

REQUEST FOR CITY COUNCIL ACTION

Agenda Date: **11/16/2015**

Agenda Item: 14.b

Department Approval



City Manager Approval



Item Description: Approval of Planned Unit Development Amendment to Agreement 3608, Rosedale Center (PF15-019)

APPLICATION INFORMATION

Applicant: Jones Lang LaSalle (JLL)

Location: 1700 County Road B2 and 1705 Highway 36

Property Owner: Compass Retail, Inc. and J. C. Penney Property, Inc 496

Open House Meeting: None required (plat yields fewer than 4 lots)

Application Submission: Received on August 7, 2015; considered complete on August 13, 2015

City Action Deadline: Extended to December 25, 2015

GENERAL SITE INFORMATION

Land Use Context

	Existing Land Use	Guiding	Zoning
Site	Retail and parking lot	RB	RB
North	Retail – Rosedale Commons and Crossroads of Roseville	RB	RB
West	Retail – Rosedale Marketplace and Fairdale Shoppes	RB	RB
East	Snelling Avenue, DOT Water’s Edge, and Cedarholm GC	O/PR	O/BP, PR
South	HWY 36, Rosewood Village, Sienna Green, Rosedale Towers, and retail	HR/O	HDR-1, O/BP

NATURAL CHARACTERISTICS: The site is fully developed with a regional mall, parking lots/structures, some trees and landscaping, and has varying elevation.

HISTORY: In January 2000, the City amended the Shopping Center District to include more detailed site development standards: specifically, it regulated 24-hour uses within 300 feet of residentially zoned property. In addition, the amendment established a Planned Unit Development the included each existing site zoned Shopping Center District.

In 2004, the Shopping Center zone requirements were amended by ordinance #1304. This amendment redefined the floor area ratio of occupiable building to land area as 1.0. (1 square foot of building to 1 square foot of land area). It also provided for a height of 3 stories above the main entry level.

PLANNING FILE 3608: (2005) Planned Unit Development approval for the lifestyle wing that replaced the former Mervyn’s of California anchor.

PROJ0004 - COMPREHENSIVE PLAN: In 2009, the City adopted a new Comprehensive Plan, which identified the Rosedale retail area as Regional Business.

PROJ0017 – ZONING CODE REWRITE: In 2010, the City of Roseville rezoned the City and adopted a new Zoning Code. Rosedale was zoned to Regional Business District and the PUD, as a development tool, was eliminated from the Code; however, amendments of existing PUD's approvals/agreements remained.

PROJECT REVIEW

Jones Lang LaSalle (JLL) proposes to create a new lot, consolidate their existing 3 lots, and modify the size of the J.C. Penney lot, all in order to facilitate a 141,000 sq. ft. retail addition, a 450-stall parking deck, and up to 5 - 7,000 to 8,000 sq. ft. commercial building pad sites.

PUD #3608 was approved by the City Council in 2005 to allow a 132,679 sq. ft. 2-story easterly expansion of the Mall. The expansion was added to the east end of the former Mervyn's store and included 63,679 sq. ft. of shops and restaurants as well as a 69,000 sq. ft., 14-screen theater. The project also included the remodeling of the former Mervyn's structure into additional shops, revised on-site parking, revamped the main drive lane (ingress/egress) from County Road B2, and required other specific transportation improvements throughout the adjacent roadway system.

City Attorney is still waiting for title examination report to confirm proper ownership of the affected property.

PUD AGREEMENT ANALYSIS

The proposal by staff and the City Attorney amends the former PUD #3608 by creating a separate and distinct PUD agreement that is specific to the proposed building, site, and transportation improvements, and accounts for the zoning changes that have occurred since the 2005 approval. It should be noted that PUD #3608 will remain as a separate and distinct agreement regulating the previous Plaza addition and associated improvements.

Rosedale Center is zoned Regional Business-1 District and is governed by regulations found in various sections of the Zoning Code in addition to the PUD requirements. The PUD amendment addresses the areas where the requirements differ from the Zoning Code requirements. All Regional Business-1 District requirements that are not specifically changed in the PUD amendment agreement still apply.

The five key items that the PUD amendment agreement addresses include:

1. Allowance of a new anchor tenant building and associated site improvements.
2. Allows a parking deck to span between two lots (anchor and JCP).
3. Allows the creation of 5 out-parcels for future development.
4. Provides for traffic improvements on County Road B2.
5. Provided for the development of improved pedestrian and bicycle access from Fairview and County Road B2 to Rosedale Center.

The following are the specific requirements for the proposed developments; those areas that differ from the Zoning Code:

SITE DEVELOPMENT REQUIREMENTS:

Final Utility Servicing Plan. The final utility servicing plan for each property and/or site must be reviewed and approved by the Public Works Director prior to any permits being issued for

any building in the Project.

Erosion Control. Prior to site grading, and before any utility construction is commenced or building permits are issued, an erosion control plan must be submitted for approval by the Public Works Director and/or the Rice Creek Watershed, and all erosion control actions shall be implemented, inspected and approved by the CITY.

Clean Up. The DEVELOPER shall clean dirt and debris from public streets that has resulted from construction work by said DEVELOPER or DEVELOPER'S CONTRACTORS, its agents or assigns. The CITY will determine whether it is necessary to take additional measures to clean dirt and debris from the streets. After 24-hour verbal notice to the DEVELOPER, the CITY may complete or contract to complete the cleanup at the DEVELOPER'S expense.

Public Roadway Easement. The DEVELOPER shall dedicate the right-of-way along County Road B2 (east and west sides of the access) for the purpose of reconstructing the dedicated right turn into Rosedale from County Road B2 at the exit ramp from Snelling Avenue, which may be necessary for the construction of the required westbound second left turn lane. Said right-of-way must be included on the Final Plat submitted to the City for signatures and for review and approval by the Public Works Director.

Roadway Improvements. The DEVELOPER shall be responsible for constructing a second left turn lane for westbound traffic at the County Road B2 at Southbound Snelling Avenue access, the cost of this improvement is estimated at \$400,000. The final design of this improvement will be reviewed and approved by the Minnesota Department of Transportation, Ramsey County and the City of Roseville. The DEVELOPER will enter into a Public Improvement Contract with the City that details the improvements and terms of reimbursement to the City for the costs of the improvements including actual construction costs and any consultant fees incurred during the design and construction of the improvements. These improvements shall be in place prior to the certificate of occupancy being approved for the proposed added retail space.

The developer has requested that their cost for the required public improvements be capped at \$400,000 plus a 10% contingency for a total cap of \$440,000. Their civil engineering consultant has estimated the cost of the improvements to be under \$400,000 with engineering fees. Staff has been clear up to this point that there is no other funding source for the improvements.

Access, Circulation, and Parking Plan. Prior to the submittal of the building permit package for any of the proposed development sites, the DEVELOPER shall conduct a study of the access, circulation, and parking systems for the entire Rosedale Mall and prepare an Access, Circulation, and Parking Plan. This plan shall provide systems to safely and effectively manage the movement of pedestrians and the movement and parking of motor vehicles and bicycles on the ring-road and to the Rosedale Mall. The Plan shall also include suggestions for changes in lane designations, pavement markings, better parking lot circulation, electric vehicle charging stations, bicycle and pedestrian trails, bicycle racks, and wayfinding signage. The Plan shall be submitted to the City Public Works Director and Community Development Director by April 30, 2016, for review and approval. Implementation and/or completion of components related to the Retail Addition and non-improvement areas must be undertaken prior to the issuance of the Retail Addition Certificate of Occupancy.

Pedestrian Connections. Prior to the issuance of a Certificate of Occupancy for the Retail Addition, the DEVELOPER shall have installed pedestrian connections from Fairview Avenue and County Road B2, which connections safely bring customers and employees on foot and bike safely to the mall, as per the Access, Circulation and Parking Plan.

Final Site Plan(s). Prior to the submittal of the building permit package for any of the proposed development sites, the DEVELOPER shall submit a final site plan to the City Public Works Director and Community Development Director for review and approval.

Final Grading and Drainage Plan(s). Prior to the submittal of the building permit package for any of the proposed development sites, the DEVELOPER shall submit a final grading/drainage plan to the City Public Works Director and Community Development Director for review and approval. The DEVELOPER and the CITY will cooperate to identify opportunities for the potential expansion of any stormwater best management practices for regional stormwater benefit, which may include cost-sharing with the Rice Creek Watershed District and the CITY for design elements and construction techniques and materials that increase system performance and cost above that of the typical retail mall system. The DEVELOPER shall submit to the CITY Public Works Director a storm water permit from the Rice Creek Watershed District prior to the issuance of a building permit for any of the proposed development sites.

Park Dedication. Prior to the final plat approval, the DEVELOPER shall submit to the CITY Finance Director a payment in lieu of land dedication to the City in the amount of \$102,300.00.

PUD CONDITIONS OF APPROVAL:

General Design Standards. The design standards set forth in City Code Section 1005.02 shall apply, subject to the following:

Corner Building Placement. The corner placement requirement in Section 1005.02.A shall not apply to the Retail Addition or Parking Deck. However, Section 1005.02.A shall apply to Outlot developments that are placed in areas where the Rosedale Mall ring-road and access road form intersections.

Entrance Orientation. Where Section 1005.02(B) is applicable, the CITY hereby designates County Road B2 as the primary street for the Retail Addition. An entrance from the main level and the Parking Deck level shall be oriented toward County Road B2.

Window and Door Openings. Concerning Section 1005.02(E), windows, doors, or other openings shall comprise at least 20% of the northeast and southeast facades of the two-story Retail Addition, and a minimum of 10% on the remaining facades. The south façade, which connects into the Mall, will not be required to include any exterior openings.

Garage Doors and Loading Docks. All docks, refuse, recyclables, and/or compactors shall be located in an area not visible from the general public or viewed from County Road B2. Similarly, Section 1011.11.B of the Zoning Code requires waste and recycling areas to be enclosed. Such areas must be designed into the building plan submitted to the CITY Community Development Director for review and approval prior to building permit submittal and/or approval.

Regional Business (RB) District Standards. The RB design standards set forth in City Code Section 1005.06 shall apply, subject to the following:

Design Standards. All Outlot developments shall comply with Section 1005.06.B where deemed applicable and appropriate by the Community Development Director. The Retail Addition and the Parking Deck need not comply with Section 1005.06.B if they comply with Section 1005.02.

Dimensional Standards. The dimensional standards set forth in Table 1005-4 in Section 1005.06.C shall not apply. Instead, the following requirements shall apply:

The height of the new Retail Addition shall not exceed 65 feet for the primary retail addition and 80 feet for the three public entries. The height of Outlot developments shall not exceed two stories. The height of the Parking Deck shall not exceed 65 feet in height.

The Parking Deck shall be set back a minimum of five feet from the Property boundary line adjacent to County Road B2 (front). The DEVELOPER shall obtain for recording any cross-easement agreements necessary to allow placement of the Parking Deck across all internal lot lines connecting between the new Retail Addition and the J.C. Penny building.

The Retail Addition shall be permitted to be set back zero feet from the property lines of Lot 2, Block 1, Rosedale Center Fifth Addition.

Outlot developments shall be set back a minimum of 10 feet from any periphery or internal property line, and 10 feet from the edge of the ring road.

Improvement Area. The requirement set forth in Section 1005.06.D shall not apply. This subsection shall not be construed as a waiver of the requirements of the Watershed District or the CITY's stormwater management or landscaping requirements.

Frontage Requirement. The frontage requirements set forth in Section 1005.06.E shall not apply to the Retail Addition or the Parking Deck, but the frontage requirements do apply to the Outlots where they abut a public street. The Community Development Director may apply the frontage requirement to the ring road instead of the public street at the City's discretion.

Property Performance Standards. The property performance standards set forth in City Code Chapter 1011 shall apply, subject to the following:

Landscaping and Screening in All Districts. The requirements set forth in Section 1011.03 shall not apply. Each new development site of the PUD is required to be landscaped. A landscape plan shall be submitted to the Community Development Director for review and approval, which plan shall include landscaped parking lot islands, landscaping adjacent to buildings, and landscaping along all street frontages and the ring road in accordance with the standards of the Regional Business District. If there are practical difficulties that prevent full compliance with the landscaping requirements on any particular development site, the DEVELOPER may locate some of the required landscaping on other portions of the Rosedale Mall property with the prior approval of the Community Development Director.

Additional Standards in All Non-LDR Districts. The additional standards set forth for all Non-LDR Districts set forth in City Code Section 1011.11 shall apply, subject to the following:

Waste and Recycling Areas. The requirements set forth in Section 1011.11.B shall be modified so that waste and recycling enclosures shall be designed into the building or adjacent the building in a manner that is fully screened from public view.

Parking and Loading Areas. The requirements set forth in City Code Chapter 1019 shall apply, subject to the following:

Bicycle Parking. The DEVELOPER shall provide/install bicycle racks, lockers, and/or lock-up for a minimum of 50 bicycles distributed in the Retail Addition, Parking Deck, and all main Rosedale Mall entrances, in accordance with the Access, Circulation, and Parking Plan.

Pedestrian Circulation and Access. The requirements set forth in City Code Section 1019.14 shall apply, as modified by the Rosedale Road, Access, Circulation, and Parking Plan.

PLANNING COMMISSION ACTION

At the duly notice public hearing on September 2, 2015, no members of the public were in attendance to address the Planning Commission regarding this item, and Commissioners did not have any specific questions of staff regarding the PUD amendment (Attachment C).

