

November 10, 2004

Mr. Bradley J. Murphy  
Department of Planning & Development  
City of Madison  
215 Martin Luther King, Jr. Drive  
Madison, WI 53710

**PUD-GDP +  
FIRST SIP**

---

RE: Hilldale Center 702 N. Midvale Boulevard

Dear Mr. Murphy:

Enclosed please find the following application materials for Hilldale Center:

**Locator Map and Site Map**

**PUD: GDP-SIP Application:**

- Application Form for Plan Commission Approval of Hilldale Center PUD: GDP-SIP (Part A), with Legal Descriptions and Ownership Information.
- Zoning Text. With Attachments.

This is a GDP-SIP Application for the 37-acre Hilldale Center site located at University Avenue and Midvale Boulevard, as shown on the attached Locator Map and Site Map.

The Developer – Joseph Freed and Associates LLC -- is proposing that future development on the Site be allowed so long as it conforms to C2 Commercial District permitted and conditional uses and controls, with the following key exceptions:

- The Floor Area Ratio for space devoted to all uses will be reduced from 3.0 to 1.0 on the entire site, and the Floor Area Ratio for space devoted to non-residential uses will be set at 0.5 for the entire site.
- The Lot-Area-per Dwelling Unit for each unit developed on the Site will be set at 2300 SF/DU, which is substantially higher than the C2 range of 1300 – 1500 SF/ DU.
- Dwelling units shall be permitted on the ground floor on parcels located on the Site and within sixty (60) lineal feet of the right-of-way of Midvale Boulevard.

These voluntary changes will establish an appropriate and realistic future envelope for development in the future by removing two-thirds of the potential floor area and approximately one-half of the potential residential units. These limitations should result in lower future demand for public facilities and services,

coverletterPUD-GDP\_SIP\_UDC\_IZ 11-10-04 final

including utility and roadway capacities and development more in keeping with the character of the surrounding community.

The Developer is proposing a Specific Implementation Plan for the Site with the following characteristics:

- New structures and facilities will be constructed between Midvale Boulevard and the Core Building between Heathercrest and University, including 70,000 SF of retail space, 600+ parking spaces in structures, approximately 190 bicycle/moped parking spaces, and 38 residential units.
- The Midvale Boulevard entrance to the Center will be relocated to the south and centered on the Marshall Field mall entrance.
- The new parking structures will, in greater part, be screened from views from surrounding streets and neighborhoods by new residential units along Midvale Boulevard.
- The new retail structures will be arranged opposite the existing Core Building to create an outdoor shopping street that parallels the existing shopping concourse inside the Core Building.
- Improvements will be made to stabilize and improve the environment for retailing inside the existing Core Building, including, potentially, the addition of an anchor retail tenant at the south end within the existing footprint.
- Major portions of the façade of the existing Core will be renovated to be in harmony with the new structures on the Site.
- Two buildings on the Site are to be demolished:
  - The Firestone lease will terminate at the end of 2004, after which the building will be demolished.
  - The US Bank operation will be relocated, after which the Building will be demolished.
- Pads for new restaurants have been located near both Midvale/University and Midvale/Heathercrest. Because specific information regarding building configuration, orientation and architectural character are not available at this time (leases have not been executed), development of restaurants at these sites will require amendment to the SIP.
- Landscaping, lighting, utility system, parking lot and internal circulation (pedestrian and vehicular) improvements will be coordinated with construction of new structures and roadways.
- Locations for pylon, monument and other non-business signage are shown on the site plans. Areas are shown on new structures and on the renovated façade of the Core building where signage related to retail businesses operations will be located, but specific signage details are not included herein.

### **UDC Application:**

- Application Form for UDC Approval of Hilldale Center PUD – GDP/SIP
- Context Graphics
  - Photo Set: Façade of existing Core Building
  - Zoning Map of Vicinity

It is presumed that the UDC will have access to all materials submitted for all four Applications described herein.

### **Inclusionary Zoning Plan Application**

- Application Form for Plan Commission Approval of Inclusionary Zoning Plan
- Narrative, describing IZ unit locations and condominium ownership structure.

