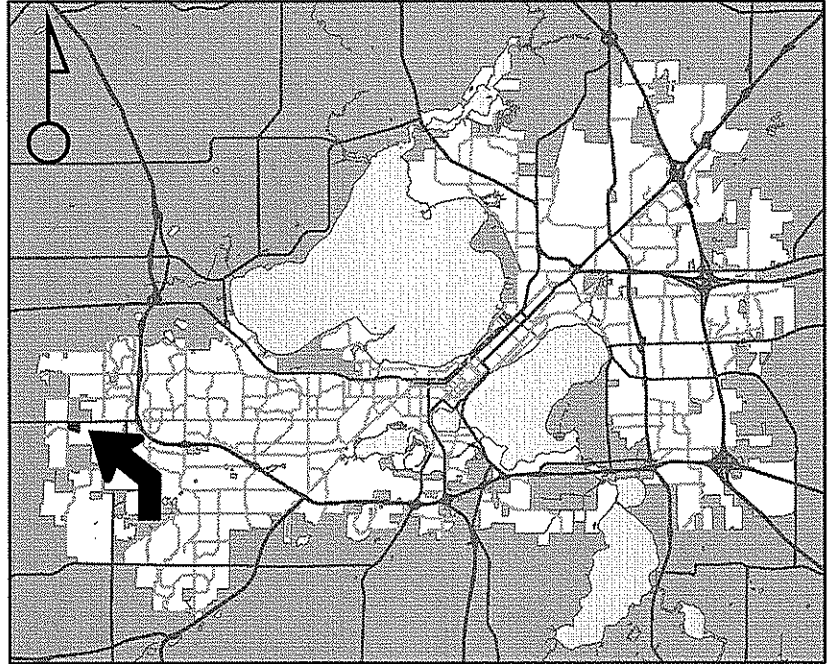


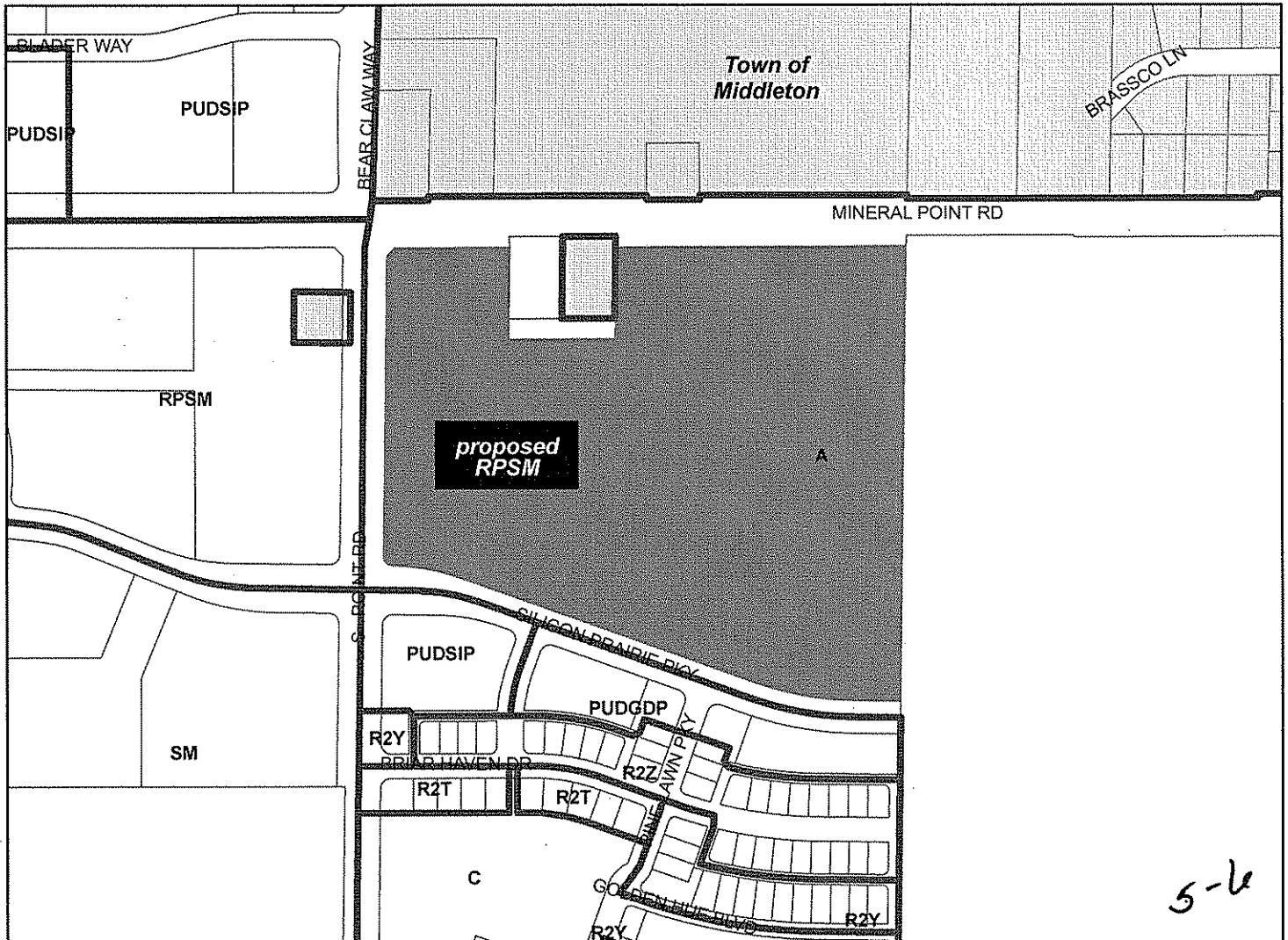


Plat Name
Silicon Prairie Community Plat
 Location
9414 Silicon Prairie Parkway
 Applicant
 Kurtis D. Welton – NEW WEI, LLC/
 Joanna Burish – Welton Enterprises, LLC
 Preliminary Final

From: **A** To: **RPSM**
 Proposed Use
**Building Demolition, 9 Commercial/
 Industrial Lots and 1 Outlot**
 Public Hearing Date
03 August 2009
 Plan Commission
01 September 2009



For Questions Contact: Tim Parks at: 261-9632 or tparks@cityofmadison.com or City Planning at 266-4635



Scale : 1" = 400'



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LAND USE APPLICATION

Madison Plan Commission

215 Martin Luther King Jr. Blvd; Room LL-100
 PO Box 2985; Madison, Wisconsin 53701-2985
 Phone: 608.266.4635 | Facsimile: 608.267.8739

- The following information is required for all applications for Plan Commission review.
- Please read all pages of the application completely and fill in all required fields.
- This application form may also be completed online at www.cityofmadison.com/planning/plan.html
- All zoning application packages should be filed directly with the Zoning Administrator's desk.
- All applications will be reviewed against the applicable standards found in the City Ordinances to determine if the project can be approved.

FOR OFFICE USE ONLY:

Amt. Paid _____ Receipt No. _____
 Date Received _____
 Received By _____
 Parcel No. _____
 Aldermanic District _____
 GQ _____
 Zoning District _____
For Complete Submittal
 Application _____ Letter of Intent _____
 IDUP _____ Legal Descript. _____
 Plan Sets _____ Zoning Text _____
 Alder Notification _____ Waiver _____
 Ngrhd. Assn Not. _____ Waiver _____
 Date Sign Issued _____

1. Project Address: 9414 Silicon Prairie™ Parkway **Project Area in Acres:** 26.88 Total
Project Title (if any): Silicon Prairie™ Community Plat

2. This is an application for: (check at least one)

<input checked="" type="checkbox"/> Zoning Map Amendment (check only ONE box below for rezoning and fill in the blanks accordingly)		
<input checked="" type="checkbox"/> Rezoning from <u>Agriculture</u> to <u>RPSM</u>	<input type="checkbox"/> Rezoning from _____ to <u>PUD/PCD-SIP</u>	
<input type="checkbox"/> Rezoning from _____ to <u>PUD/PCD-GDP</u>	<input type="checkbox"/> Rezoning from <u>PUD/PCD-GDP</u> to <u>PUD/PCD-SIP</u>	
<input type="checkbox"/> Conditional Use	<input checked="" type="checkbox"/> Demolition Permit	<input type="checkbox"/> Other Requests (Specify): _____

3. Applicant, Agent & Property Owner Information:

Applicant's Name: Kurtis D. Welton Company: NEW WEI, LLC
 Street Address: 559 D'Onofrio Drive, Suite 222 City/State: Madison, WI Zip: 53719
 Telephone: (608) 833-5590 Fax: (608) 833-7417 Email: kurtw@buildtosuit.com
 Project Contact Person: Joanna Burish Company: Welton Enterprises, Inc.
 Street Address: 559 D'Onofrio Drive, Suite 222 City/State: Madison, WI Zip: 53719
 Telephone: (608) 833-5590 Fax: (608) 833-7417 Email: joannab@buildtosuit.com
 Property Owner (if not applicant): Same as Applicant
 Street Address: _____ City/State: _____ Zip: _____

4. Project Information:

Provide a general description of the project and all proposed uses of the site: 26.88 Acre parcel known as Outlot 15, Cardinal Glen, Located in the City of Madison, Dane County, Wisconsin. It's current use is agricultural and our intent is to develop a mixed use office park and convenience service type businesses.

