

Exhibit A

File No. 031447

MILWAUKEE METRO CENTER

Second Amendment to the Stage One Detailed Planned Development
AutoNation USA and Bergstrom Properties
Project Description and Owner's Statement of Intent

This amended detailed plan is hereby submitted by Bergstrom Hummer of Milwaukee, Inc. and amends the First Amended Stage One Detailed Planned Development (the "First Amended DPD"). This statement, together with the below described exhibits and supporting materials, comprises the amended detailed development plan for the first stage of a multi-stage development.

I. LIST OF EXHIBITS

1. This Second Amended Owner's Statement of Intent.

Exhibit supplied with the First Amended DPD

2. Vicinity Map.
3. Site Survey showing the site boundaries, legal description, existing topography, existing utility locations.
4. Development Plan showing proposed structures, site open spaces, site lighting, site signage, pedestrian and vehicular circulation, parking, loading facilities, and refuse collection facilities.
5. Grading, Drainage, and Stormwater Detention showing the existing and proposed topography at one foot contour intervals, location of storm, sewers, parking and roadway storm inlets and elevations and storm water detention and water quality basins.
6. Utility and Plumbing Plan showing existing and proposed utility locations and laterals.
7. Landscape Plan showing the proposed landscape screening and plant locations, quantity, type, and size.
8. Building Elevations showing all facade elevations of the proposed building with material descriptions and wall signage.
9. Private Access Drive.

New Exhibits

- A. Sign Family, amended as attached to this Second Amendment as Exhibit A.
- B. Off-Premise Sign.

II. DESCRIPTION OF THE DEVELOPMENT

The first phase of the amended project consists of structure(s) containing a maximum of 19,734 square feet devoted to office, showroom, and light service facilities, together with outdoor display areas for 185 automobiles, plus employee and guest parking, in a landscaped setting. Service facilities will be primarily oriented toward providing service for automobile purchases, although, as a convenience for area residents, service will be available to the public. In addition, automobile rental subsidiary, will be available, primarily for customers having their vehicles serviced. The showroom will contain display vehicles in an exciting interactive environment. Sales guides are

available to assist. All vehicles displayed, indoors and outdoors, are clearly marked and carry a comprehensive warranty. However, visits are intended to be a family experience and the showroom will feature a well-equipped child center. Parking for visitors is clearly shown on the attached site map as is display locations for sales vehicles. Please note that automobiles are displayed in landscaped bays, with landscaping designed to provide an open space atmosphere, particularly when viewed from surrounding lands destined for office and hotel development. There are no adjacent residential developments. In addition to the limitations contained in the foregoing description of the development, the proponent agrees to the following special conditions desired by the City of Milwaukee:

1. Hours of Operation shall be:
 - A. Service and Maintenance — 7 a.m. to 9 p.m., Monday through Saturday
 - B. Sales - 9 a.m. to 10 p.m., Monday through Saturday
2. Test driving vehicles on residential streets shall be prohibited. No test drives may make a right turn at the intersection of Metro Boulevard and North 107th Street under any circumstances. Test drives will be conducted primarily on the test drive route described as Exhibit "I" submitted with the First Amendment.
3. No vehicle may be displayed with its hood up, trunk lid up, or doors open. No vehicles may be displayed on a ramp or any kind of moving platform except in specialty display areas. Each specialty display area shall not include more than four vehicles.
4. Except for a grand opening to be approved by the City, no balloons, flags, pennants, streamers, spinners, tinsels, or other similar devices, or any signs other than those contained in the Exhibits listed in Section I shall be applied to any building or structure or strung on wires or otherwise used on site.
5. Lighting shall conform to that shown in Exhibit "4" and shall conform to the established standards of the City of Milwaukee. Lighting shall reduce in intensity from the south to the north down to a minimum security level along the rear of the property. At 10 p.m., the entire site illumination would be reduced to a low intensity level. Lighting shall not "spill" from the site to any adjacent area in excess of 2 foot candles.
6. Security will be designed to prevent or deter crime on-site through techniques included, but not limited to, lighting, security gates, landscape placement, surveillance cameras, and the like.
7. The majority of the vehicles sold on-site or leased from the site, shall be new. Some pre-owned vehicles will be sold, late model Hummers and similar high-line products.
8. Financing for cars sold or leased on-site shall not permit weekly or monthly car payments to be made on-site.
9. Delivery of vehicles should be limited to five trips per day, and delivery vehicles may not wait on public rights-of-way.
10. All aforesaid conditions may be enforced by appropriate personnel of the City of Milwaukee, including, but not limited to, Department of Building Inspector and Milwaukee Police Departments.

