

The Mayfair Collection

I. Introduction

The Mayfair Collection is the first phase (IA and IB) of a larger proposed mixed-use development on the approximately 69 acres bounded by US 45, Burleigh Street and the Union Pacific Rail Road right-of-way. Since the 1950s the site has been home to approximately 1 million square feet of warehousing and light industrial space. In 2005, the City adopted a Master Plan for the site advocating the development of the site as a mixed-use development comprising "office, retail, and high-rise multi-family residential geared toward professionals, empty nesters, and active retirees." Additionally, the Master Plan's core elements contemplate aligning 112th and 114th Streets, establishing a street grid that promotes smaller digestible city blocks that allow for interchangeable development, and creating walkable areas that encourage pedestrian circulation throughout the development. The Mayfair Collection will begin the fulfillment of these core principles.

Consisting of several phases, the project will include multi-scales of retail, office and residential organized in a dense, urban format, around a street grid interwoven with the existing street network. The urban street grid allows for the design of all buildings directly facing the street while concealing all service and loading areas. All phases are interconnected by vehicular and pedestrian circulation. The current plan provides a flexible plan which can be adapted through future phases to adapt to varying economics and market conditions while maintaining the integrity of the plan. The retail will enhance the view corridors both along Highway 45 and Burleigh and create a vibrancy that should serve as a catalyst for future development once economic conditions improve.

Tax Increment Financing

The initial development will entail substantial improvements to Burleigh Street, portions of the roadway under Highway 45, burying large sections of public utility lines, as well as replacing virtually all the onsite public and private infrastructure. Consequently, HSA will seek, under separate application, approval of a tax increment financing district as a means to finance these improvements. These improvements are proposed to be financed initially by HSA, and paid back through the incremental tax revenues created by the development, thus shifting all financial risk to the developer.

II. Phasing

The Mayfair Collection is planned to be implemented in a minimum of four phases. Each phase adheres to the same parking ratio requirements derived from the Urban Land Institute parking standards:

- Retail – 4.5 Spaces per 1000 square feet of Gross Leasable Area
- Office – 4 Spaces per 1000 square feet of Net Rentable Area
- Residential – 1.25 Spaces per unit (average 1200 square foot unit)

Phase I A

Phase IA consists of the adaptive re-use of approximately 234,000 square feet of existing warehouse space into retail, along with approximately 35,000 square feet of new retail and restaurant space located along Burleigh Street. The target retail users are best-in-class fashion, home furnishings, electronics, sporting goods, restaurant and related retailers seeking to establish a presence near, but not in, Mayfair Mall. Most of these tenants, who contemplate no more than one or two stores in the metropolitan area, have not been able to secure space due to the built-out nature along Mayfair Road. The Mayfair Collection provides a venue for these merchants who may otherwise look for space in competing retail districts, thus diluting the Mayfair brand.

Phase IA will also include development of the North side of Burleigh Street in terms of vehicular connections and landscape, and will establish the framework of the street pattern that organizes the entire development.

Phase IB

Phase IB consists of further development of retail along Burleigh Street, consisting of approximately 75,000 square feet of adaptive reuse and 50,000 square feet of new retail and restaurant buildings.

Timing of Phase IA and IB

Provided enough lease commitments are obtained, Phase IA is expected to break ground in the fall of 2011. We anticipate 18 months of construction with the first tenants opening in spring of 2013. Phase IB could occur simultaneously with IA, provided certain unique tenants can be secured for this area. Otherwise, the existing warehouse uses in phase IB as well as the others to

the north (including TLC) shall be kept in place and integrated into the development. To the extent warehouse uses are maintained on the site, the truck traffic servicing these users will use 112th as their exclusive entry point from Burleigh. All retail vehicular traffic servicing phase IA will use 114th primarily and 112th as needed.

Phase II

Phase II consists of the development of the North Parcel of approximately 2.3 acres into Medical or other related office space. HSA is working with a national Proton Therapy developer to locate on this parcel pending aligning themselves with a major Milwaukee hospital group such as Froedtert.

