

PLANNING UNIT REPORT
DEPARTMENT OF PLANNING AND DEVELOPMENT
March 20, 2006

RE: I.D. # 02319: Zoning Map Amendment I.D. 3152 to Rezone 702 N Midvale Blvd. from PUD-GDP-SIP to Amended PUD-GDP-SIP

1. Requested Actions: Approval of a request to amend the previously approved PUD-GDP-SIP (Planned Unit Development, General Development Plan; Specific Implementation Plan) for Hilldale Shopping Center to allow demolition of three office buildings to allow construction of a 50,000 square-foot grocery store.
2. Applicable Regulations: Section 28.07 (6) of the Zoning Ordinance provides the requirements and framework for Planned Unit Developments; Section 28.12 (9) provides the process for zoning map amendments; Section 28.04 (22) provides the guidelines for building demolitions. The proposed grocery store is subject to the ordinance standards for large retail establishments contained in Section 33.02 (f).
3. Report Prepared By: Timothy M. Parks, Planner

GENERAL INFORMATION

1. Property owners: Hilldale Land Company, LLC, Hilldale Building Company, LLC and HD Annex, LLC

Applicant & Owner Representatives: Joseph Freed & Associates, c/o Dennis Harder; 220 N Smith Street, Suite 300; Palatine, Illinois.
2. Development Schedule: The applicant wishes to begin demolition once all necessary approvals have been granted.
3. 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.
4. Existing Conditions: The 528,664 square foot Hilldale Shopping Center site is comprised of eleven buildings including the former Humana office park and 349,450 square foot indoor shopping mall (Marshall Field's, Sentry, etc.), Ace Hardware and Hilldale Cinema. The site is currently in the midst of a redevelopment project primarily focused east of the main retail mall building that will ultimately include two parking structures containing 668 parking spaces, four retail buildings opposite the east wall of the mall totaling 71,190 square feet and 40 condominium units in four townhouse buildings located along N. Midvale Boulevard.

The US Bank at the northeastern corner of the site is currently being demolished to make way for a new 7,900 square-foot restaurant and landscaping feature to be constructed this year, while work at the southern end of the mall has begun to convert the former University Bookstore into a six-screen Sundance Cinema (via a minor alteration to the Phase I SIP).

5. Proposed Phase: This application proposes demolition of the Humana office park located in the project's northwestern corner to allow construction of a 50,000 square-foot grocery store.

6. Land Use and Zoning Surrounding Site:
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);

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

7. Adopted Land Use Plan: The Comprehensive Plan identifies Hilldale as a site for "Community Mixed-Use Development" and transit-oriented development.

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

9. Public Utilities & Services: The property is served by a full range of urban services.

STANDARDS FOR REVIEW

This application is subject to the standards for demolitions, zoning map amendments and planned unit developments. The grocery store is also subject to the urban design standards for large retail establishments ("big box").

PREVIOUS APPROVALS

On February 1, 2005, the Common Council approved rezoning of the 37-acre Hilldale Shopping Center and Humana Office complex from C2 (General Commercial District) to PUD-GDP-SIP to allow the addition of two parking structures containing 668 parking spaces, four retail buildings opposite the east wall of the mall totaling 71,190 square feet and 40 condominium units in four townhouse buildings located along N. Midvale Boulevard.

On December 13, 2005, the Common Council approved an amendment to the previously approved Hilldale PUD specific implementation plan to allow demolition of the 8,972 square-foot US Bank office and drive-thru located in the northeastern corner of the site and construction of a one-story, 7,367 square-foot restaurant with 525 square-foot outdoor eating area in approximately the same location near the southwest corner of N. Midvale Boulevard and University Avenue. A decorative landscaping feature for the same corner was also approved with this amendment.

PLAN REVIEW

The developer, Joseph Freed & Associates, is requesting approval of an amendment to the previously approved planned unit development to begin reshaping the northwestern corner of the larger 37-acre Hilldale Shopping Center. Redevelopment of the 1950's-era shopping center began in the summer of 2005 with the construction of the first twenty of forty approved residential units, one of two approved parking structures and the first two of four approved strip retail buildings to be built between the east wall of the mall and N. Midvale Boulevard. Construction of the remaining aspects of the redevelopment project approved in Phase I as well as the construction of 7,900 square-foot restaurant pad site to replace the recently demolished US Bank building will commence this spring. Additional improvements scheduled for completion this year also include the renovation of a 27,250 square-foot retail space located at the southern end of the mall to accommodate a six-screen Sundance Cinema. Mostly cosmetic improvements to the existing mall building, including the exterior of its eastern wall, and the creation of a pedestrian oriented retail street along the east side of the mall have also begun and will be ongoing through the completion of Phase I.

The amendment offered by the applicant focuses on the northwestern corner of the Hilldale site in an area now occupied by three vacant former Humana office buildings located adjacent to the southeast corner of University Avenue and N. Segoe Road. The amended planned unit development plan proposes demolition of the three Humana buildings, which total 97,430 square feet of office space, to be replaced with a new 50,000 square-foot Whole Foods grocery store on an amended general development plan and specific implementation plan for the site. The Whole Foods site is bounded by University Avenue, N. Segoe Road, Frey Street and Sawyer Terrace.

An earlier iteration of the amended Hilldale PUD-GDP-SIP called for a two-story brick building located midway along the site's University Avenue frontage east of Sawyer Terrace containing the two-screen Hilldale Theater and Peking Palace restaurant to be demolished to allow the future development of a 30,000 square-foot commercial building. However, following concerns expressed by neighborhood residents and the Urban Design Commission, the applicant has chosen to proceed without the 30,000 square-foot box until a more detailed general development plan for the site can be prepared to address neighborhood concerns about traffic and open space for the Hilldale development. Development of an eight-story, 90-unit condominium tower proposed for this phase of the project at the southwest corner of Sawyer Terrace and Frey Street has also been delayed pending the additional planning work for the rest of the 37-acre site. As a result, the Hilldale Theater-Peking Palace building will remain pending submittal of a subsequent application proposing its demolition.

Existing Conditions

The three Humana buildings to be demolished are generally located in an area of the site bounded by University Avenue on the north, Sawyer Terrace on the east, Frey Street on the south and N. Segoe Road on the west. The westernmost of the three buildings is a three-story structure constructed in 1961 that features two-toned granite exterior walls and decorative metal supports for various overhangs. The remaining two buildings are three-story structures constructed of precast concrete panels, with a partially exposed underground parking area visible under the easternmost building. A total of 320 parking stalls serve the 97,430 square-foot office complex. The three building complex is organized around a landscaped plaza facing Frey Street that features a number of mature shade trees along its perimeter. Surface parking lots serving the complex are located south of the western building and between the eastern building and Sawyer Terrace. Additional parking for the complex is located in a well-landscaped lot across Frey Street at the southwest corner of Frey and Sawyer. At present, the complex is largely vacant and is being used by the applicant as a construction staging area for the redevelopment work occurring elsewhere on the site.

The northwestern corner of the Hilldale 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. The slope is steepest on the eastern half of the Humana complex, where the eastern two buildings are terraced with the grade. Due to the extensively developed nature of the site, vegetation in the northwestern quadrant is limited to a variety of landscaping materials that were planted around the Humana complex, theater/ restaurant building and auxiliary surface parking lot at Frey Street and Sawyer Terrace for aesthetic purposes.

Frey Street is a two-way public street between N. Segoe Road and Sawyer Terrace and continues into the Hilldale site as a private drive that ends at the western wall of the mall building. Sawyer Terrace parallels the western edge of the mall property, extending as a northbound one-way street from N. Segoe Road to Frey Street, where it continues as a two-way street that primarily serves as a service lane for the theater/ restaurant building and access to the parking facilities located adjacent to and beneath the eastern Humana building. Sawyer ends in a cul-de-sac approximately 50 feet south of University Avenue.

Proposed Whole Foods grocery store

The 50,000 square-foot Whole Foods grocery store will be constructed on the western half of the former Humana office complex, extending the length of the property's frontage along N. Segoe Road from Frey Street to University Avenue. The building will be built to within ten feet of the Segoe and University property lines but will be set back approximately 30 feet along Frey Street. Parking for the grocery store will be provided in a 240-space surface parking lot that will occupy the remainder of the former Humana complex. Access to the parking lot will be provided by a right in/ right out driveway from University Avenue and by a full driveway from Frey Street. Though the two driveways are located opposite one another, the parking lot has been designed to prevent through travel across the lot through the inclusion of a raised pedestrian walkway that extends the length of parking lot from west to east. Twenty-four bicycle-parking stalls are shown adjacent to the two store entrances located along the eastern wall of the building, where a plaza with decorative stamped pavement will extend most of the façade. An outdoor seating area is located off the northeastern corner of the building overlooking University Avenue.

Sawyer Terrace will be vacated north of Frey Street. As noted earlier in the report, the street serves primarily as vehicular access for the underground parking beneath the eastern Humana building, which will be demolished. An easement for numerous underground utilities extending north to University Avenue will be retained.

The building will be constructed primarily of patterned precast concrete wall panels with a variety of relief elements incorporated to reduce the mass of the building particularly along University Avenue and N. Segoe Road. The east elevation facing the parking lot will include a 30-foot tall glass and aluminum curtain wall that will extend between two two-story tall "entrance tower" features comprised of ground level storefront glass walls and entry doors framed by timber and masonry, with second-story level glass walls that will include backlit signs identifying the tenant. The southern of the two entrance features will provide primary store access, while the northern entrance adjacent to University Avenue and the outdoor seating area will provide access to the store's café component. The entrance tower feature will wrap around the University Avenue façade and will be mimicked at the northwestern corner of the building at

N. Segoe Road, though no vision glass will be used at the street level there. The mass of the remainder of the north wall will be broken through the incorporation of three canopy-covered wood-clad wall projections with translucent window panels and the use of trellises that will eventually be vine covered. The southern and western walls along Frey and Segoe, respectively, will feature less ornamentation, consisting primarily of horizontal reveals and different wall patterns to break up those facades. Of note is the building's use of vision glass on all four sides, including along the upper portions of the south and west walls, to provide natural lighting for the store. The developer also proposes a green roof system to span approximately half of the roof to aid in the treatment of rooftop runoff and reduce the amount of impervious surface that will result from the proposed grocery store. Specific details regarding the composition of the green roof haven't been provided, though staff will work with the developer prior to recording of the amended PUD-GDP-SIP to define the components of the green roof system.

The proposed grocery store has been designed to accommodate the significant grade of the site. Between 30 and 35 feet of building will be exposed above grade along the north and east facades, while the structure will recede into the grade at the southwest corner of the site, whereas about 15 feet of the building will be visible from the corner of N. Segoe Road and Frey Street. Loading and trash facilities will be located along the south wall of the store below the grade of Frey Street and recessed from the front, eastern façade, with an extension of the proposed green roof above to preclude view of the area from the high-rise Weston Place condominiums to the south.

The grade of the remainder of the site will be negotiated primarily through use of retaining walls, including a terraced landscape wall along the length of the eastern end of the parking lot that will wrap around the Frey Street and University Avenue frontages. While the retaining wall will continue along Frey to the parking lot driveway, the wall along University Avenue will transition into an embankment extending back to the University Avenue driveway. A sidewalk leading through the center of the Whole Foods parking lot from the store entrances will connect to a stairway leading from the parking lot through the terrace walls down to the intersection of Frey Street and Sawyer Terrace in an effort to better link the grocery store to the mall core to the southeast of the site.

A landscaping plan submitted for this project suggests that a substantial amount of materials will be planted to soften the presentation of the Whole Foods site. Canopy trees are proposed at intervals of ten spaces throughout the 240-space parking lot, with other canopy trees to be planted between 30 feet and 50 feet on center around the perimeter. The perimeters of the parking lot and landscaped islands will be further augmented through the planting of various shrubs and perennials, with an undulating line of the same shrub/perennial mix to be planted along the length of the University Avenue frontage and the base of the building along N. Segoe Road. A mix of crabapple and spruce trees will be planted to enhance the screening of the recessed delivery area and trash enclosure on the south wall along Frey Street. The proposed wall

terraces will be planted with growth intended to overtop the walls to reduce their presence. Five of the landscaped parking lot islands will double as bioretention planting areas, with two of the spaces adjacent to four of those islands to utilize porous pavers, which will also be used in place of standard asphalt surfacing for the 17 easternmost parking spaces in the Whole Foods parking lot.

ANALYSIS

The developer and applicant purchased the former Humana office complex shortly after purchase of the shopping center proper with the intentions of expanding the redeveloping shopping center. However, the office complex was shown as remaining during the review and approval of the planned unit development designation for the shopping center approved in January 2005, hence the amendment to both the general development plan and specific implementation plan.

The proposal calls for the demolition of the three office buildings, the oldest (the westernmost of the three) dating back to 1961. A windshield survey of the buildings by staff found the buildings to generally be in a state of good repair. The condition of the buildings and underground parking appears to be commensurate with their age. Staff has no information that would indicate that the buildings are not structurally sound or capable of being rehabilitated or repaired. However, the applicant indicates that attempts to lease the vacant office complex over a 12-month period following their purchase of that portion of the site were unsuccessful, leading them to believe that site would be better used as a retail site.

The second phase of the Hilldale redevelopment takes on a significantly different character than the first phase. Whereas the first phase was viewed as an adaptive reuse of the 1950-1960s-era suburban shopping center through the conversion of long-existing surface parking lots into four additional retail buildings and street-side townhouses with structured parking that largely created an urban environment along N. Midvale Boulevard, the second phase could be considered a continuation of the former development form for the site. The 240 parking spaces proposed to serve the Whole Foods store represents an approximately 30% increase in parking above what would otherwise be required under the Zoning Ordinance for a 50,000 square-foot building (167 spaces based on one space per 300 square feet of floor area).

However, staff would suggest that the Whole Foods site should at least be partially considered separate from the remainder of Hilldale Shopping Center when considering the amount of surface parking provided for the new grocery store. Significant topographical constraints present in the northwestern corner of the 37-acre PUD somewhat limit the ability for the Whole Foods to relate well to the remainder of the center and share parking. While in other parts of the Hilldale center it is anticipated that patrons would be able to use the centralized parking facilities provided primarily along the N. Midvale Boulevard side of the property to access most of the center's

facilities, it is unlikely given the nature of the grocery store use and the distance between the Whole Foods building and shopping mall that there will be significant non-vehicular circulation between the two areas of the center despite a sincere effort to provide pedestrian connections between the two. In this context, the number of parking spaces to serve the Whole Foods, while possibly a bit excessive in staff's opinion, may be justified.

In April 2005, the Common Council adopted requirements in the Urban Design Commission ordinance (Section 33.02) for large retail establishments, otherwise known as "big boxes." The purpose of the ordinance amendment was 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, which "promotes the efficient use of land and preserves and enhances the urban fabric through a more urban site and building design." The standards 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. While the proposed PUD-GDP-SIP amendment deals specifically with the former Humana office complex and proposed Whole Foods store, the entire zoning lot is used for purposes of applying some of the site specific requirements is the 37-acre Hilldale center planned unit development.

The Urban Design Commission and Planning Unit have analyzed the proposed Whole Foods store and have found the project to be in considerable conformance with the large retail establishment ordinance:

- Building elevations contain the required horizontal and vertical relief elements and color, texture and roofline variations;
- Building entrances are sited facing east but include an outdoor patio area adjacent to University Avenue, which is the most traveled right of way bordering the store;
- Delivery and service components are located so as to have the least impact on surrounding properties and the public right of way, in this case, Frey Street;
- The building and parking lot have been sited and landscaped in accordance with the ordinance requirements and community features are provided, including a small pocket park located at the southeastern corner of the Whole Foods.

The Urban Design Commission reviewed the Amended PUD-GDP-SIP and granted initial approval on January 11, 2006 and final approval on February 22, 2006 (see attached reports).

CONCLUSION

The Planning Unit has expressed some concerns about the proposed Whole Foods store during a half-dozen meetings with the developer since the project was first debuted in May 2005. Early on, staff indicated that the ideal design solution for the site would incorporate multi-story buildings, a mix of uses and structured parking. Since the project was initially proposed, several

changes have been made to address staff and neighborhood concerns and to substantiate the design approach chosen by the developer. The 240-space parking lot is well landscaped in a fashion that should mitigate its significant size, though it seems like a lost opportunity for a high-value and high-visibility site such as the former Humana office complex. In addition, while the Whole Foods store will be a one-story building, staff feels that it is attractively designed. Staff would have preferred that a design approach similar to the approach used on the N. Midvale Boulevard side of the Hilldale site be employed on this part of the site that might have employed multi-story, mixed-use buildings and some element of structured parking. However, despite concerns about the design and utilization of the Whole Foods site, staff concurs with the developer that the proposed development will serve as a catalyst for the ongoing redevelopment of the inefficiently developed shopping center. Despite some misgivings, staff believes that the larger Hilldale Shopping Center continues to reflect the spirit of the "community mixed-use" and transit-oriented development designations recommended for the site in the Comprehensive Plan.

