



Location
160 Westgate Mall

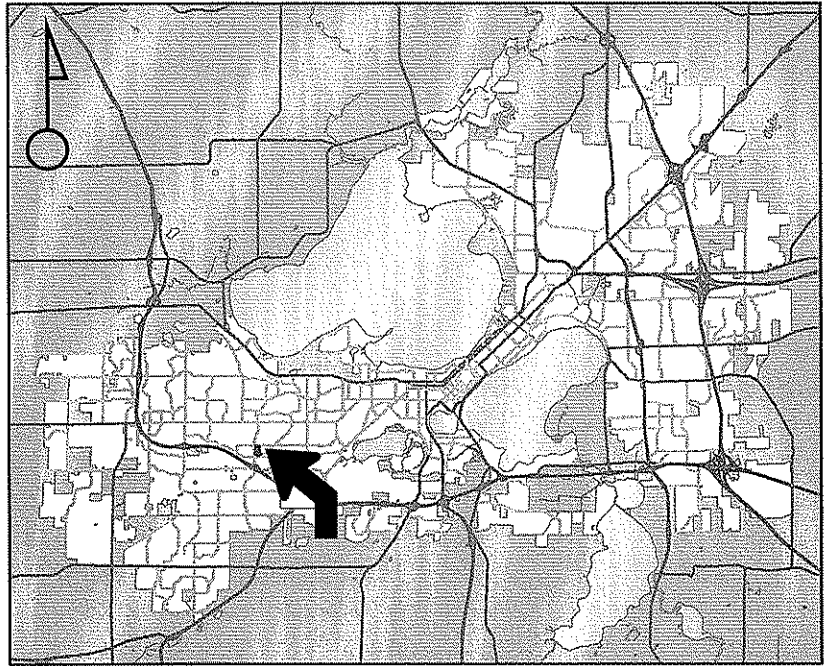
Project Name
South Westgate Mall Redevelopment

Applicant
Pete Hosch - Hy-Vee, Inc/Bill Dunlop -
Foth Infrastructure & Environment, LLC

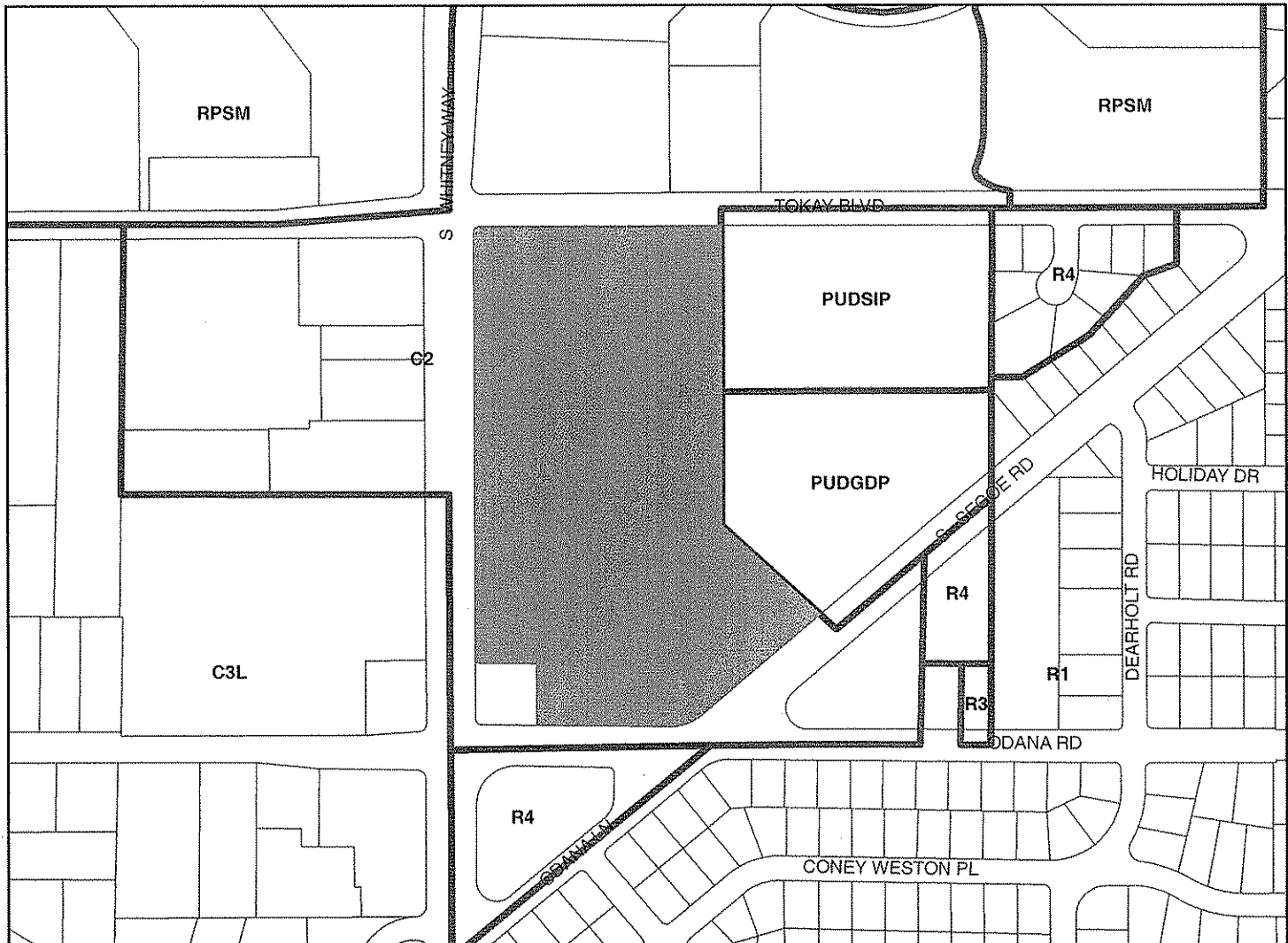
Existing Use
Westgate Mall

Proposed Use
Revise Planned Commercial Site to Allow
Construction of a Hy-Vee Grocery Store

Public Hearing Date
Plan Commission
09 February 2009

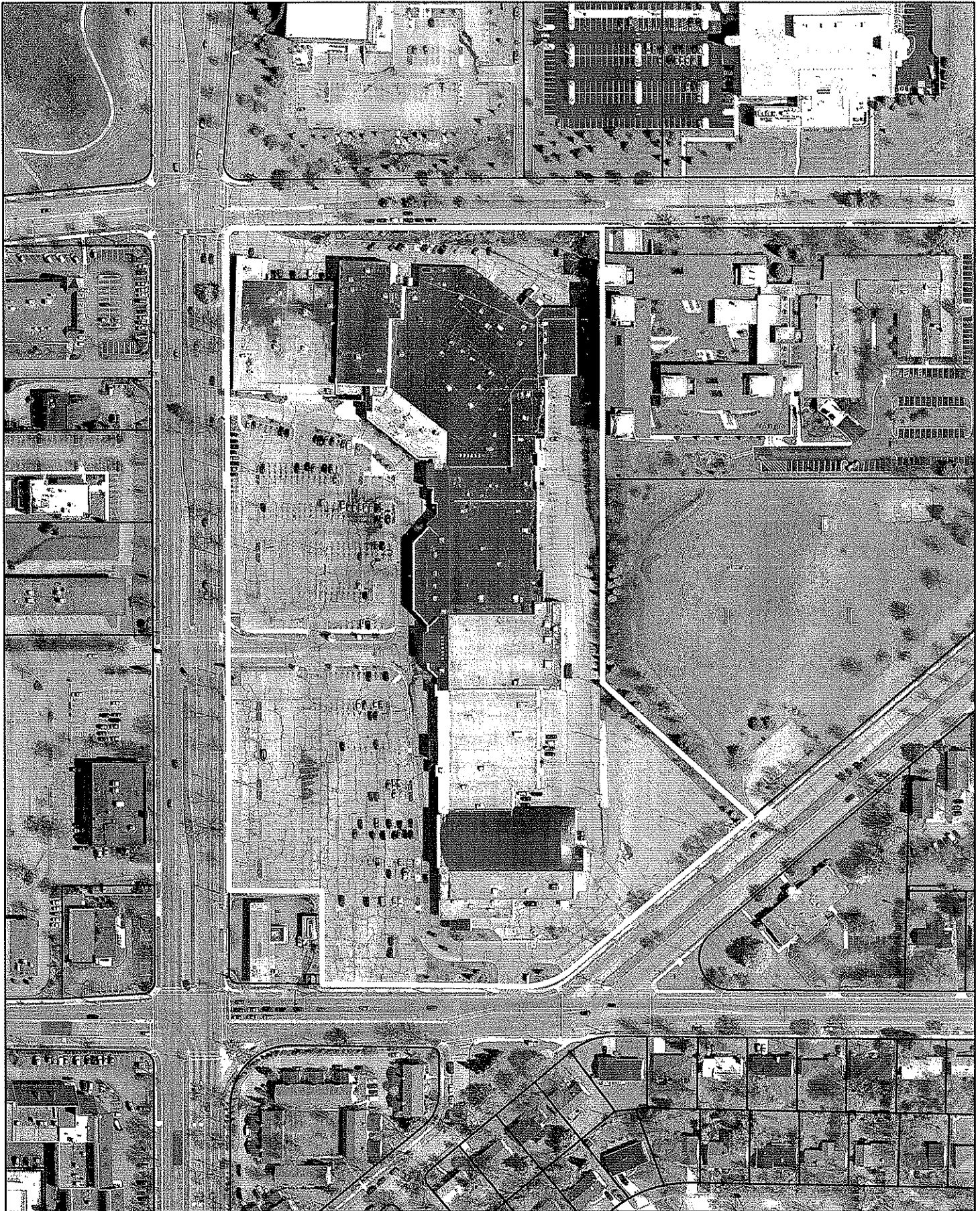


For Questions Contact: Tim Parks at: 261-9632 or tparks@cityofmadison.com or City Planning at 266-4635



Scale : 1" = 400'

City of Madison, Planning Division : RPJ : Date : 26 January 2009



**LAND USE APPLICATION
Madison Plan Commission**

215 Martin Luther King Jr. Blvd; Room LL-100
PO Box 2985; Madison, Wisconsin 53701-2985
Phone: 608.266.4635 | Facsimile: 608.267.8739

- The following information is required for all applications for Plan Commission review.
- Please read all pages of the application completely and fill in all required fields.
- This application form may also be completed online at www.cityofmadison.com/planning/plan.html
- All zoning application packages should be filed directly with the Zoning Administrator's desk.
- All applications will be reviewed against the applicable standards found in the City Ordinances to determine if the project can be approved.

FOR OFFICE USE ONLY:

Amt. Paid 3050 Receipt No. 96989
 Date Received 12/17/08
 Received By APF
 Parcel No. 0709-304-0401-0
 Aldermanic District 20 - Pham Remmale
 GQ ZBA
 Zoning District C2

For Complete Submittal

Application Letter of Intent
 IDUP Legal Descript.
 Plan Sets Zoning Text
 Alder Notification Waiver
 Nbrhd. Assn Not. Waiver
 Date Sign Issued 12/17/08

1. **Project Address:** 160 Westgate Mall **Project Area in Acres:** 17.7

Project Title (if any): South Westgate Mall Redevelopment

2. **This is an application for:** (check at least one)

Zoning Map Amendment (check only ONE box below for rezoning and fill in the blanks accordingly)

Rezoning from _____ to _____ Rezoning from _____ to PUD/PCD-SIP

Rezoning from _____ to PUD/PCD-GDP Rezoning from PUD/PCD-GDP to PUD/PCD-SIP

Conditional Use Demolition Permit Other Requests (Specify): _____

3. **Applicant, Agent & Property Owner Information:**

Applicant's Name: Pete Hosch Company: Hy-Vee, Inc
 Street Address: 5820 Westown Parkway City/State: West Des Moines, IA Zip: 50266
 Telephone: (515) 327-2147 Fax: (515) 267-2967 Email: phosch@hy-vee.com

Project Contact Person: Bill Dunlop Company: Foth Infrastructure & Environment, LLC.
 Street Address: 1402 Pankratz St., Suite 300 City/State: Madison, WI Zip: 80222
 Telephone: (608) 242-5900 Fax: (608) 242-5999 Email: wdunlop@foth.com

Property Owner (If not applicant): Westgate Mall 1999, LLC.
 Street Address: 1720 South Bellaire St., Suite 1209 City/State: Denver, CO Zip: 80222

4. **Project Information:**

Provide a general description of the project and all proposed uses of the site: Redevelopment of 7.7 acres of a 17.7 acre commercial shopping mall from mixed retail to an 80,476 sq. ft. grocery store with associated parking and improvements

Development Schedule: *Commencement* 5-15-2009 *Completion* 5-15-2010

CONTINUE →

5. Required Submittals:

- Site Plans** submitted as follows below and depicts all lot lines; existing, altered, demolished or proposed buildings; parking areas and driveways; sidewalks; location of any new signs; existing and proposed utility locations; building elevations and floor plans; landscaping, and a development schedule describing pertinent project details:
 - **Seven (7) copies** of a full-sized plan set drawn to a scale of one inch equals 20 feet (collated and folded)
 - **Seven (7) copies** of the plan set reduced to fit onto 11 inch by 17 inch paper (collated, stapled and folded)
 - **One (1) copy** of the plan set reduced to fit onto 8 ½ inch by 11 inch paper
- Letter of Intent: Twelve (12) copies** describing this application in detail but not limited to, including: existing conditions and uses of the property; development schedule for the project; names of persons involved (contractor, architect, landscaper, business manager, etc.); types of businesses; number of employees; hours of operation; square footage or acreage of the site; number of dwelling units; sale or rental price range for dwelling units; gross square footage of building(s); number of parking stalls, etc.
- Legal Description of Property:** Lot(s) of record or metes and bounds description prepared by a land surveyor.
- Filing Fee:** \$ 3000 See the fee schedule on the application cover page. Make checks payable to: *City Treasurer.*

IN ADDITION, THE FOLLOWING ITEMS MAY ALSO BE REQUIRED WITH YOUR APPLICATION; SEE BELOW:

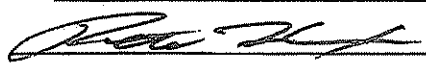

- For any applications proposing demolition of existing (principal) buildings, photos of the structure(s) to be demolished shall be submitted with your application. Be advised that a *Reuse and Recycling Plan* approved by the City's Recycling Coordinator is required to be approved by the City prior to issuance of wrecking permits.
- A project proposing **ten (10) or more dwelling units** may be required to comply with the City's Inclusionary Zoning requirements outlined in Section 28.04 (25) of the Zoning Ordinance. A separate **INCLUSIONARY DWELLING UNIT PLAN** application detailing the project's conformance with these ordinance requirements shall be submitted concurrently with this application form. Note that some IDUP materials will coincide with the above submittal materials.
- A *Zoning Text* must accompany **all** Planned Community or Planned Unit Development (PCD/PUD) submittals.

