

EXHIBIT D
Specific Implementation Plan General Written Description
updated June 16, 2015

**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 15.49 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 152,500 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 23%. Approximately 72% of the Site will be impervious surface and 28% will consist of landscaped and open space.
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. Intentionally omitted.
 - 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 two landscaped medians splitting the parking lot into three sections 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 Walmart's extensive experience, parking stalls 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. Intentionally omitted.
- 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.