An earlier iteration of the second phase of the Hilldale redevelopment included an 84-90 unit condominium building opposite the Whole Foods site on Frey Street and a GDP-level proposal for a 30,000 square-foot retail building on the site of the existing Hilldale Theater and Peking Palace restaurant and below the terrace wall. The Urban Design Commission (UDC) recommended that both of these components be withheld from the second phase of development pending preparation of a detailed master plan for the remainder of the Hilldale Shopping Center. It is anticipated that the Hilldale master plan will address, among other things, the amount of open space to serve future residential development as well as any traffic impacts from the intensification of the 37-acre site on the perimeter streets and nearby neighborhoods.

The Planning Unit also encourages such a planning effort for the remainder of the Hilldale site and feels that the end product will result in a blueprint for future redevelopment projects that both the developer and neighborhood can be invested in. Staff expects that the longer range planning effort for the remainder of the site will, in addition to the open space and traffic issues, also investigate the integration of future components of the site with one another, the existing shopping center and the surrounding area. Of particular interest as the plan for the remainder of the center is prepared will be the ability for the developer to provide meaningful connections between all components of the shopping center and the neighborhoods despite the considerable topographical challenges present in this area. Staff would also expect that the planning effort for future redevelopment phases at Hilldale would result in a proposal for a well-designed building or buildings to be located along the University Avenue frontage east of the Whole Foods parking lot. Such a building or buildings should be designed to provide a significant building presence and relationship along University Avenue that affords the shopping center with a "front door" onto that street.

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RECOMMENDATION

The Planning Unit recommends that the Plan Commission forward Zoning Map Amendment 3152, rezoning 702 N. Midvale Boulevard from PUD-GDP-SIP to Amended PUD-GDP-SIP to the Common Council with a recommendation of **approval of the Whole Foods project only**, subject to input at the public hearing and the following conditions:

1. Comments from reviewing agencies.
2. That the developer receive approval from the Common Council on the vacation of Sawyer Terrace north of Frey Street prior to recording the Amended PUD-GDP-SIP.

AGENDA # 5

City of Madison, Wisconsin

REPORT OF: URBAN DESIGN COMMISSION	PRESENTED: February 22, 2006	
TITLE: 702 North Midvale Boulevard, Hilldale Shopping Center. 11 th Ald. Dist. (02319)	REFERRED:	
	REREFERRED:	
	REPORTED BACK:	
AUTHOR: Alan J. Martin, Secretary	ADOPTED:	POF:
DATED: February 22, 2006	ID NUMBER:	

Members present were: Paul Wagner, Chair; Ald. Noel Radomski, Cathleen Feland, Lisa Geer, Lou Host-Jablonski, Michael Barrett, Todd Barnett, Bruce Woods, Robert March.

SUMMARY:

At its meeting of February 22, 2006, the Urban Design Commission **RECOMMENDED APPROVAL** of a substitute ordinance rezoning 702 North Midvale Boulevard; approving the "Whole Foods" component of the amended PUD(GDP-SIP). Appearing on behalf of the project were Mike Sturm, Andy Stein, Dennis Harder, Robert Fink, Domenic Lanni, Chad Weight, Eileen Schoeb, Patrick McGowan, Jeff Langer, Mike Prue, Terese Zache, and Rob Zache. Registered in opposition to the project were Bill White, Peter Frautschi, Travis Carter, Connie McCabe and Mark Mieke. Registered neither in support nor opposition were Scarlett Presley, Annetta Barger, Dan Sebald and Jon Sandeman. The Joseph Freed and Associates (JFA) development team provided an overview of the current version of the plans for the Amended PUD(GDP-SIP) for SIP #2, providing a detailed address of the Commission's concerns at previous hearings on the project. A point of emphasis was that a master plan would be provided prior to consideration of any additional development in Phase 2 with approval of the demolition of the Humana building, the Whole Foods development, and proposed condominium development. The presentation followed the text of a summary contained within the packet, prepared by JFA providing site and building plan details, including landscaping elaborating on rooftop issues with the Whole Foods Market and condominium building, loading and surface parking issues, the pedestrian experience for the condominium building, as well as stormwater management issues. Following the presentation, several area residents, developers and representatives spoke on issues with the proposed development summarized as follows:

- Issue preserving existing trees and area around existing parking on that portion of the site to be developed with condominiums to provide and maintain open space within the area.
- Issue with only developing half of the rooftop areas for the Whole Foods store and condo development as green.
- Concern with impact on the adjacent Westin Place condominium development with the proposed condominium development.
- Concern with lack of master plan for areas to be developed.
- In regards to open space, green roof doesn't replace existing greenspace and mature tree vegetation characteristic of this area of the west side; to lost with the redevelopment.
- Support Whole Foods development but continue to work on condominium development issues.

- Issue with the small size of Frye Street supporting existing and proposed residential development combined with impacts from a 50,000 square foot grocer creating more traffic problems in the area for mature residences. Consider deemphasizing the use of Frye Street in favor of development on Segoe Road and University Avenue.
- Need to emphasize pedestrian access to mall and Whole Foods.
- Support changes to the Whole Foods development plan but not willing to support the condominium development due to the lack of master plan; need to include and provide details on future residential development in relationship to 90-unit condo development along with open space issues where proposed parks are not significant. The condominium development should be separated out from the approval and included into master plan.
- Need to provide open space consistent with proposed residential density.

Following the presentation the Commission expressed concerns on the following:

- If Whole Foods is OK but condos not, prefer both but will keep momentum of retail going by supporting the Whole Foods development.
- The dock screening issues appear to be resolved. Appreciate the green roofs but still have issues with not considering residences on top of the Whole Foods development.
- Whole Foods appears to have some support but the condominium development based on its proximity to lands yet to be developed should be based on the importance and need to do a master plan, including future retail on the existing Hilldale Theatre site.

ACTION:

On a motion by Host-Jablonski, seconded by March, the Urban Design Commission **RECOMMENDED APPROVAL**. The motion was passed on a vote of (5-1-2) with Host-Jablonski, March, Wagner, Ald. Radomski and Geer voting yes, Barnett voting no and Feland and Woods abstaining. In making the motion Host-Jablonski felt it was appropriate to support maintaining momentum of redeveloping the shopping center as asserted by the developers where most neighbors, including the Ald. Gruber supported the Whole Foods development, where the master plan was more of an issue with the condominium development and “Hilldale Theatre” site, including concerns along with traffic and open space issues. The motion required that a master plan be done with to any further consideration of the proposed condominium development and redevelopment of the former “Hilldale Theatre” site with approval of only the “Whole Foods” portion of the redevelopment plan. The motion cited that the recommendation was consistent with the provisions of Section 28.07(6)(g)1.c. relative to the General Development Plan which requires “A plan of the proposed project showing sufficient detail to make possible the evaluation of the criteria approval as set forth in Section 28.07(6)(f)” as the basis for requiring a master plan for the condominium and theatre site in order to assess that approval of these development components can be provided.

After the Commission acts on an application, individual Commissioners rate the overall design on a scale of 1 to 10, including any changes required by the Commission. The ratings are for information only. They are not used to decide whether the project should be approved. The scale is 1 = complete failure; 2 = critically bad; 3 = very poor; 4 = poor; 5 = fair; 6 = good; 7 = very good; 8 = excellent; 9 = superior; and 10 = outstanding. The overall ratings for this project are 4, 6, 6, 6, 6 and 7.

URBAN DESIGN COMMISSION PROJECT RATING FOR: 702 N. Midvale Blvd.

	Site Plan	Architecture	Landscape Plan	Site Amenities, Lighting, Etc.	Signs	Circulation (Pedestrian, Vehicular)	Urban Context	Overall Rating
Member Ratings	3	7/5	7/6	6/2	-	6	6	4
	-	-	-	-	-	-	-	6
	5	8	9	8	-	4	8	7
	6	7	7	6	-	4	5	6
	5	6	6	6	-	-	-	6
	6	6	8	7	-	5	5	6

General Comments:

- Major concern and disappointment for: integration of Whole Foods parking lot and future 30K retail; pedestrian scale experience at condo building remains severe/brutal; integration of structured parking for Whole Foods never done; lack of master plan.
- Whole Foods portion is approvable, barely, despite too much parking and Home Depot like earth moving. But developer really needs to complete a good master planning effort before seeking further approvals.
- Condos need to be addressed in the context of a more complete master plan – otherwise OK.
- Cover over the loading dock should reduce noise, the green roofs will improve view and add infiltration of stormwater. The permeable paving and infiltration islands help as well. Separate the residential condos from the Whole Foods SIP and wait for the master plan process to be completed.
- Good idea to separate condo and grocery SIPs – should have been considered separately from day one. Thanks for the improvements.

AGENDA # 7

City of Madison, Wisconsin

REPORT OF: URBAN DESIGN COMMISSION	PRESENTED: January 11, 2006
TITLE: 702 North Midvale Boulevard (Hilldale Shopping Center) –Amended PUD(GDP-SIP), Mixed-Use Development in Urban Design District No. 6. 11 th Ald. Dist.	REFERRED: REREFERRED: REPORTED BACK:
AUTHOR: Alan J. Martin, Secretary	ADOPTED: POF:
DATED: January 11, 2006	ID NUMBER:

Members present were: Paul Wagner, Chair; Lisa Geer, Cathleen Feland, Robert March, Ald. Noel Radomski, and Lou Host-Jablonski, Todd Barnett and Michael Barrett.

SUMMARY:

At its meeting of January 11, 2006, the Urban Design Commission **REFERRED CONSIDERATION** of the project at 702 North Midvale Boulevard.

Appearing on behalf of the project were Andy Stein, Robert Fink, Michael Sturm, Lee Pearson, Eileen Sohoeb, Chad Wright and Kyle Knop. Appearing in opposition to the project were Travis Carter, Vernon Barger, Peter Frautschi, Bill White, Lee Jennings, Susan Jennings and Annetta Barger. Appearing neither in support nor opposition were Jim Sykes and Fleming Crim. An overview was provided on the overall site plan, emphasizing the “Whole Foods” grocer site and condominium development with references to future development of the 30,000 square foot retail site (former location of the Hilldale Theatre) and future residential development along the easterly side of Sawyer Terrace. A detailed overview of the building elevations, site and landscape plans details were provided relevant to the “Whole Foods” grocer site, in addition to that for the proposed 90-unit condominium development. Following the presentation, Travis Carter, Peter Frautschi, Attorney Bill White and several area neighborhood residents expressed concerns about the project as summarized:

- Concern with rooftop treatments on the condominium building not being provided or adequately addressed.
- Concern with views, lack of open space, delivery hours and noise impacts from the loading area of the grocer and the lack of treatment of the rooftop of buildings and views are issues.
- Project lacks a master plan dealing with future and proposed development.
- Master plan details on the project deserves a “big picture” review.
- The Whole Foods building enjoys the best views, not the residential building as proposed.
- The proximity of the loading area to Westin Place Condominiums presents views into this area. Consider relocation to reduce noise and view impacts.
- The proposed trellis over the loading dock is not a roof which will relegate the noise issue.
- The projects needs an incentive to create open space and green amenities.

Following testimony by those raising concern on the project, the Commission expressed concerns on the following:

- The applicant should examine providing alternatives for relocating the loading dock as discussed.
- There has been no response to look at alternatives as previously requested.
- No master plan has been provided as previously requested.
- A stormwater management plan was not provided within the submittal materials; therefore, no alternative stormwater solutions provided or addressed as previously requested by the Commission.
- The massive size of the surface parking lot for Whole Foods is still a problem, including size of curbs and radii.
- In regards to the condominium development, concern with nothing being done to ameliorate the view to and from the building.
- The grade level pedestrian experience is a harsh environment with no windows and a large retaining wall.
- Readdress surface parking lot issue; provide underground parking to eliminate the need for some of the surface parking.
- The proposed 30,000 square foot building lacks integration. The project lacks an overall master plan and greenspace.
- Past requests for stormwater infiltration plan alternatives were not provided. The plan that was distributed during the meeting is the same as previously proposed.

ACTION:

On a motion by March, seconded by Host-Jablonski, the Urban Design Commission **REFERRED CONSIDERATION** of the project. The motion was passed on a vote of (5-2-1) with March, Host-Jablonski, Wagner, Ald. Radomski and Geer voting aye, Barrett and Barnett voting no, and Feland abstaining. The motion cited inadequate address of issues raised during the hearing and as stated within previous Urban Design Commission reports on this project of July 6, 2005 and October 19, 2005 as follows:

- Ald. Radomski elaborated on neighborhood concerns on the lack of consideration for multiple use, mixed-use considerations proposed with the redevelopment, including provisions for multiple story buildings. He also raised concerns relevant to the configuration of Sawyer Terrace, its connection to University Avenue in regards to vehicle movement, along with the lack of the clarification of pedestrian/bicycle connections proposed with the Phase II redevelopment.
- The ideas from Phase I were lost with the Phase II development with its expanse of surface parking.
- The proposed demolition of existing buildings ignores their potential for adaptive reuse.
- The parking field on University Avenue does not provide a good pedestrian experience; buildings should front on University Avenue and screen surface parking areas.
- The redevelopment proposal does not utilize the significant grade variations on the site to allow for development of structured parking and reduced surface parking as proposed.
- Concern with flooding issues as it relates to the development of the substantive surface parking field; the applicant shall provide data on the impacts of the new design that provides for minimization of stormwater/flooding issues.
- The overall design with the Phase II development is comparable to the Home Depot east project featuring a large retaining wall along a major street frontage (University Avenue). In lieu of an expansive retaining wall system, the grade change lends ability for structured parking, in combination with creating buildings that relate to University Avenue. Reconfigure proposed surface parking to relate to the existing grades.

- The variation in grades across the Phase II development site can be modified to take advantage and provide more infiltration opportunities.
- The plan for Phase II is in contradiction to development in Phase I, in not creating an edge to the street.
- The lack of detail for the area east of the grocery store site, along University Ave. and the need for a more comprehensive site solution;
- The ground floor of the condominium building will not make a pleasant pedestrian experience;
- The lack of open space and linkages toward Rennebohm Park;
- Grocery store parking lot is not integrated with the rest of the development site;
- Consider a "green roof" and/or residential uses above the grocery store;
- Reduce the widths and radii of drives to make them more pedestrian friendly;
- View of grocery store and proposed condominium building roofs from Weston Place Condominiums.

In addition to the following:

- The applicant shall provide architectural drawings of rooftops on both proposed buildings which provide address of views, screening and green amenity issues.
- The applicant shall return with a series of different alternatives of an overall master plan to provide a basis for determination of the "best scheme," alternatives or as proposed. Look at providing a roof over the loading dock to reduce noise, as well as view impacts.
- Serious consideration shall be made to provide a green roof (planted on both buildings).
- Provide relevant information on traffic impacts assessed in the memo raised by the Hilldale Committee of the Hill Farms Neighborhood Association to be addressed including signal issues and pedestrian connectivity to the neighborhood and existing parks.

A previous motion to reject the project by Barrett, seconded by Barnett, failed on a vote with Barrett, Barnett and Geer voting aye, Host-Jablonski, Wagner, March and Ald. Radomski voting no and Feland abstaining.

After the Commission acts on an application, individual Commissioners rate the overall design on a scale of 1 to 10, including any changes required by the Commission. The ratings are for information only. They are not used to decide whether the project should be approved. The scale is 1 = complete failure; 2 = critically bad; 3 = very poor; 4 = poor; 5 = fair; 6 = good; 7 = very good; 8 = excellent; 9 = superior; and 10 = outstanding. The overall ratings for this project are 3, 3, 4.5, 5, 5, 5 and 7.

URBAN DESIGN COMMISSION PROJECT RATING FOR: 702 North Midvale Boulevard

	Site Plan	Architecture	Landscape Plan	Site Amenities, Lighting, Etc.	Signs	Circulation (Pedestrian, Vehicular)	Urban Context	Overall Rating
Member Ratings	5	6	4	6	7	6	5	5
	5	6	5	6	-	5	5	5
	3 (Whole Foods)	8	4	4	-	4	3	3
	3 (Condos)	3	3	3	-	4	4	3
	6	9	8	8	7	6	6	7.5
	4	6	-	-	-	4.5	5	4.5
	5	5	5	-	6	5	5	5

General Comments:

- Concerns: too much impervious surfaces, fake windows; 50% over zoning standards for parking. Same big picture problems still exist.
- Consider roof over truck dock to decrease noise, provide a green roof extensive on both retail and condos for visual and infiltration. Rain gardens at a minimum within the parking lot, possibility of pervious paving in outermost stalls. Provide more comprehensive grading and stormwater management plan alternatives.
- Still not addressing many of previous UDC issues and neighbor issues.
- Too much parking (110 spaces more than zoning) and too much bordering University Avenue (see our current big box ordinance). Entry/exits allow too much vehicle speed (sweepingly large curb radii). Too much blank wall along Frey Street. There should be a green roof to mitigate view. The building presents a very fortress-like façade at ped level.
- All that surface parking troublesome, but probably unavoidable.
- Important questions remain unanswered at this key location. Despite good quality architectural design, key site issues, comprehensive planning and visual impact of roofs have not been addressed.

AGENDA # 3.

