

**Park Place
General Planned Development (GPD)
13th Amendment
File No. 201352
Exhibit A**

This 13th Amendment to the General Planned Development (GPD) known as Park Place updates the permitted use list for Sub Area D to include Business Service. For the benefit of having one complete document that includes previously approved amendments, sections from previous Amendments 11 and 12 have been included in this document, and those sections not changed as the result of this 13th amendment have been noted as unchanged.

INTRODUCTION (unchanged as part of this amendment):

The General Planned Development, known as Park Place, was originally approved as a 140-acre Type I General Plan in February 1981, and subsequently amended with the 135-acre expansion, to provide for the staged development of approximately 275 acres of land on the northwest side of Milwaukee. The proposed General Plan for Park Place consists of an integration of commercial developments within a total and distinct environment. The diverse blend of activities will be unified through use of lakes, open green spaces, landscaping and high quality architecture in a campus-like atmosphere.

BOUNDARIES (unchanged):

The boundaries of the land in Park Place that are subject to this amendment ("subject property") are described in detail on the site map (Exhibit B). The area included in the overall General Plan is located in the northwest section of Milwaukee, bordered on the west by the merger of Fond du Lac Avenue (U.S. 41) and U.S. 45; to the east by N. 107th Street; to the south by W. Good Hope Road; and to the north by W. Bradley Road.

HISTORY OF DEVELOPMENT (unchanged):

The history of development of Park Place began with the initial General Planned Development (GPD) for a 140-acre tract of land purchased by Trammell Crow Company in 1980. Trammell Crow subsequently expanded the project to 275 acres with the purchase of a 135-acre tract of land at the southwest corner of N. 107th Street and W. Bradley Road. The project has experienced numerous stages development over the past twenty years including the "anchors" of Stage I, the development of One Park Plaza, a 12-story granite and glass office tower with a 7.5 acre man-made lake and Stage V, Two Park Plaza, the twin 12-story office tower. During the last ten years Park Place has undergone a transfer of ownership with many buildings being bought by Real Estate Investment Trusts (REITs) and a significant portion of the northeast portion of Park Place now owned and being developed by M & I Data for their own needs. More recently, over the last three years, Liberty Property Trust (Liberty), a large national REIT, has purchased eight buildings in Park Place, acquired the 75-acre balance of the land (within Areas "A", "B" and "C" of the GPD Site Map) along W. Good Hope Road and around the existing man-made lake. In addition, Liberty has also developed three new buildings including Liberty I at Park Place; a 90,000 square .foot lakeside office building across from the recently open Hilton Hotel, Liberty Plaza; a 22,000 square foot business center and the new 8,000 square foot office headquarters for ADAMM. The Liberty land development portion of Park Place land is now called "Liberty at Park Place".

SITE ACCESS (unchanged):

Access to the site includes a dual main connection to W. Good Hope Road via entrance/exit ramps with an entrance trumpet for eastbound traffic along with on and off ramps from U.S. 41 and U.S. 45 to N.

124th Street that intersects W. Bradley Road. The primary internal circulation is on W. Park Place, which runs along the southern and western property boundaries. The four-lane boulevard, which connects to the primary access points from N. 107th Street and W. Good Hope Road to the south, was recently improved to a divided pavement section that serves the northern portion of the site and connects to the improved W. Bradley Road with new exit/entrance ramps to U.S. 41 and U.S. 45. To the north, W. Lake Park Drive has been constructed from W. Park Place connecting to N. 107th Street and W. Bradley Road. Liberty, through an Out-of-Program Agreement with the City of Milwaukee, has extended a new public ring road called Liberty Parkway from W. Park Place at the west, around the north and east sides of the lake connecting again with W. Park Place at the east, to serve the Liberty at Park Place development.

UTILITIES (unchanged):

The utility design and construction that occurred with staged developments was done with the ultimate development in mind. The utility mains in West Park Place and West Lake Park Drive and more recently Liberty Parkway, were designed to service the future internal developments within the site. Additional storm and sanitary sewer mains were installed in West Bradley Road to also serve the northern portion of Park Place. In addition, Liberty with the City of Milwaukee, recently extended public underground utilities in Liberty Parkway from W. Park Place around the north and east sides of the lake, and master graded the site with an approved storm water management plan including detention ponds, to permit the phased development of Liberty at Park Place. A master storm water management plan to serve Area "A" has also been constructed which included a detention pond at the south end of Park Place between the entrance ramps from W. Good Hope Road.

