

**INTERNATIONAL
BUSINESS
PARK #2**

**LA CROSSE, WISCONSIN
July 2020**

DECLARATION OF PROTECTIVE COVENANTS

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**DECLARATION OF
PROTECTIVE COVENANTS
FOR
LA CROSSE INTERNATIONAL BUSINESS PARK #2**

THESE PROTECTIVE COVENANTS, hereinafter referred to as "Covenants", made this 9th day of July, 2020, by City of La Crosse, hereinafter referred to as "Declarant";

WITNESSETH:

WHEREAS, Declarant is the owner of the property described below, which property is located in the City of La Crosse, Wisconsin; and

WHEREAS, Declarant desires to subject such property to the restrictions, covenants and reservations contained herein for the benefit of the property and the benefit of each owner of any part of the property, and for the purpose and with the intent of providing for the orderly and attractive grouping of service, manufacturing and other industrial buildings and operations;

NOW, THEREFORE, the Declarant hereby declares that the real property hereinafter described shall be held, sold, conveyed, transferred, used and improved only subject to the conditions, restrictions, covenants, reservations and easements hereinafter set forth, which shall bind and inure to the benefit of the Declarant, its successors and assigns, and to all parties hereafter having any interest in the property.

1. THE PROPERTY.

The following property, as depicted on Exhibit A attached hereto and incorporated herein by reference (the "Site Plan"), known as the La Crosse International Business Park #2 (the "Park") is made subject to the provisions of these Covenants:

PARCEL A

BEING PART OF LOT 1 CERTIFIED SURVEY MAP VOLUME 17, PAGE 33, DOCUMENT NO. 1690333 LOCATED IN THE SOUTHEAST QUARTER OF THE SOUTHWEST QUARTER AND PART OF THE SOUTHWEST QUARTER OF THE SOUTHEAST QUARTER, ALL IN SECTION ONE (1), TOWNSHIP SIXTEEN (16) NORTH, RANGE SEVEN (7) WEST, CITY OF LA CROSSE, LA CROSSE COUNTY, WISCONSIN, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

LOT TWO (2), CERTIFIED SURVEY MAP FILED IN THE OFFICE OF THE REGISTER OF DEEDS FOR LA CROSSE COUNTY, WISCONSIN ON _____, 2020, IN VOLUME ____, PAGE _____, AS DOCUMENT NO.

The Covenants declared herein shall run with the land and shall affect the Park and each part thereof and any interest in the Park or any part thereof for all purposes, and shall be binding upon and inure the benefit of Declarant, its successors and assigns, and all owners, lessees, and occupants of property in the Park, and to all parties hereafter having any interest in the property and their successors and assigns.

For the avoidance of doubt, the Park is separate and distinct from the La Crosse International Business Park located adjacent to the Park and created by that certain Declaration of Protective Covenants for the La Crosse International Business Park, dated October 8, 1998, and recorded February 16, 2000, at Volume 1365, Page 1 (Instrument No. 1246001), as may have been modified, amended or restated from time to time, in the Register of Deeds for La Crosse County, Wisconsin, adopted by the City (the "Park#1 Covenants"), and it is the express intent of the City that these Covenants (and not the Park#1 Covenants) encumber Lot 27.

2. USE RESTRICTIONS.

A. PERMITTED USES.

All building sites within the Park shall be used solely for office or where such office use is not the principal use and defined as administrative offices associated with another permitted use, laboratory, research, servicing, light industrial operations, light manufacturing operations, day care, commercial pick-up and delivery services, public and private utility facilities and governmental maintenance facilities, printing and publishing, retail sales of commodities manufactured, processed, fabricated, or assembled on the premises, commercial bakeries, pest control services, small animal care, dry cleaning and laundries (does not include Laundromats) wholesaling, and distribution purposes and similar and ancillary uses approved by the City Plan Commission subject to conditions of these Covenants and applicable ordinances of the City of La Crosse.

B. PRECLUDED USES.

No office building, school, cold-storage warehouse, smelter, strip commercial center, restaurant, gasoline service station, motor hotel, mini-warehouse, heavy manufacturing operation, truck terminal, freight transfer facility, junk or salvage facility, animal processing operation, solid waste handling facilities, major utility, mining, residential uses, recreation and outdoor entertainment, off-premise advertising signs, adult entertainment establishment, self-storage facilities, car wash, funeral homes, health clubs, hospital, hotel or motel, kennel, mobile home or RV sales and service, Post Office, fast food restaurants, service stations including truck stops, vehicle and equipment sales, asphalt or concrete plant, gas and fuel storage/sales, vehicle repair or service, vehicle body shops, financial institutions, communication towers and communication antennas not mounted on existing structures, detention facilities, religious institutions, or retail use oriented establishments that cater to the mass market will be permitted on such sites.

No nuisance or offensive or noxious odors, lighting, fumes, dust, smoke, noise, vibration, pollution, glare or other nuisance, or hazardous uses by reason of excessive danger of fire or explosion shall be permitted in the Park. Determinations of nuisance shall be made by the City of La Crosse Common Council upon the basis of written complaint or on its own initiative. Standards for nuisance or offensive and noxious use shall be those of the City of La Crosse, La Crosse County, State of Wisconsin, or the Federal Government. Such offensive uses shall be measured at the property line as it would adversely affect adjacent operations or land use.

Explicit definitions:

Cold-storage warehouse: A principal use storage facility for the long term storage of household goods, personal property, retail inventory or supplies, or surplus material with minimal daily operations; provided that, for the avoidance of doubt, cold-storage does not include a large refrigerated room or building designed for the storage of perishable goods in an environment below the outdoor temperature (e.g. fruits, vegetables, seafood, meat, and other perishable food stuffs).

