



Department of City Development
City Plan Commission
Redevelopment Authority of the City of Milwaukee
Neighborhood Improvement Development Corporation

Rocky Marcoux
Commissioner
rmarco@milwaukee.gov

Martha L. Brown
Deputy Commissioner
mbrown@milwaukee.gov

May 30, 2018

Mr. James R. Owczarski
City Clerk
City Hall, Room 205
Milwaukee, WI 53202

Dear Mr. Owczarski:

Enclosed is a fully executed copy of the First Amendment to the Cooperation, Reimbursement and Redevelopment Agreement between TNSH Landlord LLC, the Milwaukee Symphony Orchestra, Inc. and the City of Milwaukee as it pertains to the Grand Theater project (TID 37).

This agreement was executed pursuant to Common Council Resolution File No. 180095, adopted May 9, 2018.

Sincerely,

Scott A. Stange
Procurement and Compliance Manager
Department of City Development

Enclosure





COPY

DOC # 10784320

**RECORDED
06/12/2018 10:16 AM**

**JOHN LA FAVE
REGISTER OF DEEDS
Milwaukee County, WI
AMOUNT: 30.00
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FEE EXEMPT #:**

*****This document has been
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Document Number	Document Title
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FIRST AMENDMENT TO COOPERATION,
REIMBURSEMENT AND
REDEVELOPMENT AGREEMENT

**FIRST AMENDMENT TO COOPERATION,
REIMBURSEMENT AND REDEVELOPMENT
AGREEMENT**

Tax Incremental District No. 37

(Grand Theater)

Recording Area

Name and Return Address

Rachel S. Kennedy
Assistant City Attorney
City Attorney's Office
841 N. Broadway, 7th Floor
Milwaukee, WI 53202

361-0658-000; 361-0660-000 (see "Exhibit A")

Parcel Identification Number (PIN)

Drafted By:

Rachel S. Kennedy
City Attorneys Office
841 N. Broadway, 7th Floor
Milwaukee, WI 53202

**FIRST AMENDMENT TO COOPERATION, REIMBURSEMENT AND
REDEVELOPMENT AGREEMENT FOR TAX INCREMENTAL DISTRICT NO. 37
(GRAND THEATER)**

THIS FIRST AMENDMENT TO COOPERATION, REIMBURSEMENT AND REDEVELOPMENT AGREEMENT FOR TAX INCREMENTAL DISTRICT NO. 37 (GRAND THEATER) is made the 10th day of May, 2018, by and between the City of Milwaukee ("City"), the Redevelopment Authority of the City of Milwaukee ("RACM"), TNSH Landlord, LLC ("Developer"), and Milwaukee Symphony Orchestra, Inc. ("MSO").

RECITALS

The City, RACM, Developer, and MSO acknowledge the following:

- A. The City, RACM, Developer, and MSO entered into the Cooperation, Reimbursement and Redevelopment Agreement for Tax Incremental District No. 37 (Grand Theater) (the "Agreement") for the Project, as that term is defined in the Agreement, dated May 1, 2018.
- B. RACM and MVP Milwaukee Wells LLC ("MVP") entered into an Agreement for Sale (the "Agreement for Sale") dated May 9, 2018 to assist in the Project, which the City, via Resolution No. 190095 approved, and RACM, via Resolution No. 10720 approved.
- C. The Agreement for Sale contains an Option to Repurchase, as that term is defined in the Agreement for Sale, which defines the purchase price to be paid if RACM exercises its Option to Repurchase as the "amount equal to the Purchase Price paid by [MVP] to [RACM] pursuant to [the Agreement for Sale] plus an annual percentage increase pursuant to the Consumer Price Index published by the United States Bureau of Labor Statistics (or its successor index) for the seven (7) year period commencing on the date of Closing and ending on the Target Completion Date," as those terms are defined in the Agreement for Sale.
- D. The City, RACM, Developer, and MSO desire to enter into this First Amendment to the Cooperation, Reimbursement and Redevelopment Agreement for Tax Incremental District No. 37 (Grand Theater) (the "First Amendment") in order to obligate MSO to pay the annual percentage increase pursuant to the Consumer Price Index published by the United States Bureau of Labor Statistics (or its successor index) for the seven (7) year period commencing on the date of Closing and ending on the Target Completion Date, as those terms are defined in the Agreement for Sale, if RACM exercises its Option to Repurchase pursuant to the Agreement for Sale.
- E. The City has, via Resolution No. 190095 approved the First Amendment and authorized the proper City officers to execute same on the City's behalf.