FOR ALL APPLICATIONS: All applicants are required to submit copies of all items submitted in hard copy with their application (including this application form, the letter of intent, complete plan sets and elevations, etc.) as **INDIVIDUAL** Adobe Acrobat PDF files compiled either on a non-returnable CD to be included with their application materials, or in an e-mail sent to pcapplications@cityofmadison.com. The e-mail shall include the name of the project and applicant. Applicants who are unable to provide the materials electronically should contact the Planning Unit at (608) 266-4635 for assistance.

6. Applicant Declarations:

- Conformance with adopted City plans:** Applications shall be in accordance with all adopted City of Madison plans:
 - *The site is located within the limits of* Madison Comprehensive Plan *Plan, which recommends:*
 - Potential CMU and TOD Site *for this property.*
- Pre-application Notification:** Section 28.12 of the Zoning Ordinance requires that the applicant notify the district alder and any nearby neighborhood or business associations by mail no later than **30** days prior to filing this request:
 - *List below the Alderperson, Neighborhood Association(s), Business Association(s) AND dates you sent the notices:*
 - Notice letter to Alderwoman Thuy Pham-Remmele and Midvale Hieghts President Denise Lamb - 10/21/09
 - If the alder has granted a waiver to this requirement, please attach any such correspondence to this form.*
- Pre-application Meeting with staff:** Prior to preparation of this application, the applicant is required to discuss the proposed development and review process with Zoning Counter and Planning Unit staff; note staff persons and date.
 - Planner* Tim Parks *Date* 10/16/08 | *Zoning Staff* Matt Tucker *Date* 10/16/08

The signer attests that this form has been completed accurately and all required materials have been submitted:

Printed Name Pete Hosch Date 12/15/2008
 Signature  Relation to Property Owner Tenant
 Authorizing Signature of Property Owner  Date 12/15/2008



December 15, 2008

Department of Planning & Community & Economic Development
Madison Municipal Bldg., Suite LL 100
215 Martin Luther King Jr. Blvd.
P.O. Box 2985
Madison, WI 53701

Re: Conditional Use and Demolition Permit Application
South Westgate Mall Redevelopment
160 Westgate Mall (NEC of Whitney Way & Odana Road), Madison, WI

Dear Planning Commission and Planning & Development Staff:

Hy-Vee, Inc. ("Hy-Vee") is submitting this letter of intent and Conditional Use application to obtain the necessary approvals for redevelopment of the south portion of the Westgate Mall at the corner of Whitney Way & Odana Road.

We have chosen this site as our second Madison and second Wisconsin location. We are truly excited to bring the Hy-Vee shopping experience to the west side of Madison along with the potential for 350 to 400 new jobs.

Project Goals:

- Redevelop and modernize a large portion of the mall, which could be a catalyst for redevelopment of the balance of the property
- Strengthen existing businesses through Hy-Vee's retail traffic generation
- Improve site landscaping
- Improve pedestrian connectivity to the site and create a centralized connection point to the mall from the neighborhood to the east
- Service the retail wants and needs of the neighborhood and surrounding areas

Actions to Date:

On October 16th we had an initial meeting with planning staff to review our proposed plans and had the opportunity to present our plans to the City's Development Assistance Team. On October 28th we were able to share our plans with District 20 Alder, Ms. Thuy Pham-Remmele and Assistant to the Mayor, Mr. Mario Mendoza. Alder Pham-Remmele asked that in addition to sharing our plans with the Midvale Heights Neighborhood Association as discussed below, that we try to coordinate a meeting with the Orchard Park Neighborhood Association and said meeting took place on November 16th. Hy-Vee will make an informational presentation to the Urban Design Commission on December 17th.

The evening of October 28th we presented our project at the regularly scheduled Midvale Heights Neighborhood Meeting. Most of the questions and comments came from members of the committee drafting the Midvale Heights Neighborhood Plan, which has a specific section devoted to the entire Westgate Mall property. The vision of the committee was for the entire 17.7 acre parcel to be redeveloped into a multi story new urbanism project with a mix of residential, office, retail, and structured parking. With that being said, representatives of J. Herzog & Sons (the property owner) voiced concerns that aside from the Hy-Vee redevelopment there are thirty (30) additional tenants in the mall, some of which have lease terms extending another twenty or more years. Many of those same tenants have approval rights over any modifications to the mall. Additionally, the mall is encumbered by a collateralized loan through the year 2031, which strictly limits modifications to the existing building and the revenue stream paying down the loan. It was also noted that the operating gas station at the northeast corner of Whitney Way and Odana Road is a longstanding neighborhood business that is not owned by J. Herzog & Sons. It was decided that further meetings with the property owner and the steering committee were necessary to discuss the committee's vision for the property relative to the long term contractual constraints.

The first such meeting took place on November 6th and led to the hiring of Schreiber / Anderson Associates, Inc. to master plan the balance of the center. Schreiber / Anderson completed the plan and they along with representatives from J. Herzog & Sons presented it to City Staff on December 3rd. An additional meeting to share the plan with the steering committee was held on December 10th.

Project Name: South Westgate Mall Redevelopment

Address: 160 Westgate Mall (NEC of Whitney Way & Odana Road), Madison, WI

Alder Person: Ms. Thuy Pham-Remmele – District 20

Development Team:

| | | | |
|--|---|-------------|---|
| Developer: | Hy-Vee Real Estate Dept. Contact: Pete Hosch 5820 Westown Parkway West Des Moines, IA 50266 515-327-2147 phosch@hy-vee.com | Architect: | Hy-Vee Engineering Dept. Contact: Dan Willrich 515-457-3804 dwillrich@hy-vee.com |
| Site Planning / Landscape Architect: | Hy-Vee Engineering Dept. Contact: John Brehm, ASLA 515-267-2947 jbrehm@hy-vee.com | Contractor: | Hy-Vee Weitz Construction 1947 Hull Avenue Des Moines, IA 50313 515-645-2300 |
| Engineer: | Foth Infrastructure & Environment, LLC Contact: William Dunlop, PE 1402 Pankratz Street, Suite 300 Madison, WI 53704 608-242-5900 WDunlop@foth.com | | |

Project Overview:

Hy-Vee has reached an agreement to lease the demised premises shown on the attached site plan from J. Herzog & Sons, Inc. The aforementioned demised premises is has an area of approximately 7.7 acres. Hy-Vee will demolish the existing structures south of the TJ Maxx facility and construct an 80,476 square foot Hy-Vee Food Store, which includes an attached Hy-Vee Wine & Spirits facility. The redevelopment results in an approximate 20,000-square-foot increase in building area. The project will include resurfacing the parking lot, adding more parking lot islands, relighting of the parking lot, increased landscaping, improved pedestrian connectivity, and the relocation of the Segoe Road access drive providing a safer movement at the intersection of Segoe and Odana.

This submittal represents the first step toward redevelopment of this site. The conceptual master plan for the entire 17.7 acres developed by Schreiber / Anderson is included with our submittal. Their plan represents a realistic goal given the numerous constraints at hand. It allows for the long standing tenants to maintain their presence while creating additional space for a mix of uses, enhanced connectivity, and pedestrian friendly open space.

Hy-Vee plans to receive Urban Design Commission and Planning Commission approval for a conditional use permit by early 2009, building permit approval by mid-spring, and start construction shortly thereafter. Project construction is anticipated to take approximately 12 months, resulting in an early-summer 2010 grand opening of the store.

Building Improvements:

The portion of the mall being redeveloped by Hy-Vee is comprised of several mid to large scale retail tenant spaces. Included in the submittal are proposed building elevations showing significant improvements in both design and materials compared to what is currently in place. These plans incorporate the architectural interest the City of Madison looks for in new development. The Whitney Way or front façade has dramatic changes in building projection and multiple expanses of glass which will provide significant day-lighting into the new facility. Additional points of interest on the front façade are the cantilevered canopy features and numerous changes in building height. The most-pronounced height changes are

utilized to draw customers into the primary entrance. Color and texture will be varied by using a mix of building materials including brick, glass, and EIFS.

In an effort to address city staff concerns about the Odana Road façade we made extensive changes to the inner workings of our store and modified the footprint to accommodate a functioning entrance for that elevation. The entrance will be utilized primarily for the Hy-Vee Wine & Spirits store, but will also act as an additional access point for pharmacy customers. This should work in conjunction with our corporate efforts to design the Wine & Spirits space as a separate shopping experience for the customer. We also feel that this entrance provides for greater pedestrian connectivity to the site. We utilized the same architectural theme on the Odana Road elevation that is present on Whitney Way. The service area on the east side of the Odana elevation will be screened from view with a fence.

The brick, glass, and EIFS present on the front elevation will wrap around to the north elevation approximately 40 feet. The remainder of the north and all of the east elevations will be painted precast panels. A mezzanine level comprising over 5,000 sq. ft. including offices and a club room / cooking school is present on the north elevation.

Site Improvements:

The site will undergo significant improvements to layout, pedestrian access, lighting, and landscaping. The plan includes a landscaped pedestrian parkway connecting the City sidewalks on Whitney Way to the front of the store. The existing entrance into Westgate Mall will be relocated and a large landscaped plaza area will be constructed at the northwest corner of the Hy-Vee building. A café style outside dining area will overlook the plaza area and be separated by an elevated planter wall. The space behind this common area and between Hy-Vee and TJ Maxx to the north will be separated by an ornamental fence and the space will be utilized for seasonal and garden center sales. A centralized pedestrian connection to the mall from the neighborhood to the east will be created by adding an additional pedestrian access point between Hy-Vee and the outside sales area to a new sidewalk running along the park boundary to the east and connecting to Segoe Road. Two additional pedestrian access points will be added on both sides of the Odana Road entrance connecting to the sidewalk running adjacent to the building.

Landscaping throughout the site will utilize a variety of plant species, many of which are native to the area and therefore remain appealing through seasonal change. The landscape buffering that exists on the site will be enhanced to aid in the visual screening from the adjacent properties. New parking lot islands will be oversized to allow trees and plants to thrive. The alcoves on the northeast and southeast corners of the building will incorporate plantings to add visual screening of the building.

Operation and Site Detail:

- The Westgate Mall property post Hy-Vee redevelopment will have 842 parking stalls (3.315 / 1000 SF)
- The Hy-Vee facility has two service dock doors and a vendor delivery door on the east elevation.
- The Hy-Vee Food Store will be a 24-hour facility. The Hy-Vee Wine & Spirits store will have operational hours in accordance with state and local laws.
- Two trash compactors are located along the south elevation and are screened from view by a fence
- Professional snow removal will be arranged for the entire site by the Mall Manager and maintained in accordance with City standards.

Building Uses and Area:

The redevelopment would consist of a 75,542 square-foot Hy-Vee food store, a 4,934 square-foot attached Hy-Vee Wine & Spirits facility.

1. Hy-Vee Food Store: 75,542 sq. ft. (detail as follows)
 - a. Pharmacy: 825 sq. ft.
 - b. Bank: 520 sq. ft.
 - c. Floral: 581 sq. ft.
 - d. Caribou Coffee: 481 sq. ft.
 - e. Casual Dining: 2,692 sq. ft.
 - f. Mezzanine: 6,534 sq. ft.
 - i. Club Room: 1,883 sq. ft.
 - ii. Offices: 1,912 sq. ft.
 - g. Back Room: 5,943 sq. ft.
 - h. Digital Photo: 151 sq. ft.

- i. Bakery: 1,173 sq. ft.
- j. Health Market: 1,142 sq. ft.
- k. Grocery / Dairy / Produce / General Merchandise: 50,003 sq. ft.
- l. Kitchen / Chinese / Italian / Deli: 2,547 sq. ft.
- m. Service Meats: 861 sq. ft.