The Planning Commission voted 5-0 to recommend approval of the PUD amendment subject to the following conditions:

- a. Change in legal description from Lot 4, Block 1, Rosedale Center Fourth Addition (Torrens Property – Certificate of Title No. 375111) Lot 3, Block 1, Rosedale Center Fourth Addition, except that part of overlying Lots 6 and Lot 7, Block 5, Leinen Heights Number 2 (Torrens Property – Certificate of Title No. 375111) That part of Lot 3, Block 1, Rosedale Center Fourth Addition, that overlies Lot 6 and Lot 7, Block 5, Leinen Heights Number 2 (Abstract Property) to **Lots 1, 2, and 3, Block 1, Rosedale Center Fifth Addition.**
- b. The City shall determine the required on-site parking for Rosedale and incorporate these requirements into the amended PUD Agreement.
- c. All applicable sections of the current PUD Agreement shall be modified to account for the 2010 zoning requirements.
- d. The City Engineer, Ramsey County, and MnDOT shall all approve the traffic management plan and improvements prior to the issuance of a building permit for the leasable space. There may be some required traffic mitigation costs to be paid by the developer, associated with these improvements.

RECOMMENDED CITY COUNCIL ACTION

Adopt a resolution approving PUD Agreement #15-019 governing the expansion of Rosedale Center, attached as Attachment F and subject to City Attorney examination and approval of title

ALTERNATIVE ACTIONS

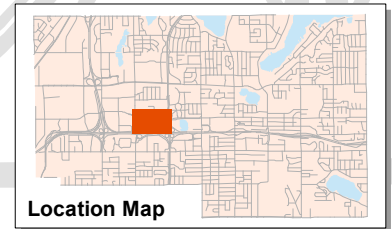
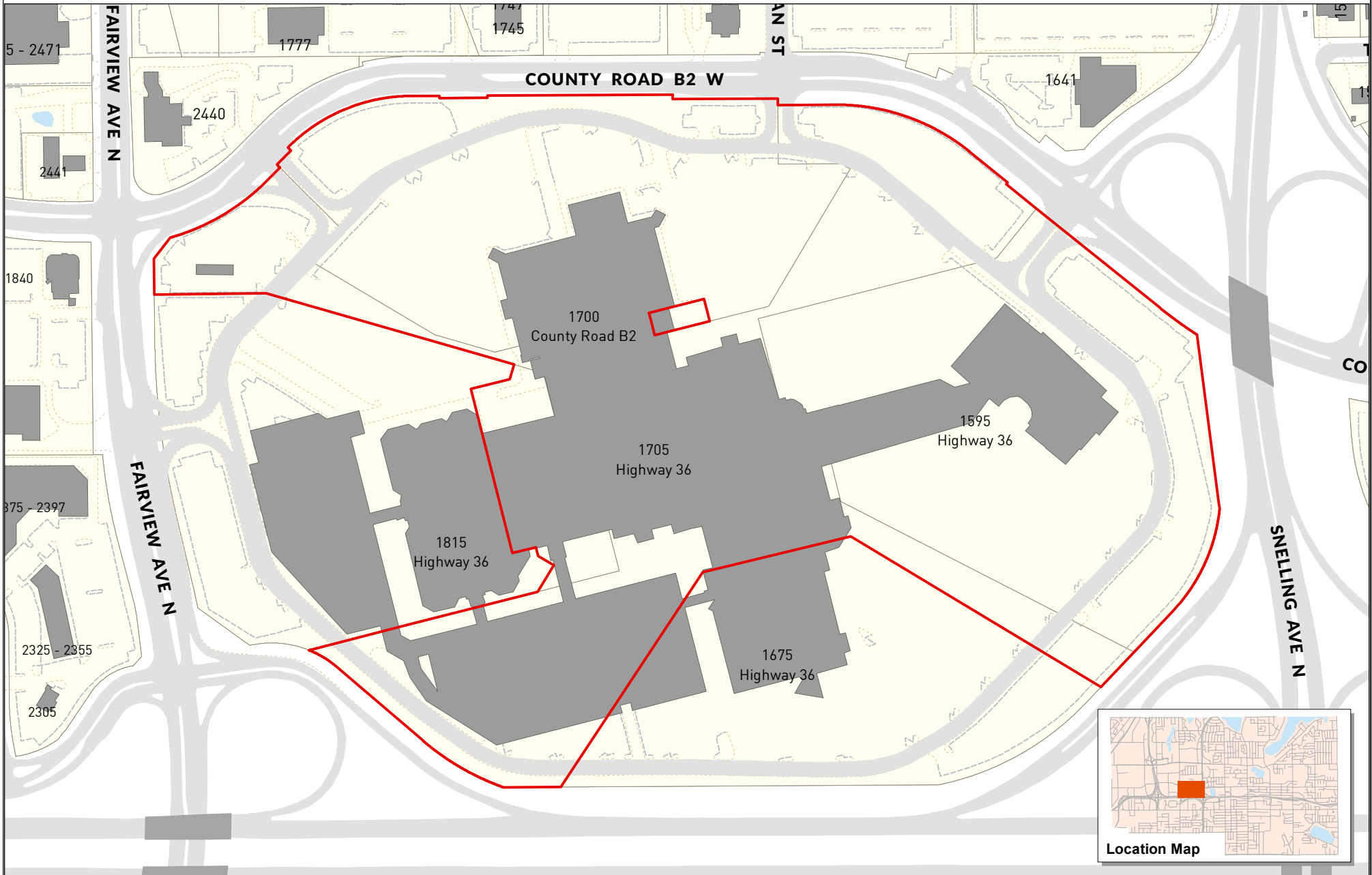
Pass a motion to table the item for future action. Tabling beyond December 25, 2015, will require consent by the Developer (JLL) as the City has used its 60-day extension covering October 26 through December 25.

By motion, recommend denial of the proposal. A recommendation to deny should be supported by specific findings of fact based on the Planning Commission's review of the application, applicable City Code regulations, and the public record.

Prepared by: City Planner Thomas Paschke 651-792-7074 | thomas.paschke@cityofroseville.com

Attachments:	A: Area map	E: PUD Agreement #3608
	B: Aerial photo	F: Draft PUD Agreement 15-019
	C: PC minutes 090215	G: Draft PUD Resolution
	D: Proposed development plans	

Attachment A for Planning File 15-019



Prepared by:
Community Development Department
Printed: August 17, 2015



Site Location

Comp Plan / Zoning
Designations
LR / LDR-1

Data Sources

* Ramsey County GIS Base Map (8/2/2015)
For further information regarding the contents of this map contact:
City of Roseville, Community Development Department,
2660 Civic Center Drive, Roseville MN

Disclaimer

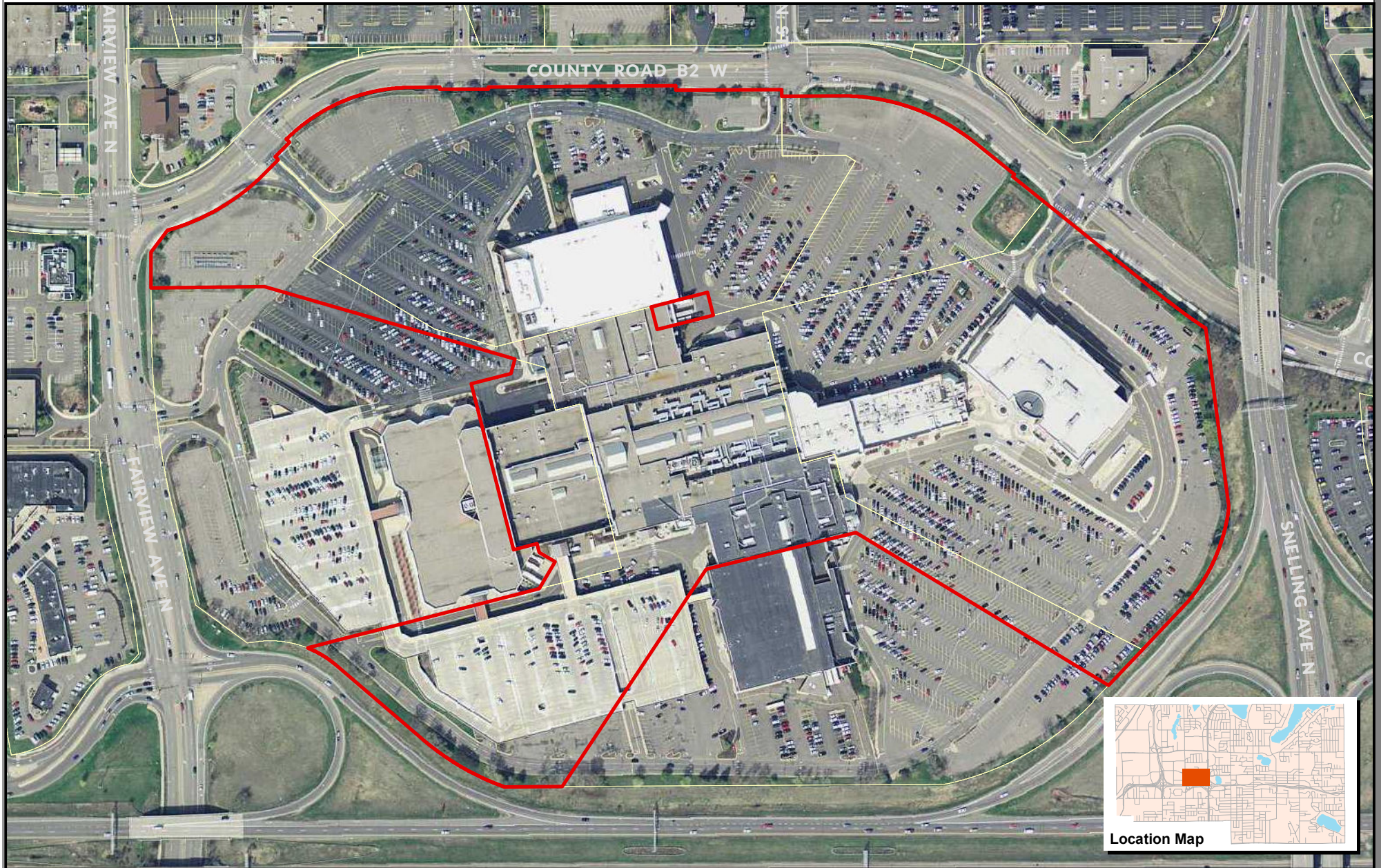
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0 100 200 Feet



mapdoc: planning_commission_location.mxd

Attachment B for Planning File 15-019



Location Map



Prepared by:
Community Development Department
Printed: August 18, 2015



Site Location

Data Sources

- * Ramsey County GIS Base Map (8/2/2015)
- * Aerial Data: MnGeo (4/2012)

For further information regarding the contents of this map contact:
City of Roseville, Community Development Department,
2660 Civic Center Drive, Roseville MN

Disclaimer

This map is neither a legally recorded map nor a survey and is not intended to be used as one. This map is a compilation of records, information and data located in various city, county, state and federal offices and other sources regarding the area shown, and is to be used for reference purposes only. The City does not warrant that the Geographic Information System (GIS) Data used to prepare this map are error free, and the City does not represent that the GIS Data can be used for navigational, tracking or any other purpose requiring exacting measurement of distance or direction or precision in the depiction of geographic features. If errors or discrepancies are found please contact 651-792-7085. The preceding disclaimer is provided pursuant to Minnesota Statutes §466.02, Subd. 21 (2000), and the user of this map acknowledges that the City shall not be liable for any damages, and expressly waives all claims, and agrees to defend, indemnify, and hold harmless the City from any and all claims brought by User, its employees or agents, or third parties which arise out of the user's access or use of data provided.

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**EXCERPT FROM THE SEPTEMBER 2, 2015 ROSEVILLE PLANNING COMMISSION
MEETING MINUTES**

a. PLANNING FILE 15-019

Requests by Jones Lang LaSalle, with property owners Compass Retail, Inc. and J. C. Penny Property, Inc. 496, for approval of a PRELIMINARY PLAT and PLANNED UNIT DEVELOPMENT AMENDMENT at 1700 County Road B-2 and 1705 Highway 36 (Rosedale Shopping Center)

Chair Boguszewski opened the public hearing for Planning File 15-019 at approximately 6:06 p.m.

City Planner Thomas Paschke briefly reviewed the request -2 part request as per RCA noting two separate actions for consideration: approval of a Preliminary Plat and an Amendment to PUD Agreement #3608.

Preliminary Plat

Mr. Paschke briefly summarized the project specifics with the proposal and pending development to the Rosedale Center site as detailed in the staff report dated September 2, 2015 and shown on Preliminary Plat documents, essentially combining several lots and creating one additional lot as noted.

PUD Agreement #3608 Amendment

Mr. Paschke noted that since the lots and their respective legal descriptions would be changed, the PUD Agreement would need to be amended accordingly. Mr. Paschke noted that this would include development of a 141,000 square foot building addition, a 450 space parking deck, and up to five out parcels that would be similar to the land lease of Chianti Grill east of the Har Mar Mall retail strip center. Mr. Paschke noted the project also included associated site improvements, including parking modification, stormwater management, additional islands in the parking lot, and other amenities as detailed in documents included in the redevelopment proposal.

Throughout his presentation, Mr. Paschke displayed various plan forms and maps indicating the location of this proposed retail additional near the existing Green Mill Restaurant location, and location of the stormwater management area and second floor with parking deck and additional parking spaces.

