



John T. Ford  
President  
Three Leaf Partners LLC  
504 W. Juneau Avenue  
Milwaukee, WI 53203  
[jford@threeleafdevelopment.com](mailto:jford@threeleafdevelopment.com)  
Direct: 414-399-0165



Phil Aiello  
President & COO  
Mandel Group  
330 E. Kilbourn Ave.  
Milwaukee, WI 53202  
[paiello@mandelgroup.com](mailto:paiello@mandelgroup.com)  
Direct : 414-270-2759

May 31, 2023

**VIA EMAIL**

Village of Hartland  
Attn: Mr. Ryan S. Bailey  
Village Manager  
210 Cottonwood Ave  
Hartland, WI 53029

**Re: 700, 701 W. Capitol Drive, Hartland, WI 53029**

Dear Village of Hartland:

Three Leaf Partners LLC in partnership with the Mandel Group are pleased to submit our application to rezone the property located at the northeast corner of West Capitol Drive and Palmer Drive which includes the following parcels:

- Parcel No. 0730981
- Parcel No. 0730985\*
- Parcel No. 0730986\*
- Parcel No. 0730987

*\*NOTE – Certified Survey Map (“CSM”) will need to split parcels 0730986 and 0730985 to separate land located north / northwest of Palmer Drive. CSM is currently in process and will be delivered prior to June 19<sup>th</sup> Plan Commission meeting.*

Enclosed with this letter, please find the following items relating to the above referenced submittal:

- Required applications + fees.
- Project Narrative + Comprehensive Plan
- Architectural Design Set
- Civil Design Set

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This letter shall also serve as our formal request to be placed on the June 19, 2023 Village Plan Commission Meeting agenda.

If you have any questions or need anything else, please don't hesitate to contact me. We look forward to working with the Village of Hartland on this significantly impactful project!

Regards,

**John T. Ford**

President  
Three Leaf Partners LLC

**Phillip Aiello**

President | Chief Operating Officer  
Mandel Group



**Hartland Quarry**  
Rezone and PUD Petition  
May 31, 2023

504 W. Juneau Ave.  
Milwaukee, WI 53203

## **A. Development Site**

The Development Site is located on an approximately 45.419 acres that contains 4 parcels; Parcel No. 0730981, Parcel No. 0730985, Parcel No. 0730986, and Parcel No. 0730987. The site is bounded by single family homes and multi-family apartments to the south, Country Aire Apartments to the west, Hill Street to the North and a cemetery and single-family residences to the east. The site is characterized by a rolling topography including dramatic peaks and valleys resulting from the previous quarry operation. The Quarry is not operative and is currently leased to BSIT, Inc which is a trucking company. All existing structures on the site shall be demolished to make way for extensive site work and new construction market rate multi-tenant housing and for-sale condo housing.

## **B. Project Description**

Three Leaf Partners in partnership with the Mandel Group (Together “Development Team”) is pleased to present this large-scale residential project, currently named **“The Quarry”**. The Development Team reserves the right to change such name following marketing and branding efforts to take place during construction. The Quarry will be a Class A market rate multi-family community located on West Capitol Drive less than a mile from Downtown Hartland. The Development Team has conducted an in-depth Market Study (Tracy Cross & Associates, Inc.) and carefully evaluated the market in coordination with our design team to deliver a concept that will provide a diverse set of housing options that will cater to a variety of renter profiles. The site was laid out to maximize the amount of green space in conjunction with a variety of housing options / sizes to give the community a suburban feel that includes a trail system and walkways throughout. There will be a total of 13 residential buildings across three distinct product types, these include:

- Ten 2-story Stacked Flat direct entry Multi-Family Apartments (240 units).
- Three 2-story Townhomes (27 Units).
  - **Townhomes are targeted to be For-Sale Condos.**
  - **PUD Overlay shall allow Seller option to be Multi-Family Apartments or Owner Condos.**
- Clubhouse (approximately 5,590 SF).

The location of the site is optimal for residence given its visibility from West Capitol Drive and vicinity to schools, grocery stores, restaurants and other amenities. The location of the site is enhanced given its proximity to Milwaukee’s regional transportation network including WI-83 and WI-16 situated within immediate vicinity of the site, along with interstate 94 located 3.5 miles to the south via WI-83. The overall location of this site and appeal of Hartland will help draw new residence from the

greater area including Waukesha and Milwaukee Counties that will support existing businesses and contribute significantly economically to the community.

Due to the size of the proposed development, delivery of the buildings will be staggered. Infrastructure improvements will take approximately **3 months**. Vertical development of the stacked flats and clubhouse will be completed in **18 months**. Townhome construction is anticipated to run concurrent to the Stacked Flat construction. The total timeline to deliver all buildings therefore is approximately **21-24 months +/-** following commencement of construction.

### **C. Comprehensive Plan**

The Quarry development project will promote several objectives that will result in community benefits when developing the site through the Planned Unit Development Overlay.

The following objectives were outlined in the Hartland's 2019 Comprehensive Plan:

**1) *Housing units in the Village of Hartland study area should be geographically well distributed and include a full range of housing types, sizes, and costs, including detached single-family homes, two family homes, multi-family townhouses, multi-family apartments and condominiums, and housing for persons with special needs. (Pg. 33)***

- a. The proposed development will deliver a diverse mix of building types that will include a wide range of floor plans and unit sizes (1-Bedroom, 2-Bedroom, and 3-Bedroom) to cater to a wide range of resident profiles such as millennials, Gen Zs, baby empty nesters and non-traditional households such as divorcees/middle-age singles.

**2) *The supply of vacant and available housing units should be sufficient to maintain and facilitate ready housing consumer turnover. Vacancy rates should be maintained at a minimum of 4 percent and a maximum of 6 percent for rental units, and a minimum of 1 percent and a maximum of 2 percent for homeowner units in a full range of housing types, sizes, and costs. (Pg. 33)***

- a. Based on the Tracy Cross market study, Hartland's vacancy rate for multifamily properties delivered after 2010 is 2.3% indicating extremely tight market conditions for filtering or moving between communities. Furthermore, Northwest Waukesha County which encompasses Oconomowoc, Delafield, Waukesha and Hartland, is currently experiencing a 1.8% vacancy across properties built since 2010.
- b. The estimated demand for Northwest Waukesha County is 405 apartment units per year through 2027 based on current conditions. However, if additional supply is delivered during this time, the level of demand is anticipated to also increase.

**3) Does the area of the proposed PUD conform with the Village's Smart Growth Plan?**

- a. The requested zoning and uses match the uses proposed in the 2045 Smart Growth Plan. The map identifies this site as being a target for High Density Residential (8-18 units/acre).

**D. Amenities:**

The Quarry will feature a robust amenity package that can be enjoyed by the residents. The site will feature a clubhouse which will be located off the West Capitol Drive entrance. The clubhouse will be programmed to include onsite property management offices, a large fitness center, storage, a large community room that will have direct access to the pool and grill stations, and a playground. The clubhouse is positioned on the site to be easily accessible (i.e. walkable) to the residents living in the townhomes and stacked flats, but also includes 19 surface parking stalls for residents and/or visitors that choose to drive. Last, the community will include an expansive trail system that will extend around the perimeter of select areas of the site as well as a dog park area and ample green space for resident outdoor enjoyment.

The Development Team has been in contact with the Village of Hartland Post Office regarding mail delivery for its residences. The USPS has agreed to deliver mail throughout the development in the following means: Townhomes (2 mailbox clusters), and Stacked Flats (1 mailbox cluster at each of the 10 buildings). This is reflected on the architectural site plan diagram.

**E. Zoning:**

As depicted in Exhibit A, the placement of the stacked flats and townhomes will be located within the area of the site that is designated for high density residential (8-18 u/a) on the Comprehensive Plan's Future Land Use map. We are proposing (10) two-story stacked flats and (3) two-story townhomes with RM-2 zoning and PUD overlay and CSM. The PUD overlay is utilized to develop a diverse mix of building types to cater to a wider range of renter profiles and create a community that provides an appealing, tasteful, and appropriately blended residential environment. Additionally, the PUD overlay provides flexibility for the Townhomes to be owner occupied condos or rentals.

Zoning Detail include:

<b>Proposed Zoning:</b>	RM-2 w/ PUD Overlay & CSM
<b>Total Area:</b>	45.4 Acres
<b>Open Space:</b>	27.22 Acres
	504 W. Juneau Ave. Milwaukee, WI 53203

<b>Developable Area:</b>	18.2 Acres		
<b>Maximum Density:</b>	489 units		
<b>Proposed Density:</b>	267 Units		
<b>Proposed Unit Mix:</b>	100	1-Bedroom	(38%)
	121	2-Bedroom	(45%)
	<u>46</u>	<u>3-Bedroom</u>	<u>(17%)</u>
	267	Total	(13 buildings)

<b>Proposed Parking:</b>	294	Enclosed Garages
	294	Surface Stalls
	<u>54</u>	<u>Street Parking</u>
	642	Total Stalls (Average of 2.40 stalls per unit)
	<u>19</u>	<u>Clubhouse</u>
	661	Total Stalls (Average of 2.48 stalls per unit)

**Parking:**

The number of parking stalls currently programmed on the site meets the parking requirements outlined in Sec. 46-923.10. Based on the Development Team's extensive experience managing properties, we strongly believe that the level of parking programmed is sufficient. It is in the Development Team's best interest to have sufficient parking on site, otherwise, it creates a marketing issue and will result in a higher vacancy rate. Below is a summary of the total parking stalls, including structured parking, compared to the zoning code requirement.

**Total Parking Requirement - Sec. 46.923**

<b>Unit Type</b>	<b>Units</b>	<b>Sec. 46.923 Minimum Parking</b>	<b>Sec. 46.923 Total Parking Stall</b>
1 Bedroom	100	2.25	225
2 Bedroom	121	2.25	272
3 Bedroom	46	2.25	104
Clubhouse (Entertainment)			12
<b>TOTAL</b>	<b>267</b>		<b>613</b>
<b>Parking Programmed Incl. Clubhouse</b>			<b>661</b>
<b>Excess/(Shortage)</b>			<b>48</b>

<b>Unit Type</b>	<b>Units</b>	<b>Structured Parking Requirement</b>	<b>Total Structured Parking</b>
1 Bedroom	100	1.00	100
2 Bedroom	121	1.00	121
3 Bedroom	46	1.00	46
<b>TOTAL</b>	<b>267</b>		<b>267</b>
<b>Structured Parking Programmed</b>			<b>294</b>
<b>Excess/(Shortage)</b>			<b>27</b>

The stacked flats have a total of 528 stalls. Of these, 100 stalls are contained in attached garages and 140 spaces are detached garages for a total of 240 garage spaces (1:1). The balance being driveway and surface stalls that are all OUTSIDE the 16' drive aisles to allow for adequate space for emergency vehicles. Each townhome unit will have an attached 2-car garage as well as up to 2 surface parking spaces for each unit. The clubhouse will have a total of 19 parking spaces for visitors and/or resident use.

**G. Traffic Flow**

Traffic Analysis & Design, Inc. (TADI) completed a traffic impact analysis, dated March 30, 2023, for the Kwik Trip and Three Leaf Partners Developments. The study analyzed four major intersections:

- 1) Capitol Drive & STH 83
- 2) Capitol Drive & Palmer Drive/Proposed Kwik Trip North Driveway
- 3) Capitol Drive & Proposed Kwik Trip South Driveway
- 4) Capitol Drive & Vettelson Road/Proposed Apartments Driveway

Turning movement traffic counts were collected at the existing intersections during March 2022 and March 2023.

TADI provided the following recommendations for The Quarry Apartments:

*General*

- Per the Village of Hartland, provide a sidewalk along the north side of Capitol Drive throughout the limits of The Quarry Apartments property.

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### *Capitol Drive & Hartland Quarry Apartments Driveway*

- Clear trees on The Quarry Apartments site to provide 375 feet of visibility to the left of Kwik Trip south driveway and 450 feet of visibility to the right of the Kwik Trip south driveway.
- Construct the driveway with a single entrance and exit lane and stop sign control on the approach to Capitol Drive. Align the primary entrance driveway directly across from Vettelson Drive. Two-way stop control results in low delays and queues at all intersection movements during peak hours. Roundabout control provides the same, but results in considerable additional cost and right-of-way to implement this alternative. Therefore, it is NOT a recommended option in this study.

The proposed development includes all the proposed recommendations from TADI. In addition, there will be a second means of emergency access ONLY on the southwest corner of the site via a switchback road off of Palmer Drive. See site plan for location.

TADI also addressed the issue of westbound traffic on Capitol Drive “cut the corner” when turning onto Vettelson Drive. It was recommended that the Village explore options to mitigate this issue by construction a right-turn island, moving stop bars, etc. This recommendation is highlighted within Exhibit B.

All of the roads planned within The Quarry community will be private roads.

## **F. Economic / Financial Impact**

The Quarry community will have substantial economic impact to the surrounding area and Village. The construction is estimated to create 300-325 jobs. Upon stabilization, there will be 480 bedrooms within the development, there it is estimated the development will include 400-500 residents in total. Downtown Hartland, less than 1 mile from the community, will likely see an influx in spending from the additional residents to the area.

Three Leaf Partners LLC has met with Hartland businesses and the Hartland BID, all of which have expressed enthusiasm and support for the project.

Upon completion of the development, it is estimated to have an assessed value of \$60,343,000 and tax of \$748,000. This will create \$57,907,000 of additional increment in value and \$718,000 of additional incremental tax upon stabilization.

## **G. Architectural Design**

JLA Architects was engaged by the Development Team to complete architectural design for the development. The development of The Quarry presented some unique challenges and opportunities for the design team. Several site features have been designed to mitigate existing conditions and create a traditional residential community with a unique sense of place and usable open spaces. To help promote an open and walkable community the development is organized around a tree lined central boulevard and further linked with a network of sidewalks, walking paths, and open spaces that connect the community and its amenities. The tree lined boulevard is further enhanced by providing a service side to the development. Garage doors, trash, mail, and utility metering will all happen along the backsides of the development leaving the central boulevard a welcoming “front door” to the community.

The density of the masterplan also relates to the surrounding community, with lower density townhomes and clubhouse along capitol drive, working deeper into development there are two story stack flat buildings with two three story apartment buildings anchoring the western end of the development.

The development relates to its context by using traditional single-family building forms in a contemporary way. Chimneys, gables roofs, bay windows, balconies, and porches are just a few of the familiar forms that grace this development and help provide a relatable sense of human scale.

A detailed master plan, schematic floor plans, schematic exterior elevations, and renderings is included within Exhibit C.

## **H. Civil Design**

Payne & Dolan was engaged by the Development Team to complete civil design for the development. Similar to the architectural design team, the development of The Quarry community presented unique challenges and construction costs that would not be incurred in a greenfield development. A few of the major challenges are balancing the site, recycling and crushing on-site washout spoils and concrete chunks, and installing retaining walls to preserve the wooded slopes adjacent to the surrounding residential land uses. In total, site work cost is estimated to be \$8.05 million (+ contingency). This includes a design of a single water main run down the middle boulevard of the development and distributed to each of the buildings (as shown on design documents). In addition, we have programmed roadways on either side of the boulevard to be 16' of pavement (+ curb). This shall help foster appropriate level of vehicular speed through the development while allowing proper turning radiuses for all required vehicles. The complete civil design along with a detailed

narrative is included within Exhibit D. Larger scale gravity block retaining walls will be utilized within the community where needed. Examples are included in Exhibit E.

## **I. Geotechnical**

GeoTest, Inc. was engaged by the Development Team to investigate subsurface soil conditions. 9 test pits and 17 other testing points were investigated. GeoTest's geotechnical engineering report identified eight primary issues that should be considered when planning the project.

1. Fill materials exist on the property. The fills vary from construction soil placed in the developed area, UST backfill, construction rubble, compacted imported soil, and general grading materials. Other than the compacted imported soil, most other fills are not suitable for support of engineered fill and structural elements.
2. Most building foundations will bear upon engineered fill placed to raise low areas of the property. It will be important to plan for sufficient quality-control measures during site grading and construction to ensure competent bearing conditions.
3. Saturated clay and silt soils exist in the "Sediment" area, which are highly sensitive to construction activity and are not suitable for the support of engineered fill and structural elements.
4. The compacted imported soil area only had three field density tests. Additional testing should be conducted to confirm they are consistent and suitable for the support of engineered fill and structural elements.
5. Unexpected materials or items could be buried on the property that would not be suitable for reuse, such as construction equipment, organic material such as timber and vegetation.
6. Subsurface elements related to past developments exist, including foundations, slabs, and utilities. These features should be identified and removed within structural areas.
7. Although no encountered during this evaluation, it is possible that clay and silt soils could be encountered during the site improvement activities. These soil types are sensitive to moisture variations and could cause construction challenges and schedule delays.
8. Although the perimeter bluffs vary in soil type, they should all be uniformly designed for safety and stability.

The Development Team in conjunction with Payne & Dolan and GeoTest, has addressed all soil conditions within the design of The Quarry.

## **J. Environmental**

Endpoint Solutions was engaged by the Development Team to conduct a Phase II environmental site assessment to evaluate the soils for residual petroleum from a closed leaking underground storage tank (LUST) case and evaluate the site-wide fill. Endpoint worked in tandem with GeoTest to collect samples. This LUST case analysis is currently on-going.

Overall, results of Endpoint Solutions soil analyses performed on the composite samples submitted from the test pits indicate a lack of widespread significant contamination. None of the samples contained detectable concentrations of any VOC or PCB constituents, and eight (8) of the ten (10) samples submitted did not contain any detectable concentration of PAH constituents. Detected concentrations of contaminants above published RCLs were limited to metals, but no results exceeded the arsenic BTV. Two samples contained concentrations of chrysene and/or benzo(b)fluoranthene in excess of their respective RCLs. Four samples reported concentrations of cadmium that exceeded the established BTV.

Based on the lack of VOC and PCB contamination in the test pit samples, volatile vapor migration should not be a concern except potentially in the area of the former LUST. In addition, based on the relatively low concentrations of PAH constituents and metals detected, it is unlikely remedial measures will be required; however, the WDNR would require the soils containing elevated concentrations above RCLs and BTVs to be properly managed on the Site during redevelopment. The four (4) samples which contained detectable concentrations of arsenic were the only samples which exceeded direct contact RCLs (non-industrial and industrial); however, none of these concentrations exceeded the BTV established for arsenic; therefore, it may be necessary to properly place these soils beneath an exposure barrier. The exposure barrier can consist of buildings, pavements or layers of clean, non-contaminated soil.

While the test pit sampling did not identify widespread contamination at the Site, a visual observation during the initial Site reconnaissance did identify the presence of a five (5) gallon bucket containing used oil filters. It is likely that other non-soil types of materials have been randomly buried at the Site which may have the potential to cause environmental concerns. Therefore, it is recommended an environmental professional be onsite during the earthwork activities to document the procedures as will be required by the approved Application for Exemption, as well as to identify any non-soil items of concern that would require specialized disposal as well as proper management of potentially impacted soils.

## **K. Landscaping Plan**

Landscape plan to be submitted prior to the June 19<sup>th</sup> Village Plan Commission meeting.

## **L. Introduction to the Development Team**

### **Three Leaf Partners**

Three Leaf Partners is a Limited Liability Company (LLC), headquartered in Milwaukee, Wisconsin. Three Leaf Partners is led by its two founders, **Pat Connaughton** (Co-Founder & CEO) and **Matt Burow** (Co-Founder and CEO of Catalyst Construction).

Three Leaf has been in existence since Pat's rookie year in the NBA (2016) and Catalyst Construction was founded in 2004. Together the pair have extensive experience in the development and construction world. Currently, Three Leaf Partners has 18 total employees, and Catalyst has more than 85 construction professionals on its roster. TLP has over \$100 Million in current developments under construction.

Three Leaf Partners is on a mission to take the game of real estate development in an entirely new direction. Our team of like-minded professionals has developed a unique three-fold business model that provides a platform for professional athletes, business leaders, and the community to connect through real estate. From development to property management to investments and so much more, our suite of capabilities combined with the network of strong, productive business relationships we foster give us a distinct competitive advantage and exclusive access to off-market opportunities.

### **Mandel Group**

The Mandel Group, Inc ("Mandel" or "the Company") is a privately held commercial real estate development/investment company founded in 1991. Mandel has a long and proven track record of success in the multifamily real estate industry

Utilizing unparalleled market knowledge, long-term relationships and capital markets expertise, Mandel adeptly executes all aspects of the multifamily acquisition, development, leasing and management to achieve superior risk adjusted returns for its capital partners and investors.

Mandel is an integrated real estate services firm with operations in acquisitions, development, construction, property management, and disposition. The Company is recognized as a premier residential multifamily developer and manager. Leadership in product design, excellence in control over the construction process and skill in creating value and providing customer friendly environment. High level

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management have gained Mandel the respect of its capital partners, investor and lenders – and the loyalty of its residents.

Mandel will manage the multi-family apartments and clubhouse upon completion of development.

# Exhibit Table

- A. Future Land Use Map**
- B. TADI – Right-Turn Island**
- C. Architectural Design**
- D. Civil Design Overview**
- E. Retaining Wall Imagery**
- F. Detailed Unit Mix**
- G. ATLA Survey**