



CITY OF KIRKLAND
Planning and Community Development Department
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**DEPARTMENT OF PLANNING AND COMMUNITY DEVELOPMENT
CONCEPTUAL MASTER PLAN MINOR MODIFICATION**

File No.: DRC05-00005
Project Name: Totem Lake Mall – Conceptual Master Plan Minor Modification
Applicant: CenterCal Properties, LLC
Project Planner: Jon Regala, Senior Planner
Date: February 11, 2015

DECISION: **APPROVED**
 APPROVED WITH CONDITIONS
 DENY

REQUEST

The applicant Jean Paul Wardy with CenterCal Properties, LLC, representing the property owner Totem NVO, LLC has applied for a minor modification to the Totem Lake Mall Conceptual Master Plan (file no. DRC05-00005). The subject property is located at 12529 120th Avenue NE and 12620 120th Avenue NE and includes the Totem Lake Mall – upper and lower (see Attachment 1). The proposed changes to the Conceptual Master Plan (CMP) can be generally summarized as a reconfiguration of the proposed uses and site plan in the approved CMP. The changes to the CMP include the following:

- Moving the parking garage at the upper mall to the north property line adjacent to the EvergreenHealth campus.
- Relocating the residential uses from the lower mall to the southern portion of the upper mall across the street from the Yuppie Pawn property.
- Removing the six story office building at the upper mall and designating smaller multiple upper story office space opportunities at the lower and upper mall.
- Replacing the east/west boulevard concept at the upper mall with a public plaza.
- Changing several driveway locations for vehicles and loading and unloading areas
- Removal of a 3-story residential parking structure at the northeast and southeast corner of the lower mall. The northeast corner is now depicted as a future redevelopment site and the southeast corner shows a planned mixed use building.

No changes are proposed to the design guidelines and only minor changes to the conditions of approval previously required by the Design Review Board (DRB) are proposed. The changes to the DRB conditions of approval reflect the changes listed above.

BACKGROUND

In 2004, Coventry II DDR Totem Lake, LLC (Coventry/DDR) purchased the 26-acre Totem Lake Mall site. The Design Review Board approved the Totem Lake Mall Conceptual Master Plan (CMP) on December 5, 2005 for which an application was submitted by Coventry/DDR. The CMP provides and/or references conceptual plans (including anticipated uses), design guidelines, development standards, and the review processes to guide the redevelopment of the Mall. This was a requirement of the TL 2 zoning regulations.

CenterCal Properties, LLC is a retail development company that is currently interested in acquiring the Totem Lake Mall property. On January 28, 2015, CenterCal submitted an application to modify the approved CMP. Although CenterCal's conceptual development plan is very similar to the development plan proposed by Coventry/DDR, there are noticeable differences to the conceptual site plan and vehicular circulation plan that required a modification to the CMP. The updated CMP can be found in Attachment 2. A redlined version showing the changes can be found in Attachment 3.

ANALYSIS

The Planning Official may approve a modification to the Design Review approval for the proposed remodel if it meets the criteria in Kirkland Zoning Code (KZC) Section 142.50. Attachment 4 contains the applicant's response to the criteria. Below is the applicable criteria followed by staff analysis.

1. *The need for the modification was not known and could not reasonably have been known before the D.R. approval was granted.*

Staff Analysis: After Coventry/DDR received approval of the CMP in December 2005, the economic recession that followed negatively affected Coventry/DDR's ability to redevelop the Totem Lake Mall. As a result, Totem Lake Mall was not redeveloped and the project was put on hold. CenterCal's recent interest in acquiring and redeveloping the Mall property could not have been known nine years ago when Coventry/DDR was involved with the project nor was there any indication that Coventry/DDR's goal was to sell the property once the CMP was approved. The revisions proposed by CenterCal are reasonable given the change in ownership and the different development approach and/or program that a new owner can bring to a project.

2. *The modification is minor and will not, in any substantial way, change the proposed development or violate any requirement imposed by the Design Review Board. The Planning Official may consult with the Design Review Board in his/her decision.*

Staff Analysis: CenterCal's objective to convert an underperforming mall into a vibrant regional shopping center with a public plaza remains consistent with Coventry/DDR's previous goal and is still reflected in the amended CMP. As mentioned previously, the proposed changes are basically a reconfiguration of the conceptual site plan while keeping the same uses previously identified in the original CMP (e.g. movie theatre, residential, retail, and office). Specific details on the exact sizes of the various uses were removed by CenterCal to allow flexibility with the conceptual site plan, their desire to meet current market demand, and to adjust to a central public plaza site plan approach. The details on the building area and uses will be finalized as part of the redevelopment agreement and design review process.

The applicant's proposal to modify the CMP (see 'Request' section on previous page) will not substantially change the future development on the subject property or violate any requirement imposed by the DRB. Further review of the Mall redevelopment will occur in greater detail, and potentially in several phases, once CenterCal is ready to fully pursue its redevelopment plans. This subsequent review will involve City staff and the Design Review Board. The Amended CMP in Attachment 2 will provide the framework for the

Design Review Board's review. Any future amendments to the CMP will be subject to the applicable modification process and criteria.

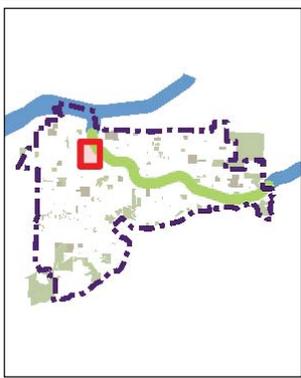
3. *The development that will result from the modification will be consistent with the design regulations, design guidelines, and Comprehensive Plan.*

Staff Analysis: Since no changes were proposed to the previously approved CMP design regulations and guidelines, future development will be consistent with the previously approved design regulations, guidelines, and the Comprehensive Plan.

ATTACHMENTS

1. Vicinity Map
2. Amended Conceptual Master Plan – clean version
3. Amended Conceptual Master Plan – relined version
4. Applicant's Response to Criteria

Cc: Jean Paul Wardy with CenterCal Properties, LLC
Rick Beason with CenterCal Properties, LLC
Craig Jones with Pinnacle Real Estate Law Group, PLLC



- Legend**
- City Limits
 - Grid
 - QQ Grid
 - Cross Kirkland Corridor
 - Regional Rail Corridor
 - Streets
 - Parcels
 - Buildings
 - Lakes
 - Schools

1: 4,982

Notes
Vicinity Map

Totem Lake Mall



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 No warranties of any sort, including but not limited to accuracy, fitness, or merchantability, accompany this product.

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Totem Lake Mall

Amended Conceptual Master Plan

February __, 2015

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CHAPTER ONE

INTRODUCTION AND OVERVIEW

The Totem Lake Mall (hereafter referred to as “the Mall”) was originally constructed in 1973 as a two-story enclosed regional mall on a 26-acre property in Kirkland. The Mall is very well situated along Interstate 405, approximately five miles from downtown Kirkland. Despite its ideal location, the Mall has aged and is now experiencing a steady decline in quality, performance and desirability. Instead of reaching its potential as a premier regional shopping center and primary economic engine for the City of Kirkland (hereafter referred to as “Kirkland” or “the City”), the Mall has languished and is now generally considered to be an under-performing property. This downward transition is likely attributable to several factors, including age, failure to meet the demands of contemporary tenants, and an unusual configuration consisting of an upper mall and a lower mall with inadequate connectivity and sense of place.

Historically, investors and owners of the Mall have been unable to devise an economically feasible plan for upgrading and renovating the Mall to meet current standards and demands. While there are many factors that contributed to this situation, it appears that the primary factor was an inability to justify the significant expense associated with redevelopment. Unlike new construction, redevelopment of an existing property involves additional complexities and expense associated with relocation and accommodation of tenants; demolition, reconfiguration and modernization of aging and incompatible structures; extensive architectural challenges associated with assimilation of existing architectural elements into contemporary designs; site limitations and increasing costs of new construction.

Kirkland views the Mall as a key component of its overall economic vitality and has targeted redevelopment as a primary goal. In furtherance of this goal, Kirkland has paved the way for redevelopment through its comprehensive planning and adoption of development regulations and standards that are conducive to and encourage redevelopment. This effort was initiated in 2002, with adoption of the Totem Lake Neighborhood Plan, which sets forth a vision for Totem Center as a dense, compact

community, with a mix of business, commercial and residential uses, coupled with a high level of transit and pedestrian activity.

In 2004, Coventry II DDR Totem Lake LLC, a Delaware limited liability company (hereafter referred to as “Coventry/DDR”), purchased the Mall with a vision for redevelopment. Coventry/DDR carefully studied the regional demographics and retail landscape, the prime location of the Mall in relation to growth and development trends in the community, the development regulations and standards, and the potential benefits associated with redevelopment to both its investors and Kirkland. The indicators confirmed the potential for an economically feasible redevelopment of the Mall at varying intensities depending upon the level of public support and financial participation.

Coventry/DDR realized that the more elaborate redevelopment alternatives were not economically feasible without a significant level of public support and financial participation. While this created challenges, the benefits to Kirkland were readily apparent considering the enhanced revenues that would be generated and the potential for creation of a community center with a defined sense of place in furtherance of Kirkland’s planning goals and objectives.

Coventry/DDR received City Design Review Board (“DRB”) approval of the Conceptual Master Plan (“CMP”) in December, 2005. Shortly thereafter, in January, 2006, the City approved and entered into a Redevelopment Agreement for Totem Lake Mall (“Redevelopment Agreement”). Combined, the CMP and Redevelopment Agreement govern redevelopment of the Mall. However, the economic downturn adversely impacted the ability of Coventry/DDR to move forward with redevelopment and the project languished for several years. Eventually, a decision was made to market the Mall to a developer with the ability to step in and complete the redevelopment in accordance with Kirkland’s planning goals and objectives.

CenterCal Properties, LLC (“CenterCal”) is the likely successor to Coventry/DDR. Upon Closing, CenterCal will own the same property previously owned by Coventry, which includes the entire Mall, except for two parcels that were sold in the 1970s to financial institutions (“Bank Parcels”). The Bank Parcels are shown on Exhibit 1. CenterCal is interested in acquiring the Bank Parcels and, if subsequently acquired, the Bank Parcels will be included in this CMP.

CenterCal's vision for redevelopment of the Mall includes the same array of permitted uses in the TL 2 Zone; demolition and reconstruction of the majority of the existing Mall; and creation of a vibrant public plaza with public amenities, anticipated to include public art, water feature(s), benches, trees, landscaping and similar improvements, achievable through a public/private collaboration involving financial participation by both CenterCal and the City. The overall objective is to create a community center with a defined sense of place.

However, CenterCal's conceptual plan accomplishes these objectives in ways that vary somewhat from the Coventry/DDR development proposal by focusing the intensity of mixed uses to take full advantage of the redesigned public plaza and realigned and reconstructed 120th Avenue NE; strategically locating residential uses to take full advantage of the public access created by the City's acquisition of property abutting Totem Lake (formerly Yuppie Pawn property); and reconfiguring the square footage of buildings and tenant spaces throughout the Mall to integrate the mixed uses with less focus on "big box" retailers and large office buildings.

This Amended CMP, coupled with a corresponding amendment to the Redevelopment Agreement ("Amended Redevelopment Agreement"), is necessary to ensure that the vision of CenterCal in its conceptual plan meets with the City's goals and objectives for redevelopment of the Mall.

This Amended CMP is an integral step in furtherance of redevelopment of the Mall. It contains the revised conceptual plans to achieve the overall goal of transforming this under-performing property into a regional shopping center with an array of mixed uses and public spaces. This Amended CMP will serve as the conceptual framework for redevelopment of the Mall.

It is important to emphasize the conceptual nature of the Amended CMP. It provides a basic "conceptual" rather than "detailed" framework for redevelopment. As plans evolve and are further refined, it is possible that there will be changes to the overall conceptual framework, which will be addressed through the appropriate regulatory processes.

CHAPTER TWO

CONCEPTUAL MASTER PLAN GOALS

The goals established by this Amended CMP are as follows:

- To provide a conceptual framework for redevelopment of the Mall in a manner that furthers the planning goals of Kirkland, creates a unique sense of place, and transforms an under-performing property into a vibrant regional shopping center with a public plaza and an array of mixed uses permitted in the TL 2 Zone, which may include, without limitation, retail, office, cinema, hotel and residential uses.
- To provide the conceptual framework for redevelopment of the Mall in one or more phases over a period of time consistent with the Amended Redevelopment Agreement.
- To identify the design guidelines, development standards and applicable criteria that will govern redevelopment of the Mall.
- To specify the processes and procedures applicable to implementation of the Amended CMP and further design review after adoption.

CHAPTER THREE

EXISTING MALL CONFIGURATION AND USES

The Mall is located on a 26-acre site northwest of the intersection of 124th Street NE and Interstate-405. Exhibit 1 shows the existing site conditions, building and parking configuration at the Mall. Totem Lake Boulevard extends along the westerly boundary of the property, parallel to Interstate-405, while 120th Avenue NE runs approximately north and south, effectively dividing the Mall into a 16.54-acre “lower mall” and a 9.63-acre “upper mall”. In addition to the main upper and lower mall buildings, there are several additional frees-standing retail buildings within the Mall.

The overall building configuration, coupled with the location of 120th Avenue NE, creates a dull and uninviting environment, portraying a suburban “strip center” image as opposed to a regional shopping center. There is no store frontage on 120th Avenue NE and signage is poor. The upper mall faces the backside of the lower mall along 120th Avenue NE, and the lower mall impedes views to the upper mall. The separation of the upper mall from the lower mall by a very busy connector street impedes pedestrian-friendly cross-shopping, segregates the malls, and eliminates the unique identity and sense of place that should be associated with the Mall.

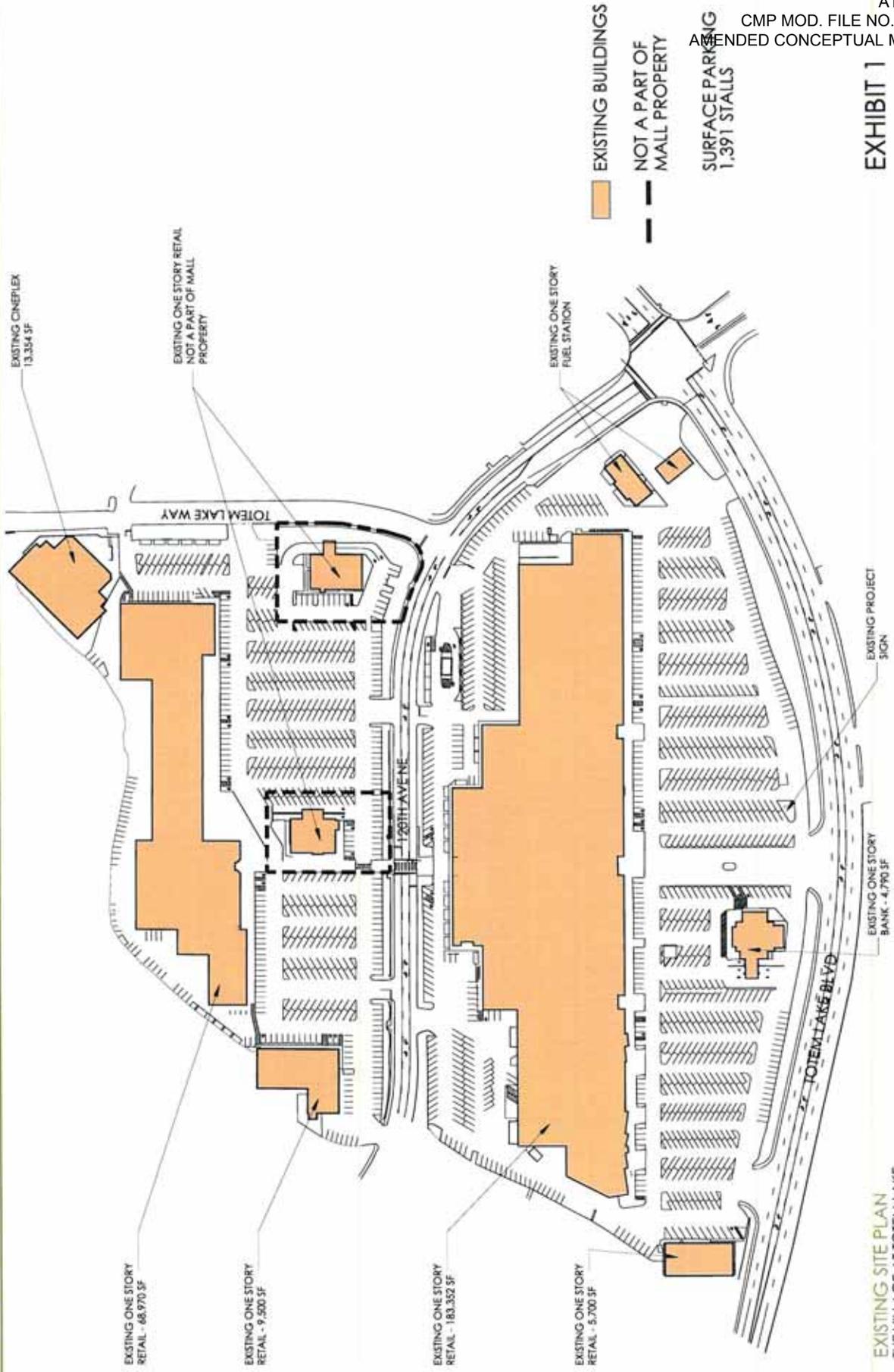
The two primary mall buildings were constructed during the mid-1970s – the lower mall building in 1972 and the upper mall building in 1974 – with the remaining free-standing structures added sporadically over the next decade. The buildings contain approximately 290,000 square feet. Tenant improvements and remodeling have occurred from time-to-time over the years, including a large remodel of the anchor unit in the lower mall. Storefronts in the upper mall are aligned to the parking lot. The larger lower mall has outdoor facing entrances for the larger units on the north and south ends, with an additional inner pedestrian area typical of larger enclosed malls providing access to the anchor tenant and smaller units in the center of the structure. The age of the structures and the unappealing configuration contribute to the economic obsolescence of the Mall and its current under-performing status.

