EXHIBIT I
[DECLARATION OF ARCHITECTURAL COVENANTS]

RED WING TECHNOLOGY PARK/MEDICAL CAMPUS SUBDIVISION
RED WING, MINNESOTA

DECLARATIONS OF COVENANTS, CONDITIONS AND RESTRICTIONS

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RED WING TECHNOLOGY PARK / MEDICAL CAMPUS SUBDIVISION

DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

The RED WING PORT AUTHORITY, A DEVELOPMENT AGENCY, a public body corporate and politic ("DECLARANT") hereby makes THIS DECLARATION on this ____ day of _____, 1999.

ARTICLE I - BACKGROUND

Declarant is the owner of certain real property (the "Property") in the City of Red Wing (the "City"), County of Goodhue, State of Minnesota, which is described on the attached Exhibit A and is commonly known as the "Red Wing Technology Park/Medical Campus Subdivision."

Declarant has caused a plat to be recorded on the ____ day of _____, 1999 in the office of the County Recorder of Goodhue County, Minnesota, subdividing the Property and certain adjoining property.

Declarant desires that certain restrictions related to the plat be imposed on the Park (defined below) in order to safeguard the investments made by the City, Declarant and private developers and property owners.

Declarant will convey the parcels of real property comprising the Park, subject to certain covenants, conditions and restrictions as hereinafter set forth.

ARTICLE II - DECLARATION

The following provisions are set forth to guide the initial development and provide a format for the ongoing management of the Property known as the "Red Wing Technology Park/Medical Campus Subdivision." It is the objective of these provisions to set forth minimum standards and restrictions to create a high tech business and industry park campus that emphasizes general appearance and aesthetics and complements the Medical Campus (defined below). Specifically, these provisions intend to emphasize a continuity of exterior appearance through landscaping, lighting, signage, building facades and other exterior features.

Declarant hereby declares that all of the Park shall be held, sold and conveyed subject to the following covenants, conditions and restrictions, all of which are for the purpose of enhancing and protecting the value, desirability and attractiveness of the Park. These covenants, conditions and restrictions shall run with the land and shall be binding on all parties having or acquiring any right, title or interest in the Park or any part thereof, and shall inure to the benefit of each Owner (defined below) thereof.

ARTICLE III - DEFINITIONS

Section 1. "City" shall mean and refer to the City of Red Wing, Minnesota, a public body corporate and politic.

Section 2. "Declarant" shall mean and refer to the Red Wing Port Authority, a Development Agency, its successors and assigns if such successors or assigns should acquire a majority of the undeveloped Lots for the purpose of development.

Section 3. "Design Review Committee" shall mean and refer to the Red Wing Technology Park/Medical Campus Design Review Committee, its successors and assigns.

Section 4. "Lot" shall mean and refer to any platted lot shown upon any recorded plat of the Park. If a Lot, as shown on a recorded plat or a portion thereof, is added to an adjacent Lot, then the two shall be considered as one Lot for purposes of this Declaration.

Section 5. "Medical Campus" shall mean and refer to that portion of the Property legally described on the attached Exhibit B.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot, together with purchasers under contracts for deed, but excluding those having a fee simple interest merely as security for the performance of an obligation.

Section 7. "Park" shall mean the Property and such additional real property as may be added to the scheme of this Declaration pursuant to this Declaration.

Section 8. "Property" shall mean and refer to each and every parcel, and all portions thereof, of the real property described on the attached Exhibit A.

Section 9. "Technology Park" shall mean and refer to that portion of the Property legally described on the attached Exhibit C, together with any real property added to the Park..

ARTICLE IV - ADDING OF ADDITIONAL PROPERTY

At any time from and after the date hereof, Declarant may, by instrument duly executed by Declarant and recorded, add additional real property to the Park, with the consent and approval of the Design Review Committee.

ARTICLE V - LAND USES

Section 1. Permitted Uses: The only permitted primary uses of the Park are as follows:

Medical Campus

1. Health Care Uses. "Health Care Uses" shall mean the provision or sale of medical or medically-related services or products including, but not limited to, acute care or hospital inpatient or outpatient or emergency services; general medical, specialty medical or physician care, clinics, services, products or programs; medical surgery, behavioral health or chemical dependency services, laboratory services, diagnostic services, infusion services, dialysis, imaging, urgent care, sanitoriums, skilled nursing care, board and care facilities, wellness programs, family planning services, medical education, medical research, assisted living, pharmacy, optical or ophthalmology, home healthcare, durable medical equipment, physical therapy, physical rehabilitation, sports medicine, medical offices, chiropractic services, dentistry, orthodontial services, so-called "alternative medicine" including, without limitation, acupuncture and acupressure; and administration or support services related to any of the above, but **excluding** the manufacture, assembly, distribution, warehousing or sale at wholesale of, or research and development with respect to, drugs, medicines or medical devices regulated by the United States Food and Drug Administration or wellness programs provided by employers exclusively for their employees. For purposes of this Declaration, "assisted living" shall mean a facility licensed by the Minnesota Department of Health or successor agency where individualized home care aid services or home management services are provided to residents either by the management or by providers under contract with the managment. "Assisted living" shall not include "congregate housing" or "housing for the elderly," as defined below. "Congregate housing" shall mean a residential facility for four or more elderly persons (age 60 or older) within which are provided living and sleeping facilities, meal preparation, laundry services and room cleaning. "Congregate housing" facilities may also provide other services such as transportation for routine social and medical appointments, and counseling. "Housing for the elderly" shall mean a building or group of buildings containing dwellings where the occupancy of the dwellings is restricted to persons 55 years of age or older or couples where one partner is 55 years of age or older. "Housing for the elderly" does not include developments that contain convalescent or nursing facilities.

