

Totem Lake Mall

Conceptual Master Plan

November 7, 2005
Coventry II DDR Totem Lake, LLC

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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. 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 is an integral step in furtherance of redevelopment of the Mall. It contains the 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 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 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 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 retail, restaurant, movie theatre, office and residential.
- To provide the conceptual framework for redevelopment of the Mall in several phases over a number of 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 Conceptual Master Plan 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.

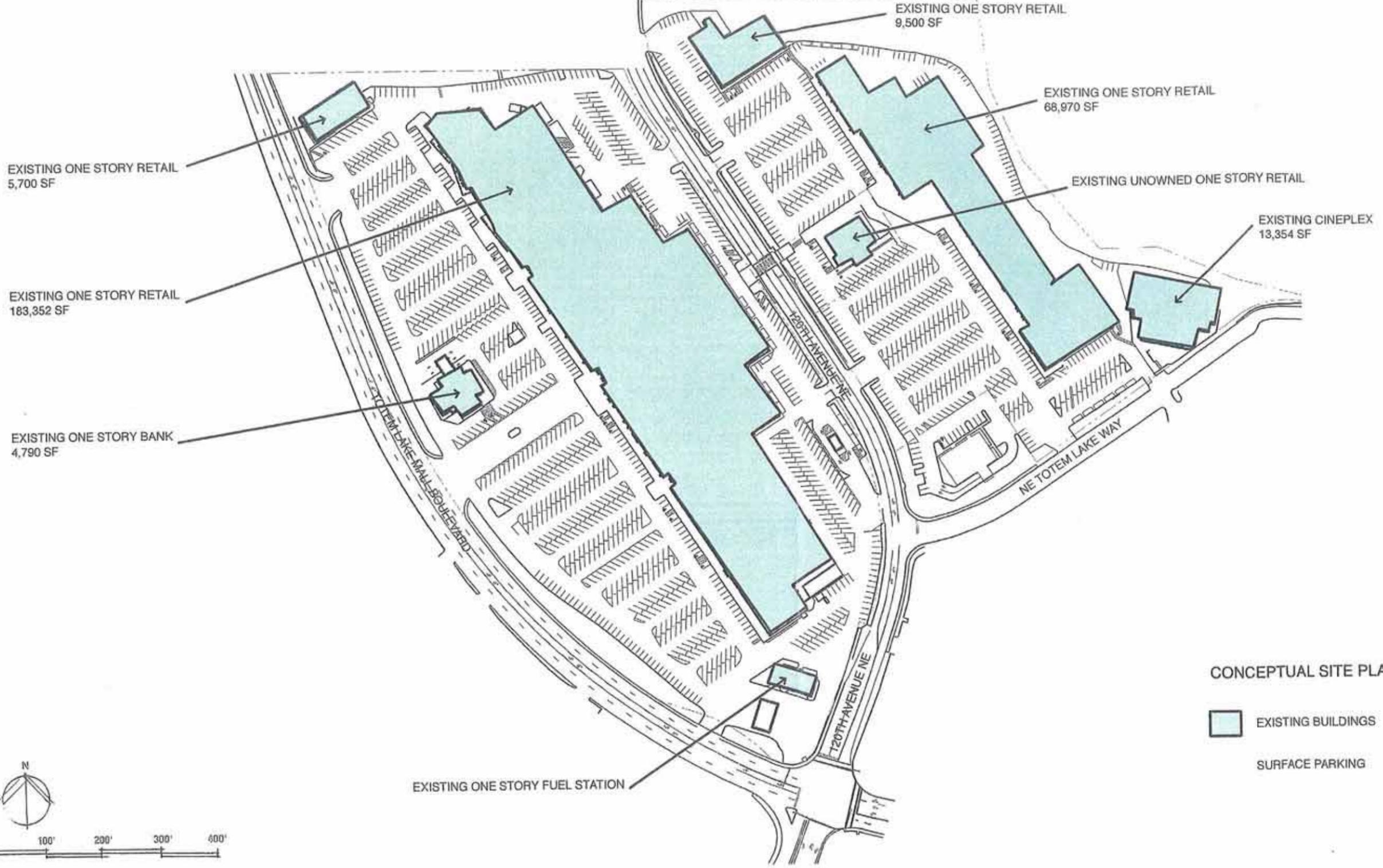
The overall building configuration, coupled with the location of 120th Avenue NE, creates a dull and uninviting environment, portraying a suburban “strip center” image as opposed to a regional shopping center. There is no store frontage on 120th Avenue NE and signage is poor. The upper mall faces the 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 290,000 square feet (“SF”). Tenant improvements and remodeling has 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,

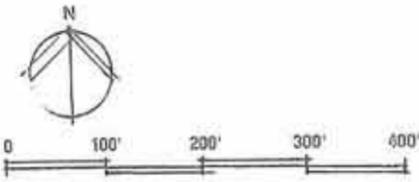
Rite Aid and the Guitar Center, which each occupy approximately 20,000 SF, and Roxy Cinemas, a foreign film venue, which occupies approximately 13,000 SF. The free-standing structures house Key Bank, Schuck's Auto Supply and a Chevron Service Station.

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.



CONCEPTUAL SITE PLAN LEGEND

	EXISTING BUILDINGS	285,666 SF
	SURFACE PARKING	1,483 STALLS



November 7, 2005

FULLER SEARS
ARCHITECTS

EXISTING SITE PLAN

TOTEM LAKE MALL - CONCEPTUAL MASTER PLAN

EXHIBIT 1



DEVELOPERS
DIVERSIFIED
REALTY

CHAPTER FOUR

PROPOSED MALL RECONFIGURATION AND USES

The redevelopment conceptual plan that is contemplated for the Mall involves substantial demolition of existing buildings, new construction of buildings, parking structures and a public plaza, and realignment of 120th Avenue NE. The redevelopment will occur in two principal phases over a period not to exceed ten (10) years, 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.

The anticipated uses within the Mall after redevelopment will be within the spectrum of allowed uses in the TL 2 Zone. The majority of leased 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.

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 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.

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. It is anticipated that METRO will evaluate this public transportation needs and modify the public transportation elements to meet the demands created by the Mall, such as providing a bus station near the intersection of 120th Avenue NE and the public plaza boulevard.

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, 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, along storefronts throughout the Mall, and along 120th Avenue NE. The primary pedestrian activity area will be focused to the center of the public plaza, which will be the central spine of the Mall.

3. 120th Avenue NE.

It is anticipated that through a joint effort between Kirkland and Coventry/DDR, 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 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 has issued a Traffic Concurrency Certification Notice for the redevelopment project.

B. PARKING.

1. Parking Requirements.

Coventry/DDR retained the services of Walker Parking Consultants (hereafter referred to as “Walker”) to analyze and evaluate the number of parking spaces required to meet the demand for parking at the redeveloped Mall. In performing this analysis, Walker reviewed the conceptual site plan incorporated into this Conceptual Master Plan and program data that included tenant mix, number of seats in the proposed cinema, square footage of office space, number of residential units and other pertinent information. Walker then applied 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.

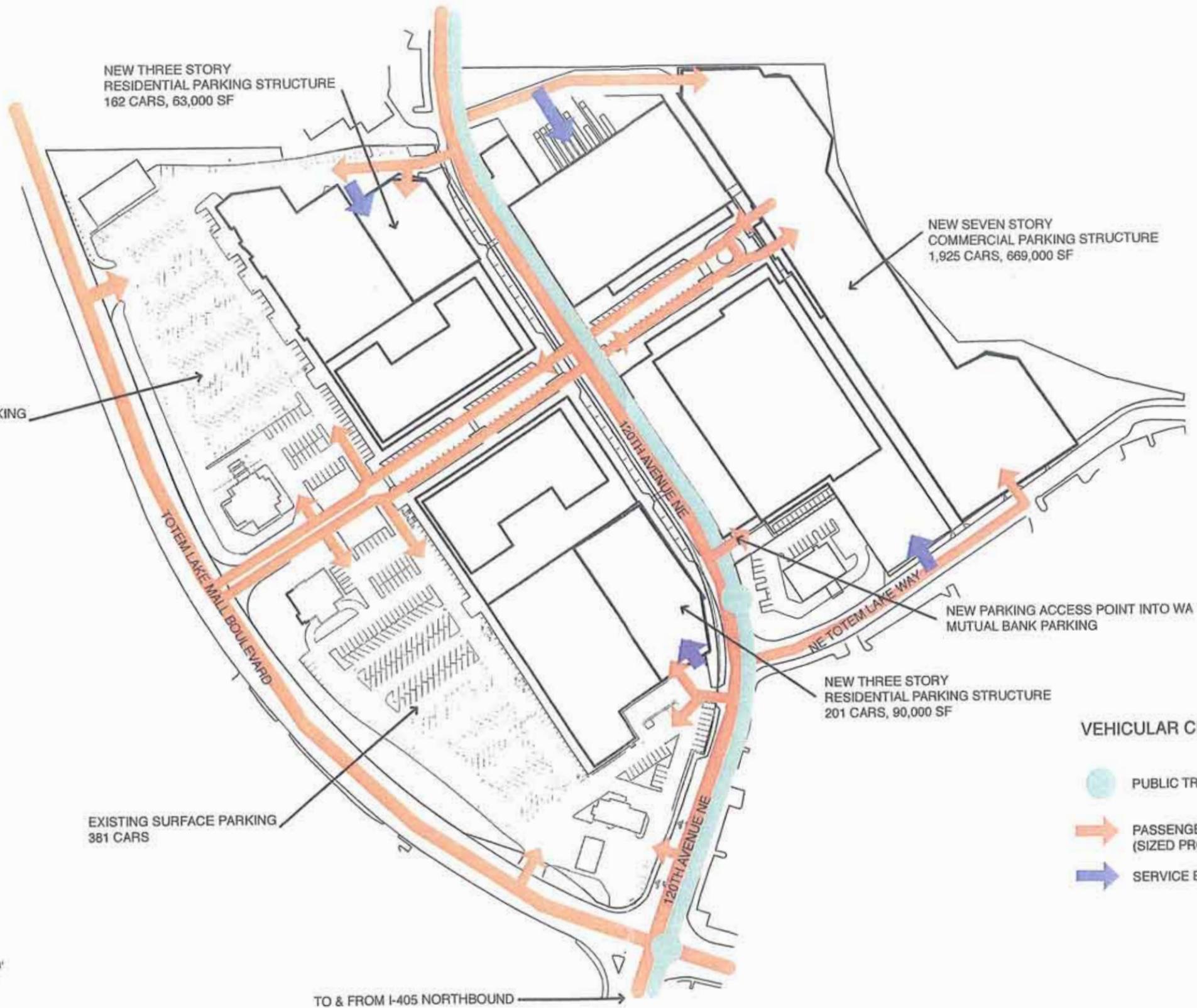
The concept of shared parking is particularly applicable at the Mall with an array of mixed uses. Shared parking is the use of a parking space by vehicles generated by

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.

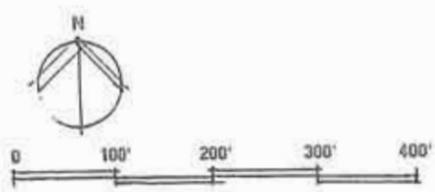
Based upon the project information, Walker was able to identify the synergy between the different land uses and opportunities for shared parking. Based upon the current Conceptual Master Plan, the peak shared parking demand will be approximately 3,050 parking spaces. Peak demand will occur at 2:00 p.m. on a Saturday in December.

2. Parking Facilities.

Parking facilities within the redeveloped Mall will continue to evolve due to continuing discussions regarding 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, will provide adequate parking to meet parking demand.



