



MEMORANDUM OF HOTEL GUEST PARKING AGREEMENT

THIS INSTRUMENT PREPARED BY AND  
AFTER RECORDING RETURN TO:

Nicholas H. Roby  
Davis Brown Law Firm  
215 10th St. Suite 1300  
Des Moines, IA 50309  
(515)288-2500

## MEMORANDUM OF HOTEL GUEST PARKING AGREEMENT

This Memorandum of Hotel Guest Parking Agreement (this "Memroandum") is made and entered into effective as of August 13, 2018 (the "Effective Date"), by and between East Campus Realty, LLC, a Nebraska limited liability company ("Ramp Owner") and MTC Real Estate TIC, LLC, an Iowa limited liability company, Portage Daniels, L.L.C., a Delaware limited liability company, Portage Kahan, L.L.C., a Delaware limited liability company, Portage Wolf, L.L.C., a Delaware limited liability company, Portage Baer, L.L.C., a Delaware limited liability company, and Portage Greenfield, L.L.C., a Delaware limited liability company ("Hotel Owner").

WHEREAS, Ramp Owner owns the real property described on Exhibit A attached hereto and made a part hereof (the "Ramp C Parcel") and the 4-story approximately 660-space parking structure constructed thereon (the "Parking Structure");

WHEREAS, contemporaneous with the execution of this Agreement, Hotel Owner is acquiring from the Ramp Owner the real property described on Exhibit B attached hereto and made a part hereof and the 132-room hotel constructed thereon (the "Hotel");

WHEREAS, Ramp Owner and Hotel Owner have agreed that Hotel Owner's hotel guests shall be permitted to use certain parking spaces (the "Parking Spaces") in the Parking Structure on the terms set forth in a certain Hotel Guest Parking Agreement entered into as of the Effective Date (the "Agreement"); and

WHEREAS, the parties wish to record evidence of the Agreement to place third parties on notice of the existence of the Agreement and the parties' rights thereunder;

NOW, THEREFORE, the parties state the essential terms of said Agreement are as follows:

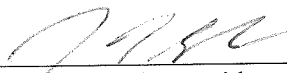
1. The commencement date of the Agreement was the Effective Date, and the term of the Agreement will end at midnight on the ninety-ninth (99th) anniversary of the Effective Date.
2. The Agreement provides that Hotel Owner shall be assured use of one hundred (100) Parking Spaces located within the first, second, third, and fourth floors of the Parking Structure, upon the terms and conditions set forth in the Agreement, with such number and location of assured Parking Spaces to be reviewed and adjusted at least annually based on usage; provided, however, in no event shall the number of assured Parking Spaces exceed one hundred thirty-two (132).
3. The other terms and provisions of the Agreement are incorporated herein by this reference.

THIS IS ONLY A MEMORANDUM OF THE AGREEMENT. THE COMPLETE AGREEMENT BETWEEN THE PARTIES IS CONTAINED IN THE AGREEMENT AND ANY AMENDMENT(S) TO THE AGREEMENT. THIS MEMORANDUM MAY BE EXECUTED IN SEVERAL COUNTERPARTS, EACH OF WHICH WILL BE DEEMED AN ORIGINAL, AND ALL SUCH COUNTERPARTS TOGETHER WILL CONSTITUTE ONE AND THE SAME INSTRUMENT.

IN WITNESS WHEREOF, the parties have duly executed this Memorandum effective as of the Effective Date.

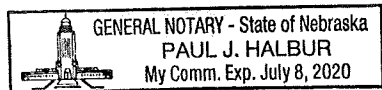
[Signature pages follow.]

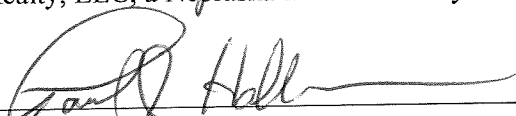
**EAST CAMPUS REALTY, LLC**, a Nebraska  
limited liability company

By:   
Joseph Schmidt, President

STATE OF Nebraska, COUNTY OF Douglas

The foregoing instrument was acknowledged before me on August 22, 2018, by Joseph Schmidt, as President on behalf of East Campus Realty, LLC, a Nebraska limited liability company.



  
Notary Public  
My commission expires: July 8, 2020

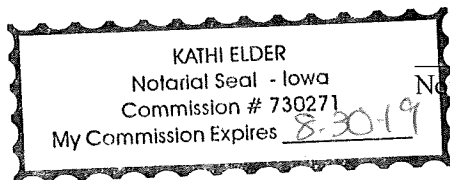
**MTC REAL ESTATE TIC, LLC**  
an Iowa limited liability company

By: Kinseth MTC, LLC, an Iowa limited liability company, its Manager

By: Bruce Kinseth  
Bruce Kinseth, Manager

STATE OF IA, COUNTY OF Johnson

The foregoing instrument was acknowledged before me on Aug 21, 2018, by Bruce Kinseth, as Manager of Kinseth MTC, LLC, an Iowa limited liability company, as Manager of MTC Real Estate TIC, LLC, an Iowa limited liability company.



Kathi Elder

Notary Public

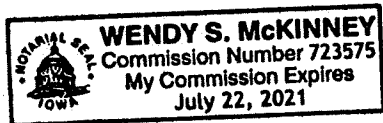
My commission expires: 8-30-19

**PORTAGE DANIELS, L.L.C.**,  
a Delaware limited liability company

By:   
Ronald L. Daniels, President

STATE OF Iowa, COUNTY OF Polk

The foregoing instrument was acknowledged before me on August 17<sup>th</sup>, 2018, by Ronald L. Daniels, as President of Portage Daniels, L.L.C., a Delaware limited liability company.