Mr. Paschke reviewed several components of the current PUD Agreement needing revision as part of the Amended Agreement, including zoning from the former "Shopping Center" designation to the current "Regional Business (RB)" zoning designation providing direction to staff in their interpretation of permit review including that of the new outlots to meet generalized conditions within the PUD for consistency and with current design standards including building setbacks related to property lines, building height and design, and parking deck placement in relation to the property lines. Under RB zoning, Mr. Paschke noted that building height would be limited to 65' and he expected the addition to be similar to existing building components for the anchor tenant as well as related retail uses. Mr. Paschke advised that, as more detailed plans become available for review, current design standards for exterior elevations would be incorporated into the amended PUD Agreement and current design standards addressing building materials, solidifying smaller retail sites or restaurants, or office uses versus the main building.

Mr. Paschke reviewed staff's analysis to-date and how staff would address subsequent plans during the process as plans were further refined, including square footage for restaurant uses and parking stalls that appeared to exceed City Code requirements for a typical retail mall. Mr. Paschke noted that given current zoning ordinance and design standard requirements, future building plans for this proposal would need to meet those revised standards to the greatest extent possible as staff worked with the applicant during the review and permit process.

53 In conclusion, and as detailed in the staff report, Mr. Paschke advised that staff recommended
54 approval of the Preliminary Plat as conditioned, and amendment of PUD Agreement 3608.
55

56 Commissioner Questions of Staff

57 Member Stellmach asked staff to explain traffic mitigation and whether this project would incorporate
58 improvements to bicycle and pedestrian access in this area.
59

60 Mr. Paschke advised that as part of staff's review of the site, they would look to connect pedestrians
61 from County Road B-2 for better access to the Rosedale Center site and surrounding area as
62 applicable and as easily for them as possible with the fewest traffic conflicts. As far as broader traffic
63 issues on County Road B-2, Mr. Paschke advised that staff would address existing concerns and
64 issues, and suggest potential ways to remedy them as part of this proposal.
65

66 At the request of Member Murphy, Mr. Paschke advised that the parking ramp was proposed at one
67 level by modifying of the elevation, estimating it to be 12' to 15' off the ground, and connecting J. C.
68 Penney's and the new additional. With Member Murphy noting the maximum height allowed at 65 in
69 RB zoning districts, Mr. Paschke stated that he anticipated the ramp to be much lower than that
70 maximum allowable.
71

72 With the addition of more impervious surface with this addition and site changes, Chair Boguszewski
73 asked staff to review their Condition "B" in more detail and additional stormwater management for the
74 broader area.
75

76 Mr. Paschke advised that as part of the redevelopment project, the applicant would be required to
77 meet existing standards under current requirements of City Code and the area watershed district
78 versus pre-existing or previous standards. Regarding the broader area component, Mr. Paschke
79 noted that this area was already problematic and the City would ask the applicant, JLL, to work with
80 the City and watershed district to create additional capacity within their stormwater pond to hold more
81 water back and avoid any downstream issues, and as a cost-share opportunity as part of the
82 improvements.
83

84 Public Works Director/City Engineer Mark Culver agreed with Mr. Paschke's assessment, noting that
85 any improvements or disturbed areas, such as this proposed project, required the applicant and City
86 of Roseville to work with the watershed district for mitigation efforts. As Mr. Paschke noted, Mr.
87 Culver noted that this was a problem area as far as capacity of pipes north of the Rosedale Center,
88 and while making no guarantees of what may occur, City staff was looking forward to the opportunity
89 to partner with JLL and the watershed district to expand required stormwater management and
90 mitigation to benefit the area north or upstream of the Rosedale Center.
91

92 At the request of Member Murphy, Mr. Culver advised that there would be no long-term stormwater
93 flowing south along Fairview as a result of this improvement. Member Murphy noted that currently a
94 lake typically formed in that area during larger rainfall events. Mr. Culver noted that with more
95 capacity as anticipated, the City could relieve flow at one point that would facilitate drainage from
96 other points going north as well.
97

98 Applicant Representatives

99 **Bill Mosten, Senior VP of Retail with JLL**

100 Mr. Mosten noted there were other representatives of the Rosedale Center's management team in
101 the audience, as well as representatives from Dorsey/Whitney, and Kimley Horn.
102

103 Mr. Mosten advised that they were in agreement with staff's presentation, and expressed their
104 appreciation of staff's support and the applicant's excitement going forward.
105

106 At the request of Member Murphy, Mr. Mosten estimated the process, while the schedule was still
107 evolving, should be completed in approximately two years, either late in 2017 or early in 2018.
108

Public Comment

Chair Boguszewski closed the public hearing at approximately 6:26 p.m.; with no one appearing for or against.

MOTION

Member Murphy moved, seconded by Member Bull to recommend to the City Council approval of the proposed PRELIMINARY PLAT as presented at this meeting of Lots 1, 2 and 3 , Block 1, Rosedale Fifth Addition located at 1700 County Road B-2 and 1705 Highway 36; based on the comments, findings, and conditions contained the project report dated September 2, 2015.

Ayes: 5

Nays: 0

Motion carried.

MOTION

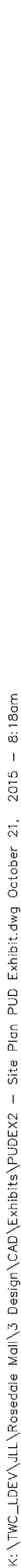
Member Murphy moved, seconded by Member Cunningham to recommend to the City Council approval of the proposed amendment to Planned Unit Development (PUD) #3608 including:

- a. Changing the legal description from Lot 4, Block 1, Rosedale Center Fourth Addition, (Torrens Property – Certificate of Title No. 375111) Lot 3, Block 1, Rosedale Center Fourth Addition, except that part of overlying Lots 6 and 7, Block 5, Leinen Heights Number 2 (Torrens Property – Certificate of Title No. 375111); that part of Lot 3, Block 1, Rosedale Center Fourth Additional that overlies Lots 6 and 6, Block 5, Leinen Height Number 2 (Abstract Property) to Lots 1, 2 and 3, Block 1, Rosedale Fifth Addition; based on the comments, findings, and conditions contained the project report dated September 2, 2015.
- b. The City shall determine the required on-site parking for Rosedale and incorporate these requirements into the amended PUD Agreement.
- c. All applicable sections of the current PUD Agreement shall be modified to account for the 2010 zoning requirements.
- d. The City Engineer, Ramsey County and MnDOT shall all approve the traffic management plan and improvements prior to the issuance of a building permit for the leasable space. There may be some required traffic mitigation costs to be paid by the developer associated with these improvements.

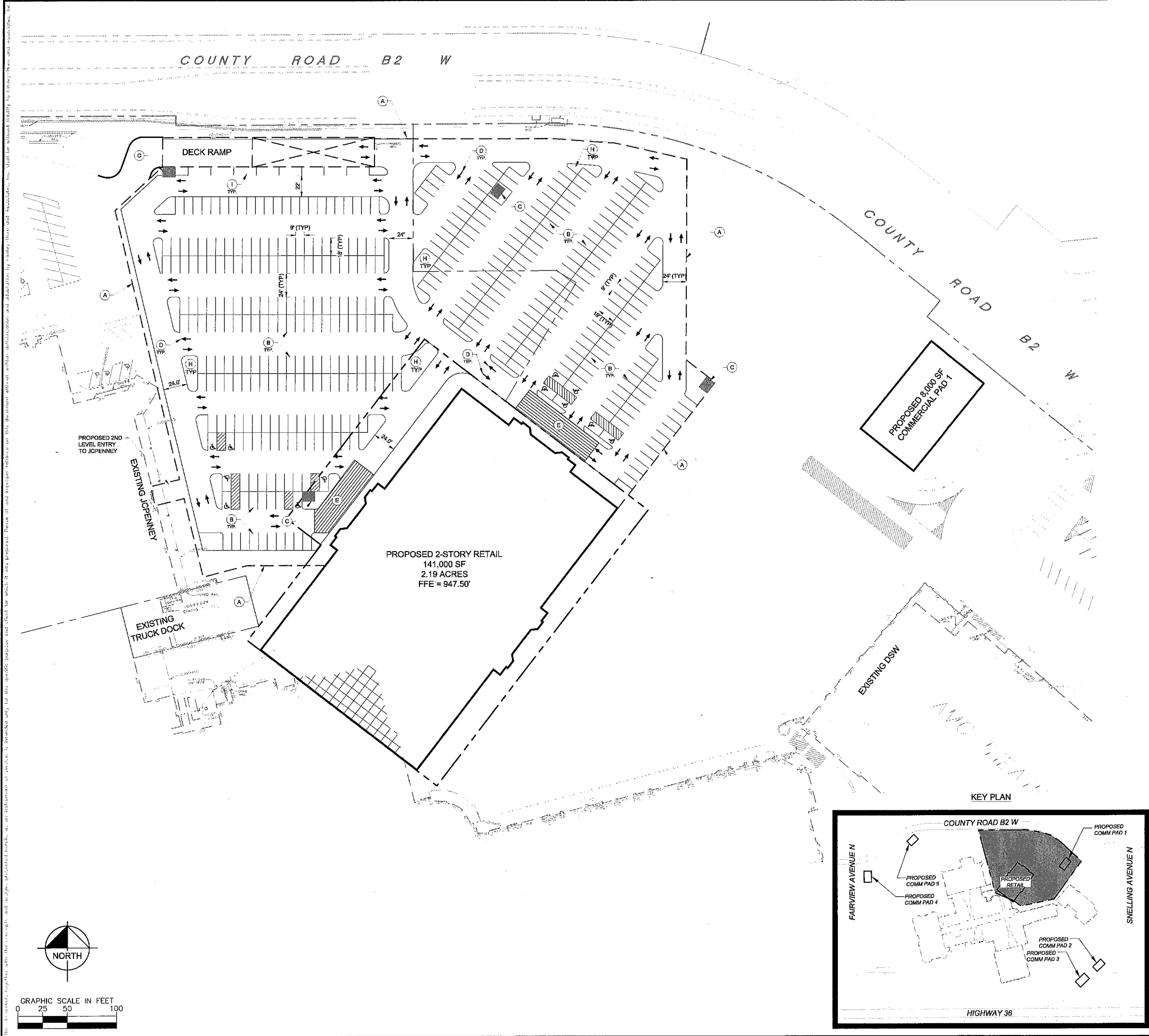
Ayes: 5

Nays: 0

Motion carried.



K:\TWC_LDEV\JLL\Rosedale Mall\3 Design\PlanSheets\C2.0 -Site Plan.dwg October 20, 2015 - 3:58pm



SITE PLAN NOTES

1. ALL WORK AND MATERIALS SHALL COMPLY WITH ALL CITY/COUNTY REGULATIONS AND CODES AND O.S.H.A. STANDARDS.
2. CONTRACTOR SHALL REFER TO THE ARCHITECTURAL PLANS FOR EXACT LOCATIONS AND DIMENSIONS OF VESTIBULES, SLOPE PAVING, SIDEWALKS, EXIT PORCHES, TRUCK DOCKS, PRECISE BUILDING DIMENSIONS AND EXACT BUILDING UTILITY ENTRANCE LOCATIONS.
3. ALL DISTURBED AREAS ARE TO RECEIVE FOUR INCHES OF TOPSOIL, SEED, MULCH AND WATER UNTIL A HEALTHY STAND OF GRASS IS ESTABLISHED.
4. ALL INNER CURBED RADII ARE TO BE 3' AND OUTER CURBED RADII ARE TO BE 10' UNLESS OTHERWISE NOTED. STRIPED RADII ARE TO BE 5'.
5. ALL DIMENSIONS AND RADII ARE TO THE FACE OF CURB UNLESS OTHERWISE NOTED.
6. EXISTING STRUCTURES WITHIN CONSTRUCTION LIMITS ARE TO BE ABANDONED, REMOVED OR RELOCATED AS NECESSARY. ALL COST SHALL BE INCLUDED IN BASE BID.
7. CONTRACTOR SHALL BE RESPONSIBLE FOR ALL RELOCATIONS, (UNLESS OTHERWISE NOTED ON PLANS) INCLUDING BUT NOT LIMITED TO, ALL UTILITIES, STORM DRAINAGE, SIGNS, TRAFFIC SIGNALS & POLES, ETC. AS REQUIRED. ALL WORK SHALL BE IN ACCORDANCE WITH GOVERNING AUTHORITIES REQUIREMENTS AND PROJECT SITE WORK SPECIFICATIONS AND SHALL BE APPROVED BY SUCH. ALL COST SHALL BE INCLUDED IN BASE BID.
8. SITE BOUNDARY, TOPOGRAPHY, UTILITY AND ROAD INFORMATION TAKEN FROM A SURVEY BY SUNDE LAND SURVEYING.
9. TOTAL LAND AREA IS 72.19 ACRES AND THE PROPOSED RETAIL SITE IS 2.10 ACRES.