- VEHICULAR CIRCULATION LEGEND**
-  PUBLIC TRANSPORTATION / BUS SERVICE
 -  PASSENGER CAR CIRCULATION / POINT OF ENTRY (SIZED PROPORTIONAL TO TRAFFIC VOLUME)
 -  SERVICE ENTRY / LOADING



November 7, 2005

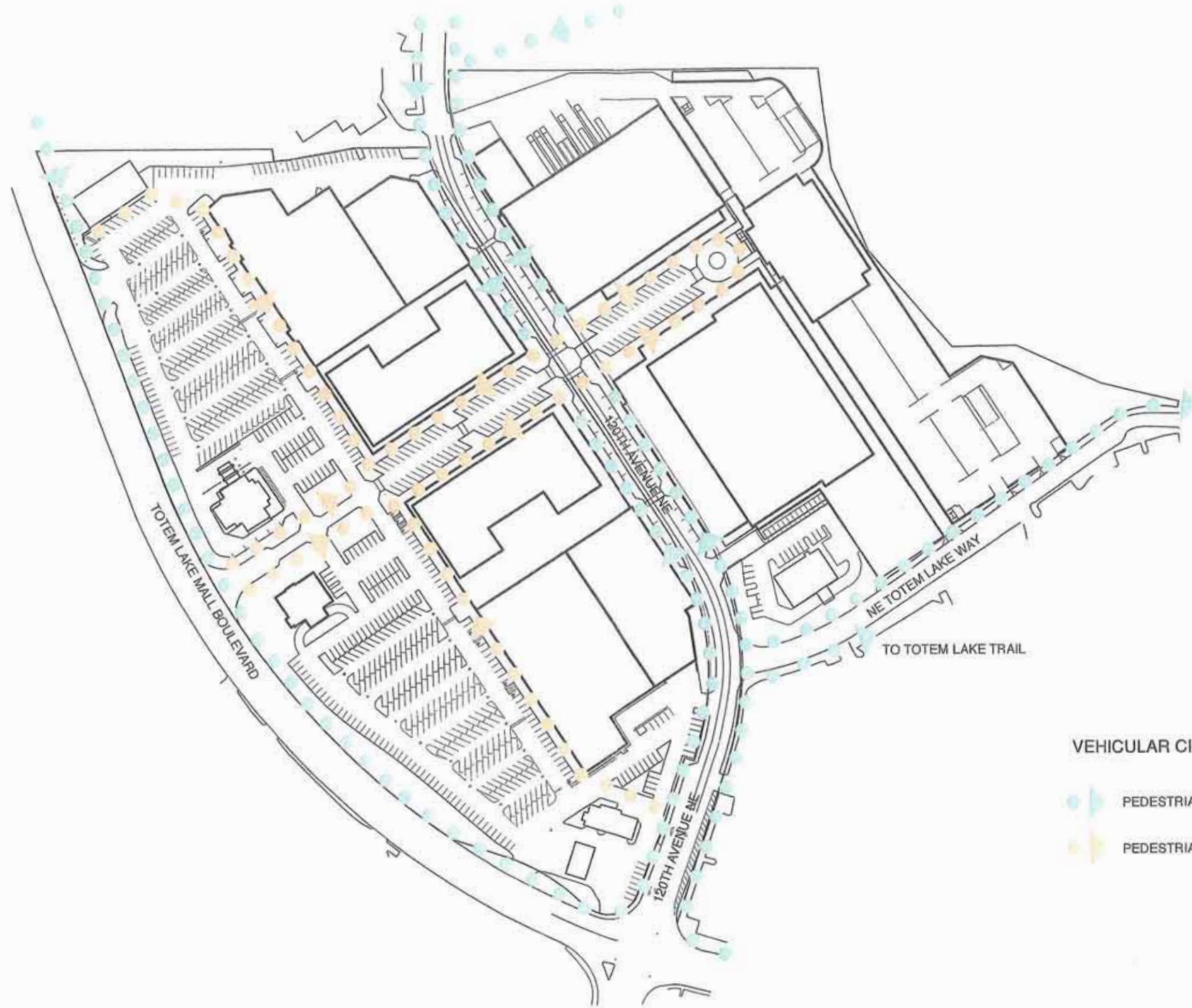
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ARCHITECTS

VEHICULAR CIRCULATION

TOTEM LAKE MALL - CONCEPTUAL MASTER PLAN

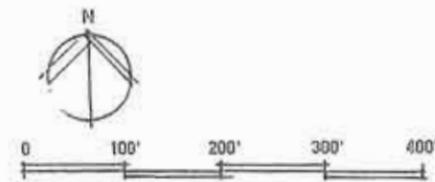
EXHIBIT 2





VEHICULAR CIRCULATION LEGEND

-  PEDESTRIAN EXTERIOR CONNECTION
-  PEDESTRIAN INTERIOR CONNECTION



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PEDESTRIAN CIRCULATION
TOTEM LAKE MALL - CONCEPTUAL MASTER PLAN

EXHIBIT 3



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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 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 of the architectural elements will follow input and direction from 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 for redevelopment and construction within the Mall. The proposed redevelopment of the Mall is contemplated in two distinct phases (Phase 1 & 1A and Phase 2 & 2A) that are further described later in this Conceptual Master Plan.

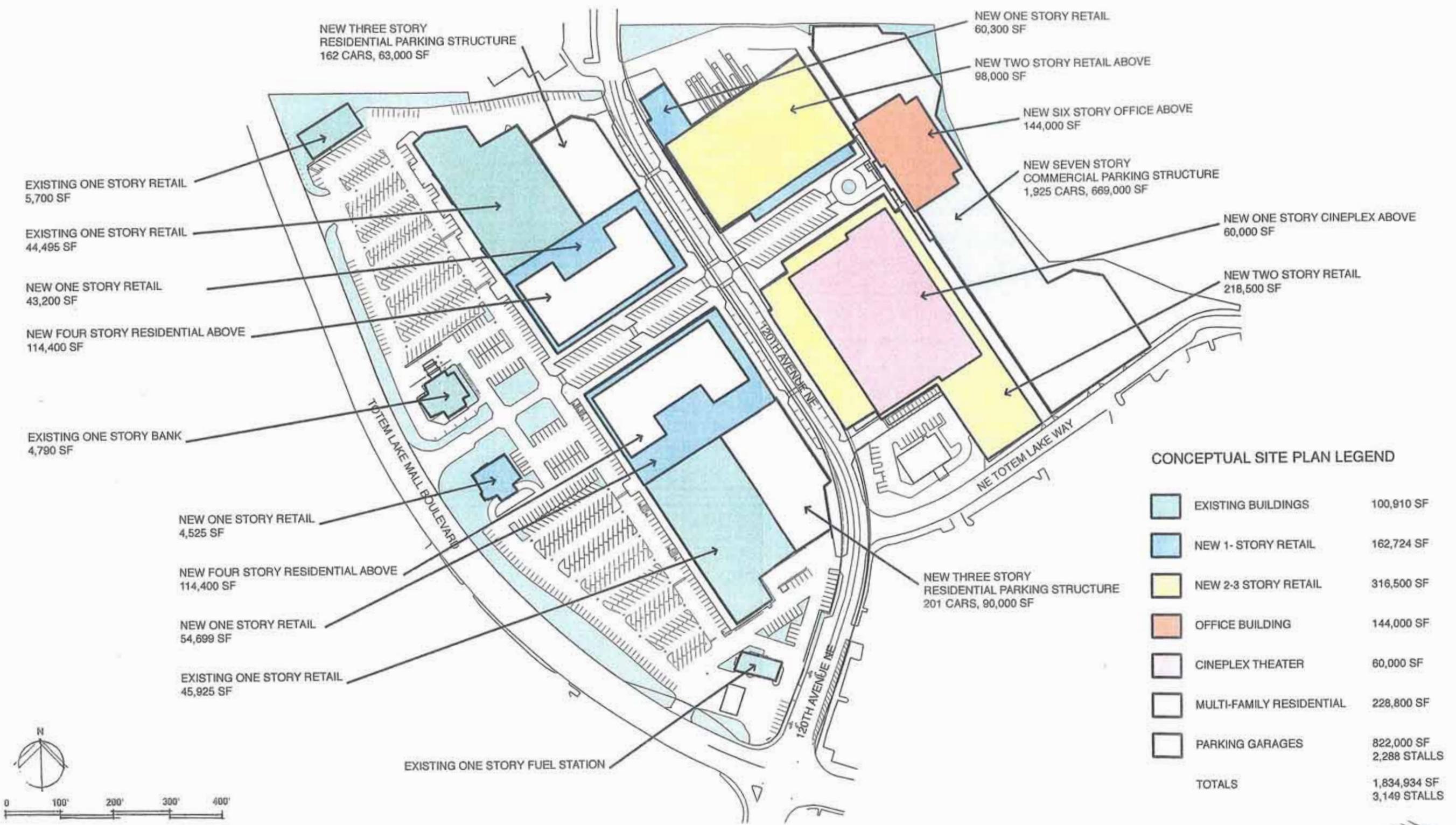
Exhibit 5 contains a series of computer renderings demonstrating conceptual views and elevations along various locations of the completed Mall redevelopment project.

Exhibit 6 sets forth the Conceptual Demolition Plan, which is anticipated to involve demolition in both phases of the redevelopment project. In Phase 1, the primary demolition will involve the existing one story retail building located in the center of the lower mall. In Phase 2, the demolition will include demolition of the upper mall buildings, two of the free-standing retail buildings and the existing cinema. The only

building in the upper mall that will not be demolished is the free-standing bank building located near the intersection of 120th Avenue NE and NE Totem Lake Way.

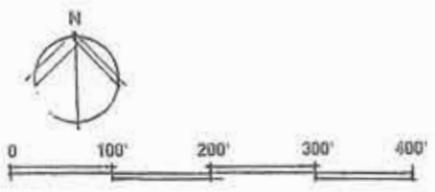
It is possible that portions of the contemplated phases will be realigned as development plans are further refined. It is also possible that buildings may be reconfigured or square footage adjusted to meet market demand and/or tenant requirements. Subject to the Development Regulations and appropriate design review processes, nothing 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 conceptual site plan does not contemplate that the Mall will expand beyond its existing boundaries in the foreseeable future. However, nothing in this Conceptual Master Plan should be constructed to prohibit future annexation of properties into the Mall in a manner that complies with the local Development Regulations and uses allowed within the TL 2 Zone.



CONCEPTUAL SITE PLAN LEGEND

	EXISTING BUILDINGS	100,910 SF
	NEW 1- STORY RETAIL	162,724 SF
	NEW 2-3 STORY RETAIL	316,500 SF
	OFFICE BUILDING	144,000 SF
	CINEPLEX THEATER	60,000 SF
	MULTI-FAMILY RESIDENTIAL	228,800 SF
	PARKING GARAGES	822,000 SF 2,288 STALLS
	TOTALS	1,834,934 SF 3,149 STALLS