Development Schedule: Commencement 2009 Completion 2020

CONTINUE →

5. Required Submittals:

- Site Plans** submitted as follows below and depicts all lot lines; existing, altered, demolished or proposed buildings; parking areas and driveways; sidewalks; location of any new signs; existing and proposed utility locations; building elevations and floor plans; landscaping, and a development schedule describing pertinent project details:
 - **Seven (7) copies** of a full-sized plan set drawn to a scale of one inch equals 20 feet (collated and folded)
 - **Seven (7) copies** of the plan set reduced to fit onto 11 inch by 17 inch paper (collated, stapled and folded)
 - **One (1) copy** of the plan set reduced to fit onto 8 1/2 inch by 11 inch paper
- Letter of Intent: Twelve (12) copies** describing this application in detail but not limited to, including: existing conditions and uses of the property; development schedule for the project; names of persons involved (contractor, architect, landscaper, business manager, etc.); types of businesses; number of employees; hours of operation; square footage or acreage of the site; number of dwelling units; sale or rental price range for dwelling units; gross square footage of building(s); number of parking stalls, etc.
- Legal Description of Property:** Lot(s) of record or metes and bounds description prepared by a land surveyor.
- Filing Fee:** \$ 5000.00 See the fee schedule on the application cover page. Make checks payable to: *City Treasurer.*

IN ADDITION, THE FOLLOWING ITEMS MAY ALSO BE REQUIRED WITH YOUR APPLICATION; SEE BELOW:

- For any applications proposing demolition of existing (principal) buildings, photos of the structure(s) to be demolished shall be submitted with your application. Be advised that a *Reuse and Recycling Plan* approved by the City's Recycling Coordinator is required to be approved by the City prior to issuance of wrecking permits.
- A project proposing **ten (10) or more dwelling units** may be required to comply with the City's Inclusionary Zoning requirements outlined in Section 28.04 (25) of the Zoning Ordinance. A separate **INCLUSIONARY DWELLING UNIT PLAN** application detailing the project's conformance with these ordinance requirements shall be submitted concurrently with this application form. Note that some IDUP materials will coincide with the above submittal materials.
- A *Zoning Text* must accompany **all** Planned Community or Planned Unit Development (PCD/PUD) submittals.

FOR ALL APPLICATIONS: All applicants are required to submit copies of all items submitted in hard copy with their application (including this application form, the letter of intent, complete plan sets and elevations, etc.) as **INDIVIDUAL** Adobe Acrobat PDF files compiled either on a non-returnable CD to be included with their application materials, or in an e-mail sent to pcapplications@cityofmadison.com. The e-mail shall include the name of the project and applicant. Applicants who are unable to provide the materials electronically should contact the Planning Unit at (608) 266-4635 for assistance.

6. Applicant Declarations:

- Conformance with adopted City plans:** Applications shall be in accordance with all adopted City of Madison plans:

→ The site is located within the limits of _____ Plan, which recommends: _____ for this property.
- Pre-application Notification:** Section 28.12 of the Zoning Ordinance requires that the applicant notify the district alder and any nearby neighborhood or business associations by mail no later than **30** days prior to filing this request:

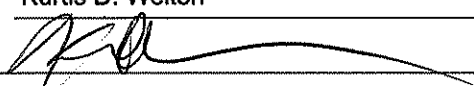
→ List below the Alderperson, Neighborhood Association(s), Business Association(s) AND dates you sent the notices:
Paul Skidmore meeting 1/16/09 and Neighborhood meeting 3/12/09.

If the alder has granted a waiver to this requirement, please attach any such correspondence to this form.
- Pre-application Meeting with staff:** Prior to preparation of this application, the applicant is required to discuss the proposed development and review process with Zoning Counter and Planning Unit staff; note staff persons and date.

Planner Tim Parks Date 4/20/09 | Zoning Staff _____ Date _____

The signer attests that this form has been completed accurately and all required materials have been submitted:

Printed Name Kurtis D. Welton Date 5.12.2009

Signature  Relation to Property Owner Owner

Authorizing Signature of Property Owner _____ Date _____

**WELTON
ENTERPRISES**

COPY

May 12, 2009
Brad Murphy
City of Madison
Department of Planning & Development
215 Martin Luther King, Jr. Blvd., Room LL-100
Madison, WI 53701-2985



RE: Silicon Prairie™ Community Plat Re-Zone Request

Dear Brad,

NEW WEI, LLC is presenting our proposal for the re-zone and platting of Outlot 15 of the Cardinal Glenn Plat. This location was previously submitted on February 18th, 2009 and the packet exhibits included the following items:

1. Map of the location
2. Pictures of buildings on site
3. Proposed lot layout options
4. Overview map of surrounding developments
5. Team member resumes
6. Team experience
7. Proposed Covenants
8. Welton Enterprises, Inc. Video (on disk drive included)

Per my conversation with Tim parks on May 8th, 2009 regarding this resubmission, those items listed above will not need to be resubmitted. This is due to the fact that the site information remains exactly the same with the exception of the type of requested zoning. In our efforts to be green, we ask that you refer to these previously submitted exhibits when reviewing this request and the number of each exhibit referred within this letter. Submitted here is the updated data to include the following:

- I. Proposed Silicon Prairie™ Community Plat re-zone and platting request
- II. The Land Use Application
- III. The Subdivision Application
- IV. The Proposed Covenants

<http://www.builttosuit.com/>
559 D'Onofrio Drive • Madison, WI 53719-2842
P.O. Box 44580 • Madison, WI 53744-4580 • (608) 833-5590, FAX (608) 833-7417
Real Estate Management, Consulting, Development & Brokerage

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Organizational Structure

Owner: NEW WEI, LLC
Kurtis D. Welton, President
559 D'Onofrio Drive, Suite 222
Madison, WI 53719
(608)833-5590
kurtw@buildtosuit.com

Civil Engineering and Land Planning:

Michelle L. Burse
Burse Surveying & Engineering
1400 E. Washington Avenue
Suite 158
Madison, WI 53703
(608)250-9263
burse@chorus.net

Location

The proposed Silicon Prairie™ Community Plat is located at 9414 Silicon Prairie™ Parkway (**Exhibit 1**). This location is at the corner of Mineral Point Road and South Point Road in Madison, WI. The existing site is a farmstead with 10 farm buildings in various states of disrepair including an old farm house. The integrity of these buildings and structures, as you will see in the included photos (**Exhibit 2**), is far below city standards and demolition is indicated.

Introduction

The proposed Silicon Prairie™ Community Plat contains approximately 26.88 acres in total with approximately 22 acres available for development after roadways, stormwater and greenspace features subtracted. Our intention is to provide opportunities to business owners for growth of their companies, as well as balancing the growing needs and demand occurring on the west side of Madison, WI. Previously known as Outlot 15, Plat of Cardinal Glenn, it has rolling topography bordered by Mineral Point Road, South Point Road, Silicon Prairie™ Parkway and the Theis Farm. This site should be able to accommodate approximately 500,000 to 800,000 square feet of commercial and mixed-use developments. Along with the surrounding developments occurring, the requested zoning will accommodate a desired diversity in neighborhood land use. It builds employment opportunities within close proximity to residential developments. Hence, it will do a beautiful job of not only balancing the tax base allowing the city to avoid over reliance on one type of property tax, but will be a sustainable design with a minimal

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Brad Murphy

carbon footprint. Finally, our goal complements the current City of Madison's Pioneer Neighborhood Development Plan.

Welton's philosophy of Beyond Green™ integrates thoughtful environmental design and places sustainability in the forefront of all aspects of our development process, including seeking the State's first ever Audobon International Signature certification for a commercial project as well as a Sustainable Land Development International certification.

