EDGEWATER REDEVELOPMENT

REVISED SUBMITTAL PACKAGE LANDMARKS COMMISSION

SUBMITTED BY:

LANDMARK X, LLC

A WISCONSIN LIMITED LIABILITY COMPANY

DATE: 11/16/2009



22 East Mifflin Street, Suite 800

Madison, Wisconsin 53703

Tel: 608 274 7447 Fax: 608 274 7442

November 16, 2009

Mr. Bill Furhling City of Madison Planning and Development Department 215 Martin Luther King Jr. Boulevard PO Box 2985 Madison, WI 53701

Rebecca Cnare
City of Madison
Planning and Development Department
215 Martin Luther King Jr. Boulevard
PO Box 2985
Madison, WI 53701

RE: UPDATED LANDMARKS SUBMITTAL PACKAGE FOR EDGEWATER HOTEL REDEVELOPMENT, 666 WISCONSIN AVENUE, MADISON, WI 53703

Dear Mr. Furhling and Ms. Cnare:

On behalf of Landmark X, LLC, a Wisconsin Limited Liability Company ("Landmark"), I am pleased to submit the following updated/revised plans for the proposed Edgewater Redevelopment.

These plans reflect the culmination of efforts over the last several months to respond to the feedback, input and concerns that we have received during the first phase of the public entitlements process. We have worked diligently to find good, creative solutions to address the primary concerns and challenges of the Project. We have met several times with members of Capitol Neighborhoods Inc, other neighborhood residents/property owners, City staff and other stakeholders to receive feedback on the revisions as they have advanced.

The attached includes a summary of some of the key considerations that have been part of the discussion with the Landmarks Commission and City Staff. We have also included a copy of the PUD submission which provides detailed architectural and civil planning documents as well as the updated zoning text for the Project.

We look forward to the opportunity to discuss the Project with you in more detail.

Sincerely, HAMMES COMPANY

Amy Supple Development Director

SUMMARY OF CONSIDERATIONS DISCUSSED WITH THE LANDMARKS COMMISSION AND CITY STAFF:

The following includes some of the key considerations that have been discussed with the Landmarks Commission and/or City Staff related to the Project and the issues that will most directly impact the Landmarks Ordinance.

Purpose and Intent of Landmarks Ordinance

The proposed redevelopment of the Edgewater Hotel has been designed to be consistent with Purpose and Intent of Madison's Landmarks Ordinance. A summary of the language of the Ordinance and how the Project is consistent with its purpose and intent is included below.

Purpose and Intent - MGO 33.19(1)

"It is hereby declared a matter of public policy that the protection, enhancement, perpetuation and use of improvements of special character or special historical interest or value is a public necessity and is required in the interest of health, prosperity, safety and welfare of the people. The purpose of this section is to:

- 1. Effect and accomplish the protection, enhancement and perpetuation of such improvements and of districts which represent or reflect elements of the City's cultural, social, economic, political and architectural history.
- **2.** Safeguard the City's historic and cultural heritage, as embodied and reflected in such landmarks and historic districts.
- 3. Stabilize and improve property values.
- **4.** Foster civic pride in the beauty and noble accomplishments of the past.
- **5.** Protect and enhance the City's attractions to residents, tourists and visitors, and serve as a support and stimulus to business and industry.
- **6.** Strengthen the economy of the City.
- **7.** Promote the use of historic districts and landmarks for the education, pleasure and welfare of the people of the City."

The historic rehabilitation of the original 1940's hotel, the restoration of the Wisconsin Avenue streetend views, the \$100 million investment in the property, the ability for the hotel to act as a catalyst for the TIF district and the addition of the Terrace at Mansion Hill that will create a destination in Mansion Hill for visitors and residents alike are all elements that demonstrate the strength of the proposed Project as it relates to basic purpose and intent of the Landmarks Ordinance and the positive influence the Project can have on the Mansion Hill Historic District.

Impact to Landmark Properties and the Historic District

The Edgewater is located at the terminus of Wisconsin Avenue, one of Madison's most important commercial and civic corridors. The hotel has been open since 1948 and is an important and iconic destination within downtown Madison and the Mansion Hill Historic District.

The Edgewater is not located adjacent to, nor does the Visually Related Area (see description below) include, any landmarked properties. The Edgewater is remote to Gilman Street and removed from the heart of the historic district.

Furthermore, the Edgewater is surrounded by relatively dense multi-family buildings and a commercial office building. The Edgewater is not located adjacent to any single-family or small-scale duplex dwellings and is remotely located to the primary small-scale residential areas of the neighborhood.

Due to the Project's location it will not adversely impact the landmark properties or the historic district as a whole. Furthermore, the Project will deliver many benefits that will actually contribute to enhancing the historic district including providing many amenities that will help support and encourage a long-term residential base and reinvestment within the neighborhood.

Visually Related Area ("VRA") / Guideline Criteria

City staff has indicated that the parcel is not a corner parcel and defined the VRA as a boundary which is established by a 200 foot radius from center point of street side (front) lot line. This parcel has been deemed by staff to have two (2) front lot lines and therefore is defined by two radii. Figures A-1 and A-2 illustrate the VRA map that was provided by the City and include a summary of the buildings surrounding the proposed Project.

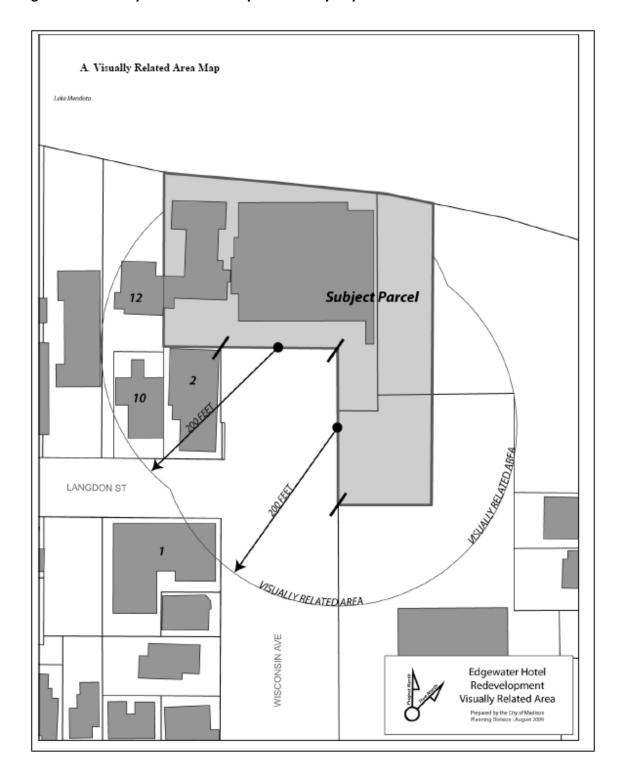
Landmark is working to clarify a few open issues related to the visually related area analysis and will provide additional detail on the buildings included in the VRA and surrounding the property upon further discussion with the City Staff and the Landmarks Commission at the November 18, 2009 informational presentation.

Variance – MGO Section 33.19(15)

The Landmarks Ordinance includes a provision to allow for a variance(s) of the guideline criteria for historic districts. This provision allows for variances in setback, massing and other criteria in specific instances where the building is compatible with the historic character of buildings directly affected by the Project and all buildings within the VRA.

Landmark will provide additional detail related to the proposed variance and the relationship of the building within the VRA and to surrounding properties upon further discussion with City Staff and the Landmarks Commission at the November 18, 2009 informational presentation.

Figure A-1 - Visually Related Area Map Provided by City





1 Langdon - Kennedy Manor Multi-Family Residential Stories - 6 Elevation 135.0 Feet (22 Feet Less than Project)



2 Langdon Multi-Family Residential Stories – 2 to 5 Est. Elevation 99.8 Feet



10 Langdon Morgan House Multi-Family Residential Stories – 2 to 4 Est. Elevation 99.0 Feet



12 Langdon Delta Tau Fraternity House Stories – 3-5 Est. Elevation 65.0 Feet



2 East Gilman
National Guardian Life
Commercial Office
Stories - 6
Est. Elevation 157.1 Feet (Equal to Project)
Note: Not in VRA but directly related



522 Pinckney Street
The Ambassador
Multi-Family Residential
Stories - 5
Estimated Elevation
Note: Not in VRA but directly related

50 Foot Height Restriction

The Mansion Hill Historic District Ordinance does not include a 50 foot height restriction. However, there is a 50 foot height restriction that is incorporated as part of the R6-H zoning classification that is attributable to a portion of the site. Importantly, as related to the zoning classification, the Project will be reviewed under a number of standards including but not limited to:

- 1. The existing Edgewater parcel is not zoned R6H. It is zoned OR. It is a commercial parcel located at a street-end and is does not have the more traditional R6/R6H residential zoning applied to it.
- 2. Only about 27% of the total site area is R6H zoning. The dominant zoning classification is OR.
- **3.** There are several buildings in the Mansion Hill Historic District (including Kennedy Manor which is located in the VRA and NGL which is immediately adjacent to the site) that have heights in excess of 50 feet. As is the case with the Edgewater, most of these buildings are located along the lakefront and on Wisconsin Avenue.
- **4.** The Planned Unit Development (PUD) will establish a new zoning classification for the site that is specific to this Project. This is a typical city process and in no way violates existing zoning rules.

Establishing a Precedent

The PUD zoning structure and height of this building do not establish a precedent for downtown or historic districts in Madison. Importantly, the key points to consider in this include:

- 1. There is absolutely no evidence that suggests that a single issue like height of a project establishes a zoning precedent in Madison. If that were the case, the 13-story Hilton Hotel built adjacent to 4 of the most significant certified historic structures in Madison would have set the height precedent for the Edgewater;
- 2. The well established entitlement process in Madison which requires rigorous public debate protects against precedent concerns on every site in this city;
- 3. The PUD zoning text for the Edgewater sets forth very specific criteria that must be satisfied in order to build at the proposed height (see page 15 of the attached PUD application). No single issue sets zoning precedent. Therefore, a party that wants to compare to the Edgewater based on height must also satisfy all of the additional zoning requirements that support height as set forth in the PUD zoning text. That would be extremely difficult on any other site downtown or in any historic district in Madison;
- 4. Finally, the Common Council supported by the efforts of City Planning, the Urban Design Commission, Landmarks Commission, Planning Commission and other agencies ultimately govern land use on every site in Madison

Executive Summary

Attached with this outline are updated conceptual plans and renderings of the planned redevelopment of the Edgewater Hotel. These plans have been revised to respond to the feedback, questions and concerns that have been received on the Project during the public entitlements process. A list of key changes to the design is included below. A more detailed outline of each of these points follows:

Primary Revisions to Edgewater Redevelopment Plan:

- Reduced height of expansion tower by 3 stories/30 feet;
- Reduced penthouse structure, no encroachment on Capitol View Limit;
- Height is compatible to National Guardian Life Building and Kennedy Manor;
- Removed top level of 1970's low-rise building;
- More than 20 feet of height (2 stories) and 380,000 cubic feet of volume has been removed from the previous proposed design;
- Plaza is terraced, vehicular traffic is removed from view corridor;
- Enhanced configuration and flexibility of public spaces;
- Significantly enhanced experience on Grand Stair to the waterfront;
- The 1940's building becomes a feature of the development;
- Total program of the building has been reduced by nearly 100,000 SF;
- The new podium building is setback 35 feet from shoreline;
- The hotel program has been reduced from 228 to 180 192 rooms;
- Added potential to include 8-10 high-end residential units;
- Reduced program from 364 to 226 stalls;
- Architecture has been advanced to incorporate signature design elements.

Figures 1.0 - 1.2 provide illustrations of the proposed plan revisions. The pages that follow provide a more detailed summary of each of the above referenced changes.

Reduced Height By 3 Stories / 30 Feet

The proposed expansion tower has been reduced by 3 stories and a total of 30 feet in height. The last occupied floor of the expansion tower has been lowered from 187'-2" (the Capitol Height Limit) to 157'-1" which is equivalent to the height of the last occupied floor of the adjacent National Guardian Life building. Figure 1.3 illustrates the height of the proposed tower in relation to the previously proposed design.

Reduced Penthouse Structure / No Encroachment on Capitol View Limit Two significant concerns of the previous plan were the size of the proposed penthouse and the proposed Conditional Use Permit that would have been required to allow for this structure to pierce the Capitol Height Limit in accordance with the provisions of the Madison General Ordinances.

The revised plan has reduced the size and profile of the penthouse structure. The height of the penthouse no longer penetrates the Capitol Height Limit and will not require the additional approval for a Conditional Use Permit.

Height Compatible with National Guardian Life and Kennedy Manor The proposed expansion has been designed so that the last occupied floor is equal in height to the National Guardian Life Building. Additionally, the top two-floors of the building have been set back from the lower floors and this setback has been established to be generally consistent with the height of Kennedy Manor, which sits on the opposite street corner from the proposed expansion. Figure 1.3 illustrates the relationship of height of the building in the revised plan as compared to these surrounding structures. Figure 1.4 provides an aerial of the site and images of the surrounding buildings.

Removed Top Level of 1970's Expansion / Height and Volume Reduction in Right-of-Way Landmark has proposed to remove the top level (20+ feet) of height and 295,000 cubic feet of volume from the 1970's expansion which was built in the vacated Wisconsin Avenue right-of-way. This change will not only result in an enhanced terrace and public space at the water, but will also restore one of Madison's most important street-end views.

This change has significant impacts for the public view from the street to the lake and from the lake back to the State Capitol. Additionally, the removal of this existing structure will transform this corridor from a solid structure to an open, active public terrace at the lakefront. Figure 1.5 provides a sectional illustration of the existing and proposed conditions for the terrace.

Plaza Terrace, Vehicular Traffic Removed from View Corridor The removal of the 1970's building has allowed the Terrace at Mansion Hill to be reconfigured and the vehicular drive/hotel drop off to be lowered below the street-end view. Cars will now enter the site and circulate down to the parking entrance/hotel drop-off.

Additionally, we have re-oriented the bus drop off and loading dock so as to provide an enclosed dock/staging area at the Northeast side of the building. Buses dropping off guests, vans and taxis will also be able to stage in a drop-off area which is outside of the view corridor along the private drive on Langdon Street.



