

ST. LUKE'S LETTERHEAD

City of Milwaukee
200 East Wells Street
Milwaukee, WI 53202

Re: St. Luke's Medical Center

Ladies and Gentlemen:

Aurora Health Care Metro, Inc. (d/b/a St. Luke's Medical Center) ("St. Luke's") is interested in developing a parking structure/materials handling facility on or adjacent to its St. Luke's Medical Center campus (the "Project") on its land and land adjacent to its land (including land owned by Milwaukee County) in the area of West Oklahoma Avenue and South 29th Street in the City of Milwaukee, (the "City"). The City holds a certain restriction that in summary requires that the County owned land involved only be used for park purposes (the "Restriction") and a release of such Restriction is needed for the Project to advance. The form of Release of Deed Restrictions (Part of the Kinnickinnic Parkway), (the "Release") to be executed and delivered by the City is attached as "Exhibit A"). An Affidavit of Publication confirming that the County has given notice of the City's intent to remove the Restriction is attached as "Exhibit B".. In connection with the execution and delivery of the Release, the City and St. Luke's have negotiated the following:

1. The City agrees to execute and deliver Release to St. Luke's. The City further agrees to execute and deliver all additional documents and instruments necessary and appropriate to remove the Restriction officially and from the public record.

2. St. Luke's agrees to make a donation to the City in the form of a grant to the Health Department of the City the sum of \$400,000. Such grant shall be payable in two equal installments, one \$200,000 installment upon execution and delivery of the Release and the other \$200,000 upon completion of the parking structure. The purpose of the grant is to fund Health Department Information Technology ("IT") Projects, to enhance Public Health Data Projects, to enhance IT infrastructure, including hardware, software, and GIS projects and to fund other special public health related programs and projects as specified by the City's Commissioner of Health.

3. The City agrees to, at its sole expense (and without a special assessment), construct standard red (stop and go) light at the intersection of West Oklahoma Avenue and South 30th Street. Such light shall be installed and functioning by August 1, 2003.

4. The City agrees, at its sole expense, to construct a median at the intersection of West Oklahoma Avenue and South 29th Street to aid pedestrians in crossing West Oklahoma Avenue. The location of the median shall be reasonably approved by St. Luke's. The median shall be completed by April 15, 2004 or upon opening of the driveway to serve the Project, whichever is later.

Please reflect the agreement of the City to the foregoing by having authorized City officials execute and return an original of this letter.

**AURORA HEALTH CARE HEALTH
METRO, INC.**

By: _____
Its: _____

The foregoing is approved and agreed to by the City of Milwaukee and executed by its duly authorized officers this _____ day of _____, 2003.

Agreed to: **CITY OF MILWAUKEE**

Mayor

City Clerk

COUNTERSIGNED:

Comptroller

1093-2002-2177
65385

RELEASE OF DEED RESTRICTIONS
(Part of Kinnickinnic Parkway)

Document Number

Document Title

RELEASE OF DEED RESTRICTIONS
(Part of Kinnickinnic Parkway)

Recording Area

Name and Return Address

Aurora Healthcare Metro, Inc.

Parcel Identification Number (PIN)

This information must be completed by submitter: document title, name & return address, and PIN (if required). Other information such as the granting clauses, legal description, etc. may be placed on this first page of the document or may be placed on additional pages of the document. Note: Use of this cover page adds one page to your document and \$2.00 to the recording fee. Wisconsin Statutes, 59.517. WRDA 2/96

RELEASE OF DEED RESTRICTIONS
(Part of Kinnickinnic Parkway)

THIS RELEASE, made as of this ____ day of _____, 2003 by and among the CITY OF MILWAUKEE, a Wisconsin municipal corporation, ("CITY") and AURORA HEALTHCARE METRO, INC., (d/b/a St. Luke's Medical Center") ("AURORA").

WITNESSETH:

WHEREAS, CITY conveyed the real property legally described on EXHIBIT "A" ("Property"), comprising portions of the Kinnickinnic Parkway, to Milwaukee County ("COUNTY") pursuant to Quit Claim Deeds dated November 12, 1936, recorded as Document No. 4111052, and November 8, 1954, recorded as Document No. 3370868; and

WHEREAS, COUNTY and AURORA have requested a release of park deed restrictions applicable to the Property ("Deed Restrictions"); and

WHEREAS, COUNTY leased the Property to St. Lukes Hospital for use as a parking lot in 1971, with CITY cooperation pursuant to Common Council Resolution File No. 70-1578; and

WHEREAS, COUNTY proposes to enter into a long-term Easement Agreement for the Property with AURORA, as operator of the St. Lukes Medical Center; and

WHEREAS, The Easement Agreement will allow AURORA to construct a parking structure, a material management facility, a subterranean utility duct bank, and an on-grade medical gasses storage area to serve the St. Lukes Medical Center; and

WHEREAS, COUNTY and AURORA also propose to enter into a Memorandum of Understanding pursuant to which AURORA will provide consideration to COUNTY for the grant of the Easement; and

WHEREAS, CITY and AURORA have executed a Letter Agreement providing for a donation to CITY in the form of a grant from Aurora to the Health Department of CITY in consideration for CITY'S release of the Deed Restrictions; and

NOW, THEREFORE, CITY hereby releases the Deed Restrictions and relinquishes its right of reverter with respect to the Property.

IN WITNESS WHEREOF, the parties above have caused this Release of Deed Restrictions to be executed by their duly authorized representatives as of the day and date set forth above.

CITY OF MILWAUKEE:

Mayor

COUNTERSIGNED:

Comptroller

City Clerk

Approved as to form, execution, and content
as of this ____ day of _____, 2003.

Thomas O. Gartner
Assistant City Attorney

AURORA HEALTHCARE METRO, INC.

By: _____

Its: _____

STATE OF WISCONSIN)
)ss.
MILWAUKEE COUNTY)

Personally came before me this _____ day of _____, 2003, John O. Norquist, Mayor 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 Mayor of said municipal corporation, and acknowledged that he executed the foregoing instrument as such officer as the deed of said municipality, by its authority.

NOTARY PUBLIC, State of Wisconsin
My Commission Expires: _____

STATE OF WISCONSIN)
)ss.
MILWAUKEE COUNTY)

Personally came before me this _____ day of _____, 2003, Ronald D. Leonhardt, City 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 City Clerk of said municipal corporation, and acknowledged that he executed the foregoing instrument as such officer as the deed of said municipality, by its authority.

NOTARY PUBLIC, State of Wisconsin
My Commission Expires: _____

STATE OF WISCONSIN)
)ss.
MILWAUKEE COUNTY)

Personally came before me this _____ day of _____, 2003, _____ of Aurora Healthcare Metro, Inc., to me known to be the person who executed the foregoing instrument and to me known to be such officer of said corporation and acknowledged that he executed the foregoing instrument as such officer as the deed of said corporation, by its authority.

NOTARY PUBLIC, State of Wisconsin
My Commission Expires: _____

This instrument was drafted by:
Thomas O. Gartner
Assistant City Attorney
City of Milwaukee
State Bar No.: 01003072

TOG/kg:03-17-03
1093-2002-2177:65386

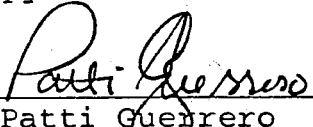
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AFFIDAVIT OF PUBLICATION

Milw County Dept Of Admin
Accounts Payable /Corporation Counsel
Attn: Bob Andrews
901 N 9th St Room 303
Milwaukee, WI 53233

NOTICE IS HEREBY GIVEN that the City of Milwaukee proposes to modify the deed restrictions applicable to part of the Kinnickinnic Parkway permitting Milwaukee County to enter into a long term easement agreement with Aurora Healthcare Metro, Inc. (Aurora), under the terms of which agreement Milwaukee County would grant to Aurora an easement over approximately 1.22 acres of land for the purpose of allowing Aurora to construct a parking structure, a material management facility, a subterranean utility duct bank, and an on-grade medical gasses storage area. The property subject to the easement is located in the Kinnickinnic Parkway immediately west of the current St. Luke's Medical Center campus and is more particularly identified in County Board File No. 02-273 passed by the County Board on May 23, 2002 and amended on July 25, 2002. Anyone seeking further information may contact the Milwaukee County Department of Parks, Recreation and Culture at 9480 West Watertown Plank Road Wauwatosa, Wisconsin 53226; telephone 257-6100.

Patti Guerrero hereby states that she is authorized as al
Sentinel Inc. to certify on behalf of Journal Sentinel Inc.,
publisher of the Milwaukee Journal Sentinel and The Sunday Journal
Sentinel, public newspapers of general circulation, printed and
published in the city and county of Milwaukee; that a notice of
which the printed one hereto attached is a true copy, was published
in the Daily Edition of the Milwaukee Journal Sentinel on the
twenty-seventh, of January 2003. Also on the third, and the tenth,
of February 2003. That the Milwaukee Journal Sentinel and The
Sunday Journal Sentinel are newspapers printed in the English
language and that said printed copy was taken from said printed
newspaper(s).


Patti Guerrero

State of Wisconsin)
) SS:
County of Milwaukee)

Subscribed and sworn before me this 12 day of Feb, 2003.

Kent B Hein

Notary Public State of Wisconsin
My Commission Expires 1-16-05

EXHIBIT A

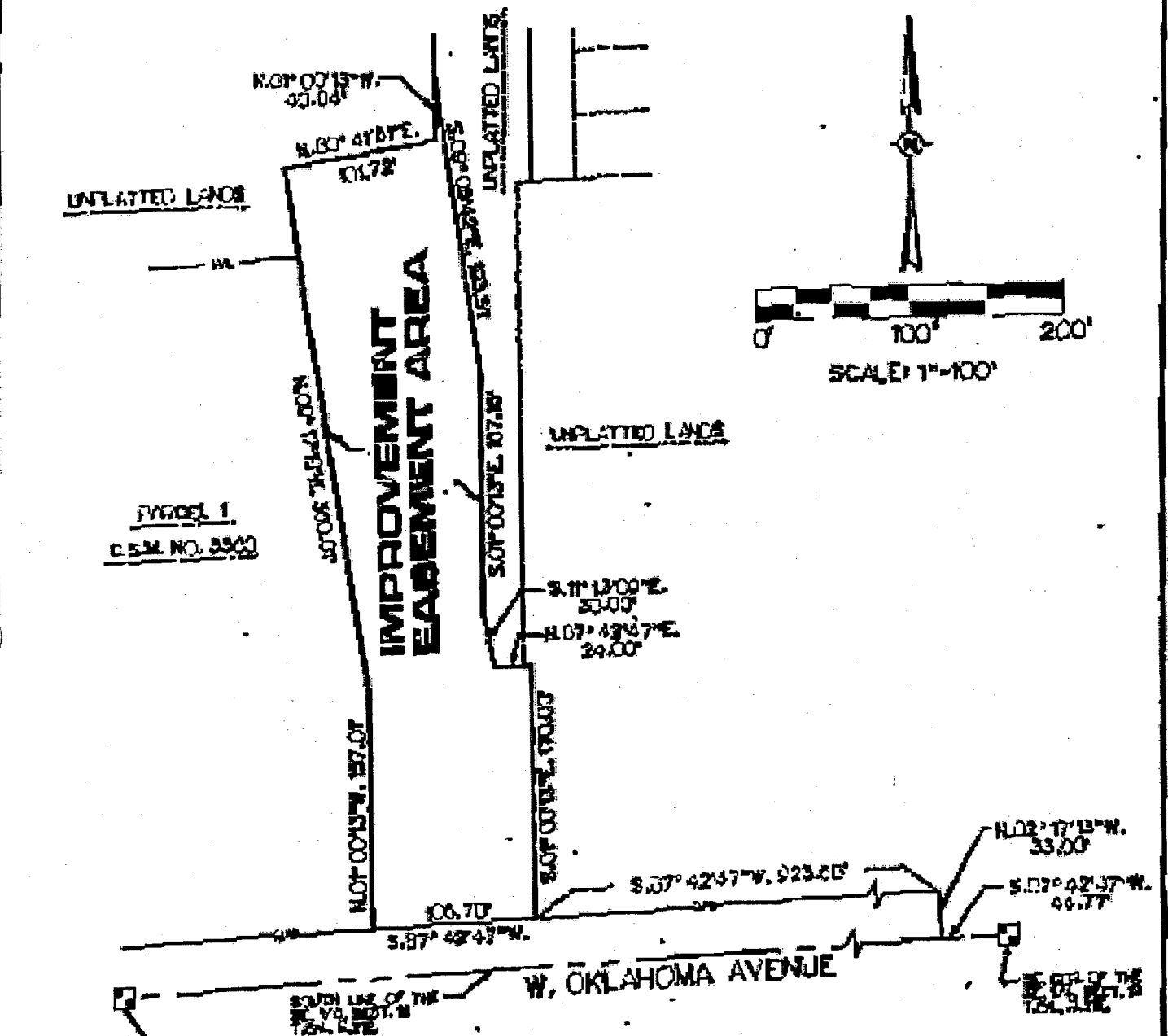


FIGURE 1
C.S.M. NO. 3560

**IMPROVEMENT
EASEMENT AREA**

W. OKLAHOMA AVENUE

LEGAL DESCRIPTION...

That part of the Southeast 1/4 of the Southeast 1/4 of Section 12, Township 8 North, Range 21 East, in the City of Milwaukee, Milwaukee County, Wisconsin, bounded and described as follows:

Commencing at a concrete monument with a brass cap at the southeast corner of said Southeast 1/4; thence South 07° 42' 47" West, on and along the south line of said Southeast 1/4, 44.77 feet thence North 02° 17' 19" West, at a right angle to said south line, 33.00 feet to the north right of way line of West Oklahoma Avenue thence South 07° 42' 47" West, on and along said north right of way line, 24.00 feet to the point of beginning; thence continuing South 07° 42' 47" West, on and along said north right of way line, 136.76 feet to the southeast corner of Parcel 1 of C.S.M. No. 3560; thence North 07° 00' 13" West, on and along the east line of said Parcel 1, 157.01 feet thence North 02° 17' 19" West, on and along the east line of said Parcel 1, 300.01 feet thence North 02° 17' 19" East, 131.72 feet thence North 07° 00' 13" West, 40.06 feet thence South 02° 25' 42" East, 123.31 feet thence South 07° 00' 13" East, 157.15 feet thence South 07° 13' 00" East, 33.00 feet thence North 07° 42' 47" East, 24.00 feet thence South 07° 00' 13" East, 173.00 feet to the point of beginning.

Containing 53,167 square feet (1.22 acres) more or less.

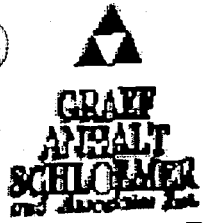


EXHIBIT B
AFFIDAVIT OF PUBLICATION