



Report to the Plan Commission

February 22, 2010

Legistar I.D. #17066 & 17071
4609 University Ave. & 702 N. Midvale Blvd.
PUD Amendments Related to Target at Hilldale

Report Prepared By:
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Planning Division

Requested Actions:

ID 17066 – Approval of a request to rezone 4609 University Avenue from Planned Unit Development-Specific Implementation Plan (PUD-SIP) to Amended Planned Unit Development-General Development Plan-Specific Implementation Plan (PUD-GDP-SIP) to allow a 151,000 square-foot Target store to be constructed.

ID 17071 – Approval of a request to rezone 702 N. Midvale Boulevard from Planned Unit Development-Specific Implementation Plan (PUD-SIP) to Amended Planned Unit Development-General Development Plan-Specific Implementation Plan (PUD-GDP-SIP) to amend the Hilldale Shopping Center PUD to remove the proposed Target store from the Hilldale PUD-SIP and also to allow the improvement of the surface parking lot located at the southwestern corner of Sawyer Terrace and Frey Street.

Note: Because the two PUD amendments are interrelated with one another, public hearing notices were provided based on the outer boundaries of the overall 37-acre Hilldale PUD, and staff prepared a single report to review the project and outline the conditions of approval.

Applicable Regulations & Standards: Section 28.12 (9) provides the process for zoning map amendments; Section 28.07 (6) of the Zoning Ordinance provides the requirements and framework for Planned Unit Developments. Section 33.24 (4)(f) provides the standards for large retail establishments.

Summary Recommendation: The Planning Division recommends that the Plan Commission recommend **approval** of Zoning Map Amendment ID 3468 & 3469, rezoning 4609 University Avenue, and Zoning Map Amendment ID 3471 & 3472, rezoning 702 N. Midvale Boulevard both from PUD-SIP to Amended PUD-GDP-SIP, subject to input at the public hearing and the conditions from reviewing agencies beginning on page 11 of this report.

Background Information

Applicants: Target Corporation; 1000 Nicolet Mall; Minneapolis, Minnesota; Jaci Bell, representative, and; Joseph Freed & Associates; 33 S. State Street, Suite 400; Chicago, Illinois; Adam Fink, representative.

Property Owners: Hilldale Land Company, LLC and HD Annex, LLC; 33 S. State Street, Suite 400; Chicago, Illinois.

Proposal: Target is requesting approval of an amended PUD-GD-SIP to allow construction of a 151,000 square-foot store to be located above a 450-stall parking facility. The Target site will remain part of the Planned Unit Development-General Development Plan for Hilldale Shopping Center but will have its own separate Specific Implementation Plan from the SIP for the remainder of the center to remain owned and operated by Joseph Freed & Associates. Construction of the proposed Target will commence this April, with completion scheduled in July 2011.

Joseph Freed & Associates is also requesting approval of an amended SIP related to the existing surface parking lot located at the southwestern corner of Sawyer Terrace and Frey Street to allow it to

be resurfaced and brought up to City standards for parking lot design, landscaping and lighting once all regulatory approvals have been granted. The parking lot was previously proposed to be converted to private open space to serve residential condominiums once proposed for the site of the Target store.

Parcel Location: The entire Hilldale Planned Unit Development consists of approximately 37 acres generally bounded by N. Segoe Road and Sawyer Terrace on the west, University Avenue on the north, N. Midvale Boulevard on the east and the prolongation of Heather Crest on the south, in Aldermanic District 11; Madison Metropolitan School District; Urban Design District 6. The Target store will be constructed on a 6.75-acre site bounded by N. Segoe Road on the west, Frey Street on the south, (private) Hilldale Way on the east and University Avenue on the north.

Existing Conditions: Hilldale Shopping Center is comprised of 11 buildings including the 349,450 square-foot indoor shopping mall (Macy's, Metcalfe's Sentry, etc.); Ace Hardware; 2 parking structures containing approximately 670 parking spaces, 4 retail buildings opposite the east wall of the mall totaling 71,190 square feet; 40 condominium units in 4 townhouse buildings located along N. Midvale Boulevard; the 7,900 square-foot Fleming's restaurant at the northeastern corner of the site, the six-screen Sundance Cinema at the southern end of the mall and a 13,200 square-foot Great Dane Pub located at the southeastern corner of Price Place and Heather Crest. The site of the proposed Target is currently vacant, with the previous improvements, Humana Insurance, Hilldale Cinema and Peking Palace, previously demolished in advance of the now defunct Whole Foods grocery store and mixed-use development previously approved for this portion of the planned unit development site.

Land Use and Zoning Surrounding Hilldale:

North: Single-family residences, a multi-story condominium building, Border's Books, Walgreen's, McDonald's, Copp's Supermarket and multi-tenant retail, located in the Village of Shorewood Hills; State of Wisconsin office building, zoned C2 (General Commercial District) in the City of Madison;

South: M & I Bank, Anchor Bank and various multi-tenant retail/ office buildings, zoned C2;

West: Hill Farms State Office Building (Dept. of Transportation), zoned C2; Normandy Apartments, zoned R6 (General Residence District); Karen Arms Condominiums and Rennebohm Park, zoned R5 (General Residence District); Segoe Terrace Apartments & West Side Senior Center and Weston Place Condominiums, zoned PUD-SIP;

East: US Bank, zoned C1 (Limited Commercial District); multi-unit residence buildings, zoned R4 (General Residence District).

Adopted Land Use Plan: The Comprehensive Plan identifies Hilldale as a community mixed-use and transit-oriented redevelopment site.

Environmental Corridor Status: This property is not located within a mapped environmental corridor.

Public Utilities and Services: This property is served by a full range of urban services.

Regarding Metro Transit service, Metro operates daily transit service along the corridor of University Avenue-Midvale Boulevard-Heather Crest-Segoe Road-Sheboygan Avenue. Major stops along this route corridor include those in the intersection of University Avenue and N. Midvale Boulevard, Heather Crest and Price Place (Sundance Cinema), and Sheboygan Avenue and N. Segoe Road (see attached map). Metro Transit would anticipate the existing stops on the west side of N. Midvale Boulevard south

of University Avenue – and on the south side of University east of N. Midvale, in the opposite direction of travel – to be the predominate points of access for transit riders at this development. The estimated walking distance using existing sidewalks and crosswalks varies from 800 to 1,000 feet respectively for each of these two bus stop locations.