2. Hy-Vee Wine & Spirits: 4,934 sq. ft.


Employment Estimate: Hy-Vee would expect to employ between 350 and 400 people and the leased space would account for additional employment beyond that.

Construction Schedule: Pending conditional use and building permit approval we anticipate a May 2009 construction start with a May 2010 grand opening.

Hy-Vee truly appreciates your review of our project and please don't hesitate to call should any questions arise.

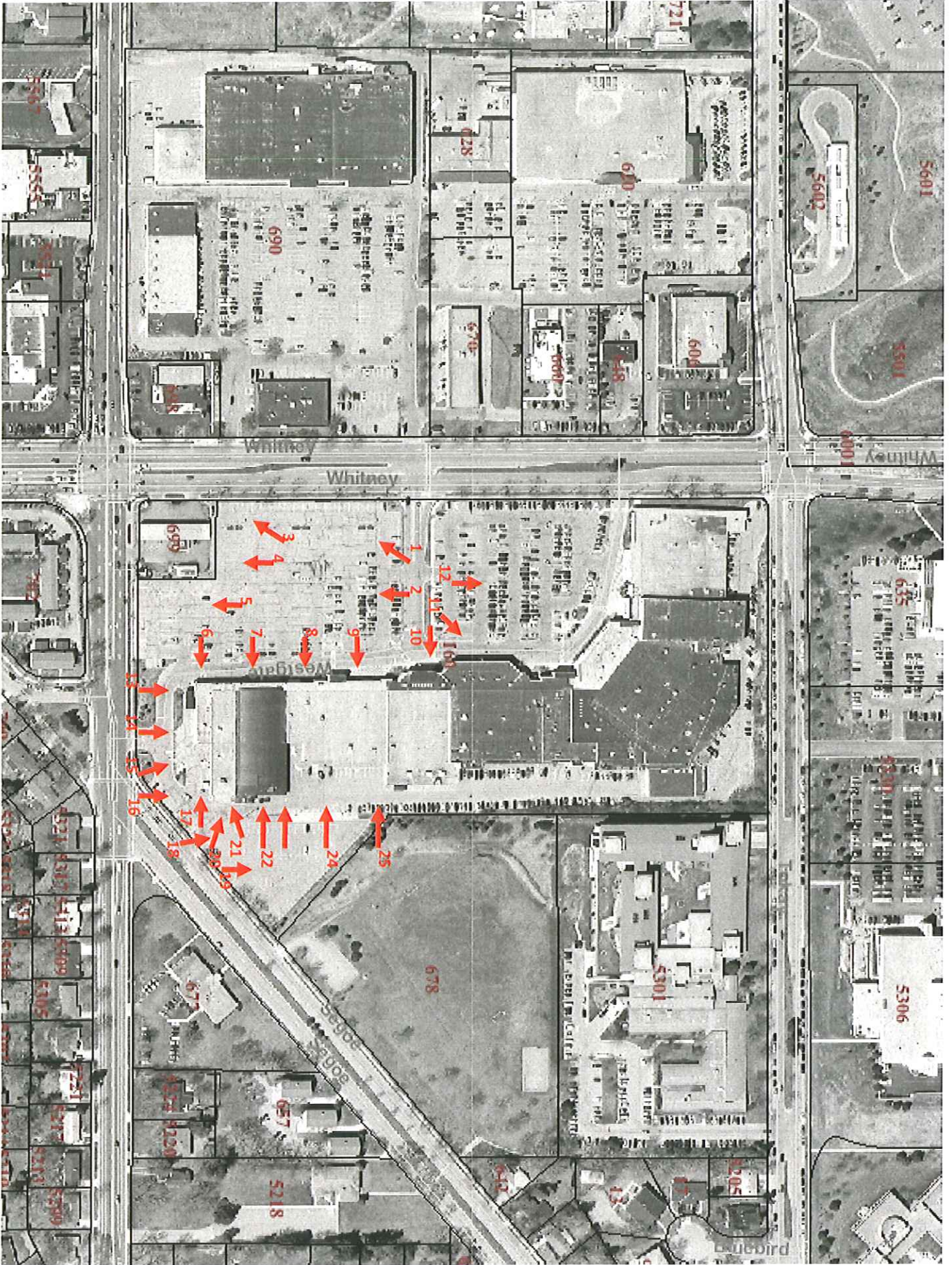
Sincerely,

HY-VEE, INC.



Pete Hosch
Assistant Vice President, Real Estate

Enclosures



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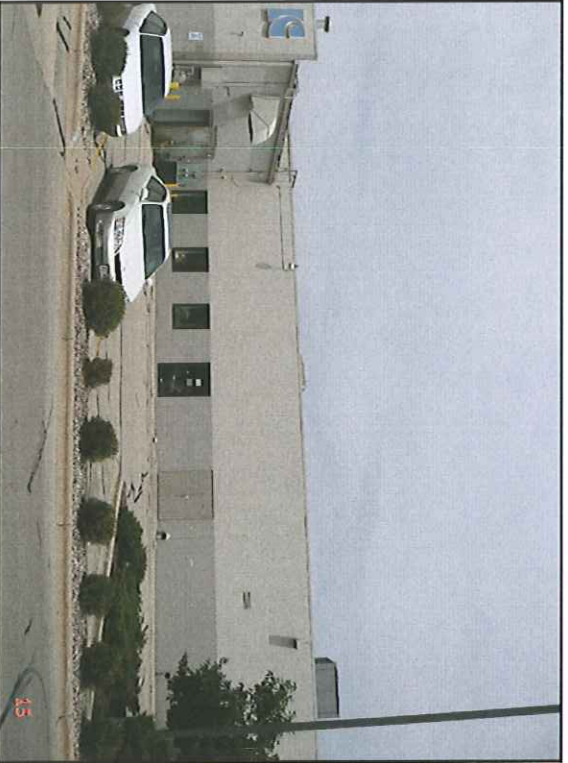


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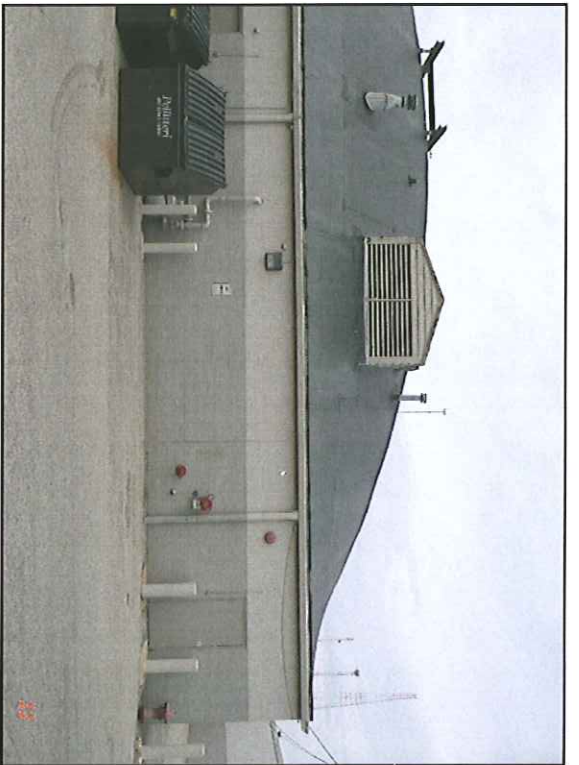
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SOUTH WHITNEY WAY

ODANA ROAD

N00° 01' 36" E 150.00'

N89° 50' 24" W 150.00'

SEGOE ROAD

HyVee
SCALE 5/8
AS SHOWN
(SEE 14/100)

LEGEND

| | |
|--|---|
| | PROPOSED BUILDING |
| | PROPOSED PARKING |
| | PROPOSED DRIVEWAY |
| | PROPOSED STREET |
| | PROPOSED UTILITY |
| | PROPOSED LANDSCAPING |
| | PROPOSED SIGNAGE |
| | PROPOSED FENCE |
| | PROPOSED STORMWATER MANAGEMENT |
| | PROPOSED STREET LIGHT |
| | PROPOSED TREE |
| | PROPOSED PLANT |
| | PROPOSED SIGN |
| | PROPOSED UTILITY POLE |
| | PROPOSED ACCESS POINT |
| | PROPOSED STORMWATER INLET |
| | PROPOSED STORMWATER OUTLET |
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| | PROPOSED STORMWATER RETENTION POND STRUCTURE |



GENERAL NOTES

1. THE INFORMATION CONTAINED HEREIN IS FOR INFORMATION ONLY AND DOES NOT CONSTITUTE A CONTRACT.
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LEGAL DESCRIPTION

THE SITE IS LOCATED IN THE COUNTY OF DANE, WISCONSIN, AND IS DESCRIBED AS FOLLOWS: [Detailed legal description text]

SITE FOR ALIENATION

The site is being offered for alienation to the highest bidder for the sum of [price].

TERMS AND CONDITIONS OF SALE

[Detailed terms and conditions text]

- CONTRACT NO.** []
- DATE** []
- PROJECT NAME** []
- OWNER** []
- DESIGNER** []
- SCALE** []
- DATE** []
- REVISIONS**
- | NO. | DESCRIPTION |
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PRELIMINARY
NOT FOR CONSTRUCTION

LOCATION:
SOUTH WESTGATE MALL RE-DEVELOP., MADISON, WI

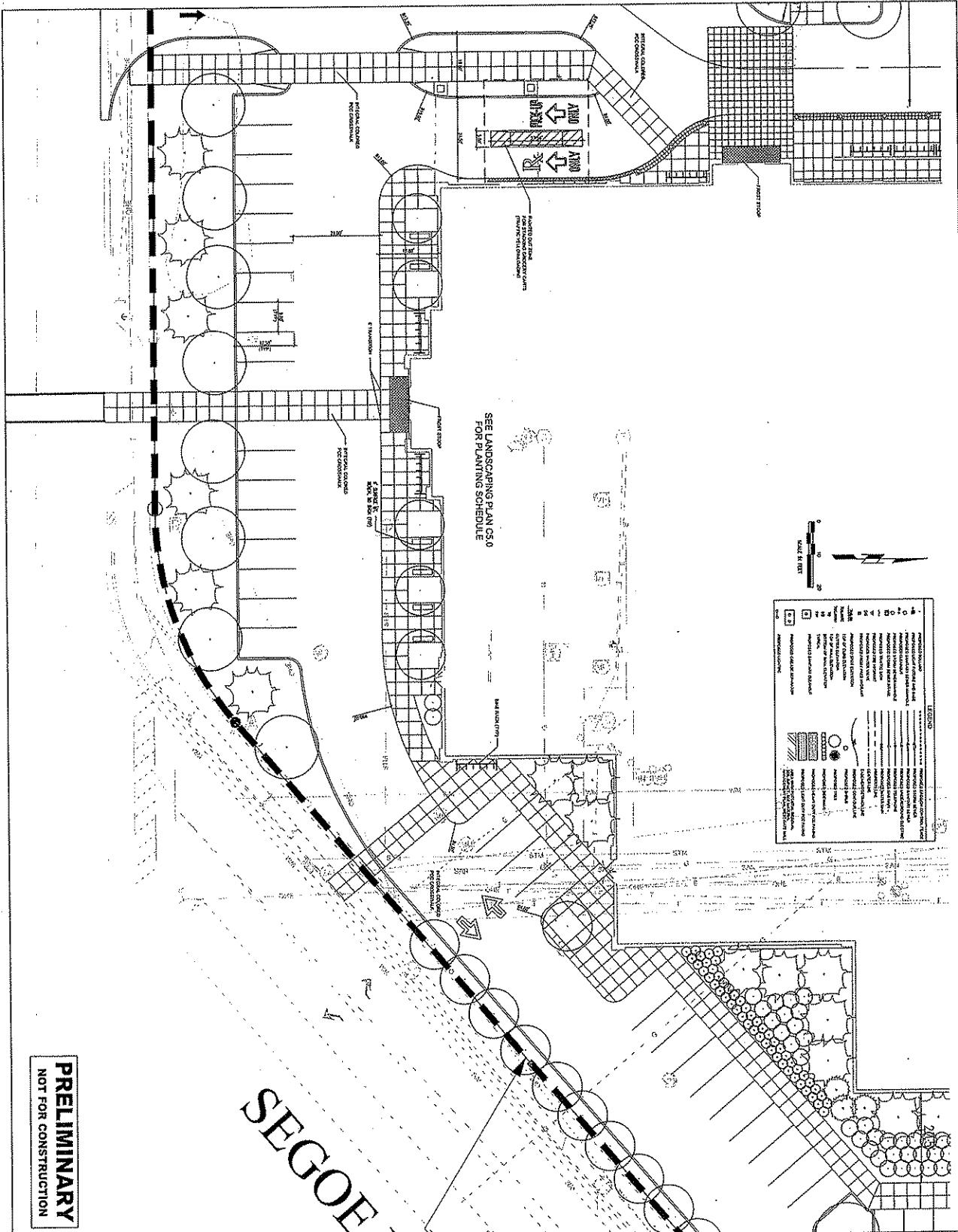
HYVEE, INC.
6800 VILLAGE SQUARE PARKWAY
WEST FISH KILL VILLAGE, WISCONSIN 53526
TELEPHONE: (608) 937-0900
FAX: (608) 937-0905