STANDARDS (remains unchanged from 11th Amendment to GPD narrative):

The General Planned Development Standards that are shown on Exhibit D outline the Permitted Uses, Minimum Building Setbacks and Spacing, Required Off-Street Parking, Signage Standards, Miscellaneous Design Standards along with Exhibit D-1, Area Schedule and Map. The Area Schedule and Map break down the site into seven sub-areas labeled "A" to "G". Within each sub-area, the schedule identifies the total building area, land area, parking area, road/drive area, total open land area, maximum building height and permitted uses.

Exhibit D (updated as part of this 13th Amendment)
Park Place General Planned Development Standards
Including Proposed 13th Amendment

D-1. PERMITTED USES (updated as part of 13th Amendment):

Key:

(1) - Permitted only where said use would be located within an office building or within a hotel or motel structure. Notwithstanding the foregoing, this restriction shall not apply to Area A.

(2) Permitted within a restaurant.

- A. Administrative, business and professional offices
- B. Governmental and public utility offices
- C. Banks, savings and loan offices, finance companies, and title company offices
- D. Travel agencies (1)
- E. Telephone answering service, delivery service, copying service (1)
- F. Type "A" restaurants
- G. Commercial hotel or motel (10831 W. Park Place (Stage 28), in Sub Area A, per 12th Amendment; height also changed from 45' to 90' for this site).
- H. Public buildings intended for general public utilization including meeting rooms, community centers and libraries
- I. Medical or dental clinic (1)
- J. Private non-commercial club or lodge (1)
- K. Barber shop, beauty shop (1)
- L. Medical or dental laboratory (1)
- M. Privately operated indoor and/or outdoor recreation facilities including racquetball clubs, exercise clubs, movie theaters, tennis courts, putting greens and musical amphitheaters subject to detail plan approval.
- N. Data processing centers, consumer credit agencies, credit reporting and collecting, advertising service
- O. Laboratories and facilities for research
- P. Bar or tavern (1, 2)
- Q. Accessory uses normally associated with any of the listed Permitted Uses (A-P above)
- R. Daycare facilities
- S. Indoor storage for wholesale trans-shipment, future use or safekeeping of anything except coal in yards, explosives in bulk, gas in excess of 1,000 cubic feet, junk, garbage, or refuse, petroleum above ground or in excess of 1,000 gallons, rags or scrap paper, rawhides or skins.
- T. Specialty schools
- U. (Updated) Business Service establishments primarily engaged in rendering services to business on a fee or contract basis including but not limited to advertising services, business equipment and furniture sales or rental or protective services, computer equipment sales, electronic communication sales, employment agencies, photocopy center, commercial photography studio or mailing service. Employment agencies may also provide services such as skills training,

education, and advising services for their clients. (Sub Area A per 11th Amendment, Sub Area D per 13th Amendment)

- V. Personal Service establishments primarily engaged in providing services that are of a recurring and personal nature to individuals and families including but not limited to a barber shop, beauty salon, shoe repair shop, seamstress, tailor, and tanning parlor. (Sub Area A, per 11th Amendment)
- W. Dry Cleaning establishment that launders or dry cleans articles dropped off on the premise directly by the customer or where articles are dropped off sorted and picked-up and where cleaning may be done on-site. (Sub Area A, per 11th Amendment)

Minimum Building Setbacks and Spacing (unchanged):

- A. Where the site's exterior boundaries abut public right-of-way, the minimum building setback from property line varies from 70 feet along North 107th Street, 50 feet along West Good Hope Road and West Bradley Road, to 25 feet along W. Park Place and the interior roads (if public).
- B. Where the site's exterior boundaries abut lands zoned for residential use, the minimum building setback shall be 50 feet for any building, except where the property line abuts the New Life Community Church property (12228 W. Park Place) and indents 14.65' for 247.5'; the setback shall be reduced to 35 feet. The use of earth berms, the placement of deciduous/coniferous trees and shrubs and other possible landscape techniques will be used to provide high level visual screening within the setback area.
- C. A 100'-0" landscape buffer strip to be provided along the south side of West Calumet Road across from existing residential properties which will incorporate the use of earth berms and/or gradient changes and the placement of coniferous and deciduous trees and shrubs to provide visual screening of parking areas. Note: A detailed landscape plan that specifically addresses the quantities, sizes and types of plantings, as well as the proposed grading/berming, shall be submitted at the Detailed Plan Stage for each proposed development.
- D. A 100'-0" building and parking setback to be provided along the residential areas to a point approximately 100 feet south of W. Calumet Road, with preservation of existing wooded areas to the extent possible.
- E. A minimum building setback of 30 feet and parking setback of 30 feet to be provided from the future internal ring road right-of-way.
- F. The minimum spacing between buildings shall be the greater of: (1) 25 linear feet, or (2) one half the combined height of the two buildings in question