PROPERTY SUMMARY

ROSEDALE MALL EXPANSION

TOTAL SITE AREA	72.19 ACRES
TOTAL PROPOSED RETAIL PROPERTY	2.19 ACRES
TOTAL DISTURBED AREA	450,846 SF (10.35 AC)
EXISTING IMPERVIOUS AREA	412,852 SF (9.47 AC)
PROPOSED IMPERVIOUS AREA	438,822 SF (10.02 AC)
EXISTING PERVIOUS AREA	38,093 SF (0.87 AC)
PROPOSED PERVIOUS AREA	33,516 SF (0.77 AC)

ZONING SUMMARY

EXISTING ZONING	PUD / REGIONAL BUSINESS
PROPOSED ZONING	PUD - PLANNED UNIT DEVELOPMENT

BUILDING DATA SUMMARY

AREAS

PROPOSED RETAIL STORE AREA	141,000 SF
PROPOSED COMMERCIAL PAD 1	8,000 SF
PROPOSED COMMERCIAL PAD 2	7,000 SF
PROPOSED COMMERCIAL PAD 3	10,500 SF
PROPOSED COMMERCIAL PAD 4	7,500 SF
PROPOSED COMMERCIAL PAD 5	5,000 SF
BUILDING DEMOLITION	8,668 SF
EXISTING BUILDING AREA (TOTAL MALL)	1,148,854 SF GLA
PROPOSED BUILDING AREA (TOTAL MALL)	1,319,186 SF GLA

PARKING

PROPOSED PARKING STALLS (GROUND)	697 STALLS
PROPOSED PARKING STALLS (DECK)	427 STALLS
EXISTING PARKING STALLS (TOTAL MALL)	5,675 STALLS (4.94 RATIO)
PROPOSED STALLS (TOTAL MALL)	5,575 STALLS (4.23 RATIO)

KEYNOTE LEGEND

- (A) PARKING DECK OUTLINE (ABOVE)
- (B) 9'x18' - 80' PARKING STALL
- (C) PROPOSED STAIR LOCATION
- (D) DIRECTIONAL ARROW
- (E) PROPOSED CONCRETE CURB & GUTTER
- (F) PEDESTRIAN CROSSWALK
- (G) PROPOSED CONCRETE SIDEWALK
- (H) PROPOSED STRIPED ISLAND
- (I) 8.5'x23' - PARALLEL PARKING STALL

LEGEND

- MALL PROPERTY LINE
- 2-STORY RETAIL PROPERTY LINE
- LOT LINES
- PARKING DECK OUTLINE (ABOVE)
- PROPOSED CONCRETE CURB AND GUTTER
- EXISTING CURB AND GUTTER
- PROPOSED SIDEWALK / CONCRETE
- PROPOSED UNDERGROUND STORMWATER MANAGEMENT AREA
- BUILDING DEMOLITION

PRELIMINARY - NOT FOR CONSTRUCTION

SITE PLAN -
DECK LEVEL

ROSEDALE MALL
EXPANSION
ROSEVILLE, MN

SHEET NUMBER
C2.1

Kimley»Horn

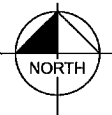
© 2016 KIMLEY-HORN AND ASSOCIATES, INC.
2850 UNIVERSITY AVENUE WEST SUITE 280N, ST. PAUL, MN 55114
PHONE: 651-945-4197
WWW.KIMLEY-HORN.COM

I HEREBY CERTIFY THAT THIS PLAN, SPECIFICATIONS AND ALL ATTACHED DOCUMENTS WERE PREPARED BY ME OR UNDER MY DIRECT SUPERVISION AND THAT I AM A DULY LICENSED PROFESSIONAL ENGINEER UNDER THE LAWS OF THE STATE OF MINNESOTA.

ADRIAN I. BELL
MIN
LIC NO. 17980
DATE: 10-17-2015

KHA PROJECT
1607790000
DATE
10/17/15
SCALE
AS SHOWN
DESIGNED BY
ML
DRAWN BY
ML
CHECKED BY
ATE

DATE: 10-17-2015



GRAPHIC SCALE IN FEET



A horizontal scale bar with vertical tick marks at 0, 25, 50, and 100 feet. The segment between 0 and 25 is divided into five equal parts, each representing 5 feet. The segment between 25 and 50 is divided into two equal parts, each representing 15 feet. The segment between 50 and 100 is divided into two equal parts, each representing 25 feet.

1. ALL WORK AND MATERIALS SHALL COMPLY WITH ALL CITY/COUNTY REGULATIONS AND CODES AND O.S.H.A. STANDARDS.
2. CONTRACTOR SHALL REFER TO THE ARCHITECTURAL PLANS FOR EXACT LOCATIONS AND DIMENSIONS OF VESTIBULES, SLOPE PAVING, SIDEWALKS, EXIT PORCHES, TRUCK DOCKS, PRECISE BUILDING DIMENSIONS AND EXACT BUILDING UTILITY ENTRANCE LOCATIONS.
3. ALL DISTURBED AREAS ARE TO RECEIVE FOUR INCHES OF TOPSOIL, SEED, MULCH AND WATER UNTIL A HEALTHY STAND OF GRASS IS ESTABLISHED.
4. ALL INNER CURBED RADI ARE TO BE 3' AND OUTER CURBED RADI ARE TO BE 10' UNLESS OTHERWISE NOTED, STRIPED RADI ARE TO BE 6'.
5. ALL DIMENSIONS AND RADI ARE TO THE FACE OF CURB UNLESS OTHERWISE NOTED.
6. EXISTING STRUCTURES WITHIN CONSTRUCTION LIMITS ARE TO BE ABANDONED, REMOVED OR RELOCATED AS NECESSARY. ALL COST SHALL BE INCLUDED IN BASE BID.
7. CONTRACTOR SHALL BE RESPONSIBLE FOR ALL RELOCATIONS, (UNLESS OTHERWISE NOTED ON PLANS) INCLUDING BUT NOT LIMITED TO, ALL UTILITIES, STORM DRAINAGE, SIGNS, TRAFFIC SIGNALS & POLES, ETC. AS REQUIRED. ALL WORK SHALL BE IN ACCORDANCE WITH GOVERNING AUTHORITIES REQUIREMENTS AND PROJECT SITE WORK SPECIFICATIONS AND SHALL BE APPROVED BY SUCH. ALL COST SHALL BE INCLUDED IN BASE BID.
8. SITE BOUNDARY, TOPOGRAPHY, UTILITY AND ROAD INFORMATION TAKEN FROM A SURVEY BY SUNDE LAND SURVEYING.
9. TOTAL LAND AREA IS 72.18 ACRES AND THE PROPOSED RETAIL SITE IS 2.10 ACRES.

BUILDING DATA SUMMARY	
AREAS	
PROPOSED RETAIL STORE AREA	141,000 SF
PROPOSED COMMERCIAL PAD 1	8,000 SF
PROPOSED COMMERCIAL PAD 2	7,000 SF
PROPOSED COMMERCIAL PAD 3	10,500 SF
PROPOSED COMMERCIAL PAD 4	7,500 SF
PROPOSED COMMERCIAL PAD 5	5,000 SF
BUILDING DEMOLITION	8,889 SF
EXISTING BUILDING AREA (TOTAL MALL)	1,148,854 SF GLA
PROPOSED BUILDING AREA (TOTAL MALL)	1,319,186 SF GLA
PARKING	
PROPOSED PARKING STALLS (GROUND)	897 STALLS
PROPOSED PARKING STALLS (DECK)	427 STALLS
EXISTING PARKING STALLS (TOTAL MALL)	5,675 STALLS (4.94 RATIO)
PROPOSED STALLS (TOTAL MALL)	5,675 STALLS (4.23 RATIO)

(A)	PARKING DECK OUTLINE (ABOVE)
(B)	9'X18' - 90° PARKING STALL
(C)	PROPOSED STAIR LOCATION
(D)	DIRECTIONAL ARROW
(E)	PROPOSED CONCRETE CURB & GUTTER
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(G)	PROPOSED CONCRETE SIDEWALK
(H)	PROPOSED STRIPED ISLAND
(I)	8.5'X23' - PARALLEL PARKING STALL

	MALL PROPERTY LINE
	2-STORY RETAIL PROPERTY LINE
	LOT LINES
	PARKING DECK OUTLINE (ABOVE)
	PROPOSED CONCRETE CURB AND GUTTER
	EXISTING CURB AND GUTTER
	PROPOSED SIDEWALK / CONCRETE
	PROPOSED UNDERGROUND STORMWATER MANAGEMENT AREA
	BUILDING DEMOLITION

[illegible]

Kimley»Horn
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2550 UNIVERSITY AVENUE WEST, SUITE 208N, ST. PAUL, MN 55114
PHONE: 651-545-1197
WWW.KIMLEY-HORN.COM

DATE: 10-07-2015 LIC. NO. 47960

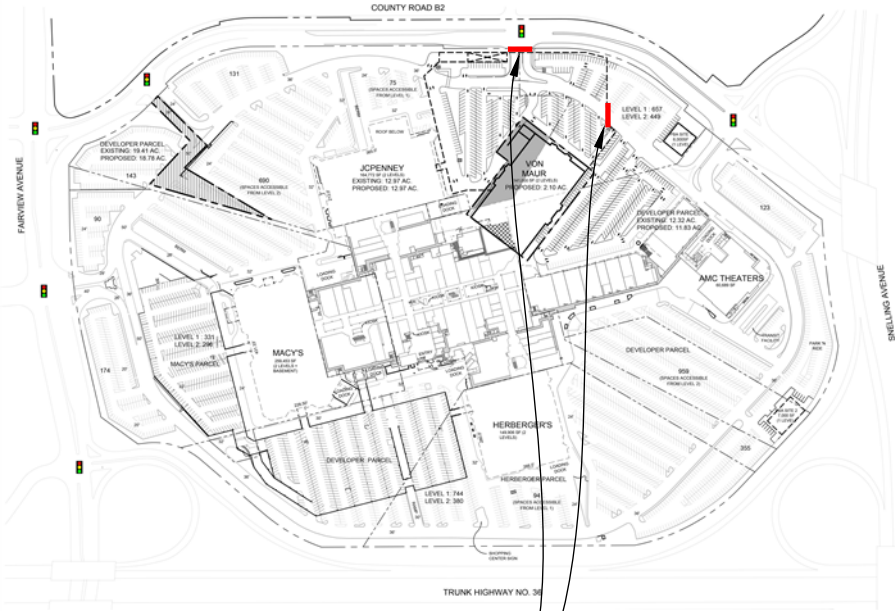
KHA PROJECT 180796000	DATE 10/20/15	SCALE AS SHOWN	DESIGNED BY ML	DRAWN BY ML	CHECKED BY ALB
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PRELIMINARY - NOT FOR CONSTRUCTION

