

Water Street Realty Partners LLC

Detailed Planned Development Project Description Owner's Statement of Intent Common Council File Number 141437

1. Overview.

Water Street Realty Partners LLC ("Developer") has acquired the former Gallun Tannery site located at 1775-1881 N. Water Street and more particularly described on the attached Exhibit A (the "Site"). The Site consists of approximately 5.685 acres and includes approximately 1,047 feet of frontage along the Milwaukee River. At its widest point, the Site spans 250 feet between Water Street and the Milwaukee River. The Site also slopes with more than 20 feet of grade change. This Site configuration creates significant use and design challenges.

The Site's historic tannery use also presents challenges. All structures previously housing tannery operations on the Site were demolished by a previous owner.

More importantly, however, the Site has attracted years of Wisconsin Department of Natural Resources ("WDNR") oversight and has necessitated costly and time-consuming environmental remediation. The letter dated January 8, 2015 from WDNR attached as Exhibit B summarizes the current environmental condition of the Site. Of note, WDNR requires that development of the Site incorporate features to address all potential contaminant pathways of concern. Such development restrictions preclude on-Site stormwater infiltration to limit water infiltration through impacted material which could create adverse groundwater or surface water impacts.

For context, the Site is bounded by a Milwaukee Metropolitan Sewerage District maintenance building to the north, the Holton Street Marsupial Bridge/"Swing Park" to the south, the Milwaukee River to the west and Water Street to the east (with Trocadero Gastrobar immediately across Water Street). The Site is just north of Downtown and just south of the Brady Street neighborhood. The Beerline B neighborhood lies west of the Site across the Milwaukee River.

The Site is currently zoned Industrial Light (IL2). The Site is located within the City's Northeast Side Comprehensive Plan, which places a focus on establishing stronger river connections through completing unfinished sections of the riverwalk, particularly in the Downtown Riverwalk District, of which the Site is a part. The proposed development would extend the riverwalk along the Site's entire Milwaukee riverfront, in two phases, including adding new connections from Water Street to the riverwalk. In addition, consistent with the Northeast Side Comprehensive Plan, native plantings are proposed along the riverwalk.

Lands nearest the Site are being redeveloped for residential uses. The property located northeast and adjacent to the Site, for instance, was recently rezoned to Detailed Planned Development to facilitate the development of 87 apartments on .944 acres. The property located southwest and adjacent to the Site is zoned Mixed Activity (C9G).

2. Description of Proposed Development.

The Developer proposes to develop four multi-family residential buildings with up to 450 units, and related improvements on the Site (the "Project"). Each building will consist of four upper stories of residential units and two lower stories of parking. Given physical Site challenges and WDNR requirements, the final numbers of units, parking spaces and square footages may vary. The development will not exceed 450 units and will maintain not less than 640 parking spaces.

Parking will be located on the lower two stories of each building. Entrances to in-building parking will be on-Site, between buildings. Ample bicycle racks also will be provided, as more particularly detailed below.

The Project will be enhanced with many amenities and upgraded features. Each building will encircle a courtyard laced with walkways, lounging areas and programmed spaces for residents. Areas in courtyards and between buildings will be heavily landscaped.

In addition, a riverwalk will be developed along the entire Milwaukee River frontage. The riverwalk will be open to the public and provide public access to Water Street at the north, south and middle of the Site. At each public access point, a ramp will be installed in compliance with the Americans with Disability Act standards. Despite significant grade differentials, the riverwalk on the Site will be designed to accommodate connections to riverwalks to the north and south at a mid-level grade. Varied and colorful native plantings are proposed to enhance both the riverwalk and the public access points.

To preserve the integrity of grades, building foundations and dock walls, the proposed Project and the riverwalk extension are intended to be developed in two phases. The southern two buildings and the corresponding portion of the riverwalk, including pedestrian connections to the north of the second building and under the marsupial bridge, will be developed in an initial phase. The first two buildings will be constructed at the same time. The east connection (east of building 2) may be constructed as a temporary connection, as the future construction of building 3 may damage the connection. The northern two buildings and the remaining portion of the riverwalk (including the associated pedestrian connections) will be developed consistent with market demand.