The Developer plans to construct 38 dwelling units in four clusters of attached units along Midvale Boulevard between University Avenue and Heathercrest Avenue. Six of these units will be IZ units, and the characteristics and location of each will be consistent with Madison's Inclusionary Zoning Ordinance.

It is assumed that the Plan Commission will refer to materials provided in the PUD-GDP and PUD-SIP Applications for Hilldale Center as it considers this proposed Inclusionary Zoning Plan.

### **Graphic and Tabular Material – All Applications**

The "Hilldale Center Submission Checklist" dated November 10, 2004 is attached for reference. This list indicates documents related to each Application by general content and size and shows instances in which one graphic or tabular document relates to more than one Application package.

### **Filing Fee:**

A GDP/SIP Filing Fee in the amount of \$ 5,050.00 accompanies this submission.

### **Community Discussion and Input:**

In April 2004 the 31-acre Hilldale Shopping Center parcel was acquired from the University of Wisconsin Foundation.

In May, Developer initiated contact with City officials and staff to introduce itself and the new ownership. Meetings were held with Mayor Cieslewicz, Alder MacCubbin, and staff of the Department of Planning and Development. Through the Alder, contact was made with the Hill Farms Neighborhood Association.

In the period June through August we continued our meetings with Planning Department staff and Alder MacCubbin, and we met twice with the Hill Farms Neighborhood Association. In July we conducted a session at Hilldale Shopping Center that was attended by representatives of community organizations in the vicinity of Hilldale and by elected officials from Shorewood Hills. At all of these sessions we discussed our initial thoughts about, and goals for, improving Hilldale, and we invited comment and opinion.

In September we met again with the Mayor, where we provided a status report, and with City staff, where we:

- Continued discussion with Planning Department staff on broad issues
- Met Community Development Block Grant staff to discuss Inclusionary Zoning issues and process.
- Met with the City Engineer and his staff regarding infrastructure issues
- Organized meetings between our consultants and City staff on a wide range of issues

In October we

- Acquired the 6-acre Humana parcel at Segoe/University
- Met with representatives of the Sunset Village Community Association on two occasions to discuss issues related to the future of Hilldale.
- Conducted two "open house" events at Hilldale Shopping Center to which we broadly invited the community and at which we continued our discussions about improvement concepts for Hilldale.

In summary, Developer has been actively pursuing a community outreach program to gather information on community issues and aspirations. We took all of the community discussion seriously, and many of the concerns and suggestions we heard led to refinements expressed in the plans presented for consideration and approval.

**Agency:**

Joseph Freed and Associates LLC is submitting these materials on behalf of the owners of the Hilldale Center property. It is our understanding that certain aspects of the rezoning matter will be scheduled for consideration by the Urban Design Commission on December 1, 2004, and the entire rezoning matter and the Inclusionary Zoning Application will be scheduled for consideration by the Plan Commission on January 24, 2005 and the City Council on February 1, 2005.

If there are questions concerning these Application materials, please contact me.

JOSEPH FREED AND ASSOCIATES LLC

Very truly yours,

A handwritten signature in black ink that reads "Dennis A. Harder". The signature is written in a cursive style with a large, sweeping initial "D".

Dennis A. Harder  
Vice-President Development Services

\*\*\*\*

## Attachment B: Hilldale Center Ownership

The land and buildings at Hilldale Center are owned by the following three entities:

- HILLDALE LAND COMPANY LLC
- HILLDALE BUILDING COMPANY LLC
- HD ANNEX LLC

The membership of each of these five LLC's is shown on the following table:

Members	Address
<b>DDL LLC</b> <sup>1</sup>	220 N. Smith Street Suite 300 Palatine, IL 60067
<b>Robert Fink</b>	980 Portwine Road Riverwoods, Illinois 60015
<b>Thomas H. Fraerman Trust</b> Thomas H. Fraerman, Trustee	449 Ida Place Glencoe, Illinois 60022
<b>David L. Kirshenbaum Trust</b> David L. Kirshenbaum, Trustee	1318 Ridge Road Northbrook, Illinois 60062
<b>Paul Fitzpatrick</b>	1301 Fletcher, #504 Chicago, Illinois 60657
<b>Al O'Donnell</b>	1660 Valencia Way Mundelein, Illinois 60060
<b>Steve Uhlarik</b>	619 East Mayfair Road Arlington Heights, IL 60005
<b>Dennis Harder</b>	2312 Sundrop Drive Glenview, Illinois 60025

---

<sup>1</sup> The members of DDL LLC: Laurance H. Freed, Debra F. Ruderman, Daniel Freed

**PUD: GDP-SIP ZONING TEXT**Site, Legal Descriptions, Net Site Area

The land subject to this planned unit development (the "Site") shall include the parcels described in "Attachment A: Legal Descriptions" to the Part Application. The Net Site Area for the Site is 1,611,922 SF.