Metro also operates additional weekday-only service past bus stop locations at the intersection of University Avenue and N. Segoe Road. Estimated walking distance for these stops varies from 900 feet to 1,200 feet accordingly.

Metro does not anticipate any transit route changes or bus stop relocations related to this development project. Proposed right of way changes at the University Avenue-Hilldale Way intersection significantly hinder any ability to consider additional bus stop locations directly adjacent/opposite this site (due to added right turn lane for eastbound traffic, new left turn access for westbound traffic crossing pedestrian island, and no pedestrian crossing improvements going across University Avenue).

Zoning Summary: The subject site is zoned PUD-SIP, which will be reviewed in the following sections.

Other Critical Zoning Items	
Yes:	Urban Design, Utility Easements, Barrier Free
No:	Floodplain, Wellhead Protection, Landmarks, Waterfront Development
<i>Prepared by: Pat Anderson, Asst. Zoning Administrator</i>	

Previous Related Approvals

On January 2, 2007, the Common Council approved a major amendment to the Hilldale PUD-GDP-SIP to allow demolition of the former Humana office complex and the construction of a 55,000 square-foot grocery store, 25,000 square feet of additional retail space, 13,000 square feet of office space, a 40,000 square-foot gym, 238 condominium units and approximately 1,100 structured parking spaces (otherwise known as Hilldale Phase II). The amended GDP also approved a future phase consisting of 220 residential units along Sawyer Terrace and N. Segoe Road.

On January 8, 2008, the Common Council approved a major amendment to the Hilldale PUD-GDP-SIP to allow a 140-room hotel to be constructed at the site of a previously approved 90-unit condominium building that was included in the original Phase II plan. Another amendment was approved by the Council on March 4, 2008 to allow a three-story retail/office building to be constructed in place of a previously approved 11-story office/residential building. On June 16, 2008, the Plan Commission approved an alteration to the March 2008-approved SIP to allow a new configuration for the hotel and retail uses proposed along Hilldale Way.

Project Review

Target Corporation is requesting approval of a major amendment to the planned unit development for Hilldale Shopping Center to facilitate construction of a 151,000 square-foot, two-level store on the portion of the larger 37-acre Hilldale site that was previously approved for a Whole Foods grocery store and a mix of other uses approved in 2007 and 2008 but never constructed. A concurrent application has been submitted by Joseph Freed & Associates for the remainder of the Hilldale mixed-use planned

unit development to place the rest of the center under a separate specific implementation plan from the one that the Target will be developed under. Both projects will continue to function under one general development plan. Freed is also requesting approval of final plans to resurface an existing surface parking lot located at the southwestern corner of Frey Street and Sawyer Terrace.

Proposed Target Store – 4609 University Avenue

The proposed Target store will be developed on a 6.75-acre site generally bounded by University Avenue on the north, N. Segoe Road on the west, Frey Street on the south, and Hilldale Way, a private street serving the west side of the overall Hilldale property, on the east. The site was previously developed with the three-building Humana Insurance office complex, which was demolished along with the former Hilldale Cinema and Peking Palace Restaurant in 2008 in advance of the unrealized Whole Foods project.

The Target site is characterized by a significant slope that falls from the intersection of N. Segoe Road and Frey Street to the north and east. From west to east, the site drops approximately 50 feet along Frey Street between N. Segoe Road and the western wall of the mall, while a 20-foot grade change occurs from south to north along N. Segoe Road between Frey and University Avenue. In addition to removing the former improvements from this portion of the site, Freed also commenced significant grading activities to prepare the site for the previously approved development, which called for a 55,000 square-foot office building, hotel, retail spaces and approximately 1,100 stalls of structured parking in addition to the 55,000 square-foot Whole Foods store. The site is currently surrounded by construction fencing and visual screening intended to limit the visibility of the site from surrounding streets.

Frey Street is a two-way public street between N. Segoe Road and Sawyer Terrace that continues into the Hilldale site as a private drive that ends at Hilldale Way opposite the western wall of the mall building. Weston Place Condominiums stand 12 stories above Frey Street opposite the southwestern corner of the 6.75-acre Target site. Sawyer Terrace parallels the western edge of the larger Hilldale property as a northbound one-way street between N. Segoe Road to Frey Street, and is developed with multi-family residential uses and the Westside Senior Center on the west side of that street. Properties to the north of the site across University Avenue are generally commercial in character, and include a State office building (Wisconsin Technical College System, State Records Center, etc.) and the Pyare Square office tower. Surface parking for the Hill Farms State Office Building is located west of the 6.75-acre site across N. Segoe Road.

Plans for the proposed Target store call for a 143,000 square-foot retail store to be located one level above a 462-stall parking area, with an 8,000 square-foot lobby proposed on the lower level adjacent to the under-building parking area. The new retail facility will occupy approximately the eastern three-quarters of the 6.75-acre site, with the remaining 1.3 acres of land adjacent to N. Segoe Road shown as an outlot for future development by a third-party. While no specific plans or concepts have been formally submitted for the land between the Target store and N. Segoe Road, the developer has suggested that the site could accommodate hotel, office, residential or additional retail uses. Future development plans for that portion of the site will be brought forward separately as a subsequent amendment to the Hilldale planned unit development.

The store prototype proposed for the Hilldale site is branded by Target as a “raised single-level store,” which is designed in this case to take advantage of the significant grades present across the subject site. The proposed store will be one of approximately 30 raised single-level store that Target has developed around the country. Information regarding this store prototype was provided by Target and is included in the Plan Commission’s materials.

Access into the proposed under-building parking area will be provided by a right-in/ right-out entrance from University Avenue and from full-access entrances from Hilldale Way opposite Frey Street and from Frey Street opposite Sawyer Terrace. Most of the 462 stalls that will serve the store will be located west of the drive aisle that will connect the University Avenue and Frey Street entrances into the site. Pedestrian access into the site will be provided along the east side of the Frey Street entrance and along the north side of the Hilldale Way entrance, with a large plaza space proposed between the eastern wall of the store and Hilldale Way. Full pedestrian crossings will be constructed at the two intersections of Frey Street and Hilldale Way and at the intersection of Frey Street and Sawyer Terrace, with a widened sidewalk proposed along the south side of Frey Street east of Hilldale Way, which will connect the proposed Target store to the main Hilldale mall entrance at Sentry. The intersection of University Avenue and Hilldale Way, which is currently a median-divided right-in/ right-out entrance into Hilldale, is proposed to be modified to include a left-in turn movement from westbound University Avenue. A dedicated left-turn lane will be constructed on University Avenue to accommodate this proposed turn movement into the center.