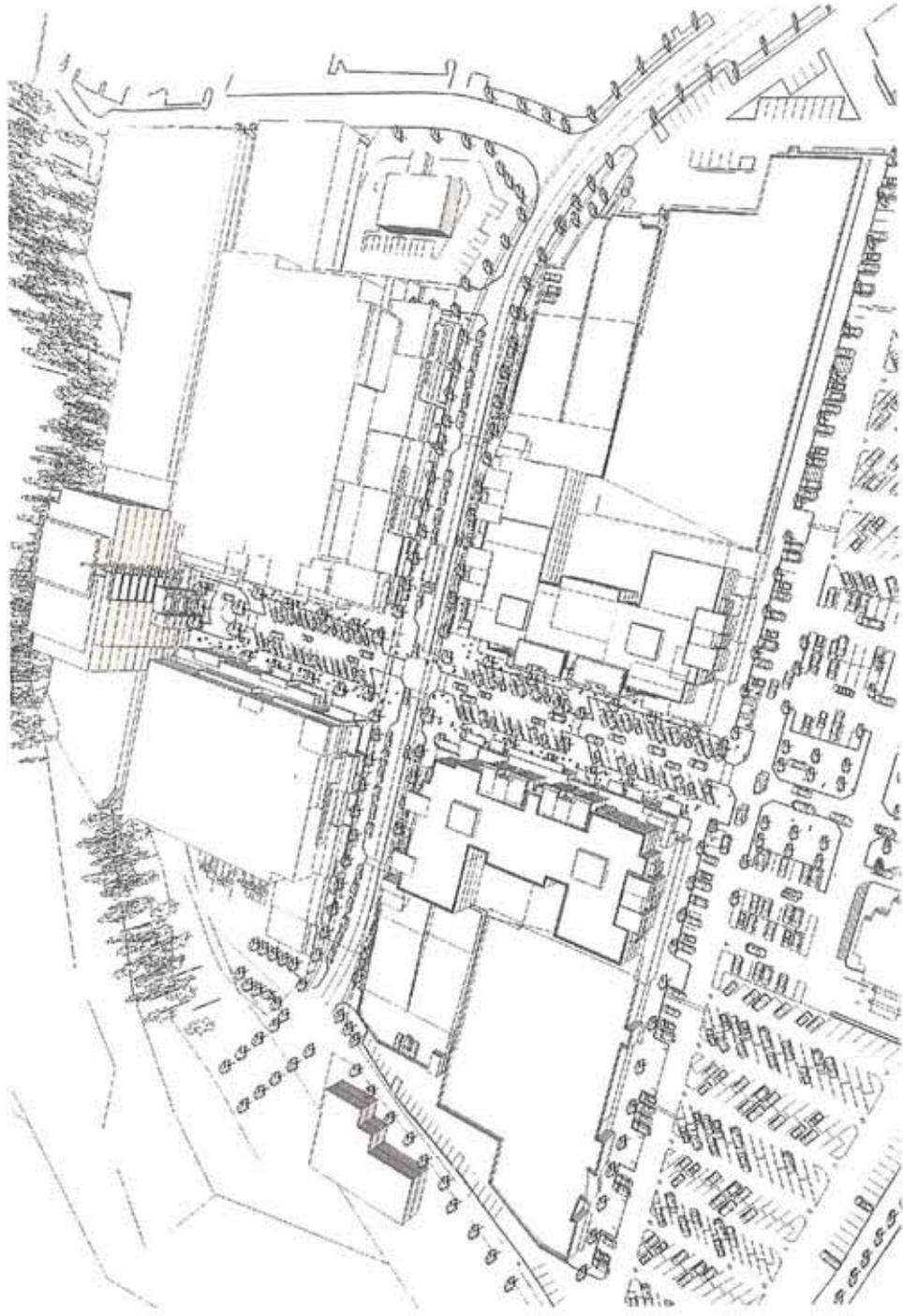
November 7, 2005

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CONCEPTUAL SITE PLAN
TOTEM LAKE MALL - CONCEPTUAL MASTER PLAN

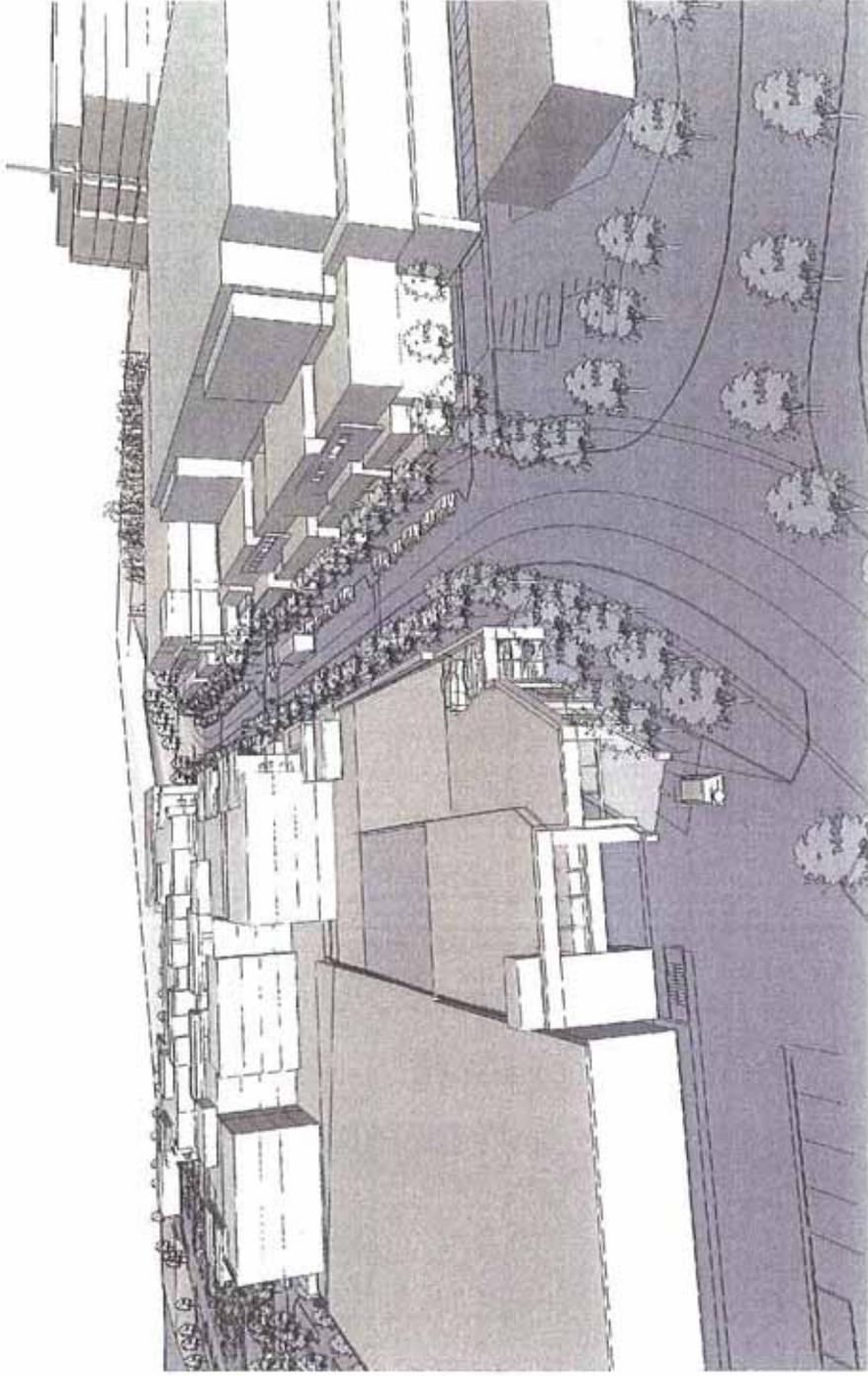
EXHIBIT 4

DEVELOPERS
DIVERSIFIED
REALTY

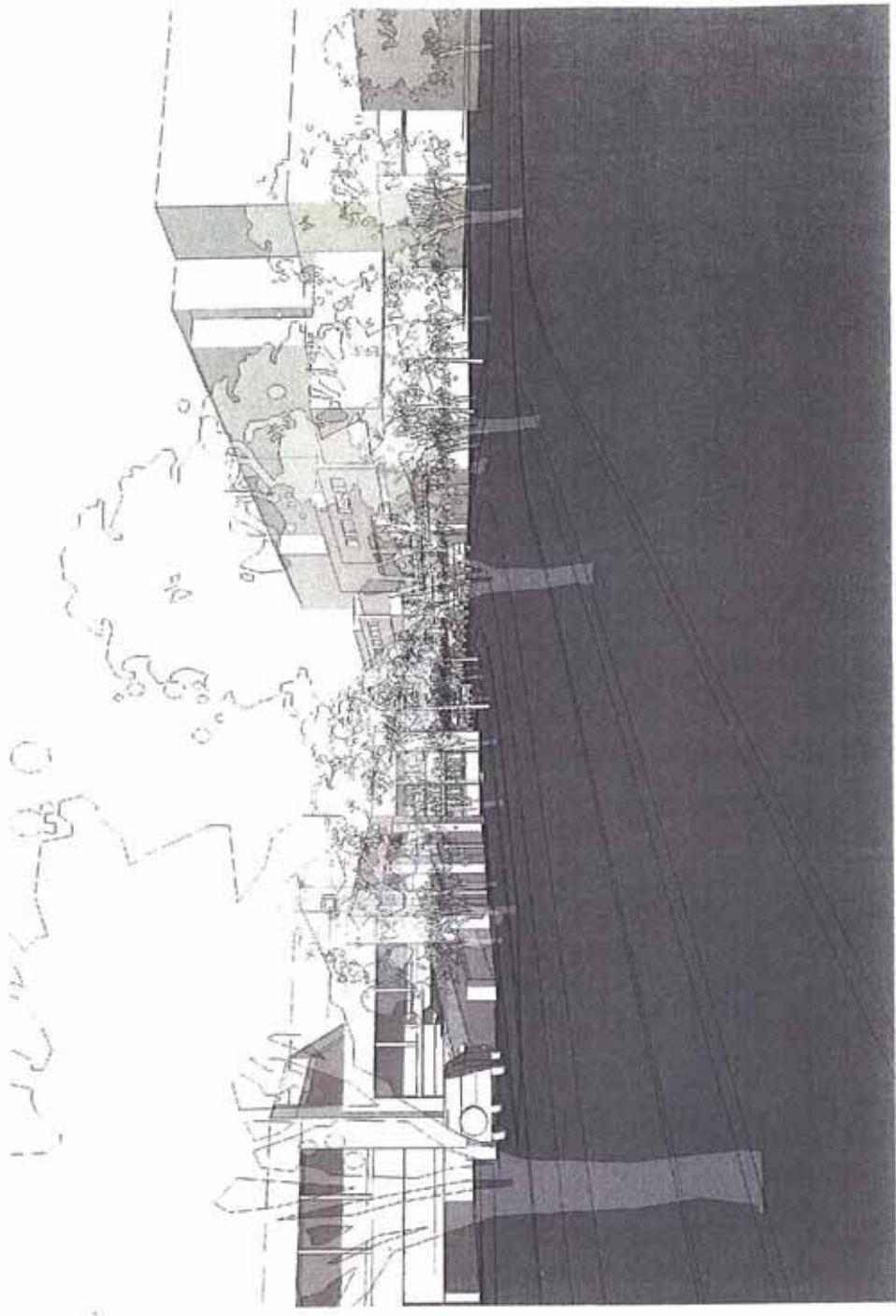


Overall Aerial View

TOTEM LAKE MALL DRB RESPONSE No. 2 November 7, 2005 DDR & FULLER/SEARS ARCHITECTS

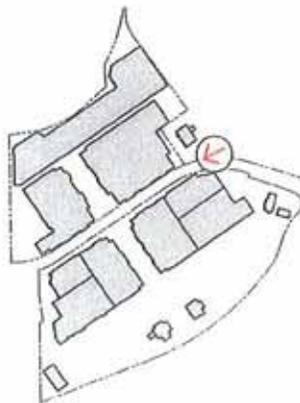
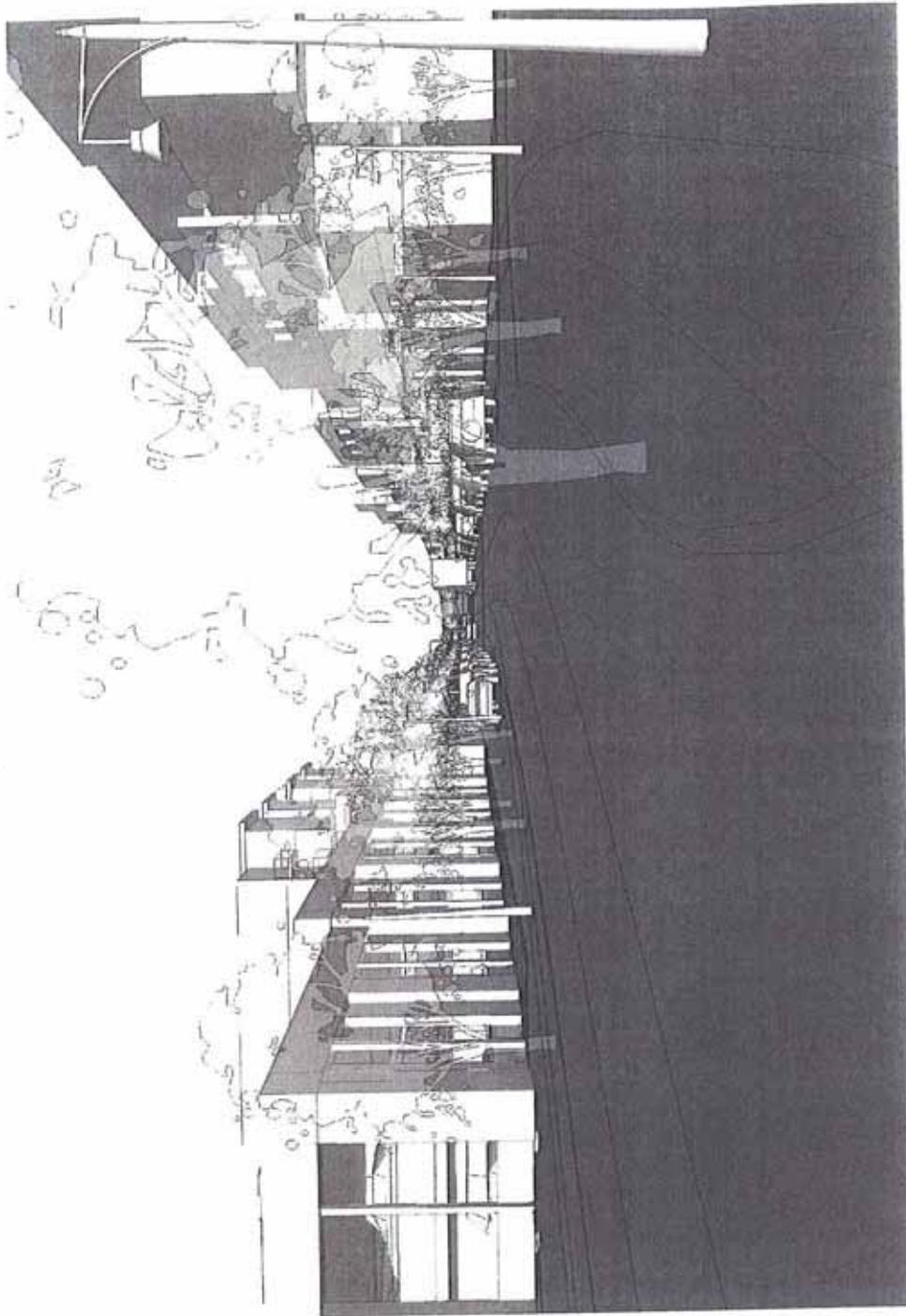