City of Madison, Wisconsin

REPORT OF: URBAN DESIGN COMMISSION	PRESENTED: October 19, 2005
TITLE: Hilldale Shopping Center-University at Midvale – PUD(GDP-SIP), Mixed-Use Development in Urban Design District No. 6.	REFERRED:
	REREFERRED:
	REPORTED BACK:
AUTHOR: William A. Fruhling, Acting Secretary	ADOPTED:
	POF:
DATED: October 19, 2005	ID NUMBER:

Members present were: Paul Wagner (Chair), Bruce Woods, Lou Host-Jablonski, Lisa Geer, Ald. Noel Radomski, Todd Barnett, Cathleen Feland, Robert March and Michael Barrett.

SUMMARY:

At its meeting of October 19, 2005, the Urban Design Commission **REFERRED** a request for a PUD(GDP-SIP) for a 50,000 square foot grocery store and an 84-unit condominium building located at Hilldale Shopping Center at University Avenue at Midvale Boulevard, in Urban Design District No. 6. Dennis Harder, with Joseph Freed and Associates, reviewed the plans, stating that the proposed retail building along University Avenue east of the proposed grocery store and its associated parking are indicated on the plan without specific layouts since they have no tenant are unsure about how development along Sawyer Terrace will be configured. Robert Fink, with Joseph Freed and Associates, stated that they are willing to consider a 2-story building on this site once they have a tenant, and they will commit to amending the GDP to place the building up to the street. Revised plans for the grocery store were presented which included an all masonry (primarily pre-cast) building with more clear-vision glass on all elevations. A point-by-point analysis of how the building meets the large format retail ordinance will be submitted. The condominium building will 7-stories with brick and stucco as the primary materials.

Travis Carter, Vice President of the Weston Place Condominium Association, registered in opposition citing concerns about the height of the condominium building blocking views from Weston Place units and the noise and time of deliveries to the grocery store. Marilyn Kneebone registered in opposition. Barry Orton, registered in opposition, citing concerns about traffic on Frey Street and the lack of information about the site east of the grocery store. Ald. Tim Gruber stated that he is generally in support, and thinks the architecture will be great and the density is appropriate. He wants to ensure additional traffic is well managed, and wants the applicants to explore whether the parking lot could be used by commuters during the week. Vernon Barger registered in opposition. Peter Frautschi, representing Weston Place Condominiums and Madtown Properties, Inc., sent an email opposing the condominium building citing concerns about the lack of open space and the siting of the condominium building.

URBAN DESIGN COMMISSION PROJECT RATING FOR: Hilldale Shopping Mall

	Site Plan	Architecture	Landscape Plan	Site Amenities, Lighting, Etc.	Signs	Circulation (Pedestrian, Vehicular)	Urban Context	Overall Rating
Member Ratings	3	6	6	-	-	4	3	5
	5	7	6	-	-	5	5	5
	4	5	5	5	-	5	5	5
	3	6	5	3	-	4	5	4
	5	7	6	6	-	5	5	6
	3	7	-	-	-	-	4	4
	-	5.5	4	4	-	-	3	4.5
	5	7	6	-	-	4	5	5

General Comments:

- Need further attention to providing for and defining open space. Also no attention to stormwater infiltration. Concerned about views of the top of Whole Foods to the adjacent condos. Not much integration of the building and landscape to the site and its topography.
- Need to see how Whole Foods' rooftop equipment will be handled as seen from upper floors of neighboring condos. Blank walls of condo building at sidewalk level not good. Too bad structured parking not feasible.
- Whole Foods – completely detached from surroundings – south side is featureless bus shelter is in an isolated place, pull it up to entrance; all intersections must be tightened to slow traffic; consider adding floors and adding green roof. Condos: It should hold the corner and provide a better pedestrian experience – right now it is very stark. Consider an “L” shaped building that wraps around corner. Consider a green roof for a) greenspace for residents; b) aesthetics for neighboring condos, and c) stormwater management.
- Concern for east edge condition for Whole Foods parking lot (significant grade change). Concern for base condition of condominium building. Roof garden on condominium.
- Why can't the Whole Foods building have the condos on top, and provide come centrally located open space?
- Next SIP must accommodate theater to get my vote.

AGENDA # 3.

City of Madison, Wisconsin

REPORT OF: URBAN DESIGN COMMISSION

PRESENTED: September 21, 2005

TITLE: 702 North Midvale Boulevard (Hilldale Shopping Center) – Amended PUD(GDP-SIP) in Urban Design District No. 6 – 11th Ald. Dist.

REFERRED:

REREFERRED:

REPORTED BACK:

AUTHOR: Alan J. Martin, Secretary

ADOPTED:

POF:

DATED: September 21, 2005

ID NUMBER:

Members present were: Paul Wagner, Chair; Todd Barnett, Robert March, Bruce Woods, Michael Barrett, Ald. Noel Radomski, Jack Williams and Lisa Geer.

SUMMARY:

At its meeting of September 21, 2005, the Urban Design Commission **RECEIVED AN INFORMATIONAL PRESENTATION** on an Amended PUD(GDP-SIP) for Hilldale Mall. Woods abstained from consideration of this item. Appearing on behalf of the project was Robert Fink and Dennis Harder. The purpose of the presentation was to provide for a continued informational presentation on an updated redevelopment plan for Phase II of the mixed-use redevelopment project for “The Hilldale Mall,” which includes the demolition of the existing office/commercial building on the former “Humana” property and the existing “Hilldale Theatre/Chinese Buffet” building. The redevelopment proposal calls for the development of a retail grocer, “Whole Foods” on the northeasterly corner of the site, including a parking field along with the development of a 30,000 square foot retail center to replace the former theater/restaurant building, in addition to a 60-unit condominium development and future residential/structured parking development along the southerly side of Sawyer Terrace. The applicants noted that the future residential development proposed on the southerly side of Sawyer Terrace was conceptual at best, and would also include the potential redevelopment of the post office site and provide for multiple story residential development, overlying structured parking, interlaced with pedestrian terraces and plazas, including the redevelopment of the existing surface parking serving the rear side of Hilldale (Marshall Field’s). It was emphasized the development of the grocer site and the 60-unit condominium mid-rise building would probably constitute the initial phase. The future development of the 30,000 square foot retail store to replace the existing Hilldale Theatre/restaurant building was contingent on either a buyout of the current leases or their expiration; delaying development of that portion of the site. Following the presentation, the Commission expressed concerns on the following:

- Include within the redevelopment plan the relocation of the Hilldale Theatre. The applicants noted that the existing southerly end of the mall is anticipated to be developed with a mall-type theater complex at some point in the future.
- Expand on-site infiltration options. The applicant noted that the drainage plan would be expanded to utilize adjoining retaining walls and terraces, as well as piping out of stormwater runoff.
- Concern with the lack of a planned relationship between the proposed 240-stall surface parking lot and the 30,000 square foot retail pad site’s blank building wall and view of roof areas due to the difference

in grade. Examine creating a second floor to link the retail building with the upper level surface parking in order to provide a shared surface parking arrangement, or consider a two leveled structured parking ramp to serve both the 50,000 retail building and the 30,000 square foot retail structures. In addition, consider the development of a residential level within the 30,000 square foot structure.

- Create a green spine of trees within the central core of the surface parking lot between both of the proposed retail structures to provide protection against the sun/heat effect.
- Examine the relationship of the future entry to the 50,000 square foot building at the corner of Segoe Road and University Avenue to the existing bus stop on University Avenue.
- Provide appropriate screening for a future condominium development along the south side of Frye Street.
- The design of any outdoor pedestrian areas should include landscaping amenities.
- Concern with the relationship of the grocer building (the 50,000 square foot building) to Segoe Road and University Avenue; eliminate the potential for dead blank walls on elevations.
- Reexamine the proposed development of the 107-stall surface parking lot between the existing Hilldale Mall and the proposed 30,000 square foot structure in regards to its use for potential greenspace or a potential building site with further consideration of the development of structured parking to be provided between both the 50,000 square foot and 30,000 square foot retail buildings along University Avenue.

ACTION:

Since this was an **INFORMATIONAL PRESENTATION**, no action was taken by the Commission.

After the Commission acts on an application, individual Commissioners rate the overall design on a scale of 1 to 10, including any changes required by the Commission. The ratings are for information only. They are not used to decide whether the project should be approved. The scale is 1 = complete failure; 2 = critically bad; 3 = very poor; 4 = poor; 5 = fair; 6 = good; 7 = very good; 8 = excellent; 9 = superior; and 10 = outstanding. The overall ratings for this project are 5, 5, 5, 5.5, 6 and 7.

URBAN DESIGN COMMISSION PROJECT RATING FOR: 702 North Midvale Boulevard

	Site Plan	Architecture	Landscape Plan	Site Amenities, Lighting, Etc.	Signs	Circulation (Pedestrian, Vehicular)	Urban Context	Overall Rating
Member Ratings	5	-	5	-	-	6	4	5
	6	-	7	-	-	7	6	7
	-	-	-	-	-	-	-	5
	6	-	5	6	-	6	6	6
	5	-	-	-	-	5	5	5
	5	-	6	-	-	6	5	5.5

General Comments:

- This is losing the strong progressive feel of the first iteration; it is becoming standard suburban. The entrance/exits are oriented to speed, rather than traffic-calming. Turning radii are too big within the development.
- Appreciate moving one lot to the interior of the development. Consider a 2-level building at the smaller retail space area. Should look at larger detention/infiltration area before the drainage meets the wall terraces. Screen the loading dock from upper parking. Screen dumpster area of larger retail and incorporate trees in the outdoor seating area also. Building access from bus stop – door on University Avenue façade.
- Building pulled to street is good step. Concerned with lack of underground parking; look at rooftop parking on top of 30,000 square foot retail building; create greenspace in front of Whole Foods or along east-west private road; concerned about view from Whole Foods parking lot to top of 30,000 square foot retail building.
- Look forward to parking/landscape/infiltration details.
- Repeat: Study possibilities of 2-level parking on slope and building with underground parking on 107 stall lot site. New street alignment is good.

AGENDA # IV.A.

City of Madison, Wisconsin

REPORT OF: URBAN DESIGN COMMISSION

PRESENTED: July 6, 2005

TITLE: 702 North Midvale Boulevard –
PUD(GDP-SIP) in Urban Design District
No. 6, Mixed-Use Redevelopment Project,
Phase II

REFERRED:

REREFERRED:

REPORTED BACK:

AUTHOR: Alan J. Martin, Secretary

ADOPTED:

POF:

DATED: July 6, 2005

ID NUMBER:

Members present were: Paul Wagner, Chair; Lisa Geer, Robert March, Cathleen Feland, Ald. Noel Radomski, Todd Barnett and Lou Host-Jablonski.

SUMMARY:

At its meeting of July 6, 2005, the Urban Design Commission **RECEIVED AN INFORMATIONAL PRESENTATION** on the development at Hilldale Mall, located at 702 North Midvale Boulevard. Appearing on behalf of the project were Dennis Harder and Robert Fink of Joseph Freed and Associates, LLC. Craig Wmley, David Benforado and Peter Frautschi spoke in support of the project. Appearing in opposition were Craig Hussein, Amy Larimer, and Gail Conder relative to the proposed closing and demolition of the Hilldale Theater. The informational presentation provided details on the second phase PUD-SIP for the Hilldale Mall redevelopment, which includes the demolition of existing office/commercial development on the former "Humana" property, the redevelopment of a restaurant site on the former "U.S. Bank" site, along with the development of a 31,300 square foot retail development adjacent to the existing "Sentry Foods"; combined with the development of a 9-unit townhouse and 60-unit condominium mid-rise residential development adjacent to the property's Frye Street and Sawyer Terrace frontages. The Phase II redevelopment plans for Hilldale Mall also provides for the demolition of the existing Hilldale Theater/Chinese Buffet building in order to provide for additional surface accessory parking to support redevelopment in the area. Following the presentation, Peter Frautschi spoke in favor of the Phase II development, specifically the signature restaurant pad site and proposed residential components, but raised issues with their potential impact on his adjoining residential development, as well as the design and layout of proposed retail development within the phase. David Benforado appeared and spoke in favor of the project, representing the Village of Shorewood Hills, but raised issues as to the redevelopment proposal's potential to enhance already problematic flooding issues along Midvale Boulevard/University Avenue with the Village of Shorewood Hills. Several speakers in opposition raised issues with the potential demolition of the Hilldale Theater as an alternative entertainment resource to the community. Following the presentation, the Commission expressed concerns on the following:

- Ald. Radomski elaborated on neighborhood concerns on the lack of consideration for multiple use, mixed-use considerations proposed with the redevelopment, including provisions for multiple story buildings. He also raised concerns relevant to the configuration of Sawyer Terrace, its connection to University Avenue in regards to vehicle movement, along with the lack of the clarification of pedestrian/bicycle connections proposed with the Phase II redevelopment.
- The ideas from Phase I were lost with the Phase II development with its expanse of surface parking.
- The proposed demolition of existing buildings ignores their potential for adaptive reuse.

- The parking field on University Avenue does not provide a good pedestrian experience; buildings should front on University Avenue and screen surface parking areas.
- The redevelopment proposal does not utilize the significant grade variations on the site to allow for development of structured parking and reduced surface parking as proposed.
- Concern with flooding issues as it relates to the development of the substantive surface parking field; the applicant shall provide data on the impacts of the new design that provides for minimization of stormwater/flooding issues.
- The overall design with the Phase II development is comparable to the Home Depot east project featuring a large retaining wall along a major street frontage (University Avenue). In lieu of an expansive retaining wall system, the grade change lends ability for structured parking, in combination with creating buildings that relate to University Avenue. Reconfigure proposed surface parking to relate to the existing grades.
- The variation in grades across the Phase II development site can be modified to take advantage and provide more infiltration opportunities.
- Do something to relate the property's frontage with University Avenue and eliminate the small townhouse development which appears squished in and not appropriate in scale based on its location. The townhouse development at the center of the site feels lost and is too small. The plan for Phase II is in contradiction to development in Phase I, in not creating an edge to the street.
- A one-story building at the corner of Segoe Road and University Avenue should be reexamined with thought to introducing upper story residential housing.

ACTION:

Since this was an informational presentation, no formal action was taken by the Urban Design Commission.

After the Commission acts on an application, individual Commissioners rate the overall design on a scale of 1 to 10, including any changes required by the Commission. The ratings are for information only. They are not used to decide whether the project should be approved. The scale is 1 = complete failure; 2 = critically bad; 3 = very poor; 4 = poor; 5 = fair; 6 = good; 7 = very good; 8 = excellent; 9 = superior; and 10 = outstanding. The overall ratings for this project are 2.5, 3, 3, 4, 4, 4.5, and 5.

URBAN DESIGN COMMISSION PROJECT RATING FOR: 702 N. Midvale Blvd.

	Site Plan	Architecture	Landscape Plan	Site Amenities, Lighting, Etc.	Signs	Circulation (Pedestrian, Vehicular)	Urban Context	Overall Rating
Member Ratings	5	-	-	-	-	6	5	5
	3	-	-	-	-	3	3	3
	-	-	-	-	-	-	4	4
	-	-	-	-	-	-	-	4
	4	-	-	-	-	5	5	4.5
	-	-	-	-	-	-	-	2.5
	3	-	-	2	-	3	3	3
	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-

General Comments:

- Utilize slope at Humana site to do parking structure; get more building frontage on University Avenue. Townhouses are a misfit; will feel lost among other development and needs to be larger/higher density residential.
- Consider re-accommodation of existing theater "art" in new design program. Consider integration of the considerable slope of the property within the site. Bring building façades to the street with structured parking behind. Integrate bio-infiltration within paved areas. Anchor the redeveloped Sawyer Terrace intersection at University Avenue with buildings.
- Box proposed at University Avenue and Segoe should be further studied—multiple use (residential on top?). Reconfigure 30,000 sq. ft. new building—closer to University Avenue? Place some parking underground?
- Too much surface parking on University—save the theater.
- This is a rather surprisingly poor site plan concept, with much expanded acreage of parking on University. A real non-starter, surprising from a team that brought us such a positive redesign of the mall on the Midvale Boulevard side.
- This Phase II approach lost all the good things that were developed in Phase I.



Traffic Engineering Division

David C. Dryer, City Traffic Engineer

Madison Municipal Building
215 Martin Luther King, Jr. Boulevard
P.O. Box 2986
Madison, Wisconsin 53701-2986
PH 608/266-4761
TTY 608/267-9623
FAX 608/267-1158

November 28, 2005

Rev: December 28, 2005

Rev: March 13, 2006

TO: Plan Commission

FROM: David C. Dryer, P.E., City Traffic Engineer

SUBJECT: **702 North Midvale Blvd. – Rezoning – PUD (SIP) to Amended PUD (GDP-SIP) – 50,000 Sq. Ft. Grocery Store**

The City Traffic Engineering Division has reviewed the subject development and has the following comments.

MAJOR OR NON-STANDARD REVIEW COMMENTS (Comments which are special to the project and/or may require additional work beyond a standard, more routine project.)