Figure 1.0 Aerial Rendering



Figure 1.1 Existing View



Figure 1.2 Opened View Over Terrace

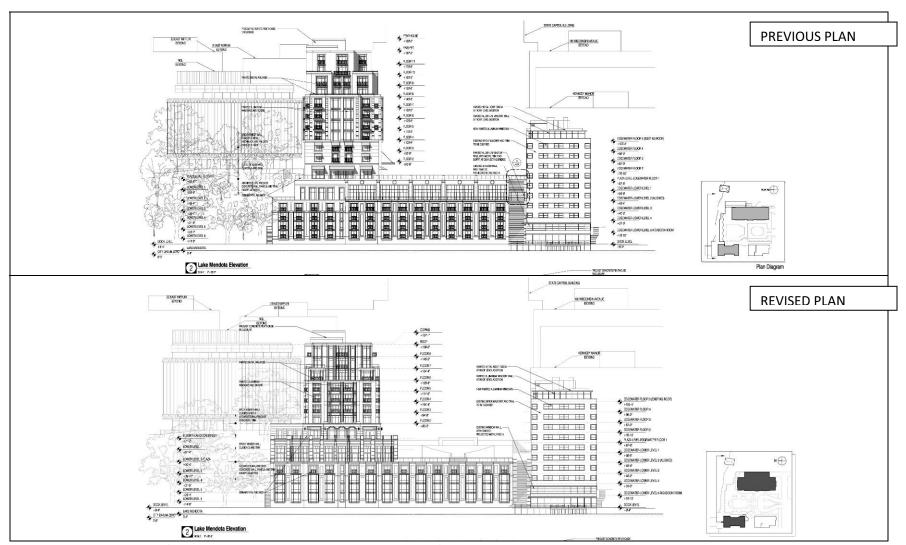


Figure 1.3 Previous Lakefront Elevation as Compared to Revised Lakefront Elevation



Figure 1.4 Summary of Existing Building

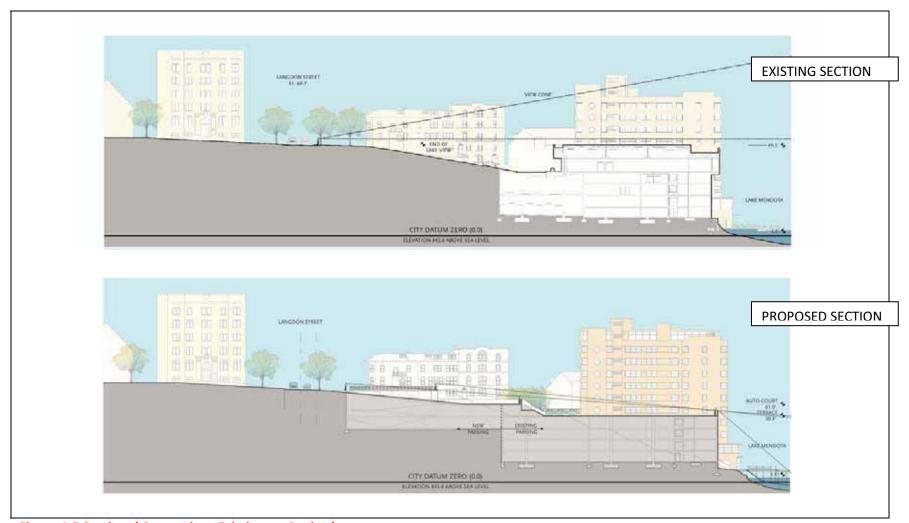


Figure 1.5 Sectional Comparison Existing vs. Revised



Figure 1.6 Site Plan

Enhanced Configuration and Flexibility of Public Spaces: While the program of the building has been significantly reduced, the public outdoor space has been maintained and enhanced under the revised design.

The space is configured in a series of terraces that extend from Langdon Street to the waters edge. Although a significant amount of program has been cut from the building, we have maintained the public outdoor space and reduced those spaces dedicated solely to hotel use.

Furthermore, the configuration of the plaza has been significantly enhanced with the main terrace being reconfigured to provide more flexibility in the space that will allow programming / events to occur while maintaining significant areas that the public can access on an on-going basis. A summary of the square footage of outdoor areas is included below.

	Previous Design	Revised Design
Outdoor Plaza / Public Spaces	47,210 SF	47,240 SF
Dedicated Hotel Spaces	3,996 SF	3,683 SF
Total Without Dock	51,206 SF	50,923 SF

Significantly Enhanced Grand Stair: The public experience on the Grand Stair has also been significantly enhanced by the proposed changes to the terrace. The revised configuration of the auto-court will allow the top level of the stair to be completely open with a low berm/knee wall along the site as the stair descends from Langdon Street to the mid-level terrace. The pedestrian walking down the stair will have an unobstructed view over the terrace out to the lakeshore. This configuration has an added benefit to the 2 Langdon building in that it not only enhances access to that building but also open lake views for the lowest units.

The stair has also been enhanced on the second run that extends from the midlevel terrace to the lake. By removing more than 20+ feet of structure along the north wall, the stair has become much more open and accessible to daylight. Additionally, by removing the bridge structures the design will now provide an unobstructed view to the water.

1940's Building Becomes a Feature:

A primary benefit of removing the top level of the 1970's building is that it will expose significantly more of the original 1940's hotel tower. The original Edgewater is designated as a "Priority Building" in the 1975 Historic District plan and these proposed changes will restore the prominence of the building both from the street and lakeside elevations.

As part of the changes to the façade we have re-oriented the connection between the low-rise building and the 1940's tower to a tunnel which will slip under the Grand Stair. This prevents the need to punch openings in the 1940's façade to accommodate the bridge connections that were previously proposed.

An important element of the proposed design is that we would like to incorporate some of the specialized design features that were shown in the original rendering to provide a more iconic entrance and presence for the building on the terrace.

Total Program
Reduced by Nearly
100,000 Square
Feet Gross Square
Footage – Building:

The estimated gross square footage of the building has been reduced by nearly 100,000 square feet. A summary of the program changes is provided below:

	Previous Proposal	Revised Proposal
Guest Rooms/Living Areas	140,868 SF	118,724 SF
Circulation	57,188 SF	57,533 SF
Function Space	13,772 SF	9,542 SF
Restaurant / Bar/Café Areas	13,805 SF	11,745 SF
Spa/Health/Fitness	10,177 SF	10,400 SF
Office/Administrative	8,561 SF	5,125 SF
Back of House/Mechanical:	45,097 SF	36,460 SF
Parking	168,397 SF	115,092 SF
Total Gross Building Area	457,865 SF	364,621 SF

New Podium
Building is Setback
from the Shoreline:

The proposed podium building has been pulled back from the shoreline in a series of step backs which provide a minimum 30 foot buffer between the edge of the building and the shore of Lake Mendota. This change has softened the edge of the building at the shoreline, allowed the plan to incorporate a small public green space along the waterfront and provides the opportunity for vegetation and trees to wrap the side of the new building along the lakefront.

Reduced Program from 228 Rooms to 180-192 Rooms:

The proposed expansion of hotel rooms has been reduced by approximately 40 rooms. This reduction is a result of lowering the height of the expansion tower but will also result in a reduction of traffic, parking and operational concerns that have been raised by the neighborhood.

Potential Addition of 8-10 Residential Units:

The plan incorporates the ability to incorporate 8-10 residential units as part of the proposed development. While the condominium market in downtown Madison has been suppressed by the recent economy, there has been a significant amount of interest in the potential for units that are located on the waterfront and which are part of a quality hotel environment.

The addition of owner-occupied residential units speaks directly to one of the primary goals stated by Capitol Neighborhoods, Inc. and the City of Madison for the Mansion Hill Historic District.

Reduced Parking Program from 364 to 226 Stalls: With the reduction of room, restaurant and banquet program we have also been able to reduce the amount of structured parking that is incorporated into the Project. Our parking ratios are at 1.3 to 1.5 per room, well above the City's required ratio of 1 per room. Additionally, enhancements have been made to improve the ability to valet park on remote lots around the site which will significantly mitigate the impact from large events at the hotel.

Refinement of Architecture:

Detailed architectural plans are included in the attached package. While still consistent to the design philosophy of the original plan, the architecture has been refined to incorporate more articulation and variation in the pattern of windows, opening and balconies along the façade. We have varied the design on the upper floors and lakefront to provide a more transparent facade and to blend elements of more modern architecture with classic design elements. We have also added round windows, canopy elements and signage that will relate to the proposed restoration of the original Edgewater hotel tower.

EDGEWATER HOTEL PLANNED UNIT DEVELOPMENT DISTRICT 666 WISCONSIN AVENUE MADISON, WISCONSIN

ZONING TEXT

The following Zoning Text (the "Zoning Text") has been prepared on behalf of Midwest Realty and Investment Corporation (the "Owner"), for the Edgewater Hotel Planned Unit Development District (the "District"), located at 666 Wisconsin Avenue in Madison, Wisconsin as more particularly described on the attached Legal Description incorporated herein by reference as **Exhibit I**.

WHEREAS, the District has been established to allow for the redevelopment and expansion of the existing Edgewater Hotel, located at 666 Wisconsin Avenue in Madison, Wisconsin and related property as more definitively described in **Exhibit 1** attached hereto.

WHEREAS, the approval of this District is occurring simultaneously with the approval of other specific documents and / or agreements to be executed between the City of Madison (the "City") and the Owner as more particularly described herein.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the Zoning Text for the Edgewater Hotel Planned Unit Development District shall contain the following:

Legal Description of Site:

The site (the "Site") includes approximately 1.64 acres of land in four (4) separate parcels as are more particularly described in **Exhibit I** attached hereto. Parcel 1 includes the land area that encompasses the original 1948 hotel tower. Parcels 2 and 3 include the land area that encompasses the low-rise addition of the hotel that was constructed in the early 1970's. Parcel 2 defines the boundaries of that portion of the site that was previously the Wisconsin Avenue right-of-way. The area included as Parcel 2 was vacated by Ordinance No 1761, File No. 4600 adopted in 1965 and amended thereafter as described later in this Zoning Text. Parcel 3 includes the balance of the land area on which the 1970's addition is located. Parcel 4 includes land area that will be purchased from National Guardian Life and incorporated as part of the Site. For the purpose of this Zoning Text the Site shall define the boundaries of the District.

Additional Leased Area:

In addition to the Site, the Owner shall lease approximately .38 acres of land located within the Wisconsin Avenue right-of-way immediately adjacent to the Site and as is further described in **Exhibit II** attached hereto (the "Additional Leased Area").

The surface of the Additional Leased Area shall remain part of Wisconsin Avenue and shall serve as a public plaza, pedestrian pathway and vehicular turn-around and drop off area in a manner similar to the way the street-end functions as of the date this District is approved. For the purpose of this Zoning Text the surface area shall be considered part of the Wisconsin Avenue right-of-way and shall be subject to the provisions of Section 10 of the Madison General Ordinances governing Streets, Alleys, Sidewalks and Gutters, except that the operation and maintenance of this area shall become the responsibility of the

Owner as is more particularly described in a Management Agreement to be executed between the City and the Owner.

The City and Owner shall enter into a subterranean ground lease (the "Ground Lease") which shall dictate the terms and conditions under which improvements will be made, used and maintained within the Additional Leased Area. The terms and conditions of the Ground Lease shall be consistent with the terms of this Zoning Text to allow for the seamless use, operation and maintenance of the Project within the Project Area as defined below. Approval of the Ground Lease shall be a condition of approval of the District and such approvals shall occur simultaneously.

Project Area:

Collectively, the Site and the Additional Leased Area shall be defined as the project area (the "Project Area"). The Project Area includes approximately 2.02 acres of land.

Permitted Uses:

The following describes the permitted uses within the District and Project Area:

- 1. Those uses permitted and allowed in OR-Office Residence District, and;
- 2. Uses related to the operation of a high-quality hotel, involving amenities and guest services comparable with industry standards for similar hotels in similar markets and which may include guest rooms, guest suites, extended stay suites, bars, restaurants, spa, fitness facilities, limited retail uses, offices, underground parking areas, public plazas and terraces, and;
- 3. Lodging rooms, and;
- 4. Multi-family residential uses, and;
- 5. Uses accessory to the permitted uses as listed above, and;
- 6. Above grade vehicular drop off area;
- 7. Below-grade parking structure, and;
- 8. Bicycle parking areas;
- 9. Public/urban open spaces including outdoor plazas, stairways, terraces, etc, and;
- 10. Outdoor seating for eating and recreational uses in areas associated with the hotel, restaurant(s) and / or other uses that serve both alcoholic and non-alcoholic beverages, and;
- 11. Pier and dock structures;
- 12. Rooftop Installations, and;
- 13. Other uses as described herein.

Hours of Operation:

The hours of operation ("Hours of Operation") of the occupied spaces will be varied. It is anticipated that activity will occur within portions of the District on a twenty-four (24) hour basis. The Hours of Operation of the Outdoor Areas/Public Spaces will be described in a Management Agreement to be executed between the City and the Owner.

Floor Area Ratio/Building Height:

The Project floor area ratio (FAR) is calculated by taking the total gross area of the building less the below grade parking area to get the total occupied gross building area. The total occupied gross building area is then divided by the Project Area to define the FAR. The calculated FAR based on the Project Area is 2.81. The calculated FAR based on the Site Area (exclusive of the Wisconsin Avenue right-of-way) is 3.44.

Yard Area Requirements:

Yard areas will be provided as shown on the attached planning documents included in **Exhibit II** attached hereto.

Bulk Contingency:

The bulk standards for the Project shall be established based on provisions outlined in this Zoning Text. So as to specifically restrict the Project from setting a precedent for development in the City of Madison, the Project shall be required to meet the following conditions in order to receive approval for the Bulk Standards outlined herein:

- 1. The Project shall be located on a lot or collective lots of not less than 1.0 acre;
- 2. The Project shall have vehicular access directly onto, or across a private drive, to at least one (1) street with a right-of-way width of not less than 80 feet;
- 3. There shall be not less than 15,000 square feet of open space in the Project;
- 4. Public access to said open space shall be granted in accordance with an agreement(s) with the City of Madison;
- 5. As a development along the waterfront, a path of public access across the Project Area to the waterfront shall be constructed and maintained as part of the Project in accordance with an agreement(s) with the City of Madison;
- 6. As a waterfront development, the Project shall include the construction and maintenance of a public walkway of not less than six (6) feet in depth parallel to the waterfront. Said walkway shall connect to any adjacent waterfront walkways to the extent such walkways exist at the time of said development.

Amendment to Existing Ordinance Number 1761, File Number 4600-41:

The above referenced ordinance was adopted on January 28, 1965 and provided for the vacation of a portion of Wisconsin Avenue to allow for the expansion of the Edgewater Hotel within said vacated right-of-way. The Ordinance was further amended on November 10, 1966, September 20, 1967, September 28, 1967 and November 9, 1971. Copies of the existing Ordinance and amendments thereto is attached hereto as **Exhibit IV-A** of this Zoning Text.

The Ordinance shall be further amended under terms and conditions agreed to by the City of Madison and the Owner. A copy of the amendment to the Ordinance is attached hereto as **Exhibit IV-B** to this Zoning Text. Approval of the amendment shall be a condition of approval of the District and such approvals shall occur simultaneously.

Landscaping:

Site landscaping will be included in the areas shown on the attached site plans included in **Exhibit II** attached hereto. Site landscape areas shall include areas on public plazas, external stairways, along the façade of buildings and along public walkways at the waterfront. Decorative flower boxes will be included on certain balconies and railings on the building.

Accessory Off-Street Parking and Loading:

The District shall include a minimum of 226 below-grade parking stalls. Approximately 154 of these stalls are part of the existing below grade parking structure. The remaining stalls shall be constructed in the Additional Leased Area as further described in this Zoning Text.

The Project shall include a loading dock and service area which has room to store trash and recycling bins in an interior loading dock area. The design and exterior appearance of the entrance to such parking stalls and loading berths shall be consistent with the architecture of the building and will be generally consistent with the elevations attached hereto in **Exhibit II**.

