HUMBOLDT YARDS

AMENDMENT #3
GENERAL PLAN PROJECT DESCRIPTION
AND OWNER'S STATEMENT OF INTENT

American Stores Properties, Inc. ("ASPI") purchased a certain 12.57-acre parcel of real estate located at the southeast corner of North Humboldt Avenue and East North which is described in the Land Title Survey and Plat of survey on record. The northwest 7.97 acres of the site will be developed as an integrated retail and commercial development. The south and east 4.60 acre perimeter of the site will be developed as an integrated residential and retail development. The site was a former railyard and has undergone significant environmental remediation. Thus, no significant conditions exist which would be disturbed by ASPI's development plans.

An updated general planned development (“GPD”) Vicinity Map is attached to this Amendment #3 and identified as Sheet No. C-0.2. As outlined on the Vicinity Plan, community facilities in the surrounding area include: a restaurant and mixed use building located southwest of the Site along the Milwaukee River; residential uses located southwest of the Site; taverns, ground level retail stores and apartments west of the Site; and residential and student housing development to the north of the Site. Beneath the bluff on the east boundary of the Site, the Milwaukee River runs freely, and natural open space is visible.

Subsequent to the approval of the original GPD, the site was subdivided by Certified Survey Map No. 6527. The CSM divided the site into four parcels and established public and private streets as well as pedestrian access easements. To provide access to the site, Commerce Street was extended east across North Humboldt Avenue running between the commercial and residential parcels of the site. Extended Commerce Street was connected to East North Avenue by an opening approximately 501 feet east of the corner of North Humboldt and East North Avenues. In addition, a private drive with traffic calming measures was extended east from North Humboldt Avenue through the commercial site and proposed to be extended into the residential site where it was to connect to North Riverboat Road extended via a public pedestrian easement. A total of 2.72 acres were dedicated and developed for public streets and the commercial portion (Parcels 1 and 3) totaling 6.6 acres was included in the Detailed Planned Development (“DPD”) known as Humboldt Yard (Commercial Parcel) Phase 1. Parcels 2 and 4 (residential portion) totaling 3.25 net acres have been sold to River’s Crest LLC, of which Mandel Group, Inc. is managing member. Phase I of the River Crest comprised of 40 condominium units had been developed and completed pursuant to Amendment #2. Mandel Group, Inc. is now petitioning for the vacation of that portion of the entire of North Riverboat Road and East Garfield Avenue extension that are unnecessary in conjunction with the second phase of development. If approved, the vacation will add .06 acres to Parcels 3 and 4. The residential portion and the two right-of-way segments are depicted by the Plat of Survey, Sheet No. GPD-3.

The general plan development site plan approved under Amendment #1 showing the general location and estimated dimensions of all proposed structures and improvements is included

with this Statement as Sheet No. GDP-1 (the "Site Plan"). Those portions of the site plan located north and west of North Commerce Street (CSM Parcels 1 and 3) are retained and incorporated into Amendment #2 and Amendment #3 without change. Those portions of the site plan located south and east of North Commerce Street (CSM Parcels 2 and 4) are amended as described by Sheet GPD-1A. The structures and improvements that may be developed on the commercial site shown on Sheet GPD-1 are described below:

(a) Two single story buildings measuring approximately 313 feet along East North Avenue, 76 feet along North Humboldt Avenue and consisting of an aggregate of approximately 21,726 square feet of area will be built at the southeast comer of East North and North Humboldt Avenues. (The square footage of such buildings may change slightly as the design for the rear loading area is finalized but in no event shall the east, north and west walls vary from the locations shown nor shall the total square footage for the buildings exceed a maximum of 22,500.) These buildings will be available for lease for any of the following uses: (i) offices, banks and other financial institutions and membership organizations, (ii) general retail establishments, general purpose grocery stores, office furniture sales, mail order and catalog sales centers, consumer services, ticket offices and travel agencies and pet shops, (iii) motor vehicle rental offices and motor vehicle supply stores, (iv) personal services, business services, photographic stores, photographic and art studios or schools, dance and music halls, studios or schools, dry cleaning and laundry stations and laundromats, (v) type "A" and type "B" restaurants without drive-thrus, and (vi) other uses that are similar in kind and nature. Unless otherwise defined in this Statement, these uses shall have the meanings set forth in Chapter 295 of the City of Milwaukee Zoning Code.

