

DOCUMENT NO.

**Reaffirmation of Lien
Subordination Agreement**

THIS SPACE RESERVED FOR RECORDING
DATA

NAME AND RETURN ADDRESS

**Winthrop & Weinstine, P.A. (JWD)
225 South Sixth Street, Suite 3500
Minneapolis, Minnesota 55402-4629**

Parcel Identification Number:

136-1052-00-300

REAFFIRMATION OF LIEN SUBORDINATION

This Reaffirmation of Lien Subordination is made this 11th day of April, 2019, is executed by City of La Crosse, a municipal corporation of the State of Wisconsin (the "Subordinate Lienholder") in favor of Bremer Bank, National Association, a national banking association ("Lender").

RECITALS:

A. Lender has made a term loan to Northside Development of La Crosse, LLC ("Development"), Northside Offices, LLC ("Offices") and Northside Buchner, LLC ("Buchner"), each a Wisconsin limited liability company, evidenced by that certain Real Estate Note dated March 6, 2016 in the original principal amount of \$11,200,000, (the "2016 Note"), pursuant to and as described in that certain Loan Agreement dated March 6, 2016 by and among Development, Offices, Buchner (collectively, the "Original Borrower") and the Lender, as amended (as so amended, the "Loan Agreement").

B. Subordinate Lienholder executed and delivered that certain Lien Subordination Agreement dated March 6, 2016 (the "Subordination"), pursuant to which Subordinate Lienholder agreed that its liens and security interests in the "Collateral" (as defined in the Subordination), including without limitation the real property described on Exhibit A hereto, were and would remain fully subordinate to the liens and security interests of the Lender in the Collateral.

C. Development, Offices (collectively, the "Borrower") and the Lender are amending the Loan Agreement and the Original Note pursuant to, among other things (i) that certain Amendment No. 2 to Loan Agreement dated March 15, 2019 (the "Amendment") which amendment, among other things, provides for a new term loan in the amount of \$10,875,000 to refinance the original term loan and to provide additional funds to Borrower for certain improvements to the "Premises" (as defined in the Loan Agreement), and also for the release of Buchner as a Borrower under the Loan Agreement and the other Loan Documents, and (ii) that certain Amended and Restated Real Estate Note payable by the Borrower to the order of the Lender in the original principal amount of \$10,875,000 (the "New Note") with a maturity date of March 15, 2029.

NOW, THEREFORE, in consideration of the facts stated above and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the Subordinate Lienholder and the Lender, the parties hereby agree as follows:

1. The Subordinate Lienholder hereby restates and reaffirms as of the date hereof all of the subordination and other provisions of the Subordination, as if all said provisions were fully set forth herein.
2. The Subordinate Lienholder hereby acknowledges and agrees that the Subordination remains in full force and effect as of the date hereof in accordance with its original terms, and is not subject to any existing defenses, counterclaims or rights to setoff.

SUBORDINATE LIENHOLDER:

City of La Crosse

By: *Timothy Kabat*
Name: TIMOTHY KABAT
Its: MAYOR

Teri Lehrke
Teri Lehrke, City Clerk

STATE OF WISCONSIN)
) ss
COUNTY OF La Crosse)

The foregoing instrument was acknowledged before me this 17th day of April, 2019 by Tim Kabat, Mayor, and Teri Lehrke, City Clerk of the City of La Crosse, a municipal corporation of the State of Wisconsin, for and on behalf of the municipal corporation.

Sondra Craig
Notary Public
My Commission Expires: 11/11/2021

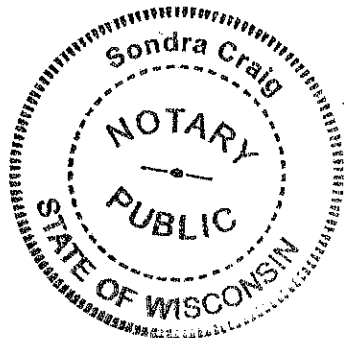


EXHIBIT A

(Legal Description)

Development Premises

PARCELA

Lot 3 of La Crosse County Certified Survey Map filed September 8, 2005 in Volume 12 of Certified Survey Maps, page 108 as Document No. 1431155, being located on part of Government Lot 1, Section 32, Township 16 North, Range 7 West, City of La Crosse, La Crosse County, Wisconsin, EXCEPT the following parcels of land:

(1) That part of said Lot 3 included in the following parcel: Commencing at the West 1/4 corner of said Section 32; thence North 06° 31' 51" East 467.47 feet to the East line of Copeland Avenue; thence North 02° 42' 34" West along said East line 685.15 feet to the point of beginning of this EXCEPTION; Thence continuing North 02° 42' 34" West along said East line 60.00 feet; thence North 87° 20' 03" East 120.46 feet; thence South 02° 42' 34" East 60.00 feet; thence South 87° 20' 03" West 120.46 feet to the point of beginning of this EXCEPTION.

(2) That part of said Lot 3 included in the following parcel: Commencing at the Northwest corner of said Government Lot 1; thence South 2° 42' 3" East along the West line thereof 778.84 feet; thence North 87° 17' 26" East 67.00 feet to the Southwest corner of Lot 1 of La Crosse County Certified Survey Map filed April 19, 2006 in Volume 12 of Certified Survey Maps, pages 167 and 167A as Document No. 1447247, also being the East line of Copeland Avenue and the point of beginning of this EXCEPTION; Thence continuing North 87° 17' 26" East 265.57 feet to the East line of said La Crosse County Certified Survey Map; thence South 2° 19' 55" East along said East line 108.50 feet to the Southeast corner of Lot 2 of said La Crosse County Certified Survey Map filed April 19, 2006 in Volume 12 of Certified Survey Maps, pages 167 and 167A as Document No. 1447247; thence South 2° 42' 34" East 144.25 feet; thence South 89° 12' 17" West 1.85 feet to the Northeast corner of Lot 3 of La Crosse County Certified Survey Map filed September 6, 2005 in Volume 12 of Certified Survey Maps, page 108 as Document No. 1431155; thence South 2° 42' 34" East along the East line thereof 48.99 feet; thence South 87° 17' 26" West 263.00 feet to the West line of said La Crosse County Certified Survey Map, also being the East line of Copeland Avenue; thence North 2° 42' 34" West along said East line 301.67 feet to the point of beginning of this EXCEPTION.

Together with and subject to a 30' Drive Easement as shown on La Crosse County Certified Survey Map filed September 6, 2005 in Volume 12 of Certified Survey Maps, page 108 as Document No. 1431155.

Together with a Parking Easement as set forth in Parking Easement Agreement recorded on August 10, 2009, as Document No. 1533183.

Together with and Subject to Cross Access Easement Agreement recorded on August 10, 2009, as Document No. 1533184.

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