The 8,000 square-foot ground-floor lobby (shown on the plan submitted as the “Target VT Core”) will be located along the eastern wall of the building north of the drive entrance from Hilldale Way. Access into the lobby is shown along the western wall facing into the under-building parking lot and from the pedestrian plaza along the eastern wall. The lobby will include stairs, passenger escalators, 2 elevators and cart escalators leading up to the 143,000 square-foot retail floor above. Twenty-four bike parking stalls will be provided under the building adjacent to the western entrance into the lower lobby, with additional bike parking shown in the outdoor plaza south of the Hilldale Way entrance. While approximately 400 of the 462 proposed parking stalls will be located below the upper retail level, approximately 60 stalls at the far western reaches of the lower level will not be covered by the building above and will be partially visible from Frey Street.

The raised 143,000 square-foot retail floor will include checkout lanes located in the northeastern corner of the floor adjacent to the lobby core. A café, coffeehouse and store offices will extend along the northern wall of the store. Stock and storage areas for the store are shown along the western wall, with a loading area for the store to be located along the northern portion of the western wall. Access to the 4 loading docks proposed will be provided from a right-in/ right-out truck entrance from University Avenue.

The proposed building will appear as a one-story structure at the northwestern and southwestern corners but will increase in height as the building continues east along University Avenue and Frey Street towards Hilldale Way. Along the eastern wall of the proposed store, the building will stand as a prominent two-story structure above Hilldale Way. The new store will be constructed with a combination of brick and two-toned cement board, with substantial vision glass shown along the northern and eastern facades, including a two-story glass curtain wall along the eastern wall of the lobby and vertical transportation (“VT”) core. The eastern, southern and northern facades will include emergency exit staircases clad in translucent wall panels that will project out from those walls to add articulation. A solid screen wall is shown projecting from the northwestern corner of the building parallel to University Avenue to limit the visibility of the truck loading area, as well as utility pedestals and trash enclosures.

Target has submitted a substantial landscaping plan for the area surrounding the proposed store that includes the planting of shade-tolerant understory and ornamental deciduous trees along the northern and eastern perimeters of the building that will be augmented by dense shrub and perennial plantings at the base of those walls. A mix of overstory, understory and ornamental trees will be planted along the southern wall of the building adjacent to Frey Street. A prairie greenspace interspersed with river birch and dogwood is shown adjacent to the southeastern corner of the building. Staff notes that some

of the landscaping proposed along the northern wall of the building may encroach into the University Avenue right of way, which will require the applicant to execute a maintenance agreement with the City to allow these plantings, which are integral to providing a higher degree of visual articulation for this long façade, to be installed.

Amended PUD-GDP-SIP for Rest of the Hilldale Site – 702 N. Midvale Boulevard

The second application before the Plan Commission for consideration will amend the existing approved specific implementation plan for Hilldale Shopping Center to delete the land to be developed with the Target store outlined in the preceding section. The two projects will share the same PUD zoning district and general development plan, primarily to address the access and parking the two projects will share. However, both applicants and City staff felt it would be best for the Target store and the remainder of the Hilldale development to be governed by their own specific implementation plans, which will allow the greatest degree of flexibility for the two distinct projects and allow the conditions of approval needed to implement the Target store—especially transportation-related conditions—to stand separately from any remaining conditions of approval pertinent to the remainder of the Hilldale development.

The only notable aspect of the amended PUD-GDP-SIP for the remaining approximately 30 acres of Hilldale to be retained by Joseph Freed & Associates relates to the existing parking lot located at the southwestern corner of Frey Street and Sawyer Terrace, which sits directly opposite the proposed Target store and adjacent to the Weston Place Condominiums site. At the time that Joseph Freed & Associates received approvals for the Whole Foods/ mixed-use development proposed to occupy the site where the Target store is now proposed, this parking lot was proposed to be converted into private open space to serve the approximately 220 residential units to be built north of Frey Street. However, development of those residential units never proceeded, and Joseph Freed & Associates is now requesting to change the PUD-GDP-SIP to continue utilizing the existing parking lot, which will be resurfaced and improved to City standards for parking lot striping, lighting and landscaping. Access to the 92-stall surface lot will continue to be provided by a single driveway from Frey Street.

No changes are proposed at the present time for the remaining 30 acres of the Hilldale PUD-GDP-SIP to be retained by Joseph Freed & Associates. However, Freed has indicated that the proposed Target store may attract interest in the west side of the main mall building. A placeholder for a future mixed-use project is shown on the general development plan north of the Macy's department store in the area of the existing food court, though no specific proposals have been submitted for consideration. Any future proposals for this portion of Freed's property will be reviewed on a subsequent application to amend the general development plan and the Freed specific implementation plan.

Analysis

The Target store proposed to occupy most of the 6.75-acre site represents a unique urban solution for a site confined by significant site topography, existing development and adjacent public streets. The proposal calls for a 143,000 square-foot retail floor to be constructed above a 462-stall parking level that will largely be covered by the store. The eastern wall of the store will serve as the primary exterior elevation and will address both the remainder of the Hilldale development as well as westbound traffic on University Avenue, providing a definitive gateway building lacking along the northern edge of Hilldale at the present time. Planning staff also believes that the addition of Target into the milieu at Hilldale furthers the reincarnation of the center from a moribund 1950's era suburban shopping center into a dynamic, vibrant mixed-use development, which comports to the community mixed-use and transit-oriented development recommendations for the site and nearby properties in the Comprehensive Plan.

A secondary aspect of the applications before the Commission to amend the general development plan and specific implementation plan for the portion of the larger Hilldale Planned Unit Development to be retained by Joseph Freed & Associates deals with the existing surface parking lot located at the southwestern corner of Frey Street and Sawyer Terrace. As noted in the preceding section, the parking lot was proposed to be converted to private open space to serve residents of the 220 residential units once proposed and approved to be built on the land that will now be developed with the Target store. The Hilldale PUD was previously amended to eliminate the establishment of these residential uses, though the open space remained. Freed has indicated, however, that their lease obligations for the rest of the shopping center require that these stalls remain for at least the near future, and therefore, they desire to bring the parking lot up to current city standards for design, construction and appearance. Staff does not object to the parking lot remaining in the interim and feels that additional residential uses that may be developed at Hilldale in the future may be better served by more centrally located open space, though staff acknowledges the concerns that have been expressed by some members of the community about the one time open space remaining a surface parking lot with this proposal.

