

HERRLING FAMILY LIMITED PARTNERSHIP  
RESOLUTION PERTAINING TO  
DEVELOPMENT AND ANNEXATION OF PROPERTY

BACKGROUND RECITALS

**Whereas**, Herrling Family Limited Partnership (herein "the Partnership") was formed by filing a Certificate of Limited Partnership with the Wisconsin Department of Financial Institutions effective October 8, 2001; and

**Whereas**, the Agreement of Limited Partnership of Herrling Family Limited Partnership dated September 28, 2001 (herein "the Partnership Agreement") is the current and complete Partnership Agreement of the Partnership; and

**Whereas**, pursuant to the Partnership Agreement, the Partnership is managed by G & M Herrling LLC, the General Partner of the Partnership, holding a 1% ownership interest (herein individually "the General Partner"), and Gregory B. Herrling and Mark Herrling are the Limited Partners holding a 99% ownership interest (herein collectively "the Limited Partners"), and together the General Partner and Limited Partners (herein "the Partners") own 100% of the Partnership interests; and

**Whereas**, the Partnership currently own a 100% interest in real property located in the Southwest 1/4 of Section 20, Town 7 North, Range 8 East, Town of Middleton, Dane County, Wisconsin (herein "the Property") and the Partners desire to facilitate development of the Property under the jurisdiction of the City of Madison and to petition the Common Council of the City of Madison to attach the Property by direct annexation from the Town of Middleton to the City of Madison; and

**Whereas**, in accordance with Article 5.1 of the partnership Agreement, the General Partner has the sole and exclusive right in the management and control of the affairs of the Partnership to make the decisions affecting the Partnership affairs and may take such action as it deems necessary to accomplish the purpose of the Partnership including, pursuant to Article 5.2, the right to execute and deliver any and all agreements, documents, certifications, and instruments necessary or convenient in connection with management, maintenance, and operation of the Partnership assets, or in connection with managing the affairs of the Partnership, including amendments to the Partnership Agreement, if approved by the holders of more than 50% of the Limited Partner Units, and subject to the restrictions of Article 9.9 of the Partnership Agreement, and the Certificate of Limited Partnership; and to execute, in furtherance of the purposes of the Partnership, any deed, lease, mortgage, deed of trust, mortgage note, promissory note, bill of sale, contract or other instrument purporting to convey or encumber any Partnership asset; and to engage in any kind of activity and perform and carry out agreements of any kind necessary or incidental to, or in connection with, the accomplishment of the purposes of the Partnership as may be lawfully carried on or performed by the Partnership; and

**Whereas**, the Partnership, by its authorized General Partner, hereby adopts the following resolution, which is acknowledged and consented to by the Partnership's two Limited Partners:

(Resolution on following page)

**RESOLUTION**

**Resolved**, that the Partnership, upon signature on behalf of its General Partner, is hereby authorized to petition the City of Madison for direct annexation of the Property, and the General Partner does hereby direct the Partnership to facilitate the annexation, including executing and delivering any and all other documents as deemed necessary, at the discretion of the General Partner, for the Partnership to effect the annexation and development of the Property.

**Copy signatures transmitted by fax, email, or other electronic transmission and counterpart signature pages are deemed as binding and valid as originals for purposes of this document.**

Dated and effective August 1, 2018, regardless of the date signed below.

HERRLING FAMILY LIMITED PARTNERSHIP

BY: G & M Herrling LLC, General Partner

SUBSCRIBED AND SWORN to before me  
this 26 day of September, 2018.

Christine Frame  
Notary Public, State of Wisconsin  
My commission expires 2-8-2022

By: Gregory B. Herrling  
Gregory B. Herrling, Member

By: \_\_\_\_\_  
Mark Herrling, Member

**ACKNOWLEDGMENT AND CONSENT BY LIMITED PARTNERS**

The forgoing recitals and Resolution are hereby acknowledged as true and accurate expressions of the exclusive authority of G & M Herrling LLC as the sole General Partner to act on behalf of Herrling Family Limited Partnership for all purposes stated above including but not limited to petitioning the City of Madison for direct annexation of the Partnership's property referenced above to be removed from the Town of Middleton and become part of the City of Madison.

LIMITED PARTNERS:

SUBSCRIBED AND SWORN to before me  
this 26 day of September, 2018.

Christine Frame

Notary Public, State of Wisconsin  
My commission expires 2-8-2022

Gregory B. Herrling  
Gregory B. Herrling

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Mark Herrling