The entire Mall is located within the TL 2 Zone as set forth in the Kirkland Zoning Code, Section 55.21. The TL 2 Zone allows a full spectrum of uses, including: (1) retail sales of goods and services, movie theatres, restaurants, fast food

establishments, taverns, banks and other financial institutions and service providers; (2) offices; (3) residential; (4) vehicle service stations; (5) hotels or motels; (6) churches; (7) schools and day-care centers; (8) assisted living facilities; (9) convalescent centers and nursing homes; (10) public utilities, government facilities or community facilities; and (11) public parks. All of the existing uses within the Mall are consistent with the uses allowed in the TL 2 Zone.

EXHIBIT 1

THE VILLAGE AT TOTEM LAKE



EXISTING SITE PLAN
THE VILLAGE AT TOTEM LAKE



CHAPTER FOUR

PROPOSED MALL RECONFIGURATION AND USES

The CenterCal redevelopment conceptual plan that is contemplated for the Mall involves substantial demolition of existing buildings, new construction of buildings, one or more parking structures, a redesigned public plaza; new lower mall east/west connection between Totem Lake Boulevard and 120th Avenue NE (hereafter referred to as the “East/West Connector”); and realignment and reconstruction of 120th Avenue NE. The redevelopment will occur in one or more phases over a period of time consistent with the Amended Redevelopment Agreement.

The anticipated uses within the Mall after redevelopment will be within the spectrum of permitted uses in the TL 2 Zone. It is currently anticipated that the leased retail space will be utilized for typical retail uses, such as department stores and shops, restaurants, fast food establishments, coffee shops, taverns, banks, financial institutions, fitness and entertainment establishments, hotel and other retail businesses and service providers. A new modern multi-screen cinema is contemplated in the upper mall. Office and residential uses are currently contemplated and will be strategically located within the Mall to take advantage of public streets, parking, public plaza amenities and views and access to Totem Lake. The mix of uses; location of uses; building layout; and square footages associated with buildings and uses will ultimately depend upon market conditions, tenant demands and synergies within the Mall. Parking will include both surface parking and one or more parking structures with adequate parking to meet anticipated demand. The completed Mall is anticipated to include up to 1,000,000 square feet or more.

CHAPTER FIVE

TRANSPORTATION AND PARKING

To successfully redevelop the Mall, it will be crucial that adequate consideration is given to transportation and parking plans. Transportation plans include both vehicular circulation (public transportation/bus service and private vehicles) and pedestrian circulation. Parking plans include an evaluation of required parking to adequately meet the anticipated demand, and also the allocation and strategic positioning of parking throughout the Mall. Considering the unique circumstances presented by 120th Avenue NE bisecting the upper mall and lower mall, a successful redevelopment of the Mall will also require redesign, realignment and reconstruction of 120th Avenue NE to assimilate this busy street into the Mall in a way that is inviting, pedestrian-friendly, and safe.

A. TRANSPORTATION.

1. Vehicle Circulation Plan.

Exhibit 2 depicts the anticipated Vehicular Circulation Plan for the Mall. The circulation pattern demonstrates passenger car circulation, service entry/loading circulation, and public transportation.

It is contemplated that there will be several vehicular entrances for passenger car circulation into the Mall from Totem Lake Boulevard, 120th Avenue NE, and NE Totem Lake Way. These will provide access to the Mall, the new East/West Connector, surface parking lot areas, parking structure(s), on-street parking, and service entry/loading areas.

Public transportation is generally provided along 120th Avenue NE and Totem Lake Boulevard. Currently, there are only two bus stations, one located at the intersection of 120th Avenue NE and Totem Lake Boulevard, and the other along 120th Avenue NE near NE Totem Lake Way, which are shown on Exhibit 2. It is anticipated that METRO will evaluate the public transportation needs and modify the public transportation elements to meet the demands created by the Mall, such as providing a bus stop near the intersection of 120th Avenue NE and the new East/West Connector.

2. Pedestrian Circulation Plan.

Exhibit 3 depicts the anticipated Pedestrian Circulation Plan for the Mall. The circulation pattern demonstrates pedestrian exterior connections, interior connections and pedestrian activity areas.

Exterior pedestrian connections will be along 120th Avenue NE, NE Totem Lake Way, and existing sidewalks on Totem Lake Boulevard, which will provide access to the Mall from adjoining properties and streets. Interior connections will emphasize access to the public plaza as the hub of pedestrian activity within the Mall. There will be interior pedestrian connections along the new East/West Connector between Totem Lake Boulevard and 120th Avenue NE; along storefronts in the lower mall; along storefronts and potential residential structures in the upper mall that do not front on the public plaza; and between the public plaza and parking structure(s). The primary pedestrian activity area will be focused along the new East/West Connector, the public plaza and 120th Avenue NE.

3. 120th Avenue NE.

It is anticipated that through a joint effort between the City and CenterCal, 120th Avenue NE will be redesigned, realigned and reconstructed during the early stages of Mall redevelopment. As currently existing, 120th Avenue NE is a very busy thoroughfare and utilized for both access to the Mall and general connection to adjoining streets and boulevards. This creates a potentially unsafe and serious impediment to achieving the connectivity and sense of place between the upper mall and lower mall.

By redesigning and realigning 120th Avenue NE, it will be possible to incorporate both traffic calming techniques and pedestrian-friendly improvements to eliminate the negative factors that impact the Mall. At this stage of development, only preliminary thoughts and ideas have surfaced regarding ways in which to achieve the goals and objectives for 120th Avenue NE. These ideas include (1) consideration of narrowing 120th Avenue NE or finding other solutions to calm traffic and encourage alternative vehicular routes for connectivity to adjoining streets and boulevards; (2) methods to enhance pedestrian-oriented walkways and crosswalks with special street improvements, such as raised pavement and colored pavement tiles, to clearly identify pedestrian crossings; (3) strategic placement of trees and landscaping to identify and emphasize pedestrian crossings; and (4) signalization at strategic locations along 120th Avenue NE to enhance the safety to pedestrians and slow traffic.

4. Transportation Concurrency.

Coventry/DDR retained Transportation Services, Inc. (“TSI”) to perform a traffic impact analysis, including a daily and PM peak hour trip generation forecast for each time frame, to test for traffic concurrency. TSI concluded that the proposed Mall redevelopment would pass concurrency. The City has issued a Traffic Concurrency Certification Notice for the redevelopment project and a Certificate of Concurrency will be issued with the first building permit for the Project.

B. PARKING.

1. Parking Requirements.

CenterCal will retain the services of a parking consultant to analyze and evaluate the number of parking spaces required to meet the anticipated demand for parking at the redeveloped Mall. The evaluation will include review of this Amended CMP, and data including anticipated tenant mix, square footage of retail and office uses, number of seats in the proposed cinema, number of residential units and other pertinent information. The evaluation shall apply the Urban Land Institute’s shared parking methodology to develop a model to project parking demand characteristics at the Mall by hour of the day, month of the year, and weekday versus weekend or determined by the City Transportation Engineer.

The concept of shared parking is particularly applicable at the Mall with an array of mixed uses. Shared parking is the use of a parking space by vehicles generated by more than one land use. The ability to share parking spaces is the result of two conditions: (1) Variations in the accumulation of vehicles by hour, by day or by season at the individual land uses; and (2) relationships among the land uses that result in visiting multiple land uses on the same auto trip. To illustrate, office buildings require parking spaces during daytime hours on weekdays, while restaurants and entertainment venues have peak parking needs during the evening and weekends.

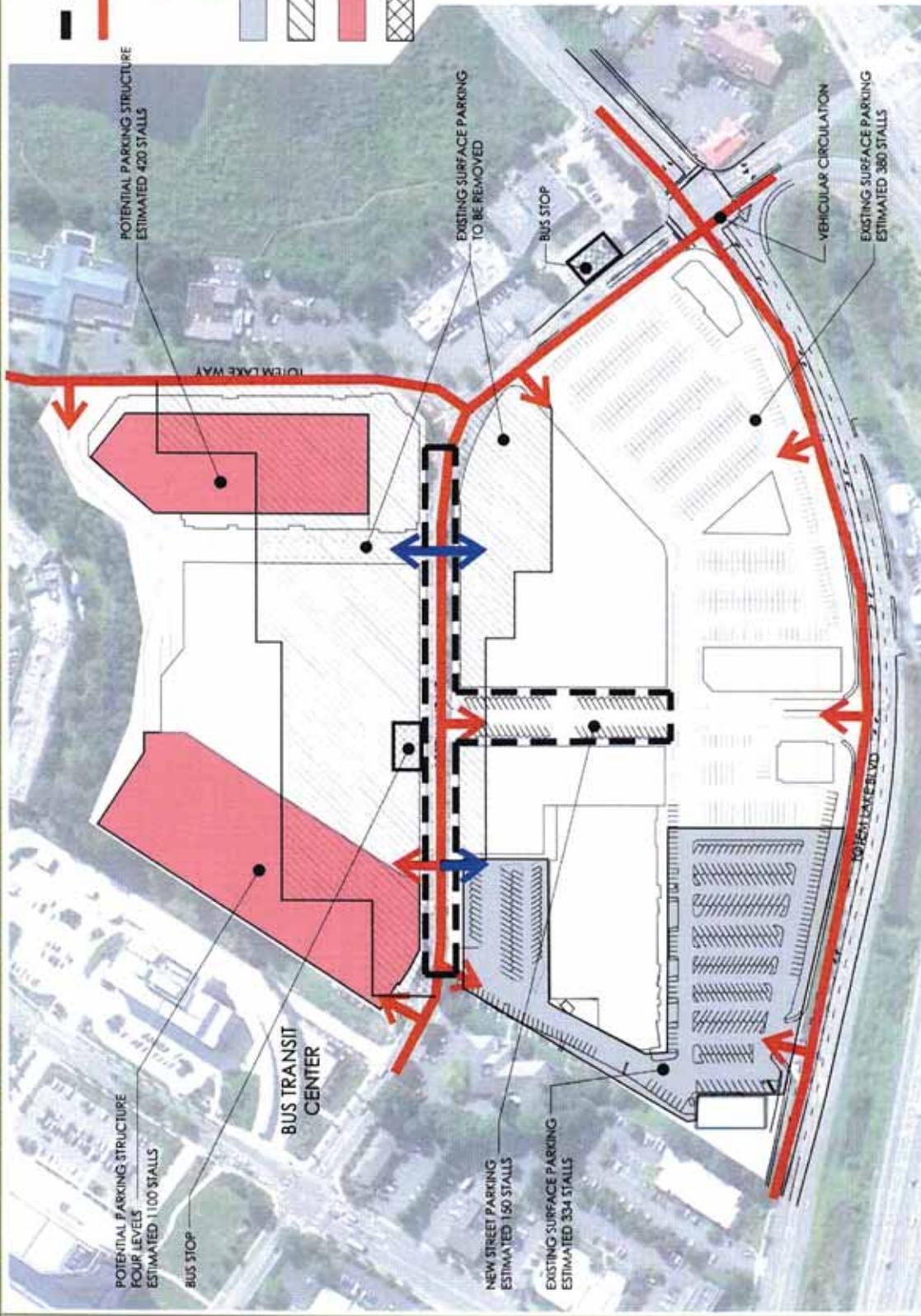
The parking evaluation will identify parking demand among the various mixed uses and opportunities for shared parking. CenterCal will deliver the parking evaluation to the City Planning Official and City Transportation Engineer for review and approval, which will then establish the number of parking spaces necessary for redevelopment of the Mall.

2. Parking Facilities.

Parking facility requirements within the redeveloped Mall will continue to evolve as the final development plan is refined. Once the number of required parking spaces is determined, CenterCal will provide adequate parking to meet anticipated parking demand by providing a combination of on-street parking, surface parking lot areas and one or more parking structures. Future phases may include development within locations that are currently utilized for surface parking lots. In the event of reduction or elimination of surface parking lot areas in future phases, CenterCal will incorporate parking structures or other measures to ensure adequate parking.

EXHIBIT 2

THE VILLAGE AT TOTEM LAKE

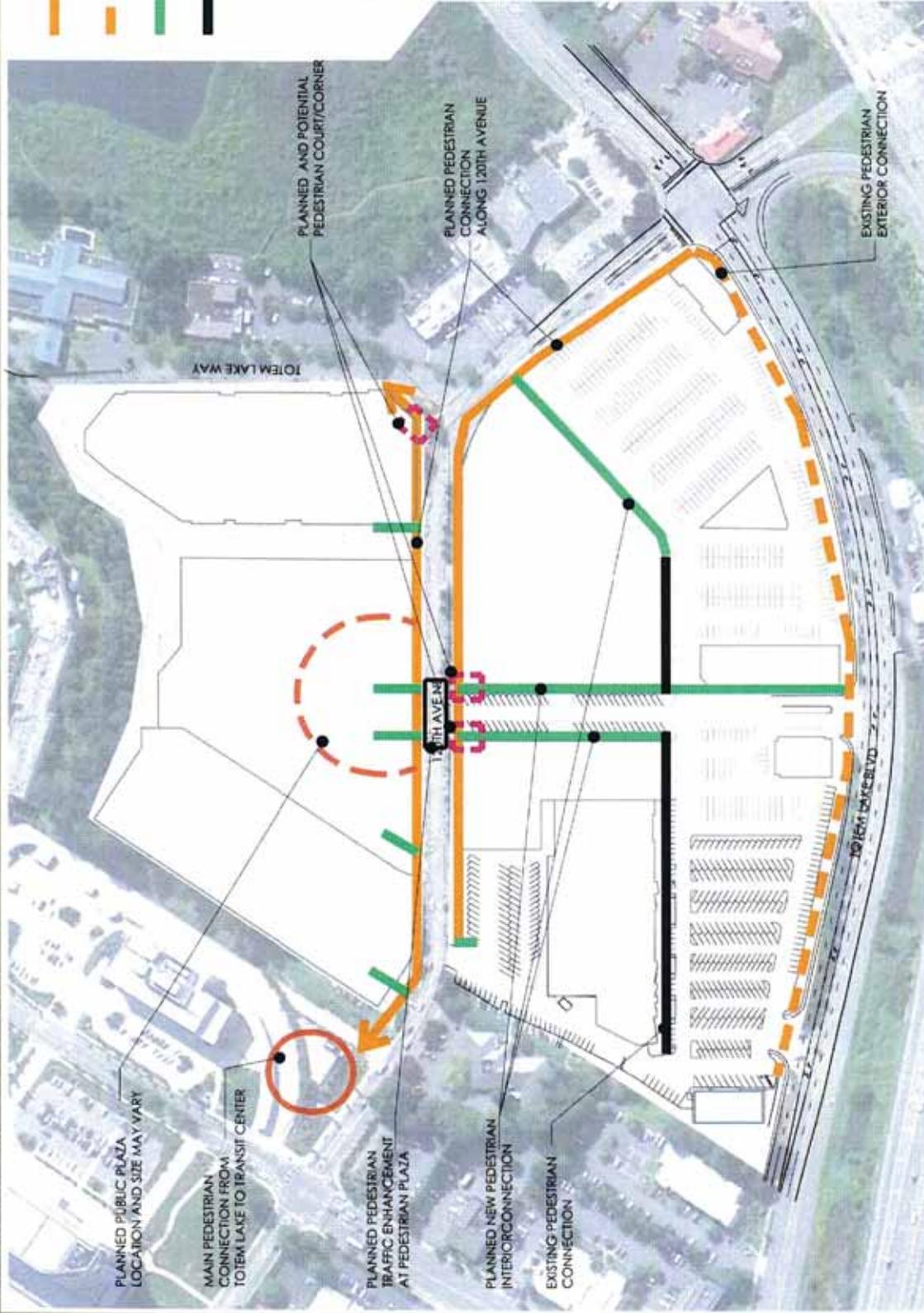


VEHICULAR SITE PLAN
 THE VILLAGE AT TOTEM LAKE - VEHICULAR SITE PLAN



EXHIBIT 3

THE VILLAGE AT TOTEM LAKE



- PLANNED PEDESTRIAN CONNECTION ALONG 120TH AVENUE
- EXISTING PEDESTRIAN EXTERIOR CONNECTION
- PLANNED NEW PEDESTRIAN INTERIOR CONNECTION
- EXISTING PEDESTRIAN CONNECTION
- PLANNED AND POTENTIAL PEDESTRIAN COURT/CORNER
- PLANNED PEDESTRIAN PLAZA

CHAPTER SIX

CONCEPTUAL SITE PLAN

Redevelopment of the Mall involves many complex issues that must be addressed simultaneously and effectively in a manner that satisfies tenants, especially national tenants, while also meeting or exceeding the design guidelines and parameters desired by the City. This is a very challenging task. Premier tenants are highly desirable and also very demanding to ensure that the resulting lease space will satisfy their business objectives, space requirements and technical needs, which are frequently established on a national rather than site-to-site basis. For the redevelopment to be successful there must be a balance that meets the needs of the tenants and also satisfies the desires of the City. CenterCal will implement the Design Guidelines and Development Regulations in a meaningful way to accommodate the desires of the City, while also remaining cognizant of the demands and needs of prospective tenants. Refinement of the architectural elements will follow input, direction and approval of the DRB.

Exhibit 4 sets forth a Conceptual Site Plan that shows the most recent conceptual plan for redevelopment and construction within the Mall. The uses are anticipated to include primarily a mix of retail, office, cinema, hotel and residential uses as permitted in the TL 2 Zone, but the array of uses, square footage, building configurations, and locations will likely continue to evolve and will be provided in greater detail to the DRB as part of the subsequent DRB review and approval of phase plans (“Phase Plans”) described in Chapter 9 of this Amended CMP.

