

Supplement to Urban Center Development Application

11-101457 LU (Land Use permit for site plan)
11-101461 SM (Shoreline Management permit)
11-101464 RC (Retaining Wall – Commercial)
11-101008 LDA (Land Disturbing Activity – grading)
11-101007 SP (Short Plat)
11-101457 VAR (Parking Variance)

December 12, 2019

BSRE Point Wells, LP, (“**BSRE**”) hereby supplements its applications for the proposed Point Wells Urban Center (the “**Project**”).

1) Vehicle Trip Limit and Traffic Mitigation.

In a Memorandum of Understanding (“**MOU**”) dated April 1, 2013 between BSRE and the City of Shoreline, the parties thereto agreed to jointly sponsor and conduct a Richmond Beach Traffic Corridor Study (the “**Corridor Study**”). The study was substantially completed but was not formally approved by the Shoreline City Council. The study was intended (i) to establish a mechanism for the citizens of Shoreline to participate in a public process regarding the analysis of transportation issues and acceptable mitigation alternatives associated with the proposed Point Wells development; and (ii) establish the terms and methodology by which the transportation impacts of the development would be analyzed, mitigated and eventually incorporated into Snohomish County’s environmental analysis for BSRE’s development applications.

At Section 1 of the MOU, the parties agreed “for the purposes of [the Corridor Study], that the net new trips (along Richmond Beach Drive NW) generated from the proposed development at Point Wells shall be assumed not to exceed 11,587 average daily trips (“**ADT**”) at the Project access point into Shoreline.” While not all aspects of the Corridor Study were finalized, the study nonetheless contains valuable information with which BSRE can effectively mitigate the traffic impacts likely to occur because of the development of Point Wells.

An outcome of the Corridor Study process was the collaborative development and documentation of traffic mitigation measures to be implemented within the City of Shoreline. These traffic mitigation measures are outlined in detail in Section 4 of the Expanded Traffic Impact Analysis report for Point Wells that was submitted to the County on December 12, 2019.

Contingent on the City of Shoreline complying with its commitments outlined in the MOU, BSRE hereby supplements its Application by incorporating therein a limit to the number of net new daily vehicle trips generated from its proposed development at Point Wells (“**Project Trips**”) to not more than 11,587 (the “**Trip Cap**”) at the Project access point into Shoreline.

2) Monitoring of Vehicle Trips and Reporting of Compliance.

A. Assuming the approval of the Urban Center Application as re-submitted, BSRE agrees that upon the issuance of Certificates of Occupancy for three hundred fifty (350) dwelling units, BSRE shall at its cost install and maintain a mechanical vehicle trip counting device (the “Trip Counting Device”) at the main Project entrance. Nothing herein shall preclude BSRE from utilizing alternative and equally accurate trip counting devices or means.

B. Assuming the approval of the Urban Center Application as re-submitted, BSRE agrees that upon the issuance of Certificates of Occupancy for seven hundred and twenty (720) dwelling units, BSRE shall provide a trip generation report (a “**Report**”) to the County, at intervals of not less than every six (6) months (a “**Reporting Period**”), of the average number of new net daily Project Trips as measured during said Reporting Period. Each Report shall also set forth the number of Project Trips measured each the day during the AM and PM peak hours for that Reporting Period.

C. Assuming the approval of the Urban Center Application as re-submitted, BSRE agrees that the average of the previous twelve (12) monthly counts of Project Trips shall be the number of Project Trips used to determine compliance with the Trip Cap.

3) Comparison to Anticipated Trip Counts By Project Phase.

Assuming the approval of the Urban Center Application as re-submitted, BSRE agrees to the following:

A. The anticipated number of Project Trips by phase shall be as set forth in Exhibit A hereto.

B. Commencing with the proposed development of any portion of Phase 3, if at any time the number of projected Project Trips, when added to the average Trip Count in the prior two Reports, exceeds the trip projection applicable to that development phase as set forth in Exhibit A, then BSRE shall take such action as is necessary to cause the number of Project Trips for the next development phase, when added to the average Trip Count from the previous two Reporting Periods, to come into compliance with the trip projection set forth in Exhibit A.

C. The manner by which BSRE shall cause the Trip Count for the next proposed development phase to come into compliance with the limit set forth in Exhibit B for that phase shall be within BSRE’s sole discretion. BSRE may, for example and without limitation, combine individual residential units so as to create fewer larger units. By way of further illustration, BSRE might, for example and without limitation, increase the number of senior units (each of which will generate fewer Project Trips) so as to cause the anticipated number of Project Trips to comply with the applicable limit.

D. At such time as the Project Trips match or exceed 80% of the Trip Cap, then BSRE shall so notify the County. Thereafter, BSRE may submit development applications only for such number of units and/or commercial or retail space for which the anticipated Project Trips, when

added to the Project Trips associated with the existing amount of development, shall not exceed the Trip Cap. BSRE shall not submit any further development applications (where the Project Trips associated therewith will cause the Trip Cap to be exceeded) until such time as the number of actual Project Trips and the projected Project Trips associated with such additional development are brought into compliance with the Trip Cap. Nothing herein shall preclude BSRE from taking such actions as may be necessary to cause such a reduction in Project Trips in an effort to bring about compliance with the Trip Cap.

E. BSRE shall ensure through covenants recorded against the project site or through other means approved by the County, that the obligation to conduct such monitoring and provide such Trip Reports shall be conducted as set forth herein during the full term of the Monitoring Requirement (as defined herein).

F. Nothing herein shall preclude BSRE from altering the order of construction of the Project Phases or from establishing sub-phases. The Project Trips per phase shall remain unchanged regardless of the order in which the phases are constructed.

