

AMENDMENT 2 (No Cost)

TO

GRANT AGREEMENT NO. 0495-18-07 (GO Bond Funding)

BY AND BETWEEN

LAKE MICHIGAN CARFERRY SERVICE/SS BADGER, MANITOWOC, MANITOWOC COUNTY, WI

AND

CITY OF MANITOWOC, MANITOWOC COUNTY, WI

AND

THE WISCONSIN DEPARTMENT OF TRANSPORTATION

DATED THE 3rd DAY OF December, 2018

This Amendment 2 to Harbor Assistance Program Grant Agreement No. 0495-18-07 dated the 17th day of September, 2018 is made and entered into this 3rd day of December, 2018, by Lake Michigan Carferry Service/ SS Badger ("Company"), the City of Manitowoc (CITY) and the Wisconsin Department of Transportation (WisDOT).

WHEREAS, COMPANY and WisDOT entered into a Grant Agreement dated September 17th, 2018 ("Original Grant Agreement") concerning emergency improvement to the SS Badger ferry docking facility in Manitowoc, as described in Original Grant Agreement; and

WHEREAS, the CITY has incurred the costs related to the emergency improvement and the COMPANY has asked that WisDOT reimbursement the CITY directly.

WHEREAS, the cost eligible for reimbursement under the original Grant Agreement as described in Section 3.3 Eligible Costs are costs incurred by COMPANY in the completion of any work under Section 2.2(a), (b), or (c) and Attachment II, however the actual costs are incurred by the CITY directly under this work as agreed to separately by the CITY and COMPANY; and

NOW THEREFORE, the parties do hereby mutually agree as follows: WisDOT will reimburse the CITY directly for costs incurred by the CITY as agreed to by these parties on the condition that the CITY agrees to the requirements for reimbursement outlined in the original agreement. This change in reimbursement procedures does not change any of the other obligations or requirements of the original Grant Agreement.

IN WITNESS WHEREOF, the parties have caused this Amendment 2 to Grant Agreement No. 0495-18-07 to be executed by their duly authorized officers.

Witness:

S. Vanderweil

LAKE MICHIGAN CARFERRY SERVICE/ SS BADGER

By: Pat McCarty

Title: Vice President

Date: 11/30/2018

Witness:

W. J. [Signature]

WISCONSIN DEPARTMENT OF TRANSPORTATION

By: Lisa A. Stern

Lisa A. Stern, P.E.

Title: Chief of Railroads & Harbors

Date: 12-3-2018

Witness:

Debra [Signature]

CITY OF MANITOWOC

By: Jim M. [Signature]

Title: Mayor

Date: 11/28/18