Details of Rezoning Request

The purpose of this letter is to detail our request that the City support a re-zone and platting of the land comprising the proposed Silicon Prairie™ Community Plat from its current agricultural zoning to commercial and mixed-use zoning. Please see **Exhibit 3** showing a couple suggested lot layouts with proposed zoning for each lot.

Furthermore, the following land uses will not be allowed:

1. amusement park (permanent or temporary) or amusement arcades
2. animal hospital, kennel or boarding establishment
3. feed mixing and grinding plants
4. animal slaughtering/processing
5. shell egg business (candling, cartoning, or distribution)
6. motor vehicle salvage operation
7. adult entertainment establishment (including, but not limited to retail, live entertainment, video sale/rental)
8. asphalt and concrete batching or ready mix plants
9. junk/salvage yard

Data supporting our request comes from the appraisal done by D.L. Evans Company Inc., for Anchor Bank on March 20, 2008. His suggestions include:

"Given the developing mixed-use character of the neighborhood, the representations made by the prospective property owner and by municipal officials regarding initial conversations about the prospective development of the property, and other property characteristics such as location, size and shape, the highest and best use of the property is viewed as being for a commercial development, or a mixed-use development with commercial and multi-tenant residential components."

Current Neighborhood Plan

The proposed Silicon Prairie™ Community Plat is surrounded already by quite a few new successful developments. The City of Madison's Pioneer Neighborhood is on its way to being a wonderful place to work, socialize and call home. The mixed uses that are currently either present and/or planned bring many opportunities to both home and business owners.

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Across South Point Road to the west of the proposed Silicon Prairie™ Community Plat is the existing Silicon Prairie™ Business Park. This is a 107 acre business park zoned with a mix of SM and RPSM. Now the home to growing companies such as Full Compass and Coated Metals, and including a daycare (the Academy for Little Learners) the success of its development is bringing great benefits to our city. Also currently located in the Pioneer Neighborhood are a blend of various density residential uses (with many more future developments platted), the UW's Research Park – Phase II, a new school and other neighborhood commercial mixed use offices. To the north across Mineral Point Road in the Elderberry Neighborhood there is the new Black Hawk Church complex including office uses. Please see **Exhibit 4** for an overview of surrounding developments.

Development Team Information

We feel our team is an excellent blend of socially responsible and professionally competent members that will serve the public and private interests well. With their knowledge, experience, and years of solid reputation built on integrity, you will be able to trust that they will do what they say, and only say what they are willing to do.

1. Members and Duties (Bios attached in **Exhibit 5**)
 - a. Kurtis D. Welton, President of NEW WEI, LLC. - Team Leader
 - b. Joanna Burish – Director of Finance and Development - Project Manager
 - c. Michelle Burse – President of Burse Engineering, - Civil Engineering and Land Planning.
 - d. Scott Ciano – Anchor Bank - The Financial Member

2. List of Projects and References – **Exhibit 6** details the experience of the team as well as numerous projects they've accomplished. You will also see a list of character references for Kurt Welton. Please feel free to contact any of the tenants for references.

Financial Plan

1. Equity and Debt Sources, Terms and Rates - We currently have financing arranged in the form of a fixed rate 3-year note at AnchorBank sufficient to complete all contemplated improvements in the plat. Under this financial model, NEW WEI, LLC's cash equity in the deal already totals approximately \$1,000,000 at this time. With little to no marketing to date, and based on receiving the requested zoning, we have already accepted deals that will in effect cover the bulk of our financing costs - fully allowing us to truly focus on the quality of this development without worrying about holding costs.

2. Evidence of Solvency and Track Record on Financing – In the entire history of the various Welton entities, we have never defaulted on any loan of any size – in fact we have never even missed a single payment. We would be happy to provide

May 12, 2009
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Brad Murphy

you with the names of the loan officers and financial institutions we work with for you to discover the solid relationships and standing we have built when it regards our financial condition and history in the Madison community.

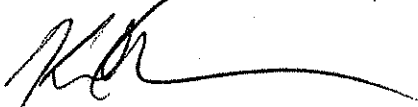
Land Covenants and Bylaws

We would propose to modify the existing Silicon Prairie™ Business Park covenants to include these new lands and their anticipated uses and zoning requirements (proposed modifications as well as exiting covenants are in **Exhibit 7**). The existing covenants have served well to protect the environmental systems (including the restoration of natural native prairie habitats, the installation of numerous rain gardens and bio-retention facilities, and groundwater recharge systems), and the physical appearances of not only commercial/industrial buildings, but a new "Frank Lloyd Wright" inspired daycare building. Our vision is improving in clarity and scope with each new building project and now includes a more dense urban landscape to better utilize this prime site along the major west side traffic corridor.

We look forward to working with the City on this new, and exciting mixed-use project. Please feel free to contact me if you have any further questions.

Thank you for your consideration.

Sincerely,
WELTON ENTERPRISES, INC.



Kurtis D. Welton
President & Treasurer

Enclosures

**SECOND AMENDMENT TO
DECLARATION**

Document Number

**Second Amendment to the Declaration of
Protective Covenants and Restrictions for the
Silicon Prairie™ Business Park**

This amendment is made this ___ day of _____,
20___, by NEW WEI, LLC, its successors in interest or assigns
(the "Developer").

RECITALS:

WHEREAS, the Developer is the owner of certain lands
in the City of Madison, Dane County, State of Wisconsin
described as Lots One (1) through _____ ()
(individually a "Lot" and collectively the "Lots") and Outlots
One (1) through _____ () (individually an "Outlot" and collectively the "Outlots"), Silicon
Prairie™ Community Plat (the Lots and Outlots being collectively referred to herein as the
"Development"); and

WHEREAS, in October, 2000, the City of Madison (the "City:") approved the Silicon
Prairie™ Business Park Plat, with seventeen separate parcels known originally as Lots One (1)
through Seventeen (17), (the "Original Lots") and zoned them SM Specific manufacturing District
pursuant to the City of Madison General Ordinances; and

WHEREAS, On March 27, 2003 after review and approval by the City Urban Design
Commission, the Developer recorded Declaration of Protective Covenants and Restrictions
("Declaration") to ensure that the Development will become and remain an attractive place to do
business, to ensure the most appropriate improvement of each Lot; to guard against the erection of
poorly designed and/or poorly proportioned structures; and to promote and maintain the highest and
best uses of the lands commensurate with the zoning and use classifications and demographics of
this Development; and

WHEREAS, on September 4th, 2007, the City of Madison (the "City:") approved the
rezoning of Original Lots One (1) through Five (5) (the "Rezoned Lots"), from SM Specific
Manufacturing District to RPSM Research Park Specialized Manufacturing District; and

WHEREAS, in order to improve the ability to market the Development and to create a more
aesthetically pleasing gateway entrance to the Development, the Developer has applied for
additional lands on the west side of South Point Road to be platted and zoned and added to the
Silicon Prairie™ Business Park, and

WHEREAS, Article III of said Declaration creates an Architectural Control Committee
("ACC") to review all improvements to be constructed within the Development to ensure that any
proposed Development is consistent with the Declaration; and

Name and Return Address

Kurtis D. Welton
Welton Enterprises, Inc.
559 D'Onofrio Drive, Suite 222
Madison, WI 53719

(Parcel Identification Number)

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WHEREAS, the ACC includes a licensed architect, a licensed landscape architect, a licensed engineer with experience in storm water management, the Developer or its designee and the Director of the City of Madison Department of Planning and Development or his designee; and

NOW THEREFORE, Developer declares that the Declaration is hereby amended and that the provisions of this Amendment shall inure to the benefit of, and encumber the additional lands described as the Silicon Prairie™ Community Plat and run with the land, and shall bind the successors in interest, any owner thereof, and the owner of any interest therein.

1. Zoning Restrictions. The definition of Zoning Restrictions in the Declaration is amended so that the provisions contained in M.G.O. 28.10 (2) RPSM Research Park Specialized Manufacturing District, M.G.O. Chapter 28.____ - Office District, M.G.O. 28.____ R-5 Residential District, and M.G.O. 28.____ Planned Unit Development District apply to the Lots.

