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**MEMORANDUM OF AGREEMENT BETWEEN
THE CITY OF MINNEAPOLIS
AND
THE HENNEPIN COUNTY REGIONAL RAILROAD AUTHORITY**

This Memorandum of Agreement (“MOA”) is made this ___ day of April 2009, by the City of Minneapolis (the “City”) and the Hennepin County Regional Railroad Authority (“HCRRA”)(collectively, the “Parties”).

Recitals

WHEREAS, the region is currently constructing the first phase of the Downtown Minneapolis Intermodal Station (the “Intermodal Station”), which will provide a seamless connection between the Hiawatha and Central Light Rail Transit lines and the Northstar Commuter Rail line;

WHEREAS, HCRRA’s long-term vision for the region includes future phases of the Intermodal Station to accommodate additional Light Rail Transit lines (Southwest and Bottineau), additional Commuter Rail lines (Red Rock, Norwood/Young America and Bethel/Cambridge), the Northern Lights Express Intercity Passenger Rail (Minneapolis to Duluth) and High Speed Rail to Chicago;

WHEREAS, the City intends to construct the Cedar Lake Trail extension from Royalston Avenue to the Mississippi River in 2009 in order to meet state and federal funding deadlines and its obligations under an agreement with the Minnesota Department of Transportation, the Northstar Corridor Development Authority and the Metropolitan Council;

WHEREAS, implementation of the Cedar Lake Trail requires that the City secure permit agreements or easements to permit construction of the trail on four parcels owned by the HCRRA;

WHEREAS, the City has begun the right of way acquisition process for the Cedar Lake Trail project, including an approximately 14 foot trail easement across the following described property, which is parallel to the easements secured for the Northstar project between North 5th Street and Washington Avenue in the vicinity of where the Northstar Commuter Rail line and the Hiawatha Light Rail line connect and where several other rail transit lines currently under study will converge at the Intermodal Station:

1) Parcel 14 – Land Partners II LLLP

408 Fourth Ave. N – PIN Nos. 22-029-24-42-0110;
22-029-24-42-0111; 22-029-24-42-0112; 22-029-24-42-0113
Certificate of Title No. 1056073

2) Parcel 15– Duddy Limited Partnership

328 N. 4th St. -- PIN No. 22-029-24-13-0110
333 Washington Ave N. – PIN No. 22-029-24-42-0098
Certificate of Title No. 1032399

WHEREAS, staging options for the ultimate build out of the Intermodal Station will be further developed after completion of Phase 2 of the Downtown Minneapolis Intermodal Station Study in late 2009/early 2010;

WHEREAS, if the full Intermodal Station is to be constructed in the future, it will occupy at least a portion of Parcel 14 and Parcel 15 being acquired for the Cedar Lake Trail project. For reasons of cost effectiveness and efficiency and to ensure that this property will remain free from encroachment by structures, it is necessary, desirable, convenient and for a public purpose to secure a transportation easement or fee title encumbering these properties rather than just a trail easement, including by use of eminent domain proceedings, if necessary;

WHEREAS, HCRRA has requested that the City acquire permanent transportation easements for Parcels 14 and 15 and HCRRA has made findings that acquisition of permanent transportation easements between 5th Street North and Washington Avenue along the Cedar Lake Trail alignment is necessary for future rail transportation uses, serves a public purpose and is consistent with the use of the Cedar Lake Trail until such time as rail improvements are constructed within the right of way;

WHEREAS, Parcel 14 is legally described and depicted on Exhibit A attached hereto;

WHEREAS, Parcel 15 is legally described and depicted on Exhibit B attached hereto;

WHEREAS, in part, the City is funding the Cedar Lake Trail through: (a) a grant received by it from the Metropolitan Council (Minneapolis City Finance Contract #C-23910), a copy of which has been provided to HCRRA; (b) Federal Transportation Equity Act for the 21st Century” (TEA-21) “Surface Transportation Program Urban Guarantee” funds; and (c) Federal “Safe, Accountable, Flexible, Efficient Transportation Equity Act” (SAFETEA-LU) High Priority Project Funds.

WHEREAS, the grant agreements under which the City is funding the Cedar Lake Trail may require the approval of the Minnesota Commissioner of Finance and other state or federal officials prior to transfer of the permanent transportation easements for rail transit use;

WHEREAS, the legal descriptions of the parcels affected by this Agreement may need further refinement prior to final actions pursuant to this Agreement.

NOW, THEREFORE, the Parties agree to share the cost of the acquisition of permanent transportation easements burdening Parcels 14 and 15, and otherwise agree as follows:

1. Award of Damages.

The City has secured independent fee appraisals of the damages which its appraisers (“City Appraisers”) estimate will be caused by the taking of trail easements from Parcels 14 and 15. HCRRA has secured an addendum of those appraisals to determine the City Appraisers’ opinions of damages which will be caused by the taking of permanent transportation easements over the same right of way from Parcels 14 and 15. Based on those appraisals, the Parties agree that the City will pay 75% and HCRRA will pay 25% of the quick take deposit amounts for the permanent transportation easements encumbering Parcels 14 and 15.

As to any damages awarded or agreed to be paid for the permanent transportation easements encumbering Parcels 14 and 15 that are less than 160% of the quick take deposit, the City will pay 75% and HCRRA will pay 25%. Thereafter, the City will pay 50% and HCRRA will pay 50% of all remaining damages which are determined or agreed to be due as a result of the taking of the permanent transportation easements encumbering these parcels. The City will pay for the temporary construction easements and any construction disturbance damages which may be determined or agreed to be due as a result of the taking of the temporary construction easements (for construction of the trail) encumbering these parcels.

2. City’s Attorneys’ Fees.

The City will pay 100% of its outside counsel fees, costs and disbursements through and including preparation for and filing of the condemnation petition and its service in the eminent domain proceedings for the taking of the permanent transportation easements encumbering Parcels 14 and 15. Thereafter, the City will pay 50% and HCRRA will pay 50% of the City’s outside counsel fees, costs and disbursements until the proceeding is concluded or settled as to Parcels 14 and 15.

3. Owners’ Attorneys’ Fees.

The City will pay 75% and HCRRA will pay 25% of any amounts which are determined by the Court or agreed by the City and HCRRA to be owed to the Owners for reimbursement of attorney fees pursuant to Minn. Stat. Ch. 117. The Parties acknowledge the correlation between the amount of the offer and the risk of an attorney’s fee award.

4. City’s Appraisal Fees and Expert Witness Fees.

The City will pay 100% of the fees owed to the City's Appraisers for the services provided by the City Appraisers in preparation and review of the appraisals related to the permanent trail easements encumbering Parcels 14 and 15, and the temporary easements prior to commencement of the condemnation proceeding. HCRRA will pay 100% of the incremental fees owed to the City's Appraisers for services provided by the City Appraisers in preparation and review of the appraisals related to the permanent transportation easements prior to commencement of the eminent domain proceeding. HCRRA and the City will each pay 50% of the appraisal fees incurred by the City and other expert consultant and/or witness fees for services provided to the City with respect to acquisition of permanent transportation easements encumbering Parcels 14 and 15, after commencement of the eminent domain proceeding.

5. Owners' Appraisal Fees.

The City will reimburse the owners of Parcels 14 and 15 for appraisal fees as provided in Chapter 117 up to \$5,000.00 per parcel. The City will pay 75% and HCRRA will pay 25% of any additional appraisal fees which the City and HCRRA agree are due to the owners of Parcels 14 and 15 or which are found by the Court to be due to such owners as a result of the taking of the permanent transportation easements.

6. Condemnation Commissioners' Fees.

The City will pay 50% and HCRRA will pay 50% of the fees and expenses of the Court Appointed Commissioners in the eminent domain proceeding relating to the taking of permanent transportation easements from Parcels 14 and 15.

7. Stillman Lease.

HCRRA will give notice of termination of the existing lease and permit burdening Parcel 21 (which is described and depicted on Exhibit C attached hereto) for the benefit of Bruce Stillman (or Three Quarters LLC) prior to commencement of the condemnation relating to the taking of permanent transportation easements encumbering Parcels 14 and 15.

8. HCRRA Permits.

Prior to commencement of the eminent domain proceeding by the City to acquire permanent transportation easements encumbering Parcels 14 and 15, HCRRA will enter into revocable permit agreements with the City for the trail area of:

Parcel A [*near Royalston Avenue*]
(which is described on Exhibit D attached hereto and depicted on Exhibit D-1 attached hereto);

Parcel A-1

(which is described on Exhibit D-2 attached hereto and depicted on Exhibit D-3 attached hereto);

Parcel B [*between 1st Street North and 2nd Street North*]

(which is described on Exhibit E attached hereto and depicted on Exhibit E-1 attached hereto),

Parcel C [*between Azine Alley and 1st Street North*]

(which is described on Exhibit F attached hereto and depicted on Exhibit F-1 attached hereto); and

Parcel D [*near the Federal Reserve*]

(which is described on Exhibit G attached hereto and depicted on Exhibit G-1 attached hereto);

to permit construction of the Cedar Lake Trail over parcels owned or controlled by HCRRA without charge to the City.

Thereafter, over the next several months, the City and HCRRA will negotiate essential terms of an agreement for HCRRA to purchase a portion of the City's Bassett Creek site for train storage purposes, including evaluating the amount of land that HCRRA requires for train storage and a credit against the purchase price for conveyance of fee title, perpetual easements or other interests in Parcels B, C and D above to the City. The goal is to reach agreement on key terms by June 1, 2009 or such later date as the City Council is required to make decisions pursuant to the existing exclusive development rights previously granted to Ryan Companies US Inc. by the City.

9. Relocation of the Trail.

- (a) If the Cedar Lake Trail is displaced from the permanent transportation easements encumbering Parcels 14 and 15 for rail transit purposes, then, to the extent permitted by law, the City and HCRRA shall be reimbursed for the loss of their respective contributions to the cost of the permanent transportation easements over Parcels 14 and 15, based upon their respective fractional interests determined pursuant to paragraph 9(b) multiplied by the fair market value of the permanent transportation easements at the time of the displacement of the Cedar Lake Trail.
- (b) Upon completion of acquisition of the permanent transportation easements encumbering Parcels 14 and 15, the total amounts incurred by the City and HCRRA shall each be determined and the aggregate of the two amounts determined. This includes only amounts incurred toward the foregoing permanent transportation easements from the date of filing of the condemnation petition to the date of filing of a final certificate against Parcels 14 and 15 in the condemnation. The City shall then be

deemed to have contributed a fraction of the value of the permanent transportation easements encumbering Parcels 14 and 15, the numerator of which is the total amount incurred by the City pursuant to this Agreement from the date of filing of the condemnation petition to the date of filing said final certificate and the denominator of which is the combined amount so incurred by both the City and HCRRA. HCRRA shall then be deemed to have contributed a fraction of the value of the permanent transportation easements encumbering Parcels 14 and 15, the numerator of which is the total amount incurred by HCRRA pursuant to this Agreement from the date of filing of the condemnation petition to the date of filing said final certificate, and the denominator of which is the combined amount so incurred by both the City and HCRRA during the same period.

- (c) HCRRA and the City will jointly pursue federal and state funding for funds to relocate the Cedar Lake Trail upon its displacement by the rail transit project and will share equally in payment of the local funding portion of and/or shortfall in revenue to cover the costs related to relocating the trail from Parcels 14 and 15.
- (d) Upon the Cedar Lake Trail being displaced for rail transit purposes, if there is any duty upon the City to repay grants received by it to acquire and construct the Cedar Lake Trail within Parcels 14 and 15, which is not paid for by the rail transit project, the City will be solely liable to repay those amounts.

10. Appeals.

In the event there are appeals (e.g. from the District Court's determination of whether there is a public purpose and necessity for the taking of a permanent transportation easement, or from the award of damages by the Court Appointed Commissioners), the City and HCRRA will each pay 50% of the attorneys' fees, costs and disbursements incurred by the City, the additional damages awarded to the owners and the owners' attorneys' fees, costs and disbursements which the City is found liable to pay as a consequence of the appeal, or which the City agrees to pay in settlement of the appeal.

11. Consultation with HCRRA.

The City will be the sole condemner. The City and the City's outside counsel will confer with a designated representative of HCRRA from time to time during the course of the condemnation of the permanent transportation easements burdening Parcels 14 and 15 and will seek input from HCRRA prior to making any settlement decisions or offers as to these two parcels.

12. Recorded Interest in Favor of HCRRA; Transfer of Permanent Transportation Easements.

(a) The parties agree that upon the completion of eminent domain proceedings, the City will file a final certificate in a form acceptable to HCRRA, which reflects the joint financing of the acquisition of the permanent transportation easements and that (subject to the provisions of the grant agreements funding the City's acquisition) the City will transfer the permanent transportation easements to HCRRA at such time as the rail transit project is developed.

