



**CD
SMITH**
CONSTRUCTION SERVICES



INTRODUCTION

The development team of Metcalfe Market, C.D. Smith, the Endeavour Corp, HGA and Commercial Property Associates have come together to create a unique joint venture partnership that will produce a mixed use project anchored by the Metcalfe City Market.

The project combines the vision of the Metcalfe Family to produce a sustainable and distinctive mixed use project with the financial strength, construction, and design expertise of C.D. Smith, Endeavour, HGA and Commercial Property Associates. With all traits combined, this project will result in a built environment capable of inspiring all East Washington Avenue stakeholders.

THE METCALFE FAMILY | THE VISION

The Metcalfe Family is more than just the anchor tenant through its grocery store operations. The Family has driven the vision of creating a distinctive mixed use project. From pushing the envelope on sustainable business models to stressing the importance of local ownership and involvement, the Metcalfe Family has been the group's development compass.

Metcalfe's Market is a fourth generation; family owned and operated business that is deeply rooted in the history and tradition of being a neighborhood local market and grocer. Metcalfe's Market is owned by Tim & Kevin Metcalfe and was founded by their Great Grandfather, Henry Hess in Butler, Wisconsin over 95 years ago in 1917.

Tim and Kevin purchased the business in 2000 and promised to guide the business by the same principles and core values as the three generations did before them. Metcalfe's Market currently has locations at the Hilldale and West Towne Mall in Madison and in the heart of downtown Wauwatosa and employs almost 500 people in Wisconsin.

Metcalfe's Market is committed to providing the best to their customers through a premier grocery shopping experience. From outstanding customer service to delivering the best products at the best value, we believe we do it better than most. To accomplish this, Metcalfe's employs true servant leadership with our employees and staff along with the business principle of the Triple Bottom Line: people, profit and planet.

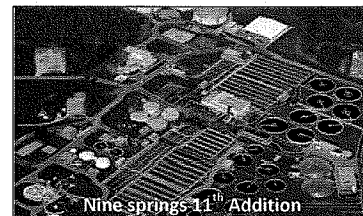
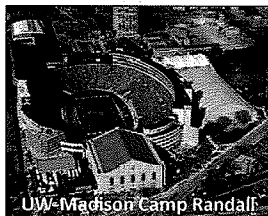
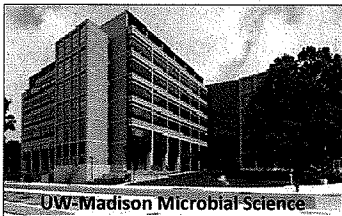
We are proud of the reputation we have achieved as being a great community partner that demonstrates integrity and willingness to give back to the community. We, along with all our employees, are proud of what we have accomplished.

C.D. SMITH | THE STRUCTURE

C.D. Smith Construction is one of the strongest contractors in the Midwest. Their team has embraced the Metcalfe Vision and provided the structure in which to implement this vision.

C.D. Smith is a fourth generation family owned construction and development firm. They currently have major development projects under construction in Platteville and Green Bay, Wisconsin; North Dartmouth, Massachusetts; Evansville, Indiana; Wilmington, North Carolina; and Haines City, Florida.

Familiar with the area, C.D. Smith constructed major projects in the Madison including UW-Madison Microbial Sciences Academic Facility and the UW-Madison Camp Randall Stadium expansion project. Currently, they are building a \$45 million waste water treatment expansion project at Nine Springs for Madison Metropolitan Sewage District.



In Milwaukee, C.D. Smith is in the early stages of developing and constructing a \$54 million full service, 204-bed Marriott Hotel. Utilizing EB 5 Financing, Disaster Recovery Bonds, New Market Tax Credits and Historic Tax Credits, C.D. Smith assisted in the financing for this project.



Additionally, C.D. Smith has developed many large, mixed use facilities including a few with a grocery component.

C.D. Smith will utilize HGA as the architect, as well as a local civil engineering firm. Their project management staff will make all efforts to maximize the utilization of local subcontractors and suppliers.

Green Construction

C.D. Smith establishes green principals in every one of their projects. Currently, their team is constructing five major LEED Certified projects including the 204,000 square foot VA Medical Center in Green Bay. In 2007, C.D. Smith completed the nation's first LEED certified parking structure at Gundersen Lutheran Hospital in La Crosse.

THE ENDEAVOUR CORP | THE ROAD MAP

As its name implies, the Endeavour Corp is a development company that specializes in complex real estate structures that scare off most traditional development companies. Endeavour has provided the road map to move the Metcalfe Vision to completion. Endeavour is led by its principal, Randy Roth.