2. Article II of the Declaration is amended to provide:

This Development is subject to existing zoning and use restrictions imposed by the City of Madison, including, without limitation, the Zoning Restrictions and all provisions of the Madison General Ordinances, as well as other statutes and regulations imposed by any other governmental units (which Zoning Restrictions, other ordinances, statutes and regulations are collectively referred to as the "Government Restrictions"). The Developer recognizes that the Zoning Restrictions control, in large part, the nature and use of the lands within the Development. The Zoning Restrictions may be changed by the City of Madison as the result of amendments to the ordinance that creates and govern the RPSM Research Park Specialized Manufacturing District, the Office District, the Residential District, and the Planned Unit Development District. The Developer, so long as it owns any interest in any Lot, may unilaterally petition for a rezoning change or termination. Any other owner of the fee simple interest (or, in the case of a land contract, a vendee's interest) in a Lot (individually an "Owner" and collectively the "Owners") may petition the City of Madison to change or terminate any of the Zoning Restrictions only if such petition has been signed by not fewer than the Owners of at least 75% of the Lots and, if Developer then owns any interest in any Lot, by the Developer. If there is any conflict between any restriction set forth in this Declaration and any Government Restriction, the more restrictive restriction shall apply.

All Owners acknowledge the City of Madison may require, prior to issuing a building permit for any improvements upon any Lot, that the Owner of the Lot grant easements, if none are in existence already, along the side lot lines for a distance of six feet (6') from the edge of the property towards the inside of the Lot, to the City of Madison, to other public utilities, and to the Developer as necessary for drainage and stormwater purposes, for the placement of underground pipes, wiring, cables, conduits and other utility facilities and equipment, and for heating and cooling supply lines.

The Developer and all Owners are hereby on notice that the Common Council retains the ability to rezone properties to carry out the recommendations of its adopted plans, and to accomplish the plan's objectives.

3. Section 4.01 of the Declaration governing General Design Objectives is amended to read:

4.01 General. The design objectives for all building architecture and site layout within the Plat are to create an attractive setting for industrial and manufacturing uses on the SM Lots and for business office uses on the Rezoned Lots in accordance with the applicable provisions of section 28.10, Madison General Ordinances, and for the development of a mixed-use community that sets high standards for quality and excellence in building design and site layout. Individual projects are encouraged to display creativity and unique identity, yet be sensitive to surrounding improvements and land uses. A harmonious blend of all projects will be a desirable goal for the total business park development, as well as immediate neighbors of the Development. The ultimate goal will be the creation of a community with a unique and enduring design, and which makes a statement of functionality and integrity within the requirements of the applicable ordinances.

To further ensure that the area maintains its distinct design, the contract purchaser will be required to include the following considerations for any building to be constructed on Lots 1-_____, and these additional considerations must be evaluated and approved by the Architectural Control Committee:

1. *Multi-story buildings*
2. *Buildings which would have a minimal setback from Mineral Point Road and South Point Road*
3. *Underground parking*
4. *Surface parking to be located behind the building and not oriented to any street frontage*
5. *Pedestrian-friendly design*
6. *Compact building design*
7. *"Green" building design that combines energy and water efficiency, healthy indoor air quality and the use of natural building materials*
8. *"Green" building materials which are natural, durable and renewable*
9. *Indoor air quality which emits few or no carcinogens, toxicants, or irritants by using products with minimal emissions of Volatile Organic Compounds which will be moisture resistant and will be healthfully maintained by requiring simple, non-toxic, or low-Voc methods of cleaning*
10. *A design that incorporates green spaces consistent with the environmental setting*
11. *A design that provides for aesthetic and safe passageways for vehicles, pedestrians and bicyclists*

4. All other provisions of the Declaration remain in full force and effect for the Rezoned Lots and the Remaining Lots of the Development. Nothing herein shall be read to relieve the Development and each lot thereof from the conditions, restrictions, covenants and reservations set forth in the provisions of the Declaration not specifically amended herein.

IN WITNESS WHEREOF, the Developer has executed this Amendment this ____ day of _____, 20__.

NEW WEI, LLC
(the "Developer")

By: _____
Kurtis D. Welton, President

State of Wisconsin)
) ss.
County of Dane)

Personally came before me this ____ day of _____, 20__, Kurtis D. Welton, to me known to be the President of NEW WEI, LLC, the Developer, who executed this instrument and acknowledged the same.

Name: _____
Notary Public, Dane County, Wisconsin
My Commission expires: _____

1st AMENDMENT TO DECLARATION

Document Number



* 4 3 8 2 9 1 0 5 *

DANE COUNTY REGISTER OF DEEDS

DOCUMENT #
4382910

12/21/2007 10:00AM

Exempt #:

Rec. Fee: 19.00
Pages: 5

First Amendment to the Declaration of Protective Covenants and Restrictions for the Silicon Prairie™ Business Park

This amendment is made this 19th day of December, 2007, by NEW WEI, LLC, its successors in interest or assigns (the "Developer").

RECITALS:

WHEREAS, the Developer is the owner of certain lands in the City of Madison, Dane County, State of Wisconsin described as Lots One (1) through Seventeen (17) (individually a "Lot" and collectively the "Lots") and Outlots One (1) through Two (2) (individually an "Outlot" and collectively the "Outlots"), Silicon Prairie™ Business Park (the Lots and Outlots being collectively referred to herein as the "Development"); and

WHEREAS, in October, 2000, the City of Madison (the "City:") approved the development and zoned it SM Specific manufacturing District pursuant to the City of Madison General Ordinances; and

WHEREAS, On March 27, 2003 after review and approval by the City Urban Design Commission, the Developer recorded Declaration of Protective Covenants and Restrictions ("Declaration") to ensure that the Development will become and remain an attractive place to do business, to ensure the most appropriate improvement of each Lot; to guard against the erection of poorly designed and/or poorly proportion structures; and to promote and maintain the highest and best uses of the lands commensurate with the zoning and use classifications and demographics of this Development; and

WHEREAS, Article III of said Declaration creates an Architectural Control Committee ("ACC") to review all improvements to be constructed within the Development to ensure that any proposed Development is consistent with the Declaration; and

WHEREAS, the ACC includes a licensed architect, a licensed landscape architect, a licensed engineer with experience in storm water management, the Developer or its designee and the Director of the City of Madison Department of Planning and Development or his designee; and

WHEREAS, in order to improve the ability to market the Development and to create a more aesthetically pleasing gateway entrance to the Development, the Developer has applied for a rezoning of Lots One (1) through Five (5) (the "Rezoned Lots") from SM Specific Manufacturing District to RPSM Research Park Specialized Manufacturing District; and

Name and Return Address

Michael R. Christopher
DeWitt Ross & Stevens SC
2 East Millin Street, Suite 600
Madison, WI 53703

See attached Ex. A
(Parcel Identification Number)

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5/14

WHEREAS, on September 4, 2007 the City conditionally approved the Developer's application for rezoning upon the condition that the Declaration be amended to reflect the change in zoning.

NOW THEREFORE, Developer declares that the Declaration is hereby amended and that the provisions of this Amendment shall inure to the benefit of, and encumber the Development and run with the land, and shall bind the successors in interest, any owner thereof, and the owner of any interest therein.

1. Zoning Restrictions. The definition of Zoning Restrictions in the Declaration is amended so that the provisions contained in M.G.O. 28.10 (2) RPSM Research Park Specialized Manufacturing District. RPSM Research Park Specialized Manufacturing District apply to the Rezoned Lots and that the provisions contained in M.G.O. 28.10 (3) SM Specific Manufacturing District apply to Lots Six (6) through Seventeen (17) (the "Remaining Lots").

2. Article II of the Declaration is amended to provide:

This Development is subject to existing zoning and use restrictions imposed by the City of Madison, including, without limitation, the Zoning Restrictions and all provisions of the Madison General Ordinances, as well as other statutes and regulations imposed by any other governmental units (which Zoning Restrictions, other ordinances, statutes and regulations are collectively referred to as the "Government Restrictions"). The Developer recognizes that the Zoning Restrictions control, in large part, the nature and use of the lands within the Development. The Zoning Restrictions may be changed by the City of Madison as the result of amendments to the ordinance that creates and govern the RPSM Research Park Specialized Manufacturing District and the SM Specific Manufacturing District. The Developer, so long as it owns any interest in any Lot, may unilaterally petition for a rezoning change or termination. Any other owner of the fee simple interest (or, in the case of a land contract, a vendee's interest) in a Lot (individually an "Owner" and collectively the "Owners") may petition the City of Madison to change or terminate any of the Zoning Restrictions only if such petition has been signed by not fewer than the Owners of at least 75% of the Lots and, if Developer then owns any interest in any Lot, by the Developer. If there is any conflict between any restriction set forth in this Declaration and any Government Restriction, the more restrictive restriction shall apply.

All Owners acknowledge the City of Madison may require, prior to issuing a building permit for any improvements upon any Lot, that the Owner of the Lot grant easements, if none are in existence already, along the side lot lines for a distance of six feet (6') from the edge of the property towards the inside of the Lot, to the City of Madison, to other public utilities, and to the Developer as necessary for drainage and stormwater purposes, for the placement of underground pipes, wiring, cables, conduits and other utility facilities and equipment, and for heating and cooling supply lines.