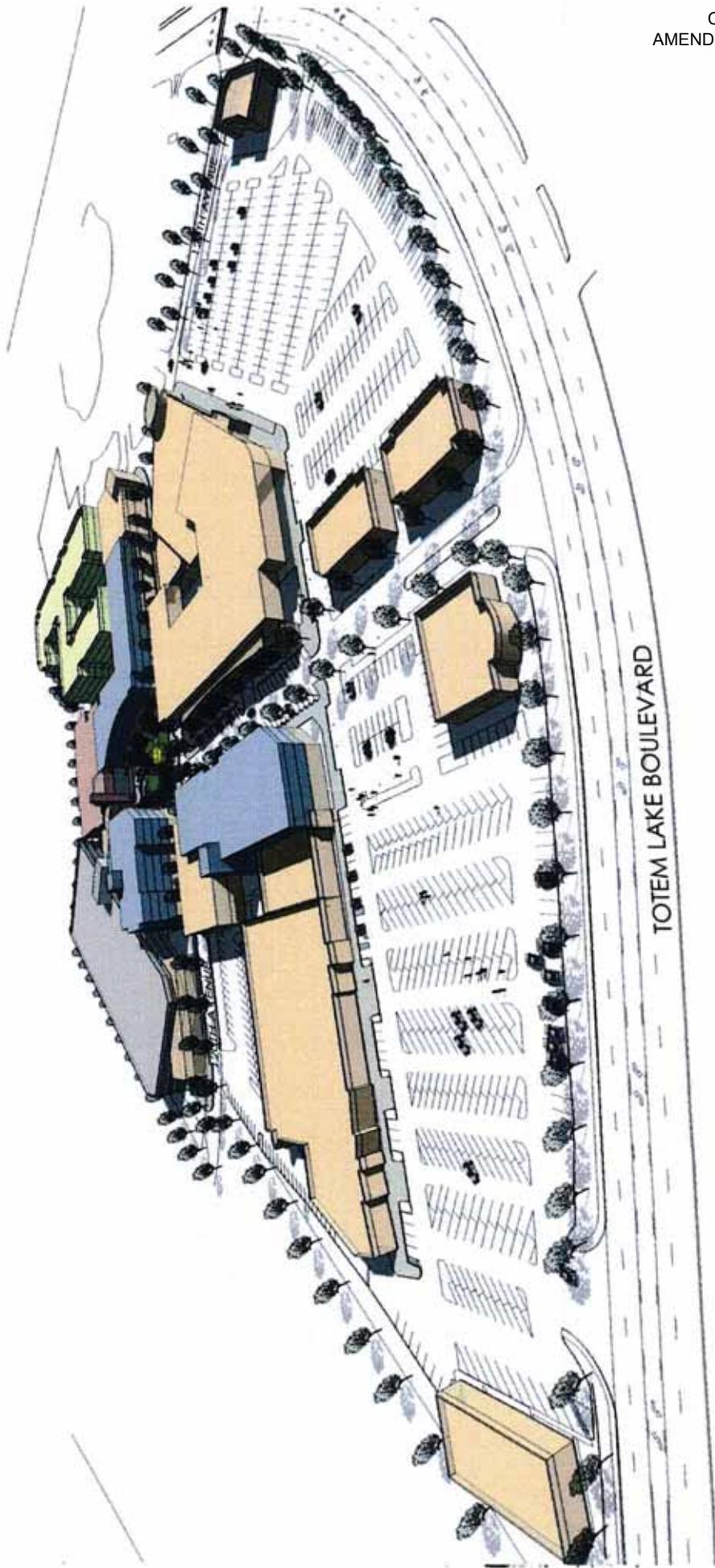
Exhibit 5 contains conceptual views and perspectives of CenterCal’s current vision for the completed Mall redevelopment project. The conceptual drawings establish a general framework for redevelopment of the Mall, but there will be further refinement as detailed development plans evolve, tenant needs and synergies are addressed, and market demands become evident. Once refined, one or more Phase Plans will be presented to the DRB for review, input and approval.

Exhibit 6 sets forth the Conceptual Demolition Plan, which is anticipated to involve demolition of most of the existing buildings during the redevelopment project. Demolition will include most of the one story retail building located in the lower mall, leaving that portion more recently constructed on the northerly end. Demolition in the

upper mall will include demolition of the upper mall buildings, including the existing cinema, but potentially excluding the Bank Parcels if not acquired. In the event that one or more of the Bank Parcels are not acquired, then the public plaza may need to be realigned and/or relocated in the final site development plan. This may require a review under the applicable conceptual master plan modification process.

The conceptual site plan does not contemplate that the Mall will expand beyond its existing property boundaries in the foreseeable future. However, nothing in this Amended CMP should be construed to prohibit expansion of the TL 2 Zone to incorporate other properties into the Mall in a manner that complies with the local Development Regulations and uses allowed within the TL 2 Zone.

THE VILLAGE AT TOTEM LAKE

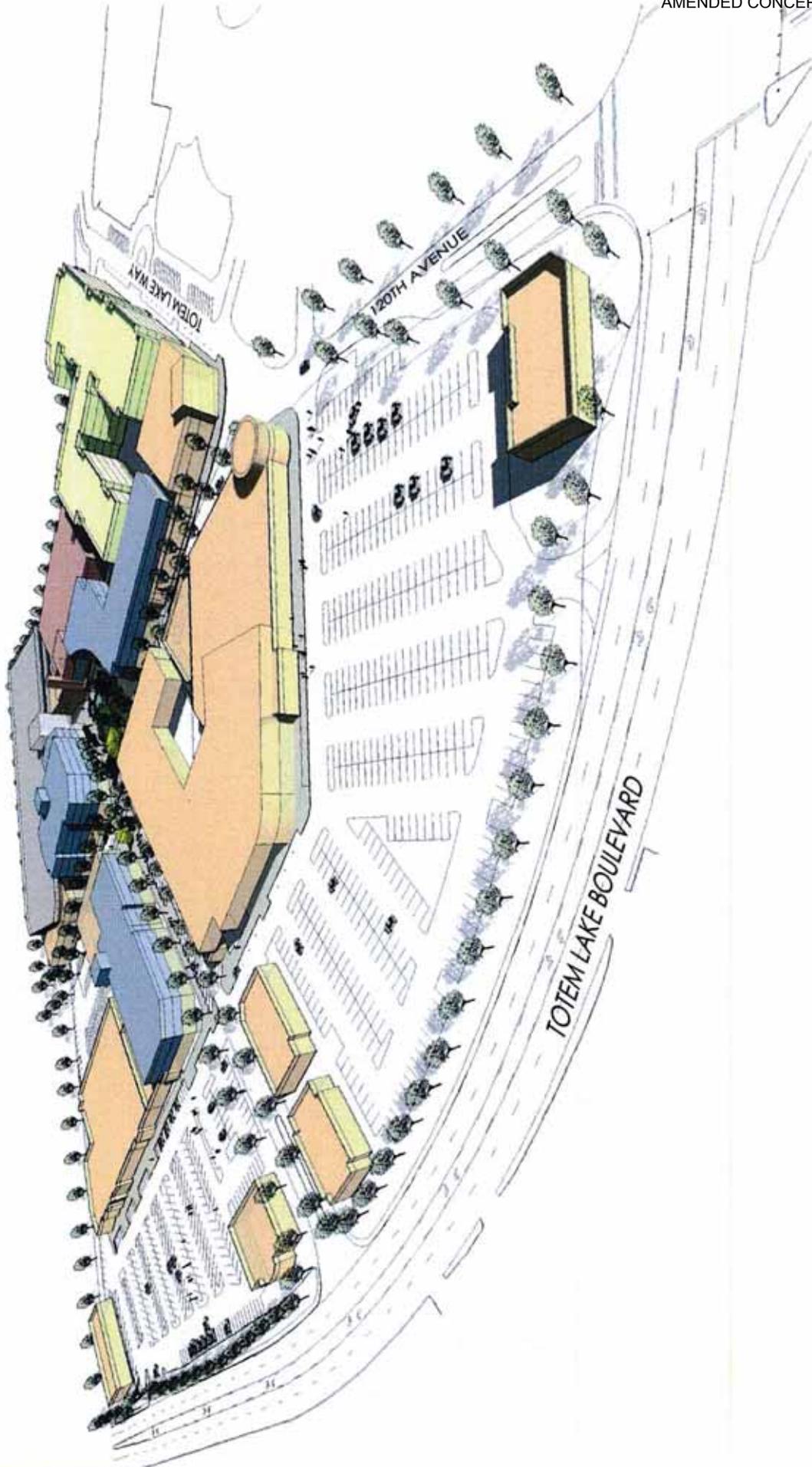


TOTEM LAKE BOULEVARD

OVERALL SITE VIEW
THE VILLAGE AT TOTEM LAKE



THE VILLAGE AT TOTEM LAKE



OVERALL SITE - SOUTHEAST VIEW
THE VILLAGE AT TOTEM LAKE



THE VILLAGE AT TOTEM LAKE



PLAZA VIEW AT MAIN ENTRY DRIVE & 120TH AVENUE
THE VILLAGE AT TOTEM LAKE



THE VILLAGE AT TOTEM LAKE



MAIN ENTRY DRIVE - VIEW NORTHEAST
THE VILLAGE AT TOTEM LAKE



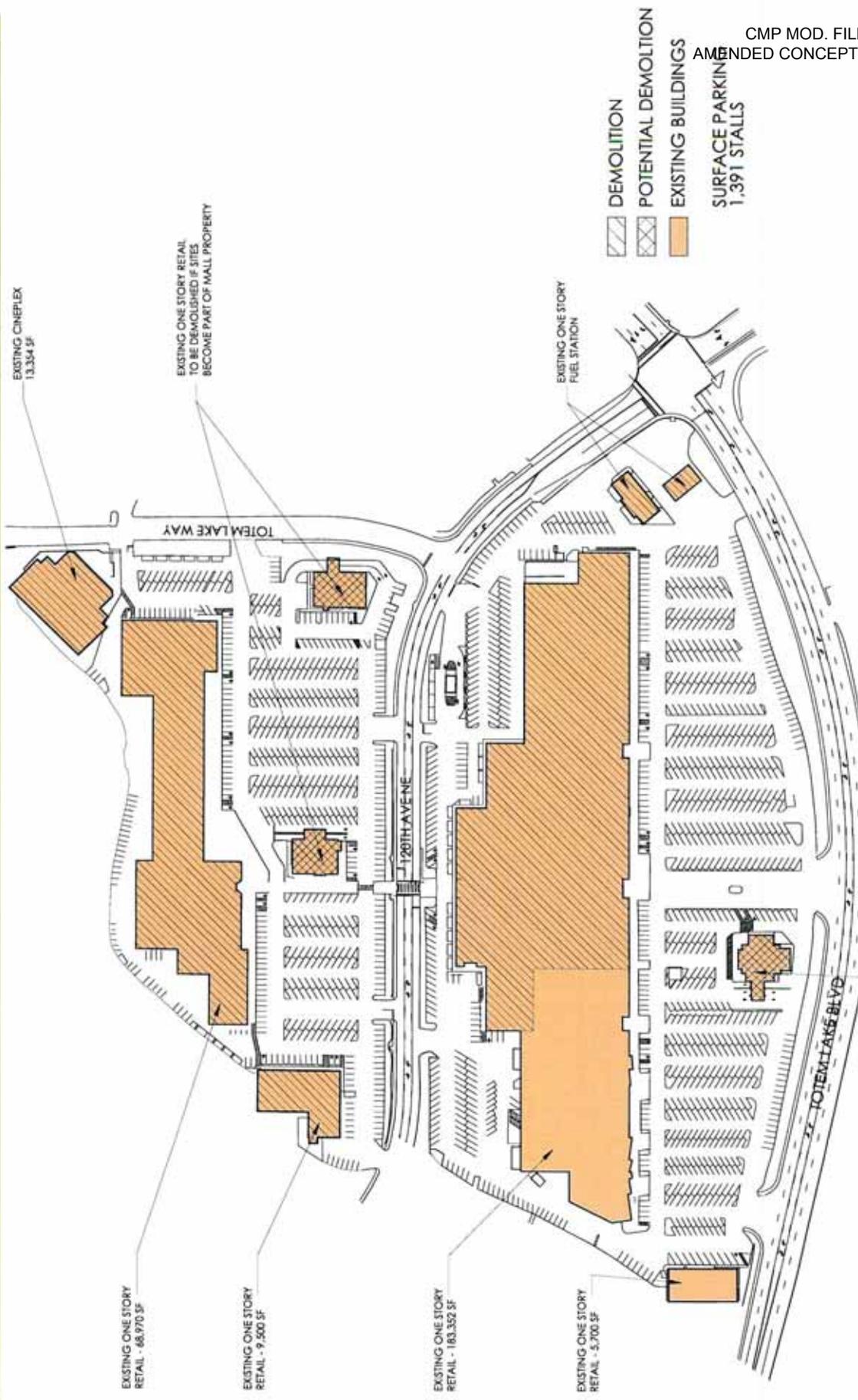
THE VILLAGE AT TOTEM LAKE



120TH AVENUE - SOUTH VIEW
THE VILLAGE AT TOTEM LAKE



THE VILLAGE AT TOTEM LAKE



- DEMOLITION
- POTENTIAL DEMOLITION
- EXISTING BUILDINGS
- SURFACE PARKING
1,391 STALLS

EXHIBIT 6

SITE DEMOLITION PLAN
THE VILLAGE AT TOTEM LAKE



CHAPTER SEVEN

DESIGN GUIDELINES

A. Vision For Redevelopment.

The Mall should be redeveloped as a contemporary regional shopping center, designed to attract regional customers to amenities commensurate with similarly situated regional malls. It is important that the Mall be redeveloped in a manner that creates a unique identity, with clear boundaries, and a sense of place. Buildings and public space should be functional, pedestrian-oriented, properly scaled and aesthetically pleasing through incorporation of architectural design elements. The architectural character of the buildings within the Mall should present a consistent image with unified design features.

While most customers will continue to arrive by private automobile or public transportation, the Mall should be pedestrian-friendly, with emphasis on the public plaza, generous sidewalks, pedestrian amenities, landscaping and safe internal and external circulation systems. The public plaza should be a focal point within the Mall, providing landscape features and pedestrian amenities to encourage use and provide an aesthetically pleasing transition from the surrounding urban density.

There should be clearly identifiable building and pedestrian access points and entryways. Pedestrian connections should exist (1) between the upper mall and lower mall (east and west of 120th Avenue NE); (2) internal to the Mall; and (3) between the Mall and adjacent properties, including the Evergreen Hospital campus and the Transit Center, along 120th Avenue NE. Realignment and reconstruction of 120th Avenue NE is important to better facilitate pedestrian-oriented use of the Mall and promote connectivity within the Mall. Traffic calming features should be incorporated into the redesign to reduce the speed and increase safety, while also encouraging the use of nearby streets and boulevards for through traffic.

There should be adequate parking provided at various access locations throughout the Mall. Parking should be a combination of surface parking lots, parking structures, and on-street parking strategically located to ensure easy, safe and functional access to the array of mixed uses within the Mall. Efforts should be made to incorporate architectural elements, such as trellises, landscaping, artwork or murals, to soften the impact of parking structures and provide a more aesthetically appealing appearance.

Landscaping and signs throughout the Mall should be addressed through one or more property-wide plans to ensure consistency and allow evaluation of the overall impact on the appearance of the Mall both on-site and as viewed from Interstate-405, Totem Lake Boulevard and adjacent streets.

B. Applicable Design Guidelines.

In 2002, Kirkland adopted the Totem Lake Neighborhood Plan, which sets forth specific goals and objectives for Totem Center. These include the following:

- *Accommodate high density, transit-oriented development, consistent with the district's position in an Urban Center.*
- *Ensure that public and private development contributes to a lively and inviting character in Totem Center.*
- *Reinforce the character of Totem Center through public investments.*
- *Produce buildings that exhibit high quality design, incorporate pedestrian features and amenities and display elements of both continuity and individuality.*
- *Provide public spaces that are focal points for the community.*
- *Provide visual and functional connections between adjacent developments through landscaping, public spaces and pedestrian connections.*

These specific goals and objectives provide strong support for redevelopment of the Mall to meet the desire of Kirkland to encourage urban density development in Totem Center in a way that will enhance the public image and accommodate pedestrian-oriented shopping opportunities within Totem Center.

The “Design Guidelines for Pedestrian-Oriented Business Districts,” adopted by Kirkland on May 6, 2003, and subsequently amended to include specific provisions applicable to the TL 2 Zone on August 4, 2004, are incorporated by reference into the Kirkland Municipal Code, Section 3.30.040 (hereafter “Design Guidelines”). These Design Guidelines are applicable to redevelopment of the Mall. However, the design regulations contained in the Kirkland Zoning Code, Chapter 92, are not applicable to redevelopment of the Mall within the TL 2 Zone.