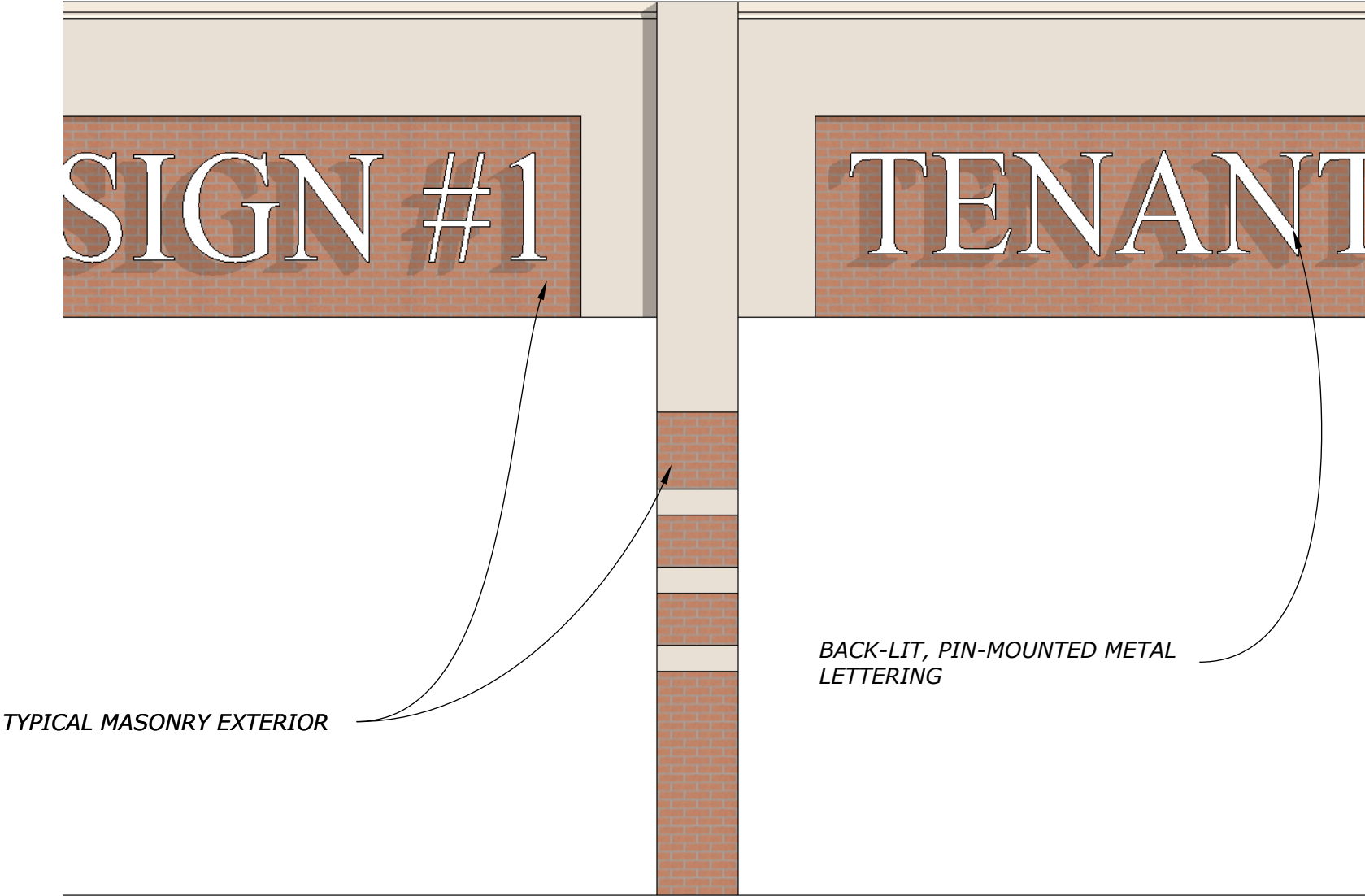
SITE PLAN -
GROUND LEVEL

ROSEDALE MALL
EXPANSION
ROSEVILLE, MN

SHEET NUMBER
C2.0



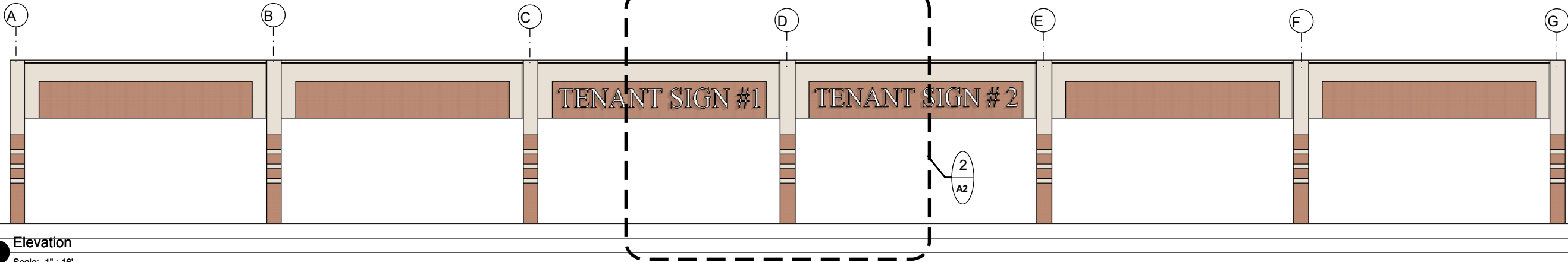
POTENTIAL LOCATION FOR
TENANT #1 AND #2 SIGNAGE



TYPICAL MASONRY EXTERIOR

BACK-LIT, PIN-MOUNTED METAL
LETTERING

2 Enlarged Elevation
Scale: 1" : 4'



1 Elevation
Scale: 1" : 16'

Document# 1999224
Certified Filed On 03/20/2007 1600
Registrar of Titles, Ramsey County, MN
Certificate# 551501
1.3.2 201774

**CITY of ROSEVILLE
PLANNED UNIT DEVELOPMENT AGREEMENT #3608**

This PLANNED UNIT DEVELOPMENT AGREEMENT ("AGREEMENT"), dated May 9, 2005 is entered into between the City of Roseville, a Minnesota municipal corporation, of 2660 Civic Center Drive, Roseville, Minnesota 55113 ("CITY") and PPF RTL Rosedale Shopping Center, LLC, by its agent Jones, Lang, LaSalle Properties, 1595 Highway 36 West, with offices at 10 Rosedale Center Roseville, MN 55113 ("DEVELOPER"). For reference the City of Roseville project file is PF3608.

1.0 EFFECTIVE DATE of AGREEMENT:

This AGREEMENT shall be effective upon completion of all of the following:

- 1.1 Passage and recording of this PUD AGREEMENT, amending the existing Rosedale Shopping Center PUD of January 1, 2000 (Ordinance # 1234), with specific terms and conditions for redevelopment/expansion of the Mall.
- 1.2 Execution of this AGREEMENT by the CITY and the DEVELOPER.
- 1.3 Approval of the Public Improvements Contract by the City Council of the CITY and recording of the Amended & Restated Transit Hub Agreement (Rosedale), dated June 20, 2005 and recording of any CITY approved public easements with the Ramsey County Recorder.

2.0 REQUEST for PUD APPROVAL:

The DEVELOPER has requested that the CITY approve an amendment to portions of the existing Rosedale Shopping Center Planned Unit Development (PUD) of January 1, 2000 (Exhibit A) that provides for the removal of the three story 170,000 sq. ft. east wing anchor department store (formerly known as Mervyn's) and redevelopment of approximately 182,000 sq. ft. of retail space in a three story format, which includes 123,708 sq. ft. (estimated) of retail space and a 58,678 sq. ft. (estimated) 14 screen movie theater on 14.97 acres wherein the building area expands by approximately 12,000 sq. ft., located at 1595 Highway 36 West, and legally described as:

Document# 4016531
Recorded 03/20/2007 1600
County Recorder, Ramsey County, MN
1.3.2 201774

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Lot 4, Block 1, Rosedale Center Fourth Addition
(Torrens Property – Certificate of Title No. 375111)

**Lot 3, Block 1, Rosedale Center Fourth Addition, except that part of overlying Lots 6 and
Lot 7, Block 5, Leinen Heights Number 2**
(Torrens Property – Certificate of Title No. 375111)

**That part of Lot 3, Block 1, Rosedale Center Fourth Addition, that overlies Lot 6 and Lot
7, Block 5, Leinen Heights Number 2**
(Abstract Property)

3.0 PUD APPROVAL:

The CITY hereby grants approval of the amended Planned Unit Development (identified as **Exhibits A through K** in Section 4.0 of this AGREEMENT), subject to the DEVELOPER's compliance with the terms and conditions of this AGREEMENT. The City agrees to approve applications for building permits, if said applications are consistent with the plans identified in Section 4.0 below.

For any improvements not contemplated in this AGREEMENT, the CITY may require compliance with any amendments to the Comprehensive Guide Plan, official controls, platting or dedication requirements enacted after the date of this AGREEMENT.

4.0 APPROVAL by the CITY:

The CITY hereby approves the following plans and agreements (as Exhibits to the PUD AGREEMENT) on file with the City. The DEVELOPER shall develop the subject property in accordance with these plans and agreements. If, however, the plans or agreements are inconsistent with the written terms of this AGREEMENT, the written terms of this AGREEMENT shall control. If the plans address items not specifically addressed in this AGREEMENT, the plans shall govern with respect to those items. The plans are:

Exhibit A Existing Land Use, Zoning, and Site Conditions Surveys that indicates all conditions on the parcels including buildings and contours, dated January 1, 2000, and November 8, 2004 (Drawing C-1, C-1A & C-1B).

Exhibit B Amended & Restated Transit Hub Agreement (Rosedale), dated September 18, 2006 (signed version to be submitted to the CITY prior to issuance of any DEVELOPER's project building permit), which includes an attached site plan indicating:

- a.** Transit bus routes and pick-up and drop-off at main Mall entry.
- b.** Hub (center) improvements including bus routes, rider waiting/transfer, and driver and customer rest areas, customer shelter, bus waiting areas.

c. Park and ride lot, and customer shelter.

- Exhibit C** Site Development Plan that includes property boundary, building setbacks, structure location (including the trash enclosure), curbing, parking, parking setbacks, and proof of parking (Drawing No. C-2), dated May 26, 2005.
- Exhibit D** Grading and Ponding/Storage Plan illustrating existing grades and those proposed after completion of the proposed construction, drainage directions, spot elevations, catch basins for surface water catchment, ponds and storage basis (at and below surface) and the erosion control plan (Drawing No. C-3), dated May 26, 2005.
- Exhibit E** Utility Servicing Plan including sanitary sewer, water mains and hydrants, and storm sewer and illustrating all connections, pipe sizes, line locations, manhole locations, hydrant locations, and other applicable utility plan information (Drawing No. C-4), dated May 26, 2005.
- Exhibit F** Landscape Plan including materials list, sizes, and locations of all plant materials (Drawing No. C-5), dated May 26, 2005.
- Exhibit G** Building floor plans with dimensions of the facility (Drawings No. A-1 & A-2, dated May 26, 2005.
- Exhibit H** Building elevations with dimensions and materials identified (Drawings No. A-3 & A-4), dated May 26, 2005.
- Exhibit I** Anticipated site development schedule with estimated date of construction start, construction completion, utility, curb, gutter and landscape installation, and tentative occupancy date, dated June 2, 2005.
- Exhibit J** Public Improvements Contract approved by the City stipulating all requirements, terms, easements, and conditions with respect to public improvements including (but not limited to) any utility, roadway, pathway, storm water ponding, and boulevard restoration, dated June 20, 2005.
- Exhibit K** Snow Storage and Management Plan shall include staging locations for temporary snow storage and the manner in which snow is transferred to the melting machine. No temporary accessory fuel storage tank for the operation of the snow melting machine shall be permitted on premises, dated June, 2005.

5.0 PLANNED UNIT DEVELOPMENT AMENDMENT:

The CITY conducted a hearing on December 1, 2004 (Planning Commission - PUD Amendment and Concept Development Plan). On December 20, 2004 the City Council considered the proposed concepts within the Planned Unit Development zone and found the concepts to be consistent with the City Comprehensive Plan and City Code. The CITY agrees to amend the PUD (established January 1, 2000), subject to the DEVELOPER's strict compliance with the approved plans, and terms and conditions of this AGREEMENT.

Minor departures from the approved final development plans, which are consistent with this AGREEMENT and the underlying Shopping Center District zone and/or the Rosedale Shopping Center PUD amendment may be approved by the CITY's Development Review Committee and the Community Development Director or designee, as provided in the Roseville City Code (Section 1008). Substantial departures from the approved final development plans will require an amendment to the Planned Unit Development in accordance with Sections 1006, 1008, 1010, 1012 and 1015 of the Roseville City Code. Where not superseded by more restrictive requirements of this PUD, the standards of the underlying zones shall apply, as stated in Chapter 1006 of the Roseville City Code. Whether an issue is "minor" or "significant" shall be determined by the CITY as defined in Section 1008.09 of the City Code.

6.0 DEVELOPMENT of PROPERTY:

Failure by the DEVELOPER to commence and diligently undertake development activity in accordance with the final development plans within two years of the effective date of this Planned Unit Development will necessitate the DEVELOPER seeking approval of an extension of the development schedule by the City Council within 60 days after the conclusion of the two year period. If an extension is not applied for, the Council may instruct the Planning Commission to initiate rezoning to the original land use plan and zoning districts or to another zoning designation consistent with the Comprehensive Plan. For purposes of this provision, development activity shall be defined as obtaining a building permit, commencing and continuing with project construction on the site.

7.0 COMPLIANCE with LAWS and REGULATIONS:

The DEVELOPER represents to the CITY that, to the best of its knowledge, any site improvements pursuant to the proposed development will comply with all City, County, Watershed, Regional, Metropolitan, State, and Federal laws and regulations, including but not limited to the Roseville Subdivision Regulations, the Roseville Zoning Regulations, and all other applicable environmental regulations.

8.0 SITE DEVELOPMENT REQUIREMENTS:

To ensure that the proposed development meets the CITY'S requirements and standards for site development, the following provisions shall apply:

- 8.1 *Final Grading Plan.* The final grading plan for each property and/or site must be reviewed and approved by the Director of Public Works before any permits will be issued. All grading shall comply with the approved grading plans and shall be the responsibility of the DEVELOPER. The DEVELOPER's engineer shall provide to the CITY a letter certifying that the grading project was constructed and was completed as depicted in the approved grading plan (Exhibit D) prior to the issuance of a Certificate of Occupancy.
- 8.2 *Final Utility Servicing Plan.* The final utility servicing plan for each property and/or site must be reviewed and approved by the Director of Public Works prior to any permits being issued for the building (**Exhibit E**).
- 8.3 *Erosion Control.* Prior to site grading, and before any utility construction is commenced or building permits are issued, an erosion control plan must be submitted for approval by the Director of Public Works and/or the Rice Creek Watershed, and all erosion control actions shall be implemented, inspected and approved by the CITY (**Exhibit D**).
- 8.4 *Clean Up.* The DEVELOPER shall clean dirt and debris from public streets that has resulted from construction work by said DEVELOPER or DEVELOPER'S CONTRACTORS, its agents or assigns. The CITY will determine whether it is necessary to take additional measures to clean dirt and debris from the streets. After 24 hours verbal notice to the DEVELOPER, the CITY may complete or contract to complete the clean up at the DEVELOPER'S expense.
- 8.5 *Utility & Drainage Easements.* The DEVELOPER is responsible for creating, dedicating and/or granting specific easements pertaining to public utility services, as approved by the City and as described in the City of Roseville Public Improvements Contract, and storm water ponding and treatment as approved by Rice Creek Watershed.
- 8.6 *Public Roadway Easement.* The DEVELOPER is responsible for granting a 15 foot wide roadway easement along their north property line from American Street to the Snelling Avenue intersection and 10 feet of right-of-way along their north property line from Fairview Avenue to the first Mall access east of Fairview Avenue. These easements shall not require DEVELOPER to make any modifications to the existing vehicular entrances to the Mall property or the existing ring road within the Mall property, or result in a reduction in the existing number of on-site parking spaces on the Mall property.
- 8.7 *Public Transit.* The DEVELOPER and Metro Transit shall enter into a First Amendment to Transit Hub (Center) Agreement, in the form of the attached **Exhibit B**.

