

October 24, 2017

David Schowalter
Chairperson
Town of Grand Chute

Re: Third Request

VIA EMAIL: dave.schowalter@grandchute.net

Dear Mr. Schowalter:

On or about September 14, 2017, we requested that the Town of Grand Chute place the resolution authorizing the form pledge agreement on its agenda for immediate adoption (hereinafter, "Pledge Agreement").

On or about September 22, 2017, we renewed our request for the immediate adoption of the authorizing resolution, citing the obligation of the municipality under the Exhibition Center Cooperation Agreement (hereinafter, "Cooperation Agreement").

Your legal obligation to approve the Pledge Agreement arises out of Section 3.03 of the Cooperation Agreement. There are no conditions precedent for authorization of the Pledge Agreement (including, without limitation, the disposition of the Performing Arts Center proceeds under the PAC Indenture of Trust and the Cooperation Agreement). The political discussion over the disposition of the Performing Arts Center proceeds does not negate, or give cause to delay, your legal obligation to approve the Pledge Agreement.

Your continued refusal to authorize the Pledge Agreement is inconsistent with your legal obligations under the Cooperation Agreement. Although the City of Appleton is not now declaring default of the Cooperation Agreement, it reserves the right to do so at any time and without further notice.

The City of Appleton, as a recognized regional leader, desires that each party to the Cooperation Agreement satisfy their legal obligations thereunder and to see the full realization of our dreams for the Exhibition Center and sports facility. If the municipal parties to the Cooperation Agreement refuse to satisfy their legal obligations under the Cooperation Agreement, the City of Appleton does have a backup financing plan with regard to the Exhibition Center.

This passage of the Pledge Agreement is ripe for approval by resolution of your municipality. The City of Appleton and the Village of Sherwood have approved their resolutions. The City has commitments from five local lenders to finance the Exhibition Center. In the final commitment an Administrative and Collateral Agent was identified by the lenders. To reflect the use of an Administrative and Collateral Agent, an updated pledge form and proposed resolution is attached.

We request immediate action authorizing the pledge.

Very truly yours,

von BRIESEN & ROPER, s.c.


Benjamin LaFrombois, Esq.

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