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PROTECTIVE COVENANTS

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1. STRATEGIC LOCATION

The SouthPointe Enterprise Campus is located at the southernmost point of the City of Sheboygan and acts as a gateway to the community as viewed by motorists heading north on Interstate 43. The business campus is bordered by Interstate 43 and County Highway OK which provides great accessibility to the interstate. The campus includes approximately 400 additional acres that can be developed in phases over time. The plan indicates sites in a range of sizes, including larger sites up to 20+ acres. The plan is intended to be flexible and allow for development of sites varied in size based on need.

2. BACKGROUND AND PURPOSE

The SouthPointe Enterprise Campus is a planned development owned and managed by the City of Sheboygan, Wisconsin. These covenants are intended to be for the mutual benefit and protection of all present and future owners and lessees of land within the SouthPointe Enterprise Campus (hereinafter referred to as the "SouthPointe"). It is the intention of the City of Sheboygan (hereafter referred to as the "City") that this be an environmentally and aesthetically superior development protected against depreciation in property values. These covenants are designed to ensure that SouthPointe will always provide an attractive setting for business and industry with high quality improvements, which will reflect well on both the owners and lessees within SouthPointe, and the City of Sheboygan.

3. EASEMENTS

A. Title

Title of specific parcels will be transferred from the City to purchasers upon completion of appropriate sales transactions. The City will retain permanent easements for all drainage ways, retention ponds, landscaped areas, access routes, utilities, and other maintenance areas, which have been constructed or shown as planned to serve the campus as a whole.

B. Easement Area Maintenance

Each owner shall be responsible for required maintenance within identified easements on their properties. The City will retain ownership and provide maintenance for the retention ponds developed as part of the drainage system for the entire campus. (Retention ponds built by and for the use of individual owners will be responsibility of said owner.)

It shall be the responsibility of the individual property owners to ensure that the adequacy of maintenance is such that the premises are maintained properly, including the trimming and fertilization of ground cover, shrubbery, trees, and the replacement of landscaping when and where necessary.

4. LAND USE

The plan outlines zones for different land use/tenant types. The Office/Manufacturing zone is intended to accommodate smaller scale uses including corporate office, light industrial, and smaller scale manufacturing and warehousing. The Large Manufacturing zone is intended to accommodate uses with a need for larger sites to support their operations. The Preferred Concept Plan is located in Appendix A.

A. Permitted Uses

The campus has been zoned Suburban Industrial (SI) under Section 15.105(3)(g) of the City of Sheboygan Zoning Ordinance. Under that section, any land use permitted under any of the City's other industrial classifications are a permitted use with the exception of those listed in the following section.

The city of Sheboygan may consider the re-zone of Interstate 43 frontage parcels to allow for exclusive lodging. Interstate frontage lots may be considered for the development of mid-range and upscale hotels. Minimum size is 60 units and certain ancillary uses would be allowed.

B. Prohibited Operations Uses

In addition to those uses prohibited in the City's other industrial classifications, the following uses are prohibited in the SI Zone.

1. The manufacture, processing or packaging of fish products.
2. The rendering of fats or oils.
3. Motor vehicle wrecking /repair and junk yards.
4. The manufacture of cement or concrete, plaster of paris and gypsum, crushing/recycling of concrete and gravel.
5. Fuel refineries and storage yards, except as allowed in Section 05.19-F(J) of the Municipal Code.
6. The manufacture of acids, explosives or dry fertilizers.
7. The operation of stockyards or slaughterhouses.
8. Waste Inclination.
9. Mini Warehouses or similar storage facilities for non-businesses uses.
10. Adult Entertainment.
11. Ammunition, ordinance or explosives production or storage operations.

12. Asphalt plants.

C. Nuisance Restrictions

No operation, process or other use or activity on said property shall produce noise, light, odors, smoke, vibrations, heat, industrial waste, or other external nuisances in excess of the limits defined in the City Code.