Randy Roth is a founding principal of the Endeavour Corporation, a national real estate development company located in the City of Milwaukee which focuses on urban revitalization utilizing traditional and non-traditional financing sources like Federal New Market Tax Credits (NMTC), EB-5, Disaster Relief Bonds and local Tax Incremental Financing. Roth is one of the few developers in the country that has structured multiple New Market Tax Credit deals (twelve, with three closing in 2012). As principal, Randy has been responsible for developing over fifty real estate projects within the last three years in fifteen different cities across the country.

Prior to starting Endeavour, Randy served as the executive director of the Historic King Drive Business Improvement District where he developed over \$51 million worth of real estate during a five-year period. It was while serving as the executive director of the Business Improvement District that Randy served as a consultant to several Federal departments including Department of Treasury, Housing & Urban Development and Health & Human Services. Roth was a group leader during the drafting of the NMTC legislation and has both a developer's understanding of NMTC's plus a keen understanding of the program's legislative intent.

In addition to his work at Endeavour, Randy is an adjunct faculty member at the University of Wisconsin-Milwaukee School of Architecture & Urban Planning where he earned his Master's Degree in Urban Planning. Roth has taught at the University for fifteen years.

COMMERCIAL PROPERTY ASSOCIATES | THE PARTS

Every team needs a firm that can compile the parts of a project. Commercial Property Associates is that firm with its extensive relationships to urban end users. Commercial Property Associates understands the Metcalfe Vision and has provided the end users to meet those expectations.

Commercial Property Associates, Inc. was founded in 1989 with one goal: to be Southeastern Wisconsin's commercial/retail real estate specialist. The simple plan was to focus exclusively on retail real estate brokerage and leave the industrial and office markets to our competition. By developing a core group of brokers who would strive to offer the highest level of personal service, market knowledge, and technological support to our clients, we felt we would achieve that goal.

Now, after 20 extremely successful years with a reputation as one of the market leaders in our industry, our daily objective is to maintain that position.

Our current staff of nine licensed professionals, as well as a dedicated support staff, continue to provide the expertise and hard work our clients deserve coupled with unequalled ethical integrity.

Today we represent shopping centers and commercial properties of all types ranging in size from a few thousand square feet to over 700,000 square feet. We maintain relationships with prominent national retailers and developers of all sizes as well as local retail business owners, operators, and landlords.

We strive to maintain a thorough knowledge of our market and we take pride in our ability to produce state of the art marketing materials, competition and market analysis maps and demographic information which exceed the requirements of even the most sophisticated clients.

HGA | THE ENVIRONMENT

HGA is Wisconsin's leading design firm that combines both the necessity of design function with the importance of design aesthetics. HGA has taken the Metcalfe Vision and created a design environment that is both compatible with the neighborhood but also challenging the neighborhood to raise its expectations of what can be.

HGA is a national design firm offering fully-integrated architectural, engineering, planning and interior design services. Founded in 1953 by Richard Hammel, Curtis Green and Bruce Abrahamson, their philosophy of functionally responsive and inspiring design continues at HGA today.

From the beginning, HGA has used a studio setting where planners, architects, engineers, interior designers, landscape architects and others work together on programming and design.

Our founders' initial vision is expressed today through our collaborative teams and their leadership of a highly interactive process tailored with each of our clients. In today's world of increasingly complex buildings and infrastructure, our multidisciplinary teams are more critical to innovation and success than ever before. The results are rich design solutions that inspire the human spirit, yet offer a natural efficiency through integration of the systems that comprise our built environment.

HGA's architects, planners and landscape architects have extensive experience conducting master plans for corporate facilities. Through use of an interactive community building approach of information gathering in the early stages of site master planning, our designers and landscape architects learn about what makes a site special to the client, how they will use it and how it can be planned for long term sustainability.

PROJECT OBJECTIVE AND GOAL

- Enhance the location, historical, and market strengths of the East Washington commercial corridor
- Provide local ownership opportunities for Madison-based entrepreneurs
- Provide a platform for sustainable food system delivery through a rooftop urban farm

- Provide fresh and healthy food options to residents through the construction of a 60,000 square foot locally-owned grocery store
- Provide employment opportunities with defined career ladder opportunities
- Provide new and varied housing stock options including walk-up town homes and apartment rentals to complement and enrich the neighborhood
- Design a project that acknowledges the primacy of the pedestrian and bicycle user
- Create an entertainment district anchored by a hotel and pub restaurant development which will connect and embrace the revitalization of Breese Stevens Field
- Increase Tax Base and revenue for the City of Madison
- Embrace the historical role of grassroots community involvement by becoming lynchpin of a neighborhood