Aerial View of 120th Avenue from South



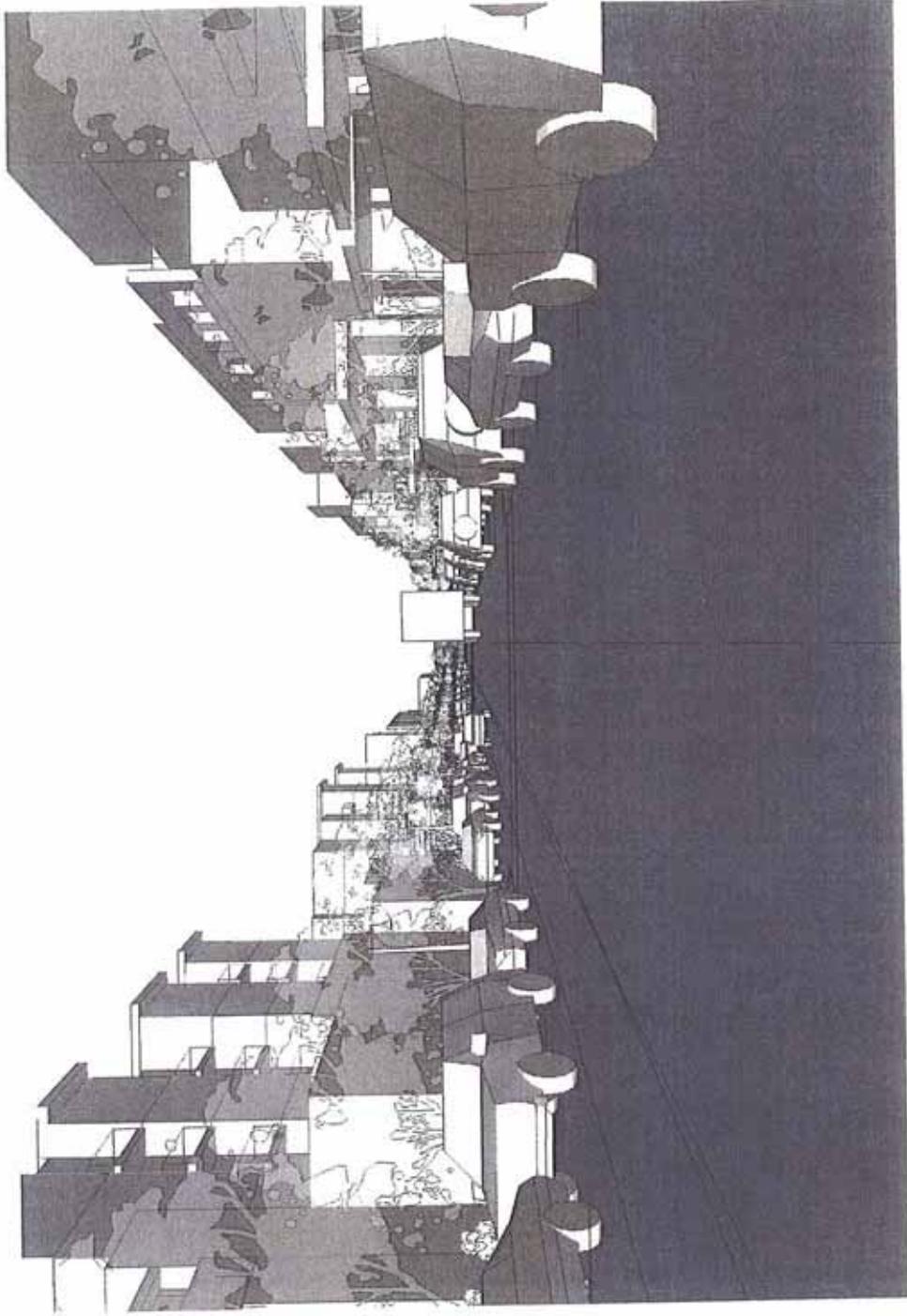
120th Avenue from South

TOTEM LAKE MALL DRB RESPONSE No. 2 November 7, 2005 DDR & FULLER/SEARS ARCHITECTS



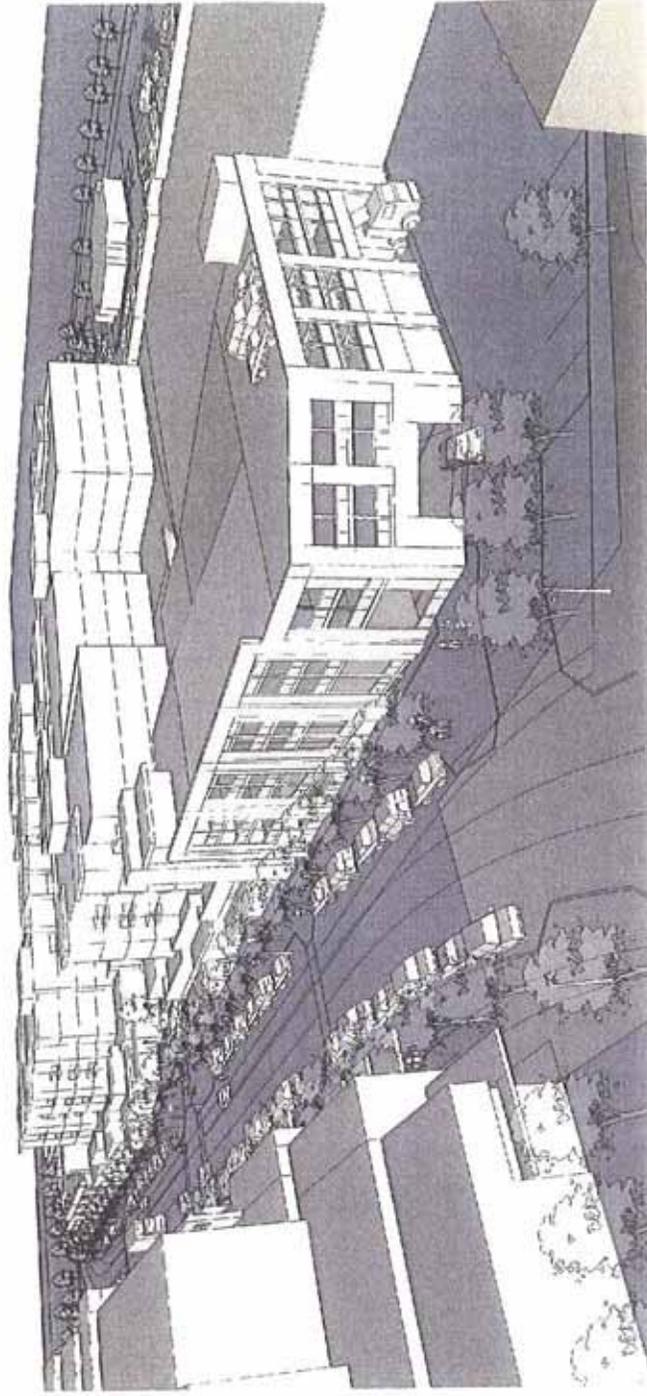
120th Avenue from South

TOTEM LAKE MALL DRB RESPONSE No. 2 November 7, 2005 DDR & FULLER/SEARS ARCHITECTS

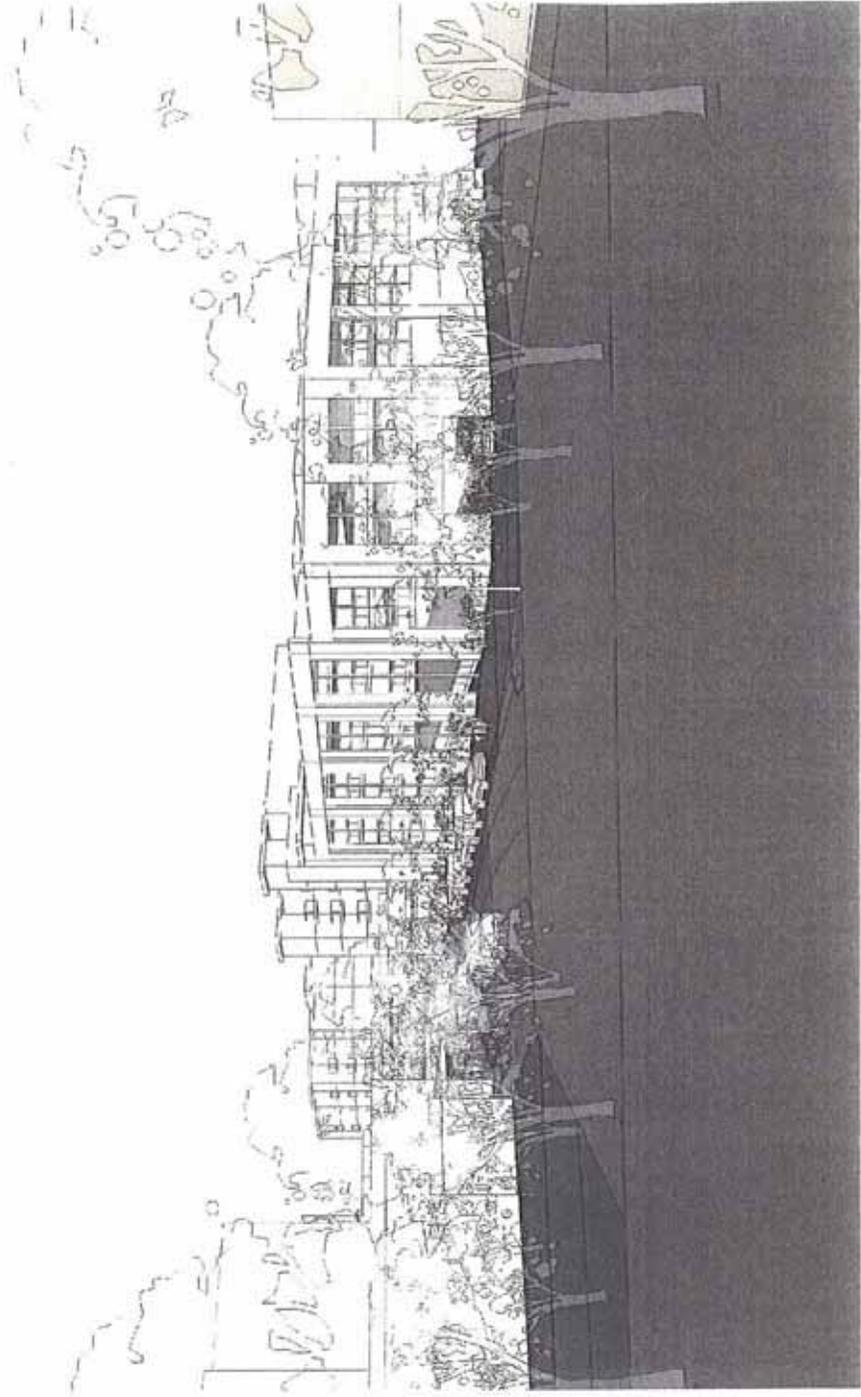


South Half of 120th Avenue from South

