register of Deeds (“**ROD**”) Office on November 15, 2010 as ROD Doc. No. 09939231.
 - Amendment One to the above lease, dated July 1, 2011, between RACM as landlord, and T-Mobile Central, LLC as tenant, recorded August 3, 2011 as ROD Doc. No. 10019657.
 - Assignment and Assumption of Lease, dated October 14, 2011, regarding the above lease, between RACM as assignor to CCRC as assignee of the landlord’s interest in the lease.
 - Original tenant, T-Mobile Central, LLC, assigned its tenant interest in the lease to T-Mobile USA Tower, LLC, effective November 30, 2012.
3. **CCRC Assignment of Landlord Interest in Lease for Talgo Site to RACM.**
CCRC’s landlord interest in the following lease is hereby assigned to RACM. RACM accepts the assignment and shall provide a copy of this document to the tenant under that lease.

- Talgo Lease Agreement, dated as of October 1, 2017, with Talgo as the tenant, recorded in the ROD Office on January 19, 2018 as ROD Doc. No. 10746068.

With RACM now being the owner of 3533 N. 27th Street (the Talgo Site), and with RACM also owning 3025 W. Hopkins Street (TIN 269-0453-000), and 3424 N. 27th Street (TIN 285-1724-120), and with the assignment to RACM of CCRC's landlord interest in the above lease to RACM, there is now but one landlord under the above lease, RACM.

4. **Termination of Option and Termination of Lease Regarding Library Site.** The following lease, and the following option, affecting the Library Site is hereby terminated and ended in all respects.

- Operating Lease, dated as of June 9, 2011, between RACM as landlord and City (on behalf of MPL) as tenant, the landlord interest in which lease was assigned by RACM as assignor to CCRC as assignee by Assignment and Assumption of Lease, dated as of October 14, 2011.
- Option Agreement, dated as of October 14, 2011, between CCRC and City, recorded in the ROD Office on February 14, 2012 as ROD Doc. No. 10082823.

5. **Termination of Cooperation Agreements.** All of the Cooperation Agreements referred to in recital D above are hereby terminated and ended in all respects.

6. **Counterparts.** This document may be signed in counterparts. Facsimile or email signatures shall be accepted as originals. If required for recording purposes, original signatures shall be supplied.

7. **ROD Recording.** This document shall be recorded in the ROD Office at RACM expense.

IN WITNESS WHEREOF, the parties hereto signed this document, as of the date first written above.

<p>CITY ATTORNEY APPROVAL/AUTHENTICATION</p> <p>The undersigned, as a member in good standing of the State Bar of Wisconsin, hereby approves the signatures of the City representatives herein per MCO 304-21, and</p>	<p>CITY: THE CITY OF MILWAUKEE</p> <p>By: _____</p> <p>Mayor Tom Barrett</p>
---	---

<p>also authenticates the signatures of those City representatives per Wis. Stat. 706.06 so this document may be recorded per Wis. Stat. 706.05 (2)(b).</p> <p>By: _____</p> <p>Gregg Hagopian, Asst. City Attorney</p> <p>State Bar No. 1007373</p> <p>Date: _____</p>	<p>CITY CLERK</p> <p>_____</p> <p>James R. Owczarski, City Clerk</p> <p>COUNTERSIGNED</p> <p>_____</p> <p>Martin Matson, City Comptroller</p> <p>City Common Council Resolution File #</p> <p>_____.</p>
<p>RACM AUTHENTICATION</p> <p>The undersigned, as a member in good standing of the State Bar of Wisconsin, hereby authenticates the signatures of the RACM representatives herein per Wis. Stat. 706.06 so this document may be recorded per Wis. Stat. 706.05 (2)(b).</p> <p>By: _____</p> <p>Gregg Hagopian, Asst. City Attorney</p> <p>State Bar No. 1007373</p> <p>Date: _____</p>	<p>RACM: REDEVELOPMENT AUTHORITY OF THE CITY OF MILWAUKEE</p> <p>By: _____</p> <p>Lois A. Smith, Board Chair</p> <p>And By: _____</p> <p>David P. Misky, Assistant Director/Secretary</p> <p>RACM Resolution File No. _____</p>