The Developer and all Owners are hereby on notice that the Common Council retains the ability to rezone properties to carry out the recommendations of its adopted plans, and to accomplish the plan's objectives.

3. Section 4.01 of the Declaration governing General Design Objectives is amended to read:

4.01 General. The design objectives for all building architecture and site layout within the Plat are to create an attractive setting for industrial and manufacturing uses on the SM Lots and for business office uses on the Rezoned Lots in accordance with the applicable provisions of section 28.10, Madison General Ordinances, and for the development of a business park that sets high standards for quality and excellence in building design and site layout. Individual projects are encouraged to display creativity and unique identity. A harmonious blend of all projects will be a desirable goal for the total business park development, as well as immediate neighbors of the Development. The ultimate goal will be the creation of a business park with a unique and enduring design, and which makes a statement of functionality and integrity within the requirements of the applicable ordinances.

To further ensure that the area maintains its distinct design, the contract purchaser will be required to include the following considerations for any building to be constructed on Lots 1-5, and these additional considerations must be evaluated and approved by the Architectural Control Committee:

1. *Multi-story buildings*
2. *Buildings which would have a minimal setback from Mineral Point Road and South Point Road*
3. *Underground parking*
4. *Surface parking to be located behind the building and not oriented to any street frontage*
5. *Pedestrian-friendly design*
6. *"Green" building design that combines energy and water efficiency, healthy indoor air quality and the use of natural building materials*
7. *"Green" building materials which are natural, durable and renewable*
8. *Indoor air quality which emits few or no carcinogens, toxicants, or irritants by using products with minimal emissions of Volatile Organic Compounds which will be moisture resistant and will be healthfully maintained by requiring simple, non-toxic, or low-Voc methods of cleaning*
9. *A design that incorporates green spaces consistent with the environmental setting*
10. *A design that provides for aesthetic and safe passageways for vehicles, pedestrians and bicyclists*

4. All other provisions of the Declaration remain in full force and effect for the Rezoned Lots and the remaining lots of the Development. Nothing herein shall be read to relieve the Development and each lot thereof from the conditions, restrictions, covenants and reservations set forth in the provisions of the Declaration not specifically amended herein.

IN WITNESS WHEREOF, the Developer has executed this Amendment this 19th day of December 2007.

NEW WEI, LLC
(the "Developer")

By: [Signature]
Kurtis D. Welton, President

State of Wisconsin)
) ss.
County of Dane)

Personally came before me this 19th day of December, 2007, Kurtis D. Welton, to me known to be the President of NEW WEI, LLC, the Developer, who executed this instrument and acknowledged the same.

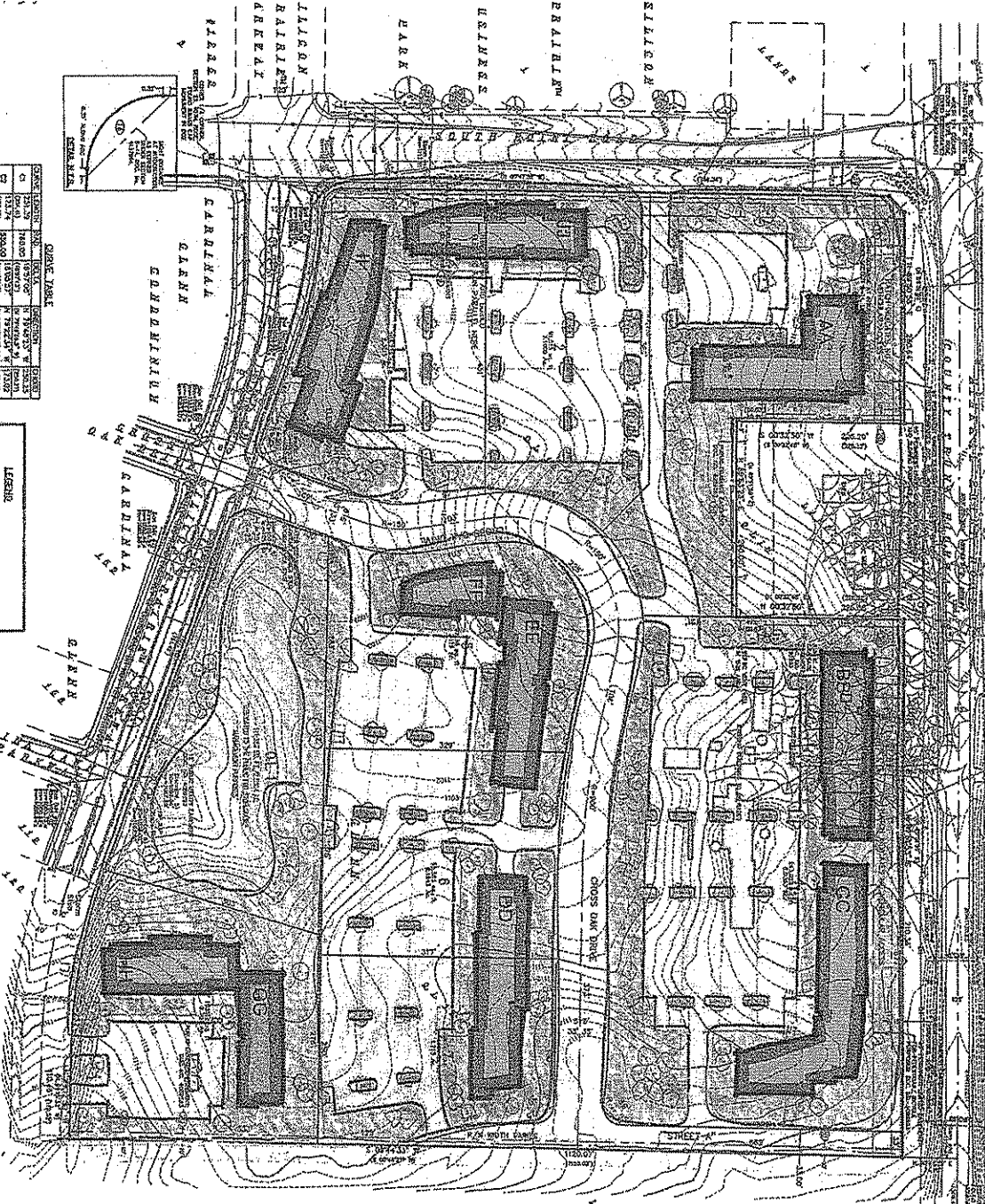
[Signature]
Name: BEVERLY F. BOYNTON
Notary Public, Dane County, Wisconsin
My Commission expires: 5/11/08

This document drafted by:
Attorney Michael R. Christopher
DeWitt Ross & Stevens SC
2 East Mifflin St.
Suite 600
Madison, WI 53703

5-4

EXHIBIT A

<u>PARCEL IDENTIFICATION NUMBER</u>	<u>LEGAL DESCRIPTION</u>
MAD 251-0708-282-0201-3	Lot 1 of the Silicon Prairie™ Business Park Plat
MAD 251-0708-282-0202-1	Lot 2 of the Silicon Prairie™ Business Park Plat
MAD 251-0708-282-0203-9	Lot 3 of the Silicon Prairie™ Business Park Plat
MAD 251-0708-282-0301-1	Lot 4 of the Silicon Prairie™ Business Park Plat
MAD 251-0708-282-0302-9	Lot 5 of the Silicon Prairie™ Business Park Plat
MAD 251-0708-282-0303-7	Lot 6 of the Silicon Prairie™ Business Park Plat
MAD 251-0708-282-0304-5	Lot 7 of the Silicon Prairie™ Business Park Plat
MAD 251-0708-282-0305-3	Lot 8 of the Silicon Prairie™ Business Park Plat
MAD 251-0708-282-0306-1	Lot 9 of the Silicon Prairie™ Business Park Plat
MAD 251-0708-282-0401-9	Lot 10 of the Silicon Prairie™ Business Park Plat
MAD 251-0708-282-0402-7	Lot 11 of the Silicon Prairie™ Business Park Plat
MAD 251-0708-282-0403-5	Lot 12 of the Silicon Prairie™ Business Park Plat
MAD 251-0708-282-0404-3	Lot 13 of the Silicon Prairie™ Business Park Plat
MAD 251-0708-282-0405-1	Lot 14 of the Silicon Prairie™ Business Park Plat
MAD 251-0708-282-0502-5	Lot 16 of the Silicon Prairie™ Business Park Plat
MAD 251-0708-282-0503-3	Lot 17 of the Silicon Prairie™ Business Park Plat



