

SPECIFIC IMPLEMENTATION PLAN GENERAL WRITTEN DESCRIPTION

1. Project themes and images. Wal-Mart Real Estate Business Trust ("Walmart") has contracted to purchase the property located at the northwest corner of the intersection of U.S. Highway 51 and State Highway 138 (the "Site"), within the Kettle Park West Commercial Center ("KPWCC") in the City of Stoughton, Wisconsin (the "City") consisting of approximately 13.81 acres. The KPWCC is a 35+ acre commercial development proposed by the Forward Development Group ("FDG"). Walmart is currently leasing an approximately 41,000 square foot store located at 1800 U.S. Highway 51. The existing store is too small to adequately serve Walmart's customers and is subject to a restriction on grocery sales. Walmart proposes to build a new approximately 153,000 square foot store on the Site (the "Store"). Relocating and expanding the existing store allows Walmart to improve services to area customers, including providing a full grocery department. The proposed Store will provide customers a new store shopping experience with Walmart's latest store design, including many environmentally sustainable features. Please see the enclosed architectural renderings and elevations.
2. Uses. The Store will include several departments, such as a general merchandising/department store, full service grocery with deli, produce, bakery, liquor and dry goods departments, a pharmacy with drive-thru and a garden center. In addition, the Store may include some or all of a bank or savings and loan, dental, optical and medical clinics, a photography studio and processing lab, and various other customer service components such as a beauty shop and restaurants, etc., as well as customary accessory uses. Walmart is seeking approval for 24 hour operations. Notwithstanding the foregoing, all applicable state and City regulations as to hours shall be complied with, including the hour's restrictions for liquor sales pursuant to Wisconsin Statutes Chapter 125.
3. Floor area ratio and impervious surface area ratio. The floor area ratio will be approximately 26%. Approximately 75% of the Site will be impervious surface and 25% will consist of landscaped and open space. Per the General Development Plan of KPWCC, a portion of Lot 3 is included as open space area for the Site.
4. The specific treatment of natural features. Walmart's development activities will not disturb any wetlands on the Site. The KPWCC encompasses a small wetland to the north of the Site. FDG is preparing a comprehensive wetland management strategy that will serve as the framework for managing the rehabilitation and enhancement of this wetland area.
5. Relationship to nearby properties and public streets. The Site is located in the KPWCC which is bounded by State Highway 138 to the south, U.S. Highway 51 to the east and the future extension of Jackson Street to the north. The lots adjacent to the Store are planned for future development of additional retail, offices and professional services. The KPWCC is part of a larger mixed-use neighborhood on the west side of the City called Kettle Park West. The commercial and retail portion is the first phase of the proposed development. Vehicular access will be provided to and from the Site off of U.S. Highway 51 and State Highway 138, and on the northwest corner from an access drive off of Jackson Street, as shown on the enclosed Site Plan.

6. Rationale for PD Zoning. Please see the KPWCC, Planned Development District, General Development Plan.
7. Deviations from the Zoning Code.
 - a. Sec. 78-205.11.f.6.m. For developments exceeding 40,000 square feet, and where the subject property abuts an area zoned or planned for residential, institutional, or office use, a minimum six-foot high berm shall be provided.
 - A six foot tall berm is not possible due to the grade drop off to the west of the Site. Walmart will provide extensive landscaping and a six foot wooden fence on top of a decorative retaining wall to meet the intent of the screening ordinance.
 - b. Sec. 78-205.11.f.6.g. Landscaped and curbed medians are required a minimum of ten feet in width from the back of curb to back of curb, to create distinct parking areas of no more than 120 parking stalls.
 - Walmart will provide one landscaped median splitting the parking lot into a north and south section as well as landscaped islands at each end cap. Providing additional landscaped medians that would further divide the parking lot would interfere with the safe flow of traffic and customers' access to cart corrals throughout the parking lot.
 - c. Sec. 78-205.11.f.6.h. Crosswalks shall be distinguished from driving surfaces to enhance pedestrian safety by using different pavement materials, or pavement color or pavement textures, and signage.
 - Walmart will provide striping and signage to distinguish crosswalks. Different types of pavement can cause uneven settling and may result in tripping hazards and damage from snow plows. Textured pavement is difficult for cart traffic to maneuver.
 - d. Sec. 78-702.3.a. Each lot shall have not more than two access points on any street frontage adjacent to any lot. Said access shall require approval by the director of planning and development.
 - There will be three access points along State Highway 138. Two of these will provide parking lot access while the third, westernmost access point will be designated solely for delivery trucks.
 - e. Sec. 78-704.2 and Sec. 78-704.8.b. Every on-site parking space designed to serve as required parking shall not be located farther than 300 feet, except as permitted by a conditional use permit, of shortest walking distance from the access to all of the various areas it is designated to serve.
 - Due to constraints of the Site design and in order to provide adequate parking for customers and employees, some parking spaces are located greater than 300 feet from the two vestibules of the Store. The majority of spaces are located within 300 feet of the vestibules. No parking space is more than 415 feet from a vestibule access.
 - The proposed parking lot design exceeds the zoning ordinance minimum parking stall width of nine feet. The proposed parking stalls will be 9.5 feet