Purpose

This planned unit development is established to allow for commercial, residential and related development according to the approved plans.

General Development Plan

Permitted Uses for the Site will include any and all uses permitted and conditional for the C2 Commercial District, and any and all permitted or conditional uses referenced through C2 to other zoning districts (for example, to the C1 Limited Commercial District regarding residential uses in buildings), all as set forth in the City of Madison Zoning Code, as Amended. The provisions of C2 Commercial District will apply to the Site except as modified below:

- Floor Area Ratio:
  - The C2 Commercial District provides a maximum Floor Area Ratio (FAR) of **3.0** for any and all uses to be developed on the Site.
  - This proposed PUD: GDP-SIP sets the maximum Floor Area Ratio (FAR) at **1.0** for any and all uses to be developed on the site.
  - This proposed PUD: GDP-SIP sets the maximum Floor Area Ratio (FAR) at **0.5** for any and all Non-Residential uses to be developed on the site. It should be understood that this F.A.R. is NOT in addition to the 1.0 F.A.R. for all uses on the site.
- Development of residential uses shall be permitted in Buildings on the Site:
  - Which contain more than five (5) dwelling units.
  - In which dwelling units occupy up to one-hundred percent (100%) of the total building floor area.
- The Minimum Lot Area per Dwelling Unit (LADU) for the Site shall be 2,300 sf for each and every dwelling unit, regardless of size or number of bedrooms. The LADU shall be factored with the Net Site Area stated

herein – 1,611,922 SF – to derive the allowable dwelling units that can be developed on the Site.

- Dwelling units shall be permitted on the ground floor on parcels located on the Site adjacent to the right-of-way of Midvale Boulevard.

Fifteen percent (15%) of the dwelling units constructed on the site will be designated as Inclusionary Zoning units.

### Specific Implementation Plan

The Developer is proposing a Specific Implementation Plan (SIP) for the entire 37-acre Site to be considered in concert with the General Development Plan (GDP). The proposed uses are consistent with the underlying C2 zoning district.

All of the new structures proposed in this SIP are located on the portion of the Site fronting Midvale Boulevard. Improvements located away from Midvale include 1) relocation of circulation drives and 2) repair, rebuilding and re-landscaping of the surface parking areas on University Avenue in front of the Sentry Food Store. Site plans, elevations and other graphics have been submitted as shown on the Hilldale Center Submission Checklist attached to the cover letter transmitting this PUD-SIP Application and related materials. An exhibit – Extent of SIP Improvements – attached to this narrative indicates the physical boundary of the area on the Site within which the SIP improvements at Hilldale Center are to be constructed. It is the express intent of this proposal that any changes in areas outside the “Extent of SIP Improvements Area” on said exhibit will be incidental and comprised of minimal actions necessary to accommodate the SIP Improvements. Examples of such incidental changes would be revisions to grading, paving, curb/gutter, lighting, etc. at the edges of areas adjoining but not within the SIP Improvement Area shown on the exhibit.

All development on the Site will be undertaken in accordance with approved plans. All development on the site will undertaken generally in accord with the construction schedule provided in the application materials.

New structures and facilities will be constructed between Midvale Boulevard and the Core Building between Heathercrest and University, as shown on the Site Plan and other exhibits. Approximately 70,000 SF of new retail space, 600+ parking spaces in structures, 190 bicycle/moped parking spaces, and 38 residential units will be constructed.

The Midvale Boulevard main entrance to the Center will be relocated southward from its current location to be centered on the Marshall Field mall entrance.

Two new parking structures will be constructed, one on either side of the relocated main entrance off of Midvale, each accommodating approximately 300



motor vehicles. Views of these two-and three-level structures from surrounding streets and neighborhoods will be screened by the new residential units to the east along Midvale Boulevard and the new retail structures to the west.

