



FOLEY & LARDNER LLP

December 10, 2008

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Urban Design Commission
215 Martin Luther King Jr., Blvd.
Madison, WI 53703

Dear Commission Member:

Enclosed are concept plans reflecting the balance of Westgate Mall and the potential redevelopment opportunities for the property. The mall owner, Westgate Mall 1999, LLC, retained David Schreiber, of Schreiber Anderson and Associates, to prepare the plan.

The purpose of the plans are two-fold:

1. To place in context the proposed Hy-Vee development, both with the physical layout of the site and the various economic and property interests contained therein.
2. To better understand the potential economic synergy the Hy-Vee development will bring to the rejuvenation of the existing Westgate Mall.

Westgate Mall currently has 30 tenants located as shown on the enclosed site plan, which employ upwards of 265 employees. The tenants lease terms vary in maturity with the longest in excess of 20 years. As is common with this type of development, some of the major tenants have a say in what occurs within the common areas of the mall.

Many of the mall tenants have served the neighborhood and surrounding area and provided jobs for its residents from that location for some time; such as TJ Maxx, Rocky Rococo, Westgate Barbers and Wisconsin Craft Market. As such, they are valuable contributors to the community, and it is the owner's goal to protect, support and enhance our tenants and the property's presence within the community. The Hy-Vee development is a unique opportunity to take a critical first step toward achieving that goal.

Due to the timing of several leases, there is a window, albeit small, to bring in an anchor tenant capable of generating people and economic activity as a platform from which the owner envisions redevelopment of the mall over time. Redevelopment opportunities are shown on the enclosed concept plans. As noted in its application, Hy-Vee will construct at the south end of the Westgate Mall a full-service grocery store with supporting service retail uses and bring new economic value to the City tax base and 350-400 new jobs. Most importantly to the balance of the

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Westgate Mall, Hy-Vee will bring people and economic activity supporting and enhancing existing tenants and creating this opportunity for rejuvenation of the balance of the mall. Of course nothing can be achieved without support from existing tenants, lenders and investors and such support is dependent upon economic strength and vitality, a need even more important in today's economic climate.

The Hy-Vee proposal is a classic in-fill development, one far more complex than bare land development but one that provides more opportunity to the community than merely the development of a retail store. Rather we envision an outcome similar to how one retail user's willingness to undertake a more complex in-fill development ten years ago led to the redevelopment of the old Verona mall in the southwest quadrant of Highway 151 and the Beltline. Surely it was a more complex development but one with rewards to the community far beyond the presence of the retail business. Hy-Vee at Westgate is a similar opportunity.

Over the long term, with Hy-Vee in place, the mall's redevelopment as illustrated on the attached Long Term Redevelopment Concept Plan will focus on these strategies:

1. Retain a core tenant mix that meets the neighborhood's need for retail and professional services.
2. De-mall the site to create a shopping "main street" effect while simultaneously enhancing the overall aesthetics, mall identity, connectivity to the neighborhood and sense of place for the development.
3. As market opportunities arise, create new mixed use venues for commercial and office users that adaptively reuse the existing mall buildings and add new buildings to densify the site.
4. As market opportunities arise, redevelop the Tokay Boulevard edge of the site to office and/or residential uses that would complement the existing University Research Park development.
5. As market opportunities arise and with adequate assistance, the construction of structure parking will facilitate the additional development opportunities and contribute to densify the site.

We ask that as you consider the Hy-Vee proposal, you do so in the context of its relationship to the balance of the site and the further growth it can drive. Hy-Vee's impact must be positive, not negative, on the other businesses and the balance of the property. The economic catalyst of Hy-Vee needs to be brought to the site as a means and opportunity for the City and neighborhood to accomplish its land use goals. Failing that, the owner has no other choice but to release the existing space and continue the property's current direction.



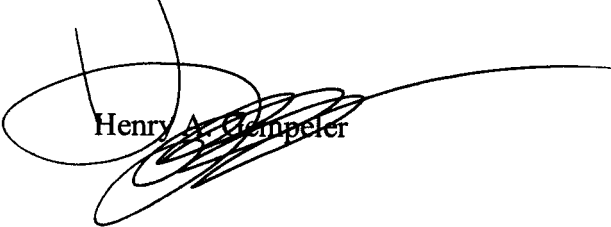
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Thank you for taking the time to consider the broader implications of the Hy-Vee development and the potential change the development will unlock at the Westgate Mall. The Hy-Vee proposal must be considered in that broader context.

We welcome the opportunity to discuss this exciting opportunity for the future of the Westgate Mall.

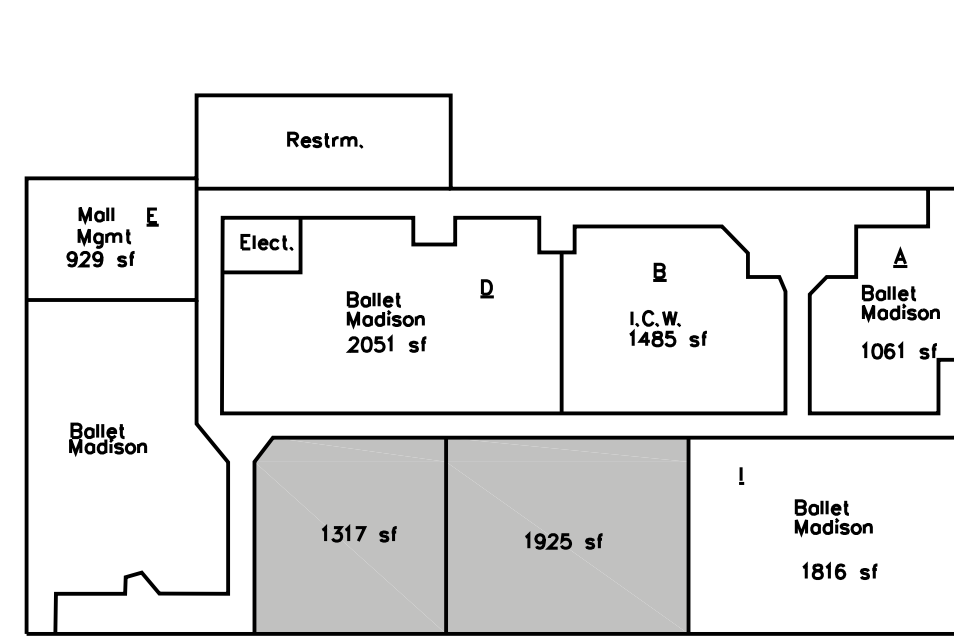
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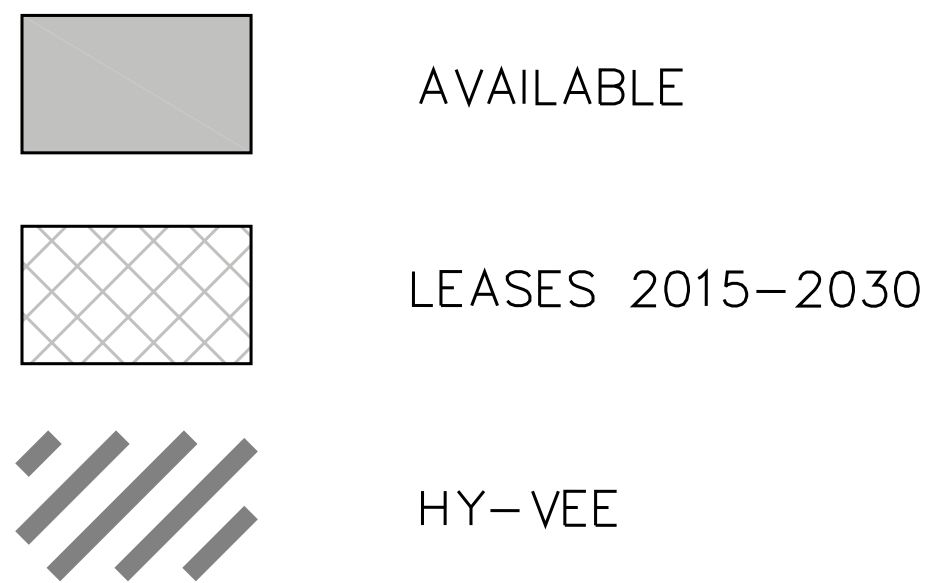
Henry A. Gempeler

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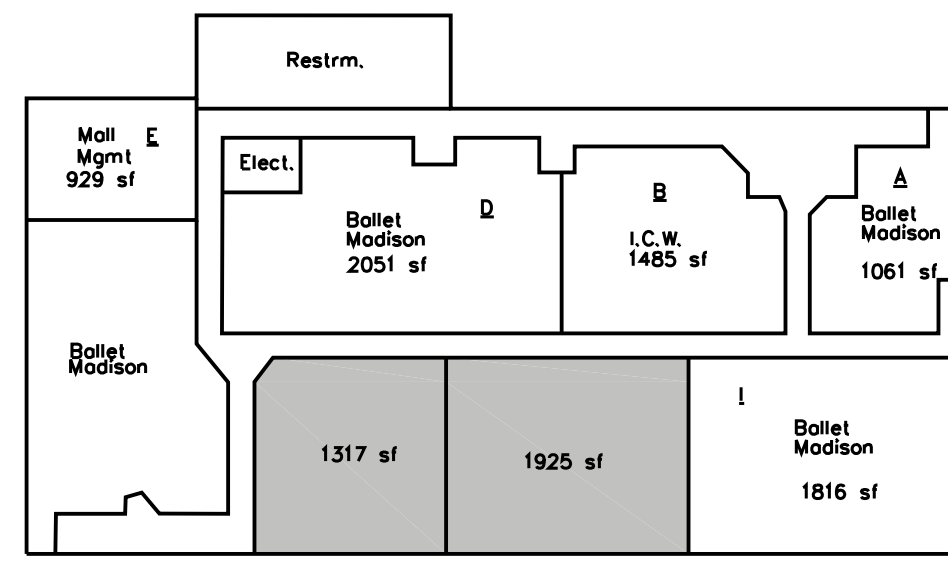
Enclosure



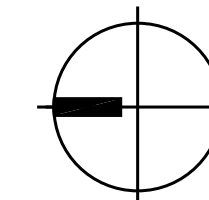
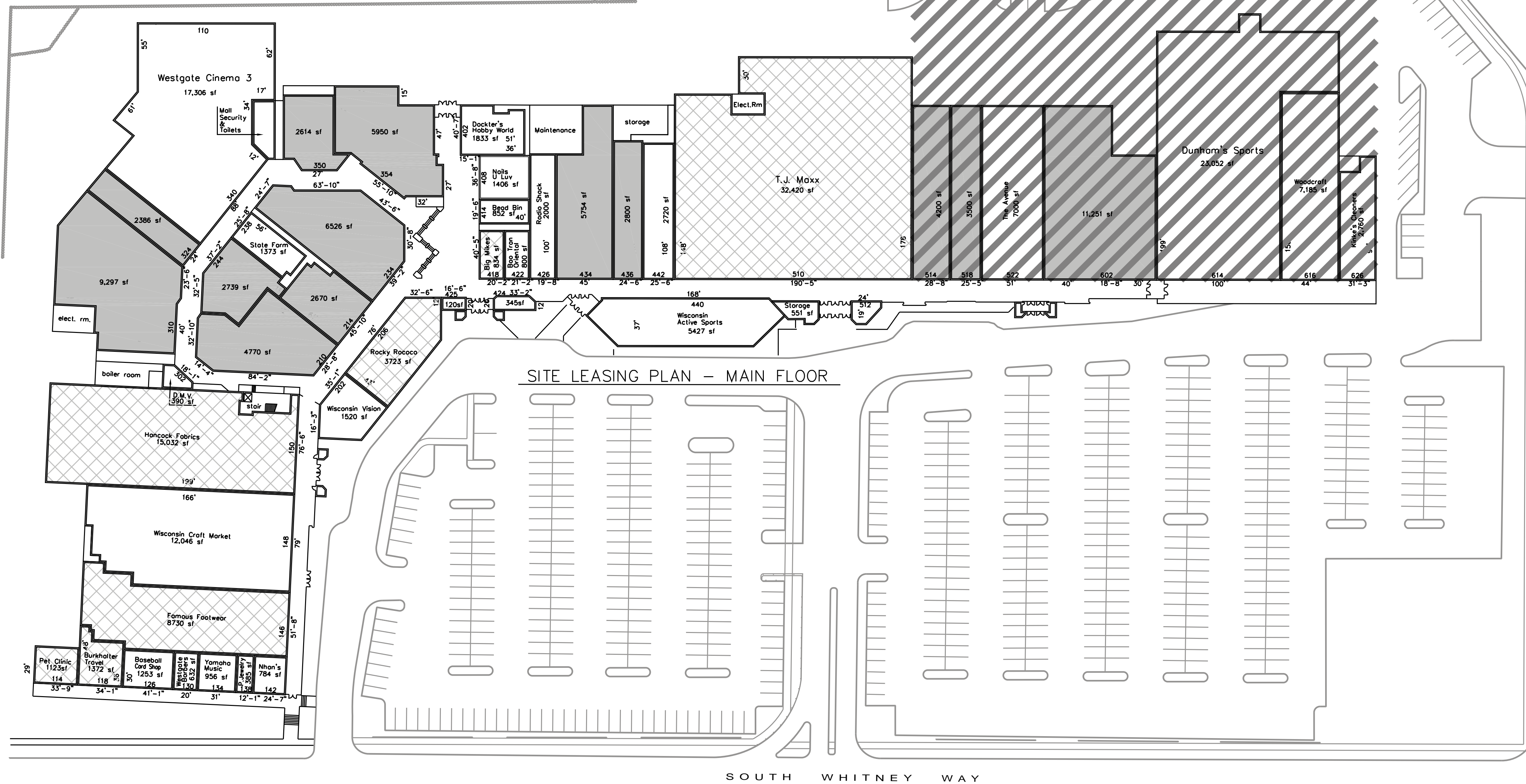
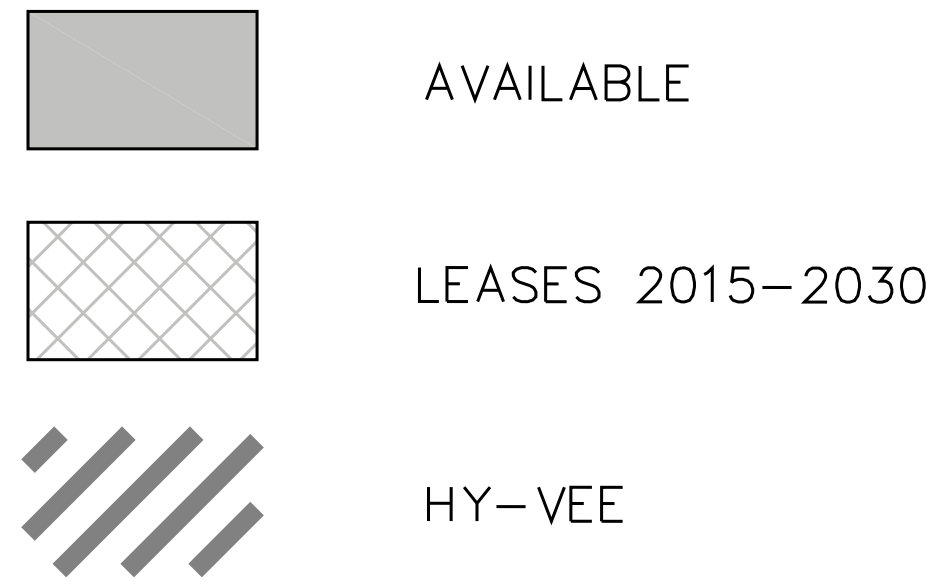
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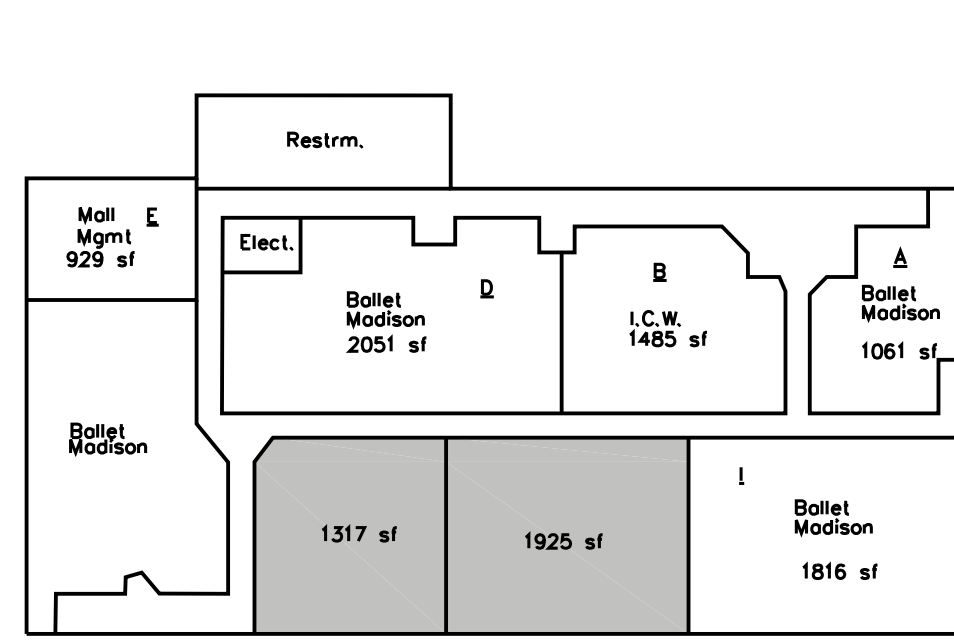


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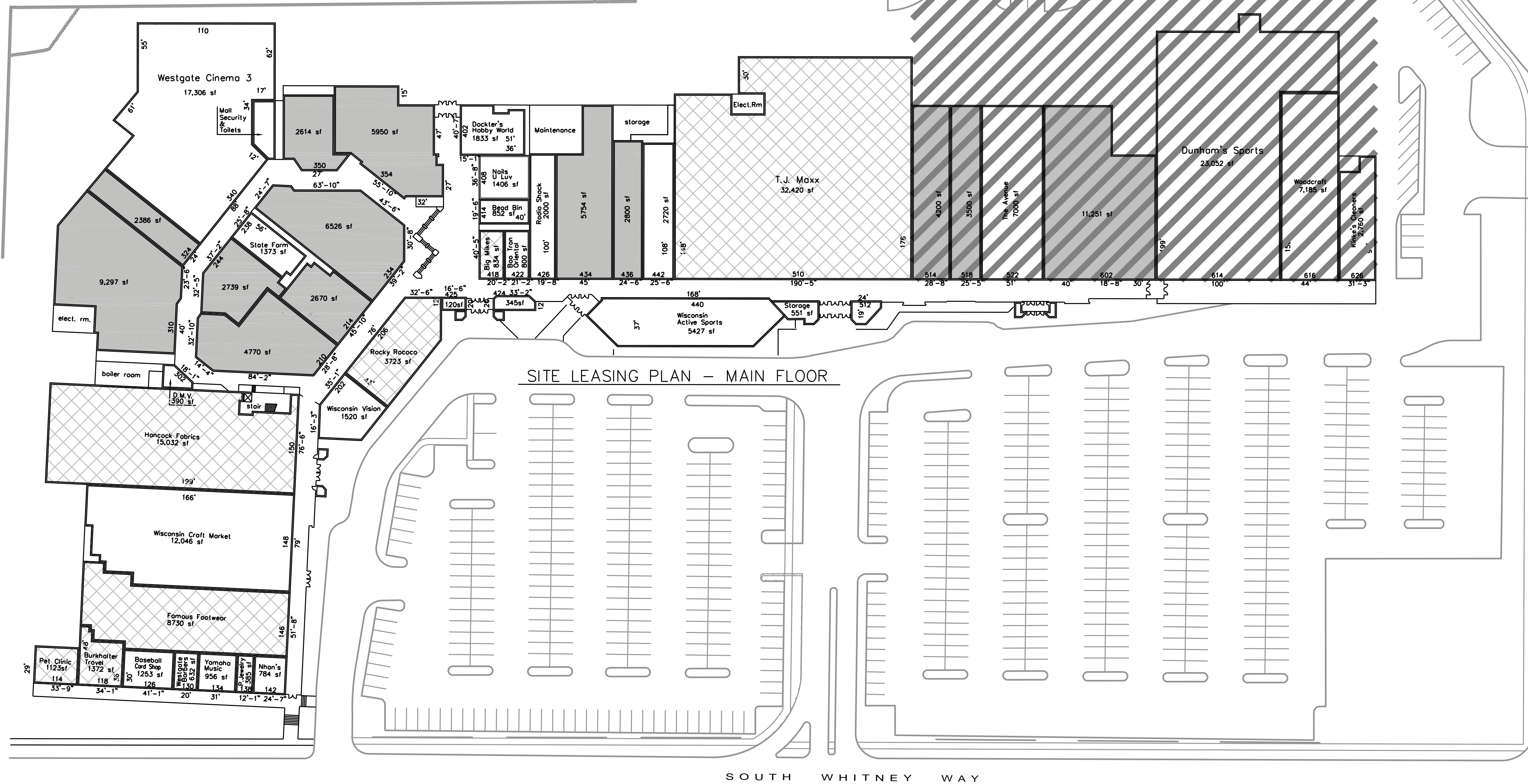
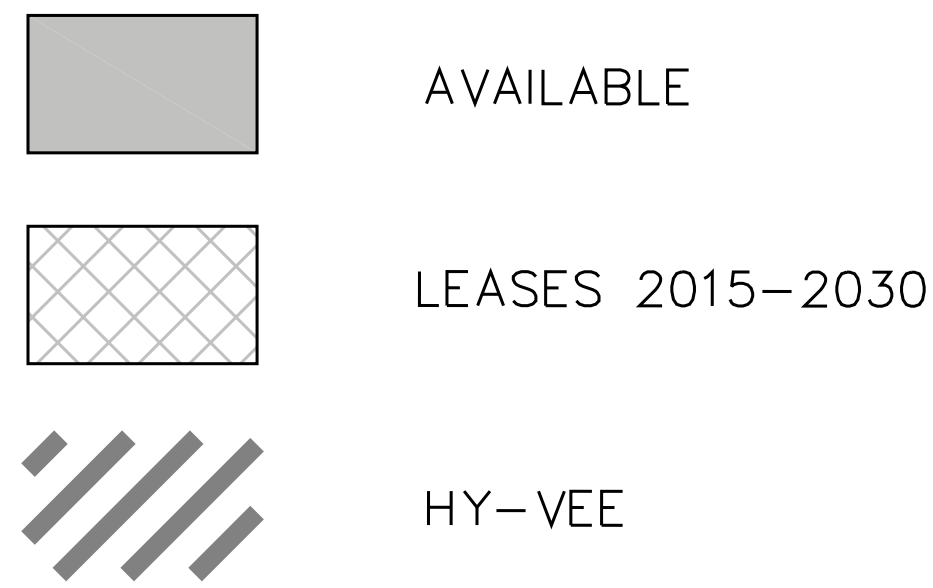


