

Exhibit B6d(ii) Memorandum of Understanding: MCYHA

Memorandum of Understanding

A motion was made by Steve Crane and seconded by Andy Hubbard to authorize The Mason City Youth Hockey Executive Board of directors to execute a Memorandum of Understanding with the City of Mason City, Iowa for the purpose of constructing a multi-purpose event center. The terms of said agreement shall include the following:

1. Mason City Youth Hockey(MCYH) will cover the costs of all Ice equipment
 - a. Design should include usage of the new cooling tower(with credit given to MCYH for its value)
 - b. Any other items that's that can be re-used from the current ice operation will be provided by MCYH (with credit given for their value)
2. In addition to covering costs associated with the ice equipment MCYH will provide 500k in cash funding.
3. Items 1 & 2 shall not exceed 2 million dollars total.
4. MCYH will oversee/operate/manage ice operation during ice season.
5. Jr. Hockey team (NI Bulls/etc.) shall be a tenant of MCYH.
6. Ongoing fees (lease payments) shall be comparable to current financials of MCYH.
7. MCYH will be leading a capital campaign and will have exclusive rights to "sell" sponsorships for all interior signage/scoreboards/Zamboni/suites/etc. during the ice season. And, MCYH requests the rights to "sell" the naming-rights to the building.
8. On-going maintenance of the Ice Making equipment shall be a responsibility of MCYH, provided that the provision required by item #6 has been faithfully met. Access shall be granted to MCYH, as necessary, in the off-season to make needed repairs.
9. Arena shall be billed as a "multi-purpose" or "civic center"-and not specifically an ice arena.
10. Liquor License is negotiable. However, liquor proceeds should be used to fund the building project and its on-going maintenance.
11. MCYH will provide daily "public" use/access.
12. MCYH's investment must be protected for the long-term (35-40 +years). (i.e. protected from ownership changes/protected from unplanned lease increases/etc.).
13. MCYH board of directors agree to publicly support the project and be vocal proponents of its construction.
14. Ice season may be as long as Sept. 1st -May 1st. However, in most cases ice would be needed from mid-September through the first week of April.

This memorandum of understanding isn't intended to be all inclusive. It frames the basic needs of MCYH and its willingness to contribute financially to the project. As other issues arise and as a long-term lease is negotiated we assume a good faith effort will be made by MCYH and the City of Mason City to protect the best interests of Youth Hockey in North Iowa.

The motion was voted on this day, February 3, 2015. The motion Carried 10-0.

Amy Gravel
Secretary, MCYH