

Exhibit C

SPACE ABOVE THIS LINE FOR RECORDER'S USE

**PREPARED BY AND WHEN
RECORDED MAIL TO:
Sherman Associates, Inc.
233 Park Avenue South
Suite 201
Minneapolis, MN 55415**

GRANT OF TEMPORARY UTILITY EASEMENT

THIS GRANT OF TEMPORARY UTILITY EASEMENT (this "Grant") is given as of the ____ day of July, 2012, by **WEST SIDE FLATS URBAN DEVELOPMENT LLC**, a Minnesota limited liability company ("West Side Flats), and the **CITY OF SAINT PAUL, MINNESOTA**, a public body corporate and politic of the State of Minnesota (the "City") for the benefit of **NORTHERN STATES POWER COMPANY, d.b.a. XCEL ENERGY** ("Xcel Energy")

RECITALS

A. West Side Flats and the City are fee owners of certain real property located in the City of Saint Paul, Ramsey County, Minnesota ("West Side Flats Property") which is encumbered by certain easements for the transmission and distribution of electricity and the transmission and distribution of gas, including dedicated right-of-ways in Water Street and Starkey Street, a street and utility easement for Levee Road, and certain rights for the protection of these lines which are not covered by recorded easements, as shown on Exhibit A attached hereto (the "Existing Easements") for certain electric and gas facilities (the "Existing Utility Facilities").

B. West Side Flats plans to redevelop part of the West Side Flats Property into an apartment project, with parking and related improvements (the "West Side Flats Improvements"), and in connection with such redevelopment, West Side Flats will relocate the Existing Easements.

C. In consideration of Xcel Energy's agreement to release the Existing Easements and allow for the relocation of the Existing Easements (the "Relocated Easements"), West Side Flats and the City have agreed to create and grant temporary non-exclusive easements (the "Temporary Easements") allowing the Existing Facilities to remain in their current locations as depicted on Exhibit B attached hereto (the "Temporary Easement Areas") pursuant to the terms and conditions of this Agreement.

NOW, THEREFORE, in consideration of the foregoing recitals and other good and valuable consideration, the receipt of which is hereby acknowledged, West Side Flats and the City agree as follows.

ARTICLE 1

DEFINITIONS

Terms defined in the recitals of this Grant shall have the meanings set forth therein.

ARTICLE 2

EASEMENT

2.1 **Grant of Easement.** West Side Flats and the City hereby grant Temporary Easements for the benefit of Xcel Energy over and upon the Temporary Easement Areas, subject to the terms and conditions set forth herein.

2.2 **Duration of Easement.** The Temporary Easements shall terminate on the date that the Relocated Easements are operational, as evidenced by a Termination of Temporary Utility Easement executed by West Side Flats and the City and recorded in the real estate records of Ramsey County, Minnesota.

2.3 **Release of Easements.** Xcel Energy has consented to the vacation of the Existing Easements and thus the Existing Easements are released.

ARTICLE 3

GENERAL PROVISIONS

3.1 **Time.** Time is of the essence of this Agreement and each and all of its provisions.

3.2 **Law Applicable.** This Grant shall be governed by and construed under the laws of the state of Minnesota.

3.3 **Counterparts.** This Grant may be executed in counterparts, each of which shall constitute an original and all of which together shall constitute one and the same instrument.

[The remainder of this page has been left blank intentionally.
Signature pages follow.]

**SIGNATURE PAGE TO
GRANT OF TEMPORARY UTILITY EASEMENT**

IN WITNESS WHEREOF, the undersigned has caused this Agreement to be made as of the day and year first above written.

**WEST SIDE FLATS URBAN DEVELOPMENT
LLC, a Minnesota limited liability company**

By: _____
Name: George E. Sherman
Its: President and Chief Manager

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

This instrument was acknowledged before me this ____ day of July, 2012, by George E. Sherman, President and Chief Manager of West Side Flats Urban Development LLC, a Minnesota limited liability company, on behalf of the limited liability company.

Notary Public

**SIGNATURE PAGE TO
GRANT OF TEMPORARY UTILITY EASEMENT**

IN WITNESS WHEREOF, the undersigned has caused this Agreement to be made as of the day and year first above written.