Conformance to the Large-Format Retail Establishment Ordinance

Because the existing improvements at Hilldale and the proposed Target store exceed the minimum thresholds for large-format retail establishments, the proposed development must be reviewed against the standards for the same in Section 33.24(4)(f) of the Urban Design Commission Ordinance.

The Large-Format Retail Establishment ordinance was adopted in 2005 to provide standards for retail developments of 40,000 square feet or more of gross floor area either as one building or in multiple buildings on a single zoning lot. The standards were intended to “[promote] the efficient use of land and [preserve] and [enhance] the urban fabric through a more urban site and building design,” and include specifications for the treatment of exterior walls and facades, roofs, entrance locations, parking lots, outdoor storage and loading areas, pedestrian circulation and central features.

The large-format retail establishment standards stipulate that no single new retail establishment exceed 100,000 square feet. However, the Plan Commission may consider a new single-user retail structure in excess of 100,000 square feet if the design incorporates multi-story development, structured parking or mixed-use development. The plans for the Target store call for a 151,000 square-foot retail use to be developed above a level of mostly under-building parking, which staff feels meets two of the three criteria noted above. Also, while the Target store itself will not be a mixed-use building, staff believes its location within the confines of the Hilldale mixed-use development meets the spirit of the ordinance, which was intended to encourage diffuse, single-use large-format boxes in greenfield settings. The 1.3-acre outlot located between the western edge of the Target store and N. Segoe Road may also further the potential mixed-use character of the 6.75-acre Target site. The applicant also indicates that their site plan will exceed minimum stormwater management requirements and that the proposed building will be built to LEED (Leadership in Energy and Environmental Design) Silver standards, though they will not be requesting certification through the US Green Building Council. Both the stormwater and building efficient aspects may also be weighed when considering a single retail building in excess of 100,000 square feet.

The large-format retail establishment standards require that any building having 40,000 square feet or more of gross floor area incorporate wall plane projections or recesses having a depth of at least three percent 3% of the total length of the facade and extending at least 20% of the length of the façade, with no uninterrupted façade length exceeding 75 feet. The plans presented show that both the northern and eastern facades include significant modulation along both walls facing University Avenue and Hilldale

Way, respectively, including wall projections and both vertical and horizontal articulation of building materials intended to provide visual interest along those facades. Two emergency exit stairs will project out from the majority façade along the southern wall facing Frey Street, although staff does not believe that the projections and recesses along this façade will meet the 3% depth requirement.

The ordinance requires ground floor facades that face or abut public streets with pedestrian and vehicular access incorporate arcades, windows for vision, display, or daylighting, customer entrances, awnings, canopies, or porticos, and outdoor patios, or community features along no less than 60% of their horizontal length in a manner determined sufficient by the Plan Commission. The plans submitted appear to comply with this requirement, with a variety of features provided along University Avenue, Hilldale Way and Frey Street to integrate the building with the pedestrian environment, including the plaza extending along the eastern wall, the greenspace at the southeastern corner of the building and prominent pedestrian entrances into the building. Additionally, the building includes the color, texture and material changes along the street-facing walls required by ordinance, and generally calls for the use of high-quality building materials throughout. However, the ordinance also calls for a façade element to repeat at intervals not to exceed 30 feet, which the building design, while well articulated, does not comply with.

The proposed Target store also does not strictly comply with the ordinance requirement that rooflines of large-format retail buildings be varied with a change in height every 75 linear feet in the building length and. The store design generally calls for a nearly continuous roofline around most of the building that is interrupted only by fin walls along Hilldale Way and University Avenue and by metal columns provided at random intervals along the street-facing elevations. The applicant states that the roofs of the projecting emergency exit stairwells partially offset the noncompliance with this ordinance provision. The store does appear to comply with the requirement in the same section of the ordinance, which requires that rooftop mechanical equipment be screened from view by integrated architectural elements, such as parapets. A four-sided, architecturally integrated metal screen wall will be setback from the edge of the road to screen the rooftop mechanical equipment that will serve the store, though staff requests that the applicant provide more information on the acoustic mitigation this screening will provide prior to final approval of the project so that the impact on nearby residential uses can be sufficiently mitigated.

The large-format provisions require that a development have at least one element of one building with a maximum setback of 20 feet, adjacent to a street frontage that abuts a right of way that is projected to have the most pedestrian activity associated with the building, which staff believes will be Hilldale Way in this case. Staff feels that the plan for the proposed Target store meets the intent, if not the strict letter, of this requirement given the space that proposed between the eastern wall and the Hilldale Way sidewalk. Staff feels that the site design is appropriate given that Hilldale Way is a private street with no defined right of way and that the pedestrian plaza along Hilldale Way will result in a high-quality urban environment. The proposed building also otherwise occupies the site, including shallow setbacks along University Avenue and portions of Frey Street.

Parking for the Target store will be provided at a ratio of approximately 3 stalls per 1,000 square feet based on the 462 on-site stalls proposed to serve the 151,000 square-foot store. Because the Target store and larger Hilldale development are located in Planned Unit Development zoning, no specific parking requirements apply. However, the Zoning Ordinance would require 1 parking stall for every 300 square feet of retail space, or approximately 503 stalls for the proposed Target store if it were developed in conventional zoning (3.3 stalls per 1,000 square feet). Overall, 1,805 existing parking spaces are provided elsewhere around the Hilldale development (based on 2008 data), including approximately 1,100 surface parking stalls spread across the site and 670 structured stalls located in

two ramps located between the main mall building and N. Midvale Boulevard, which were built during the first phase of the Hilldale redevelopment. While staff anticipates that many of the patrons of the proposed Target will park beneath the store, staff recommends that the final amended Hilldale PUD documents include language that ensures that visitors to the larger mixed-use center will be allowed to park throughout the center.