2. If the deed restriction providing that Health Care Uses may not be carried on anywhere within the Park, except the Medical Campus, is released, the permitted uses for the Medical Campus will be amended automatically to also include the permitted uses for the Technology Park.

3. Hospital and hospital uses, including, without limitation, any use incidental thereto or frequently found or included in hospitals, including, without limitation, food services, medical supply stores, ambulance services (provided the City of Red Wing is not adequately providing such services), helipad operations and radio transmitting and receiving towers.

4. Church, chapel, temple, synagogue.

5. Library.

6. Licensed child care establishment.

7. Beauty, barber shops.

8. Post office.

9. Automatic teller machines.

10. Candy store.

11. Gift shop.

12. Florist.

13. Medical uniform shop.

14. Retirement housing.

15. Congregate housing.

16. Housing for the elderly.

17. Convalescent housing.

18. Fitness center.

19. Medical supply center or store including without limitation orthopedic supply store and retail optical supplies and services.

20. Restaurant, cafe.

21. Schools or other education uses related to Health Care Uses.

22. Storage facilities for medically-related equipment and snow removal and lawn care equipment.

Technology Park

1. Light industrial, including manufacturing, packaging, jobbing, processing and assembly.

2. Office.

3. Research and development.

4. Retail/service uses limited to three acres.

5. Up to 2.5 acres may be used for a motel/hotel complex on a first-come, first-served basis.

6. Congregate housing (as defined above).

7. Housing for the elderly (as defined above).

In addition, retail uses industrial in character, accessory to a primary use set forth above, shall be permitted, provided such uses shall not exceed ten percent (10%) of the total square footage of a Lot or 2,500 square feet, whichever is less.

Section 2. Prohibited Uses: No Lot shall be used for any purpose or business which is considered dangerous or unsafe, or which constitutes a nuisance, or is noxious or offensive by reason of emission of dust, odor, gas, smoke, vibration, glare, waste, fumes, or noise. Emergency vehicles and medical helicopters are exempt from this Section 2.

Section 3. Zoning; Additional Prohibited Uses: All uses shall comply with the zoning ordinances of the City of Red Wing, Minnesota. Said zoning ordinances shall govern if inconsistent herewith to the extent actually inconsistent. If not inconsistent herewith, the standards herein contained shall be considered as requirements in addition to said zoning ordinances. In addition, no Lot shall be used for the following purposes:

Auto salvage yard; used material yard or any type of exposed open sales or storage of materials; any use which would create an excessive amount of sewage or a quality of sewage which would cause a disposal problem for the City; manufacture, storage or sale of explosives or similar dangerous products; used clothing or thrift store or liquidation outlet; bowling alley; any business using exterior loud speakers; movie or live theater; billiard parlor or pool hall; karate or dance studio; roller rink; bar, pub, night club or cocktail lounge serving alcoholic beverages (except as incident to full kitchen or restaurant operation); disco or other dance hall; music hall; amusement park, amusement gallery or game room, shooting gallery, gun range, video game room or arcade, pinball or computer game room (except incidental to a Health Care Use on the Medical Campus); carnival; circus; bingo parlor; sporting events; flea market or other operation for sale of used goods, second hand store or auction house; an auction or bankruptcy sale except as may be required by court order; pawn shop; veterinary clinic or hospital; animal raising or boarding facilities; a so-called "off-track betting" operation; adult book store or store selling or exhibiting pornographic materials as determined by community standards for the area in which the Park is located, including but not limited to video cassettes or other medium, the content of which has been rated or advertised generally as "X" or unrated by the Motion Picture Rating Association; nude or semi-nude or exotic dancing; massage parlor; tatoo parlor; a facility for sale of paraphernalia for use with illicit drugs; a facility for any use which is illegal or dangerous or creates a fire or other hazard; automobile service station, gas station or repair shop, including body repair services; truck

stop; used car lot; car wash; car rental agency; sales office or show room for automobiles, trailers, mobile homes or other vehicles; funeral parlor or mortuary; refinery; rendering plant; central laundry; dry cleaning plant or laundromat; any residential use or other lodging facilities (except as specifically permitted above), including but not limited to living quarters, sleeping apartments or lodging rooms; and unemployment agency, service or commission.