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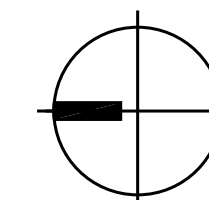


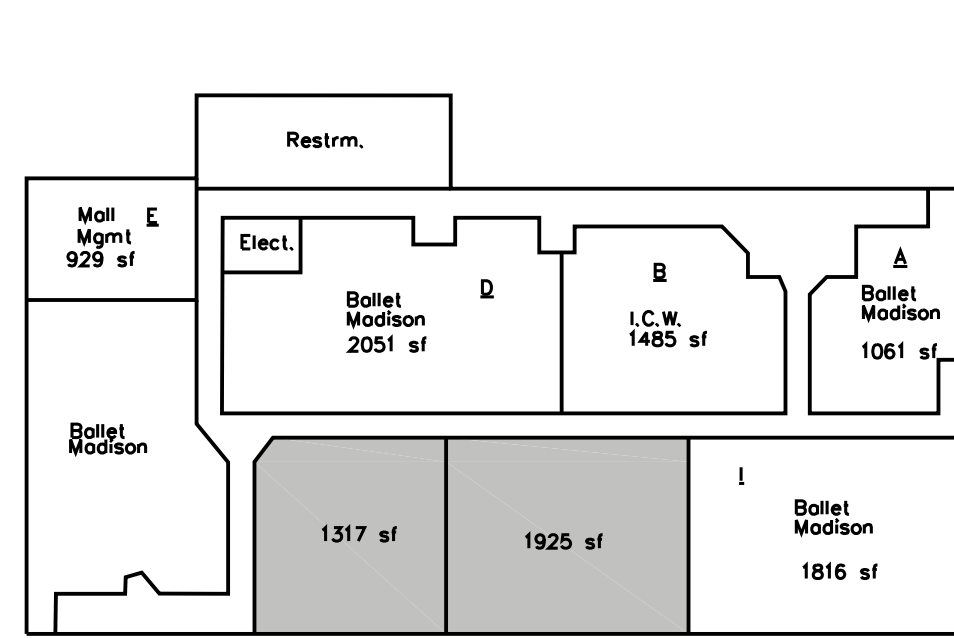


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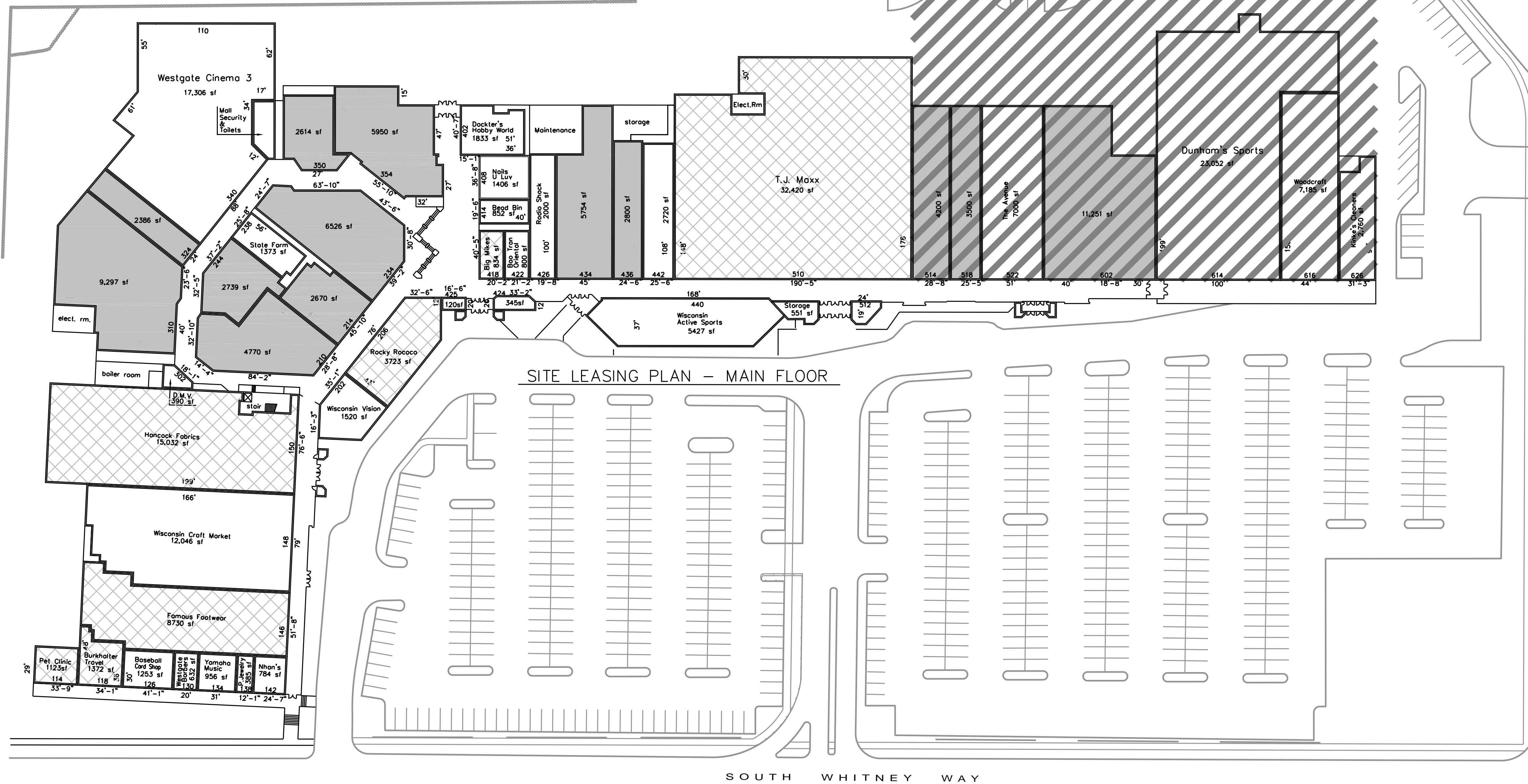
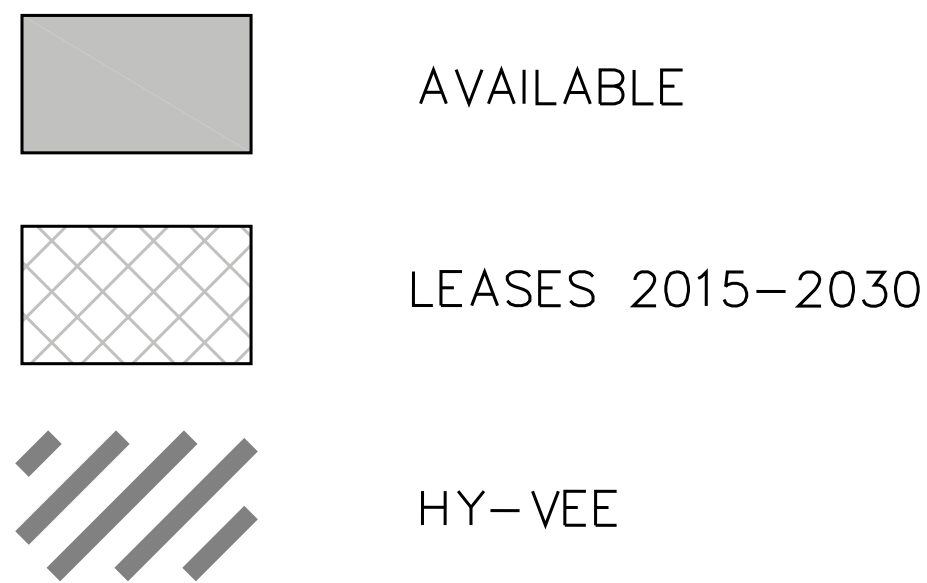


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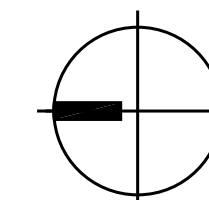


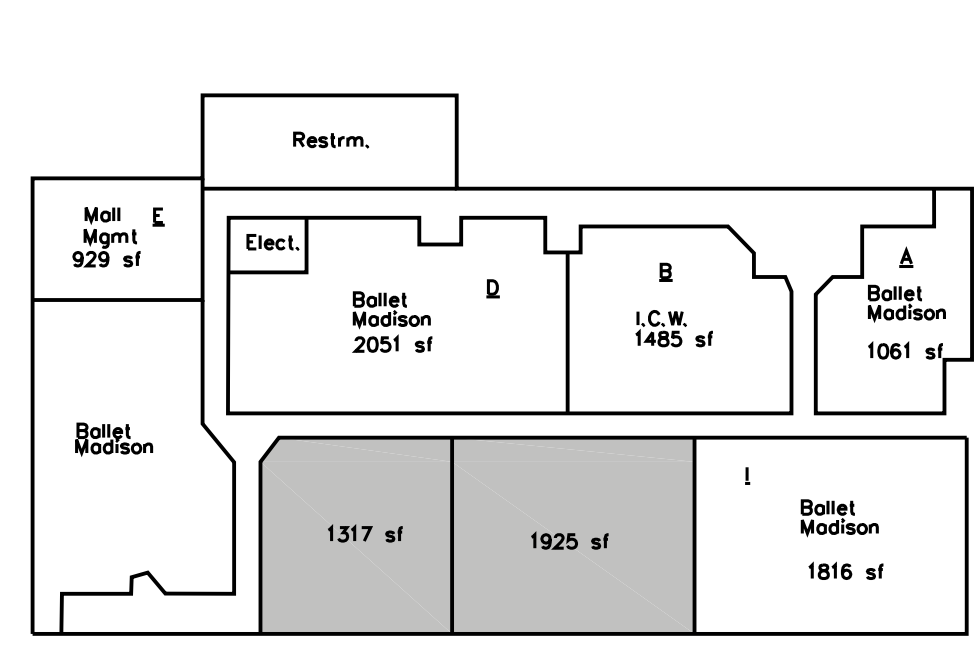


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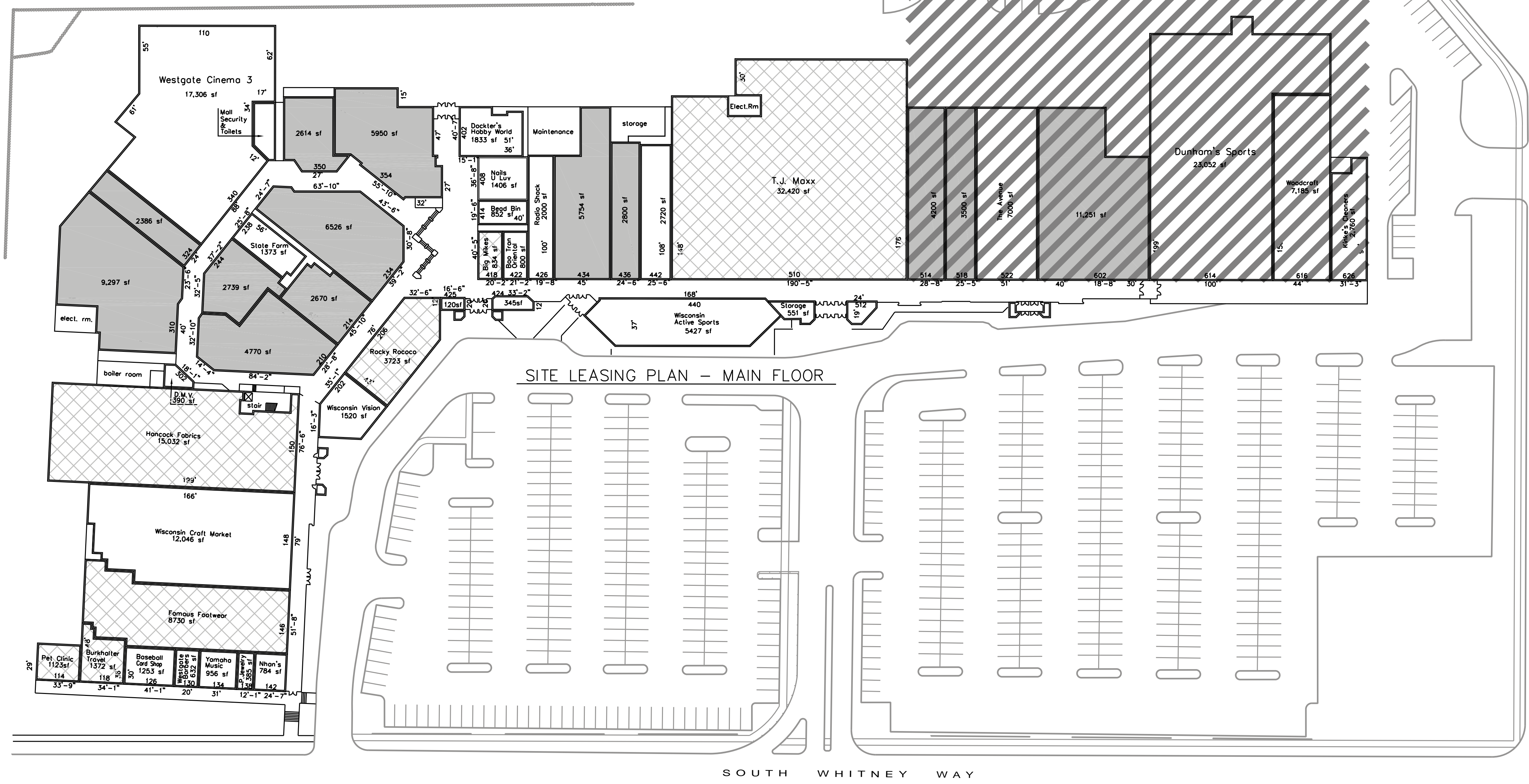
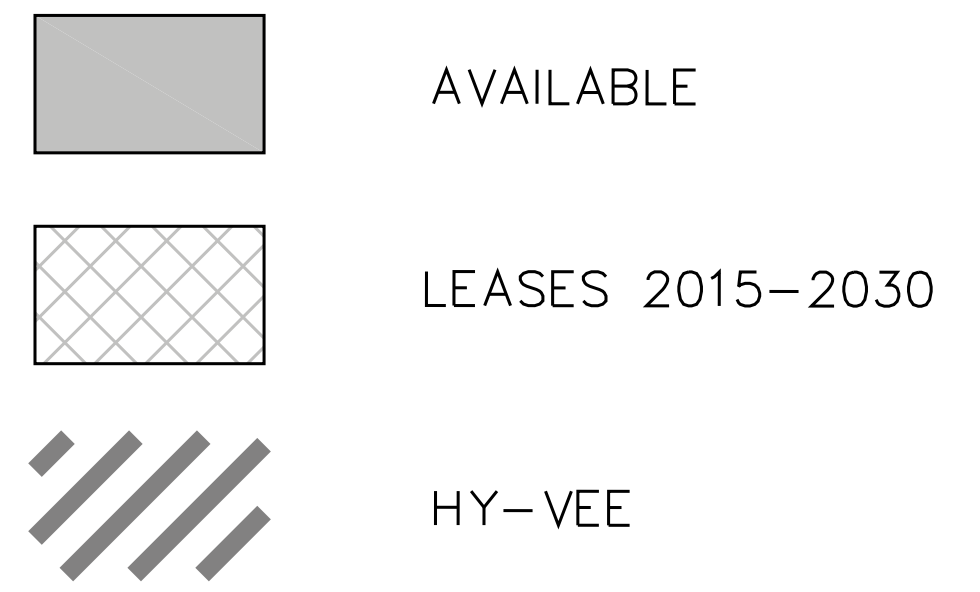


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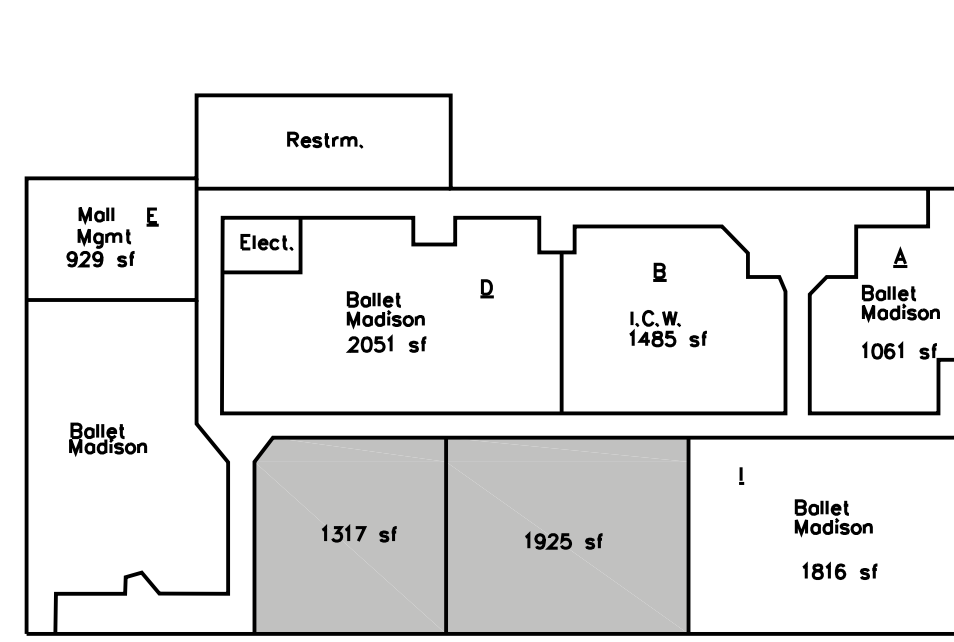