D. Special uses

Any activity causing or resulting in electromechanical or electromagnetic disturbance or radiation shall require a written application to and the approval by the City Plan Commission

5. SETBACKS FROM PROPERTY LINES

A. Front Yard Setback

No part or portion of any building shall be erected, constructed or extended nearer than fifty (50) feet to the front lot line of any parcel. Parking or storage of automobiles or other vehicles, materials, products or equipment shall be prohibited within this fifty (50) foot setback area. The fifty (50) foot setback shall be entirely graded and sodded or seeded between side lot lines and from the road shoulder to the building face in a manner that will produce an acceptable lawn, excepting only such areas as may be required for driveways or walks and planting beds for flowers, groundcover, shrubs, trees or combinations thereof. All driveways, parking lots and truck loading areas shall be surfaced with Portland cement concrete from the right-of-way line to the roadway. All walks shall be of Portland cement concrete. All such landscaping, drives and walks shall be completed within one (1) year of time construction of the principal building has been completed.

B. Interior Side Yard Setback

No part or portion of any building shall be erected, constructed, or extended nearer than twenty-five (25) feet to any interior side lot line of any parcel with SouthPointe. The use and treatment of all side yard areas shall be in accordance with the provisions of paragraph 4a above. Parking, material storage, loading docks and vehicular circulation shall be prohibited within this twenty-five (25) foot setback.

C. Street Side yard

No portion of any building shall be created, constructed, or extended nearer than fifty (50) feet to the street side lot line any parcel. Parking of automobiles or other vehicles shall be prohibited in the twenty-five (25) feet nearest the street right – of – way line. The setback shall be graded and seeded or sodded except for access drives, walkways and planting beds.

D. Rear Yard Setback

No part or portion of any building shall be erected, constructed, or extended nearer than twenty-five (25) feet to any rear lot line. Those lots abutting a residential zoning district shall have a fifty (50) foot rear yard setback, except that this restriction shall not apply to the erection or construction of any building or structure used for railroad loading and/or unloading facilities.

6. CONSTRUCTION MATERIALS

The SouthPointe Enterprise Campus overall approach encourages a variety of architectural styles on the campus. However, it is intended that a basic harmony of architecture prevail among the buildings so that no one structure detract from the attractiveness of the overall development.

For all lots abutting I-43, one hundred (100) percent of the exterior of the building shall be faced with concrete, brick, masonry or stone. For all lots abutting CTH OK, the facades facing the road shall be 100 percent faced with concrete, brick, masonry or stone.

Façade: Colors, materials, finishes and building forms shall be coordinated in a consistent manner of all facades. All exterior walls shall be finished with the following materials:

1. Brick or natural stone (exterior use of brick, masonry, and manmade or natural stone, which does not require a foundation, generally is not permitted). 50% masonry on all exterior walls which have street frontage and/or are visible from the street is required.
2. Decorative faced concrete block.
3. Glass curtain walls.
4. Concrete panels.

5. Architectural metal – roof and accent only (minimum 20-year warranty on finish; at least 26 gauge metal, totally concealed fasteners, baseplates, and end trim required).

6. Other materials as approved by the Architectural Review Board.

Mechanical Equipment: All mechanical equipment, including roof-mounted, shall be enclosed or screened as part of the overall architectural design.

All site plans must be submitted to the City for review and approval by the City Plan Commission. Building designs and materials shall be reviewed and approved by the Architectural Review Board.

7. OUTSIDE STORAGE

Open outdoor storage of materials, supplies, products, goods for sale or equipment shall be prohibited.

All trash containers, including dumpsters, must be enclosed by a wall of solid materials that match the building façade and provide a suitable visual screen. Such wall shall be of sufficient height to cover the material stored and shall be maintained so as to present a good appearance at all times.

Storage of wood or combustible materials, including pallets or skids, must be a hard surface and enclosed in an industrial type (black) fencing at least twenty (20) feet from any structure, building or property line.

8. SITE STORM DRAINAGE

No land shall be developed and no use shall be permitted that result in the flooding, erosion, or sedimentation of adjacent properties. All runoff shall be properly channeled into a storm drain, watercourse, storage area, or other storm water management facility in conformance with the approved drainage plan for SouthPointe.

All roof storm water must be collected internally and discharged less than two (2) feet above grade at the building face, or be conducted underground directly to the drainage easement. Each owner shall take the necessary precautions to ensure that storm drainage from their site is not contaminated with motor vehicle

fuels and lubricants, salt, or other chemical compounds that are detrimental to aquatic life or groundwater.