ARTICLE VI - ARCHITECTURAL AND DESIGN CONTROL

Section 1. Applicability: This Article VI shall not apply to the hospital and clinic and related improvements contemplated for the Medical Campus ("Phase One") and any reconstruction, repair, maintenance or replacement of the improvements located within Phase One unless and until the deed restriction providing that Health Care Uses may not be carried on anywhere within the Property, except the Medical Campus, is released. Phase One and any reconstruction, repair, maintenance or replacement of the improvements located within Phase One shall be governed by the Development Agreement among Declarant, the City and Fairview Red Wing Health Services and applicable zoning ordinances.

Section 2. Approval of Plans:

A. Before commencing the construction or alteration of buildings, enclosures, fences, signs, loading docks, antennas, parking facilities, storage yards, or any other structures or permanent improvements on or to any Lot within the Park which is visible from the exterior of such buildings, Owner shall first submit site plans and/or building plans and specifications (collectively, the "Plans") to the Design Review Committee for its written approval. In addition to the foregoing, any work that is visible from the exterior of a building and requires a permit from the City shall automatically require submittal of the Plans to the Design Review Committee under this Section 2. The Design Review Committee shall consist of 3 to 5 members appointed by Declarant for three-year terms. The members shall consist of at least one designated representative each for the City, Declarant and Fairview Red Wing Health Services. A simple majority of all members is needed to approve all Plans. In the event that the Design Review Committee shall fail to approve or disapprove a fully complete set of the Plans, within 30 days after they have been submitted to the Design Review Committee, the Plans will assume to have been approved and this covenant will be deemed to have been complied with. The members of the Design Review Committee shall not be entitled to any compensation from Declarant for services performed pursuant to this Declaration.

All improvements shall be constructed in conformity with the existing building codes of the City. It shall be the Owner's responsibility to submit plans and specifications to the building officials of the City for plan review, code interpretations and related matters. All construction shall comply with the permit documents and conditions and be accepted by the building official prior to building occupancy.

All architectural plans and specifications shall be certified by an architect duly licensed under the then existing registration laws of the State of Minnesota. All building mechanical and electrical engineering plans and specifications shall be certified by an engineer duly licensed under the then existing registration laws of the State of Minnesota. All site plans and landscape plans shall be certified by a landscape architect or other appropriate professional duly licensed under the then existing registration laws of the State of Minnesota.

The site plan shall include the following:

1. A drawing of the planned development shall be prepared at a scale not less than one inch = 50 feet. The submission may be comprised of one or more sheets (drawings and text) and shall include:

    a. Map data, name of development, north point scale, and date of preparation.
    b. Boundary lines, bearings and distances.
    c. Easements, location, width and purpose.
    d. Streets on, and adjacent to, the Lot, street name, right-ofway width, existing or proposed centerline elevations, pavement type, walks, curbs, gutters, culverts, etc.
    e. Utilities on, and adjacent to, the Lot, location, size, and invert elevation of sanitary and storm sewers; location and size of water mains; location of gas lines, fire hydrants, electric and telephone lines and street lights; direction and distance to, and size of, nearest water mains and sewers adjacent to the tract showing invert elevation of sewers.
    f. Ground elevations on the Lot. For Lots that slopes less than one-half percent (1/2%), show one (1) foot contours; show spot elevations at all breaks in grades, along all drainage channels or swales, and at selected points not more than 100 (one hundred) feet apart in all directions; for land that slopes more than one-half percent (1/2%) show two (2) foot contours.
    g. Subsurface conditions on the Lot, if required by the City Engineer, location and results of tests made to ascertain subsurface soil, rock and ground water conditions; depth to groundwater, unless test pits are dry at a depth of five (5) feet.
    h. Zoning on, and adjacent to, the Lot.
    i. Title and certificates, present Lot designation according to official records in offices of the County Recorder; title under which the proposed development is to be recorded, with names and addresses of Owner, and notation stating acreage.
    j. Location, general exterior dimensions and approximate gross floor areas of all proposed buildings.
    k. Type of each use proposed to occupy each building and the approximate amount of building floor area devoted to each

separate use.

l. The proposed location, arrangement and number of automobile parking stalls.

m. The proposed location, arrangement and general dimensions of all truck loading facilities.

n. The location and dimensions of all vehicular entrances, exits and driveways and their relationship to all existing or proposed public streets.

2. Facilities Plans. Preliminary plans for:

a. Roads, including classification, width of the right-of-way, width of pavement, and construction details.

b. Sidewalks.

c. Sanitary sewers.

d. Storm drainage.

e. Water supply system.

f. Underground lighting program.

g. A general landscape planting plan.

h. Railroad, barge or other heavy industry transportation facilities and networks.

i. Exterior raw material storage areas.

3. Ownership - Statement of present and proposed ownership of all land within the project.

4. Schedule - Development schedule indicating stages in which project will be built with emphasis on area, density, use and public facilities. Overall design of each stage shall be shown on the plan and through supporting graphic material. Approximate dates for beginning and completion of each stage.

Section 3. General Requirements:

A. The construction, placement or maintenance of buildings, fences, drives, parking lots, sidewalks, walls, pools, play equipment, electronic transmission equipment, other structures of any kind or nature, and landscaping shall be subject to architectural control. Such standards are divided into the construction and post-construction phases as provided herein.