Mini-warehouse: A principal use storage facility containing independent fully enclosed bays that are leased to individuals exclusively for storage longer than 24 hours of household goods, personal property, retail inventory or supplies or surplus material.

Freight transfer facility: Any principal use utilizing a bimodal transportation process (e.g. rail and truck) for the transfer of freight containers between one form of transportation to a different and distinct form of transportation.

Truck terminal: Any principal use by a motor freight company of a Site for the parking, storage, dispatching, and maintenance or repair of trucks, truck-tractors, and semitrailers; provided that, for the avoidance of doubt, a Site shall not be classified as a truck terminal if the storage, dispatching, and maintenance or repair of trucks, truck-tractors, and semitrailers is ancillary to such Owner's (or such Owner's tenant's) principal use of the Site as a warehouse distribution facility.

For definitions of all other uses, refer to the City of La Crosse Municipal Code.

Notwithstanding anything in these Covenants to the contrary, any Site in the Park shall be permitted to be used by FedEx Ground Package System, Inc. and its affiliates, and their successors, assigns and licensees, as a package sortation, distribution, warehouse, fulfillment and storage facility, and associated uses (including offices), requiring loading and unloading, outside parking, washing and storage of tractors, trailers, trucks, automobiles and other vehicles for continuous 24 hour operations on all days of the year, all in accordance with the Application Plans (as defined hereinafter) reviewed and approved by the Declarant, the City Plan Commission, the Site Plan Review Committee, the City of La Crosse Engineering Department, and/or the City of La Crosse Inspection Department, as applicable.

3. APPLICATION PLANS AND APPROVAL.

A. APPLICATION PROCEDURE.

Prior to construction, expansion or alteration of the shape, size or appearance of any building or other structure or site improvement in the Park, or change of use of any existing building or any separate tract or parcel of land ("Site"), written descriptions of use and operations, preliminary building and site plans and outline specifications (the "Application Plans") shall be submitted to the City Plan Commission and Site Plan Review Committee for approval. Each owner shall obtain the services of an architect and/or an engineer in the development of the Application Plans.

No building, structure or other site improvement shall be constructed, altered or placed upon any Site until the appropriate Application Plans shall have been first approved in writing by the City Plan Commission or Site Plan Review Committee, if applicable. The deadline for submission of appropriate application plans to coincide with the monthly deadline date for submission of materials for the Common Council cycle.

Among the factors which will be considered by the City Plan Commission or Site Plan Review Committee are the proposed exterior building materials and design, the color and general appearance of the structure, overall site configuration, roof design, roof mounted equipment, screening, landscaping, site lighting and erosion and sediment control plans.

Application Plans shall include three sets of written material and scaled drawings as outlined below:

- (1) Description of proposed use and operation.
- (2) Site plan, indicating building location, fence location, topography, drainage, survey description, parking layout, driveway and access locations, site lighting and exterior storage screening and locations.
- (3) Drainage and erosion control plan.
- (4) Landscape plan, submitted by Registered Landscape Architect.
- (5) Floor plan(s) with locations for loading docks and utility meters indicated.
- (6) Drawings showing all exterior building elevations indicating building materials, colors and building heights.
- (7) Building and site improvement specifications including types of construction materials, color and manufacture.
- (8) Sign design and specifications.
- (9) Site and building lighting (exterior) design and specifications.

Application Plans shall be submitted to the City Plan Commission and Site Plan Review Committee at the following address, which address may be changed by notice in writing to the Owner of a Site in the Park at the time of closing:

City of La Crosse Planning Department
City Hall – 3rd Floor
400 La Crosse Street
La Crosse, Wisconsin 54601

The address and telephone number of the Owner or other person designated to receive the response of the City Plan Commission or Site Plan Review Committee shall be included with the submission of the Application Plans.

The City Plan Commission or Site Plan Review Committee shall promptly issue a written receipt for each submission of Application Plans by or on behalf of an Owner, showing the date the Application Plans are received by the City Plan Commission or Site Plan Review Committee.

B. APPROVAL.

The City Plan Commission or Site Plan Review Committee shall review Applications and Plans submitted to them and inform the owner by written notice sent to the Owner or his representative at the address included with the submission of the Application Plans. If the City Plan Commission or Site Plan Review Committee fails to respond in writing to any submission within forty-five (45) calendar days after the date shown on the receipt issued by the City Plan Commission or Site Plan Review Committee for such Application Plans, approval of the Application Plans shall be deemed granted if the Application Plans are otherwise in conformity with these Protective Covenants and the applicable building and zoning codes of the City of La Crosse.

C. DISAPPROVAL.

If the City Plan Commission or Site Plan Review Committee disapproves of Application Plans, the City Plan Commission or Site Plan Review Committee shall specify the reasons for such disapproval to the Owner or his representative in writing within the forty-five (45) day response period. The Owner shall then be entitled to submit revised Application Plans for review by the City Plan Commission or Site Plan Review Committee, in which event another receipt shall be issued for the revised submission by the City Plan Commission or Site Plan Review Committee and the forty-five (45) day review period specified in Section 3.B above shall again be applicable.

D. SURETY.

The City Plan Commission or Site Plan Review Committee shall require that a Letter of Credit, surety bond, or other adequate security(ies), with terms acceptable to the City

Plan Commission or Site Plan Review Committee, be provided to the City of La Crosse in the amount of the cost of the landscaping and paving work to be performed pursuant to Application Plans submitted to the City Plan Commission or Site Plan Review Committee in order to assure that landscaping and parking lot paving are installed as approved.

