



SEQUENCE: 20163650672  
No. Pages: 5  
12/30/2016 2:31 PM

F. ANN RODRIGUEZ, RECORDER  
Recorded By: LW(e-recording)



**When Recorded Return To:**

Mark L. Collins, Esq.  
GUST ROSENFELD P.L.C.  
One South Church Avenue  
Suite 1900  
Tucson, Arizona 85701-1627

**MEMORANDUM OF LEASE**

THIS MEMORANDUM OF LEASE is entered into this 30<sup>th</sup> day of December, 2016, by, between and among Rio Nuevo Multipurpose Facilities District, a special taxing district of the State of Arizona (the "**District**"), Mission District Partners, an Arizona limited liability company ("**MDP**"), and The Gadsden Company, LLC, an Arizona limited liability company ("**Gadsden**"). References herein to Gadsden shall mean and include MDP and/or Gadsden, as the context and circumstances require. MDP, Gadsden and the District may collectively be referred to as the "**Parties**" or each, individually, as a "**Party**."

The District and Gadsden hereby give notice that they have entered into that certain Purchase/Lease/Option Agreement, effective as of August 4, 2016, and that certain Addendum to Purchase/Lease/Option Agreement, effective as of December 30, 2016 (collectively, the "**Agreement**").

The Agreement contains a Lease (the "**Lease**") wherein the District is leasing to Gadsden the real property described in Exhibit A attached hereto (the "**Property**") under the terms and conditions set forth in the Agreement.

The term of the Lease is eighteen (18) years, commencing on September 13, 2016 and expiring on September 13, 2034.

The Agreement contains an option whereby Gadsden may purchase the Property from the District under the terms and conditions set forth therein and which may be exercised at any time during the term of the Lease.

Further information concerning the Agreement, including the Lease, and the Parties' rights and obligations thereunder may be obtained from counsel for the parties at the following addresses:

**When Recorded Return To:**

Mark L. Collins, Esq.  
GUST ROSENFELD P.L.C.  
One South Church Avenue  
Suite 1900  
Tucson, Arizona 85701-1627

**MEMORANDUM OF LEASE**

THIS MEMORANDUM OF LEASE is entered into this 30<sup>th</sup> day of December, 2016, by, between and among Rio Nuevo Multipurpose Facilities District, a special taxing district of the State of Arizona (the "**District**"), Mission District Partners, an Arizona limited liability company ("**MDP**"), and The Gadsden Company, LLC, an Arizona limited liability company ("**Gadsden**"). References herein to Gadsden shall mean and include MDP and/or Gadsden, as the context and circumstances require. MDP, Gadsden and the District may collectively be referred to as the "**Parties**" or each, individually, as a "**Party**."

The District and Gadsden hereby give notice that they have entered into that certain Purchase/Lease/Option Agreement, effective as of August 4, 2016, and that certain Addendum to Purchase/Lease/Option Agreement, effective as of December 30, 2016 (collectively, the "**Agreement**").

The Agreement contains a Lease (the "**Lease**") wherein the District is leasing to Gadsden the real property described in Exhibit A attached hereto (the "**Property**") under the terms and conditions set forth in the Agreement.

The term of the Lease is eighteen (18) years, commencing on September 13, 2016 and expiring on September 13, 2034.

The Agreement contains an option whereby Gadsden may purchase the Property from the District under the terms and conditions set forth therein and which may be exercised at any time during the term of the Lease.

Further information concerning the Agreement, including the Lease, and the Parties' rights and obligations thereunder may be obtained from counsel for the parties at the following addresses:

Counsel for The District

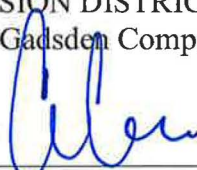
Mark L. Collins, Esq.  
GUST ROSENFELD P.L.C.  
One South Church Avenue  
Suite 1900  
Tucson, Arizona 85701-1627  
(520) 388-4780  
(520) 624-3849(facsimile)

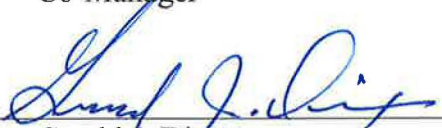
Counsel for Gadsden

Lawrence M. Hecker, Esq.  
HECKER PLLC  
405 West Franklin Street  
Tucson, Arizona 85701-8209  
(520) 798-3803  
(520) 620-0405 (facsimile)

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Lease for the purposes herein expressed the day and year first above written.