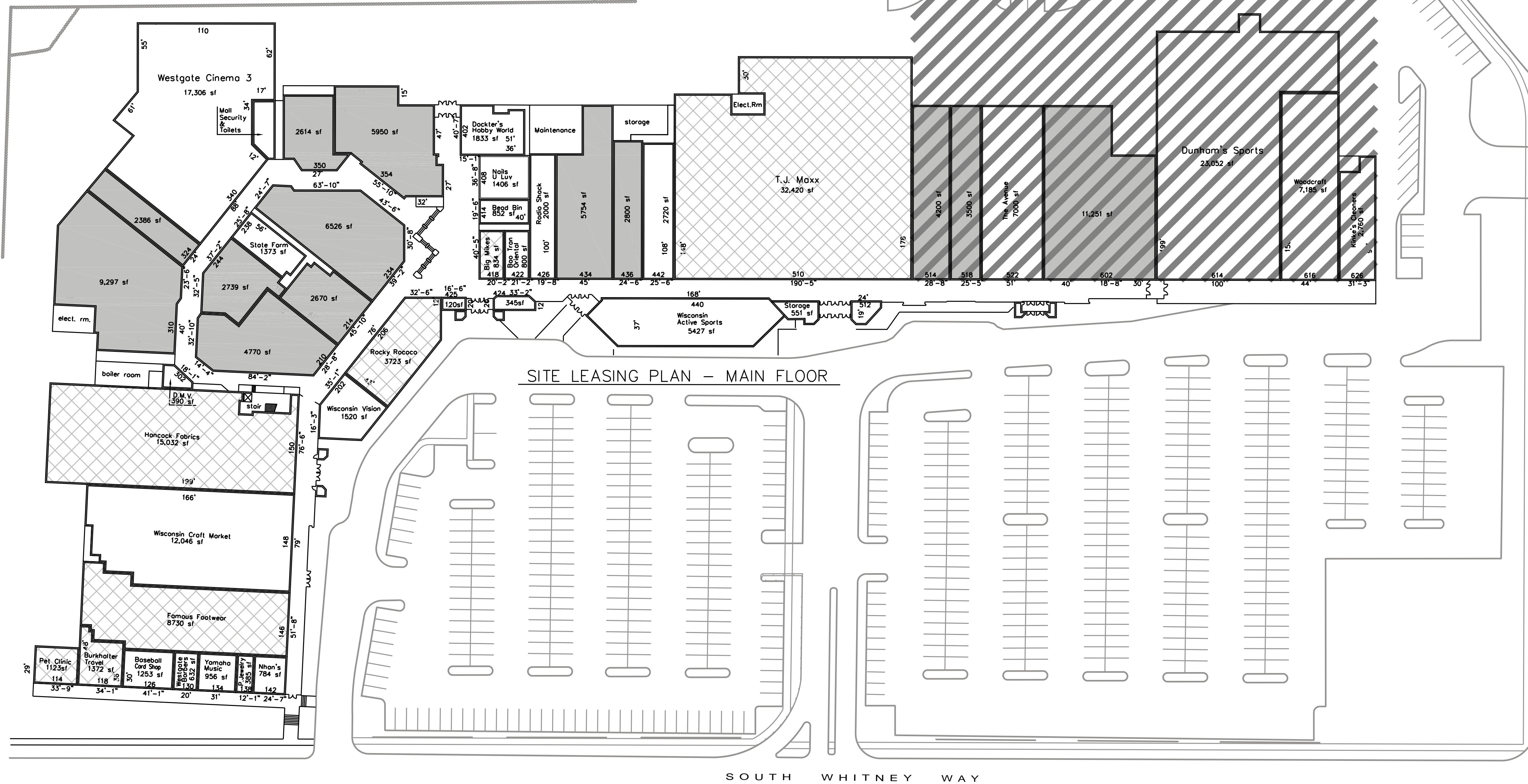
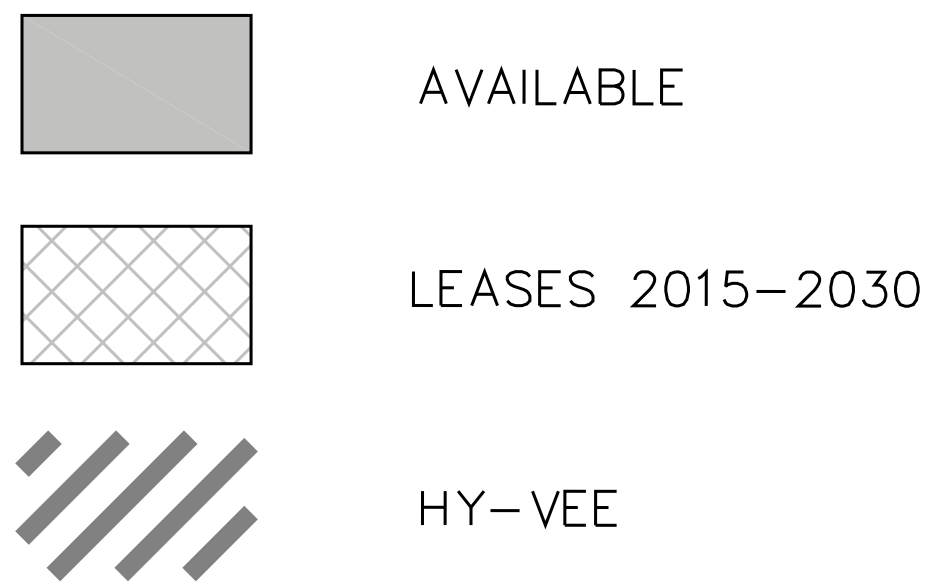
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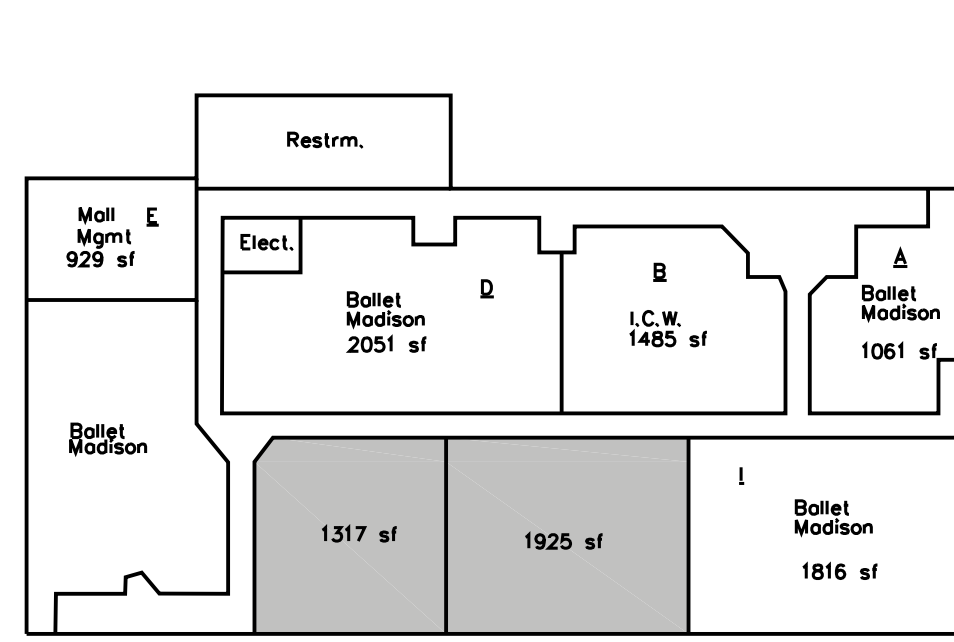
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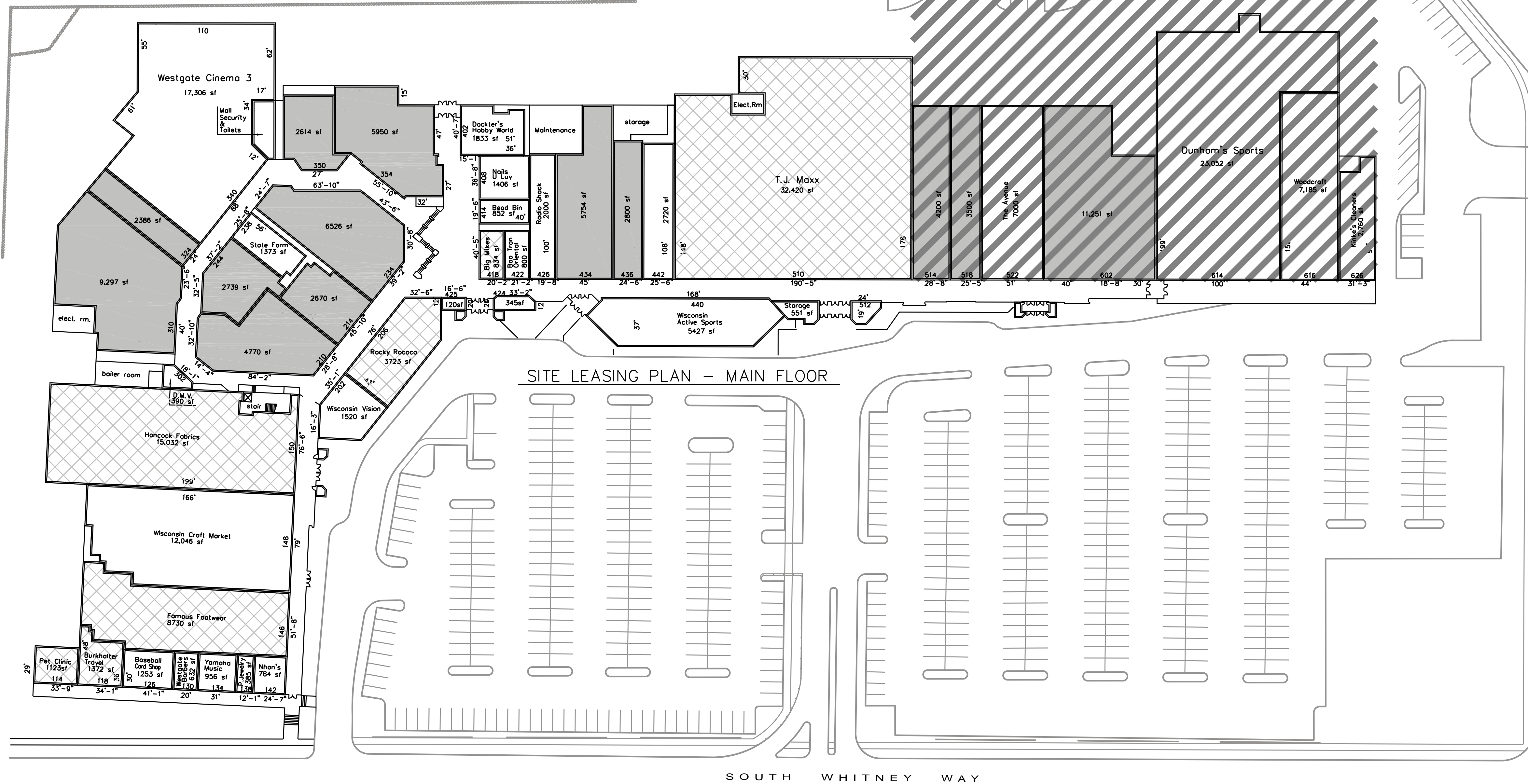
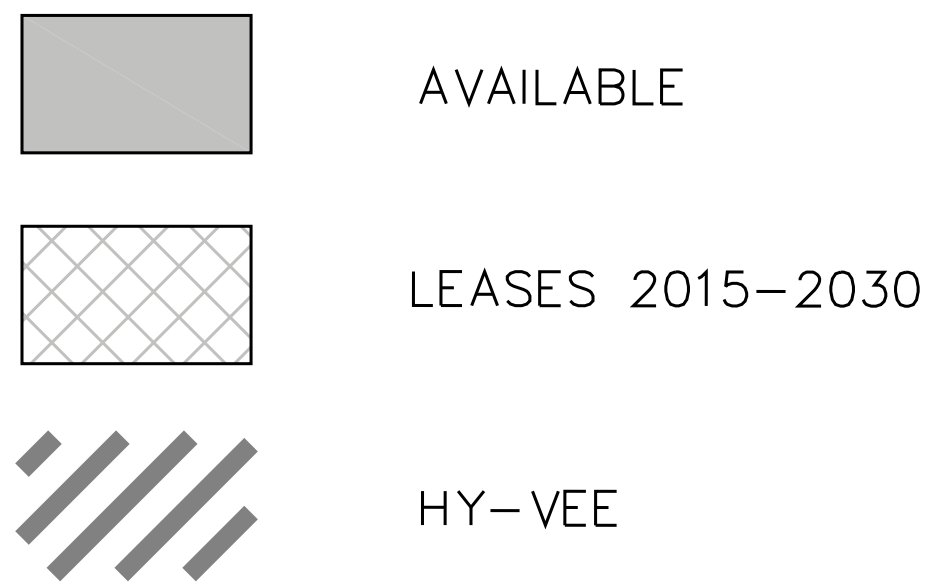
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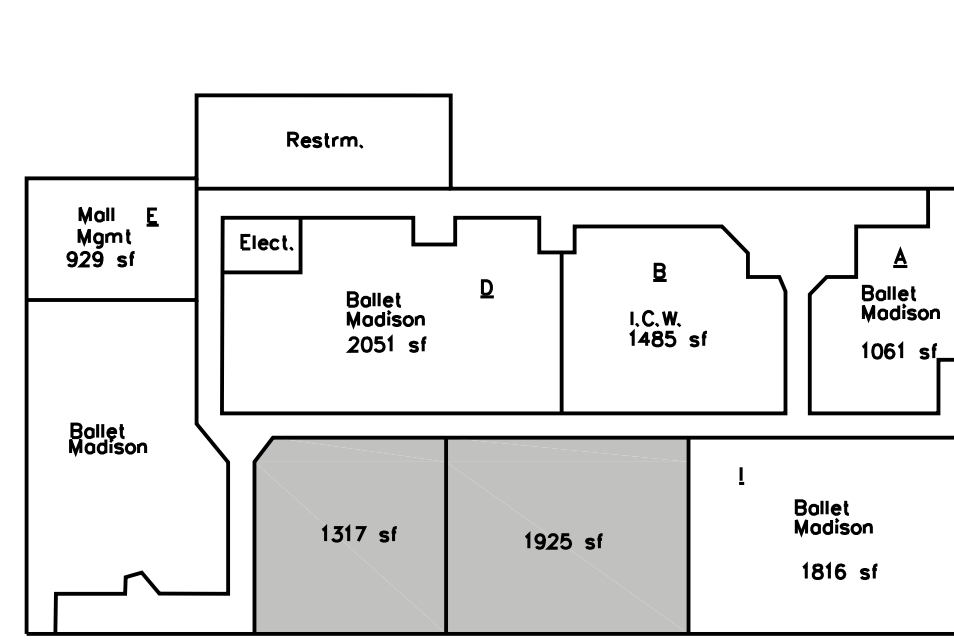
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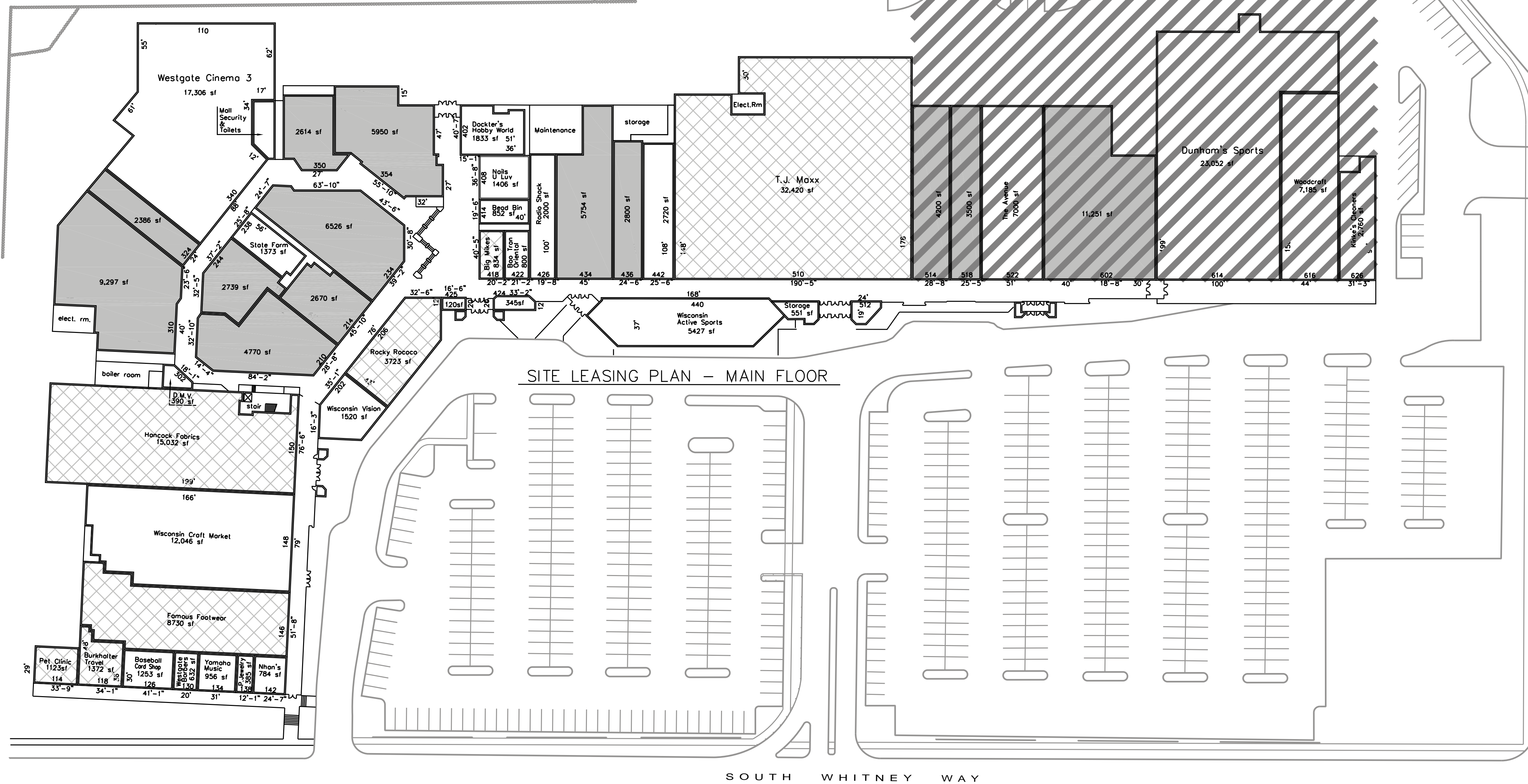
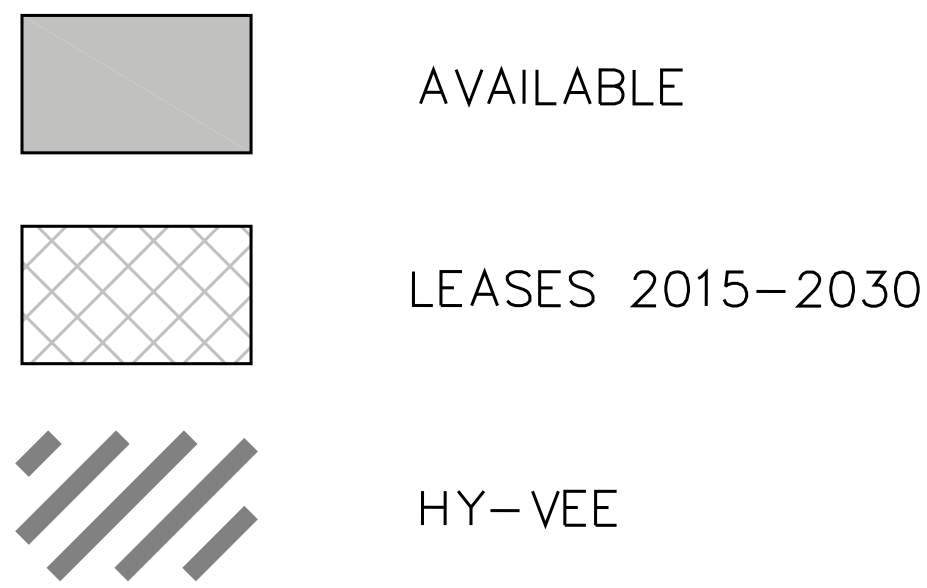
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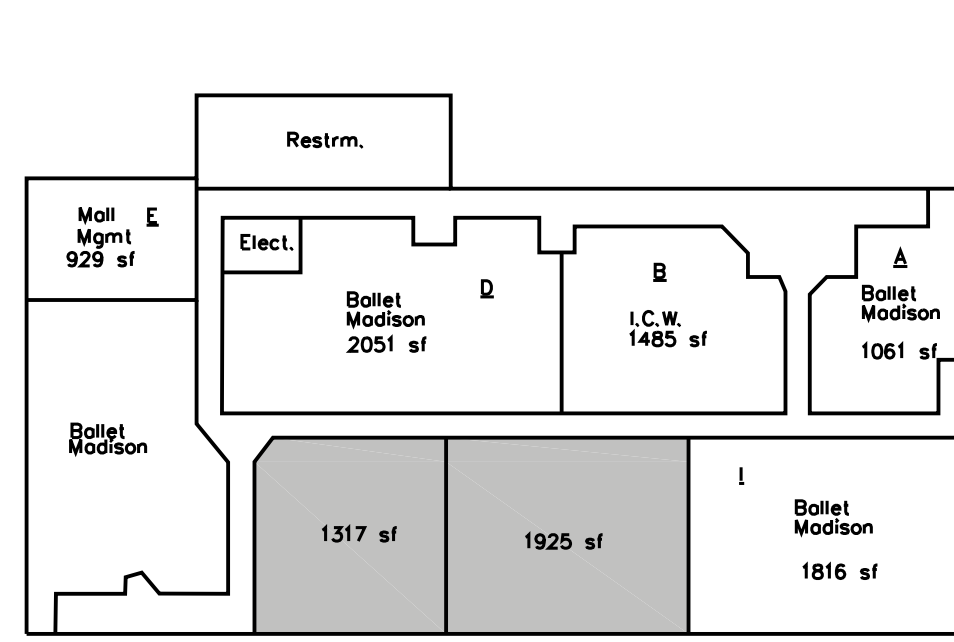
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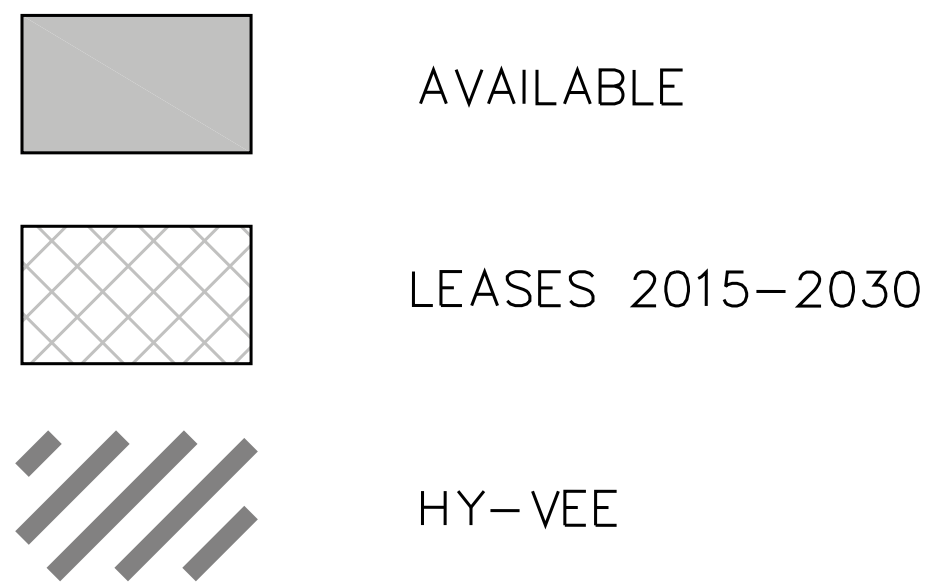
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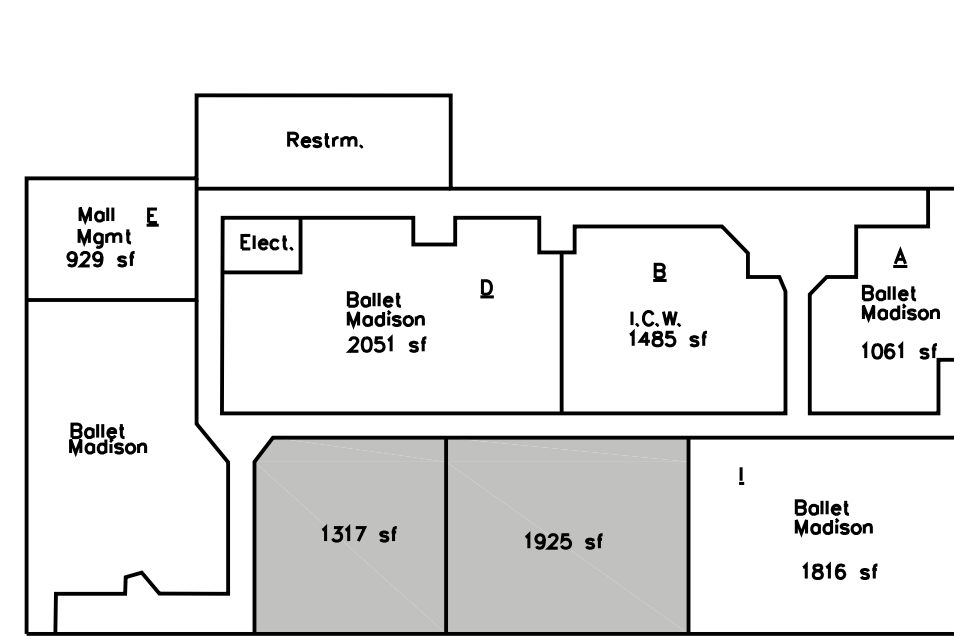
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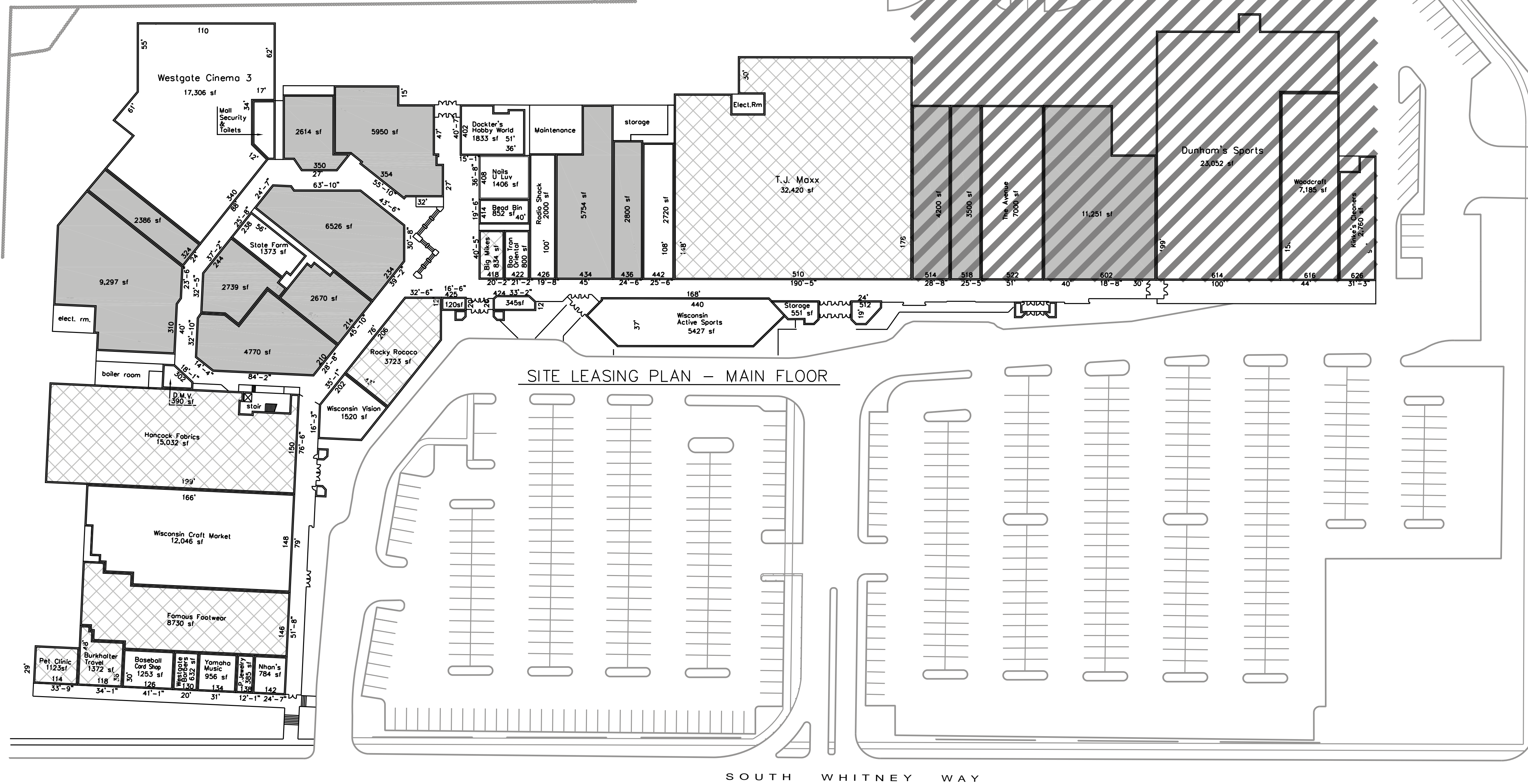
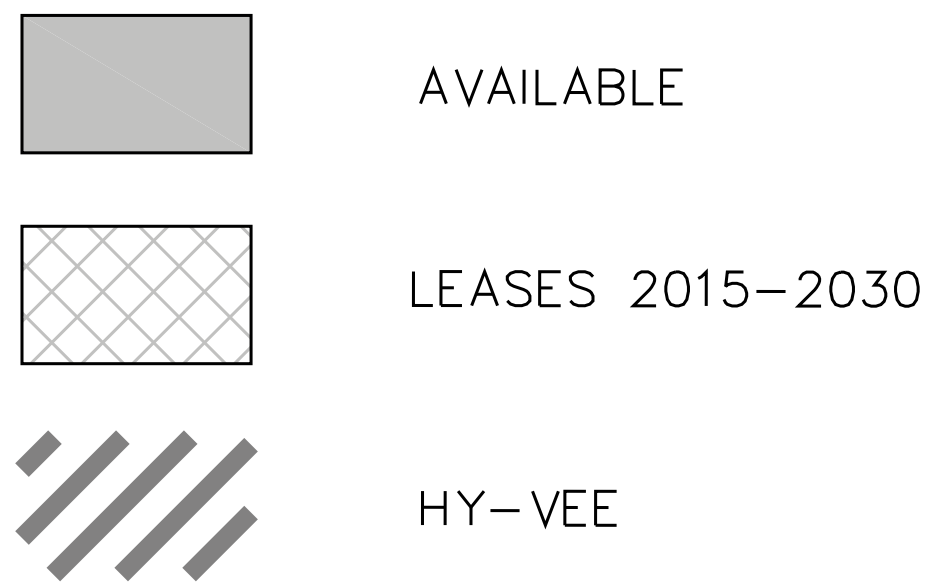
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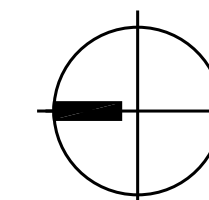
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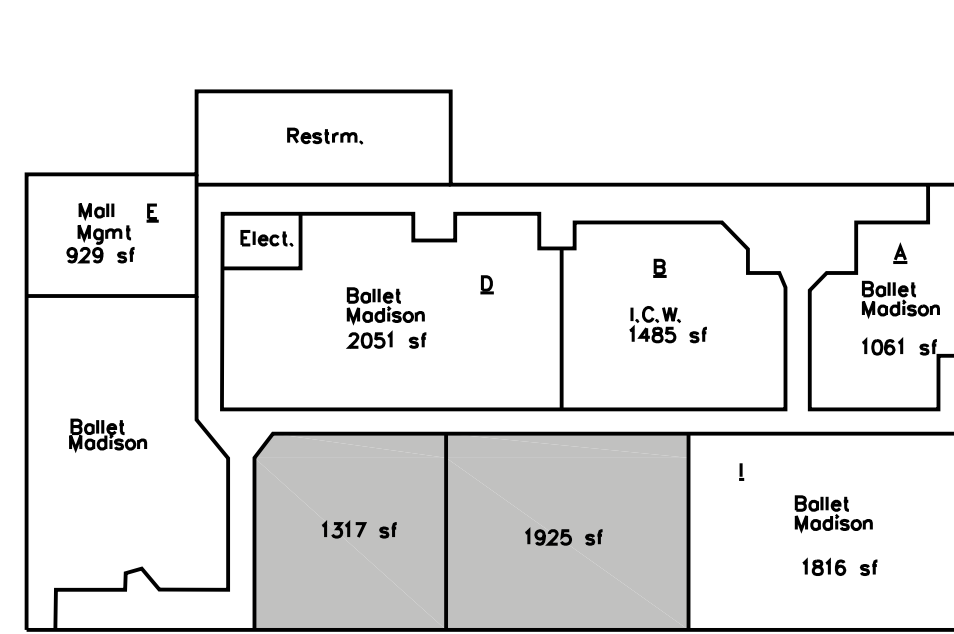