SUSTAINABILITY GOALS

C.D. Smith, along with Metcalfe's, is committed to maximizing sustainability in the project. At a minimum, the project will meet the following sustainable goals:

- Infill Development utilizing existing infrastructure
- LEED Silver Equivalency
- 100% site utilization
- Minimal construction waste
- Minimize Land Disturbance
- Passive Solar design
- Metcalfe's Rooftop Farm
- Accessible bike parking and access
- Covered bike parking
- Energy Star Appliances
- Provide private and semi private outdoor space for all tenants
- Low flow water fixtures
- Solar Domestic water heating
- Efficient construction scheduling – eliminate winter heat, minimize staging and idling trucks
- Storm water recycling and storage for green roof irrigation
- Employee shower and changing area
- Community car area for residents and hotel guests
- Utilization of material that has post-consumer content and is easily recycled/repurposed

FRONTS | EAST WASHINGTON/LIVINGSTON & EAST WASHINGTON/PATTERSON

METCALFE'S - CITY MARKET

The project includes a 60,000 square foot full service grocery store with 42,000 square feet of retail floor area owned by Tim and Kevin Metcalfe, a fourth-generation Madison-based grocery store operator and family business.



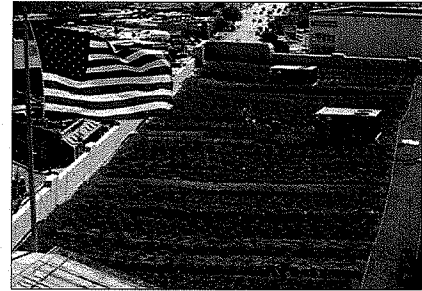
The Metcalfe's have a reputation of an abundance of local and premium quality foods. Metcalfe's Market is home to fresh baked breads & pastries from 25 local bakeries; more than 500 varieties of artisan cheeses; sustainable seafood; and a great selection of locally sourced meats and produce. In total Metcalfe's provides customers with over 2,500 local food choices, all labeled with our unique Food Mile program. The Metcalfe's have provided the overall vision of this development and not only serve as the projects main commercial anchor, but the projects heart and soul. This will be their third store in the greater Madison area and will feature full service meat and seafood, seafood, artisan cheeses, bakery, hot and cold ready to go items, their signature perishable isle, a wine and liquor area, and a community gathering coffee shop and of course classical music.

Metcalfe's believes that the lynchpin of a neighborhood has always been the grocery store. It is a place where we all visit three to four times a week; a place we meet and greet our neighbors and friends; a

place of employment for the neighborhood, which for many may be their first experience in the job market. Metcalfe's believe in this site, they believe that a need exists, and believes Metcalfe's could become one of those lynchpins for Tenney-Lapham and this near east side of Madison.

SUSTAINABLE FOOD DELIVERY SYSTEM | METCALFE'S ROOFTOP FARM

As recognition that communities need to develop means in which to create sustainable food delivery systems, the team is developing a 43,000 square foot rooftop urban farm that will produce items for sale within the Metcalfe Market.) The programming of this Metcalfe's Rooftop Farm has not been fully explored, however our plans includes heated hoop housed for year round operations.



PARKING STRUCTURE

The project will address the need for creating development and community parking requirements.

- A three story parking deck with approximately 570 stalls
- Access from East Washington South and Patterson
- Structured parking to be internally designed and constructed within the City block
- No surface parking
- Residential will have segregated secure parking
- Parking for the first and second level will be higher ceiling and over lit for safety
- Additional parking will be allocated to Breese Stevens for after hour and weekend events

ENTERTAINMENT ELEMENT

Patterson and East Washington

The development team is placing a special emphasis on creating an energetic connection with Breese Field through the development of a nationally branded hotel and locally branded pub restaurant. The combination of hotel and restaurant and its physical orientation toward Breese Field will enhance the city and communities' effort to reposition the field as an important sports and entertainment center.

RESIDENTIAL DEVELOPMENT PROGRAM

MULTI-FAMILY THREE STORE RESIDENTIAL | EAST WASHINGTON AND LIVINGSTON

The project will include three stories of multi-family apartments at the intersection of East Washington and Livingston for a total of 45,000 sq. ft. of residential development. A portion of the units will overlook the roof top urban farm. The units will be comprised of one-bedroom and two-bedroom layouts.

The team may consider replacing the multi-family residential with office development as other tenants are identified. The team recognizes that there are surrounding development projects that are pursuing both commercial and residential development. The team wants to be respectful of those projects while not compromising the feasibility of its projects. In general, there appears to be less commercial office demand than multi-family residential demand.