1. As noted with the initial rezoning (GDP & SIP), approval of the subject rezoning is conditioned upon the findings of the Freed/Hilldale Traffic Impact Study, which includes recognition of increased transportation demands on the streets, intersections and neighborhoods surrounding the development. Specific recommendations of the subject study that involve major changes to City intersections and streets outside those shown on the GDP/SIP site plan will need further review and approval by the City. Further, the GDP was conditionally approved subject to any SIP or further development or expansion providing a more detailed development and transportation management plan and revised and more detailed, area-wide traffic impact study. And unless otherwise modified by an alternative financing plan, the Developer is expected to finance 100% of the street reconstruction and traffic signal costs for the changes proposed in the GDP/SIP for City streets. Such changes require that the Developer will need to enter into a developer's agreement/subdivision contract with the City for the public infrastructure items associated with their development.
2. The proposed layout of the sidewalks, terrace and streets appears reasonable, however, approval of this PUD (GDP-SIP) does not include the final approval of the changes to roadways, sidewalks or utilities. The applicant shall need to obtain separate approval by the Board of Public Works and Common Council for the restoration and/or reconstruction of the public right-of-way including any changes requested by the developer. The University Av. & Segoe Rd improvements shall be reviewed and approved by the City Traffic Engineer and City Engineer. The applicant shall note on the site plan, " All work proposed in the right-of-way is not being approved as part of the PUD (GDP-SIP). All work in the right-of-way is approved separate by the Board of Public Works, City of Madison."
3. The applicant shall enter into a subdivision contract or developer's agreement for the reconstruction of the streets and sidewalk adjacent to the development, including the

sidewalk along University Ave and intersection changes on Segoe Rd. The reconstruction of the streets and sidewalk shall be subject to the plans and specifications of the City Traffic Engineer and City Engineer. The preliminary plans are to provide for widening Frey Street from 32 feet to 38 feet at the intersection with Segoe Rd; installing a special left turn out and median treatment for Frey St. onto Segoe Rd; and sidewalk relocation on University Ave to provide more pedestrian buffer space and space for street trees and landscaping.

4. Approval of the proposed driveway on University Ave is subject to the developer obtaining the Traffic Engineer's review and approval of a detailed, engineering scale plan showing the sidewalk relocation and grade; existing signs, poles, features in the terrace, including a plan for the installation of street trees with City Forestry input; public transit features and signs; the landscaping plan on both sides of the sidewalk, and the building's features and relationship to the sidewalk, including locations of windows and outdoor seating areas.
5. The final results of the developer's traffic impact study shall be reviewed and approved by the Traffic Engineer prior to final sign-off on the subject SIP. The Developer shall post a deposit or reimburse the City for all costs associated with any modifications to Traffic Signals, Street Lighting, Signing and Pavement Marking including labor and materials for both temporary and permanent installations.
6. The Developer shall post a deposit or reimburse the City for all costs associated with any modifications to Traffic Signals, Street Lighting, Signing and Pavement Marking including labor and materials for both temporary and permanent installations.
7. The Developer/Parcel Owner(s) shall execute a waiver of notice and hearing on special assessments for potential future traffic signals and associated street improvements at intersections adjacent to the development. The attached traffic signal and street light declaration of conditions and covenants shall be executed and returned.
8. **Condition for Amended GDP and Future SIPs: The GDP shall include a note in the text and face of the GDP site plan that states:** "Approval of the GDP is subject to the developer completing a GDP Transportation Plan for the Hilldale properties no later than the next SIP following the Whole Foods Grocery Store SIP. Specific recommendations of the subject plan that involve major changes to City intersections and streets will need further review and approval by the City. The Developer shall provide a more detailed, area-wide traffic impact study, and a detailed development and transportation management plan. The scope of the study shall include changing Sawyer Terrace to 2-way traffic including possible widening; and alternative intersection treatments for Segoe Road and Heathercrest extended, Segoe and Sawyer mTer., and Segoe and Sheboygan Ave. Unless otherwise modified by an alternative financing plan, the Developer is expected to finance 100% of the street reconstruction and traffic signal costs for the changes required by the City in the GDP Transportation Plan that provide an exclusive benefit to the GDP as determined by the City, and their proportional share of costs for changes provide less than an exclusive benefit to the GDP as determined by the City. Such changes may require the Developer to enter into a developer's agreement/subdivision contract with the City for the public infrastructure items associated with their development. Special Assessments may also be levied against the GDP to finance transportation changes required by the City. "

GENERAL OR STANDARD REVIEW COMMENTS

In addition, we offer the following General or Standard Review Comments:

9. When the applicant submits final plans for approval, the applicant shall show the following: items in the terrace as existing (e.g., signs and street light poles), type of surfaces, existing property lines, addresses, one contiguous plan (showing all easements, all pavement markings, building placement, and stalls), adjacent driveway approaches to lots on either side and across the street, signage, percent of slope, vehicle routes, dimensions of radii, aisles, driveways, stalls including the two (2) feet overhang, and a scaled drawing at 1" = 20'.
10. The Applicant shall provide scaled drawing on one contiguous plan sheet showing all the facility's access, existing and proposed buildings, layouts of parking lots, loading areas, trees, signs, semi trailer and vehicle movements, ingress/egress easements and approaches.
11. Because of the number of parking stalls proposed is over 1,000, the Applicant is advised of the Wisconsin Administrative Code NR 406 requirements as they pertain to parking lot size and air quality. The Applicant should contact the Wisconsin Department of Natural Resource, John Meier, Air Quality Analyst (267-0869). A letter from the DNR should be provided to City Traffic Engineering demonstrating that the Indirect Source Permit was issued or exempted.
12. The applicant shall modify the grocery store driveway approach on Frey St. according to the design criteria for a "Class III" driveway with sidewalk in accordance to Madison General Ordinance Section 10.08(4).
13. If the University Av. driveway and special street type approach is approved, the applicant shall provide a detail 1" = 20' detail drawing of the "Street Type Entrance" with plan sheets showing epoxy lane lines, cross walks, stop bars and pavement markings details to be approved by the City Traffic Engineer. In addition, a note shall be shown on the plan, " ALL PAVEMENT MARKING SHALL BE INSTALLED IN EPOXY AND MAINTIAN BY THE PROPERTY OWNER."
14. The applicant shall show the dimensions for all proposed surface and underground parking stalls items A, B, C, D, E, and F, and for ninety-degree angle parking with nine (9) foot wide stalls and backing up, according to Figures II "Medium and Large Vehicles" parking design standards in Section 10.08(6)(b) 2. (If two (2) feet of overhang are used for a vehicle, it shall be shown on the plan.) Stair cases, Elevators shafts, Aisles, ramps, columns, offices or work areas are to be excluded from these rectangular areas, when designing underground parking areas.
15. All signs at the approaches shall be installed behind the property line. All directional/regulatory signage and pavement markings on the site shall be shown and noted on the plan as approved by the City Traffic Engineer.
16. Public signing and marking related to the development may be required by the City Traffic Engineer for which the developer shall be financially responsible.

Please contact John Leach, City Traffic Engineering at 267-8755 if you have questions regarding the above items:

Contact Person: Dennis Harder
Fax: 847-215-5282
Email: dharder@jfreed.com

DCD:DJM:dm



Department of Public Works
City Engineering Division

JAN 03 2006

608 266 4751

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608 264 9275 FAX
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Deputy City Engineer
Robert F. Phillips, P.E.

Principal Engineers
Michael R. Dailey, P.E.
Christina M. Bachmann, P.E.
John S. Fahrney, P.E.
David L. Benzschawel, P.E.
Gregory T. Fries, P.E.

Operations Supervisor
Kathleen M. Cryan

Hydrogeologist
Joseph L. DeMorett, P.G.

GIS Manager
David A. Davis, R.L.S.

DATE: December 29, 2005
TO: Plan Commission
FROM: Larry D. Nelson, P.E., City Engineer 
SUBJECT: 702 North Midvale Boulevard Planned Unit Development (GDP/SIP) and Demolition
(Revised Plans)

The City Engineering Division has reviewed the subject development and has the following comments.

MAJOR OR NON-STANDARD REVIEW COMMENTS (Comments which are special to the project and/or may require additional work beyond a standard, more routine project.)

1. Access to University Avenue requires approval of Dane County Highways.
2. Storm sewer requirements include oil and grease control, 40% TSS control and detention.
3. Applicant shall revise plan to show existing private sanitary sewer locations and elevations.
4. Sanitary lateral connection for Whole Foods on Frey Street is quite long and appears to cross neighboring lot to east (4626 Frey). If long lateral is necessary due to grade issues, easement on east property will be needed.
5. Sanitary lateral for 84-unit condo directly on top City sanitary sewer main. This is unacceptable.
6. Prior to approval, submit sewer flow calculations to determine if sewer capacity is available to serve the proposed condominiums.
7. Traffic Engineering requires dedication of public right-of-way along University Avenue. Owner and/or applicant shall work with Traffic Engineering to determine the correct amount of right-of-way dedication. When the right-of-way configuration is resolved, submit to Engineering Division (Eric Pederson) a legal description and scale map exhibit, prepared by a Registered Land Surveyor, depicting the portion of the property to be dedicated public right of way for University Avenue at no cost to the City of Madison. Also submit a \$500 check payable to City Treasurer to cover City Real Estate staff charges and recording costs to administer this project. Owner must execute a warranty deed transfer prior to building permits being issued.

GENERAL OR STANDARD REVIEW COMMENTS

In addition, we offer the following General or Standard Review Comments:

Engineering Division Review of Planned Community Developments, Planned Unit Developments
and Conditional Use Applications.



General

- 1.1 The construction of this building 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.
- 1.2 The site plan shall identify lot and block numbers of recorded Certified Survey Map or Plat.
- 1.3 The site plan shall include all lot/ownership lines, existing building locations, proposed building additions, demolitions, parking stalls, driveways, sidewalks (public and/or private), existing and proposed signage, existing and proposed utility locations and landscaping.
- 1.4 The site plan shall identify the difference between existing and proposed impervious areas.
- 1.5 The site plan shall reflect a proper street address of the property as reflected by official City of Madison Assessor's and Engineering Division records.
- 1.6 The site plan shall include a full and complete legal description of the site or property being subjected to this application.

Right of Way / Easements

- 2.1 The Applicant shall Dedicate a _____ foot wide strip of Right of Way along _____.
- 2.2 The Applicant shall Dedicate a _____ foot wide strip of Right of Way along _____.
- 2.3 The Applicant shall Dedicate a Permanent Limited Easement for grading and sloping _____ feet wide along _____.
- 2.4 The City Engineer has reviewed the need for pedestrian and bicycle connections through the development and finds that no connections are required.
- 2.5 The Applicant shall Dedicate a Permanent Limited Easement for a pedestrian / bicycle easement _____ feet wide from _____ to _____.
- 2.6 The Developer shall provide a private easement for public pedestrian and bicycle use through the property running from _____ to _____.
- 2.7 The developer shall be responsible for the ongoing construction and maintenance of a path within the easement. The maintenance responsibilities shall include, but not be limited to, paving, repaving, repairing, marking and plowing. The developer shall work with the City of Madison Real Estate Staff to administer this easement. Applicable fees shall apply.

Streets and Sidewalks

- 3.1 The Applicant shall execute a waiver of notice and hearing on the assessments for the improvement of [roadway] _____ in accordance with Section 66.0703(7)(b) Wisconsin Statutes and Section 4.09 of the MGO.
- 3.2 **Value of sidewalk installation over \$5000.** The Applicant shall Construct Sidewalk to a plan approved by the City Engineer along _____.
- 3.3 **Value of sidewalk installation under \$5000.** The Applicant shall install public sidewalk along _____. The Applicant shall obtain a Street Excavation Permit for the sidewalk work, which is available from the City Engineering Division. The applicant shall pay all fees associated with the permit including inspection fees. All work must be completed within six months or the succeeding June 1, whichever is later.
- 3.4 The Applicant shall execute a waiver of their right to notice and hearings on the assessments for the installation of sidewalk along [roadway] _____ in accordance with Section 66.0703(7)(b) Wisconsin Statutes and Section 4.09 of the MGO.
- 3.5 The Applicant shall grade the property line along _____ to a grade established by the City Engineer. The grading shall be suitable to allow the installation of sidewalk in the future without the need to grade beyond the property line. The Applicant shall obtain a Street Excavation permit prior to the City Engineer signing off on this development.
- 3.6 The Applicant shall close all abandoned driveways by replacing the curb in front of the driveways and restoring the terrace with grass.
- 3.7 **Value of the restoration work less than \$5,000. When computing the value, do not include a cost for driveways. Do not include the restoration required to facilitate a utility lateral installation.** The Applicant's project requires the minor restoration of the street and sidewalk. The Applicant shall obtain a Street Excavation

Permit for the street restoration work, which is available from the City Engineering Division. The applicant shall pay all fees associated with the permit including inspection fees.

- 3.8 The Applicant shall make improvements to _____ in order to facilitate ingress and egress to the development. The improvement shall include a (Describe what the work involves or strike this part of the comment.) _____
- 3.9 The Applicant shall make improvements to _____. The improvements shall consist of _____
- 3.10 The approval of this Conditional Use 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.
- 3.11 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.
- 3.12 The Applicant shall replace all sidewalk and curb and gutter which abuts the property which is damaged by the construction or any sidewalk and curb and gutter which 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.
- 3.13 The Applicant shall obtain a privilege in streets agreement for any encroachments inside the public right of way. The approval of this development does not constitute or guarantee approval of the encroachments.
- 3.14 The Applicant shall provide the City Engineer with the proposed soil retention system to accommodate the restoration. The soil retention system must be stamped by a Professional Engineer. The City Engineer may reject or require modifications to the retention system.
- 3.15 The Applicant shall complete work on exposed aggregate sidewalk in accordance with specifications provided by the city. The stone used for the exposed aggregate shall be approved by the City. The Construction Engineer shall be notified prior to beginning construction. Any work that does not match the adjacent work or which the City Construction Engineer finds is unacceptable shall be removed and replaced.
- 3.16 All work in the public right-of-way shall be performed by a City licensed contractor.

Storm Water Management

- 4.1 The site plans shall be revised to show the location of all rain gutter down spout discharges.
- 4.2 Storm sewer to serve this development has been designed and constructed. The site plans shall be revised to identify the location of this storm sewer and to show connection of an internal drainage system to the existing public storm sewer.
- 4.3 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.
- 4.5 The applicant shall show storm water "overflow" paths that will safely route runoff when the storm sewer is at capacity.
- 4.6 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.
- 4.7 The City of Madison is an approved agent of the Department of Commerce. This proposal contains a commercial building and as such, the City of Madison is authorized to review infiltration, stormwater management, and erosion control on behalf of the Department of Commerce. No separate submittal to Commerce or the WDNR is required.
- 4.8 This development includes multiple building permits within a single lot. The City Engineer and/or the Director of the Inspection Unit may require individual control plans and measures for each building.
- 4.9 If the lots within this site plan are inter-dependent upon one another for stormwater runoff conveyance, and/or a private drainage system exists for the entire site an agreement shall be provided for the rights and responsibilities of all lot owners. Said agreement shall be reviewed and placed on file by the City Engineer, referenced on the site plan and recorded at the Dane Co Register of Deeds.
- 4.10 Prior to approval, this project shall comply with Chapter 37 of the Madison General Ordinances regarding stormwater management. Specifically, this development is required to:
 - Detain the 2 & 10-year storm events.
 - Detain the 2, 10, & 100-year storm events.
 - Control 40% TSS (20 micron particle).

- Control 80% TSS (5 micron particle).
- Provide infiltration in accordance with NR-151.
- Provide substantial thermal control.
- Provide oil & grease control from the first 1/2" of runoff from parking areas.

Stormwater management plans shall be submitted and approved by City Engineering prior to signoff.

- 4.11 The plan set shall be revised to show more information on proposed drainage for the site. This shall be accomplished by using spot elevations and drainage arrows or through the use of proposed contours. It is necessary to show the location of drainage leaving the site to the public right-of-way. It may be necessary to provide information off the site to fully meet this requirement.
- 4.12 A portion of this project comes under the jurisdiction of the US Army Corp of Engineers and WDNR for wetland or flood plain issues. A permit for those matters shall be required prior to construction on any of the lots currently within the jurisdictional flood plain.
- 4.13 The Applicant shall submit, prior to plan sign-off, digital CAD files to the Engineering Program Specialist in the Engineering Division (Lori Zenchenko). The digital copies shall be to scale and represent final construction.

CAD submittals can be either AutoCAD (dwg) Version 2001 or older, MicroStation (dgn) Version J or older, or Universal (dxf) formats and contain the following data, each on a separate layer name/level number:

- a) Building Footprints
- b) Internal Walkway Areas
- c) Internal Site Parking Areas
- d) Other Miscellaneous Impervious Areas (i.e. gravel, crushed stone, bituminous/asphalt, concrete, etc.)
- e) Right-of-Way lines (public and private)
- f) Lot lines
- g) Lot numbers
- h) Lot/Plat dimensions
- i) Street names

NOTE: Email file transmissions preferred izenchenko@cityofmadison.com. Include the site address in this transmittal.