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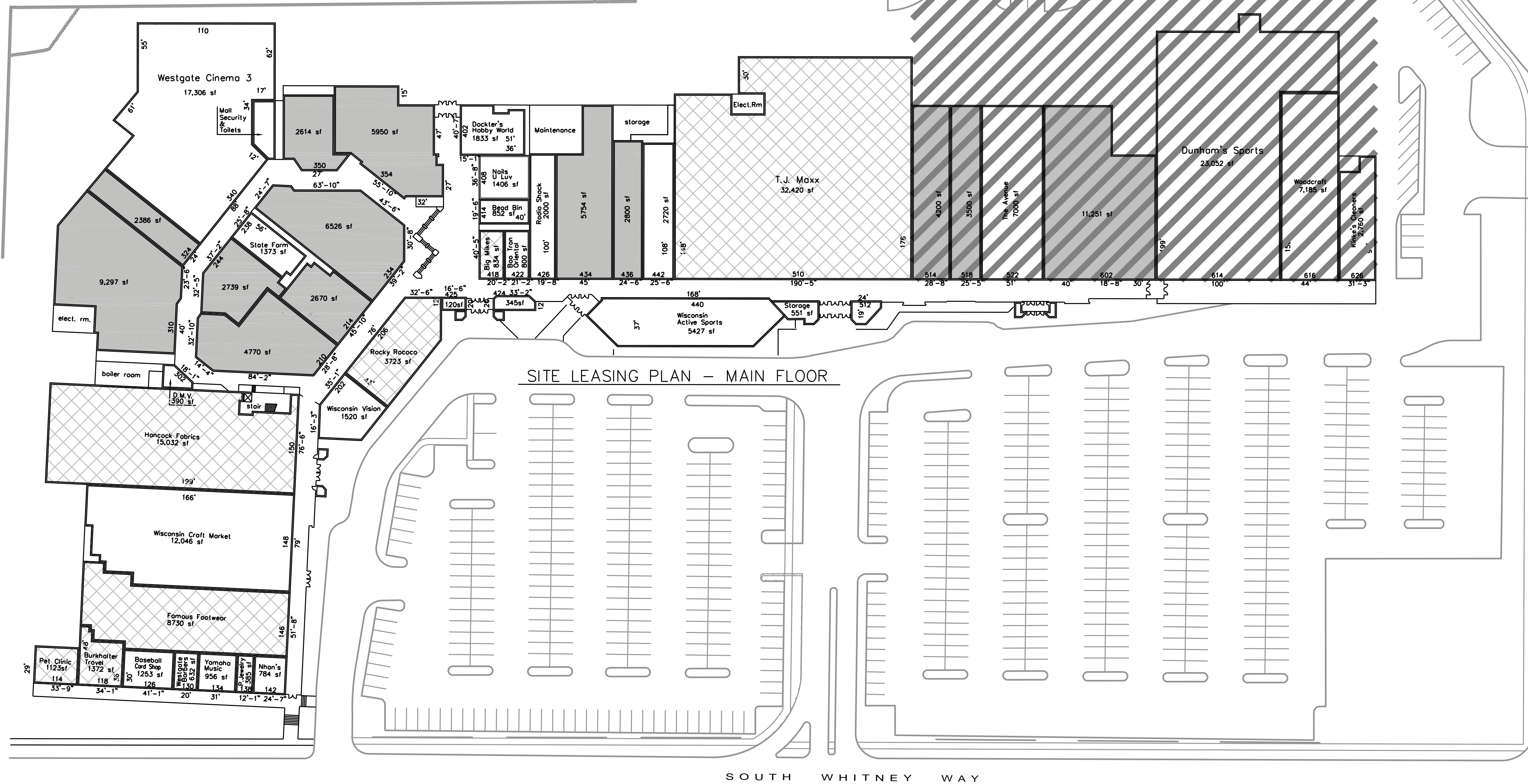
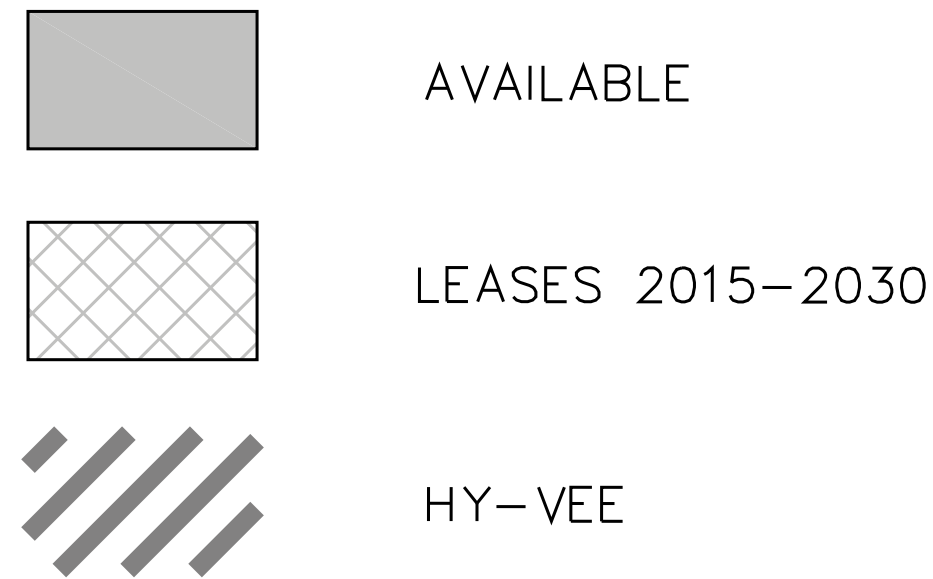


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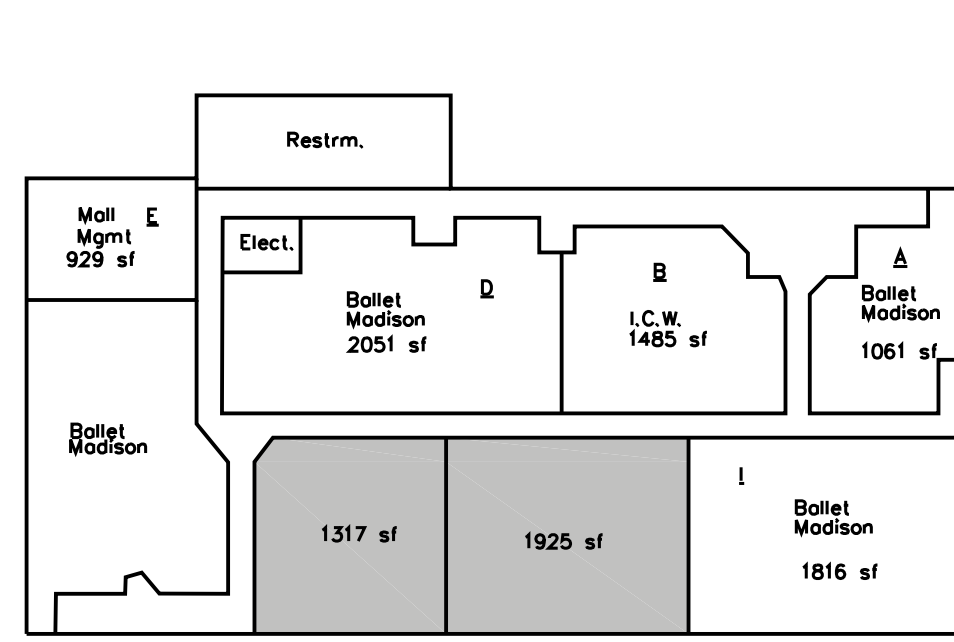




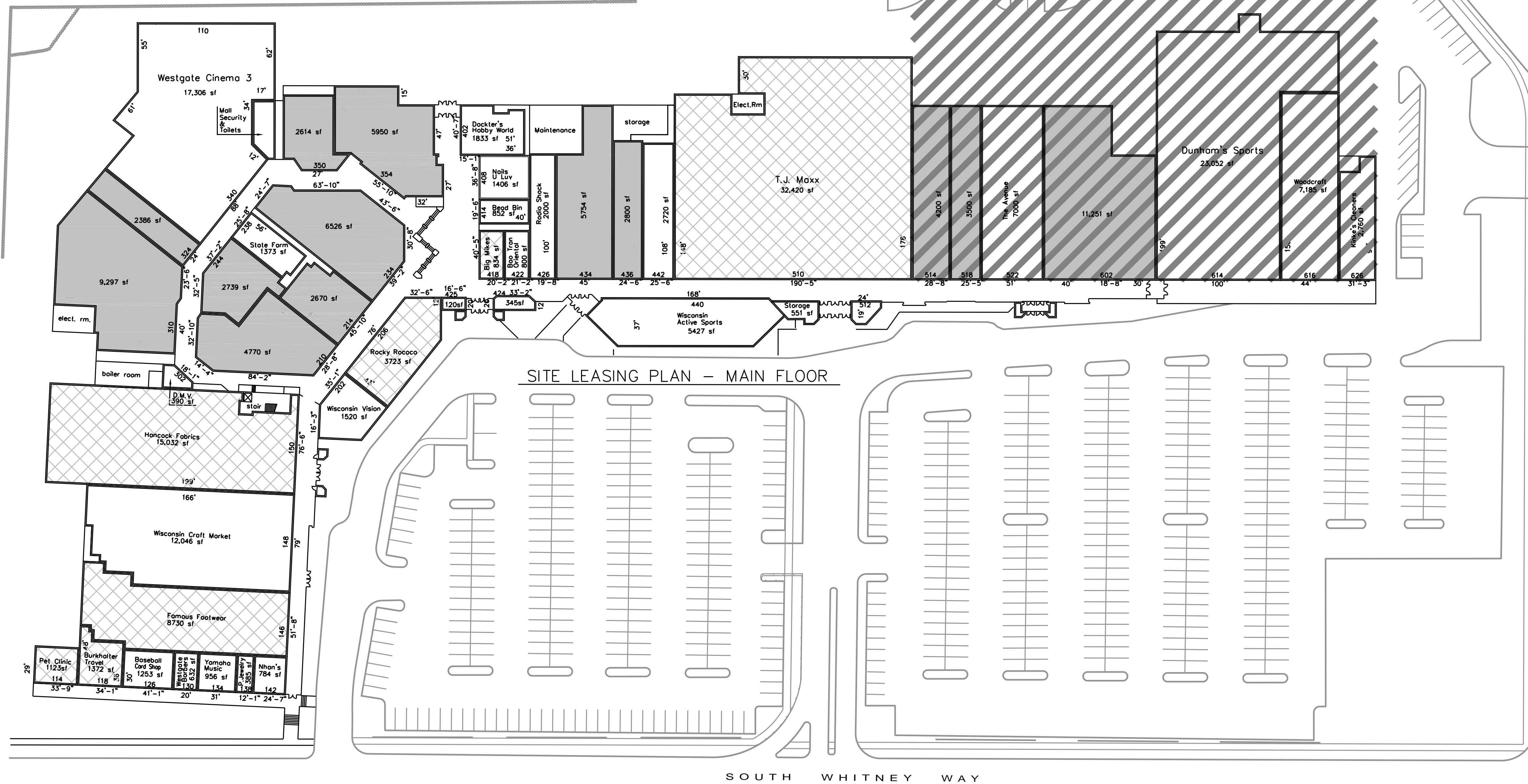
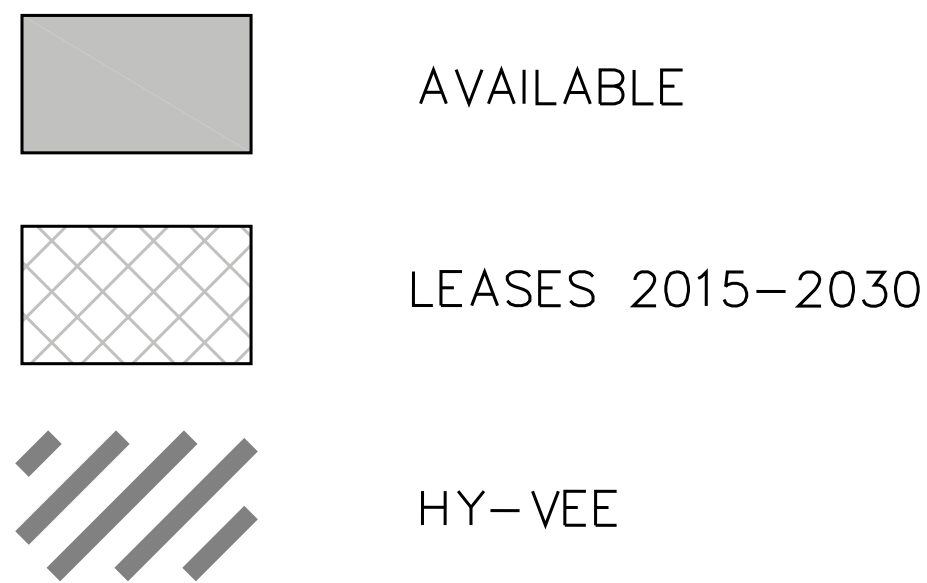
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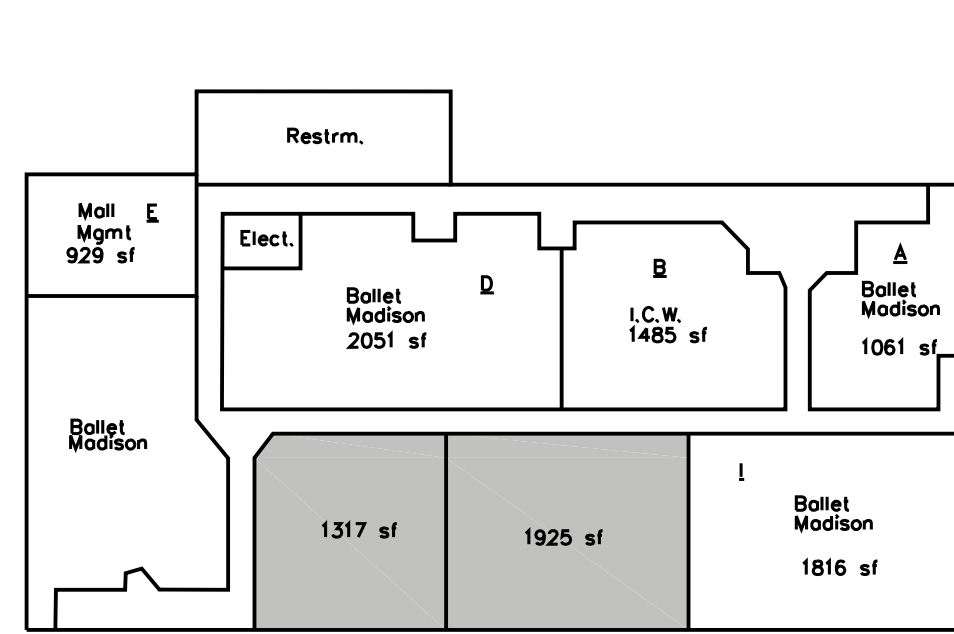
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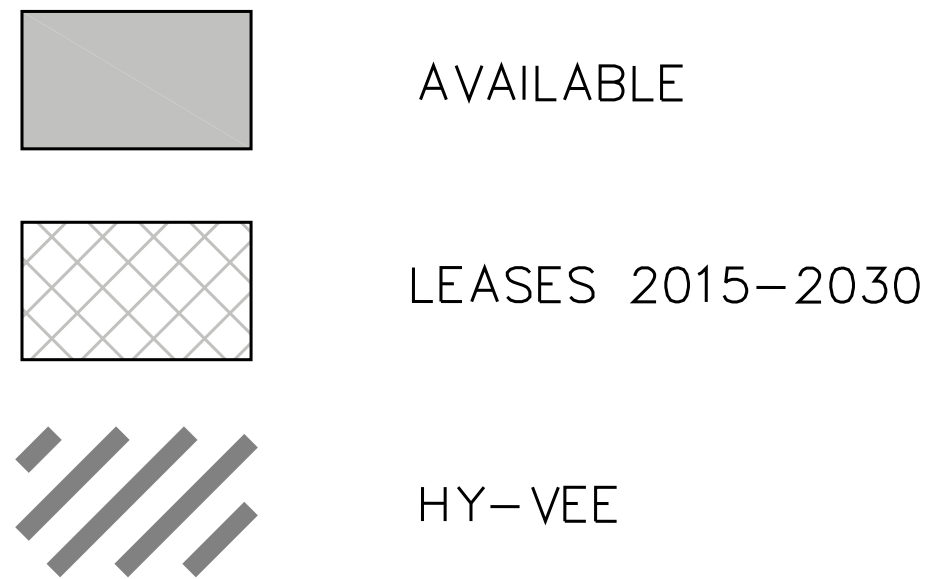
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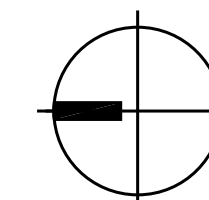
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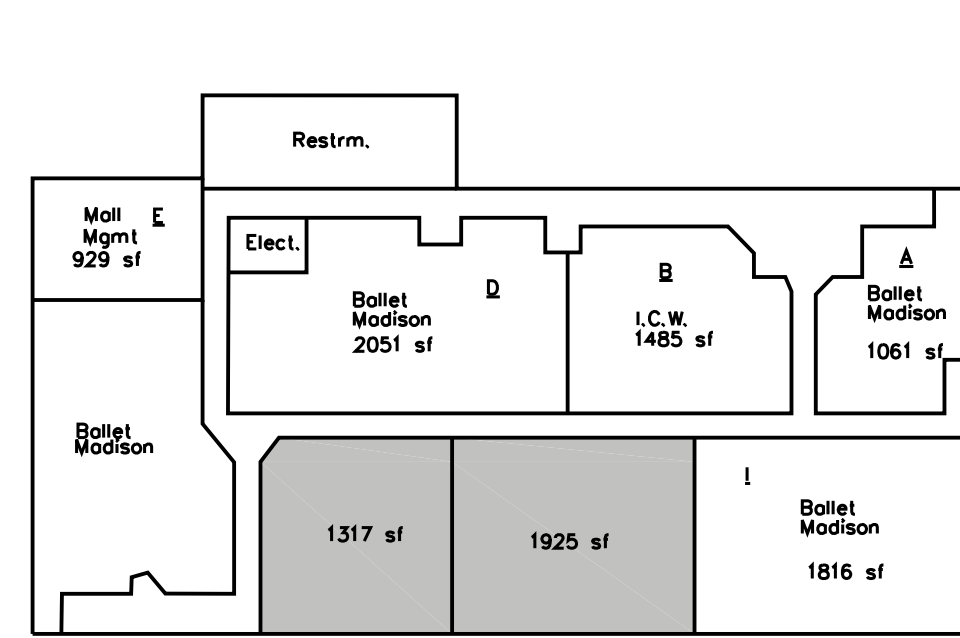