No building, fence, drive, sidewalk, wall or other structure shall be commenced, erected or maintained upon any Lot nor shall any exterior addition to or change or alteration therein be made nor shall any landscaping be performed until the plans and specifications showing the nature, kind, shape, height, materials and location of the same shall have been submitted to and approved in writing as to harmony of external design and location in relation to surrounding structures and topography

by the Design Review Committee.

Section 4. Building Related Features:

A. Architectural Controls:

1. Maximum Height: Maximum height of building related features shall not exceed the height regulation currently established in the City Zoning Ordinance and as further controlled by sky exposure planes established herein. Structural appurtenances such as towers, chimneys and mechanical equipment may be allowed to exceed solar access standards where the horizontal area of such appurtenances is less than 5 percent of the area of building related features. Medical emergency equipment shall be exempted from this height restriction.

2. Location of Building Related Features on Lot: The ground location of building related features is controlled by the provisions of City ordinances.

3. Visual Exposure - Definition and Scope: Any portion of any building related feature shall be considered to be visually exposed if it can be seen from any ground point outside of the Lot on which it is sited. Particular attention shall be given to the portions of buildings able to be seen from any Park streets and other Lots.

4. Exterior Building Facades: Visually exposed exterior walls of all buildings shall be of the same or similar material, finish, color and texture and shall possess similar visual design characteristics. At least sixty (60) percent of the exterior walls of all buildings, visible from any public highway or street, shall be constructed of stone, architectural precast concrete, stucco, brick, wood, or any other material approved by the Design Review Committee. No exteriors may be constructed entirely of metal panels.

   The color of all exposed exterior walls, roofs and doors shall be of an earthtone variety compatible with the park setting such as the following:

   - whites
   - grays
   - browns
   - tans
   - black

   Other compatible colors may be accepted by the Design Review Committee. Color samples must be submitted to the Design Review Committee.

Compatible accent banding or panels are acceptable as a part of a coordinated exterior design.

These provisions may be modified or waived by the Design Review Committee in specific cases where the visual quality of proposed material, finish, color or texture of exterior building facades is found to possess significant architectural merit.

5. Exposed Roof and Wall Appurtenances: All visually exposed roof and wall supported vents, ducts, pipes, mechanical equipment of any kind, skylights, antennas and any other piece of equipment attached to the building shall be designed and constructed so as to provide a neat and orderly appearance. These items should be screened when possible. The colors of such exposed equipment and/or screening shall be compatible with the building colors adjacent to the equipment.

   The color of all permanent free-standing pieces of equipment which are visually exposed shall be selected using the same color criteria used for exterior building facades.

B. Loading Doors and Docks:

All loading (shipping and receiving of raw and manufactured goods) doors and docks shall be designed to provide for the direct movement of goods between the delivery vehicle and the interior of the building. No visually exposed platform docks shall be allowed except within fully screened storage areas. Exterior loading and unloading of vehicles is allowed within screened exterior storage areas. Loading dock for vehicles providing medical care, including but not limited to, vehicles such as imaging trucks are exempt from these requirements.

C. Operations Within Enclosed Buildings:

1. All operations and activities shall be conducted or maintained within completely enclosed buildings except:

   a. Off-street parking and loading spaces
   b. Employee recreational facilities
   c. Outdoor or exterior storage as regulated in Article VII, Section 8.
   d. Helicopter landing pad and use thereof shall be limited to the Medical Parcel.
   e. Medical imaging and other medically-related vehicles may be kept only on the Medical Parcel.

D. Exterior Storage and Trash Collection Areas:

1. Allowable types of storage and trash. No exterior storage is permitted of raw and processed goods, equipment and other materials related to the principal activity of a Lot. The storage of trash and debris shall be limited to that produced by the primary permitted use of a Lot. No outdoor storage of materials or trash which could be blown into the air or strewn about by the wind shall be permitted.

2. Location and area coverage of exterior storage and trash collection. The ground area coverage of exterior storage and trash collection areas shall be the area contained inside the required screening and this area shall be considered to be a building related feature for purposes of calculating total land area coverages.

3. Screening of exterior storage and trash collection areas. All exterior storage and trash collection areas and the materials contained therein shall be visually screened from view. When possible, the screening should be done with the same materials as the adjacent buildings. The screening shall be a completely opaque fence, wall or other feature not exceeding a height of 10 feet measured from the ground level outside the line of the screen. Screens built on sloping grades shall be stepped so that their top line shall be horizontal. Exposed materials used to construct the opaque screen shall be similar in appearance to materials used for exterior building walls and adjacent buildings. Colors of the screen shall match those of the building. All exterior entrances to a screened storage or trash area shall be provided with a gate or door of similar design to that of the screen. Gates or doors facing a street frontage shall be closed at all times other than when a vehicle or personnel are using the entrance for access to and from the screened area.

   If a 10 foot high screen fails to shield the exterior storage or trash collection area from view from points inside or outside of a Lot, evergreen plantings may be required. Evergreen plant materials shall be selected and designed so that they will eventually screen the area from all off-site visibility. In such cases, if initial plantings are of 6 foot height or greater, the requirements for other opaque screening shall be omitted.