wide. In addition, the proposed design exceeds the zoning ordinance minimum aisle width of 24 feet. The proposed drive aisles will be 25 feet wide. In Walmart's extensive experience, parking areas with these dimensions are safest for customer traffic.

- f. Sec. 78-702.10. Access drives shall have a minimum width of 18 feet for all land uses (other than one and two-family dwellings). All curb openings for access drives shall have a maximum width of 30 feet for all non-residential uses, as measured at the right-of-way line. Access drives may be flared between the right-of-way line and the roadway up to a maximum of five additional feet. This may be exceeded with Plan Commission approval for uses other than single family.
- Walmart proposes access openings in excess of 30 feet at the right-of-way as well as 50 foot radius curb returns at the access points along State Highway 138. The larger curb openings and 50 foot radius points are needed to allow truck traffic, emergency safety vehicles and larger customer vehicles to safely access the Site and safely accommodate 2-way traffic. FDG is working with the Wisconsin Department of Transportation ("WisDOT") to have all access points and their geometry approved as part of the WisDOT permit for KPWCC.
- g. Table 78-704.7.f. Minimum Permitted Throat Length for "Other Commercial Uses" 100,000-500,000 gross square feet- Collector Access Street - 50 feet / Arterial Access Street - 100 feet.
- The throat length of the access points along State Highway 138 are less than 100 feet; however, the proposed length is adequate to accommodate peak on-site traffic volumes without disrupting traffic on public streets or impairing pedestrian safety. The Site access points have been approved by the WisDOT as shown on the Site Plan.
- h. Sec 78-205.11.f.6.c.A. The building shall employ varying setbacks, heights, roof treatments, doorways, window openings, and other structural or decorative elements to reduce apparent size and scale of the building.
- The two sides of the Store visible to public view will comply with this requirement. Varying parapet heights, setbacks, roof treatments, doorways, window opens and other decorative and structural elements will be integrated into the Store design to maintain a strong connection to human scale. The two sides not exposed to public view are heavily screened with vegetation, landscaping and fencing. Less, but appropriate, articulation is proposed on these facades.
- i. Sec 78-205.11.f.6.c.B. A minimum of 20 percent of the structure's facades that are visible from a public street shall employ actual protrusions or recesses with a depth of at least six feet. No uninterrupted facade shall extend more than 100 feet.
- A minimum of 20 percent of the Store's facades that are visible from a public street will employ actual protrusions or recesses. No uninterrupted facade facing a public street will extend more than 100 feet. However, the protrusions vary from 8 inches to 4 feet. The smaller protrusions create a design theme more consistent with Stoughton's downtown, where storefronts

minimize their protrusions to create a downtown feel. The facade along the pharmacy drive-thru requires a straight drive aisle to access the pneumatic tubes to pick up prescriptions and to enable drivers to easily see pedestrians.

