

**EXHIBIT A
FILE NO. 121487**

**COLUMBIA ST. MARY'S HOSPITAL – PHASE I
WTMC PARKING STRUCTURE**

**SECOND AMENDMENT TO THE DETAILED PLAN DEVELOPMENT (DPD)
PROJECT DESCRIPTION AND OWNER'S STATEMENT OF INTENT
December 18, 2007
Revised March 7, 2013**

This Second Amendment removes 2430 N. Lake Drive from the DPD Boundary. 2430 N. Lake Drive was formerly a convent for the Daughters of Charity religious order, which has since been decommissioned. The structure is currently unoccupied. Columbia St. Mary's (CSM) is selling the structure to a third party for conversion into a two-family residence and requests the removal of that property from the Detailed Plan Development ("DPD") boundary. This amendment reflects updated site statistics as the result of removing 2430 N. Lake Drive from the boundary. All language below, with the exception of the site statistics, is from the First Amendment to the DPD, which was approved as file number 060259 on January 15, 2008, as it is not affected by this second amendment. The original DPD was approved by the Common Council on November 15, 2005 as file number 031745.

I. COMPONENTS OF DETAILED PLAN AND SUPPORTING MATERIALS

Columbia St. Mary's (CSM) requests that the zoning for the Water Tower Medical Commons (WTMC) be amended to include a parking structure, in accordance with this submission. CSM will be continuing the redeveloping of their Lake Drive campus over the next four years. This Owners Statement of Intent, together with the accompanying plan sheets and related materials, identified below, constitutes and supports the amended detailed development plan for this phase of the project:

Plan Sheets – see file number 060259 for the following:

Sheet Index

- DPD-1 Project Team / Sheet Index
- DPD-2 ALTA/ACSM Land Title Survey – Existing
- DPD-3 Proposed Project Boundary Description
- DPD-4 Existing Facilities Site Plan
- DPD-5 Proposed Facilities Site Plan
- DPD-6 Proposed Utility Plan
- DPD- 7 Proposed Grading Plan

DPD-8 Proposed Planting Plan and Details

DPD-9A - Proposed Parking Structure Overall Elevations – East and West

DPD-9B – Proposed Parking Structure Elevation – East

DPD-9C – Proposed Parking Structure Elevation – West

DPD-9D – Proposed Parking Structure Elevation – North

DPD-9E – Proposed Parking Structure Elevation – South

DPD-10A – Parking Structure Perspective View from SW

DPD-10B - Parking Structure Perspective View form SE

DPD-10C - Parking Structure Perspective View form NE

DPD-11 – Proposed Parking Structure Signage

Exhibit A Statistical Sheet

Exhibit B Site Photographs

II. OVERALL DEVELOPMENT CONCEPT

Introduction

Columbia St. Mary's (CSM) is in the process of a major modernization/replacement of its Milwaukee-based facilities, extending to 2010. The central feature of this project is construction of new medical facilities to consolidate the long-standing operations of St. Mary's and Columbia Hospitals. The new replacement hospital and related buildings, to be known as Columbia St. Mary's Lake Drive Campus, is being constructed on the existing St. Mary's site, a prominent 20 acre setting overlooking Lake Michigan. This project fulfills a key component of Columbia St. Mary's overall strategic plan to provide high quality, safe, affordable health care to Milwaukee area residents now and for future generations.

Strengthened by the vision of its national and local sponsors, Ascension Health and Columbia Health System, Columbia St. Mary's has an unprecedented opportunity to design and construct an entire new hospital campus the way it should be – around the needs of the patient. The new Lake Drive Campus will demonstrate what quality and safety should mean, and will be one of the largest and most innovative hospital building projects in the country

While the project will serve as a model for the nation, its purpose is to fulfill the legacy that began in Milwaukee in 1848 – when three Daughters of Charity arrived at the request of city officials to create Wisconsin's first private hospital, St. Mary's Hospital of Milwaukee – and in 1909, when local visionary physicians and leaders created Columbia Hospital, renowned for many medical "firsts" in Wisconsin.