All on-site storm water measures shall use green storm water management practices, such as bio-swales, rain gardens, porous pavement, parking lot infiltration ponds, green roofs, rainwater harvesting through the development. All green storm water management practices shall be maintained privately.

The City will retain ownership and provide maintenance of all public retention ponds developed as part of the drainage system for the entire campus.

9. FENCING

Fenced areas in the campus are permitted under the following terms and conditions:

A. Placement

Fences shall not be permitted in the front yard or easement areas if surface water drainage will be affected. Approval by City Engineer is required.

B. Type

Galvanized metal cyclone fencing is prohibited. Should fencing be required, fencing type shall be black in nature or decorative style fencing. Barbed wire in any form is specifically prohibited..

C. Height

Fences shall not exceed ten (10) feet in height.

D. Maintenance

All fences shall be maintained in good condition including painting as required.

10. SIGNAGE

Signage shall be limited to company name and logo identification. In addition, directional signs shall be permitted on the described property.

One corporate identity sign may be placed on each building façade. No roof mounted billboards or signs will be permitted. No wall-mounted billboards will be permitted. All lettering on the building must be smaller in height than twenty (20) percent of the wall height and all of the combined graphics shall not be longer than twenty-five (15) percent of the wall length.

One ground mounted corporate sign per building may be placed on a panel with a solid base constructed of materials used on the visible elevations of the building (aluminum, glass, masonry, or steel). The size of the wall panel and base shall not exceed five (5) feet in height and fourteen (14) feet in length. The overall area of the sign face (excluding the base) shall not exceed fifty-six (56) square feet for all lot sizes exceeding six (6) acres and shall not exceed forty-two (42) square feet for all lot sizes six (6) acres and under. Ground mounted corporate signs must include a landscaped setting of ornamental shrubs, flowers, ground cover, or combination of the three in an area equal to two times the area of the sign.

All lettering and logos on buildings or sign wall panels shall be individually cut or fabricated letters. No panel signs, painted wall signs or pylon signs are permitted.

Sign lighting, if desired, must be ground mounted hidden from view from the street. Individual letters may be internally illuminated.

All sign designs must be submitted to the Architectural Review Board for approval prior to construction.

Directional signage shall be a post and panel system and shall be limited in size to ten (10) square feet and in height to six (6) feet above the grade. Not more than one sign shall be provide at each access drive.

Flashing, temporary movable or moving signs shall be permitted.

11. BUILDING HEIGHT

The height of all structures shall be subject to the restrictions set forth in the City Zoning Ordinance.

12. PARKING AND LOADING

Owners shall be required to provide a sufficient number of off-street parking spaces to accommodate the maximum number of vehicles expected on each

parcel during peak hours for all uses on the parcel including employees, customers, suppliers or visitors, but in no event less than one parking space for each person employed during the major shift. All parking areas and driveways shall be paved in asphaltic cement or Portland cement concrete. Said parking areas and driveways shall be completed within one year of the time construction of the principal building has been completed.

All permitted uses will be required to provide off-street truck loading berths, unless adequately screened with natural materials, preferably to the rear of the buildings. Truck loading berths shall be prohibited at the front of all buildings.

No unlicensed or inoperable vehicle shall remain on site more than twenty-four (24) hours. Queuing of trucks on street and parking of trucks on public streets is prohibited.

13. BICYCLE RACK REQUIREMENTS

To encourage non-motorized transportation alternatives, each new business within in the development shall install a bicycle rack in a convenient and visible area as close as the closest non-accessible automobile parking and within (100) feet of the principal entrance. Bike racks shall be an inverted U and/or post and ring type racks.

14. UTILITIES AND SITE LIGHTING

All utility lines within said property shall be installed underground in easements provided therefore. No overhead electric power, telephone or cable service will be permitted.

The campus allows exterior lighting that provides for the basic needs of the safety and security. Appropriate lighting shall be provided in order to delineate roads, drives, parking areas, pedestrian ways, buildings, and other important organizational points. Because the campus attempts to achieve an architecturally consistent park-like setting, all lighting fixtures are required to be the same general type.

1. Primary parking lot illumination shall consist of cut-off LED luminaires as manufactured by Gardco or similar approved brand, in dark gray, bronze or black finish and consistency with the city's zoning ordinance.