Those new retail structures will be arranged opposite the existing Core Building to create a new outdoor shopping street that parallels the existing shopping concourse inside the Core Building. The architectural character of the elevations of the new retail buildings and the existing Core Building along this new street will be coordinated.

The new outdoor street will have a limited number of parking spaces at the curb and will have special sidewalk areas, paving, landscaping and lighting. An open space corridor with landscaping, pedestrian and bicycle path facilities connects the north end of this new street to the University-Midvale intersection.

Improvements will be made to stabilize and improve the environment for retailing inside the existing Core Building:

- The N-S interior shopping concourse will be renovated
- The south end of the Core Building will be re-organized generally within the existing footprint to accommodate a new 20,000 – 25,000 SF anchor retail tenant.
- The central, main entryway on the east façade has been re-designed as the central focus at the end of the main entry drive from Midvale.
- The parking lot north (toward University) from the Sentry Food Store will be re-organized to improve circulation, appearance and storm water retention functions.

Two buildings on the Site are to be demolished to facilitate creation of restaurant pads:

- The Firestone lease will terminate at the end of 2004, after which the building on the east side of Price south of Heathercrest will be demolished and pads for two new restaurants will be prepared (including site improvements, revised parking, etc.).
- The US Bank operation will be relocated either on-site or off-site, after which the building at the University/Midvale corner will be demolished and a new open space feature and a pad for a new signature restaurant will be prepared (including site improvements, revised parking, etc.).
- The pads for these restaurants will be leased to restaurant operators, after which plans, elevations, etc. will be prepared and submitted for review as an amendment to the SIP.

Landscaping, lighting, utility system, and internal circulation (pedestrian and vehicular) improvements will be coordinated with construction of new structures.

Residential development will consist of 38 for-sale condominium dwelling units in four groupings along Midvale Boulevard. The floor plans are a mix of flats and townhouses. Townhouses will contain 2-car garages, and parking for residents of the flats will be in the parking structures immediately west of the residential site.

The Traffic Impact Analysis for the Site has been completed and is included in this submission.

#### Family Definition

The definition for "family" in this planned unit development shall be the applicable construction of the definition of "family" found in Section 28.03 (2) of the Madison General Ordinances as if this planned unit development were, for purposes only of defining "family," an R1 residence district.

#### Operations and Management

Hilldale Shopping Center and the former Humana office complex at Segoe/University are both located within the area covered by this PUD-GDP. The buildings, surrounding site areas, utility systems and access/egress/circulation systems at both of these complexes have been and will continue to be operated and managed by Developer's Property Management division, which employs professional staff and contractors. Developer's Property Management division has and continually monitors plans for solid waste management, snow removal, and both general and emergency maintenance.

#### Alterations and Revisions

No alteration or revision of this PUD: GDP-SIP shall be permitted unless approved by the City Plan Commission; however, the Zoning Administrator may issue permits for minor alterations or additions, which are approved by the Director of Planning and Development and the alderperson of the district and are compatible with the concept approved by the City Plan Commission.

**ATTACHMENT A:  
HILLDALE CENTER LEGAL DESCRIPTIONS**

**-- Hilldale Shopping Center Parcel --**

Outlots A and B, Block 34, University Hill Farms – Commercial Reserve Addition, in the City of Madison, Dane County, Wisconsin, EXCEPT THEREFROM the following;

1. Lots 10, 11 and the south 93 feet of lot 14, Kelab Replat
2. Land awarded to the State of Wisconsin in Amended Award of Damages recorded November 19, 1973 in the office of the Register of Deeds for Dane County, Wisconsin in Volume 483 of Records, page 183 as Document Number 1383236.

**-- Humana Parcels --**

**PARCEL "A"**

Lots 1 and 2, Block 32, University Hill Farms – Commercial Reserve Addition, recorded in volume 21 of Plats, pages 6 and 7, as Document No. 953198, Dane County Registry, located in the NE 1/4 of the NW 1/4 of Section 20, T7N, R9E, City of Madison, Dane County, Wisconsin. and:

**PARCEL "B"**

Lot 1, Certified Survey Map No. 2716, recorded in Volume 10 of Certified Survey Maps, Pages 385, 386 and 387, as Document No. 1555494, Dane County Registry, located in the NE 1/4 of the NW 1/4 of Section 20, T7N, R9E, City of Madison, Dane County, Wisconsin.