8.8 *Roadway Improvements.* The DEVELOPER hired a traffic consultant (Parsons) to conduct a detailed traffic analysis based on the approximately 182,000 sq. ft. Mervyn's replacement/expansion, which analysis indicated that the following improvements and modifications are necessary at an **estimated** cost to the DEVELOPER of \$293,000:

- **Eastbound TH 36/Fairview Avenue**
 - Optimized cycle lengths, splits and offsets
 - Lagging southbound left turn
- **Westbound TH 36 Ramp/Fairview Avenue**
 - Optimized cycle lengths, splits and offsets
 - Southbound through/left set as coordinated plan
 - Split phase east bound & westbound
 - Protected only northbound and southbound left turns
 - Lagging southbound left turn
- **West Mall Entrance/Fairview Avenue**
 - Optimized cycle lengths, splits and offsets
- **County Road B2/Fairview Avenue**
 - Optimized cycle lengths, splits and offsets
- **County Road B2/Wells Fargo/Northwest Mall Entrance**
 - Optimized cycle lengths, splits and offsets
- **County Road B2/Rosedale Commons**
 - Optimized cycle lengths, splits and offsets
- **County Road B2/American Street/North Mall Entrance**
 - Optimized cycle lengths, splits and offsets
 - Additional 170 foot southbound turn land
 - Lengthen to 300 feet westbound left turn lane
- **County Road B2/Southbound TH 51 Ramp/Northwest mall Entrance**
 - Optimized cycle lengths, splits and offsets
 - Eastbound left turn set as coordinated phase
 - Add 75 feet to southbound left turn lane
 - Lengthen to 340 feet eastbound left turn lane
 - Rosedale perimeter road transition to full left turn lane, full through land, and a 400 foot right turn lane
- **County Road B2/Northbound TH 51 Ramp**
 - Optimized cycle lengths, splits and offset

- 8.9 *Park Dedication.* Because no new lots of more than 1 acre are proposed, no park dedication is required for the project (as per Section 1104.04 of the City Code).

9.0 PUD STANDARDS and CONDITIONS of APPROVAL:

The Planned Unit Development (PUD) shall also comply with the following specific PUD standards:

- 9.1 General Development Standards. The certificate of survey, site development plan, landscape plan, grading and utility plan, and building elevations shall be part of the standards for PUD development of the subject property.
- 9.2 **Uses – Permitted: Lot 3 and 4, Block 1.** The permitted use of the subject property shall be those uses that are generally permitted by the underlying SC (Shopping Center) zoning district, subject to the following qualifications:

- A. **A three story retail complex of 123,708 sq. ft. and a 59,678 sq. ft. movie theater complex of approximately 182,000 sq. ft. is hereby approved by the terms of this AGREEMENT.** This redevelopment shall be restricted to the dimensions and location/type of improvements specified in the site development plan, grading plan, utility plan, landscape plan, building floor plan, and building elevations (Exhibits C through H), and supporting documents submitted by the DEVELOPER. Where not inconsistent with this PUD AGREEMENT, the standards of the underlying SC (Shopping Center District) zoning district shall apply, as stated in Chapter 1006 of the Roseville City Code.
- B. **Future Uses or Reuses:** The subject property may be reused and/or redeveloped, for any permitted use in the SC (Shopping Center) District that does not exceed a total of approximately 182,000 sq. ft. of retail uses, provided, however, that any permitted use which reduces the amount of available required parking or pervious area or, any use which is deemed by the Community Development Director or designee to create additional/potential noise generation, visual impact, and/or parking demands, will require a written amendment of this AGREEMENT. Any Conditional use permit will require a written amendment of this AGREEMENT.

- 9.3 **Building Setbacks: Lot 3 and 4, Block 1.** The minimum setback for the retail and theater development structures from property lines (as depicted on site development plan; Exhibit B) shall be consistent with Section 1005.01 of the Roseville City Code and as follows:

- **FRONT YARD (NORTH and EAST) SETBACK:**
100 feet from the property line adjacent to County Road B-2 and Snelling Avenue, respectively
- **REAR YARD (SOUTH) SETBACK:**
60 feet from the property line adjacent to Highway 36 and Lot 5

- **SIDE YARD (WEST) SETBACK:**
Structure adjacent to or connected to the existing mall structures – no setback is required
- 9.4 **Off-Street Parking Lot Setbacks: Lot 3 and 4, Block 1.** The minimum setback from property line for the off-street parking lot shall be consistent with Section 1005.01 of the Roseville City Code and as follows:
- **FRONT YARD (NORTH AND EAST) SETBACK:**
15 feet from the property lines
 - **REAR YARD (SOUTH) SETBACK:**
5 feet from the property line unless parking is used jointly, then no setback
- 9.5 **Building Height and Design – Proposed Development.** The retail and theater complex shall not exceed three stories above grade and in no case exceed the existing height of the Mall structure as measured from the “at grade” level entry to the top of the wall height in the same location. Sloped roofs and architectural design elements above the third floor ceiling are permitted to an additional height of 33% of the wall height. The complex must be architecturally designed to have the scale and massing of structures consistent with the existing shopping center and the approved Final Development Plan to break-up the exterior masses, and must include architectural features, such as windows, pop-out panels, lighting, change in wall texture and color, and/or other variety, on all exterior walls of the building additions (**Exhibit H**).
- 9.6 **Building Materials: Lot 3 and 4, Block 1.** Exterior building materials shall include flat or sloped roof and may include a mixture including cultured stone or brick, architectural block, stucco, or other approved masonry product, architectural glass and metal on the building facade. The color scheme and mix of materials for the building shall be reviewed and approved by the Community Development Director or designee prior to issuance of any building permits, which approval shall not be unreasonably conditioned, withheld, or delayed. The exterior of the retail shops structure and theater must also include those building and site appurtenances such as awnings, canopies, clerestories, cornices, pilasters, false windows or light boxes, planters, benches, trellises, directional and information kiosk, plaza pavers, and other features consistent with the building elevations and site plan dated May 26, 2005 (**Exhibit H**).
- 9.7 **Number of Required Parking Spaces for the Amendment area and throughout the Shopping Center PUD.** The minimum number of parking spaces throughout the Shopping Center shall be 5 parking spaces for each 1,000 sq. ft. of gross leasable space. The City Code allows for deductions for non-retail or non-productive areas. (City Code Section 1018). The “amendment area” gross leasable area (within Lot 3 and 4, Block 1) contains 123,708 sq. ft. of retail space and 58,678 sq. ft. of theater – equivalent to 2,500 theater seats.

Amendment Area Parking Spaces required:

Retail parking spaces: 525 spaces (5 spaces per 1,000 sq. ft. of net leasable sq. ft.)

Theater parking spaces: 833 spaces (1 space per 3 seats)

Upon completion of the proposed redevelopment of the former Mervyn's Department Store into a "life style center" addition and a 2550 seat theater, Rosedale Mall will contain 1,071,702 sq. ft. of gross area of which 896,150 sq. ft. is net leasable retail area requiring (per City Code) 4,480 spaces and the 2500 seat theater adds a required 833 spaces (per City Code) for a total on-site parking requirement (including the "amendment area") of 5,314 parking spaces. As of this date the entire shopping center has 5,759 on-site parking spaces.

Tenant	Gross sq. ft.	Non-retail sq. ft.	Net Retail sq. ft.	Required Parking
Marshall Fields	259,453	20,254	239,199	1,196
Herberger's	138,721	32,700	106,021	530
J.C. Penny's	155,916	36,456	119,460	598
Proposed Retail 2005	123,708	18,556 (15%)	105,152	525
Interior Mall	393,904	67,586 (15%)	326,318	1,630
Rosedale Mall Total:	1,071,702 sq. ft.	175,552 sq. ft.	896,150 sq. ft.	4,481
Theater (1space /3 seats)	2500 seats			833
Total Parking Required (NET)				5,314
Gross Lease Area	1,151,063 sq. ft.			5,755
Parking Provided (GROSS)				5,759
Bonus or Surplus				445

OVERALL DEVELOPMENT CONDITIONS:

- 9.8 **Mitigation of Impact on Adjacent Uses.** All HVAC, mechanical, and energy support system structures must be roof top mounted and screened from view on each unit or within an interior mechanical room. For the purpose of this PUD AGREEMENT screening shall consist of integral wall extensions of similar materials to the building wall materials or trim.
- 9.9 **Storage.** Outdoor or exterior storage of any material, equipment, is prohibited for any duration including but not limited to: trucks and semi-trailers (except while delivering goods, services, and materials), boats, trailers, campers, snowmobiles, ice houses, junk, pallets, debris, inoperable and/or non-licensed vehicles. Temporary storage (piling) of snow and snow melting equipment shall be permitted in accordance with the snow storage and management plan (**Exhibit K**). The installation of sheds or other accessory buildings is prohibited. Outdoor sales and merchandising and equipment for the sale is exempt from this requirement (requires seasonal sales and display permit).

- 9.10 **Site Construction & Security Fencing.** The DEVELOPER is responsible for installing construction or security fencing and for its removal prior to occupancy. The exact location of the security fence and entrances must be approved by the Building Official and Fire Marshall, or designees, prior to the issuance of building or excavation permits.
- 9.11 **Site Landscaping.** Landscaping for the project shall include boulevard trees along County Road B-2 and Snelling Avenue within Lots 3 and 4, Block 1, Rosedale Center Fourth Addition, consistent with the Roseville Master Street Tree Plan and trees, shrubs and perennials throughout the site that enhance the development and break up the building wall mass. Where possible, the landscape plan shall include landscaped islands within the parking lot to a minimum of 5% of the paved area within (Lot 3 and 4), as well as screening (plants and/or berm) of the parking lot from public rights-of-way to a height of 30 inches above the parking lot curb height. The site landscaping (Lot 3 and 4) must be irrigated. The final landscape plan (**Exhibit F**) must be prepared by a state registered landscape architect per Section 1010 of the City Code.
- 9.12 **Landscape Letter of Credit.** Prior to the issuance of a grading, excavation, foundation, and/or building permit, the DEVELOPER shall provide the CITY with a landscape letter of credit, bond, or other security covering a minimum of one full growing season/calendar year which is acceptable to the City in an amount up to 150% (as determined by the Community Development Director or designee) of the full cost of all landscaping, irrigation, and site restoration (Section 1010.14E) as per Exhibit F. After one (1) complete growing season, DEVELOPER may request a partial release of the letter of credit or bond. The amount to be released shall be agreed upon between the DEVELOPER and the CITY acting reasonably. The CITY shall, if requested by the DEVELOPER, return the full or remaining letter-of credit or bond to the DEVELOPER after the landscape portion of the project has been closed out by the CITY.
- 9.13 **Trash Handling.** Section 1010.11D requires all trash handling equipment (trash and recycling dumpsters and/or compactors) to be contained within and under the principal structure. The submitted plan indicates that the underground service area will include the trash dumpster and compactor.
- 9.14 **Service/Delivery Area.** The CITY acknowledges that DEVELOPER has consulted with the City's Chief of Police regarding security arrangements. The service/delivery area proposed on the lower level of the addition shall have such security cameras as recommended by the DEVELOPER's security consultant and as approved by the CITY's Chief of Police or designee.
- 9.15 **Off-Street Parking.** Off-street parking areas within the subject property shall be improved as shown on the approved site development plan (**Exhibit C**), and shall include hard surfacing (bituminous), concrete perimeter curbing, and a drainage plan.

- 9.16 **Signage.** Within the subject property, facade signage for the new “life style” component shall be restricted to 1.5 sq. ft. times the lineal feet of tenant frontage. Facade signs shall be back-lit or internally-lit channel letters (can include corporate logo) or a wall mounted projection sign. Theater signage shall be permitted per the submitted elevations. Bookstore signage shall be allowed a north facing and south facing sign.
- 9.17 **Lighting.** Parking lot lighting adjacent to the new improvements shall be consistent with the remainder of the DEVELOPER’s owned property at Rosedale Shopping Center and meet the lighting requirements of Section 1010.12 of the City Code. Lighting of pedestrian accesses and the plaza shall be of a pedestrian scale and a decorative style.
- 9.18 **Anticipated Development Schedule.** The DEVELOPER shall supply the anticipated schedule for site work, structure construction, and tenant space occupation (**Exhibit I**).
- 9.19 **Transit. Public Transit.** The DEVELOPER and Metro Transit shall enter into a Amended & Restated Transit Hub Agreement (Rosedale), in the form of the attached (**Exhibit B**).

10.0 DEVELOPER DEFAULT:

- 10.1 For purposes of this AGREEMENT, the failure of the DEVELOPER to perform any covenant, obligation or agreement of the DEVELOPER hereunder, and the continuance of such failure for a period of thirty (30) days after written notice thereof from the City shall constitute a DEVELOPER default hereunder. Within the sixty (60) day period after notice is given, a request may be made for a hearing (by either party) to be held before the City Council to determine if a default has occurred. Upon the occurrence of DEVELOPER default and failure to cure, the City may withhold any certificate of occupancy for improvements proposed to be constructed.
- 10.2 Notwithstanding anything herein to the contrary, the DEVELOPER may convey a parcel or parcels of land within the subject property to a third party, and the conveyed parcels shall remain subject to all of the terms of this PUD AGREEMENT specifically relating to said parcels. In that case, the parties agree as follows:
1. A default by the DEVELOPER, or its successors in interest, in the performance of the obligations hereunder, will not constitute a default with regard to the conveyed parcel and will not entitle the CITY to exercise any of its rights and remedies hereunder with respect to such conveyed parcel, so long as the owner of the conveyed parcel otherwise complies with applicable provisions of this PUD AGREEMENT.
 2. A default with regard to a conveyed parcel will not constitute a default with regard to the parcels retained by the DEVELOPER or other conveyed parcels, so long as such retained or other conveyed parcels otherwise comply with applicable provisions of this AGREEMENT.