3. Uses. The Site will be used exclusively for multifamily residential and related purposes.

4. Design Standards. The four buildings are proposed to be U-shaped, wrapping around each courtyard and opening up to the river. Views of the river will be maximized both for residents occupying the buildings and for members of the general public afforded view corridors both between the buildings and through the courtyards. Consistent with nearby buildings, the proposed buildings will be approximately 46 feet high from finished floor. The buildings will be located approximately six to eight feet off the property line along Water Street to avoid disrupting existing retaining walls and buttresses placed along Water Street. The buildings will be constructed with high quality materials, including cream city brick along Water Street and masonry and architectural metal panels along other facades. Cement board will be used in balcony recesses and terrace areas, as shown on the elevations. Building frontages onto the

Milwaukee River will appear to be "carved away" from the highest elevation fronting on Water Street to expose balconies of various sizes and to enhance the interaction between the Site's buildings and its riverwalk. Each building carve out will expose a new jeweled color tone to create visual interest from the Milwaukee River.

The Developer will implement multiple sustainability measures in connection with the proposed development. Reuse of a contaminated former tannery is itself very sustainable. As noted above, the Site has required significant environmental remediation. Through completion of the Project, the cleanup/encapsulation effort required by the WDNR will be completed at the Site. In addition, the Project proposes to reuse portions of the cream city brick rubble that is currently scattered on the Site from the demolition of the old tannery buildings undertaken by the Site's previous owner, as fill in gabion cages for landscape retaining walls on the Site. Each building will be a light wood frame construction, which has a low environmental impact compared to other commonly available construction types. The cream brick cladding proposed along Water Street is a long lasting and durable building material with a low/modest carbon impact. The steel galvalume cladding proposed on the buildings' wings will incorporate recycled steel products. All windows on the Project will use state of the art glass coatings which will reflect unwanted solar heat in summer months and keep heat inside of the buildings in colder months. High-efficiency gas furnaces and low volatile organic compound (VOC) paints and coatings will also be utilized for the Project.

5. Density. The project will consist of up to 450 residential units, approximately 79-units per acre. This will be, on average, approximately 560 square feet of lot area per dwelling unit. The dimensions of each unit vary depending on whether the unit is a studio, one bedroom, two bedroom or three bedroom unit.

6. Spaces Between Structures. Spaces between structures shall not be less than that required by applicable provisions of the City's current building code. Buildings also shall be designed to accommodate fire and emergency access from Water Street and through building courtyards. Courtyard dimensions will be approximately as shown on Exhibit C attached hereto.

7. Setbacks. Buildings on the Site will be setback six to eight feet from Water Street, consistent with the historic placement of buildings on the Site. On-Site buildings shall be separated by not less than 50 feet. At least five feet of open space shall be maintained between the Site's lot lines and its buildings on the north and south sides of the Site.

8. Screening. The walls of buildings on the Site shall serve to provide privacy for residents. In addition, all mechanical equipment and dumpsters will be screened. There will be one garbage room in each of the buildings, as shown on the upper level floor plan. Dumpsters will be stored inside the buildings at the upper basement level and brought outside to a flat area immediately outside the garage doors to be easily picked up by trucks. Brick parapets along Water Street will be utilized to screen rooftop equipment, as shown on Exhibit D attached hereto.

9. Open Spaces. All open spaces will be landscaped and programmed consistent with the Landscape Plan. With the riverwalk, public access points and resident courtyards, the Project will create some of the most substantial recreational spaces in its immediate neighborhood. In addition, the Developer is willing to make meeting facilities to be developed in the southernmost

building at the corner of Water Street and the Swing Park available for use by the Brady Street Business Improvement District and the Brady Street Area Association.

10. Circulation, Parking and Loading. Parking for the buildings is located on the first two stories of each building. On average, approximately one parking space will be provided for each bedroom in the one and two-bedroom units. On average, approximately two parking spaces will be provided for each three-bedroom unit. Entrances to parking floors shall be provided from driveways between buildings. Ample bicycle racks also will be provided both inside the buildings in the lower levels and in the front of the buildings along Water Street: each building will have seven exterior public bike stalls and room in the interior of the building for approximately 30 bike spaces. Additional bicycle parking may be accommodated in the basements of each building should there be a demand for additional bicycle parking. In addition, the City is installing a Bublr bike-share station in the swing park adjacent to the Site. As part of the second phase of development, the Developer will install a Bublr bike-share station at the north end of the Site. The Developer has designed the access point at the north edge of the Site in cooperation with the Milwaukee Metropolitan Sewerage District and City of Milwaukee Department of Public Works to ensure access for existing MMSD facilities. The Developer will continue to work with City of Milwaukee staff to ensure safe access and loading from the Site onto Water Street. Residents will have vehicular access to the buildings' parking and loading areas from Water Street, as shown on the site plan. All move-in loading space will be provided on-Site. There will be pedestrian access for residents of the buildings along Water Street and also along the riverwalk. Vents in the parking areas will be placed on the sides of the building and will not be visible from Water Street or the riverwalk.