The Design Guidelines do not set a particular style of architecture or design theme. Rather, they establish a greater sense of quality, unity, and conformance with Kirkland's physical assets and civic role. The Design Guidelines focus on creating a high-quality pedestrian environment, especially along pedestrian-oriented streets. The following are pertinent provisions of the Design Guidelines that should be considered by the DRB when evaluating subsequent design elements of the overall Mall redevelopment:

I. **PEDESTRIAN-ORIENTED ELEMENTS:**

- **Sidewalk Width – Movement Zone.** *A sidewalk should support a variety and concentration of activity yet avoid overcrowding and congestion. The average sidewalk width should be between 10' and 18'. New buildings on pedestrian oriented streets should be set back a sufficient distance to provide at least 10' of sidewalk. If outdoor dining, seating, vending or displays are desired, an additional setback is necessary. New development in TL 2 should provide sidewalks at the recommended width, to contribute to the pedestrian-orientation of new development. Public gathering places, such as pedestrian-oriented plazas linked to the sidewalk, should be encouraged.*
- **Sidewalk Width – The Storefront Activity Zone.** *New buildings should be set back a sufficient distance from the front property line a minimum of 10' to allow enough room for pedestrian movement. Wider setbacks should be considered to accommodate other sidewalk uses that would benefit businesses and the pedestrian environment. Lighting and special paving of the storefront activity zone are also beneficial.*
- **Pedestrian Coverings.** *Awnings or canopies should be required on facades facing pedestrian-oriented sidewalks. A variety of styles and colors should be encouraged on pedestrian-oriented streets, and a more continuous, uniform style encouraged for large developments on entry arterial streets.*
- **"Pedestrian-Friendly" Building Fronts.** *All building fronts should have pedestrian-friendly features, such as transparent or decorative windows, public entrances, murals or artwork, bulletin boards, display windows, seating, or street vendors. Blank walls should be mitigated where feasible using architectural techniques such as recessing the wall with niches, artwork on the surface, or installation of trellises or similar architectural features. Since pedestrians move slowly along the sidewalk, the street level of buildings must be interesting and varied. Since the potential exists for large tenants to locate within TL 2, efforts should be made to minimize the impacts of these uses along pedestrian-oriented streets and concourses. Along 120th Avenue NE, buildings should be designed to add vitality along the sidewalk, by providing*

multiple entrance points to shops, continuous weather protection, outdoor dining, transparency of windows and interactive window displays, entertainment and diverse architectural elements. Ground floor development in TL 2 should be set close to the sidewalk along pedestrian streets and concourses to orient to the pedestrian and provide appropriately-scaled environment.

- *Upper-Story Activities. All buildings on pedestrian-oriented streets should be encouraged to have upper-story activities overlooking the street, as well as balconies and roof decks with direct access from living spaces. Planting trellises and architectural elements are encouraged in conjunction with decks and bay windows. Upper-story commercial activities are also encouraged.*
- *Lighting From Buildings. All building entries should be well lit. Building facades in pedestrian areas should provide lighting to walkways and sidewalks through building-mounted lights, canopy – or awning-mounted lights, and display window lights. Encourage a variety in the use of light fixtures to give visual variety from one building façade to the next. Back-lit or internally-lit translucent awnings should be prohibited.*
- *Pedestrian-Oriented Plazas. Successful pedestrian-oriented plazas are generally located in sunny areas along a well-traveled pedestrian route. Plazas must provide plenty of sitting areas and amenities and give people a sense of enclosure and safety. Public spaces, such as landscaped and/or furnished plazas and courtyards should be incorporated into the development, and be visible and accessible from either a public sidewalk or pedestrian connection. Primary pedestrian access points to retail development in TL 2 along 120th Avenue NE may be especially effective locations for public plazas.*
- *Pedestrian Connections – Commercial. Developments should have well-defined, safe pedestrian walkways that minimize distances from the public sidewalk and transit facilities to the internal pedestrian system and building entrances.*
- *Blank Walls. Blank walls should be avoided near sidewalks, parks, and pedestrian areas. Where unavoidable, blank walls should be treated with landscaping, art, or other architectural treatments.*

II. PUBLIC IMPROVEMENTS AND SITE FEATURES

- *Pathway Width. Design all major pedestrian pathways to be at least 8' wide. Other pathways with less activity can be 6' wide. Through-site connections from street to street, between the upper and lower portions*

of TL 2, and within TL 2 are needed to provide convenient pedestrian mobility, and to contribute to the village-like character desired for TL 2. Pedestrian connections to surrounding related uses, such as the hospital campus and transit center should also be provided.

- *Gateway Features. Construct entry gateway features at locations noted in the Comprehensive Plan. Gateways may be constructed in conjunction with commercial development. Emphasis should be placed on framing the view into the district. The Transit Center on the hospital campus should be a “landmark” feature for both the Totem Center district and the hospital campus, providing a focal point for residents, employees and visitors. A combination of signs and symbols linking the transit center to the pedestrian connection along NE 128th Street, the flyer stop and the Park and Ride should be provided. A prominent entry to the district exists at the intersection of NE 128th Street and Totem Lake Boulevard, where vehicles and pedestrians arrive from the crossing over I-405. Entry features provided in this area should contribute to the identity associated with the Totem Center district. Public art and private efforts can be used to establish gateway features to strengthen the character and identity of Totem Center and the neighborhood. At the northern entry to Totem Center at 120th Avenue NE and NE 132nd street, a neighborhood entry sign or other identifying neighborhood feature should be provided. Another important entry point identified in the neighborhood plan is along Totem Lake Boulevard, just east of 120th Avenue NE. A feature providing a sense of entry into the Totem Center district at this location would be appropriate.*
- *Parking Lot Location and Design. Minimize the number of driveways by restricting curb cuts and by encouraging property and business owners to combine parking lot entrances and coordinate parking areas. Encourage side and rear yard parking areas by restricting parking in front yards. Require extensive screening where there is front yard parking. Throughout Totem Center, parking areas located between the street and the buildings should be discouraged. This is particularly critical in TL 2, where buildings should front on 120th Avenue NE to foster the desired pedestrian-oriented environment.*
- *Circulation Within Parking Lots. Parking lot design should be clear and well organized. Space should be provided for pedestrians to walk safely in all parking lots.*
- *Parking Lot Landscaping. Parking lots must be integrated with the fabric of the community by creatively using landscaping to reduce their visual impact. Screening and landscaping should be required where parking is adjacent to sidewalks in order to improve visual qualities and reduce clutter. Within TL 2, the provision of landscaping to soften the*

impacts of cars and pavement is important. Clusters of trees rather than single trees may be more effective in certain portions of the mall's parking areas. Visibility of the mall from the freeway should be considered when evaluating the locations and types of landscaping to be used.

- *Parking Garages. The intrusive qualities of parking structures must be mitigated. In pedestrian areas, ground-level retail uses or appropriate pedestrian spaces should be required. Also, extensive landscaping should be required near residential areas in high visibility locations. On hillsides and near residential areas the stepping back or terracing of upper stories should be considered to reduce scale. The development densities planned for Totem Center may result in the need for large parking structures to support them. Careful design of the structures will be important to retain a visually attractive environment. The location of parking structures along pedestrian-oriented streets or pedestrian pathways should be discouraged. Where parking structures cannot be located underground and must be provided on the ground floor, an intervening use should be provided to retain the visual interest along the street. If parking areas are located in a separate structure from the primary use, the structure must be set back from the street, and screened with substantial landscaping. Within TL 2, if it is not possible or practical to locate parking structures behind a building or underground, structural parking should be developed, oriented and screened to complement adjacent buildings, reduce automobile and pedestrian conflicts, and support the pedestrian environment. Artwork, display windows, trellises and/or dense vegetation are examples of screening devices that may be successful in balancing the scale of the structure with the pedestrian element.*
- *Street Trees. Street trees within TL 2 should be selected to achieve the varying objectives of the district. Some preliminary ideas for a street tree planning plan are:*
 - *Totem Lake Boulevard. South of NE 128th Street, trees should be planted that balance the goals of creating a “greenway” along the boulevard, providing a safe and inviting pedestrian experience and enabling visibility of the site’s businesses to the freeway traveler. Smaller trees planted at frequent intervals anchored by larger, “boulevard” trees at primary site entrances would achieve this objective. As an alternative or additional component, groupings of trees planted behind a meandering sidewalk may also be effective.*
 - *120th Avenue NE. South of NE 128th Street, choose street trees that will emphasize the pedestrian connection between the upper*

and lower mall, such as the use of larger trees at crossings and major points of entry. Choose spacing and varieties to create a plaza-like character to encourage pedestrian activity. Trees in planters and colorful flower beds will soften the area for pedestrians but allow visual access to adjoining businesses.

III. SCALE

- Fenestration Patterns. *Varied window treatments should be encouraged. Ground floor uses should have large windows that showcase storefront displays to increase pedestrian interest. Architectural detailing at all window jambs, sills, and heads should be emphasized.*
- Architectural Elements. *Architectural building elements such as arcades, balconies, bay windows, roof decks, trellises, landscaping, awnings, cornices, friezes, art concepts, and courtyards should be encouraged. Balconies provide private open space, and help to minimize the vertical mass of structures. Residential building facades visible from streets and public spaces should provide balconies of a sufficient depth to appear integrated into the building and not “tacked on”.*
- Building Modulation – Vertical. *Vertical building modulation should be used to add variety and to make large buildings appear to be an aggregation of smaller buildings.*
- Building Modulation – Horizontal. *Horizontal building modulation may be used to reduce the perceived mass of a building and to provide continuity at the ground level of large building complexes.*

IV. BUILDING MATERIAL COLOR AND DETAIL

- Ornamental and Applied Art. *Ornament and applied art should be integrated with the structures and the site environment and not haphazardly applied. Significant architectural features should not be hidden, nor should the urban context be overshadowed. Emphasis should be placed on highlighting building features such as doors, windows, eaves, and on materials such as wood siding and ornamental masonry. Ornament may take the form of traditional or contemporary elements. Original artwork or hand-created details should be considered in special places.*
- Color. *Color schemes should adhere to the guidelines enumerated above. The use of a range of colors compatible with a coordinated color scheme should be encouraged.*
- Street Corners. *Property owners and developers should be encouraged to architecturally enhance building corners.*

- *Signs. All signs should be building-mounted or below 12' in height if ground mounted. Maximum height is measured from the top of the sign to the ground plane. No off-premises commercial signs, except public directional signs, should be permitted. No billboards should be permitted. Signs for individual parking stalls should be discouraged. If necessary, they should not be higher than necessary to be seen above bumpers. Parking lot signs should be limited to one sign per entrance and should not extend more than 12' above the ground. Neon signs, sculptural signs, and signs incorporating artwork are encouraged. Signs that are integrated with a building's architecture are encouraged. Shingle signs and blade signs hung from canopies or from building facades are encouraged. Traditional signs such as barber poles are encouraged. Signs within TL 2 should be coordinated through a sign package for the entire property.*

V. NATURAL FEATURES

- *Landscaping. The placement and amount of landscaping for new and existing development should be mandated through design standards. Special consideration should be given to the purpose and context of the proposed landscaping. The pedestrian/auto landscape requires strong plantings of a structural nature to act as buffers or screens. The pedestrian landscape should emphasize the subtle characteristics of the plant materials. The building landscape should use landscaping that complements the building's favorable qualities and screens its faults. Natural Features. An important goal in the Totem Lake Neighborhood Plan is to establish a "greenway" extending in an east/west direction across the neighborhood. Portions of the greenway follow Totem Lake Boulevard, along the western boundary of TL 2. Properties abutting the designated greenbelt should be landscaped with materials that complement the natural areas of the greenway where possible.*
- *Culverted Creeks. One channel of the Totem Lake tributary extends along I-405, west of Totem Lake Boulevard in a culvert to Totem Lake. If it is feasible, restoration of this streambed could be incorporated into the "greenway" design developed for this segment of Totem Lake Boulevard.*

CHAPTER EIGHT

DEVELOPMENT REGULATIONS

The land development standards applicable to redevelopment of the Mall are contained in the TL 2 Zone regulations, adopted by the City on August 4, 2005, and codified in the Kirkland Zoning Code, Section 55.21 (referred to herein as the “Development Regulations”). Landscaping is subject to the development regulations in Kirkland Zoning Code, Chapter 95, and the Special Regulations set forth in the Development Regulations. Signage is not subject to the development regulations in Kirkland Zoning Code, Chapter 100, except as specifically stated in the Development Regulations and described herein. The amount of required parking will be established as described in Chapter 5 of this Amended CMP.

Development must be part of a CMP for the entire property. The CMP is required to follow the process set forth in Kirkland Zoning Code, Chapter 142. The CMP has been approved by the DRB, and the Amended CMP has been approved by the City Planning Official. Subsequent development proposals must follow the Design Review or Administrative Design Review process as set forth in the Notice of Approval for the CMP, as amended.

Where a CMP is utilized, the Development Regulations apply uniform standards to all permitted uses in the TL 2 zone. The following sets forth these applicable Development Regulations:

1. **Lot Size (minimum and maximum):**

The minimum lot size is 1.5 acres. However, parcels smaller than 1.5 acres may be added to a previously approved CMP, if the applicable criteria set forth in the Notice of Approval for the approved Conceptual Master Plan, and/or amendments thereto, are met.

2. **Required yards (minimum and maximum):**

There are no minimum or maximum required yards. Instead, the Development Regulations contemplate that any required yards will be established in the CMP. Given the location, urban density, generous sidewalks, extensive public plaza and surrounding public streets and boulevard within the TL 2 Zone, and considering that buildings are encouraged to be built up to sidewalks to enhance the pedestrian-oriented activities, there

shall be no required building setbacks along front, side or rear yards required by this Amended CMP.

3. **Lot Coverage (maximum):**

The maximum lot coverage is 80 percent.

4. **Height of Structure (maximum):**

Maximum structure height ranges from 90' to 135' above average building elevation. Generally, structure height is limited to 90'. However, structure height may exceed 90' above average building elevation in accordance with a development proposal associated with this Amended CMP; provided, that no more than 10% of the gross site area included within the CMP may have increased building height, and the increased building height cannot exceed 135' above average building elevation.

5. **Landscape Category.**

There is no designated landscape category for this use. Instead, the Development Regulations incorporate Special Regulations requiring establishment of a circulation system for vehicles and pedestrians, which specify design principles that include use of landscaping to emphasize entries into buildings and pedestrian areas, to enhance public spaces, and to screen blank walls and service areas. In addition, landscaping should also be provided in plazas, along pedestrian circulation routes, and in parking areas.

6. **Sign Category.**

The Development Regulations incorporate Special Regulations requiring that all signs within a TL 2 Zone development must be approved under a Master Sign Plan application (Kirkland Zoning Code, Section 100.80).

7. **Required Parking Spaces.**

There are no required parking spaces designated by the Development Regulations. Instead, the Development Regulations provide that required parking spaces will be determined in accordance with the process set forth in Chapter 5 of this Amended CMP.

8. **Additional Special Regulations.**

In addition to the Special Regulations within TL 2 described above, the following are applicable:

A. **Circulation Plan for Vehicles and Pedestrians.** A CMP must establish a circulation system for vehicles and pedestrians, which is shown on Exhibits 2

and 3 of this Amended CMP. The site plan submitted to the DRB in conjunction with Phase Plan approval should be pedestrian-oriented, and incorporate the following design principles:

- *Siting of buildings should be oriented to the pedestrian network. Isolated building pads should be minimized.*
- *Storefronts should be oriented to pedestrian and vehicular circulation routes.*
- *Ground floor spaces should be designed in a configuration that encourages pedestrian activity and visual interest. Uses other than retail, restaurants, taverns and fast food restaurants may be permitted on the ground floor of structures only if the use and location do not compromise the desired pedestrian orientation and character of the development.*
- *Pedestrian connections:*
 - *Between the upper and lower portions of the property (east and west of 120th Avenue NE);*
 - *Internal to the site (between 120th Avenue NE and Totem Lake Boulevard), and/or other locations that provide convenient pedestrian mobility and contribute to the pedestrian and retail character of the development; and*
 - *To surrounding developments including the hospital campus, the transit center and the mixed use area to the north of TL 1A. The alignment of the pedestrian connection to properties in TL 1A should be designed to coincide with the alignment of 119th Avenue NE to the north.*
- *Clearly identifiable building and pedestrian access points and entryways.*
- *Provision of useable public spaces, plazas or pocket parks, and public amenities, such as art, sculptures, fountains or benches.*
- *Use of landscaping to emphasize entries into buildings and pedestrian areas to enhance public spaces, and to screen blank walls and service areas. Landscaping should also be provided in plazas, along pedestrian circulation routes, and in parking areas.*
- *Design techniques to prevent the dominance of large single occupant structures, such as smaller building footprints and multiple tenant spaces on the ground floor at the street.*

- *Placement of parking areas behind buildings located on pedestrian-oriented streets and pathways.*
- *Placement of loading and service areas away from 120th Avenue NE and pedestrian areas.*
- *Location of drive-through facilities to not compromise the pedestrian orientation of the development.*

B. **Vehicle Service or Repair Activity.** Any vehicle service or repair activity must be entirely contained within an enclosed structure, and the orientation of the use and activity must be away from pedestrian circulation routes and spaces.

C. **Vehicle Sales.** Vehicle sales are permitted only if the vehicles are displayed in an indoor showroom, and the showroom does not occupy more than 10,000 square feet.

D. **Prohibited Uses.** The following uses are not permitted in TL 2
Zone:

- i. Retail establishments providing storage services unless accessory to another permitted use.
- ii. Outdoor storage of bulk commodities, except in the following circumstances: (1) If the square footage of the storage area is less than 5 percent of the total square footage of the retail structure, or as provided for in this Amended CMP; or (2) if the commodities represent growing stock in connection horticultural nurseries, whether the stock is in open ground, pots, or containers.
- iii. Storage and operation of heavy equipment except normal delivery vehicles associated with retail uses.

CHAPTER NINE

IMPLEMENTATION OF AMENDED CONCEPTUAL MASTER PLAN

It is anticipated that the Amended CMP will be implemented over a number of years consistent with the Amended Redevelopment Agreement. In addition to this Amended CMP, redevelopment of the Mall will be subject to the Amended Redevelopment Agreement, as may be further amended or modified from time-to-time. Upon approval of this Amended CMP, any and all phases will be subject to further DRB Phase Plan review and approval as set forth below. This Chapter provides the Conditions of the Amended CMP and governs the phasing process and potential modifications to the Amended CMP or approved Phased Plans.

1. Development Agreement.

The Redevelopment Agreement for Totem Lake Mall was approved by the City on January 17, 2006. The Amended Redevelopment Agreement was approved by the City in February, 2015. The Amended Redevelopment Agreement and this Amended CMP shall control redevelopment of the Mall. In the event of a discrepancy between the Amended CMP and the Amended Redevelopment Agreement, the provisions of the Amended Redevelopment Agreement shall control.

