

DOC# 1134906

IMPLEMENTATION PLAN FOR PLANNED UNIT
DEVELOPMENT (PUD) - CINEMA SQUARE PUD



VOL 2834 PG 393

Document Number

Document Title

STATE OF WI - MTWC CO
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MANITOWOC, WI 54220

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**IMPLEMENTATION FOR PLANNED UNIT DEVELOPMENT (PUD)
CITY OF MANITOWOC, WISCONSIN**

This Planned Unit Development (PUD), to be known as Cinema Square PUD is approved this 19th day of August 2013 by the Common Council of the City of Manitowoc, Wisconsin, a Wisconsin Municipal Corporation, (hereinafter referred to as the "City") for certain real property located in the City of Manitowoc, Manitowoc County, WI and described in Exhibit "A" which is attached and incorporated herein by reference (hereinafter referred to as the "PUD" or the "PROPERTY"). This Implementation Plan (hereinafter referred to as the "PLAN") for the Cinema Square PUD is made and entered into by and between Manitowoc Cinema, LLC, a Wisconsin Limited Liability Company (hereinafter referred to as the "Owner/Developer") and the City.

WHEREAS, the City's Common Council has approved on June 3, 2013 both a General Development Plan and a Conditional Use Permit (Report #2013-271) pursuant to Section 15.750(4) of the City's Municipal Code (hereinafter referred to as the "Code") for the Cinema Square PUD; and

WHEREAS, the City's Common Council has approved a final site plan and Final Development Plan on August 19, 2013 (Report #2013-447) pursuant to Section 15.750(16) of the Code for Cinema Square PUD, and

WHEREAS, the City has authorized the preparation, execution and recording of the PLAN pursuant to Section 15.750(17) of the Code for Cinema Square PUD; and

WHEREAS, the parties hereto wish to notify all interested parties of the existence of said PUD and this PLAN;

NOW, THEREFORE, in consideration of the foregoing recitals, the Owner/Developer and the City hereby notify all interested parties as follows:



1. **Existence of the PLAN for Cinema Square PUD (#PC8-2013).**

The parties hereto have entered into a mutually agreeable PLAN for the PROPERTY which designates and establishes the general land uses which shall be permitted on the PROPERTY; provides detailed development guidelines and conditions which must be complied with by the Owner/Developer and all subsequent PROPERTY owners, lessees, licensees or agents of all or any part of the PROPERTY (hereinafter referred to as the "Successors"); and provides a specific implementation plan. The PLAN designates and specifies improvements that must be made, and conditions that must be fulfilled by the Owner/Developer in conjunction with the PUD designation. All easements, either public or private, within the PUD are subject further to the terms and conditions of "Standard Utility Easement Conditions" recorded in V. 1252, P. 498 in the Office of the Register of Deeds for Manitowoc County, Wisconsin.

2. **Location of PLAN and AGREEMENT.** The PLAN for Cinema Square PUD #PC8-2013 is on file with the City's Planning Department (hereinafter referred to as the "DEPARTMENT") at 900 Quay Street, Manitowoc WI 54220-4543, and is subject to review and reproduction by all interested parties upon request. The PROPERTY shall be developed substantially in accordance with the most current and City-approved PROPERTY development plans prepared by Steinbrecher & Meneau, Inc., dated May 13, 2013 on file in the City's Public Infrastructure/Engineer office (hereinafter referred to as "SMI PLANS"); said SMI PLANS are incorporated herein by reference.

3. **Subsequent Purchasers.** A PUD is a zoning overlay district under Section 15.750 of the Code. This PLAN is a covenant that shall run with the PROPERTY. Accordingly, all future Successors shall be responsible to familiarize themselves with the PLAN and zoning designations and requirements underlying the area included in the PUD.

4. **Amendments to PLAN.** Pursuant to Section 15.750(20) of the Code, major changes in the PLAN require approval by the City and subsequent recording of a written amendment to the PLAN, with recording fees to be paid by the non-City party(ies). Minor changes to the PLAN (Section 15.750(20)(a)) of the Code requires the approval of the City's Planner or City's Director of Public Infrastructure/Engineer (Section 15.750(20)(b)) of the Code. As the term "City" is used throughout this Plan, "City" shall mean the Common Council, unless specified otherwise. As the term "DEPARTMENT" or "City Planner" is used throughout this PUD, the terms shall be used interchangeably, and in the absence of the City Planner, the Deputy City Planner.

5. **Development Guidelines and Conditions.** The development guidelines contained herein shall limit and control the location and use of the PROPERTY, including the internal use of buildings and structures. Lot/tract (hereinafter referred to as either "a Lot", "Lots" or "Tract") numbers referenced in this section are identified in Exhibit "B" and the geographic area of the depicted lots in Exhibit "B" shall govern development in these same geographic areas, regardless of whether Lot numbers are modified after August 19, 2013 by any land division pursuant to Wis. Stats. Ch. 236 and Chapter 21 of the Code. Any new Certified Survey Map (hereinafter referred to as "CSM") approved by the DEPARTMENT, and recorded after August



19, 2013 shall include a reference to "Cinema Square PUD # PC8-2013" and the underlying Lot numbers identified in Exhibit "B".

A. DEVELOPMENT STANDARDS

1. LAND USES

- a. The permitted uses and conditional uses at the PROPERTY shall include all non-residential uses identified in the City's Code under "B-1" (Section 15.230), "B-2" (Section 15.250), "B-3" (Section 15.270), "B-4" (Section 15.290), "C-1" (Section 15.310) and "I-1" (Section 15.330) zoning districts, excluding single- and two-family dwellings, and multiple-family dwellings which shall not be permitted in the PUD.