11.0 MISCELLANEOUS:

- 11.1 This AGREEMENT shall be binding upon the parties, their heirs, successors, tenants, or assigns, as the case may be.
- 11.2 Breach of any material term of this AGREEMENT by the DEVELOPER shall be grounds for denial of building permits, except as otherwise provided in Section 10.0.
- 11.3 If any portion, section, subsection, sentence, clause, paragraph or phrase of this PUD AGREEMENT is for any reason held invalid as a result of a challenge brought by the DEVELOPER, its agents or assigns, the balance of this AGREEMENT shall nevertheless remain in full force and effect.
- 11.4 This AGREEMENT shall run with the land and shall be recorded in the Ramsey County Recorder's Office by the CITY.
- 11.5 This AGREEMENT shall be liberally construed to protect the public interest.
- 11.6 Due to the preliminary nature of many of the plans and the timing of the overall development, addenda to this AGREEMENT may be required to address concerns not specifically set forth herein.
- 11.7 The DEVELOPER represents to the CITY that, to the best of its knowledge, the Planned Unit Development is not of "metropolitan significance" and that a state environmental impact statement is not required. However, if the CITY or another governmental entity or agency determines that a federal or state impact statement or any other review, permit, or approval is required, the DEVELOPER shall prepare or obtain it at its own expense.
- 11.8 The DEVELOPER shall reimburse the CITY for the following expenses: outside consultants' time and reasonable city attorney's fees that the CITY incurs in assisting in the preparation of any contracts, agreements or permits. The CITY shall supply an itemized cost of such expenses to the DEVELOPER for payment prior to issuance of building permits.

12.0 NOTICES:

Required notices to the DEVELOPER shall be in writing and shall be either hand delivered to the DEVELOPER, its employees or agents, or mailed to the DEVELOPER by certified or registered mail at the following address:

Morgan Stanley Real Estate Advisor, Inc.
3424 Peachtree Road NE, Suite 800
Atlanta, GA 30326
Attention: Asset Manager

Notices to the CITY shall be in writing and shall be either hand delivered to the Community Development Director, or mailed by certified or registered mail, in care of the Community Development Director at the following address:

Community Development Director
2660 Civic Center Drive
Roseville, MN 55113

IN WITNESS WHEREOF, the parties have hereunto set their hands the day and year first above written.

CITY OF ROSEVILLE

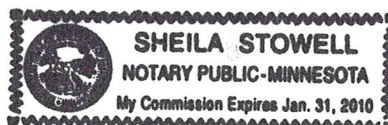
By: Craig Klausing
Craig Klausing, Mayor

By: William J. Malinen
William J. Malinen, City Manager

STATE OF MINNESOTA)
 (ss.
COUNTY OF ROSEVILLE)

The foregoing instrument was acknowledged before me this 6th day of February, 2007, by Craig Klausing and by William J. Malinen, respectively the Mayor and City Manager of the City of Roseville, a Minnesota municipal corporation, on behalf of the corporation and pursuant to the authority granted by its City Council.

Sheila Stowell
NOTARY PUBLIC



IN WITNESS WHEREOF, the parties have hereunto set their hands the day and year first above written.

PPF RTL ROSEDALE SHOPPING CENTER
LLC, a Delaware limited liability company

By: PPF Retail, LLC, its sole member

By: PPF OP, LP its sole member

By PPF OPGP, LLC its General Partner

By: Prime Property Fund, LLC its sole member

By: Morgan Stanley Real Estate Advisor, Inc., its Manager

By: [Signature]

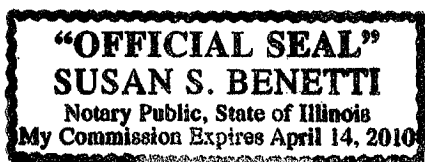
Printed: John C. Schoser

Title: Executive Director

STATE OF ILLINOIS)
)ss.

COUNTY OF WILL)

The foregoing instrument was acknowledged before me this 22nd day of January 2007, by John C. Schoser, the Executive Director, of PPF RTL Shopping Center, LLC, A Delaware limited liability company, on behalf of the company.



[Signature]
Notary Public

**CITY of ROSEVILLE
PLANNED UNIT DEVELOPMENT AGREEMENT #15-019**

This PLANNED UNIT DEVELOPMENT AGREEMENT (“AGREEMENT”), dated _____ is entered into between the City of Roseville, a Minnesota municipal corporation, of 2660 Civic Center Drive, Roseville, Minnesota 55113 (“CITY”) and PPF RTL Rosedale Shopping Center, LLC, by its agent Jones, Lang, LaSalle Properties, 1595 Highway 36 West, with offices at 10 Rosedale Center Roseville, MN 55113 (“DEVELOPER”). For reference the City of Roseville project file is 15-019.

1.0 EFFECTIVE DATE of AGREEMENT:

This AGREEMENT shall be effective upon completion of all of the following:

- 1.1 Passage and recording of this AGREEMENT.
- 1.2 Execution of this AGREEMENT by the CITY and the DEVELOPER.
- 1.3 Approval of the Public Improvements Contract by the City Council of the CITY and recording of the recording of any CITY approved public easements with the Ramsey County Recorder.

2.0 REQUEST for PUD APPROVAL:

The DEVELOPER has requested that the CITY approve an amendment to the Rosedale Shopping Center Planned Unit Development Agreement #3608, filed with the Ramsey County Recorder’s Office on March 20, 2007, as Document No. 4016531, and filed with the Ramsey County Registrar of Titles’ office on March 20, 2007, as Document No. 1999224 (“PUD #3608”) with specific terms and conditions for redevelopment of the Rosedale Mall.

The DEVELOPER requested the amendment to permit the construction of an approximately 141,000 square foot retail addition (the “RETAIL ADDITION”), a 450-stall parking deck (the “Parking Deck”), up to five buildings that may be constructed on the commercial pads identified in **Exhibit A** as Proposed Commercial Pads 1-5 (the “COMMERCIAL PADS”), and improvements and/or additions to the existing roadway, site, drainage, parking lot, and landscaping (collectively, the “PROJECT”) on the real property legally described as follows (the “PROPERTY”):

Lots 1, 2, and 3, Block 1, Rosedale Center Fifth Addition

Lot 1 and Lot 4, Block 1, Rosedale Fourth Addition

Registered Land Survey #495, Tract A

3.0 PUD APPROVAL:

The CITY hereby grants approval of the amended Planned Unit Development (identified as **Exhibits A through D** in Section 4.0 of this AGREEMENT) (the “PLANS”), subject to the DEVELOPER’s compliance with the terms and conditions of this AGREEMENT. The City agrees to approve applications for building permits, if said applications are consistent with the plans identified in Section 4.0 below.

For any improvements not contemplated in this AGREEMENT, the CITY may require compliance with any amendments to the Comprehensive Guide Plan, official controls, platting or dedication requirements enacted after the date of this AGREEMENT.

4.0 APPROVAL by the CITY:

The CITY hereby approves the following PLANS (as Exhibits to this AGREEMENT) on file with the City. The DEVELOPER shall develop the subject property in accordance with these plans and agreements. If, however, the plans or agreements are inconsistent with the written terms of this AGREEMENT, the written terms of this AGREEMENT shall control. If the plans address items not specifically addressed in this AGREEMENT, the plans shall govern with respect to those items. If the plans and written terms do not specifically address an item, then the underlying zoning district controls. The PLANS are:

- Exhibit A** PUD Site Plan including Retail Addition, Parking Deck, parking lot improvements, Outlot developments, and underground storm water management area, dated October 21, 2015.
- Exhibit B** Site Plan, Deck Level, dated October 20, 2015.
- Exhibit C** Site Plan, Ground Level, dated October 20, 2015.
- Exhibit D** Parking Deck Elevation, dated October 1, 2015.

5.0 PLANNED UNIT DEVELOPMENT AMENDMENT:

The CITY conducted a public hearing before the Planning Commission on September 2, 2015, at which the PROJECT concept plan was recommended to the City Council for approval (5-0). On November 9, 2015, the Roseville City Council considered the PROJECT concept plan and found the concepts to be consistent with the City Comprehensive Plan, and subject to amendment of PUD #3608, the PROJECT would be consistent with the City Code. The CITY agrees to amend PUD #3608, subject to the DEVELOPER’s strict compliance with the approved PLANS and the terms and conditions of this AGREEMENT.

Minor departures from the approved final development PLANS, which are consistent with this AGREEMENT and the underlying Regional Business Zone and/or PUD #3608 may be approved by the CITY’s Development Review Committee and the Community Development Director or designee, as provided in the Roseville City Code (Section 1009.05). Substantial departures from the approved final development PLANS will require an amendment to this AGREEMENT or other approval as provided in Chapter 1009 of the City Code. Whether an issue is “minor” or “significant” shall be determined by the CITY.

6.0 DEVELOPMENT of PROPERTY:

Failure by the DEVELOPER to commence and diligently undertake development activity for the Retail Addition and Parking Deck in accordance with the final development PLANS within two years of the effective date of this AGREEMENT will necessitate the DEVELOPER seeking approval of an extension of the development schedule by the Community Development Director within 60 days after the conclusion of the two-year period, which shall not be unreasonably withheld. If an extension is not applied for, the Council may instruct the Planning Commission to initiate rezoning to the original land use plan and zoning districts or to another zoning designation consistent with the Comprehensive Plan. For purposes of this provision, development activity shall be defined as obtaining a building permit, commencing and continuing with PROJECT construction on the site. Section 6.0 shall not apply to the development of the COMMERCIAL PADS.

7.0 COMPLIANCE with LAWS and REGULATIONS:

The DEVELOPER represents to the CITY that, to the best of its knowledge, any site improvements pursuant to the proposed PROJECT will comply with all City, County, Watershed, Regional, Metropolitan, State, and Federal laws and regulations, including but not limited to the Roseville Subdivision Regulations, the Roseville Zoning Regulations as modified by this AGREEMENT, and all other applicable environmental regulations.

8.0 SITE DEVELOPMENT REQUIREMENTS:

To ensure that the proposed development meets the CITY'S requirements and standards for site development, the following provisions shall apply:

8.1 *Final Utility Servicing Plan.* The final utility servicing plan for each property and/or site must be reviewed and approved by the Public Works Director prior to any permits being issued for any building in the Project.

8.2 *Erosion Control.* Prior to site grading, and before any utility construction is commenced or building permits are issued, an erosion control plan must be submitted for approval by the Public Works Director and/or the Rice Creek Watershed, and all erosion control actions shall be implemented, inspected and approved by the CITY.

8.3 *Clean Up.* The DEVELOPER shall clean dirt and debris from public streets that has resulted from construction work by said DEVELOPER or DEVELOPER'S CONTRACTORS, its agents or assigns. The CITY will determine whether it is necessary to take additional measures to clean dirt and debris from the streets. After 24-hour verbal notice to the DEVELOPER, the CITY may complete or contract to complete the clean up at the DEVELOPER'S expense.

8.4 *Public Roadway Easement.* The DEVELOPER shall dedicate the right-of-way along County Road B2 (east and west sides of the access) as generally depicted in **Exhibit E** for the purpose of reconstructing the dedicated right turn lane into Rosedale from County Road B2 at the exit ramp from Snelling Avenue, which may be necessary for the construction of the required westbound second left turn

lane. Said right-of-way must be included on the Final Plat submitted to the City for signatures and for review and approval by the Public Works Director.

8.5 *Roadway Improvements.* Prior to the issuance of a Certificate of Occupancy for the Retail Addition, the DEVELOPER and the CITY will enter into a public improvement agreement for the City to construct a second left turn lane for westbound traffic at the County Road B2 at Southbound Snelling Avenue access (the “PUBLIC IMPROVEMENT”). In the public improvement agreement, the DEVELOPER will agree to a special assessment, for the complete cost of the PUBLIC IMPROVEMENT (currently estimated at \$400,000) levied over 10 years at an interest rate of 5%, to pay for the full cost of the PUBLIC IMPROVEMENT and the DEVELOPER will waive such hearings and appeal rights, and any and all other procedural and substantive objections to the special assessment, whether provided by Minnesota Statutes section 429, the City Code, or any other statute or ordinance. The CITY shall complete the PUBLIC IMPROVEMENT by May 31, 2018.

8.6 *Access, Circulation, and Parking Plan.* Concurrent with or prior to the submittal of the building permit package for the proposed development sites, the DEVELOPER shall prepare an Access, Circulation, and Parking Plan that recommends signage, pavement marking, and sidewalk connection improvements on the site to ensure the safe and effective management of pedestrian and motor vehicle movement related to the proposed development site. The Plan shall be submitted to the City Public Works Director and Community Development Director by April 30, 2016, for review and approval, which shall not be unreasonably withheld. The recommendations of the Access, Circulation, and Parking Plan must be undertaken prior to the issuance of the Certificate of Occupancy for the proposed development site.

8.7 *Pedestrian Connections.* Prior to the issuance of a Certificate of Occupancy for the Retail Addition, the DEVELOPER shall have installed pedestrian connections from Fairview Avenue and County Road B2, which connections safely bring customers and employees on foot and bike safely to the mall, as per the Access, Circulation and Parking Plan.