CITY OF SAINT PAUL, MINNESOTA

By: _____
Its: Mayor

By: _____
Its: City Clerk

By: _____
Its: Director of the Office of Financial Services

Approved as to form

Assistant County Attorney

STATE OF MINNESOTA)
) ss
COUNTY OF RAMSEY)

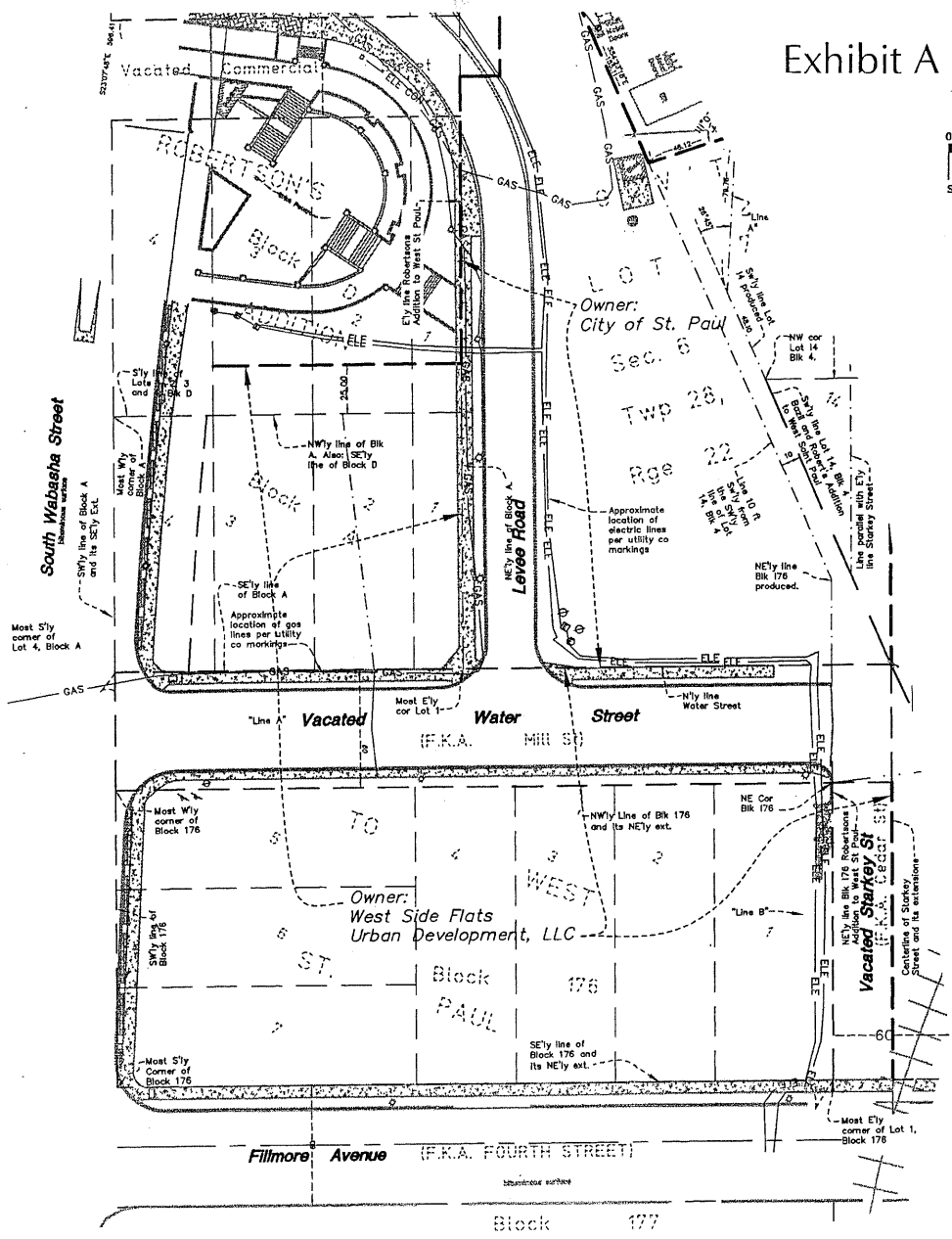
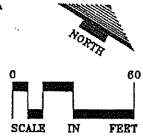
This instrument was acknowledged before me this ____ day of July, 2012, by _____, _____ and _____ the _____, _____ and _____, respectively, of the City of Saint Paul, Minnesota, a public body corporate and politic organized and existing under the laws of the State of Minnesota, on behalf of the City.

Notary Public

EXHIBIT A

Depiction of Utility Facilities

Exhibit A



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Project Name: **West Side Flats**

St. Paul, Minnesota

Owner/Developer: **Sherman Associates**
 233 Park Ave S
 Suite 201
 Minneapolis, MN 55415

Professional Services:

LOU KS ASSOCIATES
 Planning • Civil Engineering • Land Surveying
 Landscape Architecture • Environmental
 7300 Hennick Lane - Suite 300
 Maple Grove, Minnesota 55126
 Telephone: (763) 438-5555
 www.louksassociates.com

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CAAD Qualification:

SEVEN (7) ENERGY ENGINEERS USE A

Proposed Utility Easement for Xcel Energy

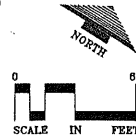
Project No.: **03148C**

Sheet No.: **1 of 2**

EXHIBIT B

Temporary Easement Areas

Exhibit B



Proposed Legal Description for the
Temporary Xcel Energy Easement
Across Part of West Side Flats

(May 23, 2012)

An easement for utility purposes over, under and across those parts of the following described property:

Lots 1, 2, 3 and 4, Block A, ROBERTSON'S ADDITION TO WEST ST. PAUL, according to the recorded plat thereof, Ramsey County, Minnesota;

Together with:

The southeasterly 25.00 feet of Lot 1, Block D, said ROBERTSON'S ADDITION TO WEST ST. PAUL;

Together with:

Lot 1, Block 176, said ROBERTSON'S ADDITION TO WEST ST. PAUL;

Together with:

Vacated Water Street and Starkey Street, originally dedicated as Mill Street and Cedar Street in said ROBERTSON'S ADDITION TO WEST ST. PAUL;

Together with:

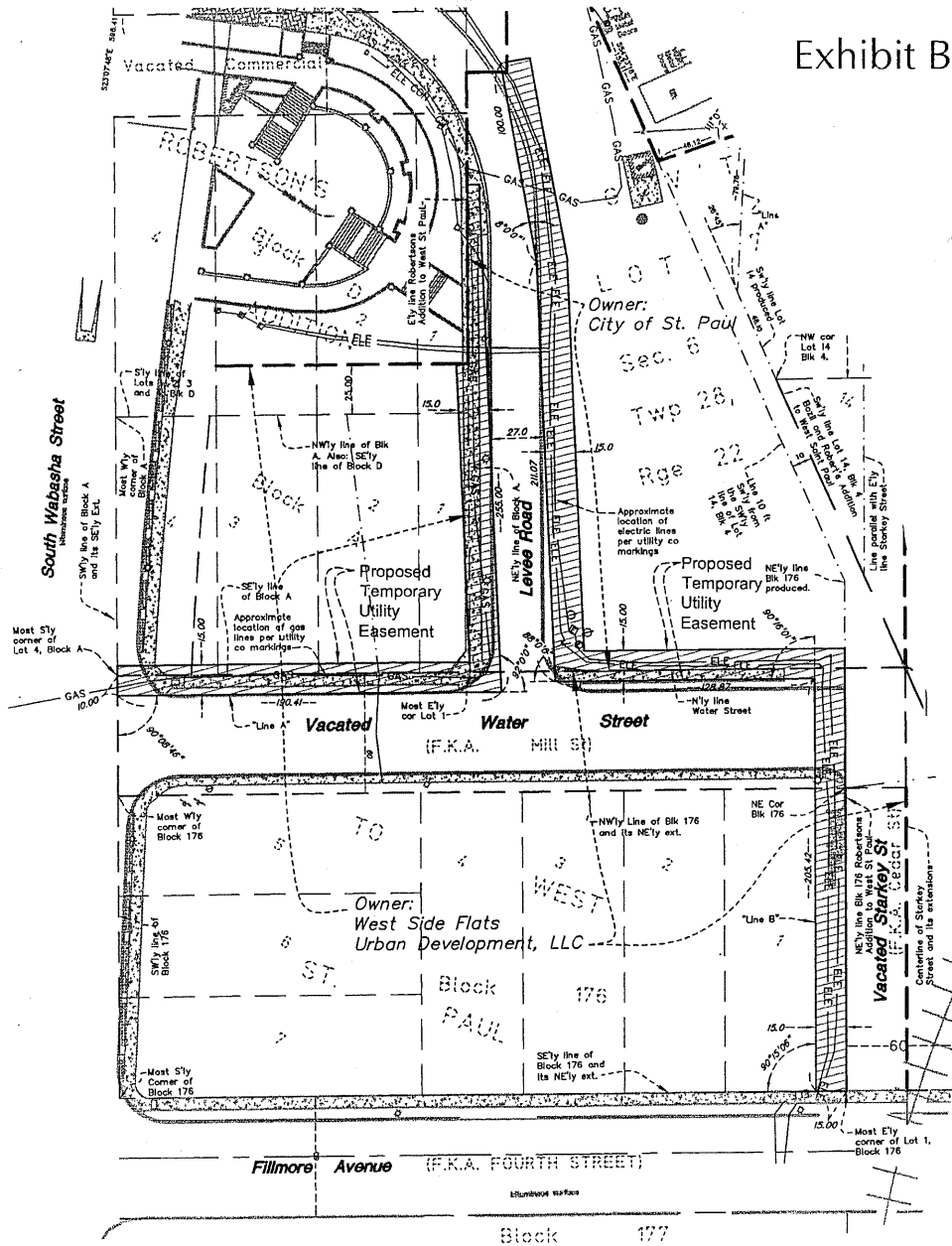
Government Lot Seven (7) in Section Six (6), Township Twenty-eight (28), Range Twenty-two (22), said Ramsey County,

Said easement being a 15.00 foot wide strip of land, the southeasterly and northeasterly lines of which are described as the following "Line A":

"Line A" is described as commencing at the most southerly corner of Lot 4, said Block A; thence southeasterly, along the southeasterly extension of the southwesterly line of said Block A, a distance of 10.00 feet to the point of beginning of "Line A" to be described; thence northeasterly, deflecting to the left 90 degrees 08 minutes 46 seconds, a distance of 190.41 feet; thence northwesterly, deflecting to the left 92 degrees 00 minutes 00 seconds, a distance of 255.00 feet and said "Line A" there terminating.

Together with an easement for utility purposes over, under and across those parts of the above described property, said easement being a 15.00 foot wide strip of land, the southwesterly, southeasterly and southwestwesterly lines of which are described as the following "Line B":

"Line B" is described as commencing at the most easterly corner of Lot 1, said Block 176; thence southwesterly, along the southeasterly line of said Block 176, a distance of 15.00 feet to the point of beginning of "Line B" to be described; thence northwesterly, deflecting to the right 90 degrees 15 minutes 06 seconds, a distance of 205.42 feet; thence southwesterly, deflecting to the left 90 degrees 16 minutes 01 seconds, a distance of 128.87 feet; thence northwesterly, deflecting to the right 88 degrees 00 minutes 00 seconds, a distance of 211.07 feet; thence northwesterly, deflecting to the left 8 degrees 00 minutes 00 seconds, a distance of 100.00 feet and said "Line B" there terminating.



Project Name:	
West Side Flats	
St. Paul, Minnesota	
Owner/Developer:	
Sherman Associates	
233 Park Ave S Suite 201 Minneapolis, MN 55415	
Professional Services:	
Planning - Civil Engineering - Land Surveying Landscape Architecture - Environmental	
7300 Hennepin Lane - Suite 300 Maple Grove, Minnesota 55067 Telephone: (763) 424-5422 www.LouksAssociates.com	
CADIS Qualification:	
<p>I hereby certify that this survey, plan or report was prepared by me or under my direct supervision and that I am a duly registered Land Surveyor in the State of Minnesota.</p>	
<p>Richard L. Louks, PLS 28724 License No. 5-2412 Date</p>	
Quality Control:	
<p>Checked by: RLL Drawn by: TMB</p>	
Vicinity Map:	
Sheet Title:	
Proposed Utility Easement for Xcel Energy	
Project No.:	03148C
Sheet No.:	