2. BUILDING DESIGN STANDARDS

- a. All buildings and structures within the PROPERTY shall be designed so as to create a unified design theme. All buildings and structures within the PROPERTY shall comply with the following design standards
 - 1. Any building or structure over two hundred (200) feet in length shall be designed so as to stagger the front facades (and rear facades when adjacent to any private ingress/egress roadway or public right-of-way hereinafter referred to whether private or public as "RW") to break up the visual expanse of the structure. Staggering the facade shall be attained by incorporating recesses and projections, and variations in roof lines.
 - 2. All roof top mechanical equipment shall be completely screened from public view by a continuous, permanent and sound absorbent site screen substantially of the same color as the principal structure on the same Lot. Whenever possible, the screen shall be designed as an architectural component of the structure in the form of a parapet wall.
 - 3. All sides of all buildings and structures on Lots 1.1, 1.2 and 1.3 shall be constructed of primary materials defined as face brick or comparable material as approved by the DEPARTMENT. Regarding Lot 2, only the north, south and west facades shall be required to comply with this section. In all cases, the acceptable primary materials will be brick, or of a brick pattern on tilt up panels, or a split face decorative block, wood, sandstone and other native stone, and stucco (i.e. Drivit or comparable



system). The use of pre-fabricated metal panels or untextured concrete block exterior siding shall not be permitted as the primary building material on the exterior wall of any structure visible from a R/W. Additional architectural specific materials will be reviewed on a case-by-case basis by the DEPARTMENT. Excepting those Lots referenced above, all building sides facing a public R/W shall meet the primary materials requirement defined above.

- b. Buildings and structures located on Lots 1.1, 1.2 and 1.3 shall be required to create both a front side and back side facade.
- c. All buildings and structures at the PROPERTY shall have at least sixty (60) per cent of the area of its exterior wall(s) which is / are visible from any R/W, comprised of acceptable building materials under A.2(a)3. In computing the facade surface area of an exterior wall, awnings, glass windows and door openings shall be excluded from the facade surface area calculations.
- d. All electric meters, transformers, downspouts and other appurtenances shall either be incorporated internally into a building or structure, or be of the same or a similar color approved by the DEPARTMENT, so as to substantially match or be unobtrusive at a site and be fully site screened as much as legally permissible.
- e. All buildings and structures shall have primary earthtone colors or variations of brown, grey, rust or tan that are consistent with the tone and / or hue of the colors of the other buildings and structures on the PROPERTY. Secondary colors shall feature complementary earthtones. Each individual building and structure on the PROPERTY will be allowed business specific colors that will be reviewed on a case-by-case basis by the DEPARTMENT, within the context of the color scheme described above. All building colors and materials will coordinate with the primary colors and materials of all existing buildings and structures to provide a unified development.
- f. Building and structure height shall not exceed twenty-five (25) feet for Lots 1.1, 1.2 and 1.3, and shall not exceed fifty (50) feet for Lot 2 as measured from the finished grade to the average highest point of the building or structure, with the exception of a single building feature such as a tower, a parapet wall used to shield roof top mechanical equipment and vents, and other communication structures approved by the DEPARTMENT.



- g. All buildings and structures on a particular Lot shall relate to other buildings on the PROPERTY, so that the PROPERTY as a whole presents a unified appearance. However, monotony of design shall be avoided. Variation of detail, form, color and siting shall be used to provide visual interest. Neon lighting is in most respects discouraged, except those cases where it may be an unusual and creative design application. Neon lighting must be an integral part of the architectural design of a building or structure.
- h. Architectural design is not restricted. Evaluation of the appearance of a building or structure shall be based on the quality of its design and relationship to surroundings.
- i. Landscape design shall be used to enhance and complement architectural features.
- j. In locations where plants are susceptible to injury by pedestrian or motor traffic, protection shall be provided with appropriate curbs, fences, tree guards or other devices. All parking areas shall be curbed including internal landscaping islands to protect the landscaping areas and to aid in traffic flow.

3. SIGNS

- a. Signs shall be part of the architectural concept for the PROPERTY, and shall complement the architectural style and scale of buildings and structures, and shall be designed as an integral architectural element of all buildings and sites to which it principally relates. Billboards and off-premise signs (excepting a center identification sign as authorized under 3.d.) are expressly prohibited in the PUD. Animated signs are also expressly prohibited in the PUD, with the exception of Lot 2. A request for the installation of an animated sign on Lot 2 shall first require approval from the City pursuant to Section 15.450(18) of the Code.
- b. Size, color, lettering, location and arrangement shall be harmonious with the principal building design. Sign size and height shall be reviewed and approved on a case-by-case basis by the City's Building Inspector. This exception to the City's sign Code is intended to allow a greater use of signage in particular circumstances. No individual Lot shall be permitted to have signage in excess of area requirements under Section 15.450(h)4. of the Code, unless waived by the Building Inspector, and if the sign is a corporate signature or trademark.



- c. Every sign shall have a good scale in its design, and in its visual relationship to buildings and surroundings.
- d. The PUD includes express authorization for the construction of two (2) off-premise center directory signs to promote only the businesses located in the PUD. The signs, described in Exhibit "C" which is attached and incorporated herein by reference, shall be located within the boundaries of the PUD, at a location mutually acceptable to the Owner/Developer and the Department, and shall not be counted towards a Lots maximum square footage under Section 3.e. or f. The sign may identify at any point in time, not more than four (4) tenants or occupants within the PUD. The sign shall be a pylon sign, not to exceed 75 feet in height as measured above grade, with the sign portion of the structure to not exceed five hundred (500) square feet in area per sign face. The use of neon lighting on the center directory signs is permitted. The location of the sign shall be in compliance with all applicable Wisconsin and federal regulations.
- e. For all Lots on the PROPERTY, permitted signs shall include one (1) monument sign per Lot (defined herein as a low profile, free standing ground mounted sign with a solid base on the ground, and landscaping around the perimeter of the sign at least three (3) feet on all sides of the sign base) not to exceed thirty (30) square feet in area on each face, and a maximum height of twelve (12) feet above final grade, and constructed of the same or other materials complementary to the principal building and structures on the same Lot, plus wall signs limited in total area to six (6) square feet per lineal foot of building frontage up to a maximum of two hundred (200) square feet of wall mounted signs per building side, to a maximum of five hundred (500) square feet. The usage of neon lighting as an integral part of any on-premise signage is permitted as long as it is consistent with the style and usage of neon on the associated principal building. Roof and marquee signs shall not be permitted at the PROPERTY, except that a marquee sign shall be permitted only if the sign is a corporate signature or trademark of the on premise business.
- f. For all Lots on the PROPERTY, the total square footage of all on premise signs on a Lot shall not exceed five hundred (500) square feet in area, unless this requirement is waived by the Building Inspector because a sign is a corporate signature or trademark of the on premise business.