(b) The parties agree that at such time as HCRRA (or another rail project developer identified by HCRRA) requires use of the permanent transportation easements against Parcels 14 and 15 for rail transit purposes, including related facilities, the City will record a document against the title of Parcels 14 and 15, in form acceptable to HCRRA (consistent with the grant agreements funding the Cedar Lake Trail), which memorializes the transfer of the City's ownership interest in the permanent transportation easements over Parcels 14 and 15 to HCRRA or another rail project developer. HCRRA agrees, however, that the trail will not be displaced until the City, HCRRA and other interested parties, have determined the new alignment for the trail and the schedule for its relocation from the permanent transportation easements over Parcels 14 and 15.

(c) The City will negotiate with the developer(s) of the North 5th Street to Washington Avenue properties to accommodate relocation of the Cedar Lake Trail as part of the development of those properties.

13. Cooperation.

(a) The City and HCRRA will formally communicate the long term plan for the Cedar Lake Trail to the Cedar Lake Park Association in early 2009 to clarify that the location of the trail will need to be modified upon rail development.

(b) The City will facilitate conversations between HCRRA and the Federal Reserve Bank of Minneapolis regarding their respective easement and related property concerns as to trail and rail development.

(c) The parties recognize that there may be discrepancies between them concerning the final form of the legal descriptions which are attached to this Agreement. The City will not file its eminent domain petition to acquire the permanent transportation easements encumbering Parcels 14 and 15 until written agreement has been reached on the form of the descriptions and depictions attached hereto between the Executive Director of the HCRRA and the City Director of Public Works or their designees.

14. Miscellaneous.

This MOA shall be governed by, and construed in accordance with, the laws of the State of Minnesota. This MOA may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same agreement.

**MEMORANDUM OF AGREEMENT BETWEEN THE CITY OF MINNEAPOLIS
AND THE HENNEPIN COUNTY REGIONAL RAILROAD AUTHORITY**
(Execution Page for the City of Minneapolis)

CITY OF MINNEAPOLIS

By Pam Hernandez
Finance Officer
Citywide Contracts Administrator
Purchasing Agent

Dated: April 3, 2009

Department Head Responsible
For Monitoring Contract:

St. Kelly
Director, Public Works

Dated: April 2, 2009

Approved as to form:

John M. Newman
Assistant City Attorney

Dated: April 2, 2009

**MEMORANDUM OF AGREEMENT BETWEEN THE CITY OF MINNEAPOLIS
AND THE HENNEPIN COUNTY REGIONAL RAILROAD AUTHORITY
(Execution Page for HCRRA)**

HENNEPIN COUNTY REGIONAL RAILROAD AUTHORITY

By: [Signature] Dated: April 9, 2009
Its: Deputy Executive Director

And

By: [Signature] Dated: April 9, 2009
Its: VICE Chair

Attest:

[Signature] 4/9/09
Its Deputy/Clerk of its Board

Reviewed by: [Signature]
Its Attorney 4-6-09

EXHIBIT A

PARCEL 14

Land Partners II, LLLP

408 Fourth Avenue North

***Property Tax Identification No. 22-029-24-42-0110; 22-029-24-42-0111;
22-029-24-42-0112; 22-029-24-42-0113***

Certificate of Title No. 1056073

(Between 5th Street North and 4th Street North)

A permanent easement for transportation purposes and related facilities, including, without limitation, rail, bus, bicycle, road and foot travel, the location of utility and communication facilities, including fiber optic lines, and for other future transportation and public facilities over, under and across that part of Section 22, Township 29, Range 24, part of Blocks 4, 5, 9, 85, HOAG'S ADDITION TO MINNEAPOLIS, part of vacated 5th and 6th Streets North, and part of vacated 4th Avenue North, formerly Dakota Street, all described as follows:

Beginning at the intersection of a line drawn parallel with and 25 feet Southeasterly from the centerline of the East bound track of the Burlington Northern Railroad (now known as BNSF Railway Company) as said centerline was located and established on November 16, 2000, and a line drawn 43 feet Northeasterly from and concentric with a curve, hereinafter referred to as Curve "A", described as commencing at a point on the centerline of 2nd Avenue North distant 12.15 feet Northeasterly from its intersection with the centerline of 7th Street North; thence Northwesterly, deflecting 88 degrees 00 minutes 48 seconds, measured from Northeast to Northwest, from said centerline of 2nd Avenue North, a distance of 849.63 feet to the actual point of beginning of said Curve "A"; thence Northwesterly 295.14 feet along a tangential curve concave to the Southwest, having a radius of 11,459.16 feet and a central angle of 01 degree 28 minutes 32 seconds and said Curve "A" there terminating; thence Southeasterly along said line drawn concentric with said Curve "A" to its intersection with a radial line drawn Northeasterly passing through the point of beginning of said Curve "A"; thence Southeasterly tangent to said line drawn concentric with Curve "A" to the following described Line "A",

Line "A" is described as commencing at the most Southerly corner of the Northeasterly 210 feet of said Block 4; thence Northwesterly along the Southwesterly line of said Northeasterly 210 feet a distance of 258.36 feet; thence Southwesterly, deflecting to the left 83 degrees 51 minutes 10 seconds 105.6 feet, being the actual point of beginning of said Line "A"; thence Southwesterly, deflecting to the left 06 degrees 06 minutes 50 seconds to the Northeasterly line of said vacated 6th Street North; thence Southwesterly deflecting to the right 17 degrees 29 minutes 10 seconds to the Southwesterly line of said vacated 6th Street North; thence Southwesterly, deflecting to the left 02 degrees 54 minutes 44 seconds a distance of 156.74 feet to a point hereinafter referred to as Point "A", thence Southwesterly 5.49 feet along a non-tangential curve concave to the

Northwest, having a radius of 5,779.58 feet and a chord which deflects 10 degrees 13 minutes 52 seconds to the left, from the last described line; thence Southwesterly, deflecting to the right 08 degrees 01 minutes 42 seconds from the chord of the last-described curve, a distance of 235 feet and said Line "A" there terminating.

Thence Northeasterly along said Line "A" to said Point "A"; thence Northeasterly along a curve concave to the Northwest, having a radius of 5,779.58 feet to a point on said Southwesterly line of said vacated 6th Street North distant 30 feet Northwest from its intersection with said Line "A"; thence Southeasterly along said Southwesterly line of vacated 6th Street North to said Line "A"; thence Northeasterly along said Line "A" to the point of beginning of said Line "A"; thence Northeasterly to a point on the Northeasterly line of said Block 4 distant 268.14 feet Northwest from the most Easterly corner of said Block 4; thence Northeasterly to a point on the Southwesterly line of said Block 85 distant 267.56 feet Northwest from the most Southerly corner of said Block 85; thence Northeasterly to a point on the Northeasterly line of said Block 85 distant 265.87 feet Northwest from the most Easterly corner of said Block 85; thence Northwest along the last-described Northeasterly line to the most Northerly corner of said Block 85; thence Northwest to the most Easterly corner of said Block 9; thence Northwest along the Northeasterly line of said Block 9 to said line drawn parallel with and 25 feet Southeasterly from the centerline of the East bound track of the Burlington Northern Railroad (now known as BNSF Railway Company) as said centerline was located and established on November 16, 2000; thence Southwesterly along the last-described parallel line to the point of beginning.

Being registered land as evidenced by Certificate of Title No. 1056073.

Which lies northeasterly of the following described line:

Beginning at the most westerly corner of said Block 9; thence southeasterly along the southwesterly line of said Block 9 to the most southerly corner of said Block 9; thence southeasterly to the most westerly corner of said Block 85; thence southeasterly along the southwesterly line of said Block 85 to the most southerly corner of said Block 85 and said line there terminating.

Said permanent easement lies within 9.00 feet northwesterly of and 14.00 feet southeasterly of the following described line:

Commencing at the most southerly corner of said Block 9; thence on an assumed bearing of North 45 degrees 00 minutes 09 seconds West, along the southwesterly line of said Block 9, a distance of 17.00 feet to the point of beginning of the line to be described; thence North 45 degrees 03 minutes 49 seconds East a distance of 134.75 feet and said line there terminating.

TOGETHER with a permanent easement for transportation purposes and related facilities, including, without limitation, rail, bus, bicycle, road and foot travel, the location of utility and communication facilities, including fiber optic lines, and for other

future transportation and public facilities over, under and across the above described property. Said easement lies within 9.00 feet northwesterly of and 15.00 feet southeasterly of the following described line;

Beginning at the terminus of the above described line; thence North 45 degrees 03 minutes 49 seconds East, along the prolongation of above described line a distance of 139.84 feet; thence northeasterly on a tangential curve concave to the northwest, said curve having a radius of 1015.00 feet and a central angle of 01 degrees 08 minutes 45 seconds for a distance of 20.30 feet; thence North 43 degrees 55 minutes 05 seconds East, tangent to said curve, a distance of 29.86 feet; thence northeasterly along a tangential curve concave to the southeast, said curve having a radius of 1000.00 feet and central angle of 00 degrees 53 minutes 16 seconds for a distance of 15.50 feet to the northeasterly line of said Block 9 and said described line there terminating.

Together with a 21.00 foot wide temporary easement for construction purposes lying southeasterly of and adjoining said permanent easements.

Said temporary easement to expire on: December 31, 2010.

The sidelines of said easements should be prolonged or shortened to intersect said southwesterly line and its southeasterly extension and said northeasterly line and its southeasterly extension of said Block 9.

EXHIBIT B

PARCEL 15

Duddy Limited Partnership

328 North Fourth Street

Property Identification No. 22-029-24-13-0110

333 Washington Avenue North

Property Identification No. 22-029-24-42-0098

Certificate of Title No. 1032399

(Abandoned Fourth Street North - abstract)

A permanent easement for transportation purposes and related facilities, including, without limitation, rail, bus, bicycle, road and foot travel, the location of utility and communication facilities, including fiber optic lines, and for other future transportation and public facilities over, under and across that part of the Southwesterly half of abandoned Fourth Street North which is adjacent to Blocks 9 and 85, HOAG'S ADDITION TO MINNEAPOLIS, Hennepin County, Minnesota, which lies northwesterly of the following described line:

Beginning at a point on the Northeasterly line of said Block 85 distant 265.87 feet Northwesterly of the most Easterly corner of said Block 85; thence Northeasterly along an extension of a line drawn from the last described point to a point on the Southwesterly line of said Block 85, distant 267.56 feet Northwesterly from the most Southerly corner of said Block 85 to the centerline of abandoned Fourth Street North and said line there terminating.

and lying Southeasterly of the following described line:

Beginning at the point of intersection of the Northeasterly line of said Block 9 and a line which is parallel with and 25 feet Southeasterly of the centerline of the Eastbound main track of the Burlington Northern Railroad (now known as BNSF Railway Company) as said centerline was located and established on September 16, 1999, said point of beginning being 64.72 feet Northwesterly of the most Easterly corner of said Block 9; thence Northeasterly along said line which is parallel with and 25 feet Southeasterly of the centerline of the Eastbound main track to a point on the Southwesterly line of Block 10, HOAG'S ADDITION TO MINNEAPOLIS, distant 64.63 feet Northwesterly of the most Southerly corner thereof and said line there terminating.

And, that part of the Northeasterly half of abandoned Fourth Street North, which is adjacent to Blocks 10 and 58, HOAG'S ADDITION TO MINNEAPOLIS, Hennepin County, Minnesota, and which lies Northwesterly of the following described line:

Beginning at a point on the Southwesterly line of Block 58, HOAG'S ADDITION TO MINNEAPOLIS, said point distant 293.10 feet Northwesterly of the most Southerly corner of said Block 58; thence Southwesterly along an extension of a line drawn from the last described point to a point on the Northwesterly extension of the Northeasterly line of said Block 58, distant 290.15 feet Northwesterly from the most Easterly corner of said Block 58 to the centerline of Fourth Street North and said line there terminating.

and lying Southeasterly of the following described line:

Beginning at the point of intersection of the Northeasterly line of said Block 9 and a line which is parallel with and 25 feet Southeasterly of the centerline of the Eastbound main track of the Burlington Northern Railroad (now known as BNSF Railway Company) as said centerline was located and established on September 16, 1999, said point of beginning being 64.72 feet Northwesterly of the most Easterly corner of said Block 9; thence Northeasterly along said line which is parallel with and 25 feet Southeasterly of the centerline of the Eastbound main track to a point on the Southwesterly line of Block 10, HOAG'S ADDITION TO MINNEAPOLIS, distant 64.63 feet Northwesterly of the most Southerly corner thereof and said line there terminating.

Said permanent transportation easement is lying within 9.00 feet northwesterly of and 15.00 feet southeasterly of the following described line:

Commencing at the most Easterly corner of said Block 9; thence on an assumed bearing of North 45 degrees 01 minutes 36 seconds West, along the northeasterly line of said Block 9, a distance of 17.89 feet to the point of beginning of the line to be described; thence northeasterly along a non-tangential curve concave to the southeast, said curve having a radius of 1000.00 feet, a central angle of 00 degrees 15 minutes 28 seconds and a chord bearing of North 44 degrees 56 minutes 05 seconds East for a distance of 4.50 feet; thence North 45 degrees 03 minutes 49 seconds East, tangent to said curve, a distance of 77.95 feet to the Southwesterly line of said Block 10 and said line there terminating.