Foth
Foth Infrastructure & Environment, LLC
1410 Parkview Drive, Suite 200
Madison, WI 53704
Phone: 608-272-2000 Fax: 608-272-2900

SITE PLAN

C2.0

7



LEGEND

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| 1 | Proposed Building Footprint |
| 2 | Proposed Building Footprint (Existing) |
| 3 | Proposed Building Footprint (Future) |
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| 80 | Proposed Building Footprint (Future) |
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| 82 | Proposed Building Footprint (Future) |
| 83 | Proposed Building Footprint (Future) |
| 84 | Proposed Building Footprint (Future) |
| 85 | Proposed Building Footprint (Future) |
| 86 | Proposed Building Footprint (Future) |
| 87 | Proposed Building Footprint (Future) |
| 88 | Proposed Building Footprint (Future) |
| 89 | Proposed Building Footprint (Future) |
| 90 | Proposed Building Footprint (Future) |
| 91 | Proposed Building Footprint (Future) |
| 92 | Proposed Building Footprint (Future) |
| 93 | Proposed Building Footprint (Future) |
| 94 | Proposed Building Footprint (Future) |
| 95 | Proposed Building Footprint (Future) |
| 96 | Proposed Building Footprint (Future) |
| 97 | Proposed Building Footprint (Future) |
| 98 | Proposed Building Footprint (Future) |
| 99 | Proposed Building Footprint (Future) |
| 100 | Proposed Building Footprint (Future) |

PRELIMINARY
NOT FOR CONSTRUCTION

SEGOE

C2.2

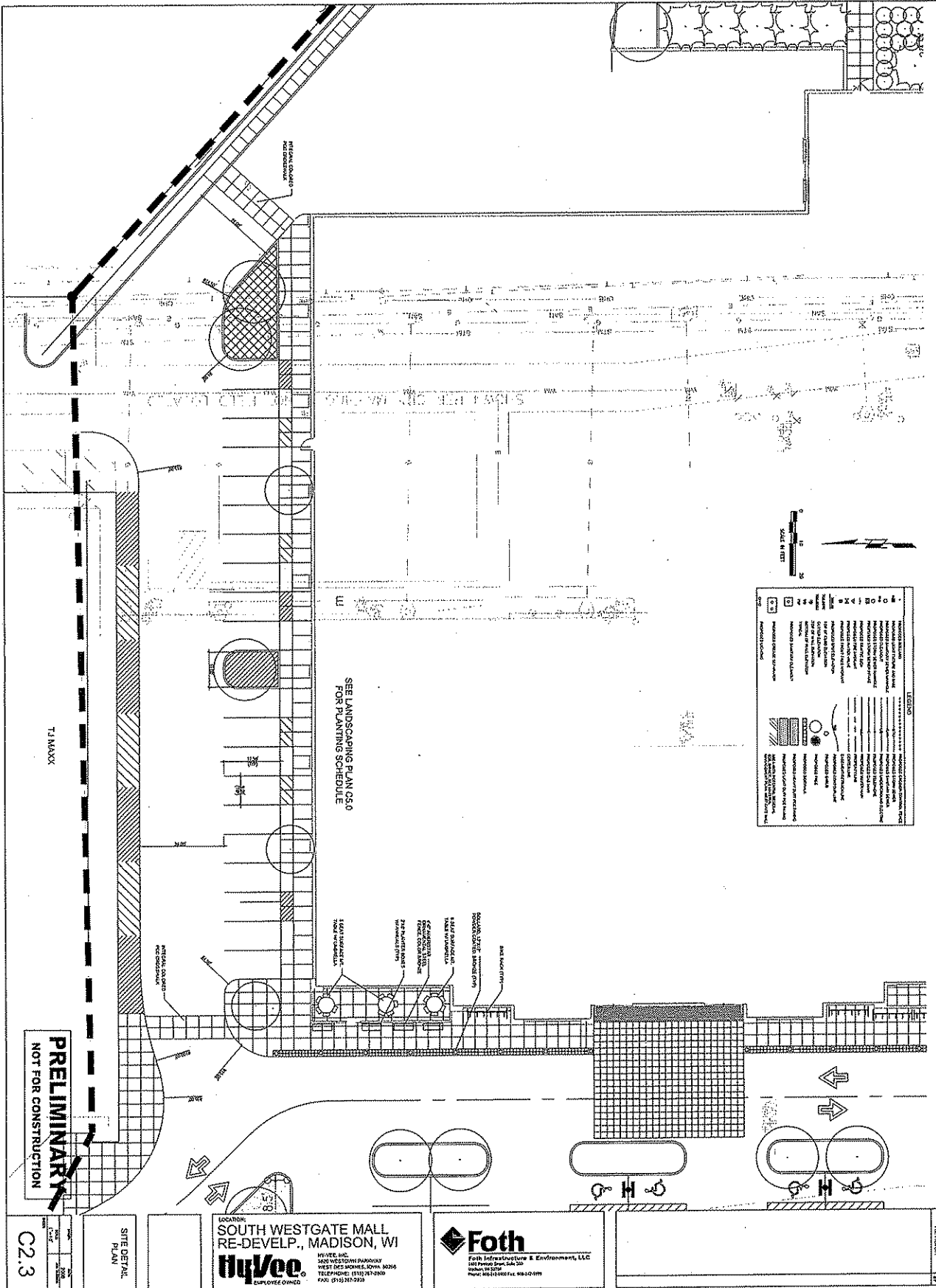
SITE DETAIL
PLAN

LOCATION:
**SOUTH WESTGATE MALL
RE-DEVELOP., MADISON, WI**

HyVee
EMPLOYEE OWNED

HYVEE, INC.
5420 WESTGATE PARKWAY
WEST GATE MADISON, WI 53704
TELEPHONE: (608) 277-2800
FAX: (608) 277-2800

Foth
FOTH Infrastructure & Environment, LLC
2425 Pershing Drive, Suite 300
Madison, WI 53704
Phone: (608) 277-2800 Fax: (608) 277-2800



SEE LANDSCAPING PLAN C5.0
FOR PLANTING SCHEDULE

| LEGEND | |
|----------|---------------------|
| Symbol | Description |
| (Symbol) | Asphalt Paving |
| (Symbol) | Grass Paving |
| (Symbol) | Gravel Paving |
| (Symbol) | Concrete Paving |
| (Symbol) | Lighting |
| (Symbol) | Planting Schedule |
| (Symbol) | Walkway |
| (Symbol) | Handicap Accessible |
| (Symbol) | Landscaping |
| (Symbol) | Utility |
| (Symbol) | Structure |
| (Symbol) | Other |

PRELIMINARY
NOT FOR CONSTRUCTION

LOCATION:
**SOUTH WESTGATE MALL
RE-DEVELOP., MADISON, WI**

HyVee
a SOUTHWEST GROUP COMPANY

HYVEE, INC.
300 WEST LAMAR AVENUE
WEST DES MOINES, IOWA, 50266
TELEPHONE: (515) 727-2900
FAX: (515) 281-7326

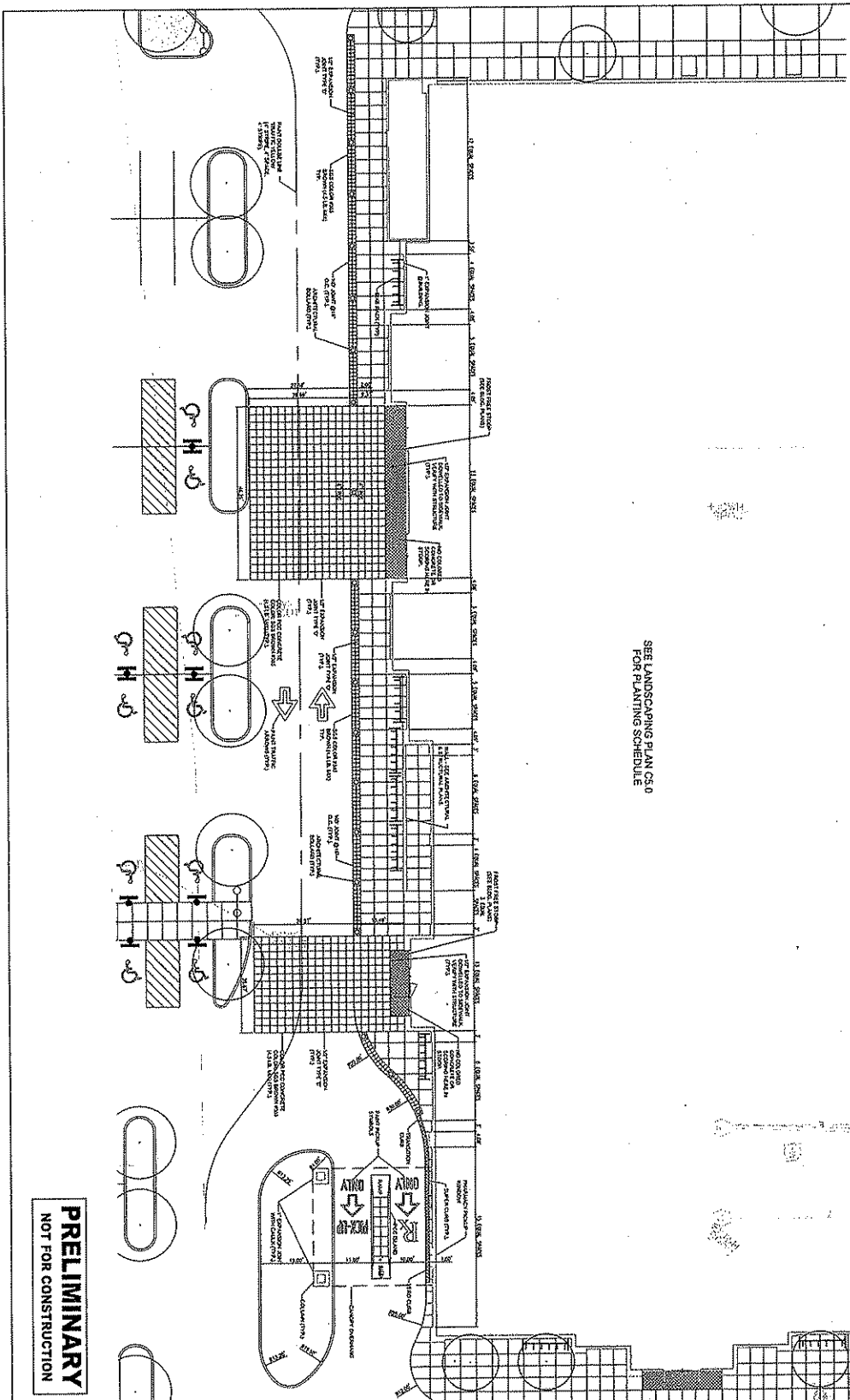
Foth

Foth Infrastructure & Environment, LLC
1820 Potosi Street, Suite 200
Madison, WI 53716
Phone: 608-248-6677 Fax: 608-248-6999

REVISION

C2.3

SITE DETAIL
PLAN



SEE LANDSCAPING PLAN C2.0
FOR PLANTING SCHEDULE



| LEGEND | | |
|----------|-------------------------|-------------------------|
| [Symbol] | PROPOSED SIDEWALK | EXISTING SIDEWALK |
| [Symbol] | PROPOSED DRIVEWAY | EXISTING DRIVEWAY |
| [Symbol] | PROPOSED PLANTING | EXISTING PLANTING |
| [Symbol] | PROPOSED SIGNAGE | EXISTING SIGNAGE |
| [Symbol] | PROPOSED LANDSCAPING | EXISTING LANDSCAPING |
| [Symbol] | PROPOSED UTILITIES | EXISTING UTILITIES |
| [Symbol] | PROPOSED PAVEMENT | EXISTING PAVEMENT |
| [Symbol] | PROPOSED CURB | EXISTING CURB |
| [Symbol] | PROPOSED LIGHT FIXTURES | EXISTING LIGHT FIXTURES |
| [Symbol] | PROPOSED SIGNAGE | EXISTING SIGNAGE |
| [Symbol] | PROPOSED SIGNAGE | EXISTING SIGNAGE |
| [Symbol] | PROPOSED SIGNAGE | EXISTING SIGNAGE |