- g. All monument signs shall be located outside of designated easement areas, unless approval to locate within an easement area is expressly provided by the City's Planner.

4. OFF-STREET PARKING LOTS / LOADING AREAS

- a. Off-street parking requirements for each building and structure constructed at the PROPERTY shall be determined and calculated at each site plan review under Section 15.370(2) of the Code, and to the fullest extent possible, shall comply with requirements under Section 15.430(4) of the Code. The PROPERTY, at full development, shall provide minimum off-street parking at no less than four (4) spaces per 1,000 square feet of floor area as that term is defined under Section 15.430(3)(a) of the Code. Snow storage in parking areas shall be kept to a minimum.
- b. Large off-street parking areas shall be broken up, at regular intervals, with perimeter landscaping and interior "green" islands pursuant to Section 15.690 of the Code. All site plans for the PROPERTY shall meet the requirements under Sections 15.370(2) and 15.690 of the Code. All parking areas shall be curbed including internal landscaping islands to protect the landscaping areas and aid in traffic flow. Cart corals, if appropriate to the business, shall be integrated into the landscaping islands for efficiency of parking areas, and to provide a greater aesthetic impact, unless this requirement is waived by the DEPARTMENT.
- c. Trees shall be selected for ultimate height, breadth of crown, type of shading, color and hardiness. Shrubs and ground cover shall be selected for year round appearance, texture, color, ultimate height and hardiness.
- d. Snow storage areas that are not part of the landscape tree islands shall be designated on site plans under Section 15.370(2) of the Code.
- e. The Owner/Developer shall provide the Department with copies of any cross easements for ingress/egress for review and approval, prior to its execution.
- f. All commercial trash dumpsters or other trash disposal areas shall be sight screened by a wall or fence on three (3) sides which shall be constructed of design materials complementary to the principal building on a Lot, and a fourth side with a lockable access gate facing a service drive, with the height of the screen structure extending at least one (1) foot above the top of the dumpster or



trash receptacle, but not more than eight (8) feet in height as measured from grade. If shrubs are used as the sight screen, they shall form an immediate, solid, opaque and continuous sight screen.

- g. All roof top and ground level mechanical equipment shall be screened from view on all sides to the fullest extent possible.
- h. All new utility distribution installations, excluding transformers and telephone boxes, shall be located underground to meet standards established by the Manitowoc Public Utilities (MPU). Transformers and associated structures shall be recessed into the ground wherever possible, to maximize the aesthetics of the area.

5. LANDSCAPE TREATMENT

- a. All landscaping within the PROPERTY shall be designed to enhance architectural features, improve appearances, sight screen off-street parking areas, miscellaneous structures, enhance any R/W, and to facilitate ongoing maintenance. Low maintenance plants are encouraged. Existing mature trees shall be preserved wherever feasible. Due to proximity to a corporate office building located immediately to the west, the west side of Lots 1.1 and 1.2 shall require a more substantial landscape treatment and site screening, the design of which shall be mutually agreeable to the Owner/Developer and the Department.
- b. The following minimum sizes are required at the PROPERTY:

Plant Type	Minimum Size at Installation
Large deciduous trees	2 ½ - 3" caliper
Conifers	4-5' in height
Small flowering trees	1-1 ½" caliper
Large shrubs	30-36" in height
Small shrubs	18-24" in height

- c. Exclusive of a 6.10-acre Tract 8 of a CSM recorded in V. 20, P. 231, and of any wetlands located in the PUD, at least twenty (20) per cent of the remaining developable acreage gross area of the PROPERTY shall be landscaped with open space consisting of lawn area, ornamental plant materials, or retained existing native vegetation. To accomplish this threshold, each individual site plan presented to the DEPARTMENT under Section 15.370(2) of the Code shall also



comply with the landscaping requirements contained in Section 15.690 of the Code. High quality trees and shrubs shall be required. Common areas, storm water detention/retention areas, WisDOT Trans. 233 and zoning setback areas shall be included in calculating the overall PROPERTY requirement of maintaining at least twenty (20) per cent of the developable acreage of the PUD area in landscape material. Due to the nature of a PUD, various Lots shall be able to borrow green space from other project Lots to meet this requirement.

- d. Clusters of vegetation shall be used to sight screen less attractive portions of the PROPERTY.
- e. All buildings and structures shall be separated from sidewalks or parking surfaces with a planting strip measuring at least four (4) feet in width.
- f. Plantings shall be provided on all building and structure facades visible to the general public from any RW, unless this requirement is waived by the DEPARTMENT.
- g. Along any RW's, plant materials shall be selected and placed to avoid blocking site lines or vision clearance areas under Section 15.390(7) of the Code at intersections and curb cuts. Landscaping within and adjacent to utility easement areas shall not disrupt service or access to overhead or underground equipment.
- h. All landscaping shall be designed to facilitate ongoing maintenance, and shall be developed substantially in accordance with the SMI PLANS.

6. STORM WATER DETENTION/RETENTION FACILITIES

- a. Appropriate detention and retention of storm water shall be provided by the Owner/Developer. All Lots on the PROPERTY are required to have positive drainage, and shall not be permitted to drain to any adjacent Lot, unless approved by the City's Public Infrastructure/Engineer office.
- b. All storm water detention/retention facilities shall be designed pursuant to current standards of the Wisconsin Department of Natural Resource and the City's Public Infrastructure/Engineer office so that during nonevent periods there will be permanent vegetation cover. The plant materials installed in detention/retention facilities must be able to withstand periodic flooding.



- c. Storm water detention/retention facilities shall be designed and landscaped so that they provide an aesthetic amenity, as well as, provide storm water storage capacity. Detention/retention facilities shall be developed substantially in accordance with the SMI PLANS.

7. EXTERIOR LIGHTING

- a. For all lots on the PROPERTY, exterior lighting shall be shaded, recessed, or inwardly directed in such a manner so that no direct light or glare is cast upon adjoining Lots, or upon adjoining R/W's.
- b. New light standards shall be no higher than is necessary to provide sufficient security lighting for the PROPERTY or Lot on which such lighting is located. In most situations, light standards should not be taller than twenty-five (25) feet above final grade.
- c. Exterior lighting components such as fixtures, standards and exposed accessories should be harmonious with the overall PROPERTY design and thematic improvements.
- d. The style and design of all non-building lighting fixtures shall require the approval of the City's Planner. It is encouraged that black pole lighting be used at all Lots to illuminate parking lots and common areas.