2. Phase Plan Review.

Redevelopment of the Mall may consist of one or more phases. Kirkland Zoning Code, Chapter 142, Design Review, shall apply to the Phase Plans. In the event that more than one phase is proposed, the various phases may be pursued separately, simultaneously or otherwise without regard to completion or progress on any other phase of the Project. In Phase Plan approval, the DRB shall apply the design guidelines and applicable conditions in this Amended CMP, as may be modified, amended or changed by the Amended Redevelopment Agreement.

3. Traffic Conditions.

Kirkland has issued a Concurrency Notice associated with the redevelopment of the Mall. The Amended Redevelopment Agreement addresses traffic and parking impacts and requirements, traffic analyses, payment of road impact fees, roadway dedications, and related matters. The terms and conditions of the Amended

Redevelopment Agreement shall govern traffic matters within the Mall redevelopment project.

4. Amended CMP Approval/Conditions/Modifications.

On November 7, 2005, the DRB approved the original Conceptual Master Plan. In February, 2015, the Planning Official approved the Amended CMP, subject to the following conditions:

A. Subject to the vested rights provisions of the Amended Redevelopment Agreement, the Amended CMP, and subsequent Phase Plans, shall be subject to the applicable requirements contained in the KMC, KZC, and Building and Fire Code; provided, however, that the provisions of this Condition are not intended to, and shall not, prevent CenterCal from contending that any aspect of the Project is an existing non-conforming use, or otherwise “grandfathered” from application of any such regulatory requirements. It is the responsibility of CenterCal to ensure compliance with the various provisions contained in these ordinances; provided, however, when a condition of approval conflicts with a development regulation, the condition of approval shall be followed.

B. Review and approval of improvements and public amenities to be located within the public plaza, and shared use arrangements between the City and CenterCal with regard to the public plaza, shall be consistent with the Amended Redevelopment Agreement.

C. Unless otherwise determined by the DRB in the future, at its sole discretion, any contemplated Phase Plans shall be subject to further DRB approval pursuant to KZC Chapter 142.35.

D. The term of this Amended CMP shall extend through the duration of the term of the Amended Development Agreement.

E. Future modification of the Amended CMP, or any subsequent Phase Plans, shall be governed by the provisions of KZC 142.50 Modifications as follows:

1. The Planning Official may approve a modification to the Conceptual Master Plan, or any Phase Plans, for the proposed development if:

- a. The need for the modification was not known and could not reasonably have been known before the Design Review approval was granted;
 - b. The modification is minor and will not, in any substantial way, change the proposed development or violate any requirement imposed by the Design Review Board. The Planning Official may consult with the Design Review Board in his/her decision; and
 - c. The development that will result from the modification will be consistent with the design regulations, design guidelines, and Comprehensive Plan.
2. Any modification, other than as specified in subsection (1) of this section, must be reviewed and decided upon as a new Design Review approval under this chapter.
- F. In conjunction with review of Phase Plans, CenterCal shall submit with their design review application, detailed plans and/or detailed language that address the following matters to the extent such matters are applicable to the particular phase being submitted for approval:
1. Clarification of the overall pedestrian circulation patterns relating to Totem Lake Boulevard, the cinema and the stand alone retail adjacent to the west parking lot.
 2. A pedestrian pathway on the Mall property connecting with the approved pedestrian connection on the Evergreen Hospital property, adjacent to the transit center.
 3. Continued existence of a pedestrian connection on the lower mall that connects to an adjoining medical office building at 12707 120th Avenue NE.
 4. Establishment of a pedestrian connection at the south end of the existing lower mall to facilitate pedestrian circulation between 120th Avenue NE and Totem Lake Boulevard.
 5. Unless otherwise mutually agreed between the City and CenterCal, incorporate the narrower design approved for the East/West Connector between Totem Lake Boulevard and 120th Avenue NE approved in the original CMP.

6. Buildings fronting the public plaza and along the East/West Connector between Totem Lake Boulevard and 120th Avenue NE shall contain continuous retail frontage except for circulation areas or public amenities that contribute to the pedestrian environment, or as otherwise provided in Condition 8 below. Design techniques shall be used to prevent the dominance of large single occupant structures.
7. Create a focal point at the eastern terminus of the public plaza.
8. Uses other than retail, restaurants, taverns, fast food restaurants, cinemas, fitness facilities, spas, entertainment, and banking facilities may be permitted on the ground floor of structures only if the use and location do not compromise the desired pedestrian orientation and character of the development.
9. Identify suitable locations for public amenities, such as art, sculptures, fountains and benches.
10. Provide a conceptual landscape plan, with performance standards/goals, that show trees in the following areas:
 - a. Pedestrian walkway along western frontage of lower Mall;
 - b. 120th Avenue NE and the public plaza;
 - c. Totem Lake Boulevard fronting the Autozone store;
 - d. Lower Mall parking lot; and
 - e. Landscaping or other design features on the top level of parking structures.
11. In addition to the design guidelines in this Amended CMP, the following standards shall be applied:
 - a. The Project shall include diverse forms of overhead weather protection where adjoining a pedestrian walkway;
 - b. Changes of color and materials shall be utilized to help break up the mass of the buildings; and
 - c. The portions of the lower Mall to be retained shall be architecturally consistent with the new construction.

12. Loading and service areas shall be located away from 120th Avenue NE and pedestrian areas. Plans shall address and mitigate impacts of loading and service areas on adjoining properties.
13. Roofscapes shall be considered.

CHAPTER ONE

INTRODUCTION AND OVERVIEW

The Totem Lake Mall (hereafter referred to as “the Mall”) was originally constructed in 1973 as a two-story enclosed regional mall on a 26-acre property in Kirkland. The Mall is very well situated along Interstate 405, approximately five miles from downtown Kirkland. Despite its ideal location, the Mall has aged and is now experiencing a steady decline in quality, performance and desirability. Instead of reaching its potential as a premier regional shopping center and primary economic engine for the City of Kirkland (hereafter referred to as “Kirkland” or “the City”), the Mall has languished and is now generally considered to be an under-performing property. This downward transition is likely attributable to several factors, including age, failure to meet the demands of contemporary tenants, and an unusual configuration consisting of an upper mall and a lower mall with inadequate connectivity and sense of place.

Historically, investors and owners of the Mall have been unable to devise an economically feasible plan for upgrading and renovating the Mall to meet current standards and demands. While there are many factors that contributed to this situation, it appears that the primary factor was an inability to justify the significant expense associated with redevelopment. Unlike new construction, redevelopment of an existing property involves additional complexities and expense associated with relocation and accommodation of tenants; demolition, reconfiguration and modernization of aging and incompatible structures; extensive architectural challenges associated with assimilation of existing architectural elements into contemporary designs; site limitations and increasing costs of new construction.

Kirkland views the Mall as a key component of its overall economic vitality and has targeted redevelopment as a primary goal. In furtherance of this goal, Kirkland has paved the way for redevelopment through its comprehensive planning and adoption of development regulations and standards that are conducive to and encourage redevelopment. This effort was initiated in 2002, with adoption of the Totem Lake Neighborhood Plan, which sets forth a vision for Totem Center as a dense, compact

community, with a mix of business, commercial and residential uses, coupled with a high level of transit and pedestrian activity.

In 2004, Coventry II DDR Totem Lake LLC, a Delaware limited liability company (hereafter referred to as “Coventry/DDR”), purchased the Mall with a vision for redevelopment. Coventry/DDR carefully studied the regional demographics and retail landscape, the prime location of the Mall in relation to growth and development trends in the community, the development regulations and standards, and the potential benefits associated with redevelopment to both its investors and Kirkland. The indicators confirmed the potential for an economically feasible redevelopment of the Mall at varying intensities depending upon the level of public support and financial participation.

Coventry/DDR realized that the more elaborate redevelopment alternatives were not economically feasible without a significant level of public support and financial participation. While this created challenges, the benefits to Kirkland were readily apparent considering the enhanced revenues that would be generated and the potential for creation of a community center with a defined sense of place in furtherance of Kirkland’s planning goals and objectives. ~~Accordingly, from early on, Coventry/DDR has worked closely with the City in a cooperative manner.~~

~~The timing was ideal, because the City was contemplating adoption of refined development regulations and standards applicable to the Mall. Coventry/DDR provided input and the cooperative effort resulted in adoption of the Totem Lake Mall TL 2 Zone (“TL 2 Zone”), which provides a regulatory framework conducive to significant redevelopment opportunities. Coventry/DDR and Kirkland have pursued further discussions and anticipate entering into a development agreement in 2005 that will, among other things, establish the redevelopment process, identify applicable redevelopment standards, define public financial participation, and provide assurances necessary to sustain redevelopment over a number of years.~~

~~In October 2005, the City and Coventry/DDR entered into a Memorandum of Understanding. The Memorandum of Understanding addresses financial participation by the City and other aspects of the contemplated redevelopment of the Mall. The Memorandum of Understanding was designed to set forth the framework for further~~

~~discussions and negotiation of a Development Agreement between the City and Coventry/DDR, which is in the process of completion in the near future.~~

~~This Conceptual Master Plan Coventry/DDR received City Design Review Board (“DRB”) approval of the Conceptual Master Plan (“CMP”) in December, 2005. Shortly thereafter, in January, 2006, the City approved and entered into a Redevelopment Agreement for Totem Lake Mall (“Redevelopment Agreement”). Combined, the CMP and Redevelopment Agreement govern redevelopment of the Mall. However, the economic downturn adversely impacted the ability of Coventry/DDR to move forward with redevelopment and the project languished for several years. Eventually, a decision was made to market the Mall to a developer with the ability to step in and complete the redevelopment in accordance with Kirkland’s planning goals and objectives.~~

~~CenterCal Properties, LLC (“CenterCal”) is the likely successor to Coventry/DDR. Upon Closing, CenterCal will own the same property previously owned by Coventry, which includes the entire Mall, except for two parcels that were sold in the 1970s to financial institutions (“Bank Parcels”). The Bank Parcels are shown on Exhibit 1. CenterCal is interested in acquiring the Bank Parcels and, if subsequently acquired, the Bank Parcels will be included in this CMP.~~

~~CenterCal’s vision for redevelopment of the Mall includes the same array of permitted uses in the TL 2 Zone; demolition and reconstruction of the majority of the existing Mall; and creation of a vibrant public plaza with public amenities, anticipated to include public art, water feature(s), benches, trees, landscaping and similar improvements, achievable through a public/private collaboration involving financial participation by both CenterCal and the City. The overall objective is to create a community center with a defined sense of place.~~

~~However, CenterCal’s conceptual plan accomplishes these objectives in ways that vary somewhat from the Coventry/DDR development proposal by focusing the intensity of mixed uses to take full advantage of the redesigned public plaza and realigned and reconstructed 120th Avenue NE; strategically locating residential uses to take full advantage of the public access created by the City’s acquisition of property abutting Totem Lake (formerly Yuppie Pawn property); and reconfiguring the square footage of buildings~~

and tenant spaces throughout the Mall to integrate the mixed uses with less focus on “big box” retailers and large office buildings.

This Amended CMP, coupled with a corresponding amendment to the Redevelopment Agreement (“Amended Redevelopment Agreement”), is necessary to ensure that the vision of CenterCal in its conceptual plan meets with the City’s goals and objectives for redevelopment of the Mall.

This Amended CMP is an integral step in furtherance of redevelopment of the Mall. It contains the revised conceptual plans to achieve the overall goal of transforming this under-performing property into a regional shopping center with an array of mixed uses and public spaces. ~~Upon approval by Kirkland, this Conceptual Master Plan~~This Amended CMP will serve as the conceptual framework for redevelopment of the Mall ~~in several phases.~~

It is important to emphasize the conceptual nature of the ~~Conceptual Master Plan.~~The Conceptual Master Plan Amended CMP. It provides a basic “conceptual” rather than “detailed” framework for redevelopment, ~~which contemplates extensive reconfiguration and expansion of existing structures, together with new construction, to redefine the Mall and facilitate an array of mixed uses, incorporating retail, residential, office, and theater uses, with a public plaza and public amenities.~~ As plans evolve and are further refined, it is possible that there will be changes to the overall conceptual framework ~~herein~~, which will be addressed through the appropriate regulatory processes.

CHAPTER TWO

CONCEPTUAL MASTER PLAN GOALS

The goals established by this ~~Conceptual Master Plan~~Amended CMP are as follows:

- To provide a conceptual framework for redevelopment of the Mall in a manner that furthers the planning goals of Kirkland, creates a unique sense of place, and transforms an under-performing property into a vibrant regional shopping center with a public plaza and an array of mixed uses, ~~including permitted in the TL 2 Zone, which may include, without limitation,~~ retail, ~~restaurant, movie theatre,~~ office, cinema, hotel and residential uses.
- To provide the conceptual framework for redevelopment of the Mall in ~~several~~one or more phases over a ~~number~~period of ~~year~~time consistent with the Amended Redevelopment Agreement.
- To identify the design guidelines, development standards and applicable criteria that will govern redevelopment of the Mall.
- To specify the processes and procedures applicable to implementation of the ~~Conceptual Master Plan~~Amended CMP and further design review after adoption.

CHAPTER THREE

EXISTING MALL CONFIGURATION AND USES

The Mall is located on a 26-acre site northwest of the intersection of 124th Street NE and Interstate-405. Exhibit 1 shows the existing site conditions, building and parking configuration at the ~~existing~~ Mall. Totem Lake Boulevard extends along the westerly boundary of the property, parallel to Interstate-405, while 120th Avenue NE runs approximately north and south, effectively dividing the Mall into a 16.54-acre “lower mall” and a 9.63-acre “upper mall”. In addition to the main upper and lower mall buildings, there are several additional free-standing retail buildings within the Mall.

The overall building configuration, coupled with the location of 120th Avenue NE, creates a dull and uninviting environment, portraying a suburban “strip center” image as opposed to a regional shopping center. There is no store frontage on 120th Avenue NE and signage is poor. The upper mall faces the backside of the lower mall along 120th Avenue NE, and the lower mall impedes views to the upper mall. The separation of the upper mall from the lower mall by a very busy connector street impedes pedestrian-friendly cross-shopping, segregates the malls, and eliminates the unique identity and sense of place that should be associated with the Mall.

The two primary mall buildings were constructed during the mid-1970s – the lower mall building in 1972 and the upper mall building in 1974 – with the remaining free-standing structures added sporadically over the next decade. The ~~approximate gross square footage within the~~ buildings ~~is~~ contain approximately 290,000 square feet (“SF”). Tenant improvements and remodeling ~~has~~ have occurred from time-to-time over the years, including a large remodel of the anchor unit in the lower mall ~~by Ernst department store.~~ Storefronts in the upper mall are aligned to the parking lot. The larger lower mall has outdoor facing entrances for the larger units on the north and south ends, with an additional inner pedestrian area typical of larger enclosed malls providing access to the anchor tenant and smaller units in the center of the structure. The age of the structures and the unappealing configuration contribute to the economic obsolescence of the Mall and its current under-performing status.

~~There are approximately 24 tenants currently within the Mall. The largest tenant, Ross Dress For Less, leases nearly 30,000 SF. Other larger tenants include CompUSA,~~

~~Rite Aid and the Guitar Center, which each occupy approximately 20,000 SF, and Roxy Cinemas, a foreign film venue, which occupies approximately 13,000 SF. The free-standing structures house Key Bank, Schuck's Auto Supply and a Chevron Service Station.~~

The entire Mall is located within the ~~newly adopted~~ TL 2 Zone as set forth in the Kirkland Zoning Code, Section 55.21. The TL 2 Zone allows a full spectrum of uses, including: (1) retail sales of goods and services, movie theatres, restaurants, fast food establishments, taverns, banks and other financial institutions and service providers; (2) offices; (3) residential; (4) vehicle service stations; (5) hotels or motels; (6) churches; (7) schools and day-care centers; (8) assisted living facilities; (9) convalescent centers and nursing homes; (10) public utilities, government facilities or community facilities; and (11) public parks. All of the existing uses within the Mall are consistent with the uses allowed in the TL 2 Zone.

CHAPTER FOUR

PROPOSED MALL RECONFIGURATION AND USES

The CenterCal redevelopment conceptual plan that is contemplated for the Mall involves substantial demolition of existing buildings, new construction of buildings, one or more parking structures ~~and~~, a redesigned public plaza; new lower mall east/west connection between Totem Lake Boulevard and 120th Avenue NE (hereafter referred to as the “East/West Connector”); and realignment and reconstruction of 120th Avenue NE. The redevelopment will occur in ~~two principal~~ one or more phases over a period ~~not to exceed ten (10) years, of time consistent~~ with the ~~retail components projected for completion within five (5) years and the office and residential components projected for completion within seven (7) years.~~ The phased development is discussed in more detail later in this Conceptual Master Plan. Amended Redevelopment Agreement.

The anticipated uses within the Mall after redevelopment will be within the spectrum of allowed/permitted uses in the TL 2 Zone. ~~The majority of it is currently anticipated that the~~ leased retail space will be utilized for typical retail uses, such as department stores and shops, restaurants, fast food establishments, coffee shops, taverns, banks, financial institutions ~~and other service providers.~~ ~~The existing cinema within the Mall will be replaced with a modern multi-screen cinema.~~ ~~A six-story office complex will be located above the primary parking structure.~~ ~~A residential complex, comprised of two buildings each containing approximately 108 units, will be located over retail uses in the lower mall.~~ ~~In addition to surface parking lots and on-street parking, there will be three parking structures strategically located throughout the Mall,~~ fitness and entertainment establishments, hotel and other retail businesses and service providers. A new modern multi-screen cinema is contemplated in the upper mall. Office and residential uses are currently contemplated and will be strategically located within the Mall to take advantage of public streets, parking, public plaza amenities and views and access to Totem Lake. The mix of uses; location of uses; building layout; and square footages associated with buildings and uses will ultimately depend upon market conditions, tenant demands and synergies within the Mall. Parking will include both surface parking and one or more parking structures with adequate parking to meet anticipated demand. The completed Mall is anticipated to include up to 1,000,000 square feet or more.

