

124TH STREET AND WEST BRADLEY ROAD

12112 West Bradley Road, 8010 North 124th Street, 8054 North 124th Street
And 8070 North 124th Street

DETAILED PLAN PROJECT DESCRIPTION AND OWNER'S STATEMENT OF INTENT (THE "STATEMENT")

File Number 140196

Sam's Real Estate Business Trust ("Sam's Club") has contracted to purchase the real property located at the northeast intersection of West Bradley Road and 124th Street in the City of Milwaukee, as legally described on the attached Exhibit A (the "Site"). The Site consists of approximately 19 acres. The Site is bounded by Dretzka Park to the north and the east, 124th Street to the west and West Bradley Road to the south. 124th Street is also the boundary between the City of Milwaukee and the Village of Menomonee Falls, and Woodman's operates a grocery store over the municipal boundary to the west.

Sam's Club proposes to relocate its existing store at 7701 West Calumet Road, Milwaukee and build a new approximately 135,000 square foot retail membership warehouse club with a member's only gas station on the Site (the "Club"). Relocating the Club allows Sam's Club to improve services to area members. The proposed Club will provide Club members a brand new Club shopping experience with Sam's Club's latest store design, including many environmentally sustainable features and enhanced stormwater management.

1. **Activities.** Sam's Club intends to operate the proposed Club for general retail sales consistent with other Clubs throughout the country. The Club will include several departments, such as general merchandising (including apparel, appliances, electronics, office supplies, home furnishings, books, auto supplies, etc.), grocery with deli, produce, bakery and dry goods departments and a pharmacy. Subject to issuance of necessary alcohol beverage licenses, Sam's Club will seek to sell alcoholic beverages in accordance with their Alcohol Policy, a summary of which is included with this Statement. Any liquor department would be secured and fully closed with gates during hours when liquor sales are prohibited. Photographs of the liquor gate enclosures are included with this Statement. The Club will include a tire and battery center with an approximately 4,824 square foot area for the service bay and approximately 1,415 square feet of interior sales. No oil changes will occur on the Site. There will be a used tire and battery enclosure located within close proximity to the service bay to collect old tires and batteries for recycling. In addition, the Club may include some or all of a bank or savings and loan, optical clinic, a photography studio and processing lab, tire and battery department, café, restaurant, floral department and various other customer service components, as well as customary accessory and ancillary uses. Sam's Club intends to develop and operate a small member's only filling station serviced by a manned kiosk. The filling station will not provide any services other than dispensing gas; there will be no convenience store component.

Sam's Club is seeking to operate the store between the hours of 7:00 a.m. and 10:00 p.m., seven days a week, except that 24 hour retail sales are requested on the day after Thanksgiving (Black Friday) every year. Notwithstanding the foregoing, Sam's Club will

comply with all applicable state and City of Milwaukee ("City") regulations as to hours, including all hour restrictions for liquor sales pursuant to Wisconsin Statutes Chapter 125 and City Code section 90-15.

2. Design Standards. Building materials such as QuikBrik and brick veneer masonry will be utilized at the pedestrian levels of the Club. Metallic canopy and cornice materials will provide building accents. Mechanical units will be screened from public view. Sam's Club will install 10 bike racks (each with capacity for 7 bikes for a total of 70 spaces) on the Site. The proposed design elements and standards for the Site are reflected in the plans and elevations submitted with this Statement.

Clear and transparent glazing will be utilized at the vestibule entrance and cart storage, providing visibility into the Club. Along the front (south) elevation, two large display areas of clear glazing, accessible from the store, will be enlivened with appropriate advertisements or images. "Glass box" elements, backed by white walls and including mullions to create shadow lines, will be internally illuminated. Clerestory glazing will be provided along the west elevation.

Articulation on the walls will include projections that range from 4 feet 8 inches at the vestibule to 2 feet 8 inches at the display areas. The corner "glass box" element, located at the southwest corner of the building will protrude approximately 4 feet from the face of the wall. Pilasters along the rear of the Club will project approximately 3 feet from the face of the exterior wall. Additional articulation will be provided on the loading dock screen wall (wing wall) which is significantly set out in plane (approximately 85 feet closer to 124th Street) from the exterior wall of the main building. Additionally, there will be a significant landscape buffer along 124th Street of the west elevation to visually break up this portion of the building façade.