8. MAINTENANCE

- a. Landscape materials which have deteriorated or have been damaged or defaced, shall be properly and promptly repaired or replaced.
- b. Planting materials which have deteriorated or died shall be replaced with healthy plantings, or the area redesigned with other landscape treatments to provide an attractive appearance.
- c. Planting areas should be kept watered, fertilized, cultivated and pruned as required to give a healthy and well groomed appearance during all seasons.
- d. Off-street parking areas shall be kept in good repair, properly marked and clear of litter and debris.



- e. Buildings and structures, including signs, shall be cleaned, painted and repaired as required.
- f. Lawns and other landscaped areas shall be kept mowed and trimmed.
- g. Owner/Developer is expressly responsible for maintaining vacant Lots on the PROPERTY in a refuse and debris-free state, and shall have the vegetation cut periodically during the growing season.

9. PHASED DEVELOPMENT

- a. Each development within the PUD must meet all applicable standards and requirements contained in the Code unless such standards and requirements are specifically waived or modified by the terms of this PLAN.
- b. Except as provided by law, or as expressly provided in this PLAN, no vested right shall inure to the Owner/Developer or any subsequent Successors until the date a building permit is first issued by the CITY's Building Inspector for each and every development. Nor does the CITY warrant by this PLAN that the Owner/Developer or Successors are entitled to any other approvals required.

B. DEVELOPMENT REGULATIONS

- a. The following development regulations represent the minimum allowable restrictions on lots within the Cinema Square PUD:
 - i. Minimum lot size - One-half (1/2) acre in gross area.
 - ii. Minimum Lot width and frontage on a R/W - One hundred and fifty (150) feet.
 - iii. Maximum building height – Building height shall not exceed twenty-five (25) feet above final grade for Lots 1.1, 1.2, and 1.3 and shall not exceed fifty (50) feet for Lot 2 as measured from the finished grade to the average highest point of the structure, with the exception of a single building feature such as a tower, a parapet wall used to shield roof top mechanical equipment and vents, and other communication structures approved by the DEPARTMENT.
 - iv. Access - minimum twenty-five (25) foot wide permanent public access via easement or R/W dedication to the City for all Lots. Sufficient access to all



Lots for emergency vehicles shall be required and shall be depicted on site plans prepared pursuant to Section 15.370(2) of the Code.

- v. Maximum building Lot coverage - Fifty (50) per cent of gross Lot area for all Lots, unless this requirement is waived by the DEPARTMENT.
- vi. Building and parking setback – Subject to vision clearance requirements under Section 15.390(7) of the Code, buildings and structures shall be setback a minimum of twenty-five (25) feet from all lot line or R/W lines with said line being treated as a street line as established by the City's Official Map; and setback a minimum of twenty-five (25) feet in the rear and interior side yard areas, unless specified otherwise by any instrumentality of the State of Wisconsin. Related structures i.e. bank drive thru, and parking lots shall be at a minimum setback of ten (10) feet from all R/W lines; and a minimum setback of ten (10) feet in rear and interior side yard areas, unless specified otherwise by any instrumentality of the State of Wisconsin. Setback areas shall be fully graded, sodded and landscaped, or treated with a thematic improvement which shall require the approval of the City's Planner, except in setback areas designated for parking.
- vii. Site Plan Requirements - All buildings, additions and parking areas constructed at the PROPERTY shall be required to comply with Section 15.370(2) of the Code. The DEPARTMENT shall be granted site plan review and approval authority for the PUD. Site plan approval by the DEPARTMENT and compliance with letter of credit and performance agreement requirements under Section 15.370(2)(h) of the Code shall be required before a project on the PROPERTY can proceed.
- viii. Off-Street Parking Requirements and Maintenance - Loading requirements shall meet the requirements under Section 15.430(10) of the Code, and loading activities shall be conducted only in the rear or interior side yard areas. Parking area maintenance and repair shall be required pursuant to Section 15.430(12) of the Code. Outside storage of materials not intended for sale to the public, storage containers and storage trailers shall not be permitted at the PROPERTY.
- ix. Landscaping - All site plan landscaping requirements shall be met within twelve (12) consecutive calendar months (or 365 consecutive calendar days) of the first date a temporary or final certificate of occupancy is issued,



subject to an approved site plan under Section 15.370(2) of the Code. The landscape and thematic improvements established for any R/W shall, to the fullest extent possible, be replicated on all Lots at the PROPERTY. Re-vegetation of all disturbed areas shall be required in accordance with approved site plans under Section 15.370(2) of the Code. All landscaping shall be maintained and kept viable.

- x. Utilities - All new electric, telephone, cable and other communication lines and services, both main and service connections, shall be provided by underground wiring within easements or within any R/W. All new utility lines shall be installed in full accordance with the terms, conditions and standards of each utility provider.

C. GENERAL PROVISIONS

1. Breach of PLAN. If at any time any provision or requirement stated in the PLAN have been breached by the Owner/Developer, the City may withhold approval of any or all land divisions or site plan, or the issuance of any or all grading or building permits or occupancy permits, applied for on the PROPERTY, until such breach has been remedied.
2. Binding Effect. This PLAN shall run with the PROPERTY and be binding upon the Owner/Developer, their respective Successors, representatives and assigns, and all persons who may hereafter acquire an interest in the PROPERTY or any part thereof, with the exception that provisions of this PLAN may be modified through an amendment in accordance with the procedure specified in the PLAN.
3. Recordation. This PLAN and any subsequent modifications thereof or additions thereto shall be, upon being duly executed, recorded by the CITY at the Owner/Developer's sole expense, at the Register of Deeds for Manitowoc County, Wisconsin, and shall be deemed to be and interpreted as a covenant running with the PROPERTY.
4. Approvals in Writing. Whenever under this PLAN approvals, authorizations, determinations, satisfactions or waivers are authorized or required, such approvals, authorizations, determinations, satisfactions or waivers shall be effective and valid only when given in writing, signed by the duly authorized officer of the City, and delivered to the party to whom it is directed at the address specified in Section C.6.