~~The following briefly describes each of the major components contemplated within the Mall:~~

~~**A. — Retail.**~~

~~The total retail building square footage within the Mall will be approximately 583,600 SF (excluding the Cinema). The upper mall, east of 120th Avenue NE, will contain approximately 390,251 SF of retail space (excluding the Cinema), while the lower mall, west of 120th Avenue NE, will contain approximately 193,349 SF of retail space. The largest of the retail units will be located in the upper mall in closer proximity to the primary parking structure.~~

~~The Conceptual Site Plan shows the location and approximate size of all buildings that will comprise the Mall upon redevelopment.~~

~~**B. — Office.**~~

~~There is currently contemplated a six-story office building located within the upper mall above the primary parking structure, consisting of approximately 144,000 SF. Each floor will be approximately 24,000 SF.~~

~~**C. — Cinema.**~~

~~The cinema will be located within the upper mall above one or more of the major retail units and will contain approximately 60,000 SF. It is anticipated that the cinema will have at least 13 screens and approximately 3,000 seats.~~

~~**D. — Residential.**~~

~~The residential complexes will be located within the lower mall and will contain approximately 228,800 SF. It is anticipated that there will be approximately 216 residential units located within two buildings.~~

~~**E. — Parking.**~~

~~The specific parking requirements and allocation of parking is discussed later in this Conceptual Master Plan. Parking will be accommodated within three parking structures, surface parking lots and on-street parking. The primary six-level parking structure will be located within the upper mall and is anticipated to provide approximately 1,964 parking spaces. There will be two additional parking structures, which will likely be for the exclusive use of residential units located within the lower mall adjacent to the~~

~~residential complexes. The primary surface parking lot will be located in its current location within the lower Mall, providing approximately 707 parking spaces.~~

CHAPTER FIVE

TRANSPORTATION AND PARKING

To successfully redevelop the Mall, it will be crucial that adequate consideration is given to transportation and parking plans. Transportation plans include both vehicular circulation (public transportation/bus service and private vehicles) and pedestrian circulation. Parking plans include an evaluation of required parking to adequately meet the anticipated demand, and also the allocation and strategic positioning of parking throughout the Mall. Considering the unique circumstances presented by 120th Avenue NE bisecting the upper mall and lower mall, a successful redevelopment of the Mall will also require redesign, realignment and reconstruction of 120th Avenue NE to assimilate this busy street into the Mall in a way that is inviting, pedestrian-friendly, and safe.

A. TRANSPORTATION.

1. Vehicle Circulation Plan.

Exhibit 2 depicts the anticipated Vehicular Circulation Plan for the Mall. The circulation pattern demonstrates passenger car circulation, service entry/loading circulation, and public transportation.

It is contemplated that there will be several vehicular entrances for passenger car circulation into the Mall from Totem Lake Boulevard. ~~These will provide access to the service station and other free-standing buildings, surface parking lots and the public plaza boulevard. Vehicular entrances for passenger cars along 120th Avenue NE will be provided to the public plaza boulevard and the parking structures. Vehicular access to the primary parking structure will be accommodated through three entrances, located along the public plaza boulevard, a private roadway near the north end of 120th Avenue NE, and from NE Totem Lake Way, which is a private roadway. There will also be on-street parking along 120th Avenue NE and the public plaza boulevard. Within the Mall, passenger car circulation will utilize the public plaza boulevard for easy access to surface parking lots, on-street parking and the primary parking structure.~~

~~Service entry/loading vehicular circulation will access the Mall primarily from 120th Avenue NE. Vehicles will either access the service areas directly from 120th Avenue NE, or will utilize NE Totem Lake Way and other private driveways to access the service areas, 120th Avenue NE, and NE Totem Lake Way. These will provide access to the Mall,~~

the new East/West Connector, surface parking lot areas, parking structure(s), on-street parking, and service entry/loading areas.

Public transportation is generally provided along 120th Avenue NE and Totem Lake Boulevard. Currently, there are only two bus stations, one located at the intersection of 120th Avenue NE and Totem Lake Boulevard, and the other along 120th Avenue NE near NE Totem Lake Way, which are shown on Exhibit 2. It is anticipated that METRO will evaluate ~~this~~the public transportation needs and modify the public transportation elements to meet the demands created by the Mall, such as providing a bus ~~station~~stop near the intersection of 120th Avenue NE and the ~~public plaza boulevard~~new East/West Connector.

2. Pedestrian Circulation Plan.

Exhibit 3 depicts the anticipated Pedestrian Circulation Plan for the Mall. The circulation pattern demonstrates pedestrian exterior connections, interior connections and pedestrian activity areas.

Exterior pedestrian connections will be along ~~Totem Lake Boulevard,~~ 120th Avenue NE, ~~and~~ NE Totem Lake Way, and existing sidewalks on Totem Lake Boulevard, which will provide ~~ready~~ access to the Mall from adjoining properties and streets. Interior connections will emphasize access to the public plaza as the hub of pedestrian activity within the Mall. There will be interior pedestrian connections along the ~~public plaza boulevard,~~new East/West Connector between Totem Lake Boulevard and 120th Avenue NE; along storefronts ~~throughout~~in the Mall, ~~and~~lower mall; along ~~120th Avenue NE~~storefronts and potential residential structures in the upper mall that do not front on the public plaza; and between the public plaza and parking structure(s). The primary pedestrian activity area will be focused ~~to the center of the public plaza, which will be the central spine of~~along the Mall, ~~new East/West Connector, the public plaza and 120th Avenue NE.~~

3. 120th Avenue NE.

It is anticipated that through a joint effort between ~~Kirkland~~the City and ~~Coventry/DDR~~CenterCal, 120th Avenue NE will be redesigned, realigned and reconstructed during the early stages of Mall redevelopment. As currently existing, 120th Avenue NE is a very busy thoroughfare and utilized for both access to the Mall and general connection to adjoining streets and boulevards. This creates a potentially unsafe and

serious impediment to achieving the connectivity and sense of place between the upper mall and lower mall.

By redesigning and realigning 120th Avenue NE, it will be possible to incorporate both traffic calming techniques and pedestrian-friendly improvements to eliminate the negative factors that impact the Mall. At this stage of development, only preliminary thoughts and ideas have surfaced regarding ways in which to achieve the goals and objectives for 120th Avenue NE. These ideas include (1) consideration of narrowing 120th Avenue NE or finding other solutions to calm traffic and encourage alternative vehicular routes for connectivity to adjoining streets and boulevards; (2) methods to enhance pedestrian-oriented walkways and crosswalks with special street improvements, such as raised pavement and colored pavement tiles, to clearly identify pedestrian crossings; (3) strategic placement of trees and landscaping to identify and emphasize pedestrian crossings; and (4) signalization at strategic locations along 120th Avenue NE to enhance the safety to pedestrians and slow traffic.

~~The City and Coventry/DDR have worked with consultants retained by the City to study and evaluate the desirable size of the Public Plaza and scenarios for achieving traffic calming and pedestrian-friendly orientation along the Public Plaza and 120th Avenue NE. This issue is of primary importance to both Kirkland and Coventry/DDR and both parties are keenly focused on addressing this strategic aspect of the redevelopment in the near future.~~

4. Transportation Concurrency.

Coventry/DDR retained Transportation Services, Inc. (“TSI”) to perform a traffic impact analysis, including a daily and PM peak hour trip generation forecast for each time frame, to test for traffic concurrency. TSI concluded that the proposed Mall redevelopment would pass concurrency. ~~Kirkland~~The City has issued a Traffic Concurrency Certification Notice for the redevelopment project- and a Certificate of Concurrency will be issued with the first building permit for the Project.

B. PARKING.

1. Parking Requirements.

~~Coventry/DDR retained~~ CenterCal will retain the services of ~~Walker Parking Consultants (hereafter referred to as “Walker”)~~ a parking consultant to analyze and evaluate the number of parking spaces required to meet the anticipated demand for parking at the redeveloped Mall. ~~In performing~~ The evaluation will include review of this analysis, ~~Walker reviewed the conceptual site plan incorporated into this Conceptual Master Plan~~ Amended CMP, and ~~program data that included~~ including anticipated tenant mix, square footage of retail and office uses, number of seats in the proposed cinema, ~~square footage of office space,~~ number of residential units and other pertinent information. ~~Walker then applied~~ The evaluation shall apply the Urban Land Institute’s shared parking methodology to develop a model to project parking demand characteristics at the Mall by hour of the day, month of the year, and weekday versus Saturday weekend or determined by the City Transportation Engineer.

The concept of shared parking is particularly applicable at the Mall with an array of mixed uses. Shared parking is the use of a parking space by vehicles generated by more than one land use. The ability to share parking spaces is the result of two conditions: (1) Variations in the accumulation of vehicles by hour, by day or by season at the individual land uses; and (2) relationships among the land uses that result in visiting multiple land uses on the same auto trip. To illustrate, office buildings require parking spaces during daytime hours on weekdays, while restaurants and entertainment venues have peak parking needs during the evening and weekends.

~~Based upon the project information, Walker was able to~~ The parking evaluation will identify the synergy between the different land ~~parking demand among the various mixed~~ uses and opportunities for shared parking. ~~Based upon~~ CenterCal will deliver the parking evaluation to the City Planning Official and City Transportation Engineer for review and approval, which will then establish ~~the current Conceptual Master Plan, the peak shared parking demand will be approximately 3,050~~ number of ~~parking spaces. Peak demand will occur at 2:00 p.m. on a Saturday in December.~~ necessary for redevelopment of the Mall.

2. Parking Facilities.

Parking ~~facilities~~ facility requirements within the redeveloped Mall will continue to evolve ~~due to continuing discussions regarding~~ as ~~the public plaza and 120th Avenue NE.~~

~~Parking will be accommodated in three parking structures, surface parking lots and on-street parking. The primary six-level parking structure will contain approximately 1,964 parking spaces. The combined residential parking structures will contain approximately 324 parking spaces. Surface parking lots will contain approximately 707 parking spaces. In addition, significant on-street parking will be available along 120th Avenue NE and the public plaza boulevard. The on-site parking facilities will provide approximately 3,000 parking spaces which, combined with anticipated on-street parking, is determined, CenterCal will provide adequate parking to meet anticipated parking demand. by providing a combination of on-street parking, surface parking lot areas and one or more parking structures. Future phases may include development within locations that are currently utilized for surface parking lots. In the event of reduction or elimination of surface parking lot areas in future phases, CenterCal will incorporate parking structures or other measures to ensure adequate parking.~~

CHAPTER SIX

CONCEPTUAL SITE PLAN

Redevelopment of the Mall involves many complex issues that must be addressed simultaneously and effectively in a manner that satisfies tenants, especially national tenants, while also meeting or exceeding the design guidelines and parameters desired by the City. This is a very challenging task. Premier tenants are highly desirable and also very demanding to ensure that the resulting lease space will satisfy their business objectives, space requirements and technical needs, which are frequently established on a national rather than site-to-site basis. For the redevelopment to be successful there must be a balance that meets the needs of the tenants and also satisfies the desires of the City.

~~Coventry/DDR has worked diligently with the prospective tenants that have expressed an interest in the redeveloped Mall. This Conceptual Master Plan has been revised from prior conceptual models to incorporate the space requirements and needs of these targeted potential tenants. The task ahead is to now address~~ CenterCal will implement the Design Guidelines and Development Regulations in a meaningful way to accommodate the desires of the City, while also remaining cognizant of the demands and needs of ~~the~~ prospective tenants. ~~Further refinement~~Refinement of the architectural elements will follow input ~~and~~ direction ~~from~~and approval of the DRB.

Exhibit 4 sets forth a Conceptual Site Plan that shows the ~~approximate location and size of the existing buildings, and new buildings, public plaza and parking structures planned~~most recent conceptual plan for redevelopment and construction within the Mall. ~~The proposed redevelopment of the Mall is contemplated~~The uses are anticipated to include primarily a mix of retail, office, cinema, hotel and residential uses as permitted in two distinct phases (the TL 2 Zone, but the array of uses, square footage, building configurations, and locations will likely continue to evolve and will be provided in greater detail to the DRB as part of the subsequent DRB review and approval of phase plans (“Phase 1 & 1A and Phase 2 & 2A) that are further Plans”) described ~~later in Chapter 9 of this Conceptual Master Plan.~~Amended CMP.

Exhibit 5 contains ~~a series of computer renderings demonstrating conceptual views and elevations along various locations of the completed Mall redevelopment project.~~ conceptual views and perspectives of CenterCal’s current vision for the completed Mall

redevelopment project. The conceptual drawings establish a general framework for redevelopment of the Mall, but there will be further refinement as detailed development plans evolve, tenant needs and synergies are addressed, and market demands become evident. Once refined, one or more Phase Plans will be presented to the DRB for review, input and approval.

Exhibit 6 sets forth the Conceptual Demolition Plan, which is anticipated to involve demolition ~~in both phases of~~ of most of the existing buildings during the redevelopment project. ~~In Phase 1, the primary demolition will involve the existing~~ Demolition will include most of the one story retail building located in the ~~center of the~~ lower mall. ~~In Phase 2, the demolition,~~ leaving that portion more recently constructed on the northerly end. Demolition in the upper mall will include demolition of the upper mall buildings, ~~two of the free-standing retail buildings and including~~ the existing cinema. ~~The only building in the upper mall that will, but potentially excluding the Bank Parcels if not be demolished is the free-standing bank building located near the intersection of 120th Avenue NE and NE Totem Lake Way.~~

~~It is possible~~ acquired. In the event that portions of the contemplated phases will one or more of the Bank Parcels are not acquired, then the public plaza may need to be realigned as development plans are further refined. It is also possible that buildings may be reconfigured or square footage adjusted to meet market demand and/or tenant requirements. Subject to the Development Regulations and appropriate design review processes, nothing/or relocated in this Conceptual Master Plan should be construed to prohibit, limit or otherwise restrict the ability to realign the contemplated phases or adjust the buildings or square footages therein. the final site development plan. This may require a review under the applicable conceptual master plan modification process.

The conceptual site plan does not contemplate that the Mall will expand beyond its existing property boundaries in the foreseeable future. However, nothing in this ~~Conceptual Master Plan~~ Amended CMP should be ~~constructed~~ construed to prohibit ~~future annexation~~ expansion of the TL 2 Zone to incorporate other properties into the Mall in a manner that complies with the local Development Regulations and uses allowed within the TL 2 Zone.

CHAPTER SEVEN

~~PHASE 1 & 1A – CONCEPTUAL SITE PLAN~~

~~Exhibit 7 shows the Phase 1 and 1A Conceptual Site Plan, which is contemplated to include redevelopment of the lower mall, west of 120th Avenue NE, and redesign, realignment and reconstruction of 120th Avenue NE.~~

~~Phase 1 is currently planned to include (1) demolition of the one-story retail building in the center of the lower mall; (2) construction of new retail buildings within the lower mall; (3) construction of that portion of the public plaza, common amenities and open spaces within the lower mall; (4) relocation and installation of associated utility infrastructure; and (5) realignment and reconstruction of 120th Avenue NE.~~

~~Phase 1A is currently planned to include (1) construction of two four-story residential buildings above retail; and (2) two three-story residential parking structures adjacent to the residential buildings.~~

~~CHAPTER EIGHT~~

~~PHASE 2 & 2A – CONCEPTUAL SITE PLAN~~

~~Exhibit 8 shows the Phase 2 and 2A Conceptual Site Plan, which is contemplated to include redevelopment of the upper mall, east of 120th Avenue NE.~~

~~Phase 2 is currently planned to include (1) the complete demolition of all buildings in the upper mall, except the free-standing bank building near the intersection of 120th Avenue NE and NE Totem Lake Way; (2) relocation of tenants; (3) construction of new retail buildings comprising the upper mall; (3) construction of the primary six-story parking structure; (4) completion of the public plaza, common amenities and open space within the upper mall; (5) relocation and installation of associated utility infrastructure; and (6) any remaining improvements, such as landscaping and signage necessary to complete the project.~~

~~Phase 2A will be construction of the six-story office complex above the primary parking structure.~~

CHAPTER NINE

DESIGN GUIDELINES

A. Vision For Redevelopment.

The Mall should be redeveloped as a contemporary regional shopping center, designed to attract regional customers to amenities commensurate with similarly situated regional malls. It is important that the Mall be redeveloped in a manner that creates a unique identity, with clear boundaries, and a sense of place. Buildings and public space should be functional, pedestrian-oriented, properly scaled and aesthetically pleasing through incorporation of architectural design elements. The architectural character of the buildings within the Mall should present a consistent image with unified design features.

While most customers will continue to arrive by private automobile or public transportation, the Mall should be pedestrian-friendly, with emphasis on the public plaza, generous sidewalks, pedestrian amenities, landscaping and safe internal and external circulation systems. The public plaza should be a focal point within the Mall, providing landscape features and pedestrian amenities to encourage use and provide an aesthetically pleasing transition from the surrounding urban density.

There should be clearly identifiable building and pedestrian access points and entryways. Pedestrian connections should exist (1) between the upper ~~mall~~ and lower ~~portions of the Mall~~ mall (east and west of 120th Avenue NE); (2) internal to the Mall; and (3) between the Mall and adjacent properties, including the Evergreen Hospital campus and the Transit Center, along 120th Avenue NE. Realignment and reconstruction of 120th Avenue NE is important to better facilitate pedestrian-oriented use of the Mall and promote connectivity within the Mall. Traffic calming features should be incorporated into the redesign to reduce the speed and increase safety, while also encouraging the use of nearby streets and boulevards for through traffic.

There should be adequate parking provided at various access locations throughout the Mall. Parking should be a combination of surface parking, ~~structured lots~~, parking ~~structures~~, and on-street parking strategically located to ensure easy, safe and functional access to the array of mixed uses within the Mall. ~~Parking structures will be necessary along 120th Avenue NE to accommodate residential uses and facilitate easy access throughout the Mall.~~ Efforts should be made to incorporate architectural elements, such as

trellises, landscaping, artwork or murals, to soften the impact of parking structures and provide a more aesthetically appealing appearance.

