



July 15, 2016

City Clerk James Owczarski
Office of the City Clerk

Commissioner Preston Cole
Dept. of Neighborhood Services

Commissioner Richard Marcoux
Attn:
Department of City Development

City Attorney Grant F. Langley
Attn: Tom Miller
Office of the City Attorney

Commissioner Ghassan Korban
Attn: Karen Dettmer
Department of Public Works

City Engineer Jeffrey S. Polenske
Attn: Karen Dettmer

City Planning Manager
Vanessa Koster

Re: Air space lease petition from Deer District LLC

Dear Committee Members:

In accordance with Section 245-14 of the Milwaukee Code of Ordinances, I am forwarding to you materials relating to an application for an air space lease filed by Deer District LLC. The lease is being requested for a skywalk connecting Block 7 parking structure with the New Milwaukee Bucks Arena also known as 1215 N 5th St and 1111 N 4th St.

I am asking that the City Clerk prepare the appropriate file for introduction at the next Council meeting.

I am asking that all of you review the enclosed materials in preparation for a meeting in June to discuss these submittals and the committee's recommendation regarding this lease.

Should you require additional information from the applicant, please give me a call at extension 8316.

Thank you.

Sincerely,


Linda Eichhorst
Development Center

Attachments

Cc: Robert Bauman
Patrick McDonough, CFO
Milwaukee Bucks



DEER DISTRICT LLC

1543 N. 2nd Street | 6th Floor | Milwaukee, WI 53212 | 414.227.0500

June 14, 2016

Milwaukee Development Center
809 N. Broadway, 1st Floor
Milwaukee, WI 53202-3617

To Whom It May Concern:

Re: Memorandum of Ownership Related to
the Air and Subterranean Space Lease
Petition (the "Petition") by Deer District
LLC ("Deer District")

In connection with our Petition for an Air Space Lease for a skywalk connecting the parking structure to be constructed on West Juneau Avenue between North 5th Street and North 6th Street (the "Parking Structure") with the new Milwaukee Bucks Arena (the "Arena"), we state the following:

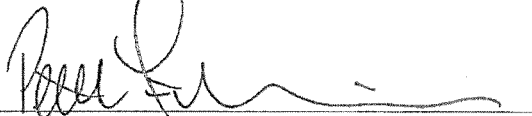
1. Deer District is the fee simple owner of Lot 1 of Certified Survey Map No. 8788 upon which the Parking Structure will be constructed. Attached is a copy of the deed from Milwaukee County to Deer District.

2. Deer District is the Lessee of Lot 1 of Certified Survey Map No. 8799 upon which the Arena will be constructed. Attached please find a copy of the Memorandum of Lease between the Wisconsin Center District as Lessor and Deer District as Lessee.

Sincerely,

DEER DISTRICT LLC

BY


Peter Feigin, President

34201951

Enc.

DOC # 10554845

RECORDED
04/13/2016 6:01 AM

JOHN LA FAVE
REGISTER OF DEEDS
Milwaukee County, WI
AMOUNT: 30.00
FEE EXEMPT #: Y
4392X

***This document has been electronically recorded and returned to the submitter. **

State Bar of Wisconsin Form 1-2003
WARRANTY DEED

Document Number

Document Name

THIS DEED, made between Milwaukee County, a municipal corporation
District PW ("Grantor," whether one or more),
and Deer District LLC, a Wisconsin limited liability company
("Grantee," whether one or more).

Grantor, for a valuable consideration, conveys to Grantee the following described real estate, together with the rents, profits, fixtures and other appurtenant interests, in Milwaukee County, State of Wisconsin ("Property") (if more space is needed, please attach addendum):

See legal description on Exhibit A, attached hereto and incorporated herein. The Property is in the process of being consolidated into a single parcel pursuant to a certified survey map in accordance with Section 236.34, Wis. Stat., as shown on Exhibit B attached hereto. Such certified survey map will be recorded subsequent to the recording of this Warranty Deed. It is the intention of the Grantor that the Property conveyed by this Warranty Deed includes all of the real property identified on Exhibit B.

As set forth in Section 23.11 of that certain Cooperation, Contribution and Development Agreement dated as of December 22, 2015 by and among the City of Milwaukee ("City"), the Redevelopment Authority of the City of Milwaukee and the Grantee (the "City Agreement"), the Grantee is acquiring and holding Title to that portion of the Property upon which the Grantee will construct the Parking Structure (as defined in the City Agreement) solely as agent for and as nominee of the City. The City is funding the cost of the Parking Structure and upon completion the Parking Structure will be conveyed by the Grantee to the City for no consideration.

Grantor warrants Together with all and singular hereditaments and appurtenances thereunto belonging; and Grantor warrants that the title is good, indefeasible in fee simple and clear of encumbrances except: municipal and zoning ordinances and agreements entered into by them, recorded conditions, restrictions, reservations and easements, including easements for the distribution of utilities and other services, recorded building and use restrictions and covenants, and general taxes levied in the year of closing.

Dated March 30, 2016

(SEAL) Chris Abele (SEAL)
* Chris Abele, County Executive
(SEAL) Joseph J. Czarnecki (SEAL)
* Joseph J. Czarnecki, County Clerk

AUTHENTICATION

ACKNOWLEDGMENT

Signature(s) _____
authenticated on March 30, 2016

STATE OF WISCONSIN)
MILWAUKEE COUNTY) ss.

* Paul Berger SBN 1023008
TITLE: MEMBER STATE BAR OF WISCONSIN
(If not, _____
authorized by Wis. Stat. § 706.06)

Personally came before me on _____,
the above-named Chris Abele, County Executive and Joseph J. Czarnecki County Clerk
to me known to be the person(s) who executed the foregoing instrument and acknowledged the same.

