

**PLEASANT PRAIRIE PLAN COMMISSION MEETING
VILLAGE HALL AUDITORIUM
9915 39TH AVENUE
PLEASANT PRAIRIE, WISCONSIN
5:30 P.M.
December 19, 2007**

A special meeting for the Pleasant Prairie Plan Commission convened at 5:30 p.m. on December 19, 2007. Those in attendance were Thomas Terwall; Andrea Rode; Jim Bandura; John Braig; Larry Zarletti; and Judy Juliana. Michael Serpe, Donald Hackbarth and Wayne Koessl were excused. Also in attendance were Mike Pollocoff, Village Administrator; and Jean Werbie, Community Development Director; Peggy Herrick-Asst. Planner/Zoning Administrator and Tom Shircel-Asst. Planner/Zoning Administrator.

1. CALL TO ORDER.

2. ROLL CALL.

Thomas Terwall:

We have a quorum. We'll move onto Item 3, New Business.

Jean Werbie:

I'm sorry, Tom. We did have an amended agenda. It identified Item 3 as Citizen Comments. I'm sorry, I'm not sure if I had placed that up in front of you. So we do need to find out if there's any citizen comments this evening first.

3. CITIZEN COMMENTS.

Thomas Terwall:

Thank you. Is there anyone wishing to speak under citizen comments? If you wish to speak, we would ask that you step to the microphone and begin by giving us your name and address. Is there anybody wishing to speak? Anybody wishing to speak?

4. NEW BUSINESS

- A. CONSIDERATION OF A DEVELOPMENT AGREEMENT INCLUDING ATTACHED EXHIBITS at the request of the PDD-1 Pleasant Prairie Land Association, Inc.; PDD LLC; PDD II LLC; KABA Development, LLC; the Village of Pleasant Prairie Community Development Authority and the Village of Pleasant Prairie; regarding the development of real property included within the Village's Planned Development District No. 1 ("PDD-1"), located generally west of I-94 and between County Trunk Highway C on the north and County Trunk Highway Q on the south in the Village.**

Jean Werbie:

Mr. Chairman, members of the Plan Commission and the audience, Item A is the consideration of the development agreement including attached exhibits at the request of the PDD-1 Pleasant Prairie Land Association, Inc.; PDD LLC; PDD II LLC; KABA Development, LLC; the Village of Pleasant Prairie Community Development Authority and the Village of Pleasant Prairie. This is regarding the development of real property included within the Village's Planned Development District No. 1 located generally west of I-94 and between County Trunk Highway C on the north and County Trunk Highway Q on the south in the Village of Pleasant Prairie.

I'd like to begin by giving some background information regarding the PDD. It has been several months since we have talked about this development so I'd just like to bring everyone up to speed. Over the past one and a half years the applicants, along with their professional legal, architectural, planning, civil engineering and traffic engineering consultants along with the Village's staff, and our attorneys and our engineering consultants, we've been working diligently in order to formulate a Planned Development District No. 1 known as PDD-1.

The PDD-1 property is generally located west of the I-94 between County Trunk Highway C on the north and County Trunk Highway Q on the south. It's identified as "the property" for my discussion purposes. It's approximately 482 acres and all located within the Village. As shown on the slide is an overall map that shows the approximate location of the PDD-1 area.

In order to establish that zoning text and associated map district, including the new zoning sub districts, there were two zoning text and map amendments that were proposed and they were conditionally approved on April 2, 2007 by the Village Board of Trustees. The map that you had seen previously and is in your packets is the zoning map that identifies where the core area zoning district is located in the central portion of the Abbott campus or the proposed campus, as well as the BA-1, -2 and -3 sub areas which are along the periphery of the development.

The zoning text amendment, Ordinance 07-09, created the text for Section 420-154 of the Village Zoning Ordinance. It was for the Planned Development Zoning District. The zoning map amendment, Ordinance #07-10, created the mapping change for PDD-1 which zoning classification included the sub districts, again, as specifically set forth in Section 420-154. The shoreland district, the floodplain overlay district and the C-1, Lowland Resource Conservancy District were not amended as part of this PDD-1.