<p>CCRC AUTHENTICATION</p> <p>The undersigned, as a member in good standing of the State Bar of Wisconsin, hereby authenticates the signatures of the CCRC representatives herein per Wis. Stat. 706.06 so this document may be recorded per Wis. Stat. 706.05 (2)(b).</p> <p>By: _____</p> <p>Gregg Hagopian, Asst. City Attorney</p> <p>State Bar No. 1007373</p> <p>Date: _____</p>	<p>CCRC: CENTURY CITY REDEVELOPMENT CORPORATION</p> <p>By: _____</p> <p>David P. Misky, President</p> <p>And By: _____</p> <p>Martin Matson, Secretary/Treasurer</p> <p>CCRC Resolution Dated _____</p>
<p>MPL AUTHENTICATION</p> <p>The undersigned, as a member in good standing of the State Bar of Wisconsin, hereby authenticates the signatures of the MPL representatives herein per Wis. Stat. 706.06 so this document may be recorded per Wis. Stat. 706.05 (2)(b).</p> <p>By: _____</p> <p>Gregg Hagopian, Asst. City Attorney</p> <p>State Bar No. 1007373</p> <p>Date: _____</p>	<p>MPL: THE MILWAUKEE PUBLIC LIBRARY</p> <p>By: _____</p> <p>Paula A. Kiely, Director</p> <p>MPL Board approval date:</p> <p>_____</p>

EXHIBIT A

1. T-MOBILE SITE

Address: 3180 W. Townsend Street, Milwaukee, WI

TIN: 269-0441-000

Legal Description: Lot 1 of Certified Survey Map No. 8363, recorded June 27, 2011 in Reel 7646, as Document No. 10009389, being a division of part of Lots 10, 22 and 12 and all of Lot 13 in Block 4 and vacated street and alley adjacent in Conrad-Thoma Subdivision No. 1; all of Lots 1 through 32 inclusive in Block 12 and vacated streets and alleys adjacent in Continuation of Grand View and lands in the Northeast 1/4, Northwest 1/4, Southwest 1/4 and Southeast 1/4 of the Northeast 1/4 and the Northeast 1/4 and the Northwest 1/4 of the Southeast 1/4 all in Section 12, Township 7 North, Range 21 East, in the City of Milwaukee, County of Milwaukee, State of Wisconsin.

2. TALGO SITE

Address: 3533 N. 27th Street, Milwaukee, WI

TIN: 269-0442-000

Legal Description: Lot 2 of Certified Survey Map No. 8363, recorded June 27, 2011 in Reel 7646, as Document No. 10009389, being a division of part of Lots 10, 22 and 12 and all of Lot 13 in Block 4 and vacated street and alley adjacent in Conrad-Thoma Subdivision No. 1; all of Lots 1 through 32 inclusive in Block 12 and vacated streets and alleys adjacent in Continuation of Grand View and lands in the Northeast 1/4, Northwest 1/4, Southwest 1/4 and Southeast 1/4 of the Northeast 1/4 and the Northeast 1/4 and the Northwest 1/4 of the Southeast 1/4 all in Section 12, Township 7 North, Range 21 East, in the City of Milwaukee, County of Milwaukee, State of Wisconsin.

3. LIBRARY SITE

Address: Condominium Unit 100, Villard Square Condominium, 5186 N. 35th Street, Milwaukee, WI

TIN: 207-0891-000

Legal Description: Unit 100, together with said unit's undivided 16.74% interest in the common elements and the exclusive use of the limited common elements appurtenant to said unit, all in Villard Square Condominium, a condominium declared and existing under and by virtue of the Condominium Ownership Act of the State of Wisconsin and recorded by a Declaration as such condominium in the Office of Register of Deeds for Milwaukee County, Wisconsin, on April 27, 2011, as Document No. 9991551, said condominium being located in the Southeast ¼ of Section 36, Township 8, Range 21, in the City of Milwaukee, County of Milwaukee, State of Wisconsin on the real estate described in said Declaration and incorporated herein by this reference thereto.