THIS INSTRUMENT DRAFTED BY:
Milwaukee County - Department of Administrative Services, Economic Development

* _____
Notary Public, State of Wisconsin
My Commission (is permanent) (expires: _____)

(Signatures may be authenticated or acknowledged. Both are not necessary.)
NOTE: THIS IS A STANDARD FORM. ANY MODIFICATIONS TO THIS FORM SHOULD BE CLEARLY IDENTIFIED.
WARRANTY DEED © 2003 STATE BAR OF WISCONSIN FORM NO. 1-2003
* Type name below signatures.
Doc Yr: 2016 Doc# 10554845 Page# 1 of 6

Recording Area
Name and Return Address
Reinhart Boerner Van Deuren, S.C.
1000 North Water Street, Suite 1700
Milwaukee, WI 53202
c/o Bruce T. Block

362-0464-000 and 362-0465-000

Parcel Identification Number (PIN)

This is not Homestead property.
(* is not)

APPROVED FOR EXECUTION
Paul Berger 3/30/16
CORPORATION COUNSEL

EXHIBIT A
LEGAL DESCRIPTION – Block 2

A DIVISION OF LOT 1 AND LOT 2, BLOCK 2, INCLUDING THE VACATED ALLEY WITHIN BLOCK 2, ALL IN PARK EAST ON THE WEST SIDE OF THE MILWAUKEE RIVER ALL LOCATED WITHIN PART OF THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4 AND PART OF THE SOUTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 20, TOWN 7 NORTH, RANGE 22 EAST AND PART OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION 29, TOWN 7 NORTH, RANGE 22 EAST, IN THE CITY OF MILWAUKEE, MILWAUKEE COUNTY, WISCONSIN, BEING MORE PARTICULARLY BOUNDED AND DESCRIBED AS FOLLOWS:

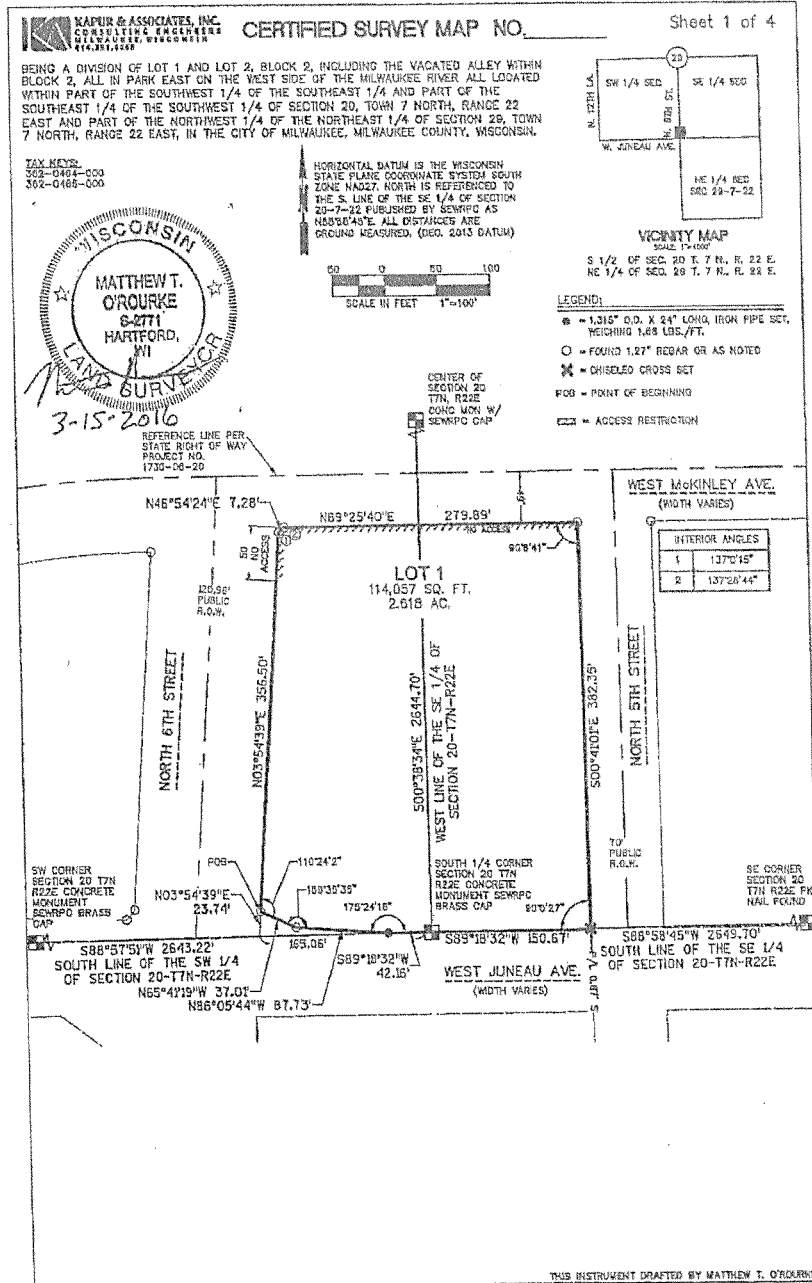
COMMENCING AT THE SOUTH 1/4 CORNER OF SECTION 20, T7N, R22E; THENCE S 88° 57' 51" W, COINCIDENT WITH THE SOUTH LINE OF THE SOUTHWEST 1/4 OF SAID SECTION 20, 165.06 FEET; THENCE N 03° 54' 39" E, 23.74 FEET TO A POINT ON THE EAST RIGHT OF WAY LINE OF NORTH 6TH STREET AND THE POINT OF BEGINNING; THENCE CONTINUING N 03° 54' 39" E, COINCIDENT WITH SAID EAST RIGHT OF WAY LINE, 356.50 FEET; THENCE N 46° 54' 24" E, COINCIDENT WITH SAID EAST RIGHT OF WAY LINE, 7.28 FEET TO THE SOUTH RIGHT OF WAY LINE OF WEST MCKINLEY AVENUE; THENCE N 89° 25' 40" E, COINCIDENT WITH SAID SOUTH RIGHT OF WAY LINE, 279.89 FEET TO THE WEST RIGHT OF WAY LINE OF NORTH 5TH STREET; THENCE S 00° 41' 01" E, COINCIDENT WITH SAID WEST RIGHT OF WAY LINE OF NORTH 5TH STREET, 382.35 FEET TO THE NORTH RIGHT OF WAY LINE OF WEST JUNEAU AVENUE; THENCE S 89° 18' 32" W, COINCIDENT WITH SAID NORTH RIGHT OF WAY LINE, 150.67 FEET TO THE SOUTH 1/4 CORNER OF SAID SECTION 20; THENCE CONTINUING S 89° 18' 32" W, COINCIDENT WITH SAID NORTH RIGHT OF WAY LINE, 42.16' FEET; THENCE N 86° 05' 44" W, COINCIDENT WITH SAID NORTH RIGHT OF WAY LINE, 87.73 FEET ; THENCE N 65° 41' 19" W, COINCIDENT WITH SAID NORTH RIGHT OF WAY LINE, 37.01 FEET TO THE POINT OF BEGINNING.