Now to provide a brief overview for the PDD-1, the PDD-1 is a very unique, complex and large-scale development with distinctive project characteristics whereby the proposed development and the use of the PDD-1 property is not practicable under the Village's traditional zoning districts, thus the need for this special Planned Development Zoning District was provided. It's important to realize and understand that this district sets forth in part regulations pertaining to a potential gated campus-like complex for uses centered on healthcare and pharmaceutical research and development including related business offices and other related uses specifically in the sub district areas.

The establishment of the PDD-1 does not necessarily require that Abbott Laboratories will be a company or the only company that is located within the core area sub district. Instead, it may be a host of multiple property owners and multiple companies whose uses are centered on healthcare and pharmaceutical research and development including related business offices and other related

uses. To this date the Village has not received a written commitment from Abbott to develop the property for Abbott specifically. Therefore, the PDD-1 document is a 170 page land use management and zoning regulation tool for the development of the property. The PDD-1 takes into account the property may develop with multiple lots or/and multiple separate property owners. Additionally, PDD-1 also established zoning regulations pertaining to three potential peripheral business sub districts. Those three sub districts will be generally available to the public for public uses. These business areas are identified, as mentioned, as the BA-1, BA-2 and BA-3 sub districts.

Now, the PDD-1 is quite unique, and I just want to go over a few aspects of its uniqueness. The Village has never before adopted a full scale from scratch PDD ordinance. The ordinance is very unusual even for a PDD ordinance. By statute a PDD is different than any other zoning district. Its regulations do not have to be uniform so it can be very site specific and it cannot be imposed unilaterally by a municipality on the landowners. The landowners must all consent to the PDD. Consequently, a PDD necessarily involves a very close relationship between the needs and desires of the landowner and those of the municipality. Here, Abbott needed a fully approved zoning framework in place that offered the flexibility it needs to buy a company or relocate a division or sell off a division or to have a place to put it without having to go through a month's or several months long process with an uncertain end.

In this Village we have typically rezoned land for the development only once we've had a final, detailed development plan and the final construction contracts on the table. Consequently, the process of negotiating and drafting this ordinance has been challenging for all of us, but we've had a very good working relationship over the past couple of years.

This PDD-1 is able to provide the required flexibility by reference to the conceptual development plan, by reliance on the site and operational plan approve requirements and the land division and development control requirements of the Village and by reliance on a development agreement relating to the public and private infrastructure needs of the proposed development. Again, it's the development agreement that we're going to be continuing to focus on this evening.

Under the PDD-1 zoning text amendment, as part of Section D. which is entitled the Development Agreement of Chapter 420-154 of the Zoning Ordinance, it is noted that the PDD-1 covers and regulates a myriad of development-related issues. The development agreement section specifies in detail the necessity and the requirements for the agreement for public and private infrastructure improvements and the requirements for developments of the property. The development agreement as presented this evening shall be entered into between the Village and each of the owners of any portion of the property as a condition precedent to the adoption and the effectuation of the PDD-1 ordinance that you considered back in March and April.

Included in the development agreement are preliminary engineering design plans for required public and private roads; sanitary sewer and water systems and storm water management facilities to serve the development. Also included are preliminary storm water management reports based on a hypothetical build out of PDD-1 and related documents and the components of the facilities required in connection with any development in each of the 19 specified areas of the property. In your packets this evening there are a series of maps also shown on the boards that identify that this entire property has been broken up into 19 identifiable areas. So if any one of these areas develops before another area they'll know exactly what needs to be built and what improvements

need to be extended and how they need to be extended in order to service each subsequent area of the project as it moves forward.

With that I'd like to now go into the development agreement overview. As I mentioned, the approval and the execution of the agreement by the Village and each of the owners is condition that needed to be taken care of prior to the zoning becoming effective. The development agreement is proposed to be entered into by the parties identified: the Pleasant Prairie Land Association, Inc., which is going to be the owners association; PDD, LLC; PDD II, LLC; KABA Development, LLC; the Village of Pleasant Prairie Community Development Authority; and the Village of Pleasant Prairie.

