

HUMBOLDT YARDS

FN 140045

AMENDMENT #3

GENERAL PLAN PROJECT DESCRIPTION AND OWNER'S STATEMENT OF INTENT

This third amendment will permit an increase in the total number of residential units from 75 to 86. 40 condominium homes were developed as part of River Crest Phase I, and the applicant/owner is now proposing to develop 46 residential apartment units as part of Phase II. Additionally, a commercial component will be added to the Phase II development, which was not a part of the original plan. The development will partially occur on a parcel that was previously noted as open green space, and the open green space will be shifted to the south consisting of a parcel of at least the same size as the existing designated area and positioned adjacent to an existing improved publically accessible open space. The previously proposed roadway extensions east of North Commerce Street are no longer needed, and a right-of-way vacation is being pursued to vacate these streets.

American Stores Properties, Inc. ("ASPI") purchased a certain 12.57-acre parcel of real estate located at the southeast corner of North Humboldt Avenue and East North which is described in the Land Title Survey and Plat of survey on record. The northwest 7.97 acres of the site have been developed as an integrated retail and commercial development. The south and east 4.60 acre perimeter of the site is being developed as a two phase integrated residential and retail development. The site was a former railyard and has undergone significant environmental remediation. Thus, no significant conditions exist which would be disturbed by ASPI's development plans.

An updated general planned development ("GPD") Vicinity Map is attached to this Amendment #3 and identified as Sheet No. 2. As outlined on the Vicinity Plan, community facilities in the surrounding area include: a restaurant and mixed use building located southwest of the site along the Milwaukee River; residential uses located southwest of the Site; taverns, ground level retail stores and apartments west of the site; and residential and student housing development to the north of the site. Beneath the bluff on the east boundary of the site, the Milwaukee River runs freely, and natural open space is visible.

Subsequent to the approval of the original GPD (FN 971743), the site was subdivided by Certified Survey Map No. 6527. The CSM divided the site into four parcels and established public and private streets as well as pedestrian access easements. To provide access to the site, Commerce Street was extended east across North Humboldt Avenue running between the commercial and residential parcels of the site. Extended Commerce Street was connected to East North Avenue by an opening approximately 501 feet east of the corner of North Humboldt and East North Avenues. In addition, a private drive with traffic calming measures was extended east from North Humboldt Avenue through the commercial site and proposed to be extended into the

residential site where it was to connect to North Riverboat Road extended via a public pedestrian easement. A total of 2.72 acres were dedicated and developed for public streets and the commercial portion (Parcels 1 and 3) totaling 6.6 acres was included in the Detailed Planned Development ("DPD") known as Humboldt Yard (Commercial Parcel) Phase 1. Parcels 2 and 4 (residential portion) totaling 3.25 net acres have been sold to River's Crest LLC, of which Mandel Group, Inc. is managing member. Phase I of the River Crest is comprised of 40 condominium units that have been developed and completed pursuant to Amendment #2 (FN 020633). Mandel Group, Inc. is now petitioning for the vacation of that portion of the entirety of North Riverboat Road and East Garfield Avenue east of North Commerce Street that are unnecessary in conjunction with the second phase of development. If approved, the vacation will add .60 acres to Parcels 3 and 4. The residential portion and the two right-of-way segments are depicted by the Plat of Survey, Sheet No. GPD-3.

The general plan development site plan approved under Amendment #1 (FN 060652) showing the general location and estimated dimensions of all proposed structures and improvements is included with this Statement as Sheet No. GDP-1 (the "Site Plan"). Those portions of the site plan located north and west of North Commerce Street (CSM Parcels 1 and 3) are retained and incorporated into Amendment #2 and Amendment #3 without change. Those portions of the site plan located south and east of North Commerce Street (CSM Parcels 2 and 4) are amended as described by Sheet GPD-1. The structures and improvements that have been developed to date on the commercial site shown on Sheet GPD-1 are described below:

(a) Two single story buildings measuring approximately 313 feet along East North Avenue, 76 feet along North Humboldt Avenue and consisting of an aggregate of approximately 21,726 square feet of area were built at the southeast corner of East North and North Humboldt Avenues. These buildings are available for lease for any of the following uses: (i) offices, banks and other financial institutions and membership organizations, (ii) general retail establishments, general purpose grocery stores, office furniture sales, mail order and catalog sales centers, consumer services, ticket offices and travel agencies and pet shops, (iii) motor vehicle rental offices and motor vehicle supply stores, (iv) personal services, business services, photographic stores, photographic and art studios or schools, dance and music halls, studios or schools, dry cleaning and laundry stations and laundromats, (v) type "A" and type "B" restaurants without drive-thrus, and (vi) other uses that are similar in kind and nature. Unless otherwise defined in this Statement, these uses shall have the meanings set forth in Chapter 295 of the City of Milwaukee Zoning Code.

Notwithstanding anything contained in this Statement to the contrary, these buildings may also be used for a health care facility with related diagnostic services staffed by physicians and other healthcare personnel serving the general public and offering a full range of primary care services including by way of example: individual and family therapies; social services (such as prenatal care and patient referral services); immunizations; minor surgical procedures; general radiology; diagnostic testing; lab testing and acupuncture; provided, however, there shall be no procedures involving sterilization or birth control such as abortion or vasectomies and there will be no drug rehabilitation programs administered from the Site.

(b) A building for use as a combination general purpose grocery store has been developed due south of and adjacent to the retail space described in subparagraph (a). The building measures approximately 313 feet east to west and approximately 195 feet north to south along North Humboldt Avenue. Said building consists of approximately 63,931 square feet in area on its first floor. Said building also has a small mezzanine that does not exceed approximately 6,392 square feet for administrative offices and building, mechanical, electrical and maintenance areas; no retail activities occur on the mezzanine.

