

ACKNOWLEDGEMENT AND CONSENT

The City of Watertown, Wisconsin, a Wisconsin municipal corporation (the “City”) hereby enters into this Acknowledgement and Consent (the “Acknowledgment and Consent”) and hereby acknowledges and consents to the above-described collateral assignment of the Agreement and the City Contribution (the “Assignment”). The City understands that the Assignment of the City Contribution and the Agreement to the Lender is intended as a collateral assignment to secure the Loans the Lender is providing to the Borrower for the development project envisioned in the Agreement. The City acknowledges and agrees that disbursements of the City Contribution shall be made directly to Lender upon Lender’s request.

Until such time in which the Lender provides the City with written notice that it no longer has an assignment of the City Contribution and Agreement and that it has released its security interest in the City Contribution and Agreement, the City shall not consent to or acknowledge the transfer or assignment of the City Contribution and/or the Agreement to another person or entity without the Lender’s express written consent.

The City hereby certifies and covenants to Lender the following: (i) the Agreement, as originally executed, is in full force and effect and has not been modified, supplemented or amended; (ii) all obligations of Developer under the Agreement have been fulfilled to date, and the undersigned has no demands, claims or causes of action against Developer under the Agreement; (iii) there are no pending, or to the best of the City’s knowledge, threatened proceedings or litigation with respect to the Agreement or the TIF district described therein; (iv) the City has not given the Developer written notice of any default under the Agreement, and to the best of the City’s knowledge, the Developer has not committed any act or omission under the Agreement which would constitute a default with the giving of notice, the passage of time, or both; and (v) any notice of default or termination provided by the City to Developer under the Agreement will be simultaneously sent to Lender at the following address:

Associated Bank, National Association
Attn: Bryan Schreiter, Senior Vice President
8040 Excelsior Drive
Madison, WI 53717
Email: Bryan.Schreiter@AssociatedBank.com

[Signature Page Follows]

Executed as of the date first written above.

CITY OF WATERTOWN, Jefferson County, Wisconsin

By: _____
Name: _____
Title: _____

Attest:

By: _____
Name: _____
Title: _____