Section 5. Vehicle Related Features:

A. Definition:

1. Vehicle related features are defined as all areas used for the movement and parking of all vehicles within the Lots. These include:

   a. Employee and visitor parking spaces
   b. Driveways from the street right-of-way line to and from parking spaces

c. Loading spaces outside of the building
d. Maneuvering space and driveways to and from loading spaces
e. Parking spaces for company owned commercial vehicles and associated driveways

B. Parking Spaces Required:
Each developed Lot shall provide an adequate number of off-street parking spaces for employees and visitors. The minimum number of spaces required shall be established by the greater of the standards listed in the City Zoning Ordinance.

If the number of spaces provided through the City's formulas proves inadequate, additional spaces may be required by the Design Review Committee.

Where computation of required off-street parking spaces results in a fractional number, the required spaces shall be the next higher number. All off-street parking spaces required shall be located on the same Lot as the building for which such spaces are required or on an adjacent Lot in a location which is not farther than 300 feet from the building served. Parking spaces provided for overnight storage of company owned commercial vehicles shall be in addition to the minimum required number of spaces.

Owners of Lots shall not permit their employees or tenants to regularly park during business hours on public streets within the Park.

C. Loading Spaces Required:
A minimum number of required off-street loading spaces shall be provided on each developed Lot as established by applicable provisions of the City Zoning Ordinance in effect at the time of development of a Lot.

D. Phased Construction of Buildings, Parking Spaces and Loading Spaces:
The construction of off-street parking spaces and loading spaces may be phased in proportion to the percentage of total building floor area constructed at any one time. Ground area set aside for future parking, loading spaces or driveways or for parking provided in excess of the minimum required number of parking or loading spaces shall not reduce the minimum required area for open space.

E. Location of Vehicle Related Features on the Lot:
All loading spaces shall be physically separated from areas used for offstreet parking except for connecting driveways. Overnight parking of company-owned commercial vehicles is not allowed between the building line and any public street right-of-way, and should be located at the rear of the building and be properly screened.

No loading dock shall be constructed facing on any public street unless the loading dock and every part of it is at least 100 feet inside the right-of-way line of any street on which the loading dock fronts.

F. Design:

All vehicle related features shall be surfaced with a hard, all-weather, durable, dust free surfacing material. Curbing and proper surface drainage of storm water shall be provided. All parking and loading spaces shall be delineated on the surfacing material by painted stripes or other permanent means. Widths and lengths of parking and loading spaces shall be governed by applicable provisions of the City Ordinances in effect at the time of development of a Lot.

Illumination and security lighting shall be governed by Article VI, Section 11 ("Site Lighting") and by applicable provisions of the City Ordinances in effect at the time of development of a Lot.

The number, size, design and location of parking spaces designated for handicapped drivers shall be according to the local, state or federal requirements in effect at the time of development. The location and number of private driveway intersections with public streets shall be established by the City Engineering Department.

Reverse movement maneuvering of delivery vehicles between a Lot and minor cul-de-sac streets is allowable. No on-street maneuvering of delivery vehicles will be allowed on any type of through street. Lots adjoining through streets shall provide all necessary maneuvering space for delivery vehicles within the boundaries of the Lots.

Section 6. Open Space Features:

A. Definition:

1. Open space features are defined as those exterior areas and developed features of a Lot which add to its functionality and its aesthetic appearance. These include:

   a. Landscaped space containing lawn areas and plantings
   b. Paved hard-surfaced pedestrian areas such as sidewalks, walkways, plazas, entryways and courtyards
   c. Surface storm water pond areas not otherwise used for building related or vehicle related purposes
   d. Employee relaxation and recreation areas
   e. Other non-building and non-vehicular related space

B. Landscaping:

1. Before commencing landscaping or alterations to landscaping of any Lot within the Park, the Owner shall first submit landscape plans to the Design Review Committee for its written approval. The landscape plans shall meet all the requirements described in the following plant materials

section. When designing new facilities, care shall be given to save existing trees, vegetation, rock formations and any other unique natural features when possible. Silt fencing during construction is required.

2. Plant Materials: The open space area of each Lot shall be planted with permanent lawn and ground covers, shrubs and trees. It is the intent of these covenants that the development of required open spaces shall reflect a high quality of environmental design. The following provisions shall apply to each Lot:

   a. The area extending 25 feet back from the street right-of-way line the entire width of a Lot shall be developed as a landscaped "parkway". Within this parkway:

      1) Drives may cross it but no parking shall be allowed
      2) For every 25 feet, or fraction thereof, of street frontage at least one tree of at least 3 inches in diameter shall be planted. Trees shall be of varieties approved for street tree planting by the City when they are to be located in street right-of-way
      3) Earthen berms shall be at least 3 (three) feet in height and located to obscure parking areas located in the front yard of buildings.
      4) At least fifty (50) percent of total parkway areas shall be grass or some other form of vegetative ground cover.

3. The installed plant materials shall be sufficient size and quality to survive the growing conditions of a Lot and shall be expected to produce the desired functional and aesthetic qualities within three years of the time of planting.

4. The Lot Owner is required to replant any and all plant materials which have died due to any cause during the effective period of this Declaration.