The Owner shall submit for separately a plan for the redevelopment of the two surface parking lots and a connecting driveway on two separate parcels owned by National Guardian Life Insurance Company. As part of the conditions of the sale of parcel 4 to the Owner, the Owner has agreed that it will rebuild/expand the two surface parking areas to replace the existing surface parking which is displaced by the Project. The total number of stalls to be constructed is 39 stalls. The existing surface lots hold 34 stalls. The replacement parking areas are identified in the Site Plan attached as part of **Exhibit II**.

Lighting:

Electrical reflectors, spotlights, floodlights and other sources of illumination may be used to illuminate buildings, landscaping, street graphics, signage, parking and loading areas and public areas within the District. Such lighting shall be equipped with lenses or other devices which concentrate the illumination upon such buildings, landscaping, street graphics, signage, parking areas, loading areas and outdoor public areas as required. All lighting shall be reflected away from any residential uses adjacent to the District.

Signage:

Signage will be allowed as per Chapter 31 of the Madison General Ordinances and/or as outlined in the future submittals for the proposed development.

Open Space (On Site):

The Site, which comprises the areas not included in the Wisconsin Avenue right-of-way, includes approximately 34,833 square feet of Open Space as part of the Project. For the purpose of this Zoning Text, Open Space shall include: 1) those areas defined as Outdoor Plazas/Public Spaces which shall be accessible to the general public under the terms and conditions of a Management Agreement and; 2) those areas which are dedicated solely to the use of the hotel, restaurants or other uses within the Project and which are consistent with the definition of Open Space in the Section 28 of the Madison General Ordinances but which are not part of the Outdoor Plazas/Public Spaces as defined in this Zoning Text (the "Dedicated Spaces"). By way of reference, some of the Open Space areas that are Dedicated Spaces to the Hotel include, but are not limited to, the rooftop balcony on the 1940's building which is part of the meeting/function spaces on that level of the hotel and the outdoor terrace outside of the ballrooms on Level 5 of the Project.

Outdoor Plazas / Public Space (In Total Project Area):

The Project Area, which encompasses both the Site and the Additional Leased Area within the Wisconsin Avenue right-of-way, includes approximately 47,600 square feet of outdoor plazas and public space. These areas include the Terrace at Mansion Hill (The "Terrace at Mansion Hill") leading from the corner of Wisconsin Avenue and Langdon Street to the waterfront, the Gardens on Mansion Hill (The "Gardens on Mansion Hill"), and the grand stair ("Grand Stair") leading to the waterfront from Langdon Street, the skywalk and elevators connecting the plaza to the waterfront, the waterfront path. Once the configuration is determined the pier/dock structures will add additional square footage to the Outdoor Plaza/Public Space. The Outdoor Plazas/Public Spaces will be identified in the Management Agreement.

Areas internal to the hotel (e.g. guest accommodations, ballrooms, spa/fitness areas, offices, restaurants, etc.) and Dedicated Spaces shall not be included as part of the Outdoor Plaza/Public Space as defined in this Zoning Text.

Rooftop Installations:

The Owner shall be permitted to add rooftop installations including, but not limited to, elevator equipment, cellular equipment, satellite equipment and mechanical equipment in the locations designated on the approved plans attached hereto as **Exhibit II**.

Alterations and Revisions:

No alteration or revision of this planned unit development shall be permitted unless approved by the City Plan Commission, however, the Zoning Administrator may issue permits for minor alterations or additions which are approved by the Director of Planning and Development and the Alderperson of the district and which are compatible with the concept approved by the City Plan Commission.

EXHIBIT I LEGAL DESCRIPTION

PARCEL DESCRIPTIONS:

PARCEL 1

All that part of Lot Five (5), lying Northwest of the Southeast 126 feet thereof, in Block Seventy-eight (78), Madison, according to the recorded plat thereof, in the City of Madison, Dane County, Wisconsin.

PARCEL 2

All of that portion of vacated Wisconsin Avenue, in the City of Madison. Dane County. Wisconsin, lying Northwesterly of a line parallel to the Northwesterly line of Langdon Street extended Northeasterly and 126 feet Northwesterly from such extended line of Langdon Street.

PARCEL 3

Part of Block Two Hundred Sixty-three (263), Madison, according to the recorded plat thereof, in the City of Madison, Dane County, Wisconsin, described as follows: Beginning at the most southerly corner of Block 94, said point being the point of intersection of the Northwest line of East Gilman Street with the Northeast line of Wisconsin Avenue; thence Northwesterly along said Northeasterly line of Wisconsin Avenue 383.6 feet to the point of beginning of this description; thence Northeasterly at right angles to last described line 45.0 feet; thence Northwesterly parallel with the Northeast line of Wisconsin Avenue (now vacated) 186.4 feet to an iron stake, on a meander line, which is 36.0 feet more or less Southeasterly from the low water mark of Lake Mendota; thence Southwesterly along said meander line 45.0 feet to an iron stake on the Northeast line of Wisconsin Avenue which is 48.6 feet Southeasterly from the low water mark of Lake Mendota and also 186.4 feet Northwesterly from the point of beginning; thence Southeasterly along said line 186.4 feet to the point of beginning. Also, all land lying northwesterly of above described meander line to the low water mark of Lake Mendota.

PARCEL 1, 2, & 3 Contain 48,230 SQFT/ 1.09 Acres more or less.

PARCEL 4

Part of Block Two Hundred Sixty-three (263), Madison, according to the recorded plat thereof, in the City of Madison, Dane County, Wisconsin, described as follows: Beginning at the most southerly corner of Block 94, said point being the point of intersection of the Northwest line of East Gilman Street with the Northeast line of Wisconsin Avenue; thence Northwesterly along said Northeasterly line of Wisconsin Avenue 383.6 feet to the point of beginning of this description; thence N44°54'28"E, 45.32 feet; thence N44°12'40"W, 234.4 feet more or less to the shore of Lake Mendota; thence Northeasterly, 65 feet more or less, along the shore of Lake Mendota; thence S44°12'40"E, 313' feet more or less; thence S45°40'16"W, 105.00 feet; thence N44°47'55"W, 102.70 feet to the point of beginning.

PARCEL 4 Contains 24,140 SQFT/ 0.55 Acres more or less.

EXHIBIT II PLANS AND SPECIFICATIONS

A copy of the approved plans and specifications are attached as Exhibit II to the Zoning Text for the Edgewater Hotel Planned Unit Development District for the Project Area located in the 2nd Aldermanic District at 666 Wisconsin Avenue, Madison Wisconsin.

[TO BE INSERTED UPON COMPLETION]

EXHIBIT III-A CITY OF MADISON ORDINANCE ORDINANCE NO. 1761, FILE NO. 4600-41

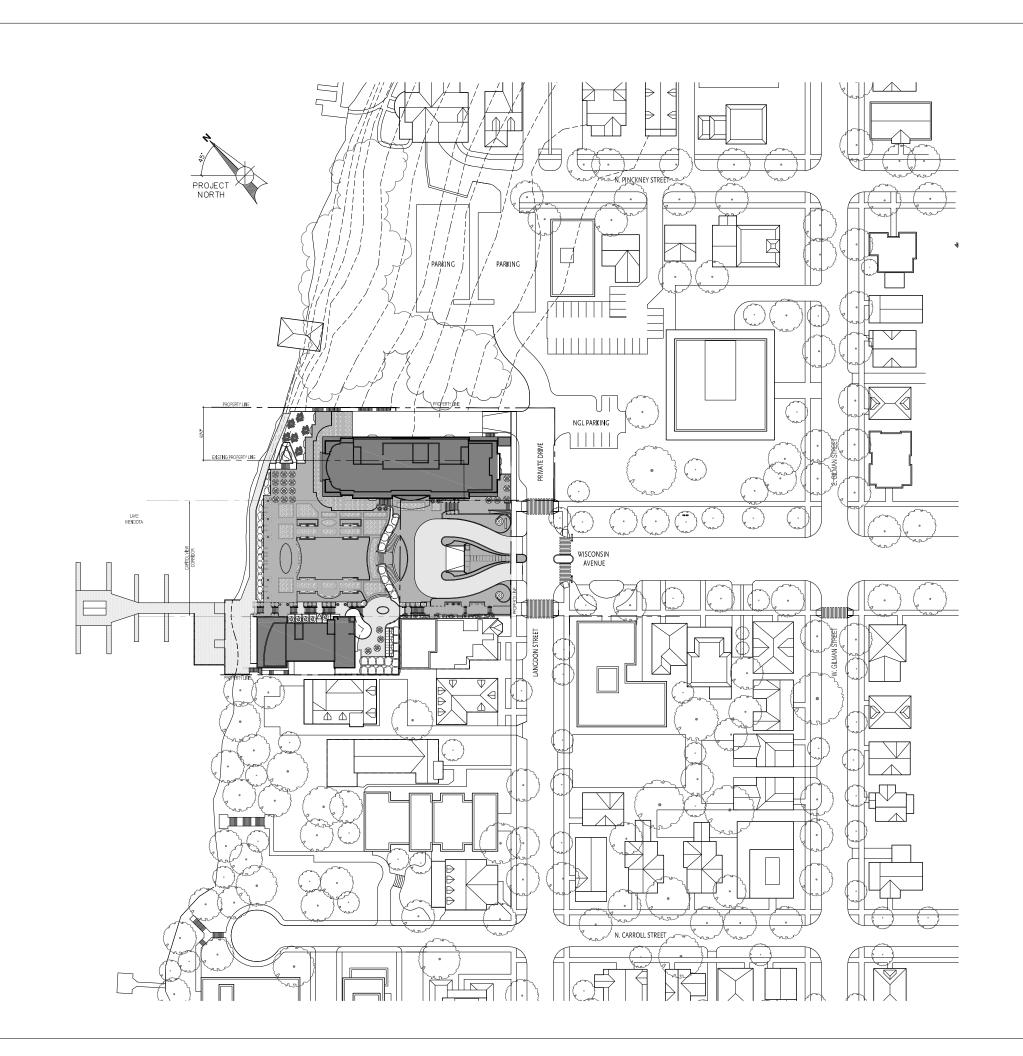
A copy of Madison City Ordinance No. 1761 is attached herein as Exhibit VI-A to the Zoning Text for the Edgewater Hotel Planned Unit Development District for the Project Area located in the 2nd Aldermanic District at 666 Wisconsin Avenue, Madison Wisconsin.

[TO BE INSERTED UPON COMPLETION]

EXHIBIT III-B CITY OF MADISON ORDINANCE ORDINANCE NO. 1761, FILE NO. 4600-41 – AMENDMENT

A copy of Madison City Ordinance No. 1761 – Amendment is attached herein as Exhibit VI-B to the Zoning Text for the Edgewater Hotel Planned Unit Development District for the Project Area located in the 2nd Aldermanic District at 666 Wisconsin Avenue, Madison Wisconsin.

[TO BE INSERTED UPON COMPLETION]



The Edgewater

666 Wisconsin Avenue Madison, WI 53703

OWNER

Landmark X, LLC

22 East Mifflin, Suite 800 Madison, WI 53703 T. 608.274.7447 F. 608.274.7424

ARCHITECT

Elkus I Manfredi Architects Ltd

300 A Street Boston, Massachusetts 02210 T. 617 426 1300 F. 617 426 7502

DEVELOPER

Hammes Company

22 East Mifflin, Suite 800 Madison, WI 53703 T. 608.274.7447 F. 608.274.7424

CIVIL ENGINEER

BT², Inc.

2830 Dairy Drive Madison, WI 53718 T. 608.224.2830 F. 608.224.2839

DRAWING LIST:

ARCHITECTURAL

A1.00 DOCK LEVEL PLAN

A1.01 LOWER LEVEL 6 FLOOR PLAN

A1.02 LOWER LEVEL 5 FLOOR PLAN

A1.03 LOWER LEVEL 4 FLOOR PLAN

A1.04 LOWER LEVEL 3 FLOOR PLAN

A1.05 LOWER LEVEL 2 FLOOR PLAN - PLAZA

A1.06 LOWER LEVEL 1 FLOOR PLAN - AUTO COURT

A1.07 LEVEL 1 FLOOR PLAN - LANGDON STREET

A1.08 NEW HOTEL FLOOR 2 PLAN

EXISTING HOTEL FLOORS 2-4 PLAN

A1.09 NEW HOTEL FLOORS 3-5 PLAN EXISTING HOTEL FLOOR 5 PLAN A1.10 NEW HOTEL FLOORS 6 PLAN

EXISTING HOTEL ROOF PLAN
A1.11 NEW HOTEL FLOORS 7-8 PLAN
EXISTING HOTEL ROOF PLAN

A1.12 HOTEL ROOF PLANS

A2.01 ELEVATIONS

A2.02 ELEVATIONS

A2.03 ELEVATIONS & SECTIONS A2.04 ELEVATIONS & SECTIONS

A3.01 PLAZA DETAILS
A3.02 ELEVATION DETAILS

A3.03 1940'S ELEVATION DETAILS

CIVIL

C1.01 SITE SURVEY

C1.02 PROPERTY TRANSFER DIAGRAM
C1.03 GRADING AND EROSION CONTROL PLAN
C1.04 UTILITY PLAN

OCTOBER 28, 2009

THE EDGEWATER HOTEL

MADISON, WISCONSIN

10.28.09

1940'S BUILDING												
	GUEST ROOM AREA	ROOM KEYS	CIRCULATION AREA	FUNCTION	RESTAURANT/BAR	SPA / HEALTH	FITNESS CENTER/	OFFICE	BACK OF HOUSE/	PARKING AREA	CARS	TOTAL FLOOR AREA
FLOOR							POOL		MECHANICAL			(GROSS)
			0									
DOCK LEVEL			850 SF		920 SF							1,770 SF
LOWER LEVEL 6			325 SF		2,975 SF							3,300 SF
LOWER LEVEL 5			730 SF									730 SF
LOWER LEVEL 4			850 SF					4,250 SF	1,400 SF			6,500 sf
LOWER LEVEL 3			1,150 SF			3,300 SF	5,000 SF		300 SF			9,750 SF
LOWER LEVEL 2			3,750 SF			2,100 SF			150 SF			6,000 sf
LOWER LEVEL 1	4,700 SF	6	1,100 SF									5,800 SF
LEVEL 1	4,700 SF	6	1,100 SF									5,800 SF
2	4,700 SF	6	1,100 SF									5,800 SF
3	4,700 SF	6	1,100 SF									5,800 SF
4	4,700 SF	6	1,100 SF									5,800 SF
5 (PREVIOUSLY ROOF)			938 SF	1,952 SF					725 SF			3,615 SF
TOTAL AREA	23,500 SF	30 KEYS	14,093 SF	1,952 SF	3,895 SF	5,400 SF	5,000 SF	4,250 SF	2,575 SF	- SF	O CARS	60,665 SF

NOTE: THE 1940'S BUILDING PLANS ARE BASED ON DRAWINGS BY LAURENCE MONBERG DATED JULY 1941; FIELD CONDITIONS HAVE NOT BEEN VERIFIED.