Now 157 years later, Columbia St. Mary's Board and managerial leadership believe they have a responsibility to continue that legacy of service to this community. CSM currently serves over 87,000 Milwaukee residents without regard for ability to pay; employs over 5,000 people, of whom 2,100 are Milwaukee residents. The project represents a significant investment that contributes to the high quality of adjacent neighborhoods, serves as a catalyst for further economic development along the North Avenue corridor, and reflects CSM's continuing commitment to the City of Milwaukee.

This amendment to the Detailed Plan Development for the Water Tower Medical Commons (WTMC) portion of the overall site will address the proposed WTMC Parking Structure. The WTMC DPD area is located between North Lake Drive and North Terrace Avenue, north of East North Avenue, and encompasses the historic St. Mary's Hospital East Facility, the Water Tower Medical Commons building, and the existing Sister's Residence. A 0.7 acre area in the northeast corner of the site will be divided into three lots, to be rezoned for residential use, and eventually sold.

Detailed Context

Over the next four years, the campus reconstruction will continue in such a way as to keep the existing complex and services open and available, while bringing new facilities online. The first phase of the project, Prospect Medical Commons was completed in 2006. Water Tower Medical Commons, which is a 165,000 GSF, 5 story medical office building sitting atop a cancer center platform, has just recently been completed.

The proposed parking structure will include 572 spaces to accommodate patients and staff arriving to this building. The parking structure will have access points from the WTMC drop off area and Lake Drive. Construction of this project is scheduled to begin in early 2008.

Phased Construction

In order to make room for the WTMC parking structure, one existing building on the site was removed. The healthcare providers occupying the “Northpoint Clinic Building” have been relocated to the Prospect Medical Commons, allowing the Northpoint building to be demolished.

Project Design Components

A primary goal for the exterior design of the WTMC parking structure is to reinforce a cohesive design for the Columbia St. Mary’s Lake Drive Campus. The design of the parking structure is responsive to the design and articulation of the proposed Main Hospital and the WTMC building, and compatible with and complimentary to the existing East Facility located to the south and the surrounding neighborhood to the north. In consultation with City staff, local business and other citizen groups, the WTMC parking structure will also provide an attractive transition to the existing neighborhood to the north and east of the site.

Landscape and Sitework

Upon completion of the garage project, the streetscape along the east side of Lake Drive will be improved and the northern section of the Water Tower Medical Commons auto court will be completed in accordance with the “Phase 2” information provided on the earlier DPD with respect to this project. All other areas of disturbance will also be restored. Auto court renovations will include circulation modifications to make the southern driveway (currently installed, but barricaded for everyday use) the primary vehicular access point to the Water Tower Medical Commons drop-off zone. The interim north drive will be closed to traffic, the asphalt will be removed and replaced with grass block pavers to permit emergency vehicle ingress and egress from the auto court and yet maintain a green edge. New areas of decorative concrete vehicular and pedestrian paving, curbing, and plantings will be installed along the south side of the parking structure to complete most of the auto court landscape and sitework installation envisioned in the original master plan for this project.

The Lake Drive streetscape plan assumes that the road will not be narrowed during the timeframe of the parking garage construction schedule. However, rather than repeat the existing condition of sporadic street trees and lawn strips, the streetscape will be planted with a richer palette of trees, shrubs and groundcovers in order to distinguish the site from the residential neighborhood to the north. Since the site is being extensively regraded, we anticipate that most of the existing street trees will require replacement within the construction limit lines.

Two seating areas are proposed on Lake Drive near the southern end of the parking structure to memorialize construction company personnel who made significant contributions to the Water Towers Medical Commons project. Benches, partially secluded from the street in park-

like setting, will be fabricated from stone salvaged from the old St. Mary's Hospital "Hill Building" to commemorate the building that served community healthcare needs for over five decades.

Plantings along the north and east-facing facades of the garage will help to visually buffer views from surrounding residential property owners.

After completion of the Main Hospital construction project in 2010, the bulk medical gas tank farm currently located at the southern side of the Water Tower Medical Commons auto court will be relocated to a new location and the final sitework and landscape can ultimately be completed as envisioned.