2. Walkway lighting should be of the same family, as mentioned above. Bollard lighting can be used as low level walkway illumination on private property.

3. Building lighting should occur as part of the overall design concept using recessed lighting in overhangs and at the entrance. Building lighting shall not be mounted on the building except at the loading dock in which case a hooded LED light fixture may be used to direct lighting downward rather than toward adjoining properties.

The City will provide installation and maintenance of the decorative street lighting system within the public rights-of-way.

15. **LANDSCAPING AND GREEN AREAS**

All areas on any site not used for building, storage, parking, walks access roads and loading areas shall be suitably graded and drained, seeded or sodded, and maintained in grass and landscaped areas with ground cover, flowers, trees and shrubs. Landscape plans must be submitted for approval by the City Plan Commission prior to building construction. Natural or native planting including prairie and wetland plants will be permitted only upon specific approval of the City. Mulch shall be of natural materials only. Shade trees will have a minimum caliper of two (2) inches. Said landscaping and planting shall be completed within one year of the time construction of the principal building has been completed.

Street Trees: The city will install trees in an easement adjacent to the street right-of-way. Plantings will be done as sections of the business campus become developed. Every effort will be made to create consistent looking streetscape while striving to integrate it with each site's particular planting scheme and functional requirements. It is the responsibility of the lot owner to care and prune trees and replace with the same type of tree, if necessary.

The city will construct and maintain the enterprise campus entry features and multi-use recreational trail system in addition to the retention ponds.

The property owner is responsible for maintaining the ditches adjacent to their property.

16. RESUBDIVISION OF LOTS

Lots may be combined but, after being deeded to an owner by the City, re-subdivision of lots within the campus is not permitted. If an owner desires to sell an undeveloped portion of property, and if that undeveloped portion is at least two (2) acres in size and large enough to support additional development under the minimum lot size requirements of the zoning for the site, the owner shall sell said portion to the City of an amount equal to the purchase price paid by the owner.

17. UTILITY EASEMENTS

All owners and occupants of said lands shall cooperate with the City in the planning and granting, at no cost to the City, of all necessary and reasonable easements for gas, electric, telephone, fiber optics and other cables, sewer, water, and access roads, and shall grant such easements provided that such easements do not unduly restrict future development. No buildings may be constructed over a utility easement.

18. TOWER/ANTENNAS

All antennas are encouraged to be constructed on existing structures, such as, but not limited to, water towers, public buildings, existing utility towers, or other communication towers.

If it is determined that such antenna(s) cannot be co-located on existing structures, freestanding tower structures may be permitted, but such structures shall be designed to support the proposed antenna(s) and three (3) additional sets of communication antennas. The developer shall agree in writing to make the structure available for co-location by other companies of other communication equipment at a reasonable return. No more than one (1) freestanding tower structure greater than thirty (30) feet shall be permitted on a property. Multiple freestanding tower structures may be permitted on a property if a tower structure is less than thirty (30) feet in total height and the property owner obtains a conditional use permit. If at all possible, the new tower shall be a monopole type.

The developer may be required to post a bond or cash deposit to assure maintenance of communication equipment and its supporting structures; and to assure that if such facilities are abandoned, sufficient resources are available to the city to remove such equipment and structures.

19. MAINTENANCE RESPONSIBILITIES

- A. Each lot owner shall keep their property, all contiguous street right-of-way to edge of pavement, and easement areas in a well maintained, safe, clean, and attractive condition at all times. Such maintenance includes, but is not limited to, the following :
1. The removal of all litter, trash, refuse, and wastes.
 2. The mowing of all lawn areas to a height of less than five (5) inches unless otherwise approved in writing by the City Plan Commission. Those designated and approved unused lot areas shall be cut a minimum of three (3) times per year or maintained as an agricultural crop.
 3. The maintenance of lawn and landscape areas in a weed free, healthy and attractive condition.
 4. The care and pruning of trees and shrubbery outside of easements within property boundaries.
 5. The maintenance of exterior lighting, signs, and mechanical facilities in working order.
 6. The keeping of all exterior building surfaces in a clean, well-maintained condition.
 7. The striping and sealing of parking and driveway areas.
 8. The removal of unlicensed or inoperable vehicles.
 9. Snow and ice removal and storage.
- B. During construction, it shall be there responsibility of each owner to insure that construction sites are kept free of unsightly accumulations of rubbish and scrap materials; and that construction material, trailers, and the like are kept in a neat and orderly manner. Burning of excess or scrap construction material is prohibited. Construction site erosion control practices shall be implemented to prevent erosion, sedimentation and pollution of air or water during construction.