Future Phases

Future Phases consists of the redevelopment of the 27 acres within the interior of the site. The street grid established in the plan allows for the construction of fifteen building sites on four parcels, accommodating concealed surface parking of approximately 1200 cars. The planning configuration can accommodate a range of buildings types, including

- Four story multi-family residential with a retail base
- Three story office with a retail base
- One story office over retail

As currently configured, the Future Phases Development anticipates the following Intensity of Use:

PARCEL	GROSS AREA	BLDG	NO. FLOORS	RET GROSS AREA	OFF GROSS AREA	RES GROSS AREA	NO. RES UNITS	PARKING REQ	SURFACE PARKING	BELOW GR PARKING	INTER STRUCT PRK	TOTAL PRKG PROVIDED
2	216,900	1	4	0	0	71340	59	74.3	418	62.5	222	702.5
		2	2	10000	0	0	0	45				
3	261,000	1	2	10000	0	0	0	45	345	55	235	635
		2	3	20000	56000	0	0	314				
		3	3	25000	60000	0	0	352.5				
		4	4	61500	51	64.1						
4	147,200	1	4	3000	0	71340	59	87.8	151	62.5		241
		2	4	12000	0	55760	46	112.1				
		3	3	0	0	21320	18	22.2				
5	234,400	1	3	20000	80000	0	0	90.0	202		162	524
		2	1	12000	0	0	0	54.0				
		3	1	9000	0	0	0	40.5				
		4	2	12000	14000	0	0	54.0				
		5	4	0	0	88560	74	92.3				
		6	3	0	0	590400	492	615.0				
TOTALS				133000	210000	960220	800	2062.7	1116	405		2102.5
				TOTAL FUTURE PHASES GROSS AREA								
				1,303,220								

Development of the interior parcels is contingent upon 1. Market Conditions and 2. Acquisition of the TLC Parcel. Market conditions will establish the mix and scale of uses to be accommodated. It is also envisioned that the existing warehousing use for the interior parcels will continue until the need arises and the TLC parcel is acquired. Currently we estimate that these phases will not commence for at least five years and maybe longer given improving economic conditions.

III. Traffic Impact

A preliminary traffic analysis was completed in 2010 by Ayers Associates to determine the effect of Phase IA and IB on Burleigh and the US 45 Interchange. The Development team along with city engineer Bill Wehrley met with representatives of the Wisconsin Department of Transportation on March 15, 2011 to review the project. WisDot is currently preparing criteria for a complete Traffic Impact Analysis which will include criteria from all phases of development at the Mayfair Collection as well as future developments on the South side of Burleigh Street.

The development will require relocation of entrances to the site to align with 112th and 114th streets, the abandonment of two existing driveways, resignalization of two entrances, and the widening of Burleigh to accommodate the calculated traffic increase. To date, no traffic modifications have been uncovered that will adversely affect the feasibility of the project.

IV. Utilities / Storm Water Management

Phase IA, IB and II utilities consist of Water, Sewer, Natural Gas and Electricity. Each utility will be connected to existing municipal supplies as follows:

Water: There is currently a 10" water main that runs north through the middle of the site that services the property. The main connects in Burleigh Street and dead ends at the north end of the site. There is also a private well and water storage tank on site that provide fire service protection to the main warehouse building fronting on USH 45. The well will be abandoned and the water tank will be demolished as part of the project. A new water main loop is proposed that will connect to the existing 10" water main, loop around the Phase I buildings and reconnect to the existing 10" main at the north end of the site. Another new main is proposed to extend east from the existing 10" main to service the new buildings and adaptive reuse building along Burleigh Street to the east. We have had a preliminary discussion with the City Water Utility about the possibility of upgrading the proposed water main loop to a 16" public main. This would provide additional capacity to allow for future looping of the City's water distribution system.

Sewer: There are currently three separate sanitary sewer systems on site. There is a 6" sanitary sewer that connects in Burleigh Street, a 10" sewer that flows west to east on the north end of the site and an 8" sewer in the central portion of the site that flows north from Burleigh Street to the 10" sewer on the north end of the site. It is proposed that the 6" sewer be relayed in Burleigh Street to service the new buildings fronting on Burleigh Street in the southwest corner of the site. A new 8" sewer is proposed to service the main building in Phase I. That sewer will connect to the existing 10" sewer onsite. A new 8" sewer is also proposed to service the buildings fronting on Burleigh Street to the east. That sewer will connect to the existing 8" sewer in the central portion of the site.