Building Massing & Form

WTMC Parking Structure

The massing along North Lake Drive consists of four levels of parking with a height equivalent to a three story building. The horizontal floor plates eliminate the need for sloped spandrels along North Lake Drive. A five story ramped bay is positioned to the east and held approximately 165 feet off Terrace Avenue. The parking structure is connected to the MOB at a stair tower located in the southeast corner.

Articulation & Fenestration

The North Lake Drive façade is articulated as three primary bays providing a scale to the structure that is sympathetic to its surroundings. A glass stair tower anchors the north end of structure and provides a gateway marker into the campus. Architectural precast concrete frames infilled with precast ribs give a vertical expression to the façade. Perforated metal screens separate the bays and provide a sense of lightness to the façade.

The north façade includes an architectural precast base. A precast and glass stair tower anchor the northwest corner. A series of punched openings compliment the MOB façade while limiting light and noise from encroaching upon the residential area to the north.

The east façade includes an architectural precast base and some punched opening fenestration in the northern most bay. Future construction will conceal a portion of the façade from Terrace Avenue.

The south façade consist of architectural precast with limited openings. Perforated metal screens above the entry provide a sense of lightness to the façade. The façade is intended, along with the mob and existing east facility, to define the three edges of the auto court.

Loading and Servicing

The WTMC building will primarily be served by an existing below grade service tunnel, however small package deliveries and vans will be able to provide many of the required service functions, either at the front door, or from the parking garage access points.

Signage, Graphics and Wayfinding

Signage during Construction

Construction barricades will be used for campus wayfinding and project information purposes throughout the construction period.

At various points during construction, protective/security barricades will be placed about the site. The estimated total length of barricades along Lake Drive will be approximately 400 linear feet and will consist of a 6-foot high chain link fence mounted atop a 3-foot high concrete “Jersey Barricade”, interspaced with locked service entrance gate(s).

Typical signage will be digitally produced vinyl banners (approximately 6 feet by 75 feet in length, each), attached to the chain link fencing. The content will be project specific information, site wayfinding [directional, site access/parking, Emergency] as well as informative. The approximate percentage of signage coverage during construction may vary between 50-100%, as it is desired that the banners and the information therein address the changing wayfinding and informational requirements of various project phases.

Wayfinding Signage during Construction

The CSM campus will remain in operation 24 hours per day, 7 days per week. All required signage will need to be scaled and presented in such a manner whereby visibility is paramount. As street conditions merit, multiple (repetitive) signage elements may need to be installed to forewarn vehicular traffic of a pending entrance or Hospital service. As the overall site evolves, this information will need to interactively change. As traditional construction wayfinding signage is static and non-illuminated, we find the need to consider nighttime illumination and a design solution that is fully functional and informative throughout all phases of construction confusion and seasonal elements.

Temporary entrance monumentation and wayfinding devices will be developed during interim construction, reflective of patient access needs to alternate primary entrances and public parking for the Hospital. Emergency Room, patient drop-off and parking access will be the primary driving element for all perimeter site signage.

Permanent Signage

Access to the site is from Lake Drive, and since the building is set back from the street it will require uniquely-designed and highly visible pylon-style signage at the parking garage entrance. Permanent signage will not be provided on any building surfaces that face east, towards Terrace Avenue.

Sign quantities are a reaction to the final content required for necessary information-giving and will be appropriately scaled to the needs of the site as well as to permit future expandability. Permanent signage will be modular in construction. This will permit anticipated change, created within a “family” of organized elements, not as “stand alone” devices, but properly integrated into built environment (both architecture and landscape).

Upon final development of the architectural elements of the streetscape, the signage program will be refined and presented to the City in a special package for close review and comment.