- F. RACM has, via Resolution No. 10720 approved the First Amendment and authorized the proper RACM officers to execute same on RACM's behalf.
- G. Developer and MSO have approved the First Amendment and authorized execution of same on their behalf.

AGREEMENT

Now, therefore, in consideration of the Recitals and the mutual promises and undertakings hereinafter contained, the Parties mutually agree and covenant as follows:

1. The Agreement is amended by adding the following to Section 2.5 MSO Obligations:

(d) If RACM exercises its Option to Repurchase pursuant to the Agreement for Sale, dated May 9, 2018 and recorded with the Milwaukee County Register of Deeds Office on May 10, 2018 (Document No. 10775241), pay the annual percentage increase pursuant to the Consumer Price Index published by the United States Bureau of Labor Statistics (or its successor index) for the seven (7) year period commencing on the date of Closing and ending on the Target Completion Date, as those terms are defined in the Agreement for Sale.

SIGNATURES ON NEXT PAGE

IN WITNESS WHEREOF, the Parties hereto have caused this First Amendment to be executed by their duly authorized representatives as of the date first set forth above.

City: CITY OF MILWAUKEE

By: Tom Barrett
Tom Barrett, Mayor

Developer: TNSH LANDLORD, LLC
By: TNSH Manager, LLC, its Manager

By: Milwaukee Symphony
Orchestra, Inc.

By: Mark Niehaus
Name: Mark Niehaus
Its: President and Executive Director

James R. Owczarski
James R. Owczarski, City Clerk

Countersigned:

Martin Matson
Martin Matson, Comptroller
fo/

City Common Council Resolution
File No. 161313

CITY AUTHENTICATION

Rachel S. Kennedy, a member in good standing of the State Bar of Wisconsin, hereby approves the signatures of the above City signatories (MCO 304-21) and also authenticates those signatures per Wis. Stat. 706.06 so this document may be recorded per Wis. Stat. 706.05 (2)(b).

Rachel A. Kennedy
Rachel S. Kennedy
Asst. City Attorney
SBN 1066459
Date: 6-11-2018

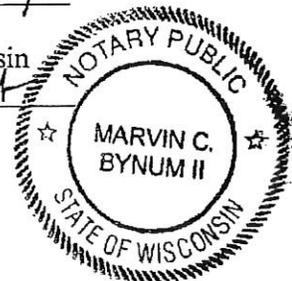
TNSH LANDLORD, LLC NOTARY

STATE OF WISCONSIN
) ss:
MILWAUKEE COUNTY)

Personally came before me this 8th day of May, 2018, Mark Niehaus, the President and Executive Director of Milwaukee Symphony Orchestra, Inc., which is the member of TNSH Manager, LLC, which is the manager of the above-named LLC entity, to me known to be the persons who executed the foregoing instrument and to me known to hold such positions of such LLC, and acknowledged that they executed the foregoing instrument.

Marvin C. Bynum II

Notary Public, State of Wisconsin
My Commission is permanent
[NOTARIAL STAMP]



**RACM: REDEVELOPMENT
AUTHORITY OF THE CITY OF
MILWAUKEE**

By: _____
Lois Smith, Chair

And By: _____
David P. Misky, Asst. Exec.
Director/ Secretary

**MSO:
Milwaukee Symphony Orchestra, Inc.**

By: Mark Niehaus

Name Printed: Mark Niehaus

Title: President and Executive Director

RACM Resolution No. 10657

RACM AUTHENTICATION
Rachel S. Kennedy, as a member in good standing of the State Bar of Wisconsin, hereby authenticates the signatures of the above RACM signatories per Wis. Stat. 706.06 so this document may be recorded per Wis. Stat. 706.05 (2)(b).