The PDD-1 property is legally described and shown in the exhibits in the document and that's provided as Exhibits A through F. The functions of the Pleasant Prairie Land Association are, among others, to enforce the development agreement and to facilitate the implementation of the agreement. The parties anticipate that development of the PDD-1 property will occur incrementally over a substantial but indefinite period of time, that such development may occur in a leapfrog manner, and that such development may involve multiple unrelated property owners. The development of the PDD-1 property may include various sized buildings in a wide variety of potential configurations and arrangements.

The required public or private improvements will be constructed incrementally as development proceeds and as the Village requires such construction to occur. Preliminary engineering design plans for certain roadway, sewer, water and storm water management facilities to serve the development have been prepared. Again, a reduced copy of these plans are in the front of your binder. We have full sized sets of plans on the table as well as the storm water management plans, as well as staff and others here to answer any questions that you might have about the specifics of the engineering plans or the master facility plans that we have.

The next series of six slides are actually the six boards that we have on the easels. They also are in your packets. Again, we'll be able to come back if there are any specific questions. Going through those slides then, the first map is the development area map that we referred to specifically identifying the 19 different stage or sub areas. The next is the private roadway requirements map. Again, all of the roads around the periphery of this project area, the frontage road and the county trunk highways, the Interstate, those will all remain public, but the internal roadway system will be private, and this map sets forth where that private road system will be, the dimensions, the easements required, a whole host of various details and specifications.

The next slide is the map that shows the sanitary sewer requirements to service the development. The next is the sanitary sewer system with the diameters and the sizings of the pipe. The next slide is the water requirements. And then the final slide is the water main with diameters map.

Continuing with the overview, the Village anticipates that it will commence construction in 2008 of certain tax increment finance projects or TIF projects that have already been approved under the tax increment project plan consisting of the expansion and partial relocation of 120th Avenue, the west I-94 frontage road, between Highway C on the north and Highway Q on the south. The construction of public sanitary sewer, water and storm water management improvements along 120th Avenue. And certain additional storm water management improvements east of 120th Avenue and west of I-94. These improvements will serve the development of the PDD-1 property.

The Village also anticipates initiating in 2008 as already approved TIF projects the construction of: The County Trunk Highway Q improvements in the Village, public sanitary sewer, water and storm water management improvements along Q, and one of the things that we're preparing for is a new Village water tower in the northwestern portion of the PDD-1 property, and this will occur at such time that the tower is needed to maintain fire protection flows at 3,500 gallons per minute for three hours.

Continuing with the overview, the State or Kenosha County improvements to the I-94/County Trunk Highway C interchange and the County Trunk Highway C to the north of the PDD-1 property, County Trunk Highway Q to the south of the property and to County Trunk Highway U to the west of the property will be required to support the development and use of the PDD-1 property. Additional right of way will need to be dedicated by the affected properties for these road improvements.

It's been identified in the development agreement that PDD and PDD II wish to relocate to the County Trunk Highway U corridor the American Transmission Company electric power transmission line currently located along the western edge of the PDD-1 property. Funds from the sale of a portion of the KABA property, pursuant to an agreement dated as of April 7, 2006 by and between the Wisconsin Department of Commerce and KABA, may be available to pay for some of the cost of improvements not only to the previous transmission corridor line but to the I-94/Highway C interchange but to Highways C, Q and U.

Continuing with the overview, the PDD-1 ordinance has imposed aggregate limits on the following: The maximum amount of wastewater for all uses and development within the PDD-1 property that can be discharged to the Village's wastewater system; the maximum amount of wastewater for all healthcare production manufacturing uses within the PDD-1 property that can be discharged to the Village's wastewater system; and, finally, the maximum amount of Village water for all uses and development within the PDD-1 that the property can use, unless and until additional distribution line capacity is added to the Village wastewater system and/or the Village water system as provided for in the agreement.