SILICON PRAIRIE

COMMUNITY PLAT MASTER PLAN

April 13, 2009

Silicon Prairie™ Community Plat Madison, Wisconsin

Development Summary

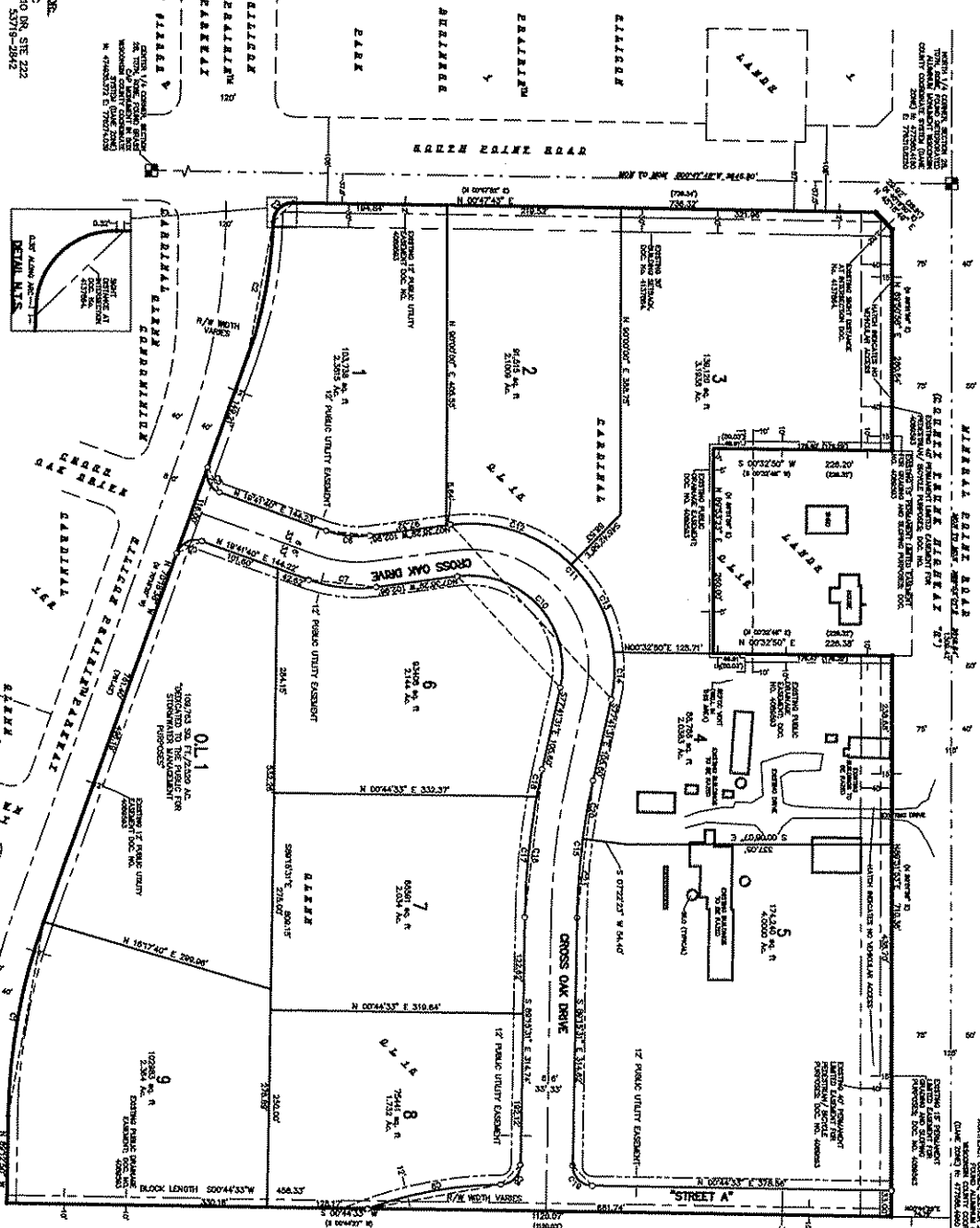
Building Designation	Primary Use	Note	Footprint SQFT	Approx Width	Approx Length	Number of Stories	Total SF	Parking 4/1,000	Parcel Size SF	F.A.R
A	Office/Retail	1	19,440	72	250	3	54,000	216	115,201	0.97
B	Office	1	19,440	72	270	3	56,820	233	115,201	0.97
C	Office	1	12,960	72	180	3	38,880	156	115,201	0.70
D	Office	1	18,720	72	260	3	56,160	225	115,201	0.70
E	Office/Retail	1	22,320	72	310	3	66,960	268	334,373	0.56
F	Retail	1	8,640	72	120	3	25,920	104	115,201	0.56
G	Office	1	20,160	72	280	3	60,480	242	115,201	0.56
H	Office	1	36,000	108	360	4	144,000	516	115,201	0.56
I	Office	1	12,960	72	180	3	38,880	156	115,201	0.56
J	Office	1	12,960	72	180	3	38,880	156	115,201	0.56
AA	Office/Retail	1	22,320	72	310	3	66,960	268	334,373	0.56
II	Office		21,600	72	300	3	64,800	259		
JJ	Office		17,280	72	240	3	51,840	207		
BB	Office		18,000	72	250	4	72,000	288	263,028	0.70
CC	Office		28,080	72	390	4	112,320	449		
DD	Office		20,160	72	280	3	60,480	242		0.58
EE	Office		18,000	72	250	3	54,000	216	262,832	
FF	Office		9,360	72	130	4	37,440	150		
GG	Office		12,960	72	180	2	25,920	104	103,812	0.37
HH	Office		12,960	72	180	1	12,960	52		
Out Lot No. 1										

NOTES 1 Vertical Mixed-Use. Office over Neighborhood Retail, or All Office

5-6

SILICON PRAIRIE COMMUNITY PLAT

PLOT 15, CARDINAL GLENN, AS RECORDED IN VOLUME 58-0834 OF PLATS, ON PAGES 421-425, AS DOCUMENT NUMBER 4089593, DANE COUNTY REGISTRY, LOCATED IN THE NORTHWEST QUARTER OF SECTION 28, TOWNSHIP 07 NORTH, RANGE 08 EAST, CITY OF MADISON, DANE COUNTY, WISCONSIN



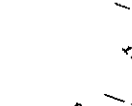
SENDER'S INFO:
 NEW NEB LLC
 1400 E Washington Ave, Ste 222
 Madison, WI 53703-2442

RECORDED BY:
Burse
 Surveying & engineering, Inc.
 1400 E Washington Ave, Ste 118
 Madison, WI 53703
 Fax: (608) 250-9265
 Cell: (608) 250-9263



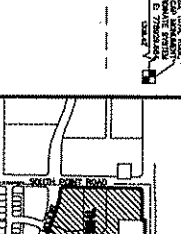
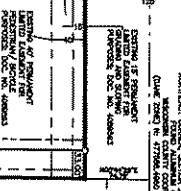
These are a reproduction of a plat with respect to Sec. 28, T. 07 N., R. 08 E., S. 28, W. Sec. as provided by 236.12, Wis. Stat.

Certified _____ 20



GRID NORTH

BEARINGS ARE BASED ON WISCONSIN COUNTY COORDINATE SYSTEM (NAD 83) AND THE NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 28, TOWNSHIP 07 NORTH, RANGE 08 EAST, CITY OF MADISON, DANE COUNTY, WISCONSIN.



NOTES:
 1. Land parcels with this subdivision developed are subject to approval from both one owner and approval of the same building permit(s) are based.
 2. Distances are measured to the nearest hundredth of a foot.
 3. Distances are measured to the nearest hundredth of a foot.

LEGEND

- 3/4" SOLID ROAD ROAD
- 1-1/4" SOLID ROAD ROAD ROAD
- 1-1/8" X 30" SOLID ROAD ROAD SET, W. 4.50 IN. A.C. GRASS CONCRESS MARKED WITH A 3/4" X 30" SOLID ROAD ROAD W/O/A, W. 1.50 IN. A.C.

