



April 29, 2015

Mr. Michael Weiss  
Mr. David Misky  
Century City 1, LLC  
6938 North Santa Monica Boulevard  
Fox Point, WI 53217

Dear Messrs. Weiss and Misky:

Milwaukee Economic Development Corporation ("MEDC") is pleased to advise you that on August 7, 2014, MEDC's Executive Committee affirmed the approval by MEDC's Loan & Finance Committee of a loan of \$3,500,000.00 to Century City 1, LLC ("Borrower"), under the following terms and conditions:

1. MEDC loan proceeds to be used for the purchase of real estate and construction of improvements located at the southwest corner of West Capitol Drive and North Hopkins Street, Milwaukee, Wisconsin, ("Project") for use in the business of Borrower.
2. MEDC to lend up to \$3,500,000.00 at an interest rate of 5.25%, payable in 30 monthly payments of accrued interest, followed by 53 equal monthly installments of \$23,585.00 amortized over 240 months with a final payment in the 84<sup>th</sup> month equal to the remaining principal balance and accrued interest. Borrower is eligible for up to a 4.25% reduction in interest rate based on the Project location, which is subject to the availability of applicable MEDC funds at the time of closing. Monthly payments are required to be made through an automatic payment system.
3. Borrower shall substantiate an equity contribution of at least \$800,000.00, including closing costs, toward the Project. If funds are borrowed, the debt and the security for any such debt shall be subordinated to the MEDC debt and security.
4. MEDC's loan to be secured by the following collateral:
  - ❑ First mortgage on Project real property located at the southwest corner of West Capitol Drive and North Hopkins Street, Milwaukee, Wisconsin.
5. Michael Weiss (personally) and Century City Redevelopment Corporation ("Guarantors") to provide several guarantees limited to \$375,000.00 each.
6. MEDC will require prior authorization for any change in ownership of Borrower.
7. MEDC will require an assignment of member interest from each member of the Borrower.

Timothy Sheehy  
Chairman

David E. Latona  
President

Milwaukee Economic Development Corporation  
757 North Broadway Suite 600 Milwaukee, WI 53202  
Telephone 414 269-1440 Fax 414 269-1466

[medconline.com](http://medconline.com)

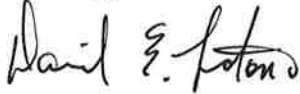
8. Prior to closing, MEDC to be provided an appraisal of the Project real property evidencing an appraised value of at least \$2,333,000.00, or additional equity or collateral will be required.
9. Prior to closing, MEDC to be provided a satisfactory environmental report regarding Project real property.
10. Insurance coverage on all real property pledged to MEDC is mandatory for the duration of the MEDC loan. Prior to closing, Borrower to provide MEDC with evidence of hazard insurance policies naming MEDC as mortgagee on all Project property. Prior to closing, Borrower to provide evidence of title insurance naming MEDC as mortgagee on Project real property. Construction draws will be made through the title company issuing the title insurance.
11. Borrower to provide MEDC with annual financial statements within 90 days of the end of each year; and annual tax returns within 120 days of the end of each fiscal year.
12. Borrower to provide an annual rent roll within 90 days of the end of each fiscal year.
13. Borrower to provide MEDC with pre-lease agreements for occupancy of 40% of the rentable Project space or establish an acceptable interest reserve fund prior to closing.
14. Guarantors to provide MEDC with annual financial statements within 90 days of the end of each year; and annual tax returns within 120 days of the end of each fiscal year.
15. As part of MEDC's mission, it seeks ways to promote small and emerging businesses that create job opportunities for the unemployed and underemployed residents of the City of Milwaukee. Therefore, we request that the Borrower seek out bids, when possible, and/or utilize services from small businesses listed as Small Business Enterprises through the City of Milwaukee Office of Small Business Development. A directory of businesses is available at: <https://milwaukee.diversitycompliance.com/>

Also, MEDC will forward basic information about the Project to the Milwaukee Area Workforce Investment Board, which in turn may contact you to describe the employment and training services that it offers and how these services could benefit your Project. You may also contact them at (414) 270-1700.

16. The loan may be made through a subsidiary or related entity of MEDC. All of the terms and conditions will remain the same as provided within this letter.
17. At closing, Borrower to pay MEDC's legal fees and out-of-pocket closing costs, which should not exceed \$4,500.00, plus title insurance policies.

This letter is meant to provide the general terms of MEDC's loan commitment. If these general terms are acceptable, please execute and return this letter to Delores Clayton no later than May 20, 2015. Borrower will have six months from the date of this letter to close the MEDC loan. If the Borrower does not utilize MEDC's funds by November 20, 2015, MEDC's commitment to fund this loan will expire.

Sincerely,



David E. Latona  
President

Acknowledged and accepted this \_\_\_\_\_ day of April, 2015

**Century City 1, LLC**  
General Capital Management, Inc., Manager

By: \_\_\_\_\_  
Michael D. Weiss, President

**Century City Redevelopment Corporation, Member**

By: \_\_\_\_\_  
David Misky, President

**Michael D. Weiss - Guarantor**

By: \_\_\_\_\_  
Michael D. Weiss

**Century City Redevelopment Corporation - Guarantor**

By: \_\_\_\_\_  
David Misky, President