E. GUIDELINES.

In order to assist Owners in complying with these Covenants, the City Plan Commission or Site Plan Review Committee may publish, from time to time, Site and Building Guidelines (the "Guidelines"). The Guidelines may pertain to such matters as drainage and erosion control, signage, building materials, lighting standards, screening or any related matters. The Guidelines may be updated at any time, in the sole discretion of the City Plan Commission or Site Plan Review Committee, to reflect developments in applicable technology or to include changes deemed necessary or advisable, and shall be available to any Owner upon request. To the extent such Guidelines are published, approval of Application Plans by the City Plan Commission or Site Plan Review Committee shall be in accordance with the Guidelines as updated from time to time. However, the Guidelines shall not constitute amendments or modifications of these Covenants, and in the event of any conflict or inconsistency, these Covenants shall control.

4. SITE RESTRICTIONS.

A. NO REDIVISION OF LOTS.

There shall be no redivision of any lots within the International Business Park #2 without express written permission of the City of La Crosse.

B. LAND/BUILDING RATIO.

No more than eighty-five percent (85%) of any Site (on lots less than one acre, no more than ninety percent (90%)) shall be covered with buildings, surface pavement or other covering materials that are impervious to surface water absorption. The initial construction proposed on each Site shall be a minimum of twenty percent (20%) of the land area purchased from the City unless otherwise approved by the City Plan Commission or Site Plan Review Committee, with final approval by the Common Council of the City of La Crosse.

C. BUILDING SETBACKS.

No part of any building or other structure shall be located within forty (40) feet of a dedicated or reserved public street nor within fifteen (15) feet of any side property line of any Site not abutting a dedicated or reserved public street, nor nearer than twenty-five (25) feet to any rear property line of the Site. On lots less than one (1) acre in size, the

side yard setback requirements may be reduced to within ten (10) feet of any side property line of any Site not abutting a dedicated or reserved public street.

D. PARKING SETBACKS.

No parking shall be allowed within forty (40) feet of a dedicated or reserved public street and the front building setback line. Parking is permitted within twenty-five (25) feet of the front property line beyond the width of the building (on lots less than one (1) acre in size, this may be reduced to ten (10) feet). No parking shall be permitted within five (5) feet of the side property lines of any Site, and then shall be screened in accordance with Section 5.D herein.

E. STORAGE.

No fuel or chemical in-ground storage that is not in compliance with applicable Federal, State and Local laws and regulations shall be allowed in the Park. No outdoor storage of articles, goods, materials, finished or semi-finished products, incinerators, storage tanks, refuse containers or like equipment shall be permitted except as provided in Section 7.A herein.

F. ANCILLARY STRUCTURES.

No water tower, storage tank, processing equipment, solar collector, telecommunications equipment, cooling tower or other ancillary structure or outside equipment shall be constructed, erected or placed in the Park without the prior approval of City Plan Commission or Site Plan Review Committee.

G. FREIGHT HANDLING.

Outside loading docks shall not be constructed facing any street unless the face of the truck unloading dock is one hundred (100) feet from the street line or the lot is bounded by two (2) or more streets in which case an exception may be made at the sole discretion of the City Plan Commission or Site Plan Review Committee.

H. CANOPIES.

No truck canopies with visible wall hangers will be permitted in the Park. Design of canopies shall be in keeping with the design of the building.

I. LIGHTING.

Lighting of a Site shall be of a design and height and shall be located so as to illuminate only the Site. An exterior lighting plan must be approved by the City Plan Commission or Site Plan Review Committee and the City of La Crosse Engineering Department. No flashing, traveling, animated or intermittent lighting shall be visible from the exterior of

any building, whether such lighting is of temporary or long-term duration. In addition, no lighting shall be permitted on any Site which, in the judgment of the City Plan Commission or Site Plan Review Committee, could serve as a nuisance or hazard to other sites or the general public.

J. DRAINAGE AND EROSION CONTROL.

The drainage pattern on any Site shall not be changed significantly and no change in the drainage pattern onto lands adjacent to the Site shall be allowed. Specific site drainage, erosion control and grading plans shall be submitted as part of the Application Plans, and in addition to review and approval by the City Plan Commission or Site Plan Review Committee under Section 3 herein, shall be approved by the City of La Crosse Engineering and Inspection Departments. Each Owner shall be responsible for:

- (1) prevention of erosion of its Site,
- (2) control of runoff of silt debris or sedimentation from its Site onto adjacent drain systems or properties,
- (3) removal of any such runoff, erosion or sedimentation, and
- (4) repair of any damage to such Site or adjacent Site by such runoff, erosion or sedimentation.

In the event that an Owner fails to comply with any of the foregoing obligations within thirty (30) days after receipt of notice from the City of La Crosse, the City may, in its sole discretion but without any obligation to do so, perform such obligations. If the City performs the work, all costs incurred shall be assessed to the Owner and added to the Owner's property tax bill for the Site.

Storm drainage from a developed Site shall be in compliance with all Wisconsin Department of Natural Resources rules and regulations. The use of rain gardens for addressing storm water infiltration and managing storm water run-off is encouraged.