And finally, I'd like to identify that there are some items in the development agreement that are specifically identified as being in the staff review process that they need to still submit to us and we will have certain dates whereby they'll be submitted and we need to review and get them approved by the Village, and three of those items include the declaration which is being prepared by their attorneys for the PDD-1 property, bylaws for the association, and an updated traffic study. As you know, there had been an initial traffic study that had been completed, but based on some initial reviews done by the County, the Village and the State, some additional traffic study information work needed to be done and they are working on that right now so that once they get beyond the initial phase of their development that it's clearly understood what and where the improvements that need to be completed for the county trunk highways in the adjacent areas for the development to continue to proceed.

With that, I'm not sure if Mike [Pollocoff] would like to add any additional comments. Before hearing from Mike I do want to mention two different things. First of all you did get in your packets and information a letter that was submitted to the Village from their attorneys regarding the declarations and then our attorneys and staff put together a response kind of outlining back to them the different details that needed to be included in their declaration. And so we have been

working back and forth, again, to get that piece of the information back to this community hopefully by the end of January, beginning of February, in order to get that included in the document.

Then the other thing is that there were a few minor modifications to the development agreement, and what I included for you are the correction pages as well as new pages to insert into your document. I'm not sure if Mike wanted to touch base on any of those or if there's any questions that you have regarding the entire document or those specific changes that we made. We'd be happy to answer those questions for you.

Mike Pollocoff:

I think Jean has covered the bulk of it. Earlier the Community Development Authority approved the agreement which from the Authority's standpoint as well as the conveyance of land that the Authority acquired during blight elimination that land will be conveyed to PDD-1 at such point as they reach a threshold of 300,000 square feet in construction at no charge, approximately 53 acres. 95 percent of it is floodplain and wetlands. What wasn't floodplain when we acquired it we regraded it and put it in the floodplain and revegetated with wetland species. So that's primarily Conservancy land.

The Village is protected in this agreement. Our discussions with Abbott have been very good with their team. They've taken due care to make sure the Village is not put in a difficult situation as this development proceeds and we appreciate that. They've exercised good care. Marilyn Casco and her team from Abbott have been really great people to work with, and as we go forward they get ready to go to their next steps and as we go forward I think we couldn't ask for a better working relationship so I'm looking forward to it.

As this thing evolves it's going to change the economic landscape of the area. We couldn't be doing it with anybody better than who we are. I'd like to also thank the people on the Pleasant Prairie side, our attorneys from Quarles and our engineers. Everybody has really over a little bit longer haul put a lot of hours into it, but this project is way bigger than anything we've tackled before. I think the end results are going to be enjoyed by everybody for a long time to come. If there's any questions, Jean and myself would be glad to answer them.

Thomas Terwall:

First, let me express on behalf of the Plan Commission the appreciation of the Plan Commission for the efforts put forth both by the Abbott team and our own Pleasant Prairie group. I'm aware of some of the effort that's gone into but I'm certain that it's a lot more involved than even any of us have considered. I agree, Mike, that we haven't even begun to appreciate what the benefits and the magnitude of the benefits of this entire project are going to be. The economic impact is going to be amazing I think in the future. We have to be patient. It's not going to happen overnight I'm sure, but we're definitely laying the foundation for a good project in the future and I want to commend both the groups. With that I'm going to open it up to questions from the Commissioners. We had a lot to look at there, Jean.

John Braig:

In the recitation that was made all the property owners of the area involved were identified. There are no other small individual property owners?

Mike Pollocoff:

Not within what we've worked on this map, no.

John Braig:

Thank you. I can just agree with your comment, our appreciation of both Abbott and the staff on this project. When I look at the amount of detail that has already gone into this, this is no small matter. I was reflecting as I was looking through it, I thought the Village executive leadership and staff's will never really be compensated for their efforts monetarily, but I hope we and everyone else associated with the Village can at least show our appreciation for the work that we're putting on this.

Judy Juliana:

I agree wholeheartedly.

Thomas Terwall:

Although this is not a matter for public hearing, if there are no objections from the Commission I'm going to ask if there's anybody in the audience that has any comments or questions that they'd like to raise. This is a monumental endeavor here that we're undertaking. So if there's anybody in the audience that has a question or a comment they'd like to make we'd entertain it at this time. If not, do you have anything further to add, Jean, or are you ready for action?

Jean Werbie:

Staff recommends approval of the development agreement.

John Braig:

So moved.

Jim Bandura:

Second.

Thomas Terwall:

IT'S BEEN MOVED BY JOHN BRAIG AND SECONDED BY JIM BANDURA TO APPROVE THE DEVELOPMENT AGREEMENT AND THE ATTACHED EXHIBITS SUBJECT TO THE TERMS AND CONDITIONS OUTLINED IN THE STAFF MEMORANDUM. ALL IN FAVOR SIGNIFY BY SAYING AYE.

Voices:

Aye.

Andrea Rode:

I will have to abstain from voting because I am an employee of Abbott Laboratories.

Thomas Terwall:

I think you have to own five percent of the stock in order to have to abstain, is that correct?

Mike Pollocoff:

That's incorrect. Under the Village's ethic ordinance if she could make a decision that could have an impact irrespective of the percentage she should consider abstaining.

Thomas Terwall:

Motion carried then.

B. Consider the request of the Village of Pleasant Prairie Community Development Authority for a Certified Survey Map to subdivide the properties located east of 120th Avenue (East Frontage Road) and north of STH 165 and identified as Tax Parcel Numbers 92-4-122-192-0300 and 92-4-122-192-0305 into two parcels.

Jean Werbie:

Mr. Chairman and members of the Plan Commission, this is a request by the Village of Pleasant Prairie Community Development Authority for a certified survey map to subdivide their properties located east of 120th Avenue, East Frontage Road, and north of Highway 165. The tax parcel numbers are identified as 92-4-122-192-0300 and 92-4-122-192-0305. They're requesting to subdivide these two parcels into two parcels.

The properties are currently zoned B-1, which is a Freeway Office District, and C-1, Lowland Resource Conservancy District, and a portion of the property is located within the FPO, Floodplain Overlay District. At this time the existing zoning designations will remain on the properties.

Lot 1 is proposed to be 11.52 acres with 726.23 feet of frontage on 120th Avenue, and Outlot 1 is 28.17 acres. It has no frontage on a public road and it's intended for environmental protection purposes. In fact, it's intended to be transferred to the Kenosha-Racine Land Trust.

Earlier this evening the Village's Community Development Authority also took action and recommended to the Plan Commission and the Board that a certified survey map be approved and that they approve the transfer of that Outlot 1 which is the eastern portion of these properties to the Kenosha-Racine Land Trust. The balance of the property, or Lot 1 which is just over 11 acres, would remain in the ownership of the Community Development Authority. And my understanding is that they will eventually put that property up for sale for development purposes.

With that Mike is the Executive Director for the CDA and I didn't know if you had any additional comments.

Mike Pollocoff:

We'd appreciate your positive support on this.

Thomas Terwall:

Comments or questions? Hearing none, I'll entertain a motion.

Larry Zarletti:

Mr. Chairman, I'd move that we approve the certified survey map subject to the comments and conditions outlined by staff.

John Braig:

I'll second that.

Thomas Terwall:

IT'S BEEN MOVED BY LARRY ZARLETTI AND SECONDED BY JOHN BRAIG THEN TO APPROVE THE CSM SUBJECT TO THE TERMS AND CONDITIONS OUTLINED IN THE STAFF MEMORANDUM. ALL IN FAVOR SIGNIFY BY SAYING AYE.

Voices:

Aye.

Thomas Terwall:

Opposed?

Andrea Rode:

I will abstain again.

Thomas Terwall:

Does she have to abstain on this one, too?

Mike Pollocoff:

No.

Jean Werbie:

No, because it's not related to Abbott.

Andrea Rode:

Then yes.

Thomas Terwall:

Motion carried.

5. ADJOURN.

Thomas Terwall:

Since this is a special meeting the only thing we can do at this point is adjourn. Motion to adjourn is in order.

Andrea Rode:

Motion.

Jim Bandura:

Second.

Thomas Terwall:

All in favor signify by saying aye.

Voices:

Aye.

Thomas Terwall:

Opposed? Thank you very much.

Meeting adjourned at 6:20 p.m.