PRELIMINARY
NOT FOR CONSTRUCTION

SITE DETAIL
PLAN

LOCATION:
SOUTH WESTGATE MALL
RE-DEVELOP., MADISON, WI

HyVee

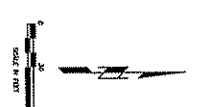
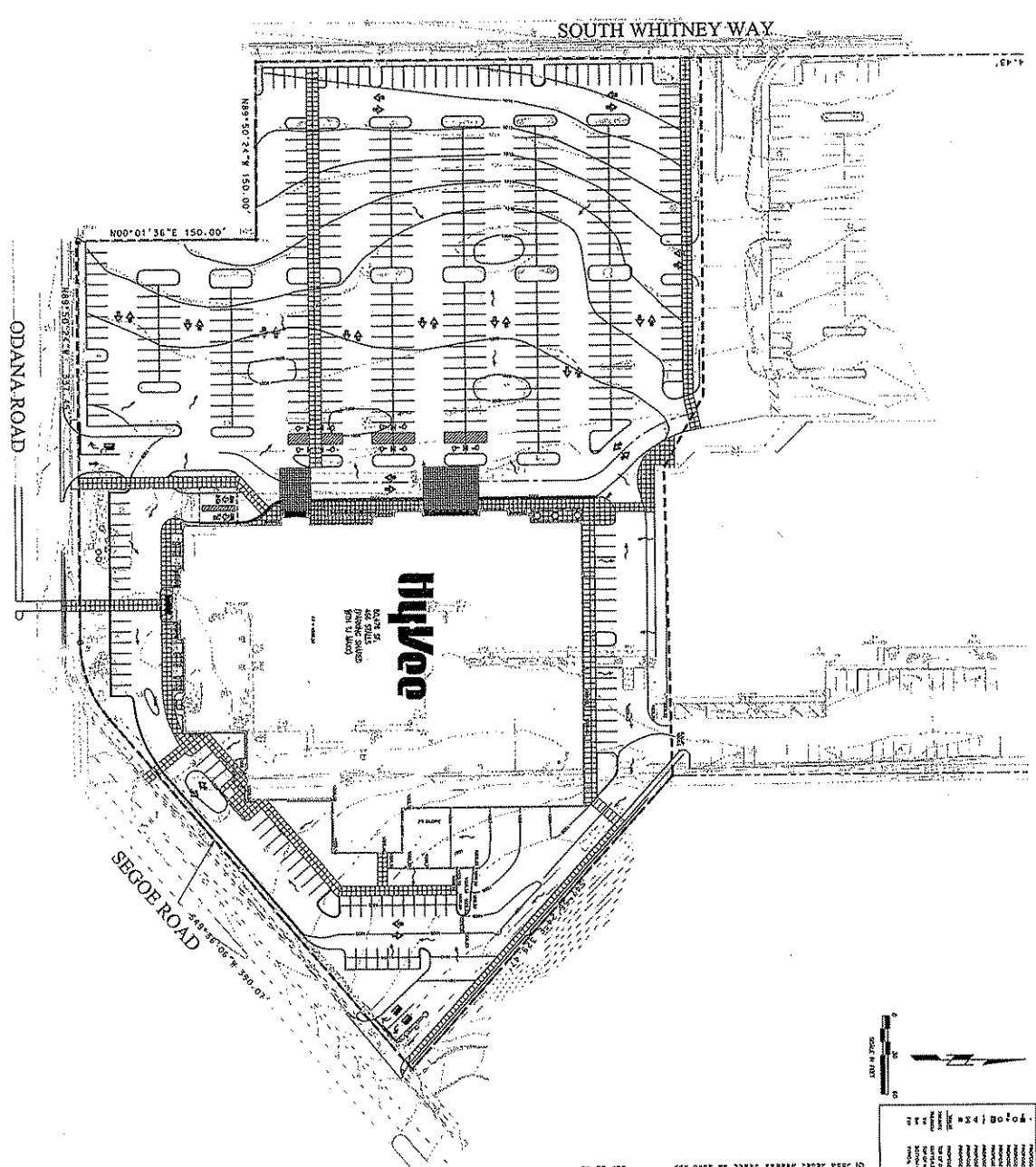
HYVEE, INC.
3825 WESTGATE PARKWAY
WEST GATE MANOR, ILLINOIS 60094
(708) 871-2000
www.hyvee.com

Foth

Foth Infrastructure & Environment, LLC
640 Parkside Street, Suite 300
Madison, WI 53705
Phone: 608.255.9000 (ext. 800) FAX: 608.255.2400

CONSTRUCTION

C2.4



| LEGEND | |
|---------------------------------|---------------------------------|
| PROPOSED BUILDING | EXISTING BUILDING |
| PROPOSED DRIVEWAY | EXISTING DRIVEWAY |
| PROPOSED SIDEWALK | EXISTING SIDEWALK |
| PROPOSED PAVEMENT | EXISTING PAVEMENT |
| PROPOSED CURB | EXISTING CURB |
| PROPOSED UTILITY | EXISTING UTILITY |
| PROPOSED EASEMENT | EXISTING EASEMENT |
| PROPOSED FENCE | EXISTING FENCE |
| PROPOSED SIGN | EXISTING SIGN |
| PROPOSED LIGHT FIXTURE | EXISTING LIGHT FIXTURE |
| PROPOSED TREE | EXISTING TREE |
| PROPOSED PLANTING | EXISTING PLANTING |
| PROPOSED LANDSCAPE | EXISTING LANDSCAPE |
| PROPOSED GRADE | EXISTING GRADE |
| PROPOSED DRAINAGE | EXISTING DRAINAGE |
| PROPOSED EROSION CONTROL | EXISTING EROSION CONTROL |
| PROPOSED SECURITY | EXISTING SECURITY |
| PROPOSED FURNITURE | EXISTING FURNITURE |
| PROPOSED SIGNAGE | EXISTING SIGNAGE |
| PROPOSED LIGHTING | EXISTING LIGHTING |
| PROPOSED SOUND BARRIER | EXISTING SOUND BARRIER |
| PROPOSED LANDSCAPE LIGHTING | EXISTING LANDSCAPE LIGHTING |
| PROPOSED LANDSCAPE IRRIGATION | EXISTING LANDSCAPE IRRIGATION |
| PROPOSED LANDSCAPE MAINTENANCE | EXISTING LANDSCAPE MAINTENANCE |
| PROPOSED LANDSCAPE DESIGN | EXISTING LANDSCAPE DESIGN |
| PROPOSED LANDSCAPE CONSTRUCTION | EXISTING LANDSCAPE CONSTRUCTION |
| PROPOSED LANDSCAPE OPERATION | EXISTING LANDSCAPE OPERATION |
| PROPOSED LANDSCAPE MAINTENANCE | EXISTING LANDSCAPE MAINTENANCE |
| PROPOSED LANDSCAPE DESIGN | EXISTING LANDSCAPE DESIGN |
| PROPOSED LANDSCAPE CONSTRUCTION | EXISTING LANDSCAPE CONSTRUCTION |
| PROPOSED LANDSCAPE OPERATION | EXISTING LANDSCAPE OPERATION |

GENERAL NOTES:

1. THIS PLAN IS A PRELIMINARY GRADING PLAN AND IS NOT TO BE USED FOR CONSTRUCTION.
2. THE GRADING PLAN IS BASED ON THE EXISTING TERRAIN AND THE PROPOSED BUILDING FOOTPRINT.
3. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL HEALTH DEPARTMENT AND THE LOCAL SANITATION DEPARTMENT.
4. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL PLANNING DEPARTMENT AND THE LOCAL ZONING DEPARTMENT.
5. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL PUBLIC WORKS DEPARTMENT AND THE LOCAL UTILITIES DEPARTMENT.
6. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL FIRE DEPARTMENT AND THE LOCAL POLICE DEPARTMENT.
7. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL ENVIRONMENTAL AGENCY AND THE LOCAL HISTORIC PRESERVATION COMMISSION.
8. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL TRANSPORTATION DEPARTMENT AND THE LOCAL TRAFFIC ENGINEER.
9. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL WATER SUPPLY DEPARTMENT AND THE LOCAL WASTEWATER TREATMENT PLANT.
10. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL AIR QUALITY DEPARTMENT AND THE LOCAL CLIMATE CONTROL AGENCY.
11. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL ENERGY DEPARTMENT AND THE LOCAL ENERGY COMMISSION.
12. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL ECONOMIC DEVELOPMENT DEPARTMENT AND THE LOCAL BUSINESS DEVELOPMENT AGENCY.
13. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL COMMUNITY DEVELOPMENT DEPARTMENT AND THE LOCAL COMMUNITY IMPROVEMENT AGENCY.
14. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL CULTURAL HERITAGE DEPARTMENT AND THE LOCAL CULTURAL PRESERVATION COMMISSION.
15. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL ARTS AND RECREATION DEPARTMENT AND THE LOCAL ARTS AND RECREATION COMMISSION.
16. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL TOURISM DEPARTMENT AND THE LOCAL TOURISM COMMISSION.
17. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL SENIORS DEPARTMENT AND THE LOCAL SENIORS COMMISSION.
18. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL YOUTH DEPARTMENT AND THE LOCAL YOUTH COMMISSION.
19. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL WOMEN DEPARTMENT AND THE LOCAL WOMEN COMMISSION.
20. THE GRADING PLAN IS SUBJECT TO THE APPROVAL OF THE LOCAL GAY, LESBIAN, BISEXUAL, AND TRANSGENDER DEPARTMENT AND THE LOCAL GAY, LESBIAN, BISEXUAL, AND TRANSGENDER COMMISSION.

PRELIMINARY
NOT FOR CONSTRUCTION

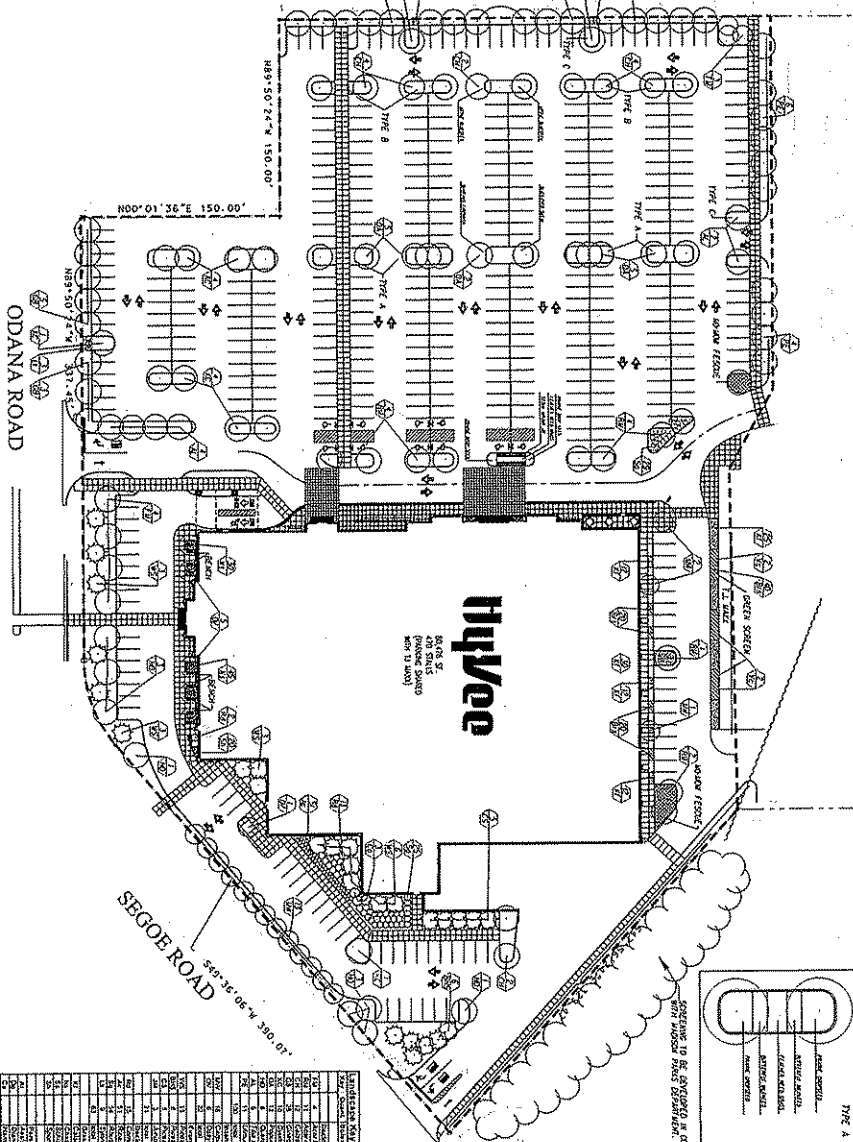
SPACING PLAN

LOCATION: SOUTH WESTGATE MALL REDEVELOP., MADISON, WI
 HYVEE, INC.
 520 WEST OGDON PARKWAY
 WEST OGDON, WISCONSIN 53694
 TELEPHONE: (608) 271-2600
 FAX: (608) 271-0955

Foth
 Foth Infrastructure & Environment, LLC
 1000 Park Street, Suite 400
 Madison, WI 53705
 Phone: (608) 261-2222 Fax: (608) 261-5009

C3.0

SOUTH WHITNEY WAY

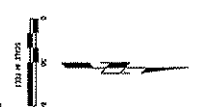
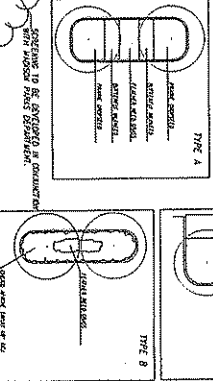