K. BUILDING MATERIALS.

One hundred percent (100%) of the permanent walls of any building when facing a street and extending twenty (20) feet on either side shall be faced with decorative masonry approved by the City Plan Commission or Site Plan Review Committee. For the purpose of this restriction standard, light weight or cinder concrete block are not considered decorative masonry. Dry-vit or other plaster products and decorative brick wainscoting are not considered decorative masonry, however, dry-vit and decorative masonry may be combined up to a 50/50 ratio to make up the one hundred percent (100%) of the building frontage requirement. The use of glass in lieu of brick on the front of buildings is permitted where office space is provided. Except as otherwise provided herein, the sides and rear of all buildings shall be of masonry brick or decorative concrete panels for the first eight (8) feet from the ground and the remainder of the building shall be of any material approved by the City Plan Commission or Site Plan Review Committee. Where

concrete block masonry is used, it shall be painted with two (2) coats of paint or shall be of decorative pattern block or other decorative treatment of plain block approved by the City Plan Commission or Site Plan Review Committee. All faces of all buildings must be kept in good repair and appearance at all times.

L. INGRESS/EGRESS.

There shall be no direct access to State Highway 16 from any lot within International Business Park #2

5. PARKING.

A. GENERALLY.

Each Site shall be provided with adequate paved off-street automobile parking as approved by the City Plan Commission or Site Plan Review Committee. No parking will be permitted on any street, driveway or any place in the Park other than in approved parking spaces. Overnight parking of campers, mobile homes, boats, trailers and similar vehicles is prohibited. Overnight parking of trucks and service vehicles shall be appropriately screened from the roadway via fencing, landscaping or berming as approved by the City Plan Commission or Site Plan Review Committee. For the avoidance of doubt, nothing in these Covenants shall prohibit the overnight parking of trucks, truck-tractors, trailers, and semitrailers that are related to such Owner's use of its Site; provided such overnight parking complies with the above-mentioned screening requirements, if applicable.

B. RATIO.

Unless otherwise approved by the City Plan Commission or Site Plan Review Committee, areas for current and future parking needs shall be allocated as follows:

- (1) A minimum ratio of one (1) off-street parking space for each 1,100 square feet of gross warehouse distribution building area, for each 575 square feet of gross manufacturing, production or service building area and for each 250 square feet of gross office building area.
- (2) Notwithstanding the foregoing, each Site shall have parking capacity adequate to serve the reasonably expected parking needs for that Site.
- (3) No parking shall be permitted at any time upon any street or driveway in the Park.
- (4) No continuing or extended use shall be made of a Site or any building constructed thereon which requires, or is reasonably expected to require, parking in excess of the capacity of the parking facilities available on said Site.

C. LOCATION.

No parking shall be permitted within forty (40) feet of a dedicated or reserved public

street, unless expressly permitted herein, nor within five (5) feet of the side property lines of any Site.

D. SCREENING AND LANDSCAPING OF PARKING AREAS.

In the event parking is approved within the setback required from a dedicated or reserved public street or offset required from a side or rear lot line, such parking shall be screened by berm and/or landscaping from public view in a manner approved by the City Plan Commission or Site Plan Review Committee and described in Section 7. Paved parking areas larger than 20,000 square feet shall have landscaped areas equaling not less than five percent (5%) of the parking area intermittently placed throughout the parking area.

E. REQUIREMENT TO PAVE SURFACES.

All parking surfaces, roadways, driveways and loading areas shall be paved with a bituminous or concrete surface within twelve (12) months after occupancy of the Site. Curb and gutter shall be placed along the borders of all permanent parking areas and permanent driveways. Areas designated for future expansion and storage may be used for parking as an interim use on a surface of recycled asphalt. Otherwise, these areas shall be landscaped in accordance with Section 6 hereof. Drive sections are required for all ingress/egress points.

F. DRIVEWAYS AND LOADING AREAS.

Driveway and loading areas shall be large enough to accommodate all vehicle maneuvering on the Site. Driveway points of access to public streets must be approved by the City Plan Commission or Site Plan Review Committee and the City of La Crosse. Any variance to driveway width requirements must first be approved by the City of La Crosse Board of Public Works.

G. ENFORCEMENT.

Unless otherwise stated in these covenants, off-street parking provisions shall be enforced by the City of La Crosse pursuant to Section 115-393 of the La Crosse Municipal Code.

6. LANDSCAPING.

A. OPEN SPACES.

All open spaces shall be dustproofed, surfaced, landscaped, rockscaped or planted as lawns. The required setback area from any dedicated or reserved public street shall be devoted solely to lawns, trees, shrubs and walkways of a design approved by the City Plan Commission or Site Plan Review Committee. Landscaping, as approved by the City Plan Commission or Site Plan Review Committee, shall be installed within six (6) months

of occupancy or substantial completion of the building, whichever occurs first, weather and appropriate planting seasons permitting. No landscaping shall be permitted to obstruct intersection sight lines for vehicular traffic. All unused land that is planned for future expansion shall be maintained and kept free of unsightly plant growth, stored material, rubbish and debris. A minimum of one percent (1%) of building construction (hard costs) must be budgeted for landscaping purposes. All areas that are to be seeded or sodded must have underground irrigation. All areas not devoted to building or parking must be landscaped. Areas designated for expansion space on the site plan must be kept mowed and weed free. Areas of less than 1,000 square feet are not required to maintain underground irrigation.

B. WOODLANDS/TREES.

The City Plan Commission or Site Plan Review Committee may require the inclusion of well-developed trees, particularly evergreen trees, in the landscaping design in order to further enhance the woodland character of the Park. All new well-developed trees must be a minimum of 3½ inches in diameter at breast height (DBH).