- The proposed design significantly exceeds this requirement on the front facade of the Store.
- j. Sec 78-205.11.f.6.c.C. A minimum of 20 percent of all of the combined linear roof eave or parapet lines of the structure shall employ differences in height, with such differences being six feet or more as measured eave to eave or parapet to parapet.
- A minimum of 20 percent of all of the combined linear roof eave or parapet lines will employ differences in height along all of the Store facades. However, in some areas, the combined linear or roof eave or parapet lines will have less than six feet of height differential. The parapets have been designed to minimize the visibility of HVAC equipment from public view and to enable the Store infrastructure and systems to operate consistent with Walmart's sustainability goals.
 - The proposed design significantly exceeds the minimum of 20 percent required by the zoning ordinance on the front facade of the Store.
- k. Sec 78-205.11.f.6.c.F. Building facades shall include a repeating pattern that includes no less than three of the following elements: (i) color change, (ii) texture change, (iii) material modular change, and (iv) expression of architectural or structural bay through a change in plane no less than 24 inches in width, such as an offset, reveal or projecting rib. At least one of these elements shall repeat horizontally. All elements shall repeat at intervals of no more than 30 feet, either horizontally or vertically.
- These requirements have been met on the two facades facing a public street. The two facades not facing the public streets are less visible due to the screening provided by landscaping and fencing. In addition, these two facades are designed for their functional uses: receiving, compactors, bale and pallet and garden center staging.
 - The front façade of the store is designed to include significantly more repeating patterns than is required by ordinance.
- l. Sec 78-205.11.f.6.f.B. All rooftop mechanical equipment shall be screened by parapets, upper stories, or other areas of exterior walls or roofs so as to not be visible from public streets adjacent or within 1,000 feet of the subject property. Fences or similar rooftop screening devices may not be used to meet this requirement.
- Parapets have been designed to screen all roof HVAC equipment from view on public streets. Parapet screening on the north and west elevations is not provided due to the nature of the surrounding Site and grading conditions. Proposed future development and landscaping will provide a limited view from Jackson Street.
- m. Sec 78-205.11.f.6.f.D. Gates and fencing may be used for security and access, but not for screening, and they shall be of high aesthetic quality. Decorative metal picket fencing and screening is acceptable. Chain link, wire mesh or wood fencing is unacceptable. Decorative, heavy-duty wood gates may be used.

- The garden center is designed with a chain link vinyl coated fence, but arcade arches will be added to significantly elevate the aesthetic integrity of this area. The vinyl coated chain link fence will sit behind these arches pushing it to the background and making the arches more prominent to the design.

8. Statistical data. The Site contains approximately 13.81 acres. The Store will be approximately 153,000 square feet as shown on the enclosed Site Plan. The floor area ratio will be approximately 25%. Approximately 25% of the Site will consist of landscaped and open space and 75% will consist of impervious surface. Walmart's proposed improvements would be constructed in a single phase. Walmart intends to open the Store about one year after Store construction commences.
9. Intended organizational structure for a property owners association. N/A. The responsibilities and costs associated with the KPWCC common areas, including the stormwater treatment system and access drives, will be apportioned according to covenants, conditions and restrictions running with the Site.
10. A written description which demonstrates the full consistency of the proposed SIP with the approved GDP. The Site lies within the KPWCC which has an approved General Development Plan ("GDP"). The development in the KPWCC is intended to be predominately commercial in character along the highway frontages. *GDP*, page 5. The uses anticipated for this area include businesses focused on customers who typically travel by car and larger scale retailers and service uses. *GDP*, page 14. The Site itself was designed to accommodate up to 155,000 square feet of retail space, including development of one large format retail building. *GDP*, page 14. The proposed Store is approximately 153,000 square feet and will provide essential retail services, including grocery, pharmacy and general merchandise, to the community.

All proposed uses at the Store are permitted uses under the GDP. Walmart is requesting limited dimensional variations from the underlying zoning code as noted in Number 7.

In 2012, the City completed an economic analysis of the retail and service sector in the Stoughton community which concluded that over \$80 million of local consumer demand was not being met within the community. *Retail and Service Sector Analysis: April 2012*, Vierbicher, 2012, page 3. This included a \$19.5 million dollar grocery gap. Vierbicher, Page 4. The proposed Walmart will provide needed retail and grocery services to a currently underserved population.

11. Variations between the requirements of the approved PD/GDP zoning district and the proposed SIP development. Please see Number 7 above.
12. Proof of financing capability. Please see the SEC filings at <http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000104169&owner=exclude&count=40&hidefilings=0>.