1970'S BUILDING												
	GUEST ROOM AREA	ROOM KEYS	CIRCULATION AREA	FUNCTION	RESTAURANT/BAR	SPA / HEALTH	FITNESS CENTER/	OFFICE	BACK OF HOUSE/	PARKING AREA	CARS	TOTAL FLOOR AREA
FLOOR							POOL		MECHANICAL			(GROSS)
LOWER LEVEL 6	4,536 SF	9	1,095 SF							11,502 SF	25	17,133 SF
LOWER LEVEL 5	4,536 SF	9	1,084 SF							19,203 SF	43	24,823 SF
LOWER LEVEL 4	4,536 SF	9	1,121 SF							19,163 SF	44	24,820 SF
LOWER LEVEL 3	4,536 SF	9	1,320 SF						1,955 SF	17,294 SF	41	25,105 SF
TOTAL AREA	18,144 SF	36 KEYS	4,620 SF	- SF	- SF	- SF	- SF	- SF	1,955 SF	67,162 SF	153 CARS	91,881 SF

NOTE: THE 1970'S BUILDING ADDITION PLANS ARE BASED ON DRAWINGS BY LAURANCE MONBERG AND JOHN FLAD DATED DECEMBER 1971; FIELD CONDITIONS HAVE NOT BEEN VERIFIED.

PROPOSED BUILDING												
	GUEST ROOM AREA	ROOM KEYS	CIRCULATION AREA	FUNCTION	RESTAURANT/BAR/CAFÉ	SPA / HEALTH	FITNESS CENTER/	(HOTEL) OFFICE	BACK OF HOUSE/	PARKING AREA	CARS	TOTAL FLOOR AREA
FLOOR				INCLUDING PRE-FUNCTION	INCLUDING KITCHEN		POOL		MECHANICAL			(GROSS)
LOWER LEVEL 6	1,900 SF	4	2,450 SF						3,150 SF			7,500 SF
LOWER LEVEL 5	1,900 SF	4	2,450 SF						3,150 SF			7,500 SF
LOWER LEVEL 4	1,900 SF	4	2,450 SF						3,150 SF			7,500 SF
LOWER LEVEL 3	1,900 SF	4	2,450 SF						3,150 SF	25,290 SF	68	32,790 SF
Plaza: lower level 2			7,330 SF	5,600 SF					7,810 SF	17,640 sf	5	38,380 sf
LOWER LEVEL 1			4,900 SF					875 SF	5,160 SF	5,000 SF		15,935 SF
LANGDON STREET: LEVEL 1			3,270 SF	1,990 SF	7,850 SF				1,240 SF			14,350 SF
2	10,150 SF	17	2,360 SF						800 SF			13,310 SF
3	10,460 SF	19	2,015 SF						825 SF			13,300 SF
4	10,460 SF	19	2,015 SF						825 SF			13,300 SF
5	10,460 sf	19	2,015 SF						825 SF			13,300 SF
6	10,190 SF	20	2,015 SF						825 SF			13,030 SF
7	8,880 sf	7	1,550 SF						510 SF			10,940 SF
8	8,880 sf	7	1,550 SF						510 SF			10,940 SF
TOTAL AREA	77,080 SF	124 KEYS	38,820 SF	7,590 SF	7,850 SF	- SF	- SF	875 SF	31,930 SF	47,930 SF	73 CARS	212,075 SF

TOTAL BUILDING AREA.	s											
	GUEST ROOM AREA	ROOM KEYS	CIRCULATION AREA	FUNCTION	RESTAURANT/BAR	SPA / HEALTH	FITNESS CENTER/	OFFICE	BACK OF HOUSE	PARKING AREA	CARS	TOTAL FLOOR AREA
-							POOL		/ MECH.			(GROSS)
TOTAL AREA	118,724 SF	190 KEYS	57,533 SF	9,542 SF	11,745 SF	5,400 SF	5,000 SF	5,125 SF	36,460 sf	115,092 SF	226 CARS	364,621 SF



ELKUS | MANFREDI ARCHITECTS

[address] 300 A STREET BOSTON MASSACHUSETTS 02210 [tel] 617-426-1300

The Edgewater

666 Wisconsin Avenue Madison, WI 53703

Owner: Landmark X, LLC 22 East Mifflin Street, Suite 800 Madlson, WI 53703

Developer:

Hammes Company 22 East Mifflin Street, Suite 800 Madlson, WI 53703

CIMI Engineer: BT ², Inc. 2830 Dairy Drive Madison, WI 53718

PROJECT NUMBER: 08105,00

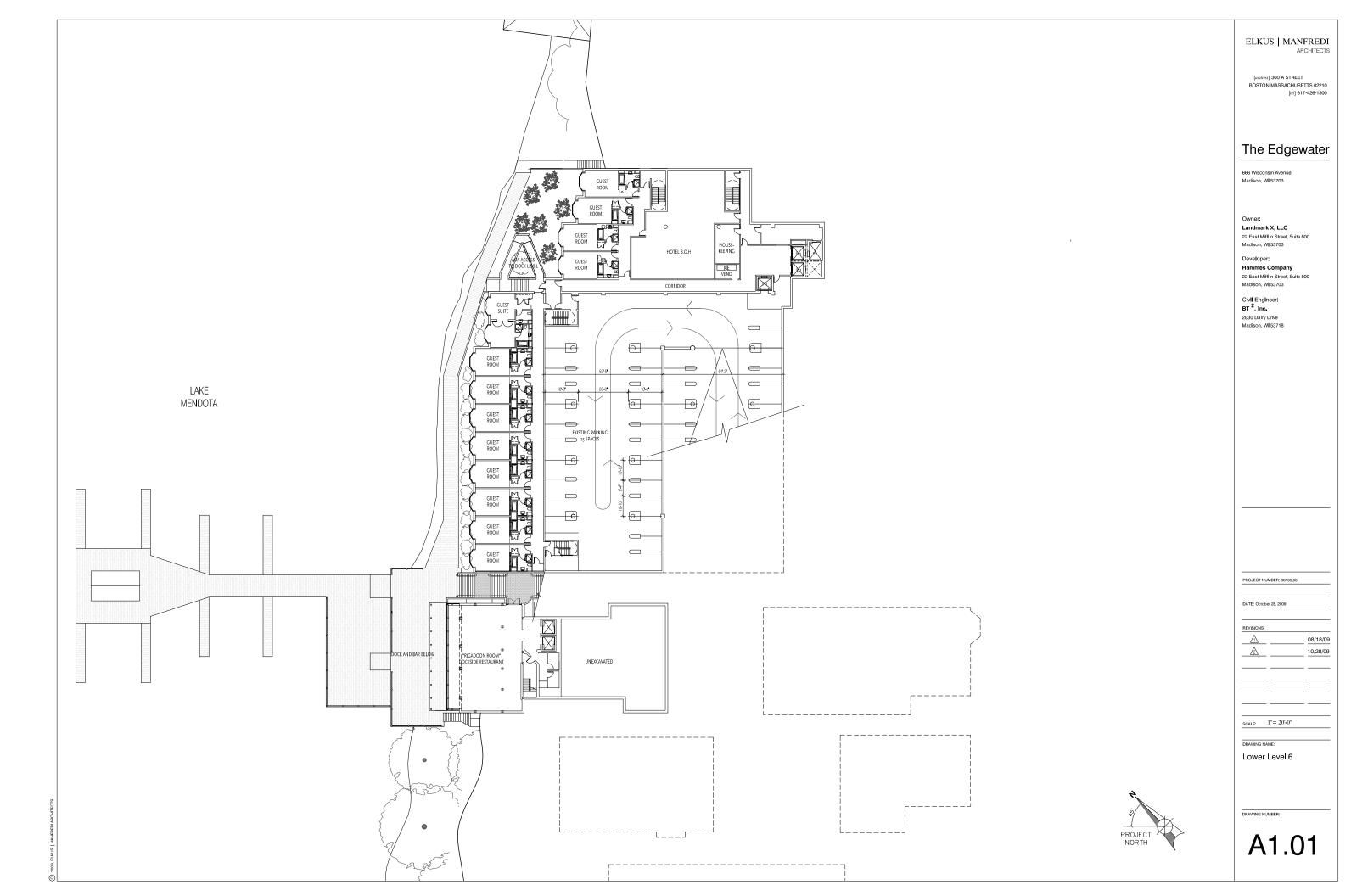
DATE: October 28, 2009

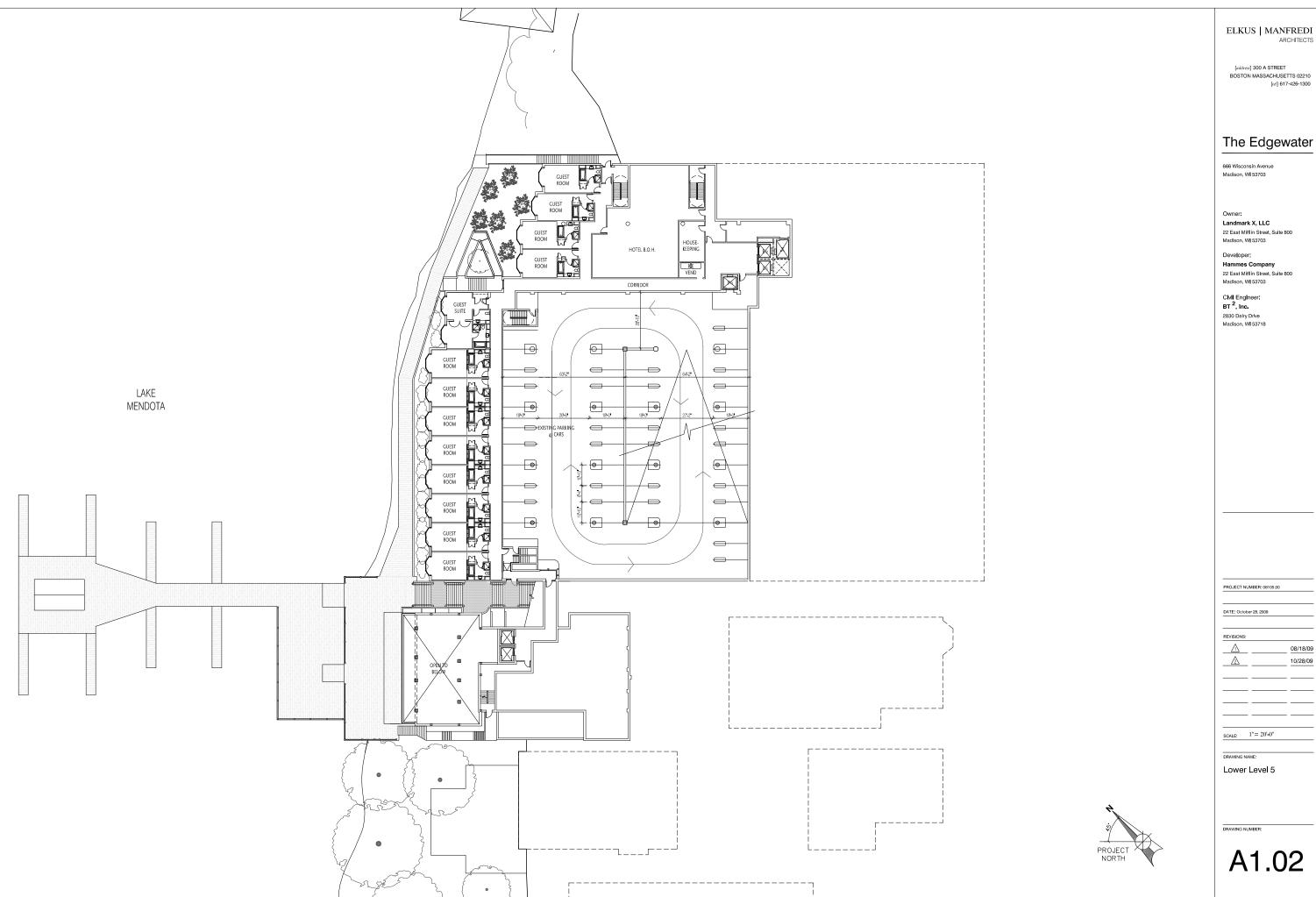
08/18/09

SCALE: 1"= 20'-0"

Dock Level Plan

DRAWING NUMBER:





ELKUS | MANFREDI

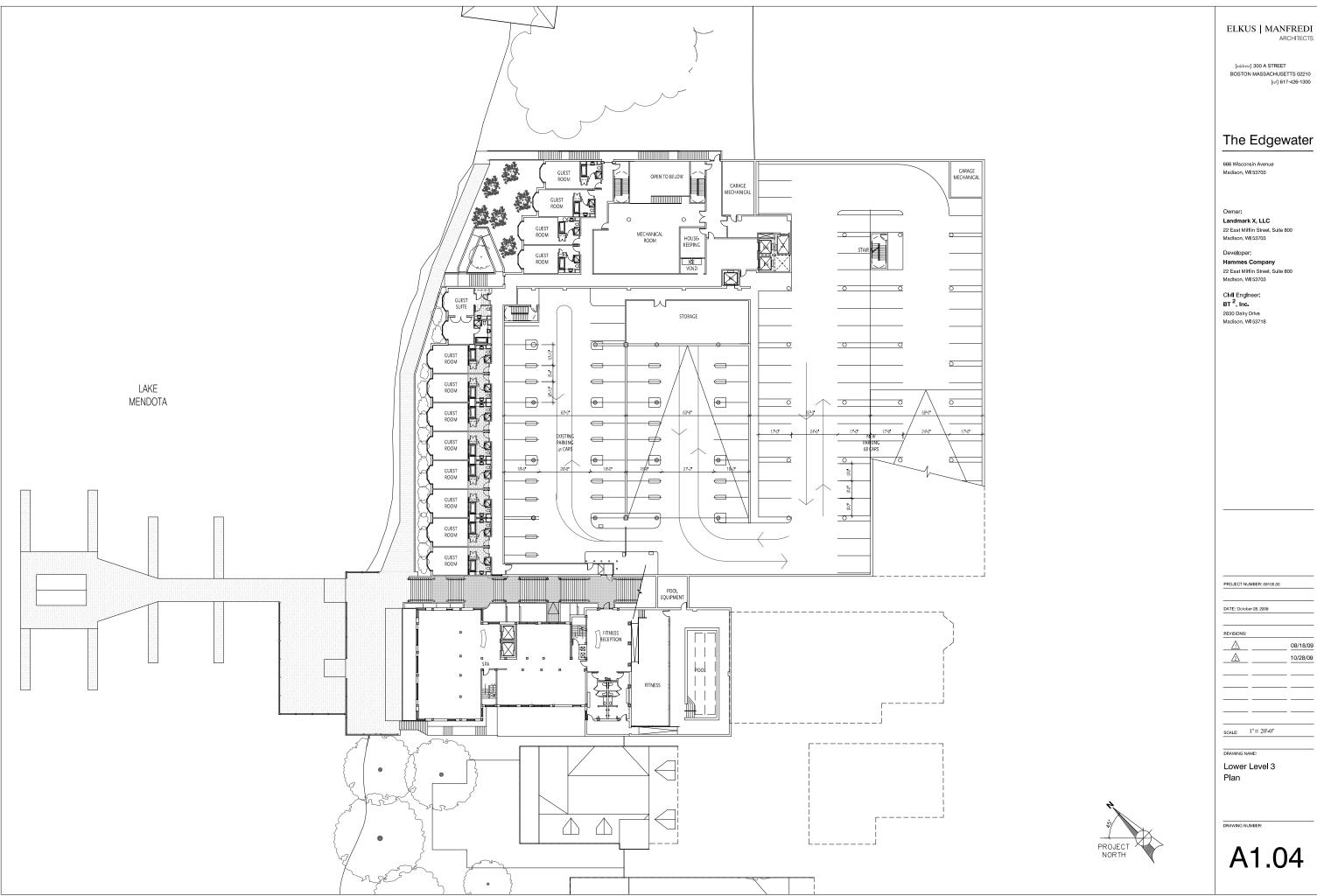
The Edgewater

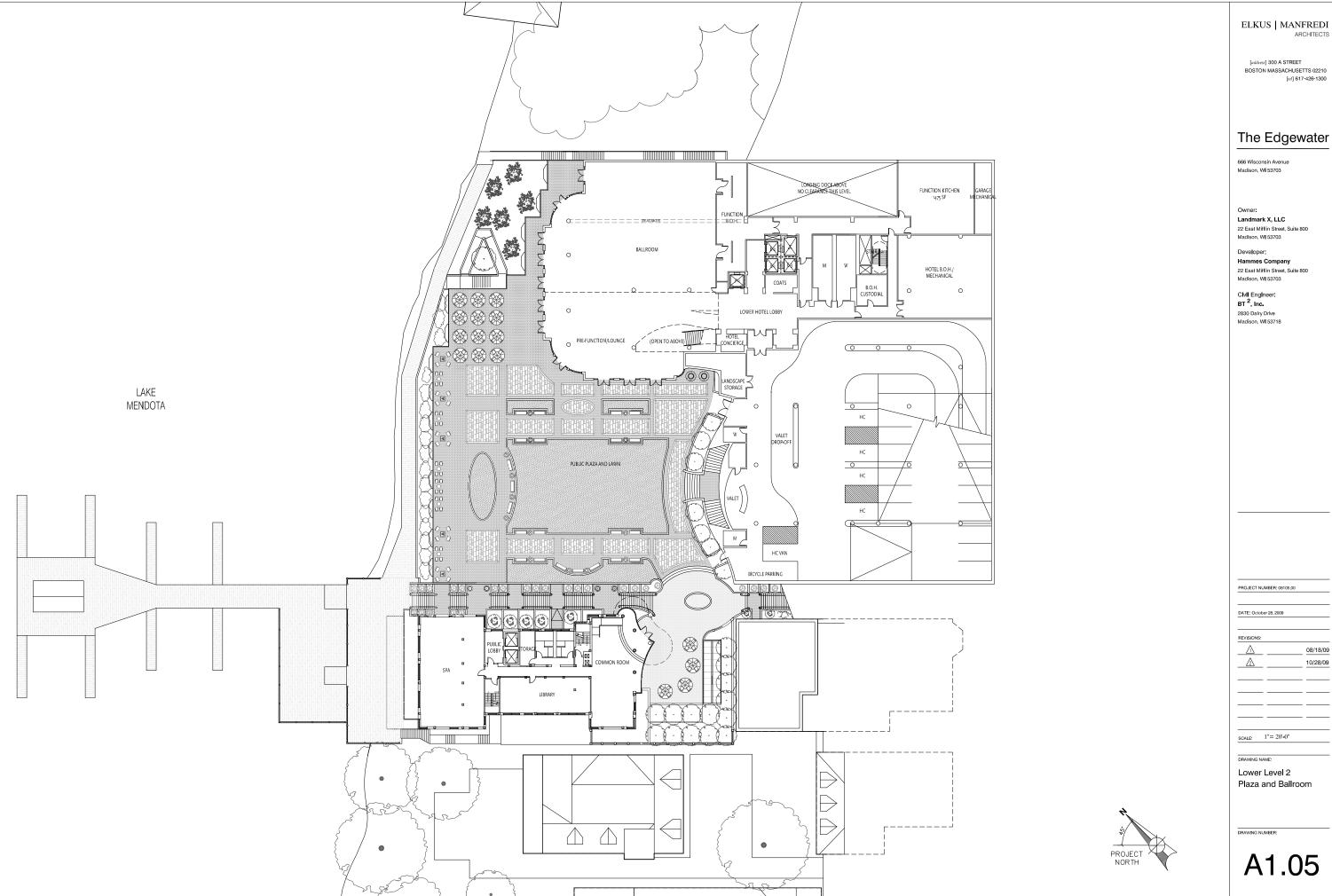
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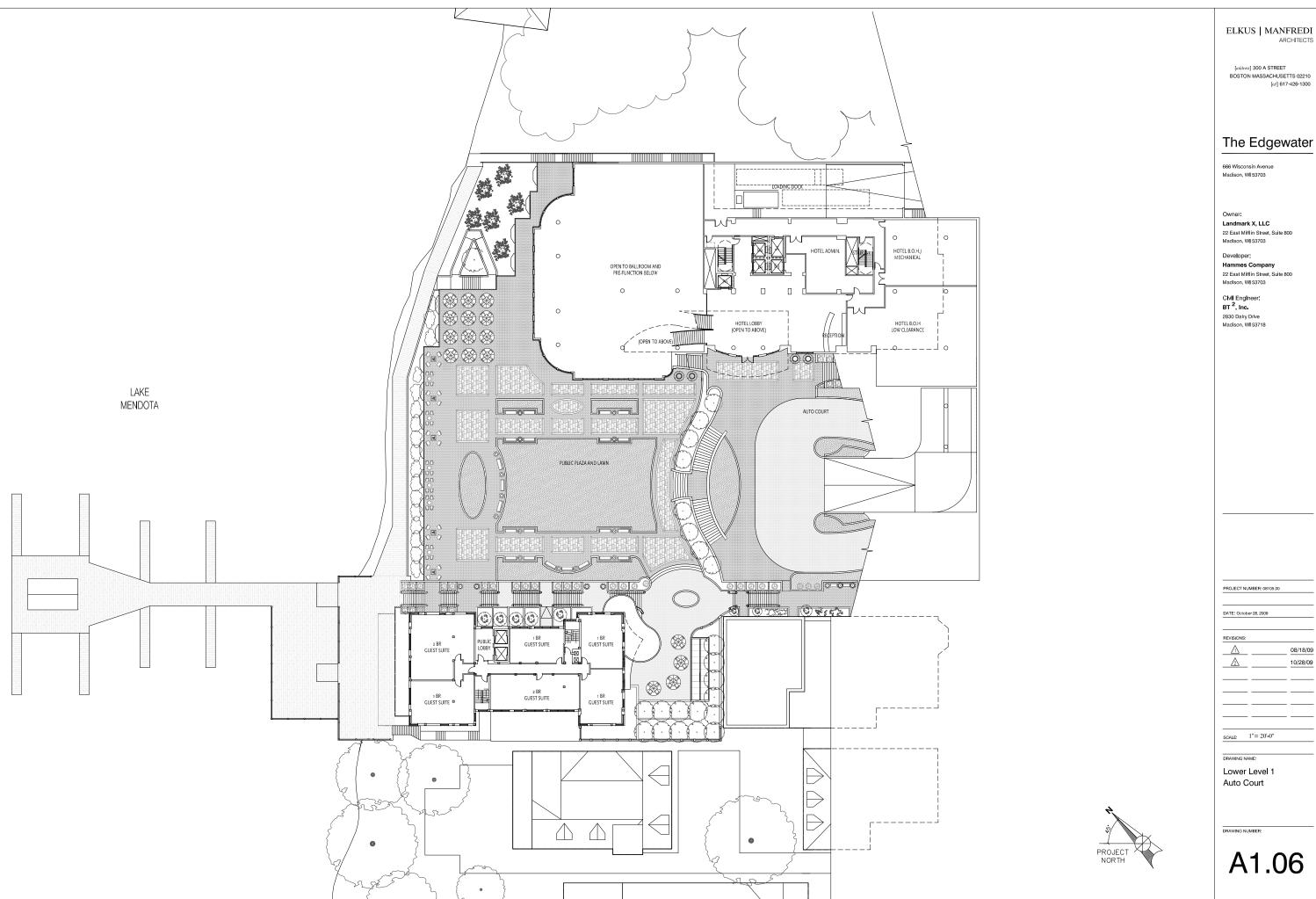
The Edgewater