Leasing Plan

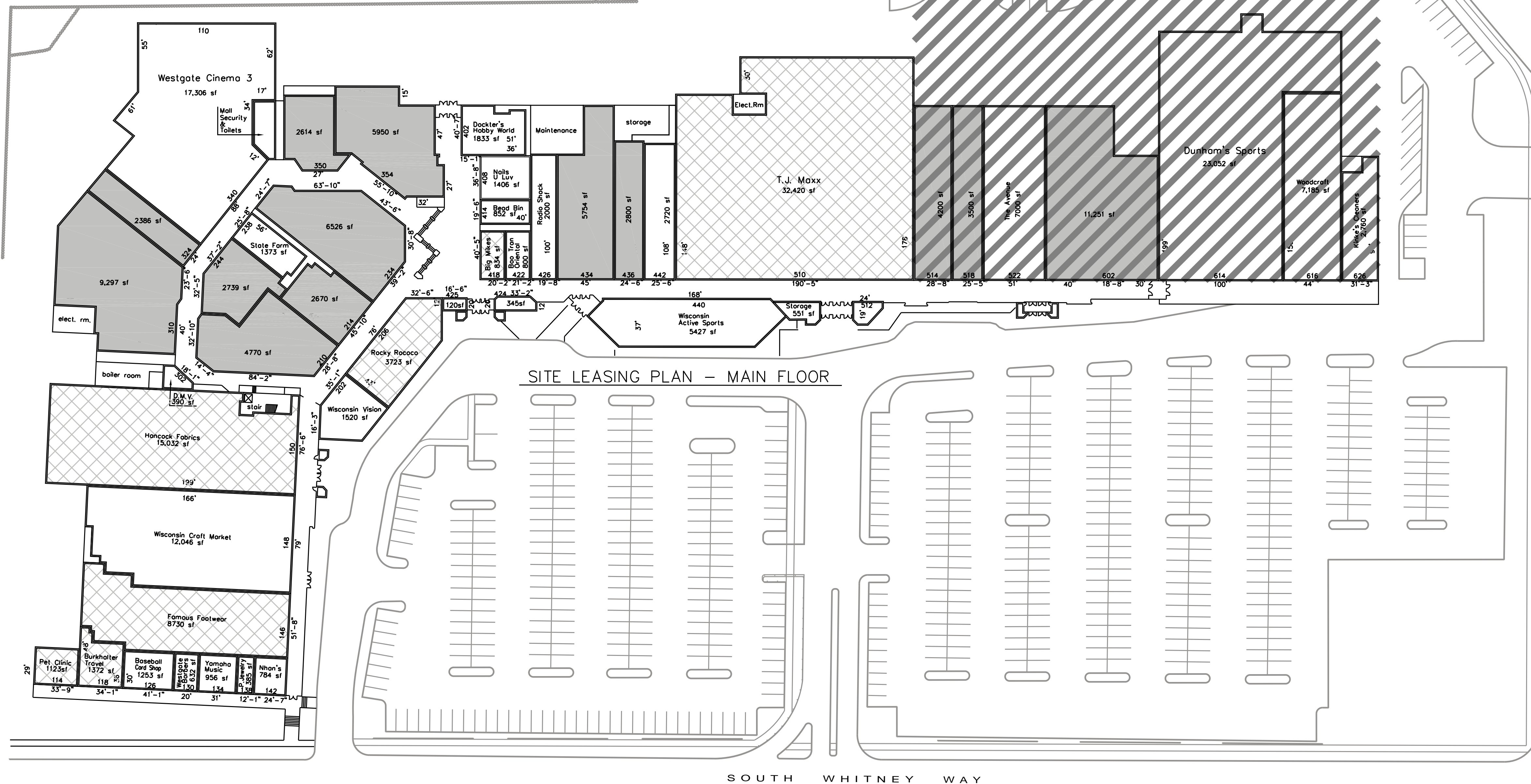
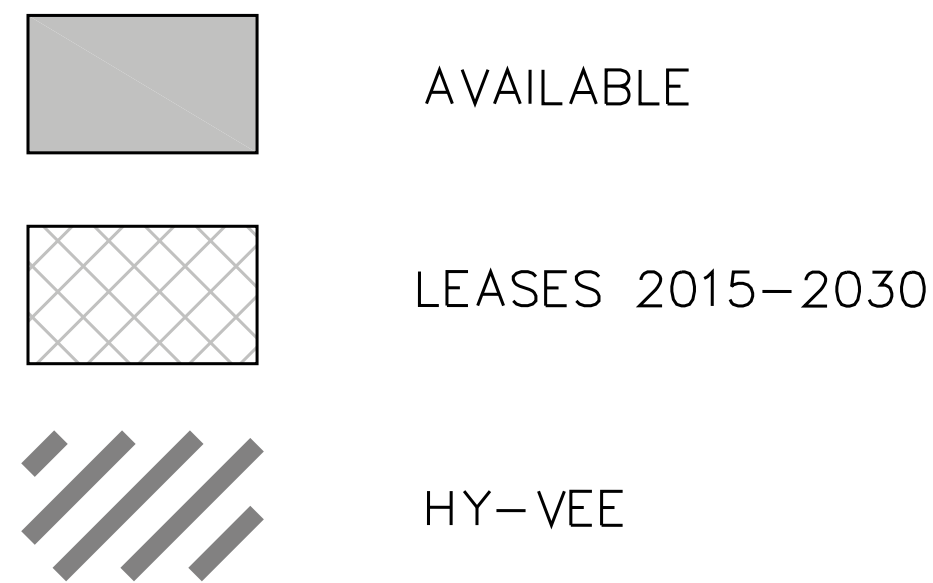
Westgate Mall

Madison, Wisconsin

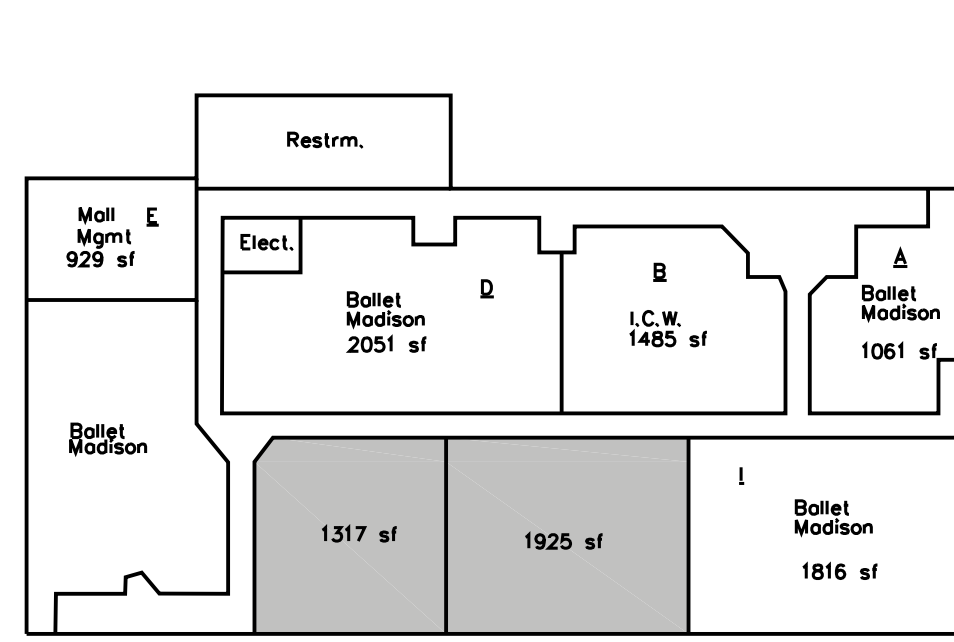




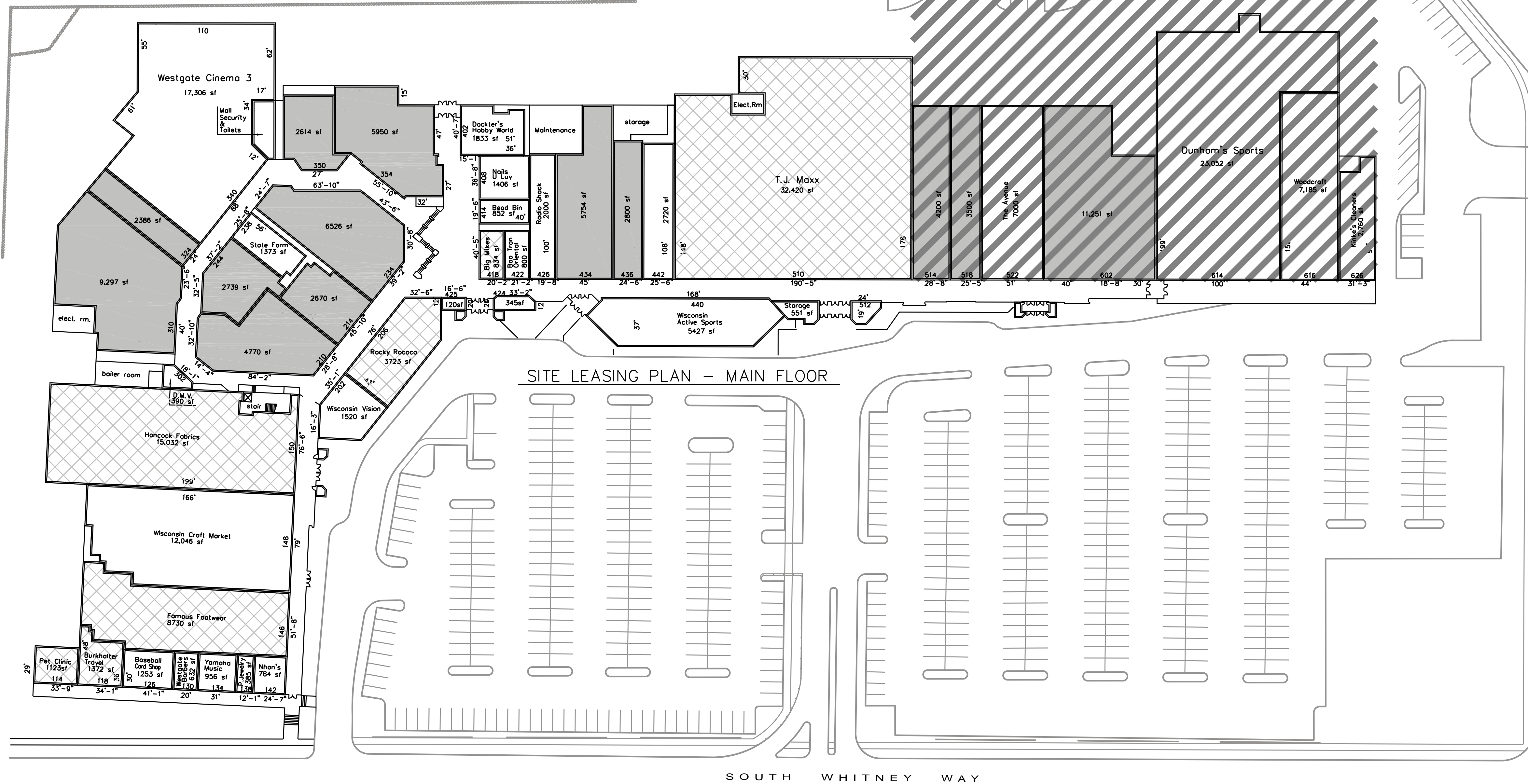
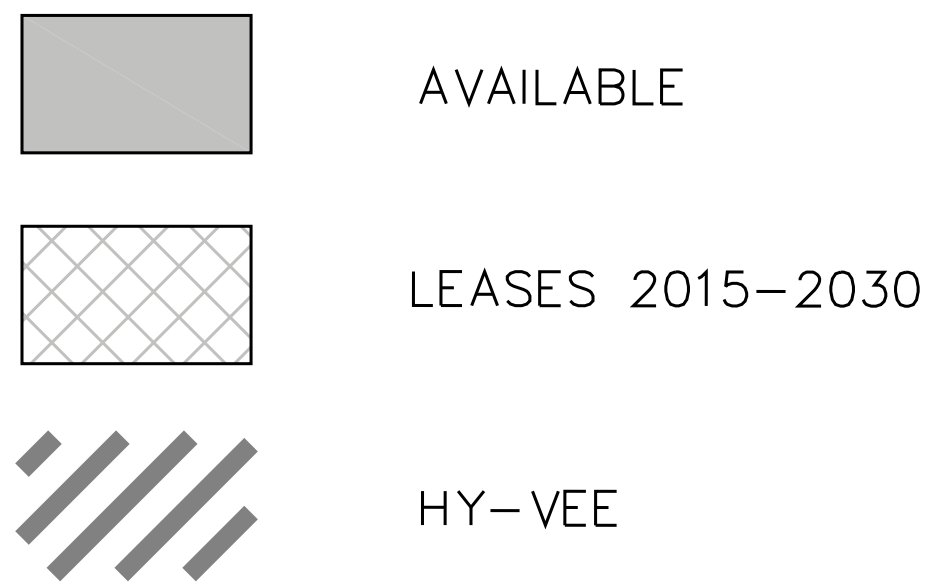
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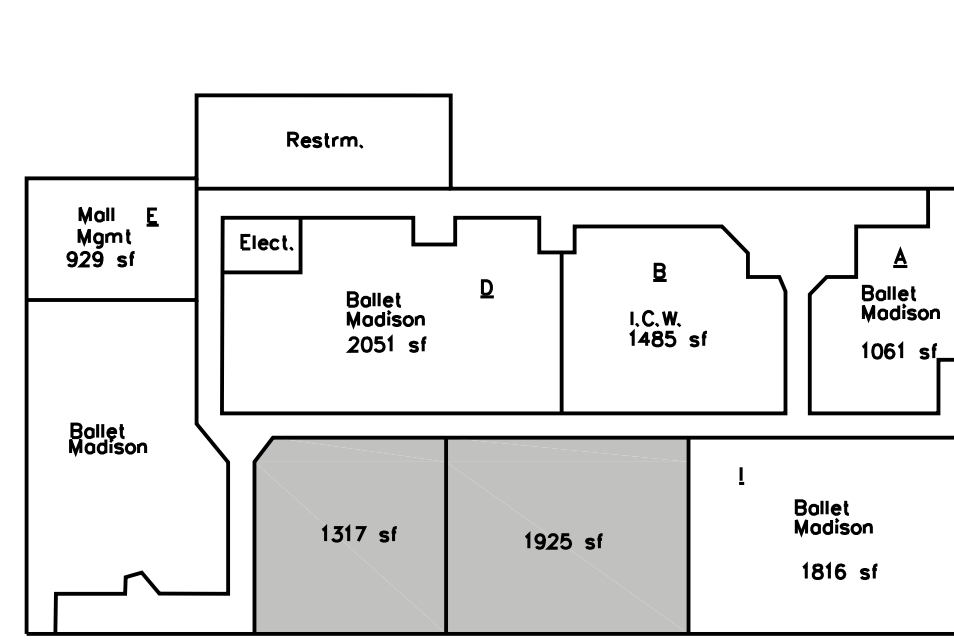
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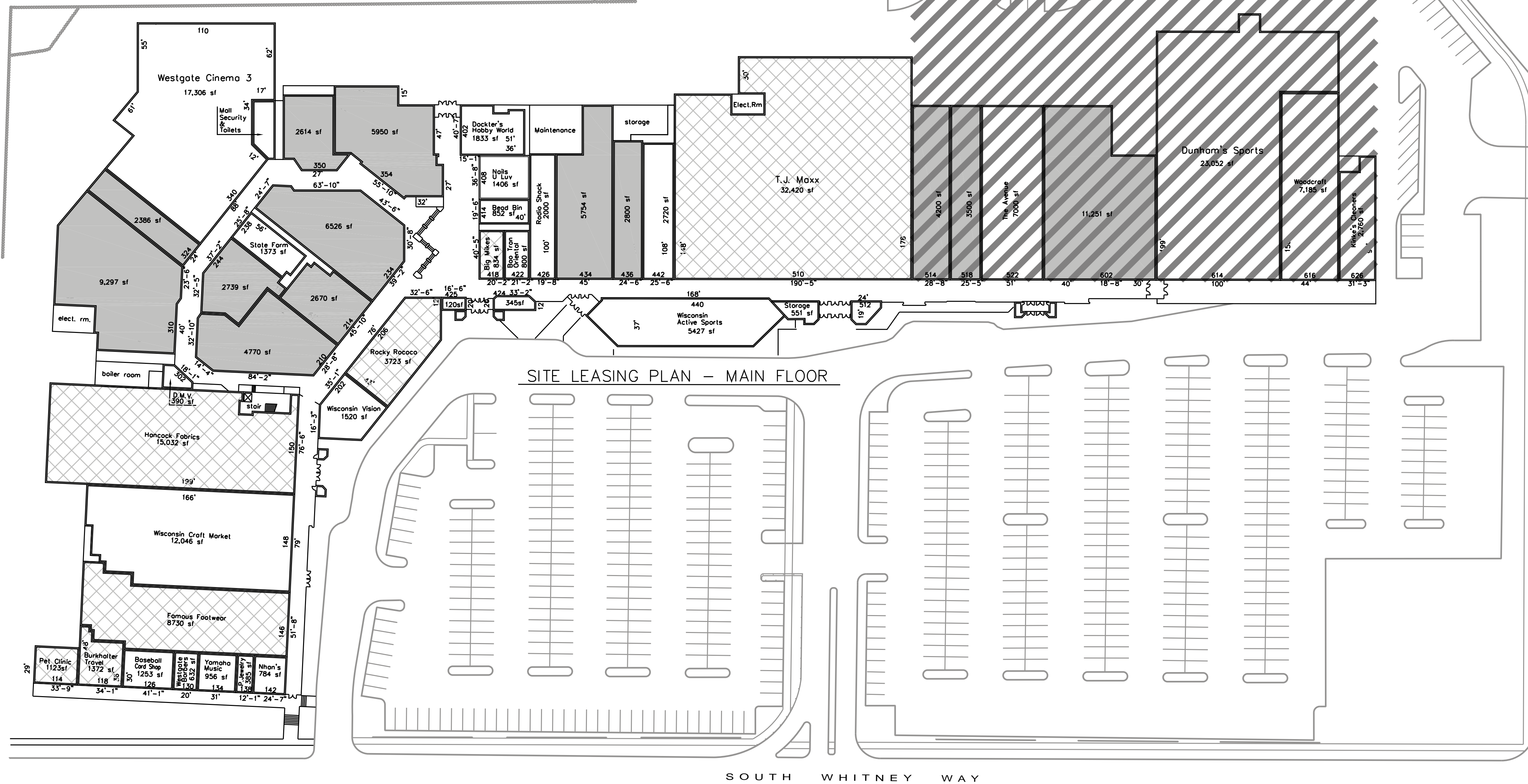
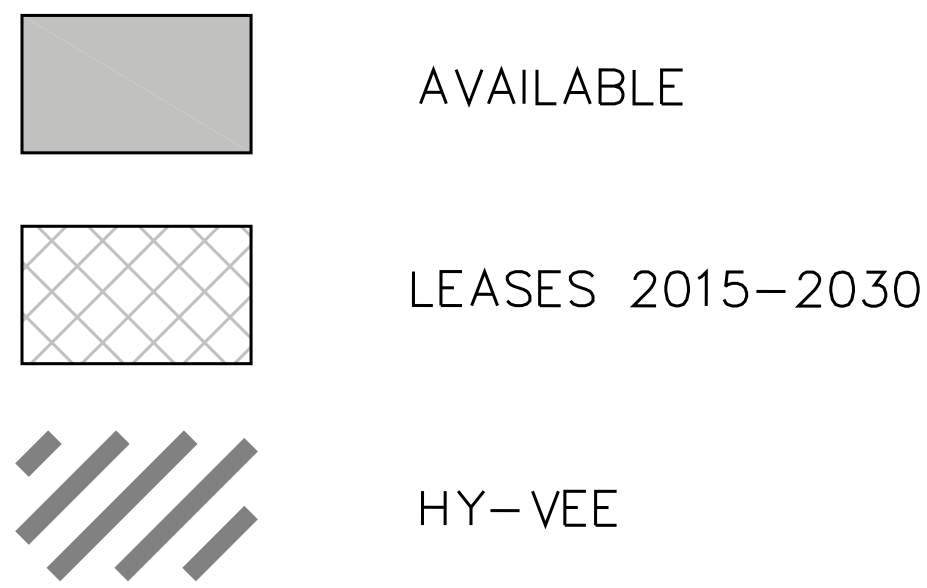
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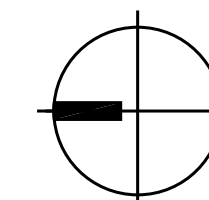
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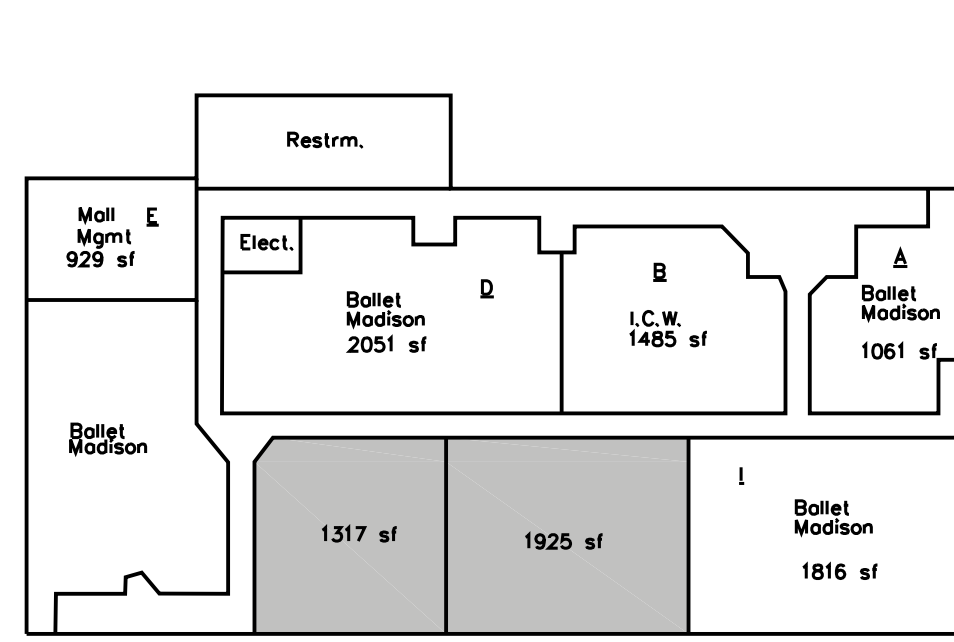