Residential Component

CSM's ongoing review of the project with its Water Tower Landmark Trust residential neighbors has resulted in a proposed plan to dispose of approximately 0.7 acres of property on the northeastern edge of the project site to extend the existing residential zone southward along Terrace Avenue. The intent is to create three residential lots approximately 58-foot wide by 133-foot deep to closely resemble other lot sizes in the area. These sites will be rezoned, and upon completion of the WTMC construction project, these lots will be sold as new home sites. Although it will not be zoned residential per se, an area similar in size to one of the lots noted above will be created adjacent to the southern-most of those lots. This land will be indentured by CSM in perpetuity and dedicated as a permanent open space buffer. This area will be appropriately landscaped and maintained as passive garden space. A ten-foot wide setback will be provided between the residential lots and the proposed parking structure to permit routine maintenance activities along the east face of the building.

III. COMPLIANCE WITH STANDARDS

The proposed DPD development rezoning complies with, or varies from, the standards prescribed by Section 295-907 of the Milwaukee Code of Ordinances in the following respects:

A. Size (295-907.2.c-1-a.)

The Water Tower Medical Commons area subject to the DPD is approximately 294,324 square feet (6.76 acres).

B. Density (295-907.3.c.)

Not applicable.

C. Space Between Structures (295-907.3.d.)

The location of structures in the DPD complies with the applicable provisions of the Wisconsin Administrative Code, ILHR Chs. 50-65.

D. Setbacks (295-907.3.e.)

Proposed standards for façade and landscaping treatments for street edges within the site were established in the GPD. The setbacks are defined below for each façade treatment. Refer to GPD Sheet GPD-6 for the location of the treatments.

Principal Façade is defined as the public façade designed in accordance with the City of Milwaukee Urban Design Guidelines. The Principal Façade areas will have setbacks from the property line of a minimum of zero feet. The Principal Façade areas will have pedestrian and vehicular entrances designed for the public, as well as for deliveries. Principal Façades for the Water Tower Medical Commons parking structure include the west and south facades. The garage is designed to be naturally ventilated requiring a large percentage of open area. Glazing is limited to the stair tower. Perforated metal screens are scaled to be suggestive of glazing. The Principal Façade will have landscaping and streetscape treatments designed to enhance the pedestrian experience.

Secondary Façade is defined as the area not generally exposed to significant public contact. Secondary Façade areas will be occupied by parking structure and utility facilities, as well as some limited areas facing the interiors of the project site. Pedestrian and vehicular access points will not be used by the public. Building facades may be partially open, for ventilation purposes, or will have glazing. The WTMC parking structure secondary façades will have a precast base with structural precast spandrels above.

E. Screening (295-907.3.f.)

The residential areas to the east of the campus have been considered in the design of the parking structure. Urban Landscape Treatment will be used as a landscape buffer along all streets. New landscaping shall conform to City of Milwaukee requirements. Screening of circulation facilities will be Type "A" Landscaping (standard parking lot landscaping), Type "B" landscaping (standard hard urban edge landscaping), and Type "C" Landscaping (modified hard urban edge landscaping) conforming to Section 295-405.1, b-1 through -3. Facilities such as mechanical equipment or enclosures, will be screened per Section 295.405.1.b-7, Type "G" Landscaping (object screening), wherever these facilities are visible to the public. Fencing and walls shall be in accordance with Table 295-405.1-c, Fence/Wall and Landscaping Requirements for Landscape Types, and Section 295-405.1.c-5.

F. Open Spaces (295-907.3.g.)

Open spaces are shown on Sheet DPD-5. Open spaces will include facilities for pedestrian circulation, including paved paths and seating areas; landscaped and garden areas with walls and fencing; information features such as signs or kiosks; lighting, shielded so as to not cause glare on adjoining streets and residences; and decorative enhancements, such as flagpoles, artwork, or water features. Landscaping and screening in open spaces will be maintained so as not to create a nuisance or hazardous condition.

G. Circulation Facilities (295-907.3.h.)

The general location of circulation facilities, including pedestrian and vehicle access and egress, as well as dropoff and loading facilities, are identified on Sheet DPD-5. Adequate access for pedestrian and private vehicles shall be provided. Parking and loading facilities shall be located near the uses they support and will be adequately screened.