TOWN HOME WALK-UPS OR MULTI-FAMILY RESIDENTIAL DEVELOPMENT | MIFLIN STREET

The development team is evaluating the tax increment impact of constructing 14 town home walk-ups along Mifflin Street. The townhome concept would create a diverse housing stock option for the East Washington Avenue corridor while also activating the north side of the overall development. The townhomes would face out to Reynolds Park which would enhance the overall project connection with its sister neighborhoods. Townhomes would be three stories with interior basement parking.

If the increment impact is too severe, then the development team would construct a three-story multi-family apartment building. Like the East Washington and Livingston apartments, the total square footage of residential development would be 45,000 square feet.

PROJECT ACCESS AND NEIGHBORHOOD CONNECTIVITY & SENSITIVITY

ACCESS

The project will have three primary access points and requires a lighted intersection at Livingston Street and East Washington.

- *East Washington Plaza Entrance:* This will serve as the development's major access point capturing westbound vehicular traffic and allowing for right-turns out of the development. The entrance will have a plaza-like feel with special stamped concrete and plantings. Cars visiting the hotel will take a right turn into the ground floor parking deck to check-in. Hotel visitors will then utilize a ramp to gain access to the upper parking deck level designated for hotel users. Cars entering the development for the grocery store will continue to head north into the ground floor parking deck to access the primary grocery store parking field.

- *Patterson Parking Deck Entrance:* A Patterson Street deck entrance will capture both east bound and west bound vehicular traffic along East Washington.
- *Patterson Entertainment/Hotel Exit:* An alley service entrance into the hotel and will also exist for hotel guests. All entrances for all access points will be signed with creativity and light signage program.
- *Lighted Intersection at Livingston and East Washington:* The development team requires a controlled lighted intersection at Livingston and East Washington as a mean for enhancing the access and traffic flow for the overall development. The light intersection will allow the grocery store truck traffic to access East Washington easier. This will minimize the impact of truck traffic along Livingston Street.

ACTIVATING THE STREET

- Pedestrian oriented scale and circulation will be used throughout the project.
- Mifflin Street town homes will face Reynolds Park with front doors and porch areas. As mentioned, the town homes will be evaluated with the City as it relates to property tax increment.
- East Washington and Livingston will have outdoor seating for the grocery store's coffee shop.
- Grocery store will “spill out” onto plaza entrance on East Washington during seasonal product offerings like pumpkins for Halloween and other outdoor based products.
- Multiple ground floor entry points and porous streetscape designed around bus and future transit stops
- Highly visible and accessible bicycle parking
- Patterson and East Washington will have a plaza entrance for hotel and restaurant with outdoor seating.
- Creation of buffer between East Washington Ave and the pedestrian path

LOADING & SERVICING DEVELOPMENT

Loading and servicing a development of this size is always a challenge. The development team which consists of bike enthusiasts spent a considerable amount of time analyzing the best methodology for loading and servicing the overall development.

The project has two major service generators: a grocery store and hotel. At the same time, the project has to minimize its impact on the residential development to the north and the new residential project to the west. The development team utilized the following planning principles in structuring the project's access and loading:

1. *Provide predictable vehicular movement patterns for trucks servicing the project:* The team realizes the importance of Mifflin Street as a bike commuter route. What bikers need most is predictable vehicular movement patterns. This is more important than traffic volume. As a result, the team is proposing moving truck traffic from East Washington to Patterson to Mifflin to the loading docks along Livingston. This will remove trucks backing up into Mifflin which will present a dangerous movement pattern for bike commuters.
2. *Parking deck access and placement:* Because there will be parking demands created through Breese Field and because the team wanted to reduce traffic pressures along Mifflin, the team placed the parking deck on the eastern edge of the development.

MASTER DEVELOPMENT, FINANCING STRUCTURE, & PROJECT SCHEDULE

A project of this size and complexity requires a master developer with the financial capacity to initiate and complete the project. C.D. Smith possesses this capacity. The development team wants to move not in a phased approach over several years, but all at once. Reason being, it is utilizing Federal New Market Tax Credits (NMTC). For a NMTC project, the funding for the total project cost must be present at the closing of the project. The benefit of this structure is that it provides approximately twenty-percent (20%) of the total project funding, but the structures needs a strong financial partner like C.D. Smith.

The development team has done it due diligence. It is ready to move forward with its projects. Should the opportunity present itself, the team would request:

1. Selection to enter into a letter of intent and developer's agreement
2. Support in a work out solution between the Gebhardt moratorium
3. Additional opportunities for city staff and community input
4. Request feedback and support to meet July start date
5. City of Madison TIFF assistance
6. City of Madison public support

