

(Reserved for Recording Data)

CONSENT OF BOARD OF WATER COMMISSIONERS
OF THE CITY OF SAINT PAUL

THIS CONSENT (this "Consent") is executed as of the 10th day of May, 2016, by the BOARD OF WATER COMMISSIONERS OF THE CITY OF SAINT PAUL, a Minnesota municipal corporation (the "Board").

RECITALS

WHEREAS, ECC White Bear Avenue LLC ("Assignor"), Sibley Cove Limited Partnership, Chung Hing Wong and Lan Tu Wong, and the Board are parties to an Agreement dated February 10, 2015 and recorded with the Ramsey County, Minnesota Recorder as Document No. A04550472 (the "Agreement"), which Agreement concerns the construction and ongoing maintenance and repair of a private water main on certain real property located in Maplewood, Ramsey County, Minnesota and more particularly described in the Agreement (the "Property"); and

WHEREAS, pursuant to the terms of Section 9 of the Agreement, Assignor has requested that the Board consent to the conveyance by Assignor of the Property and all improvements located thereon to AEI National Income Property Fund VIII LP, a Minnesota limited partnership (the "Assignee"), as well as the assignment by Assignor to Assignee of all rights, duties, obligations and benefits of Assignor under the Agreement, and the assumption by Assignee of such rights, duties, obligations and benefits.

NOW, THEREFORE, in consideration of the agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Board hereby executes this Consent for the purpose of evidencing its consent to and approval of 1) the conveyance by Assignor to Assignee of the Property and all improvements located thereon, and 2) the assignment by Assignor to Assignee of all rights, duties, obligations and benefits of Assignor under the Agreement, and 3) the assumption by Assignee of such rights, duties, obligations and benefits.

[Signature Page Follows]

IN WITNESS WHEREOF, the Board has executed this Consent as of the day and year indicated above.

APPROVED:

**BOARD OF WATER COMMISSIONERS
OF THE CITY OF SAINT PAUL**

By _____
Stephen P. Schneider, General Manager

By _____
Matt Anfang, President

Approved as to form:

By _____
Assistant City Attorney

By _____
Mollie Gagnelius, Secretary

By _____
Todd Hurley, Director
Office of Financial Services

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

The foregoing instrument was acknowledged before me this ____ day of _____, 2016, by Matt Anfang, President of the Board of Water Commissioners, a Minnesota municipal corporation, on behalf of the corporation.

NOTARIAL STAMP OR SEAL (OR OTHER TITLE OR RANK)

SIGNATURE OF NOTARY PUBLIC OR OTHER OFFICIAL

Check here if part or all of the land is Registered (Torrens) ☒

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

The foregoing instrument was acknowledged before me this ____ day of _____, 2016, by Mollie Gagnelius, Secretary of the Board of Water Commissioners, a Minnesota municipal corporation, on behalf of the corporation.

NOTARIAL STAMP OR SEAL (OR OTHER TITLE OR RANK)

SIGNATURE OF NOTARY PUBLIC OR OTHER OFFICIAL

Check here if part or all of the land is Registered (Torrens) ☒

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

The foregoing instrument was acknowledged before me this ____ day of _____, 2016, by Todd Hurley, Director, Office of Financial Services of the Board of Water Commissioners, a Minnesota municipal corporation, on behalf of the corporation.

NOTARIAL STAMP OR SEAL (OR OTHER TITLE OR RANK)

SIGNATURE OF NOTARY PUBLIC OR OTHER OFFICIAL

Check here if part or all of the land is Registered (Torrens) ☒