

**PARTIAL RELEASE OF COVENANTS AND
RESTRICTIONS IN AMENDED AND RESTATED
GUNDERSEN LUTHERAN DEVELOPMENT
AGREEMENT AND AMENDMENT TO RESTRICTIVE
COVENANT**

This partial release of covenants and restrictions in the Amended and Restated Gundersen Lutheran Development Agreement and Amendment to Restrictive Covenant ("Partial Release and Amendment"), is executed and delivered by the **CITY OF LA CROSSE ("City")**, a Wisconsin municipal corporation and **GUNDERSEN LUTHERAN ADMINISTRATIVE SERVICES, INC.**, individually and as agent for **GUNDERSEN LUTHERAN MEDICAL CENTER, INC.**, this 13th day of April, 2018, in the City of La Crosse, La Crosse County, Wisconsin.

RECITALS

WHEREAS, on May 24, 2012, the City entered into an Amended and Restated Gundersen Lutheran Development Agreement with Gundersen Lutheran Administrative Services, Inc., individually, and as agent for Gundersen Clinic, Ltd., and Gundersen Lutheran Medical Center, Inc. altogether hereinafter as "Gundersen", which agreement was recorded on May 25, 2012, as Document Number 1597552, in the La Crosse County Register of Deed's Office ("The Development Agreement"); and

WHEREAS, the Development Agreement includes certain covenants, conditions and restrictions relating to the Development of certain real estate in Tax Increment Financing District No. 14, as well as other ancillary conditions, as defined in the Development Agreement; and

WHEREAS, Lutheran Hospital – La Crosse, Inc., now known as Gundersen Lutheran Medical Center, Inc. and included in the definition of the parties known hereunder as "Gundersen," entered into a restrictive covenant relating to certain real estate as a condition of the City to rezone said real estate for Gundersen's uses relating to the provision of health care, which restrictive covenant was recorded on March 19, 1990, as Document Number 1034474 in Volume 864, Page 220 in the La Crosse County Register of Deeds Office (the "Restrictive Covenant."); and

WHEREAS, the Restrictive Covenant restricts the use of certain real estate on the Gundersen campus to a child care facility or hospital and/or medical clinic related uses and no other purpose; and

WHEREAS, Gundersen wishes to enter into a land lease with Bethany Lutheran Homes, Inc. pursuant to which certain real estate that is currently subject to the Development Agreement and the Restrictive Covenant will be used upon which to build a senior housing facility. The senior housing facility would include, but not be limited to, independent living, assisted living, memory care, hospice care, skilled nursing care, home care services, therapy services, and other ancillary services related to the care and housing of persons over the age of 55; and

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Return to and drafted by:

City Attorney
400 La Crosse St
La Crosse WI 54601

Parcel Identification Number/Tax Key Number

WHEREAS, the legal description of the real estate on which the senior housing facility will be built is attached hereto as Exhibit A; and

WHEREAS, the City desires to release the real estate described on the attached Exhibit A (the "Released Parcel"), from the Development Agreement, in order to facilitate the development of the proposed senior housing facility for the good of the residents of the City; and

WHEREAS, the City does further wish to amend the Restrictive Covenant to allow for the proposed use of this senior housing facility; and

WHEREAS, Gundersen Lutheran Administrative Services, Inc. is duly authorized to act as agent for and on behalf of Gundersen Lutheran Medical Center, Inc. with regard to this Partial Release and Amendment.

NOW, THEREFORE, FOR VALID CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, the City and Gundersen hereby release the Released Parcel described on Exhibit A from all of the covenants, conditions and restrictions in the Development Agreement including without limitation, any and all right that the City now or hereafter may have under the Development Agreement as it relates to Bethany Lutheran Homes, Inc., its successors and assigns, and to the Released Parcel described on Exhibit A.

The City and Gundersen do further amend the Restricted Covenant as it specifically relates to the Released Parcel described on Exhibit A, only to include the following as a permitted use: a senior housing residential, rehabilitation, therapy, transitional care and recreational facility to provide skilled nursing and healthcare services, residential care, rehabilitation, assisted living, transitional care, therapy, housing and other programs for elderly persons and handicapped persons, a transitional care facility which may or may not be required to be subject to age restrictions, a Hospice residence, a memory care facility, an adult day care facility, a senior care facility and a senior recreational facility.

CITY OF LA CROSSE

BY: Timothy Kabat
Timothy Kabat, Mayor

BY: Teri Lehrke
Teri Lehrke, City Clerk

Authentication: The signatures of Timothy Kabat, Mayor, and Teri Lehrke, City Clerk are hereby authenticated by the undersigned this 13th day of April, 2018.

Stephen F. Matty
Stephen F. Matty, City Attorney
WI State Bar No.: 1037970

Legal Description of Leased Premises

The entirety of the Leased Premises shall also be known as:

Lot 2 of Certified Survey Map recorded in Volume 17, Page 93, as Document Number 1706929, being a redivision of Lots 1 and 2 of Certified Survey Map recorded in Volume 15, Page 122 and 122A, as Document Number 1616523 in part of the Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 8, Township 15 North, Range 7 West, City of La Crosse, La Crosse County, Wisconsin.