A traffic impact analysis ("TIA") has also been prepared and submitted to the City Department of Public Works for review. While the TIA identifies *existing* traffic deficiencies, the proposed development will not significantly worsen area traffic conditions.

11. 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 46% of the Site will consist of landscaping and/or green space.

12. Lighting. Lighting at the Site will comply with applicable City codes and ordinances. The harplights standard along all riverwalks will be incorporated not just along the riverwalk on the Site but at other access points as well. The Developer will work with City of Milwaukee staff to enhance lighting at the Swing Park as well.

13. Utilities. All utility lines shall be installed underground. Transformers shall be installed within or adjacent to buildings, as shown on the site plan. The Developer will coordinate these locations with WE Energies. City of Milwaukee and MMSD have confirmed that adequate sewer capacity is available to serve the Project.

14. Signs. Two low-profile monument signs, four wall-mounted building identification blade signs (one per building) and approximately one dozen accessory wayfinding signs are proposed to identify the development and buildings as depicted on the site plan and elevations. Sign details are included with this submittal.

EXHIBIT A

Legal Description of Site

Water Lots numbered 14 through 39, inclusive, and a certain short vacated street running Northerly from North Water Street and between Water Lots 24 on the East and 32 on the West, as described in the judgment in the Circuit Court of Milwaukee County dated June 21, 1882 "In re vacation of a part of a certain plat of land known as Hubbard & Pearson's Addition in the First Ward in the City of Milwaukee." All in Hubbard & Pearson's Addition, in the Northwest 1/4 of Section 21, Township 7 North, Range 22 East, in the First Ward of the City of Milwaukee, Milwaukee County, Wisconsin. ALSO all that portion of Water Lot 40 lying Northeasterly of a line described as follows: Commencing at a stone monument set at the Southeast corner of Lot 46 in Hubbard & Pearson's Addition aforesaid, said point being also the point of intersection of the North line of Brady Street with the Westerly line of North Water Street, running thence North 45° East on and along the Westerly line of North Water Street 407 feet to a point; being the point of commencement of the line to be described; the line to be described running thence North 45° West at right angles with said Northwesterly line of North Water Street to the established dockline of the Milwaukee River; in Hubbard & Pearson's Addition in the Northwest 1/4 of Section 21, in Town 7 North of Range 22 East, in the City of Milwaukee, Milwaukee County, Wisconsin. ALSO the abandoned Northeasterly 46.84 feet of North Marshall Street adjoining Water Lot 13 of Hubbard and Pearson's Addition to Milwaukee in the Northwest 1/4 of Section 21, in Township 7 North, Range 22 East, in the City of Milwaukee, County of Milwaukee, State of Wisconsin. ALSO, that part of North Marshall Street lying between the present Northwesterly line of North Water Street and the Southeasterly line of the Milwaukee River in the Northwest 1/4 of Section 21, in Town 7 North of Range 22 East, in the City of Milwaukee, County of Milwaukee, State of Wisconsin, further described in Certified Copy of Resolution filed June 14, 1974, as Document No. 4863459 in Reel 804, Image 938.

Said Land is also known as:

Metes & Bounds Legal Description:

Water Lots 14 to 39 both inclusive; that part of Water Lot 40 lying Northeasterly of a line being perpendicular to N. Water Street and intersecting the Northwesterly line of said N. Water Street at a point 407 feet Northeasterly of the Southeasterly corner of Lot 46 as measured along the Northwesterly line of North Water Street; vacated N. Marshall Street lying Northeasterly of Water Lot 14; abandoned Northeasterly 46.84 feet of N. Marshall Street abutting Water Lot 13; and the vacated street lying between Water Lots 23, 24 and 32, all in Hubbard and Pearson's Addition to Milwaukee in the Northeasterly 1/4 of Section 21, in Town 7 North, Range 22 East, in the City of Milwaukee, County of Milwaukee, State of Wisconsin, and being more particularly described as follows: Beginning at the point where the Northeasterly line of abandoned North Marshall Street intersects the Northwesterly right-of-way line of North Water Street; thence South 43° 46. 40. West along said Northwesterly line, 1044.20 feet; thence North 46° 13. 20. West, 249.23 feet to a point on the Established Dock line for the Milwaukee River; thence North 42° 38. 01. East along said Dock line, 335.76 feet; thence North 47° 39. 45. East along said line, 354.76 feet; thence North 49° 05. 01. East along said line 260.02 feet; thence North 47° 47. 06. East along said line 96.22 feet to a point where the Established Dock Line intersects the Northeasterly line of abandoned North Marshall Street; thence South 46° 07. 40. East along said Northeasterly line 201.14 feet to the point of beginning.