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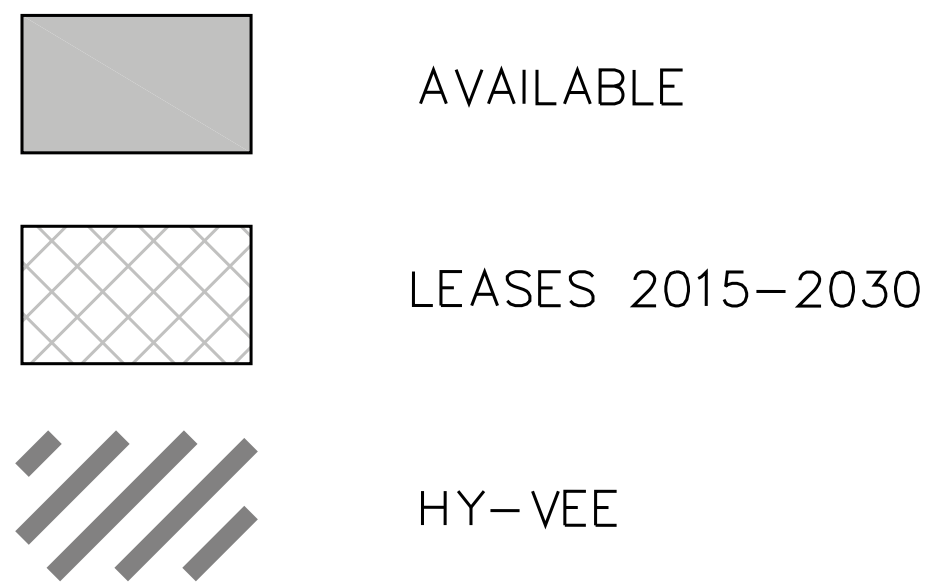


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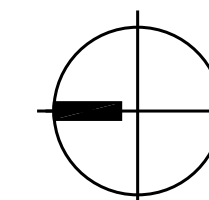


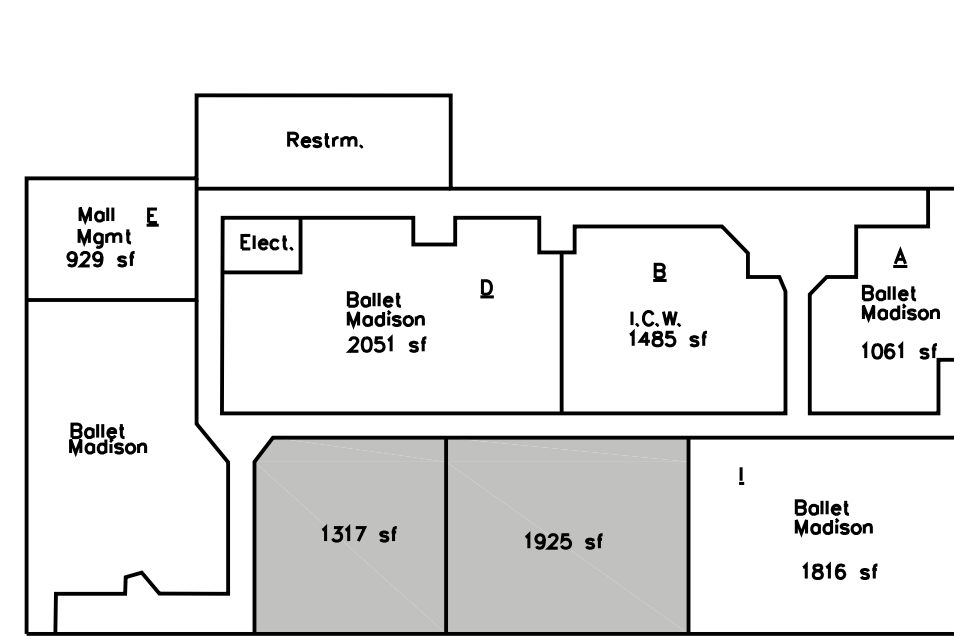


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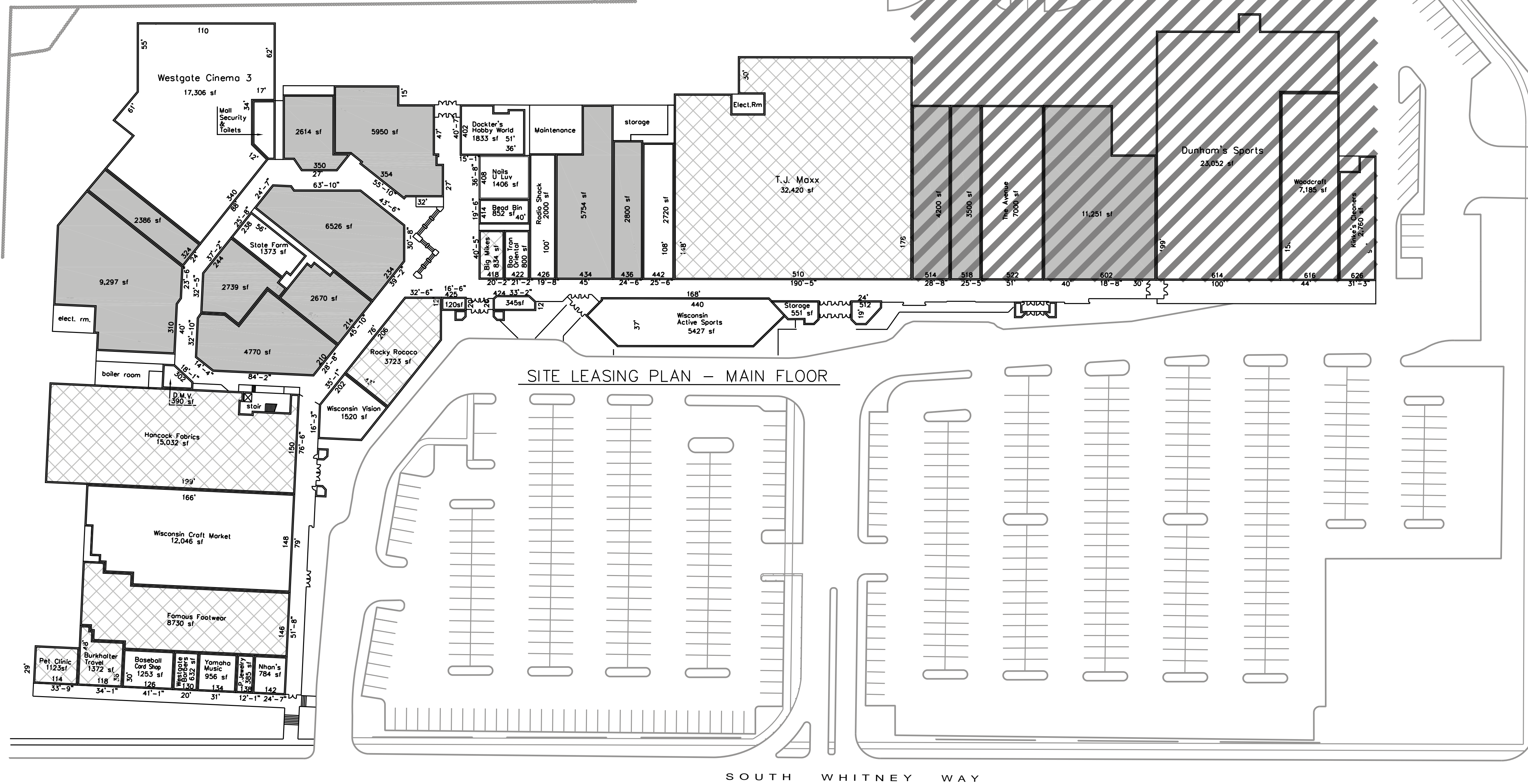
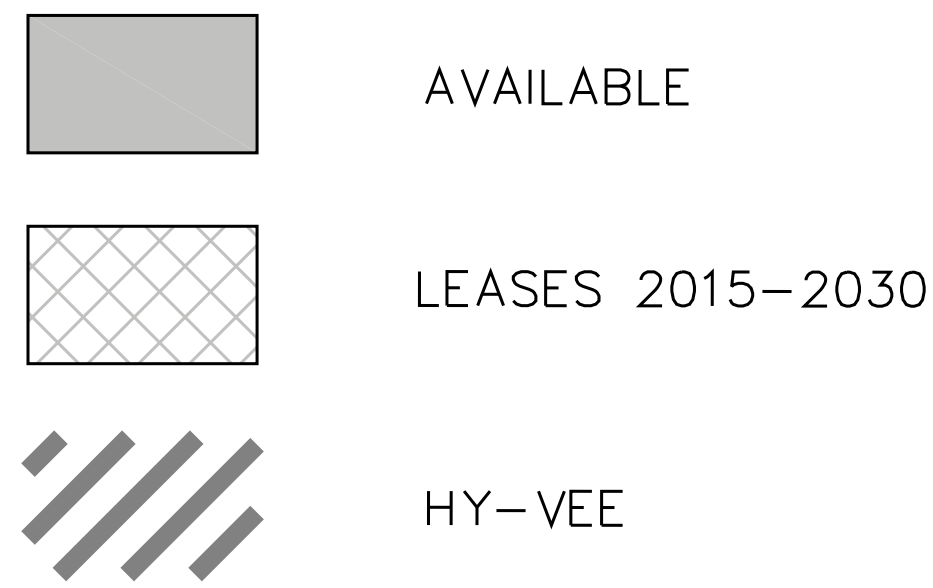


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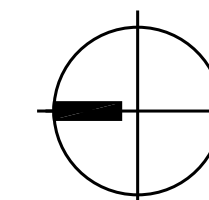


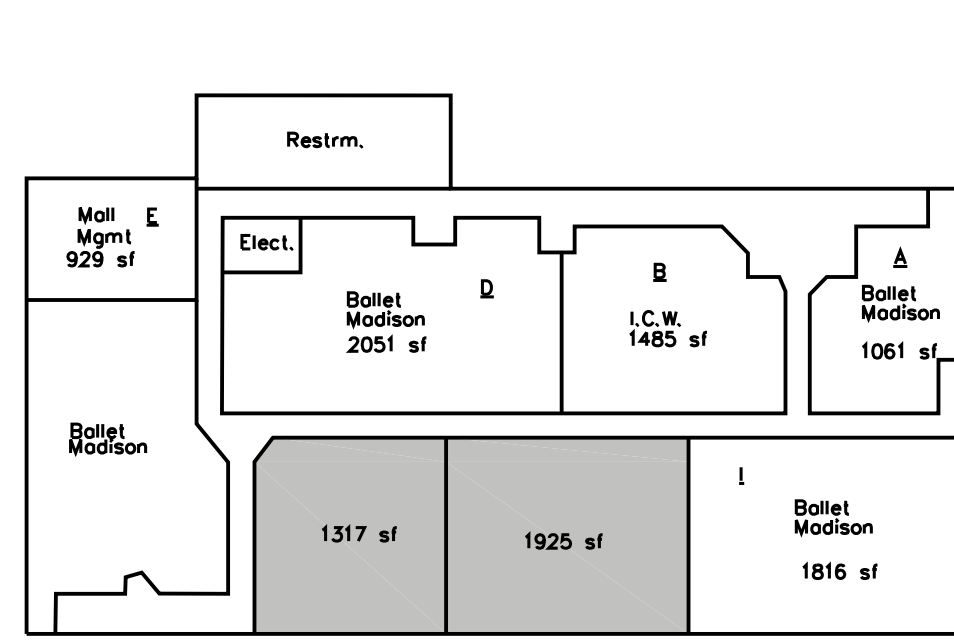


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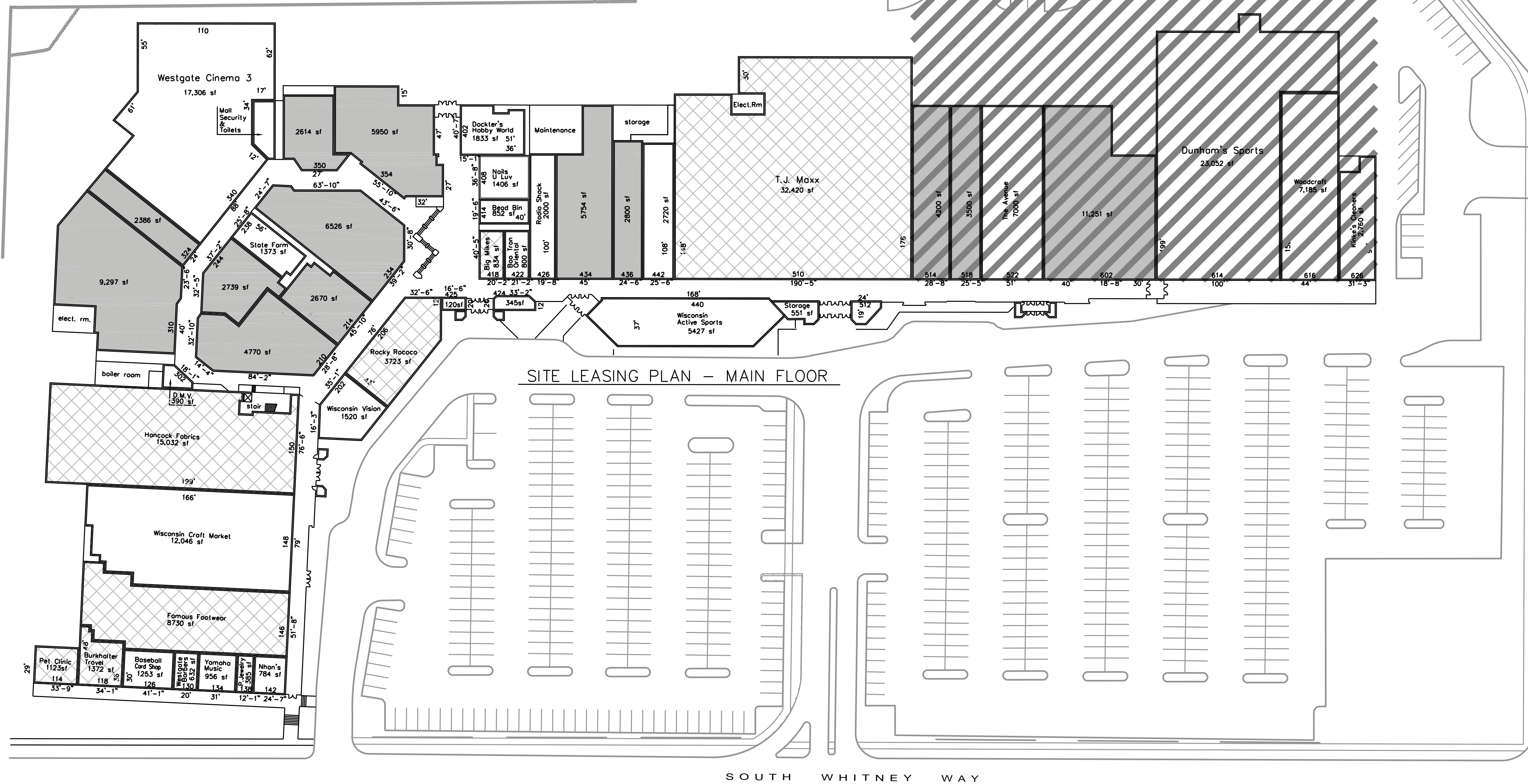
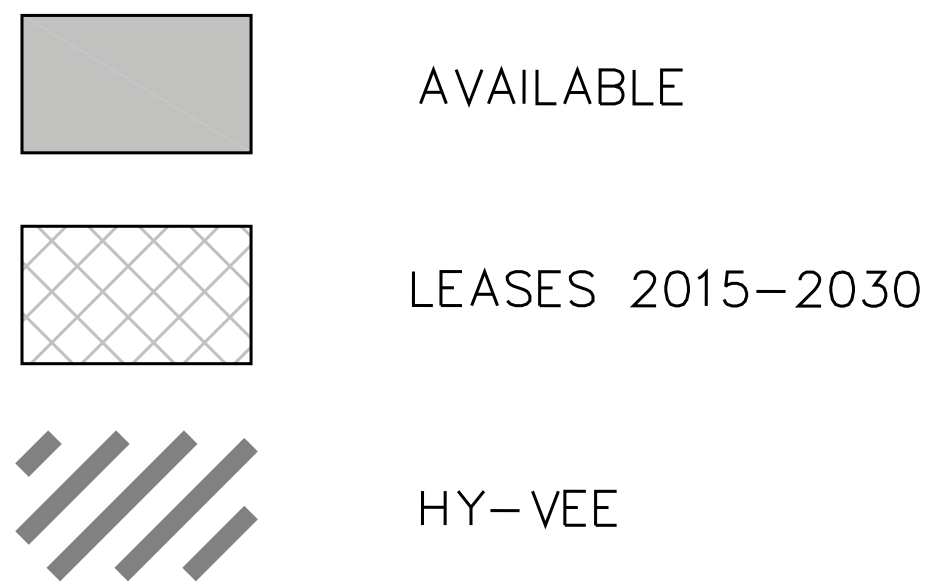