The large-format retail provisions require that a Transportation Demand Management Plan (TDM) be submitted for any store that exceeds 40,000 square feet of floor area and will employ more than 100 employees. Target has submitted a TDM for this project that acknowledges the existing multimodal nature of the area surrounding Hilldale, which is currently served by seven-day Madison Metro Transit service and is located along or near various bike routes. The Target TDM includes a modest set of strategies that include a commitment to join a Transportation Management Association should one be formed in this area and to designate a store employee as a transportation coordinator to interact with Madison Metro and provide transportation-related information to employees and store patrons. The TDM also states that Target will provide employee lockers that will accommodate storage of bike-related gear.

Staff does not believe that the TDM submitted for review complies with the provisions included in Section 33.24(4)(f)9.d, which requires that the TDM describe the applicant's intent with respect to reducing the number of single-occupant automobile trips and list the methods the applicant intends to use. These methods shall be based on the transportation choices available and indicate if the applicant will provide for either the full price to purchase a monthly bus pass from Madison Metro, or provide for three or more of the following options to all employees: ridesharing/car pool matching; preferred parking for ridesharers; secured bicycle parking, showers and lockers; employee commuting subsidies or awards; an emergency ride home program; employer-subsidized bus passes; provision of real-time transit information; or other options proposed by the employer to discourage the use of single-occupant vehicles, and as approved by the City. The TDM shall also describe the traffic/parking impacts of the development and shall provide specific details on the measures the employer will use to monitor the traffic/parking impacts. Planning and Traffic Engineering Division staff will work with Target prior to final signoff of the amended PUD-GDP-SIP to refine the TDM to provide more detail on how the project will comply with the provisions outlined above.

Areas for outdoor storage, truck parking, trash collection or compaction and loading are required to not be visible from public or private abutting rights of way and are not be located within 20 feet of any public or private street, public sidewalk, or internal pedestrian way. Service and mechanical functions shall be incorporated into the overall building design and use screening and/or landscaping so that the visual and acoustic impacts of these functions are fully contained and out of view from adjacent properties and public streets. Non-enclosed areas for the storage and sale of seasonal inventory shall be permanently defined and screened with walls and/or fences. In general, the Planning Division believes that Target has done a sufficient job screening loading and service facilities proposed at the northwestern corner of the proposed store through a combination of an architecturally integrated screen wall and columnar plantings, though a portion of this area may be visible from eastbound University Avenue until the adjacent outlot between the store and N. Segoe Road is developed. As noted earlier in this section, rooftop mechanical equipment will be screened from view from an architecturally integrated screening system, though staff is requesting additional information on the acoustic buffering this screening will provide to ensure that noise impacts on nearby residential uses are sufficiently mitigated.

The plans presented also generally conform to the large-format retail establishment requirements for onsite pedestrian circulation and for pedestrian connectivity to public sidewalks. The project also appears to comply with the requirement that at least one central feature and community space

occupying a minimum of 400 square feet in area be provided for each 40,000 square feet of building, or 4 in the case of the proposed Target. The ordinance allows for patio seating areas, pedestrian plazas, planter walls and other similar amenities to be incorporated into the site design to meet this requirement. In this case, the applicant proposes a greenspace with gravel walking paths and benches at the southeastern corner of the building and a pedestrian plaza extending the length of the eastern façade parallel to Hilldale Way with a canopy at the lower lobby entrance. The combined area of these amenities equals 19,870 square feet according to the applicant, which Planning staff feels is adequate for meeting this requirement.

After reviewing the proposed Target store against the large-format retail establishment regulations, staff concludes that the proposed development generally conforms to the ordinance provisions to the greatest extent possible given site constraints that may impair full compliance, which include existing streets on three sides of the proposed building and 50 feet of grade change through the store site. Staff believes that the proposed two-level store represents exactly the type of development the large-format retail regulations were intended to foster, including the provision of under-building parking and the creation of a more urban retail building form.

Although the proposed building does not appear to fully meet the roofline, horizontal repetition, or wall plane projection/ recess provisions of the large-format retail ordinance, the large-format retail establishment regulations allow the Plan Commission to waive one or more of the requirements if it determines that unique or unusual circumstances warrant special consideration to achieve a superior design solution. Staff feels that the overall merits of the proposed store and the unique site constraints present on the subject site should allow the Plan Commission to approve the development and waive those design requirements. The only area where the proposed Target appears to be deficient is with regard to its TDM Plan, which staff recommends be addressed as a condition of approval to ensure compliance with the ordinance.

On February 3, 2010, the Urban Design Commission recommended initial approval of the amended PUD-GDP-SIP for the proposed Target store and final approval of the amended PUD-GDP-SIP for the remainder of Hilldale Shopping Center and the parking lot at the southwestern corner of Frey Street and Sawyer Terrace (see attached reports).

Conclusion

Target Corporation and Joseph Freed & Associates are requesting approval of concurrent applications to amend the PUD-GDP-SIP for Hilldale Shopping Center to facilitate the construction of a 151,000 square-foot Target store on most of the 6.75-acre site that was previously proposed for development with a Whole Foods grocery store and structured parking among other uses for the site. The site of the proposed Target store has been fallow for approximately 18 months since work on the Whole Foods project was suspended following demolition of the 5 buildings that previously occupied the site and the grading of the property to accommodate the multi-level mixed-use development previously proposed. The interim state of this prominent site along the University Avenue during this period has been a source of community concern.

The Target store proposed to occupy most of the 6.75-acre site represents a unique urban solution for a site confined by significant site topography, existing development and adjacent streets with a 143,000 square-foot retail floor proposed to be constructed above a 462-stall parking level that will largely be covered by the store. Staff believes that the construction of the proposed Target will enhance the mix of uses and overall vibrancy of Hilldale, and that the emerging context of the overall Hilldale Planned Unit

Development meets the community mixed-use and transit-oriented development recommendations for the site and nearby properties in the Comprehensive Plan. Staff also believes that the criteria for approval of planned unit developments can be met with the amendments proposed.

Staff has also reviewed the proposed Target store against the requirements for large-format retail establishments and believes that, with the exception of the TDM Plan to serve the store, those requirements are met to extent possible, and that the resulting store responds to spirit and intent of that ordinance, which is intended to encourage the efficient use of land and the preservation and enhancement of the urban fabric through more urban site and building designs for such “big box” uses. In general, staff feels that the store and site are well-designed and the project will result in a positive addition to the Hilldale area. While the TDM as presented does not conform to the large-format retail establishment requirements at the present time, staff feels that the plan can be revised to become compliant following approval and prior to recording of the amended PUD and issuance of building permits.