7. SCREENING.

A. STORAGE.

No articles, goods, material, finished or semi-finished products, incinerators, storage tanks, refuse containers, pallets or like equipment shall be kept outdoors or exposed to public view, or to view from adjacent buildings without proper screening as approved by the City Plan Commission or Site Plan Review Committee. In the event that such approval is granted, such materials shall be screened from view by completely opaque screens in a manner approved by the City Plan Commission or Site Plan Review Committee, and under no circumstances shall such storage occur within fifty (50) feet of any dedicated or reserved public street. Garbage and refuse containers shall be screened from view with approved enclosures from the street and neighboring facilities. The proposed location of all storage and all garbage containers shall be shown on the Application Plans submitted for approval before commencement of construction.

B. TEMPORARY STRUCTURES/SIGNS.

No temporary structures, signs or trailers are to be permitted without prior approval of the City Plan Commission or Site Plan Review Committee, except those belonging to construction companies during periods of construction.

C. ROOF MOUNTED EQUIPMENT.

Roof mounted equipment shall be so located and/or screened and/or painted to minimize visibility from streets and adjacent Sites.

D. FENCING.

No fences shall be constructed on any Site without the approval of the City Plan Commission or Site Plan Review Committee. Fencing shall conform with Section 115-398 of the La Crosse Municipal Code and shall be approved by the City Plan Commission or Site Plan Review Committee in every instance. Planting shall be provided at the base of all fencing where such base is visible from any dedicated or reserved public street.

E. LOADING DOCKS.

All outside loading docks facing a dedicated or reserved public street must be partially screened from view from the street by berm and/or landscaping as approved by the City Plan Commission or Site Plan Review Committee.

F. USE OF ADJACENT LANDS.

All purchasers of property are hereby notified that, adjacent to the La Crosse International Business Park #2, La Crosse County operates a landfill operation. The County has provided a permanent buffer strip of land between the Business Park and the landfill. Purchasers should expect activities associated with a landfill operation on the adjacent County-owned property.

8. UTILITY CONNECTIONS.

A. INSTALLATION.

All utility connections, including all electrical and telephone connections and other installations of wires to buildings, shall be made underground from the nearest available source. No transformer, electric, gas or other meter of any type, or other apparatus shall be located on any power pole nor hung on the outside of any building. All transformers and meters shall be placed on or below the surface of the property and, where placed on the surface, shall be adequately screened and fenced. All such installation shall be included in and approved as a part of the Application Plans.

B. EASEMENTS.

The City of La Crosse shall have the right to obtain easements at no cost to the City within the setback areas of any Site for the purpose of placing and maintaining Park entrance signs within the Park. Such easements shall be approved by the City of La Crosse and shall be recorded with the Register of Deeds for La Crosse County, Wisconsin.

9. SIGNS.

All signs shall be of a design and material approved by the City Plan Commission or Site Plan Review Committee in accordance with the guidelines in Exhibit B and the City of La Crosse Sign Regulations as found in the Municipal Code of Ordinances. On-site directional signage will be allowed in any area needed to control traffic or parking provided such signage has received City Plan Commission or Site Plan Review Committee approval. The City of La Crosse shall have the right to enforce uniform sign standards throughout the Park.

10. MAINTENANCE.

A. GENERAL SITE MAINTENANCE.

The Owner of any Site shall have the duty of, and responsibility for, keeping the premises, buildings, improvements, appurtenances and landscaping of the Site in a well-maintained, safe, clean and attractive condition at all times. Although the Owner may by contract require tenants or occupants to perform these duties, the Owner shall be responsible to the City of La Crosse for duties arising under this Section. All grass, trees and shrubbery must be kept in good appearance at all times. All grass must be cut whenever necessary and weeds must be controlled. Each Owner shall be responsible for removal of any rubbish or trash of any character that may accumulate on a Site. Damaged or cracked areas of all parking lots, sidewalks and other hard surfaces shall be promptly repaired or replaced. All outlots will be maintained by the City of La Crosse. The City may pay for the maintenance of the Park through assessments from property owners within the Park who fail to maintain their property.

B. SITE MAINTENANCE DURING CONSTRUCTION.

During construction it shall be the responsibility of each Owner to ensure that construction sites are kept free of unsightly accumulations of rubbish and scrap materials.

C. RIGHT TO ACT ON OWNER'S BEHALF.

If, in the opinion of the City of La Crosse, any Owner fails to comply with these maintenance provisions, the City of La Crosse may give such Owner written notice and such Owner must, within fifteen (15) days of such notice, undertake the care and maintenance required to restore said Owner's property to a safe, clean and attractive condition in accordance with the notice. In the event that such Owner fails to cure the condition after notice, the City of La Crosse shall have the right and power, but not the obligation, to perform such care and maintenance as it deems necessary or desirable to cure the violation. If the City performs the work, all costs incurred shall be assessed to the Owner and added to the Owner's property tax bill for the Site.

11. CONSTRUCTION OBLIGATION AND REPURCHASE RIGHTS.

A. CONSTRUCTION OBLIGATION.

Each Owner shall promptly begin, diligently pursue and ultimately complete construction of a building(s) on its Site pursuant to approved Application Plans.

In the event that construction of improvements approved by the City Plan Commission or Site Plan Review Committee has not been commenced within one (1) year of the date of closing the sale of any Site, then, until such construction is commenced, the Declarant shall have the option of repurchasing the Site from the Owner (the "Commencement Option"). Commencement of construction is defined to be construction of structural framing above ground level. To exercise the Commencement Option, the Declarant shall provide written Notice of Exercise of Option to Owner at Owner's last known address, including the date of repurchase closing. Notice shall be deemed to be received two (2) days after deposit of the notice, postage prepaid, in the U.S. mail. The repurchase, as described in 11.B, shall occur within sixty (60) days of delivery of Notice of Exercise of Option.