APN: 354-0914-100-3

EXHIBIT B

Letter dated January 8, 2015 from WDNR

(attached)



January 8, 2015

Mr. Richard Aaronson
Water St. Realty Partners, LLC
3438 Peachtree Road, Suite 1425
Atlanta, GA 30326

Subject: Former Gallun Tannery site – case status summary
1759-1881 N. Water St., Milwaukee, WI
WDNR FID#241016380 BRRTS#02-41-449296 and VPLE#06-41-522239

Dear Mr. Aaronson:

Assured Environmental Associates (AEA) recently submitted the report “*Response to the July 26, 2013 Letter from the Wisconsin Department of Natural Resources*”. The report summarizes site investigation and remedial actions conducted at the site, describes contamination remaining at the site and identifies risks associated with residual contamination. The Department has reviewed the report and also met with your environmental consultant, Greg Walsh from Assured Environmental Associates, Inc. (AEA) to discuss the proposed redevelopment plans and the next steps in the closure process and moving toward completion of the Voluntary Party Liability Exemption (VPLE) certificate. Based on our meeting, the Department understands that AEA will provide the following in the near future:

- A site investigation report addendum that reiterates the site investigation/remediation results and specifically identifies all potential contaminant pathways of concern at the site, including vapor, soil, groundwater and surface water.
- A remedial action plan prepared in accordance with ch. NR 722 Wis. Adm. Code and designed to address all identified pathways of concern.

Based on our understanding of site conditions, the proposed redevelopment, and our discussion with Mr. Walsh, the Department expects that a remedial action plan can be developed which incorporates features of the redevelopment to address all pathways of concern at the site. To maintain compliance with the VPLE process, you must obtain Department approval for completion of the site investigation report addendum and a remedial action plan. In addition, prior to initiating the remedial action plan, you must also obtain an exemption from regulation under ch. NR 506.085 Wis. Adm. Code to allow building on an historic fill site.

Case closure and VPLE certificate requirements

Once the approved remedial action plan has been successfully implemented, the case should be ready for closure. In order to meet case closure requirements and qualify for the VPLE certificate of completion, you will be required to submit the following: remedial action construction documentation, long-term maintenance plans, GIS Registry information, case closure documents, documentation of well abandonment, applicable review fees, a request for the VPLE certificate of completion and natural attenuation insurance fees.

The Department also understands that site redevelopment will be completed in phases, possibly resulting in division of the property and that case closure would be accomplished as each phase is completed. If this is the plan, the upcoming remedial action plan should address the need for interim remedial actions to be taken if the response actions will not be implemented right away. Should you choose to divide the property, you may pursue case closure and the VPLE process for each new parcel if separate VPLE applications are submitted for each new

property. Once redevelopment plans and schedules become available, we can provide you with more information on how to proceed with this.

The Department looks forward to receiving the remedial action plan for the proposed redevelopment of this brownfield property. Please contact me at nancy.ryan@wisconsin.gov or at (414) 263-8533 if you have any questions or concerns regarding this letter.

Sincerely,



Nancy D. Ryan, Hydrogeologist
Remediation and Redevelopment

Cc: SER case file
Greg Walsh, AEA – electronic copy

EXHIBIT C

Approximate Courtyard Dimensions

	Private *		Public **	
	x	y	x	y
Building I	60'	151'	56'	240'
Building II	60'	151'	56'	230'
Building III	60'	133'	56'	215'
Building IV	60'	115'	82'	200'