- C. All excavated or hauled in materials, which is either spilled or tracked onto street rights-of-way, shall be cleaned up by the owner or his contractor.
- D. Any damage to street pavement or curbing shall be repaired by the owner or his contractor.
- E. The owner of any undeveloped lands agrees to maintain said lands free of rubbish, noxious weeds, and mosquito breeding pond conditions.
- F. Wastewater Sampling Manhole Requirement: all new construction or construction to existing buildings of businesses that are to be monitored by a pre-treatment program, shall install a sampling port on the building's sewer line such that it is representative of total flow prior to discharging into the city's public sewer. The owner of the property is responsible for the installation, expense, liability, and maintenance of the sampling port to ensure it to be safe and accessible at all times to the Department of Public Works personnel.
1. Sampling Manhole:
- Minimum dimension shall be 24 inch diameter x 3 feet in depth.
 - Sampling manhole shall utilize a standard manhole frame and cover.
 - Building sewer line shall be of sufficient length as to allow for representative wastewater sampling to occur with the use of sampling manhole.
 - The sampling manhole may serve as "clean out."
 - Sampling manholes shall be constructed out of concrete. Other materials such as PVC may be considered if they meet all specifications and are pre-approved by the City Engineer.

20. COVENANT CONTINUITY

The property shall be conveyed subject to the restrictions, covenants and conditions contained herein, all of which are to run with the land and shall be binding on all parties and all persons claiming said property in perpetuity, unless a resolution adopted by the City and the property owners has been recorded, agreeing to change, modify, or amend said covenants in whole or in part.

21. CONSTRUCTION START

A. If a buyer of any lot does not commence construction of a building or buildings thereon within twelve (12) months after the date of purchase and complete the construction of a building or buildings thereon within two (2) years after the date of purchase, the City shall have the option to repurchase the property. Exercise of the option shall be affected by resolution adopted by the City of Sheboygan Common Council. Such option shall be exercisable upon delivery in writing of a notice to the buyer within six (6) months after the expiration of such twelve (12) month or two (2) year period. Closing shall take place within sixty (60) days following the exercise of such option on such date as shall be designated by the City. The purchase price to be paid by the City upon the exercise of such option shall be the sum of the following:

1. The purchase price paid for the land by the buyer.
2. All special assessments, which may have been paid by the buyer, which were levied against the premises during the period of such buyer's ownership.

Less the sum of the following:

- a. Unpaid real estate taxes.
- b. Proration of current year's real estate taxes to date of closing.
- c. Title insurance policy premium.
- d. Liens and encumbrances on the property of a definite or ascertainable amount.

Conveyance shall be by warranty deed, free and clear of all liens and encumbrances except those in existence prior to the buyer's ownership of the property, and subject to all City regulations, recorded easements for public utilities, and recorded protective covenants and amendments thereto. Seller shall furnish title insurance policy at seller's expense for full amount of purchase.