(c) A parking deck for 42 spaces was developed along East North Avenue, adjacent to the retail space described in subparagraph (a) on its east wall. The parking structure measures approximately 240 feet along East North Avenue, approximately 70 feet along the east wall of the retail space and approximately 16,800 square feet in area. The parking deck was developed at the right-of-way surface grade at its entrance drive along East North Avenue enabled ASPI to create a refuse collection and a loading area beneath the parking deck. Other parking on the commercial site is paved surface parking. In addition to the 42 spaces provided on the deck described above, 295 parking spaces are provided at the south and east portions of the commercial parcel on the site in surface parking cars and 126 spaces exist as on-street parallel parking. Thus, a total of 421 parking spaces are available for service. Interspersed throughout the parking lot on the site, landscaped green space has been created.

(d) At present, approximately 11,361 square feet located south of the parking deck described in subparagraph (c) and east of the grocery store described in subparagraph (b) is currently maintained as sod; no vehicles will drive or park on said space. In the future, ASPI may sell or lease such area for the development of a building to house any of the uses listed as permitted under subparagraph (a) above. Parking for this building is provided by the spaces described in subparagraph (c).

(e) In most areas, at least a five-foot setback is present to separate the boundaries of the commercial parcel of the site from public rights-of-way, including extended Commerce Street. Planters, pilasters, building corner elements, fencing and landscaping elements are located within such setback.

(f) A total of approximately 1,612 square feet of signage is used for all commercial spaces on the site, including individual signs for each separate retail space. All signs are mounted on building walls or retaining walls, and no one sign exceeds 300 square feet in size on anyone face. Signage for commercial spaces is comprised of internally illuminated channelized letters, back lit channelized pin set letters or wall billboards and directed to attract passersby from the surrounding city streets and other commercial areas. All parking area lighting for commercial spaces is intended to minimize glare onto adjoining properties.

The structures and improvements that may be developed on the residential site and shown on Sheet GPD-1, are described below:

(a) Up to 86 attached or detached single family homes, townhouse and/or

apartment units in River Crest Phase II inclusive of the 40 existing condominium homes constructed in River Crest Phase I. In addition, the plan shows a commercial/retail/recreational use of up to 18,000 square foot total floor area as part of a mixed use building. Such buildings shall be developed in accordance with the Beer Line "C" Master Plan & Neighborhood Code. Residential units may further serve as office space for those residents who operate business interests from their place of residence if in conformance with s.295-503-3-c. The building (RiverCrest Phase II) north of East Garfield Street extended will consist of one common entrance 4 story multi-dwelling building containing 46 units, approximately 15,000 square feet of retail space, 3,000 square feet of retail mezzanine, and up to 65 underground parking spaces. Buildings (RiverCrest Phase I) constructed south of East Garfield Street extended consists of 4-8 unit condominium buildings and 2-4 unit condominium buildings, for a total of 40 dwelling units. Each dwelling unit in Phase I has an individual outside entrance and attached parking. Each dwelling unit in Phase I has between one and three bedrooms. Enclosed parking garages and surface spaces provide parking for each dwelling unit in accordance with building code requirements. Garages for the buildings within Phase I will be attached or incorporated into each building design. Certain of the attached garages for Phase I front on Riverboat Road. Garage doors of these units were permitted to directly face the street as a result of the coach house design of those units facing Riverboat Road and the severe topographic barriers preventing other feasible parking solutions.

(b) Not less than a five-foot setback is being maintained to buffer dwelling units on the residential parcel of the Site from extended Commerce Street. However, garages serving such residential dwelling units are located closer to the Riverboat Road right-of-way as shown on the Site Plan.

(c) Signage and lighting on the Residential Site south of the East Garfield Street extension is consistent with those found in other residential developments. The development north of the East Garfield Street right-of-way will request that the city allow signage for the retail component of the Phase II residential mixed-use development. The developer is proposing a front façade sign along Commerce Street located within a signage field measuring 512 square feet that will advertise the recreational/retail development and identify the use.

Portions of the Site have been developed for various improvements available for public use. As mentioned above, East Commerce Street has been extended. A pedestrian stairway has been built to connect to the Milwaukee River. GPD-2 (Pedestrian/Bicycle Circulation Plan) approved under Amendment #1 of the GPD indicates the location of this publicly accessible staircase that leads from a publicly accessible park, traversing the grade of the bluff and landing at Riverboat Road. The Mandel Group proposes to construct a loose-topped low impact pathway between North Avenue and the Beerline Trail that will traverse the bluff. A green space was developed on CSM Parcel 3. The aforementioned publicly accessible parks, open spaces, pedestrian or bike paths and staircases will be privately owned and maintained. Finally, an open green space of not less than 25,430 square feet is proposed to be developed, immediately south of the proposed building improvements in Phase II. The applicant is proposing to relocate existing open space at the corner of Commerce and North and relocate it to 1300 E. Garfield. This places it adjacent to the existing open space to the south, while 2240 N. Commerce Street will be developed with a mixed-use building. This prospective green

space will measure not less than 25,400 square feet, and it will be landscaped with natural plantings and an approximate 8,000 square foot rain garden. Those portions of the Pedestrian/Bicycle Circulation Plan (GPD-2) located north and west of North Commerce Street (CSM Parcels 1 and 3) are retained and incorporated into Amendment #2 without change. Those portions south and east of North Commerce Street (CSM Parcels 2 and 4) are amended as described by Sheet GPD-2.

The residential development is being undertaken in two phases. Phase One is already constructed and consists of built improvements and landscape elements located south of Garfield Street extended. Phase Two will consist of new construction and landscape elements located north of Garfield Street extended. Garfield Street extended and North Riverboat Road extended are both requested to be vacated south of North Avenue and east of Commerce Street.