

FIRST AMENDMENT TO USE AND MAINTENANCE AGREEMENT

THIS FIRST AMENDMENT TO USE AND MAINTENANCE AGREEMENT (the “**Amendment**”) is made and entered into as of this ____ day of _____, 20__ (“**Effective Date**”), by and between Milwaukee Public Schools, a public school district organized and existing under Wis. Stat. chapter 119 and the Constitution of the State of Wisconsin (“**MPS**”), and Boys & Girls Clubs of Greater Milwaukee, Inc., a Wisconsin nonstock corporation (“**BGC**”). MPS and BGC are each a “**Party**”; together, they are the “**Parties.**”

RECITALS:

WHEREAS, MPS and BGC entered into that certain Use and Maintenance Agreement Concerning the New Addition and Existing Facility effective as of June 21, 2004 (the “**Agreement**”) pertaining to certain real property and improvements located at 2430 West Rogers Street and 2404 West Rogers Street, in Milwaukee, Wisconsin, as further described in the Agreement; and

WHEREAS, MPS and BGC now desire to amend the Agreement to extend the time for the Parties to further negotiate the Capital and Ordinary Maintenance Expenses as hereinafter more specifically set forth.

NOW, THEREFORE, in consideration of the agreements hereinafter set forth and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. **Recitals and Definitions.** The foregoing recital of facts is hereby incorporated herein to the same extent as if hereinafter fully set forth. Capitalized terms used herein and not otherwise defined shall have the same meaning as provided in the Agreement.

2. **The First Capital and Ordinary Maintenance Expenses Negotiation Period.** The first Capital and Ordinary Maintenance Expenses negotiation period, as considered in Article VI § 2(a) of the Agreement and beginning on the eighteenth (18th) anniversary of the Agreement’s Commencement Date (the “First Negotiation Period”), is hereby extended and shall expire on December 31, 2023 at 11:59 p.m. (CST).

3. **Other Terms and Conditions.** Except as specifically modified or amended herein, all other terms and conditions of the Agreement, as amended by this Amendment, shall remain in full force and effect. In the event of a conflict between the terms and conditions of the Agreement and the terms and conditions of this Amendment, the terms and conditions of this Amendment shall control.

4. **Counterparts.** This Amendment may be executed in counterparts. Each executed counterpart of this Amendment will constitute an original document, and all executed counterparts, together, will constitute the same agreement.

5. **Governing Law.** This Amendment shall be governed by and construed in accordance with the laws of the State of Wisconsin.

6. **Severability.** If any term or provision of this Amendment is held invalid or unenforceable, then the remaining terms and provisions of this Amendment shall be affected thereby, but each remaining term and provision shall be valid.

[Signature Page Follows]

IN WITNESS WHEREOF, the Parties have caused this Amendment to be duly executed and delivered as of the Effective Date.

**MILWAUKEE BOARD OF
SCHOOL DIRECTORS**

Marva Herndon
President, Milwaukee Board of School Directors

Date

Keith P. Posley, Ed.D.
Superintendent of Schools

Date

**BOYS & GIRLS CLUB OF
GREATER MILWAUKEE, INC.**

Phil Salter
Director of Risk Management

Date