* private is calculated based on gated elevated area within one building

** public is calculated between buildings / or lot line at east and riverwalk to sidewalk

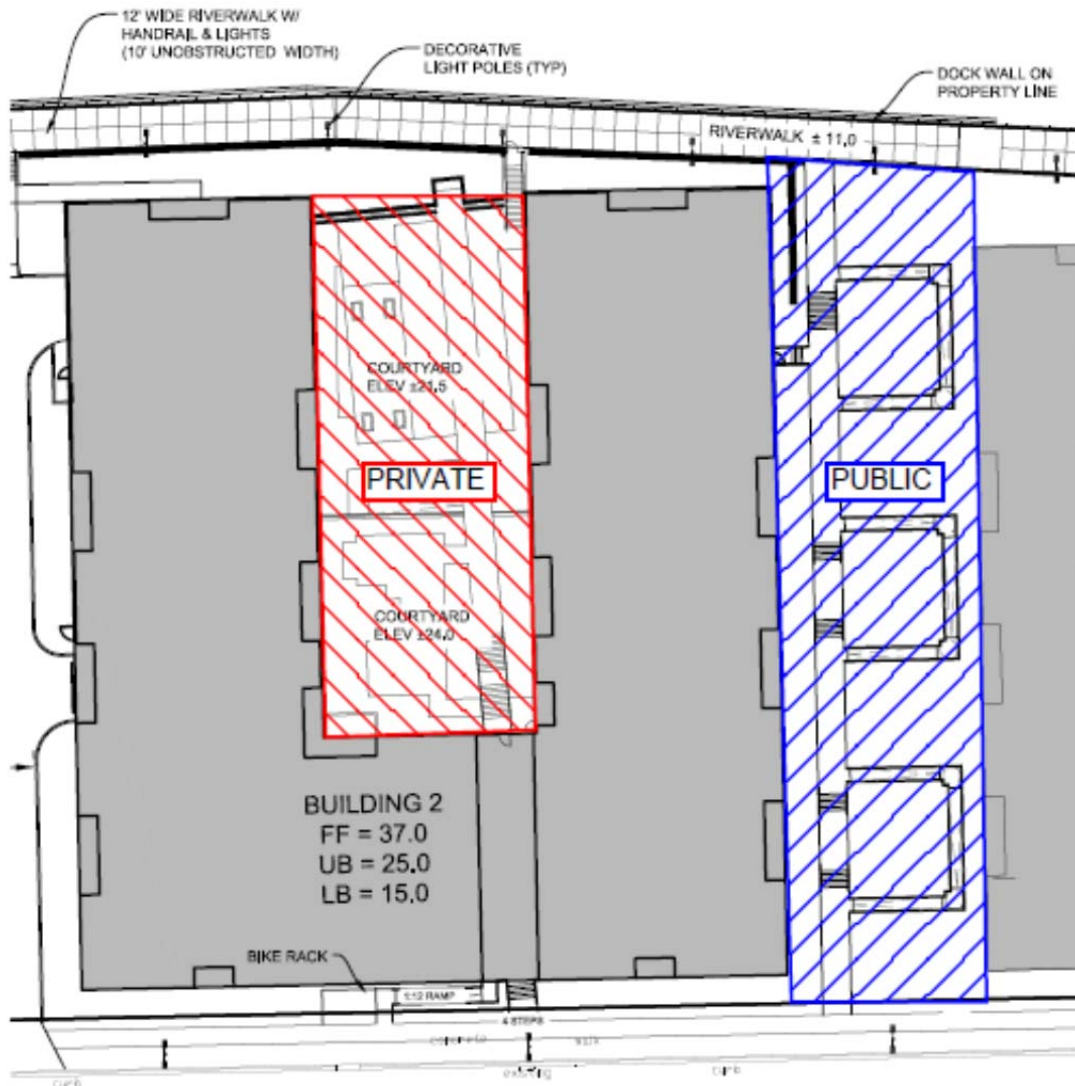
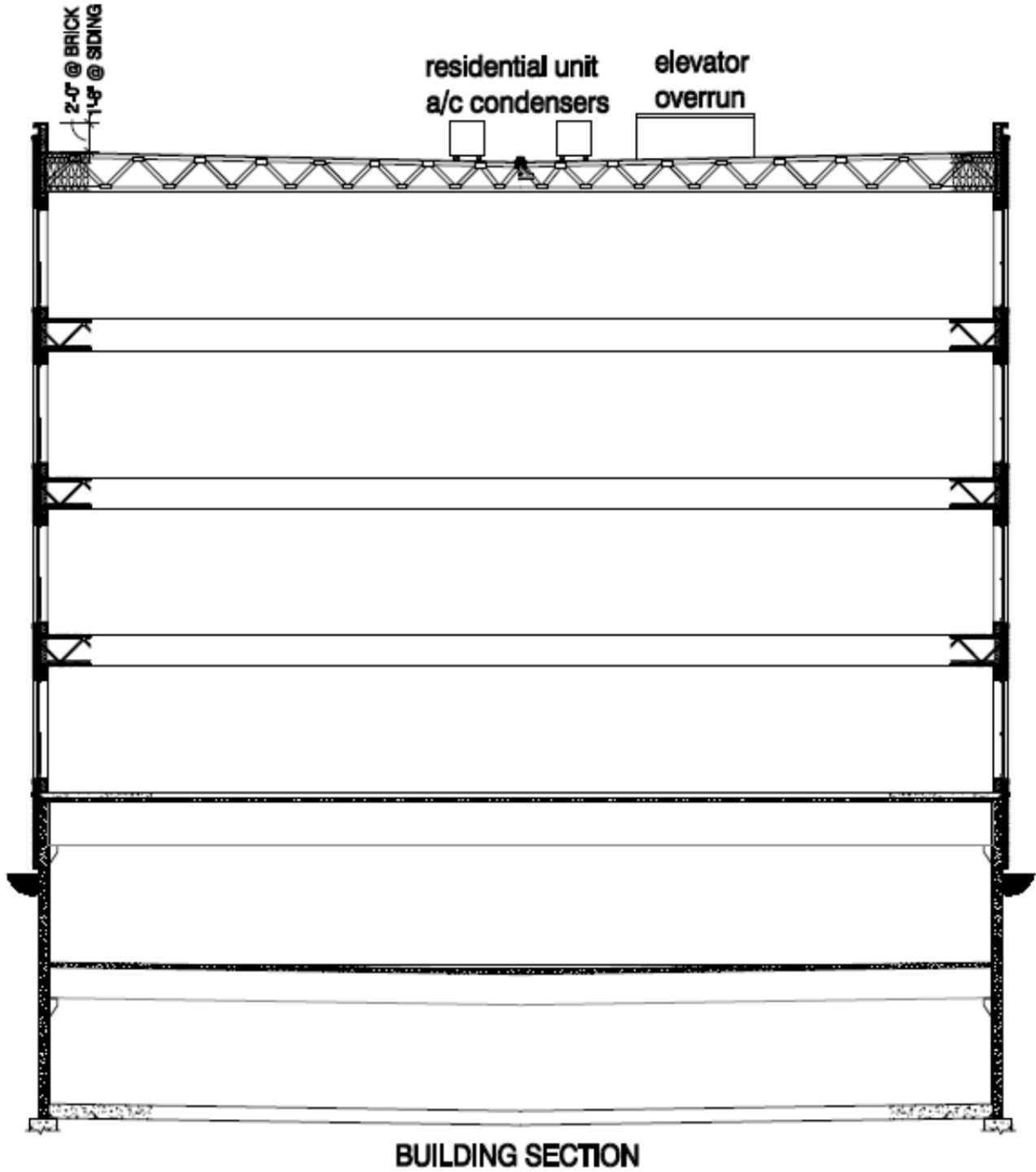


