

**LETTER OF INTENT
ANCHOR PROPERTIES REDEVELOPMENT
MADISON, WISCONSIN**

March 4, 2015

This Letter of Intent addresses the development of the new mixed-use / apartment building on the site of Anchor's existing above grade parking ramp as part of the Anchor Properties Redevelopment.

The Anchor Properties Redevelopment calls for the renovation and expansion of the Anchor Bank office building, the demolition of the existing above grade parking structure that is at the end of its useful life, the construction of a five level underground parking structure beneath Carroll Street containing 548 parking stalls, and the construction of a new mixed use building containing retail/restaurant space at the sidewalk level and 88 rental apartments. In order to meet the zoning requirements presented by the various elements of this development, the City's Planning and Zoning staff recommended that a Planned Development (PD) was the preferred option. A Planned Development District provides flexibility in site design while supporting innovative land use given the project's economic factors. The zoning text reads that the PD option should be reserved for "projects that create exceptional employment or economic development opportunities, or that include a variety of residential, commercial, and employment uses in a functionally integrated mixed use setting", conditions that the proposed Anchor Properties Redevelopment embodies and is designed to achieve.

All three parcels of the site were previously zoned Downtown Core (DC), the purpose of which is to recognize the area surrounding the Capitol Square as the center of both commerce and recreation in Madison. Under that zoning, the project would have been limited to a maximum height of 88 feet above the high elevation of the property. In order to create a project that is feasible, the site of the new apartment building needs to be developed with enough density to make sense financially. With two historic buildings adjacent to the new building, the new building needed to be designed to reinforce and compliment, and not overwhelm, the scale of the historic structures. We believe, and the owners of the adjacent buildings agree, that the proposed new building, which contains one floor of retail space and eight floors of apartments, is an appropriate and desirable scale.

Urban Land Interests has previously received PD-GDP-SIP approval for the reconstruction and renovation of the Anchor Bank building, the demolition of the existing above grade ramp and construction of the new underground parking ramp, as well as PD-GDP approval for the construction of the new apartment / mixed-use building. This approval was granted on October 7, 2014 by the Common Council and documented in Heather Stouder's approval letter dated October 8, 2014. That approval allowed Urban Land Interests to close on the purchase of the building and to progress this development to a point where detailed architectural plans could be prepared, construction costs finalized and the terms of the City of Madison's financial assistance package negotiated. The tax incremental financing (TIF) terms required to make the underground parking feasible were unanimously approved by the Common Council on Tuesday, March 3, 2015. Additionally, ULI has worked to finalize the plans for the mixed-used / apartment building. The architectural plans submitted for the SIP approval are consistent with the massing and detailing the City of Madison approved in the PD-GDP.

At this time, Urban Land Interests is seeking PD-GDP-SIP approval for the construction of a 9 story, 88 unit, mixed-use apartment building at 126 South Carroll Street, the site of the existing above grade parking structure that will be demolished as part of the Anchor Properties Redevelopment.

NEW RENTAL APARTMENTS

Demolition of the existing above grade ramp and construction of the new underground ramp will permit the construction of a new, 9 story mixed use building. The plans call for 11 units per floor, which produces a total of 88 rental units. The total square footage of the mixed-use building is roughly 120,000 square feet. With a total count of 88 apartments, nearly 77,500 square feet of livable space will be created. Additionally, the apartment building will contain 2,200 square feet of amenity space for the residents as well as 5,900 usable square feet of retail space on the ground floor. The unit mix will be 68 percent 1 bedroom and 32 percent 2 bedrooms.

The design of the building is intended to minimize the impact of the new building on the two historic buildings that anchor the triangular block. Along Hamilton Street, a contemporary three story façade clad in granite and terracotta will unify the two historic properties, and will step back from the property line in deference to the historic buildings that book end the block. Behind the terracotta façade, an attractive landscaped roof terrace will provide usable outdoor space for apartment tenants. The upper floors of the apartment floor plates are arranged in an L shaped configuration enclosing the courtyard and terminating against the back sides of the historic Jackman and Baskerville buildings. ULI has had extensive and detailed discussions with our neighbors and have an agreement documented by an executed letter of intent with the Baskerville Condominium owners that addresses all of their concerns regarding the impact of the proposed building. Given this agreement, the Baskerville Condominium Owners support this development.

DEVELOPMENT TEAM

Developer:	Urban Land Interests, LLC Madison (608) 251 – 0706
Architect:	Valerio Dewalt Train Associates Chicago (312) 260 – 7300
General Contractor:	J.H. Findorff & Sons Madison (608) 257 – 5321
Structural Engineer:	Robert Darvas Associates Ann Arbor (734) 761 – 8713
Surveyor:	D’Onofrio Kottke & Associates Madison (608) 833 – 7530
Landscape Architect:	Ken Saiki Design Madison (608) 251 – 3600

CONSTRUCTION SCHEDULE

The expected construction schedule is as follows:

- Construction Start (demolition of existing ramp): May 2015
- Start Date for Anchor Bank Renovations / Expansion: June 2015
- Start Date for New Apartment Building: Summer 2016
- Completion of Anchor Bank Building: Spring 2017
- Completion of New Apartments: Summer 2017
- Initial Occupancy: Summer 2017

PROJECT ECONOMICS

At a ratio of one employee per 250 to 300 square feet, the completed building, which contains roughly 175,000 square feet of office space, would accommodate approximately 600 – 700 employees. With the additional 30,000 square feet of retail space and an average ratio of one employee per 300 to 450 square feet, another 75 – 100 employees would be generated.

ULI purchased the Anchor properties on December 19, 2014. The value of the land for the mixed use building is estimated at \$3,400,000 based on a current appraisal. The renovation and expansion of the Anchor Bank building will cost approximately \$27,000,000, with an additional \$6,500,000 budgeted for tenant improvement costs. J.H. Findorff & Son's construction cost for the underground parking ramp is \$22,800,000, with the apartment / mixed-use building at \$20,000,000. In total, construction of the Anchor Properties Redevelopment is budgeted at approximately \$76,500,000. At this time, Urban Land is actively engaged with contractors in the process of value engineering in an effort to explore any areas for potential cost savings.

Urban Land Interests' plans to purchase and transform the Anchor Bank building into a Class A office facility are contingent upon creating parking that can support the needs of tenants and visitors.

To reduce the parking deficit to an affordable level, Urban Land will enter into an agreement with the City of Madison to have the City provide \$13,317,000 in Tax Incremental Financing. This agreement was the outcome of extensive conversations between the developer and City, and ultimately City staff decided a traditional TIF loan was more favorable than using CDA lease revenue bonds and a pay-as-you-go TIF credit structure that was initially discussed. The term sheet for the TIF loan has received unanimous approval from both the Board of Estimates and the City of Madison Common Council, enabling ULI to move ahead with this exciting development.