08/18/09



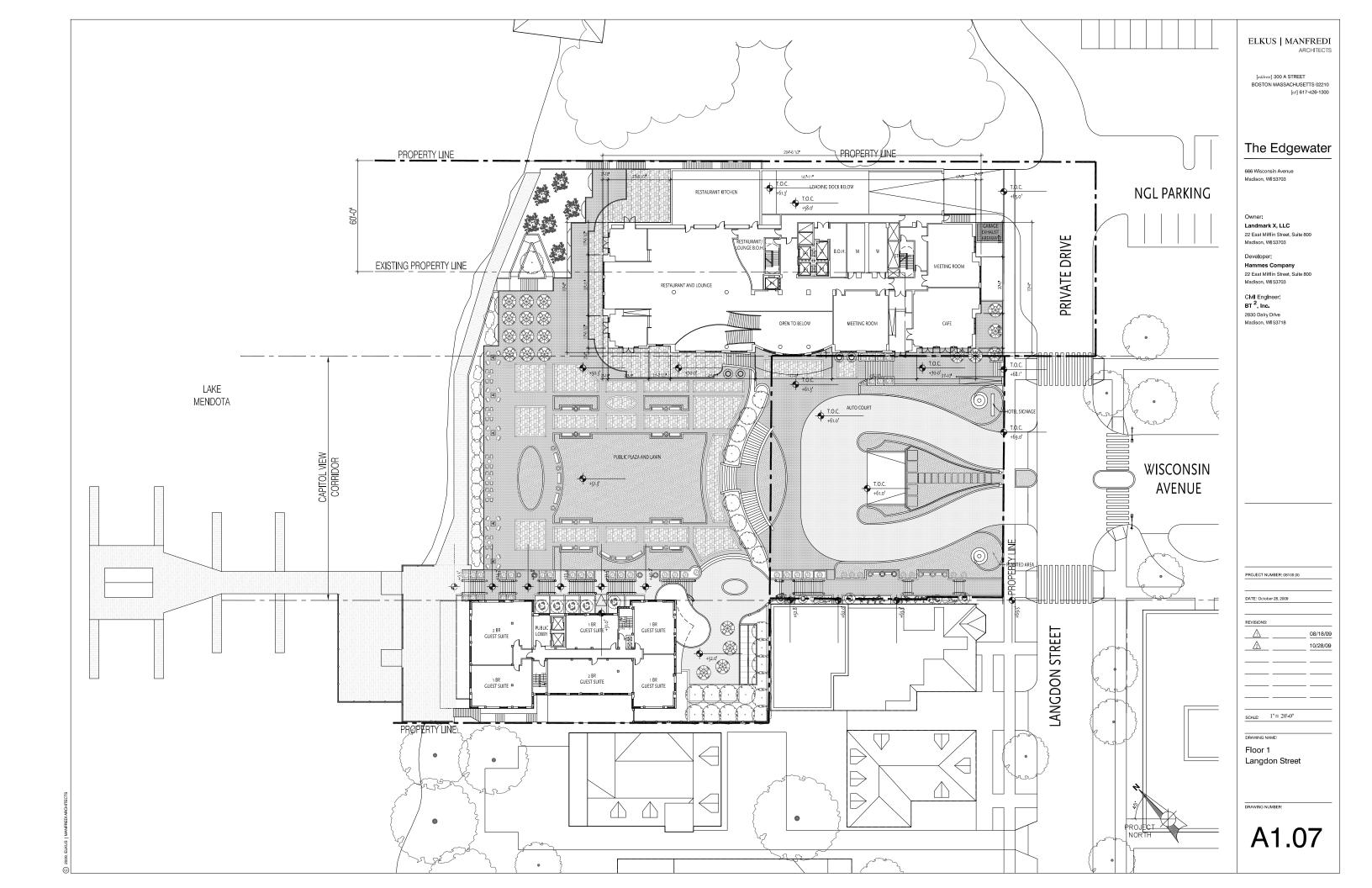


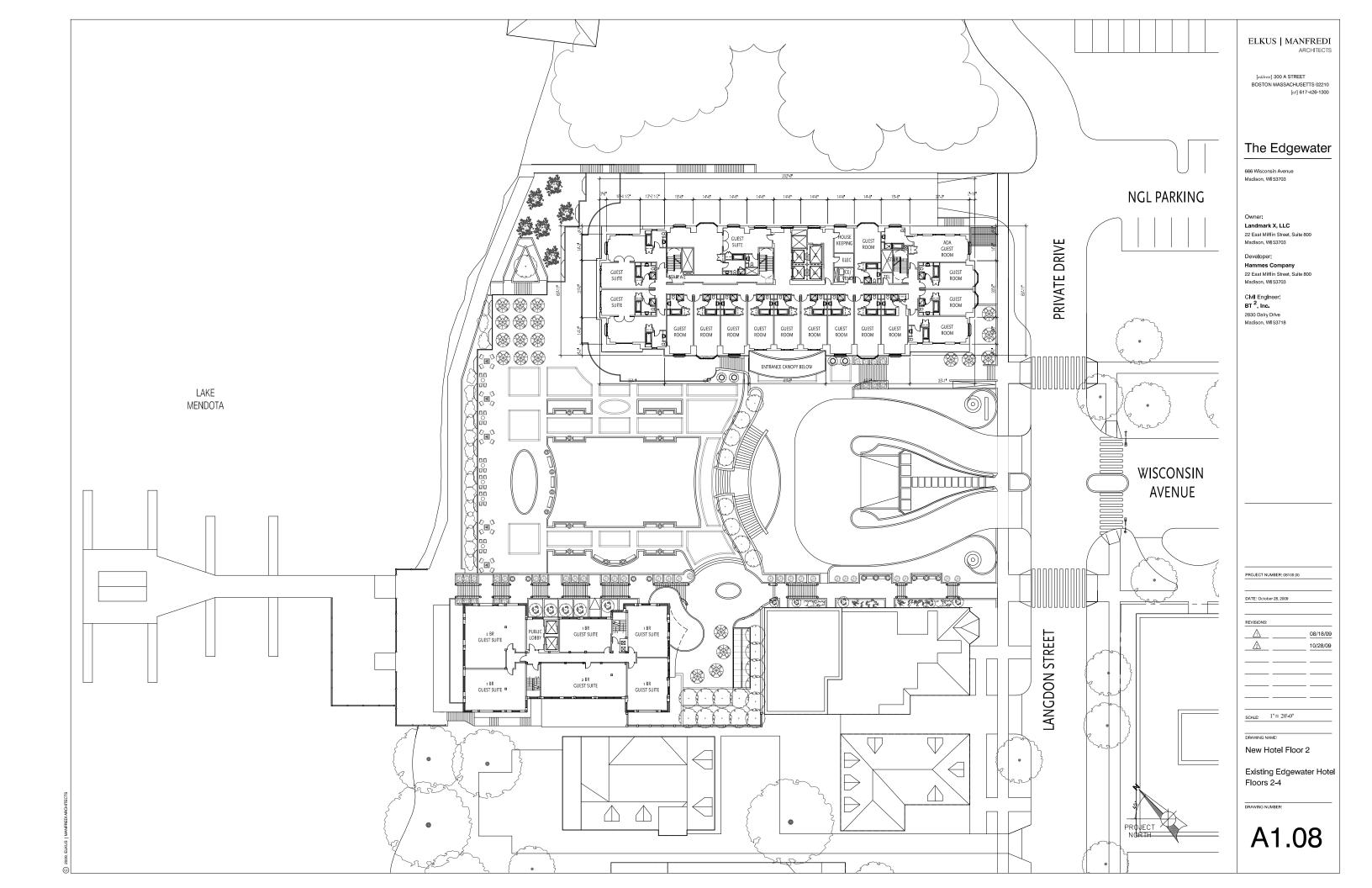
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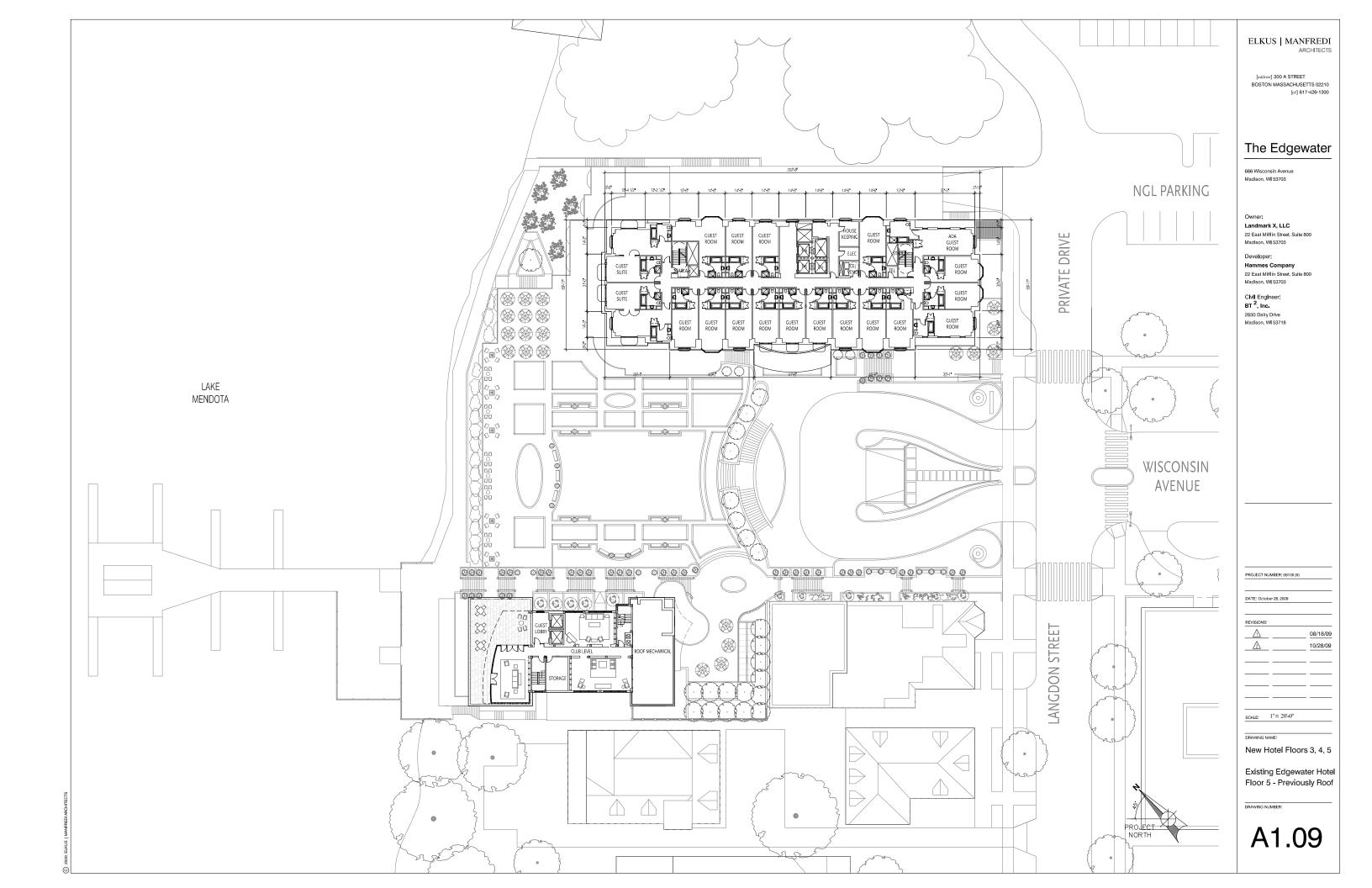


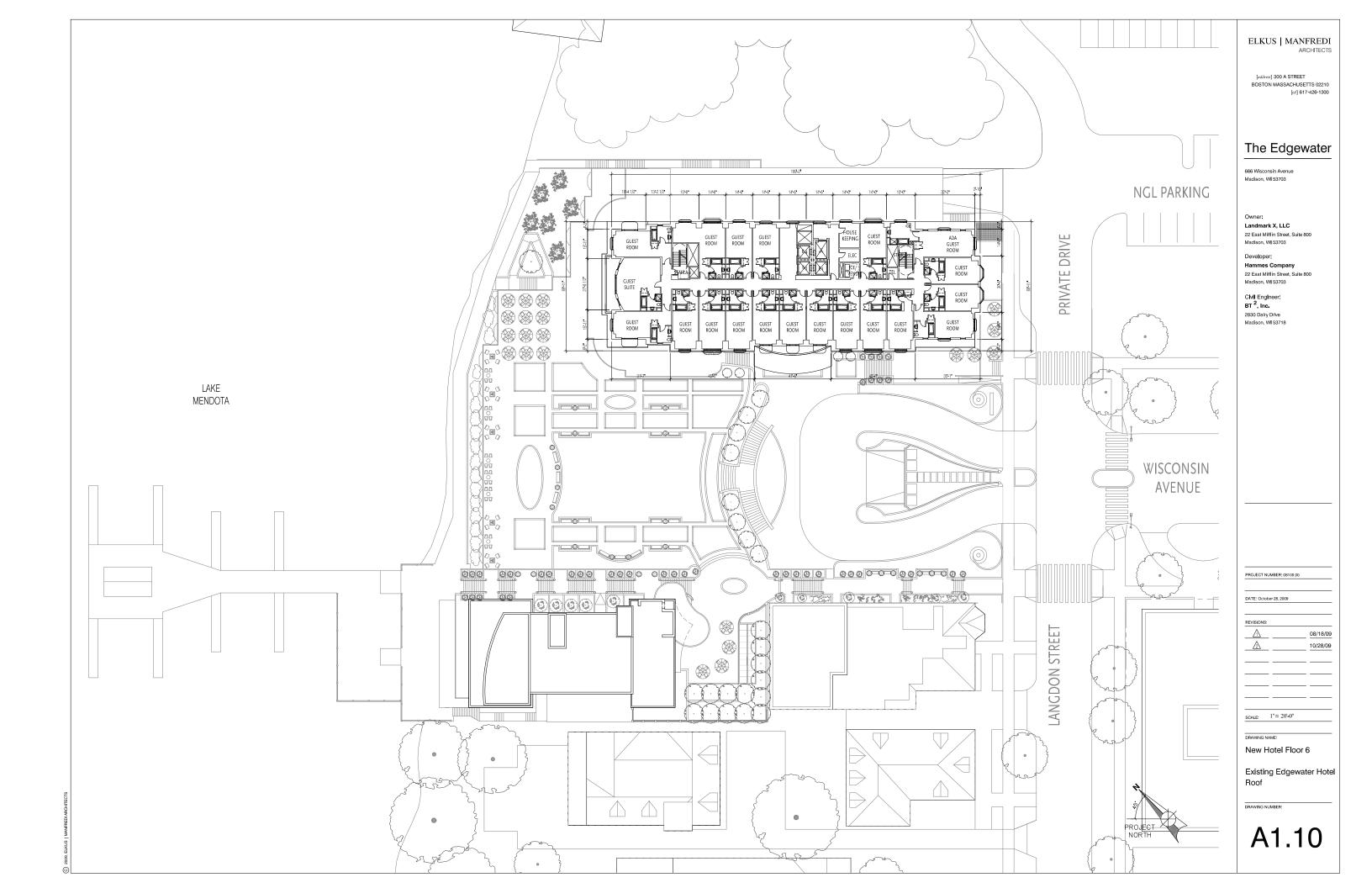
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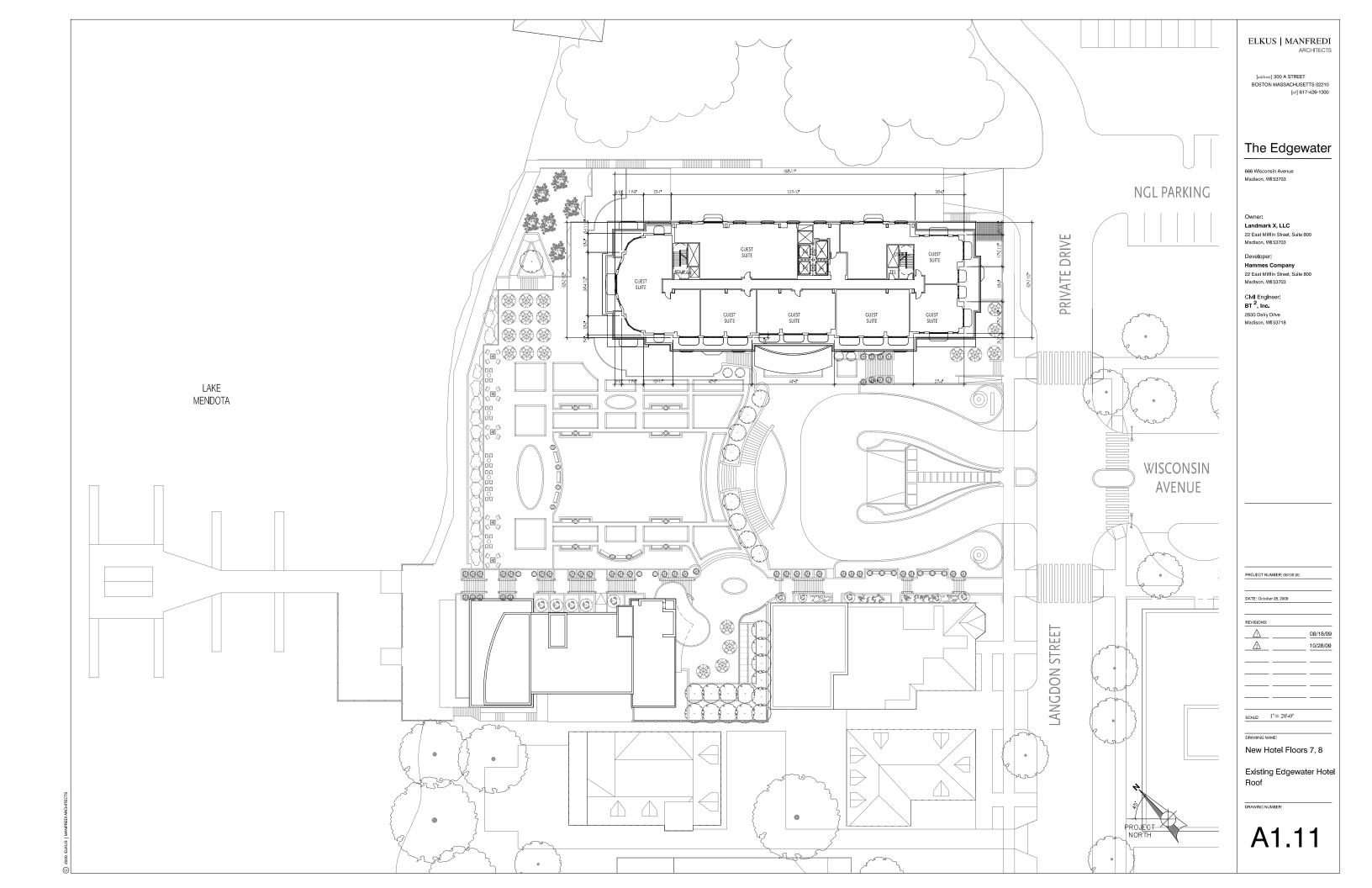
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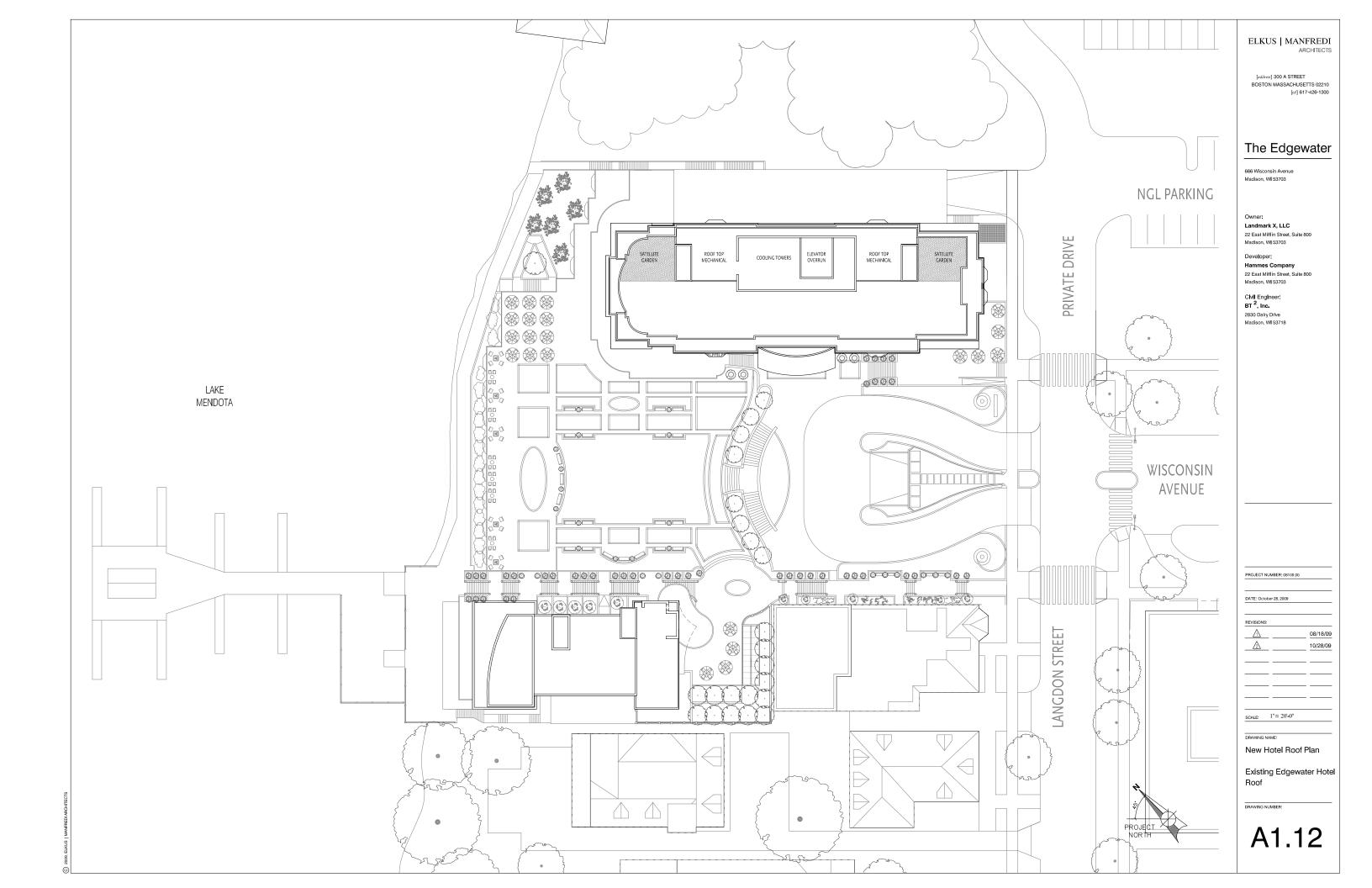