SITE PLAN AND DESIGN INFORMATION WRITTEN DESCRIPTION OF THE INTENDED USE

1. Existing zoning district. The Site is zoned Planned Development ("PD"). All of Walmart's proposed uses are currently permitted in the PD district.
2. Land Use Map designation. The City of Stoughton Comprehensive Plan designates the Site as Planned Business and General Business.
3. Natural Resources Site Evaluation Worksheet. Please see the attached worksheet. Walmart's development activities will not disturb any wetlands on the Site. The slopes will be modified by FDG prior to Walmart's construction activities on the Site.
4. Current land uses present on the subject property. The Site is currently vacant.
5. Proposed land uses. Walmart proposes to build an approximately 153,000 square foot Store on the Site. The Store will include indoor sales and service, outdoor displays and possible personal and professional services. The Store will include several departments, such as a general merchandising/department store, full service grocery with deli, produce, bakery, liquor and dry goods departments, a pharmacy (with drive-thru) and a garden center. In addition, the Store may include some or all of a bank or savings and loan, dental, optical and medical clinics, a photography studio and processing lab, and various other customer service components such as a beauty shop and restaurants, etc., as well as customary accessory uses.
6. Projected number of residents, employees, and daily customers. There will not be any residents on the Site. Walmart will offer all approximately 70 associates at its current Stoughton store jobs at its new store. In addition, 100-130 new jobs will be created. It is anticipated that there will be an estimated 3,000 daily customers at the new Store.
7. Proposed amount of dwelling units, floor area, impervious surface area, and landscape surface area, and resulting site density, floor area ratio, impervious surface area ratio, and landscape surface area ratio. There will not be any dwelling units on the Site. The approximate floor area ratio will be 26%. Approximately 75% of the Site will be impervious surface and 25% will be landscaped and open space.
8. Operational considerations. Walmart seeks to operate the proposed Store 24 hours per day, seven days a week. Delivery truck parking will be only for the reasonable time required to load and unload the trucks. All loading activities will occur on-Site and outside of the public right of way. There will be no fleet vehicles stored on the Site. Only an average of one to three Walmart fleet delivery trucks are expected to visit the Store each day. In addition, several smaller vendor trucks/vans will deliver merchandise, such as milk, soda and snack foods, several times each week.

The Store will not be a heavy user of water or sewer service. The sanitary sewer loading is estimated to be approximately 5,415 gallons per day (54 PE). Walmart's stormwater detention, water quality and infiltration requirements will be provided within a regional facility located to the north of the Site. The design, permitting and construction of the

regional stormwater/infiltration facilities will be the responsibility of FDG. As a method of on-Site pre-treatment, Walmart will install inlet filters within all proposed catch basins.

For traffic, please see the Traffic Impact Analysis prepared for FDG.

The Site lighting is designed to provide safety for customers while meeting the City's requirements. All luminaires will utilize downward facing, full cutoff fixtures on 22 foot poles with three foot bases. The lighting is modeled horizontally on a 10 foot by 10 foot grid that extends 10 feet outside of the property line. All spill light at the property lines is designed to meet the code requirement of 0.5 maximum. Pedestrian and parking areas are kept above a minimum of 0.9 footcandles.

Consistent with its company-wide sustainability initiatives, Walmart will implement multiple sustainability measures both in the development and operation of the Store to maximize recycling and energy conservation opportunities. This initiative includes utilizing LED lighting, energy efficient HVAC, ozone friendly refrigerants, recycled water heating and various recycling methods. Walmart will attempt to recycle as much as possible. Any food service garbage that relates to earth grown products will be put into a composting bin. Cardboard, paper and plastics will be recycled in bales. Grease from food service and grocery will be picked up by a recycler.

9. Operational considerations relating to potential nuisance creation. The proposed development will comply with all requirements of Article VII, subject to items 7(d) through 7(g) of the enclosed Specific Implementation Plan General Written Description.
10. Exterior building and fencing materials. The Store will utilize tilt-up concrete panels as the structural shell. The exterior surface of the concrete panels will be painted and treated with a decorative "brick" stamped pattern. Store accents will consist of cultured stone water table with precast cap, areas of Calstar Brick architectural masonry with soldier coursing accents and EIFS cornices, and aluminum storefront systems with spandrel glazing. The proposed design will also utilize standing seam metal accent roofs at the pharmacy drive-thru locations and the main facade colonnade. The colonnade will consist of fiberglass columns on cultured stone bases. The main building entries will utilize EIFS, cultured stone, and aluminum storefront systems. The main entries will also feature canopies of Trespa phenolic resin panels over rigid metal frames.

Screening walls at bale and pallet areas, compactor and loading docks will consist of either nine foot high or 12 foot high tilt-up concrete panels to match the Store structure with metal coping.

The proposed fencing along the right side and rear elevations will be a wooden board-on-board fence.

11. Possible future expansion and related implications for 1 through 10, above. Not applicable.