SAID LANDS AS DESCRIBED CONTAINING 114,057 SQUARE FEET OR 2.618 ACRES MORE OR LESS.

APPROVED
FOR
DESCRIPTION

COUNTY DTPW 3/22/16

EXHIBIT B





CERTIFIED SURVEY MAP NO. _____

Sheet 2 of 4

BEING A DIVISION OF LOT 1 AND LOT 2, BLOCK 2, INCLUDING THE VACATED ALLEY WITHIN BLOCK 2, ALL IN PARK EAST ON THE WEST SIDE OF THE MILWAUKEE RIVER ALL LOCATED WITHIN PART OF THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4 AND PART OF THE SOUTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 20, TOWN 7 NORTH, RANGE 22 EAST AND PART OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION 29, TOWN 7 NORTH, RANGE 22 EAST, IN THE CITY OF MILWAUKEE, MILWAUKEE COUNTY, WISCONSIN.

SURVEYOR'S CERTIFICATE


STATE OF WISCONSIN))SS
MILWAUKEE COUNTY)

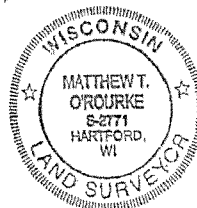
I, MATTHEW T. O'ROURKE, PROFESSIONAL LAND SURVEYOR S-2771, HEREBY CERTIFY THAT I HAVE SURVEYED, DIVIDED AND MAPPED A DIVISION OF LOT 1 AND LOT 2, BLOCK 2, INCLUDING THE VACATED ALLEY WITHIN BLOCK 2, ALL IN PARK EAST ON THE WEST SIDE OF THE MILWAUKEE RIVER ALL LOCATED WITHIN PART OF THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4 AND PART OF THE SOUTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 20, TOWN 7 NORTH, RANGE 22 EAST AND PART OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION 29, TOWN 7 NORTH, RANGE 22 EAST, IN THE CITY OF MILWAUKEE, MILWAUKEE COUNTY, WISCONSIN, BEING MORE PARTICULARLY BOUNDED AND DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTH 1/4 CORNER OF SECTION 20, T7N, R22E; THENCE S 88° 57' 51" W, COINCIDENT WITH THE SOUTH LINE OF THE SOUTHWEST 1/4 OF SAID SECTION 20, 165.06 FEET; THENCE N 03° 54' 39" E, 23.74 FEET TO A POINT ON THE EAST RIGHT OF WAY LINE OF NORTH 6TH STREET AND THE POINT OF BEGINNING; THENCE CONTINUING N 03° 54' 39" E, COINCIDENT WITH SAID EAST RIGHT OF WAY LINE, 356.50 FEET; THENCE N 46° 54' 24" E, COINCIDENT WITH SAID EAST RIGHT OF WAY LINE, 7.28 FEET TO THE SOUTH RIGHT OF WAY LINE OF WEST MCKINLEY AVENUE; THENCE N 88° 25' 40" E, COINCIDENT WITH SAID SOUTH RIGHT OF WAY LINE, 279.89 FEET TO THE WEST RIGHT OF WAY LINE OF NORTH 5TH STREET; THENCE S 00° 41' 01" E, COINCIDENT WITH SAID WEST RIGHT OF WAY LINE OF NORTH 5TH STREET, 382.35 FEET TO THE NORTH RIGHT OF WAY LINE OF WEST JUNEAU AVENUE; THENCE S 89° 18' 32" W, COINCIDENT WITH SAID NORTH RIGHT OF WAY LINE, 150.67 FEET TO THE SOUTH 1/4 CORNER OF SAID SECTION 20; THENCE CONTINUING S 89° 18' 32" W, COINCIDENT WITH SAID NORTH RIGHT OF WAY LINE, 42.16 FEET; THENCE N 86° 05' 44" W, COINCIDENT WITH SAID NORTH RIGHT OF WAY LINE, 87.73 FEET; THENCE N 65° 41' 19" W, COINCIDENT WITH SAID NORTH RIGHT OF WAY LINE, 37.01 FEET TO THE POINT OF BEGINNING.

SAID LANDS AS DESCRIBED CONTAINING 114,057 SQUARE FEET OR 2.618 ACRES MORE OR LESS.

THAT I HAVE MADE THE SURVEY, LAND DIVISION, AND MAP BY THE DIRECTION OF MILWAUKEE COUNTY, OWNER OF SAID LAND, THAT THE MAP IS A CORRECT REPRESENTATION OF ALL THE EXTERIOR BOUNDARIES OF THE LAND SURVEYED AND THE LAND DIVISION THEREOF MADE, THAT I HAVE FULLY COMPLIED WITH S.235.34 OF THE WISCONSIN STATUTES AND CHAPTER 119 OF THE MILWAUKEE CODE OF ORDINANCE IN SURVEYING.

 3-15-2016
MATTHEW T. O'ROURKE S-2771 DATE



THIS INSTRUMENT DRAFTED BY MATTHEW T. O'ROURKE



CERTIFIED SURVEY MAP NO. _____

Sheet 3 of 4

BEING A DIVISION OF LOT 1 AND LOT 2, BLOCK 2, INCLUDING THE VACATED ALLEY WITHIN BLOCK 2, ALL IN PARK EAST ON THE WEST SIDE OF THE MILWAUKEE RIVER ALL LOCATED WITHIN PART OF THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4 AND PART OF THE SOUTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 20, TOWN 7 NORTH, RANGE 22 EAST AND PART OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION 20, TOWN 7 NORTH, RANGE 22 EAST, IN THE CITY OF MILWAUKEE, MILWAUKEE COUNTY, WISCONSIN.