Natural Gas: Natural gas is located in the north side of Burleigh Street. New gas service will be connected to that main.

For the For the Future Phases Development, we anticipate the following:

Water: It is anticipated that future phases will utilize the existing 10" water main on site.

Sewer: It is anticipated that future phases will connect to the existing 10" sanitary sewer onsite.

Natural Gas: It is anticipated that natural gas service will be provided from the main in Burleigh Street.

Stormwater Management:

Stormwater Management will be addressed utilizing several techniques.

Reduction in runoff rate

The existing site is almost 100% impervious. The proposed site reduces the total impervious surface area, and increases green space by nearly 6 ½ acres. The result is a decrease in runoff rate from the site by over 15%.

Water Quality

Bio-Swales and pervious pavement are proposed in the parking lot in Phase I to address water quality.

V. Phase I Adaptive Reuse Architectural Design

Phase IA & IB development requires the demolition of approximately one-third of the existing warehouse space along US 45 and the creation of a new West facing façade. The goal is to create an architectural expression that will successfully integrate with the mixed-use district to the East in terms of scale, materials and detail. Because of the overall length of 1500 feet, a mixture of one and two-story expressions have been developed to provide scale and variety while incorporating the flavor of the existing industrial vernacular.

The outward facing retail is developed with a continuous covered arcade so that – in conjunction with the landscape design, a pedestrian friendly precinct is created that will encourage cross-shopping as well as integration with the Future Phases development.

VI. Phase I and IB Landscape Design

Burleigh Street.

The Burleigh Street frontage landscape is comprised of three parts or zones – the main entrance into the development, two secondary entrances, and lastly, the frontage along the right-of-way. The main entrance is comprised of entry feature walls flanking the drive and with corresponding signage fronted by a landscape bed which offers four-season interest and variety. The signage is backed by ornamental trees which flower during the spring months, become fully foliated during the summer months, offer a fall display of color and maintain interesting bark and twig character in the winter. The secondary entrances are comprised of ornamental trees and landscape offering four-season interest. The Burleigh Street frontage is made up of deciduous street trees appropriately spaced and a landscape buffer of shrubs and perennials offering visual interest along the street as well as views into the development.

Phase I retail.

The Phase I retail landscape provides a visual and functional amenity to the retail center by providing four-season interest to the shopper as they explore retail opportunities. The approach along the main entrance drive provides a corridor of ornamental trees whose view terminates into a landscape planting area with seasonal interest including evergreen trees, ornamental trees, shrubs and perennials and a secondary signage opportunity.

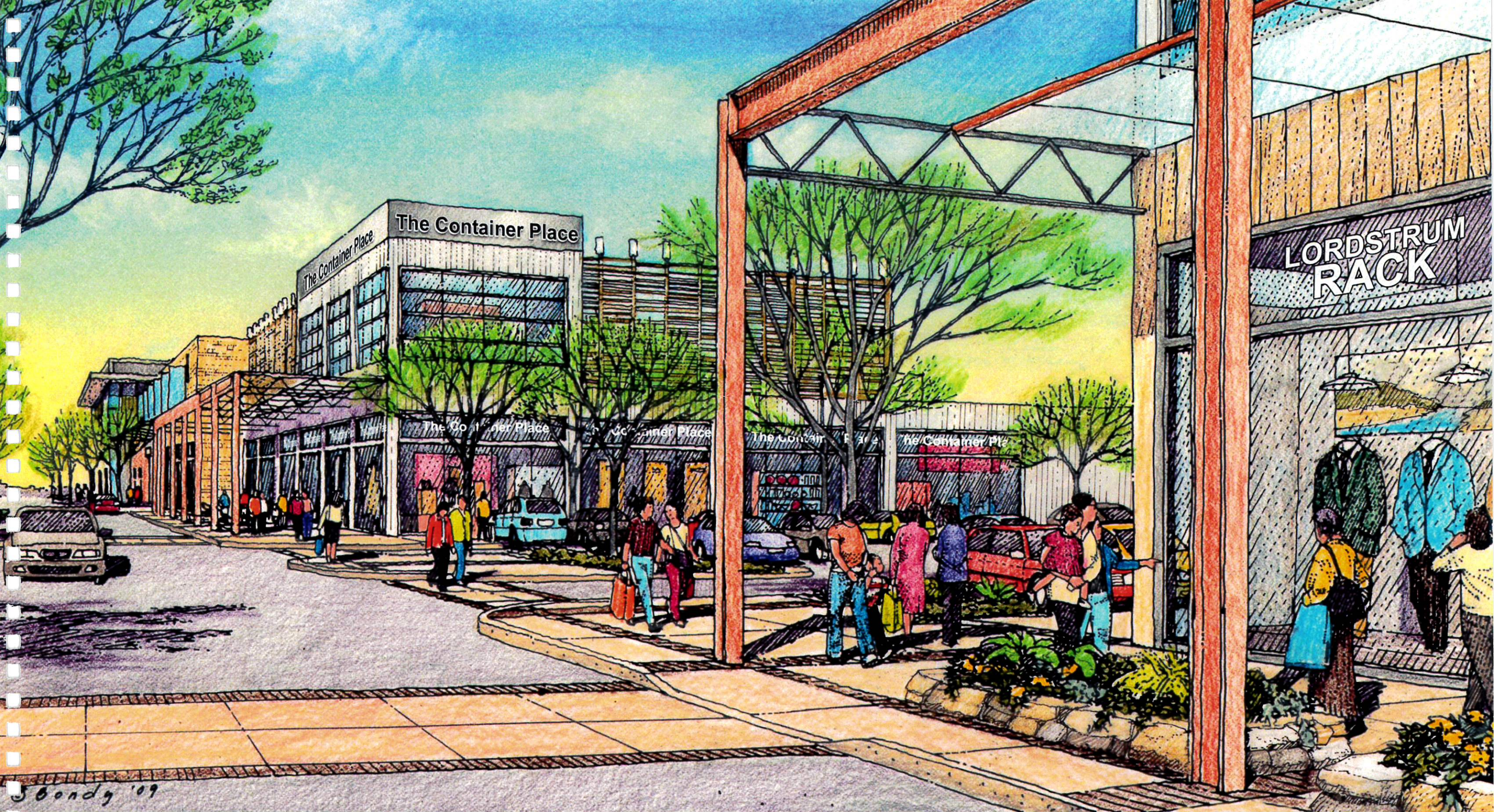
The landscape experience along the outward-facing retail will compliment the architecture's continuous arcade and is comprised of planters with four-season interest shrubs and perennials that are complimented with seasonal material such as colorful annuals. Along the retail frontage at pedestrian circulation nodes, interactive moments will occur where the shopper can take a moment to relax from the day's shopping by taking a seat to observe other shoppers or to take a moment and interact with a whimsical folly integrated into the pedestrian experience. Decorative paving will also be incorporated into these nodes which provide a change in material and creates a memorable space or zone. The parking islands of the development will be planted with deciduous trees and a ground plane of salt-tolerant shrubs providing visual interest and an opportunity for additional four-season interest in the retail center.

Lastly, in conjunction with the stormwater management, the bioswales along the parking areas will be planted with appropriate plant material tolerant of bioswale conditions. Bioswale planting must be adaptable to high moisture during winter months as well as dry summer conditions. The bioswale plant material will also help filter stormwater runoff from the parking lot, removing chemicals and other compounds before they enter into the stormwater system.

VII. Economic Impact

Once fully stabilized, Phase IA is expected to generate over \$1 million of real estate revenue. The current real estate taxes on the Phase IA parcel are approximately \$100,000, thus generating over \$900,000 of incremental revenues on this initial phase. Phase IB, if built, could generate real estate tax revenue equal to \$500,000 vs. current tax receipts of \$88,000. With anticipated sales revenue of approximately \$78 million, state sales tax revenues (not adjusting for transfer sales) is expected to be almost \$4 million for phase IA and \$1.9 million for phase IB.

Full and part-time employment is expected to exceed 500 in phase IA.

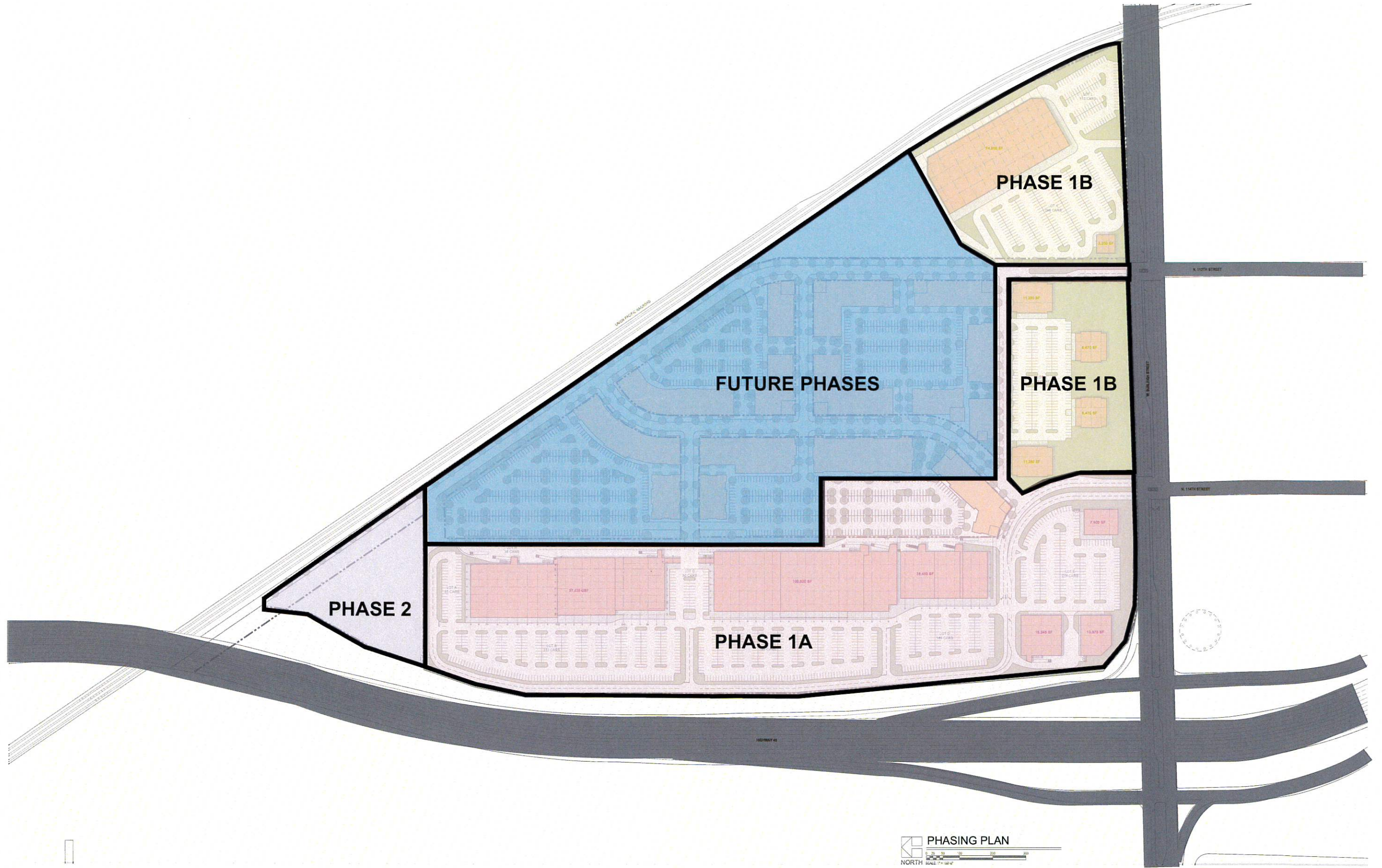


Submission for Planned Development Amendment

March 22, 2011

THE MAYFAIR COLLECTION
AT WAUWATOSA

HSA
COMMERCIAL REAL ESTATE



THE MAYFAIR COLLECTION
AT WAUWATOSA

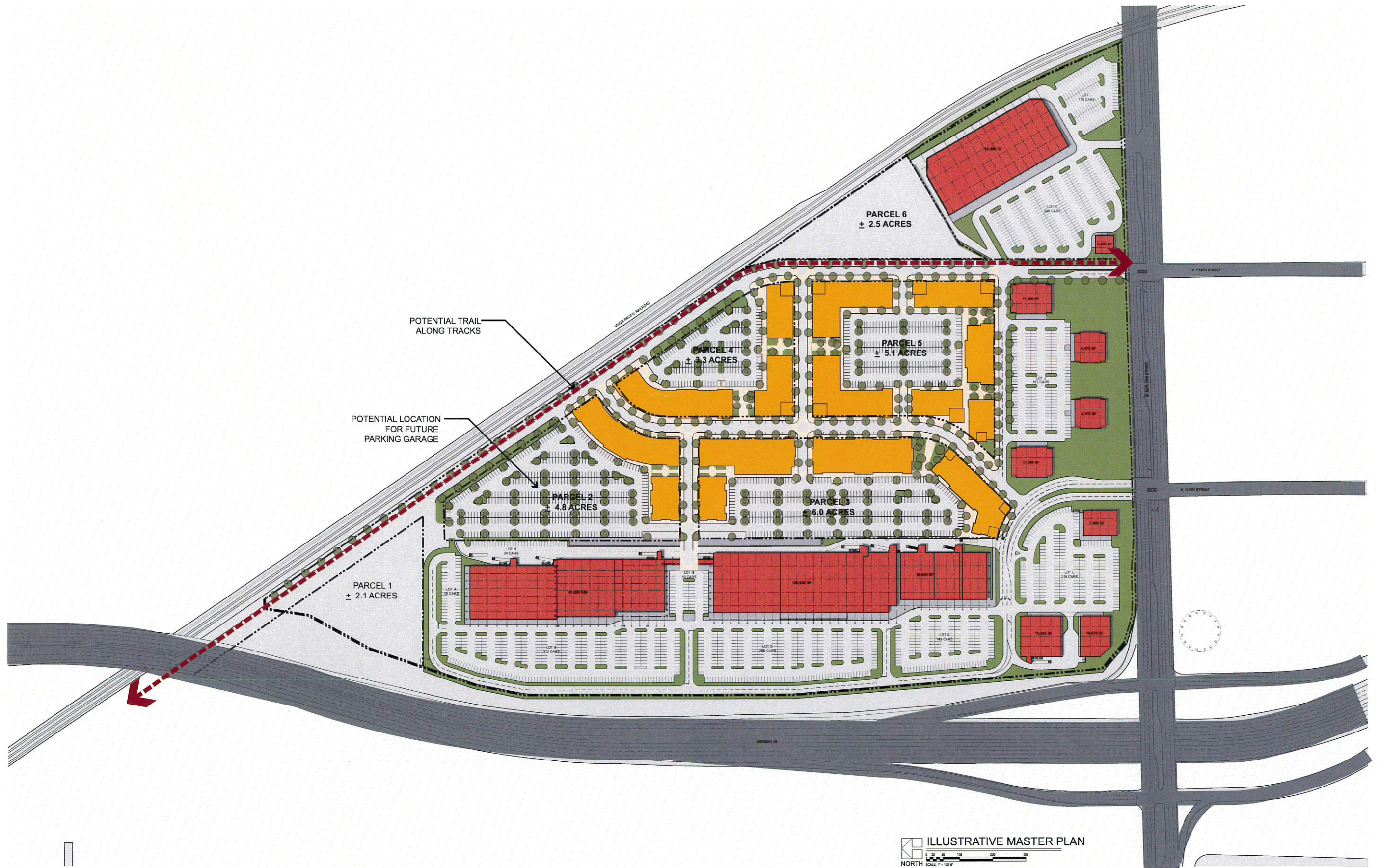
JSD Professional Services, Inc.
• Engineers • Surveyors • Planners