H. Landscaping (295-907.3.i.)

Site landscaping standards will conform to Section 295-405, Milwaukee Code of Ordinances; and will be of a quality consistent with the standards of the American Association of Nurserymen (ANSI 260.1). Circulation facilities will be landscaped and screened in conformance with III.E above. Open spaces will include the uses and related landscape standards as specified in III.F, above. Landscaping shall meet or exceed the requirements of Section 295-405.1.c, for planting materials, fencing and walls, and berms. Landscape features may encroach into the public right-of-way, with City approval, in accordance with Section 295-405.1.C-8.

I. Lighting (295-907.3.j.)

New building lighting will conform to the Illuminating Engineering Society Standards and City of Milwaukee Ordinances. All exterior lighting shall be shielded so as not to cause glare on adjoining streets and residences.

J. Utilities (295-907.3.k.)

All new utility lines will be installed underground. New transformers and substations will be installed within buildings or otherwise screened from view.

K. Signs (295-907.3.l.)

New signs will be developed in accordance with the specific requirements of Section 295-605-5, Milwaukee Code or Ordinances, and other requirements of the City of Milwaukee Ordinances.

Signs will be designed and installed per the signage program for Columbia St. Mary's Lake Drive Campus. The signage program is shown on Sheets DPD-11. The signage program includes temporary signage during construction, directional signs, identification signs, informational signs, and canopy-mounted signs.

L. Survey (295-907)

The ALTA/ASCM Land Title Survey, Sheet DPD-2 shows topography at 1-foot intervals.

IV. MINOR MODIFICATIONS

Section 295-907.2.i. of the Milwaukee Code of Ordinances provides that minor modifications to the general and detailed plans may be allowed, provided that such minor modifications do not result in certain changes to the plan relating to its general character, or such things as land coverage of buildings and parking areas. Columbia St. Mary's, in generating the plans for the DPD, has attempted to anticipate all factors required to complete the project successfully, and has invested a substantial amount of time and capital in doing so. However, neither Columbia St. Mary's nor the City of Milwaukee can predict how the plans set forth herein may unfold in their implementation. In recognition of this fact, and acknowledging the need to maintain flexibility of plans to be modified for particular circumstances, Columbia St. Mary's will retain the right to make minor modifications to the DPD at any time. However, in no event, will any modifications undertaken by Columbia St. Mary's cause any of those effects sets forth in Section 295-907.2.i-1 through 7, without submittal of a revised DPD plan.

Minor improvements of the site may be allowed without submittal and approval of a general plan if sufficient detail is shown on the approved DPD.

V. "Statistical Sheet" Information

Section 295-907.2.c-1 of the Milwaukee Code of Ordinances provides that this Owner's DPD Project Description contain a statistical sheet setting forth specific information on the project. The pertinent information required under this Section is set forth on the Statistical Sheet attached hereto as Exhibit A.

EXHIBIT A
DETAILED PLAN DEVELOPMENT STATISTICAL SHEET
COLUMBIA ST. MARY'S HOSPITAL
WATER TOWER MEDICAL COMMONS

REVISED March 7, 2013

2.b-1-a	Gross Land Area	232,104 sf 225,204	5.33 ac 5.17		
2.b-1-b	Maximum Amount of Land Covered by Principal Buildings	<u>81,200</u> sf	<u>1.81</u> ac	35 36	percent of total
2.b-1-c	Maximum Amount of Land Devoted to Parking, Drives and Parking Structures	<u>69,630</u> sf	<u>1.55</u> ac	30 31	percent of total
2.b-1-d	Minimum Amount of Land Devoted to Landscaped Green Space	81,200 sf 78,820	<u>1.81</u> ac	<u>35</u>	percent of total
2.b-1-e	Total Area Devoted to Non-Residential Uses	232,104 sf 225,204	5.33 ac 5.17	<u>100</u>	percent of total
2.b-1-f	Proposed Number of Buildings	<u>Three</u>			
2.b-1-i	Parking Spaces Provided	0 Surface 572 Structured 572 Total <u>3.80</u> Number of cars per 1,000 square feet			