TOTEM LAKE MALL DRB RESPONSE No. 2 November 7, 2005 DDR & FULLER/SEARS ARCHITECTS



North Parking Garage

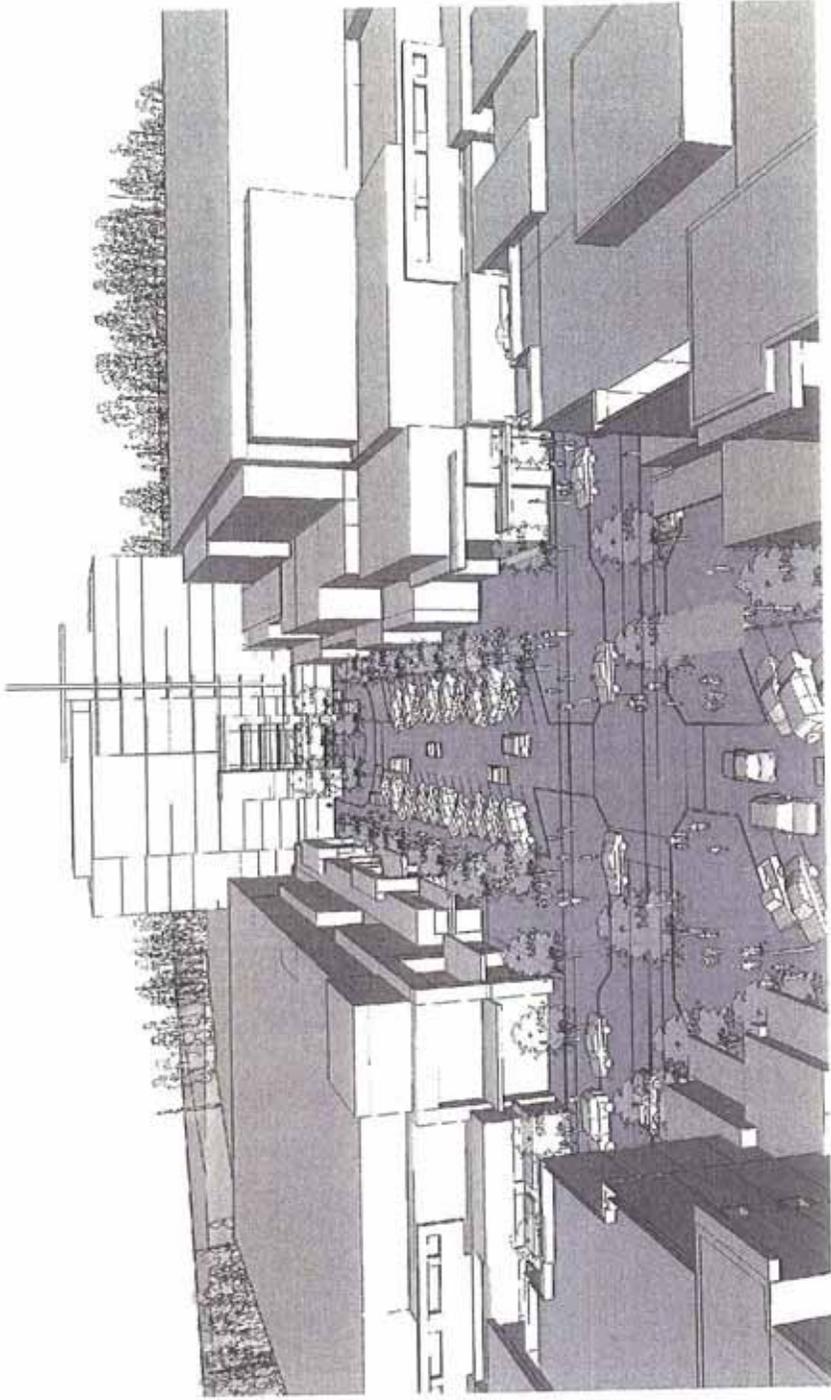


Approaching Project from North along 120th Avenue

TOTEM LAKE MALL DRB RESPONSE No. 2 November 7, 2005 DDR & FULLER/SEARS ARCHITECTS

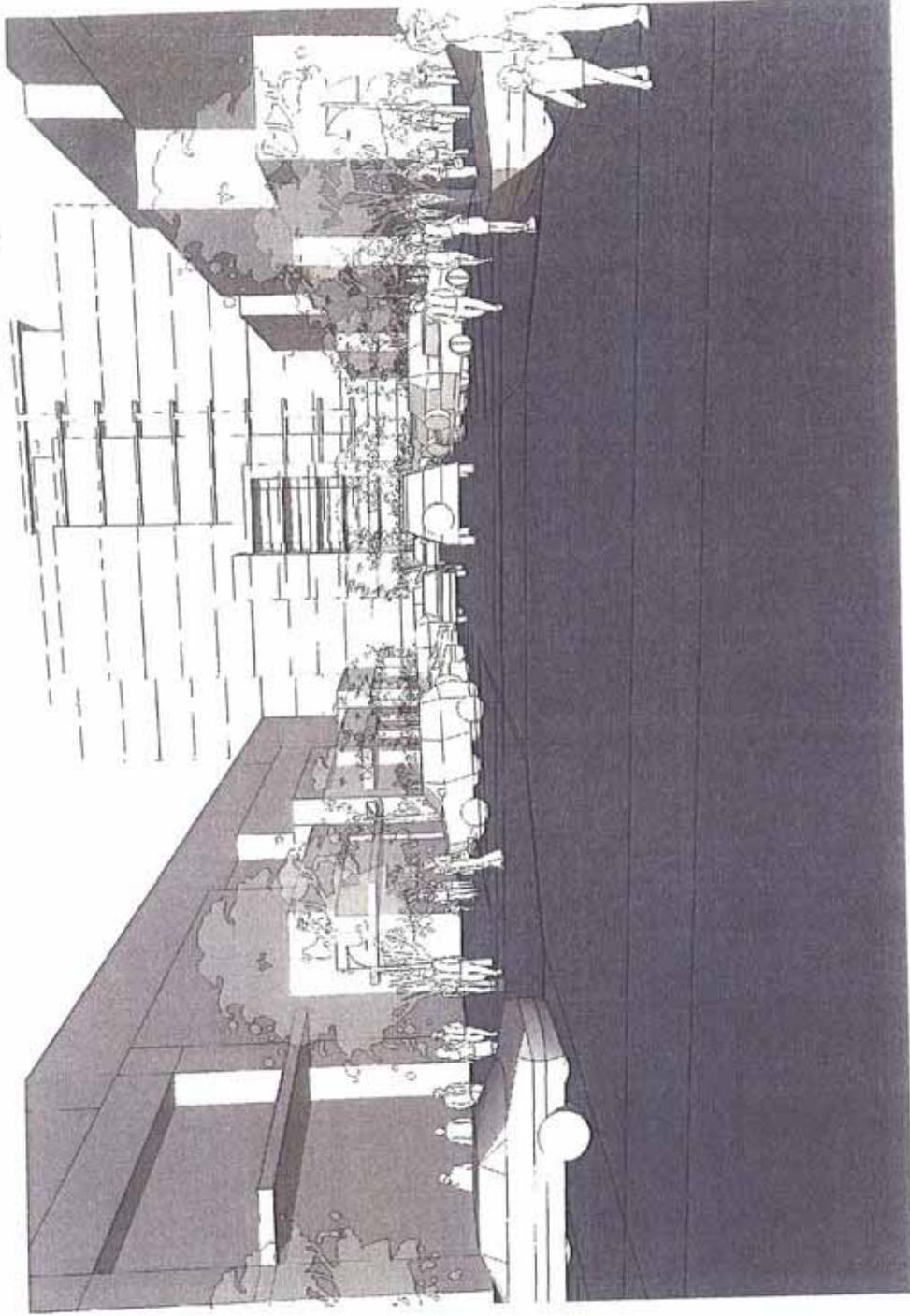


North Half of 120th Avenue from North



View of Main Intersection Looking East

TOTEM LAKE MALL DRB RESPONSE No. 2 November 7, 2005 DDR & FULLER/SEARS ARCHITECTS

