

MEMORANDUM OF

PHASE 2 PLAZA LICENSE, OPERATIONS AND MAINTENANCE AGREEMENT

THIS MEMORANDUM OF PHASE 2 PLAZA LICENSE, OPERATIONS AND MAINTENANCE AGREEMENT (“Memorandum”) is made and entered into as of this ____ day of _____, 2025, by and between ECOLAB USA INC., a Delaware corporation (“Ecolab”) and City of Saint Paul, a municipal corporation of the state of Minnesota (“City”).

1. Ecolab is fee owner of certain real property situated in the City, commonly known as Ecolab Global Headquarters and legally described in Exhibit A (the “Ecolab Global Headquarters”).
2. City operates and owns certain real property situated in the City, commonly known as Hamm Plaza and legally described in Exhibit B (the “Plaza Property”).
3. Ecolab and City have executed a Phase 2 Plaza License, Operations and Maintenance Agreement dated _____, 2025 (the “License Agreement”) for the benefit of the Ecolab Global Headquarters and a portion of the Plaza Property.
4. Pursuant to the License Agreement, Ecolab and the City have certain rights and obligations related to the Plaza Property, as more particularly set forth in the License Agreement.
5. All of the terms, conditions, provisions, and covenants of the License Agreement are incorporated into this Memorandum by reference as though fully set forth herein, and the License Agreement and this Memorandum shall be deemed to constitute a single instrument or document.
6. This Memorandum has been entered into by Ecolab and the City for purposes of recordation in the real property records of Ramsey County, Minnesota to provide notice to third parties of the License Agreement and nothing contained herein shall be deemed or construed to alter or amend the terms of the License Agreement. In the event of a conflict between this Memorandum and the License Agreement, the License Agreement shall control.
7. The terms and conditions of the License Agreement and this Memorandum are binding upon, and shall inure to the benefit of Ecolab and the City and their respective successors and assigns.

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SIGNATURE PAGE
TO
PHASE 2 MEMORANDUM OF PLAZA LICENSE, OPERATIONS AND MAINTENANCE
AGREEMENT

IN WITNESS WHEREOF, Ecolab and the City have executed this Memorandum as of the date first above written.

ECOLAB USA INC.,
a Delaware corporation

By: _____
Name: Brian Holmes
Title: VP Global Real Estate and Facilities

STATE OF MINNESOTA)
)SS.
COUNTY OF RAMSEY)

The foregoing instrument was acknowledged before me this ____ day of _____, 2025 by Brian Holmes, the VP Global Real Estate and Facilities of Ecolab USA Inc., a Delaware corporation, on behalf of the corporation.

Notary Public

This instrument prepared by and
after recording return to:

Stinson LLP (TMP/jks)
50 South Sixth Street, Suite 2600
Minneapolis, MN 55402

EXHIBIT A
TO
PHASE 2 MEMORANDUM OF PLAZA LICENSE, OPERATIONS AND
MAINTENANCE AGREEMENT

LEGAL DESCRIPTION OF THE ECOLAB GLOBAL HEADQUARTERS

Real property in Ramsey County, Minnesota, legally described as follows:

Parcel 1:

Lots 1 and 2, Block 1, St. Paul Companies, Inc. Headquarters.

Parcel 2:

Outlots D, E, F, G and H, St. Paul Companies, Inc. Headquarters.

EXHIBIT B
TO
PHASE 2 MEMORANDUM OF PLAZA LICENSE, OPERATIONS AND
MAINTENANCE AGREEMENT

LEGAL DESCRIPTION OF THE PLAZA PROPERTY

That portion of land situated in the City of Saint Paul, Ramsey County, Minnesota, containing 11,300 square feet, more or less, as labeled as Ecolab Installation & Maintenance Boundary on the attached exhibit, and lying within the following described parcel and adjoining public ways:

Block 1 (one) of RICE AND IRVINE'S ADDITION TO THE TOWN OF SAINT PAUL, according to the recorded plat thereof, on file and of record in the office of the County Recorder of said Ramsey County;

Also

That part of Ecolab Place (formerly Washington Street, as platted in said RICE AND IRVINE'S ADDITION TO THE TOWN OF SAINT PAUL, according to the recorded plat thereof, Ramsey County, Minnesota), lying northerly of the westerly extension of the south line of said Block 1; Also

That part of Sixth Street (formerly State Street, as platted in said RICE AND IRVINE'S ADDITION TO THE TOWN OF SAINT PAUL, according to the recorded plat thereof, Ramsey County, Minnesota), lying easterly of the west right-of-way line of said Ecolab Place (formerly Washington Street);

Also

That part of Market Street, as platted in said RICE AND IRVINE'S ADDITION TO THE TOWN OF SAINT PAUL, according to the recorded plat thereof, Ramsey County, Minnesota, lying northerly of the easterly extension of the south line of said Block 1;

Also

That part of Saint Peter Street, as platted in TOWN OF ST. PAUL, according to the recorded plat thereof, Ramsey County, Minnesota, lying northwesterly of the northerly right-of-way line of Sixth Street, and lying southeasterly of the southeasterly right-of-way line of Seventh Place (formerly Seventh Street, as platted in said TOWN OF ST. PAUL, according to the recorded plat thereof, Ramsey County, Minnesota).