5. Inspection of Records. The City shall have the right to inspect any and all records, contracts, financial statements, ledgers or written documents which relate to and are generated by the responsibilities and obligations of the Owner/Developer under the terms of this PLAN.

6. Notices and Demands. A notice, demand or other communication under this PLAN by any party to any other party shall be sufficiently given or delivered if it is dispatched by facsimile transmission, or by first class mail, or by registered or certified mail, postage prepaid, return receipt requested, or delivered personally and:
 - a. In the case of the Owner/Developer, addressed to or delivered personally to 100 Maritime Drive, Suite 3C, Manitowoc, WI 54220 ; and

 - b. In the case of the City, addressed to or delivered personally to the City Clerk's Office, City Hall, 900 Quay Street, Manitowoc, WI 54220-4543.

The above addresses may be changed at any time by the parties by notice given in the manner provided above.

The parties further agree that electronically reproduced signatures such as by facsimile transmission are valid for execution or amendment of this PLAN, and that electronic transmission/facsimile is an authorized form of notice as that term is used in this PLAN.

7. Severability. If any provisions of this PLAN is deemed by a court of competent jurisdiction to be invalid or unenforceable, the remainder of this PLAN shall not be affected thereby, and such remainder would then continue to conform to the requirements of applicable laws and regulations.

8. Amendments. This PLAN can only be modified or changed in writing executed by all undersigned parties.

9. Successors and Assigns. The terms of this PLAN shall be binding upon and inure to the benefit of the parties hereto, as well as their respective Successors, transferees and assigns. Any transfer of any party's interest under this PLAN shall not release the transferor from his or its obligations hereunder.

10. Time of Essence. Time is of the essence of this PLAN and of every term, covenant, condition, warranty or promise to be performed by the parties.



11. Assignment. The Owner/Developer shall not assign this PLAN, or any part of it, without the prior written consent of the City.
12. Applicable Law. This PLAN shall be deemed to have been made in Manitowoc County, Wisconsin, and shall be governed by, construed under, and enforced in accordance with, the law of the State of Wisconsin, except as otherwise provided herein. All actions or proceedings relating directly or indirectly to this PLAN, whether sounding in contract or tort, shall be litigated only in the circuit court located in Manitowoc County, Wisconsin. All parties to this PLAN hereby subject themselves to the jurisdiction of the circuit court for Manitowoc County, Wisconsin.
13. Headings. The section titles have been inserted in this PLAN primarily for convenience, and do not define, limit or construe the contents of such paragraphs. If headings conflict with the text, the text shall control.
14. Pronouns. Pronouns in this PLAN (including, but not limited to, those referring to the Owner/Developer and the City), importing any specific gender shall be interpreted to refer to limited liability companies, corporations, partnerships, men and women, as the identity of the parties hereto, or the parties herein referred to, may require. Pronouns, verbs, and/or other words in this PLAN importing the singular number shall be interpreted as plural, and plural words as singular, as the identity of the parties hereto, or the parties or objects herein referred to, may require.
15. Relationship of Parties. Nothing in this PLAN nor any act of the Owner/Developer or the City shall be deemed or construed to create any relationship of third party beneficiary, of principal or agent, of limited or general partners, of joint venture, or of any association whatsoever between the parties hereto.
16. Survival of Warranties, Representations and Agreements. Any warranty, representation or agreement herein contained shall survive the date of this PLAN.
17. Construction. All parties have contributed to the drafting of this PLAN. In the event of a controversy, dispute or contest over the meaning, interpretation, validity or enforceability of this PLAN or any of its terms or conditions, there shall be no inference, presumption or conclusion drawn whatsoever against any party hereunder by virtue of that party having drafted this PLAN or any portion thereof.



18. Entire Designation. This PLAN contains all provisions and requirements incumbent upon the Owner/Developer relative to Cinema Square PUD, except as modified by subsequent action of the City in accordance with procedures set forth in this PLAN, and except that nothing contained herein shall be construed as waiving any requirements of the Code or other regulations otherwise applicable to the development of the PROPERTY.

19. Date. This PLAN shall be dated and approved and binding as of the date of the last execution. This PLAN shall be effective the date of recordation.

MANITOWOC CINEMA, LLC

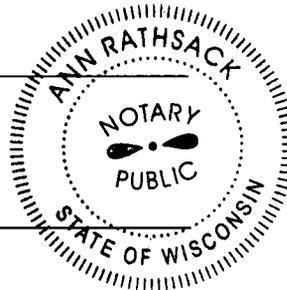
BY: Peter C. Allie
Peter C. Allie, Managing Member

8-14-13
Date

STATE OF WISCONSIN)
)ss.
MANITOWOC COUNTY

Personally came before me this 14th day of August, 2013, the abovesigned Peter C. Allie, to me known who executed the foregoing instrument and to me known to be such Managing Member of Manitowoc Cinema, LLC, and acknowledged that they executed the foregoing instrument as Members of said limited liability company, by its authority.

Ann Rathsack
Notary Public
Manitowoc County, Wisconsin
My commission (expires)(is):
4/11/2017





CITY OF MANITOWOC

BY: *Justin M. Nickels*
Justin M. Nickels, Mayor

8/20/13
Date

BY: *Jennifer Hudon*
Jennifer Hudon, City Clerk

8/20/13
Date

STATE OF WISCONSIN)

)ss

MANITOWOC COUNTY

Personally came before me this 20 day of August, 2013, the
above signed Justin M. Nickels and

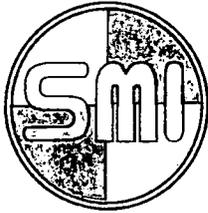
Jennifer Hudon, to me
known who executed the foregoing instrument and to me known to be such Mayor and City
Clerk of the City of Manitowoc, WI, a Wisconsin Municipal Corporation, and acknowledged
that they executed the foregoing instrument as such Officers of said city, by its authority.

Deborah Neuser
Notary Public Deborah Neuser
Manitowoc County, Wisconsin
My commission (expires)(is):
8-17-14

Drafted by: David Less, City Planner

RunDate: 8/15/2013

Filename: Cinema Square PUD Implementation Plan – FINAL – 8152013.doc



S.M.I.