CORPORATE OWNER'S CERTIFICATE

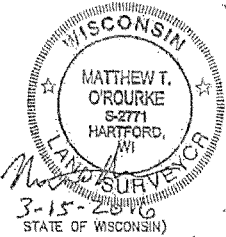
MILWAUKEE COUNTY, A MUNICIPAL CORPORATION, DULY ORGANIZED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF WISCONSIN, AS OWNER, HEREBY CERTIFIES THAT SAID MUNICIPAL CORPORATION CAUSED THE LAND DESCRIBED ON THIS CERTIFIED SURVEY MAP, TO BE SURVEYED, DIVIDED, AND MAPPED AS REPRESENTED ON THIS CERTIFIED SURVEY MAP IN ACCORDANCE WITH THE REQUIREMENTS OF CHAPTER 119 OF THE CITY OF MILWAUKEE CODE OF ORDINANCES.

MILWAUKEE COUNTY FURTHER CERTIFIES THAT THIS CERTIFIED SURVEY MAP IS REQUIRED BY S.235.10 OF THE WISCONSIN STATUTES TO BE SUBMITTED TO THE FOLLOWING FOR APPROVAL:
CITY OF MILWAUKEE.

IN CONSIDERATION OF THE APPROVAL OF THE MAP BY THE COMMON COUNCIL AND IN ACCORDANCE WITH CHAPTER 119 OF THE MILWAUKEE CODE, THE UNDERSIGNED AGREES:

- A. THAT ALL UTILITY LINES PROVIDING ELECTRIC POWER AND TELEPHONE SERVICES AND CABLE TELEVISION OR COMMUNICATIONS SYSTEMS LINES OR CABLES TO ALL LOTS IN THE CERTIFIED SURVEY MAP SHALL BE INSTALLED UNDERGROUND IN EASEMENTS PROVIDED THEREFORE, WHERE FEASIBLE.
- B. THAT DIRECT VEHICULAR ACCESS FROM LOT 1 TO W. MCKINLEY AVENUE AND N. 6TH STREET IS PROHIBITED AS DELINEATED ON THE ATTACHED MAP.

IN WITNESS WHEREOF, MILWAUKEE COUNTY, HAS CAUSED THESE PRESENTS TO BE SIGNED BY CHRIS ABELE, MILWAUKEE COUNTY EXECUTIVE AND JOSEPH J. CZARNEZKI, MILWAUKEE COUNTY CLERK, AT MILWAUKEE, WISCONSIN AND ITS CORPORATE SEAL TO BE HEREUNTO AFFIXED ON THIS _____ DAY OF _____, 2016.



MILWAUKEE COUNTY

CHRIS ABELE -- MILWAUKEE COUNTY EXECUTIVE

JOSEPH J. CZARNEZKI -- MILWAUKEE COUNTY CLERK

STATE OF WISCONSIN)
COUNTY OF MILWAUKEE) SS

PERSONALLY CAME BEFORE ME THIS _____ DAY OF _____, 2016, THE ABOVE-NAMED CHRIS ABELE, COUNTY EXECUTIVE OF THE ABOVE NAMED MUNICIPAL CORPORATION, TO ME KNOWN TO BE THE PERSON WHO EXECUTED THE FOREGOING INSTRUMENT, AND TO ME KNOWN TO BE SUCH COUNTY EXECUTIVE OF SAID MUNICIPAL CORPORATION AND ACKNOWLEDGED THAT HE EXECUTED THE FOREGOING INSTRUMENT AS SUCH OFFICER AS THE DEED OF SAID MUNICIPAL CORPORATION, BY ITS AUTHORITY.

MY COMMISSION EXPIRES _____

STATE OF WISCONSIN)
COUNTY OF MILWAUKEE) SS

PERSONALLY CAME BEFORE ME THIS _____ DAY OF _____, 2016, THE ABOVE-NAMED JOSEPH J. CZARNEZKI, COUNTY CLERK OF THE ABOVE NAMED MUNICIPAL CORPORATION, TO ME KNOWN TO BE THE PERSON WHO EXECUTED THE FOREGOING INSTRUMENT, AND TO ME KNOWN TO BE SUCH COUNTY CLERK OF SAID MUNICIPAL CORPORATION AND ACKNOWLEDGED THAT HE EXECUTED THE FOREGOING INSTRUMENT AS SUCH OFFICER AS THE DEED OF SAID MUNICIPAL CORPORATION, BY ITS AUTHORITY.

MY COMMISSION EXPIRES _____

THIS INSTRUMENT DRAFTED BY MATTHEW T. O'ROURKE



CERTIFIED SURVEY MAP NO. _____

Sheet 4 of 4

BEING A DIVISION OF LOT 1 AND LOT 2, BLOCK 2, INCLUDING THE VACATED ALLEY WITHIN BLOCK 2, ALL IN PARK EAST ON THE WEST SIDE OF THE MILWAUKEE RIVER ALL LOCATED WITHIN PART OF THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4 AND PART OF THE SOUTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 20, TOWN 7 NORTH, RANGE 22 EAST AND PART OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION 28, TOWN 7 NORTH, RANGE 22 EAST, IN THE CITY OF MILWAUKEE, MILWAUKEE COUNTY, WISCONSIN.

CERTIFICATE OF CITY TREASURER

STATE OF WISCONSIN)

)SS

MILWAUKEE COUNTY)

I, SPENCER COGGS, BEING THE DULY ELECTED, QUALIFIED, AND ACTING TREASURER OF THE CITY OF MILWAUKEE, DO HEREBY CERTIFY THAT IN ACCORDANCE WITH THE RECORDS IN THE OFFICE OF THE CITY TREASURER OF THE CITY OF MILWAUKEE, THERE ARE NO UNPAID TAXES OR UNPAID SPECIAL ASSESSMENTS ON THE LAND INCLUDED IN THIS CERTIFIED SURVEY MAP.