22. ENFORCEMENT

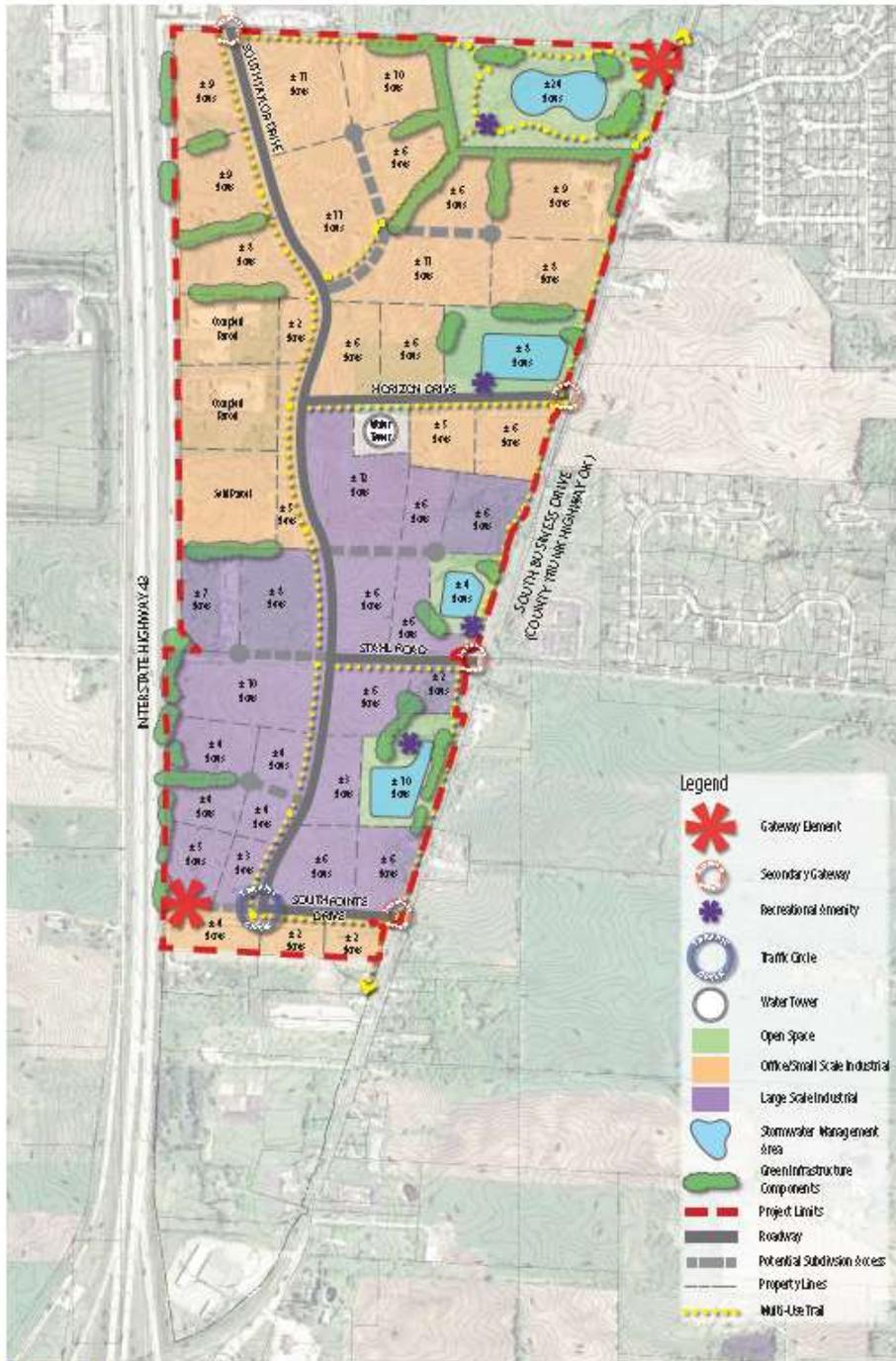
The enforcement of the restrictions and covenants contained herein shall be by proceeding at law or in equity against any person or persons violating or attempting to violate any covenants, either to restrain violation or recover damages.

Invalidation of any one of the covenants or restrictions contained herein shall in no way affect any of the other provisions hereof which shall remain in full force and effect.

If any Owner or Occupant has failed in any of the foregoing duties or responsibilities, then the City may give such owner written notice of such failure and such person must within ten (10) days after receiving such notice, rectify the problem.

Should any such owner or occupant fail to fulfill this duty and responsibility within such period, then the City, through its authorized agents, shall have the right and power to enter onto the premises and perform such care and maintenance without any liability for damages for wrongful entry or trespass. The owners and occupants for whom such work is performed shall promptly reimburse the City for such cost. If such owner or occupant shall fail to reimburse the City within thirty (30) days after receipt of a statement for such work then said indebtedness shall be assessed against the lot owners annual real estate tax bill.

APPENDIX A



h
Master Plan
SouthPointe Enterprise Campus
 Sheboygan, Wisconsin

NOEN
 SCALE 1"=40'
 0 100 200 300 400
 4 000 800 1600
 DATE 04/16/14
 1.0 SHEBOYGAN ENTERPRISE CAMPUS MASTER PLAN
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City of Sheboygan
 Ruekert-Mielke