5. The installation of required plant materials may be phased in direct proportion to the phasing of building construction. All exposed soil areas remaining after the construction of building and vehicle related features shall be planted with a permanent ground cover to prevent erosion.

6. The area between the paved public street and the right-of-way line shall be planted and maintained by the Lot Owner.

7. Pedestrian Areas: Permanent hard surfaced walkways shall be installed and maintained by each Owner for purposes of pedestrian movement between all parking areas and functioning entries and exits of the buildings, with connections to any public sidewalks and/or public trails

located adjacent to each Owner's Lot.

8. Employee Recreation Space: Each Owner is encouraged to provide high quality exterior recreation and relaxation facilities for employees. These may include:

- shaded seating areas
- open lawns
- active sports facilities

9. Each Owner is responsible for proper maintenance of all landscape requirements.

Section 7. Land Area Coverage:

A. Maximum and Minimum Limitations:
Land area coverage by building related features and vehicle related features shall not exceed the maximum limits established in this Section. Land area for open space related features shall not be less than the minimum limits established in this section. Land area coverage shall be the ground level surface covered or occupied by a particular feature regardless of the number of floors in the case of buildings.

B. Standards:
The following chart sets forth the maximum and minimum land area coverages for various Lot sizes:

Total Lot Area	Maximum % of Lot Area Covered by Building Related Features	Combined Max. % of Lot Area Covered by Building and Vehicle Related Features Features	Minimum % of Total Lot Area to be Established in Open Space
0 to 5.00 Acres	50%	60%	40%
5.01 to 10.00 Acres	55%	65%	35%
10.01 to 20.00 Acres	60%	70%	30%
20.01 plus	65%	75%	25%

Section 8. Solar Access Protection:

A. Placement of Solar Obstructions:
No vegetation, structure, fixture or other object shall be so constructed, installed or situated that it casts a shadow on the ground of an adjoining Lot at a distance greater than 50 feet measured due north from the adjoining property line on December 21 at any time between the hours of 9:00 am and 3:00 pm Central Standard Time.

Section 9. Utility Locations:

A. Service Lines:
All electrical, telephone, cable and other similar utility lines serving the building and other site features shall be located underground.

B. Mechanical Equipment:
All electrical transformers, switching gear, relay boxes, meters, air conditioning units, heat pumps and other similar mechanical equipment shall be located in positions which are not in view from any of the streets of the Park. Constructed fencing or walls of the same or similar materials as on the adjacent buildings, and plant materials may be used to visually screen mechanical equipment.

Section 10. Site Signage:

A. Plan Approval:
Plans and specifications for all outdoor signs shall be first submitted to and approved in writing by the Design Review Committee before construction, installation or alteration begins. All signs shall meet the requirements of the City Sign Ordinance.

B. Applicability of City of Red Wing Ordinances:
The provisions of the City Zoning Ordinances apply to the construction and maintenance of signs, unless further regulated by this Section.

C. Off-Premises Signs:
No off-premises signs shall be erected or constructed on any Lot of the Park or on any buildings within the Park which describe or advertise a business or activity not conducted on such Lot.

D. On-Premise Signs:

1. Allowable Content: Signs, messages and graphics shall be limited to the following content:

<u>Primary Sign</u>

- Identification of company name
- Identification of company products or services by generic name only
- Street address
- Graphic symbol or logo identified with the company

Secondary Signs

- Directional messages necessary for the safe and efficient flow of vehicular and pedestrian traffic within a Lot
- Identification of visitor entrances to a building, shipping and receiving docks and other delivery points
- Identification of assigned parking spaces and handicapped accessibility
- Temporary announcements of pending or new construction (temporary announcements are to be removed immediately after construction is completed.)
- Commemorative messages

2. Maximum Number of Signs: The number of primary signs shall not exceed one for each Lot. There shall be no maximum number of secondary signs.

3. Allowable Structural Types: Primary and secondary signs may be mounted on exterior walls of buildings or may be free-standing, monument style signs. No signs shall be mounted on roofs or above any eave or parapet of a building. All building mounted signs shall be flushed mounted on the wall and no projections beyond 1 foot shall be allowed. The determination of area of signs composed of separate elements shall be the area of a rectangle that completely encloses all such elements and/or corporate identification devices.

4. Sign Locations on Lots: Primary signs may be located only in the area enclosed by the street right-of-way line, the line formed by the street facade of the building and the side Lot lines. Primary signs mounted on a building shall be placed only on the street facade of the building.

   Secondary signs may be located anywhere on a Lot and on any building facade.

   No signs may project in space over a street right-of-way line or onto another Lot.

5. Height Regulations: Wall mounted primary signs and their supporting structure(s) shall not extend upward to an elevation higher than the roof line of the building which is served by the sign. Freestanding primary signs shall not exceed 10 feet in height in the Technology Park.

Free-standing secondary signs and their supporting structure(s) shall not be higher than 5 feet above adjacent ground level. Building mounted secondary signs shall not be higher than 8 feet above the ground level at the building.

6. Lighting: Primary signs may be illuminated only by means of indirect lighting whereby all light sources and devices are shielded from view by opaque or translucent materials. Secondary signs shall not be illuminated.