8.8 *Final Site Plan(s).* Prior to the submittal of the building permit package for any of the proposed development sites, the DEVELOPER shall submit a final site plan to the City Public Works Director and Community Development Director for review and approval.

8.9 *Final Grading and Drainage Plan(s).* Prior to the submittal of the building permit package for any of the proposed development sites, the DEVELOPER shall submit a final grading/drainage plan to the City Public Works Director and Community Development Director for review and approval. The DEVELOPER and the CITY will cooperate to identify opportunities for the potential expansion of any stormwater best management practices for regional stormwater benefit, which may include cost-sharing with the Rice Creek Watershed District and the CITY for design elements and construction techniques and materials that increase system performance and cost above that of the typical retail mall system. The

DEVELOPER shall submit to the CITY Public Works Director a storm water permit from the Rice Creek Watershed District prior to the issuance of a building permit for any of the proposed development sites.

- 8.10 *Park Dedication.* Prior to the final plat approval, the DEVELOPER shall submit to the CITY Finance Director a payment in lieu of land dedication to the City in the amount of \$102,300.00.

9.0 PUD STANDARDS and CONDITIONS of APPROVAL:

The PROJECT shall also comply with the following specific standards:

- 9.1 *General Development Standards.* The certificate of survey, site development plan, landscape plan, grading and utility plan, and building elevations shall be part of the standards for PUD development of the Property.

- 9.2 *Permitted Uses.* The permitted uses and standards for the PROPERTY shall be those uses and standards that are generally permitted by the underlying Regional Business District (“RB”), subject to the following qualifications:

A two-story 141,000 square foot Retail Addition and Parking Deck addition may be constructed generally along the northern portion of the Rosedale Mall and up to five buildings may be constructed on the COMMERCIAL PADS in accordance with the terms of this Agreement. These improvements shall be further restricted by the requirements listed below.

- 9.3 *General Design Standards.* The design standards set forth in City Code Section 1005.02 shall apply, subject to the following:

- 9.3.1 *Corner Building Placement.* The corner placement requirement in Section 1005.02.A shall not apply to the Retail Addition or Parking Deck. However, Section 1005.02.A shall apply to Outlot developments that are placed in areas where the Rosedale Mall ring-road and access road form intersections.

- 9.3.2 *Entrance Orientation.* Where Section 1005.02(B) is applicable, the CITY hereby designates County Road B2 as the primary street for the Retail Addition. An entrance from the main level and the Parking Deck level shall be oriented toward County Road B2.

- 9.3.3 *Window and Door Openings.* Concerning Section 1005.02(E), windows, doors, or other openings shall comprise at least 20% of the northeast and southeast facades of the two-story Retail Addition, and a minimum of 10% on the remaining facades. The south façade, which connects into the Mall, will not be required to include any exterior openings.

- 9.3.4 *Garage Doors and Loading Docks.* All docks, refuse, recyclables, and/or compactors shall be located in an area not visible from the general public or viewed from County Road B2. Similarly, Section 1011.11.B of the Zoning Code requires waste and recycling areas to be enclosed. Such areas must be designed into the building plan submitted to the CITY Community Development Director for review and approval prior to

building permit submittal and/or approval.

9.4 *Regional Business (RB) District Standards.* The RB design standards set forth in City Code Section 1005.06 shall apply, subject to the following:

9.4.1 *Design Standards.* All Outlot developments shall comply with Section 1005.06.B where deemed applicable and appropriate by the Community Development Director. The Retail Addition and the Parking Deck need not comply with Section 1005.06.B if they comply with Section 1005.02.

9.4.2 *Dimensional Standards.* The dimensional standards set forth in Table 1005-4 in Section 1005.06.C shall not apply. Instead, the following requirements shall apply:

9.4.2.1 The height of the new Retail Addition shall not exceed 85 feet. The height of Outlot developments shall not exceed two stories. The height of the Parking Deck shall not exceed 65 feet in height.

9.4.2.2 The Parking Deck shall be set back a minimum of five feet from the Property boundary line adjacent to County Road B2 (front). The DEVELOPER shall obtain for recording any cross-easement agreements necessary to allow placement of the Parking Deck across all internal lot lines connecting between the new Retail Addition and the J.C. Penny building.

9.4.2.3 The Retail Addition shall be permitted to be set back zero feet from the property lines of Lot 2, Block 1, Rosedale Center Fifth Addition.

9.4.2.4 Outlot developments shall be set back a minimum of 10 feet from any periphery or internal property line, and 10 feet from the edge of the ring road.

9.4.3 *Improvement Area.* The requirement set forth in Section 1005.06.D shall not apply. This subsection shall not be construed as a waiver of the requirements of the Watershed District or the CITY's stormwater management or landscaping requirements.

9.4.4 *Frontage Requirement.* The frontage requirements set forth in Section 1005.06.E shall not apply to the Retail Addition or the Parking Deck, but the frontage requirements do apply to the COMMERCIAL PADS where they abut a public street. The Community Development Director may apply the frontage requirement to the ring road instead of the public street at the City's discretion.

9.5 *Property Performance Standards.* The property performance standards set forth in City Code Chapter 1011 shall apply, subject to the following:

9.5.1 *Landscaping and Screening in All Districts.* The requirements set forth in Section 1011.03 shall not apply. Each new development site of the PUD is required to be landscaped. A landscape plan shall be submitted to the

Community Development Director for review and approval, which plan shall include landscaped parking lot islands, landscaping adjacent to buildings, and landscaping along all street frontages and the ring road in accordance with the standards of the Regional Business District. If there are practical difficulties that prevent full compliance with the landscaping requirements on any particular development site, the DEVELOPER may locate some of the required landscaping on other portions of the Rosedale Mall property with the prior approval of the Community Development Director.

9.6 *Additional Standards in All Non-LDR Districts.* The additional standards set forth for all Non-LDR Districts set forth in City Code Section 1011.11 shall apply, subject to the following:

9.6.1 *Waste and Recycling Areas.* The requirements set forth in Section 1011.11.B shall be modified so that waste and recycling enclosures shall be designed into the building or adjacent the building in a manner that is fully screened from public view.

9.7 *Parking and Loading Areas.* The requirements set forth in City Code Chapter 1019 shall apply, subject to the following:

9.7.1 *Bicycle Parking.* The DEVELOPER shall provide/install bicycle racks, lockers, and/or lock-up for a minimum of 50 bicycles distributed in the Retail Addition, Parking Deck, and all main Rosedale Mall entrances, in accordance with the Access, Circulation, and Parking Plan.

9.7.2 *Pedestrian Circulation and Access.* The requirements set forth in City Code Section 1019.14 shall apply, as modified by the Rosedale Road, Access, Circulation, and Parking Plan.

10.0 MISCELLANEOUS:

10.1 This AGREEMENT shall be binding upon the parties, their heirs, successors, tenants, or assigns, as the case may be.

10.2 Breach of any material term of this AGREEMENT by the DEVELOPER shall be grounds for denial of building permits, except as otherwise provided in Section ____.

10.3 If any portion, section, subsection, sentence, clause, paragraph or phrase of this AGREEMENT is for any reason held invalid as a result of a challenge brought by the DEVELOPER, its agents or assigns, the balance of this AGREEMENT shall nevertheless remain in full force and effect.

10.4 This AGREEMENT shall run with the land and may be recorded in the Ramsey County Recorder's Office by the CITY.

10.5 This AGREEMENT shall be liberally construed to protect the public interest.

10.6 Due to the preliminary nature of many of the plans and the timing of the overall development, addenda to this AGREEMENT may be required to address concerns not specifically set forth herein.

10.7 The DEVELOPER represents to the CITY that, to the best of its knowledge, the Planned Unit Development is not of “metropolitan significance” and that a state environmental impact statement is not required. However, if the CITY or another governmental entity or agency determines that a federal or state impact statement or any other review, permit, or approval is required, the DEVELOPER shall prepare or obtain it at its own expense.

10.8 The DEVELOPER shall reimburse the CITY for the following expenses: outside consultants’ time and reasonable city attorney’s fees that the CITY incurs in assisting in the preparation of any contracts, agreements or permits. The CITY shall supply an itemized cost of such expenses to the DEVELOPER for payment prior to issuance of building permits.

11.0 NOTICES:

Required notices to the DEVELOPER shall be in writing and shall be either hand delivered to the DEVELOPER, its employees or agents, or mailed to the DEVELOPER by certified or registered mail at the following address:

Jennie P. Friend, Executive Director
Morgan Stanley, Real Estate Investing
1585 Broadway, 37th Floor
New York, NY 10036

w/ copy to:
Bill Moston, Senior Vice President
JLL Retail
200 E. Randolph Drive
Chicago, IL 60601

Notices to the CITY shall be in writing and shall be either hand delivered, or mailed by certified or registered mail, to the following:

Community Development Director
2660 Civic Center Drive
Roseville, MN 55113

Public Works Director
2660 Civic Center Drive
Roseville, MN 55113

City Attorney
Erickson, Bell, Beckman & Quinn, P.A.
1700 West Highway 36
Suite 110
Roseville, MN 55113
651-223-4999

331
332

IN WITNESS WHEREOF, the parties have hereunto set their hands the day and year first above written.

CITY OF ROSEVILLE

By: _____
Dan Roe, Mayor

By: _____
Patrick Trudgeon, City Manager

[illegible]

The foregoing instrument was acknowledged before me this _____ day of _____, 2015, by Dan Roe and by Patrick Trudgeon, respectively the Mayor and City Manager of the City of Roseville, a Minnesota municipal corporation, on behalf of the corporation and pursuant to the authority granted by its City Council.

NOTARY PUBLIC

IN WITNESS WHEREOF, the parties have hereunto set their hands the day and year first above written.

PPF RTL ROSEDALE SHOPPING CENTER
LLC, a Delaware limited liability company

By: PPF Retail, LLC, its sole member

By: PPF OP, LP its sole member

By PPF OPGP, LLC its General Partner

By: Prime Property Fund, LLC its sole member

By: Morgan Stanley Real Estate Advisor, Inc., its Manager

By: _____

Printed: _____

Title: _____

STATE OF _____)
) ss
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ____ day of _____ 2007, by _____, the _____, of PPF RTL Shopping Center, LLC, A Delaware limited liability company, on behalf of the company.

Notary Public

400 THIS INSTRUMENT DRAFTED BY:
401
402 Erickson, Bell, Beckman & Quinn, P.A.
403 1700 West Highway 36
404 Suite 110
405 Roseville, MN 55113
406 651-223-4999
407
408

**EXTRACT OF MINUTES OF MEETING OF THE
CITY COUNCIL OF THE CITY OF ROSEVILLE**

Pursuant to due call and notice thereof, a regular meeting of the City Council of the City of Roseville, County of Ramsey, Minnesota, was held on the 16th day of November 2015 at 6:00 p.m.

The following Members were present: _____
and _____ were absent.

Council Member _____ introduced the following resolution and moved its adoption:

RESOLUTION NO. ____

**A RESOLUTION APPROVING PLANNED UNIT DEVELOPMENT 15-019 RELATED
TO IMPROVEMENTS AT ROSEDALE CENTER**

WHEREAS, Jones Lang LaSalle (JLL) has applied for an amendment to Planned Unit Development (PUD) #3608 for property addressed at 1700 County Road B2 and 1705 Highway 36, which parcels are legally described as:

Lots 1, 2, and 3, Block 1, Rosedale Center Fifth Addition

WHEREAS, the Roseville Planning Commission held the public hearing regarding the proposed PUD amendment on September 2, 2015, and after said public hearing the Roseville Planning Commission voted 5-0 to recommend approval of the PUD amendment based on the comments and findings of the pertinent staff report and the input from the public; and

WHEREAS, the Roseville City Council, at its regular meeting on September 28, 2015, received the Planning Commission's recommendation and voted to approve the preliminary plat conditioned upon, among other things, amendment to PUD #3608 in a form satisfactory to the City; and

WHEREAS, City staff and JLL have agreed upon an amendment to PUD #3608 in the form of PUD 15-019 as attached hereto as Exhibit A; and

WHEREAS, the final plat materials have been prepared and submitted which are consistent with the approved preliminary plat and reflect applicable conditions of preliminary plat approval;

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Roseville, Minnesota, hereby approves an amendment to PUD Agreement #3608 as follows:

1. Subject to all terms and conditions stated in PUD Agreement 15-019
2. Subject to modifications that do not alter the substance of the Agreement and that are approved by the City Attorney.

3. City staff and officials are authorized to take all actions necessary to perform the City's obligation under PUD Agreement 15-019.
4. Subject to examination of title satisfactory to the City Attorney.

The motion for the adoption of the foregoing resolution was duly seconded by Council Member _____ and upon a vote being taken thereon, the following voted in favor: _____ and _____ voted against.

WHEREUPON said resolution was declared duly passed and adopted.

Resolution – Rosedale PUD Amendment Agreement 15-019 (PF15-019)

STATE OF MINNESOTA)
) ss
COUNTY OF RAMSEY)

I, the undersigned, being the duly qualified City Manager of the City of Roseville, County of Ramsey, State of Minnesota, do hereby certify that I have carefully compared the attached and foregoing extract of minutes of a regular meeting of said City Council held on the 16th day of November 2015, with the original thereof on file in my office.

WITNESS MY HAND officially as such Manager this 16th day of November 2015.

Patrick Trudgeon, City Manager

(SEAL)