III. COMPLIANCE WITH STANDARDS

The proposed DPD provides for, or complies with, the standards prescribed by Section 295-812 and 295-813 as follows:

- A. Size - The project site contains 23.1899 acres. The amended Stage I site (west parcel) contains 5.00 acres.
- B. Space Between Structures - The location of structures, as shown on the Development Plan, complies with the applicable provisions of the Wisconsin Administrative Code.
- C. Setbacks - Setbacks along the west, north, and east perimeters of the project boundary shall be 25 feet. No setback is required between this amended west parcel and lands reserved for future development (east parcel). Setbacks are required around the perimeter of the combined west and east parcels.
- D. Screening and Open Spaces - There are no adjacent residential uses requiring screening. Nevertheless, the landscape plan (Exhibit "7") shows extensive use of landscaping both on the perimeter of the site and on the interior of the site, all of which is in conformance with the standards contained in the ordinance. Bergstrom Properties, Milwaukee Metro Center Developer and AutoNation USA will be responsible for the continuous maintenance and replacement of landscaping, and in addition will maintain all open space on the site in an orderly manner consistent with the approved Landscape Plan. Open space locations are shown on the Development Plan (Exhibit "5A"). Lands reserved for future development (east parcel) will be seeded or otherwise treated to control sedimentation and dust, and such seeding shall be completed by October 15, 2001.
- E. Circulation Facilities - The main entry to the DPD site is at the intersection on Metro Boulevard as shown on the Development Plan. Internal circulation provides for adequate safe access for pedestrians and public and private vehicles. Public parking is clearly shown on the Development Plan (Exhibit "4"). Delivery of automobiles by truck shall be at the location marked on the Development Plan, and, after initial stocking of the site, shall not exceed five trips per day.
- F. Lighting - Project lighting shall conform to established standards used by the City and is identified on Plan (Exhibit "4").
- G. Utilities - All utilities, including storm and sanitary sewers, water mains and laterals, parking and roadway storm inlets, and the like are shown on the Plumbing and Utility Plan (Exhibit "6") and will be or already have been installed underground.
- H. On-Premise Signage - Signage is described and located on the Development Plan (Exhibit "4") and described in the Sign Family exhibit attached hereto as Exhibit A.
- I. Off-Premise Signage - There is an existing Hummer Pylon Sign located near the west boundary of the project site (the "Hummer Pylon") and depicted on the Sign Family exhibit. The Hummer Sign may from time to time be replaced with a sign (the "Off-Premise Sign") advertising the light automotive sales facility located on the eastern most parcel of that part of Metro Center north of Metro Boulevard. The Off-Premise Sign is described on the plan labeled (attached hereto as Exhibit B).