If, after commencing construction work on any Site, construction ceases for a period of one hundred eighty (180) consecutive days at any time before the completion of construction as provided in Owner's approved Application Plans ("Cessation of Construction"), the Declarant shall have an option to repurchase the Site at any time within one (1) year of cessation of construction (the "Construction Option"). To exercise such Construction Option, the Declarant shall provide Owner with notice as set forth above. Repurchase, as described in 11.B, shall occur within sixty (60) days of Notice on the date specified in the Notice.

If Owner does not complete construction of the improvements as described in the approved Application Plans and obtain an occupancy permit for the improvements within three (3) years of the date of closing the purchase of the Site, the Declarant shall have an option to repurchase the Site (the "Completion Option"). To exercise the Completion Option, Declarant shall provide written Notice of Exercise of Completion Option within one hundred eighty (180) days after the expiration of the three (3) year period. Repurchase, as described in 11.B, shall occur within sixty (60) days of Notice on the date specified in the Notice.

B. TERMS OF REPURCHASE.

If the Declarant exercises any of the options described in Section 11.A, at repurchase closing, the Owner shall tender a warranty deed free and clear of all liens and encumbrances except municipal and zoning ordinances, recorded easements for public utilities and Covenants approved by the City of La Crosse, in exchange for a sum equal to Owner's purchase price for the Site less any unpaid real estate taxes, the proration for the then current year's real estate taxes and the title insurance premium. Owner shall

provide the party exercising the option with a title insurance policy for the full amount of Owner's purchase price.

In the event of repurchase as provided in this section, Owner shall also be liable to the Declarant for all reasonable costs and expenses incurred in retaking and restoring the Site to marketable condition, and such costs and expenses shall be deducted from the amount of the purchase price paid to the Owner. Owner shall be deemed to consent to enforcement of the options described in Section 11.A on the above terms by specific performance.

C. RIGHT OF FIRST REFUSAL TO REPURCHASE VACANT LAND.

In the event that any Owner shall wish to convey any vacant portion of a Site or a vacant Site (the "Vacant Site"), at any time within three (3) years of closing, Owner shall first give the Declarant the right to purchase the Vacant Site at Owner's original purchase price and on the same terms and conditions as Owner's purchase. Within thirty (30) days of receipt of written notice ("Notice") that Owner wishes to convey a Vacant Site, Declarant shall notify Owner of its decision concerning repurchase. If Declarant decides to repurchase, closing shall occur within sixty (60) days of Declarant's receipt of Notice. If the Declarant is repurchasing a portion of a Site, the purchase price shall be prorated to reflect the total square footage of the Vacant Site as compared to the total original square footage of the Site purchased by Owner.

12. APPROVALS.

All approvals by the City Plan Commission or Site Plan Review Committee shall be in writing. Written approval by the City Plan Commission or Site Plan Review Committee of a particular use or action shall be conclusive evidence of compliance with these Covenants to the extent any use or action so approved is not in violation of any law, ordinance or governmental regulation. For avoidance of doubt, so long as the Application Plans are reviewed and approved by the City Plan Commission or the Site Plan Review Committee, then nothing in these Covenants shall preclude a Site within the Park from being used by FedEx Ground Package System, Inc. and its affiliates, and their successors, assigns and licensees, as a package sortation, distribution, warehouse, fulfillment and storage facility, in a manner consistent with the approved Application Plans.

13. DISCLAIMER OF LIABILITY.

Neither the City of La Crosse nor the City Plan Commission or Site Plan Review Committee shall be liable to any person or entity submitting Application Plans for approval, or seeking any other approval under these Covenants, or to any other person or entity affected by these Covenants, by reason of engineering, architectural or technical errors or omissions in the Application Plans or materials submitted for approval. The City Plan Commission or Site Plan Review Committee shall not be deemed to provide architectural or engineering services in the review and approval of Application Plans, or in any other manner. Neither the City

Plan Commission nor Site Plan Review Committee shall be responsible for inspecting improvements during construction or for ensuring compliance with approved Application Plans.

14. TERM AND AMENDMENT OF COVENANTS.

A. TERM OF COVENANTS.

These Covenants shall remain in force for twenty (20) years from the date hereof. Thereafter, these Covenants shall renew automatically for successive periods of five (5) years each unless terminated by mutual consent of Declarant and Owner.

B. AMENDMENT OF COVENANTS.

These Covenants may, at any time, be terminated, extended, modified or amended by mutual consent of Declarant and Owner.

15. ENFORCEMENT.

A. BY LEGAL ACTION.

These Covenants may be enforced at law or in equity by the City of La Crosse. The City of La Crosse shall have no liability to any person or entity for failure or refusal to enforce any provision of these Covenants.

B. RIGHT TO ACT ON OWNER'S BEHALF.

In addition to the foregoing remedies, the City may undertake the obligations of any Owner arising under Section 4.J or Section 10 of these Covenants. The right to act on Owner's behalf shall arise if the Owner has not acted to correct a violation of Section 4.J, concerning drainage and erosion control, or Section 10, concerning maintenance, after receipt of notice of violation from the City and an opportunity to cure the violation, both as provided in Section 4.J and Section 10.C, respectively.

16. EFFECT OF INVALIDATION OF ANY PROVISION.

In any event that any provision of these Covenants shall be held to be invalid by any Court, the invalidity of such provision shall not affect the remaining provisions of these Covenants, which shall continue in full force and effect to the extent enforceable.

