

INDEMNIFICATION AGREEMENT

THIS AGREEMENT is given this 24th day of June, 2014, by "**Whitney Partners, LLC**", 535 Griswold St., Suite 2650, Detroit, Michigan 48226 as ("**Permittee**") to the City of Detroit, a Municipality, as ("**the City**").

The "**Permittee**", does hereby accept the terms and conditions of the Detroit City Council Resolution granting "**Petition Number 2981**", and agrees to comply with its requirements; and further, that pursuant to said Resolution, "**Permittee**" does hereby agree to defend, indemnify, and hold harmless "**the City**", its officers and employees against and with respect to any and all liabilities, obligations, penalties, losses, damages or injuries (including without limitation any and all actions, suits, proceedings, claims, demands, judgments, costs, and expenses incident thereto) which may be imposed upon, incurred by or asserted against "**the City**" by reason of issuance of permits, or the sole performance or non-performance by the "**Permittee**" of the terms of the permit hereof, or that may arise out of the maintenance of the below described "**Encroachment(s)**" by "**Permittees**" personnel, agents, and employees or assigns; and further, that in accordance with said Resolution, a certified copy of the aforementioned Detroit City Council resolution with a executed Indemnification Agreement will be recorded in the of the Wayne County Register of Deeds. Said "**Encroachment(s)**" upon public rights-of-way, within the City of Detroit, County of Wayne, State of Michigan described as being:

An east-west public alley, 20 feet wide, deeded to the City of Detroit Feb. 19, 1901, in the block bounded by Washington Boulevard, 195 feet wide, Woodward Avenue, 120 feet wide, Clifford Avenue, 60 feet wide, and Park Avenue, 60 feet wide; lying southerly of and abutting the south line of a parcel described as Lots 20 – 23, inclusive, and the vacated alley adjoining, "Plat of Section 8 Governor & Judges Plan", as recorded in Liber 34, Page 543, Deeds, Wayne County Records.

Commonly Known as: 1 Park Avenue
Tax Parcel: 02001867

Which "Encroachment(s)" are more particularly described as follows:

Being three (3) banks of 8.0 ft HP-61 dBA. and 12.0 ft long HP-65 dBA Air Condenser Units lying 3.8 feet and one (1) RTU-66 dBA Air Handling Unit encroaching into said above described public alley 20 feet wide.

The encroachments will not impede pedestrian and vehicular access, nor will it interfere with the maintenance of the public rights-of-way including utility company and Fire Department access, leaving approximately 13.0 feet to 17.0 feet clear space. The requested encroachments are critical in re-developing the Historic David Whitney Building into 105 residential apartments, 135 hotel rooms and ground level retail.

Subject to the Provisions of the "Encroachment(s)" as defined in the Resolution granting "Petition Number 2981", when adopted by Detroit City Council.

IN WITNESS WHEREOF, the "Permittee" has executed and delivered this Agreement.

PERMITTEE:

Witness By:

Meli Gj
[Signature]

"Whitney Partners LLC"

A Michigan Limited Liability Corporation

[Signature]
By: DAVID DIRITA
It's: Authorized Representative

STATE OF MICHIGAN }
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COUNTY OF _____ }

Subscribed and sworn to before me on June 29, 2014 personally appeared, DAVID M. DIRITA of "Whitney Partners LLC", a Michigan Limited Liability Corporation, who executed same on behalf of the entity and acknowledged same to be the free act and deed of the entity

[Signature]

, Notary Public

WILLIAM BOWMAN
Notary Public, State of Michigan
County of Macomb
My Commission Expires 01-14-2016
Acting in the County of WAYNE

County, Michigan

My Commission Expires: _____

Approved by City of Detroit Law Department:

Corporation Counsel

Date