- 4.14 NR-151 of the Wisconsin Administrative Code will be effective on October 1, 2004. Future phases of this project shall comply with NR 151 in effect when work commences. Specifically, any phases not covered by a Notice of Intent (NOI) received from the WDNR under NR-216 prior to October 1, 2004 shall be responsible for compliance with all requirements of NR-151 Subchapter III. As most of the requirements of NR-151 are currently implemented in Chapter 37 of the Madison General Ordinances, the most significant additional requirement shall be that of infiltration.

NR-151 requires infiltration in accord with the following criteria. For the type of development, the site shall comply with one of the three (3) options provided below:

Residential developments shall infiltrate 90% of the predevelopment infiltration amount, 25% of the runoff from the 2-year post development storm or dedicated a maximum of 1% of the site area to active infiltration practices.

Commercial development shall infiltrate 60% of the predevelopment infiltration amount, 10% of the runoff from the 2-year post development storm or dedicate a maximum of 2% of the site area to active infiltration practices.

Utilities General

- 5.1 The Applicant shall obtain a Street Excavation permit for the installation of utilities required to serve this project. The Applicant shall pay the permit fee, inspection fee and street degradation fee as applicable and shall comply with all the conditions of the permit.
- 5.2 The applicant shall obtain all necessary sewer connection permits and sewer plugging permits prior to any utility work.
- 5.3 All proposed and existing utilities including gas, electric, phone, steam, chilled water, etc shall be shown on the plan.
- 5.4 The applicant's utility contractor shall obtain a connection permit and excavation permit prior to commencing the storm sewer construction.
- 5.5 The site plans shall be revised to show the location of existing utilities, including depth, type, and size in the adjacent right-of-way.
- 5.6 The developer shall provide information on how the Department of Commerce's requirements regarding treatment of storm water runoff, from parking structures, shall satisfied prior to discharge to the public sewer system. Additionally, information shall be provided on which system (storm or sanitary) the pipe shall be connected to.

Sanitary Sewer

- 6.1 Prior to approval of the conditional use application, 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.

- 6.2 All outstanding Madison Metropolitan Sewerage District (MMSD) and City of Madison sanitary sewer connection charges are due and payable prior to connection to the public sewerage system.
- 6.3 Each unit of a duplex building shall be served by a separate and independent sanitary sewer lateral.
- 6.4 The site plan shall be revised to show all existing public sanitary sewer facilities in the project area as well as the size and alignment of the proposed service.



Madison Metro Transit System



1101 East Washington Avenue
Madison, Wisconsin 53703
Administrative Office: 608 266 4904
Fax: 608 267 8778

December 23, 2005

TO: Plan Commission

FROM: Timothy Sobota, Transit Planner, Metro Transit

SUBJECT: 702 North Midvale Boulevard – SIP Amendment #2 – Grocery and Condos

Metro Transit has reviewed the subject development and has the following comments.

MAJOR OR NON-STANDARD REVIEW COMMENTS (Comments which are special to the project and/or may require additional work beyond a standard, more routine project.)

1. The applicant shall preserve or replace the concrete passenger boarding pad and shelter pad on the south side of University Avenue, approximately 165 feet east of Segoe Road.
2. The applicant shall preserve the existing shelter, or may propose a replacement model with bench as part of the final plans submitted for City review.
3. The applicant shall install and maintain a trash receptacle on the property side of the sidewalk in the current shelter pad area.
4. The applicant shall include the location of these passenger amenities on the final documents filed with their permit application so that Metro Transit may review and approve the design.

GENERAL OR STANDARD REVIEW COMMENTS

In addition, we offer the following General or Standard Review Comments:

5. Metro Transit operates bus service seven days a week along University Avenue between Segoe Road and Midvale Boulevard. Metro bus stop #2923 is on the south side of the University Avenue, approximately 165 feet east of Segoe Road.
6. The applicant shall notify Metro Transit at least five working days prior to any construction proposed to impact bus or pedestrian access to this bus stop or the existing amenities.
7. Metro Transit requests to sign and review final documents submitted for this project.

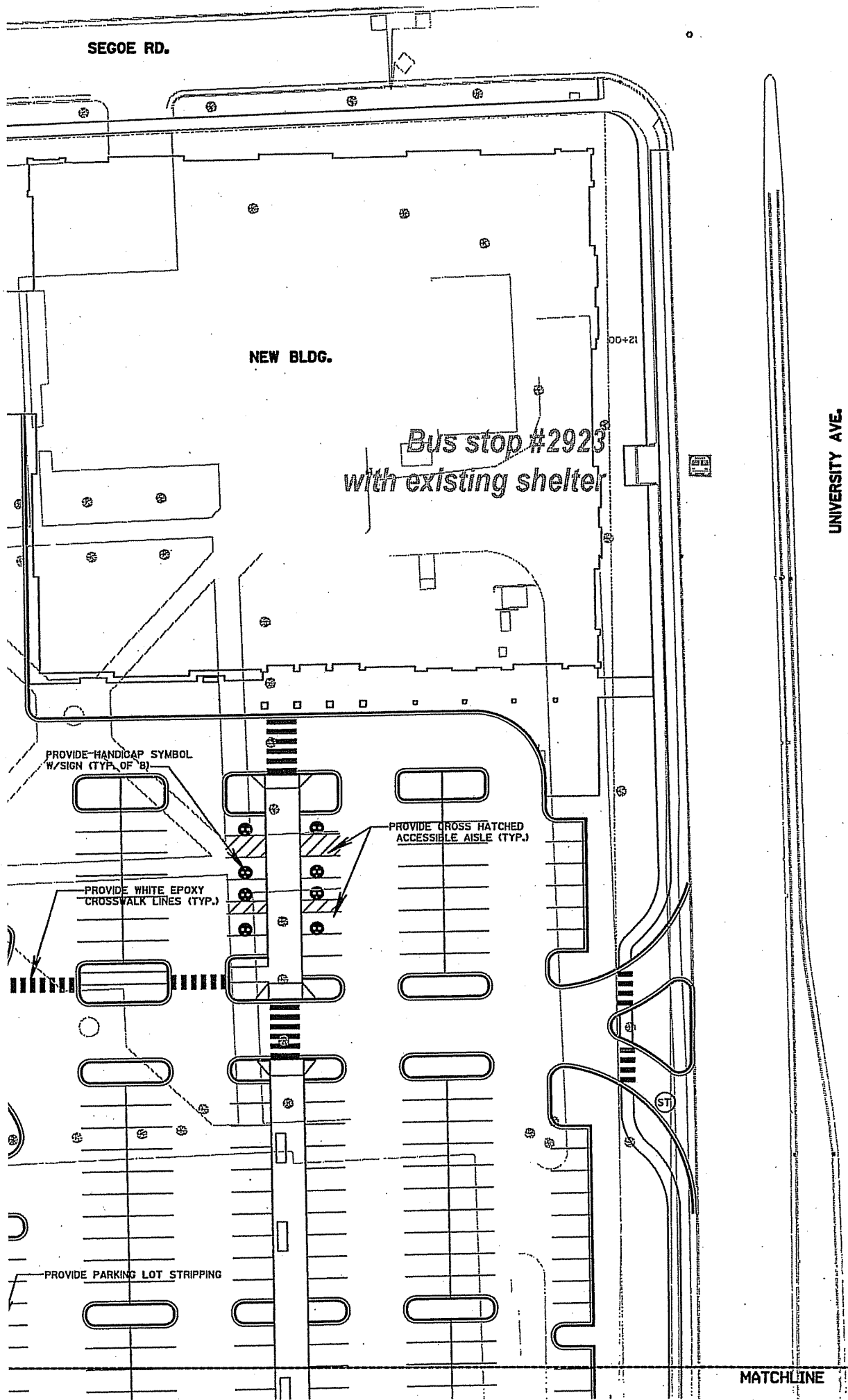
Please contact Tim Sobota, Metro Transit at 261-4289 or by email at <tsobota@cityofmadison.com> if you have questions regarding the above items.



Digitally signed
by Tim Sobota
Date: 2005.12.23
13:57:34 -06'00'

CC: Project contact person, Dennis Harder: dharder@jfreed.com (email)

Atch. Portion of Exhibit page P 100H "Pavement Marking Plan" [10/12/2005]



STRAND
ASSOCIATES, INC.
ENGINEERS

910 West Wingra Drive
Madison, WI 53715
608 251-4843
608 251-8655 FAX
www.strand.com

HILLDALE SHOPPING CENTER #2
PUD-GDP-SIP Amendment

702 N. MIDVALE BOULEVARD
MADISON, WI

HILLDALE BUILDING COMPANY LLC

Sheet Title

PAVEMENT MARKING PLAN

Revisions

No.	Date	Description	By

Project Number	Drawn By
X	X
Date Issued	Revised By
X 10/12/05	X

Sheet Number

P 100H

Timothy Parks

From: Dave & Carolyn Benforado [benforad@merr.com]
Sent: Monday, March 13, 2006 9:16 PM
To: Timothy Gruber
Cc: 'Karl Frantz'; 'Peter Hans'; Timothy Parks
Subject: RE: Hilldale/Whole Foods

Tim:

Yes, the Village is absolutely interested, from a stormwater perspective in particular, in what happens with those parcels since all of the stormwater originating from either parcel flows either into the undersized box culvert that directs stormwater east to Lake Mendota or, if the culvert is full, flows east overground to Lake Mendota along University Avenue and through adjoining residential and commercial properties in both the Village and City. Please let us know if you learn more about any plans to redevelop/sell either parcel.

Many thanks.

Dave

-----Original Message-----

From: Timothy Gruber [mailto:district11@cityofmadison.com]
Sent: Monday, March 13, 2006 8:18 AM
To: Dave & Carolyn Benforado
Cc: Karl Frantz; Peter Hans; Timothy Parks
Subject: Hilldale/Whole Foods

Dave:

They have made some good improvements to the plans for Whole Foods. Tim Parks may be able to answer better what the plans for storm water management and infiltration are.

Some big changes on the horizon in this area: the State is looking into what to do with the Hill Farms DOT building and surrounding property including the building on the north side of University at Segoe (State Crime Lab? Revenue Building? I'm not sure what's in there).

Tim

Tim Gruber, District 11 Alder
district11@cityofmadison.com
663-5264
www.cityofmadison.com/council/district11

From: Dave & Carolyn Benforado [mailto:benforad@merr.com]
Sent: Saturday, March 11, 2006 11:22 AM
To: Timothy Gruber
Cc: Karl Frantz; Peter Hans; Timothy Parks
Subject: RE: Proposed Ordinance File # 02319 (Re: Amended PUD for Hilldale Mall Reconstruction)

Tim:

That's what I thought but couldn't tell. Since that is the night of the Shorewood Hills Village Board meeting, Carolyn (who has served on the Village's Stormwater Committee for four years and monitored stormwater issues in the area for more years than that) will probably try to attend and speak about the Village's concern with stormwater and ask that if the plan is approved, that the Whole Foods footprint (building, parking, green space) have aggressive stormwater infiltration and retention components.

Many thanks.

Dave

cc: Peter Hans, Shorewood Hills Village President; Karl Frantz, Village Administrator; Tim Parks, City of Madison Planning

-----Original Message-----

From: Timothy Gruber [mailto:district11@cityofmadison.com]
Sent: Friday, March 10, 2006 9:12 PM
To: Dave & Carolyn Benforado
Subject: RE: Proposed Ordinance File # 02319 (Re: Amended PUD for Hilldale Mall Reconstruction)

Dave:
It is for the Whole Foods plans on the Humana site, University and Segoe.
Tim

Tim Gruber, District 11 Alder
district11@cityofmadison.com
663-5264
www.cityofmadison.com/council/district11

From: Dave & Carolyn Benforado [mailto:benforad@merr.com]
Sent: Friday, March 10, 2006 6:59 PM
To: Timothy Gruber
Cc: Peter Hans; Karl Frantz
Subject: Proposed Ordinance File # 02319 (Re: Amended PUD for Hilldale Mall Reconstruction)

Hi Tim:

Carolyn and I received a copy of a notice for a City of Madison Plan Commission public hearing on Mon., March 20 at 6 p.m. followed by the Madison City Council public hearing on Tue., April 4 at 6:45 p.m. regarding proposed ordinance File # 02319 (an amended PUD for the Hilldale Mall reconstruction). I couldn't decipher what was up for discussion – do you know?

Many thanks.

Dave

Dave & Carolyn Benforado
3902 University Ave.
Madison, WI 53705
benforad@merr.com
608-238-7121

From: Radomski, Noel
To: Bob March, Bruce Woods, Cathleen Feland, Jack Williams, Lisa Geer, Lou Host-Jablonski, Mike Barrett, RADOMSKI. NOEL T, Paul Wagner, Todd Barnett
Date: 2/22/2006 2:03:05 PM
Subject: University Hill Farms Neighborhood Association Comments: Agenda Item #5

Below is a message from the University Hill Farms Neighborhood Association regarding UDC Agenda Item #5. I will distribute hard copies at the meeting. I can also provide additional information at the meeting.

On the issue of traffic, the Hill Farms Neighborhood wants a traffic, motor vehicle, bike and pedestrian master plan for the University, Segoe, Sheboygan, Frey, Sawyer and Heathercrest area prepared by the developer's traffic engineer, reviewed by the City staff and approved by the Plan Commission before construction begins on the Whole Foods building, to include consideration of signalization at all of the Segoe intersections, widening of Frey and/or Sawyer, making Sawyer two way and changing Frey to one way, along with the changes to the turn lane and medians at Frey and Segoe, and to also include a financing component.

Noel Radomski

Alder, District 19

CC: Al Martin, bfruhling@cityofmadison.com, Brad Murphy

7
1/11

Radomski, Noel

From: Michael J. Lawton [mlawton@lathropclark.com]
Sent: Wednesday, February 22, 2006 12:52 AM
To: Radomski, Noel; remodeling@thompson-frater.com; district11@cityofmadison.com
Subject: FW: Trip Generation

The following traffic data for a 50,000 sf supermarket was provided to me by Bill White from John Lichtenheld a local private traffic engineer. As you can see, there is considerable traffic generated by one of these facilities.

Mike Lawton

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The views, opinions and statements contained in this transmission are not necessarily the views, opinions and statements of Lathrop & Clark LLP.

From: White, William F. [mailto:WFWhite@michaelbest.com]
Sent: Tue 2/21/2006 10:11 PM
To: Michael J. Lawton
Subject: Fw: Trip Generation

Sent from my Michael Best & Friedrich BlackBerry Wireless Handheld

-----Original Message-----
From: John Lichtenheld <jlichtenheld@saa-madison.com>
To: White, William F. <WFWhite@michaelbest.com>
Sent: Tue Feb 21 12:47:54 2006
Subject: Trip Generation

Bill

A 50,000 SF supermarket will generate about 5100 trips per week day, 8900 trips on Saturday, and ~~522 trips during the evening peak hour 4 to 6 p.m based on the ITE trip generation rates.~~

If you need anything more, let me know.

John Lichtenheld P.E. AICP
Principal
Schreiber Anderson Associates, Inc.

717 John Nolen Drive
Madison, WI 53713
255-0800

email at jlichtenheld@saa-madison.com
web site www.saa-madison.com <<http://www.saa-madison.com/>>

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Radomski, Noel

From: Ruth Ethington [REthington@cityofmadison.com]
Sent: Wednesday, February 22, 2006 1:08 PM
To: Bob March; Bruce Woods; Cathleen Feland; Jack Williams; Lisa Geer; Lou Host-Jablonski; Mike Barrett; RADOMSKI, NOEL T; Paul Wagner; Todd Barnett
Subject: FW: UDC Hilldale Whole Foods

FYI

>>> Timothy Gruber 02/22/06 1:00 PM >>>

Al:

Here are some comments on the plans for the Hilldale Whole Foods before UDC this afternoon. Please print out for members of UDC. Thank you.

Tim

Hilldale Whole Foods

I support this project in general. This is a good area for redevelopment. The architecture and landscaping proposed are good, in my opinion. The developers have done a good job of modifying their plans based on UDC and neighborhood input. I appreciate the addition of green roofs, pedestrian access features, landscaping, pocket parks, and other details.

Neighborhood residents have expressed concerns about traffic impacts of the development. While it will bring increased traffic, I am confident that by working with Traffic Engineering we can take steps to improve safety and traffic flow in the area.

When I first saw the Whole Foods plan, my comment to the developers was that this doesn't seem to be a good use of valuable land. The basic elements of the plan, a one story building and large surface parking lot, haven't changed since then. On the site now there are multi-story buildings with some structured parking and open green space. The plans don't seem like progress over what is there now. I wonder if this project will be something we are proud of 30 years from now.

Given that the developers have been unwilling to propose anything for Whole Foods other than a one story building and large surface parking lot, I think that the plans are as good as we are going to get. With that in mind, it is time to approve or reject the plans, and move this on to Plan Commission. I value your opinions and collective decision on this.

Tim Gruber, District 11 Alder
district11@cityofmadison.com
608-663-5264

Radomski, Noel

From: Kelly Thompson-Frater [remodeling@thompson-frater.com]
Sent: Wednesday, February 22, 2006 1:31 PM
To: Michael J. Lawton
Cc: Radomski, Noel; Timothy Gruber
Subject: Re: Whole Foods and Sentry

I just had a long conversation with Tim Metcalfe about the Whole Foods store. He explained what we have not been able to understand about the WF design.