17. WAIVER OF RIGHTS.

The failure of the City of La Crosse or any Owner to enforce any provision of these Covenants shall not be deemed to be a waiver of the right to do so thereafter nor of the right

to enforce any other restriction.

18. INSPECTION.

The City may, from time to time, at any reasonable hour or hours, enter and inspect any Site or improvements to ascertain compliance with these Covenants. The City shall use its best efforts not to compromise security measures and shall strive not to interfere with normal conduct of business when inspecting property under this provision.

19. RIGHT TO RE-SUBDIVIDE.

At the time of purchase of a Site from Declarant, such Site shall be considered as a single building site for all purposes hereunder. Re-subdividing of such Site by an individual Owner shall not be permitted without prior approval by the City of La Crosse.

20. PARK MAINTENANCE.

Intentionally omitted.

21. ADDITION OF TERRITORY.

Declarant may, from time to time during the term of these Covenants, add property to the Park, and by recorded supplement to these Covenants, declare such additional property and the owners of such property to be subject to the terms of these Covenants.

22. MUNICIPAL RIGHTS OF APPROVAL.

All pertinent requirements of governmental agencies shall be applicable to the development of the Park and all construction in the Park must be approved by the City of La Crosse according to applicable zoning codes and municipal ordinances.

23. TERMINATION OF DECLARANT'S RIGHTS.

Intentionally omitted.

24. REAL ESTATE AND PERSONAL PROPERTY TAXES.

It is understood that the property subject to these Covenants in the Park are located within a Tax Incremental Finance District and that any purchaser, as well as any successors or assigns, shall be responsible for payment of real and personal property taxes or a payment in lieu thereof in equal amount notwithstanding any other provisions of law, nor shall the property be exempt from personal or real property taxes. This condition shall run with the lands conveyed because of the Tax Incremental Finance District and because the property is being sold at below market value.

25. CITY OF LA CROSSE.

These Covenants shall not serve to abrogate the site development and building construction regulations or any other regulations specified in the City of La Crosse Code of Ordinances. Site development and building construction plans shall be submitted to the City of La Crosse City Plan Commission or Site Plan Review Committee for approval.

APPROVAL OF PROTECTIVE COVENANTS/SIGNED RESOLUTION

EXHIBIT B - UNIFORM SIGN STANDARDS

Proposed signage in the La Crosse International Business Park must be included in the Application Plans and approved by the City Plan Commission or Site Plan Review Committee. Due to the infinite possibilities and combinations of building designs, site plans and signage requirements, it is impossible to lay out every specific single requirement. Therefore, while the Declarant is setting forth these signage standards, final approval of all signage in the La Crosse International Business Park will be made by the City Plan Commission or Site Plan Review Committee.

All guidelines or policies expressed in this manual are subject to any additional approvals that are required by the City of La Crosse.

Identification Signs

1. Definition of Identification Sign.

The principal sign identifying the name of the building or the name of the company occupying the building. Also, contains the building address (number) in a consistent location on the sign. The sign may also contain a limited amount of descriptive information, usually no more than two or three words, indicating such things as "regional headquarters", "distribution center", etc. There may be only one free standing (ground mounted) identification sign (and a second smaller sign no more than ten (10) square feet in size immediately adjacent to the building) for each lot including double fronting lots. In lieu of a free standing ground mounted identification sign, one identification wall sign is permitted under paragraph b. below or where the building fronts on two streets, two wall signs with individual characters mounted in relief on the facade of the building will be permitted. Where deemed appropriate by the City Plan Commission or Site Plan Review Committee, one wall sign not to exceed 102 square feet in area may be permitted in addition to the free-standing ground mounted identification sign.

- a. Pylon-type signs are not permitted within the Business Park. Landscaped Planters or ground mounted signs shall not exceed fifty (50) square feet per side in area and shall be no higher than eight (8) feet high (a second smaller sign of no more than ten (10) square feet in size immediately adjacent to the building is permitted). No reader board signs or commander board signs are permitted within the Business Park.
- b. Wall identification signs may be either raised letters or cabinet signs and may have a maximum area per side of no more than 300 square feet and may not extend more than six (6) inches from the outside of the building wall. Where two wall signs are permitted, both wall signs shall be identical.
- c. Identification signs may be lighted from the outside by lights designed to illuminate only the sign and surrounding planting, or may be internally lighted, but shall not contain any strobe type or revolving lights or devices directing beams of light.

- d. No signs may be placed on top of any building roof or any vehicle.
 - e. No billboards may be placed anywhere within the Business Park including any lot or rooftop.
2. Single Tenant Buildings.
- a. There may be only one identification sign per building (ground mounted) and it must be placed between the street and the front of the building perpendicular to the street, and having identical identification on both sides.
 - b. The design of the sign (size, graphics, color, etc.) must conform to the design parameters described in this section unless otherwise approved by the City Plan Commission or Site Plan Review Committee.
 - c. The identification sign shall be constructed according to the following design parameters:
 - (1) A base, 96" long by 60" wide by 16" high, constructed to compliment the building.
 - (2) Inset 30" high by 80" long.
 - (3) Raised, baked enamel, anodized aluminum or brass logo and/or letters of a color to be chosen by the property owner, and of a size which fits proportionately within the inset.
 - d. Letter height shall not exceed a maximum of 24" for the company name, 6" for any descriptive information and 3" for the street address.
 - e. The sign must contain the street number at the bottom.
 - f. Unless otherwise approved by the City Plan Commission or Site Plan Review Committee, the maximum height of the identification sign is 60" from ground level to the top of the masonry.
 - g. Identification signs shall be lighted from the outside by lights designed to illuminate only the sign and surrounding planting. Such lighting shall not be a potential hazard or annoyance per Section 4.I of these Covenants.
 - h. The identification sign must be installed within 30 days from the date of final completion of the building unless otherwise approved by the City Plan Commission or Site Plan Review Committee.
3. Multi-Tenant Buildings.
- a. Unless otherwise approved, there may only be one identification sign per building and the

sign shall conform to Section 2, Single Tenant Buildings, above.