G. BSRE's compliance with the provisions herein regarding compliance with the Trip Cap shall be enforceable by the County in Snohomish County Superior Court.

H. The County shall have the right, upon forty-eight (48) hours advance notice (not including weekends of federal or state holidays), to inspect or otherwise monitor the Trip Counting Device so as to ensure that the trip numbers produced thereby are accurate and reliable.

I. BSRE shall continue to monitor the number of Project Trips until such time as the Project shall have received Certificates of Occupancy for the number of dwelling units authorized in the Project permit approvals (the period of time where monitoring is required shall be referred to herein as the "**Monitoring Requirement**").

J. Contemporaneous with the issuance of final project approvals, BSRE shall deliver to the County an agreement, in recordable form, under which BSRE agrees that it may not bring suit against the County for refusing to approve permit requests when the projected number of trips exceeds the Trip Count as determined and/or confirmed by BSRE's traffic consultant.

4) Senior Housing.

Of the dwelling units proposed in the Urban Center application, not less than 984 units are planned to be designated as Retirement Apartments (as defined in SCC 30.91R.180) or Senior Housing (SCC 30.91D.190) (hereinafter "Senior Units"), meaning that at least one occupant shall be at least 62 years of age. Senior Units are currently planned to be constructed at the locations depicted in the revised site plan submitted herewith. Those units are allocated by phase as shown in Exhibit B.

5) Supplemental Transit Service.

SCC 30.34A.085, requires that access to public transportation must be provided to the businesses and residents of the future Project. SCC 30.34A.085(3) provides that at a minimum, a development “shall provide a mechanism such as van pools or other similar means of transporting people on a regular schedule in high occupancy vehicles to operational stops or stations for high occupancy transit.” BSRE recognizes that currently available public transit cannot by itself provide the level of service necessary to meet the above requirement. While it will attempt to work with the various transit agencies to bring about an increase in available public transit service, BSRE commits to provide at its cost, to contract with third parties, for such additional transit service as is necessary to achieve compliance with the above standard. The type and extent of such supplemental transit service currently contemplated is more fully identified in Exhibit C hereto.

6) Commitment to Fund Sound Transit Commuter Rail Station.

Sound Transit has expressed an interest in providing commuter rail service at Point Wells once a sufficient on-site population is achieved. It is expected that Sound Transit’s interest in providing such commuter rail service will be contingent upon BSRE’s willingness to fully fund the construction of the on-site commuter rail station. If required by Sound Transit, BSRE agrees to provide such funding.

7) Elimination of Beach Groins.

A number of early plan drawings depict the construction of a number of “beach groins” along the shoreline. Those groins are no longer part of the development plan and are hereby eliminated from the Point Wells Urban Center application.

EXHIBIT A

Projected Net New Traffic Trips By Phase

Projected Net New Traffic Trips By Village

Village Designation	Residual Units	Daily Project Trips	AM Peak Hour Trips	PM Peak Hour Trips
South Village	605	3,075	347	329
Urban Center	140	2,299	174	246
Central Village	1204	3,056	316	327
North Village	897	1,598	134	171

EXHIBIT B

SENIOR UNITS BY VILLAGE

SENIOR UNITS BY VILLAGE

South Village	242
Central Village	313
North Village	359
<u>Urban Plaza</u>	<u>70</u>
Total	984

EXHIBIT C

Supplemental Transit Service

Supplemental Transit Service

BSRE shall ensure the availability of supplemental transit service serving the Project as follows:

Section 1. Alternative Means of Providing Supplemental Transit Service.

Supplemental service shall, at BSRE's election, be provided under contract with a public transit provider (for example, contracted service provided by Metro Transit), under contract with a private transit service, or by a transit service owned and operated by BSRE or its concessionaire.

Section 2. Transit Route.

Transit service shall be provided between the Project site and the Metro Park & Ride stop at North 192nd and Aurora Avenue North. At such time as the Sound Transit light rail station at 185th and Aurora Avenue becomes operational, the route shall be extended to such light rail station.

Section 3. Frequency of Service.

Supplemental transit service shall commence no later than the date upon which certificates of occupancy have been issued for seven hundred and twenty (720) units within the Project. The frequency of service shall be determined in part by the demand therefor from Point Wells' residents. In addition, it is anticipated that service shall be provided on weekday mornings between 6:00 and 9:00 (the "AM Peak Hours") and on weekday evenings between 4:00 and 7:00 (the "PM Peak Hours"). BSRE will ensure the availability of sufficient seating capacity that the number of Project Trips shall remain within the limits established in the MOU. At full buildout, it is anticipated that during the AM and PM Peak Hours that four (4) transit vehicles with a seating capacity of not less than forty (40) seats each shall depart Point Wells at least every fifteen (15) minutes.

Section 4. Priority Use by Residents of Point Wells and Service for the General Public.

The supplemental transit service described herein shall be primarily for the use and convenience of the residents of Point Wells. To the extent that seating remains available, and to the extent permitted by King County Metro, Point Wells' buses may stop along Richmond Beach Road to provide service to the Richmond Beach community. Subject to the approval of King County Metro, nothing herein shall prohibit BSRE or other operator of the supplemental transit service from collecting reasonable fares, either from such Point Wells residents or from members of the Richmond Beach community along such route.

Section 5. Termination of Service.

Supplemental transit service may be terminated at such time as a Sound Transit Commuter Rail station at the Project becomes operational or when the County and the City deem such service to no longer be necessary.

Section 6. Successors and Assigns.

BSRE shall ensure, either by way of binding agreements with other parties or through a Point Wells master homeowners association, that the obligation to provide such supplemental transit service shall be perpetual unless and until service may be terminated as provided in Section 5 hereto.