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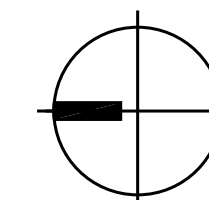


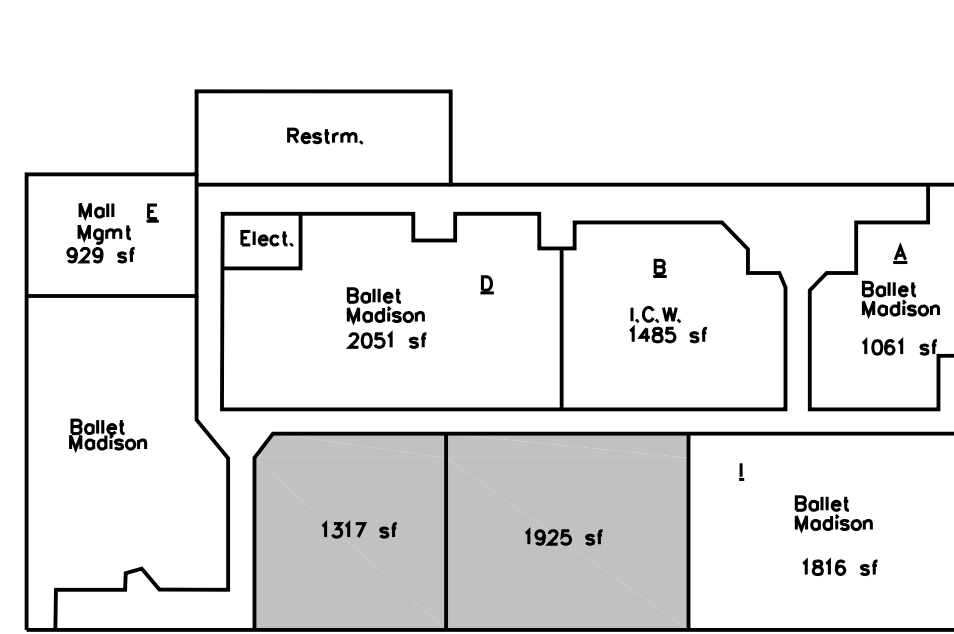


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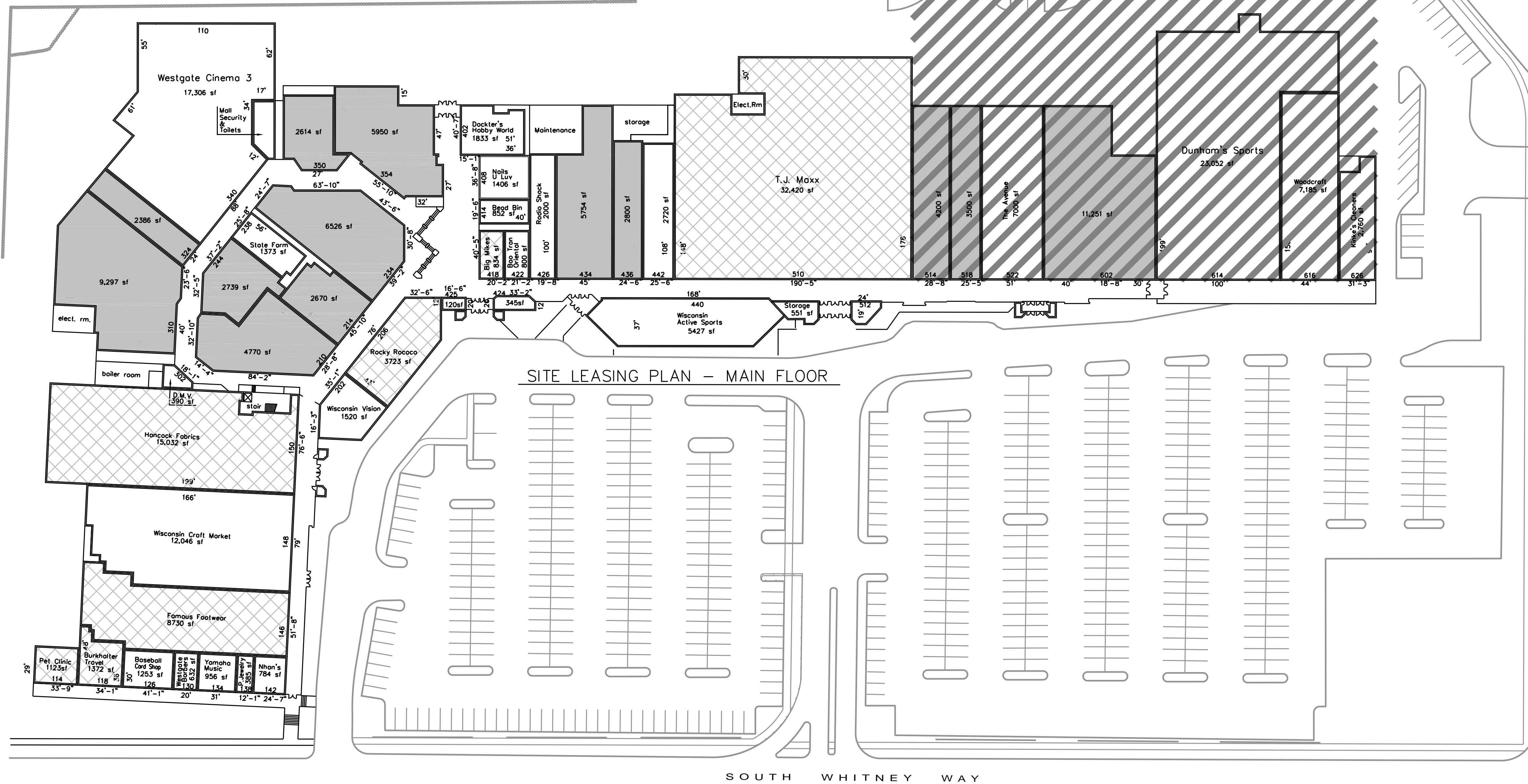
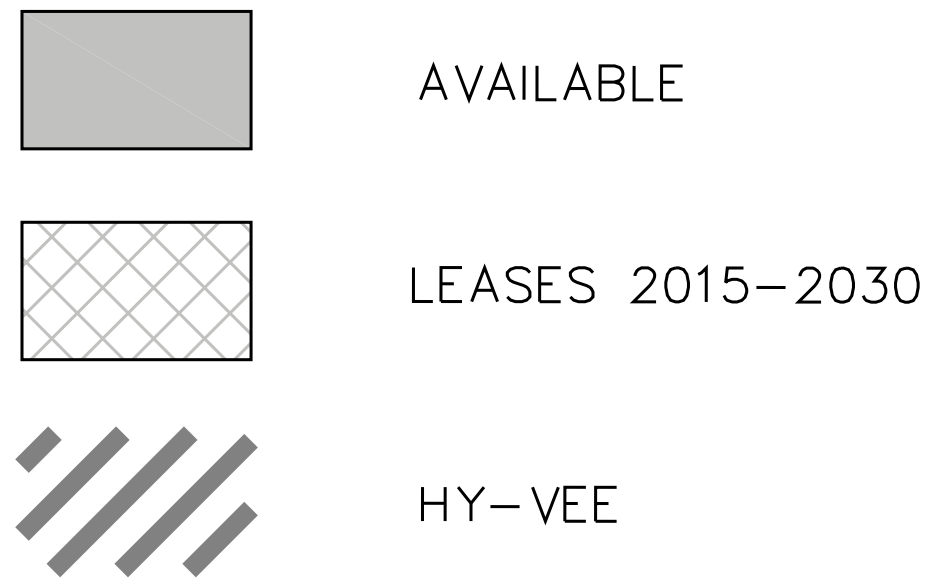


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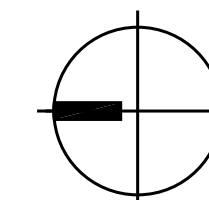


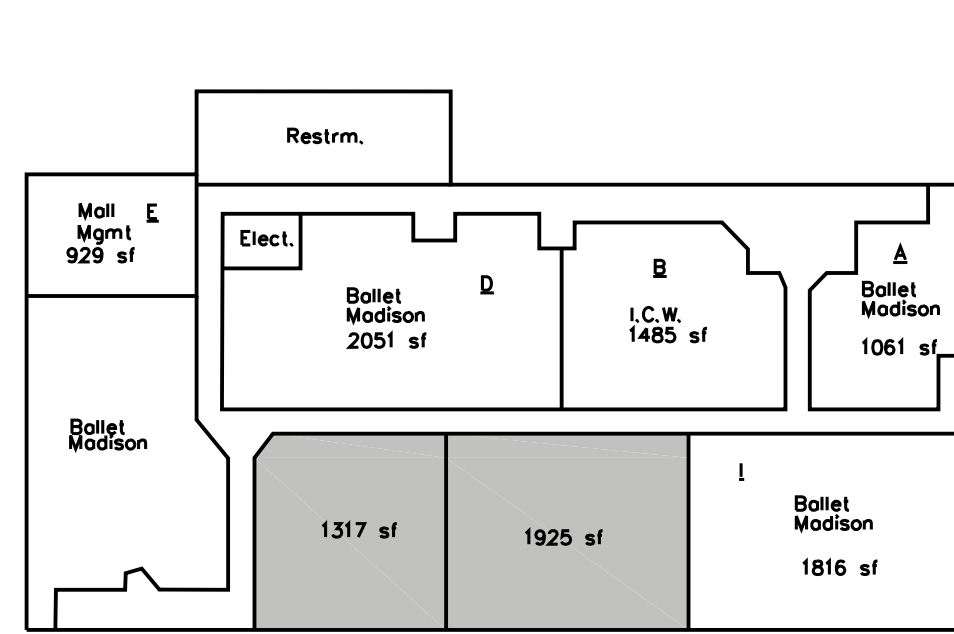


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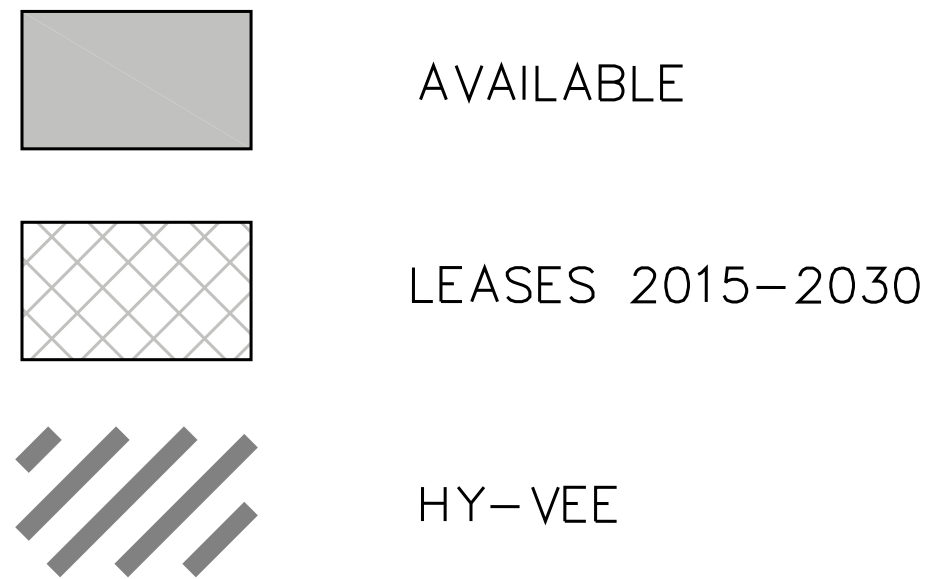


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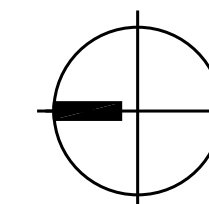


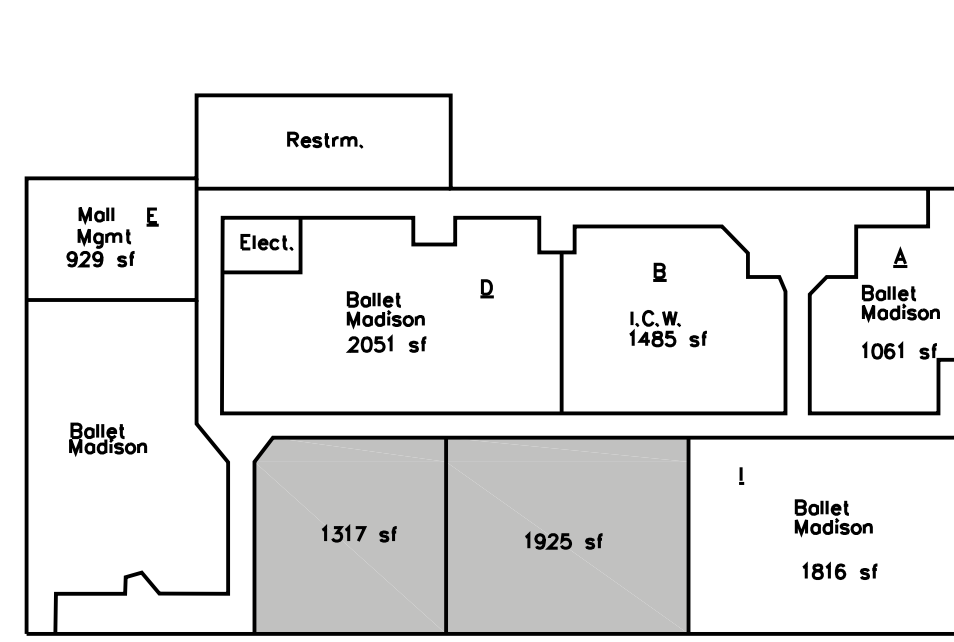


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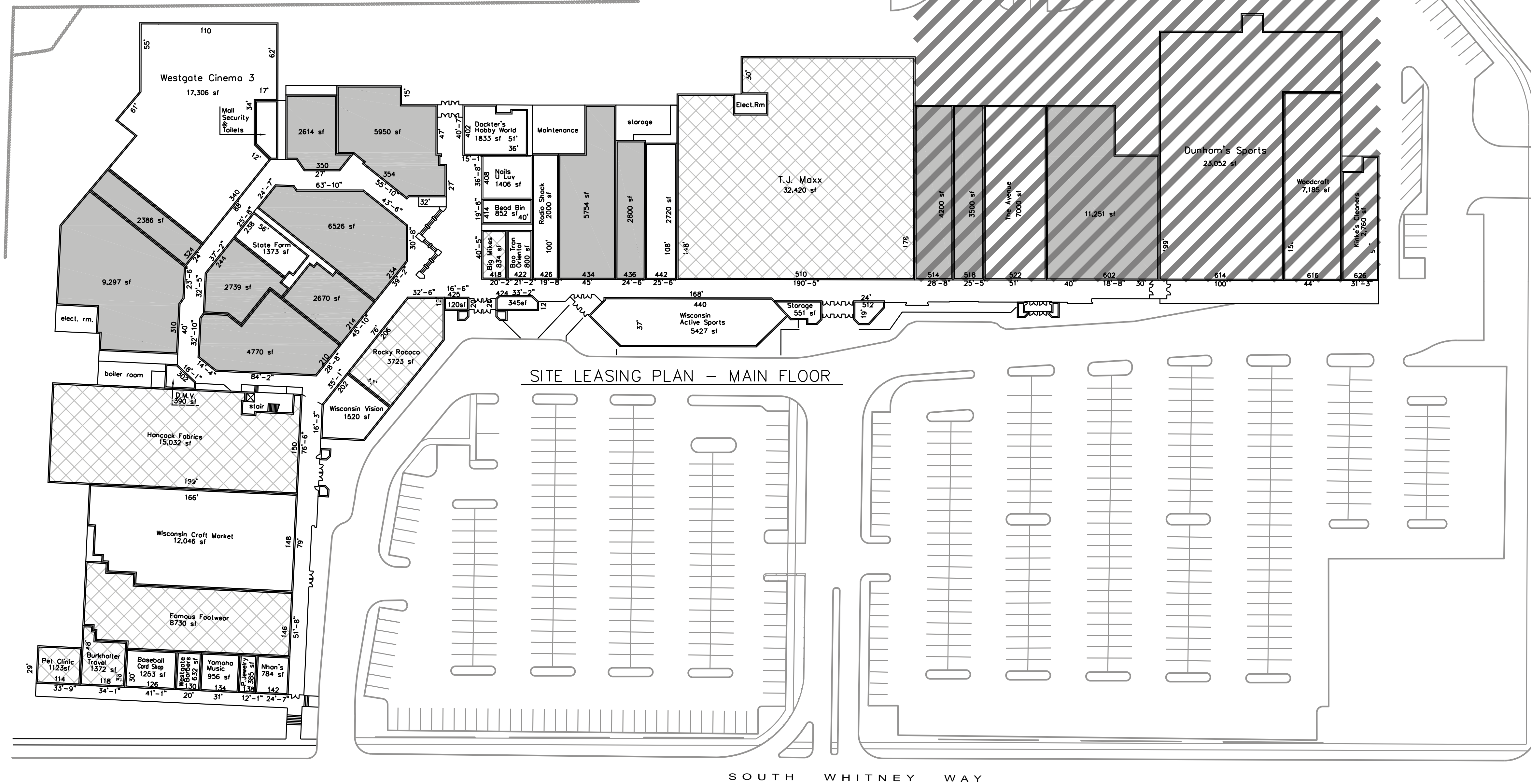
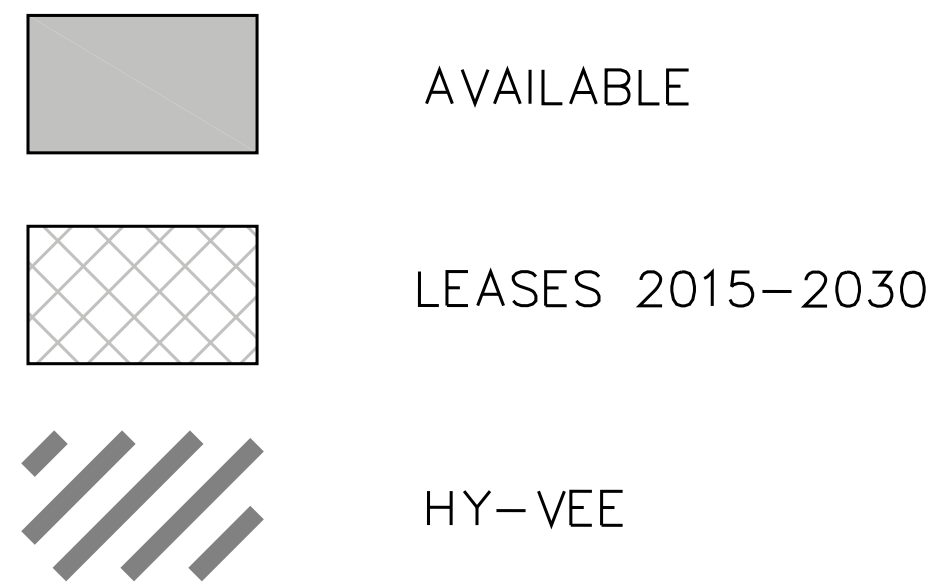