1. The cost of the WF land, demolition and reconstruction of a big box that will be more up-scale is very high.
2. To insure customer volume to WF, Freed has been willing to squeeze Sentry's parking lot down, first by the parking garage in front, and now with a new 30,000 sf. no-name retail building on University THAT DOES NOT HAVE PARKING (they would share Sentry's) so that frustrated customers would go up the hill to WF to shop.
3. Sentry has had to give up much of their surface parking in this new re-construction, but yet WF has not. Standard, "ask for" parking rations is 5/1000sf. Usually in-town groceries get 3 1/2 per 1000sf. If this were downtown, it would be lucky to get 2/1000sf. Somewhere out in the burbs would get 5/1000. Tim thought that Sentry now had 3 1/2 per 1000, but wasn't sure, and certainly when all was finished (with the garage - which grocers do not like we have heard - and the 30,000sf no-name box) it will be less.
4. Sentry's lease is for 25 years and is certainly lower \$\$ than WF. Freed has been willing to allow Sentry to move (to get higher lease rates I am sure) and is therefore willing to put the squeeze on Sentry. This explains why the Midvale development looks so different than the WF site.
5. Freed is much happier to work with WF to leverage their national chain in other Freed properties, but not Sentry because they are local.

I realize these statements are somewhat biased, but I think the neighborhood should support the standards of parking on WF that have been set for Sentry and not allow those to be different. We should also support a continuation of the development attitude that has been already set along Midvale with higher density AND adding more green space. As Dennis stated, the current office buildings and parking on the WF site are more square footage and more parking than what WF will be, but in looking at the aerial photo NOW there is a huge green plaza and WF will just be a big roof and parking lot.

I think the Chicago developers are just conducting business, but if we want to stand up for our already established neighborhood, we need to be clear about the priorities. A big box store with lots of surface parking is not what we are looking for. The traffic study is also crucial!!!

I AM NOT WILLING TO VOTE TO JUST LET WF HAPPEN AS DESIGNED. The same principles for the Midvale site should be held for this site. Midvale did not yield much added green space, and that needs to be rectified as well.

Call Tim Metcalfe and ask any questions:345-2220

Thanks, Kelly

Radomski, Noel

From: Michael J. Lawton [mlawton@lathropclark.com]
Sent: Wednesday, February 22, 2006 1:43 PM
To: Radomski, Noel; Timothy Gruber; Kelly Thompson-Frater
Subject: RE: Whole Foods

On the subject of site plans and layout, I am sure you will deal with that using your own judgment with the input you have received, but I am not providing any definitive statement on that as I think there are different shades of opinion in the association in that area.

I did forward my statement on traffic to Harder so he cannot say he was not aware of this, as I am sure he is looking at his Blackberry.

Mike Lawton

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From: Radomski, Noel [mailto:noel@ocr.wisc.edu]
Sent: Wednesday, February 22, 2006 1:39 PM
To: Michael J. Lawton; Timothy Gruber; Kelly Thompson-Frater
Subject: RE: Whole Foods

Michael:

I will distribute and read the statement at today's UDC.

Thank you.

Noel

From: Michael J. Lawton [mailto:mlawton@lathropclark.com]
Sent: Wednesday, February 22, 2006 1:37 PM
To: Radomski, Noel; Timothy Gruber; Kelly Thompson-Frater
Subject: Whole Foods

Noel, on the traffic issue, feel free to use this statement at the UDC meeting:

On the issue of traffic, the Hill Farms Neighborhood wants a traffic, motor vehicle, bike and pedestrian master plan for the University, Segoe, Sheboygan, Frey, Sawyer and Heathercrest area prepared by the developer's traffic engineer, reviewed by the City staff and approved by the Plan Commission before construction begins on the Whole Foods building, to include consideration of signalization at all of the Segoe intersections, widening of Frey and/or Sawyer, making Sawyer two way and changing Frey to one way, along with the changes to the turn lane and mediáns at Frey and Segoe, and to also include a financing component.

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2/22/2006

Radomski, Noel

From: Michael J. Lawton [mlawton@lathropclark.com]
Sent: Wednesday, February 22, 2006 1:41 AM
To: Radomski, Noel; remodeling@thompson-frater.com; Timothy Gruber
Subject: RE: Whole Foods

Importance: High

I was able to talk to Dave Rosenberg in more detail this afternoon. He is the regional marketing manager for Whole Foods in their Chicago regional office.

He first told me that he gave me incorrect information earlier on Tuesday when he said that their standard was 3 1/2 stalls per 1000 sf. He said they wanted 5-7 stalls per 1000 sf, and that this site had 5 per 1000 sf, so it was at the bottom of their requirements. If his numbers are correct, the bottom line is that they need all of the spaces in their view. As for underground parking or parking structures, they have done that in very dense urban areas, but they prefer surface parking as grocery customers prefer that in their view. It seems that they did not view this site as a location that was dense enough to justify structured parking. He did not think that they had structured parking in their region other than at the store off the Gold Coast in Chicago. As for the building they tailor their buildings to the local situation and will go the extra mile to make the building acceptable. He felt they had done a lot to their building here to make it attractive. They do not like 2 story stores as it is difficult for grocery customers to move from one floor to the next. They have done this in Manhattan, but the price of land requires it. Even at their Austin flagship they have an 80000 sf building on one floor. A two story store does not appear to be in the cards. As for the idea of a building with a store on the first floor and with other stories above, they have been in buildings that have a residential tower or professional office building tower above the store in urban areas, but he did not see this as the likely site for a residential tower, and we know that the office tower market is probably not economically going to justify an office tower at this site. He also pointed out to me that adding the tower could increase the amount of traffic to deal with. I just have the feeling that neither they nor Freed pushed these ideas much, as the lease is lucrative enough that Freed did not care and Whole Foods was satisfied with the plan.

I then got into the traffic issues. He said that they would be happy to work with us and the City on any traffic issues. He was not too familiar with all of the streets, but seemed cooperative on the traffic issues.

My opinion is that the Association not take a position in opposition to the land use or site plan for the Whole Foods or condo buildings, but that we indicate that we are willing to work with the City staff and UDC and Plan Commission on those issues if they have any concerns. We could state that we might have preferred a different configuration, but that we defer to the judgment of staff and the UDC and Plan Commission on these issues. However, on the issue of traffic, I think we should insist that there be a traffic, motor vehicle, bike and pedestrian master plan for the University, Segoe, Sheboygan, Frey, Sawyer and Heathercrest area prepared by the developer's traffic engineer, reviewed by the City staff and approved by the Plan Commission before construction begins on the Whole Foods building, to include consideration of signalization at all of the Segoe intersections, widening of Frey and/or Sawyer, making Sawyer two way and changing Frey to one way, along with the changes to the turn lane and medians at Frey and Segoe, and to also include a financing component. I would indicate that we are happy with the overall direction they are taking at Hilldale, but this work on the back side of the Center is most likely to impact the neighborhood and requires careful examination.

I think this is consistent with the position taken by those present on Saturday. Although we did not have a quorum of the Board, we did have a quorum of the Special Hilldale Committee, being Kelly, me, Yehuda, Ken and Tom, which was appointed for this purpose.

Let me know if you have any questions.

Mike Lawton

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From: Michael J. Lawton
Sent: Tue 2/21/2006 11:24 AM
To: 'Radomski, Noel'; remodeling@thompson-frater.com; Timothy Gruber
Subject: RE: Whole Foods

He is either regional construction manager or regional marketing manager. I will ask him.

Mike Lawton

From: Radomski, Noel [mailto:noel@ocr.wisc.edu]
Sent: Tuesday, February 21, 2006 11:23 AM
To: Michael J. Lawton; remodeling@thompson-frater.com; Timothy Gruber
Subject: RE: Whole Foods

Mike:

Thanks for the info.

You know, a nice benefit that could emerge with your conversation with Dave is to see if he could accept a reduction in parking, which could then be used for potential plaza space/green space/infiltration opportunities. He doesn't have to identify where the reduction would take place, but the landscape architects on the UDC could suggest the best areas given the topography, etc.

By the way, what is Dave's title?

Noel

From: Michael J. Lawton [mailto:mawton@lathropclark.com]
Sent: Tuesday, February 21, 2006 11:13 AM
To: remodeling@thompson-frater.com; Radomski, Noel; Timothy Gruber
Subject: RE: Whole Foods

Info from voice mail so far from Dave Rosenberg at Whole Foods: He says underground parking is "not feasible" at the site. He says parking is 3 1/2 stalls per 1000 sq. ft. which is sufficient under their guidelines. He did not say if it was more than enough or not and I will have to ask him that question. He did not comment on the building design, as in two story bldg. I hope to actually talk to him soon.

Mike Lawton

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From: Michael J. Lawton
Sent: Monday, February 20, 2006 1:13 PM
To: remodeling@thompson-frater.com; 'Radomski, Noel'; 'Timothy Gruber'
Subject: Whole Foods

I talked to Bob Vitas at Whole Foods and he took my questions and will pass them on for an answer to the regional construction coordinator and to the region marketing person. I told him that Freed said that these items were dictated by them and he pointed out that they are just a tenant and they are not buying the site. The marketing person I expect to be a community relations type person as he noted that we are a "community based group". They must have a procedure for dealing with local organizations to polish their image, so this should be entertaining.

Michael J. Lawton

P.O. Box 1507

Madison, WI 53701-1507

608-286-7236

Radomski, Noel

From: Radomski, Noel
Sent: Wednesday, February 22, 2006 2:01 PM
To: Bob March; Bruce Woods; Cathleen Feland; Jack Williams; Lisa Geer; Lou Host-Jablonski; Mike Barrett; RADOMSKI, NOEL T; Paul Wagner; Todd Barnett
Cc: Al Martin (amartin@cityofmadison.com); Bill Fruhling (bfruhling@cityofmadison.com); Brad Murphy (bmurphy@ci.madison.wi.us)
Subject: University Hill Farms Neighborhood Association Comments: Agenda Item #5
Importance: High

Below is a message from the University Hill Farms Neighborhood Association regarding UDC Agenda Item #5. I will distribute hard copies at the meeting. I can also provide additional information at the meeting.

On the issue of traffic, the Hill Farms Neighborhood wants a traffic, motor vehicle, bike and pedestrian master plan for the University, Segoe, Sheboygan, Frey, Sawyer and Heathercrest area prepared by the developer's traffic engineer, reviewed by the City staff and approved by the Plan Commission before construction begins on the Whole Foods building, to include consideration of signalization at all of the Segoe intersections, widening of Frey and/or Sawyer, making Sawyer two way and changing Frey to one way, along with the changes to the turn lane and medians at Frey and Segoe, and to also include a financing component.

Noel Radomski
Alder, District 19

Radomski, Noel

From: Kelly Thompson-Frater [remodeling@thompson-frater.com]
Sent: Wednesday, February 22, 2006 2:47 PM
To: Michael J. Lawton
Cc: Radomski, Noel; Timothy Gruber
Subject: Re: Whole Foods and Sentry

You are right about that, (and I do agree that Tim M. is biased) but I think that extra space deal with Sentry was made before Freed bought the Humana site and even thought about a Whole Foods. However, there is a different standard being set for parking at the main mall (with a grocery store) and parking at the Whole Foods grocery, and that is where I object - no matter who owns the groceries. WF should be held to the same urban standards being set for the mall.

None the less, the traffic study will show some interesting issues, I am sure, and that has a large effect on everyone. Thanks for your input on this. Kelly

Michael J. Lawton wrote:

>I think the one thing that does not sense in the Metcalfe situation is
>that if Freed wanted to put the squeeze on Sentry, why did they lease
>more space to Sentry inside the shopping center, when they could have
>put something else in there.

>
>Mike Lawton

>
>
>
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>
>
>From: Kelly Thompson-Frater [mailto:remodeling@thompson-frater.com]
>Sent: Wednesday, February 22, 2006 1:31 PM
>To: Michael J. Lawton
>Cc: Radomski, Noel; Timothy Gruber
>Subject: Re: Whole Foods and Sentry

>
>
>I just had a long conversation with Tim Metcalfe about the Whole Foods
>store. He explained what we have not been able to understand about the
>WF design.

>
>1. The cost of the WF land, demolition and reconstruction of a big box
>that will be more up-scale is very high.
>2. To insure customer volume to WF, Freed has been willing to squeeze
>Sentry's parking lot down, first by the parking garage in front, and
>now

>
>with a new 30,000 sf. no-name retail building on University THAT DOES
>NOT HAVE PARKING. (they would share Sentry's) so that frustrated
>customers would go up the hill to WF to shop.
>3. Sentry has had to give up much of their surface parking in this new
>re-construction, but yet WF has not. Standard, "ask for" parking
>ratios is 5/1000sf. Usually in-town groceries get 3 1/2 per 1000sf.
>If this were downtown, it would be lucky to get 2/1000sf. Somewhere
>out
>
>in the burbs would get 5/1000. Tim thought that Sentry now had 3 1/2
>per. 1000, but wasn't sure, and certainly when all was finished (with
>the
>
>garage - which grocers do not like we have heard - and the 30,000sf
>no-name box) it will be less.
>4. Sentry's lease is for 25 years and is certainly lower \$\$ than WF.
>Freed has been willing to allow Sentry to move (to get higher lease
>rates I am sure) and is therefore willing to put the squeeze on Sentry.
>
>This explains why the Midvale development looks so different than the
>WF
>
>site.
>5. Freed is much happier to work with WF to leverage their national
>chain in other Freed properties, but not Sentry because they are local.
>
>I realize these statements are somewhat biased, but I think the
>neighborhood should support the standards of parking on WF that have
>been set for Sentry and not allow those to be different. We should
>also
>
>support a continuation of the development attitude that has been
>already
>
>set along Midvale with higher density AND adding more green space. As
>Dennis stated, the current office buildings and parking on the WF site
>are more square footage and more parking than what WF will be, but in
>looking at the aerial photo NOW there is a huge green plaza and WF will
>just be a big roof and parking lot.
>
>I think the Chicago developers are just conducting business, but if we
>want to stand up for our already established neighborhood, we need to
>be
>
>clear about the priorities. A big box store with lots of surface
>parking is not what we are looking for. The traffic study is also
>crucial!!!
>
>I AM NOT WILLING TO VOTE TO JUST LET WF HAPPEN AS DESIGNED. The same
>principles for the Midvale site should be held for this site. Midvale
>did not yield much added green space, and that needs to be rectified as
>well.
>
>Call Tim Metcalfe and ask any questions:345-2220
>
>Thanks, Kelly
>
>
>

From: Tim Metcalfe - Prez
To: Noel Radomski, Timothy Gruber
Date: Wednesday - February 22, 2006
Subject: RE: Hilldale Sentry IS NOT closing or moving?

Noel,

Thank you for taking the time to listen to me this morning. I did give Kelly Thompson Frater a call. Listed below are a few of concerns over the Humana Development.

I will just bullet point them below.

- 1) Density - There doesn't seem to be any. At Hilldale we built parking ramps, residential housing, created density at the street scape, it just seems that this development is being held to a different standard. In a way you are taking a currently dense area and making it UN dense, just seems like we are replacing density with a parking pad right along a busy corridor of university ave, just doesn't seem like the direction that I hear the city going in and it seems unfair that we had to go thru that and this development will not.
- 2) Residential- When we did the Hilldale project we put in parking ramps and new residential housing, again density, they have none, and I do understand why, this new retail will have a huge new nut to crack when it comes to rent, they will need all the parking they can get to drive volume, if you put residents or any other retail it will take away from there parking, and make it more difficult to make the rent number.
- 3) Ramp parking - None, at our store they took our main field of parking and made it a ramp, we lost our pad, we kept the pad along university, but that is no where as convenient as the pad out front. This new development has the perfect world, the have a huge pad all lined up in front of there building, no ramps, just seems that they are held to a different standard as we where.
This along with the fact that we all will be looking just another huge landing pad, another big huge parking lot in the middle of a metropolitan city.
- 4) Cost - I have a fear for the cost of this development, I know what rents a Grocery store can pay, and let set the record straight that this is a grocery store, they have meat, seafood, produce, deli, bakery, cheese, all the same items I have, and this is were all the volume is, they are just like me, maybe more expensive, but they are just like me. Any way, when you purchase a class B office building, you demo it, you re-grade it, you build a 50,000 sq ft four sided brick building, and then you don't Tiff it, what you have is extremely high rent, and most of these leases have clause that say they can go dark if the volume is not there, don't know if they will have that or not, but all I can tell

you is this will be one of the most expensive rents in the city, and they will have to do the number to make it work. That brings me back to DO WE NEED 3 Grocery store in one spot, especially one that has rent coming out of its ears. I would not be able to make it work, I don't think Copps could make this site work.