7. Motion: No signs may include any device or means, mechanical, electrical or natural, which shall cause any motion of the sign panel or any part thereof. No flashing lights or changing colors shall be allowed.

8. Design: Colors used for sign structures and background panels shall be selected from one of the color sets selected for the associated building facades. Materials used to construct the sign shall be the same or similar to those used on the building facade. Primary sign messages may include colors and fonts which are identified with the company's corporate image. Building mounted signs shall be fabricated and no sign message shall be painted or otherwise permanently engraved or affixed to a building wall.

Section 11. Site Lighting:

A. Types:

1. Exterior illumination of site features shall be limited to the illumination of:
   a. Parking areas, driveways and loading facilities
   b. Pedestrian walkway surfaces and entrances to building
   c. Screened storage areas
   d. Building exterior

B. Location and Design:

All exterior lighting shall be designed, installed and maintained so as not to cause glare or to shine into adjacent Lots and streets. No light source shall provide illumination onto adjacent Lots, buildings or streets in excess of 1.0 foot candle at the property line. All exterior lighting luminaries shall be designed and installed to shield light from the luminaire at angles above 72 degrees from vertical.

To provide continuity within the Park, street and parking lot lights shall be of similar design, size and style as those to be used on the new connector road to be constructed connecting Highway 61 at the present Tyler Road intersection to Bench Street.

Fixtures mounted on the facade of a building shall not be positioned higher than the roof line of the building. The top of post mounted free-standing fixtures shall not be higher than 30 feet above the ground.

Post and luminaire materials and the aesthetic design shall be compatible with or of similar materials to the exposed walls of the building, such as precast concrete, aluminum or painted steel. Wooden utility type poles are acceptable only for temporary use during construction and must be removed prior to building occupancy. All electrical service lines to posts and fixtures shall be underground and concealed inside the posts.

Section 12. Storm water Management:

A. Existing Watersheds:
The area of watersheds after development shall remain the same as pre-development watersheds.

B. Storm water Conveyance:
The developer of each Lot shall be responsible for providing surface or subsurface conveyance(s) of storm water from such Lot to existing storm sewers or to the flow line of open drainageways outside such Lot in a means that is satisfactory to the Engineering and Public Works Department of the City. On Lot detention of storm water will be required [DISCUSS WHEN]. In addition, all Owners may detain storm water on Lots as a means of reducing the cost of downstream conveyance improvements and the potential of storm water damage to off-site property.

Other applicable regulations enforced by the City relative to storm water management and drainage shall apply to Lots in the Park.

Section 13. Energy Conscious Design:

It is recommended that all buildings be designed, constructed and managed in a way that includes as many energy conserving features as possible. While these covenants do not require Owners to include any of the following in the buildings, Owners are encouraged to thoroughly explore the feasibility of incorporating many of these features or others that may become appropriate:

1. <u>Building Envelope Features</u>

a. Passive Design:
* Winter solar gain
* Summer solar shading
* Natural summer ventilation
* Winter wind protection
* High "R" value construction materials and increased insulation
* Thermal mass
* Earth berming

b. Active Solar:

* Wet and dry solar heating systems
* Solar cooling systems

c. Natural Lighting

2. Building System Features

a. Use of High Efficiency Equipment:
* Heating and cooling equipment
* Lighting equipment

b. Improved Equipment Controls:
* Feedback HVAC controls
  - variable volume systems
  - variable output ventilation systems
  - night set back control
* Variable output lighting systems

c. Reduced System Loads:
* Broadened environmental control parameters
* Reduced lighting levels
* Use of task lighting

d. Recycled Energy:
* Heat pump systems
* Heat recovery systems

3. Process System Features

a. Eliminate unnecessary processes
b. Use alternate, less energy intense processes
c. Improve process control
d. Reclamation of waste energy
e. Use of alternate renewable energy sources

Section 14. Condition of Property:

A. Each Owner of a Lot shall at all times keep the Lot, buildings, improvements, and appurtenances in a safe, clean, wholesome condition and comply in all respects with all government, health, fire and police requirements and regulations; and each Owner will remove at its own expense any rubbish of any character whatsoever which may accumulate on each Lot. In the event an Owner fails to comply with any or all of the specifications or requirements, then Declarant and the City shall have the right, privilege, and license to enter upon the Lot and make any and all corrections or improvements that may be necessary to meet the standards and to charge Owner the expenses incurred in doing so.

Section 15. Other Codes and Regulations:

A. These covenants do not relieve an Owner from other applicable city, county, state and federal codes, regulations, laws and other controls relative to the planning, construction, operation and management of property in the Park.

ARTICLE VII - ADDITIONAL USE RESTRICTIONS

Section 1. Building Setback: The building setback lines shall be as shown by the attached Exhibit __.

Section 2. Animals: No poultry or livestock shall be kept or permitted on any Lot. Dogs, cats and household pets are permitted, but no animal shall be permitted to run loose.

Section 3. Garbage: No garbage, garbage cans, ashes, refuse or trash receptacles shall be allowed on a Lot exposed to view and no outside incinerator shall be permitted. No burning of rubbish outside of a building shall be permitted.