SPENCER COGGS
CITY OF MILWAUKEE TREASURER

DATE

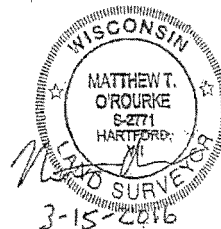
CITY OF MILWAUKEE COMMON COUNCIL CERTIFICATE OF APPROVAL

I HEREBY CERTIFY THAT THIS CERTIFIED SURVEY MAP WAS APPROVED UNDER RESOLUTION FILE NO. _____

ADOPTED BY THE COMMON COUNCIL OF THE CITY OF MILWAUKEE ON _____

JAMES R. OWZARSKI, CLERK, CITY OF MILWAUKEE

TOM BARRETT, MAYOR, CITY OF MILWAUKEE



THIS INSTRUMENT DRAFTED BY MATTHEW T. O'ROURKE

DOC # 10565229

RECORDED
05/18/2016 6:03 AM

JOHN LA FAVE
REGISTER OF DEEDS
Milwaukee County, WI
AMOUNT: 30.00

FEE EXEMPT #:

***This document has been
electronically recorded and
returned to the submitter.***

Prepared By, Recording Requested By and
When Recorded Mail To:

Katten Muchin Rosenman LLP
525 West Monroe Street
Chicago, Illinois 60661
Attention: Ira Swidler, Esq.

MEMORANDUM OF LEASE AND OPTION

This MEMORANDUM OF LEASE AND OPTION (this "Memorandum"), dated as of May 17, 2016, is entered into between WISCONSIN CENTER DISTRICT, a special purpose district that is a unit of government created under Section 229.42 of the Wisconsin Statutes (the "District"), and DEER DISTRICT LLC, a Delaware limited liability company ("ArenaCo").

RECITALS

A. The District and ArenaCo entered into that certain Arena Lease, Management and Operations Agreement, dated as of April 13, 2016 (the "Lease"), pursuant to which the District will lease to ArenaCo, and ArenaCo will lease from the District, for the Leasehold Term (as such term is defined in the Lease), the real property described in Exhibit "A" attached hereto and incorporated herein by reference (the "Arena Land") and the sports and entertainment arena facilities, including an arena, administrative offices, plazas, access ways, sidewalks and walkways, parking, storage, loading and transportation facilities, Team (as defined in the Lease) stores, a skywalk and outdoor entertainment areas (including all other improvements on the Arena Land permitted under the Arena Lease, the "Arena"), to be constructed on the Arena Land, upon the terms more particularly described therein.

B. On the date hereof, the District and the City of Milwaukee, a Wisconsin municipal corporation (the "City") entered into that certain Airspace Lease (as defined in the Lease) pursuant to which the City has agreed to lease to the District the airspace described in Exhibit "B" attached hereto and incorporated herein (the "Airspace"). Pursuant to the Lease, District is subleasing the Airspace to ArenaCo.

C. The District and ArenaCo desire to execute this Memorandum to provide constructive notice of ArenaCo's rights under the Lease to all third parties.

NOW THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties agree as follows:

118672696v6

1. Term. The District has agreed to lease the Arena Land and the Arena to ArenaCo for the Leasehold Term, which Leasehold Term will end approximately 30 years after the Substantial Completion Date (as such term is defined in the Lease) and will be automatically extended if the Team Use Agreement, dated as of April 13, 2016, between ArenaCo and Milwaukee Bucks, LLC, a Wisconsin limited liability company ("TeamCo"), is extended, all upon and subject to the terms and conditions set forth in the Lease.

2. Lease Terms. The lease of the Arena Land and the Arena to ArenaCo is pursuant to the Lease, which is incorporated into this Memorandum by reference.

3. Purchase Option. ArenaCo shall have the option to purchase the Arena and the Arena Land (and assume the Pedestrian Mall Lease and the Airspace Lease (as such terms are defined in the Lease)) from the District (the "Purchase Option") upon and subject to the terms and conditions set forth in the Lease.

4. Assignment. ArenaCo's ability to transfer the Lease and to sublease the Arena Land and the Arena is set forth in more detail in the Lease.

5. Leasehold Mortgagee's Right to New Agreement. ArenaCo's leasehold mortgagees are granted certain rights and protections, including notice and cure rights with respect to ArenaCo's defaults and the right, under certain circumstances that result in the termination of the Lease, to require the District to enter into a new lease with ArenaCo's senior leasehold mortgagee or its assignee, nominee or designee, all as set forth in more detail in the Lease.

6. Step-In Agreement. Pursuant to the Lease, under certain circumstances that result in the termination of the Lease, TeamCo and the District will be required to enter into a new lease on substantially the same terms as the Lease.

7. Successors and Assigns. The Lease shall bind and inure to the benefit of the parties and their respective heirs, successors and assigns, subject, however, to the provisions of the Lease.

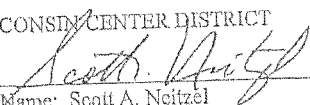
8. Release. The Lease provides that ArenaCo will execute and record a release of this Memorandum within ten (10) Business Days (as defined in the Lease) following the expiration of the Purchase Option.

* * *

IN WITNESS WHEREOF, the District and ArenaCo have entered in this Memorandum as of the day and year first above written.

WISCONSIN CENTER DISTRICT

By:


Name: Scott A. Neitzel
Its: Chairman

DEER DISTRICT LLC

By:

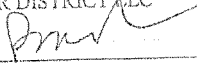
Name: Patrick McDonough
Its: Chief Financial Officer

IN WITNESS WHEREOF, the District and ArenaCo have entered in this Memorandum as of the day and year first above written.

WISCONSIN CENTER DISTRICT

By: _____
Name: _____
Its: _____

DEER DISTRICT LLC

By: 
Name: Patrick McDonough
Its: Chief Financial Officer

ACKNOWLEDGEMENTS

STATE OF WISCONSIN

COUNTY OF MILWAUKEE

This instrument was acknowledged before me on May 11, 2016 by Scott A. Neitzel as the Chairman of the Board of Wisconsin Center District, a special purpose district that is a unit of government created under Section 229.42 of the Wisconsin Statutes.

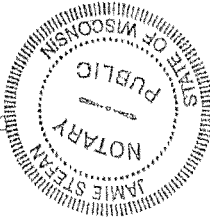
Jamie Stefan
Notary Public, State of Wisconsin

(Seal, if any)

Printed Name: Jamie Stefan

My Commission Expires:

8/16/2019



STATE OF WISCONSIN

COUNTY OF _____

This instrument was acknowledged before me on _____ by Patrick McDonough as the Chief Financial Officer of Deer District LLC, a Delaware limited liability company.

Notary Public

(Seal, if any)

Printed Name: _____

My Commission Expires:

ACKNOWLEDGEMENTS

STATE OF WISCONSIN

COUNTY OF _____

This instrument was acknowledged before me on _____ by _____
as the _____ of Wisconsin Center District, a special purpose district that is a unit
of government created under Section 229.42 of the Wisconsin Statutes.

Notary Public

(Seal, if any)

Printed Name: _____

My Commission Expires:

STATE OF WISCONSIN

COUNTY OF Milwaukee

This instrument was acknowledged before me on 5-11-16 by Patrick McDonough as
the Chief Financial Officer of Deer District LLC, a Delaware limited liability company.

Rita L. Huber
Notary Public, State of Wisconsin

(Seal, if any)

Printed Name: Rita L. Huber

My Commission Expires:
9-11-16

Exhibit A

Arena Land

"Block 1":

Parcel I:

Parcel 1 of Certified Survey Map No. 4862, recorded January 14, 1987, on Reel 2027, Image 1140, as Document No. 6009770, being a redivision of Lots 12, 13 and 16, excepting the East 30.00 feet thereof and Lots 10, 11, 14 and 15, together with all of vacated North-South alley lying to the West of said Lots 12, 13 and 16 in Block 43 in the Plat of the Town of Milwaukee on the West Side of the River in the Northwest 1/4 of the Northeast of Section 29, Town 7 North, Range 22 East, in the City of Milwaukee, County of Milwaukee, State of Wisconsin.

AND

The West 120 feet of Lot 9 Block 43 together with all of vacated North-South alley lying to the West in the Plat of the Town of Milwaukee on the West Side of the River in the Northeast 1/4 and Northwest of Section 29, Town 7 North, Range 22 East, in the City of Milwaukee, County of Milwaukee, State of Wisconsin, which is bounded and described as follows:

Commencing at the most easterly Northeast corner of Parcel 1 in the West right-of-way line of North 4th Street in Certified Survey Map No. 4862, a recorded Certified Survey Map in said 1/4 Section; thence North 00°05'35" West 50.24 feet along the West right-of-way line of North 4th Street to a point in the South right-of-way line of the east-west alley in Block 43; thence North 89°54'06" West along the South right-of-way line of the east-west alley 140.65 feet to a point being the most northerly Northeast corner of said Parcel 1; thence South 00°05'25" East 50.22 feet to a point; thence South 89°53'40" East 140.65 feet to the point of commencement.

Property Address: 1111 N. 4th Street, Milwaukee, WI

Parcel II:

Lots 1, 2, 3 and 8, except the East 30 feet and Lots 4 and 7 Block 43 Block 43 together with vacated North-South alley adjacent in the Plat of the Town of Milwaukee on the West Side of the River in the Northeast 1/4 and Northwest of Section 29, Town 7 North, Range 22 East, in the City of Milwaukee, County of Milwaukee, State of Wisconsin.

Property Address: 1137 N. 4th Street, Milwaukee, WI

Parcel III:

The South 50 feet of Lot 1 and all of Lots 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15 and 16 Block 44 together with vacated East-West alley and all of the vacated North-South alley adjacent in the Plat of the Town of Milwaukee on the West Side of the River in the Northeast 1/4 and Northwest

of Section 29, Town 7 North, Range 22 East, in the City of Milwaukee, County of Milwaukee, State of Wisconsin.

Property Address: 1133 N. 5th Street, Milwaukee, WI

Parcel IV:

Lots 5 and 6 Block 43 in the Plat of the Town of Milwaukee on the West Side of the River, being a Subdivision of a part of the Northeast 1/4 of Section 29, Town 7 North, Range 22 East, in the City of Milwaukee, County of Milwaukee, State of Wisconsin.

Property Address: 429-441 W. Juneau Ave., Milwaukee, WI

Parcel V:

The North 2/3 Lot 1, in Block 44 in the Plat of the Town of Milwaukee on the West Side of the River, being a Subdivision of a part of the Northeast 1/4 of Section 29, Town 7 North, Range 22 East, in the City of Milwaukee, County of Milwaukee, State of Wisconsin.

Property Address: 505 W. Juneau Ave., Milwaukee, WI

ALSO INCLUDING all of vacated North 5th Street in the Northeast 1/4 and Northwest of Section 29, Town 7 North, Range 22 East, lying between the north line of North Highland Avenue extended and the south line of West Juneau Avenue extended and all of the east-west 20 foot wide alley in Block 43 of Plat of the Town of Milwaukee on the West Side of the River in the Northeast 1/4 and Northwest of Section 29, Town 7 North, Range 22 East, lying between the present west line of North 4th Street extended and the east line of North 5th Street extended is vacated.

ALSO KNOWN AS:

TRACT 1: (ARENA)

Lot 1 in Certified Survey Map No. 8799, recorded May 16, 2016, as Document No. 10564545, being a redivision of all of Lots 4, 5, 6 and 7, part of Lots 1, 2, 3, 8 and 9 and vacated alleys adjacent in Block 43; Lots 1, 2, 3, 4, 5, 6, 7 and 8 vacated alleys adjacent in Block 44 and vacated 5th Street adjacent in Plat of the Town of Milwaukee on the West Side of the River and Parcel 1 of Certified Survey Map No. 4862, in the Northwest 1/4 of the Northeast 1/4 and Lots 9, 10, 11, 12, 13, 14, 15 and 16 and vacated alleys adjacent in Block 44 of Plat of East Half in the Northeast 1/4 of the Northwest 1/4 all in Section 29, Town 7 North, Range 22 East, in the City of Milwaukee, County of Milwaukee, State of Wisconsin.

"Block 4" Portion of Public Plaza Description:

A to be determined portion of Parcel 1 of Certified Survey Map No. 5020, recorded on September 29, 1987, on Reel 2145, Image 2471-2474 as Document No. 6110059, being a

redivision of part of Lot 2 and all of Lots 3, 6, 7, 10, 11, 14 and 15, the vacated alley lying between Lots 7 and 10 and vacated portions of North Fourth Street and West Juneau Avenue in Block 42 in the Plat of the Town of Milwaukee on the West Side of the River, being a part of the Northeast ¼ of Section 29, Town 7 North, Range 22 East, in the City of Milwaukee, Milwaukee County, Wisconsin.

“Pedestrian Mall”:

PART OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 IN SECTION 29, TOWNSHIP 7 NORTH, RANGE 22 EAST, IN THE CITY OF MILWAUKEE, MILWAUKEE COUNTY, WISCONSIN.

COMMENCING AT THE NORTH 1/4 CORNER OF SECTION 29 T7N R22E; THENCE N 88° 58' 45" E, COINCIDENT WITH THE NORTH LINE OF THE NORTHEAST 1/4 OF SAID SECTION 29, 511.23 FEET THENCE S 01° 01' 15" 81.20 FEET TO POINT OF INTERSECTION OF THE SOUTH RIGHT OF WAY LINE OF WEST JUNEAU AVENUE WITH THE WEST RIGHT OF WAY LINE OF NORTH 4TH STREET AND THE POINT OF BEGINNING; THENCE S 83° 48' 49" E, 110.78 FEET TO THE EAST RIGHT OF WAY OF NORTH 4TH STREET; THENCE S 46° 06' 54" W COINCIDENT WITH SAID EAST RIGHT OF WAY 13.69 FEET; THENCE S 00° 41' 10" E, COINCIDENT WITH SAID EAST RIGHT OF WAY, 399.50 FEET TO THE NORTH RIGHT OF WAY LINE OF WEST HIGHLAND AVENUE; THENCE S 89° 37' 54" W, 100.00 FEET TO THE WEST RIGHT OF WAY OF NORTH 4TH STREET; THENCE N 00° 41' 10" W, COINCIDENT WITH SAID WEST RIGHT OF WAY LINE, 421.57 FEET TO THE POINT OF BEGINNING.

Tax Key Nos: 392-2381-111-X and 361-0446-110-0 (NEW FOR 2015) and 361-0480-114-X and 361-0449-100-0 and 361-0459-9.

Exhibit B

Airspace

That part of West Juneau Avenue in the Northwest 1/4 of the Northeast 1/4 of Section 29, T 7 N, R 22 E, in the City of Milwaukee, Milwaukee County, Wisconsin, which is bounded and described as follows:

Commencing at the North quarter corner of said Section 29;

Thence South 00°54'02" East, coincident with the West line of the Northeast 1/4 of said Section, 76.67 feet to the South right of way line of West Juneau Avenue;

Thence North 89°29'10" East, coincident with said South right of way line, 29.18 feet to the Point of Beginning of said air space easement; (sidewalk elevation 18.3 feet, bottom of easement elevation 54.5 feet, top of easement elevation 104.0 feet.);

Thence North 00°30'50" West, 7.99 feet to a point; (sidewalk elevation 18.0 feet, bottom of easement elevation 54.5 feet, top of easement elevation 104.0 feet.);

Thence North 89° 29'10" East, 224.48 feet to a point; (sidewalk elevation 14.3 feet, bottom of easement elevation 54.5 feet, top of easement elevation 104.0 feet.);

Thence South 00°30'50" East, 7.99 feet to a point on the South right of way line of West Juneau Avenue; (sidewalk elevation 14.6 feet, bottom of easement elevation 54.5 feet, top of easement elevation 104.0 feet.);

Thence South 89°29'10" West, coincident with said South right of way line, 224.48 feet to the Point of Beginning of said air space easement (sidewalk elevation 18.3 feet, bottom of easement elevation 54.5 feet, top of easement elevation 104.0 feet.).

Lease area as described containing 1,793 square feet or 88,783 cubic feet of area, more or less.

North referenced to the North line of the Northeast ¼ of Section 29, T7N, R22E.

Vertical datum referenced to the City of Milwaukee.

SKYWALK CONNECTING THE BLOCK 7 PARKING STRUCTURE AND THE MILWAUKEE BUCKS ARENA

The following 3D legal description is for an air space lease over West Juneau Avenue, between North 5th Street and North 6th Street.

That part of West Juneau Avenue in the Southeast 1/4 of the Southwest 1/4 of Section 20, T 7 N, R 22 E, and the Northeast 1/4 of the Northwest 1/4 of Section 29, T7N, R22E, in the City of Milwaukee, Milwaukee County, Wisconsin, which is bounded and described as follows:

Commencing at the South quarter corner of said Section 20 and a point on the North right of way line of West Juneau Avenue;

Thence South 89° 18' 32" West, coincident with said North right of way line, 42.16 feet to a jog in said North right of way line;

Thence North 86° 05' 44" West, coincident with said North right of way line, 1.98 feet to the Point of Beginning of said air space easement; (sidewalk elevation 20.4 feet, bottom of easement elevation 39.7 feet, top of easement elevation 55.3 feet.);

Thence South 18° 00' 23" East, 80.41 feet to the South right of way line of West Juneau Ave; (sidewalk elevation 19.4 feet, bottom of easement elevation 41.7 feet, top of easement elevation 57.2 feet.);

Thence South 89° 29' 10" West, coincident with said South right of way, 19.72 feet to a point; (sidewalk elevation 19.8 feet, bottom of easement elevation 41.7 feet, top of easement elevation 57.2 feet.);

Thence North 18° 07' 55" West, 82.12 feet to a point on the North right of way line of West Juneau Avenue; (sidewalk elevation 20.7 feet, bottom of easement elevation 39.7 feet, top of easement elevation 55.3 feet.);

Thence South 86° 05' 44" East, coincident with said North right of way line, 20.46 feet to the Point of Beginning of said air space easement (sidewalk elevation 20.4 feet, bottom of easement elevation 39.7 feet, top of easement elevation 55.3 feet.).

Lease area as described containing 1534.85 square feet or 23854 cubic feet of area, more or less.