Together with a 21.00 foot wide temporary easement for construction purposes that lies southeasterly of and adjoining said permanent easement.

Said temporary easement to expire on: December 31, 2010.

The sidelines of said easements should be prolonged or shortened to intersect said northeasterly line of Block 9 and its southeasterly extension and said southwesterly line of Block 10 and its southeasterly extension.

Duddy Limited Partnership

(abandoned Fourth Street North to Washington - Torrens)

A permanent easement for transportation purposes and related facilities, including, without limitation, rail, bus, bicycle, road and foot travel, the location of utility and communication facilities, including fiber optic lines, and for other future transportation and public facilities over, under and across those portions of Blocks 10, 57 and 58, HOAG'S ADDITION TO MINNEAPOLIS; and those portions of Blocks 57 and 58, TOWN OF MINNEAPOLIS; and those portions of Blocks 19, 21 and 22 in BRADFORD AND LEWIS ADDITION TO MINNEAPOLIS; together with those portions of abandoned alleys, abandoned Fourth Avenue North and abandoned Third Street North, all described as follows:

Lot 3, said Block 57; Lot 6, said Block 10, all in HOAG'S ADDITION TO MINNEAPOLIS;

Those portions of Lots 4 and 5, said Block 10, lying Southeasterly of a line drawn parallel with and 25 feet Southeasterly from the center line of the East Bound track of the Burlington Northern Railroad (now known as BNSF Railway Company) as said centerline was located and established on September 16, 1999, which lies Southwesterly of the Northeasterly right-of-way of Interstate Highway No. 94;

The Northwesterly 62 feet of said Block 58, the Southeasterly line of said Northwesterly 62 feet is prolonged to terminate on the Northeasterly line of said Block 58;

That part of Lot 10, Block 58, TOWN OF MINNEAPOLIS, shown as Block 21 in the plat of BRADFORD AND LEWIS ADDITION TO MINNEAPOLIS;

Together with that part of said abandoned Fourth Avenue North lying between a line drawn northerly from the most Northerly corner of said Block 21, to the most easterly corner of said Block 19 and the Northeasterly right-of-way line of Interstate Highway No. 94;

Lots 1, 3 and 10; that part of Lot 2 lying Southeasterly of the Northwesterly 23.3 feet of said Lot 2; that part of Lot 9 lying Southeasterly of the Northwesterly 22 feet of said Lot 9, all in said Block 57, TOWN OF MINNEAPOLIS;

Those portions of Lots 2, 15 and 16, Block 22, Bradford and Lewis Addition to Minneapolis and that part of said Lot 5, Block 19, HOAG'S ADDITION TO MINNEAPOLIS lying Northeasterly of the Northeasterly right-of-way line of Interstate Highway No. 94, together with that part of adjoining abandoned alleys in said Blocks 10 and 22, all which lie Southeasterly of a line hereinafter referred to as "Line A" and described as follows:

Beginning at a point on the Southwesterly line of said Block 10, distant 29.27 feet Northwesterly from the most Southerly corner of said Block 10; thence Northeasterly along a straight line to a point in the Southwesterly line of said Block 22, distant 107.48 feet Northwesterly from the most Southerly corner of said Block 22; thence Northeasterly along the prolongation of the last described line 105.27 feet; thence Northeasterly along a non-tangential curve concave to the South having a radius of 1875.86 feet, the chord of

said curve is measured 13 degrees 24 minutes 52 seconds to the right from said prolongation of the last described line to the Northeasterly line of said Block 22 and said "Line A" there terminating.

Lot 12, Block 19; Lot 1, Block 22; all in BRADFORD AND LEWIS ADDITION TO MINNEAPOLIS;

That part of abandoned Third Street North lying between "Line A" and a line described as beginning at the most Southerly corner of Lot 1, Block 57, TOWN OF MINNEAPOLIS; thence along the Southwesterly extension of the Southeasterly line of said Lot 1 to the center line of said street; thence Northwesterly along said center line to the Northeasterly prolongation of a line drawn Northeasterly from a point on the Southwesterly line of Block 58, HOAG'S ADDITION TO MINNEAPOLIS distant 293.1 feet Northwesterly from the most Southerly corner of said Block 58 to a point on the Northwesterly extension of the Northeasterly line of said Block 58 distant 290.15 feet Northwesterly from the most Easterly corner of said Block 58; thence Southwesterly along the last described line to said Northwesterly extension and there terminating;

Together with that part of said abandoned Third Street North lying Northeasterly of the center line of said street which lies between the Southwesterly extension of the Southeasterly line of the Northwesterly 23.3 feet of Lot 2, said Block 57 and the Southwesterly extension of the Southeasterly line of Lot 3, Block 57, TOWN OF MINNEAPOLIS to said center line and there terminating.

That part of the Northeasterly half of the abandoned alley in Block 57, TOWN OF MINNEAPOLIS lying Northwesterly of the Southwesterly extension of the Southeasterly line of the Northwesterly 22 feet of Lot 9, in said Block 57, together with that part of the Southwesterly half of said abandoned alley lying Northwesterly of the Northeasterly extension of the Southeasterly line of the Northwesterly 23.3 feet of Lot 2, said Block 57.

Being registered land as evidenced by Certificate of Title No. 1032399.

Said permanent transportation easement is lying within 9.00 feet northwesterly of and 15.00 feet southeasterly of the following described line:

Commencing at the most southerly corner of said Block 10; thence North 45 degrees 01 minutes 39 seconds West, assumed bearing along the southwesterly line of said Block 10, a distance of 17.87 feet to the point of beginning of the line to be described; thence North 45 degrees 03 minutes 49 seconds East a distance of 88.06 feet; thence northeasterly along a tangential curve concave to the southeast having a radius of 1000.00 feet and a central angle of 01 degrees 08 minutes 45 seconds for a distance of 20.00 feet; thence North 46 degrees 12 minutes 34 seconds East, tangent to said curve a distance of 29.86 feet; thence northeasterly along a tangential curve concave to the northwest having a radius of 1015.00 feet and a central angle of 01 degrees 08 minutes 45 seconds for a distance of 20.30

feet; thence North 45 degrees 03 minutes 49 seconds East, tangent to last described curve, a distance of 33.84 feet and there terminating.

TOGETHER with a permanent transportation easement over, under and across the above described property which lies within 9.00 feet northwesterly of and 14.00 feet southeasterly of the following described line:

Beginning at the terminus of the above described line; thence North 45 degrees 03 minutes 49 seconds East, along the prolongation of the above described line, a distance of 366.56 feet; thence northeasterly along a tangential curve concave to the southeast having a radius of 550.00 feet and a central angle of 18 degrees 33 minutes 00 seconds for a distance of 178.07 feet; thence North 63 degrees 36 minutes 51 seconds East a distance of 30.17 feet to the northeasterly line of said Block 22 and said line there terminating.

TOGETHER with a 21.00 foot wide temporary easement for construction purposes lying southeasterly of and adjoining said permanent easements.

Said temporary easement to expire on December 31, 2010.

The sidelines of said easements should be prolonged or shortened to intersect said Southwesterly line of Block 10 and its southeasterly extension and said Northeasterly line of Block 22.

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5-12-2009

Exhibit C
Parcel 20 -318 Second Street North

That part of Tract A described below:

Tract A. That part of Lots 3, 7 and 8 in Block 26 of the Original Town (now City) of Minneapolis, according to the plat thereof on file and of record in the office of the County Recorder in and for Hennepin county, Minnesota, together with a part of the alley in said Block 26, all being bounded and described as follows: Beginning at the most westerly corner of Lot 3 in said Block 26; thence northeasterly along the northwesterly line of said Lot 3 a distance of 42.3 feet to a point, said point being hereinafter designated as "Point A"; thence continuing northeasterly along said northwesterly line of Lot 3 a distance of 90.93 feet, more or less, to a point distant 29 feet southwesterly of the most northerly corner of said Lot 3; thence northeasterly along a straight line a distance of 224.27 feet, more or less, to a point on the northeasterly line of said Lot 8 in Block 26, distant 4 feet northwesterly of the most easterly corner thereof, said straight line intersects the northeasterly line of said Lot 3 at a point 12 feet southeasterly of the most northerly corner thereof; thence southeasterly along the northeasterly line of Lots 8 and 7 a distance of 27.3 feet, more or less, to the most northerly corner of a building; thence southwesterly along the northwesterly face of said building a distance of 14 feet, more or less, to a point designated as "Point B"; thence southwesterly along a straight line drawn from "Point B" to "Point A" a distance of 176.75 feet, more or less, to its intersection with the northeasterly line of said Lot 3 in Block 26; thence southeasterly along said northeasterly line of said Lot 3 a distance of 19.62 feet, more or less, to the most easterly corner of said Lot 3; thence southwesterly along a straight line a distance of 172.07 feet, more or less, to a point on the southwesterly line of said Lot 3, distant 10 feet southeasterly from the most westerly corner thereof; thence northwesterly along said southwesterly line of Lot 3 a distance of 10 feet to the point of beginning;

which lies southerly of a line run parallel with and distant 25 feet southerly of Line 1 described below:

Line 1. From the point of intersection of the centerline of 3rd Avenue North and the centerline of Washington Avenue North, in the City of Minneapolis, run northwesterly on an azimuth of 314 degrees 20 minutes 02 seconds (azimuth oriented to Minnesota State Plane Coordinate System, South Zone) for 448.40 feet to the point of beginning of Line 1 to be described; thence on an azimuth of 63 degrees 16 minutes 41 seconds for 771.37 feet; thence deflect to the right on a 01 degree 00 minute 00 second curve (delta angle of 06 degrees 31 minutes 15 seconds) for 652.08 feet and there terminating.

5-12-2009

page C-1



Exhibit C - Depiction 5-12-2009

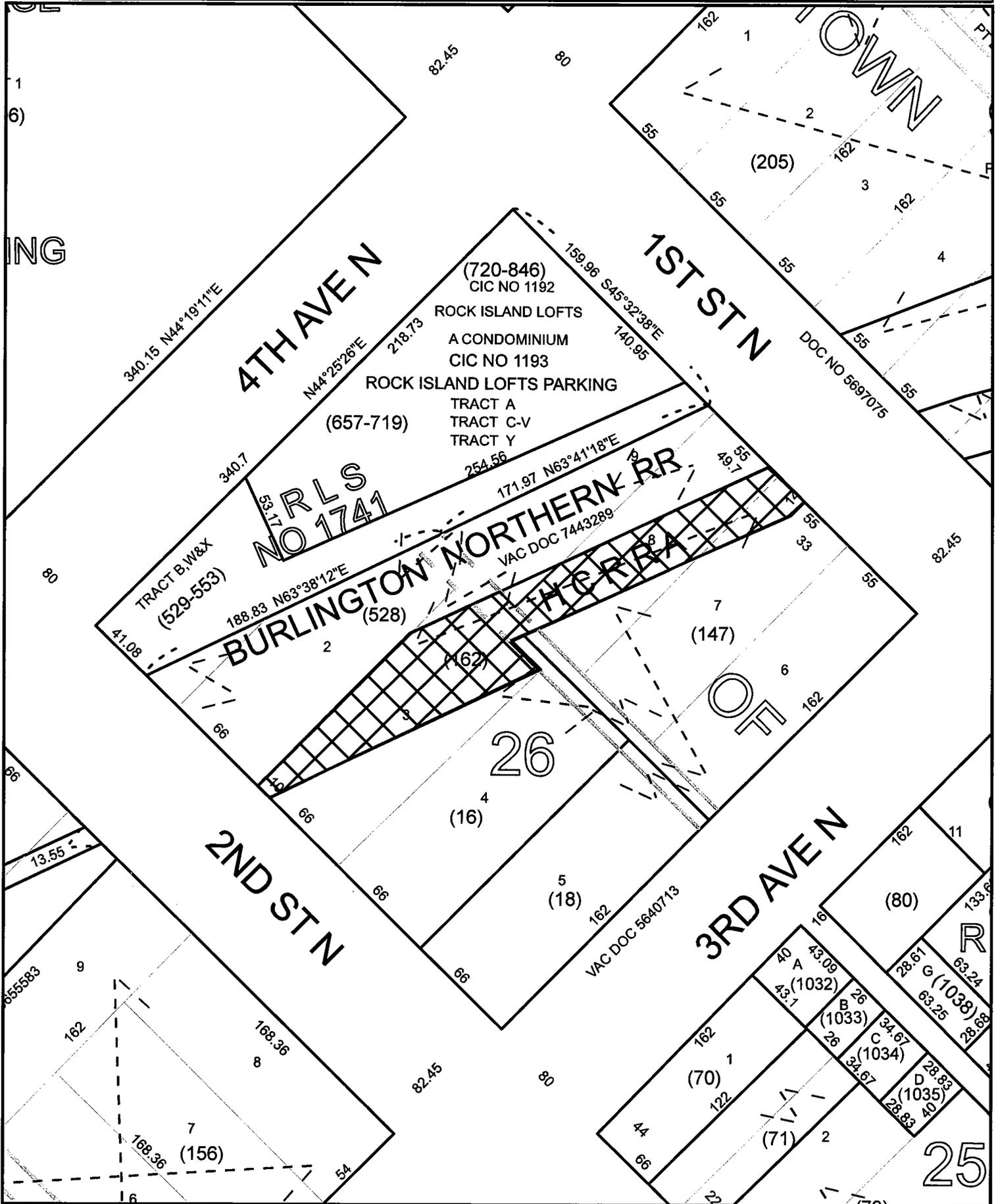


EXHIBIT D

Description of HCRRA Parcel A

**CEDAR LAKE TRAIL EASEMENT DESCRIPTION
OWNER: HENNEPIN COUNTY REGIONAL RAIL AUTHORITY
(PIN 22-029-24-31-0059)**

A permit for public trail purposes over and across the following described property:

That part of the Northeast Quarter of the Southwest Quarter of Section 22, Township 29 North, Range 24 West, 4th Principal Meridian, that part of Block 4, Hoag's Addition to Minneapolis, that part of vacated Sixth Street North adjacent to Blocks 4 and 5, Hoag's Addition, and that part of Block 3, Wilson, Bell and Wagner's Addition to Minneapolis, all in Hennepin County, Minnesota, described as follows:

Commencing at the most Southerly corner of the Northeasterly 210 feet of said Block 4, Hoag's Addition; thence Northwesterly along the Southwesterly line of the Northeasterly 210.00 feet of said Block 4, a distance of 258.36 feet; thence Southwesterly, deflecting 83 degrees 51 minutes 10 seconds to the left, a distance of 105.60 feet to the point of beginning of the parcel to be described; thence Southwesterly, deflecting 06 degrees 06 minutes 50 seconds to the left, a distance of 25 feet to the Northeasterly line of said vacated Sixth Street North; thence Southwesterly 86.46 feet, deflecting 17 degrees 29 minutes 10 seconds to the right, to the Southwesterly line of said vacated Sixth Street North; thence Southwesterly, deflect 02 degrees 54 minutes 44 seconds to the left 156.74 feet, thence Southwesterly 5.49 feet along a non-tangential curve concave to the Northwest, having a radius of 5779.58 feet, and a chord which deflects 10 degrees 13 minutes 52 seconds to the left from the last described line; thence Southwesterly 235 feet, deflecting 08 degrees 01 minutes 42 seconds to the right from the chord of the last described curve; thence Southwesterly 50.67 feet along a non-tangential curve concave to the Northwest, having a radius of 5751.58 feet, and a chord which deflects 05 degrees 25 minutes 48 seconds to the left from the last described line; thence Southwesterly tangent to the last described curve, a distance of 588.12 feet; thence Northeasterly a distance of 253.37 feet to a point on a line which is parallel with and 25 feet Southeasterly of the centerline of the Eastbound main track of Burlington Northern Railroad as located and established on March 17, 1989, said point being distant 851.34 feet Southwesterly of the Northeasterly line of vacated Sixth Street North; thence Northeasterly along said line which is parallel with and 25 feet Southeasterly of said Eastbound main track as located and established on March 17, 1989, a distance of 851.34 feet to a point on said Northeasterly line of vacated Sixth Street North which is 65.55 feet Northwesterly of the most Southerly corner of said Block 5, Hoag's Addition to Minneapolis; thence Southeasterly along said Northeasterly line a distance of 145.55 feet to the most Westerly corner of said Block 4; thence Northeasterly

along the Northwesterly line of said Block 4, a distance of 339.91 feet to the most Northerly corner of said Block 4; thence Southeasterly along the Northeasterly line of said Block 4, a distance of 79.06 feet, to a point on said line which is 268.14 feet Northwesterly of the most Easterly corner of said Block 4; thence Southwesterly 314.99 feet to the point of beginning.

Except that part of Section 22, Township 29 North, Range 24 West, described as follows:

Commencing at the most Southerly corner of the Northeasterly 210 feet of Block 4, Hoag's Addition to Minneapolis; thence Northwesterly along the Southwesterly line of the Northeasterly 210 feet of said Block 4, a distance of 258.36 feet; thence Southwesterly, deflecting to the left 83 degrees 51 minutes 10 seconds, a distance of 105.60 feet; thence Southwesterly, deflecting to the left 06 degrees 06 minutes 50 seconds, a distance of 25 feet to the Northeasterly line of vacated Sixth Street North; thence Southwesterly, deflecting to the right 17 degrees 29 minutes 10 seconds, a distance of 86.46 feet to the Southwesterly line of vacated Sixth Street North, said point being the actual point of beginning; thence Southwesterly, deflecting to the left 02 degrees 54 minutes 44 seconds, a distance of 156.74 feet, thence Northeasterly along a non-tangential curve, concave to the Northwest having a radius of 5779.58 feet, to a point on the Southwesterly line of vacated Sixth Street North, distant 30 feet Northwesterly from the actual point of beginning; thence Southeasterly along said Southwesterly line to the actual point of beginning.

Which lies Southwesterly of a line run parallel with and distant 43 feet Southwesterly of the hereinafter described Line 2:

Line 1: Beginning at a point on the centerline of Second Avenue North, distant 12.15 feet Northeasterly of its intersection with the centerline of Seventh Street North; thence run Northwesterly at an angle of 88 degrees 00 minutes 48 seconds from the centerline of said Second Avenue North (measured from Northeast to Northwest) for 849.63 feet; thence deflect to the left on a tangential curve having a radius of 11459.16 feet and a delta angle of 1 degree 28 minutes 32 seconds for 295.14 feet; thence on tangent to said curve for 325.41 feet and there terminating.

Line 2: From the point of termination of Line 1 described above, run Southwesterly at right angles to said Line 1 for 55 feet; thence deflect to the left at an angle of 90 degrees 00 minutes 00 seconds for 100 feet to tangent spiral point; thence deflect to the right on a spiral curve of decreasing radius (spiral angle 15 degrees 00 minutes 00 seconds) having a length of 250 feet for 57.49 feet to the point of beginning of Line 2 to be described; thence continue Southeasterly on the last described spiral curve for 192.51 feet to spiral curve point; thence deflect to the right on a curve having a radius of 477.46 feet and a delta angle of 19 degrees 48 minutes 32 seconds for 165.08 feet; thence on tangent to said curve for 200 feet and there terminating.

Abstract Property

Which lies westerly and northwesterly of a line drawn parallel with and distant 20.00 feet westerly and northwesterly of the following described Line A:

Line A. Commencing at Minneapolis City Monument No. 562; thence southwesterly on an assumed azimuth of 231 degrees 11 minutes 24 seconds for 2791.58 feet to Minneapolis City Monument No. 577A; thence on an azimuth of 94 degrees 51 minutes 05 seconds for 1722.66 feet; thence easterly for 100.20 feet on a non-tangential curve, concave to the north, having a radius of 170.00 feet, a delta angle of 33 degrees 46 minutes 10 seconds, and a chord azimuth of 73 degrees 14 minutes 47 seconds (which course intersects the westerly line of Tract A hereinafter described at a point distant 38.34 feet northerly of the southwest corner thereof); thence northerly for 40.67 feet on a non-tangential curve, concave to the west, having a radius of 65.00 feet, a delta angle of 35 degrees 50 minutes 59 seconds, and a chord azimuth of 18 degrees 00 minutes 14 seconds; thence on an azimuth of 00 degrees 04 minutes 45 seconds for 167.47 feet; thence deflect to the left on a tangential curve, having a radius of 142.83 feet and a delta angle of 41 degrees 41 minutes 35 seconds (which course intersects the northerly line of Tract B hereinafter described at a point distant 34.45 feet easterly of the northwest corner thereof), for 103.93 feet to a point of reverse curvature, said point also being the point of beginning of Line A to be described; thence deflect to the right on a tangential curve, having a radius of 80.12 feet and a delta angle of 83 degrees 47 minutes 38 seconds, for 117.17 feet; thence on an azimuth of 42 degrees 10 minutes 48 seconds for 155.83 feet; thence deflect to the right on a tangential curve, having a radius of 2806.93 feet and a delta angle of 02 degrees 48 minutes 54 seconds, for 137.91 feet; thence on an azimuth of 45 degrees 06 minutes 15 seconds for 112.70 feet and there terminating;

Said Tract A and said Tract B being described as follows:

Tract A. That part of Lot 9, Block 6, Wilson, Bell and Wagners Addition to Minneapolis, according to the plat thereof on file and of record in the office of the County Recorder in and for Hennepin County, Minnesota;

which lies northerly and westerly of the following described line: Beginning at a point on the south line of said Lot 9, distant 40 feet east of the southwest corner thereof; thence run northeasterly to a point on the east line of said Lot 9, distant 110 feet south of the northeast corner thereof and there terminating; the title thereto being registered;

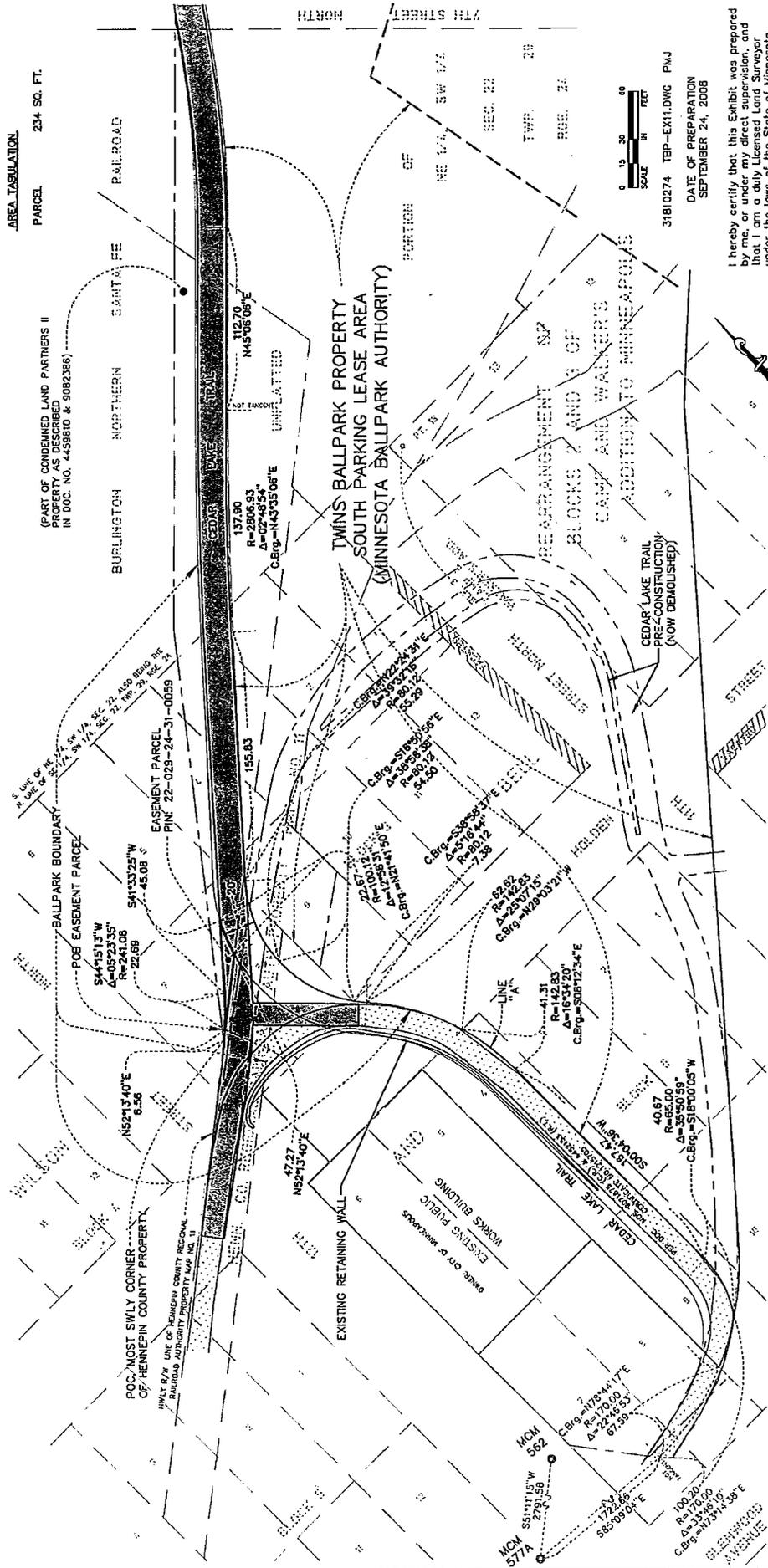
Tract B. Lot 4, Block 6, Wilson, Bell and Wagners Addition to Minneapolis, according to the plat thereof on file and of record in the office of the County Recorder in and for Hennepin County, Minnesota, the title thereto being registered.