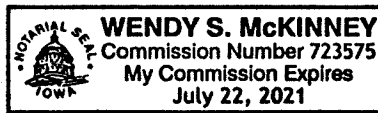
Wendy S. McKinney  
Notary Public  
My commission expires: July 22, 2021

PORTAGE KAHAN, L.L.C.,  
a Delaware limited liability company

By:   
Marc A. Kahan, President

STATE OF Iowa, COUNTY OF Polk

The foregoing instrument was acknowledged before me on August 16th, 2018, by Marc A. Kahan, as President of Portage Kahan, L.L.C., a Delaware limited liability company.



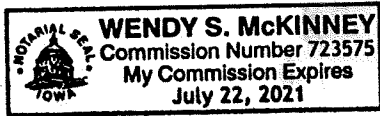
Wendy S. McKinney  
Notary Public  
My commission expires: July 22, 2021

**PORTAGE WOLF, L.L.C.**,  
a Delaware limited liability company

By: *[Signature]*  
Abe M. Wolf, President

STATE OF *Iowa*, COUNTY OF *Polk*

The foregoing instrument was acknowledged before me on *August 17<sup>th</sup>*, 2018, by Abe M. Wolf, as President of Portage Wolf, L.L.C., a Delaware limited liability company.



*Wendy S. McKinney*  
Notary Public  
My commission expires: *July 22, 2021*

*[Handwritten mark]*

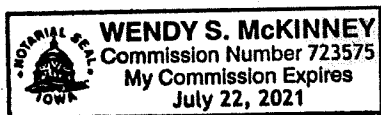
**PORTAGE BAER, L.L.C.,**  
a Delaware limited liability company

By:   
Steven K. Baer, President

STATE OF Iowa, COUNTY OF Polk

The foregoing instrument was acknowledged before me on August 17<sup>th</sup>, 2018, by Steven K. Baer, as President of Portage Baer, L.L.C., a Delaware limited liability company.

Wendy S. McKinney  
Notary Public  
My commission expires: July 22, 2021



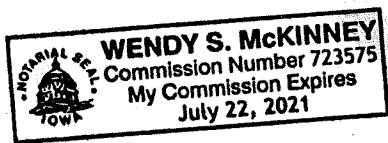


**PORTAGE GREENFIELD, L.L.C.,**  
a Delaware limited liability company

By: *Gary A. Greenfield*  
Gary A. Greenfield, President

STATE OF Iowa, COUNTY OF Polk

The foregoing instrument was acknowledged before me on August 17<sup>th</sup>, 2018, by Gary A. Greenfield, as President of Portage Greenfield, L.L.C., a Delaware limited liability company.



*Wendy S. McKinney*  
Notary Public  
My commission expires: July 22, 2021

**EXHIBIT A**

**LEGAL DESCRIPTION OF THE PARKING STRUCTURE (RAMP C)**

That part of Lot 1, MIDTOWN CROSSING AT TURNER PARK, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska, known as Ramp C, and approximately described as follows:

Commencing at the northwest corner of said Lot 1;

Thence South 87°38'08" West (bearings referenced to the Final Plat of MIDTOWN CROSSING AT TURNER PARK) for 380.67 feet along the north line of said Lot 1;

Thence South 02°21'52" East for 102.32 feet to the northeast corner of said Ramp C and the TRUE POINT OF BEGINNING;

Thence South 02°13'40" East for 54.62 feet;

Thence South 47°12'06" East for 9.88 feet;

Thence South 01°42'14" East for 27.89 feet;

Thence South 84°54'23" West for 5.25 feet;

Thence South 02°10'08" East for 29.19 feet;

Thence South 81°40'25" West for 2.06 feet;

Thence South 12°51'53" West for 46.96 feet;

Thence South 89°22'23" West for 5.42 feet;

Thence South 01°47'58" East for 17.60 feet;

Thence South 87°55'07" West for 25.02 feet;

Thence South 02°17'04" East for 238.02 feet;

Thence North 88°00'00" East for 33.60 feet;

Thence North 02°00'00" West for 0.58 feet;

Thence North 88°00'00" East for 17.69 feet;

Thence South 07°32'12" West for 33.92 feet;

Thence South 87°53'30" West for 253.66 feet to the west line of said Lot 1;

Thence North 02°13'45" West for 452.07 feet along said west line;

Thence North 87°41'24" East for 251.29 feet to the Point of Beginning.

EXHIBIT B

Legal Description of the Hotel

Unit 2, Midtown Crossing Parcel 1 Condominium, a condominium organized and existing under the laws of the State of Nebraska pursuant to the Declaration thereof recorded October 11, 2017 as Instrument No. 2017081791 of the Records of Douglas County, Nebraska, as amended by that certain First Amendment to the Declaration of Midtown Crossing Parcel 1 Condominium, dated as of May 16, 2018 and recorded May 18, 2018 as Instrument No. 2018037942 of the Records of Douglas County, Nebraska, and as further amended by that certain Second Amendment to the Declaration of Midtown Crossing Parcel 1 Condominium, dated as of August ~~23~~, 2018 and recorded August ~~26~~, 2018 as Instrument No. 2018068399 of the Records of Douglas County, Nebraska.