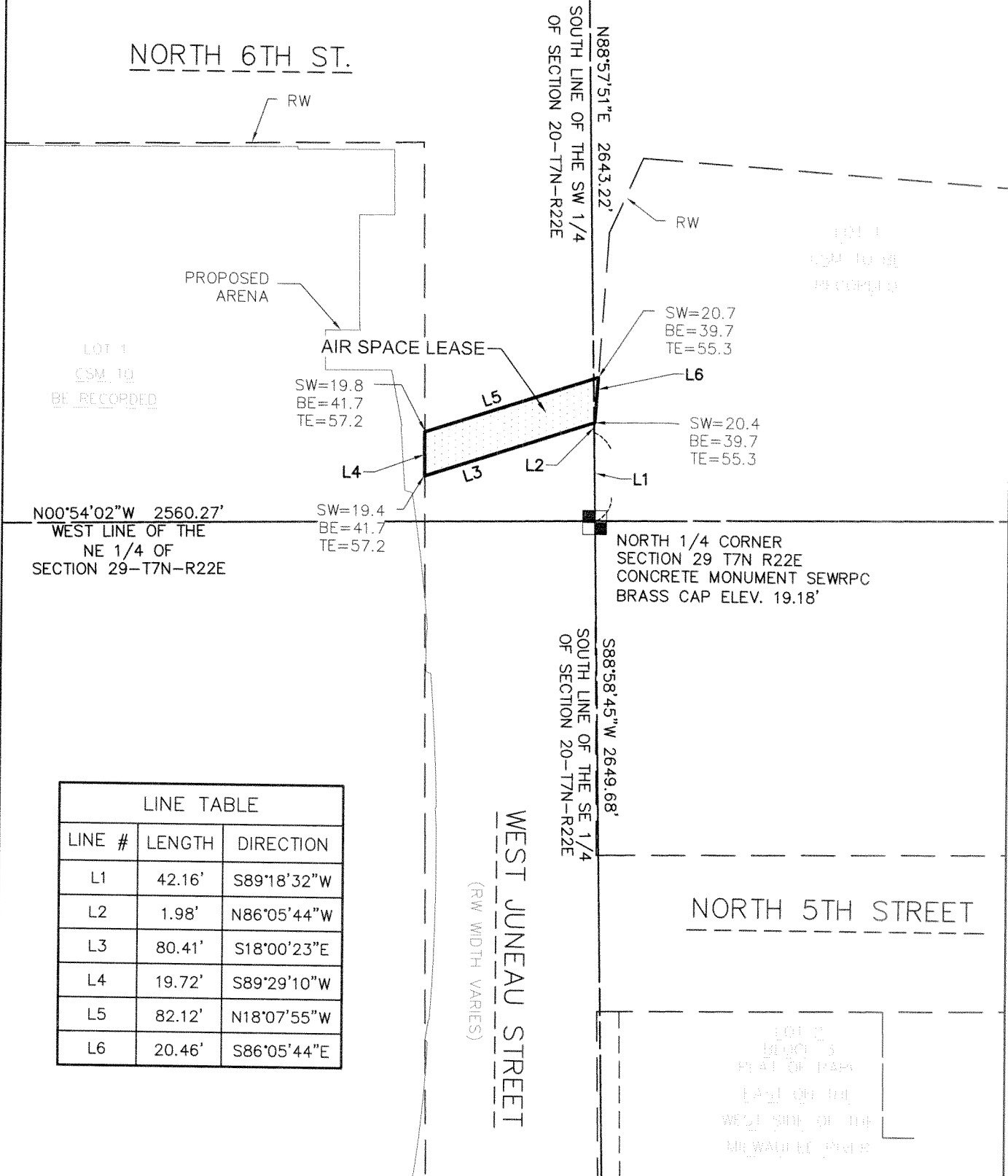
North referenced to the South line of the Southwest 1/4 of Section 20, T7N, R22E.

Vertical datum referenced to the City of Milwaukee.

EXHIBIT A

AIR SPACE LEASE

BEING A PART OF THE SE 1/4 OF THE SW 1/4 OF SECTION 20, TOWNSHIP 7 NORTH, RANGE 22 EAST, AND THE NE 1/4 OF THE NW 1/4 OF SECTION 29, TOWNSHIP 7 NORTH, RANGE 22 EAST, IN THE CITY OF MILWAUKEE, MILWAUKEE COUNTY, WISCONSIN.



N00°54'02"W 2560.27'
WEST LINE OF THE
NE 1/4 OF
SECTION 29-T7N-R22E

N88°57'51"E 2643.22'
SOUTH LINE OF THE SW 1/4
OF SECTION 20-T7N-R22E

S88°58'45"W 2649.68'
SOUTH LINE OF THE SE 1/4
OF SECTION 20-T7N-R22E

SW=19.8
BE=41.7
TE=57.2

SW=20.7
BE=39.7
TE=55.3

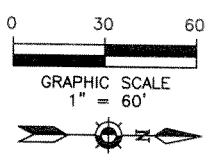
SW=20.4
BE=39.7
TE=55.3

SW=19.4
BE=41.7
TE=57.2

NORTH 1/4 CORNER
SECTION 29 T7N R22E
CONCRETE MONUMENT SEWRPC
BRASS CAP ELEV. 19.18'

LINE TABLE		
LINE #	LENGTH	DIRECTION
L1	42.16'	S89°18'32"W
L2	1.98'	N86°05'44"W
L3	80.41'	S18°00'23"E
L4	19.72'	S89°29'10"W
L5	82.12'	N18°07'55"W
L6	20.46'	S86°05'44"E

HORIZONTAL DATUM IS THE WISCONSIN STATE PLANE COORDINATE SYSTEM SOUTH ZONE NAD27. NORTH IS REFERENCED TO THE S. LINE OF THE SW 1/4 OF SECTION 20-7-22 PUBLISHED BY SEWRPC AS N88°57'51"E. ALL DISTANCES ARE GROUND MEASURED



LEGEND:

- = 3D AIR SPACE LEASE CONTAINING (1793 S.F.)
- R/W = RIGHT OF WAY
- SW = SIDEWALK ELEVATION
- BE = BOTTOM EASEMENT ELEVATION
- TE = TOP LEASE ELEVATION

KAPUR & ASSOCIATES, INC.
CONSULTING ENGINEERS
MILWAUKEE, WISCONSIN
414.351.6668