In addition, Sam's Club will implement multiple sustainability measures both in the construction and operation of the Club to maximize recycling and energy conservation opportunities. This initiative includes utilizing daylight harvesting, LED lighting, energy efficient HVAC, ozone friendly refrigerants, recycled water heating, low-maintenance flooring, non-PVC roofs, recycled steel and various recycling methods. Sam's Club is equipped to recycle tires, auto batteries, cardboard, shipping pallets, single-use cameras, plastic waste (i.e., plastic shopping bags, garment bags, shrink wrap, bubble pack, etc.) and organic waste from bakery and food services.

3. Density. Sam's Club proposes to build an approximately 135,000 square foot Club. There will be no residential uses on the Site. Approximately 40% of the Site will consist of landscaped and/or green space.

4. Space Between Structures. Spaces between structures shall not be less than that required by applicable provisions of the City's current building code.

5. Setbacks. Setbacks are depicted on the Site Plan, and setback areas will be landscaped consistent with the Landscape Plan included with this Statement.

6. Screening. As depicted on the Site Plan and Landscape Plan, a 50 foot landscaped buffer will be maintained adjacent to 124th Street, a 235 foot landscaped buffer will be maintained adjacent to West Bradley Road and a 130 foot landscaped buffer will be maintained to the north of the Site. Landscape berms will be maintained in the buffers to the north and to the west to provide additional screening. All mechanical units will be screened. A screen wall will be maintained along 124th Street to screen the bale and pallet/organics recycling area. In addition, the truck loading area will be screened by a wing wall connected to the building and decorative fencing adjacent to 124th street and a landscape berm to the north. Additional screening, including vines and decorative fencing along a block wall, will be provided along the eastern side of the Site.

7. Open Spaces. All open spaces will be landscaped consistent with the Landscape Plan included with this Statement.

8. Circulation, Parking, Loading and Stormwater Management. Vehicular and pedestrian access will be provided to and from the Site off of 124th Street and West Bradley Road, as shown on the Site Plan. A sidewalk with curb along 124th Street will be constructed to provide pedestrian connection to 124th Street. The sidewalk along 124th Street will be extended along 124th to the entrance to Dretzka Park. The Oak Leaf Trail along West Bradley Road will be widened to meet Milwaukee County Parks' current 10 foot standard width in those areas that do not already comply. Sam's Club will install 10 bike racks (each with capacity for 7 bikes for a total of 70 spaces) on the Site. Sam's Club is working with Milwaukee County Metro to relocate the bus stop that currently exists to the north of the Site further south near the proposed Club.

Sam's Club is undertaking a full traffic impact analysis to be reviewed by the Wisconsin Department of Transportation, Menomonee Falls and City traffic professionals to determine what, if any, traffic improvements are warranted by Sam's Club's proposed development.

All loading activities will occur on-Site and outside of public rights of way. Four parking spaces per 1,000 building square feet will be provided consistent with the Site Plan. While the number of parking spaces exceeds the City's preferred ratio of 3.5 spaces per 1,000 square feet of building area, the Site will contain additional facilities for the handling or treatment of storm water runoff consistent with Section 295-403-2-e of the zoning code.

The Site's stormwater management system is comprised of a treatment train of vegetated infiltration swales, rain gardens, and detention ponds designed to exceed the City's and the Milwaukee Metropolitan Sewerage District's standards. Bioswales will be incorporated into the Site's parking field to maximize treatment and infiltration while significantly reducing the interconnected impervious area on the Site. A detention pond is proposed to regulate discharge rates, and rain gardens will be constructed to provide stormwater treatment and attenuation for those impervious areas offline or down gradient of the primary treatment train. The proposed stormwater management system will remove 88% of the Total Suspended Solids (TSS), which exceeds the 80% TSS removal standard set forth in City Code. The maximum allowable discharge rate from the Site, per Milwaukee Metropolitan Sewer District, is 7.6 CFS. The proposed Site will have a maximum discharge rate of 5.5 CFS during the 100-yr. event. In

addition to the integrated stormwater measures, over 40% of pervious, natural and landscaped areas will be provided on the Site.

