

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding (this "Memorandum"), dated February 19, 2018, sets forth the understanding between BPC Master Developer, LLC ("Developer"), Milwaukee County, and the City of Franklin (collectively, the "Parties") as described herein.

I. Purpose

As part of the Ballpark Commons development, "DOT Parcel 1" and "DOT Parcel 2" of County Highway K in Franklin Wisconsin, as depicted in Exhibit A, are to be vacated and sold to an affiliate of Developer. "DOT Parcel 3" of CTH K, as depicted in Exhibit A, will become a dedicated street of the City of Franklin. The Parties hereby enter into this Memorandum for the specific purpose of designating responsibility for providing snow clearance and maintenance services for DOT Parcels 1, 2 and 3 (collectively, "CTH K") while the transfers are underway.

II. Plan

Milwaukee County, through its Department of Parks, agrees to continue snow clearance and maintenance (as reasonably required for safe road maintenance) services ("Services") for CTH K during the 2017-2018 winter season. Milwaukee County will provide a consistent level of service during the 2017-2018 winter season regardless of the status of the property sale and road vacation process.

Portions of DOT Parcel 1 ("Crystal Ridge Drive") may be vacated and closed for construction purposes commencing February 1, 2018 or soon thereafter. DOT Parcel 1 is intended to be conveyed to the Developer. The Developer shall obtain all necessary approvals for the construction and road closure. Milwaukee County will continue to provide Services on the portions of DOT Parcel 1 that remain open to the public.

Portions of DOT Parcel 2 ("Old Loomis Road") may be vacated and closed for construction purposes commencing sometime between February and June of 2018, or soon thereafter. DOT Parcel 2 is intended to be conveyed to the Developer. The Developer shall obtain all necessary approvals for the construction and road closure. Milwaukee County will continue to provide Services on the portions of DOT Parcel 2 that remain open to the public.

DOT Parcel 3 ("Old Loomis Road") (parallel to West Loomis Road) is intended to be jurisdictionally transferred or conveyed to the City of Franklin. Milwaukee County will continue to provide Services on the portions of DOT Parcel 3 that remain open to the public or will ultimately be open to the public until such time as the City of Franklin is the owner in fee of DOT Parcel 3.

The County shall be under no continuing obligation to provide Services on DOT Parcels 1 and 2 to be upon the later of (i) CTH K is vacated and (ii) the end of Services required for the 2017-2018 winter maintenance season or the sale, by DOT, of Parcels 1 and 2.

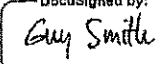
The County shall be under no continuing obligation to provide Services on DOT Parcel 3 upon and beyond such time as the City of Franklin becomes the owner in fee of DOT Parcel 3.

The parties further agree that the City of Franklin is a beneficiary of this Memorandum and has the right to enforce the obligations of Milwaukee County.

[Signature Pages Follow]

MILWAUKEE COUNTY, WISCONSIN

Dated 2/23/2018

By 
Its Interim Parks Director

CITY OF FRANKLIN, WISCONSIN

Dated _____

By _____
Stephen R. Olson, Mayor

Dated _____

By _____
Sandra L. Wesolowski, City Clerk

Approved as to form:

Dated _____

By _____
Jesse A. Wesolowski, City Attorney

MILWAUKEE COUNTY, WISCONSIN

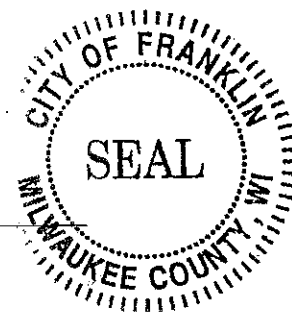
Dated _____

By _____
Its _____

CITY OF FRANKLIN, WISCONSIN

Dated 2/19/2018

By *Stephen R. Olson*
Stephen R. Olson, Mayor



Dated 2/19/2018

By *Sandra L. Wesolowski*
Sandra L. Wesolowski, City Clerk

Approved as to form:

Dated 2/19/18

By *Jesse A. Wesolowski*
Jesse A. Wesolowski, City Attorney

IN WITNESS WHEREOF, the Parties have caused this Memorandum of Understanding to be executed as of the day, month and year first above written.