5) More Grocery- I've stated this before, but I hear talk that whole foods is a different customer, that might have been true a few years back, but in their new stores they are moving very rapidly toward us, they have all the same item we have, produce, meat, deli, cheese, bakery, seafood, to say they are different is missing the point that we both sell the same items. They are currently 30,000 + feet, they will be going to 50,000 sq ft, if they are different, what different items will they be putting in, what they will be really doing is expanding on all the items they currently carry. They are a Grocery store, same as I am. So why not locate two grocery store right next to each other? Many reason, this is a razor thin margin business, one blip and you might have a 50,000 box empty, and in the past we have all seen how difficult those boxes are to fill. I question the logic of putting us so close, we will actually share the same parking lot, the same interior roads. I would question if you would approve this special use if it was another Copps store or another out of area Grocery, I just don't think so. So why Whole Foods??

6) Another Vacant 30,000+ sq ft Building - What is to happen with the current Whole Foods, as we all know that has been a troubled building over the years. I would have serious questions of what will ever happen to that building, before Whole Foods is was a mish mash of nothing. They will be leaving behind a building that is zoned for Grocery, so now we might have 4 grocery stores located at this intersection, putting more pressure on the area, and the city will not be able to do anything about it because it is already zoned.

7) Loss of Parking at Hilldale -Another part of the proposal is to put another 30,000 sq ft building where the Theater is with NO parking at all, they will share the parking behind Sentry and the same parking field that Sentry is left with. This is crazy. First customer will have to cross two interior streets that will be coming off of university and the new road that will connect Midvale with Segoe, this just seems ill planed and possibly dangerous.

8) The neighborhood- When the new landlords came to town, they met with all the Neighborhood groups and asked them what they were looking for. They were told a better hardware store, they loved Wolfe Kubly, and of course a bunch of other little Items including the Farmers Market and Brat Fest, the new owner listen. My only point is I just don't think that anyone in the neighborhood ever told them "Gee if we could only get more grocery stores at this corner". So what did they bring, more grocery, not because that is what the community wants, but that is who is willing to pay. This proposal in not in the best interest of the community, it is in the best interest of the developer, I don't think it

should be approved just because the developer brought it, it should be approved if that is what the neighborhood wants and needs. I would tell you that even in the Mayor report on Grocery it was not calling for more grocery here at Hilldale, this area is already served. If this is not approved, the developer will have to go and find other suitable tenant.

I understand my comments can be looked upon as bias. I respect the neighborhood, the city and this community and their wishes. Our family has been at this corner for many years, and we believe in this corner and the people that live, play and work here. I only offer these thoughts in what we feel is best for the area, and our neighborhood.

If there are any other Alders that wish to discuss the issue of this new development, I would love the opportunity to express my thoughts.

Tim Metcalfe
Metcalfe Sentry Foods
726 N Midvale Blv
Madison, WI 53705
608 345-2220

-----Original Message-----

From: Noel Radomski [mailto:district19@cityofmadison.com]
Sent: Wednesday, February 22, 2006 9:29 AM
To: Timothy Gruber; Tim Metcalfe - Prez
Cc: rdott@geology.wisc.edu
Subject: RE: Hilldale Sentry IS NOT closing or moving?

Tim:

Today, beginning at 4:15 pm, the UDC meeting will be held in the Madison Municipal Building (215 Martin Luther King, Jr. Blvd.), Room LL-110.

It's a little difficult to find the room--the room is located a floor beneath the post office.

The Whole Foods & 84-unit condo project is agenda item #5; unfortunately, I can't predict what time the agenda item will come up.

If you want to call me and discuss your concerns or share any comments, feel free to call me on my cell (333-1343).

Thank you.

Noel

Noel Radomski
Aldersperson, District 19
City of Madison

7

(608) 236-0892

district19@cityofmadison.com

>>> "Tim Metcalfe - Prez" <timm@sentry-foods.com> 02/22/06 6:50 AM >>>

Tim,

Were the Meeting tonight, I would like to listen in.

Tim

-----Original Message-----

From: Timothy Gruber [mailto:district11@cityofmadison.com]

Sent: Tuesday, February 21, 2006 11:27 AM

To: Tim Metcalfe - Prez

Cc: district19@ci.madison.wi.us; rdott@geology.wisc.edu

Subject: Re: Hilldale Sentry IS NOT closing or moving?

Tim,

Thank you for clearing up the rumor about your store closing or moving. I'm glad to know that you will remain, both from a personal standpoint and from a neighborhood standpoint. Thanks also for your perspective. Many people in the neighborhood feel the same way that you do about a lot of this, and you have articulated it well.

I'm including Noel Radomski on CC to this email. He represents the district west of the one I represent, has been in on neighborhood discussions about the plans for Whole Foods, and serves on the Urban Design Commission. We will be talking this evening about the plans in preparation for tomorrow's UDC meeting. Your comments on planning are relevant to this.

I'm also waiting to hear the final word on this from University Hill Farms Neighborhood Association.

Tim

Tim Gruber, District 11 Alder

district11@cityofmadison.com

608-663-5264

>>> Tim Metcalfe - Prez 02/21/06 6:04 AM >>>

Tim,

Metcalfe Sentry Foods Hilldale has a 25 year lease (luckily) with the old landlords of Hilldale. The truth be told, irritated would be an understatement of how we were dealt with by the new landlord.

When they first came to town they called us in and asked our opinion of bringing a small Target to the Humana site, and offer to negotiate with us on expanding into the old Walgreen space. We had just finished a large remodel of our store in Milw so the timing was not perfect, but eventually about a year later we negotiated a lease to acquire the space. During the negotiations they were adamant about rushing the process, and we accommodated the best we could. After in was complete within weeks we started to hear a rumor that Whole Foods had SIGNED a

lease with them for 50,000 sq ft within 100 yards of our back door. Needless to say we were shocked that this information was withheld, and dismayed that our own landlord would locate a competing business so close to one of their major tenants at Hilldale. This is the same thing that happened to the Chocolate Shop, so it must be a strategy.

After this discover we confronted them, the response we got was one that they needed to move, meaning Whole Foods, like as If we should feel sympathetic, and what would we rather have a Costco or a Whole Foods, "We actually consider putting Costco on the other side of the Mall too, how would you like that" they told us. The message to us was quite clear that we are not a valued tenant in their mind at Hilldale. But Tim business is business. The Lease we have was signed over 30 years ago with the University, and it does not exclude them from doing what ever they want with that parcel or anywhere else on the Hilldale property. So the bottom line is we are not happy with this landlord at all, we felt like we were deceived, but again business is business, and they were not required to tell us, it was our job to know the landscape.

We believe that to move or close would be something our landlord would highly embrace so they could bring in another national tenant in. The biggest reason for that is these guys are national landlords, developing relationships with national tenant is something they can leverage with some of there other projects, they can not leverage Metcalfe Sentry anywhere else besides in Madison or at Hilldale. The tell tale sign for us is our rent is based on our sales, if a landlord valued the rent that we paid them they would try to maximize it, and would not put a competing business basically in the same parking lot, you would put something that complements or draws traffic in not something that would draw traffic away. We are also landlords in other projects, we would never do this, nor have I ever heard of it being done to a tenant.

So the bottom line for us is we now have 10,000 ft of space to move into, it will add to our cost and we will incur debt hoping to probably maintain the sale volume that we enjoy now. Our lease is for 25 years, we couldn't move or close if we wanted to. But it will change the way we do business at Hilldale.

There has been plenty of Talk about Whole Foods being a different customer, that might have been true a few years ago, but if you visit their stores now, and see how they are changing there mix, they are moving very rapidly toward us and away from the pure organic mix that they once were. Whole food will not be the same store they are down the street on University, trust me on this. Their new rent structure that they will have, will not allow them to depend solely on a "different shopper", they are very much gunning for our shopper in whole.

Tim I've stated this to you in the past, I am not looking for the city to limit competition so we can survive. We have competed with the national chains for years, never one in our own parking lot, but we can and will compete. We are buckling down the hatches for what ever the community decides to do.

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I would only question the logic. If you had a clean slate, would if a developer came in with two grocery stores so close in proximity of each other, would you approve it, we think not. Why? Because this industry works on razor thin margins, one little blip and the gravy is gone, this business is not like any other, high capital outlays, banking on high sales, with high adverting cost to achieve the customers attention to shop at your store, all on razor thin margins, this business is not for the faint at heart. Most Cities know that and don't want to see one fail. Mainly for the reason of leaving an empty 50,000 box to fill up like we have had through out Madison when SuperSaver and Kohl's changed hands. I don't think Hilldale will ever have an empty box, mainly because our landlord would fill our space in a heart beat with another national tenant if we don't make it.

We did believe in the City's move to have more density and add residential to the Hilldale site, we were not in favor of ramps and loosing part of our parking lot, but for the good of the center we went along with it. It is dishearten to see that the new Whole Foods will not be held to the same standard as they have a beautiful flat parking surface right out in front of their store, seems a little contradictory and unfair, were our store has always been orientated toward where they are putting the new ramp and our customers will have to now park along side the university side. We also will have to endure a year of the loss of the majority of our parking as Whole Foods goes under construction. This will be a trying year for our customers and our staff along with our business.

I respect the opinion that we will not be harmed but locating Whole Foods next door to us, my opinion just differs, I have seen their new stores, I know the rent number they will have to crack, they have more money than any other national retailer and they will do what it takes to achieve the numbers they need.

Again this is what good old completions is, and this is the game we all sign up for. I would only question the logic of putting them right next to us or not holding them to the same urban design standards that we had to go thru with residential housing and parking ramps.

Please don't take this as we are asking for protection, we support the city and the neighborhood in what ever they decided we do however question the logic of this proposal and if it is what the neighborhood wants or something that makes it easy for the developer. If this propose is rejected, the developer will go back and continue to find quality tenant like Crate and Barrel etc to fill that space, which in our opinion better serve the needs of the community.

Tim Metcalfe
Metcalfe Sentry Foods
608 345-2220

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-----Original Message-----

From: Timothy Gruber [mailto:district11@cityofmadison.com]
Sent: Tuesday, February 21, 2006 12:24 AM
To: rdott@geology.wisc.edu
Cc: Tim Metcalfe - Prez
Subject: Hilldale Sentry closing or moving?

Bob:

I know that Tim Metcalfe of Sentry is unhappy about Whole Foods possibly being so close, because he said that to me. He didn't say he was thinking of moving or closing the store. But I haven't talked with him for a while. It may be rumors or there may be some truth to it. I thought they had plans to expand their store. The best way to know would be to ask Tim Metcalfe. I have him on CC to this email.

Hilldale/Whole Foods plans go to the Urban Design Commission tomorrow (Wed) and after that to Plan Commission. I wonder what Plan Commission will say about having three grocery stores in one location.

Sorry, I can't enlighten you, you have to do that yourself. But if you have more questions, email or call me.

Tim

Tim Gruber, District 11 Alder
district11@cityofmadison.com
608-663-5264

>>> Robert H. Dott, Jr. 02/15/06 4:15 PM >>>

Tim

Yesterday at a small group discussion meeting, someone mentioned that "she had heard" that the management of Sentry Market at Hilldale was so irate over the relocation of Whole Foods to the old Humana location, that Sentry was going to close and leave Hilldale. We hope this is a false rumor as it would be a tragedy for many of us who shop regularly at Sentry -- especially the older folks who live in the neighborhood. We also trade some at Whole Foods, and were a bit alarmed when the relocation plan was announced. We feel that they are different businesses with rather different clienteles and hoped that they would not be in serious competition.

Can you enlighten us?

Bob Dott

--

"The public would rather believe a simple lie than a complex truth."
Alexis DeTocqueville.

Robert H. Dott, Jr.
Dept. of Geology & Geophysics
University of Wisconsin
Madison, WI 53706

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(608) 262-1856

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From: PFrautschi@aol.com
To: Timothy Gruber
CC: Noel Radomski
Date: Wednesday - February 22, 2006
Subject: Re: Hilldale Plans again

Tim,

Thanks for the note. We will be attending. I partly agree with you that Freed has made some good changes. The green roof concept is kind of neat (if it works), but the pocket parks are not really meaningful as they are merely the size necessary to allow sight lines at the corners or are dead space anyway.

We asked some people from Schreiber Anderson about the normal expectations for a 50,000 sf. grocery and they told us to expect 5,100 trips per week day and 8,900 on weekends. That is significant traffic. Add 720 to 1,080 for this one currently proposed condo building and there are real concerns. Most places I've dealt with that have 10,000 trips per day have required four lane roads and traffic signals. Add traffic from a 30,000 sf. retailer and 500 more condos and it seems positively gridlocked, or needing huge circulatory modifications.

As far as we're concerned, if City Traffic thinks Frey St. can handle the Whole Foods traffic as it is currently (without eliminating on-street parking and staying two-way), we can support that part of the proposal. We firmly believe that the condo part should be considered in conjunction with the greater master plan.

Any word on updating the Neighborhood Plan?

Regards,

Peter W. Frautschi

Community By Design, Inc.
Prudential Community Realty
625 North Segoe Road
Madison, WI 53705
608.310.8133

cc. Noel, district19@cityofmadison.com

In a message dated 2/22/2006 9:53:06 A.M. Central Standard Time, district11@cityofmadison.com writes:

Peter:

I hope you or a representative will be at UDC tonight to share things you have mentioned in the email. I won't be there but trust the judgement of Noel Radomski and others on UDC.

The plans have added some good features: green roofs, better pedestrian access, small green space "pocket parks". I agree that we need a master plan for the whole site. I also want to have a plan for development along the entire University Ave corridor so that developers know what

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the city expects before going into a project.

Tim

Tim Gruber, District 11 Alder
district11@cityofmadison.com
608-663-5264

**JFA RESPONSE TO URBAN DESIGN COMMISSION CONCERNS
HILLDALE SHOPPING CENTER – AMENDED PUD (GDP-SIP): SIP #2**

MAJOR CATEGORY: THE NEED FOR A MASTER PLAN

The Urban Design Commission, Hill Farm Neighborhood Association, Alder Tim Gruber, Alder Noel Radomski, community residents and others interested in the future of Hilldale and the surrounding area have at one time or another raised the question “what else can be developed at Hilldale?” This is an important question that is only partially addressed by the existing PUD/GDP/SIP:

- For the entire 37-acre Hilldale site, the PUD establishes allowable land uses, maximum non-residential floor area, number of parking spaces and maximum number of residential units, as well as certain other site-wide controls and features.
- For the areas covered by an SIP, specifics are set for site plan, buildings, circulation, landscaping, etc.

The community and the Developer recognize the importance to the success of the overall development for the Developer to maintain the redevelopment momentum currently underway at Hilldale. From the beginning of planning efforts with the community about the future of Hilldale, Joseph Freed and Associates (JFA) has endeavored to work with all interested parties to understand their concerns and to plan its redevelopment proposals to address as many concerns as possible. In doing this, JFA has also brought its own concerns to the community, public officials and all interest groups.

Therefore in the spirit of continued cooperation the Developer would like to move forward with SIP #2 with the understanding that they would not bring any new development proposals for work along the western edge of the property until they have met with the Community and developed a Master Plan for that area.

The Developer agrees that a master planning effort to address the issues is necessary and desirable. The Master Plan would entail a description of future uses and their proposed locations as well as solutions to the issues effected by the future development including but not limited to traffic, pedestrian and open space concerns. The Developer will commit its resources, expertise and time to this effort and is prepared to start this effort in the near future with two important qualifications to its commitment:

- SIP #2 has been analyzed and discussed through the public approval process and should continue on without being placed in suspended animation while the master planning efforts proceed. There has already been extensive discussion of the traffic and circulation, open space and community connection concerns related to SIP #2, and this proposal must proceed separate from the master planning work.
- The approximate 30,000 SF building proposed within SIP #2 but without specifics It is the desire of the Developer that this building pad be treated in the same manner as the restaurant pads were treated in SIP #1: building pads at a maximum size were located in the site plan with a requirement that before development would occur, specifics as to the building

- footprint, size, elevations and use would be brought back through the process for approval by the UDC, the Plan Commission and the Common Council.

MAJOR CATEGORY: CONCERNS - PROPOSED HILLDALE SIP #2

CONCERNS: ROOFTOP CONDITIONS AND APPEARANCE – WHOLE FOODS MARKET AND CONDOMINIUM BUILDING

- *Consider a green roof for both buildings*
- *Consider rooftop deck for the condominium building.*
- *Consider residential uses above the grocery store.*
- *Consider what the roofs will look like from Westin Place?*

DEVELOPER REVISED PROPOSAL:

- The roof areas of the Whole Foods Market building and the condominium building have been re-designed to provide 40% - 50% coverage with vegetative “green roof” material.
- Rooftop mechanical equipment on the Whole Foods Market has been appropriately arranged behind screening, and the mechanical penthouse on the condominium building has been enclosed and covered.
- A roof deck would increase the height of the elevator stack in the condominium building and is not economically viable or warranted for this product.
- Isometric views of both roofs have been provided in this submittal.