CUBERE TABLE

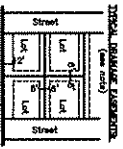
NUMBER	DATE	SECTION	TOWNSHIP	RANGE	CITY	COUNTY	STATE
1	2010	28	07	08	MADISON	DANE	WI
2	2010	28	07	08	MADISON	DANE	WI
3	2010	28	07	08	MADISON	DANE	WI
4	2010	28	07	08	MADISON	DANE	WI
5	2010	28	07	08	MADISON	DANE	WI
6	2010	28	07	08	MADISON	DANE	WI
7	2010	28	07	08	MADISON	DANE	WI
8	2010	28	07	08	MADISON	DANE	WI
9	2010	28	07	08	MADISON	DANE	WI
10	2010	28	07	08	MADISON	DANE	WI
11	2010	28	07	08	MADISON	DANE	WI
12	2010	28	07	08	MADISON	DANE	WI
13	2010	28	07	08	MADISON	DANE	WI
14	2010	28	07	08	MADISON	DANE	WI
15	2010	28	07	08	MADISON	DANE	WI
16	2010	28	07	08	MADISON	DANE	WI
17	2010	28	07	08	MADISON	DANE	WI
18	2010	28	07	08	MADISON	DANE	WI
19	2010	28	07	08	MADISON	DANE	WI
20	2010	28	07	08	MADISON	DANE	WI
21	2010	28	07	08	MADISON	DANE	WI
22	2010	28	07	08	MADISON	DANE	WI
23	2010	28	07	08	MADISON	DANE	WI
24	2010	28	07	08	MADISON	DANE	WI
25	2010	28	07	08	MADISON	DANE	WI
26	2010	28	07	08	MADISON	DANE	WI
27	2010	28	07	08	MADISON	DANE	WI
28	2010	28	07	08	MADISON	DANE	WI
29	2010	28	07	08	MADISON	DANE	WI
30	2010	28	07	08	MADISON	DANE	WI
31	2010	28	07	08	MADISON	DANE	WI
32	2010	28	07	08	MADISON	DANE	WI
33	2010	28	07	08	MADISON	DANE	WI
34	2010	28	07	08	MADISON	DANE	WI
35	2010	28	07	08	MADISON	DANE	WI
36	2010	28	07	08	MADISON	DANE	WI
37	2010	28	07	08	MADISON	DANE	WI
38	2010	28	07	08	MADISON	DANE	WI
39	2010	28	07	08	MADISON	DANE	WI
40	2010	28	07	08	MADISON	DANE	WI
41	2010	28	07	08	MADISON	DANE	WI
42	2010	28	07	08	MADISON	DANE	WI
43	2010	28	07	08	MADISON	DANE	WI
44	2010	28	07	08	MADISON	DANE	WI
45	2010	28	07	08	MADISON	DANE	WI
46	2010	28	07	08	MADISON	DANE	WI
47	2010	28	07	08	MADISON	DANE	WI
48	2010	28	07	08	MADISON	DANE	WI
49	2010	28	07	08	MADISON	DANE	WI
50	2010	28	07	08	MADISON	DANE	WI

SILICON PRAIRIE[™] COMMUNITY PLAT

- 1) All right-of-way within the plat boundary are dedicated to the public unless otherwise noted.
- 2) The plat herein is subject to public easements for drainage purposes which shall be a minimum of 12 feet in width measured from the property line to the interior of such lot, except that the easement shall be 12 feet in width on the perimeter of the plat. For purposes of two (2) or more lots combined for a single development unit, the easement shall be 12 feet in width on the perimeter of the plat.
- 3) The plat herein is subject to public easements for drainage purposes which shall be a minimum of 12 feet in width on the perimeter of the plat.
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NEW WA, LLC
539 DOWNGRIND DR, STE 222
MADISON, WI 53716-3926

SUBMITTED BY:
Burse

Surveying & Engineering Inc.

CORPORATE CERTIFICATE OF INCORPORATION

NEW WA, LLC, a Wisconsin limited liability company duly organized and existing under and by virtue of the laws of the State of Wisconsin, as amends, does hereby certify that said company caused the instrument containing the articles of incorporation to be recorded in the office of the State Register of Deeds for the State of Wisconsin, in the County of Dane, in the name and to the effect following: NEW WA, LLC, does hereby certify that said company caused the instrument containing the articles of incorporation to be recorded in the office of the State Register of Deeds for the State of Wisconsin, in the County of Dane, in the name and to the effect following:

IN WITNESS WHEREOF, the said NEW WA, LLC has caused these presents to be signed

by _____ day of _____ 20__.

STATE OF WISCONSIN
COUNTY OF DANE
I, _____ member of
the above named company, do hereby certify that I am the person who executed the foregoing instrument, and I am known to be a true and correct copy of the original, and acknowledged that they executed the foregoing instrument as true officers and the duly authorized members of the company.

CITY TREASURER APPROVAL

STATE OF WISCONSIN
COUNTY OF DANE
I, _____ Treasurer of the City of Madison, do hereby certify that this record is a true and correct copy of the original, and acknowledged that they executed the foregoing instrument as true officers and the duly authorized members of the company.

CITY OF MADISON APPROVAL

Approved for recording by the Secretary of the Plan Commission of the City of Madison, Dane County, Wisconsin, this _____ day of _____ 20__.

There are no objections to this plat with respect to Secs. 218.15, 218.16, 218.20 and 218.21(1) and (2), Wis. Stats., as provided by s. 238.12, Wis. Stats.

Department of Administration

CERTIFICATE OF REGISTER OF DEEDS

Recorded for recording this _____ day of _____ 20__, in Volume _____ of _____ and recorded in Volume _____ of Plats on pages _____.

KRIST CHAPMAN, Dane County Register of Deeds



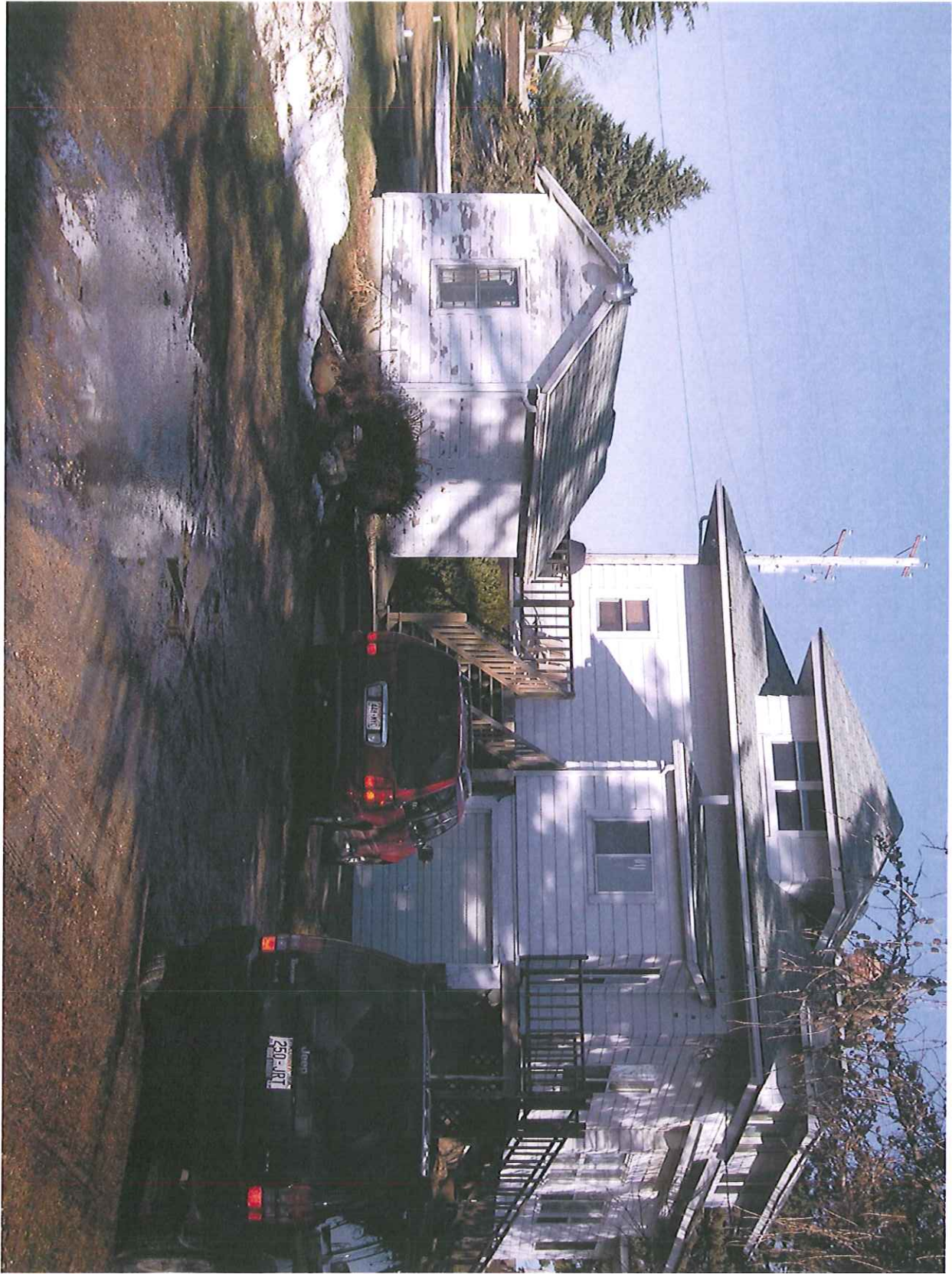
1400 E. Washington Ave. Suite 159
Madison, WI 53703
Fax: (608) 250-5266
Cell: (608) 250-5263