The hereinbefore described property being a portion of those lands taken by the County of Hennepin in eminent domain proceedings, as described in Document No. 4459810 on file in the Office of the Registrar of Titles, Hennepin County, Minnesota and Document No. 9082386 on file in the Office of the County Recorder, Hennepin County, Minnesota, and also being the land described in the Quit Claim Deed between County of Hennepin and Hennepin County Regional Railroad Authority dated August 6, 2007, and recorded February 26, 2009, in said Office of the County Recorder as Document No. 9322724.

Said public trail permit agreement area being described as follows:

Commencing at the most southwesterly corner of the hereinbefore described property; thence North 52 degrees 13 minutes 40 seconds East along the southeasterly line of said property, also being the northwesterly line of HENNEPIN COUNTY REGIONAL RAILROAD AUTHORITY PROPERTY MAP NO. 11, as filed in the Office of the County Recorder, Hennepin County, Minnesota, for 6.56 feet to the point of beginning; thence continuing North 52 degrees 13 minutes 40 seconds East along said southeasterly line for 47.27 feet to said line drawn parallel with and distant 20.00 feet westerly and northwesterly of said Line A; thence northerly for 22.67 feet along said parallel line on a non-tangential curve, concave to the east, having a radius of 100.12 feet, a central angle of 12 degrees 58 minutes 31 seconds and a chord which bears North 21 degrees 41 minutes 50 seconds East; thence South 41 degrees 33 minutes 25 seconds West for 45.08 feet; thence southwesterly for 22.69 feet along a tangential curve, concave to the northwest, having a radius of 241.08 feet and a central angle of 05 degrees 23 minutes 35 seconds to the point of beginning.

TRAIL EASEMENT EXHIBIT
FOR
THE CITY OF MINNEAPOLIS
OWNER: HENNEPIN COUNTY REGIONAL RAILROAD AUTHORITY



31810274 TEP-EX1.DWG PMJ
DATE OF PREPARATION
SEPTEMBER 24, 2008

I hereby certify that this Exhibit was prepared by me, or under my direct supervision, and that I am a duly Licensed Land Surveyor, under the laws of the State of Minnesota.

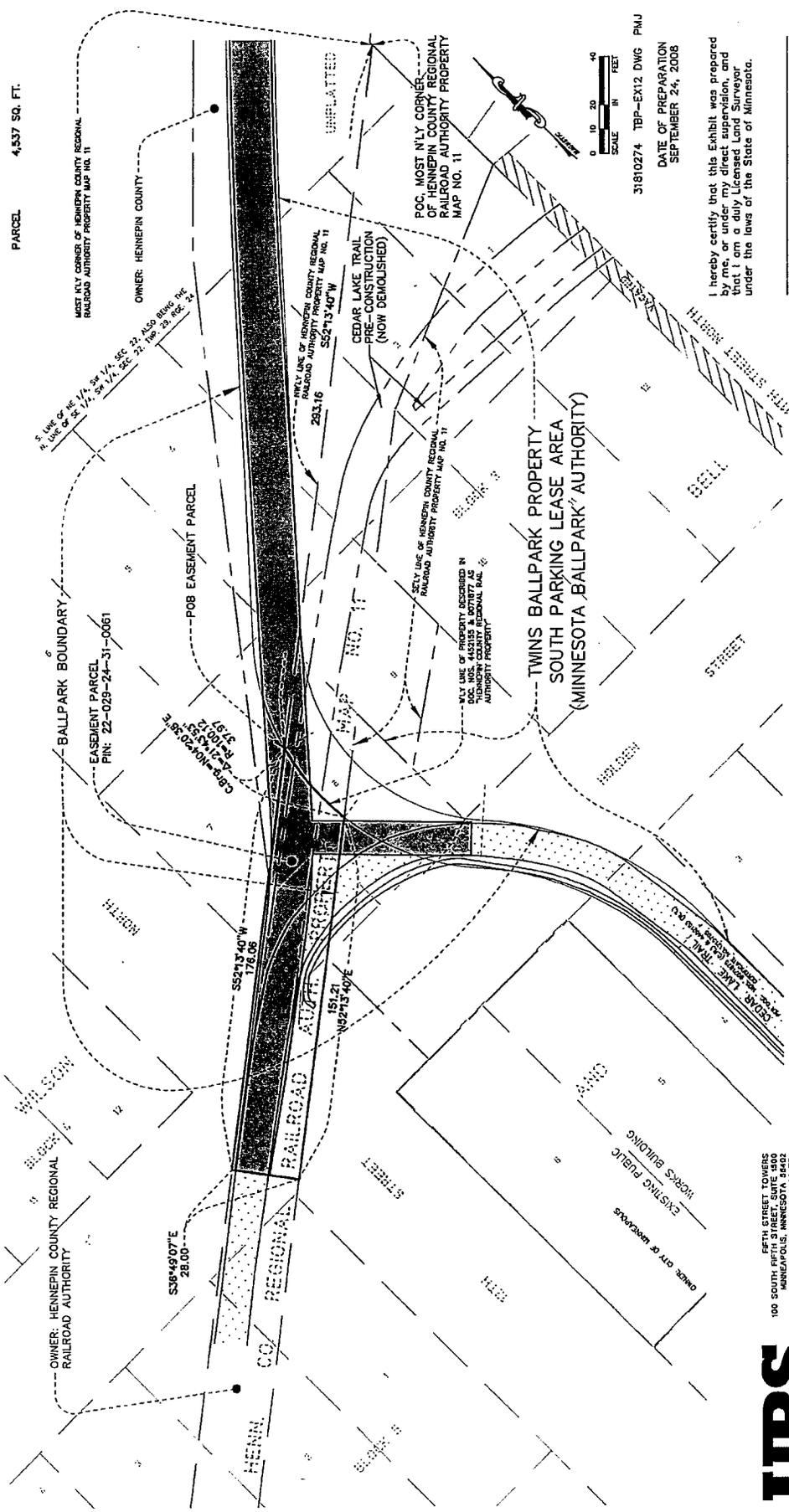
Date _____ Lic. No. _____

URS
100 SOUTH FIFTH STREET TOWERS
SUITE 1400
MINNEAPOLIS, MN 55402
TEL: 612.370.0700
FAX: 612.370.0558
WWW.URS.COM

Exhibit D-1 5-12-2009
Page 1 of 2
HCRA Parcel A

**TRAIL EASEMENT EXHIBIT
FOR
THE CITY OF MINNEAPOLIS
OWNER: HENNEPIN COUNTY REGIONAL RAILROAD AUTHORITY**

 TRAIL IMPACT AREA
 EXISTING TRAIL
 AREA TABULATION
 PARCEL 4,537 SQ. FT.



100 SOUTH FIRST STREET, SUITE 400
 MINNEAPOLIS, MINNESOTA 55402
 612.370.0100 FAX
 WWW.UFSCORP.COM



0 10 20 40
 FEET
 SCALE

31810274 TBP-EX12 DWG PMJ
 DATE OF PREPARATION
 SEPTEMBER 24, 2008

I hereby certify that this Exhibit was prepared
 by me, or under my direct supervision, and
 that I am a duly Licensed Land Surveyor
 under the laws of the State of Minnesota.

Date _____ Lic. No. _____

Exhibit D-1 5-12-2009

Page 2 of 2

HCRRA Parcel A

Exhibit E

HCRRA Parcel B

Hennepin County Regional Railroad Authority – Block 26

A 20.00 foot wide strip for trail purposes over, under and across that part of Lots 3, 7 and 8 in Block 26, TOWN OF MINNEAPOLIS, Hennepin County, Minnesota, together with the alley in said Block 26 described as follows:

Beginning at the most westerly corner of Lot 3, said Block 26; thence northeasterly along the northwesterly line of said Lot 3 a distance of 42.3 feet to a point, said point being hereinafter designated as "Point A"; thence continuing northeasterly along said northwesterly line of Lot 3 a distance of 90.93 feet to a point distant 29 feet southwesterly of the most northerly corner of said Lot 3; thence northeasterly in a straight line a distance of 224.27 feet to a point on the northeasterly line of Lot 8, said Block 26 distant 4 feet northwesterly of the most easterly corner of said Lot 8, said straight line intersects the northeasterly line of said Lot 3 at a point 12 feet southeasterly of the most northerly corner thereof; thence southeasterly along the northeasterly line of said Lots 8 and 7 a distance of 27.3 feet to the most northerly corner of a building; thence southwesterly along the northwesterly face of said building a distance of 14 feet to a point designated as "Point B"; thence Southwesterly along a straight line drawn from "Point B" to "Point A" a distance of 176.75 feet to its intersection with the northeasterly line of said Lot 3; thence southeasterly along said northeasterly line a distance of 19.62 feet to the most easterly corner of said Lot 3; thence southwesterly along a straight line a distance of 172.07 feet to a point on the southwesterly line of said Lot 3 distant 10 feet southeasterly from the most westerly corner thereof; thence northwesterly along said southwesterly line of Lot 3 a distance of 10 feet to the point of beginning.

which lies southerly of a line run parallel with and distant 25 feet southerly of the following described "Line 1":

Line 1: From the point of intersection of the centerline of 3rd Avenue North and the centerline of Washington Avenue North, in the City of Minneapolis, run northwesterly on an azimuth of 314 degrees 20 minutes 02 seconds (azimuth oriented to Minnesota State Plane Coordinate System, South Zone) for 448.40 feet to the point of beginning of the Line 1 to be described; thence on an azimuth of 63 degrees 16 minutes 41 seconds for 771.37 feet; thence deflect to the right on a 1 degree 00 minute 00 seconds curve (delta angle of 06 degrees 31 minutes 15 seconds) for 652.08 feet and there terminating.

The centerline of said 20.00 foot wide strip is described as follows: Commencing at the most westerly corner of said Lot 3; thence on an assumed bearing of North 45 degrees 10 minutes 25 seconds West, along the southwesterly line of said Block 26, a distance of

9.86 feet to the point of beginning of the line to be described; thence North 63 degrees 49 minutes 17 seconds East a distance of 247.25 feet; thence Northeasterly along a tangential curve concave to the southeast, said curve having a radius of 3000.00 feet and a central angle of 01 degrees 33 minutes 49 seconds for a distance of 81.87 feet; thence North 65 degrees 23 minutes 06 seconds East, tangent to said curve, for a distance of 32.02 feet to the intersection with the northeasterly line of said Block 26 and said line there terminating.

Together with a 10.00 foot wide temporary strip for construction purposes that lies southerly of and adjoining said 20.00 foot wide strip.

The sidelines of said strips should be prolonged or shortened to intersect said southwesterly and said northeasterly line of Block 26.

Said temporary strip to expire upon: December 31, 2010.

Also, together with temporary rights for construction purposes over all that part of the above described property lying northwesterly of the above described 20.00 foot wide trail strip.

Said temporary rights to expire upon: December 31, 2010.

Exhibit F

HCRRA Parcel C

***Hennepin County Regional Railroad Authority
Block 9, Town of Minneapolis***

A strip for trail purposes over, under and across that part of Lots 5 and 6, Block 9, TOWN OF MINNEAPOLIS, Hennepin County, Minnesota described as follows:

Beginning at an iron monument on the southwesterly line of said Block 9, distant 87.38 feet northwesterly from the most southerly corner of said Block 9; thence southeasterly along a curved line to the right, having a radius of 584.04 feet tangent at said point of beginning to a line forming an angle of 64 degrees 09 minutes 00 seconds with the southwesterly line of said Block 9, a distance of 215.27 feet to an iron monument in the centerline of Third Avenue North, which monument is 213.6 feet northeasterly from the centerline of First Street North, as measured along the centerline of Third Avenue North; thence southeasterly along a curved line to the right, having a radius of 473.71 feet, compounded with the last described curve, a distance of 54 feet to a point on the northwesterly line of Block 10, said TOWN OF MINNEAPOLIS; thence southwesterly along said northwesterly line of Block 10 a distance of 37 feet to a point on a curved line, distant 30 feet, measured radially, from the last described curved line; thence northwesterly along a curved line to the left, having a radius of 443.71 feet, a distance of 28 feet to a point of curve; thence northwesterly along a curved line to the left, having a radius of 554.04 feet, compounded with the last described curve, a distance of 28.4 feet to a point in the centerline of Third Avenue North, which point is 171.80 feet northeasterly from the centerline of First Street North as measured along the centerline of Third Avenue North; thence northwesterly along the continuation of the last described curved line a distance of 61.2 feet to a point in the southeasterly line of said Block 9; thence southwesterly along said southeasterly line of Block 9 a distance of 4 feet to a point distant 10 feet southeasterly, measured radially, from the centerline of the main track (now removed) of the Minneapolis and St. Louis Railway Company, as the main track was located prior to its removal; thence northwesterly parallel with said former main track centerline to a point on the southwesterly line of said Block 9; thence northwesterly along said southwesterly line of Block 9 to the point of beginning;

which lies southerly of a line run parallel with and distant 25 feet southerly of the following described "Line 1":

Line 1: From the point of intersection of the centerline of 3rd Avenue North and the centerline of Washington Avenue North, in the City of Minneapolis, run northwesterly on an azimuth of 314 degrees 20 minutes 02 seconds (azimuth oriented to Minnesota State Plane Coordinate System, South Zone) for

448.40 feet to the point of beginning of the Line 1 to be described; thence on an azimuth of 63 degrees 16 minutes 41 seconds for 771.37 feet; thence deflect to the right on a 01 degree 00 minute 00 second curve (delta angle of 06 degrees 31 minutes 15 seconds) for 652.08 feet and there terminating.

