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(SPACE ABOVE THIS LINE RESERVED FOR RECORDING INFORMATION)

## **GRANT OF EGRESS EASEMENT**

THIS GRANT OF EGRESS EASEMENT (this "Agreement") is made and entered into as of the \_\_\_\_ day of \_\_\_\_\_, 2016 by DULUTH ECONOMIC DEVELOPMENT AUTHORITY, an economic development authority created and existing under Minnesota Statutes (1989) Chapter 469 ("DEDA"), in favor of NORSHOR THEATRE LLC, a Minnesota limited liability company ("NorShor"), and its successors and assigns.

### **BACKGROUND INFORMATION**

- A. DEDA is the owner of the real property located in the City of Duluth, Minnesota commonly known as the Temple Opera Building, which is legally described as:

Tract A, Registered Land Survey No. 132, St. Louis County, Minnesota (referred to herein as the "Temple Opera Parcel").

- B. NorShor is the owner of the real property located in the City of Duluth, Minnesota commonly known as the NorShor Theatre, which is legally described as:

Tract B, Registered Land Survey No. 132, St. Louis County, Minnesota (referred to herein as the "Theatre Parcel").

- C. The Temple Opera Parcel and the Theatre Parcel abut each other. An exit (the "Theatre Exit") from the building constructed on the Theatre Parcel (the "Theatre") opens into a passageway (the "Passageway") located within the building constructed on the Temple Opera Parcel (the "Temple Opera Building") to exit doors that open into North 2<sup>nd</sup> Avenue East (the "Exterior Doors").

D. The location of the Theatre Exit, the Passageway and the Exterior Doors are depicted on Exhibit A attached hereto. The area on, across or through the Passageway and the Exterior Doors is referred to herein as the "Easement Area."

#### GRANT AND CONDITIONS

For valuable consideration, the sufficiency and receipt of which are hereby acknowledged, DEDA hereby grants to NorShor for the benefit of the Theatre Parcel a perpetual non-exclusive easement for egress on, through or across the Easement Area. NorShor, together with its owners, lessees, licensees, guests and invitees of the Theatre shall be permitted to enter the Easement Area from the Theatre Parcel on, through or across the Easement Area and proceed to exit the Temple Opera Building by way of the Easement at all times.

DEDA, for itself and for its successors and assigns, hereby covenants that it will not modify the Temple Opera Building in any manner that will impede the use of the Easement Area for egress from the Theatre Exit through the Easement Area and to the street through the Exterior Doors. DEDA will maintain the Easement Area at DEDA's expense and will ensure that the Easement Area complies with all applicable building codes, fire codes, and other similar construction and life safety regulations and laws.

The Parties hereby declare that the Theatre Parcel and the Theater thereon, and the Temple Opera Parcel and the Temple Opera Building thereon, are, and will be, held, transferred, sold, conveyed and occupied subject to the easements, restrictions and covenants of this Agreement, which restrictions and covenants will operate as equitable covenants, restrictions and reservations that will run with the Theatre Parcel and the Temple Opera Parcel, be binding on the owner of the Temple Opera Parcel and Temple Opera Building, and all owners having any right, title or interest in the same, their heirs, successors and assigns, and inure to the benefit of the owner of the Theatre Parcel and the Theatre, and all owners having any right, title or interest in the same, their heirs, successors and assigns.

DULUTH ECONOMIC DEVELOPMENT  
AUTHORITY, an economic development  
authority created and existing under  
Minnesota Statutes (1989) Chapter 469

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

STATE OF MINNESOTA  
COUNTY OF ST. LOUIS

} ss.

The foregoing was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 2016, by  
\_\_\_\_\_, the \_\_\_\_\_  
of DULUTH ECONOMIC DEVELOPMENT AUTHORITY, an economic development  
authority created and existing under Minnesota Statutes (1989) Chapter 469, on behalf of  
the authority.

\_\_\_\_\_  
Notary Public

THIS INSTRUMENT WAS DRAFTED BY:

Sherman Associates, Inc.  
233 Park Avenue South, Suite 201  
Minneapolis, MN 55415  
(612) 332-3000

**EXHIBIT A**  
**GRANT OF EGRESS EASEMENT**

Depiction of Easement Area