Rachel S. Kennedy
Asst. City Attorney
SBN 1066459
Date: _____

MSO NOTARY
STATE OF WISCONSIN
) ss:
MILWAUKEE COUNTY)

Personally came before me this 8th day of May, 2018, Mark Niehaus, to me known to be the person who executed the foregoing instrument and to me known to hold such position of the MSO entity referenced above, and acknowledged that he executed the foregoing instrument.

Marvin C. Bynum II
Notary Public, State of Wisconsin
My Commission is permanent
[NOTARIAL STAMP]



CAO 1050-2016-2508:248466

**RACM: REDEVELOPMENT
AUTHORITY OF THE CITY OF
MILWAUKEE**

By: *Lois Smith*
Lois Smith, Chair

And By: *David P. Misky*
David P. Misky, Asst. Exec.
Director/ Secretary

MSO:
Milwaukee Symphony Orchestra, Inc.

By: _____

And By: _____

Name Printed: _____

Title: _____

RACM Resolution No. 10657

RACM AUTHENTICATION

Rachel S. Kennedy, as a member in good standing of the State Bar of Wisconsin, hereby authenticates the signatures of the above RACM signatories per Wis. Stat. 706.06 so this document may be recorded per Wis. Stat. 706.05 (2)(b).

Rachel S. Kennedy
Rachel S. Kennedy
Asst. City Attorney
SBN 1066459
Date: 6-11-2018

MSO NOTARY

STATE OF WISCONSIN
) ss:
MILWAUKEE COUNTY)

Personally came before me this ____ day of _____, 2018, _____, to me known to be the person who executed the foregoing instrument and to me known to hold such position of the MSO entity referenced above, and acknowledged that he executed the foregoing instrument.

Notary Public, State of Wisconsin
My Commission _____
[NOTARIAL STAMP]

CAO 1050-2016-2508:248466

EXHIBIT A

DESCRIPTION OF PROPERTY

200-208 West Wisconsin Avenue, Milwaukee, WI 53203

The East 84 feet of Lots 13 and 16, in Block 60, in the Plat of the Town of Milwaukee on the West Side of the River, in the Northeast 1/4 and the Southeast 1/4 of Section 29, Township 7 North, Range 22 East, in the City of Milwaukee, County of Milwaukee, State of Wisconsin.

Tax Key Number: 361-0660-000

212 West Wisconsin Avenue, Milwaukee, WI 53203

Parcel I:

Lot 12 and the West 42 feet of the East 126 feet of Lots 13 and 16 in Block 60 in the Town of Milwaukee (Now City of Milwaukee) on The West Side of The Milwaukee River, County of Milwaukee, State of Wisconsin, in the Northeast 1/4 of Section 29, Town 7 North, Range 22 East, in the City of Milwaukee, County of Milwaukee, State of Wisconsin.

Parcel II:

The West 24' of Lots 13 and 16 in Block 60 in Plat of the Town of Milwaukee (now City of Milwaukee) on the West side of the river, in the Northeast 1/4 of Section 29, Township 7 North, Range 22 East, in the City of Milwaukee, County of Milwaukee, State of Wisconsin.

Tax Key Number: Part of 361-0658-000

212 W Wisconsin Avenue, Milwaukee, WI 53203 (Lot 9)

Lot 9, Block 60 in the Town of Milwaukee (Now City of Milwaukee) on The West Side of The Milwaukee River, County of Milwaukee, State of Wisconsin, in the Northeast 1/4 of Section 29, Town 7 North, Range 22 East, in the City of Milwaukee, County of Milwaukee, State of Wisconsin.

Tax Key Number: Part of 361-0658-000