III. Required Off-Street Parking: (unchanged)

- A. Office/R&D Uses permitted Uses - A, B, C, D, E, I, J, K, L, N, O, R) - 1 space per 400 square feet of gross floor area, minimum.
- B. Other Uses (Permitted Uses- F, G, H, M, P).
 - 1. Type "A' Restaurants - 1 space per 125 square feet of gross floor area.
 - 2. Commercial hotel or motel - 1 space per room plus 1 space per 400 square feet of net lobby area and/or administrative office space.
 - 3. Public building intended for general public utilization including meeting room, community centers and libraries - 1 space per 300 square feet of gross floor area.
 - 4. Privately operated indoor recreation facilities including racquetball clubs, exercise clubs and movie theaters - required parking to be determined at the detailed plan stage.
- C. Unless designated for "Small Cars Only", the design of all off-street parking spaces shall comply with applicable standards of the Milwaukee Zoning Ordinance. Up to 25 percent of the parking spaces required for office and research and development uses may be designated for "Small Cars Only". All spaces so designated shall not be smaller than 8-1/2 feet wide by 16 feet long.
- D. No parking to be permitted within 25 feet of the public R.O.W. except along W. Park Place, where the parking setback shall be a minimum of 5 feet. No parking to be permitted within 25 feet of lands zoned for residential use.
- E. Common parking areas serving more than one building or more than permitted. However, the total number of spaces required to serve building must be located within 500 feet of said building.
- F. All required parking shall be provided in off-street parking areas. No on-street parking shall be permitted.

IV. Signage Standards: (unchanged)

- A. Construction Signs - signage pertaining to the construction of a building not exceeding 36 square feet may be located on the premises and must be removed upon completion of construction.
- B. Project Signs - signage pertaining to the overall development or a major component, may be located at or near the entrance to the tract or component, with design, scale, material and location in harmony and complementary to the overall development and character of the surrounding area. This type of sign may be illuminated with the source of light not visible. The sign may not exceed 10 feet in height and character size may not exceed 18 inches.
- C. Building Identification Signs - one monument sign may be provided for each building indicating the building's name, ownership or major tenant. Their design, scale, material and location shall be complementary to the building. This type of sign may be illuminated with the source of light not visible.

- D. Directory Signs- monument signs identifying building tenants may be located at or near building entrances. Such signs shall be of a design, scale, material and location that are complementary to the building. Such signs shall not exceed 5 feet in height or an area of 16 square feet.
- E. Directional Signs - signs providing information for pedestrian or vehicular movement and signs providing street addresses, may be provided so long as the design, scale, material and location is complementary to the building. This type of sign may not be illuminated and shall not exceed 16 square feet.
- F. Additional Standards- notwithstanding the foregoing, the following standards shall apply where identified:

1. Building Identification Signs:

- a. In Areas A and B said monument sign shall not exceed 10 feet in height and may be located on a ground mounted pedestal averaging no more than one foot above grade. The sign area, or display face, shall not exceed an area of 50 square feet per face.
- b. In Areas C, D*, E, F and G said monument sign shall not exceed 5 feet in height and may be located on a ground mounted pedestal averaging no more than one foot above grade. The sign area, or display face, shall not exceed an area of 32 square feet per face.

* In Area D buildings adjacent to West Park Place may place their identification sign on the building's facade most parallel to and facing U.S. Highways 41 & 45.

2. Tenant Signs:

- a. In Area A buildings may install no more than one wall sign per tenant, per street exposure, mounted parallel to the building's facade or other building surface. Each wall sign shall not exceed 20 square feet and shall be of a uniform type, size and color for each building. Only individual letters and symbols are acceptable. In the event that unusual circumstances support a deviation from this standard, the Common Council may approve additional signage at the Detailed Plan stage or as a minor modification.
- b. In Area B buildings may install no more than two wall signs identifying the building's major tenants, mounted parallel to the building's facade most parallel to and facing U.S. Highways 41 & 45. Wall signs shall not exceed 20 square feet for buildings up to 4 stories and 32 square feet for buildings of 5 to 11 stories. For buildings of 12 or more stories, wall signs shall not exceed 4 feet in height or 225 square feet of area. Said signs shall be of a uniform type, size and color for each building. Only individual letters and symbols are acceptable. In the event that unusual circumstances support a deviation from this standard, the Common Council may approve additional signage at the Detailed Plan stage or as a minor modification.