EXHIBIT D

Rooftop Screening



Statistical Sheet

Gross land area: Total: Approximately 5.685 acres or 247,651 square feet.

- Phase 1: Approximately 2.974 acres or 129,539 square feet (Building 1 and 2).
- Phase 2: Approximately 2.711 acres or 118,112 square feet (Building 3 and 4).

Land covered by principal buildings: Total: Approximately 2.942 acres or 128,135 square feet. Approximately 51.7% of the Site.

- Phase 1: Approximately 1.555 acres or 67,728 square feet. Approximately 27.3% of the Site.
- Phase 2: Approximately 1.387 acres or 60,407 square feet. Approximately 24.4% of the Site.

Land devoted to parking, drives and parking structures: Approximately .3581 acres or 15,600 square feet for drives only (all parking will be located under buildings). Approximately 6% of the Site.

Land devoted to landscaped open space: Approximately 2.600 acres or 113,256 square feet. Approximately 45.7% of the Site.

Total square footage devoted to non-residential uses: 0 square feet.

Number of buildings: four.

Number of dwelling units per building: between approximately 110-125 units per building, on average. On average, approximately 560 square feet of lot area per dwelling unit. The dimensions of each unit vary depending on whether the unit is a studio, one bedroom, two bedroom or three bedroom unit.

Bedrooms per unit: mix of studios, 1, 2 and 3 bedroom units.

Parking spaces provided: Approximately 640 parking spaces total; an average of approximately 160 parking spaces per building. On average, there will be approximately 1.4 parking spaces per dwelling unit.