Said strip lies within 10.00 feet on both sides of the following described centerline:

Commencing at the most southerly corner of said Block 9; thence on an assumed bearing of North 45 degrees 11 minutes 48 seconds West, along the southwesterly line of said Block 9, a distance of 60.21 feet to the point of beginning of the centerline to be described; thence North 65 degrees 23 minutes 06 seconds East a distance of 71.93 feet; thence Northeasterly along a tangential curve concave to the southeast, said curve having a radius of 1000.00 feet and a central angle of 04 degrees 45 minutes 42 seconds for a distance of 83.11 feet; thence North 70 degrees 08 minutes 48 seconds East, tangent to said curve, to the intersection with the southeasterly line of said Block 9 and said centerline there terminating.

Together with a temporary strip for construction purposes that lies within 15.00 feet southerly of and adjoining said first described strip.

The sidelines of said strips should be prolonged or shortened to intersect said southwesterly line and the southeasterly line of Block 9.

Said temporary strip to expire upon: December 31, 2010.

Also, together with temporary rights for construction purposes over all that part of the above described property lying westerly and northwesterly of the above described 20.00 foot wide trail strip.

Said temporary rights to expire upon: December 31, 2010.

Exhibit G

HCRRRA Parcel D

Hennepin County Regional Railroad Authority – Tracts J & K

A 20.00 foot wide strip for trail purposes over, under and across that part of Tract A, D, E, F, G, H, I, J & K, REGISTERED LAND SURVEY NO. 1684, Hennepin County, Minnesota, embraced within that part of said Survey lying westerly of "Line A" described as follows:

Commencing at said most Easterly corner of Block 11, Town of Minneapolis; thence South 44 degrees 12 minutes 47 seconds West (basis for bearings is the Minnesota Coordinate System, South Zone) 61.55 feet; thence North 45 degrees 41 minutes 17 seconds West, 6.30 feet; thence South 44 degrees 13 minutes 02 seconds West, 23.49 feet; thence North 45 degrees 46 minutes 58 seconds West, 100.00 feet; thence South 44 degrees 13 minutes 02 seconds West, 72.50 feet to said Northeasterly line of the Northwesterly-Southeasterly alley in Block 11, Town of Minneapolis; thence North 45 degrees 46 minutes 58 seconds West, along said Northeasterly line, 88.39 feet to the beginning of said described "Line A"; thence North 7 degrees 20 minutes 19 seconds West, 29.45 feet; thence North 5 degrees 52 minutes 15 seconds West, 64.51 feet; thence North 5 degrees 21 minutes 18 seconds West, 232.39 feet; thence Northerly and Northeasterly 365.31 feet along a tangential curve concave to the East having a radius of 280.00 feet and a central angle of 74 degrees 45 minutes 07 seconds; thence North 69 degrees 23 minutes 49 seconds East, tangent to said curve a distance of 50 feet and there said "Line A" terminating.

Being evidenced by Par 1, Certificate of Title No. 849326

The centerline of said 20 foot wide strip is described as follows:

Commencing at the most westerly corner of said Tract K; thence on an assumed bearing of North 44 degrees 34 minutes 49 seconds East, along the most westerly northwest line of said Tract K, a distance of 144.04 feet to the point of beginning of the centerline to be described; thence North 70 degrees 08 minutes 48 seconds East a distance of 462.87 feet to a point hereinafter referred to as "Point A"; thence continue North 70 degrees 08 minutes 48 seconds East a distance of 10.00 feet and said centerline there terminating.

Together with a temporary 15.00 foot wide strip for construction purposes that lies 15.00 feet southeasterly of and adjoining said 20.00 foot wide strip.

The sidelines of said strips should be prolonged or shortened to intersect said most westerly northwest line of Tract K.

AND

A permanent 20.00 foot wide strip for trail purposes over, under and across that part of the above described Tracts A, I, J and K, REGISTERED LAND SURVEY NO. 1684, Hennepin County, Minnesota.

The centerline of said 20.00 foot wide strip is described as follows: Beginning at the heretofore described "Point A"; thence South 19 degrees 48 minutes 33 seconds East to the intersection with the above described "Line A" and said centerline there terminating.

Together with a temporary 15.00 foot wide strip for construction purposes that lies 15.00 feet southwesterly of and adjoining said 20.00 foot wide strip.

Also, together with a temporary 15.00 foot wide strip for construction purposes that lies 15.00 feet northeasterly of and adjoining said 20.00 foot wide strip.

The sidelines of said strips should be prolonged or shortened to intersect said above described "Line A".

Said temporary strips to expire upon: December 31, 2010.

Also, together with temporary rights for construction purposes over all that part of said Tracts J and K lying northwesterly of the first above described 20.00 foot wide trail strip and lying northwesterly of the last above described 15.00 foot wide temporary construction strip.

Said temporary rights to expire upon: December 31, 2010.

AND

A 17.25 foot wide strip for trail purposes over, under and across part of the above described Tract K, REGISTERED LAND SURVEY NO. 1684, Hennepin County, Minnesota. Said 17.25 foot wide trail strip lies 10.00 feet to the right of and 7.25 feet to the left of the following described line:

Commencing at the most westerly corner of said Tract K; thence on an assumed bearing of North 44 degrees 34 minutes 49 seconds East, along the most westerly northwest line of said Tract K, a distance of 10.47 feet to the point of beginning of the line to be described; thence southeasterly along a non-tangential curve concave to the southwest, said curve having a radius of 100.00 feet, a central angle of 04 degrees 33 minutes 31 seconds and a chord bearing of South 47 degrees 37 minutes 19 seconds East for a distance of 7.96 feet; thence South 45 degrees 20 minutes 34 seconds East, tangent to said curve, a distance of 91.53 feet; thence southerly along a tangential curve concave to the southwest, said curve having a radius of 50.00 feet and central angle of 25 degrees 10 minutes 36 seconds for a distance of 21.97 feet to a point of reverse curve; thence southerly

along a curve concave to the northeast having a radius of 50.00 feet and central angle of 25 degrees 10 minutes 36 seconds for a distance of 21.97 feet; thence South 45 degrees 20 minutes 34 seconds East, tangent to last said curve, a distance of 132.16 feet; thence southerly along a tangential curve concave to the southwest having a radius of 150.00 feet and a central angle of 13 degrees 11 minutes 50 seconds for a distance of 34.55 feet; thence South 32 degrees 08 minutes 44 seconds East, tangent to last said curve for a distance of 32.02 feet and said line there terminating.

Together with a temporary 2.00 foot wide strip for construction purposes that lies 2.00 feet northeasterly of and adjoining said 17.25 foot wide strip, except that part thereof which lies southeasterly of a line drawn parallel with and distant 50.00 feet northwesterly of the most southerly southeast line of said Tract K.

The sidelines of said strips should be prolonged or shortened to intersect said most westerly northwest line of Tract K.

Said temporary strip to expire upon: December 31, 2010.

CITY OF MINNEAPOLIS
CERTIFICATION

STATE OF MINNESOTA)
COUNTY OF HENNEPIN) SS
CITY OF MINNEAPOLIS)

I, Steven Ristuben, City Clerk of the City of Minneapolis, in the County of Hennepin, and State of Minnesota, certify that I have examined the attached copy of **RESOLUTION 2009R-079**, adopted by the Minneapolis City Council at a meeting held on **March 6, 2009**, and have carefully compared the same with the original on file in this office, and that the attached copy is a true, correct and complete copy of the original.

IN WITNESS WHEREOF, I have signed and
affixed the city seal on **April 2, 2009**.


City Clerk

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2009R- 079
RESOLUTION
of the
CITY OF
MINNEAPOLIS

By Colvin Roy

Approving an agreement with the Hennepin County Regional Railroad Authority ("HCRRA") for the acquisition of permanent and temporary easements for transportation purposes, and authorizing use of eminent domain proceeding.

Whereas, the City of Minneapolis (the "City") completed Phase I and Phase II of the Cedar Lake Trail between the West City limits and Royalston Avenue in 1995; and

Whereas, extension of the Cedar Lake Trail from Royalston Avenue to the Mississippi River ("Cedar Lake Trail Phase III a/k/a Cedar Lake Bike Trail Phase III") is a high priority for the City of Minneapolis ("City") and its residents; and

Whereas, in a Council action on December 17, 1999, the City Council authorized the City to enter into two easements for the Cedar Lake Bike Trail Phase III; and

Whereas, in a Council action on March 2, 2001, the City Council authorized the Director of Public Works to develop a temporary bike route plan for Cedar Lake Trail Phase III due to construction delays caused by other projects in the area; and

Whereas, in 2001, the City Council adopted Resolution No 2001R-147, amending the 2001 Capital Improvement Appropriation Resolution, which included an increase to the budget for the Cedar Lake Bike Trail of \$300,000 with the revenue source being the settlement from the Federal Reserve Bank Project Tax Increment Financing District for the off-site public improvements; and

Whereas, in a Council action on August 24, 2001, the City Council authorized the proper City officers to apply for a series of federal funds (TEA-21) including \$2,160,000 for Cedar Lake Bike Trail Phase III; and

Whereas, in a Council action on September 28, 2001, the City Council authorized the expenditure of \$40,000 from the Commuter Bike Fund System (4100-943-9470-Project A7002990) for a temporary bike lanes alignment for the Cedar Lake Trail Phase III; and

Whereas, in 2004, the City Council adopted Resolution No 2004R-580, approving the 2005-2009 Five Year Capital Budget, which included an appropriation of \$2,160,000 for the Cedar Lake Trail Phase III Project with the revenue source being the Federal Government; and

Whereas, in 2005, the City Council adopted Resolution No 2005R-075, supporting the completion of the Cedar Lake Bike Trail to the Mississippi River; and

Whereas, in 2005, the City Council adopted Resolution No 2005R-661, requesting the issuance and sale of bonds including the Cedar Lake Bike Phase III Project; and

Whereas, in 2005, the City Council adopted Resolution No 2005R-658, 2006-2010 Five Year Capital Budget which included an appropriation of \$583,000 for the Cedar Lake Bike Phase III Project with the revenue source being Net Debt Bonds; and

Whereas, on November 17, 2006, the City Council authorized execution of Metropolitan Council Grant Agreement No SG-2006-145 in the amount of \$1,800,000 for the Cedar Lake Trail Phase III Project; and

Whereas, in 2006, the City Council adopted Resolution No 2006R-584, appropriation increase to PW-Fund (0600-943-9480) by \$1,800,000 and increasing the revenue source (0600-943-9480-3215) by \$1,800,000; and increasing the appropriation in PW-Fund (4100-943-9470-BIKOI) by \$1,800,000 and increasing the revenue source (4100-943-9470-3215) by \$1,800,000; and

Whereas, in a Council action on December 22, 2006, the City Council authorized the proper City officers to enter into negotiations with abutting owners for the acquisition of trail easements; and

Whereas, on March 9, 2007, the City Council authorized the acquisition by negotiation or condemnation of permanent and temporary trail easements encumbering the real estate described in Exhibit A attached hereto and incorporated herein for completion of the Cedar Lake Trail Phase III Project; and

Whereas, the region is currently constructing the first phase of the Downtown Minneapolis Intermodal Station (the "Intermodal Station"), which will provide a seamless connection between the Hiawatha and Central Light Rail Transit lines and the Northstar Commuter Rail line; and

Whereas, HCRRA's long-term transit vision for the region includes future phases of the Intermodal Station to accommodate additional Light Rail Transit lines (Southwest and Bottineau), additional Commuter Rail lines (Red Rock, Norwood/Young America, and Bethel/Cambridge), the Northern Lights Express Intercity Passenger Rail (Minneapolis to Duluth), and High Speed Rail from Chicago; and

Whereas, it is necessary for the City to commence construction of the Cedar Lake Trail Phase III in 2009 in order to meet state and federal funding deadlines and its obligations under an agreement with the Minnesota Department of Transportation, the Northstar Corridor Development Authority and the Metropolitan Council; and

Whereas, construction of the Cedar Lake Trail Phase III requires that the City secure a use permit to permit construction of the trail on four parcels owned by HCRRA; and

Whereas, development of additional phases of the Intermodal Station will greatly benefit the City, Hennepin County, and the entire metropolitan region; and

Whereas, the City and HCRRA wish to coordinate the Cedar Lake Trail Phase III Project and future rail projects in the area between North 5th Street and Washington Avenue to ensure timely and successful implementation of both projects; and

Whereas, the City has begun the right-of-way acquisition process for the Cedar Lake Trail Phase III Project, including an approximately 12 foot trail easement parallel to the property secured for the Northstar project between North 5th Street and Washington Avenue in the vicinity of where the Northstar Commuter Rail Line and the Hiawatha Light Rail Line connect, and where several other rail transit lines currently under study will converge at an intermodal station; and

