

Redevelopment Authority of the City of Milwaukee

Resolution No.: 10430
Adopted on: June 13, 2013
Project: TID No. 49 (Cathedral Place Project)
Aldermanic District: 4th

Resolution approving the exercise of an option to purchase the Cathedral Square Parking Structure by Monroe Building, LP and authorizing the execution of documentation necessary for closing on the conveyance, including a Purchase Price Adjustment Agreement.

Whereas, the City of Milwaukee, the Authority, Van Buren Management, Inc. (“VBM”), and Cathedral Place, LLC entered into a Cooperation, Contribution, and Redevelopment Agreement, dated May 23, 2002, (the “Redevelopment Agreement”) relating to the development of the Cathedral Place Parking Structure in the City of Milwaukee, Wisconsin, (the “Property”);

Whereas, VBM is the manager of Cathedral Place, LLC and the general partner of Monroe Building, LP (“Monroe”);

Whereas, pursuant to the Redevelopment Agreement, the Authority and VBM entered into an Option to Purchase and Right of First Refusal Agreement (the “Option Agreement”) granting VBM an option to purchase the Property for its “Fair Market Value,” as defined in the Option Agreement;

Whereas, VBM has exercised the option to purchase the Property for the Fair Market Value;

Whereas, VBM and Monroe propose to enter into an Assignment and Assumption of Option to Purchase and Right of First Refusal, (“Assignment”) pursuant to which VBM will assign, convey and transfer to Monroe all of its right, title and interest in, to and under the Option Agreement;

Whereas, the Option Agreement sets forth a procedure for determining the Fair Market Value, and although that procedure has been commenced, it has not yet been completed; and

Whereas; the Authority and Monroe desire to close the purchase and sale transaction for the Property on June 25, 2013, at a minimum purchase price of Eight Million Five Hundred Eighty-three Thousand Nine Hundred Thirty Dollars (\$8,583,930.00) (the “Minimum Purchase Price”) and, upon final determination of the Fair Market Value, make appropriate adjustments, pursuant to the terms of a Purchase Price Adjustment Agreement, a copy of which is on file with the Authority, now, therefore, be it

Resolved, by the Redevelopment Authority of the City of Milwaukee that the exercise of the Option to Purchase the Property by VBM and the Assignment are hereby approved; and be it

Further Resolved, that the proper officers of the Authority are authorized to execute and deliver the Purchase Price Adjustment Agreement, in substantially the form submitted for the Journal of Proceedings and such other documents, instruments and agreements as may be necessary to close on the conveyance of the Property to Monroe in accordance with the terms of the Option Agreement.

CERTIFICATION

I certify that the forgoing is a true and exact copy of a resolution adopted by the Redevelopment Authority of the City of Milwaukee, WI on the date set forth above.

(seal)



David P. Misky

Assistant Executive Director – Secretary