SITE LEASING PLAN - MAIN FLOOR

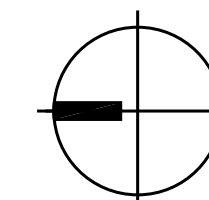


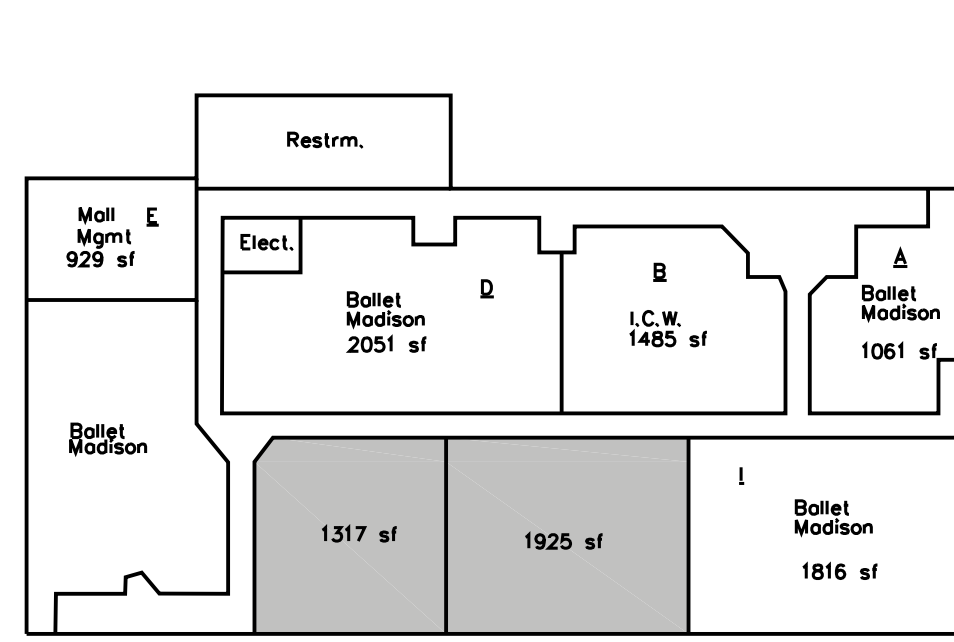


SITE LEASING PLAN – SECOND FLOOR



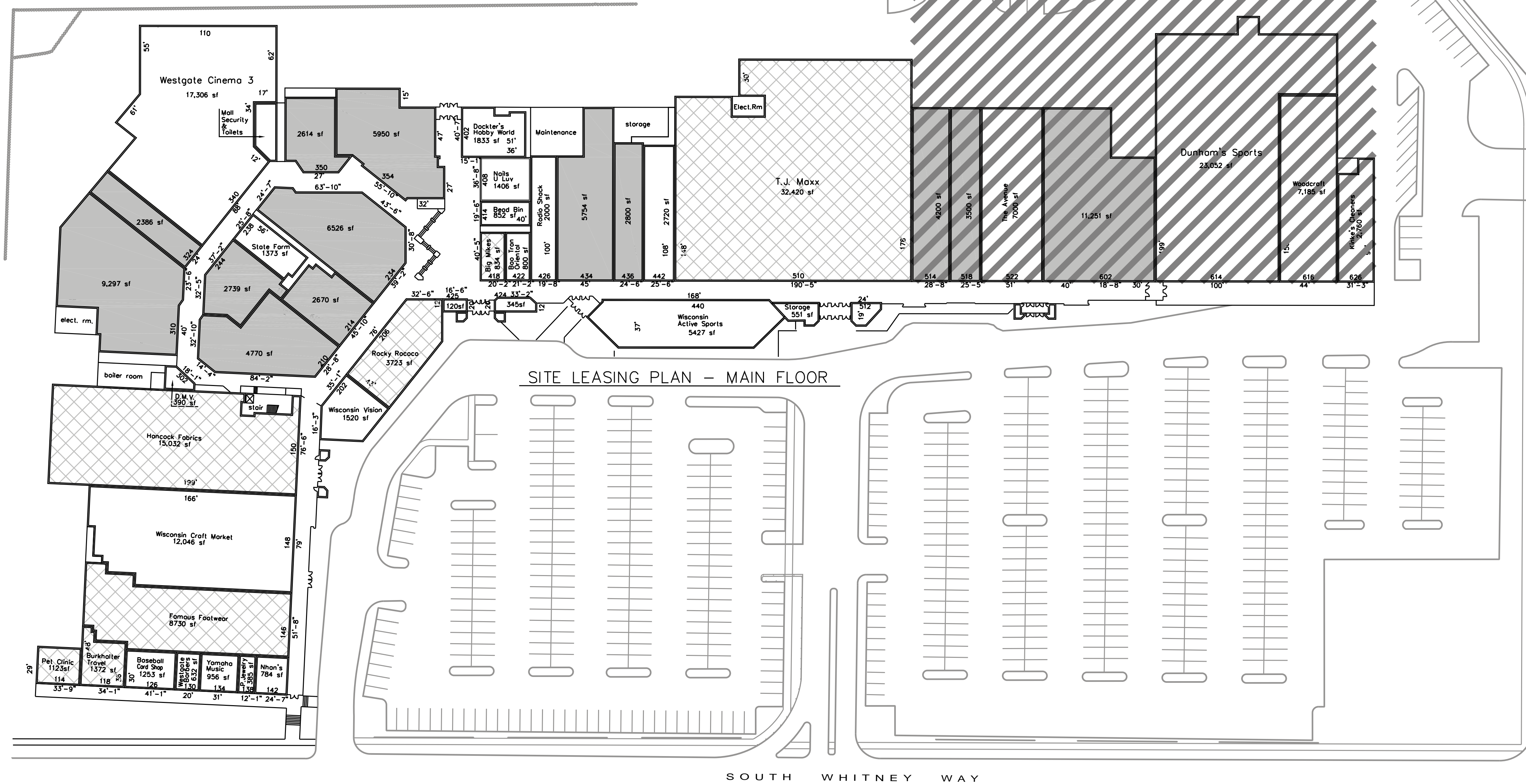
SITE LEASING PLAN – MAIN FLOOR





SITE LEASING PLAN – SECOND FLOOR

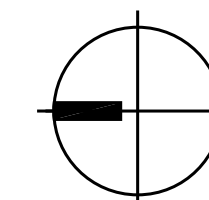
- AVAILABLE
- LEASES 2015–2030
- HY-VEE

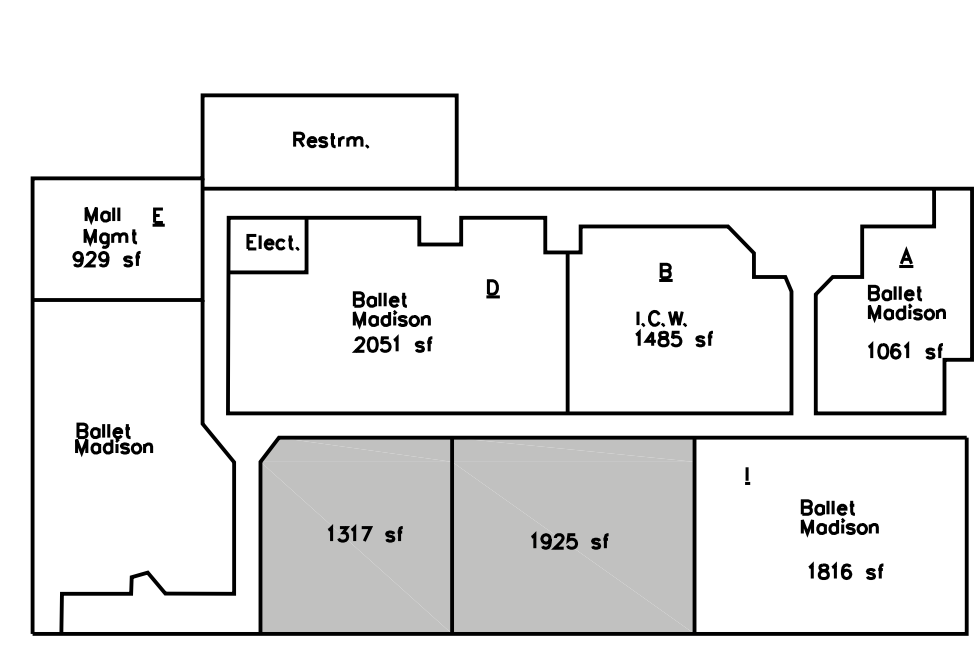


SITE LEASING PLAN – MAIN FLOOR



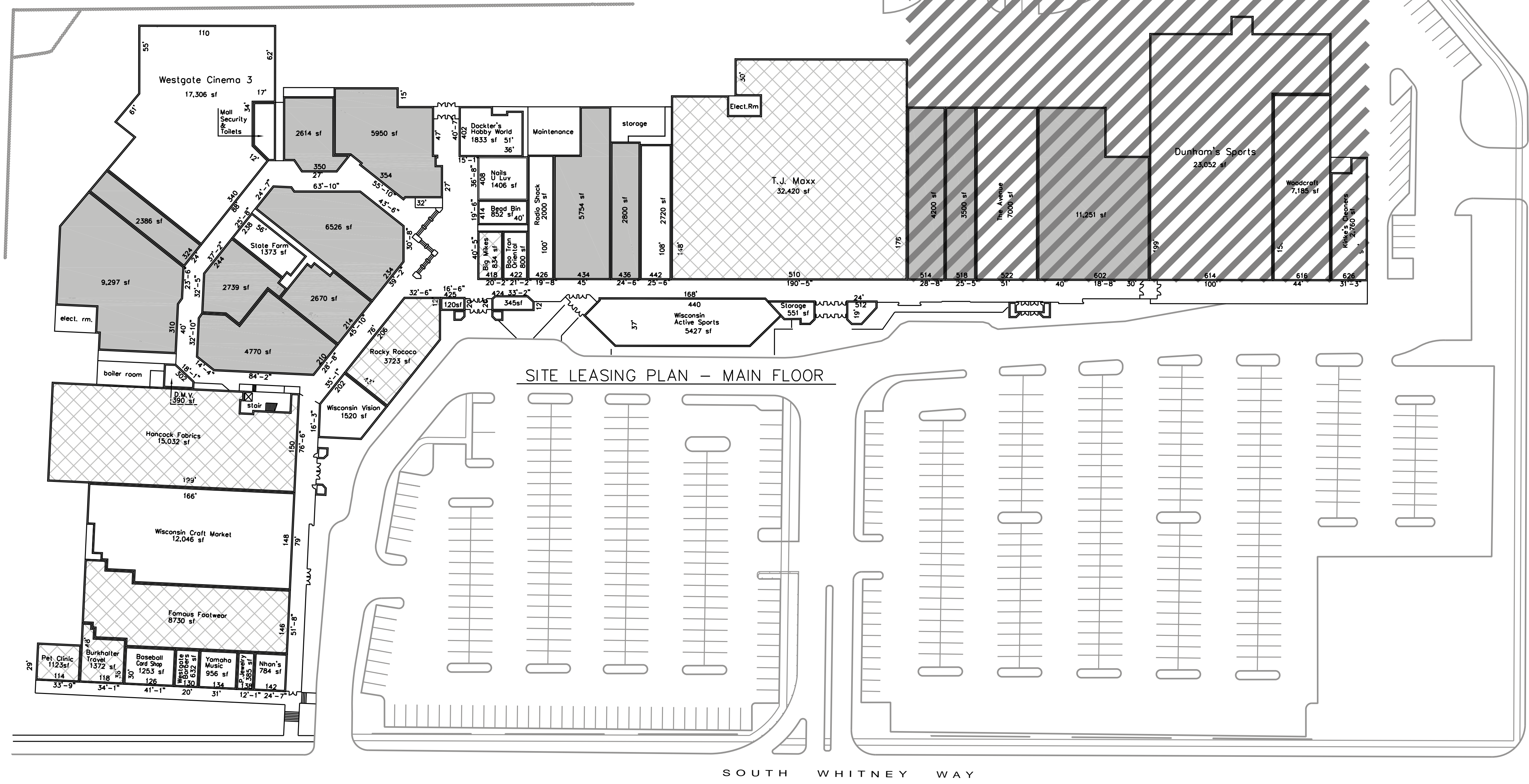
Leasing Plan Westgate Mall Madison, Wisconsin



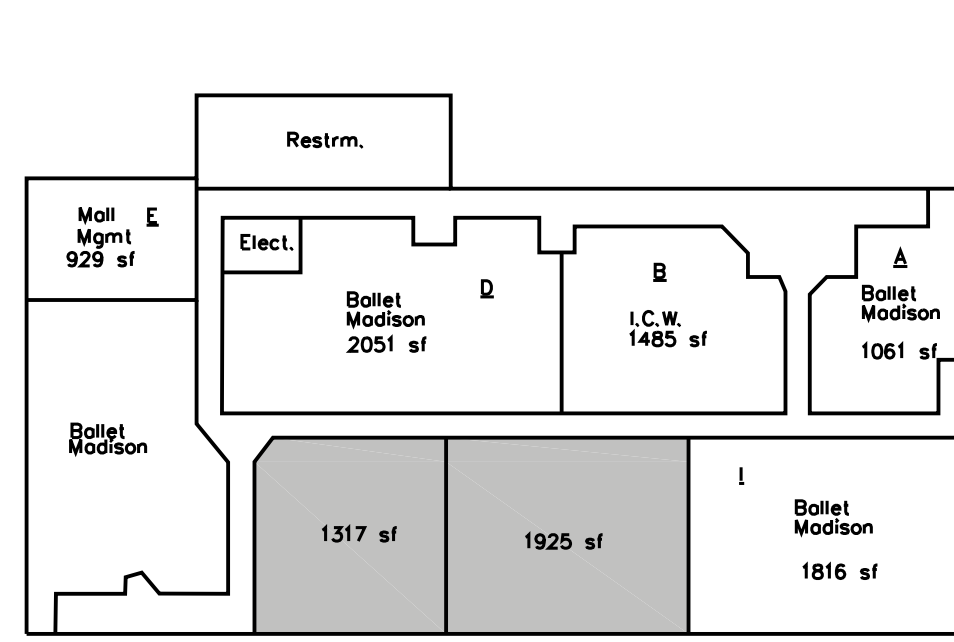


SITE LEASING PLAN – SECOND FLOOR

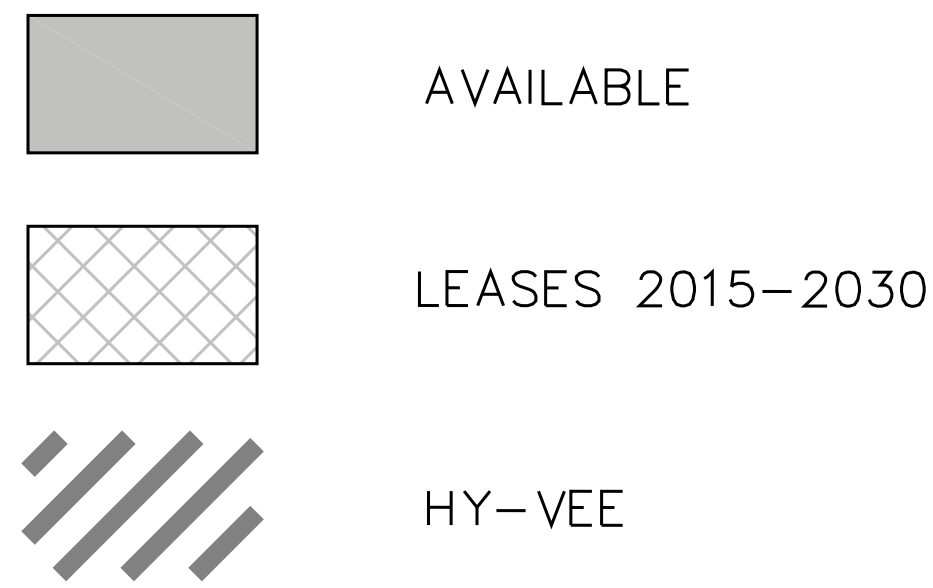
- AVAILABLE
- LEASES 2015–2030
- HY-VEE



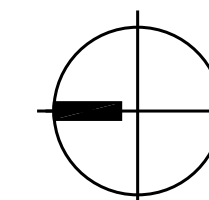
SITE LEASING PLAN – MAIN FLOOR



SITE LEASING PLAN – SECOND FLOOR



SITE LEASING PLAN – MAIN FLOOR





- PHASE 1 CONSTRUCTION
- FUTURE REDEVELOPMENT
- PARKING ACCESS POINT
- PRIMARY ACCESS POINT
- SECONDARY ACCESS POINT
- EXISTING BUILDING FOOTPRINT

	Building sf.	Stalls Req.	Surface Stalls Provided	Structured Stalls Provided
EXISTING SITE				
HYVEE	83,000	433	479	-
ALL OTHER COMMERCIAL	142,236	426	419	-
TOTALS	225,236	859	898	
PROPOSED SITE				
HYVEE	83,000	433	479	-
COMMERCIAL	130,600	392	319	-
MIXED USE-OFFICE / RES.	218,400	655	-	666
TOTALS	432,000	1480	798	666

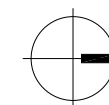
Parking stall requirement based on 3/1000 sf. for commercial and office, residential = 2/unit, HyVee = 5/1000 sf.

Long Term Redevelopment Plan

Westgate Mall Madison, Wisconsin



SCHREIBER / ANDERSON ASSOCIATES, INC.
717 John Nolen Drive Madison, WI 53713 608-255-0800
LANDSCAPE ARCHITECTS URBAN DESIGNERS PLANNERS CIVIL ENGINEERS

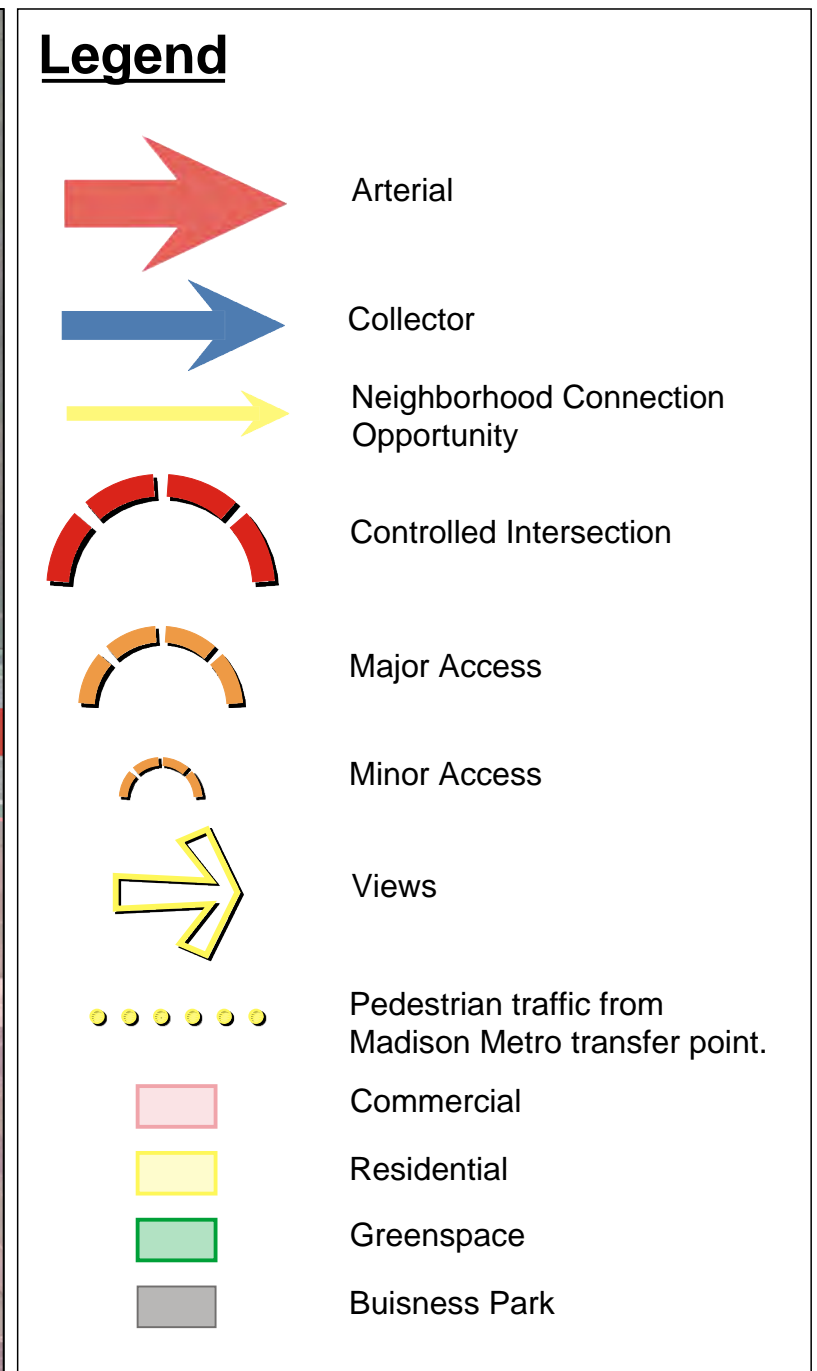
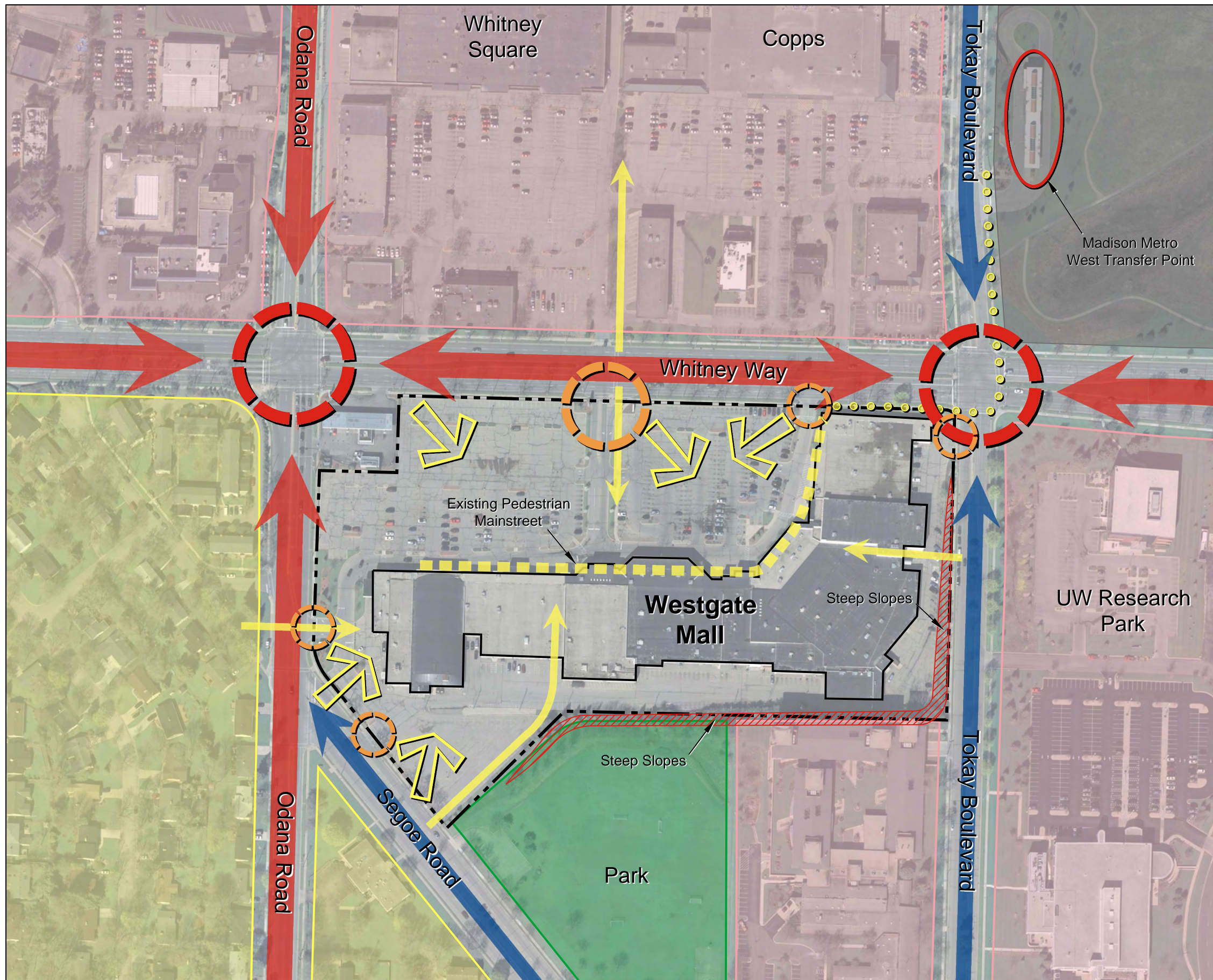


0 25 50 100

Date: 12-10-08
Project No. M3882



J. HERZOG & SON, INC.
1720 S. Bellaire Street
Denver, CO 80222



Site Analysis Westgate Mall Madison, Wisconsin