BPC COUNTY LAND, LLC

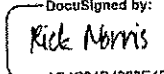
By: BPC County Land Manager, Inc.
Its Manager

Dated 2/17/18

By 
Michael E. Zimmerman, Sole Shareholder

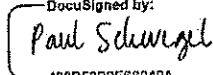
Approved with regards to County Ordinance Chapter 42:

Dated 2/21/2018

By  AD4C84D4028E450...
Community Business Development Partners

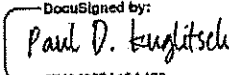
Reviewed:

Dated 2/21/2018

By  4B0D50B2F658A8A...
County Risk Management

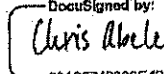
Approved for execution:

Dated 2/21/2018

By  57104007A18A429...
County Corporation Counsel

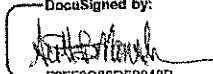
Approved:

Dated 2/26/2018

By  831C8742336E428...
County Executive Chris Abele

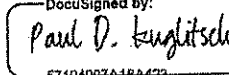
Approved as to funds available per Wisconsin Statutes Section 59.255(2)(e):

Dated 2/23/2018

By  F2EE9C00D5D848F...
Comptroller Scott B. Manske

Approved as compliant under Wis. Stat. § 59.42(2)(b)5:

Dated 2/27/2018

By  67404097A18A429...
County Corporation Counsel

Certificate Of Completion

Envelope Id: B90A612C678C4FDEBCA4D3F43E179D36

Status: Completed

Subject: Please DocuSign: T5 Ballpark Commons BPC Plowing MOU final per DOT GM 12318 approval auth. . .pd...

Source Envelope:

Document Pages: 5

Signatures: 7

Certificate Pages: 5

Initials: 0

AutoNav: Enabled

EnvelopeId Stamping: Enabled

Time Zone: (UTC-06:00) Central Time (US & Canada)

Envelope Originator:

Corporation Counsel

633 W, Wisconsin Ave.

Suite 901

Milwaukee, WI 53203

CorpCounselSignature@milwaukeecountywi.gov

IP Address: 204.194.251.5

Record Tracking

Status: Original

2/21/2018

Holder: Corporation Counsel

Location: DocuSign

CorpCounselSignature@milwaukeecountywi.gov

Signer Events

Paul D. Kuglitsch

corp.counsel.signature@milwaukeecountywi.gov

Corporation Counsel

Milwaukee County

Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
Not Offered via DocuSign

Paul Schwegel

paul.schwegel@milwaukeecountywi.gov

Safety Manager

Milwaukee County

Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
Not Offered via DocuSign

Rick Norris

rick.norris@milwaukeecountywi.gov

CBDP Director

Milwaukee County

Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
Not Offered via DocuSign

Guy Smith

guy.smith@milwaukeecountywi.gov

Milwaukee County

Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:

Accepted: 12/11/2017

ID: 022e4205-7af7-4f9e-a114-b604b5088b96

Signature

DocuSigned by:
Paul D. Kuglitsch
57104007A18A423...

Using IP Address: 204.194.251.5

Timestamp

Sent: 2/21/2018

Viewed: 2/21/2018

Signed: 2/21/2018

DocuSigned by:
Paul Schwegel
46005082E88949A...

Using IP Address: 204.194.251.5

Sent: 2/21/2018

Viewed: 2/21/2018

Signed: 2/21/2018

DocuSigned by:
Rick Norris
AD4CB4D4023E4E0...

Using IP Address: 204.194.251.5

Sent: 2/21/2018

Viewed: 2/21/2018

Signed: 2/21/2018

DocuSigned by:
Guy Smith
3CB4EEF1D1CC408...

Using IP Address: 204.194.251.5

Sent: 2/23/2018

Viewed: 2/23/2018

Signed: 2/23/2018

Signer Events

Scott Manske - Comptroller
comptrollersignature@milwaukeecountywi.gov
Comptroller

Milwaukee County
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
Not Offered via DocuSign

Chris Abele
caxsignature@milwaukeecountywi.gov
County Executive
Milwaukee County

Security Level: Email, Account Authentication
(None)

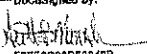
Electronic Record and Signature Disclosure:
Not Offered via DocuSign

Paul D. Kuglitsch
corp counselsignature@milwaukeecountywi.gov
Corporation Counsel
Milwaukee County

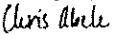
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
Not Offered via DocuSign

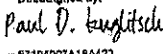
Signature

DocuSigned by:

F2FF6C00D50840B...