Landscaping and signs throughout the Mall should be addressed through one or more property-wide plans to ensure consistency and allow evaluation of the overall impact on the appearance of the Mall both on-site and as viewed from Interstate-405, Totem Lake Boulevard and adjacent streets.

B. Applicable Design Guidelines.

In 2002, Kirkland adopted the Totem Lake Neighborhood Plan, which sets forth specific goals and objectives for Totem Center. These include the following:

- *Accommodate high density, transit-oriented development, consistent with the district's position in an Urban Center.*
- *Ensure that public and private development ~~contribute~~contributes to a lively and inviting character in Totem Center.*
- *Reinforce the character of Totem Center through public investments.*
- *Produce buildings that exhibit high quality design, incorporate pedestrian features and amenities and display elements of both continuity and individuality.*
- *Provide public spaces that are focal points for the community.*
- *Provide visual and functional connections between adjacent developments through landscaping, public spaces and pedestrian connections.*

These specific goals and objectives provide strong support for redevelopment of the Mall to meet the desire of Kirkland to encourage urban density development in Totem Center in a way that will enhance the public image and accommodate pedestrian-oriented shopping opportunities within Totem Center.

The “Design Guidelines for Pedestrian-Oriented Business Districts,” adopted by Kirkland on May 6, 2003, and subsequently amended to include specific provisions applicable to the TL 2 Zone on August 4, 2004, are incorporated by reference into the Kirkland Municipal Code, Section 3.30.040 (hereafter “Design Guidelines”). These Design Guidelines are applicable to redevelopment of the Mall. However, the design

regulations contained in the Kirkland Zoning Code, Chapter 92, are not applicable to redevelopment of the Mall within the TL 2 Zone.

The Design Guidelines do not set a particular style of architecture or design theme. Rather, they establish a greater sense of quality, unity, and conformance with Kirkland's physical assets and civic role. The Design Guidelines focus on creating a high-quality pedestrian environment, especially along pedestrian-oriented streets. The following are pertinent provisions of the Design Guidelines that should be considered by the ~~Design Review Board (hereafter the "DRB")~~ when evaluating ~~the Conceptual Master Plan and~~ subsequent design elements of the overall Mall redevelopment:

I. PEDESTRIAN-ORIENTED ELEMENTS:

- Sidewalk Width – Movement Zone. *A sidewalk should support a variety and concentration of activity yet avoid overcrowding and congestion. The average sidewalk width should be between 10' and 18'. New buildings on pedestrian oriented streets should be set back a sufficient distance to provide at least 10' of sidewalk. If outdoor dining, seating, vending or displays are desired, an additional setback is necessary. New development in TL 2 should provide sidewalks at the recommended width, to contribute to the pedestrian-orientation of new development. Public gathering places, such as pedestrian-oriented plazas linked to the sidewalk, should be encouraged.*
- Sidewalk Width – The Storefront Activity Zone. *New buildings should be set back a sufficient distance from the front property line a minimum of 10' to allow enough room for pedestrian movement. Wider setbacks should be considered to accommodate other sidewalk uses that would benefit businesses and the pedestrian environment. Lighting and special paving of the storefront activity zone are also beneficial.*
- Pedestrian Coverings. *Awnings or canopies should be required on facades facing pedestrian-oriented sidewalks. A variety of styles and colors should be encouraged on pedestrian-oriented streets, and a more continuous, uniform style encouraged for large developments on entry arterial streets.*
- "Pedestrian-Friendly" Building Fronts. *All building fronts should have pedestrian-friendly features, such as transparent or decorative windows, public entrances, murals or artwork, bulletin boards, display windows, seating, or street vendors. Blank walls should be mitigated where feasible using architectural techniques such as recessing the wall with niches, artwork on the surface, or installation of trellises or similar architectural*

features. Since pedestrians move slowly along the sidewalk, the street level of buildings must be interesting and varied. Since the potential exists for large tenants to locate within TL 2, efforts should be made to minimize the impacts of these uses along pedestrian-oriented streets and concourses. Along 120th Avenue NE, buildings should be designed to add vitality along the sidewalk, by providing multiple entrance points to shops, continuous weather protection, outdoor dining, transparency of windows and interactive window displays, entertainment and diverse architectural elements. Ground floor development in ~~TL 2~~ TL 2 should be set close to the sidewalk along pedestrian streets and concourses to orient to the pedestrian and provide appropriately-scaled environment.

- Upper-Story Activities. All buildings on pedestrian-oriented streets should be encouraged to have upper-story activities overlooking the street, as well as balconies and roof decks with direct access from living spaces. Planting trellises and architectural elements are encouraged in conjunction with decks and bay windows. Upper-story commercial activities are also encouraged.
- Lighting From Buildings. All building entries should be well lit. Building facades in pedestrian areas should provide lighting to walkways and sidewalks through building-mounted lights, canopy – or awning-mounted lights, and display window lights. Encourage a variety in the use of light fixtures to give visual variety from one building façade to the next. Back-lit or internally-lit translucent awnings should be prohibited.
- Pedestrian-Oriented Plazas. Successful pedestrian-oriented plazas are generally located in sunny areas along a well-traveled pedestrian route. Plazas must provide plenty of sitting areas and amenities and give people a sense of enclosure and safety. Public spaces, such as landscaped and/or furnished plazas and courtyards should be incorporated into the development, and be visible and accessible from either a public sidewalk or pedestrian connection. Primary pedestrian access points to retail development in TL 2 along 120th Avenue NE may be especially effective locations for public plazas.
- Pedestrian Connections – Commercial. Developments should have well-defined, safe pedestrian walkways that minimize distances from the public sidewalk and transit facilities to the internal pedestrian system and building entrances.
- Blank Walls. Blank walls should be avoided near sidewalks, parks, and pedestrian areas. Where unavoidable, blank walls should be treated with landscaping, art, or other architectural treatments.

II. PUBLIC IMPROVEMENTS AND SITE FEATURES

- Pathway Width. Design all major pedestrian pathways to be at least 8' wide. Other pathways with less activity can be 6' wide. Through-site connections from street to street, between the upper and lower portions of TL 2, and within TL 2 are needed to provide convenient pedestrian mobility, and to contribute to the village-like character desired for TL 2. Pedestrian connections to surrounding related uses, such as the hospital campus and transit center should also be provided.
- Gateway Features. Construct entry gateway features at locations noted in the Comprehensive Plan. Gateways may be constructed in conjunction with commercial development. Emphasis should be placed on framing the view into the district. The Transit Center on the hospital campus should be a "landmark" feature for both the Totem Center district and the hospital campus, providing a focal point for residents, employees and visitors. A combination of signs and symbols linking the transit center to the pedestrian connection along NE 128th Street, the flyer stop and the Park and Ride should be provided. A prominent entry to the district exists at the intersection of NE 128th Street and Totem Lake Boulevard, where vehicles and pedestrians arrive from the crossing over I-405. Entry features provided in this area should contribute to the identity associated with the Totem Center district. Public art and private efforts can be used to establish gateway features to strengthen the character and identity of Totem Center and the neighborhood. At the northern entry to Totem Center at 120th Avenue NE and NE 132nd street, a neighborhood entry sign or other identifying neighborhood feature should be provided. Another important entry point identified in the neighborhood plan is along Totem Lake Boulevard, just east of 120th Avenue NE. A feature providing a sense of entry into the Totem Center district at this location would be appropriate.
- Parking Lot Location and Design. Minimize the number of driveways by restricting curb cuts and by encouraging property and business owners to combine parking lot entrances and coordinate parking areas. Encourage side and rear yard parking areas by restricting parking in front yards. Require extensive screening where there is front yard parking. Throughout Totem Center, parking areas located between the street and the buildings should be discouraged. This is particularly critical in ~~TL2~~TL 2, where buildings should front on 120th Avenue NE to foster the desired pedestrian-oriented environment.
- Circulation Within Parking Lots. Parking lot design should be clear and well organized. Space should be provided for pedestrians to walk safely in all parking lots.

- Parking Lot Landscaping. *Parking lots must be integrated with the fabric of the community by creatively using landscaping to reduce their visual impact. Screening and landscaping should be required where parking is adjacent to sidewalks in order to improve visual qualities and reduce clutter. Within TL 2, the provision of landscaping to soften the impacts of cars and pavement is important. Clusters of trees rather than single trees may be more effective in certain portions of the mall's parking areas. Visibility of the mall from the freeway should be considered when evaluating the locations and types of landscaping to be used.*

- Parking Garages. *The intrusive qualities of parking ~~garages~~ structures must be mitigated. In pedestrian areas, ground-level retail uses or appropriate pedestrian spaces should be required. Also, extensive landscaping should be required near residential areas in high visibility locations. On hillsides and near residential areas the stepping back or terracing of upper stories should be considered to reduce scale. The development densities planned for Totem Center may result in the need for large parking structures to support them. Careful design of the structures will be important to retain a visually attractive environment. The location of parking structures along pedestrian-oriented streets or pedestrian pathways should be discouraged. Where parking structures cannot be located underground and must be provided on the ground floor, an intervening use should be provided to retain the visual interest along the street. If parking areas are located in a separate structure from the primary use, the structure must be set back from the street, and screened with substantial landscaping. Within TL 2, if it is not possible or practical to locate parking structures behind a building or underground, structural parking should be developed, oriented and screened to complement adjacent buildings, reduce automobile/ and pedestrian conflicts, and support the pedestrian environment. Artwork, display windows, trellises and/or dense vegetation are examples of screening devices that may be successful in balancing the scale of the structure with the pedestrian element.*

- Street Trees. *Street trees within ~~this area~~ [TL 2] should be selected to achieve the varying objectives of the district. Some preliminary ideas for a street tree planning plan are:*
 - Totem Lake Boulevard. *South of NE 128th Street, trees should be planted that balance the goals of creating a "greenway" along the boulevard, providing a safe and inviting pedestrian experience and enabling visibility of the site's businesses to the freeway traveler. Smaller trees planted at frequent intervals anchored by larger, "boulevard" trees at primary site entrances would achieve this objective. As an alternative or additional component, groupings*

of trees planted behind a meandering sidewalk may also be effective.

- *120th Avenue NE. South of NE 128th Street, choose street trees that will emphasize the pedestrian connection between the upper and lower mall, such as the use of larger trees at crossings and major points of entry. Choose spacing and varieties to create a plaza-like character to encourage pedestrian activity. Trees in planters and colorful flower beds will soften the area for pedestrians but allow visual access to adjoining businesses.*

III. **SCALE**

- *Fenestration Patterns. Varied window treatments should be encouraged. Ground floor uses should have large windows that showcase storefront displays to increase pedestrian interest. Architectural detailing at all window jambs, sills, and heads should be emphasized.*
- *Architectural Elements. Architectural building elements such as arcades, balconies, bay windows, roof decks, trellises, landscaping, awnings, cornices, friezes, art concepts, and courtyards should be encouraged. Balconies provide private open space, and help to minimize the vertical mass of structures. Residential building facades visible from streets and public spaces should provide balconies of a sufficient depth to appear integrated into the building and not “tacked on”.*
- *Building Modulation – Vertical. Vertical building modulation should be used to add variety and to make large buildings appear to be an aggregation of smaller buildings.*
- *Building Modulation – Horizontal. Horizontal building modulation may be used to reduce the perceived mass of a building and to provide continuity at the ground level of large building complexes.*

IV. **BUILDING MATERIAL COLOR AND DETAIL**

- *Ornamental and Applied Art. Ornament and applied art should be integrated with the structures and the site environment and not haphazardly applied. Significant architectural features should not be hidden, nor should the urban context be overshadowed. Emphasis should be placed on highlighting building features such as doors, windows, eaves, and on materials such as wood siding and ornamental masonry. Ornament may take the form of traditional or contemporary elements. Original artwork or hand-created details should be considered in special places.*

- Color. *Color schemes should adhere to the guidelines enumerated above. The use of a range of colors compatible with a coordinated color scheme should be encouraged.*
- Street Corners. *Property owners and developers should be encouraged to architecturally enhance building corners.*
- Signs. *All signs should be building-mounted or below 12' in height if ground mounted. Maximum height is measured from the top of the sign to the ground plane. No off-premises commercial signs, except public directional signs, should be permitted. No billboards should be permitted. Signs for individual parking stalls should be discouraged. If necessary, they should not be higher than necessary to be seen above bumpers. Parking lot signs should be limited to one sign per entrance and should not extend more than 12' above the ground. Neon signs, sculptural signs, and signs incorporating artwork are encouraged. Signs that are integrated with a building's architecture are encouraged. Shingle signs and blade signs hung from canopies or from building facades are encouraged. Traditional signs such as barber poles are encouraged. Signs within TL 2 should be coordinated through a sign package for the entire property.*

V. NATURAL FEATURES

- Landscaping. *The placement and amount of landscaping for new and existing development should be mandated through design standards. Special consideration should be given to the purpose and context of the proposed landscaping. The pedestrian/auto landscape requires strong plantings of a structural nature to act as buffers or screens. The pedestrian landscape should emphasize the subtle characteristics of the plant materials. The building landscape should use landscaping that complements the building's favorable qualities and screens its faults. Natural Features. An important goal in the Totem Lake Neighborhood Plan is to establish a "greenway" extending in an east/west direction across the neighborhood. Portions of the greenway follow Totem Lake Boulevard, along the western boundary of TL 2. Properties abutting the designated greenbelt should be landscaped with materials that complement the natural areas of the greenway where possible.*
- Culverted Creeks. *One channel of the Totem Lake tributary extends along I-405, west of Totem Lake Boulevard in a culvert to Totem Lake. If it is feasible, restoration of this streambed could be incorporated into the "greenway" design developed for this segment of Totem Lake Boulevard.*

CHAPTER EIGHT

DEVELOPMENT REGULATIONS

The land development standards applicable to redevelopment of the Mall are contained in the TL 2 Zone regulations, adopted by the City on August 4, 2005, and codified in the Kirkland Zoning Code, Section 55.21 (~~hereafter~~ referred to herein as the “Development Regulations”). Landscaping is ~~not~~ subject to the development regulations in Kirkland Zoning Code, Chapter 95, ~~but is subject to~~ and the Special Regulations set forth in the Development Regulations. Signage is not subject to the development regulations in Kirkland Zoning Code, Chapter 100, except as specifically stated in the Development Regulations and described herein. ~~Parking is not subject to the development regulations in Kirkland Zoning Code, Chapter 105, but~~ The amount of required parking ~~requirements~~ are will be established ~~in the Conceptual Master Plan (“as described in Chapter 5 of this Amended CMP”)~~.

Development must be part of a CMP for the entire property. The CMP is required to follow the process set forth in Kirkland Zoning Code, Chapter 142. ~~The DRB will consider~~ CMP has been approved by the ~~CMP for~~ DRB, and the ~~entire property~~ Amended CMP has been approved by the City Planning Official. Subsequent development proposals must follow the Design Review or Administrative Design Review process as set forth in the Notice of Approval for the CMP, as amended.

Where a CMP is utilized, the Development Regulations apply uniform standards to all ~~allowed~~ permitted uses ~~proposed~~ in the CMP. ~~All such uses are categorized as development containing retail uses, selling goods or providing services, including restaurants, taverns and fast food restaurants, banking and other financial institutions, and are subject to the applicable Development Regulations.~~ TL 2 zone. The following sets forth these applicable Development Regulations:

1. **Lot Size (minimum and maximum):**

The minimum lot size is 1.5 acres. However, parcels smaller than 1.5 acres may be added to a previously approved CMP, if the applicable criteria set forth in the Notice of Approval for the approved ~~CMP~~ Conceptual Master Plan, and/or amendments thereto, are met.

2. **Required yards (minimum and maximum):**

There are no minimum or maximum required yards. Instead, the Development Regulations contemplate that any required yards will be established in the CMP. Given the location, urban density, generous sidewalks, extensive public plaza and surrounding public streets and boulevard within the TL 2 Zone, and considering that buildings are encouraged to be built up to sidewalks to enhance the pedestrian-oriented activities, there shall be no required building ~~set backs~~setbacks along front, side or rear yards required by this Amended CMP.

3. **Lot Coverage (maximum):**

The maximum lot coverage is 80 percent.

4. **Height of Structure (maximum):**

Maximum structure height ranges from ~~75'90'~~ to 135' above average building elevation. Generally, structure height is limited to ~~75'90'~~. However, structure height may exceed ~~75'90'~~ above average building elevation if approved through the in accordance with a development proposal associated with this Amended CMP; provided, that no more than 510% of the gross site area included within the CMP may have increased building height, and the increased building height cannot exceed 135' above average building elevation. ~~Coventry/DDR has included in the conceptual site plan a proposed office building located above the primary parking structure, with a structure height of not greater than 135' above average building elevation. The property comprising the office building is less than 5% of the gross site area included in the CMP. The City approves the proposed office building to a height not to exceed 135' above average building elevation.~~

5. **Landscape Category.**

There is no designated landscape category for this use. Instead, the Development Regulations incorporate Special Regulations requiring establishment of a circulation system for vehicles and pedestrians, which specify design principles that include use of landscaping to emphasize entries into buildings and pedestrian areas, to enhance public spaces, and to screen blank walls and service areas. In addition, landscaping should also be provided in plazas, along pedestrian circulation routes, and in parking areas.

6. **Sign Category.**

The Development Regulations incorporate Special Regulations requiring that all signs within a TL 2 Zone development must be approved under a Master Sign Plan application (Kirkland Zoning Code, Section 100.80). ———

7. **Required Parking Spaces.**

There are no required parking spaces designated by the Development Regulations. Instead, the Development Regulations provide that required parking spaces will be determined ~~and established in the~~ accordance with the process set forth in Chapter 5 of this Amended CMP.