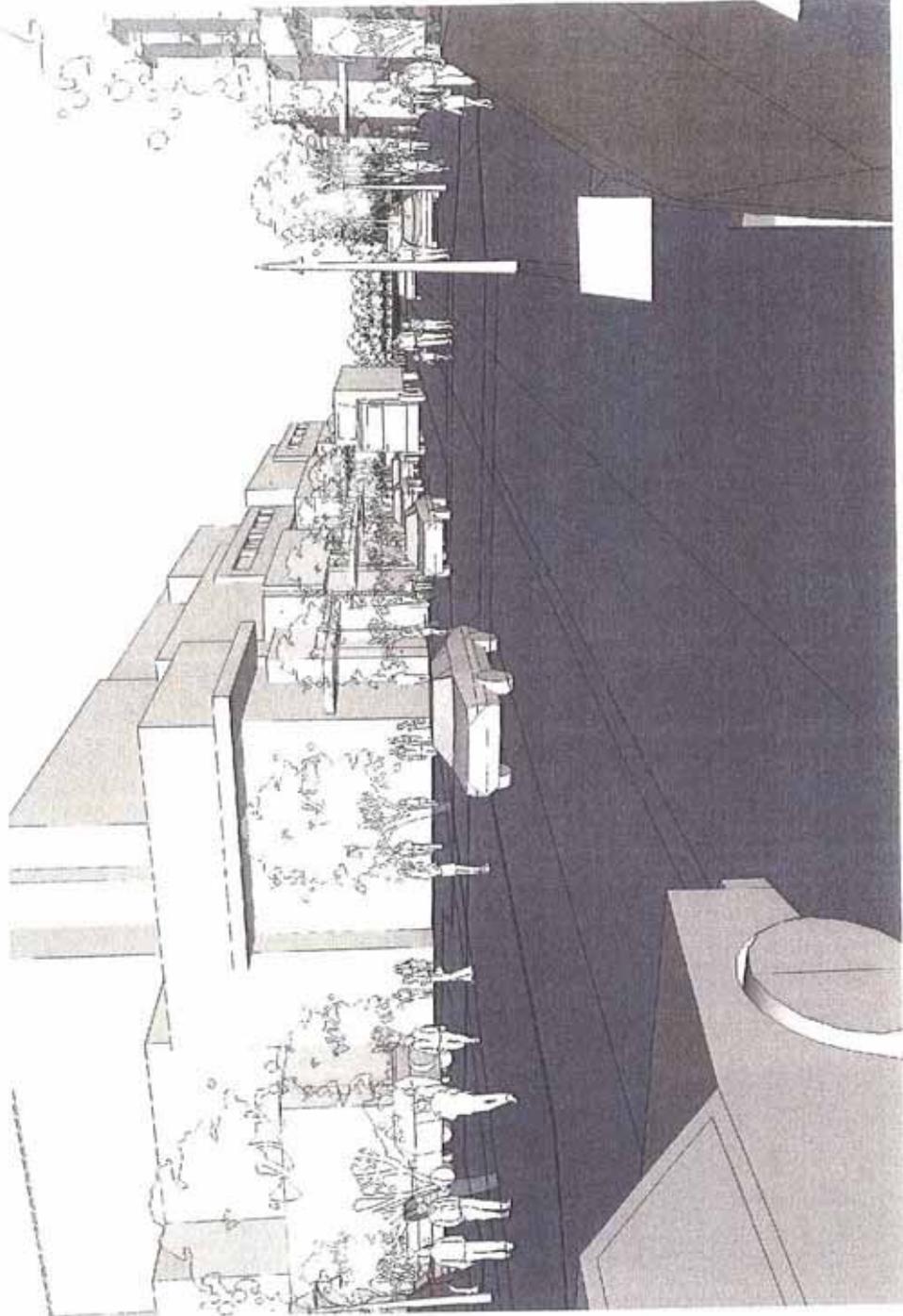


Office Building from Main Intersection

TOTEM LAKE MALL DRB RESPONSE No. 2

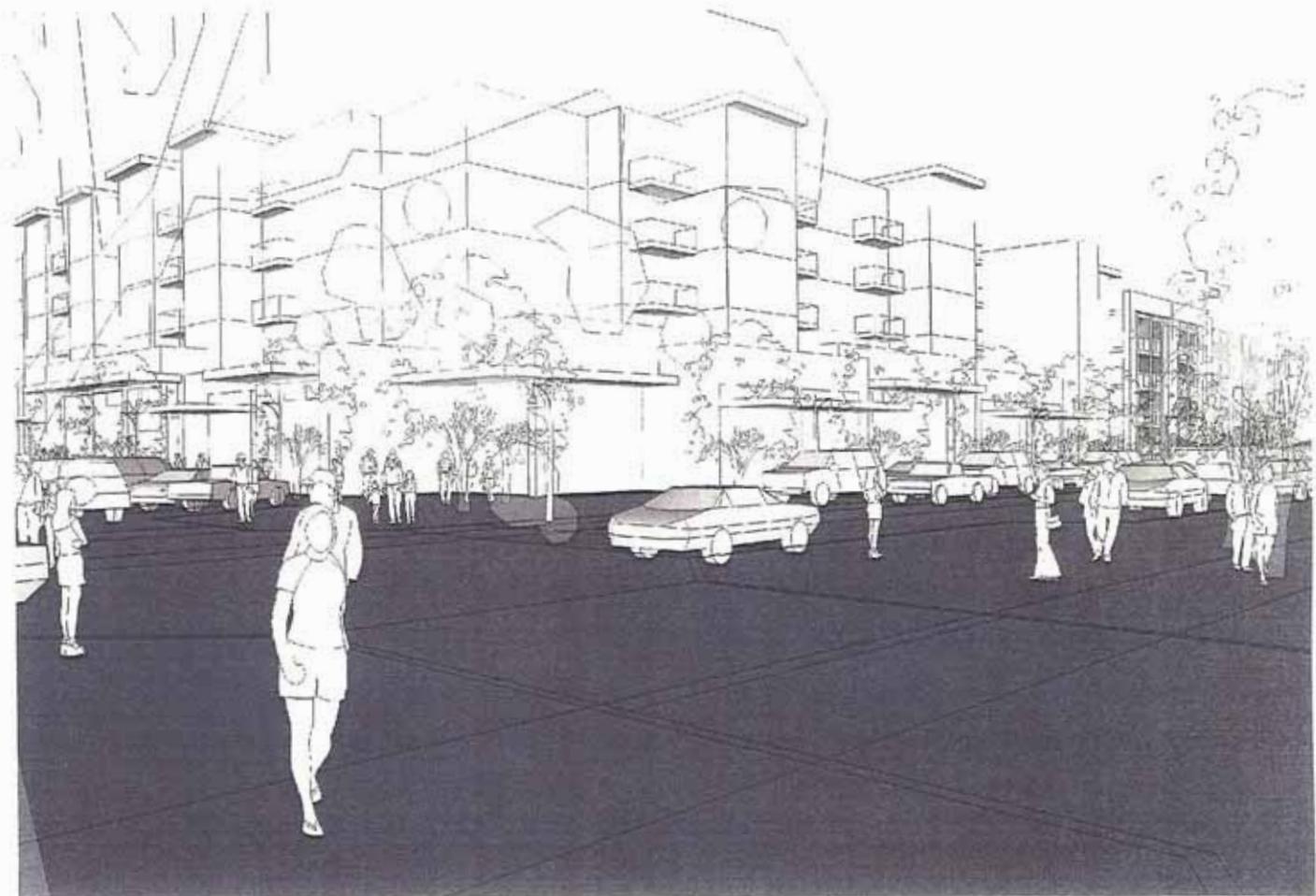
November 7, 2005

DDR & FULLER/SEARS ARCHITECTS



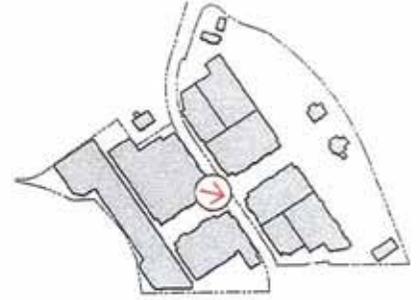
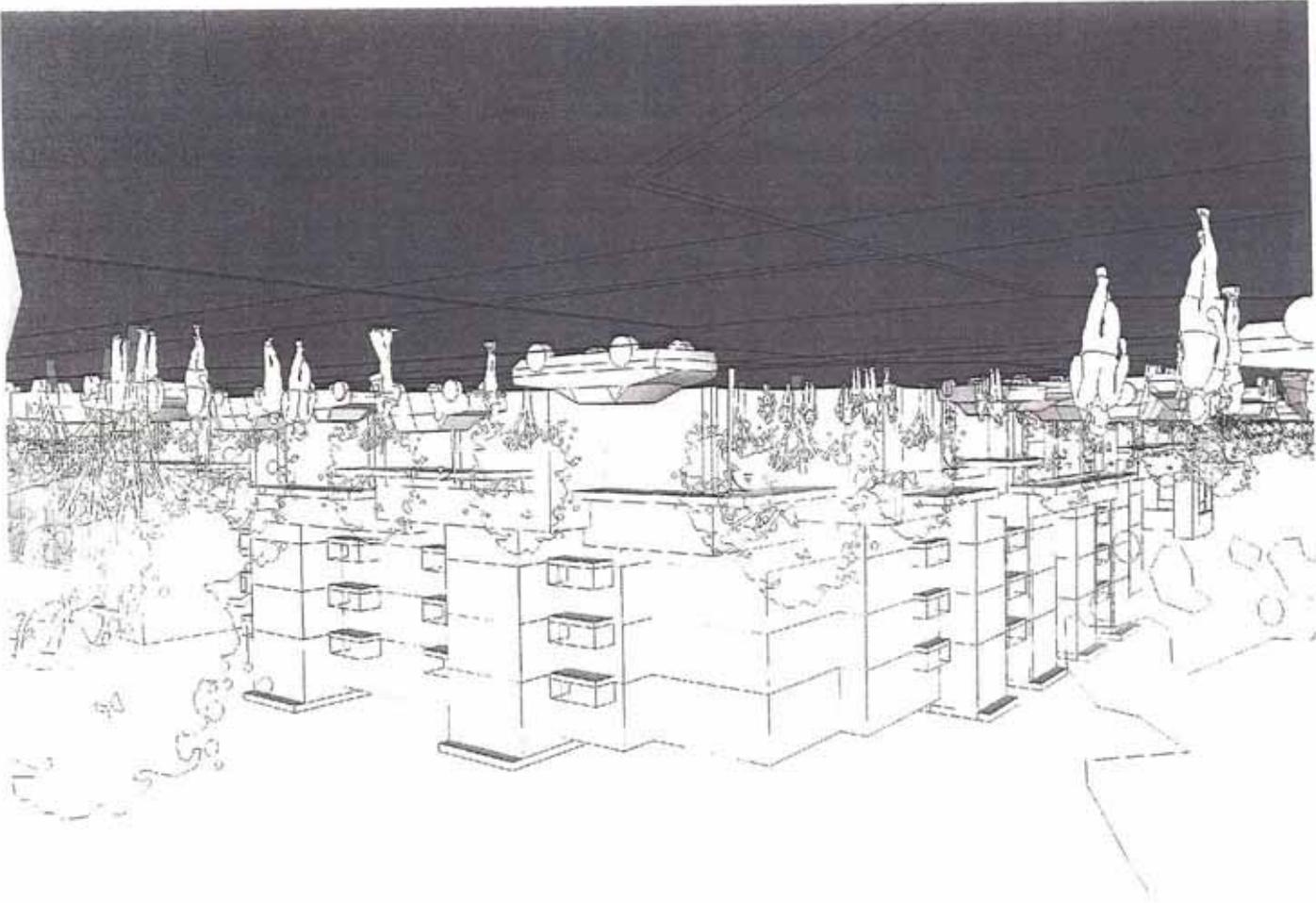
Southeast Corner of Main Intersection

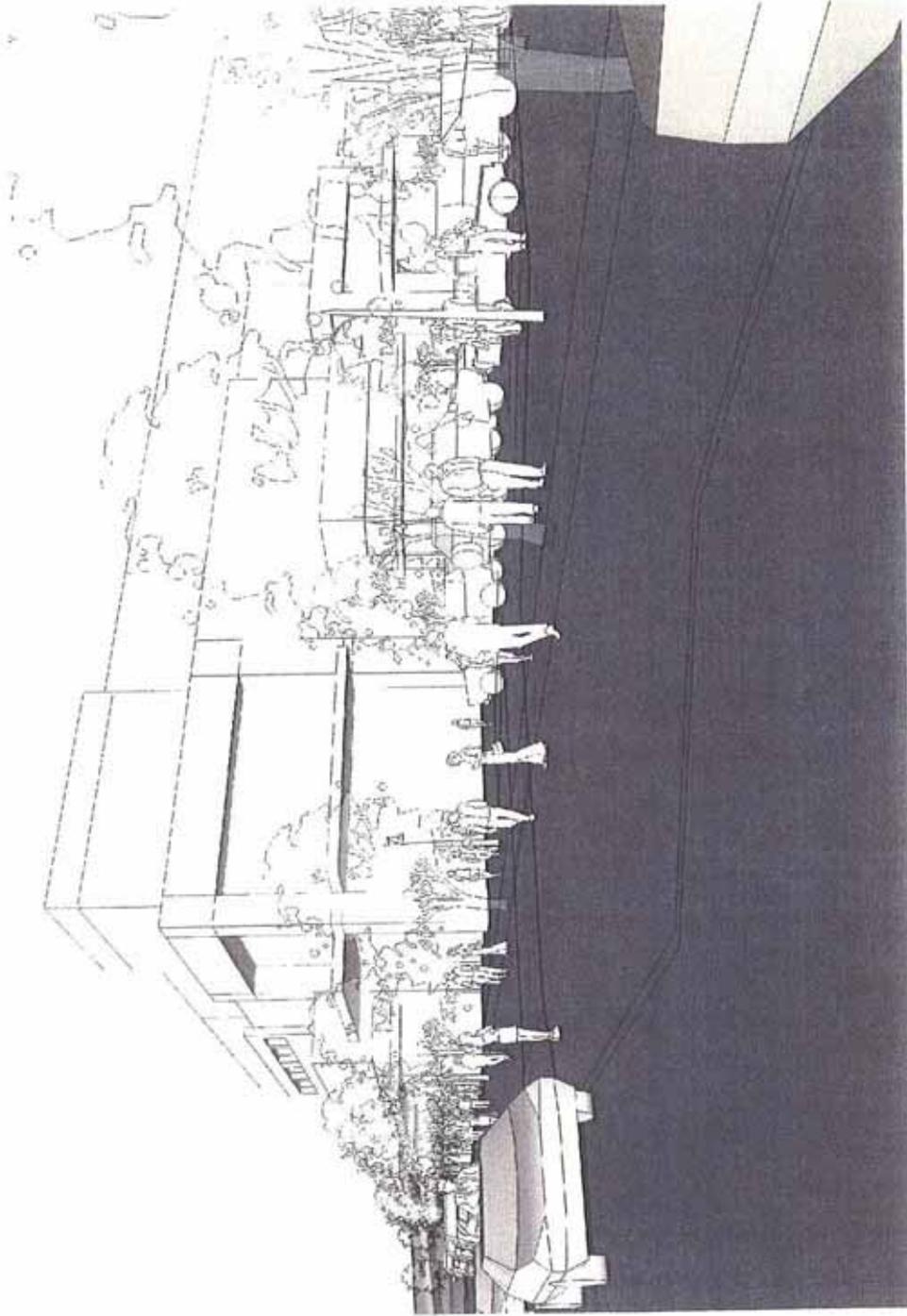
TOTEM LAKE MALL DRB RESPONSE No. 2 November 7, 2005 DDR & FULLER/SEARS ARCHITECTS



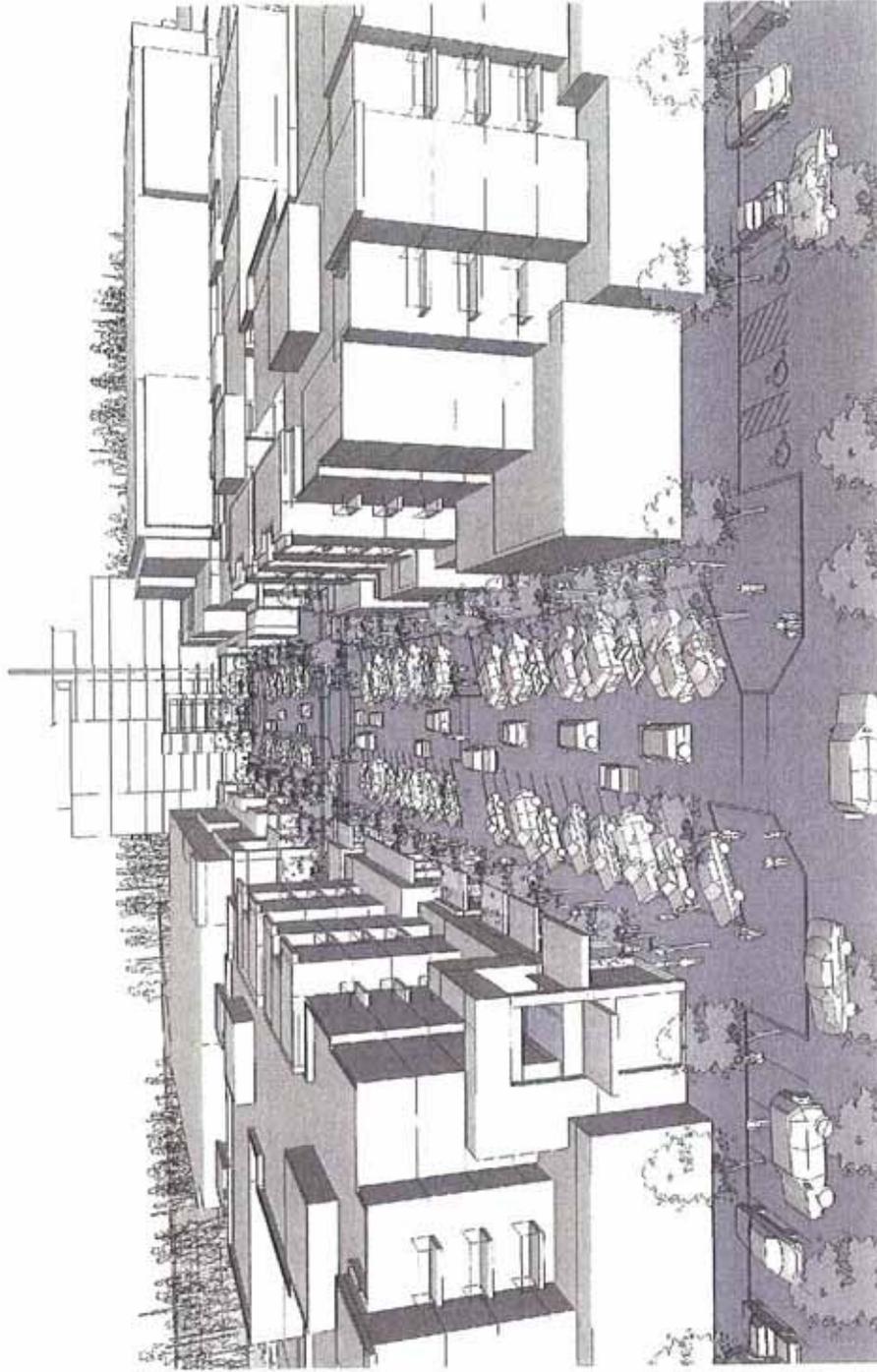
Southwest Corner of Main Intersection

Northwest Corner of Main Intersection





Northeast Corner of Main Intersection



Boulevard from West

TOTEM LAKE MALL DRB RESPONSE No. 2 November 7, 2005 DDR & FULLER/SEARS ARCHITECTS



West Half of Boulevard from East



SOUTH PARKING
GARAGE

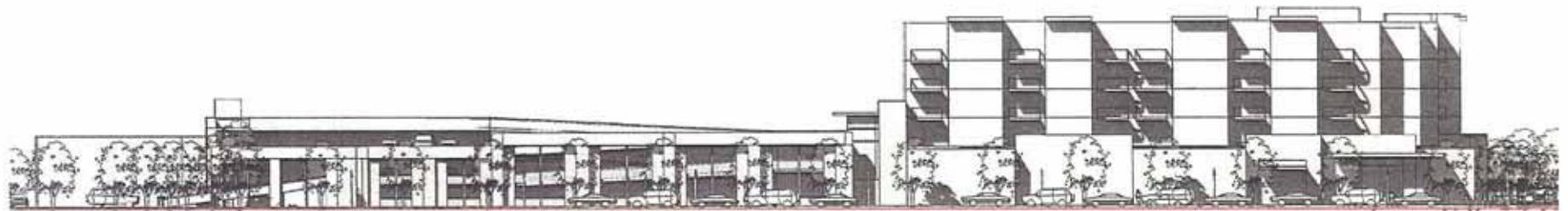
SOUTHWEST RETAIL /
RESIDENTIAL

NEW
BOULEVARD

NORTHWEST RETAIL /
RESIDENTIAL

NORTH PARKING
GARAGE

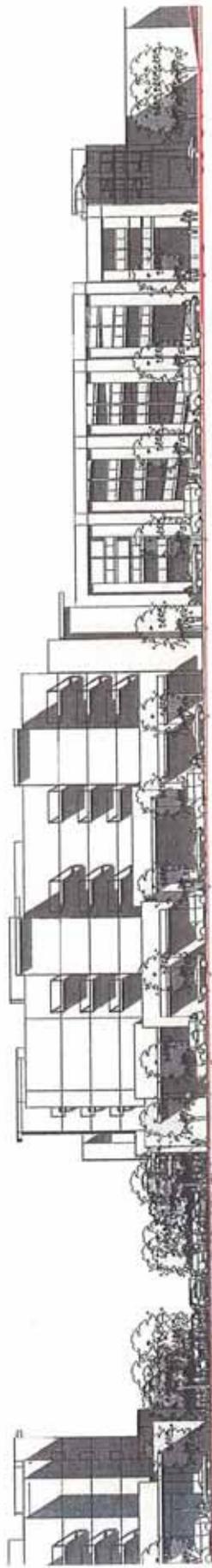
West Elevation along 120th Avenue



SOUTH PARKING
GARAGE

SOUTHWEST RETAIL /
RESIDENTIAL

South Half of West Elevation along 120th Avenue

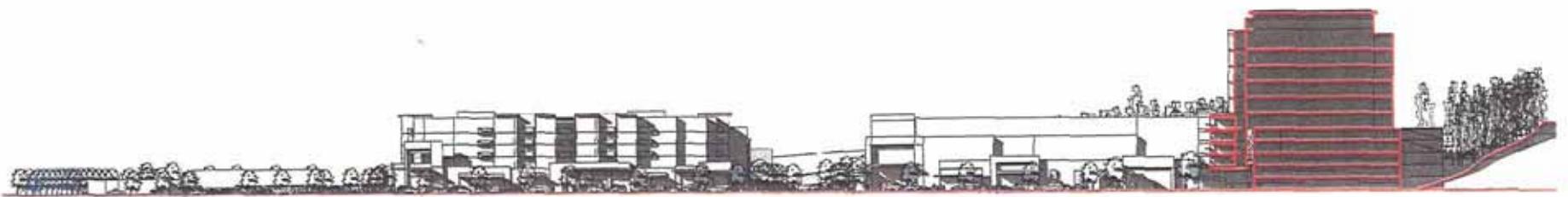


NEW
BOULEVARD

NORTHWEST RETAIL /
RESIDENTIAL

NORTH PARKING
GARAGE

North Half of West Elevation along 120th Avenue



RETAIL PAD

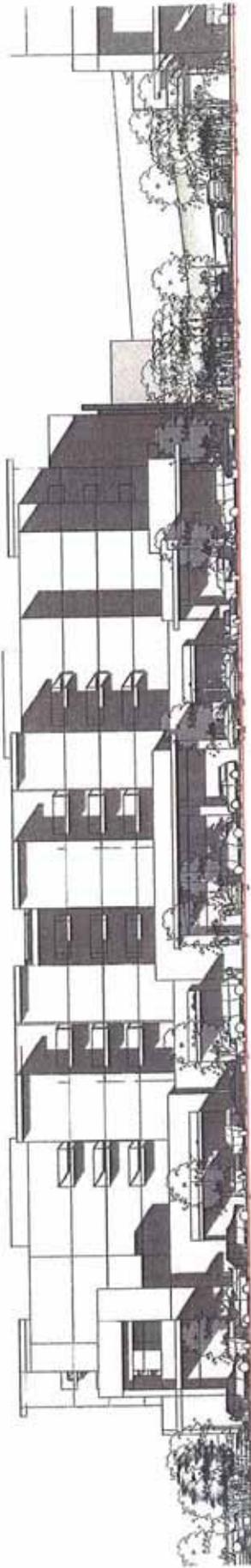
NORTHWEST RETAIL /
RESIDENTIAL

120TH
AVENUE

NORTHEAST RETAIL /
RESIDENTIAL

OFFICE / PARKING
GARAGE

North Elevation along New Boulevard

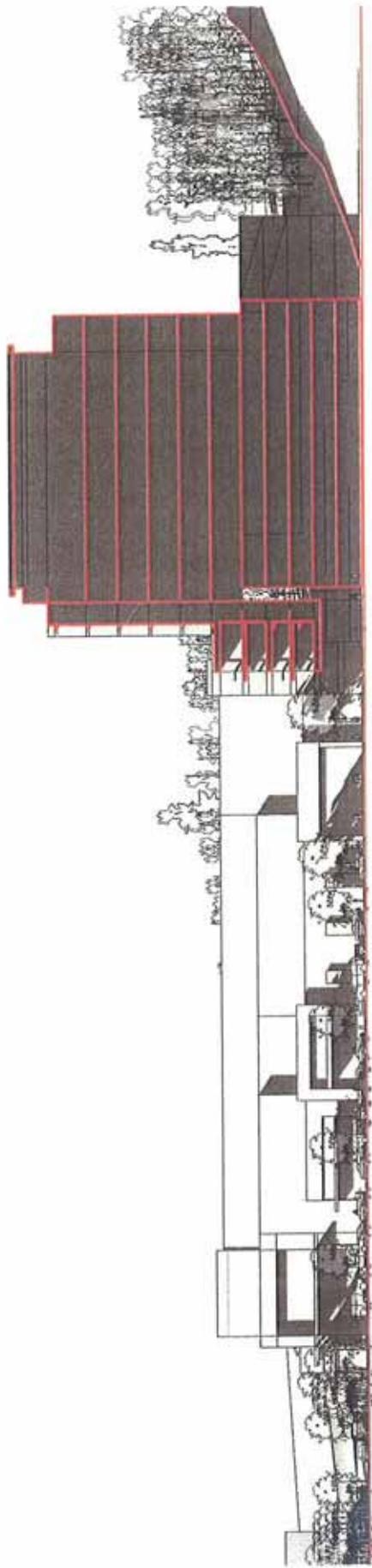


120TH
AVENUE

NORTHWEST RETAIL /
RESIDENTIAL

West Half of North Elevation along New Boulevard

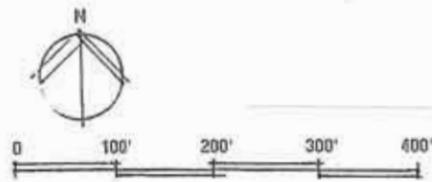
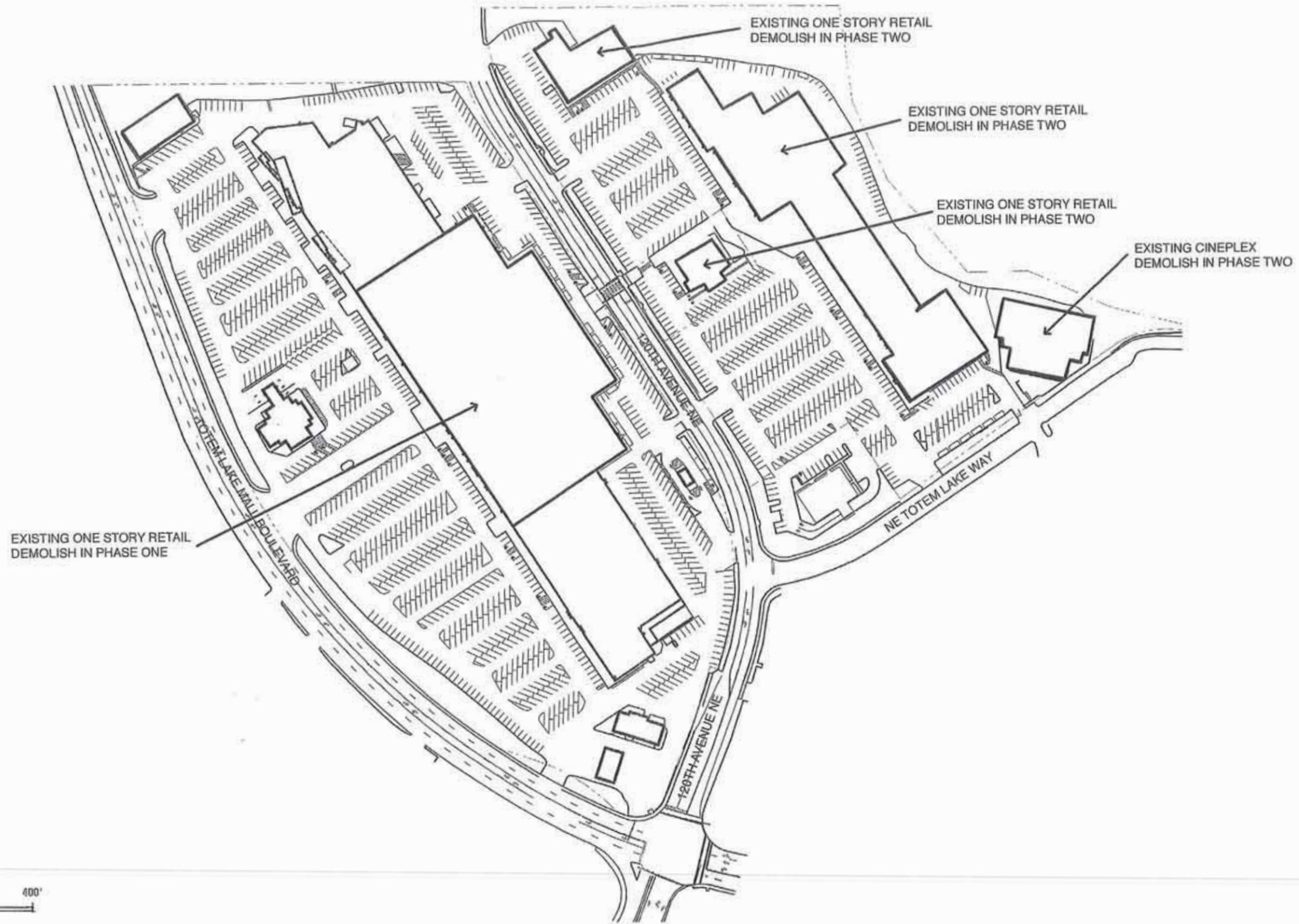
TOTEM LAKE MALL DRB RESPONSE No. 2 November 7, 2005 DDR & FULLER/SEARS ARCHITECTS



NORTHEAST RETAIL /
RESIDENTIAL

OFFICE / PARKING
GARAGE

East Half of North Elevation along New Boulevard



November 7, 2005

FULLER SEARS
ARCHITECTS

CONCEPTUAL DEMOLITION PLAN
TOTEM LAKE MALL - CONCEPTUAL MASTER PLAN

EXHIBIT 6

DEVELOPERS
DIVERSIFIED
REALTY

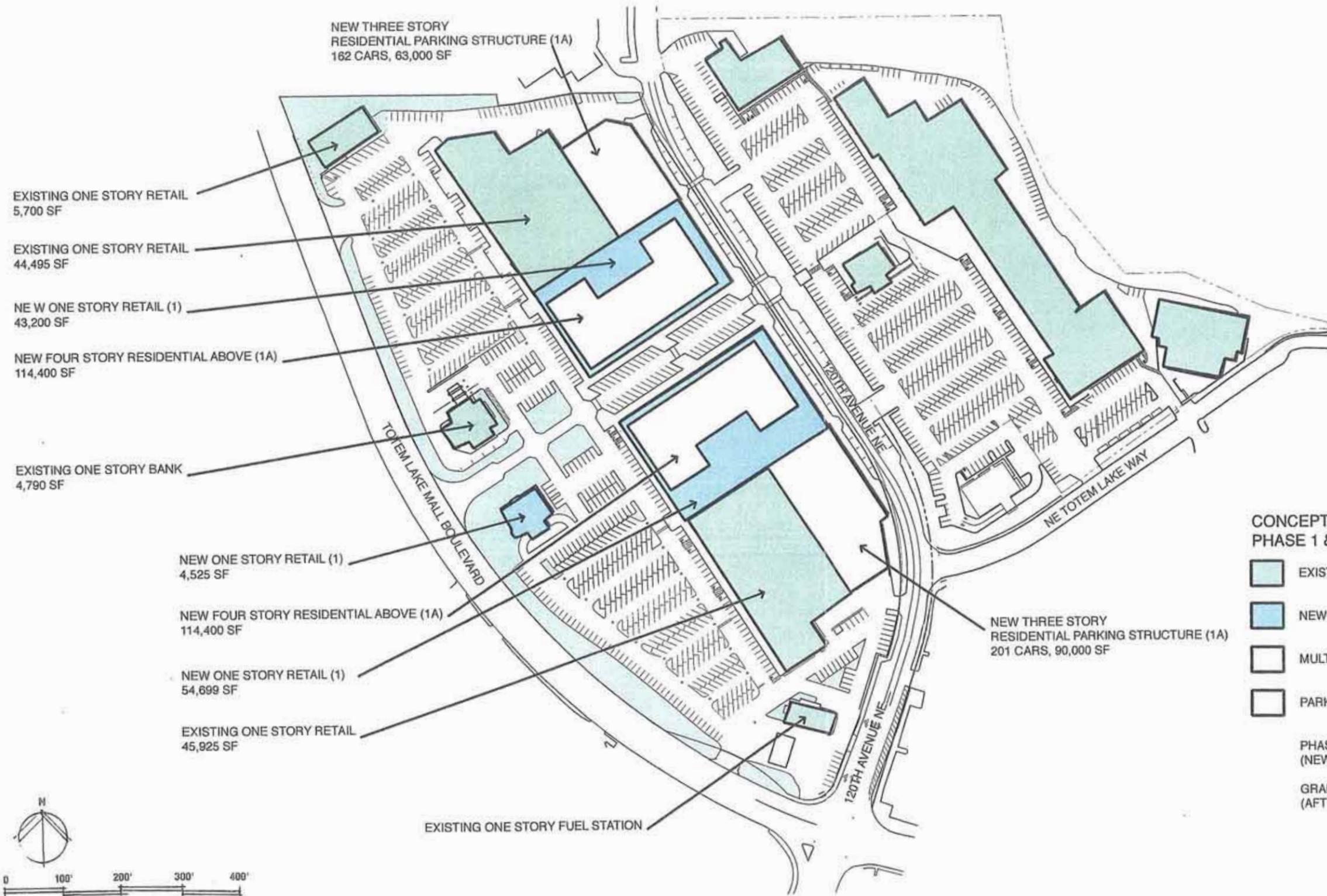
CHAPTER SEVEN

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.



**CONCEPTUAL SITE PLAN LEGEND
PHASE 1 & 1A**

	EXISTING BUILDINGS	192,734 SF
	NEW 1- STORY RETAIL	102,424 SF
	MULTI-FAMILY RESIDENTIAL	228,800 SF
	PARKING GARAGES	153,000 SF 363 STALLS
	PHASE 1 & 1A (NEW CONSTRUCTION)	484,224 SF 363 STALLS
	GRAND TOTAL (AFTER PHASE 1 & 1A)	676,958 SF 1,771 STALLS

November 7, 2005

FULLER SEARS
ARCHITECTS

CONCEPTUAL SITE PLAN - PHASE 1 & 1A TOTEM LAKE MALL - CONCEPTUAL MASTER PLAN

EXHIBIT 7

DEVELOPERS
DIVERSIFIED
REALTY

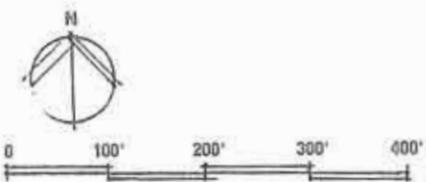
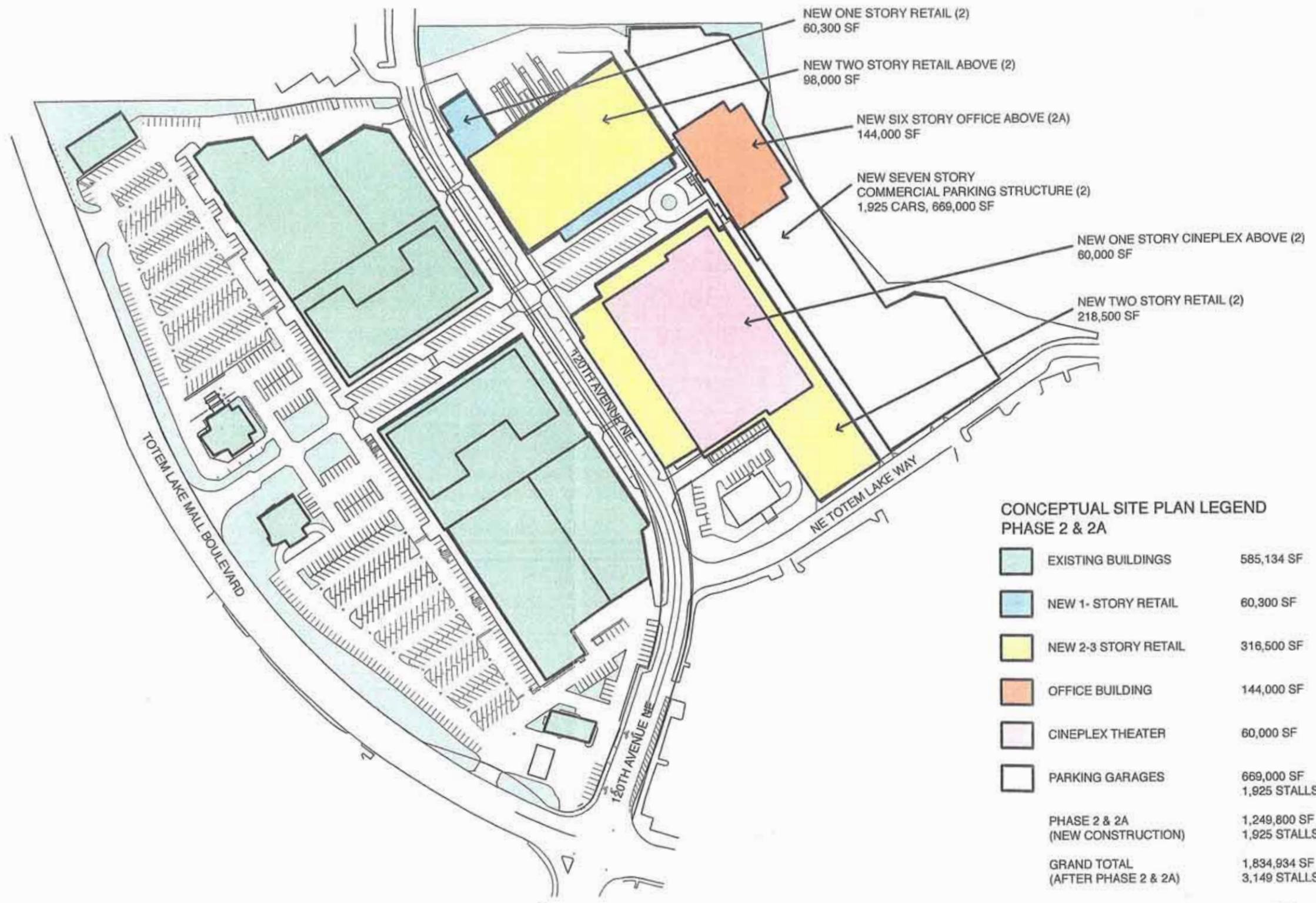
CHAPTER EIGHT

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.

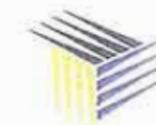


November 7, 2005

FULLER SEARS
ARCHITECTS

CONCEPTUAL SITE PLAN - PHASE 2 & 2A TOTEM LAKE MALL - CONCEPTUAL MASTER PLAN

EXHIBIT 8



DEVELOPERS
DIVERSIFIED
REALTY

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 and lower portions of the 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 parking 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 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 TL2 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, 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 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/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 TEN

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 as the "Development Regulations"). Landscaping is not subject to the development regulations in Kirkland Zoning Code, Chapter 95, but is subject to 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 parking requirements are established in the Conceptual Master Plan ("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 the CMP for the entire property. Subsequent development proposals must follow the Design Review or Administrative Design Review process as set forth in the Notice of Approval for the CMP.

Where a CMP is utilized, the Development Regulations apply uniform standards to all allowed 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. 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 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 along front, side or rear yards required by this CMP.

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

The maximum lot coverage is 80 percent.

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

Maximum structure height ranges from 75' to 135' above average building elevation. Generally, structure height is limited to 75'. However, structure height may exceed 75' above average building elevation if approved through the CMP; provided, that no more than 5% 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 CMP.

8. **Additional Special Regulations.**

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

A. **Circulation System for Vehicles and Pedestrians.** The CMP must establish a circulation system for vehicles and pedestrians. The site plan 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.*

- *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 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 CONCEPTUAL MASTER PLAN

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

1. Development Agreement.

The City and Coventry/DDR anticipate entering into a Development Agreement in 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, the Development Agreement and this Conceptual Master Plan shall control redevelopment of the Mall. In the event of a discrepancy between the Conceptual Master Plan and the Development Agreement, the provisions of the Development Agreement shall control.

2. Phase Plan Review.

The Phase Plans shall be reviewed in accordance with normal Kirkland requirements. Kirkland Zoning Code, Chapter 142, Design Review, shall apply to the Phase Plans. Coventry/DDR shall have the discretion to pursue each phase as a whole, or to pursue the various sub-phases separately. 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 in this Conceptual Master Plan, as may be modified, amended or changed by the Development Agreement.

3. Traffic Conditions.

Kirkland has issued a Concurrency Notice associated with the redevelopment of the Mall. It is anticipated that the Development Agreement will address 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 Agreement shall govern traffic matters within the Mall redevelopment project.

4. **Conceptual Master Plan Approval/Conditions/Modifications.**

On November 7, 2005, the Design Review Board approved this Conceptual Master Plan, subject to the following conditions:

A. The Conceptual Master Plan, 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 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 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 Coventry/DDR with regard to the Public Plaza, shall be consistent with the Development Agreement.

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

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

E. Future modification of the Conceptual Master Plan, 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 Phase Reviews, Coventry/DDR 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 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, to facilitate pedestrian circulation to Totem Lake Boulevard and 120th Avenue NE.
5. Incorporate the narrower Public Plaza design approved with this Conceptual Master Plan.
6. Buildings fronting the Public Plaza 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.
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 Schuck's Auto Supply;
 - 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, the following standards shall be applied:
 - a. The Totem Lake Mall 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.
 14. Roofscapes shall be considered.