Using IP Address: 204.194.251.5

DocuSigned by:

631C9742336E478...

Using IP Address: 204.194.251.5

DocuSigned by:

57104007A18A423...

Using IP Address: 204.194.251.5

Timestamp

Sent: 2/23/2018
Viewed: 2/23/2018
Signed: 2/23/2018

Sent: 2/23/2018
Viewed: 2/26/2018
Signed: 2/26/2018

Sent: 2/26/2018
Viewed: 2/27/2018
Signed: 2/27/2018

In Person Signer Events

Signature

Timestamp

Editor Delivery Events

Status

Timestamp

Agent Delivery Events

Status

Timestamp

Intermediary Delivery Events

Status

Timestamp

Certified Delivery Events

Status

Timestamp

Carbon Copy Events

Status

Timestamp

Notary Events

Signature

Timestamp

Envelope Summary Events

Status

Timestamps

Envelope Sent
Certified Delivered
Signing Complete
Completed

Hashed/Encrypted
Security Checked
Security Checked
Security Checked

2/26/2018
2/27/2018
2/27/2018
2/27/2018

Payment Events

Status

Timestamps

Electronic Record and Signature Disclosure

CONSUMER DISCLOSURE

From time to time, Wisconsin Milwaukee County (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through your DocuSign, Inc. (DocuSign) Express user account. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to these terms and conditions, please confirm your agreement by clicking the 'I agree' button at the bottom of this document.

Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. For such copies, as long as you are an authorized user of the DocuSign system you will have the ability to download and print any documents we send to you through your DocuSign user account for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. To indicate to us that you are changing your mind, you must withdraw your consent using the DocuSign 'Withdraw Consent' form on the signing page of your DocuSign account. This will indicate to us that you have withdrawn your consent to receive required notices and disclosures electronically from us and you will no longer be able to use your DocuSign Express user account to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through your DocuSign user account all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact Wisconsin Milwaukee County:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: plee@milwcnty.com

To advise Wisconsin Milwaukee County of your new e-mail address

To let us know of a change in your e-mail address where we should send notices and disclosures electronically to you, you must send an email message to us at plee@milwcnty.com and in the body of such request you must state: your previous e-mail address, your new e-mail address. We do not require any other information from you to change your email address..

In addition, you must notify DocuSign, Inc to arrange for your new email address to be reflected in your DocuSign account by following the process for changing e-mail in DocuSign.

To request paper copies from Wisconsin Milwaukee County

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an e-mail to plee@milwcnty.com and in the body of such request you must state your e-mail address, full name, US Postal address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with Wisconsin Milwaukee County

To inform us that you no longer want to receive future notices and disclosures in electronic format you may:

- i. decline to sign a document from within your DocuSign account, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;
- ii. send us an e-mail to plee@milwcnty.com and in the body of such request you must state your e-mail, full name, IS Postal Address, telephone number, and account number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

Operating Systems:	Windows2000? or WindowsXP?
Browsers (for SENDERS):	Internet Explorer 6.0? or above
Browsers (for SIGNERS):	Internet Explorer 6.0?, Mozilla FireFox 1.0, NetScape 7.2 (or above)
Email:	Access to a valid email account
Screen Resolution:	800 x 600 minimum
Enabled Security Settings:	<ul style="list-style-type: none"> • Allow per session cookies • Users accessing the internet behind a Proxy Server must enable HTTP

1.1 settings via proxy connection

** These minimum requirements are subject to change. If these requirements change, we will provide you with an email message at the email address we have on file for you at that time providing you with the revised hardware and software requirements, at which time you will have the right to withdraw your consent.

Acknowledging your access and consent to receive materials electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please verify that you were able to read this electronic disclosure and that you also were able to print on paper or electronically save this page for your future reference and access or that you were able to e-mail this disclosure and consent to an address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format on the terms and conditions described above, please let us know by clicking the 'I agree' button below.

By checking the 'I Agree' box, I confirm that:

- I can access and read this Electronic CONSENT TO ELECTRONIC RECEIPT OF ELECTRONIC CONSUMER DISCLOSURES document; and
- I can print on paper the disclosure or save or send the disclosure to a place where I can print it, for future reference and access; and
- Until or unless I notify Wisconsin Milwaukee County as described above, I consent to receive from exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to me by Wisconsin Milwaukee County during the course of my relationship with you.