Section 4. Utility Easements: Utility easement are reserved in, on and through the Lots as shown on the various plats filed from time to time with respect to the Park. All utilities shall be located underground, except for ground level appurtenances required for such underground systems.

Section 5. Gas Tanks: Tanks for liquid gas, liquid oxygen, liquid nitrogen, fuel oil or propane gas or other containers of any type shall be properly screened and not exposed to view.

Section 6. Residences: No trailer, mobile home, motor home, tent, shack, garage, barn or basement house shall be used as a residence either temporarily or permanently nor shall any residence of a temporary character be permitted. Construction trailers shall be permitted, but only during periods of construction. The Technology Park shall be used for no residential purposes whatsoever, except as provided in Article V, Section 1 (Technology Park), item 5 above.

Section 7. Outside Storage: Permanent outside storage of tractors, tractor trailers and other trailers, campers, boats, mobile homes, motor homes and recreational vehicles is prohibited. For purposes hereof "permanent" shall mean 21 days or more, whether continuous or not, in any one 12 month period.

Section 8. Development of Technology Park: Declarant contemplates that a hospital and clinic facility will be constructed on the Medical Campus before development of some or all of the Technology Park. Accordingly, no Owners of any Lot within the Technology Park may unreasonably interfere with the use of the Medical Campus or unreasonably impede access by the Owner of the Medical Campus and its employees, independent contractors, patients and invitees to and from the Medical Campus during development of any Lot within the Technology Park or otherwise.

ARTICLE VIII - GENERAL PROVISIONS

Section 1. Maintenance and Repair: It shall be the responsibility of the City to maintain and repair public streets, curbs and trails and to keep the same free and clear of snow or other encumbrances; provided, however, public trails need not be kept free of snow.

Section 2. Enforcement: Declarant shall have the right to enforce, by any proceeding at law or in equity, all covenants, conditions and restrictions now or hereafter imposed pursuant to the provisions of this Declaration. Failure by Declarant to enforce any of said covenants or restrictions shall not be deemed a waiver of the right to do so thereafter, nor shall it be construed as an act of acquiescence or approval on the part of Declarant.

Section 3. Invalidation: Invalidation of any one of or a portion of the provisions of this Declaration by court judgment or order shall neither affect nor invalidate any other provisions, and the same shall remain in full force and effect.

Section 4. Conveyance of Property: Any firm, person, corporation or other entity which shall succeed to the title of any Owner through foreclosure of a mortgage or other security instrument or through other legal proceedings shall, upon expiration of the redemption period, become an Owner and succeed to the rights, duties and liabilities of the previous Owner as herein provided.

Section 5. Recording and Amendments: The covenants and restrictions of this Declaration shall run with the land and bind the same, and shall inure to the benefit of and be enforceable by Declarant, or the Owner of any Lot subject to this Declaration, their respective legal representatives, heirs, successors and assigns, for a term of 25 years from the date this Declaration is recorded, after which time said covenants and restrictions shall be automatically extended for successive periods of 10 years. The covenants and restrictions of this Declaration may be amended by an instrument signed by the Owners of not less than 80 percent of the land area of the Park; provided, however, no amendment which adversely affects the Medical Campus shall be effective without the prior written consent of the Owner of the Medical Campus. Any instrument amending, modifying or canceling this Declaration must be properly recorded before it shall be effective. There shall be a rebuttable presumption that any instrument purporting to have been signed by the Owners of not less than 80 percent of the land area of the Park is effective.

Section 6. Variances: Declarant, upon recommendation of at least 80% of the members of the Design Review Committee, expressly reserves the right to grant in writing at any time a variance to any of the above covenants to an Owner or proposed purchaser of a Lot in the Park.

Section 7. Performance of Duties: In the event Declarant, the Design Review Committee or any Owner fails or neglects to perform its rights, duties or obligations in accordance with the intent, purposes and provisions of this Declaration, Declarant reserves the right to call such meetings, make such appointments and take such further action as may be necessary, from time to time, to ensure that the objects and purposes of this Declaration are being

fulfilled.

Section 8. Enforcement: The foregoing covenants are enforceable by the Declarant or its successors or assigns.

IN WITNESS WHEREOF, this Declaration has been executed as of the day and year first above written.

RED WING PORT AUTHORITY, A DEVELOPMENT AUTHORITY

By:_____
Its:_____

Date:_____

STATE OF MINNESOTA)
) ss.
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ____ day of _____, 1998, by _____, the _____ of RED WING PORT AUTHORITY, A DEVELOPMENT AUTHORITY, a Minnesota agency, on behalf of the agency.

_____
Notary Public

THIS DOCUMENT WAS DRAFTED BY:

Dorsey & Whitney LLP
220 S. 6th Street
Minneapolis, MN 55402

EXHIBIT B
RED WING TECHNOLOGY PARK/
MEDICAL CAMPUS

LEGAL DESCRIPTION

Medical Campus:

EXHIBIT C
RED WING TECHNOLOGY PARK/
MEDICAL CAMPUS

LEGAL DESCRIPTION

Technology Park: