

Exhibit A



# AMENDED PDD/GDP SUBMITTAL

THIS DOCUMENT SHALL SERVE AS AN AMENDED PLANNED UNIT DEVELOPMENT - GENERAL DEVELOPMENT PLAN (PDD/GDP) TO THE PREVIOUSLY APPROVED GENERAL DEVELOPMENT PLAN:

PDD 37 – The Rock Sports Complex

March 7, 2016

Mr. Joel Dietl  
City of Franklin  
9229 West Loomis Road  
Franklin, WI 53132

Dear Mr. Dietl,

We hereby respectfully submit for your review the General Planned Development District Amendment and Comprehensive Master Plan Amendment documents for Ballpark Commons. The plan as submitted today reflects the iterative process we've undertaken to date. The plan is reflective of the strong insights you and your team have provided, as well as the insights provided to us by the neighbors and broader community through our community outreach, listening sessions, and public meetings. We understand that the development of this project will involve a complex, multi-step process, and we are excited to begin working through those steps together with the City of Franklin, Milwaukee County, Wisconsin DNR and other stakeholders.

Ballpark Commons is designed as an extension of the successes that have been realized in recent years at The Rock. Those facilities already in operation have created a regional draw, and we believe that this proposed mixed-use expansion will even further establish the location, and Franklin in particular, as a destination for years to come. As currently proposed, Ballpark Commons has an estimated value in excess of \$100 million, and is planned to include the following elements, constructed in multiple market-driven phases:

1. An outdoor baseball stadium with approximately 2,500 hard seats and a capacity to accommodate a total of approximately 4,000 spectators. The stadium will be home to a minor league professional baseball team affiliated with the American Association of Professional Baseball. It will also be the home field for Wisconsin's only NCAA Division I baseball team: the University of Wisconsin-Milwaukee Panthers. The facility will also be able to host baseball tournaments and other community events.
2. A year round family entertainment and recreation center that will feature a regional family fun center and a premier entertainment, recreation and event venue and one hotel accommodating up to 125 rooms.
3. Multiple restaurants.
4. Office (depending on market demand), possibly including a purpose-built co-working facility, retail and mixed-use buildings facing Rawson Avenue, each no more than four stories in height, some with the possibility of up to 70 luxury apartments on upper levels.
5. A luxury apartment community, including two-story buildings adjacent to the existing residential neighborhoods to the west with three story buildings to the east, closer to Loomis Road. This new community will include up to 303 total apartment homes, along with a clubhouse, common areas and both programmed and landscaped open space.

This packet presents the Comprehensive Master Plan (CMP) Amendment and a General Planned Development District Amendment applications for your consideration. The purpose of the CMP Amendment is to convert the included lands south of Rawson Avenue from "residential" and "transportation" land use classifications to "mixed use". North of Rawson Avenue, the CMP Amendment is to reclassify certain existing road right-of-ways from "transportation" to "mixed use" to reflect their assimilation into the project plan. The intent of the request for General PDD approval is to allow for market flexibility and to also provide the City of Franklin with an opportunity to review details of the various plan components separately as they are brought forward. This will allow the City and the Developer to work as a team to put together the best possible project within a framework established by the General PDD approval. Likewise, this mechanism will allow the developer, together with the City of Franklin, the ability to draw the best possible users to the project.

In order to facilitate your consideration of this very complex development, we have crafted this submittal to describe two distinct areas: north of Rawson and south of Rawson. While this is one cohesive development, we believe it will be more manageable to consider those areas separately.

We would like to formally acknowledge and thank you and your team at the City for your steadfast cooperation and consideration of this proposal. We very much look forward to continuing to work with the City on this remarkable development, and to collaboratively improving life in the City of Franklin.

Sincerely,

The Ballpark Commons Team

Mike Zimmerman

Greg Marso

Blair Williams

Ian Abston

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PROJECT TEAM:

|                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
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# BALLPARK COMMONS

## Overall Development Summary

FRANKLIN, WISCONSIN





## **DEVELOPMENT NARRATIVE**

### **WHAT**

This proposal is intended to define the technical “what” of Ballpark Commons. It is a new baseball stadium. It is restaurants. It is shopping. It is a hotel. It is a sports and entertainment destination. It is a new multifamily community. We estimate it will be \$100+ million of total development. The plans presented with this submittal reflect our technical intent.

But we can also answer the “what” of Ballpark Commons in less technical, but perhaps more compelling, terms. Ballpark Commons leverages the success of the Rock. It incorporates a collection of sports and entertainment venues to catalyze a sustainable, walkable, bikeable, connected mixed-use neighborhood and sports destination. It makes Franklin more attractive to top talent and employers. It makes Franklin more attractive to Millennials as they make their natural move from the cities to the suburbs. It provides a dynamic housing option for residents of Franklin who would like to age within their community. It is an example of how municipalities compete against their neighbors. It is community.

There are also things Ballpark Commons is not. This is not a “me too” development. Ballpark Commons isn’t trying to be Drexel Town Square. It’s not trying to be any other development anywhere else. It is not a shopping mall. It is not a theme park. Ballpark Commons is not “common.”

### **WHY**

Technical submittals offer no box to check identifying the motivation for the development. But the “Why” of Ballpark Commons is fundamental to its design and to its scope.

The Ballpark Commons team is fundamentally committed to the belief that engaged communities are successful communities. The Rock sprung from a landfill. Significant public / private collaboration and significant private investment resulted in a year-round sports destination. There will be over 150,000 visits to the Rock in 2016. It is a regional destination, and it serves its local community. The team believes in the opportunity that critical mass of engagement creates.

Folks participating in or watching sports or other activities are engaged in the activity and with each other. Sports can in many ways define individuals and families. A community created through shared engagement can be extremely powerful. Our fundamental objective at Ballpark Commons is to create a dynamic and strong community. Yes, we seek financial return. But we believe that return will be generated by creating that engaged community. And we believe that community will add profound value to Franklin.

We have heard folks suggest that they like the development, but just not at this location. We understand that perspective. But this is the right place for this development even if it is not the easiest place for it to be. The landfill is complicated. The environmental issues are complicated. But we are prepared to work through those issues and we are fully committed to the reality that if a portion of our proposed development isn’t feasible, then we won’t be able to execute it. This is the right place because The Rock already demonstrates the power of sports to drive engagement. This is the the right place because this land doesn’t have another, better, use.

We believe that Ballpark Commons is a remarkable opportunity for Franklin to promote itself as a community capable of accomplishing a wide range of development, from subdivisions to forward-looking mixed-use projects that can be safely labeled “smart growth.” Ballpark Commons can be seen as a true placemaking project; mixing home, work, recreation, and entertainment. For the city of Franklin, this development presents an incredible opportunity to promote itself as the suburb that has the best of both worlds; you can live on a cul- de-sac in a classic subdivision, or choose to live in an apartment that is close to restaurants, entertainment, and groceries.

There are few opportunities in Franklin for the sorts of chance encounters that lead to friendships and collaborations. These ‘collisions’ spawn community. And, mixed-use developments designed and programmed with these collisions top of mind provide an opportunity to live and work in a setting much more attractive to Millennials and empty-nesters who want to age in place. Ballpark Commons will be that community.

We believe that this development presents Franklin the opportunity to position itself for its present and its future. The development can only occur through public / private partnership and a profoundly collaborative approach. We look forward to that partnership.

## **HISTORICAL CONTEXT**

This development is not necessarily new, but it is vastly improved from roughly two years ago. Since that initial proposal, we have been refining our proposal and have worked through the 'multiple unknowns' the city cited in 2014 as follows:

- **Land Control:** In 2014 we had none of the development formally under our control. Over the last 2 years we have acquired ownership or control all but 4.5 acres of the proposed development. The remaining 4.5 acres is currently in negotiations.
- **No Firm Commitments from Developers:** In the summer of 2015 we received 4 firm commitments from expert developers to partner on this project. As such we have selected Blair Williams of WiRED properties as our partner.
- **No Firm Commitment from UWM:** We have secured a letter of understanding from UWM to become a secondary tenant (in addition to an American Association Minor League Baseball expansion team) for the baseball stadium. UWM provides the only NCAA Division I program in the state.
- **Lack of Milwaukee County Involvement:** In 2014 there was a misconception that Milwaukee County was not involved and potentially not supportive. That was not the case then, and it is certainly not the case now. Milwaukee County remains supportive and engaged in all aspects of this development. They have been present at all meetings regarding the topic and we continue to meet with them regularly to discuss and plan for the development.
- **Experience Level of Operator:** While it was fair for the City to question our ability to operate a successful professional baseball franchise back in 2014, we are proud to showcase our capabilities as we now run 4 professional sports teams and have proven to be one of the better operators in our peer groups in 2 short years.

The city has also advanced its thinking around development since April 2014 and has signaled its desire to grow and develop, including commissioning GRAEF to perform a TID feasibility study of 3 major areas, one of which is the area (AREA A) in which this development would reside. Recent surveys of residents, data from Buxton, and conversations with retailers (mostly local), reveal meaningful retail opportunities exist for dining, shopping and entertainment products. Lastly, the city's recruitment and hiring of an Economic Development Director seem to demonstrate the city's commitment to projects like this.

We share these historical timelines because they are a foundational element of our mutual narrative. Ballpark Commons will only be successful through profound collaboration. Today, both the City and the development team have evolved and we believe we are all now ready to converge on a project that could redefine Franklin for decades to come in terms of economic growth, market perception, and community. Perhaps the timing wasn't right the first go around as it gave us an opportunity to sharpen our skills, experiences and understanding and to create a development team tailored to this development. The time **is** right now.

## **MARKET OUTREACH RESULTS**

The team conducted an open house and then door-to-door neighborhood outreach campaign during October, November and December of 2015 to review our first concept plan and to solicit feedback. We canvassed Hawthorne, Stonehedge, Whitnall Terrace subdivisions, knocked on (some more than once) 188 doors where we spoke with 131 residents, and conversations were less than one minute to more than 90 minutes each. In addition, we visited 48 businesses along Rawson/76th corridor (most with owners or managers). The following presents a summary of our results.

Adjacent homeowners were our top priority and outreach started with the closest properties in Hawthorne and Stone Hedge. Nearly everyone appreciated the personal outreach. The closer people live to the proposed development, the more likely they are to be opposed. If people are neutral or supportive, they don't want their neighbors to know.

Nearly all businesses closest to the Rawson/76th Street intersection strongly support the sports complex expansion because of increased vitality it would bring to this trade area. Some

mentioned that more rooftops would increase their customer base.

The thematic concerns can be organized into three groups: (i) South of Rawson/The Rock (Stonehedge), (ii) Northwest of Rawson/The Rock (Hawthorne), and (iii) Northeast of Rawson (Greendale) and are as follow:

South of Rawson/The Rock: TOP CONCERNS

Select homeowners in Stonhedge have shared with us that they built with the understanding that the proposed multi-family/mixed use site would be developed as R-3 executive single family lots, like their own. As a result, their top concern is decreased property values and safety given their perception of the likely caliber of renters.

South of Rawson/The Rock: PROPOSED RESOLUTION

Much of the issue results from a misconception that Residents believe that apartments will decrease their values, especially for those homes adjacent to the site proposed for rezoning. We have worked to provide research and insights to the neighbors to help transform perception to understanding. We will continue to inform the Residents on the scope of our project (high end apartments) from experts like Dr. Eppli aimed at debunking the theory that values will decrease and the caliber of potential renters is less than what is on par with Franklin as a whole. In addition, we propose the following:

1. Build a landscaped berm that separates the Stonehedge subdivision from the Ballpark Commons development.
2. Since many residents have interest in more detail about architecture, materials, landscaping, and renderings we will continue to engage with them during the initial planning phases.
3. Utilize two-story Townhomes as a transitional development product to reduce intensity of use adjacent to Stonehedge.
4. We have modified the placement of the apartments in relation to Stonehedge homes to further minimize potential visual or noise disturbances.

Northwest of Rawson/The Rock: TOP CONCERNS

The primary concerns for this area are environmental in nature. Given that parts of the proposed development reside on a landfill, Residents have concern about methane management. There are two reported methane incidents that occurred in the 1990s. In addition, there are concerns that heavy structures built on top of the waste could compound any perceived methane issues and/or create new environmental disturbances.

Northwest of Rawson/The Rock: PROPOSED RESOLUTION

We have affirmed to all residents that the DNR has ultimate approval authority and that, if the DNR denies this application, the sports development cannot be expanded. We have engaged in further discussions with the DNR and Milwaukee County about the concerns and while no one has denied our plans in the original concept, we have proposed three strategies to mitigate the above concerns:

1. Redesign and re-program the indoor sports complex from its original design such that it resides off the “lines of waste”, yet still achieves the visitor counts that support the business objectives of the larger development.
2. Redesign and rebuild the existing Methane management system upon construction of the development.
3. Utilize “light weight” and “non or minimal landfill penetrating” structural and engineering strategies for the Stadium.

North East of Rawson/The Rock: TOP CONCERNS

The main concerns for this area are lights and noise and mostly stem from Greendale and existing operations; however, other neighbors have mentioned concerns about the compounding nature of the development. The Rock has not been in violation of any City ordinances related to noise nor lights; however a few Residents remain skeptical that current levels are indeed

meeting these City ordinances. While there is much debate between a handful of Greendale residents and The Rock about what else can be done to further mitigate the concerns related to lights and noise, it is important to note that all light issues have been formally resolved over 18 months ago between The Rock and The City of Greendale.

*Northeast of Rawson/The Rock: PROPOSED RESOLUTION*

Our analysis and research suggest that the Ballpark Commons development would not create a compounding issue of light and noise. While we believe that the existing infrastructure at The Rock meets all City ordinance requirements, we also believe that the new developments surrounding the neighbors may act as buffer and help to reduce perceived intrusion. Having said that, we further propose that a formal consultant be hired to study the light and sound issues associated with the Stadium in order to make recommendations to us to utilize the best practices available to assure we are in compliance with city ordinances and to achieve the best and most reasonable solution available.

**MARKET STUDY RESULTS**

At the request of the City of Franklin, we commissioned Moegenburg Research to prepare a Market Study for the referenced property as of a current date. They made an inspection of the site on January 22, 2016, and conducted research relative to this study during January and February 2016. The function of the report is to assist the development team, with our internal decision making and discussions with the City of Franklin regarding the potential development opportunities which may exist at the property (the intended use). Moegenburg Research, Inc. has not provided consulting or valuation services regarding the referenced property during the past three years.

Their conclusions regarding the proposed multi-family component are included below (the full report is submitted as part of the submittal package):

- From a locational and demographic standpoint the City of Franklin compares well to the neighboring communities and is very similar (if not superior) to these communities that have or are beginning to see a surge of multi-family development.
- There has been little to no market rate, multi-family development (non-senior) within the City of Franklin in the most recent 10 to 15 years.
- Given the subject's linkages to employment, shopping, entertainment, and highways – market rate multi-family development makes sense.
- Positive location for all age groups from young professionals and families to empty nesters.
- The market has a need for new, higher-end multifamily developments. There hasn't been much, if any, new construction in recent years in the subject's market area, and there is an abundance of empty nesters, divorcees, and young families seeking quality multifamily housing.
- The market would tend to support higher-end developments that would include granite countertops, stainless-steel appliances, quality flooring packages, in-unit laundry, central air conditioning, high ceilings, and a moderate level of common area amenities.
- Occupancy rates are strong and the submarket likely has substantial (pent-up) demand.
- We feel that attainable rental rates for a proposed high-end development at the subject property would range from \$1.40 to \$1.60 per square foot on average. It should be emphasized that these are in current dollars. We expect there to be growth in rents from now until the time any new development could be constructed.
- Based on the marginal demand analysis there appears to be positive demand for new high-end multi-family product within the subject's PMA (5-mile radius) based on income qualified renter households with incomes of \$50,000-plus.
- Market-rate development would likely need some sort of government assistance given the dramatically increasing construction costs.

Our conclusions regarding the proposed ancillary commercial component are included below:

1. It appears that a potential baseball stadium development would spur ancillary commercial uses. Additionally, the inclusion of a multi-family component to the stadium would help to enhance the population of permanent and transient consumers to the area.
2. The residents of Franklin appear to desire more traditional retail and dining uses for the subject's immediate neighborhood. Such uses would complement the proposed baseball stadium and multi-family residential component.
3. Ancillary commercial uses (including retail and restaurant) should focus on local users in order to reflect the broader community as these users are more closely aligned to the specific interests of the community.
4. The proposed subject development would benefit from additional ancillary commercial uses (retail/restaurant) to service the needs of the potential consumers. The resulting overall development would be an all-encompassing community with a local identity.

5. Current market conditions support retail uses as a financially feasible use, while office and lodging uses are not currently financially feasible. However, given current market conditions, it is likely that any proposed ancillary use would have to be substantially pre-leased or have users in place (owner occupant), for any development to occur.
6. While not currently financially feasible, if the RevPar (Average Daily Rate x Occupancy) were to increase at a rate that is currently being realized by the competitive set, a lodging use could be financially feasible within approximately two years. This assumes that the neighboring Hampton Inn stabilizes as projected and realizes a RevPar that is in line with or superior to the competitive set.
7. It appears as though the proposed baseball stadium and indoor facility could generate enough overnight stays for an additional lodging facility in the immediate area; however, any future hotel development should potentially be phased in after the existing Hampton Inn facility nears a stabilized level of operations.
8. Any of these potential development uses are tied to the proposed development of the baseball stadium (i.e. if the stadium is not constructed, the other uses would not be financially feasible given current market conditions).

## **TRANSPORTATION**

The site is located at, and in the vicinity of, The Rock sports complex in Franklin, Wisconsin, generally lying on either side of West Rawson Avenue immediately west of South 76<sup>th</sup> Street and West Loomis Road. Numerous public roads exist in the area of the site, including:

- West Loomis Road (S.T.H. 36)
- South 76<sup>th</sup> Street
- West Rawson Avenue
- Crystal Ridge Drive
- Old Loomis Road
- West Loomis Road On-ramps and Off-ramps

Currently, the parcels that make up the site have direct access from Crystal Ridge Drive, West Rawson Avenue and Old Loomis Road. There is presently no direct site access from South 76<sup>th</sup> Street, West Loomis Road, or its ramps.

As part of this project plan, it is proposed that the Wisconsin Department of Transportation will be engaged to explore the possibility of eliminating the West Loomis Road ramps and Old Loomis Road in favor of signalized direct roadway connections to West Loomis Road. This will allow for the highest and best use of the lands surrounding the roadway crossing, not only for this project, but for surrounding lands, as well. A Design Review team meeting has been scheduled with the Wisconsin DOT to begin this discussion and to gain an understanding of the process that may be involved to achieve these objectives.

Upon removal of the discussed existing roadway elements, new roadways and intersections will be constructed to serve the corridor. A new urban section public street will be installed from South 76<sup>th</sup> Street, around the proposed stadium and connecting back to West Rawson Avenue. From that point, the new street will extend south of West Rawson Avenue and connect to West Loomis Road at a new signalized intersection. A second traffic signal will be installed south of this location, at West Warwick Way, to provide direct public safety access to Stone Hedge Subdivision. Finally, a third signalized connection to West Loomis Road will be made at some point to the north of West Rawson Avenue. Exact locations and configuration of these intersections will be determined through discussions with project stakeholders and evaluation of necessary engineering considerations. *[This new public street is identified and discussed in the North of Rawson and South of Rawson sections of this submittal]*

It is expected that the aforementioned new streets will include sidewalks, bicycle lanes, on-street parking, landscaped boulevards, or combinations thereof. Decorative street lighting tied to a uniform development theme will also be included in the project plan.

**UTILITIES**

The properties included in this development area are not presently served by public sewer and water. Public water and sewer facilities do, however, exist in the general vicinity of the site, and as part of this development plan, would be extended to the property. Watermain currently exists on the south side of West Rawson Avenue, east of West Loomis Road, near the Sudz Wash and Lube property. From this location, watermain will be bored beneath Loomis Road and extended into the development. Sanitary sewer is present at the far northeast corner of the site, near the South 76<sup>th</sup> Street bridge over the Root River. The existing sewer is an 84-inch MMSD interceptor sewer, with an apparent line stubbed to the south to accommodate a proposed future connection. Sewer would be extended from said stub, south along South 76<sup>th</sup> Street to the north side of West Loomis Road, and into the site. Sanitary sewer also exists in Stone Hedge Subdivision and has been stubbed from there to accommodate future development. Because of limited available capacity in the Stone Hedge sewers, it is likely that the Ballpark Commons development will utilize a combination of that sewer and the MMSD sewer.

The extensions of public sanitary sewer and water facilities for the Ballpark Commons project also opens up the possibility of extending those services to Whitnall View Subdivision. There will need to be discussions about whether or not the residents want to be connected, however, the work completed as part of the Ballpark Commons project will put them within reach of those facilities.

Private utilities, such as gas, electric, telephone and cable will be coordinated with each applicable utility company. Exact arrangements of shared parking and drives will be determined upon final site planning, and incorporated into the agreements for each end user. As requested by City staff, a parking study will be performed in conjunction with detailed site design in order to evaluate parking supply and demand relative to the proposed layout. With the desire to minimize and share surface parking, there will also be a need to handle snow storage in an organized manner. With submittal of detailed engineering plans, snow storage areas will be defined and user agreements developed for implementation of a snow management plan.

While this submittal does not include formal engineered solutions for utilities, our preliminary conversations with City staff and our review of the existing site conditions suggest that the development as proposed in this submittal can be supported by all required utilities.

**NATURAL RESOURCES**

The subject properties primarily consist of former landfill north of West Rawson Avenue and undeveloped lands south of West Rawson Avenue. During previous phases of the site development, natural resource features were delineated on the lands north of Rawson. To the extent possible, those previous records have been utilized to establish any potential resource impacts resulting from this proposal. Areas south of Rawson have not been previously investigated, so available information sources, such as the Wisconsin DNR Surface Water Viewer and aerial photography have been used to develop approximate natural resource feature boundaries. A Natural Resource Protection Plan (NRPP) has been developed and is included as an appendix to this submittal.

To the north of Rawson, the majority of natural resource features, including the Root River, associated floodplain, wetlands and mature woodlands, exist along the northerly property boundary in areas not proposed for development. A pocket of wetland and woodland also exists outside of the former landfill limits near the south property boundary. This particular area is within the development limits, so permits and approvals will have to be procured from the City of Franklin, Army Corps of Engineers and Wisconsin Department of Natural Resources in order to proceed with development in that area. Likewise, the undeveloped lands south of West Rawson Avenue appear to contain wetlands and woodlands. Because these features are also within the development limits, permits and approvals will be required for these areas, as well.

As soon as weather and growing conditions allow, a detailed site investigation will be performed and the Natural Resource Protection Plan adjusted, as necessary. Until such time as that on-site investigation is completed, the natural resource areas and percentage of proposed disturbance should be considered approximate. Once areas of natural resource interest and proposed natural resource disturbance areas are firmly established through on-site delineations and final site planning, the Natural Resource Special Exception and Individual Permit processes will begin through the City of Franklin and Wisconsin DNR, respectively. It is expected that a combination of wetland bank credit purchase and fee-in-lieu payment will be utilized to account for wetland acreage disturbed through development activities. The Development team expressly acknowledges and accepts both the WDNR and City of Franklin requirements and limitations on development of wetlands areas, inclusive of mitigation.



**LANDSCAPING**

- Stadium and Sports Area:

Landscape treatment adjacent to the proposed ballpark and indoor sports complex will feature scale appropriate design to provide a transition from built elements to define pedestrian areas proposed in this area of the plan. This will be achieved by foundation plantings that relate to architectural design components of the indoor facility and ballpark stadium.

Further emphasizing the pedestrian scale, public terrace/plaza areas adjacent to the facilities will feature an urban scale and design aesthetic for patio and pavilion areas, diverse pedestrian seating opportunities, canopy shade trees and bicycle parking and refuse disposal in a unified, consistent manner. Activity areas will be clearly defined by paving design and decorative surface materials, wayfinding, landscape treatment and seating. Heights of structures in the area will be transitioned with appropriately scaled vegetation selections and integration of pedestrian elements. The area will be defined by landscape and hardscape design treatments to feature an 'urban district' feel associated with the activity nodes of the ballpark stadium and indoors sports complex.

- Mixed-Use (North):

Landscape treatment for mixed-use areas to the north adjacent to the ballpark, indoor sports complex and associated structures and land uses along Loomis Rd. will have a distinct open campus feel incorporating stormwater management, pedestrian connectivity networks and landscape design. Landscape treatment for mixed-use and open space areas will include large, canopy trees, native perennial and seed mix design associated with integration of stormwater management features and defined turf areas for group and pedestrian activity. Pedestrian path networks and connectivity will be delineated by wayfinding, canopy tree orientation and vegetation cover for large swaths of land associated with the W. Loomis Rd. corridor.

- Mixed-Use (South):

Landscape treatment for mixed-use areas south of Rawson Ave. will feature consistent design elements as the 'urban district' associated with the ballpark and indoor sports complex north of Rawson Ave. This area will incorporate activity areas adjacent to retail/mixed-use buildings defined by hardscape terrace paving design, shade trees and pedestrian amenities including bicycle parking, refuse disposal and seating. This area will be a continuation of the landscape treatment associated with the ballpark and indoor sports complex district.

- Multi-Family Residential

Landscape treatment for the multi-family residential land use plan will feature vegetative buffer design to transition and soften sightlines to adjacent single-family properties and the W. Loomis Rd. corridor. This will include a 60-foot vegetative screen with varying opacities to feature deciduous and evergreen planting materials designed with grade and berming to provide a transitional screen to the adjacent Stonehedge neighborhood to the west. Traditional foundation design will provide scale and interest to multi-family buildings, entries and outdoor space. Underground parking access will be screened from adjoining properties and street networks by utilizing appropriate grade design and vegetative materials. Open space design associated with multi-family land use will provide open lawn areas, shade trees, and pedestrian connectivity to buildings and structures. Stormwater management will be integrated within open space landscape treatment and design for multi-family sites. Open space design will serve as an amenity to residential tenants and visitors.

**SPECIFIC USES / ZONING**

This development plan contemplates mixed-use north of West Rawson Avenue, and multi-family, mixed-use, retail and office south of West Rawson Avenue. Please note that the existing BMX track is to be moved as part of the proposed plan. In addition to those uses specifically permitted as part of the existing Planned Development District 37 and underlying R-8, B-4 and OL-2 districts, the following specific activities are hereby requested to be allowed as permitted uses:

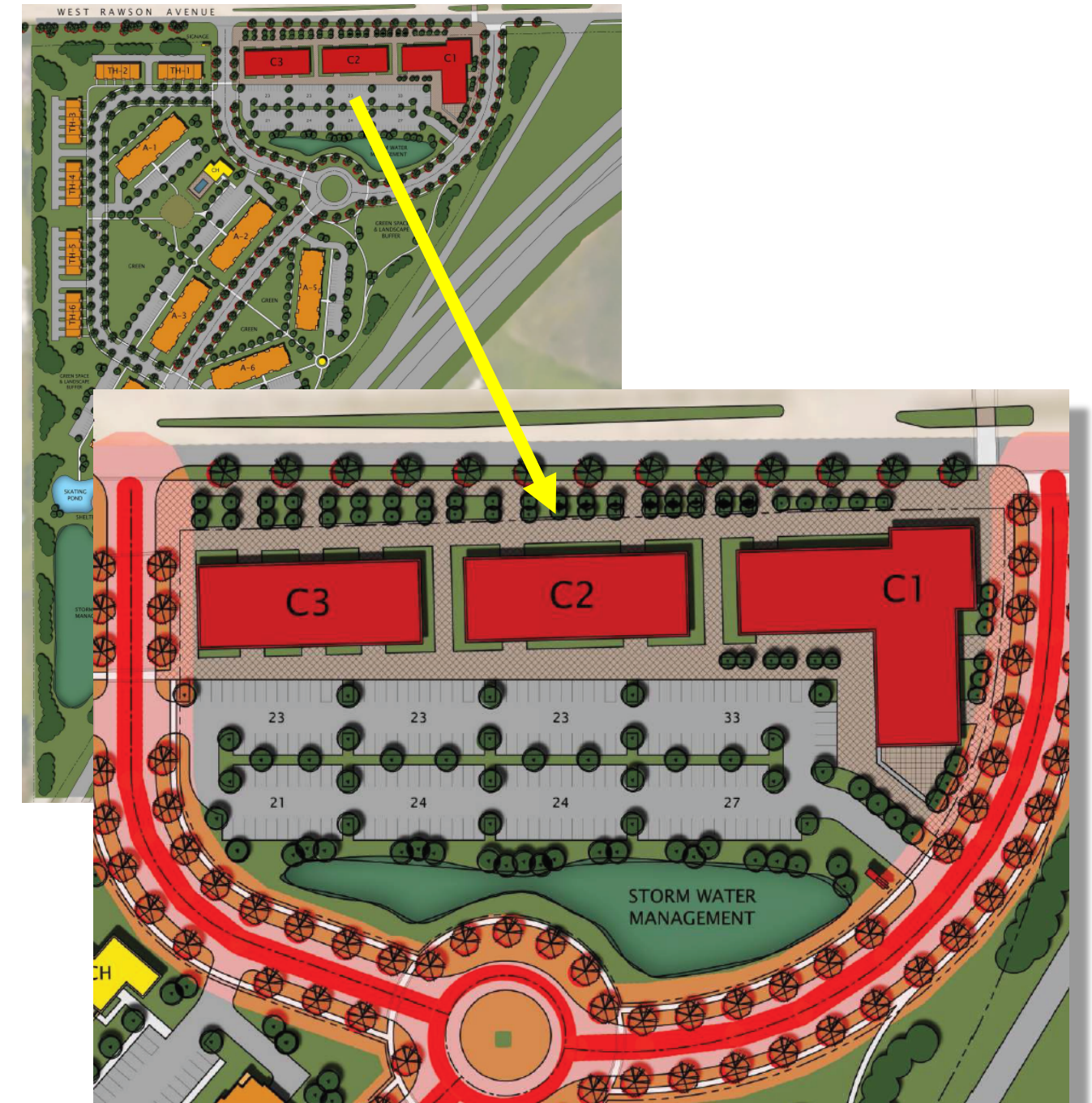


- Golf Driving Range
- Concerts / Live Music (either within stadium or in Ballpark Plaza pavilion)
- Sand Volleyball
- Hotel in the Commercial Area south of W. Rawson Avenue (identified as building C1 on that plan) or north of West Rawson Avenue in the Mixed Use North Area.

In order to best take advantage of the available lands and to design a vibrant pedestrian-friendly, mixed use development, it is requested that building and parking setbacks be waived in consideration of shared parking and interconnected pedestrian amenities. In the interests of providing a true mixed-use urban destination, we are suggesting specific zoning standards for each component and area of the overall development. The following tables present the zoning requirements for the areas as identified in the site plan.

**BALLPARK COMMONS  
MIXED-USE SOUTH AREA DEVELOPMENT STANDARDS**

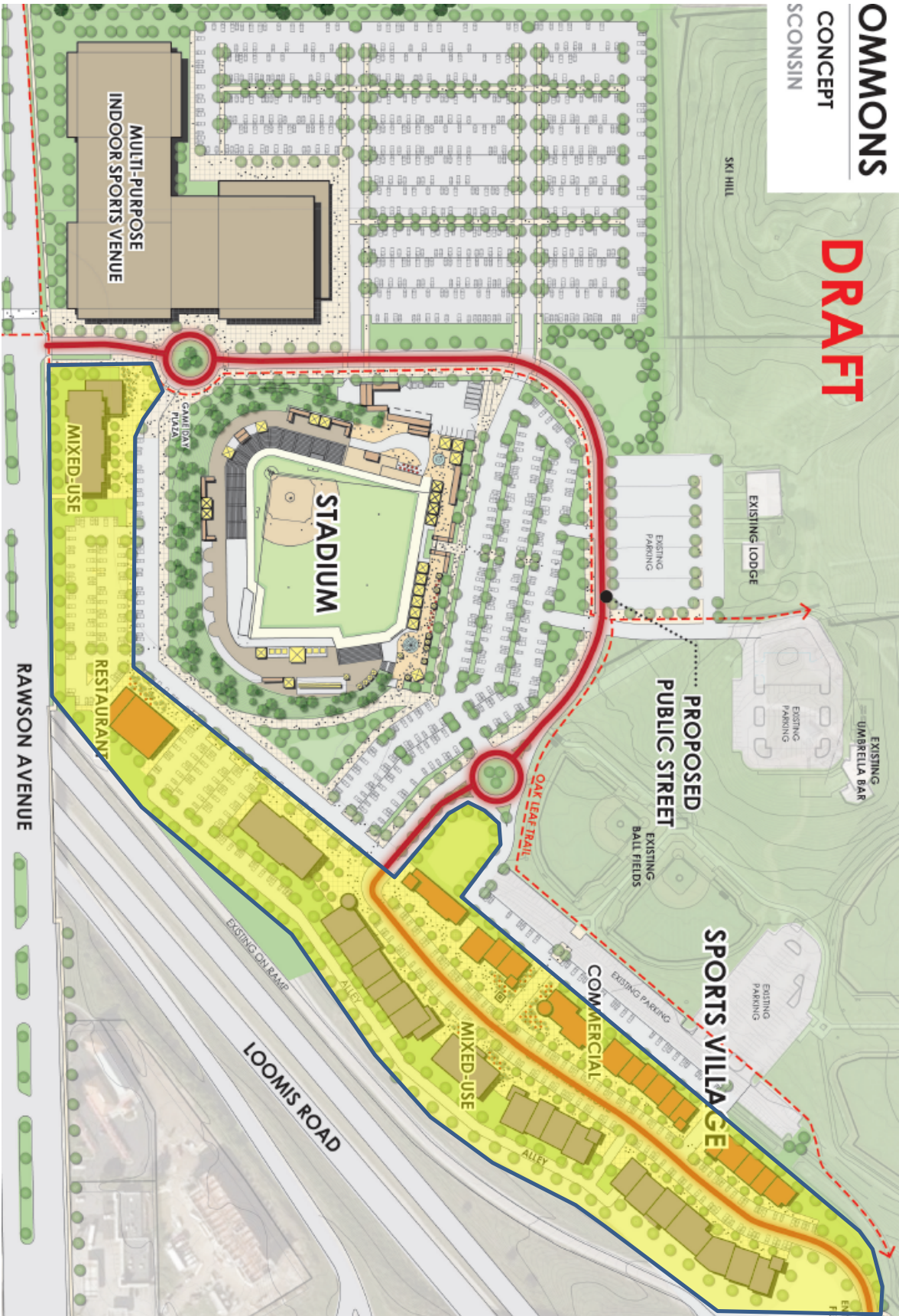
| Type of Standard                                                                                                                                                                                                                                                                                                                                                               | Standard |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| <b>Landscape Surface Ratio and Floor Area</b>                                                                                                                                                                                                                                                                                                                                  |          |
| Minimum Landscape Surface Ratio (LSR)                                                                                                                                                                                                                                                                                                                                          | 0.25     |
| <b>Lot Dimensional Requirements</b>                                                                                                                                                                                                                                                                                                                                            |          |
| Minimum Lot Area (square feet)                                                                                                                                                                                                                                                                                                                                                 | 20,000   |
| Minimum Lot Width at Setback Line (feet)                                                                                                                                                                                                                                                                                                                                       | 100      |
| Minimum Front Yard (feet)                                                                                                                                                                                                                                                                                                                                                      | 25       |
| Minimum Side Yard (feet)                                                                                                                                                                                                                                                                                                                                                       | 10       |
| Minimum Side Yard on Corner Lot (feet)                                                                                                                                                                                                                                                                                                                                         | 25       |
| Minimum Rear Yard (feet)                                                                                                                                                                                                                                                                                                                                                       | 20       |
| Upon approval of Site Plans, the Plan Commission may waive the minimum building setbacks from the interior lot line of a property zoned PDD No. 37 when abutting another property zoned PDD No. 37. The Plan Commission shall consider the applicable standards for Site Plans, Special Uses, Land Combinations, and Land Division applications in making such determinations. |          |
| Minimum Shore Buffer (feet)                                                                                                                                                                                                                                                                                                                                                    | 75       |
| Minimum Wetland Buffer (feet)                                                                                                                                                                                                                                                                                                                                                  | 30       |
| Minimum Wetland Setback (feet)                                                                                                                                                                                                                                                                                                                                                 | 50       |
| <b>Maximum Building Height</b>                                                                                                                                                                                                                                                                                                                                                 |          |
| Principal Structure (stories/ft.)<br>(as measured to finished ceiling of top floor)                                                                                                                                                                                                                                                                                            | 5.0      |
| Accessory Structure (stories/ft.)                                                                                                                                                                                                                                                                                                                                              | 1.0/35   |
| The stated maximum height regulations may be increased pursuant to the granting of a Special Use permit.                                                                                                                                                                                                                                                                       |          |





BALLPARK COMMONS  
MIXED-USE NORTH AREA DEVELOPMENT STANDARDS

| Type of Standard                                                                                                                                                                                                                                                                                                                                                               | Standard                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| Landscape Surface Ratio and Floor Area                                                                                                                                                                                                                                                                                                                                         |                                                                   |
| Minimum Landscape Surface Ratio (LSR)                                                                                                                                                                                                                                                                                                                                          | 0.25 <sup>a</sup>                                                 |
| Lot Dimensional Requirements                                                                                                                                                                                                                                                                                                                                                   |                                                                   |
| Minimum Lot Area (square feet)                                                                                                                                                                                                                                                                                                                                                 | 20,000                                                            |
| Minimum Lot Width at Setback Line (feet)                                                                                                                                                                                                                                                                                                                                       | 100                                                               |
| Minimum Front Yard (feet)                                                                                                                                                                                                                                                                                                                                                      | 25                                                                |
| Minimum Side Yard (feet)                                                                                                                                                                                                                                                                                                                                                       | 10                                                                |
| Minimum Side Yard on Corner Lot (feet)                                                                                                                                                                                                                                                                                                                                         | 25                                                                |
| Minimum Rear Yard (feet)                                                                                                                                                                                                                                                                                                                                                       | 20                                                                |
| Upon approval of Site Plans, the Plan Commission may waive the minimum building setbacks from the interior lot line of a property zoned PDD No. 37 when abutting another property zoned PDD No. 37. The Plan Commission shall consider the applicable standards for Site Plans, Special Uses, Land Combinations, and Land Division applications in making such determinations. |                                                                   |
| Minimum Shore Buffer (feet)                                                                                                                                                                                                                                                                                                                                                    | 75                                                                |
| Minimum Wetland Buffer (feet)                                                                                                                                                                                                                                                                                                                                                  | 30                                                                |
| Minimum Wetland Setback (feet)                                                                                                                                                                                                                                                                                                                                                 | 50                                                                |
| Minimum Total Living Area per Commercial Apartment Dwelling Unit (D.U.)                                                                                                                                                                                                                                                                                                        |                                                                   |
| For less than 3 D.U.'s per structure for one bedroom D.U.                                                                                                                                                                                                                                                                                                                      | 700 sq. ft.<br>(plus 200 sq. ft. for each bedroom over 1 bedroom) |
| For 3 or more D.U.'s per structure                                                                                                                                                                                                                                                                                                                                             | (see Table 15-3.0442D.1.)                                         |
| <sup>a</sup> Commercial apartments may be permitted on the upper levels of a multi-story building only. The minimum landscape surface ratio (LSR) for the entire site (inclusive of those areas designated as multi-family) shall be 0.35.                                                                                                                                     |                                                                   |
| Maximum Building Height                                                                                                                                                                                                                                                                                                                                                        |                                                                   |
| Principal Structure (stories/ft.)<br>(as measured to finished ceiling of top floor)                                                                                                                                                                                                                                                                                            | 4.0/55                                                            |
| Accessory Structure (stories/ft.)                                                                                                                                                                                                                                                                                                                                              | 1.0/35                                                            |
| The stated maximum height regulations may be increased pursuant to the granting of a Special Use permit.                                                                                                                                                                                                                                                                       |                                                                   |



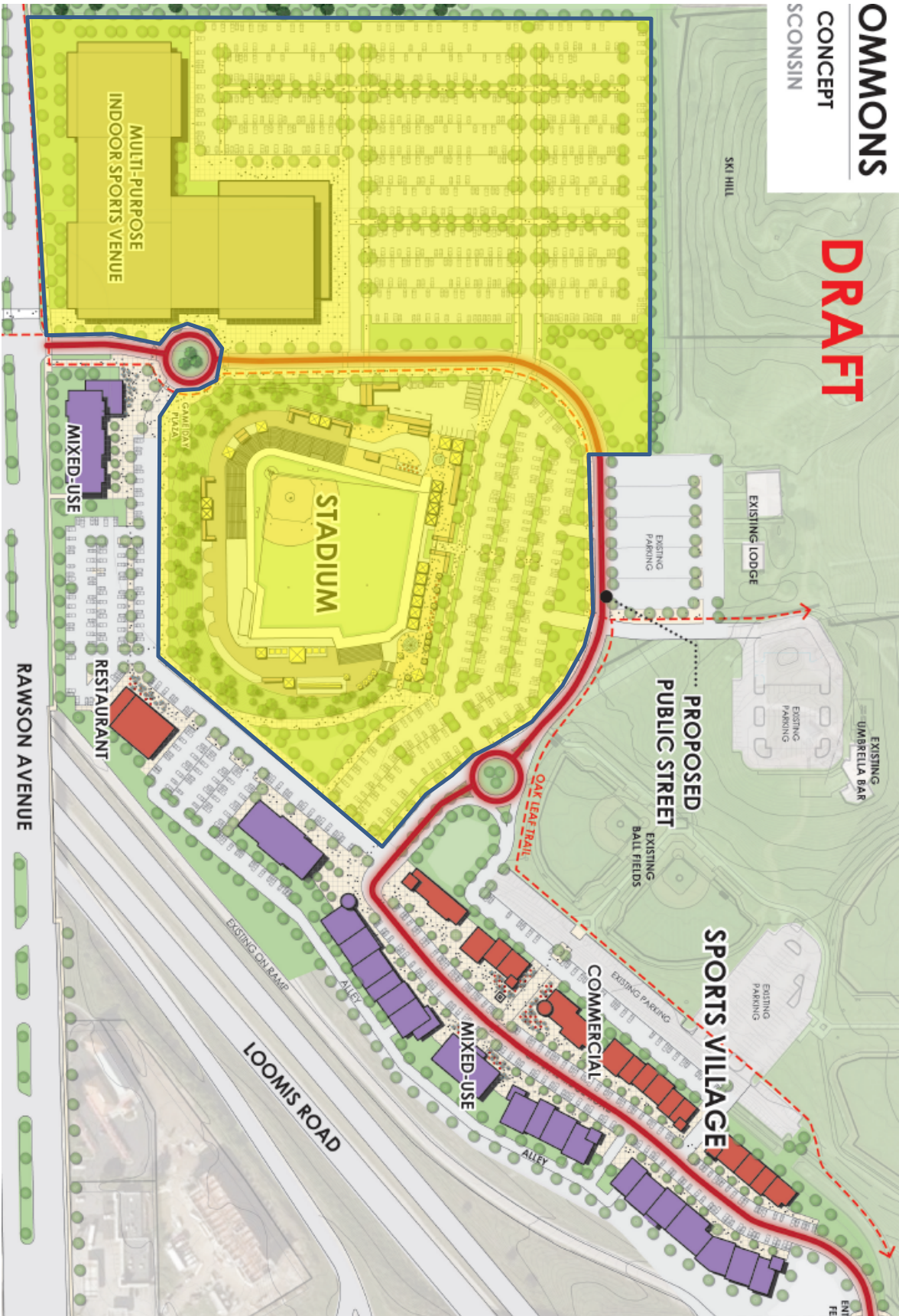


**BALLPARK COMMONS**  
**MULTI-FAMILY RESIDENTIAL AREA DEVELOPMENT STANDARDS**

| Type of Standard                                                                                                                                                                                                                                                                                                                                                               | Standard                                                                     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| <b>Minimum Open Space Ratio and Maximum Density</b>                                                                                                                                                                                                                                                                                                                            |                                                                              |
| Open Space Ratio (OSR)                                                                                                                                                                                                                                                                                                                                                         | 0. 20                                                                        |
| Gross Density (GD)                                                                                                                                                                                                                                                                                                                                                             | 9.50                                                                         |
| Net Density (ND)                                                                                                                                                                                                                                                                                                                                                               | n/a                                                                          |
| The stated maximum density regulations may be increased pursuant to the granting of a Special Use permit.                                                                                                                                                                                                                                                                      |                                                                              |
| <b>Lot Dimensional Requirements</b>                                                                                                                                                                                                                                                                                                                                            |                                                                              |
| Minimum Lot Area (square feet)                                                                                                                                                                                                                                                                                                                                                 | (see below)                                                                  |
| Minimum Lot Width at Setback Line (feet)                                                                                                                                                                                                                                                                                                                                       | (see below)                                                                  |
| Minimum Front Yard (feet)                                                                                                                                                                                                                                                                                                                                                      | (see below)                                                                  |
| Minimum Side Yard (feet)                                                                                                                                                                                                                                                                                                                                                       | (see below)                                                                  |
| Minimum Side Yard on Corner Lot (feet)                                                                                                                                                                                                                                                                                                                                         | (see below)                                                                  |
| Minimum Rear Yard (feet)                                                                                                                                                                                                                                                                                                                                                       | (see below)                                                                  |
| Upon approval of Site Plans, the Plan Commission may waive the minimum building setbacks from the interior lot line of a property zoned PDD No. 37 when abutting another property zoned PDD No. 37. The Plan Commission shall consider the applicable standards for Site Plans, Special Uses, Land Combinations, and Land Division applications in making such determinations. |                                                                              |
| Minimum Shore Buffer (feet)                                                                                                                                                                                                                                                                                                                                                    | 75                                                                           |
| Minimum Wetland Buffer (feet)                                                                                                                                                                                                                                                                                                                                                  | 30                                                                           |
| Minimum Wetland Setback (feet)                                                                                                                                                                                                                                                                                                                                                 | 50                                                                           |
| <b>Maximum Building Height</b>                                                                                                                                                                                                                                                                                                                                                 |                                                                              |
| Principal Structure (stories/ft.)                                                                                                                                                                                                                                                                                                                                              | 3 Stories / 43 feet from entry grade to 3 <sup>rd</sup> floor finish ceiling |
| Accessory Structure (stories/ft.)                                                                                                                                                                                                                                                                                                                                              | (see below)                                                                  |
| The stated maximum height regulations may be increased pursuant to the granting of a Special Use permit.                                                                                                                                                                                                                                                                       |                                                                              |
| Attached garages are required for single and two family uses.                                                                                                                                                                                                                                                                                                                  |                                                                              |







**BALLPARK COMMONS**  
**STADIUM AND SPORTS AREA DEVELOPMENT STANDARDS**

Applicant proposes to work collaboratively with the City to draft and execute appropriate zoning standards for this area. Applicant proposes that the base standards for the portions of the Multi-Purpose Indoor Sports Venue (as further described below) that front on West Rawson Avenue mirror those standards for the Mixed-Use North Area as presented above.

**ADDITIONAL REQUIREMENTS:**A. Statement of Purpose:

This zoning district is established to allow for the construction of:

1. A baseball stadium north of West Rawson Avenue.
2. A multi-purpose indoor / outdoor sports and recreational facility with connected and/or separate physical structures.
3. Up to 100,000 square feet of commercial buildings north of West Rawson Avenue, including a hotel if a hotel is not developed on the portion of the site south of West Rawson Avenue
4. 2-Story and 3-story multi-dwelling unit residential buildings totaling not more than 303 total residential dwelling units, a 1- or 2-story club house and related amenities south of West Rawson Avenue
5. Up to three commercial buildings south of West Rawson Avenue including a hotel. The total commercial square footage, excluding the hotel, shall not exceed 50,000 square feet.

B. Permitted Uses:

The following uses are Permitted in this Planned Development District (PDD):

1. Medium Density multi-family residential development and accessory uses, including but not limited to swimming pool(s), patios, club house(s), recreation facilities, maintenance facilities, activity rooms and sales/marketing center.
2. The residential portion of the development south of West Rawson Avenue shall consist of up to 303 dwelling units in up to thirteen buildings.
3. The commercial portion of the development south of West Rawson Avenue shall include up to three buildings with not more than 50,000 square feet of commercial space and the buildings may include residential units above commercial space that do not count toward the 303-unit limit for the residential use. The commercial portion may include a hotel as one of the buildings, which shall not count toward the commercial square footage total.
4. Stadium and attendant uses.
5. Golf Driving Range.
6. Live Music / Entertainment.
7. Hotel – one hotel shall be Permitted in the Mixed-Use North Area or the Mixed-Use South Area.
8. Multi-family residential over commercial space in multi-story buildings.

C. Conditional Uses:

The following uses may be allowed in this Planned Development District (PDD) subject to the provisions of Franklin Unified Development Ordinance (UDO):

1. Those Uses that are stated as Conditional Uses in the R-8 and OL-1 Zoning Districts per Franklin Unified Development Ordinance.
2. Multiple Dwelling-Unit Buildings and those associated Accessory Uses shall be Permitted Uses per Section B(3) above.

D. Floor Area Ratio:

The maximum Floor Area Ratio permitted with this Planned Development District (PDD) is as indicated on the approved Site Plan.

E. Building Height:

In this PDD, no residential building or structure shall exceed stories (3) nor forty-three (43) feet from entry elevation to the finish ceiling of the third floor. The commercial and/or mixed use buildings shall be not higher than 4-stories and the hotel shall be not taller than 5-stories.

F. Yard Requirements:

The buildings shall be a minimum of thirty (30) feet apart (excluding accessory structures). The buildings shall be at no point closer than fifteen (15) feet to the private drive. The buildings shall be setback from the public street a minimum of fifteen (15) feet and a minimum of twenty (20) feet shall be provided from the back of sidewalks to garage doors.

G. Usable Open Space:

Usable Open Space totaling no less than 1,000 s.f. per dwelling unit shall be provided. Balconies which are accessible only from dwelling units may be counted as Usable Open Space and may be counted for up to 50% of the required Usable Open Space. The minimum balcony size to be used in the Open Space calculations shall be 4'-0" x 8'-0".

H. Accessory Off-Street Parking & Loading:

In this Planned Development District (PDD), the following minimum Off-Street Parking & Loading facilities shall be provided:

1. Passenger Vehicles – Not less than 1.4 stalls per dwelling unit
2. Off-Street Loading - No Minimum Requirement

I. Signage:

In this PDD, signage shall be governed by a separately produced, approved and recorded Master Signage Plan.

J. Lighting:

In this PDD, lighting shall be provided as shown on the recorded plans.

K. Landscaping:

In this PDD, landscaping shall be provided as shown on the recorded plans.

L. Road Infrastructure

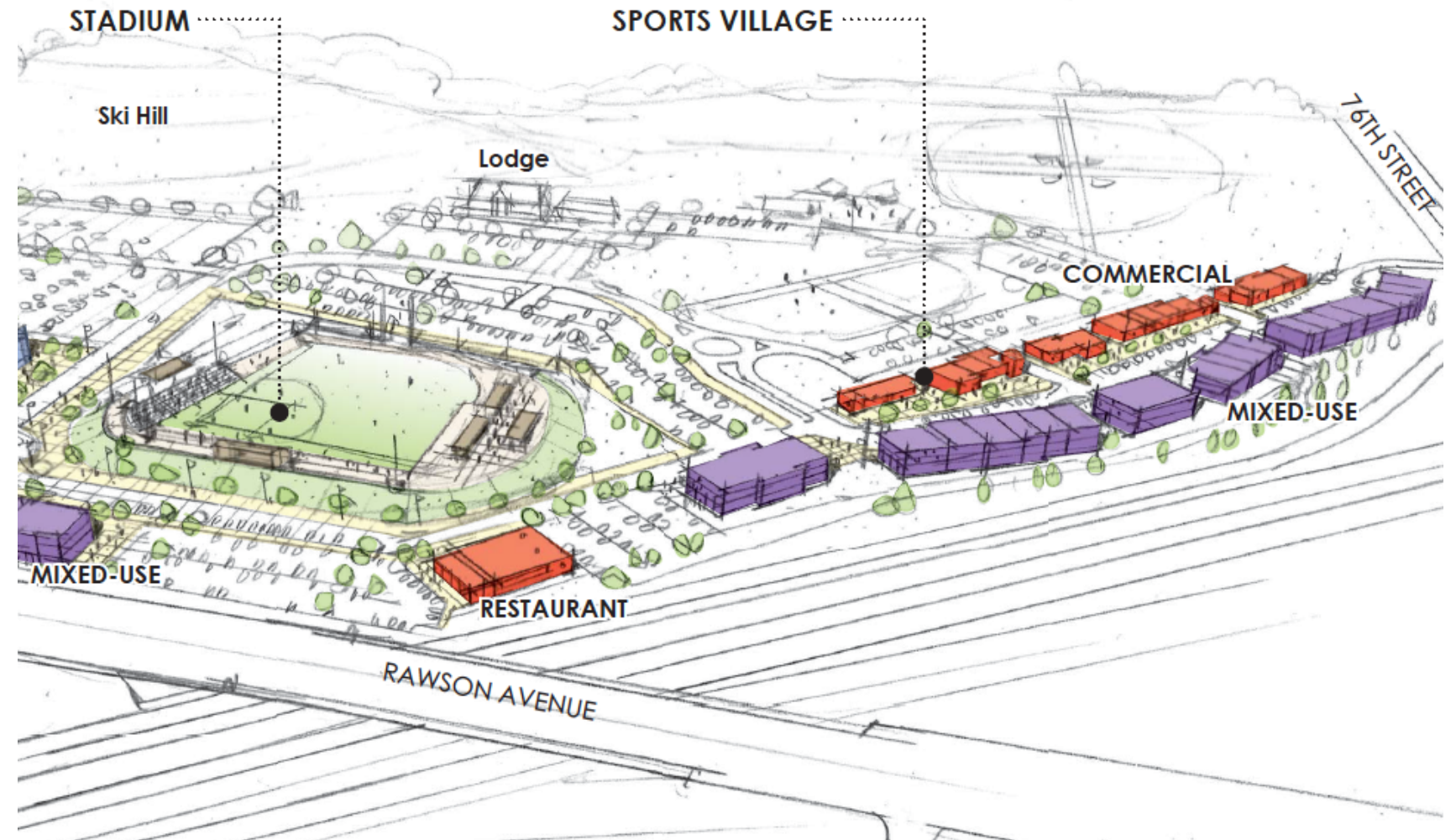
At the time of this submission, the developer has included road infrastructure that is anticipated to be dedicated to the City. The specific location and extent of that infrastructure will be determined subsequent to this submittal. Alterations to this General Development Plan that arise from the relocation of the public infrastructure shall not be deemed to be major alterations to the General Development Plan provided that the resulting changes do not exceed the bulk requirements established in this PDD General Development Plan.

M. Alterations & Revisions:

No major alteration or revision to this PDD shall be permitted unless approved by the City of Franklin Plan Commission. However, the Zoning Administrator may issue permits for minor alterations and/or additions which are approved by both the Director of Planning & Development and the Alderperson of the District. These minor alterations and/or additions shall be compatible with the concept approved by the City of Franklin Common Council.



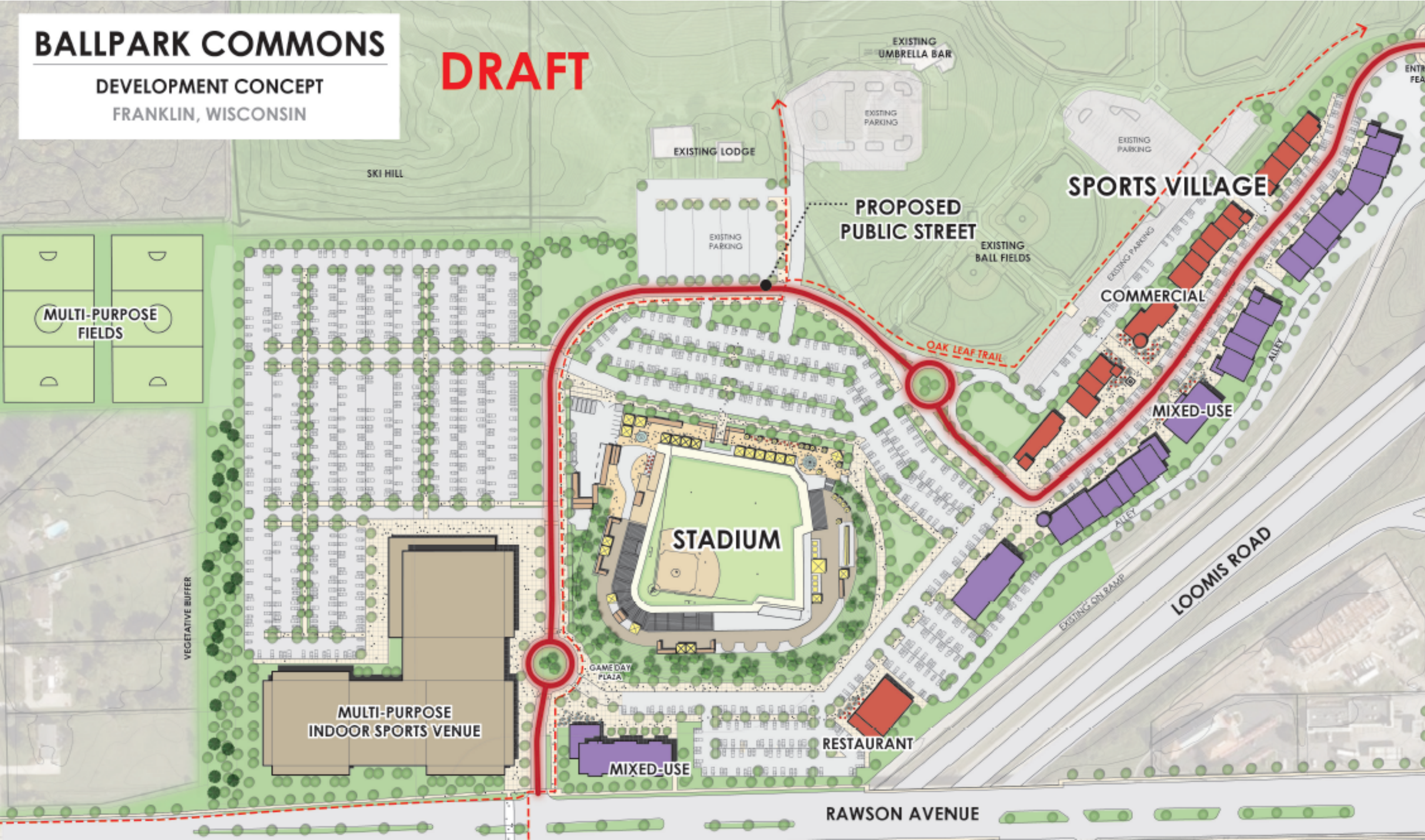
BALLPARK COMMONS  
North of Rawson  
FRANKLIN, WISCONSIN



AMENDED PDD / GDP



This section of this Submittal is intended to provide specific information and detail regarding the area of Ballpark Commons located north of West Rawson Avenue as shown below.





## PROJECT LOCATION & GENERAL DESCRIPTION

### LOCATION

The site is located at, and in the vicinity of, The Rock sports complex in Franklin, Wisconsin, generally lying on the north side of West Rawson Avenue immediately west of South 76<sup>th</sup> Street and West Loomis Road. The site is further bounded by Milwaukee County lands to the north and a residential subdivision to the west.

### EXISTING CONDITIONS

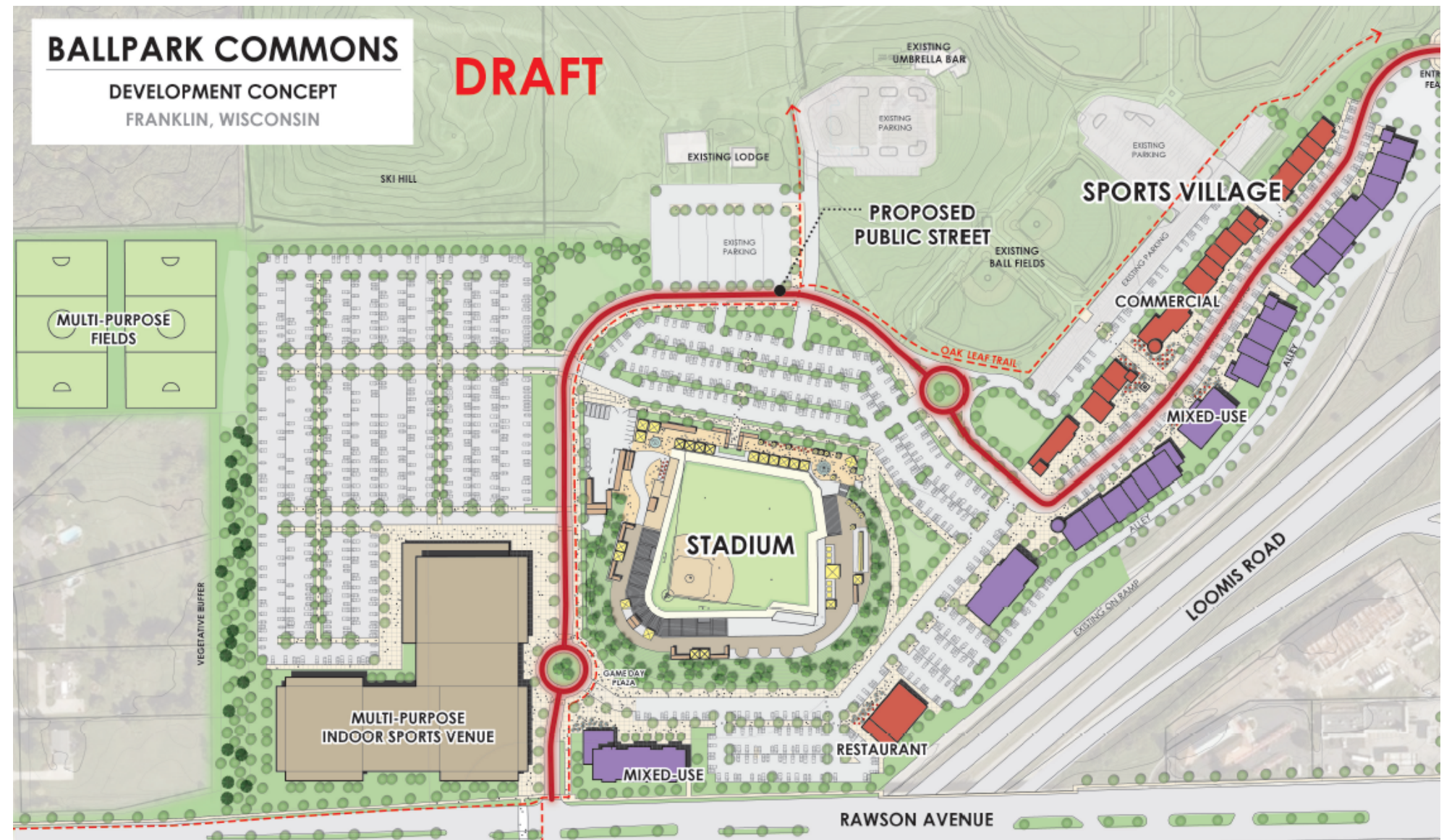
The subject property is currently partially developed. The Rock sports complex improvements are located in their entirety in this portion of the overall development. This property also includes undeveloped lands formerly owned by WisDOT and now owned by the applicant, as well as unimproved Milwaukee County lands located both within and outside the boundaries of the landfill.

### PROJECT DESCRIPTION

The development is to be comprised of a new baseball stadium, a multi-purpose indoor / outdoor sports and entertainment venue, mixed commercial uses such as restaurants and retail, a potential hotel, and potential residential apartments over retail space.

The development also includes such features as:

- Direct connection to the Oak Leaf Trail
- A new public street identified in red in the plan at right
- Substantial pedestrian connections throughout the site and to the south across Rawson.



The public street identified in red above shall be constructed to City of Franklin standards including a minimum 40' curb to curb with privately maintained parkways and sidewalks on each side. According to the plan as presented, we also anticipate creating substantial on-street parking to support the mixed-use and commercial uses along the street. This may result in a larger ROW cross-section. We anticipate working collaborative with the City to arrive at the appropriate solution.



## Development Narrative

As discussed throughout this submittal, the fundamental objective for Ballpark Commons is to create a dynamic, engaged community. The Stadium will act as the anchor of that development. The addition of a multi-purpose indoor / outdoor sports venue allows the level of activity at Ballpark Commons to continue into the seasons during which there is no baseball.

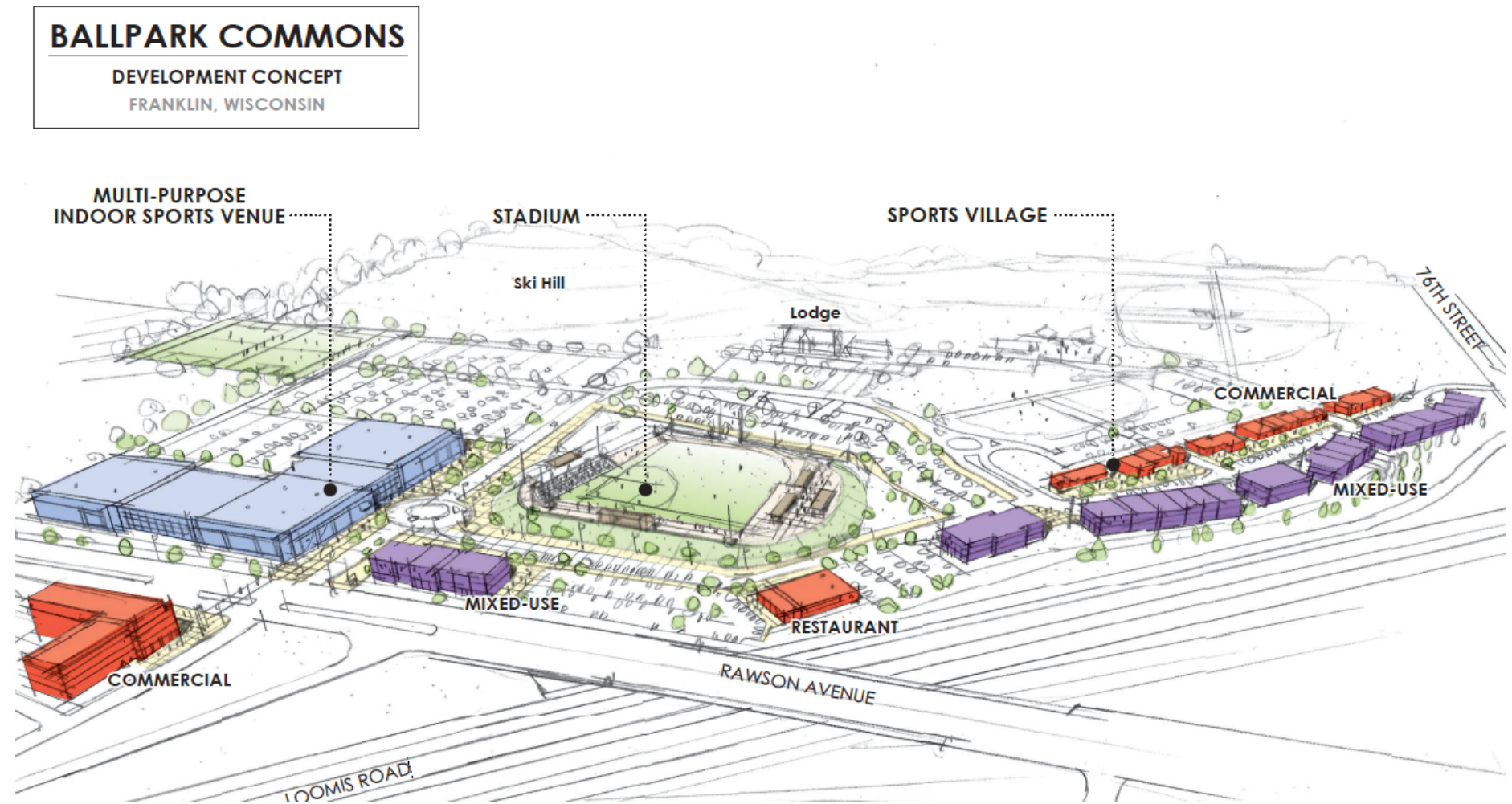
The plan incorporates a mixed-use building holding the corner at the fully signalized intersection of the new public road and West Rawson Avenue. This building will be contextualized by the new multi-purpose facility and the hotel located to the southwest. Strong pedestrian connections across Rawson will help to establish this corner as a high-identity and high-activity node within Ballpark Commons and Franklin.

To the east of that corner, the plan incorporates a free-standing restaurant pad. That location allows for high visibility as well as dynamic shared parking with the mixed-use to the west and the Stadium itself.

Finally, the plan presents a “Sports Village” with a central Main Street. This village is contemplated as a pedestrian-oriented retail and mixed-use environment. We will target food and beverage as well as health and wellness, professional service providers, and traditional boutique retailers as commercial tenants. The plan also accommodates residential over the commercial uses in the Sports Village.

Parking will be a fundamental component of Ballpark Commons to the north of West Rawson Avenue. As presented on plan, there is a total of 1,920 parking stalls exclusive of the parking already provided at The Rock. But, the plan also presents a maximum density of retail and commercial uses in excess of our projections. We anticipate no more than 100,000 square feet of total commercial space. This reduction in space versus plan will likely result in an additional 100 stalls as compared to plan. With The Rock’s existing ~430 stalls, we anticipate over 2,400 parking stalls to service the overall community.

At sell-out capacity of ~4,000, and at the league standard parking ratio of 3:1, the Stadium would require 1,333 stalls. This would leave approximately 1,100 stalls to service the balance of the uses on site. At a ratio of 4 stalls per thousand square feet, those stalls could accommodate 275,000 square feet of additional uses. With approximately 100,000 of commercial uses and with the proposed multi-purpose indoor / outdoor sport facility and the existing uses, we believe the overall parking count is appropriate. This becomes even more compelling once shared parking is considered.





## PROPOSED GDP ZONING TEXT

Please refer to the first section of this Submittal for proposed zoning text.

## GENERAL DEVELOPMENT PLAN DATA

### General Development Site Plan Data

At the time of this General Development Plan the bulk requirements are established by the plans as presented. The exact data is subject to change as the project's design is further developed. However, the final data shall meet all General Development Plan Zoning Standards.

### Stadium Area Plan Data

As presented, the plan anticipates a Stadium to be engineered and designed in order to meet all necessary standards given the inherent limitations and challenges posed by this unique site. As contemplated, the Stadium will feature ~2,500 hard seats with a total occupancy of ~4,000. The league standard parking ratio is 3:1, suggesting 1,333 required stalls. Those stalls are provided on plan.

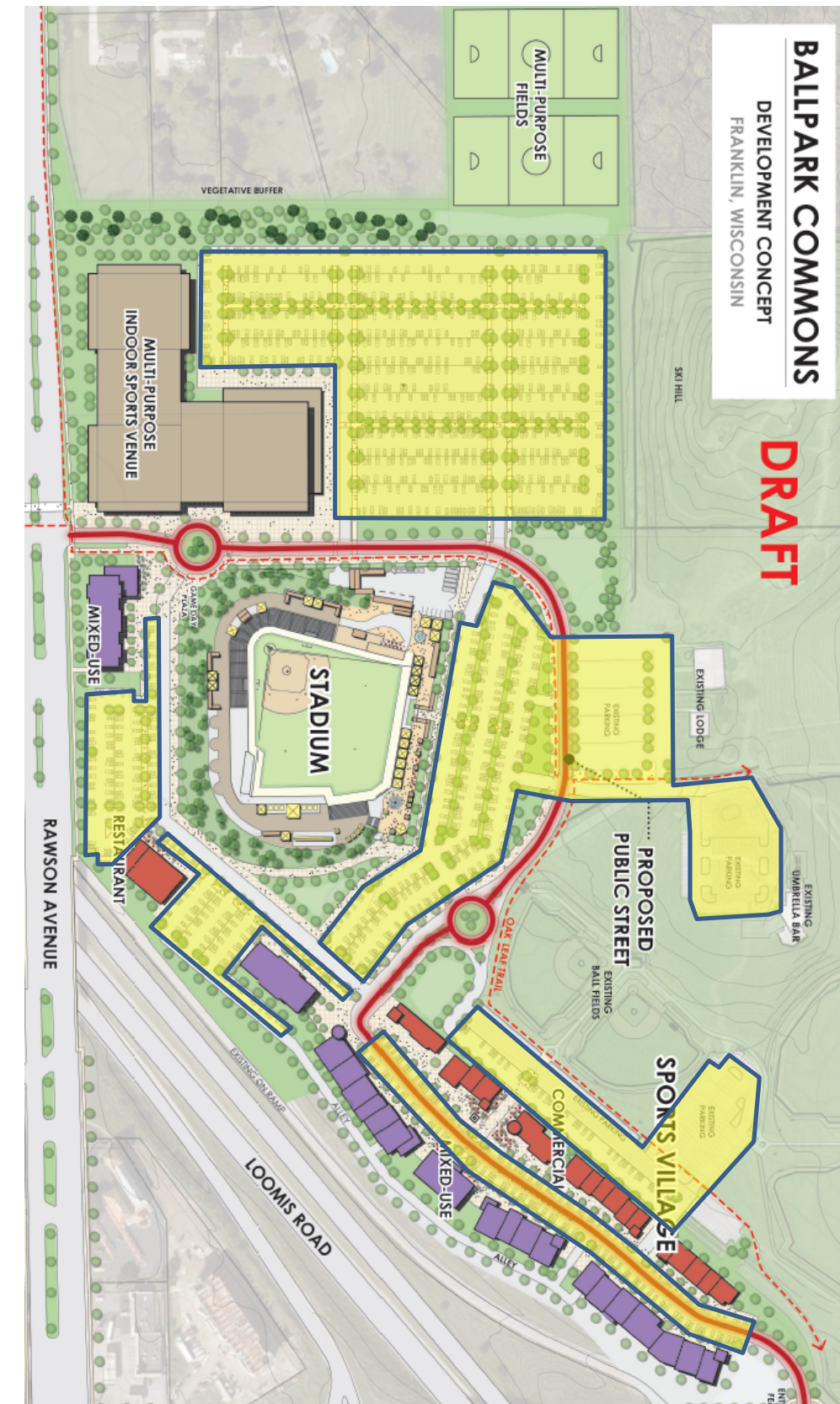
The Multi-Purpose Indoor Sports Venue is presented on plan as representative of the anticipated use. Given the uncertainty associated with the landfill boundaries and geotechnical conditions, we expect that this building will necessarily evolve over time. With the submittal, we formally request that the uses associated with the building be Permitted. However, we anticipate that this building may evolve into two or more separate buildings, with indoor and/or outdoor activities. We project that the total square footage will not exceed 130,000 square feet, inclusive of playing field or other activity spaces.

### Mixed Use Plan Data

The plan as presented includes a total of nearly 130,000 square feet of commercial space. We will not submit specific plans for any amount in excess of 100,000 square feet. The buildings are anticipated to range from one- to four-stories, with the potential for residential over ground floor commercial uses. In that case, residential parking will be provided underground.

### Parking

We acknowledge that the specific plan for each area will require sufficient parking. In order to accommodate the uses and the required parking, we anticipate that a shared parking calculation will be required at the time of specific plan presentation. We understand and anticipate that the shared parking calculus may result in a reduction of total stalls by up to 25% versus the City of Franklin general ordinances. Note provided parking highlighted in yellow in the plan to right.





## PROJECT IMPLEMENTATION

As of the date of this submission, it is anticipated that the project will be developed according to the following schedule

### Phase 1: Stadium and Infrastructure (red)

Shall include storm water management and the public street. Shall include parking necessary for Stadium operations. Shall include replacement of the methane management system. Shall also include preparing Phase 2 to pad ready.

Construction Start: Late Fall 2016  
Delivery: Spring 2017

### Phase 2: Multipurpose Sports Facility and Mixed Use (yellow)

Shall include the multipurpose indoor / outdoor sports facility and the commercial buildings located between the Stadium and West Rawson Avenue.

Construction Start: Spring 2017  
Occupancy: Spring 2018

### Phase 3: Mixed Use (green)

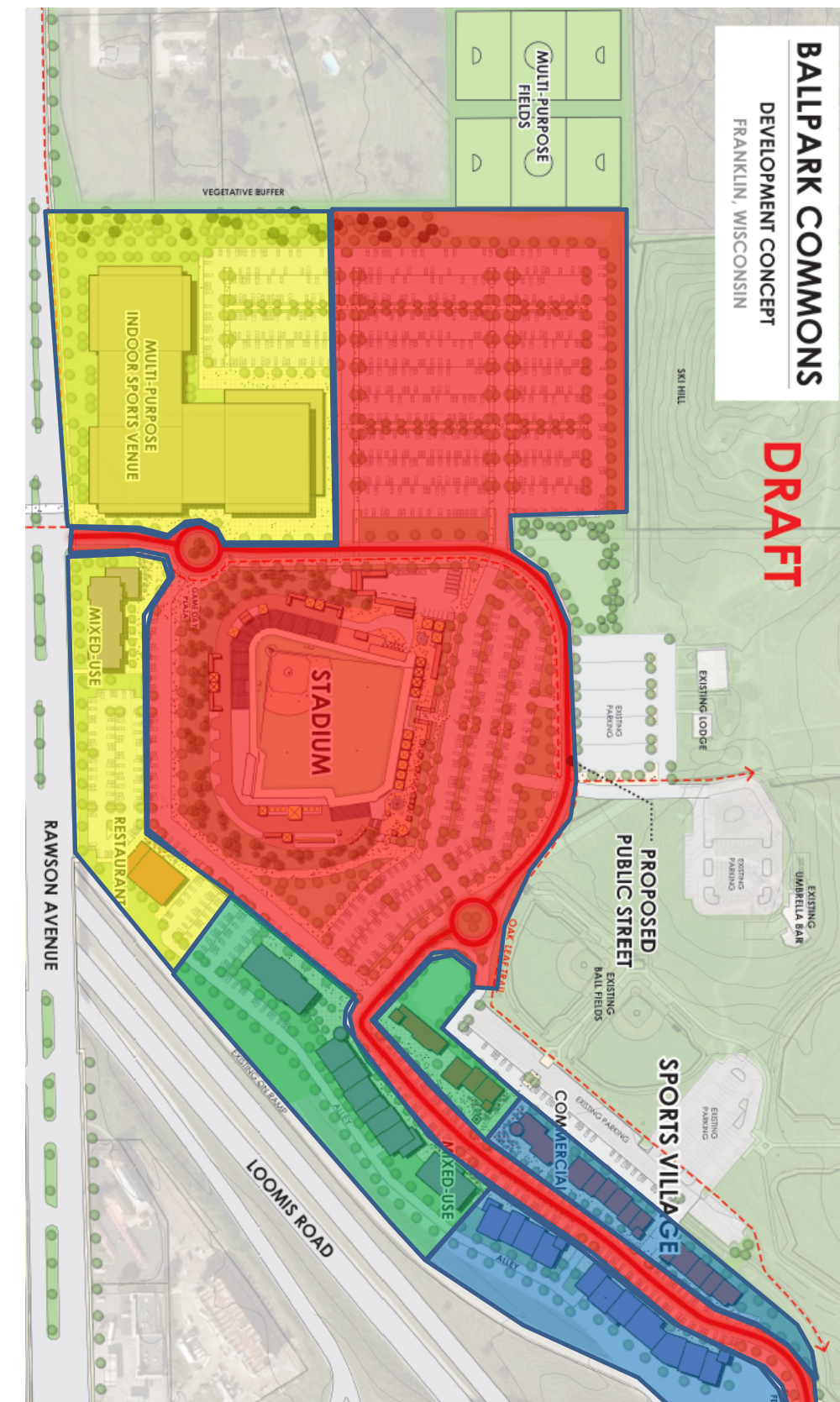
Shall include the southern most buildings fronting Loomis Road and the facing buildings across the new public road.

Construction Start: Spring 2018  
Occupancy: Late 2018 - Spring 2019

### Commercial (blue)

Shall include the remaining mixed use buildings in the Sports Village.

Construction Start: Spring 2019  
Occupancy: Late 2019 – Spring 2020





BALLPARK COMMONS  
South of Rawson  
FRANKLIN, WISCONSIN



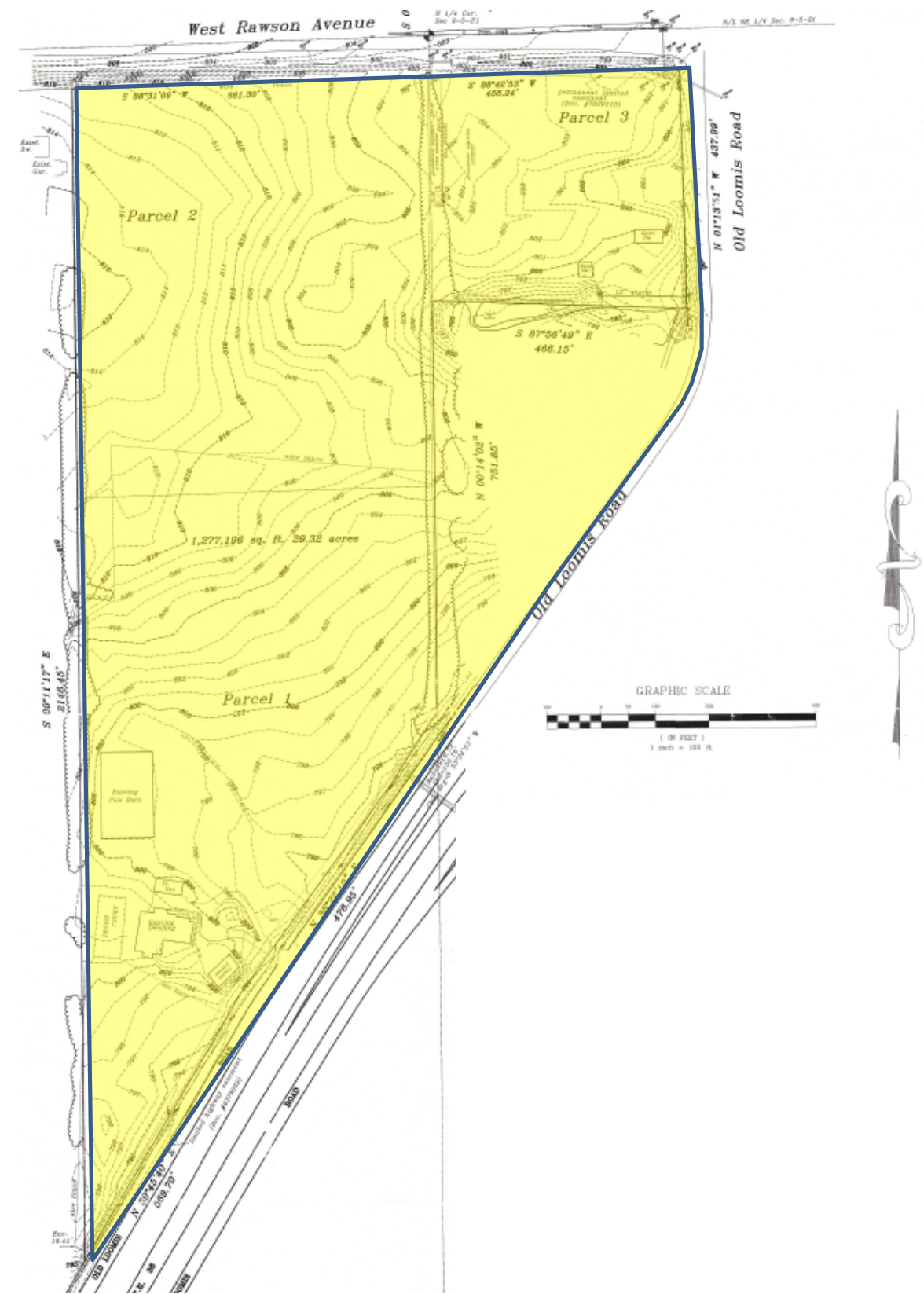
This section of this Submittal is intended to provide specific information and detail regarding the area of Ballpark Commons located south of West Rawson Avenue as shown to the right and as described below:

**LEGAL DESCRIPTION**

Commencing at the Northwest corner of the Northeast 1/4 of Section 9, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin; thence North 88°42'47" East along the North line of said 1/4 section, 699.09 feet; thence South 01°17'14" East 73.05 feet to the point of beginning;

Thence South 01°14'08" West, 19.34 feet to the start of a curve to the right; thence southwesterly 671.94 feet along the arc of said curve to the right, whose radius is 1098.00 feet and whose chord bears South 18°46'02" West, 661.51 feet to a point of tangency; thence South 36°17'56" West, 831.29 feet; thence South 32°41'55" West, 34.02 feet; thence South 36°22'12" West, 477.95 feet; thence South 30°51'06" West, 565.23 feet; thence North 59°43'06" West, 66.12 feet to the Southeast corner of Stone Hedge Subdivision Addition No. 1; thence North 00°11'17" West along the east line of said Subdivision Addition, 1800.99 to the northeast corner of said Subdivision Addition; thence North 00°12'52" West, 345.10 feet; thence North 88°31'09" East along the south right of way line of West Rawson Avenue, 661.30 feet to the West line of said 1/4 section; thence North 88°32'20" East along said south right of way line, 700.47 feet to the point of beginning.

Containing in all 1,717,090 square feet (39.419 acres) of land, more or less.





PROJECT LOCATION & GENERAL DESCRIPTION

LOCATION

This portion of Ballpark Commons is bounded by the Stonehedge subdivision to the west, Rawson Road to the north and Old Loomis Road to the east and southeast.

EXISTING CONDITIONS

The subject property is largely undeveloped with the exception of several existing structures associated with single family and agricultural uses.

PROJECT DESCRIPTION

The development is to be comprised of up to 303 market-rate apartments located in up to thirteen residential buildings utilizing at least two building types: seven three-story buildings that are to be not more than 39 units each and up to six two-story buildings that are to be not more than 10 units each. A mix of unit types are being provided that range from one-bedroom to two-bedroom plus den units

The development also includes such features as

- a separate clubhouse and pool
- a potential shelter/warming house for a skating rink
- a large central green to provide recreational space to the immediate residents and the broader community.
- sidewalks throughout to connect all buildings and amenities in a pedestrian friendly environment
- underground parking for cars and bicycles

In addition, the development will include up to 3 commercial buildings totaling not more than 50,000 square feet of commercial space, with one of those buildings being a hotel, the square footage of which shall not be counted against the 50,000 square foot limit. In all cases, the commercial buildings inclusive of a hotel must be supported by Franklin code required parking, including shared parking calculations, and if the commercial portion of the development is phased each phase must meet the parking requirements.

The public street identified in red to the right shall be constructed to City of Franklin standards including 40' curb to curb with privately maintained parkways and sidewalks on each side.





Development Narrative

Ballpark Commons, though divided by West Rawson Avenue, is conceived as a cohesive and integrated mixed-use environment. The development south of West Rawson Avenue will be integrally connected to the community to the north by a signalized intersection incorporating a pedestrian crosswalk at the intersection of West Rawson Avenue and a new public street (identified in red above). That connection will allow the commercial portion of the development (identified as buildings C1 – C3) to provide support to, and benefit from, the dynamic activity cultivated to the North. Building C1 is contemplated as a hotel intended to support the sports activities in Ballpark Commons, further strengthening the nature of that connection.

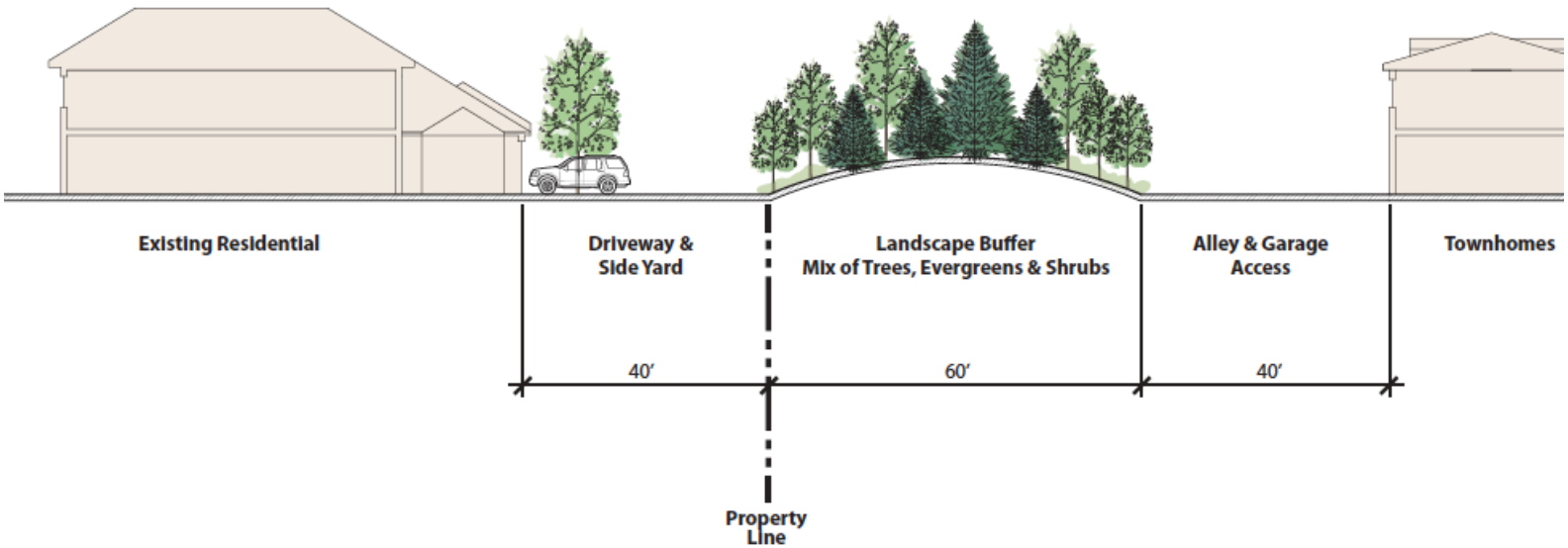
The design of the residential portion of this development has been heavily influenced by our conversations with City staff and our outreach to the neighbors in the Stonehedge neighborhood and the broader Franklin community. The underlying design intent is to meaningfully decrease development density and intensity as the site approaches the west property line.

As a result of our consultation with City staff, we have incorporated a 100' building setback from the west property line. As shown to the right, we have included a 60' vegetated buffer in which we intend to incorporate a landscaped berm. In addition, we have designed two-story residential buildings along the west property line. Those buildings will be similar in massing and appearance to large single family homes. We have further minimized the impact on the western neighbors through the location of the stormwater management facility and landscaped greenspace in the southern portion of our site.

We propose that the 60' vegetated buffer incorporate a berm at an approximate 1:3 grade, resulting in an overall berm height of up to 8 feet. That berm can then be substantially planted in order to create a dynamic and attractive visual barrier between the new community and Stonehedge. With an 8' height, the berm should thoroughly screen the first floor of the new buildings from the view of the Stonehedge neighbors (see diagram at right).

The larger buildings labelled as A-1 through A-7 are three-story buildings with underground parking. The buildings are generally oriented on either side of the public street, and feature substantial green space. Additional parking is located to the rear of each building, and substantial on-street parking may be available.

In addition to the residential buildings, we have incorporated a free-standing clubhouse with a swimming pool and a warming shelter at a skating rink. Along with highly programmed green spaces, including a potential dog park, the community will offer a dynamic array of community building amenities.



DRAFT



PROPOSED GDP ZONING TEXT

Please refer to the first section of this Submittal for proposed zoning text.

GENERAL DEVELOPMENT PLAN DATA

General Development Site Plan Data

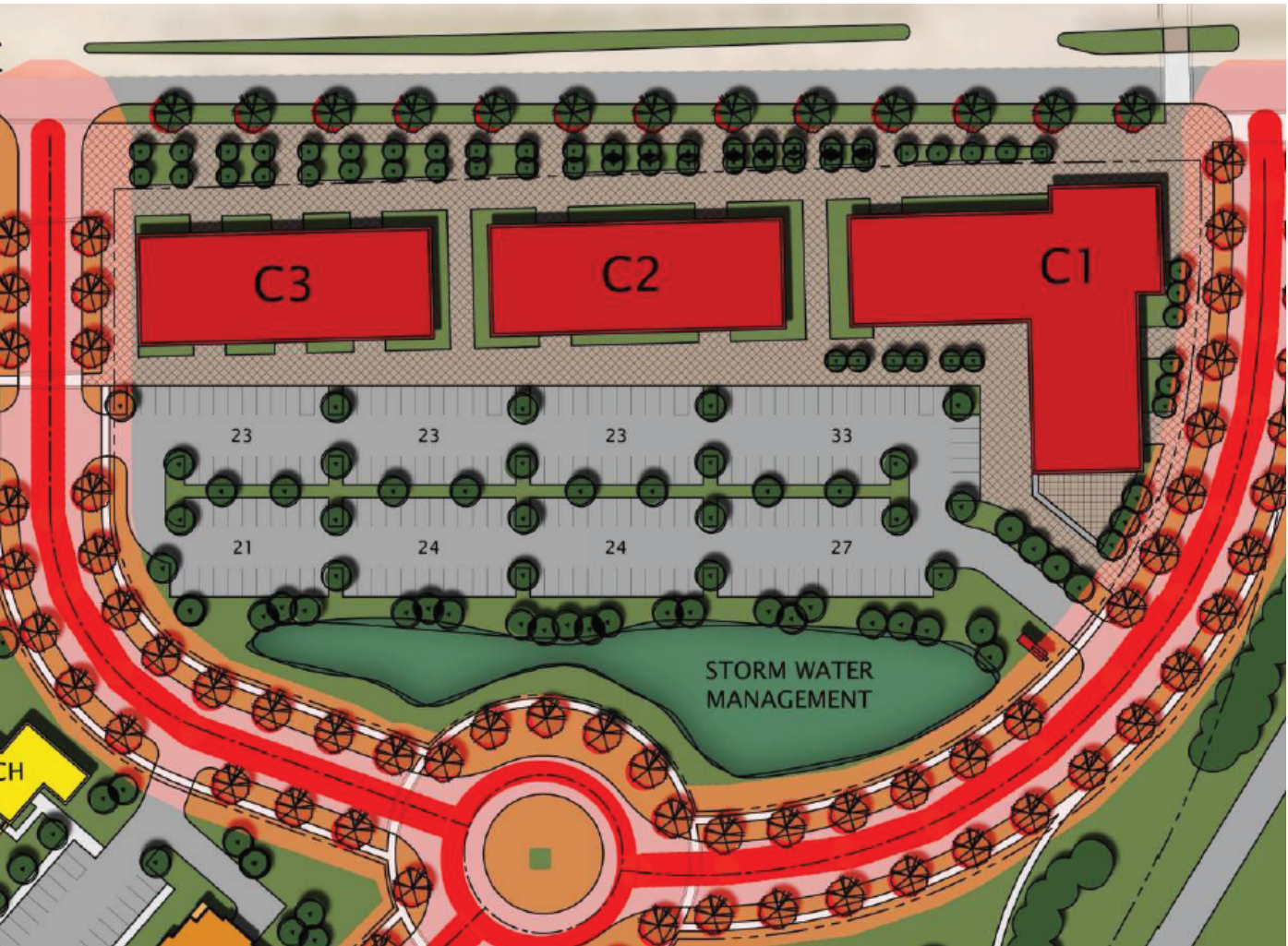
At the time of this General Development Plan the bulk requirements are established by the plans as presented. The exact data is subject to change as the project's design is further developed. However, the final data shall meet all General Development Plan Zoning Standards.

Commercial Area Plan Data

At the time of this submission, the building areas are estimated. The final plan will necessarily reflect the uses and parking requirements of those uses. The plan presented at right is intended to present a potential development solution. This submittal seeks approval for up to three buildings. Final building plans and parking counts must be compliant with City of Franklin code requirements, including calculations for shared parking.

With a hotel on C1, we recognize the requirement for one parking stall per key. At a 100-door hotel, this would entail 100 parking stalls. The current plan reflects 198 stalls (exclusive of street parking or the future potential for additional parking on the DOT land not shown to the east). Such a 100-door hotel would leave 98 stalls to support the balance of the commercial development. At a 4 stall/1,000 square feet ratio, this plan would support the hotel plus 25,000 sf of additional retail / commercial space. If mixed-use residential is included in these buildings, then underground parking would be provided at a minimum 1 stall / dwelling unit ratio.

In order to accommodate the uses and the required parking, we anticipate that a shared parking calculation will be required at the time of specific plan presentation. We understand and anticipate that the shared parking calculus may result in a reduction of total stalls by up to 25% versus the City of Franklin general ordinances.



| CONCEPTUAL MASTERPLAN DATA (COMMERCIAL) |                 |                   |         |       |
|-----------------------------------------|-----------------|-------------------|---------|-------|
| BLDG.                                   | BUILDING HEIGHT | PARKING PROVIDED* |         |       |
|                                         |                 | COVERED           | SURFACE | TOTAL |
| C1                                      | UP TO 5 STORIES | 0                 | 90      | 90    |
| C2                                      | UP TO 3 STORIES | 0                 | 54      | 54    |
| C3                                      | UP TO 3 STORIES | 0                 | 54      | 54    |
| T.                                      |                 | 0                 | 198     | 198   |

\*NOTE:  
PARKING COUNTS DO NOT INCLUDE STREET PARKING



**Residential Area Plan Data**

At the time of this submission, the residential unit mix is estimated. The unit mix will reflect one-bedroom, two-bedroom, two-bedroom + den and townhome units. The exact building data is subject to change as the project's design is further developed. However, total unit count and density for the entire development shall be regulated by the approved Amended PDD.

The table at right presents the estimated apartment unit mix and parking counts. This total unit count shall control as the maximum allowed units in the PDD, exclusive of mixed-use residential unit counts. The table below presents the general building characteristics for each building type.

The parking count as presented here provides a parking ratio of 1.66 stalls per dwelling unit, excluding available on-street parking. The total parking count of 503 stalls falls slightly short of providing one stall per bedroom (.95 stalls per bedroom). We request that the code allow for this ratio.

| CONCEPTUAL MASTERPLAN DATA (RESIDENTIAL) |           |      |       |       |       |      |                   |         |       |          |
|------------------------------------------|-----------|------|-------|-------|-------|------|-------------------|---------|-------|----------|
| BLDG                                     | UNITS     |      |       |       |       |      | PARKING PROVIDED* |         |       |          |
|                                          | 1 BR      | 1BR+ | 2BR   | 2BR+  | TOTAL | BR'S | COVERED           | SURFACE | TOTAL | RATIO    |
| A1                                       | 9         | 2    | 21    | 7     | 39    | 67   | 39                | 20      | 59    | 1.51 / U |
| A2                                       | 9         | 2    | 21    | 7     | 39    | 67   | 39                | 20      | 59    | 1.51 / U |
| A3                                       | 9         | 2    | 21    | 7     | 39    | 67   | 39                | 20      | 59    | 1.51 / U |
| A4                                       | 9         | 2    | 21    | 7     | 39    | 67   | 39                | 20      | 59    | 1.51 / U |
| A5                                       | 9         | 2    | 21    | 7     | 39    | 67   | 39                | 20      | 59    | 1.51 / U |
| A6                                       | 9         | 2    | 21    | 7     | 39    | 67   | 39                | 20      | 59    | 1.51 / U |
| A7                                       | 9         | 2    | 21    | 7     | 39    | 67   | 39                | 20      | 59    | 1.51 / U |
| TH-1                                     | 0         | 0    | 3     | 2     | 5     | 10   | 10                | 0       | 10    | 2.00 / U |
| TH-2                                     | 0         | 0    | 3     | 2     | 5     | 10   | 10                | 0       | 10    | 2.00 / U |
| TH-3                                     | 0         | 0    | 3     | 2     | 5     | 10   | 10                | 5       | 15    | 3.00 / U |
| TH-4                                     | 0         | 0    | 3     | 2     | 5     | 10   | 10                | 5       | 15    | 3.00 / U |
| TH-5                                     | 0         | 0    | 3     | 2     | 5     | 10   | 10                | 5       | 15    | 3.00 / U |
| TH-6                                     | 0         | 0    | 3     | 2     | 5     | 10   | 10                | 5       | 15    | 3.00 / U |
| CH                                       | CLUBHOUSE |      |       |       |       |      | 0                 | 10      | 10    |          |
| TOTAL                                    | 63        | 14   | 165   | 61    | 303   | 529  | 333               | 170     | 503   | 1.66 / U |
|                                          | 20.8%     | 4.6% | 54.5% | 20.1% |       |      |                   |         |       |          |

\* NOTE:  
PARKING COUNTS DO NOT INCLUDE STREET PARKING





PROJECT IMPLEMENTATION

As of the date of this submission, it is anticipated that the project will be developed according to the following schedule

Phase 1: Infrastructure (red)

Shall include storm water management and the public street.

Construction Start: Late Fall 2016 – Spring 2017

Phase 1: Multifamily (yellow)

Construction of buildings 'TH-1' through 'TH-6', buildings 'A-1' through 'A-3' and the clubhouse.

Construction Start: Late Fall 2016 – Spring 2017  
Occupancy: Spring 2018

Phase 2: Multifamily (green)

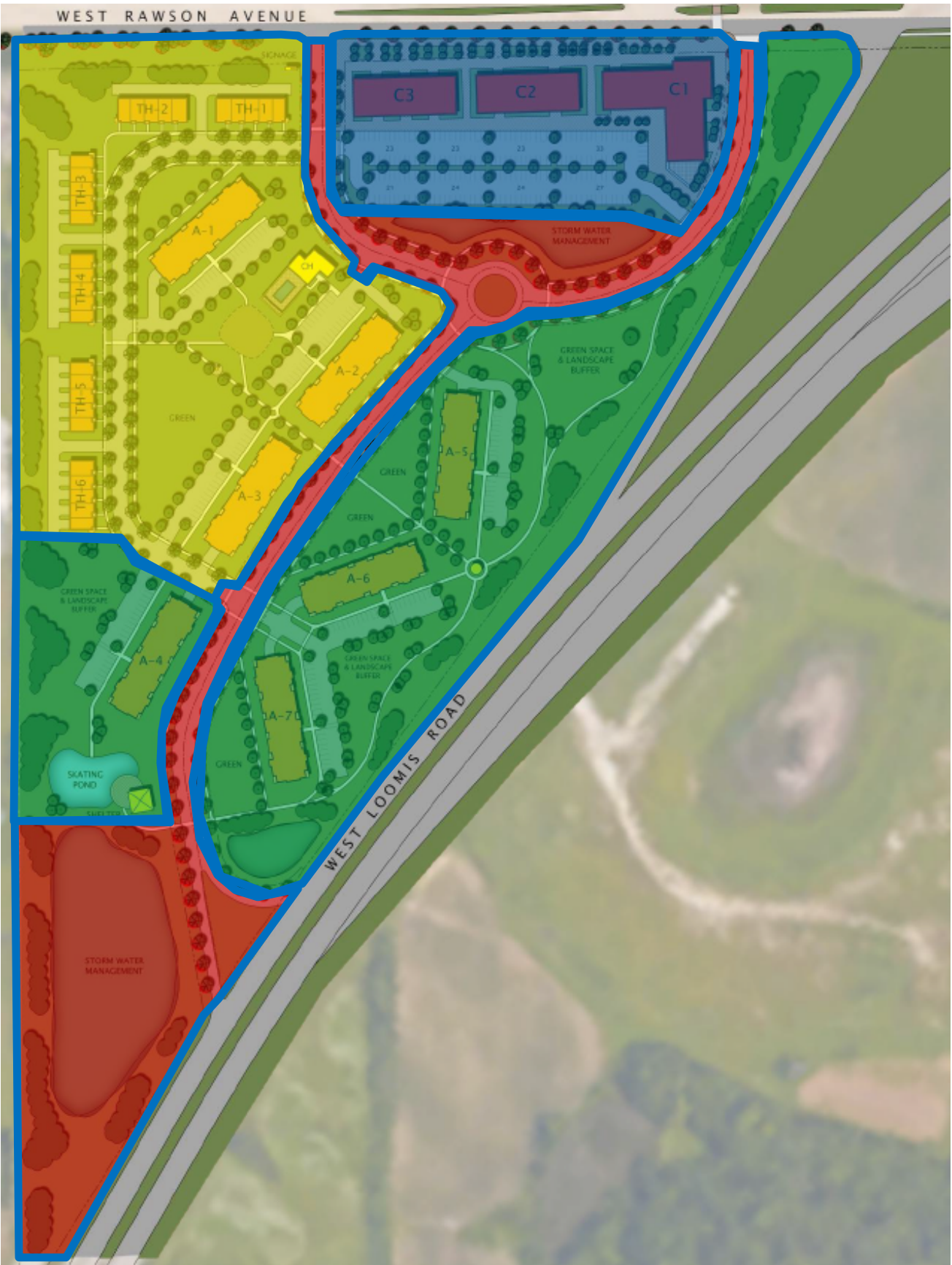
Construction of buildings 'A-4' through 'A-7'.

Construction Start: Spring 2018  
Occupancy: Spring 2019

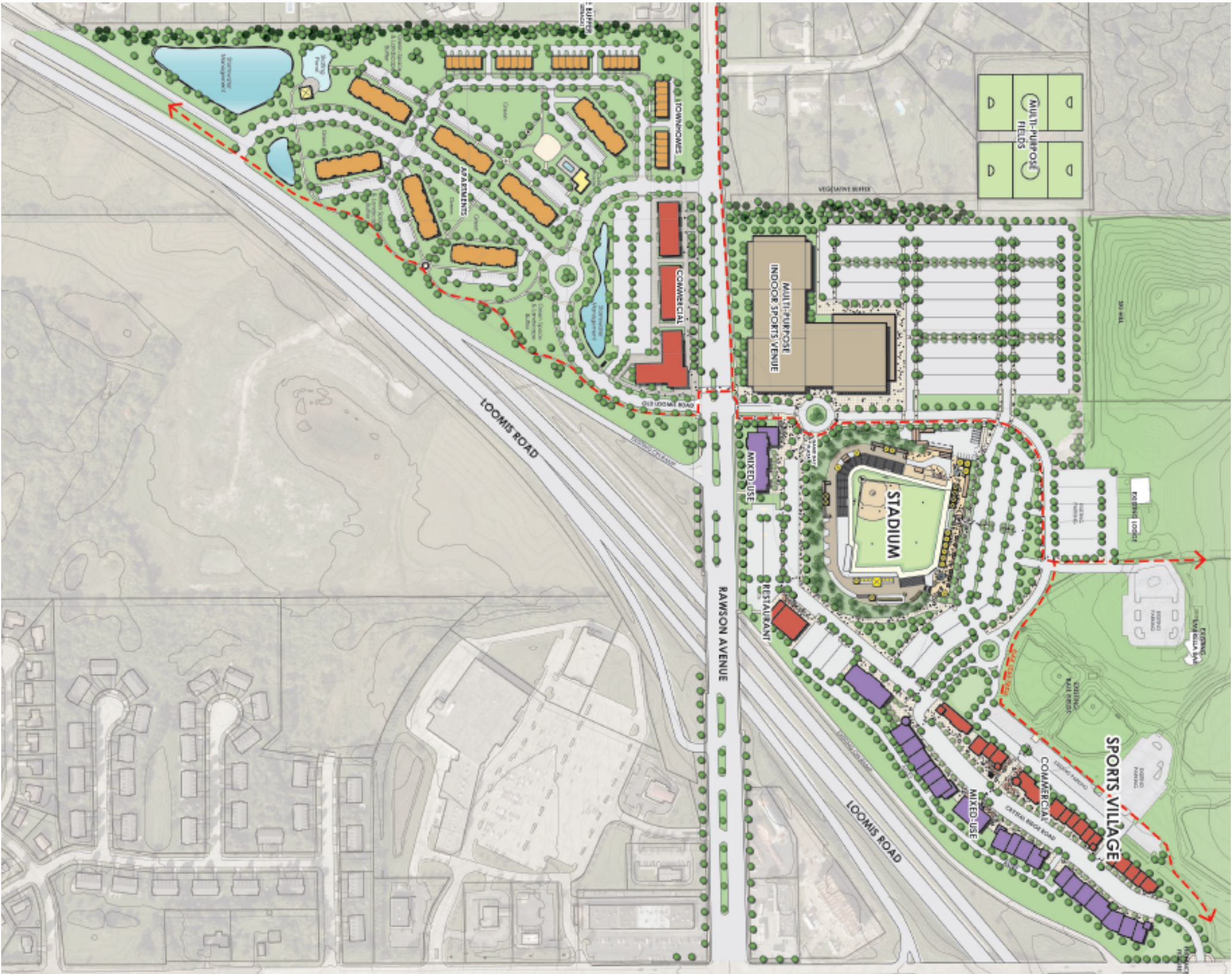
Commercial (blue)

Construction of buildings 'C1', 'C2', and 'C3'.

Construction Start: Spring 2018  
Occupancy: Late 2018

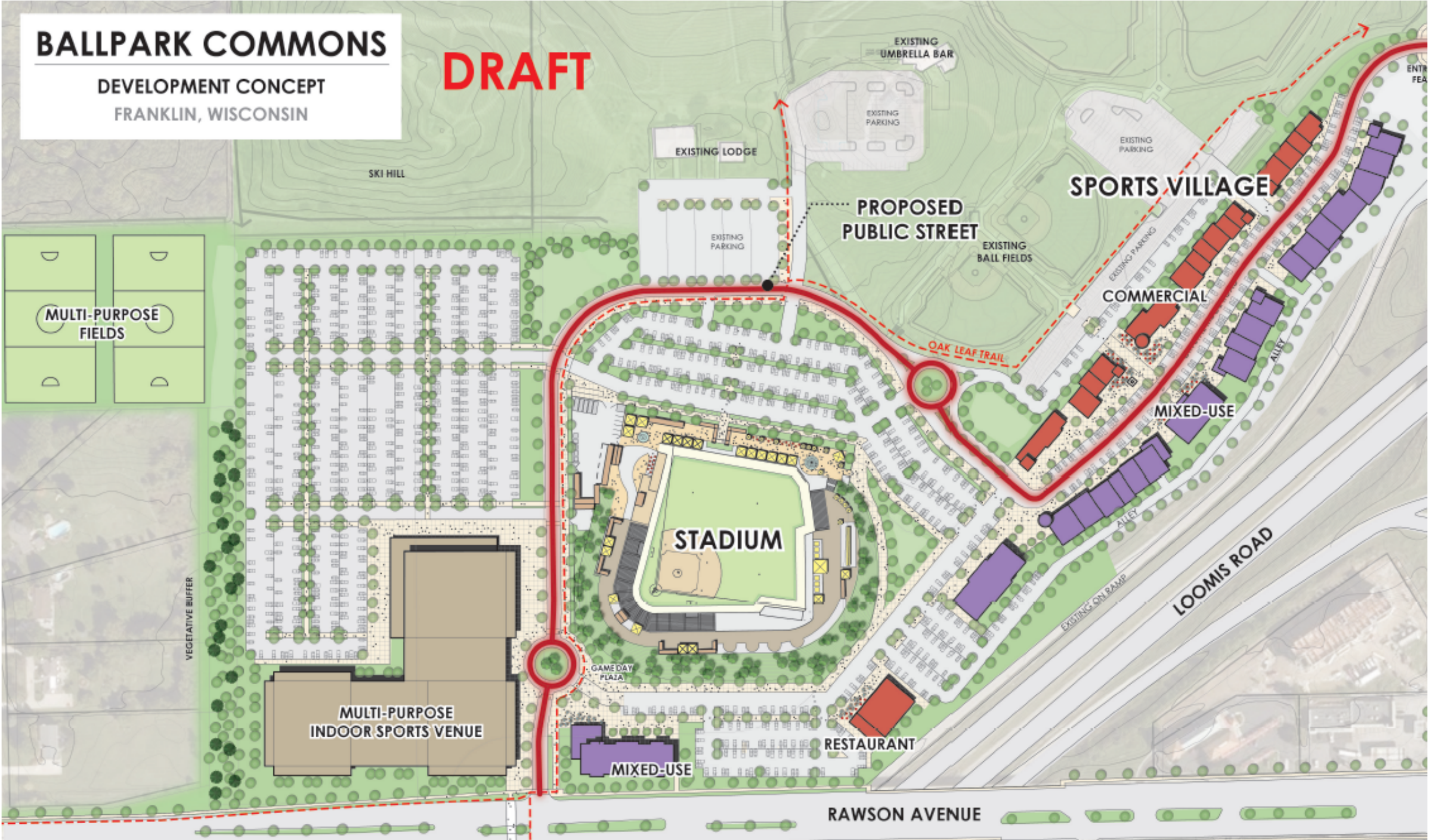






APPENDIX 'A' | GENERAL DEVELOPMENT PLAN - OVERALL





APPENDIX 'A' | GENERAL DEVELOPMENT PLAN – NORTH OF RAWSON





APPENDIX 'A' | GENERAL DEVELOPMENT PLAN – SOUTH OF RAWSON





APPENDIX 'B' | REPRESENTATIVE RESIDENTIAL DESIGN





## APPENDIX 'B' | REPRESENTATIVE RESIDENTIAL DESIGN





APPENDIX 'C' | REPRESENTATIVE COMMERCIAL DESIGN