Notwithstanding anything contained in this Statement to the contrary, these buildings may also be used for a health care facility with related diagnostic services staffed by physicians and other healthcare personnel serving the general public and offering a full range of primary care services including by way of example: individual and family therapies; social services (such as prenatal care and patient referral services); immunizations; minor surgical procedures; general radiology; diagnostic testing; lab testing and acupuncture; provided, however, there shall be no procedures involving sterilization or birth control such as abortion or vasectomies and there will be no drug rehabilitation programs administered from the Site.

(b) A building for use as a combination general purpose grocery store and retail drug store and pharmacy will be developed due south of and adjacent to the retail space described in subparagraph (a). The building will measure approximately 313 feet east to west and approximately 195 feet north to south along North Humboldt Avenue. Such building will consist of approximately 63,931 square feet in area on its first floor. (The first floor square footage of such building may change slightly as the design for the rear loading area is finalized, but in no event shall the east, south or west walls vary from the locations shown, nor shall the first floor square footage exceed a maximum of 65,000.) Such building will also have a small mezzanine not to exceed approximately 6,392 square feet for administrative offices and building, mechanical, electrical and maintenance areas; no retail activities will occur on the mezzanine.

(c) A parking deck for 39 spaces will be developed along East North Avenue, adjacent to the retail space described in subparagraph (a) on its east wall. The parking

structure will measure approximately 240 feet along East North Avenue, approximately 70 feet along the east wall of the retail space and approximately 16,800 square feet in area. The parking deck shall be at the right-of-way surface grade at its entrance drive along East North Avenue and shall be constructed in a manner enabling ASPI to create a refuse collection and a loading area beneath the parking deck. Other parking on the Site shall be surface parking. In addition to the 39 spaces to be provided on the deck described above, 324 parking spaces shall be provided at the south and east portions of the commercial parcel on the Site. Thus, a total of 363 parking spaces will be available for service to the retail space and combination grocery store and pharmacy/drug store. Interspersed throughout the parking lot on the Site, landscaped green space will be created and maintained.

(d) At present, approximately 11,361 square feet located south of the parking deck described in subparagraph (c) and east of the combination grocery store and retail drug store and pharmacy described in subparagraph (b) shall be maintained as sod; no vehicles will drive or park on such space. In the future, ASPI may sell or lease such area for the development of a building to house any of the uses listed as permitted under subparagraph (a) above. Parking for this building would be provided by the 363 spaces described in subparagraph (c).

(e) In most areas, at least a five-foot setback shall be maintained to separate the boundaries of the commercial parcel of the Site from public rights-of-way, including extended Commerce Street. Planters, pilasters, building corner elements, fencing and landscaping elements may be located within such setback as shown on the Site Plan.

(f) A total of approximately 1,612 square feet of signage will be used for all commercial spaces on the Site, including individual signs for each separate retail space. All signs will be mounted on building walls or retaining walls, and no one sign shall exceed 300 square feet in size on anyone face. Signage for commercial spaces may be internally illuminated channelized letters, back lit channelized pin set letters or wall billboards and will be directed to attract passersby from the surrounding city streets and other commercial areas. All parking area lighting for commercial spaces shall minimize glare onto adjoining properties and shall not be intermittent.

The structures and improvements that may be developed on the residential site and shown on Sheet GPD-1A, are described below:

(a) Up to 86 attached or detached single family homes, townhouse and/or apartment units may be developed in CSM Parcel 4 inclusive of the 40 existing condominium homes in River Crest Phase I. In addition, the plan shows for a commercial/retail/recreational use of up to 18,000 square foot total floor area. Such buildings shall be developed in accordance with the Beer Line "C" Master Plan & Neighborhood Code. Residential units may further serve as office space for those residents who operate business interests from their place of residence if in conformance with s.295-503-3-c. The building north of East Garfield Street extended will consist of one common entrance 4 story multi-dwelling building containing 46 units, approximately 15,000 square foot retail space, 3,000 square foot mezzanine, and up to 65 underground parking spaces. Buildings south of East Garfield Street extended will consist of 4-8 unit condominium buildings and 2-4 unit

condominium buildings, for a total of 40 dwelling units. Each dwelling unit in Phase I will have an individual outside entrance and leave in attached parking. Each dwelling unit in Phase I will have between one and three bedrooms. Enclosed parking garages and surface spaces will provide parking for each dwelling unit in accordance with building code requirements. Garages for the buildings at the north of Phase I will be attached or incorporated into each building design; garages for buildings at the south of Phase I will be attached to each individual unit; certain of the attached garages for Phase I that front on Riverboat Road. Garage doors of these units are permitted to directly face the street as a result of the coach house design of those units facing Riverboat Road and the severe topographic barriers preventing other feasible parking solutions.