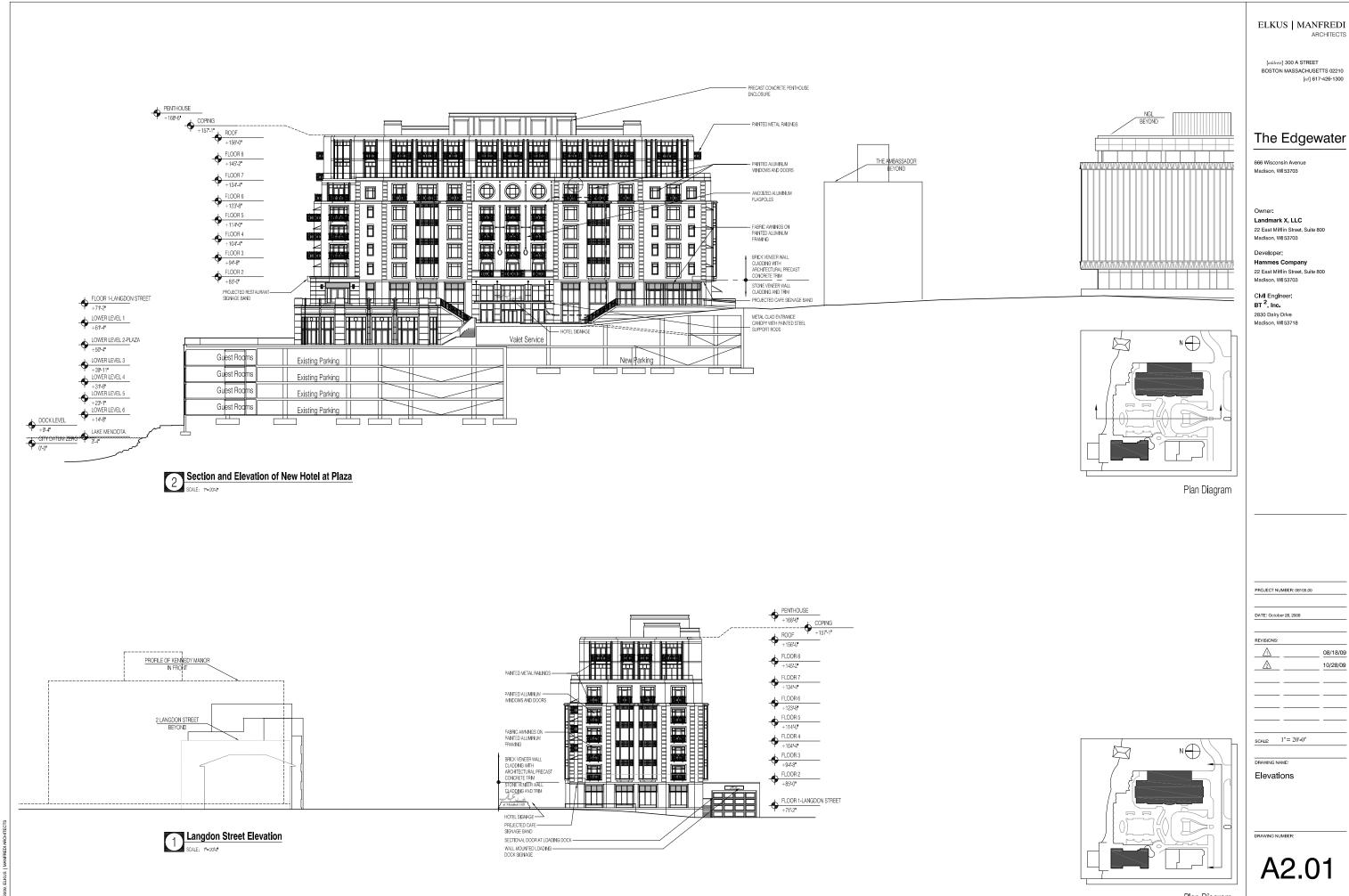




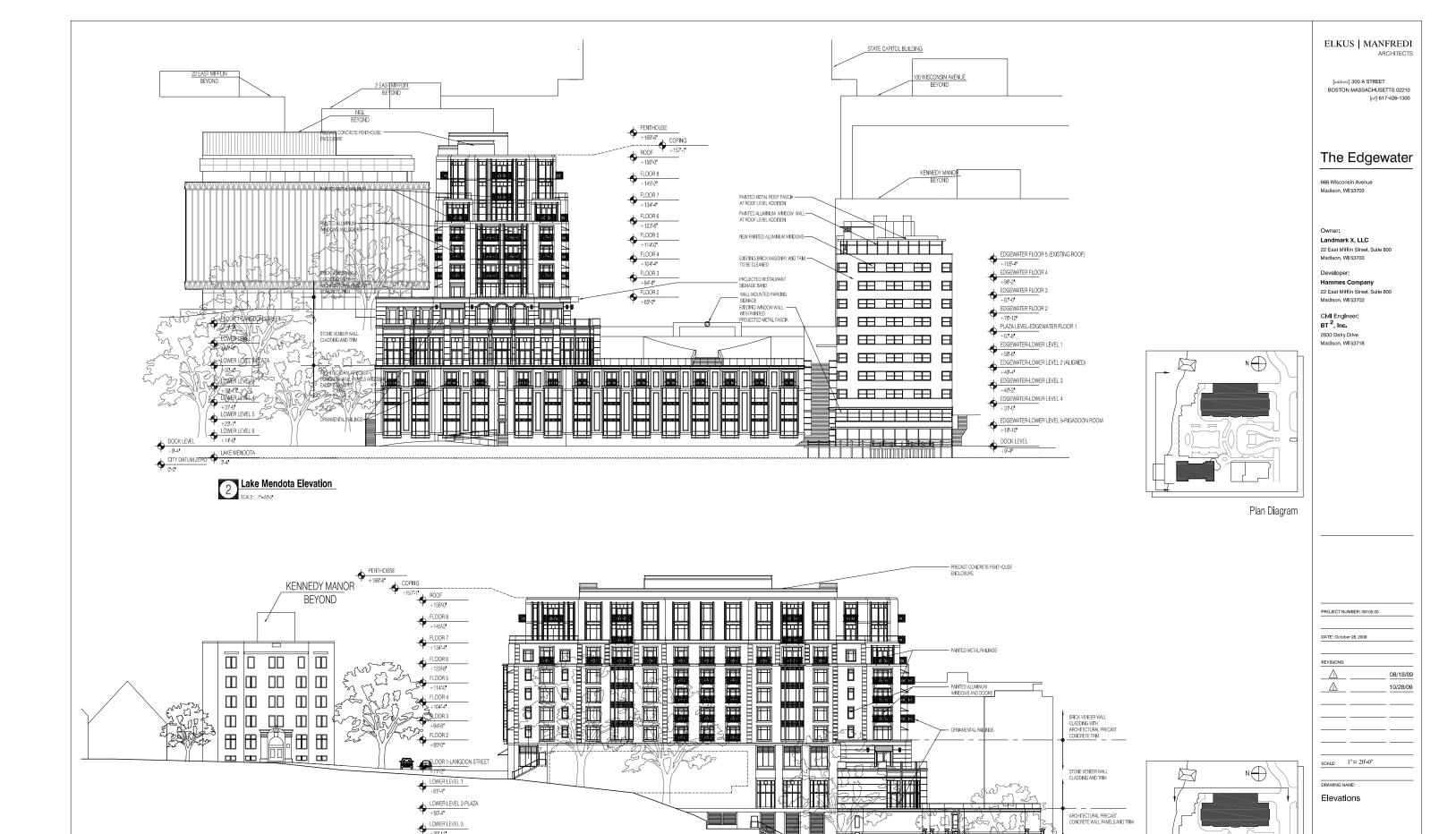








Plan Diagram



+39-11 LOWER LEVEL 4

+31-6"
LOWER LEVEL 5
+23-1"
LOWER LEVEL 6
+14-8"

DOCK LEVEL

+9-4"

CITY DATUM ZERO

-0-0

LAKE MENDOTA

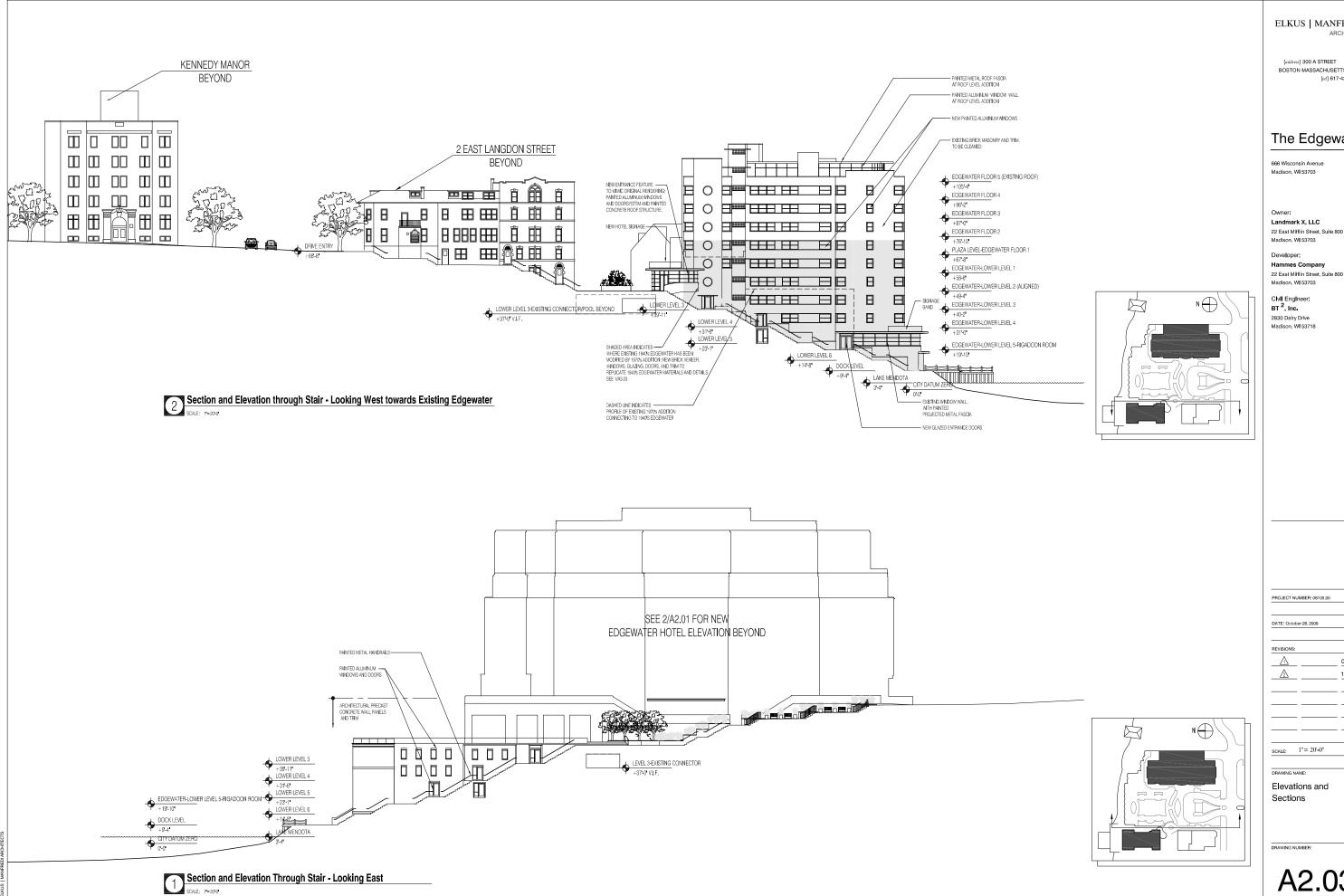
3-4

North Elevation

A2.02

DRAWING NUMBER

Plan Diagram



ELKUS | MANFREDI

[address] 300 A STREET

BOSTON MASSACHUSETTS 02210 [tel] 617-426-1300

The Edgewater

666 Wisconsin Avenue Madison, WI 53703

22 East Mifflin Street, Suite 800

Hammes Company

Madlson, WI 53703 ClvII Engineer:

BT ², Inc. 2830 Dalry Drive

PROJECT NUMBER: 08105.00

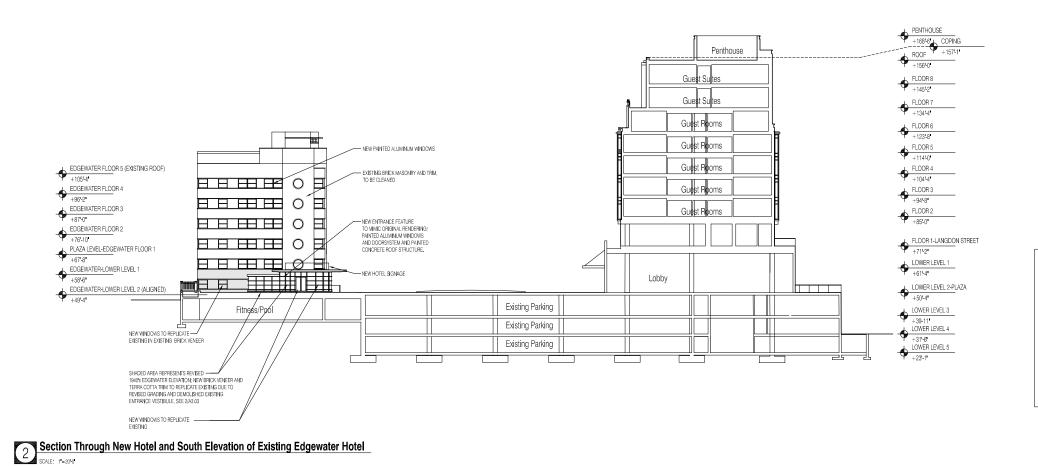
08/18/09

SCALE: 1"= 20'-0"

Elevations and

DRAWING NUMBER

A2.03



ELKUS | MANFREDI

[address] 300 A STREET

BOSTON MASSACHUSETTS 02210 [tel] 617-426-1300

The Edgewater

666 Wisconsin Avenue Madison, WI 53703

Landmark X, LLC 22 East Mifflin Street, Suite 800 Madlson, WI 53703

Developer:

Hammes Company 22 East Mifflin Street, Suite 800 Madlson, WI 53703

CMI Engineer: BT ², Inc.