WOLFF LANDSCAPE ARCHITECTURE
PLANNING
LANDSCAPE ARCHITECTURE
URBAN DESIGN

HSA
COMMERCIAL REAL ESTATE

DLR Group

NOVEMBER 15, 2010



THE MAYFAIR COLLECTION AT WAUWATOSA

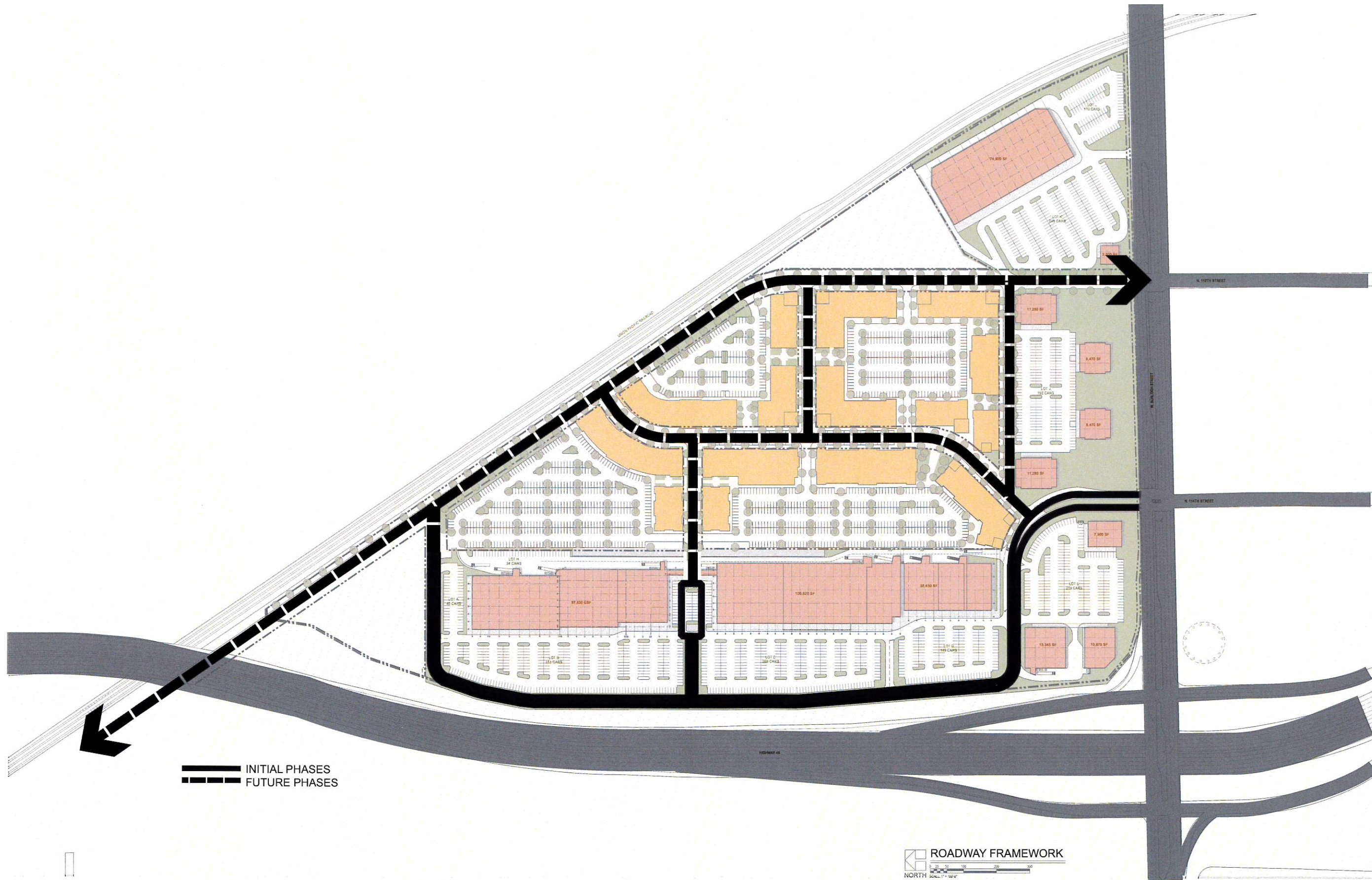
JSD Professional Services, Inc.
Engineers • Surveyors • Planners

WOLFF LANDSCAPE ARCHITECTURE
PLANNING
LANDSCAPE ARCHITECTURE
URBAN DESIGN

HSA
COMMERCIAL REAL ESTATE

DLR Group

NOVEMBER 15, 2010



——— INITIAL PHASES
 - - - - FUTURE PHASES

ROADWAY FRAMEWORK
 NORTH
 SCALE: 1" = 100'

THE MAYFAIR COLLECTION AT WAUWATOSA

JSD Professional Services, Inc.
 Engineers • Surveyors • Planners

WOLFF LANDSCAPE ARCHITECTURE
 PLANNING
 LANDSCAPE ARCHITECTURE
 URBAN DESIGN

HSA
 COMMERCIAL REAL ESTATE
DLR Group
 NOVEMBER 15, 2010