8. **Additional Special Regulations.**

In addition to the Special Regulations within TL 2 described above, the following are applicable:

A. **Circulation System Plan for Vehicles and Pedestrians.** ~~The A~~

CMP must establish a circulation system for vehicles and pedestrians, which is shown on Exhibits 2 and 3 of this Amended CMP. The site plan submitted to the DRB in conjunction with Phase Plan approval should be pedestrian-oriented, and incorporate the following design principles:

- *Siting of buildings should be oriented to the pedestrian network. Isolated building pads should be minimized.*
- *Storefronts should be oriented to pedestrian and vehicular circulation routes.*
- *Ground floor spaces should be designed in a configuration that encourages pedestrian activity and visual interest. Uses other than retail, restaurants, taverns and fast food restaurants may be permitted on the ground floor of structures only if the use and location do not compromise the desired pedestrian orientation and character of the development.*
- *Pedestrian connections:*
 - ~~Use of landscaping to emphasize entries into buildings and pedestrian areas, to~~ *Between the upper and lower portions of the property (east and west of 120th Avenue NE);*
 - *Internal to the site (between 120th Avenue NE and Totem Lake Boulevard), and/or other locations that provide convenient pedestrian mobility and contribute to the pedestrian and retail character of the development; and*

- *To surrounding developments including the hospital campus, the transit center and the mixed use area to the north of TL 1A. The alignment of the pedestrian connection to properties in TL 1A should be designed to coincide with the alignment of 119th Avenue NE to the north.*
- *Clearly identifiable building and pedestrian access points and entryways.*
- *Provision of useable public spaces, plazas or pocket parks, and public amenities, such as art, sculptures, fountains or benches.*
- *Use of landscaping to emphasize entries into buildings and pedestrian areas to enhance public spaces, and to screen blank walls and service areas. Landscaping should also be provided in plazas, along pedestrian circulation routes, and in parking areas.*
- *Design techniques to prevent the dominance of large single occupant structures, such as smaller building footprints and multiple tenant spaces on the ground floor at the street.*
- *Placement of parking areas behind buildings located on pedestrian-oriented streets and pathways.*
- *Placement of loading and service areas away from 120th Avenue NE and pedestrian areas.*
- *Location of drive-through facilities to not compromise the pedestrian orientation of the development.*

B. **Vehicle Service or Repair Activity.** Any vehicle service or repair activity must be entirely contained within an enclosed structure, and the orientation of the use and activity must be away from pedestrian circulation routes and spaces.

C. **Vehicle Sales.** Vehicle sales are permitted only if the vehicles are displayed in an indoor showroom, and the showroom does not occupy more than 10,000 square feet.

D. **Prohibited Uses.** The following uses are not permitted in TL 2 Zone:

- i. Retail establishments providing storage services unless accessory to another permitted use.
- ii. Outdoor storage of bulk commodities, except in the following circumstances: (1) If the square footage of the storage area is

| less than 5 percent of the total square footage of the retail structure, or as provided for in ~~the~~this Amended CMP; or (2) if the commodities represent growing stock in connection horticultural nurseries, whether the stock is in open ground, pots, or containers.

- iii. Storage and operation of heavy equipment except normal delivery vehicles associated with retail uses.

CHAPTER ELEVEN

IMPLEMENTATION OF AMENDED CONCEPTUAL MASTER PLAN

It is anticipated that the ~~Conceptual Master Plan~~ Amended CMP will be implemented over ~~the next ten a number of~~ years ~~as the various phases of redevelopment are initiated consistent with the Amended Redevelopment Agreement.~~ In addition to this ~~Master Plan, the anticipated~~ Amended CMP, redevelopment of the Mall will be subject to the ~~final Development~~ Amended Redevelopment Agreement, as may be further amended or modified from time-to-time, ~~between the City and Coventry/DDR.~~ Upon approval of this ~~Conceptual Master Plan, the various~~ Amended CMP, any and all phases will be subject to further City DRB Phase Plan review and approval (“Phase Plans”) as set forth below. This Chapter provides the Conditions of ~~Conceptual Master Plan Approval~~ the Amended CMP and governs the phasing process and potential modifications to the ~~Conceptual Master Plan~~ Amended CMP or approved Phased Plans.

1. Development Agreement.

The ~~City and Coventry/DDR anticipate entering into a~~ Development Redevelopment Agreement ~~in for Totem Lake Mall was approved by the near~~ future that will, ~~among other things, address public financial participation, timing and coordination of efforts, and applicable Design Guidelines and Development Regulations.~~ ~~Upon adoption,~~ City on January 17, 2006. The Amended Redevelopment Agreement was approved by the Development City in February, 2015. The Amended Redevelopment Agreement and this Conceptual Master Plan Amended CMP shall control redevelopment of the Mall. In the event of a discrepancy between the ~~Conceptual Master Plan~~ Amended CMP and the ~~Development~~ Amended Redevelopment Agreement, the provisions of the Development Amended Redevelopment Agreement shall control.

2. Phase Plan Review.

~~The Phase Plans shall be reviewed in accordance with normal Kirkland requirements.~~ Redevelopment of the Mall may consist of one or more phases. Kirkland Zoning Code, Chapter 142, Design Review, shall apply to the Phase Plans. ~~Coventry/DDR shall have the discretion to pursue each~~ In the event that more than one phase as a whole, ~~or to pursue the various sub-phases separately. This is proposed, the~~ various phases may be pursued separately, simultaneously or otherwise without regard to completion or progress

on any other phase of the Project. In Phase Plan approval, the DRB shall apply the design guidelines and applicable conditions in this ~~Conceptual Master Plan~~Amended CMP, as may be modified, amended or changed by the ~~Development~~Amended Redevelopment Agreement.

3. Traffic Conditions.

Kirkland has issued a Concurrency Notice associated with the redevelopment of the Mall. ~~It is anticipated that the Development~~The Amended Redevelopment Agreement ~~will address~~addresses traffic and parking impacts and requirements, traffic analyses, payment of road impact fees, roadway dedications, and related matters. The terms and conditions of the ~~Development~~Amended Redevelopment Agreement shall govern traffic matters within the Mall redevelopment project.

4. Conceptual ~~Master~~ ~~Plan~~ ~~Amended~~ ~~CMP~~ Approval/Conditions/Modifications.

On November 7, 2005, the ~~Design Review Board~~DRB approved ~~this~~the original Conceptual Master Plan. In February, 2015, the Planning Official approved the Amended CMP, subject to the following conditions:

~~A. The Conceptual Master Plan~~ A. Subject to the vested rights provisions of the Amended Redevelopment Agreement, the Amended CMP, and subsequent Phase Plans, shall be subject to the applicable requirements contained in the KMC, KZC, and Building and Fire Code; provided, however, that the provisions of this Condition are not intended to, and shall not, prevent ~~Coventry/DDR~~CenterCal from contending that any aspect of the Project is an existing non-conforming use, or otherwise “grandfathered” from application of any such regulatory requirements. It is the responsibility of ~~Coventry/DDR~~CenterCal to ensure compliance with the various provisions contained in these ordinances; provided, however, when a condition of approval conflicts with a development regulation, the condition of approval shall be followed.

B. Review and approval of improvements and public amenities to be located within the ~~Public Plaza~~public plaza, and shared use arrangements between the City and ~~Coventry/DDR~~CenterCal with regard to the ~~Public Plaza~~public plaza, shall be consistent with the ~~Development~~Amended Redevelopment Agreement. _____

_____ C. Unless otherwise determined by the ~~Design Review Board~~DRB in the future, at its sole discretion, ~~all of the any~~ contemplated Phase Plans, ~~for phases 1, 1A, 2 and 2A, of this Conceptual Master Plan~~ shall be subject to further ~~Design Review Board~~DRB approval pursuant to KZC Chapter 142.35.

D. The term of this ~~Conceptual Master Plan~~Amended CMP shall extend through the duration of the term of the Amended Development Agreement.

E. Future modification of the ~~Conceptual Master Plan~~Amended CMP, or any subsequent Phase Plans, shall be governed by the provisions of KZC 142.50 Modifications as follows:

1. The Planning Official may approve a modification to the Conceptual Master Plan, or any Phase Plans, for the proposed development if:
 - a. The need for the modification was not known and could not reasonably have been known before the Design Review approval was granted;
 - b. The modification is minor and will not, in any substantial way, change the proposed development or violate any requirement imposed by the Design Review Board. The Planning Official may consult with the Design Review Board in his/her decision; and
 - c. The development that will result from the modification will be consistent with the design regulations, design guidelines, and Comprehensive Plan.
2. Any modification, other than as specified in subsection (1) of this section, must be reviewed and decided upon as a new Design Review approval under this chapter.

F. In conjunction with review of Phase ~~Reviews, Coventry/DDR~~Plans, CenterCal shall submit with their design review application, detailed plans and/or detailed language that address the following matters to the extent such matters are applicable to the particular phase being submitted for approval:

1. Clarification of the overall pedestrian circulation patterns relating to Totem Lake Boulevard, ~~the proposed office complex~~, the cinema and the stand alone retail adjacent to the west parking lot.

2. A pedestrian pathway on the Mall property connecting with the approved pedestrian connection on the Evergreen Hospital property, adjacent to the transit center.
3. Continued existence of a pedestrian connection on the lower ~~Mall~~mall that connects to an adjoining medical office building at 12707 120th Avenue NE.
4. Establishment of a pedestrian connection at the south end of the existing lower ~~Mall, where Comp USA is currently located,~~mall to facilitate pedestrian circulation ~~to between 120th Avenue NE and Totem Lake Boulevard and 120th Avenue NE.~~
5. ~~Incorporate~~Unless otherwise mutually agreed between the City and CenterCal, incorporate the narrower ~~Public Plaza~~public plaza design approved ~~with this Conceptual Master Plan for the East/West Connector between Totem Lake Boulevard and 120th Avenue NE approved in the original CMP.~~
6. Buildings fronting the ~~Public Plaza~~public plaza and along the East/West Connector between Totem Lake Boulevard and 120th Avenue NE shall contain continuous retail frontage except for circulation areas or public amenities that contribute to the pedestrian environment, or as otherwise provided in Condition 8 below. Design techniques shall be used to prevent the dominance of large single occupant structures.
7. Create a focal point at the eastern terminus ~~(base of the office building/parking garage) of the Public Plaza~~of the public plaza.
8. Uses other than retail, restaurants, taverns, fast food restaurants, cinemas, fitness facilities, spas, entertainment, and banking facilities may be permitted on the ground floor of structures only if the use and location do not compromise the desired pedestrian orientation and character of the development.
9. Identify suitable locations for public amenities, such as art, sculptures, fountains and benches.
10. Provide a conceptual landscape plan, with performance standards/goals, that show trees in the following areas:
 - a. Pedestrian walkway along western frontage of lower Mall;
 - b. 120th Avenue NE and the ~~Public Plaza~~public plaza;

- c. Totem Lake Boulevard fronting ~~Schuck's Auto Supply~~the Autozone store;
 - d. Lower Mall parking lot; and
 - e. Landscaping or other design features on the top level of parking structures.
11. In addition to the design guidelines in this ~~Conceptual Master Plan~~Amended CMP, the following standards shall be applied:
- a. The ~~Totem Lake Mall project~~Project shall include diverse forms of overhead weather protection where adjoining a pedestrian walkway;
 - b. Changes of color and materials shall be utilized to help break up the mass of the buildings; and
 - c. The portions of the lower Mall to be retained shall be architecturally consistent with the new construction.
12. Loading and service areas shall be located away from 120th Avenue NE and pedestrian areas. Plans shall address and mitigate impacts of loading and service areas on adjoining properties.
- ~~13. Provide additional information regarding redevelopment of the lower Mall, Phase 1 and Phase 1A addressing:~~
- ~~a. Design treatment of lower Mall loading and services areas if residential parking garages are not constructed;~~
 - ~~b. Appearance of retail component (Phase 1) if residential units are not constructed; and~~
 - ~~c. Design consistency between residential and retail component if residential units are built at a later date.~~

13. Roofscapes shall be considered.

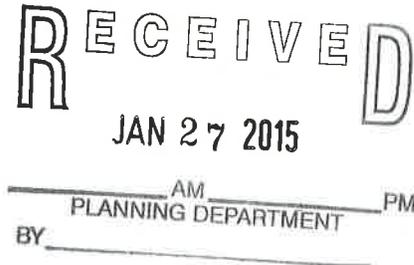
Pinnacle

Real Estate Law Group, PLLC

Craig L. Jones
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January 24, 2015

Eric Shields
Planning Director
Department of Planning and
Community Development
Kirkland City Hall
123 Fifth Avenue
Kirkland, WA 98033



**Re: *Totem Lake Mall – Conceptual Master Plan
Evaluation of Criteria for Planning Official
Approval of Modifications***

Dear Mr. Shields:

CenterCal Properties, LLC (“CenterCal”), is submitting an application for Planning Official modification of the Totem Lake Mall Conceptual Master Plan (“CMP”), which was approved by the Kirkland Design Review Board (“DRB”) in December, 2005.

Future modifications to the approved CMP are governed by (1) Kirkland Zoning Code, Chapter 142, Section 142.50; and (2) the CMP, Chapter 11, Section 4(E), which provides as follows:

1. The Planning Official may approve a modification to the Conceptual Master Plan, or any Phase Plans, for the proposed development if:
 - a. The need for the modification was not known and could not reasonably have been known before the Design Review approval was granted;
 - b. The modification is minor and will not, in any substantial way, change the proposed development or violate any requirement imposed by the Design Review Board. The Planning Official may consult with the Design Review Board in his/her discretion.
 - c. The development that will result from the modification will be consistent with the design regulations, design guidelines and Comprehensive Plan.

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2. Any modification, other than as specified in subsection (1) of this section, must be reviewed and decided upon as a new Design Review approval under this chapter.

CenterCal respectfully submits that the requested modifications to the CMP meet the three criteria for Planning Official approval as follows:

A. **The need for the modification was not known and could not reasonably have been known before the Design Review approval was granted.**

Coventry DDR II Totem Lake, LLC ("Coventry") obtained approval of the CMP in December, 2005. The economic downturn adversely impacted the ability of Coventry to move forward with redevelopment and the project languished for several years. A decision was made to market the Totem Lake Mall ("Mall") to a developer with the ability to step in and complete the redevelopment in accordance with Kirkland's planning goals and objective. CenterCal is the likely successor to Coventry.

Coventry had no need for modification at the time of DRB approval of the CMP and intended to move forward with its development proposal. Coventry could not have known, nor reasonably anticipated, the requested modifications of CenterCal more than nine years after the original CMP approval. These requested modifications are related to the change in ownership and derive from CenterCal's knowledge, experience and unique approach to development of premier shopping centers that it believes will enhance fulfillment of the vision, objectives and goals of the CMP.

B. **The modification is minor and will not, in any substantial way, change the proposed development or violate any requirement imposed by the Design Review Board.**

The vision and overall objective of Coventry, shared by CenterCal, is reflected in the CMP. The objective is to transform an under-performing property into a vibrant regional shopping center with a public plaza and an array of mixed uses permitted in the TL 2 Zone to create a community center with a unique sense of place in a manner that furthers the planning goals of Kirkland. The CMP reflects the Coventry conceptual plan intended to achieve this objective.

The CenterCal conceptual plan includes (a) demolition of most existing buildings; (b) construction of new buildings; (c) an array of mixed uses permitted in the TL 2 Zone; (d) a redesigned public plaza; (e) parking structure(s); (f) a new internal east/west connector between 120th Avenue NE and Totem Lake Boulevard; (g) similar, but slightly modified, vehicular and pedestrian circulation plans; and (h) realignment and reconstruction of 120th Avenue NE. These components are all contemplated and approved in the CMP.

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The requested modifications will allow CenterCal to achieve the goals and objectives in the CMP in ways that vary somewhat from the Coventry conceptual plan by providing flexibility to meet and satisfy market demand; focus the intensity of mixed uses to take full advantage of the redesigned public plaza and realigned and reconstructed 120th Avenue NE; strategically locate residential uses to take full advantage of the public access created by the City's acquisition of property abutting Totem Lake (formerly the Yuppie Pawn property); reconfigure the square footage of buildings and tenant spaces throughout the Mall to integrate the mixed uses with less focus on "big box" retailers and large office buildings; and develop the property in potentially fewer phases.

The CMP Goals will remain exactly the same, namely:

- To provide a conceptual framework for development of the Mall in a manner that furthers the planning goals of Kirkland, creates a unique sense of place, and transforms the underperforming property into a vibrant regional shopping center with a public plaza and an array of mixed uses permitted in the TL 2 Zone, which may include, without limitation, retail, office, cinema, hotel and residential uses.
- To provide the conceptual framework for redevelopment of the Mall in one or more phases over a period of up to ten (10) years.
- To identify the design guidelines, development standards and applicable criteria that will govern redevelopment of the Mall.
- To specify the processes and procedures applicable to implementation of the CMP and further design review after adoption.

There are no requested changes to the applicable design standards, which are derived from the Totem Lake Neighborhood Plan and the Design Guidelines for Pedestrian-Oriented Business Districts. The applicable provisions are described in the CMP and will continue to be fully applicable to the project. Likewise, the Development Regulations and Implementation Procedures contained in the CMP that address the development agreement, phase plan reviews, traffic conditions, and amendment process will remain an integral component of the CMP. Finally, there are no requested modifications to the requirements imposed by the DRB at the time of CMP approval, all of which will continue to apply to the project.

C. The development that will result from the modification will be consistent with the design regulations, design guidelines and Comprehensive Plan.

The requested modifications will be consistent with all applicable design regulations and design guidelines. As mentioned, there are no requested changes to these regulations or guidelines and they are contained within the CMP. In addition, the proposed modifications will remain consistent with the Kirkland Comprehensive Plan

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provisions addressing the Mall and TL 2 Zone, as well as the anticipated provisions of the upcoming Comprehensive Plan update.

Sincerely,

A handwritten signature in blue ink that reads "Craig L. Jones". The signature is written in a cursive style with a large initial "C".

Craig L. Jones