PRELIMINARY
NOT FOR CONSTRUCTION

DATE: 08/14/2014
PROJECT: SOUTH WESTGATE MALL REDEVELOPMENT, MADISON, WI

| NO. | DESCRIPTION | QTY | UNIT | PRICE | TOTAL |
|-----|--------------------------------|-----|---------|---------|---------|
| 1 | 100,000 SQ. FT. HYVEE STORE | 1 | SQ. FT. | 100,000 | 100,000 |
| 2 | 10,000 SQ. FT. STORAGE | 1 | SQ. FT. | 10,000 | 10,000 |
| 3 | 10,000 SQ. FT. OFFICE | 1 | SQ. FT. | 10,000 | 10,000 |
| 4 | 10,000 SQ. FT. LOADING DOCK | 1 | SQ. FT. | 10,000 | 10,000 |
| 5 | 10,000 SQ. FT. PARKING | 1 | SQ. FT. | 10,000 | 10,000 |
| 6 | 10,000 SQ. FT. DRIVEWAY | 1 | SQ. FT. | 10,000 | 10,000 |
| 7 | 10,000 SQ. FT. FENCE | 1 | SQ. FT. | 10,000 | 10,000 |
| 8 | 10,000 SQ. FT. LIGHTING | 1 | SQ. FT. | 10,000 | 10,000 |
| 9 | 10,000 SQ. FT. SIGNAGE | 1 | SQ. FT. | 10,000 | 10,000 |
| 10 | 10,000 SQ. FT. LANDSCAPING | 1 | SQ. FT. | 10,000 | 10,000 |
| 11 | 10,000 SQ. FT. PAVING | 1 | SQ. FT. | 10,000 | 10,000 |
| 12 | 10,000 SQ. FT. CURB | 1 | SQ. FT. | 10,000 | 10,000 |
| 13 | 10,000 SQ. FT. UTILITY | 1 | SQ. FT. | 10,000 | 10,000 |
| 14 | 10,000 SQ. FT. EROSION CONTROL | 1 | SQ. FT. | 10,000 | 10,000 |
| 15 | 10,000 SQ. FT. RETENTION WALL | 1 | SQ. FT. | 10,000 | 10,000 |
| 16 | 10,000 SQ. FT. DRAINAGE | 1 | SQ. FT. | 10,000 | 10,000 |
| 17 | 10,000 SQ. FT. FLOOD CONTROL | 1 | SQ. FT. | 10,000 | 10,000 |
| 18 | 10,000 SQ. FT. SECURITY | 1 | SQ. FT. | 10,000 | 10,000 |
| 19 | 10,000 SQ. FT. ACCESS CONTROL | 1 | SQ. FT. | 10,000 | 10,000 |
| 20 | 10,000 SQ. FT. MONITORING | 1 | SQ. FT. | 10,000 | 10,000 |
| 21 | 10,000 SQ. FT. MAINTENANCE | 1 | SQ. FT. | 10,000 | 10,000 |
| 22 | 10,000 SQ. FT. TRAINING | 1 | SQ. FT. | 10,000 | 10,000 |
| 23 | 10,000 SQ. FT. TESTING | 1 | SQ. FT. | 10,000 | 10,000 |
| 24 | 10,000 SQ. FT. INSPECTION | 1 | SQ. FT. | 10,000 | 10,000 |
| 25 | 10,000 SQ. FT. REPORTING | 1 | SQ. FT. | 10,000 | 10,000 |
| 26 | 10,000 SQ. FT. ARCHIVING | 1 | SQ. FT. | 10,000 | 10,000 |
| 27 | 10,000 SQ. FT. BACKUP | 1 | SQ. FT. | 10,000 | 10,000 |
| 28 | 10,000 SQ. FT. RECOVERY | 1 | SQ. FT. | 10,000 | 10,000 |
| 29 | 10,000 SQ. FT. DISASTER | 1 | SQ. FT. | 10,000 | 10,000 |
| 30 | 10,000 SQ. FT. BUSINESS | 1 | SQ. FT. | 10,000 | 10,000 |
| 31 | 10,000 SQ. FT. CONTINUITY | 1 | SQ. FT. | 10,000 | 10,000 |
| 32 | 10,000 SQ. FT. PLANNING | 1 | SQ. FT. | 10,000 | 10,000 |
| 33 | 10,000 SQ. FT. POLICY | 1 | SQ. FT. | 10,000 | 10,000 |
| 34 | 10,000 SQ. FT. PROCEDURE | 1 | SQ. FT. | 10,000 | 10,000 |
| 35 | 10,000 SQ. FT. MANUAL | 1 | SQ. FT. | 10,000 | 10,000 |
| 36 | 10,000 SQ. FT. GUIDE | 1 | SQ. FT. | 10,000 | 10,000 |
| 37 | 10,000 SQ. FT. CHECKLIST | 1 | SQ. FT. | 10,000 | 10,000 |
| 38 | 10,000 SQ. FT. FORM | 1 | SQ. FT. | 10,000 | 10,000 |
| 39 | 10,000 SQ. FT. TEMPLATE | 1 | SQ. FT. | 10,000 | 10,000 |
| 40 | 10,000 SQ. FT. SAMPLE | 1 | SQ. FT. | 10,000 | 10,000 |
| 41 | 10,000 SQ. FT. MODEL | 1 | SQ. FT. | 10,000 | 10,000 |
| 42 | 10,000 SQ. FT. PROTOTYPE | 1 | SQ. FT. | 10,000 | 10,000 |
| 43 | 10,000 SQ. FT. POC | 1 | SQ. FT. | 10,000 | 10,000 |
| 44 | 10,000 SQ. FT. DEMO | 1 | SQ. FT. | 10,000 | 10,000 |
| 45 | 10,000 SQ. FT. TRIAL | 1 | SQ. FT. | 10,000 | 10,000 |
| 46 | 10,000 SQ. FT. EVALUATION | 1 | SQ. FT. | 10,000 | 10,000 |
| 47 | 10,000 SQ. FT. FEEDBACK | 1 | SQ. FT. | 10,000 | 10,000 |
| 48 | 10,000 SQ. FT. IMPROVEMENT | 1 | SQ. FT. | 10,000 | 10,000 |
| 49 | 10,000 SQ. FT. ITERATION | 1 | SQ. FT. | 10,000 | 10,000 |
| 50 | 10,000 SQ. FT. OPTIMIZATION | 1 | SQ. FT. | 10,000 | 10,000 |

| TYPE | QTY | UNIT | PRICE | TOTAL |
|--------|-----|-------|-------|-------|
| TYPE A | 10 | PLANT | 100 | 1000 |
| TYPE B | 20 | PLANT | 200 | 4000 |
| TYPE C | 30 | PLANT | 300 | 9000 |
| TOTAL | 60 | PLANT | 600 | 14000 |



LANDSCAPE NOTES
1. ALL PLANTING SHALL BE DONE IN ACCORDANCE WITH THE CITY OF MADISON LANDSCAPE DESIGN MANUAL.
2. ALL PLANTING SHALL BE DONE IN ACCORDANCE WITH THE CITY OF MADISON LANDSCAPE DESIGN MANUAL.
3. ALL PLANTING SHALL BE DONE IN ACCORDANCE WITH THE CITY OF MADISON LANDSCAPE DESIGN MANUAL.
4. ALL PLANTING SHALL BE DONE IN ACCORDANCE WITH THE CITY OF MADISON LANDSCAPE DESIGN MANUAL.
5. ALL PLANTING SHALL BE DONE IN ACCORDANCE WITH THE CITY OF MADISON LANDSCAPE DESIGN MANUAL.
6. ALL PLANTING SHALL BE DONE IN ACCORDANCE WITH THE CITY OF MADISON LANDSCAPE DESIGN MANUAL.
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9. ALL PLANTING SHALL BE DONE IN ACCORDANCE WITH THE CITY OF MADISON LANDSCAPE DESIGN MANUAL.
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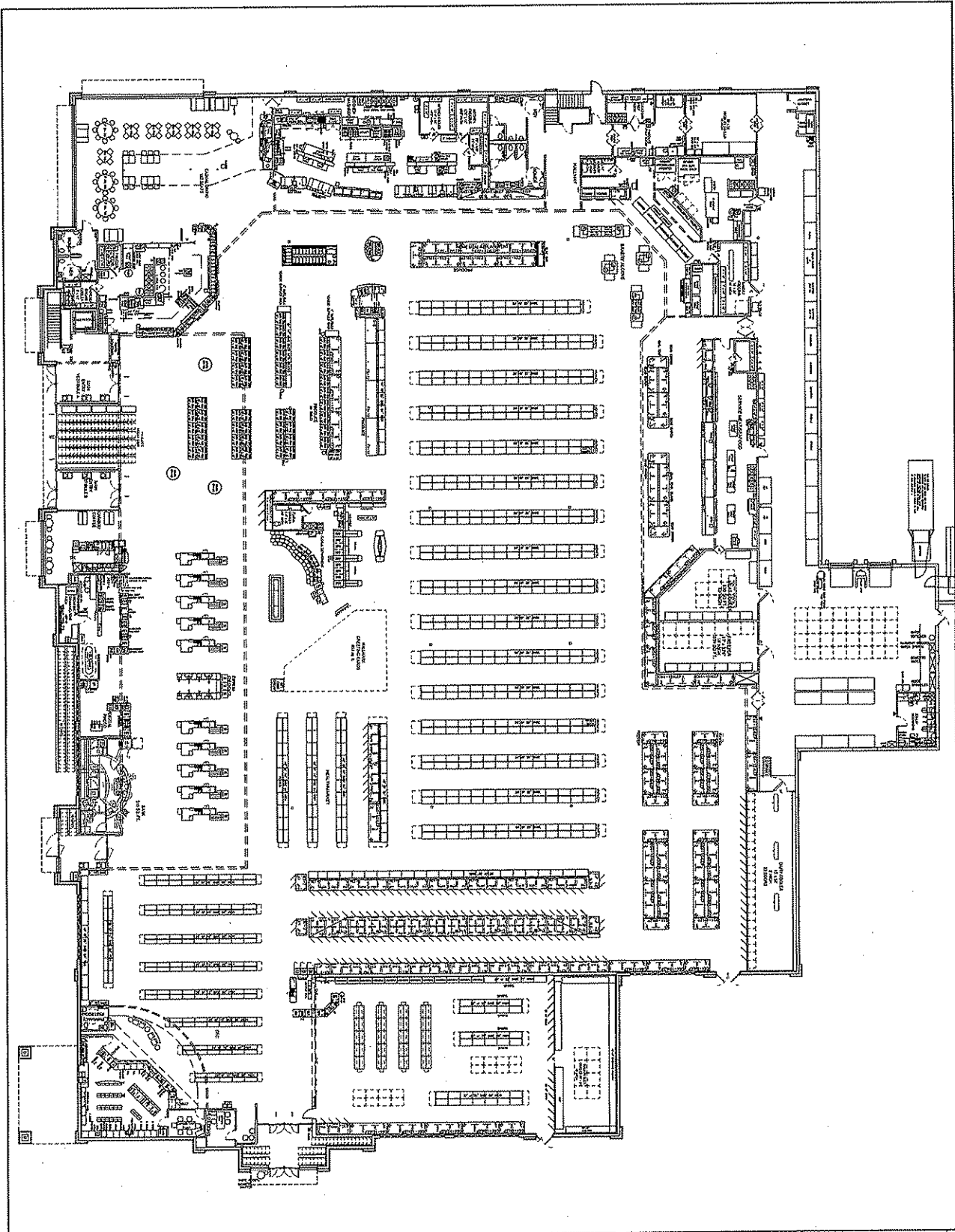
C5.0

LANDSCAPING PLAN

LOCATION:
SOUTH WESTGATE MALL REDEVELOPMENT, MADISON, WI
HYVEE, INC.
1000 HYVEE DRIVE
WEST DES MOINES, IOWA 50266
TEL: 515.281.1000
FAX: 515.281.1000

Foth
Foth Infrastructure & Environment, LLC
1000 FORTH DRIVE, SUITE 200
MADISON, WISCONSIN 53703
TEL: 608.261.0000
WWW.FOTHINC.COM