Staff Recommendations, Conditions of Approval & General Ordinance Requirements
Major/Non-Standard Conditions are shaded

Planning Division Recommendation (Contact Timothy M. Parks, 261-9632)

The Planning Division recommends that the Plan Commission recommend **approval** of Zoning Map Amendment ID 3468 & 3469, rezoning 4609 University Avenue, and Zoning Map Amendment ID 3471 & 3472, rezoning 702 N. Midvale Boulevard both from PUD-SIP to Amended PUD-GDP-SIP, subject to input at the public hearing, the following Planning Division conditions and the conditions from reviewing agencies:

1. That Target receive final approval of their specific implementation plan from the Urban Design Commission prior to recording of this amended PUD-GDP-SIP and issuance of building permits.
2. That the applicant submit a Construction Traffic Management Plan for the Target store to the Planning Division and Traffic Engineering Division for approval prior to recording of this amended PUD-GDP-SIP. Said plan shall include but not be limited to identifying the scope of work for the project site, travel patterns of all heavy machinery accessing the site, the general location of any bus stops, sidewalks and/or pedestrian/ bike travel routes that will be closed or relocated during construction (including any temporary accommodations), and any signage required to implement this plan.
3. Pursuant to existing restrictions in the Hilldale PUD, no exterior construction work shall take place on Sundays. Construction work may begin as early as 6:00 a.m. other days with alder notification, for quiet activities such as pouring concrete.
4. That the developer of the Target store provide a plan for approval by the Director of the Planning Division in consultation with the Director of the Building Inspection Division that shows how noise from mechanical units, trash removal and deliveries for the Target store will be minimized prior to recording of this amended PUD-GDP-SIP and issuance of building permits. Consideration shall be given to upward noise impacts on the high-rise residential development located southwest of the store and any potential residential or lodging uses that may be developed on the 1.3-acre outlot to the west.

5. That final plans for the Target store be submitted for final staff approval prior to recording of the amended PUD-GDP-SIP and issuance of building permits that include:
 - 5a. fully detailed site and landscaping plans that identify existing and proposed property lines and the proposed setbacks for the new store from those lines;
 - 5b. fully dimensioned and labeled floorplans and architectural elevations, including typical dimensions for all automobile and bike parking stalls and aisles;
 - 5c. a grading plan for the 1.3-acre future development site located between N. Segoe Road and the western edge of the proposed store;
 - 5d. a revised landscaping plan that provides details for the trees to be planted in the private street terraces (both sides of Hilldale Way and the portion of Frey Street east of Sawyer Terrace)

Note: All the above plans should be submitted at a 1:20 or 1:30 scale to ensure that sufficient detail is provided.
6. That the zoning texts for both projects be revised per Planning Division approval prior to final signoff and recording of the amended PUD-GDP-SIPs as follows:
 - 6a. the statements of purpose shall be revised to remove references to Inclusionary Zoning Units;
 - 6b. each zoning text shall include the address of the property it governs and the name of the respective applicant or project (i.e. "Target property", "Hilldale Shopping Center", etc.);
 - 6c. the permitted use sections shall be revised to state "Multi-family residential uses as shown on approved specific implementation plans";
 - 6d. both applicants shall work with the Planning Division and Zoning Administrator prior to final approval to develop an enumerated list of permitted commercial and office uses and provide appropriate family definitions for their zoning texts. [Staff believes that it would be best going forward to approve PUD zoning texts with such use lists so as to avoid references to the Zoning Code, which is currently being rewritten and will likely have different, more contemporary use lists and definitions.];
 - 6e. include language ensuring shared access and parking throughout the entire Hilldale Shopping Center development, including the proposed Target store.
7. That a revised Transportation Demand Management (TDM) Plan for the Target store be submitted for approval by the City Traffic Engineer and Director of the Planning Division prior to final signoff of the amended PUD-GDP-SIP and issuance of building permits to address how the Target store will comply with the provisions in MGO 33.24(4)(f)9.d.i.
8. That the developer of the Target store enter into a maintenance agreement with the City for any private landscaping materials to be planted in the University Avenue and Frey Street rights of way.

The following conditions have been submitted by reviewing agencies:

City Engineering Division (Contact Janet Dailey, 261-9688)

Comments for 702 N. Midvale Boulevard:

9. The developer shall coordinate with City staff to modify the existing Developer's Agreement for Contract No. 2137 to reflect the changes to the specific implementation plan.
10. The construction of this development will require removal and replacement of sidewalk, curb and gutter and possibly other parts of the City's infrastructure. The applicant shall enter into a City/ Developer agreement for the improvements required for this development. The applicant shall be required to provide deposits to cover City labor and materials and surety to cover the cost of

construction. The applicant shall meet with the City Engineer to schedule the development of the plans and the agreement. The City Engineer will not sign off on this project without the agreement executed by the developer. The developer shall sign the Developer's Acknowledgement prior to the City Engineer signing off on this project. (MGO 16.23(9)c)

Comments for Target – 4609 University Avenue:

11. The developer shall relocate the sidewalk along University Avenue such that the minimum dimension from face of curb to street edge of sidewalk measures 8 feet. This provision shall not apply where site conditions or other factors make it infeasible to do so as determined by the City Engineer and approved by the Common Council with the approval of plans and specifications for the improvements within the public right of way.
12. The Wisconsin Department of Transportation (WisDOT) is planning to let a contract to reconstruct University Avenue adjacent of this development. The applicant shall meet with the City Engineer to determine how best to accomplish the improvements within the public right of way. If it is determined that it is prudent to include certain elements of work not currently included in the WisDOT contract in order to accommodate the development and it is acceptable to WisDOT to include additional components of work, then the applicant shall reimburse the City for any additional cost incurred on the project. Said reimbursement shall be included in the development agreement for the project with a deposit sufficient to cover the estimated cost of the reimbursement unless some other means of securing payment is agreed to by the City Engineer and City Attorney.
13. Stormwater detention in the amount of 0.06 acre-ft of storage per acre of developed area is required.
14. The applicant shall be aware that the Wisconsin Department of Natural Resources (WDNR) is currently holding hearings on a revised NR-151 Code. This proposal would be affected by that code change if the changes are made law prior to this site receiving a Notice of Intent Permit from the WDNR.
15. The Department of Commerce requires treatment of underground parking runoff prior to discharge to the sanitary system.
16. The approved address for this proposed site layout will be 750 Hilldale Way.
17. The construction of this development will require removal and replacement of sidewalk, curb and gutter and possibly other parts of the City's infrastructure. The applicant shall enter into a City/ Developer agreement for the improvements required for this development. The applicant shall be required to provide deposits to cover City labor and materials and surety to cover the cost of construction. The applicant shall meet with the City Engineer to schedule the development of the plans and the agreement. The City Engineer will not sign off on this project without the agreement executed by the developer. The developer shall sign the Developer's Acknowledgement prior to the City Engineer signing off on this project. (MGO 16.23(9)c)
18. The approval of this planned unit development does not include the approval of the changes to roadways, sidewalks or utilities. The applicant shall obtain separate approval by the Board of Public Works and the Common Council for the restoration of the public right of way including any changes requested by developer. The City Engineer shall complete the final plans for the restoration with input from the developer. The curb location, grades, tree locations, tree species, lighting

modifications and other items required to facilitate the development or restore the right of way shall be reviewed by the City Engineer, City Traffic Engineer, and City Forester. (MGO 16.23(9)(d)(6))

19. The applicant shall provide the City Engineer with a survey indicating the grade of the existing sidewalk and street. The applicant shall hire a Professional Engineer to set the grade of the building entrances adjacent to the public right of way. The applicant shall provide the City Engineer the proposed grade of the building entrances. The City Engineer shall approve the grade of the entrances prior to signing off on this development.
20. The applicant shall replace all sidewalk and curb and gutter that abuts the property, which is damaged by the construction or any sidewalk and curb and gutter that the City Engineer determines needs to be replaced because it is not at a desirable grade regardless of whether the condition existed prior to beginning construction.
21. The plan set shall be revised to show a proposed private internal drainage system on the site. This information shall include the depths and locations of structures and the type of pipe to be used. (MGO 10.29)
22. The applicant shall demonstrate compliance with Section 37.07 and 37.08 of the Madison General Ordinances regarding permissible soil loss rates. The erosion control plan shall include Universal Soil Loss Equation (USLE) computations for the construction period. Measures shall be implemented in order to maintain a soil loss rate below 7.5-tons per acre per year.
23. Effective January 1, 2010, the Department of Commerce's authority to permit commercial sites, with over one acre of disturbance for stormwater management and erosion control has been transferred to the Wisconsin Department of Natural Resources (WDNR). The WDNR does not have an authorized local program transferring this authority to the City of Madison. The City of Madison has been required by the WDNR to continue to review projects for compliance with NR-216 and NR-151, but a separate permit submittal is now required from the WDNR for this work as well.

As this site is greater than one acre, the applicant is required by State Statute to obtain a Water Resources Application for Project Permits (WRAPP) from the DNR, prior to beginning construction. This permit was previously known as a Notice of Intent Permit (NOI). Please contact Eric Rortvedt of the WDNR at 273-5612 to discuss this requirement.

24. Prior to approval, this project shall comply with Chapter 37 of the Madison General Ordinances regarding stormwater management. Specifically, this development is required to control 40% TSS (20 micron particle) off of new paved surfaces and complete an erosion control plan and complete weekly self-inspection of the erosion control practices and post these inspections to the City of Madison website as required by Chapter 37 of the Madison General Ordinances.
25. The applicant shall submit, prior to plan signoff, a digital CAD file (single file) to the Engineering Program Specialist in the Engineering Division (Lori Zenchenko). The digital CAD file shall be to scale and represent final construction. The single CAD file submittal can be either AutoCAD (dwg) Version 2001 or older, MicroStation (dgn) Version J or older, or Universal (dxf) format and contain only the following data, each on a separate layer name/level number: building footprints; internal walkway areas; internal site parking areas; other miscellaneous impervious areas lot lines; lot/ plat lines, dimensions and labels; right-of-way lines; street names, stormwater management facilities and; detail drawings associated with stormwater management facilities (including if applicable planting plans).

26. The applicant shall submit, prior to plan sign-off, digital PDF files to the City Engineering Division. The digital copies shall be to scale, shall have a scale bar on the plan set, and shall contain the following items: building footprints; internal walkway areas; internal site parking areas; lot lines and right-of-way lines; street names, stormwater management facilities and; detail drawings associated with stormwater management facilities (including if applicable planting plans).
27. The applicant shall submit prior to plan sign-off, electronic copies of any Stormwater Management File including: SLAMM DAT files; RECARGA files; TR-55/HYDROCAD/etc., and; sediment loading calculations. If calculations are done by hand or are not available electronically the hand copies or printed output shall be scanned to a PDF file and provided.
28. The applicant's utility contractor shall obtain a connection permit and excavation permit prior to commencing the storm sewer construction. (MGO 37.05(7))
29. Prior to approval of the development, the owner shall obtain a permit to plug each existing sanitary sewer lateral that serves a building that is proposed for demolition. For each lateral to be plugged the owner shall deposit \$1,000 with the City Engineer in two separate checks in the following amounts: (1) \$100 non-refundable deposit for the cost of inspection of the plugging by City staff; and (2) \$900 for the cost of City crews to perform the plugging. If the owner elects to complete the plugging of a lateral by private contractor and the plugging is inspected and approved by the City Engineer, the \$900 fee shall be refunded to the owner.
30. All outstanding Madison Metropolitan Sewerage District (MMSD) and City of Madison sanitary sewer connection charges are due and payable prior Engineering Division sign-off, unless otherwise collected with a Developer's/ Subdivision Contract. Contact Janet Dailey (261-9688) to obtain the final MMSD billing a minimum of two working days prior to requesting City Engineering Division signoff. (Per MGO 16.23(9)(d)(4))
31. The site plan shall be revised to show all existing public sanitary sewer facilities in the project area as well as the size, invert elevation, and alignment of the proposed service.

Traffic Engineering Division (Contact John Leach, 267-8755)

See the attached Traffic Engineering Division memo for the comments and conditions for both projects.