SHEET NO. SHEET TITLE

EX 101 OVERALL SITE DIAGRAM  
 EX 102 TRANSIT ROUTING AND FACILITIES PLAN  
 EX 103 SIGNAGE LOCATIONS  
 EXEA6.3 E-W SECTION THROUGH SITE

**CIVIL**

C-100 Parking Lot, Grading, and Drainage Overall Plan  
 E-100 Site Lighting Plan  
 F-100 Fire Access Plan  
 U-1.0 Heather Crest Drive-Street and Utility Construction P&P  
 U-1.1 Heather Crest Drive-Street and Utility Construction P&P  
 U-2.0 Hilldale Boulevard-Street and Utility Construction P&P  
 U-3.0 Frey Street-Street and Utility Construction P&P  
 U-4.0 Price Place-Street and Utility Construction P&P  
 U-4.1 Price Place-Street and Utility Construction P&P  
 U-4.2 Price Place-Street and Utility Construction P&P  
 U-5.0 Midvale Court-Street and Utility Construction P&P  
 U-5.1 Midvale Court-Street and Utility Construction P&P  
 U-5.2 Midvale Court-Street and Utility Construction P&P  
 U-6.0 Midvale Boulevard-Street and Utility Construction P&P  
 U-6.1 Midvale Boulevard-Street and Utility Construction P&P  
 U-6.2 Midvale Boulevard-Street and Utility Construction P&P

**LANDSCAPING**

L101 PLANTING PLAN - 1  
 L102 PLANTING PLAN - 2  
 L103 PLANTING PLAN - 3  
 L194 PLANTING PLAN - 4  
 L201 SITE DETAILS

**PARKING DECKS**

EXE2.3 PARKING DECK "F" (NORTH): THIRD FLOOR PHOTOMETRICS  
 EXE5.4 PARKING DECK "E" (SOUTH): FOURTH FLOOR PHOTOMETRICS  
 A2.1 PARKING DECK "F" (NORTH): FIRST FLOOR PLAN  
 A2.2 PARKING DECK "F" (NORTH): SECOND FLOOR PLAN  
 A2.3 PARKING DECK "F" (NORTH): THIRD FLOOR PLAN  
 A3.1 PARKING DECK "F": ELEVATIONS AND SECTION  
 A5.1 PARKING DECK "E" (SOUTH): FIRST FLOOR PLAN  
 A5.2 PARKING DECK "E" (SOUTH): SECOND FLOOR PLAN  
 A5.3 PARKING DECK "E" (SOUTH): THIRD FLOOR PLAN  
 A5.4 PARKING DECK "E" (SOUTH): FOURTH FLOOR PLAN  
 A6.1 PARKING DECK "E": ELEVATIONS AND SECTION

**RETAIL AND RESIDENTIAL PLANS AND ELEVATIONS**

A2.1 RETAIL PLANS: "A" AND "B" BUILDINGS.  
 A2.2 RETAIL PLANS: "C" AND "D" BUILDINGS.  
 A2.3 RESIDENTIAL PLANS: "G" BUILDINGS  
 A2.4 RESIDENTIAL PLANS: "H" BUILDINGS  
 A2.5 RESIDENTIAL PLANS: "I" BUILDINGS  
 A2.6 RESIDENTIAL PLANS: "J" BUILDINGS  
 A3.1 RETAIL ELEVATIONS: "A" BUILDING  
 A3.2 RETAIL ELEVATIONS: "B" BUILDING  
 A3.3 RETAIL ELEVATIONS: "C" BUILDING  
 A3.4 RETAIL ELEVATIONS: "D" BUILDING  
 A3.5 RESIDENTIAL ELEVATIONS: "G" BUILDING  
 A3.6 RESIDENTIAL ELEVATIONS: "H" BUILDING  
 A3.7 RESIDENTIAL ELEVATIONS: "I" BUILDING  
 A3'8 RESIDENTIAL ELEVATIONS: "J" BUILDING