Miscellaneous Design Standards: (unchanged)

- A. The vehicular circulation system should be laid out in such a way that:
1. The traffic circulation facilities within and to the tract shall provide for safe and convenient movement of pedestrians and vehicles, including accessibility by emergency, municipal, and delivery vehicles. The development of these facilities in the non-public sectors of the tract shall be in conformance with the standards of the American Concrete Institute and/or the Asphalt Institute or equivalent standards.
 2. The existing ring roads (north & south) are public roads to serve the interior areas of the project. Additionally, private drives will provide access within Area G.
 3. No direct driveway connections from the site (Area A) to North 107th Street or West Good Hope Road would be possible.
 4. Direct driveways may be permitted to W. Bradley Road from Area E and G if the parcel is at least 15 acres in size. The City may also develop and impose specific conditions and stipulations covering the design, use or length of time said driveways might be utilized.
 5. Parcels in Areas A, B and C shall connect to any and all abutting streets except for West Calumet and Good Hope Roads.
- B. Unpaved areas shall be landscaped and continuously maintained. Landscaping shall be installed simultaneously with the completion of each development phase. The developer as part of any Detailed Plan application shall file a landscaping plan. Said landscaping plan shall be reflective of the following design objectives:
1. Any automobile parking area having more than 10 parking spaces shall include interior landscaping such as landscaped bays or islands. The total amount of interior landscaping shall equal not less than 5 square feet per parking stall. This interior landscaping standard shall apply only to Permitted Uses A, B, C, and G only and excludes parking decks and research & development uses in Area D and E.
 2. Berming and/or clusters of dense planting, where appropriate, will be used to screen parking and loading/unloading facilities from nearby areas.
 3. Land use buffering to screen parking from roads and residential areas shall meet or exceed the level of screening required by Section 295-75.
- C. Areas A, B, C, D, E, F & G shall be developed exclusively with Permitted Uses as shown on Exhibit D-1 Area Schedule.
- D. The illumination of the tract shall conform to the established standards used by the City of Milwaukee for purposes similar to the uses of each area of the plan.
- E. The electric power, telephone and tract illumination lines shall be installed underground, in easements when required, provided that transformers and substations may be installed within accessory buildings.

- F. The exterior materials of buildings are subject to City review in the Detailed Plan stage. Corrugated metal buildings ('Butler" type) will not be permitted.
- G. Daycare facilities shall conform to City of Milwaukee standards including:
 - 1. Play area meeting state standards shall be entirely fenced.
 - 2. There shall be a designated drop-off and pick-up area.
- H. Maximum height of building may be increased for purposes of screening mechanical equipment and/or for skylights, subject to Common Council approval.
 - 1. All rooftop mechanical equipment must be physically screened with a material and of a design that is integrated with the architecture.
- I. All dumpster/recycling areas are to be fully enclosed on four sides and screened from public view.
- J. The existing trees around the existing man-made lake are to be preserved to the extent possible, especially around the bay areas, as denoted on the amended General Plan.
- K. The developer(s) shall enter into a maintenance agreement with the Park Place Association that ensures regular maintenance of the common areas of Park Place.
- L. All parcels shall provide for pedestrian circulation between major features of Park Place.

Exhibit B – Land Affected by this 13th Amendment to the GPD as it relates to the Permitted Use List (Sub Area D):

	Total Building Floor Area SQ. FT.	Total Building Coverage SQ. FT.	Land Area		Parking Area		Road/Drive Area SQ. FT.	Total Open Area SQ. FT.	Maximum Height FEET	Allowed Uses
			Acres	SQ. FT.	Cars	SQ. FT.				
A	80,000	80,000	23.6	1,028,016	730	255,000	75,000	515,303	90.0	A-G, H-P, R, U, V, W
B	840,000	204,312	46.5	2,025,540	3,395	930,000	197,760	717,860	190.0	A-P, R
C	370,000	180,000	42.7	1,860,012	1,805	620,000	143,142	583,890	65.0	A-E, K, L, N, O, R
D	375,000	375,000	51.6	2,247,696	1,500	600,000	132,300	1,140,396	45.0	A-E, I, K, N, O, Q, R, U
E	440,000	150,226	37.4	1,629,144	1,900	665,000	70,130	715,198	455.0	A-E, K, L, N, O, Q, R
F	95,700	40,100	9.9	431,244	400	64,000	123,700	211,844	45.0	A-E, K, L, N, O, Q, R, T
G	800,000	320,000	81.6	3,553,107	4,013	1,286,762	142,446	1,089,000	45.0	A-E, K, L, N, O, Q, R
Total	3,000,700	1,349,638	293.3	12,774,759	13,743	4,420,762	884,478	4,973,491		