Zoning Administrator (Contact Pat Anderson, 266-5978)

Comments for 702 N. Midvale Boulevard:

32. Off-street parking requirement shall comply with MGO Sections 28.04 (12) and 28.11: Parking lot plans with greater than twenty (20) stalls, landscape plans must be stamped by a registered landscape architect. Provide a landscape worksheet with the final plans that shows that the landscaping provided meets the point and required tree ordinances. In order to count toward required points, the landscaping shall be within 15' and 20' of the parking lot depending on the type of landscape element. (Note: The required trees do not count toward the landscape point total.) Planting islands shall consist of at least 75% vegetative cover, including trees, shrubs, ground cover, and/or grass. Up to 25% of the island surface may be brick pavers, mulch or other non-vegetative cover. All plant materials in islands shall be protected from vehicles by concrete curbs.

33. Parking requirements for persons with disabilities must comply with MGO Section 28.11 (3)6.(m) which includes all applicable State accessible requirements, including but not limited to:
 - a.) Provide minimum of 4 accessible stalls striped per State requirements. A minimum of 1 of the stalls shall be a van accessible stall 8' wide with an 8' striped out area adjacent.
 - b.) Show signage at the head of the stalls. Accessible signs shall be a minimum of 60" between the bottom of the sign and the ground.
34. Lighting is required and shall be in accordance with MGO Section 10.085: Provide a plan showing at least .5 foot candle on any surface on any lot and an average of .75 footcandles. The maximum light trespass shall be 0.5 footcandle at 10 feet from the adjacent lot line. (See City of Madison Lighting Ordinance).
35. Signage approvals are not granted by the Plan Commission. Signage must be approved by the Urban Design Commission and Zoning staff for compliance with MGO Section 31, Sign Code, and MGO Section 33, the Urban Design ordinance. Sign permits must be issued by the Zoning Section of the Department of Planning and Community & Economic Development prior to sign installations.

Comments for Target – 4609 University Avenue:

36. Off-street parking requirement shall comply with MGO Sections 28.04 (12) and 28.11: Parking lot plans with greater than twenty (20) stalls, landscape plans must be stamped by a registered landscape architect. Provide a landscape worksheet with the final plans that shows that the landscaping provided meets the point and required tree ordinances. In order to count toward required points, the landscaping shall be within 15' and 20' of the parking lot depending on the type of landscape element. (Note: The required trees do not count toward the landscape point total.) Planting islands shall consist of at least 75% vegetative cover, including trees, shrubs, ground cover, and/or grass. Up to 25% of the island surface may be brick pavers, mulch or other non-vegetative cover. All plant materials in islands shall be protected from vehicles by concrete curbs.
37. Parking requirements for persons with disabilities must comply with MGO Section 28.11 (3)6.(m) which includes all applicable State accessible requirements, including but not limited to:
 - a.) Provide minimum of 9 accessible stalls striped per State requirements. A minimum of 1 of the stalls shall be a van accessible stall 8' wide with an 8' striped out area adjacent.
 - b.) Show signage at the head of the stalls. Accessible signs shall be a minimum of 60" between the bottom of the sign and the ground.
 - c.) Highlight or call out the accessible path from the stalls to the building. The stalls shall be as near the accessible entrance or elevator as possible. Show ramps, curbs, or wheel stops where required.
38. Lighting is required and shall be in accordance with MGO Section 10.085: Provide a plan showing at least .5 foot candle on any surface on any lot and an average of .75 footcandles. The maximum light trespass shall be 0.5 footcandle at 10 feet from the adjacent lot line. (See City of Madison Lighting Ordinance).
39. Signage approvals are not granted by the Plan Commission. Signage must be approved by the Urban Design Commission and Zoning staff for compliance with MGO Section 31, Sign Code, and MGO Section 33, the Urban Design ordinance. Sign permits must be issued by the Zoning Section of the Department of Planning and Community & Economic Development prior to sign installations.
40. Bike parking shall comply with MGO Section 28.11. Provide 47 bike parking stalls in a safe and convenient location on an impervious surface to be shown on the final plan. The lockable enclosed

lockers or racks or equivalent structures in or upon which the bicycle may be locked by the user shall be securely anchored to the ground or building to prevent the lockers or racks from being removed from the location. Note: A bike-parking stall is 2 feet by 6 feet with a 5-foot access area. Structures that require a user-supplied locking device shall be designed to accommodate U-shaped locking devices.

41. Parking and loading shall comply with MGO Section 28.11 (4). Provide (4) 10' x 50' loading areas with 14 feet of vertical clearance on the plan. The loading area shall be exclusive of drive aisle and maneuvering space.

Parks Division (Contact Kay Rutledge, 266-4714)

42. Final park dedication and development fees will be determined when specific implementation plans are submitted for any future residential components of the Hilldale PUD and will be based on the fees due and payable in the year the SIP is approved and/ or building permits are issued. Park impact fees for those future phases will be due prior to signoff of those SIPs and/or the issuance of building permits.

Fire Department (Contact Scott Strassburg, 261-9843)

This agency submitted a response with no conditions of approval for *702 N. Midvale Boulevard*.

Comments for Target – 4609 University Avenue:

43. Provide fire apparatus access as required by MGO 34.03 (17) and IFC 503 (2009 Ed.), as follows:
- a.) The site plans shall clearly identify the location of all fire lanes;
 - b.) IFC 503 Appendix D105, Provide an aerial apparatus access fire lane that is at least 26 feet wide, with the near edge of the fire lane within 30 feet and not closer than 15 feet from the structure, and parallel to one entire side of the structure, if any part of the building is over 30 feet in height;
 - c.) Provide a fire lane that extends to within 150 feet of all exterior portions of the structure, or it can be extended to within 250 feet if the building is fully sprinklered;
 - d.) Provide a minimum unobstructed width of 26 feet for at least 20 feet on each side of the fire hydrant;
 - e.) Fire lanes shall be constructed of concrete or asphalt only, and designed to support a minimum load of 85,000 lbs;
 - f.) Provide a completed MFD "Fire Apparatus Access and Fire Hydrant Worksheet" with the site plan submittal.

Water Utility (Contact Dennis Cawley, 261-9243)

44. Each parcel will require a separate water service lateral connection to a public water main. The Water Utility will need to sign off the final plans, but not need a copy of the approved plans.

Metro Transit (Contact Tim Sobota, 261-4289)

This agency's comments for the overall development are included in the General Information section of this report.