IV. MINOR MODIFICATIONS

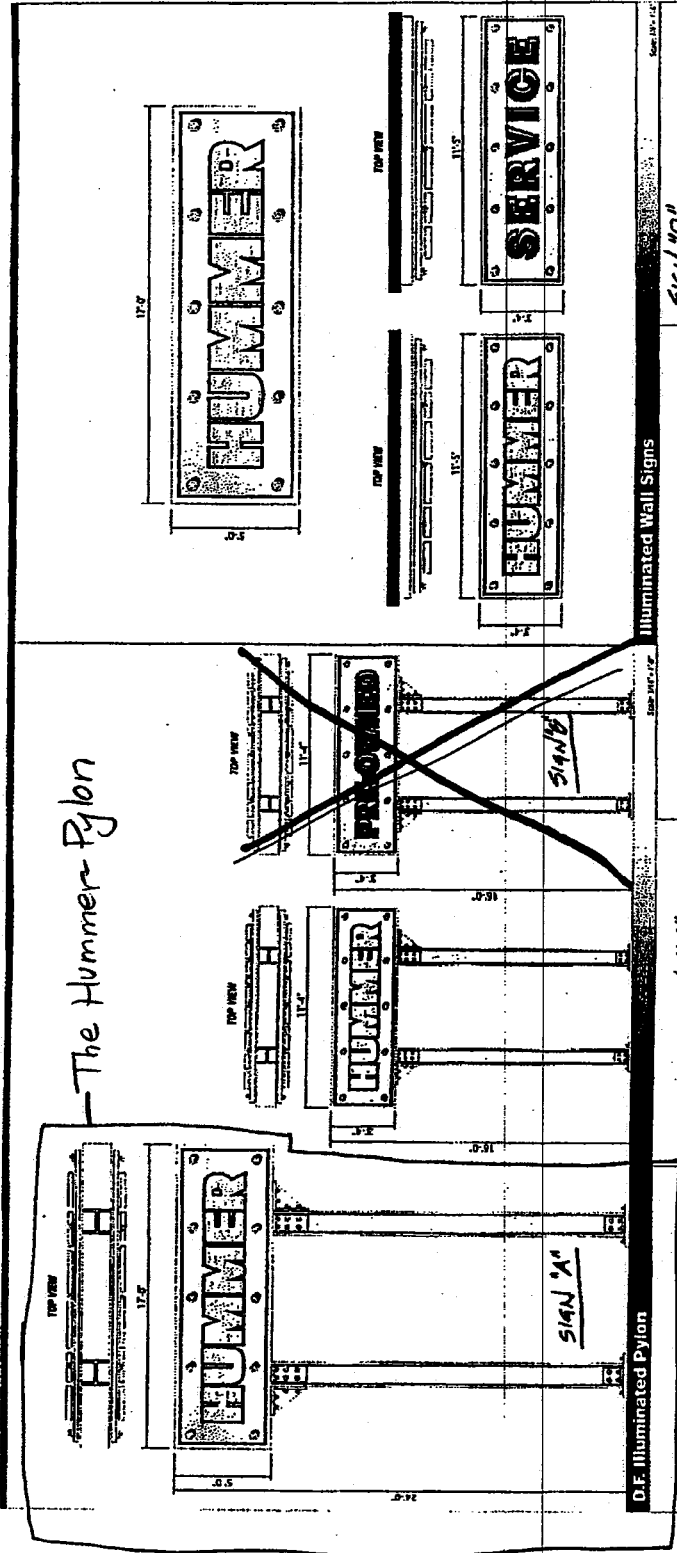
Subject to the limitations contained in Section 295-813 (4) of the Milwaukee Code of Ordinances, and in order to maintain flexibility as the development proceeds, Milwaukee Metro Center/AutoNation, USA, Bergstrom Properties and Bergstrom Hummer of Milwaukee, Inc. expressly retains the right to make reasonable minor modifications provided that the limitations contained in the above cited section of the ordinance are not exceeded.

V. PROJECT STATISTICAL DATA

West Parcel as Approved	West Parcel as Amended
I. Gross Land Area - 1,010,152 SF = 23.1899 Acres	217,800 SF = 5.0 Acres
II. Land covered by principle buildings —95,684 SF = 2.2 Acres	19,734 SF = .45 Acres
III. Land devoted to parking and drives —134,230 SF = 3.1 Acres	101,480 SF = 2.33 Acres
IV. Land devoted to landscape —351,970 SF = 8.1 Acres	96,586 SF = 2.22 Acres
V. Total Square Footage of All Buildings —103,324 SF = 2.37 Acres	19,734 SF = 0.45 Acres
VI. Proposed Number of buildings — 3	1
VII. Parking spaces provided — 345 3.3 spaces per 1,000 SF of total building	185

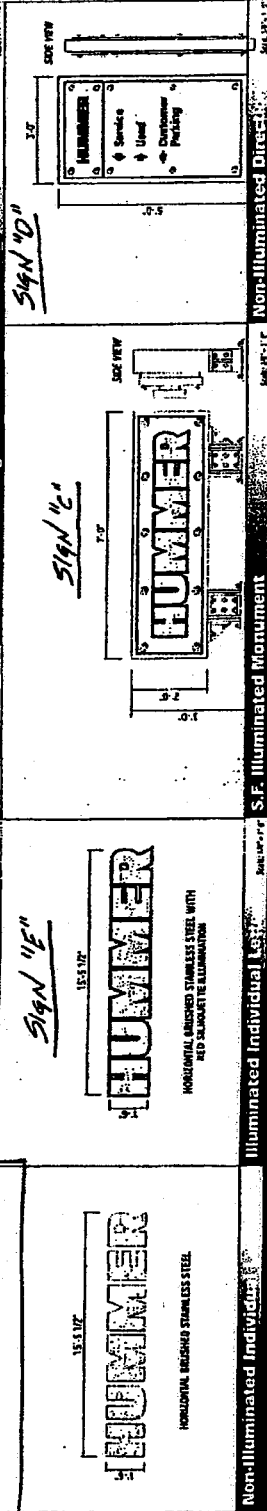
EXHIBIT A

The Hummer Pylon



D.F. Illuminated Pylon

Illuminated Wall Signs



Non-Illuminated Individual Letter

Illuminated Individual Letter

S.F. Illuminated Monument

Non-Illuminated Directional

HUMMER

Sign Family

FILE: Family.cdr
 DATE: 11/15/00
 DRAWN: RWE
 PAGES: 1 OF 1
 SCALE: AS SHOWN
 DIRECTOR:

1416 Embury Rd.
 Eau Claire College
 Marshfield WI 54449

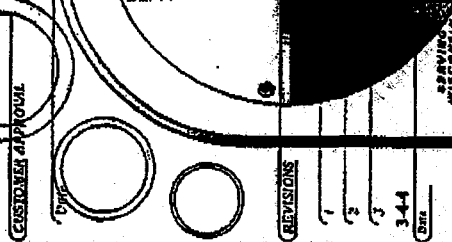
EXHIBIT B



BELGSTROM CHEVROLET
BUSINESS CUSTOMER

Contact _____
Contact _____
Phone _____
Phone _____
Fax _____
Fax _____
New Sign Cabinet
PROJECT _____

Address _____
LOCATION _____



CUSTOMER APPROVAL

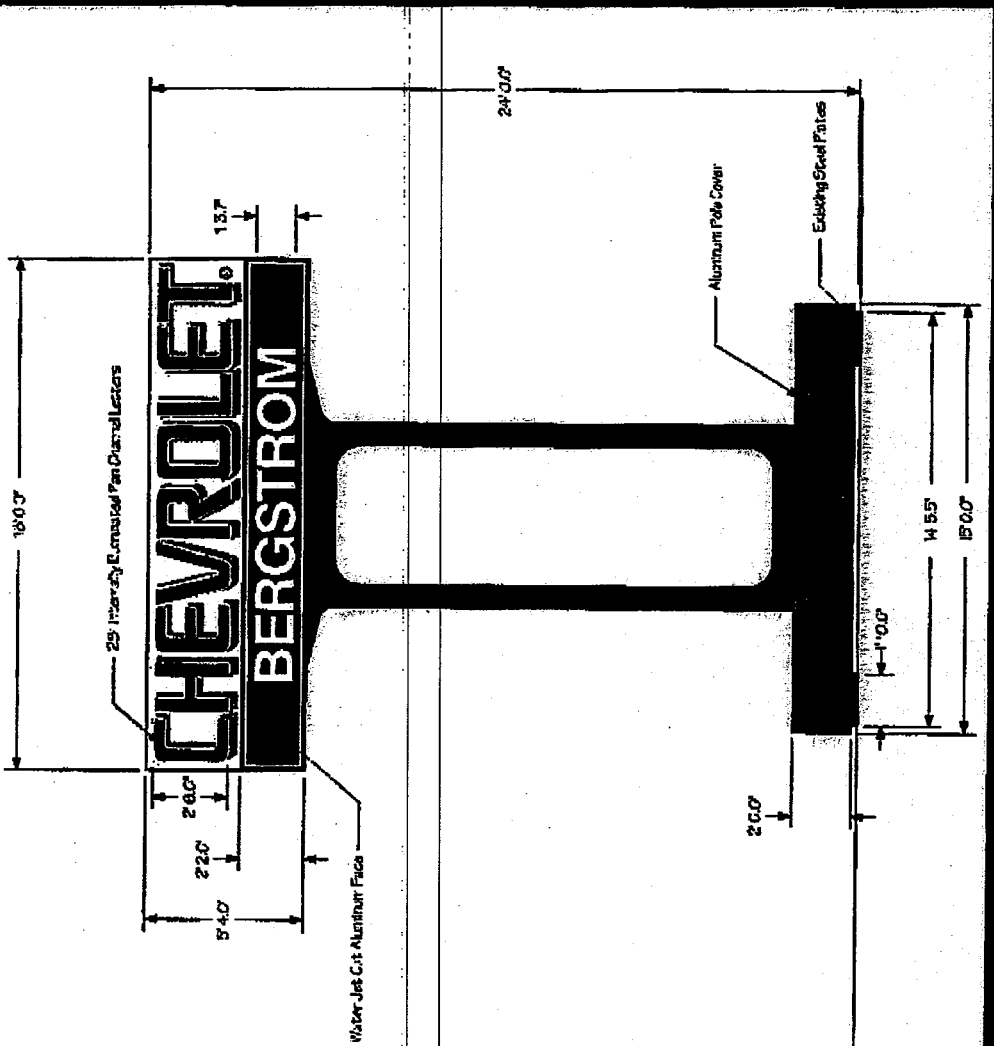
REVISIONS

1	
2	
3	
3-4-4	

Date _____
Date _____
Drawing # _____



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