

CONFIDENTIALITY AGREEMENT

The City of Franklin, Wisconsin ("City") is considering the creation of a tax incremental financing district ("TID") to provide financial assistance to BPC Master Developer, LLC and/or its affiliates ("Developer") in the construction of a mixed-use development to be known as Ballpark Commons. As part of that process, the City has requested various types of sensitive financial and other information from the Developer and its principal, Michael Zimmerman (the "Principal"), including but not limited to personal tax returns, personal statements of assets and liabilities, projected costs of construction, tenants, leasing terms, and financial results of operations ("Confidential Information"), and the City has requested that Confidential Information be provided to Ehlers and Associates, Inc. ("Ehlers") which has been engaged to assist the City with the TID. The Developer or the Principal must clearly indicate what documents are to be treated as Confidential Information.

In consideration of Developer providing Confidential Information to the City and Ehlers, the City and Ehlers agree as follows:

1. Confidentiality. The City and Ehlers acknowledge that the Confidential Information is sensitive, proprietary, valuable and may include trade secrets or copyrighted material and, on behalf of itself and its officers, employees, and agents, agrees to use a reasonable degree of care (i) to maintain the Confidential Information in strictest confidence and to take all reasonable steps to maintain the confidentiality of the Confidential Information consistent with the requirements hereof, including limiting disclosure of documented Confidential Information to Ehlers and its professionals and employees, and attorneys, who need the information in performance of activities related to creation of the TID, (ii) not to directly or indirectly make any use of the Confidential Information other than in connection with the creation of the TID, and (iii) not to disclose or reveal any Confidential Information to any third party for any reason and not to reproduce or distribute Confidential Information in any form, tangible or otherwise, except to assist in the creation of the TID. Ehlers may verbally report to the City on the content of the Confidential Information as well as its conclusions, including for example providing a verbal reports to the City staff, mayor or other elected officials (but not in a session open to the public), but shall not provide the City with copies of Confidential Information it relies upon and shall not provide specific details of Confidential Information, such as net worth, in email or written form to the City.

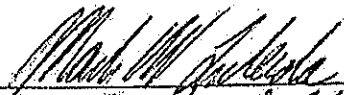
2. Public Records Law. Developer and Principal understand that the City and (through the City) Ehlers are subject to the Wisconsin Public Records Law, Wis. Stat. §§ 19.21, et seq. (the "PR Law"). If the City or Ehlers receives a request for Confidential Information under the PR Law, the City and Ehlers will promptly inform the Developer and the Principal of the request, and will permit the Developer and/or Principal, at their sole cost and expense, to oppose disclosure of the Confidential Information in front of any officer or court by which the matter may be considered. Developer and the Principal understand, however, that the City and (through the City) Ehlers are required to comply with the PR Law, and Developer and Principal acknowledges that a disclosure of Confidential Information by the City or Ehlers pursuant to a judgment or order of a court of competent jurisdiction will not be deemed a violation of this Confidentiality Agreement.

3. Limitation. The term Confidential Information shall not apply to information that is or becomes public other than as the result of a breach of this Confidentiality Agreement or is obtained by City or Ehlers on a non-confidential basis from a third party that, to their knowledge, was not contractually restricted from disclosing such information.

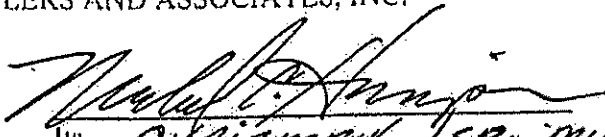
4. Governing Law. This Confidentiality Agreement shall be construed and interpreted in accordance with the internal laws of the State of Wisconsin.

Agreed and effective this 12 day of February, 2018.

CITY OF FRANKLIN, WISCONSIN

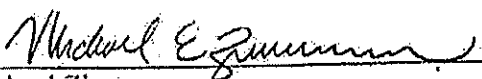
By 
Its Director of Administration

EHLERS AND ASSOCIATES, INC.

By 
Its Chairman / Sr. Municipal
Advisor

BPC MASTER DEVELOPER, LLC

By 
Its CEO


Michael Zimmerman