9. Landscaping. The Landscape Plan for the Site generally depicts the location, number, size and type of proposed plantings. All proposed vegetation will be of a quality consistent with the standards of the American Association of Nurserymen and will be maintained on an on-going basis. Approximately 40% (7.75 acres) of the Site will consist of landscaping and/or green space.

10. Lighting. Lighting at the Site will comply with applicable City codes and ordinances. All lighting shall minimize glare onto adjoining properties, producing 0 footcandle spillover at lot lines. In addition, Sam's Club will utilize energy efficient LED light fixtures which provide softer lighting and will direct the LED light fixtures downward to minimize glare onto adjoining properties. Light poles within parking areas will be up to 42 feet in height. Lower 20 foot tall pedestrian lighting will be provided along the main entry and pedestrian areas.

11. Utilities. It is not anticipated that any public utility improvements will be required at the Site as the existing infrastructure is of adequate size and depth to serve the proposed Club. Sam's Club is working with the City's Department of Public Works regarding water connection. A Utility Plan is included with this Statement.

12. Signs and Sign Illumination. All signage at the Site will be consistent with the Elevations included with this Statement. The building/wall signage will include one main Sam's diamond sign (approximately 100 square feet) on the south elevation that is internally-illuminated. Additionally, there will be three smaller Sam's diamond signs (approximately 64 square feet each) on the southwest corner and west elevations which will be internally-illuminated. Additional directional and way-finding signage, including pharmacy, optical, photo, tires, tire installation, welcome, exit and loading will be utilized and consist of individual channel letters mounted to the wall surface. These directional and way-finding signs will not be illuminated. One approximately 19 square foot sign will be located on each side of the fuel station canopy. These signs will consist of individual channel letters mounted on the canopy and will be illuminated with a light bar facing the canopy sign. Two freestanding monument signs composed of masonry materials to match the building will be located at the access drives to the Site, one on 124th Street and one on West Bradley Road. These signs will be internally-illuminated cabinets with raised individual letters/logo on a blue background.

Minor modifications may occur to the plans included with this Statement.

EXHIBIT A

Legal Description of Site

All that part of the Southwest 1/4 and Northwest 1/4 of the Southwest 1/4 of Section 7, Township 8 North, Range 21 East, City of Milwaukee, Milwaukee County, Wisconsin, more particularly described as follows:

Commencing at the southwest corner of the Southwest 1/4 of said Section 7; thence North 00°10'25" West along the west line of said Southwest 1/4, 94.73 feet; thence North 89°49'35" East, 33.00 feet to the east right of way line of North 124th Street - State Trunk Highway 145 and the point of beginning;

Thence North 00°10'25" West along said east right of way line, 1277.88 feet; thence North 86°43'32" East, 633.05 feet; thence South 00°10'25" East, 1346.03 feet to the north right of way line of West Bradley Road; thence North 89°27'29" West along said north right of way line, 250.75 feet; thence North 00°10'25" West along said north right of way line, 7.00 feet; thence North 89°27'29" West along said north right of way line, 203.87 feet; thence South 86°43'32" West along said north right of way line, 146.86 feet to the aforesaid east right of way line of North 124th Street - State Trunk Highway 145; thence North 46°48'36" West along said east right of way line, 42.49 feet to the point of beginning.

Containing in all 835,447 square feet (19.1792 acres) of land, more or less.

Statistical Sheet

- Gross land area:
 - Approximately 19.17 acres or 835,045 square feet.
- Land covered by principal buildings:
 - Approximately 3.1 acres or 136,016 square feet. Approximately 16% of the Site.
- Land devoted to parking, drives and parking structures:
 - Approximately 8.32 acres or 362,419 square feet. Approximately 43% of the Site.
- Land devoted to landscaped open space:
 - Approximately 7.75 acres or 337, 590 square feet. Approximately 40% of the Site.
- Total square footage devoted to non-residential uses:
 - The Site is 835,045 square feet. There are no residential uses. The Building square footage is 135,016 square feet.
- Number of buildings:
 - One.
- Number of dwelling units per building:
 - None.
- Bedrooms per unit:
 - None.
- Parking spaces provided:
 - 523 spaces. Four per 1,000 square feet of building area.