Whereas, staging options for the ultimate build out of the Intermodal Station will be further developed after completion of Phase 2 of the Downtown Minneapolis Intermodal Station Study in late 2009/early 2010; and

Whereas, if the full Intermodal Station is to be constructed in the future, it is likely to occupy at least a portion of the area being acquired for the Cedar Lake Trail Phase III project; and

Whereas, the City Council finds that Parcels 14 and 15 described in Exhibit A attached hereto ("Parcels 14 and 15") are needed for the Cedar Lake Trail Phase III Project for reasons of cost effectiveness and efficiency and to ensure that Parcels 14 and 15 will remain free from encroachments by structures and available for other foreseeable future uses, it is necessary, desirable, convenient, and for a public purpose to secure permanent easements encumbering Parcels 14 and 15 for transportation purposes and related facilities, including, without limitation, rail, bus, bicycle, road and foot travel, the location of utility and communication facilities, including fiber optic lines, and for other future transportation and public facilities, and temporary easements for construction of the Cedar Lake Trail over Parcels 14 and 15, including by use of eminent domain proceedings, if necessary; and

Whereas, based upon evidence presented by HCRRA, the City finds that acquisition of such transportation easements encumbering Parcels 14 and 15 is necessary for transportation uses, serves a public purpose, and is consistent with the use of the Cedar Lake Trail until such time as rail improvements and/or other public facilities are constructed within the right-of-way; and

Whereas, a portion of the Cedar Lake Trail may need to be moved in the future in order to facilitate the development of the Intermodal Station or other transportation or public facilities; and

Whereas, City staff has been unable to acquire permanent and temporary trail easements burdening Parcel 18 described on Exhibit A attached hereto and such easements are necessary and convenient to enable the City to complete construction and enable use of the Cedar Lake Trail Phase III Project;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the Director of Public Works is authorized and directed to negotiate an agreement with the Hennepin County Regional Railroad Authority (HCRRA) that provides for the acquisition of permanent and temporary easements burdening Parcels 14 and 15 for transportation purposes and related facilities, including, without limitation, bus, bicycle, road and foot travel, the location of utility and communication facilities, including fiber optics lines, and other transportation and public facilities, and is consistent with the terms outlined below:

1. The City will endeavor to secure permanent and temporary easements for transportation purposes (as defined above) with HCRRA paying the increased damages and legal costs which the City incurs due to taking such a transportation easement rather than only a trail easement in favor of the City.
2. The City and HCRRA will jointly pursue federal and state funding of the planning, design, acquisition, construction, and administrative costs related to modifying the trail to accommodate transit or other transportation or public use of a portion of Parcels 14 and 15 to be acquired for the Cedar Lake Trail Phase III Project pursuant to this resolution and will share equally in paying any relocation costs not covered by federal and state funding.
3. The City will actively assist the Intermodal Station project by determining the proper ultimate trail location in cooperation with other stakeholders and will negotiate with the developer(s) of the North 5th Street to Washington properties to accommodate relocation of the Cedar Lake Trail as part of the development of the latter properties.
4. The long term plan for the Cedar Lake Trail will be formally communicated by City and HCRRA staff to the Cedar Lake Park Association in early 2009 to clarify that the location of the trail will need to be modified if ultimate rail development is achieved.
5. The City will facilitate conversations between HCRRA and the Federal Reserve Bank of Minneapolis regarding their respective easement and related property concerns.

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6. HCRRA will grant the City permits to authorize construction, operation and maintenance of the Cedar Lake Trail on HCRRA property (4 parcels) between Royalston Avenue and the Mississippi.
 7. The feasibility of future train storage on the eastern portion of Linden Yards and the City Impound Lot will be studied in coming months with the intent of negotiating an agreement for sale of part of the City site to HCRRA for such purpose.

Be It Further Resolved that following review and approval by the City Attorney's Office, the appropriate City officer(s) be authorized to sign the agreement.

Be It Further Resolved as follows:

1. If the Director of Public Works is unable to acquire permanent and temporary easements encumbering Parcels 14 and 15 for transportation and related facilities, including, without limitation, rail, bus, bicycle, road, and foot travel, the location of utility and communication facilities, including fiber optic lines, and other future transportation and public facilities, and permanent and temporary easements encumbering Parcel 18 for trail purposes, upon terms acceptable to the City, the City Attorney and outside counsel retained by the City are hereby authorized and directed to initiate and complete eminent domain proceedings to acquire such easements, and to use the quick take provisions of Minn. Stat. § 117.042 to acquire title and possession of such easements prior to the filing of the Court Appointed Commissioners' report of damages caused by the taking.
2. With the assistance of the reports of independent real estate appraisers secured on behalf of the City, the Director of Public Works is hereby authorized to determine the amount of the City's offer of compensation to the owners prior to the filing of condemnation and the approved appraisal of damages to be paid or deposited by the City pursuant to Minn. Stat. § 117.042.
3. Acquisition of such permanent and temporary easements is hereby determined to be necessary and convenient and for a public purpose.

EXHIBIT A
Revised by WJC 3-04-2009

PARCEL 14

Land Partners II, LLLP
408 Fourth Avenue North
(Between 5th St. N. & 4th St. N.)

Property Tax Identification Nos.:
22-029-24-42-0110; 22-029-24-42-0111;
22-029-24-42-0112; 22-029-24-42-0113
(Certificate of Title No. 737144)

A permanent easement for transportation purposes and related facilities, including, without limitation, rail, bus, bicycle, road and foot travel, the location of utility and communication facilities, including fiber optic lines, and for other future transportation and public facilities over, under and across that part of Section 22, Township 29, Range 24, part of Blocks 4, 5, 9, 85, HOAG'S ADDITION TO MINNEAPOLIS, part of vacated 5th and 6th Streets North, and part of vacated 4th Avenue North, formerly Dakota Street, all described as follows:

Beginning at the intersection of a line drawn parallel with and 25 feet Southeasterly from the centerline of the East bound track of the Burlington Northern Railroad and a line drawn 43 feet Northeasterly from and concentric with a curve, hereinafter referred to a Curve "A", described as commencing at a point on the centerline of 2nd Avenue North distant 12.15 feet Northeasterly from its intersection with the centerline of 7th Street North; thence Northwesterly, deflecting 88 degrees 00 minutes 48 seconds, measured from Northeast to Northwest, from said centerline of 2nd Avenue North, a distance of 849.63 feet to the actual point of beginning of said Curve "A", thence Northwesterly 295.14 feet along a tangential curve concave to the Southwest, having a radius of 11,459.16 feet and a central angle of 01 degree 28 minutes 32 seconds and said Curve "A" there terminating; thence Southeasterly along said line drawn concentric with said Curve "A" to its intersection with a radial line drawn Northeasterly passing through the point of beginning of said Curve "A"; thence Southeasterly tangent to said line drawn concentric with Curve "A" to the following described Line "A",

Line "A" is described as commencing at the most Southerly corner of the Northeasterly 210 feet of said Block 4; thence Northwesterly along the Southwesterly line of said Northeasterly 210 feet a distance of 258.36 feet; thence Southwesterly, deflecting to the left 83 degrees 51 minutes 10 seconds 105.6 feet, being the actual point of beginning of said Line "A"; thence Southwesterly, deflecting to the left 06 degrees 06 minutes 50 seconds to the Northeasterly line of said vacated 6th Street North; thence Southwesterly deflecting to the right 17 degrees 29 minutes 10 seconds to the Southwesterly

line of said vacated 6th Street North; thence Southwesterly, deflecting to the left 02 degrees 54 minutes 44 seconds a distance of 156.74 feet to a point hereinafter referred to as Point "A", thence Southwesterly 5.49 feet along a non-tangential curve concave to the Northwest, having a radius of 5,779.58 feet and a chord which deflects 10 degrees 13 minutes 52 seconds to the left, from the last described line; thence Southwesterly, deflecting to the right 08 degrees 01 minutes 42 seconds from the chord of the last-described curve, a distance of 235 feet and said Line "A" there terminating.

Thence Northeasterly along said Line "A" to said Point "A"; thence Northeasterly along a curve concave to the Northwest, having a radius of 5,779.58 feet to a point on said Southwesterly line of said vacated 6th Street North distant 30 feet Northwestery from its intersection with said Line "A"; thence Southeasterly along said Southwesterly line of vacated 6th Street North to said Line "A"; thence Northeasterly along said Line "A" to the point of beginning of said Line "A"; thence Northeasterly to a point on the Northeasterly line of said Block 4 distant 268.14 feet Northwestery from the most Easterly corner of said Block 4; thence Northeasterly to a point on the Southwesterly line of said Block 85 distant 267.56 feet Northwestery from the most Southerly corner of said Block 85; thence Northeasterly to a point on the Northeasterly line of said Block 85 distant 265.87 feet Northwestery from the most Easterly corner of said Block 85; thence Northwestery along the last-described Northeasterly line to the most Northerly corner of said Block 85; thence Northwestery to the most Easterly corner of said Block 9; thence Northwestery along the Northeasterly line of said Block 9 to said line drawn parallel with and 25 feet Southeasterly from the centerline of the East bound track of the Burlington Northern Railroad; thence Southwesterly along the last-described parallel line to the point of beginning.

Being registered land as evidenced by Certificate of Title No. 1056073.

Which lies northeasterly of the following described line:

Beginning at the most westerly corner of said Block 9; thence southeasterly along the southwesterly line of said Block 9 to the most southerly corner of said Block 9; thence southeasterly to the most westerly corner of said Block 85; thence southeasterly along the southwesterly line of said Block 85 to the most southerly corner of said Block 85 and said line there terminating.

Said permanent easement lies 9.00 feet northwesterly of and 14.00 feet southeasterly of the following described line: Commencing at the most southerly corner of said Block 9; thence on an assumed bearing of North 45 degrees 00 minutes 09 seconds West, along the southwesterly line of said Block 9, a distance of 17.00 feet to the point of beginning of the line to be described; thence North 45 degrees 03 minutes 49 seconds East a distance of 134.75 feet and said line there terminating.

TOGETHER with a permanent easement for transportation purposes and related facilities, including, without limitation, rail, bus, bicycle, road and foot travel, the location of utility and communication facilities, including fiber optic lines, and for other future transportation and public facilities, over under and across the above described property. Said easement lies 9.00 feet northwesterly of and 15.00 feet southeasterly of the following described line;

Beginning at the terminus of the above described line; thence North 45 degrees 03 minutes 49 seconds East, along the prolongation of the above line a distance of 139.84 feet; thence northeasterly on a tangential curve concave to the northwest, said curve having a radius of 1015.00 feet and a central angle of 01 degrees 08 minutes 45 seconds for a distance of 20.30 feet; thence North 43 degrees 55 minutes 05 seconds East, tangent to said curve, a distance of 29.86 feet; thence northeasterly along a tangential curve concave to the southeast, said curve having a radius of 1000.00 feet and central angle of 00 degrees 53 minutes 16 seconds for a distance of 15.50 feet to the northeasterly line of said Block 9 and said described line there terminating.

Together with a temporary 21.00 foot easement for construction purposes lying southeasterly of and adjoining said permanent easement.

Said temporary easement to expire on: December 31, 2010.

The sidelines of said easements should be prolonged or shortened to intersect said southwesterly line and its southeasterly extension and said northeasterly line and its southeasterly extension of said Block 9.

PARCEL 15

Duddy Limited Partnership

328 North Fourth Street

Property Identification No. 22-029-24-13-0110

333 Washington Avenue North

Property Identification No. 22-029-24-42-0098

Abstract and Torrens

(Certificate of Title No. 1032399)

Duddy Limited Partnership

(Abandoned Fourth Street North - abstract)

A permanent easement for transportation purposes and related facilities, including, without limitation, rail, bus, bicycle, road and foot travel, the location of utility and communication facilities, including fiber optic lines, and for other future transportation and public facilities over, under and across that part of the Southwesterly half of abandoned Fourth Street North which is adjacent to Blocks 9 and 85, HOAG'S ADDITION TO MINNEAPOLIS, Hennepin County, Minnesota, which lies northwesterly of the following described line:

Beginning at a point on the Northeasterly line of said Block 85 distant 265.87 feet Northwesterly of the most Easterly corner of said Block 85; thence Northeasterly along an extension of a line drawn from the last described point to a point on the Southwesterly line of said Block 85, distant 267.56 feet Northwesterly from the most Southerly corner of said Block 85 to the centerline of abandoned Fourth Street North and said line there terminating.

and lying Southeasterly of the following described line:

Beginning at the point of intersection of the Northeasterly line of said Block 9 and a line which is parallel with and 25 feet Southeasterly of the centerline of the Eastbound main track of the Burlington Northern Railroad, said point of beginning being 64.72 feet Northwesterly of the most Easterly corner of said Block 9; thence Northeasterly along said line which is parallel with and 25 feet Southeasterly of the centerline of the Eastbound main track to a point on the Southwesterly line of Block 10, HOAG'S ADDITION TO MINNEAPOLIS, distant 64.63 feet Northwesterly of the most Southerly corner thereof and said line there terminating.