STEINBRECHER & MENEAU, INC.
CONSULTING ENGINEERS & LAND SURVEYORS
MANITOWOC, WISCONSIN

102 REVERE DRIVE
MANITOWOC, WISCONSIN 54220-3147
PHONE 920-684-5583 FAX 920-684-5584

August 15, 2013

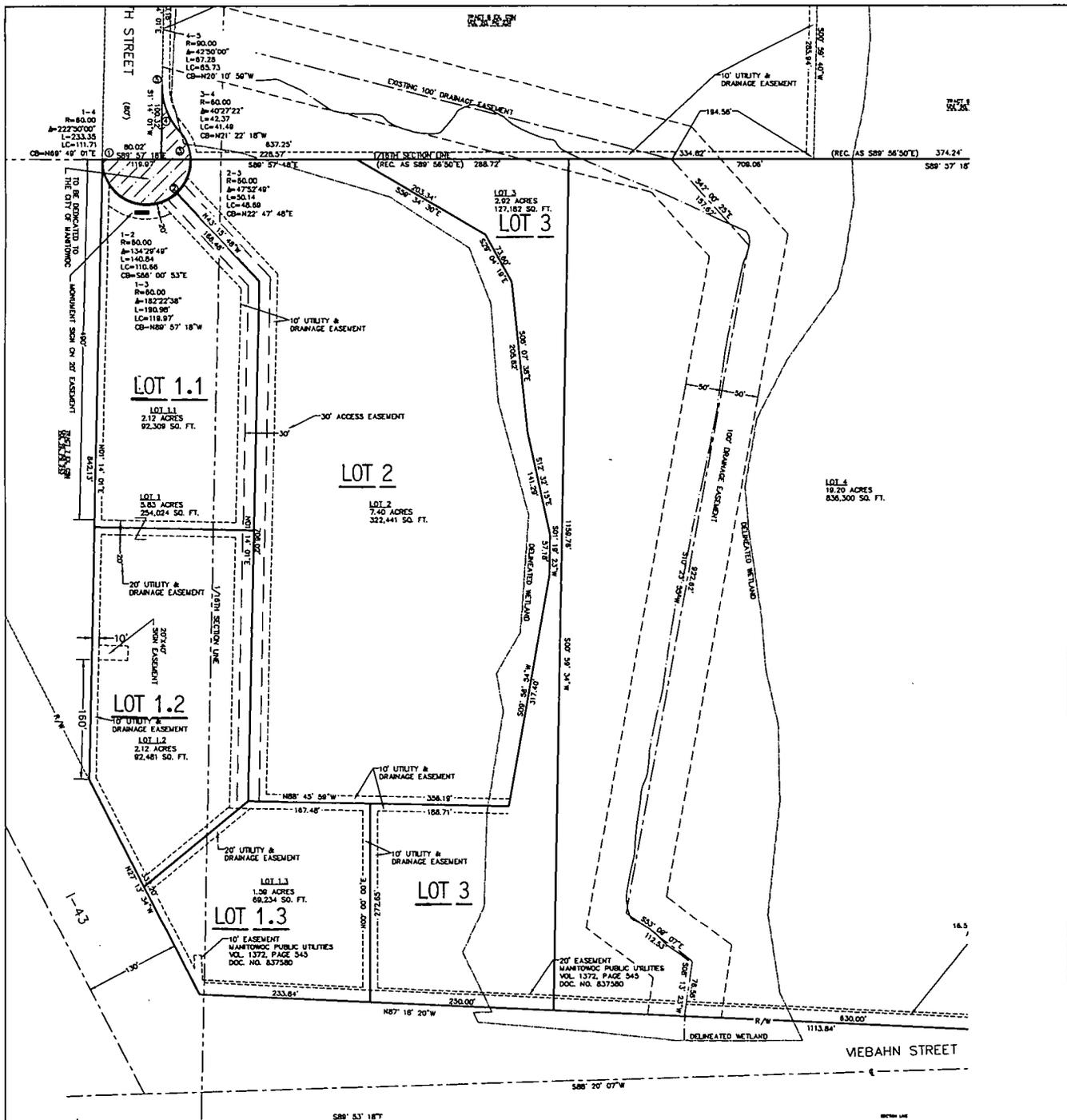
Cinema Square PUD Description

MANITOWOC CINEMA, LLC

A tract of land located in the SE $\frac{1}{4}$ of the SE $\frac{1}{4}$ and in the SW $\frac{1}{4}$ of the SE $\frac{1}{4}$ of Section 35, T.19N., R.23E. City of Manitowoc, Manitowoc County, Wisconsin and described as follows:

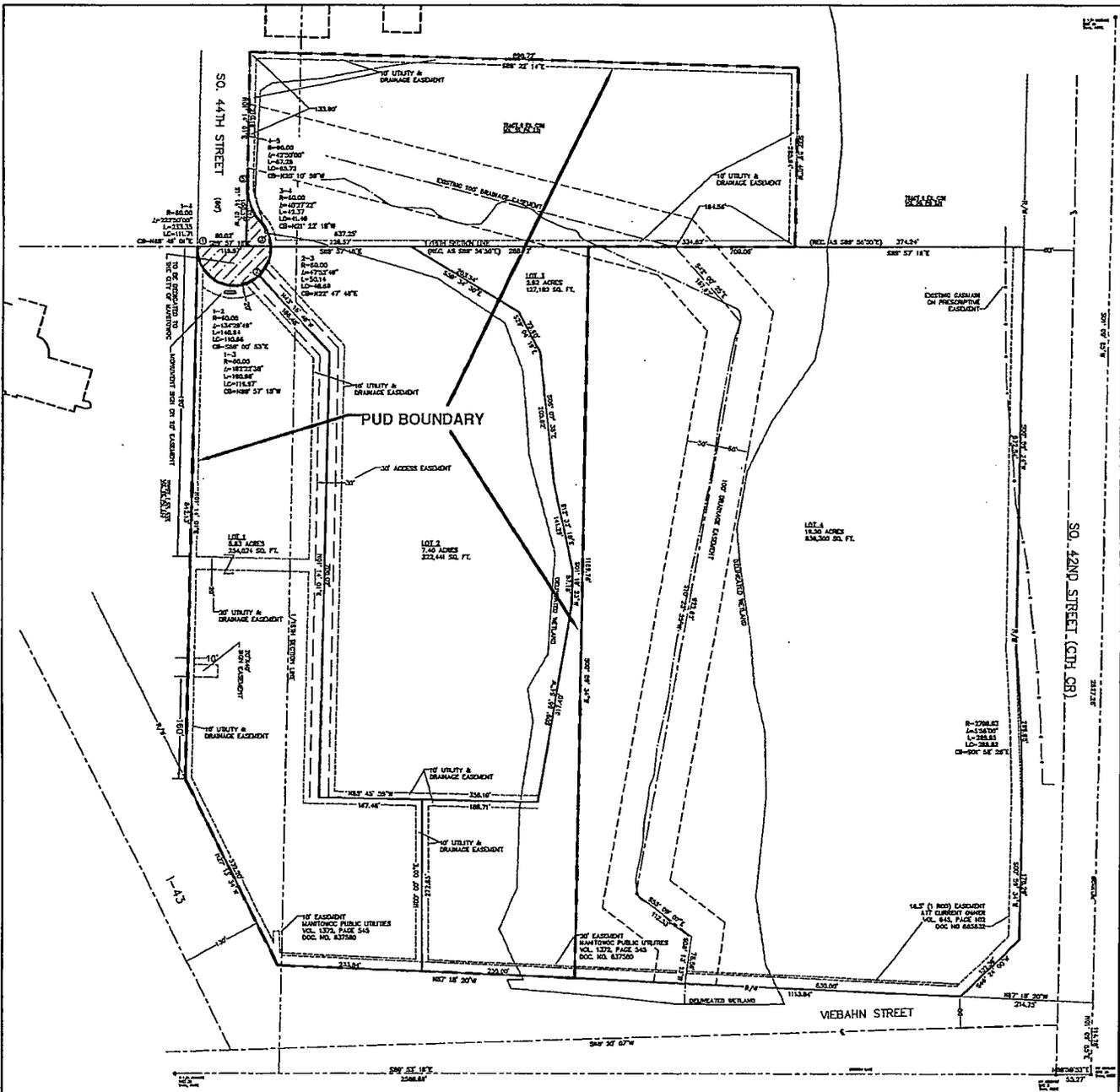
Commencing at the southeast corner of said Section 35, thence N01°09'55"E along the section line 114.78 feet to the north right of way of Viebahn Street extended to the section line, thence N87°18'20"W along said right of way 844.75 feet, to the point of real beginning thence continue N87°18'20"W along said right of way 483.84 feet to the easterly right of way of I-43, thence N27°13'34"W along said right of way 332.20 feet, thence N01°14'01"E 842.13 feet to the 1/16th section line, thence S89°57'18"E (recorded as S89°56'50"E) along said 1/16th section line 637.25 feet, thence S00°59'34"W 1,159.76 feet to the point of real beginning. Also including Tract 8 of a Certified Survey recorded in Volume 20, Page 231 of Certified Surveys. Excluding any right of way dedicated to the City of Manitowoc.

Said tract contains 16.15 acres (703,647 square feet).



CINEMA SQUARE MANITOWOC PUD FUTURE LOT SPLITS





A tract of land located in the SE 1/4 of the SE 1/4 and in the SW 1/4 of the SE 1/4 of Section 35, T.19N., R.23E. City of Manitowoc, Manitowoc County, Wisconsin and described as follows:

Commencing at the southeast corner of said Section 35, thence N01°09'55"E along the section line 114.78 feet to the north right of way of Viebahn Street extended to the section line, thence N87°18'20"W along said right of way 844.75 feet, to the point of real beginning thence continue N87°18'20"W along said right of way 483.84 feet to the easterly right of way of I-43, thence N27°13'34"W along said right of way 332.20 feet, thence N01°14'01"E 842.13 feet to the 1/16th section line, thence S89°57'18"E (recorded as S89°56'50"E) along said 1/16th section line 637.25 feet, thence S00°59'34"W 1,159.76 feet to the point of real beginning. Also including Tract B of a Certified Survey recorded in Volume 20, Page 231 of Certified Surveys. Excluding any right of way dedicated to the City of Manitowoc.

Said tract contains 22.25 acres.