MISSION DISTRICT PARTNERS, LLC  
The Gadsden Company, L.L.C., Manager

By:   
Name: Adam Weinstein  
Its: Co-Manager

By:   
Name: Gerald J. Dixon  
Its: Co-Manager

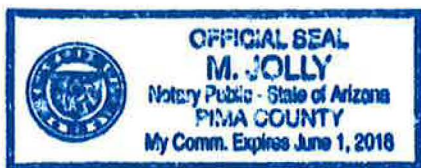
THE GADSDEN COMPANY, LLC

By: [Signature]  
Name: Adam Weinstein  
Its: Co-Manager

By: [Signature]  
Name: Gerald J. Dixon  
Its: Co-Manager

STATE OF ARIZONA     )  
                                  ) ss  
COUNTY OF PIMA     )

SUBSCRIBED AND SWORN to before me this 23 day of December, 2016, by Adam Weinstein, Co-Manager and an authorized representative for Mission District Partners, LLC and The Gadsden Company, LLC, on behalf of said Limited Liability Companies.



[Signature]  
Notary Public


STATE OF ARIZONA     )  
                                  ) ss  
COUNTY OF PIMA     )


SUBSCRIBED AND SWORN to before me this 23 day of December, 2016, by Gerald J. Dixon, Co-Manager and an authorized representative for Mission District Partners, LLC and The Gadsden Company, LLC, on behalf of said Limited Liability Companies.



[Signature]  
Notary Public

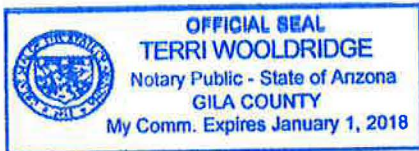
RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT

By:   
Name: Fletcher McCusker  
Its: Chairman

By:   
Name: Mark Irvin  
Its: Secretary

STATE OF ARIZONA       )  
                                      ) ss  
COUNTY OF PIMA       )

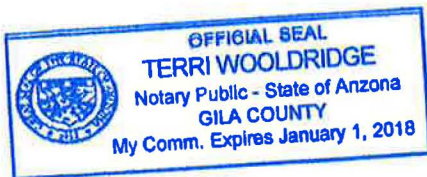
SUBSCRIBED AND SWORN to before me this 29<sup>th</sup> day of December, 2016, by Fletcher McCusker, Chairman and an authorized representative for Rio Nuevo Multipurpose Facilities District, a special taxing district of the State of Arizona.




  
Notary Public

STATE OF ARIZONA       )  
                                      ) ss  
COUNTY OF PIMA       )

SUBSCRIBED AND SWORN to before me this 29<sup>th</sup> day of December, 2016, by Mark Irvin, Secretary and an authorized representative for Rio Nuevo Multipurpose Facilities District, a special taxing district of the State of Arizona.



  
Notary Public



## EXHIBIT A

### DESCRIPTION OF THE REAL PROPERTY

A portion of Block 4 of the MISSION DISTRICT, Blocks 1-5, Common Area "A", a subdivision of record in the office of the Pima County, Arizona Recorder in Sequence No. 20110840249, lying within Section 14, Township 14 South, Range 13 East, Gila and Salt River Meridian, Pima County, Arizona, said portion being more particularly described as follows:

BEGINING at the Northwest corner of said Block 4;

THENCE South 11 degrees 19 minutes 55 seconds East, along the Westerly line of said Block 4, a distance of 262.03 feet to the POINT OF BEGINNING;

THENCE continue along said Westerly line, South 11 degrees 19 minutes 55 seconds a distance of 277.63 feet to the beginning of a tangent curve, concave to the Northeast;

THENCE Southeasterly along said curve to the left, having a radius of 50.00 feet, through a central angle of 24 degrees 23 minutes 49 seconds, the chord of which bears South 23 degrees 31 minutes 48 seconds East, for a distance of 21.13 feet, for an arc length 21.29 feet to the a point of non-tangency on the Southerly line of Block 4;

THENCE North 79 degrees 43 minutes 39 seconds East, along the Southerly line of said Block 4, a distance of 192.41 feet to the beginning of a tangent curve, concave to the Northwest;

THENCE Northeasterly along said curve to the left, having a radius of 25.00 feet, through a central angle of 94 degrees 42 minutes 47 seconds, the chord of which bears North 32 degrees 22 minutes 15 seconds East, for a distance of 36.78 feet, for an arc length 41.33 feet to a point on the Easterly line of said Block 4;

THENCE North 14 degrees 59 minutes 08 seconds West along said Easterly line, a distance of 165.42 feet to the beginnig of a tangent curve, concave to the East;

THENCE Northerly along said curve to the right, having a radius of 423.00 feet, through a central angle of 14 degrees 59 minutes 57 seconds, the chord of which bears North 07 degrees 29 minutes 10 seconds West, for a distance of 110.42 feet, for an arc length 110.73 feet;

THENCE departing said Easterly line South 78 degrees 40 minutes 05 second West a distance of 219.12 feet to the POINT OF BEGINNING.

(jv arb: 41)

**267 South Avenida del Convento, Tucson, AZ 85745.**  
**Tax ID: 116-20-636B**