Surveying & Engineering Inc.
445 E. Washington Ave. Suite 159
Madison, WI 53703
Fax: (608) 250-5266

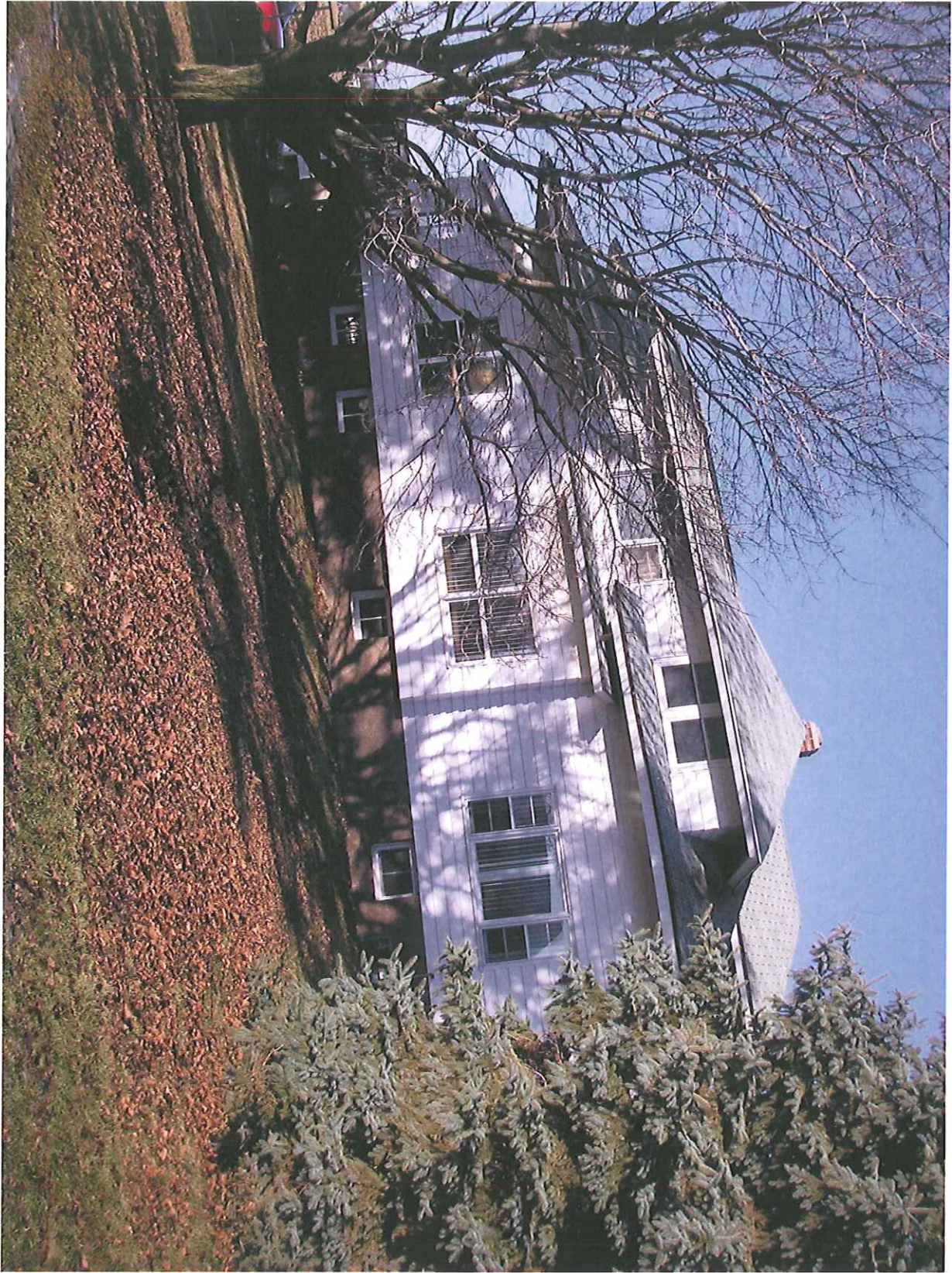
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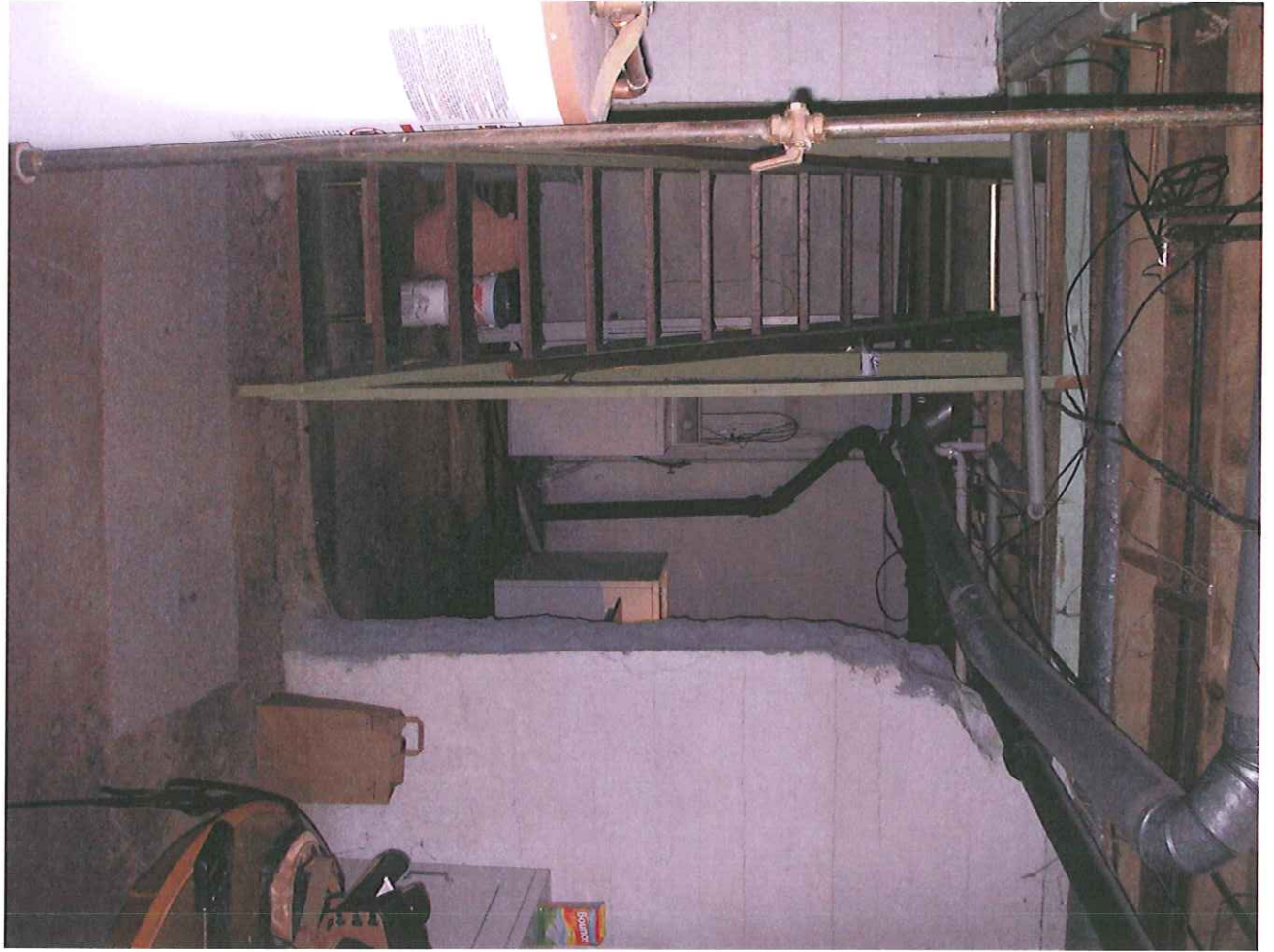
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