CINEMA SQUARE MANITOWOC PUD

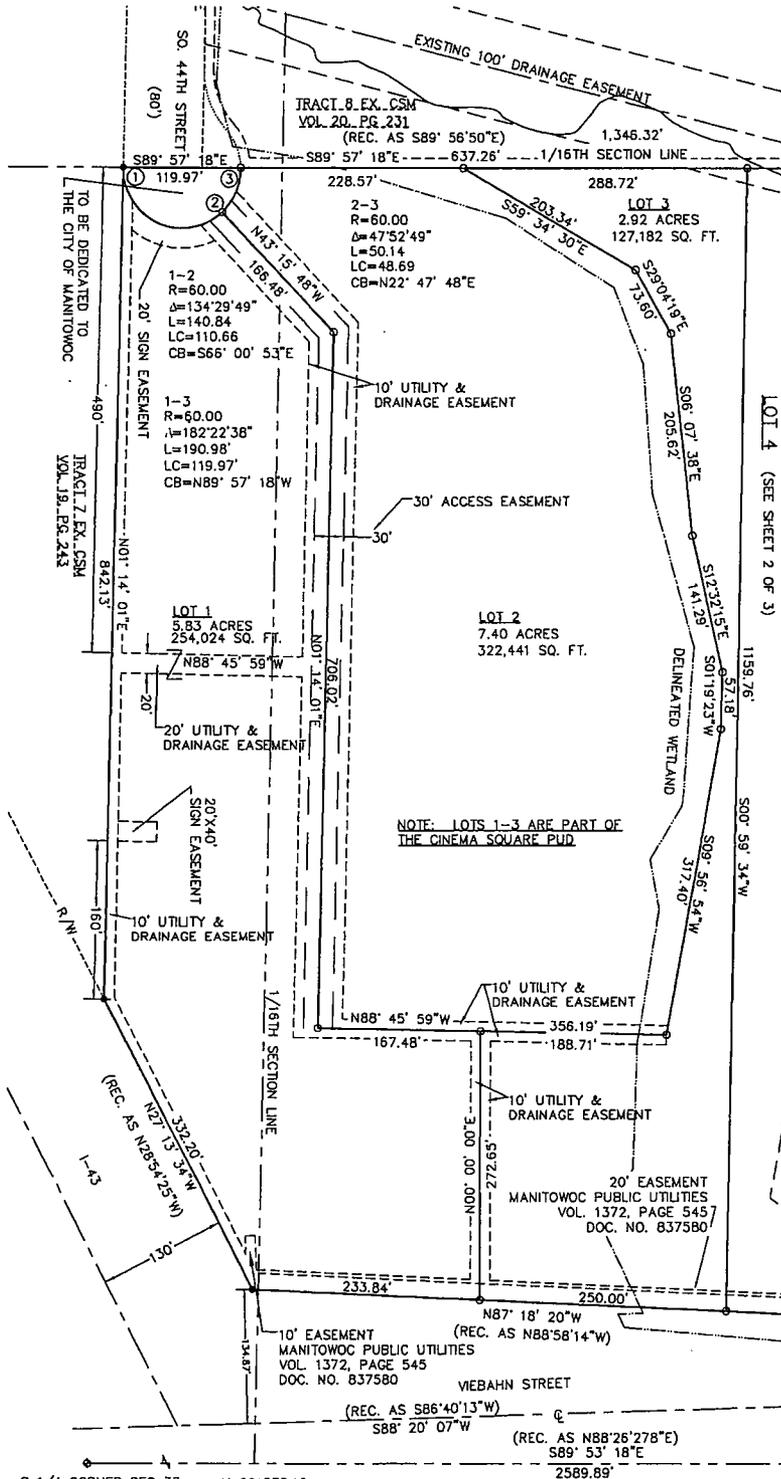




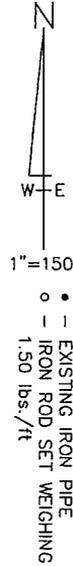
STEINBRECHER & MENEAU, INC.
ENGINEERS SURVEYORS
102 REVERE DRIVE
MANITOWOC, WI. 54220-3147
PHONE 684-5583 FAX 684-5584

123445P

CERTIFIED SURVEY MAP LOCATED IN THE SE 1/4 OF THE SE 1/4
AND IN THE SW 1/4 OF THE SE 1/4 OF SECTION 35, T.19N.,
R.23E., CITY OF MANITOWOC, MANITOWOC COUNTY, WISCONSIN



ALL BEARINGS ARE RELATED TO
THE WISCONSIN COORDINATE
REFERENCE SYSTEM



Dated _____

Paul W. Steinbrecher,
Reg. Land Surveyor, S-1608

S 1/4 CORNER SEC 35 N 291576.16
T19N, R23E E 219656.75
1/2" IRON ROD



STEINBRECHER & MENEAU, INC.
ENGINEERS & SURVEYORS
102 REVERE DRIVE
MANITOWOC, WI. 54220-3147
PHONE 684-5583 FAX 684-5584

12344SP

CERTIFIED SURVEY MAP LOCATED IN THE SE 1/4 OF THE SE 1/4 AND IN THE SW 1/4 OF THE SE 1/4 OF SECTION 35, T.19N., R.23E., CITY OF MANITOWOC, MANITOWOC COUNTY, WISCONSIN

OWNER'S CERTIFICATE

As owners, we hereby certify that we caused the land described on this map to be surveyed, mapped, divided and dedicated as represented on the map, and that we shall comply with the established drainage plan on file at the Manitowoc City Hall and with the "Standard Utility Easement Conditions" recorded at the Manitowoc County Register of Deeds on November 7, 1997 in Volume 1252, Page 498 of Records, Document No. 798738 and as may be amended from time to time. We hereby consent to the granting of utility, access and drainage easement to the Manitowoc Public Utilities, City of Manitowoc, the Telephone Company and the Cable TV Company if noted on the map of this Certified Survey for the purpose of granting to the applicable firm the right to access, to place, repair and maintain applicable utilities. Said compliance with the drainage and plan easements granted shall run with the land and be binding upon the owners, their successors and assigns.

Dated _____

Peter C Allie Individual (Lot 4) and Manitowoc Cinema, LLC (Lots 1-3)

Alex C Allie Individual (Lot 4) and Manitowoc Cinema, LLC (Lots 1-3)

SURVEYOR'S CERTIFICATE

I, Paul M. Steinbrecher, Registered Land Surveyor with Steinbrecher & Meneau, Inc. (S.M.I.) do hereby certify that I have surveyed and mopped the following described tract: A tract of land located in the SE 1/4 of the SE 1/4 and in the SW 1/4 of the SE 1/4 of Section 35, T.19N., R.23E. City of Manitowoc, Manitowoc County, Wisconsin and described as follows:

Commencing at the southeast corner of said Section 35, thence N01°09'55"E along the section line 114.78 feet to the north right of way of Viebahn Street extended to the section line, thence N87°18'20"W (recorded as N88°58'14"W) along said right of way extended 214.75 feet to the west right of way of So. 42nd Street, the point of real beginning, thence continue N87°18'20"W (recorded as N88°58'14"W) along said Viebahn Street right of way 1,113.84 feet to the easterly right of way of I-43, thence N27°13'34"W (recorded as N28°54'25"W) along said right of way 332.20 feet, thence N01°14'01"E 842.13 feet to the 1/16th section line, thence S89°57'18"E (recorded as S89°56'50"E) along said 1/16th section line 1346.32 feet to the west right of way of So. 42nd Street, thence S00°59'34"W along said right of way 632.54 feet to a point on a 2,799.93 foot radius right of way curve to the right, thence southeasterly along the arc of said curve 289.95 feet (chord S01°58'26"E, 289.82 feet) thence S00°59'34"W along said right of way 175.29 feet, thence S46°24'00"W along said right of way 132.36 feet to the point of real beginning.

Said tract contains 35.35 acres (1,539,947 square feet).
I further certify that the adjacent map is a true representation of said property and correctly shows the exterior boundary lines and correct measurements thereof. Also that I have fully complied with the requirements of Chapter 236.34 of the Wisconsin Statutes and Chapter 21 of the Municipal Code of the City of Manitowoc.

Dated _____

Paul M. Steinbrecher
Reg. Land Surveyor, S-1608

CERTIFICATE OF PLANNING AGENCY
This certified survey map has been submitted and approved by the City of Manitowoc Plan Commission.

Dated _____