REVISION



A0.0

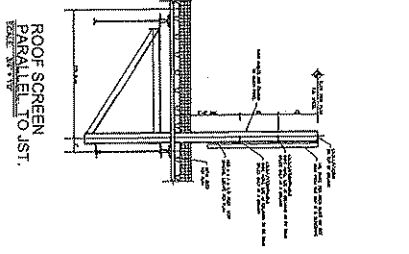
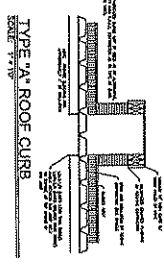
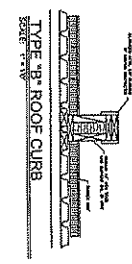
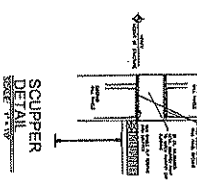
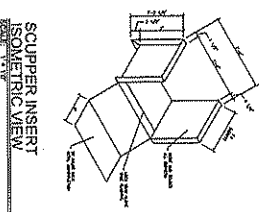
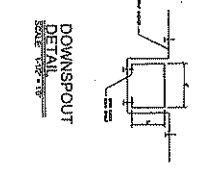
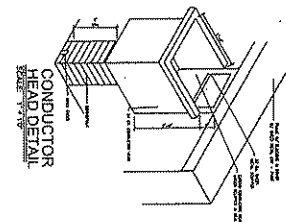
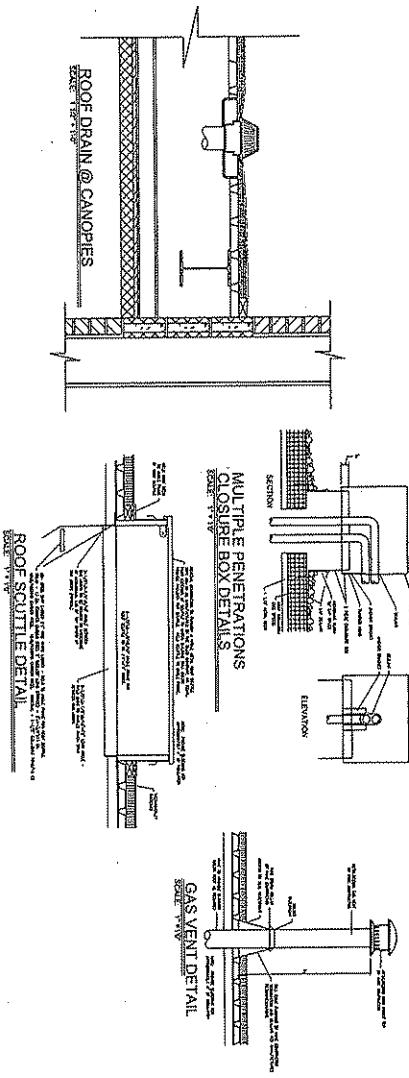
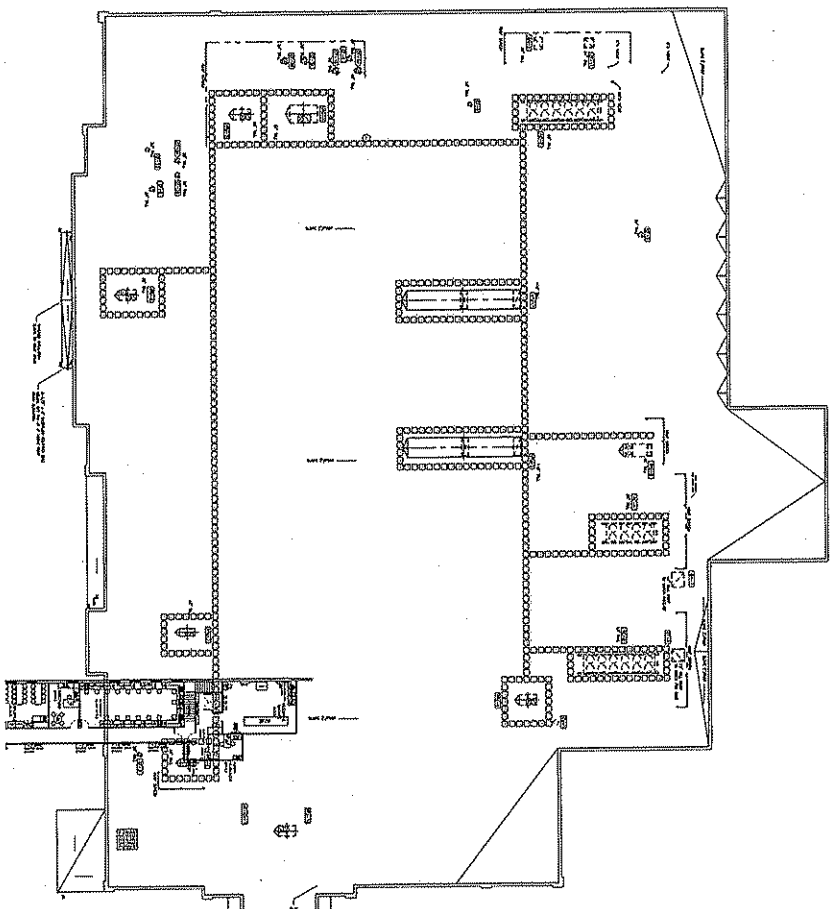
FURNITURE
EQUIPMENT
PLAN

LOCATION:
MADISON #2, WISCONSIN

HyVee

HYVEE, INC.
2425 WESTERN PARKWAY
WEST DES MOINES, IOWA 52704
TEL: 515-281-7600
FAX: 515-281-7212

REVISION



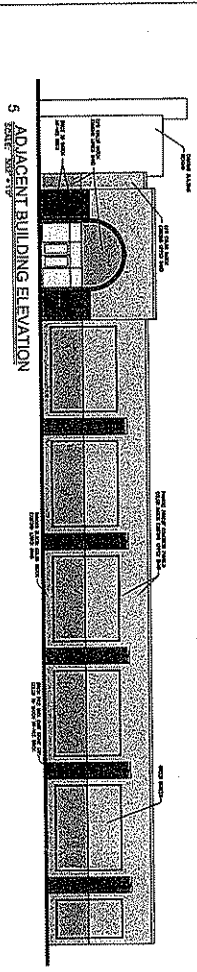
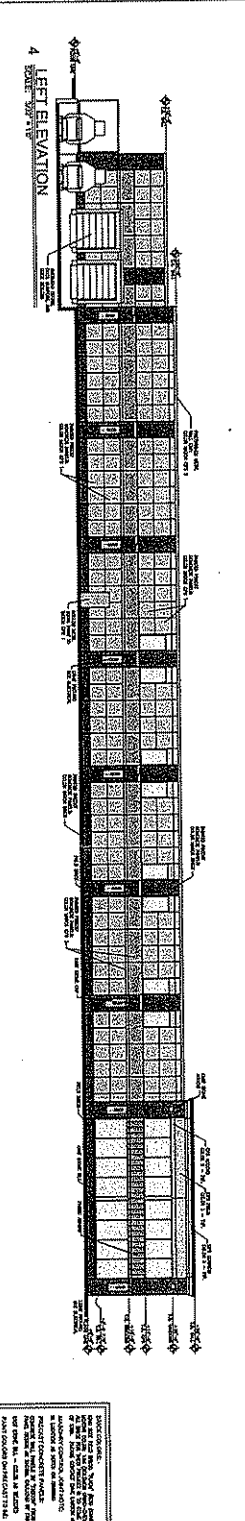
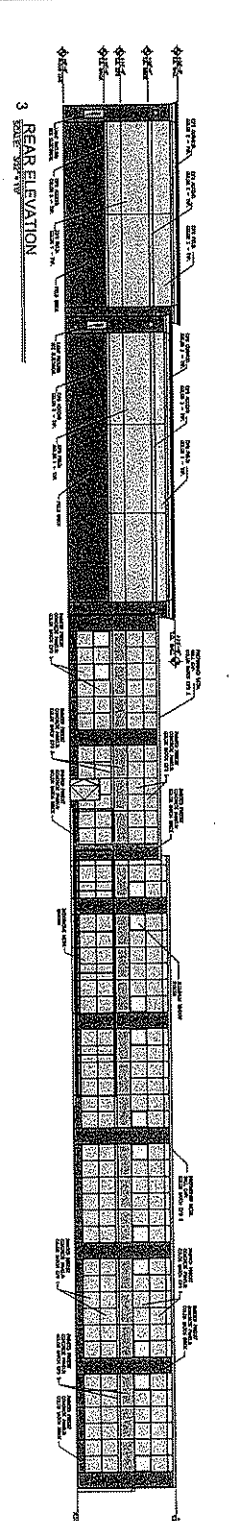
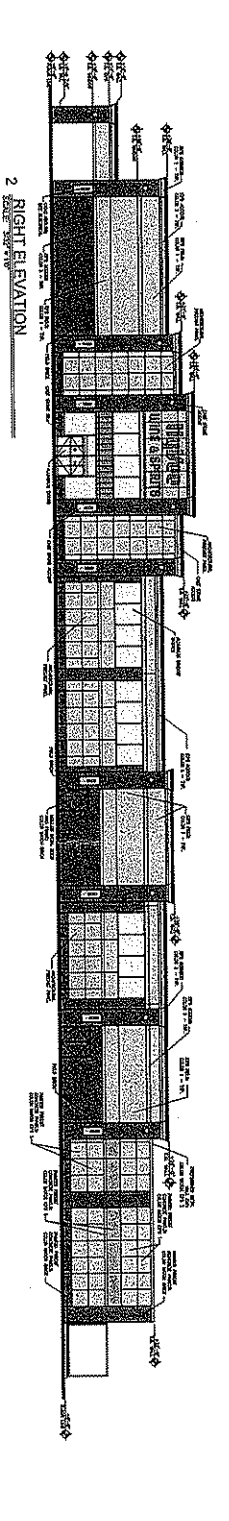
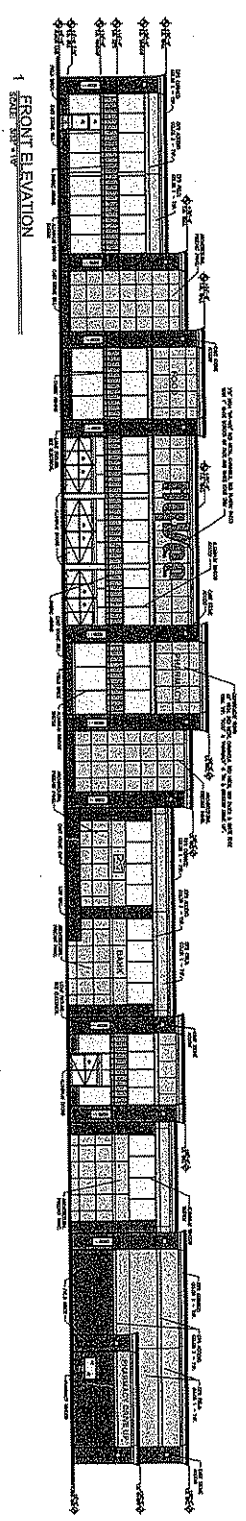
ASB.0

ROOF PLAN & DETAILS

LOCATION: MADISON, WISCONSIN #2

HY-VEE, INC.
 1000 WEST WISCONSIN AVENUE
 WEST WISCONSIN, WISCONSIN 53591
 (608) 785-1111





NOTES:

1. REFER TO SHEET 101 FOR GENERAL NOTES.
2. REFER TO SHEET 102 FOR MATERIAL SCHEDULE.
3. REFER TO SHEET 103 FOR FINISH SCHEDULE.
4. REFER TO SHEET 104 FOR MECHANICAL SCHEDULE.
5. REFER TO SHEET 105 FOR ELECTRICAL SCHEDULE.
6. REFER TO SHEET 106 FOR PLUMBING SCHEDULE.
7. REFER TO SHEET 107 FOR HEATING SCHEDULE.
8. REFER TO SHEET 108 FOR COOLING SCHEDULE.
9. REFER TO SHEET 109 FOR LIGHTING SCHEDULE.
10. REFER TO SHEET 110 FOR FURNITURE SCHEDULE.

REVISIONS:

| NO. | DATE | DESCRIPTION |
|-----|----------|------------------------------------|
| 1 | 10/1/00 | ISSUED FOR PERMIT |
| 2 | 10/15/00 | REVISED TO REFLECT PERMIT COMMENTS |
| 3 | 10/30/00 | REVISED TO REFLECT FIELD CHANGES |

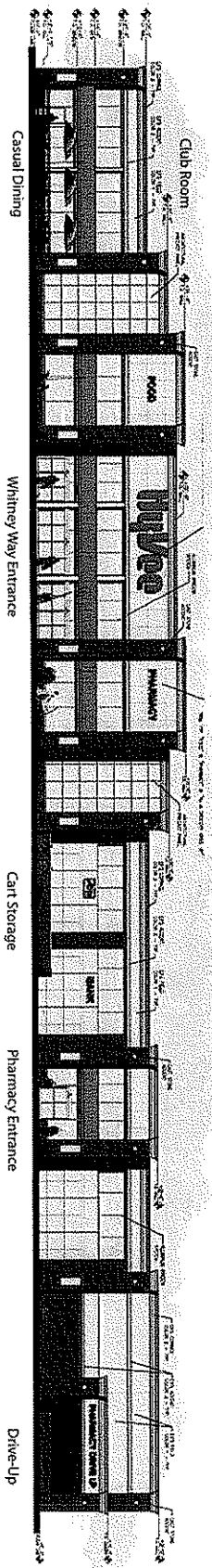
LOCATION:
MADISON #2, WISCONSIN

HyVee HYVEE INC.
 600 WEST MAIN PARADISE
 WEST DES MOINES, IOWA 50266
 TEL: 515-281-1111 FAX: 515-281-1111
 WWW.HYVEE.COM

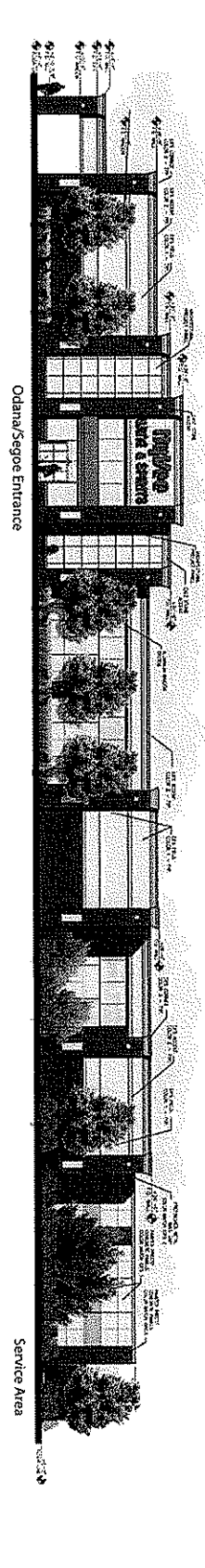
1/8" = 1'-0"
 ARCHITECT: [Logo]
 ENGINEER: [Logo]

| NO. | DATE | DESCRIPTION |
|-----|----------|------------------------------------|
| 1 | 10/1/00 | ISSUED FOR PERMIT |
| 2 | 10/15/00 | REVISED TO REFLECT PERMIT COMMENTS |
| 3 | 10/30/00 | REVISED TO REFLECT FIELD CHANGES |