CONCERNS: LOADING FACILITIES - WHOLE FOODS MARKET

- *Consider relocation of the loading docks to reduce noise and view impacts.*
- *Consider in-place features to attenuate loading dock noise and to hide the loading operation*
- *The proposed trellis is an inadequate solution.*

DEVELOPER REVISED PROPOSAL:

- The loading dock for the Whole Foods market remains in place on the south side of the building. Adequate screening and noise attenuation can be much more successfully implemented on the south side of the grocery building. The existing grade on the south side allows the loading dock to sit below the pedestrian grade.
- The existing grade on the north side would not allow for a pleasant presentation to the heavily traveled University Avenue.
- A roof has been designed to cover the loading dock and will also be covered with vegetative “green roof” material.
- A higher retaining wall and enhanced landscaping and screening along Frey Street have been provided between the loading dock and the sidewalk.
- Whole Foods Market will manage the operation of its loading area for minimal impact on the adjacent community:
 - Once-a-day evening bulk delivery;
 - Daily morning deliveries of perishables;
 - Daily on-site trash compaction and separation of recyclable materials;
 - Weekly trash pick-up;
 - Daily site clean up includes the loading area.
 - Bi-weekly (summer) and monthly (winter) deep cleaning of trash compactor.

CONCERNS: WHOLE FOODS MARKET SURFACE PARKING AREA AND ADJACENT AREAS

- *Number of spaces – relationship to city zoning standards for parking;*
- *Relationship of SIP #2 to the rest of the shopping center*
- *Potential for grade-separated, underground parking*
- *Entrance drive curb radii are too large*
- *Parking extends to University Avenue*
- *Pedestrian experience along University Avenue, inside the parking lot, around the southeast corner*
- *Relationship to University Avenue transit stop*

DEVELOPER REVISED PROPOSAL

- The entire Hilldale Shopping Center redevelopment will have a net increase of 6 parking spaces and a net increase of approximately 60,000 square feet of floor area. The parking ratio has been improved from 3.6 spaces per 1,000 sf of floor area to 3.3 spaces per 1,000 sf of floor area. This includes the existing SIP #2 portion of the development. This ratio is below that which would be required for separate projects containing the same amount of floor area. The Developer has determined the distribution of parking spaces that best serves the multiple businesses within the Hilldale Planned Unit Development, and the Madison Zoning Ordinance allows for a distribution of parking spaces for the multiple-business center that wouldn't necessarily be allowed for any one business if it were not within a Planned Development. The Developer's proposal for SIP #2 keeps the overall parking for the Center as approved initially in the GDP.
- The current configuration parks Whole Foods at 4.8 spaces per 1,000 sf of floor area. Typical grocers require between 5 and 6 spaces per 1000 sf of floor area. This is a key criterion to ensure vitality. Whole Foods has obtained up to 6 spaces per 1000 sf of floor area for their urban stores in downtown Chicago.
- Various compromises must be made throughout the development to provide a balanced solution of aesthetics, mixed-use, pedestrian feel, open space, parking requirements and ultimately the vitality of the project to exist from an economic standpoint. Whole Foods acts as an engine greatly improving the chances of continued success throughout the project.
- The Developer has indicated that below-grade parking is economically infeasible at this location in the Hilldale PUD and further believes that below-grade spaces in SIP #2 (other than those to be provided within the footprint of the condominium building therein) would be the least attractive parking spaces in the center. The Developer did analyze the feasibility of below grade parking, which increased project costs by approximately \$2.5 million.
- The curb radii at all entrances in SIP #2 will conform to the standards and requirements of City Traffic Engineering. The curb radii at the right in on University have been tightened. Truck movements as well as fire code issues limit the remaining radii.
- Pedestrians and motorists moving westbound on University Avenue will see very little of the surface parking lot and any vehicles therein because of the change in elevation from east to west. Instead, these pedestrians and motorists will see a sloped area, parkway and terraced retaining wall, all of which are heavily landscaped.
- Pedestrians and motorists moving eastbound on University Avenue will get a limited view into the surface parking area just past the grocery building, which view will be quickly interrupted as the roadway elevation drops, by a view of landscaped slope, parkway and terraced wall area to the east.
- The east-west landscaped pathway through the parking area has been redesigned in small ways to enhance the landscaping areas.
- A terraced pedestrian stairway has been introduced at the southeast corner of the Whole Foods parking lot to provide another pathway leading to an enhanced pocket park and the rest of the development.
- The Developer has connected all of the walkways and paths in SIP #2 to the remainder of the Hilldale Planned Development Area and to pedestrian facilities in adjacent areas to facilitate movement to and from surrounding communities and community facilities, including parks, open spaces, transit stops, et al.
- The bus stop along University has been located and will be provided in accord with the advice and requirements of the Madison Metro Transit District.

CONCERNS: PEDESTRIAN EXPERIENCE ALONG THE CONDOMINIUM BUILDING FRONTAGES

- *Pedestrian experience at grade level along Frey Street is harsh*
- *The ground floor of the condominium building is an environment with no windows and a large retaining wall.*

DEVELOPER REVISED PROPOSAL:

- The facades of the condominium building closest to the streets have been re-designed to address concerns about visual interest.
- Landscaping (materials and design of planting areas), street furniture and paving along the street frontages of the condominium have been intensified and upgraded.
- Pocket parks are being placed at the north and south corners of the intersection of Frey and Sawyer.

CONCERNS: STORM WATER MANAGEMENT PLAN AND CONCEPTS

- *The storm water management plan was not provided*
- *Impacts on potential for flooding from extensive hard surface*
- *Rain gardens or other infiltration opportunity areas are needed*

DEVELOPER REVISED PROPOSAL

- The storm water management plan has been provided for the entire center with the SIP #2 area shown for this submittal.
- The proposed development will increase the impervious area of the site by approximately 6% but will increase the permeable and green space area by 16%. There are currently no stormwater management measures utilized on site to treat stormwater runoff from these areas.
- Stormwater management measures are proposed for the redevelopment and include the following;
 - Approximately 50% of the rooftops will be constructed as a "green roof". This will provide stormwater detention and stormwater runoff volume reduction over an area of approximately 0.6 acres.
 - Drain tiles will carry rainwater from the roof to vegetated areas throughout the site. This will provide opportunities for stormwater re-use.
 - Porous pavers will be utilized at low points in the parking lot.
 - At least 5 "infiltration islands" will be installed throughout the lot. This will provide infiltration opportunities and peak volume reduction over an additional area of approximately 0.1 acres.
 - An underground detention storage system will be installed to impound excess stormwater runoff and release it to the City drainage system at a controlled rate.
- The net result of these measures is an expected reduction in the peak discharge rate, stormwater runoff volume, and TSS loading which will meet or exceed City of Madison, Dane County, and Wisconsin DNR Stormwater Management Requirements



Subject: FW: UDC Hilldale Whole Foods

Date: Wed, 22 Feb 2006 13:08:11 -0600

From: "Ruth Ethington" <REthington@cityofmadison.com>

To: "Bob March" <rhmarsh@facstaff.wisc.edu>, "Bruce Woods" <BWoods@ksd-la.com>, "Cathleen Feland" <cfeland@kahlerslater.com>, "Jack Williams" <jack@gennaslounge.com>, "Lisa Geer" <ljgeer@sbcglobal.net>, "Lou Host-Jablonski" <lou@designcoalition.org>, "Mike Barrett" <mikeb@urbanthoreau.com>, "Noel Radomski" <radomski@bascom.wisc.edu>, "Paul Wagner" <wagner_p@msn.com>, "Todd Barnett" <TRBArchi@aol.com>

FYI

>>> Timothy Gruber 02/22/06 1:00 PM >>>

Al:

Here are some comments on the plans for the Hilldale Whole Foods before UDC this afternoon. Please print out for members of UDC. Thank you.

Tim

Hilldale Whole Foods

I support this project in general. This is a good area for redevelopment. The architecture and landscaping proposed are good, in my opinion. The developers have done a good job of modifying their plans based on UDC and neighborhood input. I appreciate the addition of green roofs, pedestrian access features, landscaping, pocket parks, and other details.

Neighborhood residents have expressed concerns about traffic impacts of the development. While it will bring increased traffic, I am confident that by working with Traffic Engineering we can take steps to improve safety and traffic flow in the area.

When I first saw the Whole Foods plan, my comment to the developers was that this doesn't seem to be a good use of valuable land. The basic elements of the plan, a one story building and large surface parking lot, haven't changed since then. On the site now there are multi-story buildings with some structured parking and open green space. The plans don't seem like progress over what is there now. I wonder if this project will be something we are proud of 30 years from now.

Given that the developers have been unwilling to propose anything for Whole Foods other than a one story building and large surface parking lot, I think that the plans are as good as we are going to get. With that in mind, it is time to approve or reject the plans, and move this on to Plan Commission. I value your opinions and collective decision on this.

Tim Gruber, District 11 Alder
district11@cityofmadison.com
608-663-5264

From: Timothy Gruber
To: amartin@cityofmadison.com
Date: 2/22/2006 1:00:23 PM
Subject: UDC Hilldale Whole Foods

Al:

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Tim

Hilldale Whole Foods

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Tim Gruber, District 11 Alder
district11@cityofmadison.com
608-663-5264

CC: district19@cityofmadison.com

February 22, 2006

Mr. Al Martin, Senior Planner
City of Madison Urban Design Commission
215 Martin Luther King Jr Blvd
Madison, WI 53701

Re: Whole Foods, February 22, 2006 UDC Meeting

Dear Al:

Terese Zache Designs is a local women's apparel retailer that recently moved and expanded into Hilldale Mall from Greenway Station in Middleton. Our decision to relocate was made based on several factors, primarily being: what we felt was a better in-town location, the proposed reconstruction & expansion of Hilldale by Joseph Freed and their successful track record of similar projects around the country, and most importantly the proposed mix of national and local tenants who's co-tenancy brings in more of the same customers that frequent our store. Co-tenancy is what retail is all about and Freed appears to be delivering on their promise to attract quality tenants and complete the reconstruction in a timely & first class manner which will invigorate the center and surrounding area.

We feel Whole Foods is a perfect co-tenant that will benefit Hilldale Mall, the surrounding area, and TZD by bringing in more good customers for everyone. As you know Hilldale was deteriorating and is now being turned around; keeping this momentum going with the addition of Whole Foods will continue to attract new and better retailers to the center more quickly.

Additionally, convenience is one of the single most important requirements of retail customers today. Whole Foods will be a positive benefit to Hilldale's local tenants as Whole Foods will act as a major traffic generator, will be complimentary to the existing tenants, making Hilldale more convenient for customers who want to shop for groceries and a variety of other retail goods in a single stop.

The center needs major anchors and traffic generators to survive and prosper, and we feel Whole Foods is an excellent addition and urge you to allow the project to proceed as soon as possible. Thank you for your consideration.

Sincerely,
Terese Zache Designs



Terese Zache
President

fc:ltr37852.doc

From: Noel Radomski
To: Fruhling, William; Martin, Al; Parks, Timothy
Date: 1/5/06 9:53PM
Subject: Fwd: Re: Alder's Newsletter for January

FYI, see email below from Peter Frautschi.

Noel (not Joel)

Noel Radomski
Aldersperson, District 19
City of Madison
(608) 236-0892
district19@cityofmadison.com

>>> <PFrautschi@aol.com> Thursday, January 05, 2006 4:40:04 PM >>>
Tim and Joel,

Of course the Weston Place Condo Association is very concerned with what is ultimately done with the "Humana properties." We are very concerned with the plans for Whole Foods and the fact that there will be a huge loss of green space (even if it was privately owned) to a large surface parking lot. We are also very concerned with the loading docks being located directly across Frey Street from us and worry about fumes, and backing noises. Many are also worried about traffic issues, although I personally believe Whole Foods may not impact traffic itself much more than Humana did when it was full.

We are also very concerned with the ever expanding plans to build a condo directly to the east of Weston Place on the only parcel in the area with significant amounts of mature trees (despite its use as a parking lot). We believe a condo building on this lot (especially as it is currently presented) will have very significant adverse effects on Weston Place, which is contrary to the GDP zoning text that is "the law" or at least the agreement between the City and Freed that we relied on when making our decisions to build what we did where and when we did. The zoning text assures that no uses shall be permitted that would adversely effect the values or enjoyment of adjacent properties or uses that have already been build or approved (not quite a quote but very close). Furthermore, when we made inquiries in our early stages of planning and construction we were assured that nothing built there would be higher than 4 stories (currently they are talking about 7 stories over 2 which is effectively a 9 story building that will block most of our best views, add traffic to both Frey St. and Sawyer Terrace, eliminate mature trees and nice enough landscaping and so on). This is absolutely an adverse effect on both our values and our enjoyment of our property.

The third most important concern is the lack of a clear plan for the remaining redevelopment of the property. We hear that Freed is planning to develop several hundred more condos to the southeast of Weston Place along Sawyer Terrace possibly adding as many as 5 to 7 hundred in total, yet they are progressing eliminate 90% of the open space on their property! That many condos would require a dedication (under normal standards) of about 8 acres of park land and they are not proposing a square inch! I find this extremely unlike Madison. I have never heard of a major development being allowed to gain approvals in such a piecemeal fashion and to so blatantly disregard our most "sacred" approval policies.

From our perspective we would like to see a complete plan before more incremental approvals are given first of all. Second we would advocate that the Whole foods plan be done so as to be "not worse" than what is there now-- we think that with some sensitivity to landscaping, traffic, and truck access issues this can be done. And third, we would highly recommend that the small parcel (roughly 1 acre) directly to the east of Weston Place be dedicated to the City as a small "pocket park" to serve the (potentially 800 including Weston Place, Westside Senior Center, and Freed's 5-600 just to get started) huge number of residents in the very immediate area and perhaps even a few shoppers [this would also be a potential location for the farmer's market which is generally getting dumped by Freed or a community garden]. All values increase with proximity to even a small park (even retail properties). We believe asking for 12% of the normal park dedication to be extremely justifiable.

On the chance that the City somehow concludes that no open space is necessary we would at a minimum like to see the size of the condo building reduced so that there is not more than one level of exposed parking and the total height of the building be reduced to 4 to 5 stories (measured from the intersection of Sawyer and Frey Streets) as was promised, and all possible efforts made to save the existing trees on the site.

Thank you for your time and attention to these concerns,

Peter W. Frautschi

Weston Place Condominiums
625 North Segoe Road
Madison, WI 53705
608.310.8133

From: David Dryer
To: "mlawton@lathropclark.com".EXAPI.MaMail1
Date: 1/10/06 2:42PM
Subject: Re: FW: Hilldale Application for 50,000 Sq. Ft. Grocery Store and 7 Story Condominium

Michael

Thanks for the note, neither Dan nor I had seen it before today. I suspect what happened is that the City IS Dept is switching City staff over to MS Outlook, they do most of this work during off hours on the weekends, I expect your email was lost in last weeks IS work. Regardless how does Noon on the 17th look for people. We can meet at the TE Office. You may wish to have someone from Planning attend, Brad Murphy for example as he should be able to respond to the questions about aesthetics. Please advise. Thanks

From: Michael J. Lawton
Sent: Sunday, January 08, 2006 7:37 PM
To: dmcormick@cityofmadison.com ; district11@cityofmadison.com ; 'Steve Holtzman'
Cc: remodeling@thompson-frater.com ; jeannettebart@yahoo.com ; bmurphy@cityofmadison.com ; tparks@cityofmadison.com ; dharder@jfreed.com ; bfink@jfreed.com ; wfwhite@michaelbest.com
Subject: Hilldale Application for 50,000 Sq. Ft. Grocery Store and 7 Story Condominium

Dan, I am chairing the Hilldale Committee of the Hill Farms Neighborhood Association. We had a joint meeting of the Hill Farms Association Board and our Hilldale Committee yesterday. In attendance were our two alders, Tim Gruber and Noel Radomski, and representatives of Joseph Freed and Weston Place condominium.

At the conclusion of the meeting, the consensus of our Board members and Hilldale Committee members was the following:

1. We feel that there needs to be a more complete study of the traffic impacts of not only the currently proposed development, but also the rest of the potential Hilldale project in the future, rather than looking at this on a piecemeal basis, to include an implementation and financing plan, which would look at the following issues: impacts on Frey, Segoe, Sawyer Terrace, Sheboygan, and Hillcrest, including vehicular, as well as bicycle and pedestrian impacts, possible conversion of Sawyer Terrace into a two way street (including possible changes in street width and parking), limitations on turning movements at Frey and Segoe, and signalization improvements or relocations at Segoe and University, Segoe and Sheboygan, Segoe and Hillcrest, and Segoe and Sawyer Terrace.

We have the staff comments of November 28, revised December 28, 2005, and the executive summary from the Strand report by Hilldale. This material did not resolve the concerns that we have and we would like to meet with you to discuss this at your office. Could you suggest some times that our association president, Kelly Thompson-Frater, myself and our alders could meet with you to discuss these items, at a time which would be in advance of the Jan. 23 plan commission meeting.

2. Secondly, we are concerned about the aesthetics of the Whole Foods building and parking lot, including the facades of the building as they face the west and south, the size of the parking lot (including consideration of the use of underground parking), and whether the building should be more than one story and/or should have a more specialized roof treatment, which we will deal with through the UDC, planning unit staff and Plan Commission. One of our members will appear at the UDC meeting.

Let me know when we can get together on the traffic issues. Thanks.

Mike Lawton