(b) Not less than a five-foot setback shall be maintained to buffer dwelling units on the residential parcel of the Site from extended Commerce Street. However, garages serving such residential dwelling units may be located closer to the Riverboat Road right-of-way as shown on the Site Plan.

(c) Signage and lighting on the Residential Site south of the East Garfield Street extension will be similar to those in other residential developments. The development north of the East Garfield Street right-of-way will request that the city allow signage for the retail component of the Phase II residential mixed-use development. Two free-standing signs not larger than 36 square feet each shall advertise the residential development from public rights-of-way and up to 15 signs within the residential development may be used to provide direction or instruction. North of Garfield, the developer is proposing a front façade sign along Commerce Street identifying the retail use, which will be dependent on building conditions and remain subject to final DPD approval.

Portions of the Site will be developed for various improvements available for public use. As mentioned above, East Commerce Street will be extended. Pedestrian-friendly boulevards will be developed throughout the Site, and pedestrian accessways and stairways to the Milwaukee River will be created. GPD-2 (Pedestrian/Bicycle Circulation Plan) approved under Amendment #1 of the GPD indicates the location of a publicly accessible staircase leading from the publicly accessible park, traversing the grade of the bluff and landing at Riverboat Road. A "town square" will be developed on CSM Parcel 3. The aforementioned publicly accessible parks, open spaces, pedestrian or bike paths and staircases will be privately owned and maintained. Finally, a sizeable open green space at the northeast corner of the Site will be created as a publicly accessible, privately owned and maintained park area. The applicant is proposing to swap the open space and development sites so that 1300 E. Garfield will be open space, which is adjacent to the open space to the south, and 2240 N. Commerce Street will be developed with a mixed-use building. A consolidated privately owned park space will be maintained by the existing River Crest Condominium Association and the owner of the proposed improvements at 2240 N. Commerce Street. Those portions of the Pedestrian/Bicycle Circulation Plan (GPD-2) located north and west of North Commerce Street (CSM Parcels 1 and 3) are retained and incorporated into Amendment #2 without change. Those portions south and east of North Commerce Street (CSM Parcels 2 and 4) are amended as described by Sheet GPD-2A.

The residential development will be undertaken in two phases. Phase One will consist of those built

improvements and landscape elements located south of Garfield Street extended. Phase Two will consist of those improvements and landscape elements located north of Garfield Street extended. Garfield Street extended and North Riverboat Road extended are both requested to be vacated south and east of Commerce Street.

GENERAL PLANNED DEVELOPMENT
LAND COVERAGE STATISTICAL SHEET

STATISICAL COMPARISONS	SQUARE FEET	ACRES	% of TOTAL
Gross Land Area	547,228	12.57	100.00%
Land Covered by Principal Buildings	150,168	3.48	27.68%
Land Devoted to Parking and Drives	198,377	4.56	36.25%
Land Devoted to Public Right-of-Way	73,180	1.68	13.37%
Land Devoted to Landscaped Open Space	100,513	2.30	18.37%
Land Devoted to Pedestrian Walkways	24,990	0.57	4.57%
Total Square Footage Commercial Site	371,202	8.52	67.78%
Total Square Footage Residential Site	176,323	4.05	32.22%

SUMMARY INFORMATION **Commercial Site:**	**NUMBER**
Proposed Number of Buildings	Up to 2 Buildings
Parking Spaces Provided	Per code based upon square footage for nonresidential uses
Ratio Parking Space per 1,000 Sq. Ft. of Building Area	Per code based upon square footage for nonresidential uses
Residential Site:	
Gross Land Area	176,323 sq. ft.
Land Cover by Principal Buildings	100,328 sq. ft.
Land Devoted to Parking, Drives & Parking Structures	19,795 sq. ft.
Land Devoted to Landscaped Open Space (at minimum)	56,200 sq. ft.
Proposed Total Dwelling Units (Up To)	86 Units
Proposed Dwelling Unit Density (Up To)	25.05 /acre
Proposed Number of Buildings	7 buildings
Dwelling Units Per Building	Ranging from 4 units to 46 units
Bedrooms Per Unit	1 & 2 bedrooms
Parking Spaces Provided (Up To)	145 spaces