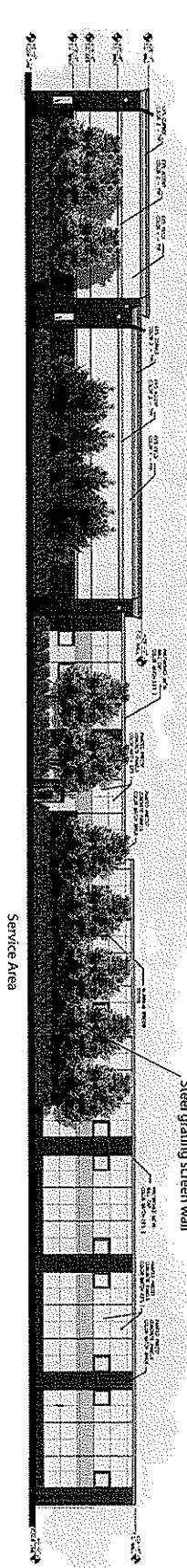
Whitney Way Elevation



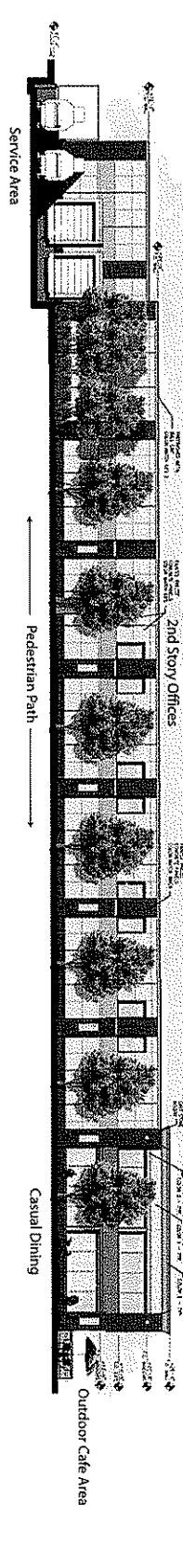
Odana/Segeoe Elevation



Side Elevation



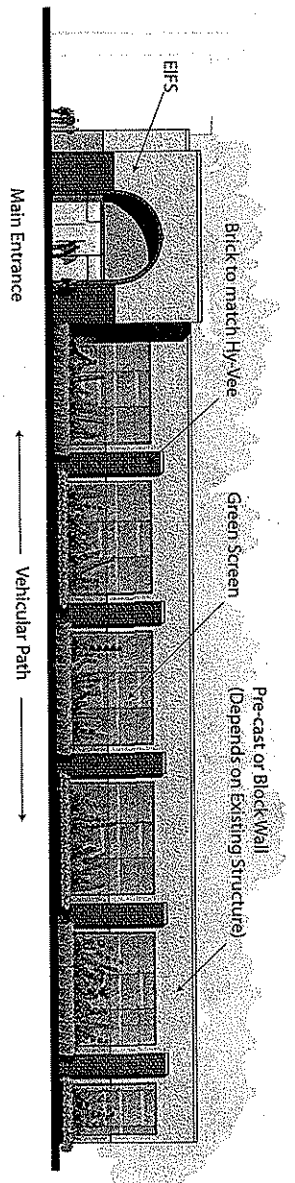
Rear Elevation



Westgate Hy-Vee Building Elevations
 January 14, 2009



South Elevation



Westgate T.J. Maxx Building Elevations
January 14, 2009

February 3, 2009

Via E-mail and Overnight Mail

Department of Planning & Community & Economic Development
Attn: Tim Parks
Madison Municipal Building, Suite LL-100
215 Martin Luther King, Jr. Blvd.
Madison, WI 53701-2985



RE: Westgate Mall

Dear Mr. Parks:

The Westgate Mall is a long established retail center serving the needs of the Midvale, Westmorland and Orchard Ridge neighborhoods and the UW Research Park located to the north. The property has been a vital part of the community and contains many tenants that have served the neighborhood and provided jobs to the community for many years. While the property has witnessed some negative times lately, we believe that the addition of Hy-Vee is the first step in turning this property around. It is a tremendous window of opportunity to bring in a dynamic tenant that offers much to the surrounding neighborhood and the first step in an incremental plan to redevelop the property.

Our redevelopment plan for the northern portion of the property is built on five strategies that we believe are complementary and supportive of the City of Madison and Midvale/Westmorland Neighborhood plans. The short and mid-term strategy for implementing the redevelopment of the mall illustrated on Maps 1 and 2 (Map 2 depicts the latest Hy-Vee proposal with changes to curb cuts and access to Segoe) is as follows:

1. Redevelop south portion of site into a Hy-Vee grocery store when current tenant leases expire in 2009. This opportunity meets neighborhood desires for additional grocery and pharmacy options and retains a core tenant mix that meets the neighborhood's need for retail and professional services. The emphasis will be on retaining as many of the existing retailers as possible, many of whom have been at Westgate for over 20 years. The addition of the new grocery store will substantially boost mall traffic benefiting all current tenants and add an additional 300 jobs to the mall employment base. The new Hy-Vee development will set new standards for site architecture, allow better landscape screening of the mall from the neighborhood to the east and improve automobile, pedestrian and bike access from the east.

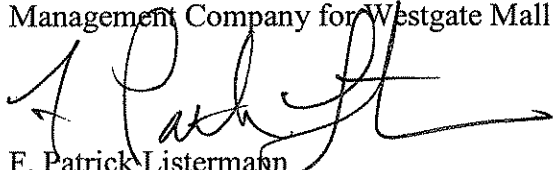
2. As new leasing opportunities arise, start to de-mall portions of the north end of the site. Install new storefront entranceways to create a shopping "main street" effect while simultaneously enhancing the overall aesthetics, mall identity and connectivity to the neighborhood. The goal will be to remove the interior walkway corridors bordering the parking area that now block visual access to individual businesses. Individual store visibility, sidewalk aesthetics, architectural elements, landscaping, lighting and public spaces that support pedestrian and bike traffic will all be improved.
3. As market opportunities arise, create new mixed use venues for commercial and/or office users that adaptively reuse the existing mall buildings and incrementally add new buildings. Remove the north east corner of the mall (theatre and adjoining spaces) for surface parking or construct structured parking to facilitate further density. In order to meet parking demands of a denser mix of uses, a public/private partnership to develop structured parking and improve public transit to the site will most probably be required. Construct new access point from Tokay to improve vehicle, bike and pedestrian access to the site.
4. As market opportunities arise, redevelop the Tokay Boulevard edge of the site to a mix of uses that could complement the existing University Research Park. Take advantage of grade changes and adjoining building heights to establish a multi-story building presence on Tokay Blvd. As market demand dictates, redevelopment could continue to the north-west corner of the site. Uses envisioned include retail at the 'main street' level of the site with a potential mix of uses including office, hotel and residential above.
5. As market opportunities arise and with the addition of the structured parking, start to add new buildings along Whitney Way. Multi-story buildings could be placed on the street to enhance the project identity and to screen the parking serving the north half of the site.

In summary, the proposed redevelopment of the Westgate Mall to a higher density and mixed use project is achievable in a market that recognizes the value of the mall's central location and in a market that is supportive of higher density. The incremental plan recognizes the ultimate goal of higher density in the context of the short and mid-term by generating more business traffic, working with restrictions of term leases (some extending out to 2030) and by phasing improvements in a manner that will not disrupt existing tenant visibility or customer parking. The timing of the plan will range between 20 to 40 years and will be driven by market conditions, availability of public/private partnership funding and the ability to work through existing lease restrictions.

Sincerely,

J HERZOG & SONS, INC.

Management Company for Westgate Mall 1999, LLC



F. Patrick Listermann
Chief Operating Officer

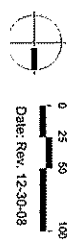


SCHREIBER / ANDERSON ASSOCIATES, INC.
 717 John Nolen Drive, Madison, WI 53713 608-255-0800
 LANDSCAPE ARCHITECTS URBAN DESIGNERS PLANNERS CIVIL ENGINEERS

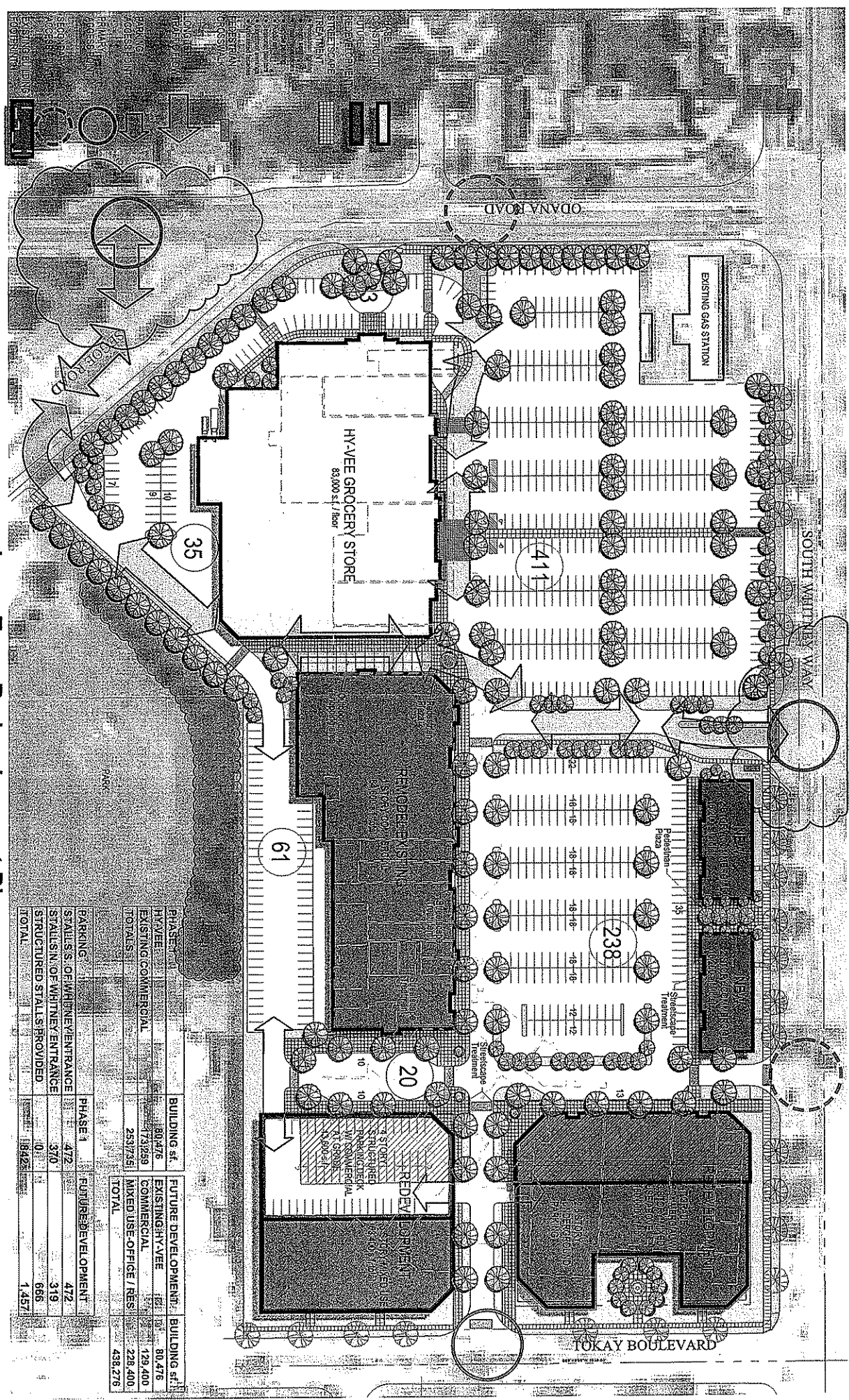
Long Term Redevelopment Plan

Westgate Mall

Madison, Wisconsin



J. HERZOG & SON, INC.
 1728 S. Balke Street
 Madison, WI 53707



| PHASE | BUILDING sq. ft. | FUTURE DEVELOPMENT | BUILDING sq. ft. |
|---------------------|------------------|-------------------------|------------------|
| HY-VEE | 80,476 | EXISTING HY-VEE | 80,476 |
| EXISTING COMMERCIAL | 173,929 | COMMERCIAL | 129,400 |
| TOTALS | 254,405 | MIXED USE OFFICE / RES. | 228,400 |
| TOTAL | 184,276 | TOTAL | 438,276 |

| PARKING | PHASE 1 | FUTURE DEVELOPMENT |
|----------------------------|---------|--------------------|
| STALLS, OF WHICH ENTRANCE | 472 | 472 |
| STALLS, OF WHICH ENTRANCE | 370 | 319 |
| STRUCTURED STALLS PROVIDED | 0 | 665 |
| TOTAL | 184,276 | 1,457 |