- b. Additional signs permitted for identification of individual tenants in a multi-tenant building must be uniform both with regard to sign panel design and lettering style. This sign program must be designed as part of the overall building concept.
- c. All programs for multiple-tenant signage will be strictly regulated and must be approved by the City Plan Commission or Site Plan Review Committee at the time Application Plans are reviewed.

Informational Signage

1. Definition.

All signs other than identification signs. There is a standard format for informational signage in the La Crosse International Business Park #2. Such signage includes: instructions to visitors, vendors and customers; directional signage; designated parking areas; driveway entrance signs or any sign other than the building identification sign described earlier.

2. General Restrictions.

- a. Informational signage (as defined above) may be double or single face.
- b. Unless otherwise approved by Declarant or its Designee, informational signs may be constructed in only four sizes (w x h): 12" x 12", 12" x 18", 36" x 18" or 36" x 24".
- c. The signs that have an 18" dimension or less may be installed by screw mounting on a single metal pole 2-1/2" in diameter. Larger signs shall be installed on two such poles, one at each end of the sign.
- d. Informational signs shall be no taller than 4'6".
- e. No informational signs shall be permitted to be installed directly on the building except at overhead truck doors or rear personnel entrance doors, and only when prior approval has been obtained from Declarant or its Designee.

3. Design Parameters.

- a. All informational signage and poles will have a permanent finish and have lettering corresponding in color to lettering on property identification signs.
- b. The maximum letter height on all informational signs shall be 3" and lines shall be spaced no further than 2" apart.
- c. All lettering on informational signs shall be "flush left".

Temporary Signage

1. Definition.

Temporary signs are signs placed on the property that are intended to be removed after the specific purpose they have served has been satisfied. Such signs as temporary building identification signs, construction signs, "For Lease" or "For Sale" signs, etc.

2. General Restrictions.

- a. Construction signs are not permitted to remain standing for more than thirty (30) days following the final completion of a newly constructed building or addition to a building.
- b. Temporary signs must not remain standing for a period of more than 120 days unless such period is extended by the Declarant or its Designee. The exception shall be signs erected by Declarant's Designee to market this land development.
- c. No temporary signs may be mounted on building walls, but instead must be free-standing.
- d. Temporary signs shall be no larger than 4' x 8'.
- e. Temporary signs for grand openings and special events are not permitted to remain standing for more than thirty (30) days. Repeated placement of temporary signage of similar content is not permitted.

**Guidelines for
Sites and Buildings
La Crosse International Business Park**

Aesthetic Evaluation

The intent or purpose of this section is to provide principles and standards for use by the City Plan Commission or Site Plan Review Committee in the preparation and review of site and building plans proposed within the Park with emphasis on and the primary objective being the heightening of the visual character of the sites and buildings proposed and, thereby, the entire community. It is understood that such visual enhancement is also expected to be maintained over time and not be only an initial accomplishment to be forgotten.

1. No building shall be permitted the design or exterior appearance of such unorthodox or abnormal character in relation to its surroundings so as to be unsightly or offensive to general accepted taste and community standards.
2. No building shall be permitted the design or exterior appearance of such an identical nature with those adjoining so as to create excessive monotony or drabness.
3. No building or sign shall be permitted to be sited on the property in a manner which would unnecessarily destroy or substantially damage the natural beauty and aesthetics of the Park, particularly insofar as it would adversely affect values incident to ownership of land in the Park or which would unnecessarily have an adverse effect on the aesthetics of existing structures on adjoining properties.
4. No side or facade of a building or structure is exempt from public view and, consequently, all sides or facades should be visually pleasing and architecturally and aesthetically compatible.
5. Certain building materials present a visual statement of strength and permanence to the immediate environment and to the community and will be encouraged, while materials that make a building or structure appear temporary will be discouraged.
6. Principle and accessory buildings, lighting, landscaping and signage presented for review shall be carefully designed so as to compatibly integrate architectural style, size, shape, building material, color and texture, landscaping, lighting and signage.

Building Materials and Design

Materials shall be approved by the City Plan Commission or Site Plan Review Committee and shall be one or more of the following:

1. Brick and stone shall be of a size, type, texture, color and placement as shall be approved by the City Plan Commission or Site Plan Review Committee.

2. Concrete masonry units shall be those generally described as "Customized Architectural Concrete Masonry Units" and shall be fluted, split face or decorative masonry and shall be approved by the City Plan Commission or Site Plan Review Committee.
3. Concrete may be poured in place, tilt-up or precast, and shall be finished in stone, textured or coated in a manner to be approved by the City Plan Commission or Site Plan Review Committee. All coatings shall be approved by the City Plan Commission or Site Plan Review Committee.
4. Metal siding must be attractive, durable, of an earth tone or compatible color acceptable to the City Plan Commission or Site Plan Review Committee, and not merely an inexpensive method of building.
5. Wooden frame buildings will not be approved.