And, that part of the Northeasterly half of abandoned Fourth Street North, which is adjacent to Blocks 10 and 58, HOAG'S ADDITION TO MINNEAPOLIS, Hennepin County, Minnesota, and which lies Northwesterly of the following described line:

Beginning at a point on the Southwesterly line of Block 58, HOAG'S ADDITION TO MINNEAPOLIS, said point distant 293.10 feet Northwesterly of the most Southerly corner of said Block 58; thence Southwesterly along an extension of a line drawn from the last described point to a point on the Northwesterly extension of the Northeasterly line of said Block 58, distant 290.15 feet Northwesterly from the most Easterly corner of said Block 58 to the centerline of Fourth Street North and said line there terminating.

and lying Southeasterly of the following described line:

Beginning at the point of intersection of the Northeasterly line of said Block 9 and a line which is parallel with and 25 feet Southeasterly of the centerline of the Eastbound main track of the Burlington Northern Railroad, said point of beginning being 64.72 feet Northwesterly of the most Easterly corner of said Block 9; thence Northeasterly along said line which is parallel with and 25 feet Southeasterly of the centerline of the Eastbound main track to a point on the Southwesterly line of Block 10, HOAG'S ADDITION TO MINNEAPOLIS, distant 64.63 feet Northwesterly of the most Southerly corner thereof and said line there terminating.

Said permanent transportation easement is lying 9.00 feet northwesterly of and 15.00 southeasterly of the following line: Commencing at the most Easterly corner of said Block 9; thence on an assumed bearing of North 45 degrees 01 minutes 36 seconds West, along the northeasterly line of said Block 9, a distance of 17.89 feet to the point of beginning of the line to be described; thence northeasterly along a non-tangential curve concave to the southeast, said curve having a radius of 1000.00, a central angle of 00 degrees 15 minutes 28 seconds and a chord bearing of North 44 degrees 56 minutes 05 seconds East for a distance of 4.50 feet; thence North 45 degrees 03 minutes 49 seconds East, tangent to said curve, a distance of 77.95 feet to the Southwesterly line of said Block 10 and said line there terminating.

Together with a 21.00 foot wide temporary easement for construction purposes that lies southeasterly of and adjoining said permanent easement.

Said temporary easement to expire on: December 31, 2010.

The sidelines of said easements should be prolonged or shortened to intersect said northeasterly line of Block 9 and its southeasterly extension and said southwesterly line of Block 10 and its southeasterly extension.

Duddy Limited Partnership

(abandoned Fourth Street North to Washington - Torrens)

A permanent easement for transportation purposes and related facilities, including, without limitation, rail, bus, bicycle, road and foot travel, the location of utility and communication facilities, including fiber optic lines, and for other future transportation and public facilities over, under and across those portions of Blocks 10, 57 and 58, HOAG'S ADDITION TO MINNEAPOLIS; and those portions of Blocks 57 and 58, TOWN OF MINNEAPOLIS; and those portions of Blocks 19, 21 and 22 in BRADFORD AND LEWIS ADDITION TO MINNEAPOLIS; together with those portions of abandoned alleys, abandoned Fourth Avenue North and abandoned Third Street North all described as follows:

Lot 3, said Block 57; Lot 6, said Block 10, all in HOAG'S ADDITION TO MINNEAPOLIS;

Those portions of Lots 4 and 5, said Block 10, lying Southeasterly of a line drawn parallel with and 25 feet Southeasterly of the East Bound track of the Burlington Northern Railroad, which lies Southwesterly from the Northeasterly right-of-way of Interstate Highway No. 94;

The Northwesterly 62 feet of said Block 58, the Southeasterly line of said Northwesterly 62 feet is prolonged to terminate on the Northeasterly line of said Block 58; That part of Lot 10, Block 58, TOWN OF MINNEAPOLIS, shown as Block 21 in the plat of BRADFORD AND LEWIS ADDITION TO MINNEAPOLIS;

Together with that part of said abandoned Fourth Avenue North lying between a line drawn northerly from the most Northerly corner of said Block 21, to the most easterly corner of said Block 19 and the Northeasterly right-of-way line of Interstate Highway No. 94;

Lots 1, 3 and 10; that part of Lot 2 lying Southeasterly of the Northwesterly 23.3 feet of said Lot 2; that part of Lot 9 lying Southeasterly of the Northwesterly 22 feet of said Lot 9, all in said Block 57, TOWN OF MINNEAPOLIS;

Those portions of Lots 2, 15 and 16, Block 22, Bradford and Lewis Addition to Minneapolis and that part of said Lot 5, Block 19, HOAG'S ADDITION TO MINNEAPOLIS lying Northeasterly of the Northeasterly right-of-way line of Interstate Highway No. 94, together with that part of adjoining abandoned alleys in said Blocks 10 and 22, all which lie Southeasterly of a line hereinafter referred to as "Line A" and described as follows:

Beginning at a point on the Southwesterly line of said Block 10, distant 29.27 feet Northwesterly from the most Southerly corner of said Block 10; thence Northeasterly along a straight line to a point in the Southwesterly line of said Block 22, distant 107.48 feet Northwesterly from the most Southerly corner of said Block 22; thence Northeasterly along the prolongation of the last described line 105.27 feet; thence Northeasterly along a non-tangential curve concave to the South having a radius of 1875.86 feet, the chord of said curve is measured 13 degrees 24 minutes 52 seconds to the right from said prolongation of the last described line to the Northeasterly line of said Block 22 and said "Line A" there terminating.

Lot 12, Block 19; Lot 1, Block 22; all in BRADFORD AND LEWIS ADDITION TO MINNEAPOLIS;

That part of abandoned Third Street North lying between "Line A" and a line described as beginning at the most Southerly corner of Lot 1, Block 57, TOWN OF MINNEAPOLIS; thence along the Southwesterly extension of the Southeasterly line of said Lot 1 to the center line of said street; thence Northwesterly along said center line to the Northeasterly prolongation of a line drawn Northeasterly from a point on the Southwesterly line of Block 58, HOAG'S ADDITION TO MINNEAPOLIS distant 293.1 feet Northwesterly from the most Southerly corner of said Block 58 to a point on the Northwesterly extension of the Northeasterly line of said Block 58 distant 290.15 feet Northwesterly from the most Easterly corner of said Block 58; thence Southwesterly along the last described line to said Northwesterly extension and there terminating;

Together with that part of said abandoned Third Street North lying Northeasterly of the center line of said street which lies between the Southwesterly extension of the Southeasterly line of the Northwesterly 23.3 feet of Lot 2, said Block 57 and the Southwesterly extension of the Southeasterly line of Lot 3, Block 57, TOWN OF MINNEAPOLIS to said center line and there terminating.

That part of Northeasterly half of the abandoned alley in Block 57, TOWN OF MINNEAPOLIS lying Northwesterly of the Southwesterly extension of the Southeasterly line of the Northwesterly 22 feet of Lot 9, in said Block 57, together with that part of the Southwesterly half of said abandoned alley lying Northwesterly of the Northeasterly extension of the Southeasterly line of the Northwesterly 23.3 feet of Lot 2, said Block 57.

Being registered land as evidenced by Certificate of Title No. 1032399.

Said permanent easement is lying 9.00 feet northwesterly of and 15.00 feet southeasterly of the following described line: Commencing at the most southerly corner of said Block 10; thence North 45 degrees 01 minutes 39 seconds West, assumed bearing along the southwesterly line of said Block 10, a distance of 17.87 feet to the point of beginning of the line to be described; thence North 45 degrees 03 minutes 49 seconds East a distance of 88.06 feet; thence northeasterly along a tangential curve concave to the southeast having a radius of 1000.00 feet and a central angle of 01 degrees 08 minutes 45 seconds for a distance of 20.00 feet; thence North 46 degrees 12 minutes 34 seconds East, tangent to said curve a distance of 29.86 feet; thence northeasterly along a tangential curve concave to the northwest having a radius of 1015.00 feet and a central angle of 01 degrees 08 minutes 45 seconds for a distance of 20.30 feet; thence North 45 degrees 03 minutes 49 seconds East, tangent to last described curve, a distance of 33.84 feet and there terminating.

TOGETHER with a permanent transportation easement, over, under and across that part of the above described property which lies 9.00 feet northwesterly of and 14.00 feet southeasterly of the following described line: Beginning at the terminus of the above described line; thence North 45 degrees 03 minutes 49 seconds East, along the prolongation of the above described line; a distance of 366.56 feet; thence northeasterly along a tangential curve concave to the southeast having a radius of 550.00 feet and a central angle of 18 degrees 33 minutes 00 seconds for a distance of 178.07 feet; thence North 63 degrees 36 minutes 51 seconds East a distance of 30.17 feet to the northeasterly line of said Block 22 and said line there terminating.

Together with a 21.00 foot wide temporary easement for construction purposes lying southeasterly of and adjoining said permanent easement.

Said temporary easement to expire on: December 31, 2010.

The sidelines of said easements should be prolonged or shortened to intersect said Southwesterly line of Block 10 and its southeasterly extension and said Northeasterly line of Block 22 and its southeasterly extension.

PARCEL 18

***Best Price Properties, Inc.
326 Washington Avenue North***

Property Identification No. 22-029-24-13-0126

A permanent easement for trail purposes over, under and across that portion of Block 33, Town of Minneapolis, Minnesota together with the 16.0 foot wide alley within said Block, described as follows:

Beginning at the most Westerly corner of said Block 33; thence Northeasterly along the Northwesternly line thereof a distance of 120.00 feet; thence Northeasterly along a straight line to a point on the Northeasterly line of said Block 33 distant 75.0 feet Southeasterly of the most Northerly corner of said Block 33, as measured along the Northeasterly line thereof; thence Southeasterly along said Northeasterly line a distance of 15.00 feet to a line drawn parallel with and distant 24.00 feet Southeasterly of, as measured at right angles to, the Northwesternly line of Lot 9, said Block 33; thence Southwesterly parallel with the Northwesternly line of said Lot 9 to a point on the Southwesterly line of said Block 33; thence Northwesternly along said Southwesterly line to the point of beginning. Excepting therefrom: That portion of Block 33, Town of Minneapolis, Minnesota together with the 16.0 foot wide alley within said Block, described as follows:

Commencing at the most Westerly corner of said Block 33; thence Northeasterly along the Northwesternly line thereof a distance of 120.00 feet to the True Point of Beginning of the parcel to be described; thence Northeasterly along a straight line to a point on the Northeasterly line of said Block 33 distant 75.0 feet Southeasterly of the most Northerly corner of said Block 33, as measured along the Northeasterly line thereof; thence Southeasterly along said Northeasterly line a distance of 13.55 feet; thence Southwesterly along a straight line to the point of intersection with said Northwesternly line of Block 33 distant 80.66 feet Northeasterly from the most Westerly corner of Block 33, thence Northeasterly along said Northwesternly line to the True Point of Beginning.

AND

All that portion of Lots 2 and 9, Block 33, TOWN OF MINNEAPOLIS, Hennepin County, Minnesota lying between two lines drawn parallel with and distant respectively 24 feet and 39 feet Southerly of the Northwesterly line of said lots.

Said permanent easement lies 10.00 feet on both sides of the following described line:

Commencing at the most Westerly Corner of said Block 33; thence on an assumed bearing North 44 degrees 35 minutes 51 seconds East, along the Northwesterly line of said Block 33, a distance of 66.11 feet to the point of beginning; thence North 63 degrees 36 minutes 51 seconds East a distance of 195.22 feet; thence Northeasterly along a tangential curve concave to the southeast having a radius of 15,000.00 feet and a central angle of 00 degrees 12 minutes 27 seconds for a distance of 54.30 feet; thence North 63 degrees 49 minutes 17 seconds East, tangent to said curve, for a distance of 41.63 feet to the Northeasterly line of said Block 33 and said line there terminating.

Together with a temporary easement for construction purposes that lies 6.50 feet southerly of and adjoining said permanent easement.

The side lines of said easements should be prolonged or shortened to intersect the Northwesterly and Northeasterly lines of said Block 33.

Said temporary easement will expire on: December 31, 2010.

Certified as an official action of the City Council: *PM*

RECORD OF COUNCIL VOTE (X INDICATES VOTE)													
COUNCIL MEMBER	AYE	NAY	NOT VOTING	ABSENT	VOTE TO OVERRIDE	VOTE TO SUSTAIN	COUNCIL MEMBER	AYE	NAY	NOT VOTING	ABSENT	VOTE TO OVERRIDE	VOTE TO SUSTAIN
Ostrow	X						Glidden	X					
Gordon	X						Schiff	X					
Hofstede	X						Remington	X					
Johnson	X						Benson				X		
Samuels	X						Colvin Roy	X					
Lilligren	X						Hodges	X					
Goodman	X												

ADOPTED MAR 6 2009
DATE
ATTEST *[Signature]*
CITY CLERK

APPROVED NOT APPROVED VETOED
MAR 10 2009
MAYOR RYBAR DATE