N \bigoplus_{i}

2830 Dalry Drive Madison, WI 53718

PROJECT NUMBER: 08105.00

DATE: October 28, 2009

08/18/09

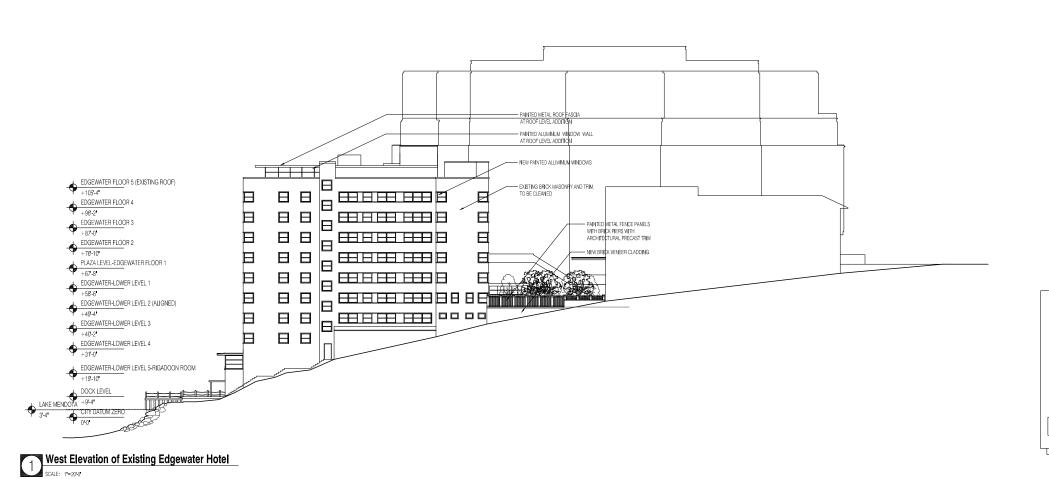
SCALE: 1"= 20'-0"

Elevations and

Sections

DRAWING NUMBER:

A2.04









Bicycle Rack Detail

SCALE: N.T.S.

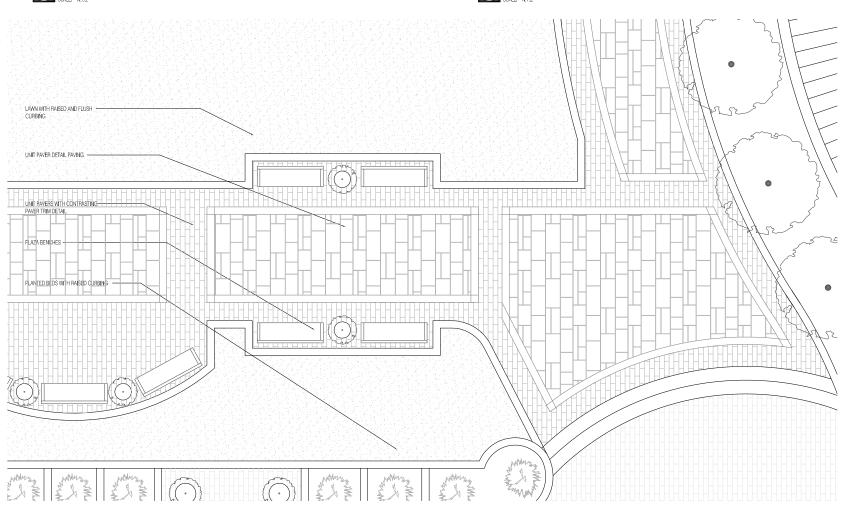


Lawn with Raised and Flush Curb and Unit Pavers with Contrasting Paver Trim Details

SCHE: NTS.



Planted Area with Raised Curb Detail
SCALE NILS.





ELKUS | MANFREDI

[address] 300 A STREET
BOSTON MASSACHUSETTS 02210
[tel] 617-426-1300

The Edgewater

666 Wisconsin Avenue Madison, WI 53703

Owner: Landmark X, LLC

22 East Mifflin Street, Suite 800 Madlson, WI 53703

Developer: Hammes Company 22 East Mifflin Street, Suite 800 Madlson, WI 53703

Civil Engineer: BT², inc.

2830 Dairy Drive Madison, WI 53718

PROJECT NUMBER: 08105.00

DATE: October 28, 2009

-

<u>↑</u> 08/18/09 <u>↑</u> 10/28/09

SCALE: 1/4"=1'-0"

DRAWING NAME:

PLAZA DETAILS

DRAWING NUMBER:

A3.01

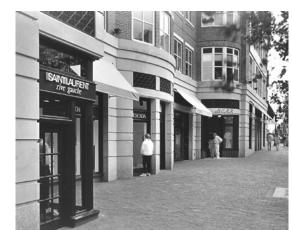






Bay Window Reference Image
SCALE: N.T.S.





Storefront, Awning, and Stone Detail Reference Image

SCALE: N.T.S.

ELKUS | MANFREDI

[address] 300 A STREET BOSTON MASSACHUSETTS 02210 [tel] 617-426-1300

The Edgewater

666 Wisconsin Avenue Madison, WI 53703

Owner:

Landmark X, LLC 22 East Mifflin Street, Suite 800 Madlson, WI 53703

Developer: Hammes Company

22 East Mifflin Street, Suite 800 Madlson, WI 53703

ClvII EngIneer: BT², Inc.

2830 Dalry Drive Madison, WI 53718

PROJECT NUMBER: 08105.00

DATE: October 28, 2009

REVISIONS:

08/18/09 2 10/28/09

SCALE: 1/4"=1'-0"

ELEVATION DETAILS

DRAWING NUMBER:

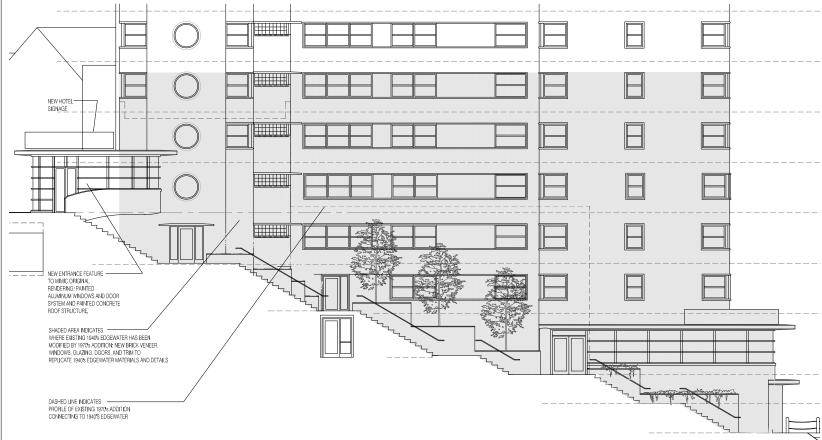
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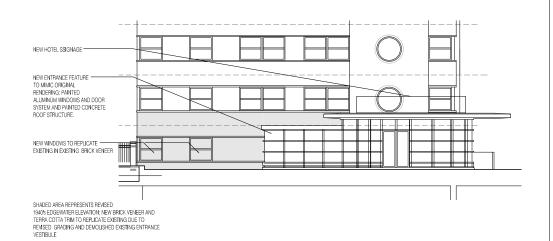
Elevation Detail

SCALE: 1/4"=1"-0"



Original Edgewater Rendering for Reference SCALE: NA





Partial Enlarged Elevation at New Construction

SCALE: 189"=149"

ELKUS | MANFREDI

[address] 300 A STREET BOSTON MASSACHUSETTS 02210 [tel] 617-426-1300

The Edgewater

666 Wisconsin Avenue Madison, WI 53703

Owner: Landmark X, LLC

22 East Mifflin Street, Suite 800 Madlson, WI 53703

Developer:
Hammes Company
22 East Mifflin Street, Suite 800
Madlson, WI 53703

CIVII Engineer: BT ², Inc. 2830 Dalry Drive Madison, WI 53718

PROJECT NUMBER: 08105.00

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REVISIONS:

<u>↑</u> 08/18/09 <u>↑</u> 10/28/09

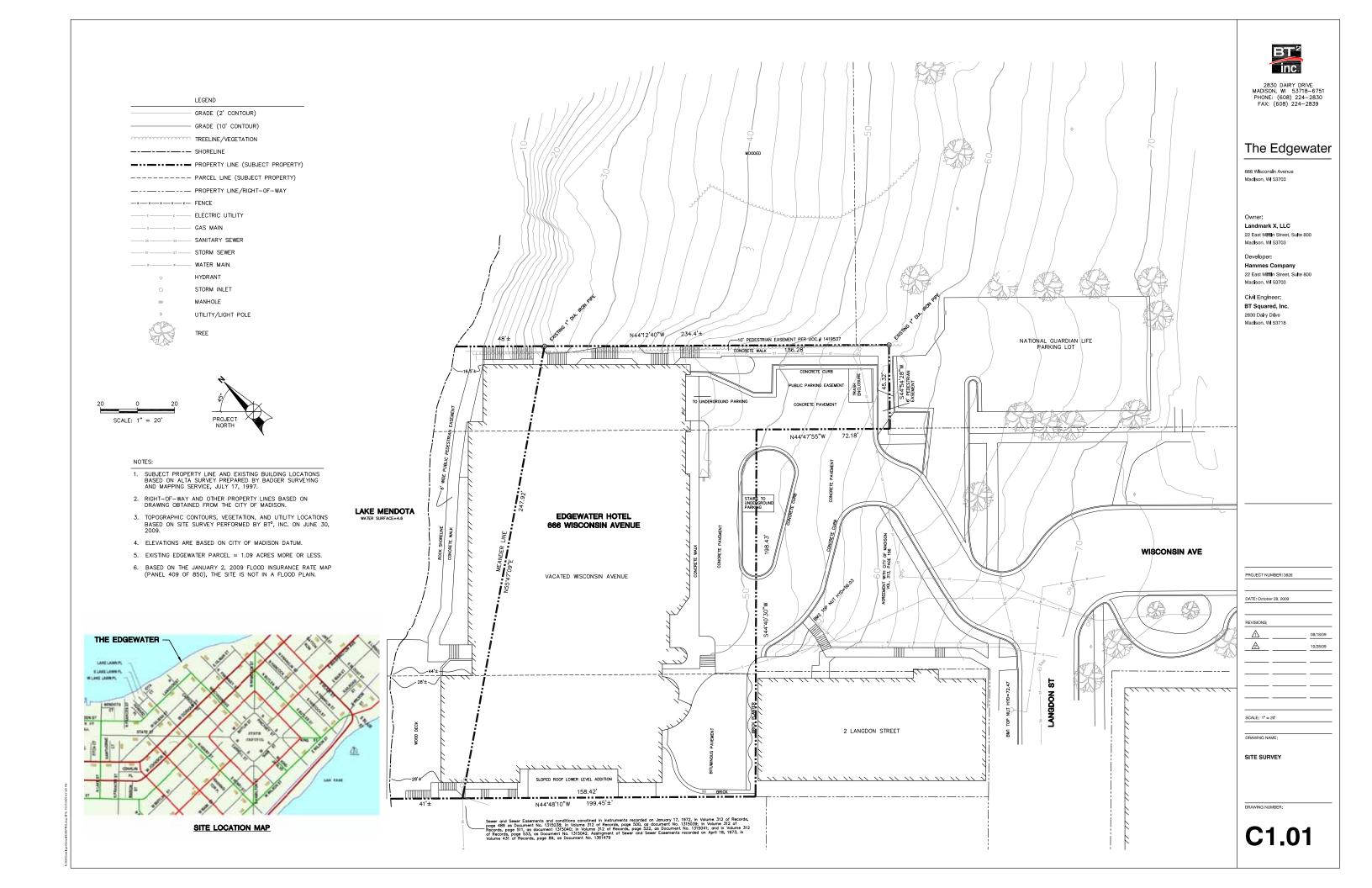
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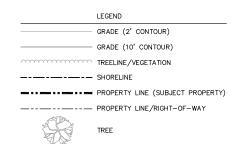
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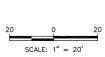
1940'S BUILDING PARTIAL ENLARGED ELEVATIONS

DRAWING NUMBER:

A3.03









PARCEL DESCRIPTIONS

PARCEL 1:

All that part of Lot Five (5), lying Northwest of the Southeast 126 feet thereof, in Block Seventy—eight (78), Madison, according to the recorded plat thereof, in the City of Madison, Dane County, Wisconsin.

PARCEL 2:

All of that portion of vacated Wisconsin Avenue, in the City of Madison. Dane County. Wisconsin, lying Northwesterly of a line parallel to the Northwesterly line of Langdon Street extended Northeasterly and 126 feet Northwesterly from such extended line of Langdon Street.

PARCEL 3:

Part of Block Two Hundred Sixty—three (263), Madison, according to the recorded plat thereof, in the City of Madison, Dane County, Wisconsin, described as follows: Beginning at the most southerly corner of Block 94, said point being the point of intersection of the Northwest line of East Gilman Street with the Northeast line of Wisconsin Avenue, thence Northwesterly along said Northeasterly line of Wisconsin Avenue 383.6 feet to the point of beginning of this description; thence Northwesterly at right angles to last described line 45.0 feet; thence Northwesterly parallel with the Northeast line of Wisconsin Avenue (now vacated) 186.4 feet to an iron stake, on a meander line, which is 36.0 feet more or less Southeasterly from the low water mark of Lake Mendota; thence Southwesterly along said meander line 45.0 feet to an iron stake on the Northeast line of Wisconsin Avenue which is 48.6 feet Southeasterly from the low water mark of Lake Mendota and also 186.4 feet Northwesterly from the point of beginning; thence Southeasterly along said line 186.4 feet to the point of beginning. Also, all land lying Northwesterly of above described meander line to the low water mark of Lake Mendota.

PARCEL 1, 2, & 3 Contain 48,230 SQFT/ 1.09 Acres more or less.

PARCEL 4:

Part of Block Two Hundred Sixty—three (263), Madison, according to the recorded plot thereof, in the City of Madison, Dane County, Wisconsin, described as follows: Beginning at the most southerly corner of Block 94, said point being the point of intersection of the Northwest line of East Gilman Street with the Northeast line of Wisconsin Avenue; thence Northwesterly along said Northeasterly line of Wisconsin Avenue 383.6 feet to the point of beginning of this description; thence N44-15-28°E, 45.32 feet; thence N44-12'40°W, 234.4 feet more or less to the shore of Lake Mendota; thence Northeasterly, 65 feet more or less, along the shore of Lake Mendota; thence S44-12'40°E, 313' feet more or less; thence S45'40'16'W, 105.00 feet; thence N44'47'55°W, 102.70 feet to the point of beginning.

PARCEL 4 Contains 24,140 SQFT/ 0.55 Acres more or less.

